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

Form 10-Q

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

For the quarterly period ended June 30, 2024

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: 001-32877

Mastercard Incorporated

(Exact name of registrant as specified in its charter)

Delaware	**13-4172551**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification Number)**
2000 Purchase Street Purchase, NY	**10577 (Zip Code)**
(Address of principal executive offices)	

(914) 249-2000
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange of which registered
Class A Common Stock, par value $0.0001 per share	MA	New York Stock Exchange
2.1% Notes due 2027	MA27	New York Stock Exchange
1.0% Notes due 2029	MA29A	New York Stock Exchange
2.5% Notes due 2030	MA30	New York Stock Exchange

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

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)

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

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

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

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

As of July 26, 2024, there were 916,710,583 shares outstanding of the registrant's Class A common stock, par value $0.0001 per share; and 7,124,405 shares outstanding of the registrant's Class B common stock, par value $0.0001 per share.

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In this Report on Form 10-Q ("Report"), references to the "Company," "Mastercard," "we," "us" or "our" refer to the business conducted by Mastercard Incorporated and its consolidated subsidiaries, including our operating subsidiary, Mastercard International Incorporated, and to the Mastercard brand.

Forward-Looking Statements

This Report contains forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts may be forward-looking statements. When used in this Report, the words "believe", "expect", "could", "may", "would", "will", "trend" and similar words are intended to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements that relate to the Company's future prospects, developments and business strategies.

Many factors and uncertainties relating to our operations and business environment, all of which are difficult to predict and many of which are outside of our control, influence whether any forward-looking statements can or will be achieved. Any one of those factors could cause our actual results to differ materially from those expressed or implied in writing in any forward-looking statements made by Mastercard or on its behalf, including, but not limited to, the following factors:

- regulation related to the payments industry (including regulatory, legislative and litigation activity with respect to interchange rates and surcharging)
- the impact of preferential or protective government actions
- regulation of privacy, data, AI, information security and the digital economy
- regulation that directly or indirectly applies to us based on our participation in the global payments industry (including anti-money laundering, countering the financing of terrorism, economic sanctions and anti-corruption, account-based payments systems, and issuer and acquirer practices regulation)
- the impact of changes in tax laws, as well as regulations and interpretations of such laws or challenges to our tax positions
- potential or incurred liability and limitations on business related to any litigation or litigation settlements
- the impact of competition in the global payments industry (including disintermediation and pricing pressure)
- the challenges relating to rapid technological developments and changes
- the challenges relating to operating a real-time account-based payments system and to working with new customers and end users
- the impact of information security incidents, account data breaches or service disruptions
- issues related to our relationships with our stakeholders (including loss of substantial business from significant customers, competitor relationships with our customers, consolidation amongst our customers, merchants' continued focus on acceptance costs and unique risks from our work with governments)
- the impact of global economic, political, financial and societal events and conditions, including adverse currency fluctuations and foreign exchange controls
- reputational impact, including impact related to brand perception and lack of visibility of our brands in products and services
- the impact of environmental, social and governance matters and related stakeholder reaction
- the inability to attract and retain a highly qualified and diverse workforce, or maintain our corporate culture
- issues related to acquisition integration, strategic investments and entry into new businesses
- exposure to loss or illiquidity due to our role as guarantor as well as other contractual obligations and discretionary actions we may take
- issues related to our Class A common stock and corporate governance structure

Please see a complete discussion of these risk factors in Part I, Item 1A - Risk Factors of the Company's Annual Report on Form 10-K for the year ended December 31, 2023. We caution you that the important factors referenced above may not contain all of the factors that are important to you. Our forward-looking statements speak only as of the date of this Report or as of the date they are made, and we undertake no obligation to update our forward-looking statements.

PART I

Item 1. Consolidated financial statements (unaudited)

Mastercard Incorporated
Index to consolidated financial statements (unaudited)

Consolidated Statement of Operations (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions, except per share data)			
Net Revenue	**$ 6,961**	**$ 6,269**	**$ 13,309**	**$ 12,017**
Operating Expenses:				
General and administrative	2,418	2,200	4,704	4,243
Advertising and marketing	184	201	300	368
Depreciation and amortization	225	192	441	383
Provision for litigation	98	20	224	231
Total operating expenses	2,925	2,613	5,669	5,225
Operating income	4,036	3,656	7,640	6,792
Other Income (Expense):				
Investment income	60	59	155	114
Gains (losses) on equity investments, net	(13)	123	(7)	(89)
Interest expense	(153)	(144)	(303)	(276)
Other income (expense), net	9	10	12	16
Total other income (expense)	(97)	48	(143)	(235)
Income before income taxes	3,939	3,704	7,497	6,557
Income tax expense	681	859	1,228	1,351
Net Income	**$ 3,258**	**$ 2,845**	**$ 6,269**	**$ 5,206**
Basic Earnings per Share	**$ 3.51**	**$ 3.01**	**$ 6.74**	**$ 5.48**
Basic weighted-average shares outstanding	929	946	931	949
Diluted Earnings per Share	**$ 3.50**	**$ 3.00**	**$ 6.72**	**$ 5.47**
Diluted weighted-average shares outstanding	930	949	933	952

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions)			
Net Income	**$ 3,258**	**$ 2,845**	**$ 6,269**	**$ 5,206**
Other comprehensive income (loss):				
Foreign currency translation adjustments	(46)	53	(214)	147
Income tax effect	18	—	27	(14)
Foreign currency translation adjustments, net of income tax effect	(28)	53	(187)	133
Translation adjustments on net investment hedges	2	(11)	49	(85)
Income tax effect	—	2	(11)	19
Translation adjustments on net investment hedges, net of income tax effect	2	(9)	38	(66)
Cash flow hedges	91	(14)	113	(24)
Income tax effect	(3)	6	(8)	6
Reclassification adjustments for cash flow hedges	(68)	9	(63)	17
Income tax effect	1	(5)	(1)	(4)
Cash flow hedges, net of income tax effect	21	(4)	41	(5)
Defined benefit pension and other postretirement plans	2	—	2	—
Income tax effect	—	—	—	—
Reclassification adjustments for defined benefit pension and other postretirement plans	—	—	—	—
Income tax effect	—	—	—	—
Defined benefit pension and other postretirement plans, net of income tax effect	2	—	2	—
Investment securities available-for-sale	—	—	—	2
Income tax effect	—	—	—	—
Investment securities available-for-sale, net of income tax effect	—	—	—	2
Other comprehensive income (loss), net of income tax effect	(3)	40	(106)	64
Comprehensive Income	**$ 3,255**	**$ 2,885**	**$ 6,163**	**$ 5,270**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Balance Sheet (Unaudited)

	June 30, 2024	December 31, 2023
	(in millions, except per share data)	
Assets		
Current assets:		
Cash and cash equivalents	$ 6,996	$ 8,588
Restricted security deposits held for customers	1,772	1,845
Investments	362	592
Accounts receivable	4,195	4,060
Settlement assets	1,514	1,233
Prepaid expenses and other current assets	2,941	2,643
Total current assets	**17,780**	**18,961**
Property, equipment and right-of-use assets, net of accumulated depreciation and amortization of $2,373 and $2,237, respectively	2,148	2,061
Deferred income taxes	1,423	1,355
Goodwill	7,563	7,660
Other intangible assets, net of accumulated amortization of $2,290 and $2,209, respectively	4,149	4,086
Other assets	9,270	8,325
Total Assets	**$ 42,333**	**$ 42,448**
Liabilities, Redeemable Non-controlling Interests and Equity		
Current liabilities:		
Accounts payable	$ 835	$ 834
Settlement obligations	1,594	1,399
Restricted security deposits held for customers	1,772	1,845
Accrued litigation	525	723
Accrued expenses	8,007	8,517
Short-term debt	1,086	1,337
Other current liabilities	1,775	1,609
Total current liabilities	**15,594**	**16,264**
Long-term debt	14,519	14,344
Deferred income taxes	337	369
Other liabilities	4,401	4,474
Total Liabilities	**34,851**	**35,451**
Commitments and Contingencies		
Redeemable Non-controlling Interests	**22**	**22**
Stockholders' Equity		
Class A common stock, $0.0001 par value; authorized 3,000 shares, 1,403 and 1,402 shares issued and 919 and 927 shares outstanding, respectively	—	—
Class B common stock, $0.0001 par value; authorized 1,200 shares, 7 shares issued and outstanding	—	—
Additional paid-in-capital	6,089	5,893
Class A treasury stock, at cost, 485 and 475 shares, respectively	(65,067)	(60,429)
Retained earnings	67,604	62,564
Accumulated other comprehensive income (loss)	(1,205)	(1,099)
Mastercard Incorporated Stockholders' Equity	**7,421**	**6,929**
Non-controlling interests	39	46
Total Equity	**7,460**	**6,975**
Total Liabilities, Redeemable Non-controlling Interests and Equity	**$ 42,333**	**$ 42,448**

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity (Unaudited)

	Stockholders' Equity								
	Common Stock								
	Class A	Class B	Additional Paid-In Capital	Class A Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Mastercard Incorporated Stockholders' Equity	Non-Controlling Interests	Total Equity
	(in millions)								
Three Months Ended June 30, 2024									
Balance at beginning of period	$ —	$ —	$ 5,920	$ (62,434)	$ 64,959	$ (1,202)	$ 7,243	$ 43	$ 7,286
Net income	—	—	—	—	3,258	—	3,258	—	3,258
Activity related to non-controlling interests	—	—	—	—	—	—	—	(4)	(4)
Redeemable non-controlling interest adjustments	—	—	—	—	(2)	—	(2)	—	(2)
Other comprehensive income (loss)	—	—	—	—	—	(3)	(3)	—	(3)
Dividends	—	—	—	—	(611)	—	(611)	—	(611)
Purchases of treasury stock	—	—	—	(2,633)	—	—	(2,633)	—	(2,633)
Share-based payments	—	—	169	—	—	—	169	—	169
Balance at end of period	$ —	$ —	$ 6,089	$ (65,067)	$ 67,604	$ (1,205)	$ 7,421	$ 39	$ 7,460
Six Months Ended June 30, 2024									
Balance at beginning of period	$ —	$ —	$ 5,893	$ (60,429)	$ 62,564	$ (1,099)	$ 6,929	$ 46	$ 6,975
Net income	—	—	—	—	6,269	—	6,269	—	6,269
Activity related to non-controlling interests	—	—	—	—	—	—	—	(7)	(7)
Redeemable non-controlling interest adjustments	—	—	—	—	(3)	—	(3)	—	(3)
Other comprehensive income (loss)	—	—	—	—	—	(106)	(106)	—	(106)
Dividends	—	—	—	—	(1,226)	—	(1,226)	—	(1,226)
Purchases of treasury stock	—	—	—	(4,646)	—	—	(4,646)	—	(4,646)
Share-based payments	—	—	196	8	—	—	204	—	204
Balance at end of period	$ —	$ —	$ 6,089	$ (65,067)	$ 67,604	$ (1,205)	$ 7,421	$ 39	$ 7,460

Consolidated Statement of Changes in Equity (Unaudited) - (Continued)

	Stockholders' Equity								
	Common Stock		Additional Paid-In Capital	Class A Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Mastercard Incorporated Stockholders' Equity	Non-Controlling Interests	Total Equity
	Class A	Class B							
	(in millions)								
Three Months Ended June 30, 2023									
Balance at beginning of period	$ —	$ —	$ 5,376	$ (54,241)	$ 55,424	$ (1,229)	$ 5,330	$ 56	$ 5,386
Net income	—	—	—	—	2,845	—	2,845	—	2,845
Activity related to non-controlling interests	—	—	—	—	—	—	—	(3)	(3)
Redeemable non-controlling interest adjustments	—	—	—	—	(1)	—	(1)	—	(1)
Other comprehensive income (loss)	—	—	—	—	—	40	40	—	40
Dividends	—	—	—	—	(538)	—	(538)	—	(538)
Purchases of treasury stock	—	—	—	(2,423)	—	—	(2,423)	—	(2,423)
Share-based payments	—	—	246	5	—	—	251	—	251
Balance at end of period	$ —	$ —	$ 5,622	$ (56,659)	$ 57,730	$ (1,189)	$ 5,504	$ 53	$ 5,557
Six Months Ended June 30, 2023									
Balance at beginning of period	$ —	$ —	$ 5,298	$ (51,354)	$ 53,607	$ (1,253)	$ 6,298	$ 58	$ 6,356
Net income	—	—	—	—	5,206	—	5,206	—	5,206
Activity related to non-controlling interests	—	—	—	—	—	—	—	(5)	(5)
Redeemable non-controlling interest adjustments	—	—	—	—	(4)	—	(4)	—	(4)
Other comprehensive income (loss)	—	—	—	—	—	64	64	—	64
Dividends	—	—	—	—	(1,079)	—	(1,079)	—	(1,079)
Purchases of treasury stock	—	—	—	(5,317)	—	—	(5,317)	—	(5,317)
Share-based payments	—	—	324	12	—	—	336	—	336
Balance at end of period	$ —	$ —	$ 5,622	$ (56,659)	$ 57,730	$ (1,189)	$ 5,504	$ 53	$ 5,557

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows (Unaudited)

	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
	(in millions)	
Operating Activities		
Net income	$ 6,269	$ 5,206
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of customer incentives	826	782
Depreciation and amortization	441	383
(Gains) losses on equity investments, net	7	89
Share-based compensation	263	243
Deferred income taxes	(93)	24
Other	80	37
Changes in operating assets and liabilities:		
Accounts receivable	(234)	(268)
Settlement assets	(284)	(108)
Prepaid expenses	(1,980)	(1,286)
Accrued litigation and legal settlements	(197)	(20)
Restricted security deposits held for customers	(73)	155
Accounts payable	9	(287)
Settlement obligations	199	31
Accrued expenses	(415)	(707)
Net change in other assets and liabilities	(8)	343
Net cash provided by operating activities	**4,810**	**4,617**
Investing Activities		
Purchases of investment securities available-for-sale	(219)	(157)
Purchases of investments held-to-maturity	(81)	(31)
Proceeds from sales of investment securities available-for-sale	58	45
Proceeds from maturities of investment securities available-for-sale	139	102
Proceeds from maturities of investments held-to-maturity	306	91
Purchases of property and equipment	(272)	(190)
Capitalized software	(402)	(395)
Purchases of equity investments	(18)	(53)
Proceeds from sales of equity investments	23	44
Other investing activities	(2)	(71)
Net cash used in investing activities	**(468)**	**(615)**
Financing Activities		
Purchases of treasury stock	(4,631)	(5,294)
Dividends paid	(1,231)	(1,086)
Proceeds from debt, net	983	1,550
Payment of debt	(1,000)	—
Tax withholdings related to share-based payments	(174)	(79)
Cash proceeds from exercise of stock options	115	172
Other financing activities	—	3
Net cash used in financing activities	**(5,938)**	**(4,734)**
Effect of exchange rate changes on cash, cash equivalents, restricted cash and restricted cash equivalents	(67)	57
Net decrease in cash, cash equivalents, restricted cash and restricted cash equivalents	**(1,663)**	**(675)**
Cash, cash equivalents, restricted cash and restricted cash equivalents - beginning of period	10,465	9,196
Cash, cash equivalents, restricted cash and restricted cash equivalents - end of period	**$ 8,802**	**$ 8,521**

The accompanying notes are an integral part of these consolidated financial statements.

Notes to consolidated financial statements (unaudited)

Note 1. Summary of Significant Accounting Policies

Organization

Mastercard Incorporated and its consolidated subsidiaries, including Mastercard International Incorporated ("Mastercard International" and together with Mastercard Incorporated, "Mastercard" or the "Company"), is a technology company in the global payments industry. Mastercard connects consumers, financial institutions, merchants, governments, digital partners, businesses and other organizations worldwide by enabling electronic payments and making those payment transactions safe, simple, smart and accessible.

Consolidation and Basis of Presentation

The consolidated financial statements include the accounts of Mastercard and its majority-owned and controlled entities, including any variable interest entities ("VIEs") for which the Company is the primary beneficiary. Investments in VIEs for which the Company is not considered the primary beneficiary are not consolidated and are accounted for as marketable, equity method or measurement alternative method investments and recorded in other assets on the consolidated balance sheet. At June 30, 2024 and December 31, 2023, there were no significant VIEs that required consolidation and the investments were not considered material to the consolidated financial statements. The Company consolidates acquisitions as of the date the Company has obtained a controlling financial interest. Intercompany transactions and balances have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the 2024 presentation. The reclassification had no impact on previously reported total net revenue, operating income or net income. The Company follows accounting principles generally accepted in the United States of America ("GAAP").

The balance sheet as of December 31, 2023 was derived from the audited consolidated financial statements as of December 31, 2023. The consolidated financial statements for the three and six months ended June 30, 2024 and 2023 and as of June 30, 2024 are unaudited, and in the opinion of management, include all normal recurring adjustments that are necessary to present fairly the results for interim periods. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the full year.

The accompanying unaudited consolidated financial statements are presented in accordance with the U.S. Securities and Exchange Commission ("SEC") requirements for Quarterly Reports on Form 10-Q. Reference should be made to Mastercard's Annual Report on Form 10-K for the year ended December 31, 2023 for additional disclosures, including a summary of the Company's significant accounting policies.

Note 2. Revenue

The Company's disaggregated net revenue by category and geographic region were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions)			
Net revenue by category:				
Payment network	$ 4,375	$ 4,073	$ 8,295	$ 7,723
Value-added services and solutions	2,586	2,196	5,014	4,294
Net revenue	**$ 6,961**	**$ 6,269**	**$ 13,309**	**$ 12,017**
Net revenue by geographic region:				
Americas [1]	$ 3,164	$ 2,814	$ 5,937	$ 5,351
Asia Pacific, Europe, Middle East and Africa	3,797	3,455	7,372	6,666
Net revenue	**$ 6,961**	**$ 6,269**	**$ 13,309**	**$ 12,017**

[1] Americas includes the United States, Canada and Latin America. Prior period amounts have been reclassified to conform to the new presentation.

The Company's customers are generally billed weekly, with certain billings occurring on a monthly and quarterly basis. The frequency of billing is dependent upon the nature of the performance obligation and the underlying contractual terms. The Company does not typically offer extended payment terms to customers. The following table sets forth the location of the amounts recognized on the consolidated balance sheet from contracts with customers:

	June 30, 2024	December 31, 2023
	(in millions)	
Receivables from contracts with customers		
Accounts receivable	$ 3,991	$ 3,851
Contract assets		
Prepaid expenses and other current assets	133	133
Other assets	434	387
Deferred revenue [1]		
Other current liabilities	711	459
Other liabilities	333	318

[1] Revenue recognized from performance obligations satisfied during the three and six months ended June 30, 2024 were $569 million and $1,079 million, respectively.

Note 3. Earnings Per Share

The components of basic and diluted earnings per share ("EPS") for common shares were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions, except per share data)			
Numerator				
Net income	$ 3,258	$ 2,845	$ 6,269	$ 5,206
Denominator				
Basic weighted-average shares outstanding	929	946	931	949
Dilutive stock options and stock units	2	2	2	3
Diluted weighted-average shares outstanding [1]	930	949	933	952
Earnings per Share				
Basic	$ 3.51	$ 3.01	$ 6.74	$ 5.48
Diluted	$ 3.50	$ 3.00	$ 6.72	$ 5.47

Note: Table may not sum due to rounding.

[1] For the periods presented, the calculation of diluted EPS excluded a minimal amount of anti-dilutive share-based payment awards.

Note 4. Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents

The following table provides the components of cash, cash equivalents, restricted cash and restricted cash equivalents reported on the consolidated balance sheet that total to the amounts shown on the consolidated statement of cash flows.

	June 30, 2024	December 31, 2023
	(in millions)	
Cash and cash equivalents	$ 6,996	$ 8,588
Restricted cash and restricted cash equivalents		
Restricted security deposits held for customers	1,772	1,845
Prepaid expenses and other current assets	34	32
Cash, cash equivalents, restricted cash and restricted cash equivalents	**$ 8,802**	**$ 10,465**

Note 5. Investments

The Company's investments on the consolidated balance sheet include both available-for-sale and held-to-maturity debt securities (see Investments section below). The Company's strategic investments in equity securities of publicly traded and privately held companies are classified within other assets on the consolidated balance sheet (see Equity Investments section below).

Investments

Investments on the consolidated balance sheet consisted of the following:

	June 30, 2024	December 31, 2023
	(in millions)	
Available-for-sale securities	$ 290	$ 286
Held-to-maturity securities [1]	72	306
Total investments	**$ 362**	**$ 592**

1 Held-to-maturity securities represent investments in time deposits that mature within one year. The cost of these securities approximates fair value.

Investment income on the consolidated statement of operations primarily consists of interest income generated from cash, cash equivalents, held-to maturity and available-for-sale investment securities, as well as realized gains and losses on the Company's investment securities. The realized gains and losses from the sales of available-for-sale securities for the three and six months ended June 30, 2024 and 2023 were not material.

Available-for-Sale Securities

The major classes of the Company's available-for-sale investment securities and their respective amortized cost basis and fair values were as follows:

	June 30, 2024				December 31, 2023			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
	(in millions)							
Government and agency securities	$ 87	$ —	$ —	$ 87	$ 86	$ —	$ —	$ 86
Corporate securities	203	—	—	203	200	1	(1)	200
Total	**$ 290**	**$ —**	**$ —**	**$ 290**	**$ 286**	**$ 1**	**$ (1)**	**$ 286**

The Company's government and agency securities include U.S. government bonds, U.S. government sponsored agency bonds and foreign government bonds that are denominated in the national currency of the issuing country. Corporate securities held at June 30, 2024 and December 31, 2023, primarily carried a credit rating of A- or better. Corporate securities are comprised of commercial paper and corporate bonds. The gross unrealized gains and losses on the available-for-sale securities are primarily driven by changes in interest rates. For the available-for-sale securities in gross unrealized loss positions, the Company (1) does not intend to sell the securities, (2) more likely than not, will not be required to sell the securities before recovery of the unrealized losses and (3) expects that the contractual principal and interest will be received. Unrealized gains and losses are recorded as a separate component of other comprehensive income (loss) on the consolidated statement of comprehensive income.

The maturity distribution based on the contractual terms of the Company's available-for-sale investment securities at June 30, 2024 was as follows:

	Amortized Cost	Fair Value
	(in millions)	
Due within 1 year	$ 153	$ 153
Due after 1 year through 5 years	137	137
Total	**$ 290**	**$ 290**

Equity Investments

Included in other assets on the consolidated balance sheet are equity investments with readily determinable fair values ("Marketable securities") and equity investments without readily determinable fair values ("Nonmarketable securities"). Marketable securities are equity interests in publicly traded companies and are measured using unadjusted quoted prices in their respective active markets. Nonmarketable securities that do not qualify for equity method accounting are measured at cost, less any impairment and adjusted for changes resulting from observable price changes in orderly transactions for the identical or similar investments of the same issuer ("Measurement alternative").

The following table is a summary of the activity related to the Company's equity investments:

	Balance at December 31, 2023	Purchases	Sales	Changes in Fair Value [1]	Other [2]	Balance at June 30, 2024
	(in millions)					
Marketable securities	$ 506	$ —	$ (23)	$ (9)	$ 24	$ 498
Nonmarketable securities	1,223	18	—	2	(32)	1,211
Total equity investments	**$ 1,729**	**$ 18**	**$ (23)**	**$ (7)**	**$ (8)**	**$ 1,709**

[1] Recorded in gains (losses) on equity investments, net on the consolidated statement of operations.

[2] Includes reclasses between Marketable and Nonmarketable securities as well as translational impact of currency.

The following table sets forth the components of the Company's Nonmarketable securities:

	June 30, 2024	December 31, 2023
	(in millions)	
Measurement alternative	$ 988	$ 1,008
Equity method	223	215
Total Nonmarketable securities	**$ 1,211**	**$ 1,223**

The following table summarizes the total carrying value of the Company's Measurement alternative investments, including cumulative unrealized gains and losses through June 30, 2024:

	(in millions)
Initial cost basis	$ 534
Cumulative adjustments [1]:	
Upward adjustments	636
Downward adjustments (including impairment)	(182)
Carrying amount, end of period	**$ 988**

[1] Includes immaterial translational impact of currency.

The following table summarizes the unrealized gains and losses included in the carrying value of the Company's Measurement alternative investments and Marketable securities:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions)			
Measurement alternative investments:				
Upward adjustments	$ —	$ 6	$ 7	$ 6
Downward adjustments (including impairment)	(1)	(2)	(4)	(135)
Marketable securities:				
Unrealized gains (losses), net	(21)	121	(14)	55

Note 6. Fair Value Measurements

The Company's financial instruments are carried at fair value, cost or amortized cost on the consolidated balance sheet. The Company classifies its fair value measurements of financial instruments into a three-level hierarchy (the "Valuation Hierarchy").

Financial Instruments - Carried at Fair Value

Financial instruments carried at fair value are categorized for fair value measurement purposes as recurring or non-recurring in nature.

Recurring Measurements

The distribution of the Company's financial instruments measured at fair value on a recurring basis within the Valuation Hierarchy were as follows:

	June 30, 2024				December 31, 2023			
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(in millions)							
Assets								
Investment securities available-for-sale [1]:								
Government and agency securities	$ 39	$ 48	$ —	$ 87	$ 33	$ 53	$ —	$ 86
Corporate securities	—	203	—	203	—	200	—	200
Derivative instruments [2]:								
Foreign exchange contracts	—	113	—	113	—	36	—	36
Marketable securities [3]:								
Equity securities	498	—	—	498	506	—	—	506
Deferred compensation plan [4]:								
Deferred compensation assets	104	—	—	104	93	—	—	93
Liabilities								
Derivative instruments [2]:								
Foreign exchange contracts	$ —	$ 13	$ —	$ 13	$ —	$ 104	$ —	$ 104
Interest rate contracts	—	83	—	83	—	79	—	79
Deferred compensation plan [5]:								
Deferred compensation liabilities	102	—	—	102	91	—	—	91

1 The Company's U.S. government securities are classified within Level 1 of the Valuation Hierarchy as the fair values are based on unadjusted quoted prices for identical assets in active markets. The fair value of the Company's available-for-sale non-U.S. government and agency securities and corporate securities are based on observable inputs such as quoted prices, benchmark yields and issuer spreads for similar assets in active markets and are therefore included in Level 2 of the Valuation Hierarchy.

2 The Company's foreign exchange and interest rate derivative asset and liability contracts measured at fair value are based on observable inputs such as broker quotes for similar derivative instruments. See Note 16 (Derivative and Hedging Instruments) for further details.

3 The Company's Marketable securities are publicly held and fair values are based on unadjusted quoted prices in their respective active markets.

4 The Company has a nonqualified deferred compensation plan where assets are invested primarily in mutual funds held in a rabbi trust, which is restricted for payments to participants of the plan. The Company has elected to use the fair value option for these mutual funds, which are measured using quoted prices of identical instruments in active markets and are included in prepaid expenses and other current assets on the consolidated balance sheet.

5 The deferred compensation liabilities are measured at fair value based on the quoted prices of identical instruments to the investment vehicles selected by the participants. These are included in other liabilities on the consolidated balance sheet.

Nonrecurring Measurements

Nonmarketable Securities

The Company's Nonmarketable securities are recorded at fair value on a nonrecurring basis in periods after initial recognition under the equity method or measurement alternative method. Nonmarketable securities are classified within Level 3 of the Valuation Hierarchy due to the absence of quoted market prices, the inherent lack of liquidity and unobservable inputs used to measure fair value that require management's judgment. The Company uses discounted cash flows and market assumptions to estimate the fair value of its Nonmarketable securities when certain events or circumstances indicate that impairment may exist. See Note 5 (Investments) for further details.

Financial Instruments - Not Carried at Fair Value

Debt

Debt instruments are carried on the consolidated balance sheet at amortized cost. The Company estimates the fair value of its debt based on either market quotes or observable market data. Debt is classified as Level 2 of the Valuation Hierarchy as it is generally not traded in active markets. At June 30, 2024, the carrying value and fair value of debt was $15.6 billion and $14.1 billion, respectively. At December 31, 2023, the carrying value and fair value of debt was $15.7 billion and $14.7 billion, respectively. See Note 9 (Debt) for further details.

Other Financial Instruments

Certain other financial instruments are carried on the consolidated balance sheet at cost or amortized cost basis, which approximates fair value due to their short-term, highly liquid nature. These instruments include cash and cash equivalents, time deposits, accounts receivable, settlement assets, restricted cash and restricted cash equivalents, accounts payable, settlement obligations and other accrued liabilities.

Note 7. Prepaid Expenses and Other Assets

Prepaid expenses and other current assets consisted of the following:

	June 30, 2024	December 31, 2023
	(in millions)	
Customer incentives	$ 1,662	$ 1,570
Other	1,279	1,073
Total prepaid expenses and other current assets	**$ 2,941**	**$ 2,643**

Other assets consisted of the following:

	June 30, 2024	December 31, 2023
	(in millions)	
Customer incentives	$ 5,959	$ 5,170
Equity investments	1,709	1,729
Income taxes receivable	846	783
Other	756	643
Total other assets	**$ 9,270**	**$ 8,325**

Customer incentives represent payments made to customers under business agreements. Payments made directly related to entering into such an agreement are generally capitalized and amortized over the life of the agreement.

Note 8. Accrued Expenses and Accrued Litigation

Accrued expenses consisted of the following:

	June 30, 2024	December 31, 2023
	(in millions)	
Customer incentives	$ 6,289	$ 6,219
Personnel costs	823	1,258
Income and other taxes	313	486
Other	582	554
Total accrued expenses	**$ 8,007**	**$ 8,517**

Customer incentives represent amounts to be paid to customers under business agreements. As of June 30, 2024 and December 31, 2023, long-term customer incentives included in other liabilities were $2,786 million and $2,777 million, respectively.

As of June 30, 2024 and December 31, 2023, the Company's provision for litigation was $ 525 million and $723 million, respectively. These amounts are separately reported as accrued litigation on the consolidated balance sheet. See Note 14 (Legal and Regulatory Proceedings) for additional information regarding the Company's accrued litigation.

Note 9. Debt

Debt consisted of the following:

		June 30, 2024	December 31, 2023	Effective Interest Rate
		(in millions)		
Senior Notes				
2024 USD Notes	4.875 % Senior Notes due May 2034	$ 1,000	$ —	5.047 %
2023 USD Notes	4.875 % Senior Notes due March 2028	750	750	5.003 %
	4.850 % Senior Notes due March 2033	750	750	4.923 %
2022 EUR Notes [1]	1.000 % Senior Notes due February 2029	803	830	1.138 %
2021 USD Notes	2.000 % Senior Notes due November 2031	750	750	2.112 %
	1.900 % Senior Notes due March 2031	600	600	1.981 %
	2.950 % Senior Notes due March 2051	700	700	3.013 %
2020 USD Notes	3.300 % Senior Notes due March 2027	1,000	1,000	3.420 %
	3.350 % Senior Notes due March 2030	1,500	1,500	3.430 %
	3.850 % Senior Notes due March 2050	1,500	1,500	3.896 %
2019 USD Notes	2.950 % Senior Notes due June 2029	1,000	1,000	3.030 %
	3.650 % Senior Notes due June 2049	1,000	1,000	3.689 %
	2.000 % Senior Notes due March 2025	750	750	2.147 %
2018 USD Notes	3.500 % Senior Notes due February 2028	500	500	3.598 %
	3.950 % Senior Notes due February 2048	500	500	3.990 %
2016 USD Notes	2.950 % Senior Notes due November 2026	750	750	3.044 %
	3.800 % Senior Notes due November 2046	600	600	3.893 %
2015 EUR Notes [2]	2.100 % Senior Notes due December 2027	856	885	2.189 %
	2.500 % Senior Notes due December 2030	160	166	2.562 %
2014 USD Notes	3.375 % Senior Notes due April 2024	—	1,000	3.484 %
Other Debt				
2023 INR Term Loan [3]	9.430 % Term Loan due July 2024	337	338	9.780 %
		15,806	**15,869**	
Less: Unamortized discount and debt issuance costs		(118)	(109)	
Less: Cumulative hedge accounting fair value adjustments [4]		(83)	(79)	
Total debt outstanding		**15,605**	**15,681**	
Less: Short-term debt [5]		(1,086)	(1,337)	
Long-term debt		**$ 14,519**	**$ 14,344**	

[1] €750 million euro-denominated debt issued in February 2022.

[2] €950 million euro-denominated debt remaining of the €1.650 billion issued in December 2015.

[3] INR28.1 billion Indian rupee-denominated loan issued in July 2023.

[4] The Company has an interest rate swap that is accounted for as a fair value hedge. See Note 16 (Derivative and Hedging Instruments) for additional information.

[5] The 2019 USD Notes due March 2025 and the INR Term Loan due July 2024 are classified as short-term debt, net of unamortized discount and debt issuance costs, on the consolidated balance sheet as of June 30, 2024. The 2014 USD Notes due April 2024 and the INR Term Loan due July 2024 were classified as short-term debt, net of unamortized discount and debt issuance costs, on the consolidated balance sheet as of December 31, 2023.

Senior Notes

In May 2024, the Company issued $1 billion principal amount of notes due May 2034 (the “2024 USD Notes”). The net proceeds from the issuance of the 2024 USD Notes, after deducting the original issue discount, underwriting discount and offering expenses, were $983 million.

The Senior Notes described above are not subject to any financial covenants and may be redeemed in whole, or in part, at the Company’s option at any time for a specified make-whole amount. These notes are senior unsecured obligations and would rank equally with any future unsecured and unsubordinated indebtedness.

Note 10. Stockholders' Equity

Dividends

The Company declared quarterly cash dividends on its Class A and Class B common stock as summarized below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions, except per share data)			
Dividends declared per share	$ 0.66	$ 0.57	$ 1.32	$ 1.14
Total dividends declared	$ 611	$ 538	$ 1,226	$ 1,079

Common Stock Activity

The following table presents the changes in the Company’s outstanding Class A and Class B common stock:

	Three Months Ended June 30,			
	2024		2023	
	Outstanding Shares		Outstanding Shares	
	Class A	Class B	Class A	Class B
	(in millions)			
Balance at beginning of period	924.2	7.1	941.4	7.5
Purchases of treasury stock	(5.8)	—	(6.5)	—
Share-based payments	0.1	—	0.9	—
Conversion of Class B to Class A common stock	—	—	0.1	(0.1)
Balance at end of period	**918.5**	**7.1**	**935.9**	**7.4**

	Six Months Ended June 30,			
	2024		2023	
	Outstanding Shares		Outstanding Shares	
	Class A	Class B	Class A	Class B
	(in millions)			
Balance at beginning of period	927.3	7.2	948.4	7.6
Purchases of treasury stock	(10.2)	—	(14.4)	—
Share-based payments	1.3	—	1.7	—
Conversion of Class B to Class A common stock	0.1	(0.1)	0.2	(0.2)
Balance at end of period	**918.5**	**7.1**	**935.9**	**7.4**

In December 2023 and 2022, the Company's Board of Directors approved share repurchase programs of its Class A common stock authorizing the Company to repurchase up to $11.0 billion and $9.0 billion, respectively. The following table summarizes the Company's share repurchases of its Class A common stock:

	Six Months Ended June 30,	
	2024	**2023**
	(in millions, except per share data)	
Dollar-value of shares repurchased [1]	$ 4,631	$ 5,294
Shares repurchased	10.2	14.4
Average price paid per share	$ 454.92	$ 367.00

1 The dollar-value of shares repurchased does not include a 1% excise tax. The incremental tax is recorded in treasury stock on the consolidated balance sheet.

As of June 30, 2024, the remaining authorization under the share repurchase programs approved by the Company's Board of Directors was $9.5 billion.

Note 11. Accumulated Other Comprehensive Income (Loss)

The changes in the balances of each component of accumulated other comprehensive income (loss), net of tax, for the six months ended June 30, 2024 and 2023 were as follows:

	December 31, 2023	Increase / (Decrease)	Reclassifications	June 30, 2024
		(in millions)		
Foreign currency translation adjustments [1]	$ (1,119)	$ (187)	$ —	$ (1,306)
Translation adjustments on net investment hedges [2]	181	38	—	219
Cash flow hedges				
Foreign exchange contracts [3]	(17)	105	(66)	22
Interest rate contracts	(118)	—	2	(116)
Defined benefit pension and other postretirement plans	(25)	2	—	(23)
Investment securities available-for-sale	(1)	—	—	(1)
Accumulated other comprehensive income (loss)	**$ (1,099)**	**$ (42)**	**$ (64)**	**$ (1,205)**

	December 31, 2022	Increase / (Decrease)	Reclassifications	June 30, 2023
		(in millions)		
Foreign currency translation adjustments [1]	$ (1,414)	$ 133	$ —	$ (1,281)
Translation adjustments on net investment hedges [2]	309	(66)	—	243
Cash flow hedges				
Foreign exchange contracts [3]	(8)	(18)	11	(15)
Interest rate contracts	(123)	—	2	(121)
Defined benefit pension and other postretirement plans	(11)	—	—	(11)
Investment securities available-for-sale	(6)	2	—	(4)
Accumulated other comprehensive income (loss)	**$ (1,253)**	**$ 51**	**$ 13**	**$ (1,189)**

1 During the six months ended June 30, 2024, the increase in the accumulated other comprehensive loss related to foreign currency translation adjustments was driven primarily by the depreciation of the euro and Brazilian real against the U.S. dollar. During the six months ended June 30, 2023, the decrease in the accumulated other comprehensive loss related to foreign currency translation adjustments was driven primarily by the appreciation of the British pound and euro against the U.S. dollar.

2 During the six months ended June 30, 2024, the increase in the accumulated other comprehensive gain related to the net investment hedges was driven by the depreciation of the euro against the U.S. dollar. During the six months ended June 30, 2023, the decrease in the accumulated other comprehensive gain related to the net investment hedges was driven by the appreciation of the euro against the U.S. dollar. See Note 16 (Derivative and Hedging Instruments) for additional information.

3 Certain foreign exchange derivative contracts are designated as cash flow hedging instruments. Gains and losses resulting from changes in the fair value of these contracts are deferred in accumulated other comprehensive income (loss) and subsequently reclassified to the consolidated statement of operations when the underlying hedged transactions impact earnings. See Note 16 (Derivative and Hedging Instruments) for additional information.

Note 12. Share-Based Payments

During the six months ended June 30, 2024, the Company granted the following awards under the Mastercard Incorporated 2006 Long Term Incentive Plan, amended and restated as of June 22, 2021 (the "LTIP"). The LTIP is a stockholder-approved plan that permits the grant of various types of equity awards to employees.

	Grants in 2024	Weighted-Average Grant-Date Fair Value	
	(in millions)	(per option/unit)	
Non-qualified stock options	0.2	$	165
Restricted stock units	0.9	$	472
Performance stock units	0.2	$	512

The Company uses the Black-Scholes option pricing model to determine the grant-date fair value of stock options and calculates the expected life and the expected volatility based on historical Mastercard information. The expected life of stock options granted in 2024 was estimated to be six years, while the expected volatility was determined to be 28.7%. These awards expire ten years from the date of grant and vest ratably over three years.

The fair value of restricted stock units ("RSUs") is determined and fixed on the grant date based on the Company's Class A common stock price, adjusted for the exclusion of dividend equivalents. RSUs generally vest ratably over three years.

The Company uses the Monte Carlo simulation valuation model to determine the grant-date fair value of performance stock units ("PSUs") granted. PSUs vest after three years from the date of grant and are subject to a mandatory one-year deferral period, during which vested PSUs are eligible for dividend equivalents.

Compensation expense is recorded net of estimated forfeitures over the shorter of the vesting period or the date the individual becomes eligible to retire under the LTIP. The Company uses the straight-line method of attribution over the requisite service period for expensing equity awards.

Note 13. Income Taxes

The effective income tax rates were 17.3% and 23.2% for the three months ended June 30, 2024 and 2023, respectively. The effective income tax rates were 16.4% and 20.6% for the six months ended June 30, 2024 and 2023, respectively. The lower effective income tax rates for the three months and six months ended June 30, 2024, versus the comparable periods in 2023, were primarily due to a $212 million discrete tax expense recognized in the second quarter of 2023 to establish a valuation allowance associated with the U.S. foreign tax credit carryforward deferred tax asset resulting from foreign tax legislation enacted in Brazil in 2023. A change in the Company's geographic mix of earnings also contributed to the lower effective income tax rates for the current periods.

The Company is subject to tax in the United States, Belgium, Singapore, the United Kingdom and various other foreign jurisdictions, as well as state and local jurisdictions. Uncertain tax positions are reviewed on an ongoing basis and are adjusted after considering facts and circumstances, including progress of tax audits, developments in case law and closing of statutes of limitation. Within the next twelve months, the Company believes that the resolution of certain federal, foreign and state and local examinations is reasonably possible and that a change in estimate, reducing unrecognized tax benefits, may occur. While such a change may be significant, it is not possible to provide a range of the potential change until the examinations progress further or the related statutes of limitation expire. The Company has effectively settled its U.S. federal income tax obligations through 2014. With limited exception, the Company is no longer subject to state and local or foreign examinations by tax authorities for years before 2014.

Note 14. Legal and Regulatory Proceedings

Mastercard is a party to legal and regulatory proceedings with respect to a variety of matters in the ordinary course of business. Some of these proceedings are based on complex claims involving substantial uncertainties and unascertainable damages. Accordingly, it is not possible to determine the probability of loss or estimate damages, and therefore, Mastercard has not established liabilities for any of these proceedings, except as discussed below. When the Company determines that a loss is both probable and reasonably estimable, Mastercard records a liability and discloses the amount of the liability if it is material. When a material loss contingency is only reasonably possible, Mastercard does not record a liability, but instead discloses the nature and the amount of the claim, and an estimate of the loss or range of loss, if such an estimate can be made. Unless otherwise stated below with respect to these matters, Mastercard cannot provide an estimate of the possible loss or range of loss based on one or more of the following reasons: (1) actual or potential plaintiffs have not claimed an amount of monetary damages or the amounts are unsupportable or exaggerated, (2) the matters are in early stages, (3) there is uncertainty as to the outcome of pending appeals or motions, (4) there are significant factual issues to be resolved, (5) the proceedings involve multiple defendants or potential defendants whose share of any potential financial responsibility has yet to be determined and/or (6) there are novel legal issues presented. Furthermore, except as identified with respect to the matters below, Mastercard does not believe that the outcome of any individual existing legal or regulatory proceeding to which it is a party will have a material adverse effect on its results of operations, financial condition and overall business. However, an adverse judgment or other outcome or settlement with respect to any proceedings discussed below could result in fines or payments by Mastercard and/or could require Mastercard to change its business practices. In addition, an adverse outcome in a regulatory proceeding could lead to the filing of civil damage claims and possibly result in significant damage awards. Any of these events could have a material adverse effect on Mastercard's results of operations, financial condition and overall business.

Interchange Litigation and Regulatory Proceedings

Mastercard's interchange fees and other practices are subject to regulatory, legal review and/or challenges in a number of jurisdictions, including the proceedings described below. When taken as a whole, the resulting decisions, regulations and legislation with respect to interchange fees and acceptance practices may have a material adverse effect on the Company's prospects for future growth and its overall results of operations and financial condition.

United States. In 2005, the first of a series of complaints were filed on behalf of merchants (the majority of the complaints were styled as class actions, although a few complaints were filed on behalf of individual merchant plaintiffs) against Mastercard International, Visa U.S.A., Inc., Visa International Service Association and a number of financial institutions. Taken together, the claims in the complaints were generally brought under both Sections 1 and 2 of the Sherman Act, which prohibit monopolization and attempts or conspiracies to monopolize a particular industry, and some of these complaints contain unfair competition law claims under state law. The complaints allege, among other things, that Mastercard, Visa, and certain financial institutions conspired to set the price of interchange fees, enacted point of sale acceptance rules (including the "no surcharge" rule) in violation of antitrust laws and engaged in unlawful tying and bundling of certain products and services, resulting in merchants paying excessive costs for the acceptance of Mastercard and Visa credit and debit cards. The cases were consolidated for pre-trial proceedings in the U.S. District Court for the Eastern District of New York in MDL No. 1720 (the "U.S. MDL Litigation Cases"). The plaintiffs filed a consolidated class action complaint seeking treble damages.

In 2006, the group of purported merchant class plaintiffs filed a supplemental complaint alleging that Mastercard's initial public offering of its Class A Common Stock in May 2006 (the "IPO") and certain purported agreements entered into between Mastercard and financial institutions in connection with the IPO: (1) violate U.S. antitrust laws and (2) constituted a fraudulent conveyance because the financial institutions allegedly attempted to release, without adequate consideration, Mastercard's right to assess them for Mastercard's litigation liabilities. The class plaintiffs sought treble damages and injunctive relief including, but not limited to, an order reversing and unwinding the IPO.

In 2011, Mastercard and Mastercard International entered into each of: (1) an omnibus judgment sharing and settlement sharing agreement with Visa Inc., Visa U.S.A. Inc. and Visa International Service Association and a number of financial institutions; and (2) a Mastercard settlement and judgment sharing agreement with a number of financial institutions. The agreements provide for the apportionment of certain costs and liabilities which Mastercard, the Visa parties and the financial institutions may incur, jointly and/or severally, in the event of an adverse judgment or settlement of one or all of the U.S. MDL Litigation Cases. Among a number of scenarios addressed by the agreements, in the event of a global settlement involving the Visa parties, the financial institutions and Mastercard, Mastercard would pay 12% of the monetary portion of the settlement. In the event of a settlement involving only Mastercard and the financial institutions with respect to their issuance of Mastercard cards, Mastercard would pay 36% of the monetary portion of such settlement.

In 2012, the parties entered into a definitive settlement agreement with respect to the U.S. MDL Litigation Cases (including with respect to the claims related to the IPO) and the defendants separately entered into a settlement agreement with the individual merchant plaintiffs. The settlements included cash payments that were apportioned among the defendants pursuant to the omnibus judgment sharing and settlement sharing agreement described above. Mastercard also agreed to provide class members with a short-term reduction in default credit interchange rates and to modify certain of its business practices, including its no surcharge rule. The court granted final approval of the settlement in 2013. Following an appeal by objectors and as a result of a reversal by the U.S. Court of Appeals for the Second Circuit, the district court divided the merchants' claims into two separate classes - monetary damages claims (the "Damages Class") and claims seeking changes to business practices (the "Rules Relief Class"). The court appointed separate counsel for each class.

In 2018, the parties to the Damages Class litigation entered into a class settlement agreement to resolve the Damages Class claims, with merchants representing slightly more than 25% of the Damages Class interchange volume choosing to opt out of the settlement. The Damages Class settlement agreement became final in August 2023. Since 2018, Mastercard has reached settlements or agreements in principle to settle with over 250 opt-out merchants. These opt-out merchant settlements, along with the Damages Class settlement, represent over 90% of Mastercard's U.S. interchange volume. During the first quarter of 2024, the district court denied the defendants' motions for summary judgment with respect to the ongoing individual opt-out merchant cases and has issued orders recommending that these cases be sent back to their original jurisdictions for potential trials.

In 2021, the district court granted the Rules Relief Class's motion for class certification. In March 2024, the parties to the Rules Relief Class litigation entered into a settlement agreement to resolve the Rules Relief Class claims. The court held a preliminary settlement approval hearing in June 2024, and subsequently issued a decision denying approval of the settlement. The defendants and the Rules Relief Class lawyers are in discussions regarding next steps.

As of June 30, 2024 and December 31, 2023, Mastercard had accrued a liability of $432 million and $596 million, respectively, for the U.S. MDL Litigation Cases. The liability as of June 30, 2024 represents Mastercard's best estimate of its probable liabilities in these matters and does not represent an estimate of a loss, if any, if the matters were litigated to a final outcome. Mastercard cannot estimate the potential liability if that were to occur.

Europe. Since 2012, a number of United Kingdom ("U.K.") merchants filed claims or threatened litigation against Mastercard seeking damages for excessive costs paid for acceptance of Mastercard credit and debit cards arising out of alleged anti-competitive conduct with respect to, among other things, Mastercard's cross-border interchange fees and its U.K. and Ireland domestic interchange fees (the "U.K. Merchant claimants"). In addition, Mastercard has faced similar filed or threatened litigation by merchants with respect to interchange rates in other countries in Europe (the "Pan-European Merchant claimants"). Mastercard has resolved a substantial amount of these damages claims through settlement or judgment. Following these settlements, approximately £0.5 billion (approximately $0.6 billion as of June 30, 2024) of unresolved damages claims remain. Mastercard continues to litigate with the remaining U.K. and Pan-European Merchant claimants and it has submitted statements of defense disputing liability and damages claims. A number of those matters are now progressing with motion practice and discovery. A hearing involving multiple merchant cases was completed in March 2024 concerning certain liability issues with respect to merchant claims for damages related to post-Interchange Fee Regulation consumer interchange fees as well as commercial and inter-regional interchange fees.

In a separate matter, Mastercard and Visa were served with a proposed collective action complaint in the U.K. on behalf of merchants seeking damages for commercial card transactions in both the U.K. and the European Union. In December 2023, the plaintiffs filed a revised collective action application claiming damages against Mastercard in excess of £1 billion (approximately $1.3 billion as of June 30, 2024). In June 2024, the court granted the plaintiffs' collective action application. Mastercard has requested permission to appeal this ruling.

In 2016, a proposed collective action was filed in the United Kingdom on behalf of U.K. consumers seeking damages for intra-EEA and domestic U.K. interchange fees that were allegedly passed on to consumers by merchants between 1992 and 2008. The complaint, which seeks to leverage the European Commission's 2007 decision on intra-EEA interchange fees, claims damages in an amount that exceeds £10 billion (approximately $13 billion as of June 30, 2024). In 2021, the trial court issued a decision in which it granted class certification to the plaintiffs but narrowed the scope of the class. Since January 2023, the trial court has held hearings on various issues, including whether any causal connection existed between the levels of Mastercard's intra-EEA interchange fees and U.K. domestic interchange fees and regarding Mastercard's request to narrow the number of years of damages sought by the plaintiffs on statute of limitations grounds. In February 2024, the trial court ruled in Mastercard's favor, finding no causal connection between the levels of Mastercard's intra-EEA interchange fees and U.K. domestic interchange fees. The plaintiffs' request for permission to appeal this ruling was denied. In June 2024, the trial court ruled in Mastercard's favor with respect to its request to dismiss five years of the plaintiffs' damages claims on statute of limitations grounds. The plaintiffs' request for permission to appeal this ruling was granted.

Mastercard has been named as a defendant in a proposed consumer collective action filed in Portugal on behalf of Portuguese consumers. The complaint, which seeks to leverage the 2019 resolution of the European Commission's investigation of Mastercard's central acquiring rules and interregional interchange fees, claims damages of approximately €0.4 billion (approximately $0.4 billion as of June 30, 2024) for interchange fees that were allegedly passed on to consumers by Portuguese merchants for a period of approximately 20 years. Mastercard has submitted a statement of defense that disputes both liability and damages.

Australia. In 2022, the Australian Competition & Consumer Commission ("ACCC") filed a complaint targeting certain agreements entered into by Mastercard and certain Australian merchants related to Mastercard's debit program. The ACCC alleges that by entering into such agreements, Mastercard engaged in conduct with the purpose of substantially lessening competition in the supply of debit card acceptance services. The ACCC seeks both declaratory relief and monetary fines and costs. A hearing on liability issues has been scheduled for March 2025.

ATM Non-Discrimination Rule Surcharge Complaints

In 2011, a trade association of independent ATM operators and 13 independent ATM operators filed a complaint styled as a class action lawsuit in the U.S. District Court for the District of Columbia against both Mastercard and Visa (the "ATM Operators Class Complaint"). Plaintiffs seek to represent a class of non-bank operators of ATM terminals that operate in the United States with the discretion to determine the price of the ATM access fee for the terminals they operate. Plaintiffs allege that Mastercard and Visa have violated Section 1 of the Sherman Act by imposing rules that require ATM operators to charge non-discriminatory ATM surcharges for transactions processed over Mastercard's and Visa's respective networks that are not greater than the surcharge for transactions over other networks accepted at the same ATM. Plaintiffs seek both injunctive and monetary relief equal to treble the damages they claim to have sustained as a result of the alleged violations and their costs of suit, including attorneys' fees.

Subsequently, multiple related complaints were filed in the U.S. District Court for the District of Columbia alleging both federal antitrust and multiple state unfair competition, consumer protection and common law claims against Mastercard and Visa on behalf of different putative classes of users of ATM services. The claims in these actions largely mirror the allegations made in the ATM Operators Class Complaint, although these complaints seek damages on behalf of consumers of ATM services who pay allegedly inflated ATM fees at both bank ("Bank ATM Consumer Class Complaint") and non-bank ("Non-bank ATM Consumer Class Complaint") ATM operators as a result of the defendants'

ATM rules. Plaintiffs seek both injunctive and monetary relief equal to treble the damages they claim to have sustained as a result of the alleged violations and their costs of suit, including attorneys' fees.

In 2019, the plaintiffs in all three class complaints filed with the district court their motions for class certification. In July 2023, the D.C. Circuit Court affirmed the district court's previous order granting class certification. The U.S. Supreme Court declined to hear the defendants' appeal of the certification decision.

In May 2024, Mastercard executed a settlement agreement with the class lawyers representing the Bank ATM Consumer Class. The settlement is subject to court approval. During the first quarter of 2024, Mastercard recorded an accrual of $93 million in connection with this matter. The litigation with the ATM Operators Class and Non-bank ATM Consumer Class is ongoing. The plaintiffs in these two remaining class complaints, in aggregate, allege over $1 billion in damages against all of the defendants.

U.S. Liability Shift Litigation

In 2016, a proposed U.S. merchant class action complaint was filed in federal court in California alleging that Mastercard, Visa, American Express and Discover (the "Network Defendants"), EMVCo, and a number of issuing banks (the "Bank Defendants") engaged in a conspiracy to shift fraud liability for card present transactions from issuing banks to merchants not yet in compliance with the standards for EMV chip cards in the United States (the "EMV Liability Shift"), in violation of the Sherman Act and California law. Plaintiffs allege damages equal to the value of all chargebacks for which class members became liable as a result of the EMV Liability Shift on October 1, 2015. The plaintiffs seek treble damages, attorney's fees and costs and an injunction against future violations of governing law. The district court denied the Network Defendants' motion to dismiss the complaint, but granted such a motion for EMVCo and the Bank Defendants. In 2017, the district court transferred the case to New York so that discovery could be coordinated with the U.S. MDL Litigation Cases described above. In 2020, the district court issued an order granting the plaintiffs' request for class certification. The plaintiffs have submitted expert reports that allege aggregate damages in excess of $1 billion against the four Network Defendants. The Network Defendants have submitted expert reports rebutting both liability and damages and all briefs on summary judgment have been submitted.

Telephone Consumer Protection Class Action

Mastercard is a defendant in a Telephone Consumer Protection Act ("TCPA") class action pending in Florida. The plaintiffs are individuals and businesses who allege that approximately 381,000 unsolicited faxes were sent to them advertising a Mastercard co-brand card issued by First Arkansas Bank ("FAB"). The TCPA provides for uncapped statutory damages of $500 per fax. Mastercard has asserted various defenses to the claims, and has notified FAB of an indemnity claim that it has (which FAB has disputed). In 2019, the Federal Communications Commission ("FCC") issued a declaratory ruling clarifying that the TCPA does not apply to faxes sent to online fax services that are received online via email. In 2021, the trial court granted plaintiffs' request for class certification, but narrowed the scope of the class to stand alone fax recipients only. Mastercard's request to appeal that decision was denied. Briefing on plaintiffs' motion to amend the class definition and Mastercard's cross-motion to decertify the stand alone fax recipient class was completed in April 2023 and the parties await the court's decision.

U.S. Department of Justice Investigation

In March 2023, Mastercard received a Civil Investigative Demand ("CID") from the U.S. Department of Justice Antitrust Division ("DOJ") seeking documents and information regarding a potential violation of Sections 1 or 2 of the Sherman Act. The CID focuses on Mastercard's U.S. debit program and competition with other payment networks and technologies. Mastercard is cooperating with the DOJ in connection with the CID.

Note 15. Settlement and Other Risk Management

Mastercard's rules guarantee the settlement of many of the payment network transactions between its customers ("settlement risk"). Settlement exposure is the settlement risk to customers under Mastercard's rules due to the difference in timing between the payment transaction date and subsequent settlement. For those transactions the Company guarantees, the guarantee will cover the full amount of the settlement obligation to the extent the settlement obligation is not otherwise satisfied. The duration of the settlement exposure is short-term and generally limited to a few days.

Gross settlement exposure is estimated using the average daily payment volume during the three months prior to period end multiplied by the estimated number of days of exposure. The Company has global risk management policies and procedures, which include risk standards, to provide a framework for managing the Company's settlement risk and exposure. In the event of failed settlement by a customer, Mastercard may pursue one or more remedies available under the Company's rules to recover potential losses. Historically, the Company has experienced a low level of losses from customer settlement failures.

As part of its policies, Mastercard requires certain customers that do not meet the Company's risk standards to enter into risk mitigation arrangements, including cash collateral and/or forms of credit enhancement such as letters of credit and guarantees. This requirement is based on a review of the individual risk circumstances for each customer. Mastercard monitors its credit risk portfolio and the adequacy of its risk mitigation arrangements on a regular basis. Additionally, the Company periodically reviews its risk management methodology and standards. As such, the amounts of estimated settlement exposure are revised as necessary.

The Company's estimated settlement exposure was as follows:

	June 30, 2024	December 31, 2023
	(in millions)	
Gross settlement exposure	$ 76,683	$ 75,023
Risk mitigation arrangements applied to settlement exposure	(12,855)	(12,167)
Net settlement exposure	**$ 63,828**	**$ 62,856**

Mastercard also provides guarantees to customers and certain other counterparties indemnifying them from losses stemming from failures of third parties to perform duties. This includes guarantees of Mastercard-branded travelers cheques issued, but not yet cashed of $334 million and $340 million at June 30, 2024 and December 31, 2023, respectively, of which the Company has risk mitigation arrangements for $ 268 million and $272 million at June 30, 2024 and December 31, 2023, respectively. In addition, the Company enters into agreements in the ordinary course of business under which the Company agrees to indemnify third parties against damages, losses and expenses incurred in connection with legal and other proceedings arising from relationships or transactions with the Company. Certain indemnifications do not provide a stated maximum exposure. As the extent of the Company's obligations under these agreements depends entirely upon the occurrence of future events, the Company's potential future liability under these agreements is not determinable. Historically, payments made by the Company under these types of contractual arrangements have not been material.

Note 16. Derivative and Hedging Instruments

The Company monitors and manages its foreign currency and interest rate exposures as part of its overall risk management program, which focuses on the unpredictability of financial markets and seeks to reduce the potentially adverse effects that the volatility of these markets may have on its operating results. A primary objective of the Company's risk management strategies is to reduce the financial impact that may arise from volatility in foreign currency exchange rates principally through the use of both foreign exchange derivative contracts and foreign currency denominated debt. In addition, the Company may enter into interest rate derivative contracts to manage the effects of interest rate movements on the Company's aggregate liability portfolio, including potential future debt issuances. The Company does not enter into derivatives for speculative purposes.

Cash Flow Hedges

The Company may enter into foreign exchange derivative contracts, including forwards and options, to manage the impact of foreign currency variability on anticipated revenues and expenses, which fluctuate based on currencies other than the functional currency of the entity. The objective of these hedging activities is to reduce the effect of movement in foreign exchange rates for a portion of revenues and expenses forecasted to occur. As these contracts are designated as cash flow hedging instruments, gains and losses resulting from changes in fair value of these contracts are deferred in accumulated other comprehensive income (loss) and subsequently reclassified to the consolidated statement of operations when the underlying hedged transactions impact earnings. The terms of these contracts are for generally less than 18 months.

In April 2024, the Company entered into foreign exchange derivative contracts to hedge its exposure to variability in cash flows related to foreign denominated assets. Gains and losses resulting from changes in fair value of these contracts are deferred in accumulated other comprehensive income (loss) and reclassified to the consolidated statement of operations when the hedged transactions impact earnings. Forward points are excluded from the effectiveness assessment and are amortized to general and administrative expenses on the consolidated statement of operations over the hedge period. The maximum term of these contracts was for approximately 7 years.

In addition, the Company may enter into interest rate derivative contracts to manage the effects of interest rate movements on the Company's aggregate liability portfolio, including potential future debt issuances, and designate such derivatives as hedging instruments in a cash flow hedging relationship. Gains and losses resulting from changes in fair value of these contracts are deferred in accumulated other comprehensive income (loss) and are subsequently reclassified as an adjustment to interest expense over the respective terms of the hedged debt issuances.

Fair Value Hedges

The Company may enter into interest rate derivative contracts, including interest rate swaps, to manage the effects of interest rate movements on the fair value of the Company's fixed-rate debt and designate such derivatives as hedging instruments in a fair value hedging relationship. Changes in fair value of these contracts and changes in fair value of fixed-rate debt attributable to changes in the hedged benchmark interest rate generally offset each other and are recorded in interest expense on the consolidated statement of operations. Gains and losses related to the net settlements of interest rate swaps are also recorded in interest expense on the consolidated statement of operations. The periodic cash settlements are included in operating activities on the consolidated statement of cash flows.

In 2021, the Company entered into an interest rate swap designated as a fair value hedge related to $1.0 billion of the 3.850% Senior Notes due March 2050. In effect, the interest rate swap synthetically converts the fixed interest rate on this debt to a variable interest rate based on the Secured Overnight Financing Rate ("SOFR") Overnight Index Swap Rate. The net impacts to interest expense for the three and six months ended June 30, 2024 and 2023 were not material.

Net Investment Hedges

The Company may use foreign currency denominated debt and/or foreign exchange derivative contracts to hedge a portion of its net investment in foreign subsidiaries against adverse movements in exchange rates. The effective portion of the net investment hedge is recorded as a currency translation adjustment in accumulated other comprehensive income (loss). Forward points are excluded from the effectiveness assessment and are amortized to general and administrative expenses on the consolidated statement of operations over the hedge period. The amounts recognized in earnings related to forward points for the three and six months ended June 30, 2024 and 2023 were not material.

As of June 30, 2024 and December 31, 2023, the Company had €1.7 billion and €1.6 billion euro-denominated debt outstanding designated as hedges of a portion of its net investment in its European operations. In December 2023, the Company de-designated €109 million of the euro-denominated debt as net investment hedges to effectively manage changes in its net investment exposures in foreign subsidiaries. The euro-denominated debt was subsequently re-designated as a net investment hedge effective April 2024. For the three and six months ended June 30, 2024 and 2023, the Company recorded pre-tax net foreign currency gains (losses) of $14 million and $58 million and $(4) million and $(39) million, respectively, in other comprehensive income (loss).

As of June 30, 2024 and December 31, 2023, the Company had net foreign currency gains of $219 million and $181 million, after tax, respectively, in accumulated other comprehensive income (loss) associated with this hedging activity.

Non-designated Derivatives

The Company may also enter into foreign exchange derivative contracts to serve as economic hedges, such as to offset possible changes in the value of monetary assets and liabilities due to foreign exchange fluctuations, without designating these derivative contracts as hedging instruments. In addition, the Company is subject to foreign exchange risk as part of its daily settlement activities. This risk is typically limited to a few days between when a payment transaction takes place and the subsequent settlement with customers. To manage this risk, the Company may enter into short duration foreign exchange derivative contracts based upon anticipated receipts and disbursements for the respective currency position. The objective of these activities is to reduce the Company's exposure to volatility arising from gains and losses resulting from fluctuations of foreign currencies against its functional currencies. Gains and losses resulting from changes in fair value of these contracts are recorded in general and administrative expenses on the consolidated statement of operations, net, along with the foreign currency gains and losses on monetary assets and liabilities.

The following table summarizes the fair value of the Company's derivative financial instruments and the related notional amounts:

	June 30, 2024			December 31, 2023		
	Notional	Derivative assets	Derivative liabilities	Notional	Derivative assets	Derivative liabilities
	(in millions)					
Derivatives designated as hedging instruments						
Foreign exchange contracts in a cash flow hedge [1]	$ 4,061	$ 95	$ 6	$ 1,006	$ 2	$ 25
Interest rate contracts in a fair value hedge [2]	1,000	—	83	1,000	—	79
Derivatives not designated as hedging instruments						
Foreign exchange contracts [1]	2,184	18	7	5,424	34	79
Total derivative assets/liabilities	**$ 7,245**	**$ 113**	**$ 96**	**$ 7,430**	**$ 36**	**$ 183**

1 Foreign exchange derivative assets and liabilities are included within prepaid expenses and other current assets, other assets, and other current liabilities on the consolidated balance sheet.

2 Interest rate derivative liabilities are included within other current liabilities and other liabilities on the consolidated balance sheet.

The pre-tax gain (loss) related to the Company's derivative financial instruments designated as hedging instruments are as follows:

	Gain (Loss) Recognized in Other Comprehensive Income (Loss)		Location of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) into Earnings	Gain (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss)	
	Three Months Ended June 30,			Three Months Ended June 30,	
	2024	2023		2024	2023
	(in millions)			(in millions)	
Derivative financial instruments in a cash flow hedge relationship:					
Foreign exchange contracts [1]	$ 91	$ (14)	Net revenue	$ 3	$ (8)
			General and administrative [2]	$ 66	$ —
Interest rate contracts	$ —	$ —	Interest expense	$ (1)	$ (1)
Derivative financial instruments in a net investment hedge relationship:					
Foreign exchange contracts	$ (12)	$ (7)			

1 Includes immaterial amounts excluded from the effectiveness assessment recognized in other comprehensive income (loss).

2 Includes immaterial amounts excluded from the effectiveness assessment recognized in earnings.

	Gain (Loss) Recognized in Other Comprehensive Income (Loss)		Location of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) into Earnings	Gain (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss)	
	Six Months Ended June 30,			Six Months Ended June 30,	
	2024	2023		2024	2023
	(in millions)			(in millions)	
Derivative financial instruments in a cash flow hedge relationship:					
Foreign exchange contracts [1]	$ 113	$ (24)	Net revenue	$ —	$ (14)
			General and administrative [2]	$ 66	$ —
Interest rate contracts	$ —	$ —	Interest expense	$ (3)	$ (3)
Derivative financial instruments in a net investment hedge relationship:					
Foreign exchange contracts	$ (9)	$ (46)			

1 Includes immaterial amounts excluded from the effectiveness assessment recognized in other comprehensive income (loss).

2 Includes immaterial amounts excluded from the effectiveness assessment recognized in earnings.

The Company estimates that the pre-tax amount of the net deferred loss on cash flow hedges recorded in accumulated other comprehensive income (loss) at June 30, 2024 that will be reclassified into the consolidated statement of operations within the next 12 months is not material.

The amount of gain (loss) recognized on the consolidated statement of operations for non-designated derivative contracts is summarized below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions)			
Derivatives not designated as hedging instruments:				
Foreign exchange contracts				
General and administrative	$ (1)	$ 10	$ 71	$ 25

The Company's derivative financial instruments are subject to both market and counterparty credit risk. Market risk is the potential for economic losses to be incurred on market risk sensitive instruments arising from adverse changes in market factors such as foreign currency exchange rates, interest rates and other related variables. Counterparty credit risk is the risk of loss due to failure of the counterparty to perform its obligations in accordance with contractual terms. The Company's derivative contracts are subject to enforceable master netting arrangements, which contain various netting and setoff provisions. However, the Company has elected to present derivative assets and liabilities on a gross basis on the consolidated balance sheet. To mitigate counterparty credit risk, the Company enters into derivative contracts with a diversified group of selected financial institutions based upon their credit ratings and other factors. Generally, the Company does not obtain collateral related to derivatives because of the high credit ratings of the counterparties.

Item 2. Management's discussion and analysis of financial condition and results of operations

The following supplements management's discussion and analysis of Mastercard Incorporated for the year ended December 31, 2023 as contained in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on February 13, 2024. It also should be read in conjunction with the consolidated financial statements and notes of Mastercard Incorporated and its consolidated subsidiaries, including Mastercard International Incorporated (together, "Mastercard" or the "Company"), included elsewhere in this Report. Percentage changes provided throughout "Management's Discussion and Analysis of Financial Condition and Results of Operations" were calculated on amounts rounded to the nearest thousand.

Financial Results Overview

The following table provides a summary of our key GAAP operating results, as reported:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2024	2023	Increase/(Decrease)	2024	2023	Increase/(Decrease)
	(in millions, except percentages and per share data)					
Net revenue	$ 6,961	$ 6,269	11%	$ 13,309	$ 12,017	11%
Operating expenses	$ 2,925	$ 2,613	12%	$ 5,669	$ 5,225	8%
Operating income	$ 4,036	$ 3,656	10%	$ 7,640	$ 6,792	12%
Operating margin	58.0 %	58.3 %	(0.4) ppt	57.4 %	56.5 %	0.9 ppt
Income tax expense	$ 681	$ 859	(21)%	$ 1,228	$ 1,351	(9)%
Effective income tax rate	17.3 %	23.2 %	(5.9) ppt	16.4 %	20.6 %	(4.2) ppt
Net income	$ 3,258	$ 2,845	15%	$ 6,269	$ 5,206	20%
Diluted earnings per share	$ 3.50	$ 3.00	17%	$ 6.72	$ 5.47	23%
Diluted weighted-average shares outstanding	930	949	(2)%	933	952	(2)%

Note: Table may not sum due to rounding.

The following table provides a summary of our key non-GAAP operating results[1], adjusted to exclude the impact of gains and losses on our equity investments, Special Items (which represent litigation judgments and settlements and certain one-time items) and the related tax impacts on our non-GAAP adjustments. In addition, we have presented growth rates, adjusted for the impact of currency:

	Three Months Ended June 30,		Increase/(Decrease)		Six Months Ended June 30,		Increase/(Decrease)	
	2024	2023	As adjusted	Currency-neutral	2024	2023	As adjusted	Currency-neutral
	($ in millions, except per share data)							
et revenue	$ 6,961	$ 6,269	11%	13%	$ 13,309	$ 12,017	11%	12%
djusted operating expenses	$ 2,828	$ 2,592	9%	10%	$ 5,445	$ 4,993	9%	9%
djusted operating margin	59.4 %	58.6 %	0.7 ppt	1.0 ppt	59.1 %	58.4 %	0.6 ppt	0.9 ppt
djusted effective income tax rate	17.5 %	23.9 %	(6.4) ppt	(6.3) ppt	16.7 %	21.2 %	(4.5) ppt	(4.5) ppt
djusted net income	$ 3,341	$ 2,742	22%	24%	$ 6,434	$ 5,420	19%	20%
djusted diluted earnings per share	$ 3.59	$ 2.89	24%	27%	$ 6.90	$ 5.69	21%	23%

Note: Table may not sum due to rounding.

[1] See "Non-GAAP Financial Information" for further information on our non-GAAP adjustments and the reconciliation to GAAP reported amounts.

Key highlights for the three and six months ended June 30, 2024, versus the comparable periods in 2023:

Net revenue		
Three Months Ended June 30, 2024		
GAAP	Non-GAAP (currency-neutral)	
up 11%	up 13%	Both the as-reported and currency-neutral net revenue increase was attributable to growth in our payment network and value-added services and solutions.
Six Months Ended June 30, 2024		
GAAP	Non-GAAP (currency-neutral)	
up 11%	up 12%	Both the as-reported and currency-neutral net revenue increase was attributable to growth in our payment network and value-added services and solutions.

Operating expenses	Adjusted operating expenses	
Three Months Ended June 30, 2024		
GAAP	Non-GAAP (currency-neutral)	
up 12%	up 10%	The as-reported operating expense increase was primarily due to higher general and administrative expenses and litigation provisions. The as-adjusted operating expense increase was primarily due to higher general and administrative expenses.
Six Months Ended June 30, 2024		
GAAP	Non-GAAP (currency-neutral)	
up 8%	up 9%	Both the as-reported and as-adjusted operating expense increase was primarily due to higher general and administrative expenses.

Effective income tax rate	Adjusted effective income tax rate	
Three Months Ended June 30, 2024		
GAAP	Non-GAAP	
17.3% down 5.9 ppt	17.5% down 6.4 ppt	Both the as-reported and as-adjusted effective income tax rates were lower than the prior year rates primarily due to the establishment of a valuation allowance in 2023 as well as a change in our geographic mix of earnings in the current period.
Six Months Ended June 30, 2024		
GAAP	Non-GAAP	
16.4% down 4.2 ppt	16.7% down 4.5 ppt	Both the as-reported and as-adjusted effective income tax rates were lower than the prior year rates primarily due to the establishment of a valuation allowance in 2023 as well as a change in our geographic mix of earnings in the current period.

Other financial highlights for the six months ended June 30, 2024 were as follows:

- We generated net cash flows from operations of $4.8 billion.
- We repurchased 10.2 million shares of our common stock for $4.6 billion and paid dividends of $1.2 billion.
- We completed a debt offering for an aggregate principal amount of $1.0 billion.

Non-GAAP Financial Information

Non-GAAP financial information is defined as a numerical measure of a company's performance that excludes or includes amounts so as to be different than the most comparable measure calculated and presented in accordance with accounting principles generally accepted in the United States ("GAAP"). As described more fully below, our non-GAAP financial measures exclude the impact of gains and losses on our equity investments, which includes mark-to-market fair value adjustments, impairments and gains and losses upon disposition, as well as the related tax impacts. Our non-GAAP financial measures also exclude the impact of special items, where applicable, which represent litigation judgments and settlements and certain one-time items, as well as the related tax impacts ("Special Items"). We also present growth rates adjusted for the impact of currency, which is a non-GAAP financial measure. We believe that the non-GAAP financial measures presented facilitate an understanding of our operating performance and provide a meaningful comparison of our results between periods. We use non-GAAP financial measures to, among other things, evaluate our ongoing operations in relation to historical results, for internal planning and forecasting purposes and in the calculation of performance-based compensation. We excluded these items because management evaluates the underlying operations and performance of the Company separately from these recurring and nonrecurring items. Operating expenses, operating margin, other income (expense), effective income tax rate, net income and diluted earnings per share adjusted for the impact of gains and losses on our equity investments, Special Items and/or the impact of currency, should not be relied upon as substitutes for measures calculated in accordance with GAAP.

Our non-GAAP financial measures for the comparable periods exclude the impact of the following:

Gains and Losses on Equity Investments

- In the three and six months ended June 30, 2024, we recorded net losses of $13 million ($10 million after tax, or $0.01 per diluted share) and $7 million ($4 million after tax, or an immaterial impact per diluted share), respectively, primarily related to unrealized fair market value adjustments on marketable and nonmarketable equity securities.
- In the three and six months ended June 30, 2023, we recorded net gains of $123 million ($118 million after tax, or $0.12 per diluted share) and net losses of $89 million ($58 million after tax, or $0.06 per diluted share), respectively, primarily related to unrealized fair market value adjustments on marketable and nonmarketable equity securities.

Special Items

Litigation provisions

- In the three months ended June 30, 2024, we recorded charges of $98 million ($73 million after tax, or $0.08 per diluted share), primarily as a result of settlements with a number of U.K. merchants. In the six months ended June 30, 2024, we recorded charges of $224 million ($160 million after tax, or $0.17 per diluted share), primarily as a result of settlements with a number of U.K. merchants and a legal provision associated with the ATM non-discrimination rule surcharge complaints.
- In the three months ended June 30, 2023, we recorded charges of $20 million ($15 million after tax, or $0.02 per diluted share) as a result of settlements with a number of U.K. and Pan-European merchants. In the six months ended June 30, 2023, we recorded charges of $231 million ($156 million after tax, or $0.16 per diluted share) primarily as a result of a change in estimate related to the claims of merchants who opted out of the U.S. merchant class litigation.

See Note 5 (Investments) and Note 14 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item 1 of this Report for further discussion related to certain of the items discussed above.

Currency-neutral Growth Rates

Currency-neutral growth rates are calculated by remeasuring the prior period's results using the current period's exchange rates for both the translational and transactional impacts on operating results and are non-GAAP financial measures. The impact of currency translation represents the effect of translating operating results where the functional currency is different from our U.S. dollar reporting currency. The impact of the transactional currency represents the effect of converting revenue and expenses occurring in a currency other than the functional currency of the entity. The impact of the related realized gains and losses resulting from our foreign exchange derivative contracts designated as cash flow hedging instruments (specifically those that manage the impact of foreign currency variability on anticipated revenues and expenses) is recognized in the respective financial statement line item on the statement of operations when the underlying forecasted transactions impact earnings.

The translational and transactional impact of currency and the related impact of our foreign exchange derivative contracts designated as cash flow hedging instruments as specified in the preceding paragraph (collectively the "Currency Impact") has been excluded from our currency-neutral growth rates and has been identified in the "Non-GAAP Reconciliations" tables below and our "Drivers of Change" tables. See "Foreign Currency - Currency Impact" for further information on our currency impacts and "Financial Results - Net Revenue" and "Financial Results - Operating Expenses" for our "Drivers of Change" tables.

Non-GAAP Reconciliations

The following tables reconcile our reported financial measures calculated in accordance with GAAP to the respective adjusted non-GAAP financial measures:

	Three Months Ended June 30, 2024					
	Operating expenses	Operating margin	Other income (expense)	Effective income tax rate	Net income	Diluted earnings per share
	Increase/(Decrease)					
Reported - GAAP	$ 2,925	58.0 %	$ (97)	17.3 %	$ 3,258	$ 3.50
(Gains) losses on equity investments	**	**	13	— %	10	0.01
Litigation provisions	(98)	1.4 %	**	0.2 %	73	0.08
Adjusted - Non-GAAP	$ 2,828	59.4 %	$ (84)	17.5 %	$ 3,341	$ 3.59

	Six Months Ended June 30, 2024					
	Operating expenses	Operating margin	Other income (expense)	Effective income tax rate	Net income	Diluted earnings per share
	Increase/(Decrease)					
Reported - GAAP	$ 5,669	57.4 %	$ (143)	16.4 %	$ 6,269	$ 6.72
(Gains) losses on equity investments	**	**	7	— %	4	—
Litigation provisions	(224)	1.7 %	**	0.3 %	160	0.17
Adjusted - Non-GAAP	$ 5,445	59.1 %	$ (136)	16.7 %	$ 6,434	$ 6.90

	Three Months Ended June 30, 2023					
	Operating expenses	Operating margin	Other income (expense)	Effective income tax rate	Net income	Diluted earnings per share
	Increase/(Decrease)					
Reported - GAAP	$ 2,613	58.3 %	$ 48	23.2 %	$ 2,845	$ 3.00
(Gains) losses on equity investments	**	**	(123)	0.7 %	(118)	(0.12)
Litigation provisions	(20)	0.3 %	**	— %	15	0.02
Adjusted - Non-GAAP	$ 2,592	58.6 %	$ (75)	23.9 %	$ 2,742	$ 2.89

	Six Months Ended June 30, 2023					
	Operating expenses	Operating margin	Other income (expense)	Effective income tax rate	Net income	Diluted earnings per share
	Increase/(Decrease)					
Reported - GAAP	$ 5,225	56.5 %	$ (235)	20.6 %	$ 5,206	$ 5.47
(Gains) losses on equity investments	**	**	89	0.2 %	58	0.06
Litigation provisions	(231)	1.9 %	**	0.4 %	156	0.16
Adjusted - Non-GAAP	$ 4,993	58.4 %	$ (146)	21.2 %	$ 5,420	$ 5.69

Note: Tables may not sum due to rounding.

** Not applicable.

The following tables represent the reconciliation of our growth rates reported under GAAP to our non-GAAP growth rates:

	Three Months Ended June 30, 2024 as compared to the Three Months Ended June 30, 2023				
	Increase/(Decrease)				
	Operating expenses	Operating margin	Effective income tax rate	Net income	Diluted earnings per share
Reported - GAAP	12%	(0.4) ppt	(5.9) ppt	15%	17%
(Gains) losses on equity investments	**	**	(0.6) ppt	5%	6%
Litigation provisions	(3)%	1.1 ppt	0.2 ppt	2%	2%
Adjusted - Non-GAAP	9%	0.7 ppt	(6.4) ppt	22%	24%
Currency Impact	1%	0.3 ppt	— ppt	2%	3%
Adjusted - Non-GAAP - currency-neutral	10%	1.0 ppt	(6.3) ppt	24%	27%

	Six Months Ended June 30, 2024 as compared to the Six Months Ended June 30, 2023				
	Increase/(Decrease)				
	Operating expenses	Operating margin	Effective income tax rate	Net income	Diluted earnings per share
Reported - GAAP	8%	0.9 ppt	(4.2) ppt	20%	23%
(Gains) losses on equity investments	**	**	(0.2) ppt	(1)%	(1)%
Litigation provisions	1%	(0.2) ppt	(0.1) ppt	—%	—%
Adjusted - Non-GAAP	9%	0.6 ppt	(4.5) ppt	19%	21%
Currency Impact	—%	0.2 ppt	— ppt	1%	1%
Adjusted - Non-GAAP - currency-neutral	9%	0.9 ppt	(4.5) ppt	20%	23%

Note: Tables may not sum due to rounding.

** Not applicable.

Key Metrics and Drivers

In addition to the financial measures described above in “Financial Results Overview”, we review the following metrics to evaluate and identify trends in our business, measure our performance, prepare financial projections and make strategic decisions. We believe that the key metrics presented facilitate an understanding of our operating and financial performance and provide a meaningful comparison of our results between periods.

Operating Margin measures how much profit we make on each dollar of sales after our operating costs but before other income (expense) and income tax expense. Operating margin is calculated by dividing our operating income by net revenue.

Key Drivers

Gross Dollar Volume (“GDV”)[1] measures dollar volume of activity, including both domestic and cross-border volume, on cards carrying our brands during the period, on a local currency basis and U.S. dollar-converted basis. GDV represents purchase volume plus cash volume; “purchase volume” means the aggregate dollar amount of purchases made with Mastercard-branded cards for the relevant period; and “cash volume” means the aggregate dollar amount of cash disbursements and includes the impact of balance transfers and convenience checks obtained with Mastercard-branded cards for the relevant period. Information denominated in U.S. dollars relating to GDV is calculated by applying an established U.S. dollar/local currency exchange rate for each local currency in which our volumes are reported. These exchange rates are calculated on a quarterly basis using the average exchange rate for each quarter. We report period-over-period rates of change in purchase volume and cash volume on the basis of local currency information, in order to eliminate the impact of changes in the value of currencies against the U.S. dollar in calculating such rates of change.

Cross-border Volume Growth measures the growth of cross-border dollar volume during the period, on a local currency basis and U.S. dollar-converted basis, for all Mastercard-branded programs.

Switched Transactions measures the number of transactions switched by Mastercard, which is defined as the number of transactions initiated and switched through our network during the period.

[1] Data used in the calculation of GDV is provided by Mastercard customers and is subject to verification by Mastercard and partial cross-checking against information provided by Mastercard’s transaction switching systems. All data is subject to revision and amendment by Mastercard or Mastercard’s customers.

The following tables provide a summary of the growth trends in our key drivers:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2024		2023		2024		2023	
	Increase/(Decrease)				Increase/(Decrease)			
	USD	Local	USD	Local	USD	Local	USD	Local
Mastercard-branded GDV growth [1]	6%	9%	10%	12%	7%	10%	11%	14%
United States	6%	6%	6%	6%	6%	6%	7%	7%
Worldwide less United States	6%	11%	12%	16%	8%	12%	12%	18%
Cross-border volume growth [1]	15%	17%	23%	24%	17%	18%	26%	29%

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	Increase/(Decrease)		Increase/(Decrease)	
witched transactions growth	11%	17%	12%	15%

[1] Excludes volume generated by Maestro and Cirrus cards.

Key Metrics related to the Payment Network

Assessments represent agreed-upon standard pricing provided to our customers based on various forms of payment-related activity. Assessments are used internally by management to monitor operating performance as it allows for comparability and provides visibility into cardholder trends. Assessments do not represent our net revenue.

The following provides additional information on our key metrics related to the payment network:

- **Domestic assessments** are charges based on activity related to cards that carry the Company's brands where the merchant country and the country of issuance are the same. These assessments are primarily driven by the domestic dollar volume of activity (e.g., domestic purchase volume, domestic cash volume) or the number of cards issued.
- **Cross-border assessments** are charges based on activity related to cards that carry the Company's brands where the merchant country and the country of issuance are different. These assessments are primarily driven by the cross-border dollar volume of activity (e.g., cross-border purchase volume, cross-border cash volume).
- **Transaction processing assessments** are charges primarily driven by the number of switched transactions on our payment network. Switching activities include:
  - Authorization, the process by which a transaction is routed to the issuer for approval
  - Clearing, the determination and exchange of financial transaction information between issuers and acquirers after a transaction has been successfully conducted at the point of interaction
  - Settlement, which facilitates the determination and exchange of funds between parties

  These assessments can also include connectivity services and network access, which are based on the volume of data transmitted and the number of authorization and settlement messages.
- **Other network assessments** are charges for licensing, implementation and other franchise fees.

The following table provides a summary of our key metrics related to the payment network:

	Three Months Ended June 30,		Increase/(Decrease)		Six Months Ended June 30,		Increase/(Decrease)	
	2024	2023	As reported	Currency-neutral	2024	2023	As reported	Currency-neutral
	($ in millions)							
Domestic assessments	$ 2,596	$ 2,468	5%	7%	$ 5,066	$ 4,722	7%	9%
Cross-border assessments	$ 2,433	$ 2,050	19%	21%	$ 4,671	$ 3,899	20%	21%
Transaction processing assessments	$ 3,324	$ 2,979	12%	13%	$ 6,410	$ 5,731	12%	12%
Other network assessments	$ 244	$ 270	(9)%	(9)%	$ 470	$ 483	(3)%	(3)%

Foreign Currency

Currency Impact

Our primary revenue functional currencies are the U.S. dollar, euro, British pound and the Brazilian real. Our overall operating results are impacted by currency translation, which represents the effect of translating operating results where the functional currency is different than our U.S. dollar reporting currency.

Our operating results are also impacted by transactional currency. The impact of the transactional currency represents the effect of converting revenue and expense transactions occurring in a currency other than the functional currency. Changes in currency exchange rates directly impact the calculation of gross dollar volume ("GDV"), which is used in the calculation of our key metrics related to domestic assessments and cross-border assessments as well as certain volume-related rebates and incentives. GDV is calculated based on local currency spending volume converted to U.S. dollars and euros using average exchange rates for the period. As a result, our key metrics related to domestic assessments and cross-border assessments as well as certain volume-related rebates and incentives are impacted by the strengthening or weakening of the U.S. dollar and euro versus local currencies. For example, our billing in Australia is in the U.S. dollar, however, consumer spend in Australia is in the Australian dollar. The transactional currency impact of converting Australian dollars to our U.S. dollar billing currency will have an impact on the revenue generated. The strengthening or weakening of the U.S. dollar is evident when GDV growth on a U.S. dollar-converted basis is compared to GDV growth on a local currency basis. For the three and six months ended June 30, 2024, GDV on a U.S. dollar-converted basis increased 6% and 7%, respectively, while GDV on a local currency basis increased 9% and 10%, respectively, versus the comparable periods in 2023. Further, the impact from transactional currency occurs in our key metrics related to transaction processing assessments and other network assessments as well as value-added services and solutions revenue and operating expenses when the transacting currency of these items is different than the functional currency of the entity.

To manage the impact of foreign currency variability on anticipated revenues and expenses, we may enter into foreign exchange derivative contracts and designate such derivatives as hedging instruments in a cash flow hedging relationship as discussed further in Note 16 (Derivative and Hedging Instruments) to the consolidated financial statements included in Part I, Item 1.

Foreign Exchange Activity

We incur foreign currency gains and losses from remeasuring monetary assets and liabilities, including settlement assets and obligations, that are denominated in a currency other than the functional currency of the entity. To manage this foreign exchange risk, we may enter into foreign exchange derivative contracts to economically hedge the foreign currency exposure of our nonfunctional currency monetary assets and liabilities. The gains or losses resulting from the changes in fair value of these contracts are intended to reduce the potential effect of the underlying hedged exposure and are recorded net within general and administrative expenses on the consolidated statement of operations. The impact of this foreign exchange activity, including the related hedging activities, has not been eliminated in our currency-neutral results.

Our foreign exchange risk management activities are discussed further in Note 16 (Derivative and Hedging Instruments) to the consolidated financial statements included in Part I, Item 1.

Financial Results

Net Revenue

The components of net revenue were as follows:

	Three Months Ended June 30,					Six Months Ended June 30,				
	2024		2023		Increase/(Decrease)	2024		2023		Increase/(Decrease)
					($ in millions)					
Payment network	$	4,375	$	4,073	7%	$	8,295	$	7,723	7%
Value-added services and solutions		2,586		2,196	18%		5,014		4,294	17%
Total net revenue	$	6,961	$	6,269	11%	$	13,309	$	12,017	11%

For the three months ended June 30, 2024, net revenue increased 11%, or 13% on a currency-neutral basis, versus the comparable period in 2023. The increase in net revenue was attributable to both our payment network and value-added services and solutions.

Net revenue from our payment network increased 7%, or 9% on a currency-neutral basis, versus the comparable period in 2023. The increase was primarily driven by growth in domestic and cross-border dollar volumes and an increase in the number of switched transactions, reflecting trends of growth in our key drivers. Net revenue from our payment network included $4,222 million of rebates and incentives provided to customers, which increased 14%, or 16% on a currency-neutral basis, versus the comparable period in 2023, primarily due to an increase in our key drivers as well as new and renewed deals.

Net revenue from our value-added services and solutions increased 18%, or 19% on a currency-neutral basis, versus the comparable period in 2023. The increase was driven primarily by (1) growth in our underlying key drivers and (2) our consulting, data analytics and marketing services, and fraud and security and identity and authentication solutions.

For the six months ended June 30, 2024, net revenue increased 11%, or 12% on a currency-neutral basis, versus the comparable period in 2023. The increase in net revenue was attributable to both our payment network and value-added services and solutions.

Net revenue from our payment network increased 7%, or 9% on a currency-neutral basis, versus the comparable period in 2023. The increase was primarily driven by growth in domestic and cross-border dollar volumes and an increase in the number of switched transactions, reflecting trends of growth in our key drivers. Net revenue from our payment network included $8,322 million of rebates and incentives provided to customers, which increased 17%, or 18% on a currency-neutral basis, versus the comparable period in 2023, primarily due to an increase in our key drivers as well as new and renewed deals.

Net revenue from our value-added services and solutions increased 17%, on both an as reported and currency-neutral basis, versus the comparable period in 2023. The increase was driven primarily by (1) growth in our underlying key drivers and (2) our consulting, data analytics and marketing services, and fraud and security and identity and authentication solutions.

See Note 3 (Revenue) to the consolidated financial statements included in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2023 for a further discussion of our revenue recognition policies.

Drivers of Change

The following table summarizes the drivers of change in net revenue:

	Three Months Ended June 30, 2024			
	Increase/(Decrease)			
	Operational	**Acquisitions**	**Currency impact [1]**	**Total**
Payment network	9 %	**	(2) %	7 %
Value-added services and solutions	19 %	— %	(1) %	18 %
Net revenue	13 %	— %	(2) %	11 %

	Six Months Ended June 30, 2024			
	Increase/(Decrease)			
	Operational	**Acquisitions**	**Currency impact [1]**	**Total**
Payment network	9 %	**	(1) %	7 %
Value-added services and solutions	17 %	— %	— %	17 %
Net revenue	12 %	— %	(1) %	11 %

Note: Tables may not sum due to rounding.

** Not applicable.

1 Includes the translational and transactional impact of currency and the related impact of our foreign exchange derivative contracts designated as cash flow hedging instruments. See “Non-GAAP Financial Information - Currency-neutral Growth Rates” for further information on our currency impact non-GAAP adjustment.

Operating Expenses

For the three months ended June 30, 2024, operating expenses increased 12% versus the comparable period in 2023. Adjusted operating expenses increased 9%, or 10% on a currency-neutral basis, versus the comparable period in 2023.

For the six months ended June 30, 2024, operating expenses increased 8% versus the comparable period in 2023. Adjusted operating expenses increased 9%, on both an as adjusted and currency-neutral basis, versus the comparable period in 2023.

The components of operating expenses were as follows:

	Three Months Ended June 30,		Increase/ (Decrease)	Six Months Ended June 30,		Increase/ (Decrease)
	2024	2023		2024	2023	
	($ in millions)					
General and administrative	$ 2,418	$ 2,200	10%	$ 4,704	$ 4,243	11%
Advertising and marketing	184	201	(8)%	300	368	(19)%
Depreciation and amortization	225	192	17%	441	383	15%
Provision for litigation	98	20	**	224	231	**
Total operating expenses	2,925	2,613	12%	5,669	5,225	8%
Special Items [1]	(98)	(20)	**	(224)	(231)	**
Adjusted total operating expenses (excluding Special Items [1])	$ 2,828	$ 2,592	9%	$ 5,445	$ 4,993	9%

Note: Table may not sum due to rounding.

** Not meaningful.

[1] See "Non-GAAP Financial Information" for further information on our non-GAAP adjustments and the reconciliation to GAAP reported amounts.

Drivers of Change

The following table summarizes the drivers of change in operating expenses:

	Three Months Ended June 30, 2024				
	Increase/(Decrease)				
	Operational	Acquisitions	Currency impact [1, 2]	Special Items [2, 3]	Total
General and administrative	10%	—%	(1)%	**	10%
Advertising and marketing	(7)%	—%	(1)%	**	(8)%
Depreciation and amortization	17%	—%	—%	**	17%
Provision for litigation	**	**	**	**	**
Total operating expenses	9%	—%	(1)%	3%	12%

	Six Months Ended June 30, 2024				
	Increase/(Decrease)				
	Operational	Acquisitions	Currency impact [1, 2]	Special Items [2, 3]	Total
General and administrative	11%	—%	—%	**	11%
Advertising and marketing	(18)%	—%	—%	**	(19)%
Depreciation and amortization	14%	—%	—%	**	15%
Provision for litigation	**	**	**	**	**
Total operating expenses	9%	—%	—%	(1)%	8%

Note: Tables may not sum due to rounding.

** Not applicable/meaningful.

[1] Represents the translational and transactional impact of currency.

[2] See "Non-GAAP Financial Information" for further information on our non-GAAP adjustments and the reconciliation to GAAP reported amounts.

[3] The Special Items driver of change related to provision for litigation is reflected in total operating expenses.

General and Administrative

For the three months ended June 30, 2024, general and administrative expenses increased 10%, or 11% on a currency-neutral basis, versus the comparable period in 2023. For the six months ended June 30, 2024, general and administrative expenses increased 11%, on both an as reported and currency-neutral basis, versus the comparable period in 2023. The increase for both the three and six months ended June 30, 2024 was due to higher personnel and data processing costs to support the continued investment in our strategic initiatives across payments and value-added services and solutions.

The components of general and administrative expenses were as follows:

	Three Months Ended June 30,		Increase/ (Decrease)	Six Months Ended June 30,		Increase/(Decrease)
	2024	2023		2024	2023	
			($ in millions)			
Personnel	$ 1,607	$ 1,495	7%	$ 3,121	$ 2,921	7%
Professional fees	113	114	—%	229	214	7%
Data processing and telecommunications	278	246	13%	541	481	12%
Foreign exchange activity [1]	5	24	**	33	40	(19)%
Other	415	321	30%	780	587	33%
Total general and administrative expenses	$ 2,418	$ 2,200	10%	$ 4,704	$ 4,243	11%

Note: Table may not sum due to rounding.

** Not meaningful.

1 Foreign exchange activity includes the impact of remeasurement of assets and liabilities denominated in foreign currencies net of the impact of gains and losses on foreign exchange derivative contracts. See Note 16 (Derivative and Hedging Instruments) to the consolidated financial statements included in Part I, Item 1 for further discussion.

Advertising and Marketing

For the three months ended June 30, 2024, advertising and marketing expenses decreased 8%, or 7% on a currency-neutral basis, versus the comparable period in 2023, primarily due to timing of marketing campaigns.

For the six months ended June 30, 2024, advertising and marketing expenses decreased 19%, or 18% on a currency-neutral basis, versus the comparable period in 2023, primarily due to timing of spending on sponsorships as well as timing of marketing campaigns.

Depreciation and Amortization

For the three months ended June 30, 2024, depreciation and amortization expenses increased 17%, on both an as reported and currency-neutral basis, versus the comparable period in 2023. For the six months ended June 30, 2024, depreciation and amortization expenses increased 15%, or 14% on a currency-neutral basis, versus the comparable period in 2023. The increase for both the three and six months ended June 30, 2024 was primarily due to increased software capitalization driven by the continued growth of our business.

Provision for Litigation

For the three months ended June 30, 2024, we recorded charges of $98 million, primarily as a result of settlements with a number of U.K. merchants. For the six months ended June 30, 2024, we recorded charges of $224 million, primarily as a result of settlements with a number of U.K. merchants and a legal provision associated with the ATM non-discrimination rule surcharge complaints. See “Non-GAAP Financial Information” in this section and Note 14 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item 1 of this Report for further discussion.

Other Income (Expense)

The components of total other income (expense) were as follows:

	Three Months Ended June 30,		Increase/ (Decrease)	Six Months Ended June 30,		Increase/ (Decrease)
	2024	2023		2024	2023	
	($ in millions)					
Investment income	$ 60	$ 59	2%	$ 155	$ 114	36%
Gains (losses) on equity investments, net	(13)	123	**	(7)	(89)	**
Interest expense	(153)	(144)	6%	(303)	(276)	10%
Other income (expense), net	9	10	(14)%	12	16	27%
Total other income (expense)	(97)	48	**	(143)	(235)	39%
(Gains) losses on equity investments [1]	13	(123)	**	7	89	**
Adjusted total other income (expense) [1]	$ (84)	$ (75)	12%	$ (136)	$ (146)	(7)%

Note: Table may not sum due to rounding.

** Not meaningful.

1 See “Non-GAAP Financial Information” for further information on our non-GAAP adjustments and the reconciliation to GAAP reported amounts.

Income Taxes

The effective income tax rates were 17.3% and 23.2% for the three months ended June 30, 2024 and 2023, respectively. The adjusted effective income tax rates were 17.5% and 23.9% for the three months ended June 30, 2024 and 2023, respectively. The effective income tax rates were 16.4% and 20.6% for the six months ended June 30, 2024 and 2023, respectively. The adjusted effective income tax rates were 16.7% and 21.2% for the six months ended June 30, 2024 and 2023, respectively. Both the as-reported and as-adjusted effective income tax rates for the three and six months ended June 30, 2024 were lower versus the comparable periods in 2023, primarily due to a $212 million discrete tax expense in the second quarter of 2023 to establish a valuation allowance associated with the U.S. foreign tax credit carryforward deferred tax asset resulting from foreign tax legislation enacted in Brazil in 2023. A change in our geographic mix of earnings also contributed to the lower effective income tax rates for the current periods.

The Organization for Economic Co-operation and Development (“OECD”) Pillar 2 guidelines published to date include transition and safe harbor rules around the implementation of the Pillar 2 global minimum tax of 15%. Based on current enacted legislation effective in 2024 and our structure, we do not expect a material impact in 2024. We are monitoring developments and evaluating the impacts these new rules may have on our future effective income tax rate, tax payments, financial condition and results of operations.

Liquidity and Capital Resources

We rely on existing liquidity, cash generated from operations and access to capital to fund our global operations, credit and settlement exposure, capital expenditures, investments in our business and current and potential obligations. The following table summarizes the cash, cash equivalents, investments and credit available to us:

	June 30, 2024	December 31, 2023
	(in billions)	
Cash, cash equivalents and investments [1]	$ 7.4	$ 9.2
Unused line of credit	$ 8.0	$ 8.0

1 Investments include available-for-sale securities and held-to-maturity securities. This amount excludes restricted cash and restricted cash equivalents of $1.8 billion and $1.9 billion at June 30, 2024 and December 31, 2023, respectively.

We believe that our existing cash, cash equivalents and investment securities balances, our cash flow generating capabilities, and our access to capital resources are sufficient to satisfy our future operating cash needs, capital asset purchases, outstanding commitments and other liquidity requirements associated with our existing operations and potential obligations, which include litigation provisions and credit and settlement exposure.

Our liquidity and access to capital could be negatively impacted by global credit market conditions. We guarantee the settlement of many of the transactions between our customers. Historically, payments under these guarantees have not been significant; however, historical trends may not be indicative of potential future losses. The risk of loss on these guarantees is specific to individual customers, but may also be driven by regional or global economic and market conditions, including, but not limited to the health of the financial institutions in a country or region. See Note 15 (Settlement and Other Risk Management) to the consolidated financial statements in Part I, Item 1 for a description of these guarantees.

Our liquidity and access to capital could also be negatively impacted by the outcome of any of the legal or regulatory proceedings to which we are a party. For additional discussion of these and other risks facing our business, see Part I, Item 1A - Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2023 and Note 14 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item 1 of this Report.

Cash Flows

The table below shows a summary of the cash flows from operating, investing and financing activities:

	Six Months Ended June 30,	
	2024	2023
	(in millions)	
Net cash provided by operating activities	$ 4,810	$ 4,617
Net cash used in investing activities	$ (468)	$ (615)
Net cash used in financing activities	$ (5,938)	$ (4,734)

Net cash provided by operating activities increased $193 million for the six months ended June 30, 2024, versus the comparable period in 2023, primarily due to higher net income after adjusting for non-cash items, partially offset by higher customer incentive payments.

Net cash used in investing activities decreased $147 million for the six months ended June 30, 2024, versus the comparable period in 2023, primarily due to higher proceeds from maturities of investment securities, partially offset by purchases of investment securities.

Net cash used in financing activities increased $1,204 million for the six months ended June 30, 2024, versus the comparable period in 2023, primarily due to the repayment of the 2014 USD Notes and lower cash proceeds received from debt issuances in the current period versus the comparable period, partially offset by less cash paid for repurchases of our Class A common stock.

Debt and Credit Availability

In April 2024, $1 billion of principal related to the 2014 USD Notes matured and was paid. In May 2024, we issued $1 billion principal amount of notes due May 2034 (the “2024 USD Notes”). The net proceeds from the issuance of the 2024 USD Notes, after deducting the original issue discount, underwriting discount and offering expenses, were $983 million. Our total debt outstanding was $15.6 billion and $15.7 billion at June 30, 2024 and December 31, 2023, respectively, with the earliest maturity of INR28.1 billion ($337 million as of June 30, 2024) of principal that occurred in July 2024.

As of June 30, 2024, we have a commercial paper program (the “Commercial Paper Program”), under which we are authorized to issue up to $8 billion in outstanding notes, with maturities up to 397 days from the date of issuance. In conjunction with the Commercial Paper Program, we have a committed unsecured $8 billion revolving credit facility (the “Credit Facility”), which expires in November 2028.

Borrowings under the Commercial Paper Program and the Credit Facility are to be used to provide liquidity for general corporate purposes, including providing liquidity in the event of one or more settlement failures by our customers. In addition, we may borrow and repay amounts under these facilities for business continuity purposes. We had no borrowings outstanding under the Commercial Paper Program or the Credit Facility at June 30, 2024 and December 31, 2023.

See Note 9 (Debt) to the consolidated financial statements included in Part I, Item 1 for further discussion on our debt and Note 15 (Debt) to the consolidated financial statements included in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2023 for further discussion on our debt, the Commercial Paper Program and the Credit Facility.

Dividends and Share Repurchases

We have historically paid quarterly dividends on our outstanding Class A common stock and Class B common stock. Subject to legally available funds, we intend to continue to pay a quarterly cash dividend. The declaration and payment of future dividends is at the sole discretion of our Board of Directors after taking into account various factors, including our financial condition, operating results, available cash and current and anticipated cash needs.

Aggregate payments for quarterly dividends totaled $1,231 million for the six months ended June 30, 2024.

On December 5, 2023, our Board of Directors declared a quarterly cash dividend of $0.66 per share paid on February 9, 2024 to holders of record on January 9, 2024 of our Class A common stock and Class B common stock. The aggregate amount of this dividend was $616 million.

On February 6, 2024, our Board of Directors declared a quarterly cash dividend of $0.66 per share paid on May 9, 2024 to holders of record on April 9, 2024 of our Class A common stock and Class B common stock. The aggregate amount of this dividend was $615 million.

On June 18, 2024, our Board of Directors declared a quarterly cash dividend of $0.66 per share payable on August 9, 2024 to holders of record on July 9, 2024 of our Class A common stock and Class B common stock. The aggregate amount of this dividend is $611 million.

Repurchased shares of our common stock are considered treasury stock. In December 2023 and 2022, our Board of Directors approved share repurchase programs of our Class A common stock authorizing us to repurchase up to $11.0 billion and $9.0 billion, respectively. The program approved in 2023 became effective in May 2024 after the completion of the share repurchase program approved in 2022. The timing and actual number of additional shares repurchased will depend on a variety of factors, including cash requirements to meet the operating needs of the business, legal requirements, as well as the share price and economic and market conditions. The following table summarizes our share repurchase authorizations and repurchase activity of our Class A common stock through June 30, 2024:

		(in millions, except average price data)
emaining authorization at December 31, 2023	$	14,142
ollar-value of shares repurchased during the six months ended June 30, 2024 [1]	$	4,631
emaining authorization at June 30, 2024	$	9,512
ares repurchased during the six months ended June 30, 2024		10.2
erage price paid per share during the six months ended June 30, 2024	$	454.92

Note: Table may not sum due to rounding.

[1] The dollar-value of shares repurchased does not include a 1% excise tax. The incremental tax is recorded in treasury stock on the consolidated balance sheet.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements, if any, and the potential impact of these pronouncements refer to Note 1 (Summary of Significant Accounting Policies) to the consolidated financial statements included in Part I, Item 1.

Item 3. Quantitative and qualitative disclosures about market risk

Market risk is the potential for economic losses to be incurred on market risk sensitive instruments arising from adverse changes in factors such as interest rates and foreign currency exchange rates. Our exposure to market risk from changes in interest rates and foreign exchange rates is limited. Management monitors risk exposures on an ongoing basis and establishes and oversees the implementation of policies governing our funding, investments and use of derivative financial instruments to manage these risks.

Foreign currency and interest rate exposures are managed through our risk management activities, which are discussed further in Note 16 (Derivative and Hedging Instruments) to the consolidated financial statements included in Part I, Item 1.

Foreign Exchange Risk

We enter into foreign exchange derivative contracts to manage currency exposure associated with anticipated receipts and disbursements occurring in a currency other than the functional currency of the entity. We may also enter into foreign currency derivative contracts to offset possible changes in value of assets and liabilities due to foreign exchange fluctuations. The objective of these activities is to reduce our exposure to gains and losses resulting from fluctuations of foreign currencies against our functional currencies, principally the U.S. dollar and euro. The effect of a hypothetical 10% adverse change in the value of the functional currencies could result in a fair value loss of approximately $441 million and $414 million on our foreign exchange derivative contracts outstanding at June 30, 2024 and December 31, 2023, respectively, before considering the offsetting effect of the underlying hedged activity.

We are also subject to foreign exchange risk as part of our daily settlement activities. To manage this risk, we enter into short duration foreign exchange derivative contracts based upon anticipated receipts and disbursements for the respective currency position. This risk is typically limited to a few days between when a payment transaction takes place and the subsequent settlement with our customers. A hypothetical 10% adverse change in the value of the functional currencies would not have a material impact to the fair value of our short duration foreign exchange derivative contracts outstanding at June 30, 2024 and December 31, 2023.

We are further exposed to foreign exchange rate risk related to translation of our net investment in foreign subsidiaries where the functional currency is different than our U.S. dollar reporting currency. To manage this risk, we may enter into foreign exchange derivative contracts to hedge a portion of our net investment in foreign subsidiaries. As of June 30, 2024 and December 31, 2023, we did not have any foreign exchange derivative contracts designated as a net investment hedge.

Interest Rate Risk

Our available-for-sale debt investments include fixed and variable rate securities that are sensitive to interest rate fluctuations. Our policy is to invest in high quality securities, while providing adequate liquidity and maintaining diversification to avoid significant exposure. A hypothetical 100 basis point adverse change in interest rates would not have a material impact to the fair value of our investments at June 30, 2024 and December 31, 2023.

We are also exposed to interest rate risk related to our fixed-rate debt. To manage this risk, we may enter into interest rate derivative contracts to hedge a portion of our fixed-rate debt that is exposed to changes in fair value attributable to changes in a benchmark interest rate. The effect of a hypothetical 100 basis point adverse change in interest rates could result in a fair value loss of approximately $24 million and $29 million on the fair value of our interest rate derivative contracts designated as a fair value hedge of our fixed-rate debt at June 30, 2024 and December 31, 2023, respectively, before considering the offsetting effect of the underlying hedged activity.

Item 4. Controls and procedures

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) are designed to ensure that information that is required to be disclosed in the reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and to ensure that information required to be disclosed is accumulated and communicated to management, including our President and Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding disclosure. The President and Chief Executive Officer and the Chief Financial Officer, with assistance from other members of management, have reviewed the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Report and, based on their evaluation, have concluded that the disclosure controls and procedures were effective as of such date.

Changes in Internal Control over Financial Reporting

There was no change in Mastercard’s internal control over financial reporting that occurred during the three months ended June 30, 2024 that has materially affected, or is reasonably likely to materially affect, Mastercard's internal control over financial reporting.

PART II

Item 1. Legal proceedings

Refer to Note 14 (Legal and Regulatory Proceedings) to the consolidated financial statements included in Part I, Item 1.

Item 1A. Risk factors

For a discussion of our risk factors, see Part I, Item 1A - Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 2. Unregistered sales of equity securities and use of proceeds

Issuer Purchases of Equity Securities

During the second quarter of 2024, we repurchased 5.8 million shares for $2.6 billion at an average price of $455.45 per share of Class A common stock. The following table presents our repurchase activity on a cash basis during the second quarter of 2024:

Period	Total Number of Shares Purchased	Average Price Paid per Share (including commission cost)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that may yet be Purchased under the Plans or Programs [1]
April 1 - 30	1,937,163	$ 467.51	1,937,163	$ 11,244,656,276
May 1 - 31	2,162,315	$ 450.74	2,162,315	$ 10,270,004,965
June 1 - 30	1,693,708	$ 447.67	1,693,708	$ 9,511,787,485
Total	5,793,186	$ 455.45	5,793,186	

1 Dollar value of shares that may yet be purchased under the repurchase programs is as of the end of the period. In December 2023 and 2022, our Board of Directors approved share repurchase programs of our Class A common stock authorizing us to repurchase up to $11.0 billion and $9.0 billion, respectively.

Item 5. Other information

Rule 10b5-1 and Non-Rule 10b5-1 Trading Arrangements

During the three months ended June 30, 2024, certain of our officers and directors adopted or terminated trading arrangements for the sale of shares of our common stock as follows:

	Action	Date	Plans: Rule 10b5-1 [1]	Plans: Non-Rule 10b5-1 [2]	Number of Securities to be Sold	Expiration
Sachin Mehra, Chief Financial Officer	Adoption	May 2, 2024	X	-	(i) 17,216 shares of Class A common stock underlying employee stock options and (ii) 7,663 shares of Class A common stock	The earlier of (i) the date when all securities under plan are exercised and sold and (ii) February 28, 2025
Raja Rajamannar, Chief Marketing & Communications Officer	Adoption	June 14, 2024	X	-	(i) 7,794 shares of Class A common stock underlying employee stock options and (ii) 6,262 shares of Class A common stock	The earlier of (i) the date when all securities under plan are exercised and sold and (ii) June 14, 2025

1 Intended to satisfy the affirmative defense conditions of Rule 10b5-1(c).
2 Not intended to satisfy the affirmative defense conditions of Rule 10b5-1(c).

Other Information

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, we hereby incorporate by reference herein the disclosure contained in Exhibit 99.1 of this Report.

Item 6. Exhibits

Refer to the Exhibit Index included herein.

Exhibit index

Exhibit Number	Exhibit Description
4.1	Officer's Certificate of the Company, dated as of May 9, 2024 (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on May 9, 2024 (File No. 001-32877)).
4.2	Form of Global Note representing the Company's 4.875% Notes due 2034 (included in Officer's Certificate of the Company, dated as of May 9, 2024) (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on May 9, 2024 (File No. 001-32877)).
10.1*	Form of Deferred Stock Unit Agreement for awards granted under 2006 Non-Employee Director Equity Compensation Plan (effective for awards granted on and subsequent to June 18, 2024).
10.2*	Form of Restricted Stock Agreement for awards granted under 2006 Non-Employee Director Equity Compensation Plan (effective for awards granted on and subsequent to June 18, 2024).
31.1*	Certification of Michael Miebach, President and Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Sachin Mehra, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Michael Miebach, President and Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Sachin Mehra, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1*	Disclosure pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed or furnished herewith.

The agreements and other documents filed as exhibits to this Report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and should not be relied upon for that purpose. In particular, any representations and warranties made by the Company in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

Signatures

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

MASTERCARD INCORPORATED
(Registrant)

Date:	July 31, 2024	By:	/S/ MICHAEL MIEBACH **Michael Miebach** **President and Chief Executive Officer** **(Principal Executive Officer)**
Date:	July 31, 2024	By:	/S/ SACHIN MEHRA **Sachin Mehra** **Chief Financial Officer** **(Principal Financial Officer)**
Date:	July 31, 2024	By:	/S/ SANDRA ARKELL **Sandra Arkell** **Corporate Controller** **(Principal Accounting Officer)**