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 March 31, 2022

OR

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

For the transition period from to

Commission file number: 001-16111

globalpayments

GLOBAL PAYMENTS INC.

(Exact name of registrant as specified in charter)

Georgia	**58-2567903**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3550 Lenox Road, Atlanta, Georgia	**30326**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (770) 829-8000

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

Title of each class	Trading symbol	Name of exchange on which registered
Common stock, no par value	GPN	New York Stock Exchange

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

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

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☑

The number of shares of the issuer's common stock, no par value, outstanding as of April 28, 2022 was281,539,612.

GLOBAL PAYMENTS INC.
FORM 10-Q
For the quarterly period ended March 31, 2022

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

ITEM 1—FINANCIAL STATEMENTS

GLOBAL PAYMENTS INC.
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	Three Months Ended	
	March 31, 2022	March 31, 2021
Revenues	$ 2,156,254	$ 1,990,007
Operating expenses:		
Cost of service	957,158	925,246
Selling, general and administrative	823,149	789,502
	1,780,307	1,714,748
Operating income	375,947	275,259
Interest and other income	1,711	4,234
Interest and other expense	(93,283)	(83,141)
	(91,572)	(78,907)
Income before income taxes and equity in income of equity method investments	284,375	196,352
Income tax expense	52,218	20,675
Income before equity in income of equity method investments	232,157	175,677
Equity in income of equity method investments, net of tax	17,479	22,733
Net income	249,636	198,410
Net income attributable to noncontrolling interests, net of tax	(4,903)	(1,729)
Net income attributable to Global Payments	$ 244,733	$ 196,681
Earnings per share attributable to Global Payments:		
Basic earnings per share	$ 0.87	$ 0.66
Diluted earnings per share	$ 0.87	$ 0.66

See Notes to Unaudited Consolidated Financial Statements.

GLOBAL PAYMENTS INC.
UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Three Months Ended	
	March 31, 2022	March 31, 2021
Net income	$ 249,636	$ 198,410
Other comprehensive income (loss):		
Foreign currency translation adjustments	(32,960)	(33,567)
Income tax benefit related to foreign currency translation adjustments	670	750
Net unrealized gains on hedging activities	8,934	994
Reclassification of net unrealized losses on hedging activities to interest expense	9,445	10,838
Income tax expense related to hedging activities	(4,456)	(2,864)
Other, net of tax	—	7,775
Other comprehensive loss	(18,367)	(16,074)
Comprehensive income	231,269	182,336
Comprehensive loss attributable to noncontrolling interests	441	4,245
Comprehensive income attributable to Global Payments	$ 231,710	$ 186,581

See Notes to Unaudited Consolidated Financial Statements.

GLOBAL PAYMENTS INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	March 31, 2022 (Unaudited)	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,045,277	$ 1,979,308
Accounts receivable, net	972,961	946,247
Settlement processing assets	1,450,419	1,143,539
Prepaid expenses and other current assets	683,753	641,891
Total current assets	5,152,410	4,710,985
Goodwill	24,793,799	24,813,274
Other intangible assets, net	11,292,243	11,633,709
Property and equipment, net	1,716,257	1,687,586
Deferred income taxes	22,754	12,117
Other noncurrent assets	2,457,797	2,422,042
Total assets	$ 45,435,260	$ 45,279,713
LIABILITIES AND EQUITY		
Current liabilities:		
Settlement lines of credit	$ 497,345	$ 484,202
Current portion of long-term debt	120,226	78,505
Accounts payable and accrued liabilities	2,550,112	2,542,256
Settlement processing obligations	1,699,491	1,358,051
Total current liabilities	4,867,174	4,463,014
Long-term debt	11,723,798	11,414,809
Deferred income taxes	2,725,980	2,793,427
Other noncurrent liabilities	723,503	739,046
Total liabilities	20,040,455	19,410,296
Commitments and contingencies		
Equity:		
Preferred stock, no par value; 5,000,000 shares authorized and none issued	—	—
Common stock, no par value; 400,000,000 shares authorized at March 31, 2022 and December 31, 2021; 281,434,153 issued and outstanding at March 31, 2022 and 284,750,452 issued and outstanding at December 31, 2021	—	—
Paid-in capital	22,338,086	22,880,261
Retained earnings	3,068,683	2,982,122
Accumulated other comprehensive loss	(247,205)	(234,182)
Total Global Payments shareholders' equity	25,159,564	25,628,201
Noncontrolling interests	235,241	241,216
Total equity	25,394,805	25,869,417
Total liabilities and equity	$ 45,435,260	$ 45,279,713

See Notes to Unaudited Consolidated Financial Statements.

GLOBAL PAYMENTS INC.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Three Months Ended	
	March 31, 2022	March 31, 2021
Cash flows from operating activities:		
Net income	$ 249,636	$ 198,410
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	99,665	96,372
Amortization of acquired intangibles	329,007	329,201
Amortization of capitalized contract costs	25,906	21,050
Share-based compensation expense	38,399	37,165
Provision for operating losses and credit losses	28,523	23,405
Noncash lease expense	21,555	27,066
Deferred income taxes	(80,841)	(56,390)
Equity in income of equity method investments, net of tax	(17,479)	(22,733)
Distribution received on investments	6,022	438
Other, net	6,127	(6,285)
Changes in operating assets and liabilities, net of the effects of business combinations:		
Accounts receivable	(34,191)	(37,141)
Settlement processing assets and obligations, net	48,198	21,714
Prepaid expenses and other assets	(115,904)	(33,128)
Accounts payable and other liabilities	25,377	262
Net cash provided by operating activities	630,000	599,406
Cash flows from investing activities:		
Business combinations and other acquisitions, net of cash acquired	(4,726)	(11,074)
Capital expenditures	(156,102)	(86,159)
Other, net	5	293
Net cash used in investing activities	(160,823)	(96,940)
Cash flows from financing activities:		
Net borrowings from settlement lines of credit	16,497	108,488
Proceeds from long-term debt	1,529,157	1,987,005
Repayments of long-term debt	(1,176,496)	(1,575,435)
Payments of debt issuance costs	(1,706)	(6,819)
Repurchases of common stock	(649,654)	(802,955)
Proceeds from stock issued under share-based compensation plans	7,940	17,705
Common stock repurchased - share-based compensation plans	(26,295)	(39,437)
Distributions to noncontrolling interests	(5,534)	—
Dividends paid	(70,243)	(57,574)
Net cash used in financing activities	(376,334)	(369,022)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(36,147)	(21,141)
Increase in cash, cash equivalents and restricted cash	56,696	112,303
Cash, cash equivalents and restricted cash, beginning of the period	2,123,023	2,089,771
Cash, cash equivalents and restricted cash, end of the period	$ 2,179,719	$ 2,202,074

See Notes to Unaudited Consolidated Financial Statements.

GLOBAL PAYMENTS INC.
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(in thousands, except per share data)

	Number of Shares	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Global Payments Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2021	284,750	$ 22,880,261	$ 2,982,122	$ (234,182)	$ 25,628,201	$ 241,216	$ 25,869,417
Net income			244,733		244,733	4,903	249,636
Other comprehensive loss				(13,023)	(13,023)	(5,344)	(18,367)
Stock issued under share-based compensation plans	1,395	7,940			7,940		7,940
Common stock repurchased - share-based compensation plans	(195)	(26,789)			(26,789)		(26,789)
Share-based compensation expense		38,399			38,399		38,399
Repurchases of common stock	(4,516)	(561,725)	(87,929)		(649,654)		(649,654)
Distributions to noncontrolling interest					—	(5,534)	(5,534)
Cash dividends declared ($0.25 per common share)			(70,243)		(70,243)		(70,243)
Balance at March 31, 2022	281,434	$ 22,338,086	$ 3,068,683	$ (247,205)	$ 25,159,564	$ 235,241	$ 25,394,805

	Number of Shares	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Global Payments Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2020	298,332	$ 24,963,769	$ 2,570,874	$ (202,273)	$ 27,332,370	$ 154,674	$ 27,487,044
Net income			196,681		196,681	1,729	198,410
Other comprehensive loss				(10,100)	(10,100)	(5,974)	(16,074)
Stock issued under share-based compensation plans	1,003	17,705			17,705		17,705
Common stock repurchased - share-based compensation plans	(222)	(41,529)			(41,529)		(41,529)
Share-based compensation expense		37,165			37,165		37,165
Repurchases of common stock	(3,955)	(573,787)	(209,169)		(782,956)		(782,956)
Cash dividends declared ($0.195 per common share)			(57,574)		(57,574)		(57,574)
Balance at March 31, 2021	295,158	$ 24,403,323	$ 2,500,812	$ (212,373)	$ 26,691,762	$ 150,429	$ 26,842,191

See Notes to Unaudited Consolidated Financial Statements.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business, consolidation and presentation - We are a leading payments technology company delivering innovative software and services to our customers globally. Our technologies, services and team member expertise allow us to provide a broad range of solutions that enable our customers to operate their businesses more efficiently across a variety of channels around the world. We operate in three reportable segments: Merchant Solutions, Issuer Solutions and Business and Consumer Solutions, which are described in "Note 12—Segment Information." Global Payments Inc. and its consolidated subsidiaries are referred to herein collectively as "Global Payments," the "Company," "we," "our" or "us," unless the context requires otherwise.

These unaudited consolidated financial statements include our accounts and those of our majority-owned subsidiaries, and all intercompany balances and transactions have been eliminated in consolidation. These unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The consolidated balance sheet as of December 31, 2021 was derived from the audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 but does not include all disclosures required by GAAP for annual financial statements.

In the opinion of our management, all known adjustments necessary for a fair presentation of the results of the interim periods have been made. These adjustments consist of normal recurring accruals and estimates that affect the carrying amount of assets and liabilities. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2021.

Use of estimates - The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reported period. Actual results could differ materially from those estimates. In particular, the future magnitude, duration and effects of the COVID-19 pandemic and the invasion of Ukraine by Russia are difficult to predict at this time, and the ultimate effect could result in additional charges related to the recoverability of assets, including financial assets, long-lived assets and goodwill and other losses.

In response to the invasion of Ukraine by Russia, economic sanctions were imposed on individuals and entities in Russia, including financial institutions, by governments around the world, including the U.S. and the European Union. As of March 31, 2022, we were in compliance with all applicable restrictions and sanctions, and our operations in Russia had not been significantly affected. As a result of additional sanctions imposed in April 2022 that will affect our ability to continue normal operations in Russia, we sold our merchant business in Russia effective April 29, 2022. Based on our current estimates, we expect to recognize a charge of approximately $130 million during the second quarter of 2022 associated with the sale, including recognition of the associated accumulated foreign currency translation losses.

These unaudited consolidated financial statements reflect the financial statement effects based upon management's estimates and assumptions utilizing the most currently available information.

Recently issued pronouncements not yet adopted

Accounting Standards Update ("ASU") 2021-08— In October 2021, the Financial Accounting Standards Board ("FASB") issued ASU 2021-08, "Business Combinations (Topic 805): *Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*." Under current GAAP, an acquirer generally recognizes assets acquired and liabilities assumed in a business combination, including contract assets and contract liabilities arising from revenue contracts with customers and other similar contracts that are accounted for in accordance with Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers* ("Topic 606"), at fair value on the acquisition date. ASU 2021-08 requires that an entity recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. At the acquisition date, an acquirer should account for the related revenue contracts in accordance with Topic 606 as if it had originated the contracts, which should generally result in an acquirer recognizing and measuring the acquired contract assets and contract liabilities consistent with how they were recognized and measured in the acquiree's financial statements. This update also provides certain practical expedients for acquirers when recognizing and measuring acquired contract assets and contract liabilities from revenue contracts in a business combination. The amendments in this update are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years and should be applied prospectively to business combinations occurring on or after the effective date of the amendments. Early adoption is permitted, including adoption in an interim period. Adoption during an interim period requires retrospective application to all business combinations for which the acquisition date occurs on or after the beginning of the fiscal year that includes the interim period of early application. We are evaluating the potential effects of ASU 2021-08 on our consolidated financial statements.

NOTE 2—ACQUISITION

On June 10, 2021, we acquired Zego, a real estate technology company that provides comprehensive resident experience management software and digital commerce solutions to property managers, primarily in the United States, for cash consideration of approximately $933 million. This acquisition aligns with our technology-enabled, software driven strategy and expands our business into a new vertical market. We accounted for this transaction as a business combination, which generally requires that we record the assets acquired and liabilities assumed at fair value as of the acquisition date. The provisional estimated acquisition-date fair values of major classes of assets acquired and liabilities assumed, including a reconciliation to the total purchase consideration were as follows:

	Provisional Amounts at March 31, 2022 (in thousands)
Cash and cash equivalents	$ 67,374
Accounts receivable	1,017
Identifiable intangible assets	473,000
Property and equipment	575
Other assets	9,051
Accounts payable and accrued liabilities	(71,006)
Deferred income tax liabilities	(13,902)
Other liabilities	(8,010)
Total identifiable net assets	458,099
Goodwill	475,147
Total purchase consideration	$ 933,246

As of March 31, 2022, we considered these amounts to be provisional because we were still in the process of gathering and reviewing information to support the valuation of assets acquired and liabilities assumed and to evaluate the differences in the bases of assets and liabilities for financial reporting and tax purposes. There were no measurement-period adjustments during the three months ended March 31, 2022.

Goodwill of $475.1 million arising from the acquisition, included in the Merchant Solutions segment, is attributable to expected growth opportunities, potential synergies from combining our existing businesses and an assembled workforce. We expect that substantially all of the goodwill will be deductible for income tax purposes.

The following table reflects the provisional estimated fair values of the identified intangible assets of Zego and the respective weighted-average estimated amortization periods:

	Estimated Fair Value (in thousands)	Weighted-Average Estimated Amortization Periods (years)
Customer-related intangible assets	$ 208,000	13
Contract-based intangible assets	119,000	20
Acquired technologies	124,000	6
Trademarks and trade names	22,000	15
Total estimated identifiable intangible assets	$ 473,000	14

NOTE 3—REVENUES

The following tables present a disaggregation of our revenues from contracts with customers by geography for each of our reportable segments for the three months ended March 31, 2022 and 2021:

	Three Months Ended March 31, 2022				
	Merchant Solutions	Issuer Solutions	Business and Consumer Solutions	Intersegment Eliminations	Total
	(in thousands)				
Americas	$ 1,242,620	$ 385,243	$ 191,432	$ (15,451)	$ 1,803,844
Europe	174,055	117,671	4,340	—	296,066
Asia Pacific	56,344	8,587	—	(8,587)	56,344
	$ 1,473,019	$ 511,501	$ 195,772	$ (24,038)	$ 2,156,254

	Three Months Ended March 31, 2021				
	Merchant Solutions	Issuer Solutions	Business and Consumer Solutions	Intersegment Eliminations	Total
	(in thousands)				
Americas	$ 1,080,470	$ 378,043	$ 240,633	$ (16,905)	$ 1,682,241
Europe	132,934	117,412	2,952	—	253,298
Asia Pacific	54,468	4,796	—	(4,796)	54,468
	$ 1,267,872	$ 500,251	$ 243,585	$ (21,701)	$ 1,990,007

The following table presents a disaggregation of our Merchant Solutions segment revenues by distribution channel for the three months ended March 31, 2022 and 2021:

	Three Months Ended	
	March 31, 2022	March 31, 2021
	(in thousands)	
Relationship-led	$ 752,214	$ 668,556
Technology-enabled	720,805	599,316
	$ 1,473,019	$ 1,267,872

ASC Topic 606, *Revenues from Contracts with Customers* ("ASC 606"), requires that we determine for each customer arrangement whether revenue should be recognized at a point in time or over time. For the three months ended March 31, 2022 and 2021, substantially all of our revenues were recognized over time.

Supplemental balance sheet information related to contracts from customers as of March 31, 2022 and December 31, 2021 was as follows:

	Balance Sheet Location	March 31, 2022	December 31, 2021
		(in thousands)	
Assets:			
Capitalized costs to obtain customer contracts, net	Other noncurrent assets	$ 306,319	$ 291,914
Capitalized costs to fulfill customer contracts, net	Other noncurrent assets	$ 123,852	$ 113,366
Liabilities:			
Contract liabilities, net (current)	Accounts payable and accrued liabilities	$ 209,869	$ 227,783
Contract liabilities, net (noncurrent)	Other noncurrent liabilities	$ 45,512	$ 44,502

Net contract assets were not material at March 31, 2022 or at December 31, 2021. Revenue recognized for the three months ended March 31, 2022 and 2021 from contract liability balances at the beginning of each period was $84.1 million and $85.9 million, respectively.

ASC 606 requires disclosure of the aggregate amount of the transaction price allocated to unsatisfied performance obligations. The purpose of this disclosure is to provide additional information about the amounts and expected timing of revenue to be recognized from the remaining performance obligations in our existing contracts. The following table includes estimated revenue expected to be recognized in the future related to performance obligations that are unsatisfied or partially unsatisfied at March 31, 2022. However, as permitted, we have elected to exclude from this disclosure any contracts with an original duration of one year or less and any variable consideration that meets specified criteria. Accordingly, the total amount of unsatisfied or partially unsatisfied performance obligations related to processing services is significantly higher than the amounts disclosed in the table below (in thousands):

Year Ending December 31,	
2022	$ 770,573
2023	859,699
2024	600,524
2025	478,419
2026	378,490
2027	246,544
2028 and thereafter	285,701
Total	$ 3,619,950

NOTE 4—GOODWILL AND OTHER INTANGIBLE ASSETS

As of March 31, 2022 and December 31, 2021, goodwill and other intangible assets consisted of the following:

	March 31, 2022	December 31, 2021
	(in thousands)	
Goodwill	$ 24,793,799	$ 24,813,274
Other intangible assets:		
Customer-related intangible assets	$ 9,683,201	$ 9,694,083
Acquired technologies	2,960,242	2,962,154
Contract-based intangible assets	2,251,832	2,258,676
Trademarks and trade names	1,270,797	1,271,302
	16,166,072	16,186,215
Less accumulated amortization:		
Customer-related intangible assets	2,756,357	2,587,586
Acquired technologies	1,466,246	1,367,513
Contract-based intangible assets	201,402	180,975
Trademarks and trade names	449,824	416,432
	4,873,829	4,552,506
	$ 11,292,243	$ 11,633,709

The following table sets forth the changes by reportable segment in the carrying amount of goodwill for the three months ended March 31, 2022:

	Merchant Solutions	Issuer Solutions	Business and Consumer Solutions	Total
		(in thousands)		
Balance at December 31, 2021	$ 14,063,682	$ 7,954,453	$ 2,795,139	$ 24,813,274
Effect of foreign currency translation	(6,953)	(7,541)	(599)	(15,093)
Reallocation of goodwill	—	407,713	(407,713)	—
Measurement period adjustments	—	(4,382)	—	(4,382)
Balance at March 31, 2022	$ 14,056,729	$ 8,350,243	$ 2,386,827	$ 24,793,799

During the first quarter of 2022, the recently acquired operations of MineralTree were reassigned to the Issuer Solutions segment to reflect how the business will be managed going forward. As a result of this realignment, $407.7 million of goodwill was reallocated from the Business and Consumer Solutions segment to the Issuer Solutions segment.

There were no accumulated impairment losses for goodwill as of March 31, 2022 or December 31, 2021.

NOTE 5—LONG-TERM DEBT AND LINES OF CREDIT

As of March 31, 2022 and December 31, 2021, long-term debt consisted of the following:

	March 31, 2022	December 31, 2021
	(in thousands)	
3.750% senior notes due June 1, 2023	$ 555,918	$ 557,186
4.000% senior notes due June 1, 2023	557,690	559,338
1.500% senior notes due November 15, 2024	497,430	497,185
2.650% senior notes due February 15, 2025	995,219	994,797
1.200% senior notes due March 1, 2026	1,092,495	1,092,016
4.800% senior notes due April 1, 2026	795,199	798,024
2.150% senior notes due January 15, 2027	744,008	743,695
4.450% senior notes due June 1, 2028	477,096	478,194
3.200% senior notes due August 15, 2029	1,238,401	1,238,006
2.900% senior notes due May 15, 2030	990,489	990,196
2.900% senior notes due November 15, 2031	741,926	741,716
4.150% senior notes due August 15, 2049	740,235	740,146
Unsecured term loan facility	1,990,797	1,989,793
Unsecured revolving credit facility	370,000	—
Finance lease liabilities	56,895	64,421
Other borrowings	226	8,601
Total long-term debt	11,844,024	11,493,314
Less current portion	120,226	78,505
Long-term debt, excluding current portion	$ 11,723,798	$ 11,414,809

The carrying amounts of our senior notes and term loan in the table above are presented net of unamortized discount and unamortized debt issuance costs, as applicable. At March 31, 2022, unamortized discount on senior notes was $11.4 million, and unamortized debt issuance costs on senior notes and the unsecured term loan facility were $57.6 million. At December 31, 2021, unamortized discount on senior notes was $11.7 million and unamortized debt issuance costs on our senior notes and the unsecured term loan facility were $60.7 million. The portion of unamortized debt issuance costs related to revolving credit facilities is included in other noncurrent assets. At March 31, 2022, unamortized debt issuance costs on the unsecured revolving credit facility were $9.0 million, and at December 31, 2021, unamortized debt issuance costs on the unsecured revolving credit facility were $9.9 million.

At March 31, 2022, future maturities of long-term debt (excluding finance lease liabilities) are as follows by year (in thousands):

Year Ending December 31,	
2022	$ 50,173
2023	1,300,000
2024	2,620,000
2025	1,000,000
2026	1,850,000
2027	750,000
2028 and thereafter	4,200,000
Total	$ 11,770,173

Long-Term Debt

As of March 31, 2022, our senior notes had a total carrying amount of $9.4 billion and an estimated fair value of $9.1 billion. The estimated fair value of our senior notes was based on quoted market prices in an active market and is considered to be a Level 1 measurement of the valuation hierarchy. The fair value of other long-term debt approximated its carrying amount at March 31, 2022.

Compliance with Covenants

The unsecured term loan and revolving credit facility contain customary conditions to funding, affirmative covenants, negative covenants, financial covenants and events of default. As of March 31, 2022, financial covenants under the term loan facility required a leverage ratio of 3.50 to 1.00 and an interest coverage ratio of 3.00 to 1.00. We were in compliance with all applicable covenants as of March 31, 2022.

Derivative Agreements

We have interest rate swap agreements with financial institutions to hedge changes in cash flows attributable to interest rate risk on a portion of our variable-rate debt instruments. Net amounts to be received or paid under the swap agreements are reflected as adjustments to interest expense. Since we have designated the interest rate swap agreements as portfolio cash flow hedges, unrealized gains or losses resulting from adjusting the swaps to fair value are recorded as components of other comprehensive income (loss). The fair values of our interest rate swaps were determined based on the present value of the estimated future net cash flows using implied rates in the applicable yield curve as of the valuation date. These derivative instruments were classified within Level 2 of the valuation hierarchy.

The table below presents information about our derivative financial instruments, designated as cash flow hedges, included in the consolidated balance sheets:

				Fair Values	
Derivative Financial Instruments	**Balance Sheet Location**	**Weighted-Average Fixed Rate of Interest at March 31, 2022**	**Range of Maturity Dates at March 31, 2022**	**March 31, 2022**	**December 31, 2021**
				(in thousands)	
Interest rate swaps (Notional of $1,250 million at March 31, 2022 and December 31, 2021)	Accounts payable and accrued liabilities	2.73%	December 31, 2022	$ 11,765	$ 28,777

The table below presents the effects of our interest rate swaps on the consolidated statements of income and statements of comprehensive income for the three months ended March 31, 2022 and 2021:

	Three Months Ended	
	March 31, 2022	March 31, 2021
	(in thousands)	
Net unrealized gains recognized in other comprehensive income (loss)	$ 8,934	$ 994
Net unrealized losses reclassified out of other comprehensive income (loss) to interest expense	$ 9,445	$ 10,838

As of March 31, 2022, the amount of net unrealized losses in accumulated other comprehensive loss related to our interest rate swaps that is expected to be reclassified into interest expense during the next 12 months was $16.9 million.

Interest Expense

Interest expense was $89.3 million and $81.2 million for the three months ended March 31, 2022 and 2021, respectively.

NOTE 6—INCOME TAX

Our effective income tax rate for the three months ended March 31, 2022 was 18.4%. Our effective income tax rate for the three months ended March 31, 2022 differed favorably from the U.S. statutory rate primarily as a result of foreign interest income not subject to tax, tax credits and the foreign-derived intangible income deduction.

Our effective income tax rate for the three months ended March 31, 2021 was 10.5%. Our effective income tax rate for the three months ended March 31, 2021 differed favorably from the U.S. statutory rate primarily as a result of a change in the assessment of the need for a valuation allowance related to foreign tax credit carryforwards, foreign interest income not subject to tax, tax credits, the foreign-derived intangible income deduction and excess tax benefits of share-based awards.

NOTE 7—SHAREHOLDERS' EQUITY

We repurchase our common stock mainly through open market repurchase plans and, at times, through accelerated share repurchase ("ASR") programs. During the three months ended March 31, 2022, we repurchased and retired 4,515,626 shares of our common stock at a cost, including commissions, of $649.7 million, or $143.95 per share. During the three months ended March 31, 2021, we repurchased and retired 3,955,400 shares of our common stock at a cost including commissions, of $783.0 million, or $198.00 per share. The activity for the three months ended March 31, 2021 included the repurchase of 2,491,161 shares at an average price of $200.71 per share under an ASR agreement we entered into on February 10, 2021 with a financial institution to repurchase an aggregate of $500 million of our common stock during the ASR program purchase period, which ended on March 31, 2021. As of March 31, 2022, the remaining amount available under our share repurchase program was $1,707.0 million.

On April 28, 2022, our board of directors declared a dividend of $0.25 per share payable on June 24, 2022 to common shareholders of record as of June 10, 2022.

NOTE 8—SHARE-BASED AWARDS AND STOCK OPTIONS

The following table summarizes share-based compensation expense and the related income tax benefit recognized for our share-based awards and stock options:

	Three Months Ended	
	March 31, 2022	March 31, 2021
	(in thousands)	
Share-based compensation expense	$ 38,399	$ 37,165
Income tax benefit	$ 9,679	$ 8,399

Share-Based Awards

The following table summarizes the changes in unvested restricted stock and performance awards for the three months ended March 31, 2022:

	Shares	Weighted-Average Grant-Date Fair Value
	(in thousands)	
Unvested at December 31, 2021	1,640	$184.90
Granted	1,428	138.21
Vested	(535)	174.51
Forfeited	(22)	167.59
Unvested at March 31, 2022	2,511	$160.68

The total fair value of restricted stock and performance awards vested during the three months ended March 31, 2022 and March 31, 2021 was $93.3 million and $86.1 million, respectively.

For restricted stock and performance awards, we recognized compensation expense of $35.1 million and $33.5 million during the three months ended March 31, 2022 and 2021, respectively. As of March 31, 2022, there was $ 333.5 million of unrecognized compensation expense related to unvested restricted stock and performance awards that we expect to recognize over a weighted-average period of 2.4 years.

Stock Options

The following table summarizes stock option activity for the three months ended March 31, 2022:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
	(in thousands)		(years)	(in millions)
Outstanding at December 31, 2021	1,172	$107.44	5.8	$47.4
Granted	154	136.02		
Exercised	(4)	16.89		
Outstanding at March 31, 2022	1,322	$111.06	5.9	$48.5
Options vested and exercisable at March 31, 2022	1,053	$97.96	5.1	$48.4

We recognized compensation expense for stock options of $1.8 million and $2.4 million during the three months ended March 31, 2022 and 2021, respectively. The aggregate intrinsic value of stock options exercised during the three months ended March 31, 2022 and 2021 was $0.6 million and $20.6 million, respectively. As of March 31, 2022, we had $14.0 million of unrecognized compensation expense related to unvested stock options that we expect to recognize over a weighted-average period of 2.3 years.

The weighted-average grant-date fair value of stock options granted during the three months ended March 31, 2022 and 2021 was $48.88 and $65.99, respectively. Fair value was estimated on the date of grant using the Black-Scholes valuation model with the following weighted-average assumptions:

	Three Months Ended	
	March 31, 2022	March 31, 2021
Risk-free interest rate	1.87%	0.59%
Expected volatility	40%	40%
Dividend yield	0.56%	0.44%
Expected term (years)	5	5

The risk-free interest rate was based on the yield of a zero coupon U.S. Treasury security with a maturity equal to the expected life of the option from the date of the grant. Our assumption on expected volatility was based on our historical volatility. The dividend yield assumption was determined using our average stock price over the preceding year and the annualized amount of our most current quarterly dividend per share. We based our assumptions on the expected term of the options on our analysis of the historical exercise patterns of the options and our assumption on the future exercise pattern of options.

NOTE 9—EARNINGS PER SHARE

Basic earnings per share ("EPS") was computed by dividing net income attributable to Global Payments by the weighted-average number of shares outstanding during the period. Earnings available to common shareholders was the same as reported net income attributable to Global Payments for all periods presented.

Diluted EPS is computed by dividing net income attributable to Global Payments by the weighted-average number of shares outstanding during the period, including the effect of share-based awards that would have a dilutive effect on EPS. All stock options with an exercise price lower than the average market share price of our common stock for the period are assumed to have a dilutive effect on EPS. The dilutive share base for the three months ended March 31, 2022 excluded approximately 388,355 shares related to stock options that would have an antidilutive effect on the computation of diluted earnings per share. There were no such shares for the three months ended March 31, 2021.

The following table sets forth the computation of diluted weighted-average number of shares outstanding for the three months ended March 31, 2022 and 2021:

	Three Months Ended	
	March 31, 2022	**March 31, 2021**
	(in thousands)	
Basic weighted-average number of shares outstanding	282,100	296,425
Plus: Dilutive effect of stock options and other share-based awards	467	1,246
Diluted weighted-average number of shares outstanding	282,567	297,671

NOTE 10 - SUPPLEMENTAL BALANCE SHEET INFORMATION

Cash, cash equivalents and restricted cash

A reconciliation of the amounts of cash and cash equivalents and restricted cash in the consolidated balance sheets to the amount in the consolidated statements of cash flows is as follows:

	March 31, 2022	December 31, 2021
	(in thousands)	
Cash and cash equivalents	$ 2,045,277	$ 1,979,308
Restricted cash included in prepaid expenses and other current assets	134,442	143,715
Cash, cash equivalents and restricted cash shown in the statement of cash flows	$ 2,179,719	$ 2,123,023

Accounts payable and accrued liabilities

At March 31, 2022 and December 31, 2021, accounts payable and accrued liabilities in the consolidated balance sheet included obligations totaling $3.6 million and $14.5 million, respectively, for employee termination benefits resulting from integration activities related to our merger with Total System Services, Inc. (the "Merger"). During the three months ended March 31, 2021, we recognized charges for employee termination benefits of $25.2 million, which included $0.5 million of share-based compensation expense. These charges are recorded within selling, general and administrative expenses in our consolidated statements of income and included within Corporate expenses for segment reporting purposes. Employee termination benefits from Merger-related integration activities were substantially complete as of December 31, 2021, and there were no significant charges recognized during the three months ended March 31, 2022. Any remaining obligations are expected to be paid within the next 12 months.

NOTE 11—ACCUMULATED OTHER COMPREHENSIVE LOSS

The changes in the accumulated balances for each component of other comprehensive income (loss) were as follows for the three months ended March 31, 2022 and 2021:

	Foreign Currency Translation Gains (Losses)	Unrealized Gains (Losses) on Hedging Activities	Other	Accumulated Other Comprehensive Loss
		(in thousands)		
Balance at December 31, 2021	$ (182,949)	$ (48,490)	$ (2,743)	$ (234,182)
Other comprehensive (loss) income	(26,946)	13,923	—	(13,023)
Balance at March 31, 2022	$ (209,895)	$ (34,567)	$ (2,743)	$ (247,205)
Balance at December 31, 2020	$ (114,227)	$ (81,543)	$ (6,503)	$ (202,273)
Other comprehensive (loss) income	(26,843)	8,968	7,775	(10,100)
Balance at March 31, 2021	$ (141,070)	$ (72,575)	$ 1,272	$ (212,373)

Other comprehensive loss attributable to noncontrolling interests, which relates only to foreign currency translation, was $5.3 million and $6.0 million for the three months ended March 31, 2022 and 2021, respectively.

NOTE 12—SEGMENT INFORMATION

We operate in three reportable segments: Merchant Solutions, Issuer Solutions and Business and Consumer Solutions. We evaluate performance and allocate resources based on the operating income of each operating segment. The operating income of each operating segment includes the revenues of the segment less expenses that are directly related to those revenues. Operating overhead, shared costs and share-based compensation costs are included in Corporate. Interest and other income, interest and other expense, income tax expense and equity in income of equity method investments, net of tax, are not allocated to the individual segments. We do not evaluate the performance of or allocate resources to our operating segments using asset data. The accounting policies of the reportable operating segments are the same as those described in our Annual Report on Form 10-K for the year ended December 31, 2021 and our summary of significant accounting policies in "Note 1 - Basis of Presentation and Summary of Significant Accounting Policies." During the first quarter of 2022, the recently acquired operations of MineralTree were reassigned to the Issuer Solutions segment to reflect how the business will be managed going forward.

Information on segments and reconciliations to consolidated revenues, consolidated operating income and consolidated depreciation and amortization was as follows for the three months ended March 31, 2022 and 2021:

	Three Months Ended	
	March 31, 2022	March 31, 2021
	(in thousands)	
Revenues:[1]		
Merchant Solutions	$ 1,473,019	$ 1,267,872
Issuer Solutions	511,501	500,251
Business and Consumer Solutions	195,772	243,585
Intersegment eliminations	(24,038)	(21,701)
Consolidated revenues	$ 2,156,254	$ 1,990,007
Operating income (loss)[1][2]:		
Merchant Solutions	$ 444,530	$ 339,989
Issuer Solutions	58,102	68,455
Business and Consumer Solutions	33,658	61,923
Corporate	(160,343)	(195,108)
Consolidated operating income	$ 375,947	$ 275,259
Depreciation and amortization:[1]		
Merchant Solutions	$ 249,961	$ 250,596
Issuer Solutions	152,123	144,609
Business and Consumer Solutions	20,269	21,920
Corporate	6,319	8,448
Consolidated depreciation and amortization	$ 428,672	$ 425,573

[1] Revenues, operating income and depreciation and amortization reflect the effects of acquired businesses from the respective acquisition dates.

[2] Operating loss for Corporate included acquisition and integration expenses of $48.2 million and $90.1 million during the three months ended March 31, 2022 and 2021, respectively.

NOTE 13—COMMITMENTS AND CONTINGENCIES

Legal Matters

We are party to a number of claims and lawsuits incidental to our business. In our opinion, the liabilities, if any, which may ultimately result from the outcome of such matters, individually or in the aggregate, are not expected to have a material adverse effect on our financial position, liquidity, results of operations or cash flows.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited consolidated financial statements and related notes included in Item 1 of Part I of this Quarterly Report and the Management's Discussion and Analysis of Financial Condition and Results of Operations and consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2021. This discussion and analysis contains forward-looking statements about our plans and expectations of what may happen in the future. Forward-looking statements are based on a number of assumptions and estimates that are inherently subject to significant risks and uncertainties, and our actual results could differ materially from the results anticipated by our forward-looking statements.

Executive Overview

We are a leading payments technology company delivering innovative software and services to our customers globally. Our technologies, services and team member expertise allow us to provide a broad range of solutions that enable our customers to operate their businesses more efficiently across a variety of channels around the world.

We have grown organically as well as through acquisitions. We continue to invest in new technology solutions and innovation, infrastructure to support our growing business and the consolidation and enhancement of our operating platforms. These investments include new product development and innovation to further enhance and differentiate our suite of technology and cloud-based solutions available to customers, along with migration of certain underlying technology platforms to cloud environments to enhance performance, improve speed to market and drive cost efficiencies. We continue to execute on merger and integration activities, such as combining business operations, streamlining technology infrastructure, eliminating duplicative corporate and operational support structures and realizing scale efficiencies. We have also recently commenced a strategic evaluation of the consumer portion of our Business and Consumer Solutions segment with the intent to focus on our growing business-to-business portfolio of assets.

Highlights related to our financial condition at March 31, 2022 and results of operations for the three months then ended include the following:

- Consolidated revenues for the three months ended March 31, 2022 increased to $2,156.3 million compared to $1,990.0 million for the prior year. The increase in consolidated revenues was primarily due to an increase in transaction volumes as a result of growth in customer base, acceleration in the use of digital payment solutions and continued economic recovery from the effects of the COVID-19 pandemic.

- Consolidated operating income for the three months ended March 31, 2022 increased to $375.9 million compared to $275.3 million for the prior year. Operating margin for the three months ended March 31, 2022 increased to 17.4% compared to 13.8% for the prior year. The increase in consolidated operating income and operating margin for the three months ended March 31, 2022 was primarily due to the favorable effect of the increase in revenues, since certain fixed costs do not vary with revenues, and lower acquisition and integration expenses.

Effect of COVID-19 and Other Global Events

The COVID-19 pandemic has caused and may continue to cause significant disruptions to businesses and markets worldwide through the continued spread of the virus, including through a resurgence of COVID-19 cases or emergence of new virus variants in certain jurisdictions. The pandemic and measures to prevent its spread have affected and may continue to affect our financial results in various geographic locations as a result of volatility in spending and transaction volumes as governments implement or ease restrictions in response to the virus. While we continue to see signs of economic recovery, which has positively affected our financial results, the rate of recovery on a global basis has been and may continue to be affected by additional developments related to COVID-19.

At the onset of the pandemic, we took early actions to preserve our available capital and provide financial flexibility in response to the effects of COVID-19 on our business, including the temporary reduction of certain operating expenses, employee compensation costs, other discretionary spending and planned capital expenditures, adding to the strength of our financial profile. Certain operating expenses, capital expenditures and other investments in the business have returned to more normalized levels. We expect to continue to make significant capital investments in the business while also continuing to manage other discretionary spending. We continue to closely monitor the COVID-19 pandemic; however, the implications on future global economic conditions and related effects on our business and financial condition are difficult to predict due to continuing uncertainties around the ultimate severity, scope and duration of the pandemic, vaccine administration rates and efficacy, resurgence of COVID-19 cases and emergence of new virus variants and the direction or extent of current or future restrictive actions that may be imposed by governments or public health authorities.

We also continue to evaluate the potential effects on our business from other economic conditions and global events, including the situation in Ukraine and Russia that began in February 2022. In response to the invasion of Ukraine by Russia, economic sanctions were imposed on individuals and entities in Russia, including financial institutions, by governments around the world, including the U.S. and the European Union. Our business in Russia represents an immaterial portion of our operations and financial results. In 2021, Russia contributed less than one half of one percent of total consolidated revenues. We have no team members or operations in Ukraine. As a result of additional sanctions imposed in April 2022 that will affect our ability to continue normal operations in Russia, we sold our merchant business in Russia effective April 29, 2022. Based on our current estimates, we expect to recognize a charge of approximately $130 million during the second quarter of 2022 associated with the sale. The invasion of Ukraine by Russia and the sanctions and other measures imposed in response to this situation have increased the level of economic and political uncertainty in Russia and other areas of the world. Risks associated with heightened geopolitical and economic instability include, among others, reduction in consumer, government or corporate spending, international sanctions, embargoes, heightened inflation, volatility in global financial markets and foreign currency rates, increased cyber disruptions and higher supply chain costs. We continue to take actions to comply with all applicable restrictions and sanctions. The extent to which the effects of the invasion of Ukraine by Russia will affect the global economy and our operations outside of Russia is difficult to predict at this time. However, a significant escalation or expansion of the scope or of the related economic disruption could have an adverse effect on our business and financial results.

We also continue to monitor other potential effects on our financial statements as a result of these global developments, including fluctuations in foreign currency. Certain of our operations are conducted in foreign currencies. Recently, the US dollar has strengthened against certain foreign currencies in the markets in which we operate. Consequently, a portion of our revenues and expenses may be affected by fluctuations in foreign currency exchange rates. For the three months ended March 31, 2022, currency exchange rate fluctuations decreased our consolidated revenues by approximately $14.7 million and decreased our operating income by approximately $4.7 million, calculated by converting revenues and operating income for the current year in local currencies using exchange rates for the prior year. A continuation or worsening of conditions could result in adverse effect on our future financial results; however, we are unable to predict the extent of the potential effect on our financial results.

For a further discussion of trends, uncertainties and other factors that could affect our future operating results, see “Item 1A – Risk Factors” included in Item 1 of this Quarterly Report and the section entitled "Risk Factors" in Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2021.

Results of Operations

We operate in three reportable segments: Merchant Solutions, Issuer Solutions and Business and Consumer Solutions. We evaluate performance and allocate resources based on the operating income of each operating segment. For further information about our reportable segments, see "Item 1. Business—Business Segments" within our Annual Report on Form 10-K for the year ended December 31, 2021, incorporated herein by reference, and "Note 12—Segment Information" in the notes to the accompanying unaudited consolidated financial statements.

The following table sets forth key selected financial data for the three months ended March 31, 2022 and 2021, this data as a percentage of total revenues and the changes between the periods in dollars and as a percentage of the prior-year amount. The income statement data for the three months ended March 31, 2022 and 2021 is derived from the accompanying unaudited consolidated financial statements included in Part I, Item 1 - Financial Statements.

	Three Months Ended March 31, 2022	% of Revenues[1]	Three Months Ended March 31, 2021	% of Revenues[1]	$ Change	% Change
			(dollar amounts in thousands)			
Revenues[2]:						
Merchant Solutions	$ 1,473,019	68.3 %	$ 1,267,872	63.7 %	$ 205,147	16.2 %
Issuer Solutions	511,501	23.7 %	500,251	25.1 %	11,250	2.2 %
Business and Consumer Solutions	195,772	9.1 %	243,585	12.2 %	(47,813)	(19.6)%
Intersegment eliminations	(24,038)	(1.1) %	(21,701)	(1.1) %	(2,337)	10.8 %
Consolidated revenues	$ 2,156,254	100.0 %	$ 1,990,007	100.0 %	$ 166,247	8.4 %
Consolidated operating expenses[2]:						
Cost of service	$ 957,158	44.4 %	$ 925,246	46.5 %	$ 31,912	3.4 %
Selling, general and administrative	823,149	38.2 %	789,502	39.7 %	33,647	4.3 %
Operating expenses	$ 1,780,307	82.6 %	$ 1,714,748	86.2 %	$ 65,559	3.8 %
Operating income (loss)[2][3]:						
Merchant Solutions	$ 444,530	20.6 %	$ 339,989	17.1 %	$ 104,541	30.7 %
Issuer Solutions	58,102	2.7 %	68,455	3.4 %	(10,353)	(15.1)%
Business and Consumer Solutions	33,658	1.6 %	61,923	3.1 %	(28,265)	(45.6)%
Corporate	(160,343)	(7.4) %	(195,108)	(9.8) %	34,765	(17.8)%
Operating income	$ 375,947	17.4 %	$ 275,259	13.8 %	$ 100,688	36.6 %
Operating margin[2]:						
Merchant Solutions	30.2 %		26.8 %		3.4 %	
Issuer Solutions	11.4 %		13.7 %		(2.3)%	
Business and Consumer Solutions	17.2 %		25.4 %		(8.2)%	

[1] Percentage amounts may not sum to the total due to rounding.

[2] Revenues, consolidated operating expenses, operating income (loss) and operating margin reflect the effects of acquired businesses from the respective acquisition dates. During the first quarter of 2022, the recently acquired operations of MineralTree were reassigned to the Issuer Solutions segment to reflect how the business will be managed going forward.

(3) Operating loss for Corporate included acquisition and integration expenses of $48.2 million and $90.1 million during the three months ended March 31, 2022 and 2021, respectively.

Revenues

Consolidated revenues for the three months ended March 31, 2022 increased by 8.4% to $2,156.3 million compared to $1,990.0 million for the prior year. The increase in revenues for the three months ended March 31, 2022 was primarily due to an increase in transaction volumes as a result of growth in customer base, acceleration in the use of digital payment solutions and continued economic recovery from the effects of the COVID-19 pandemic. While we continue to see signs of economic recovery, which has positively affected our financial results in the first quarter of 2022 compared to the first quarter of 2021, the rate of recovery on a global basis has been and may continue to be affected by additional developments related to COVID-19.

Merchant Solutions Segment. Revenues from our Merchant Solutions segment for the three months ended March 31, 2022 increased by 16.2% to $1,473.0 million compared to $1,267.9 million for the prior year. The increase in revenues for the three months ended March 31, 2022 was primarily due to an increase in transaction volumes as a result of growth in customer base, acceleration in the use of digital payment solutions and continued economic recovery from the effects of the COVID-19 pandemic.

Issuer Solutions Segment. Revenues from our Issuer Solutions segment for the three months ended March 31, 2022 increased by 2.2% to $511.5 million compared to $500.3 million for the prior year. The increase in revenues for the three months ended March 31, 2022 was primarily due to an increase in transaction volumes from continued economic recovery from the effects of the COVID-19 pandemic and the inclusion of the recently acquired MineralTree business within the Issuer Solutions Segment beginning with the first quarter of 2022.

Business and Consumer Solutions Segment. Revenues from our Business and Consumer Solutions segment for the three months ended March 31, 2022 were $195.8 million compared to $243.6 million for the prior year. Revenues for the three months ended March 31, 2021 were favorably affected by additional spending volumes driven by individual stimulus payments and supplementary unemployment amounts distributed to our customers by the U.S. government in the first quarter of 2021, which did not recur in the first quarter of 2022.

Operating Expenses

Cost of Service. Cost of service for the three months ended March 31, 2022 increased by 3.4% to $957.2 million compared to $925.2 million for the prior year. Cost of service as a percentage of revenues decreased to 44.4% for the three months ended March 31, 2022 compared to 46.5% for the prior year. The increase in cost of service was primarily due to higher variable costs associated with the increase in revenues. The decrease in cost of service as a percentage of revenues was primarily due to the favorable effect of the increase in revenues, since certain fixed costs do not vary with revenues. Cost of service includes amortization of acquired intangibles, which were $329.0 million and $329.2 million for the three months ended March 31, 2022 and 2021, respectively.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the three months ended March 31, 2022 increased by 4.3% to $823.1 million compared to $789.5 million for the prior year. Selling, general and administrative expenses as a percentage of revenues decreased to 38.2% for the three months ended March 31, 2022 compared to 39.7% for the prior year. The increase in selling, general and administrative expenses was primarily due to an increase in variable selling and other costs related to the increase in revenues. The decrease in selling, general and administrative expenses as a percentage of revenues is primarily due to the favorable effect of the increase in revenues, since certain fixed costs do not vary with revenues, and lower acquisition and integration expenses in the current year. Selling, general and administrative expenses included acquisition and integration expenses of $51.0 million and $91.8 million for the three months ended March 31, 2022 and 2021, respectively.

Corporate. Corporate expenses for the three months ended March 31, 2022 decreased by $34.8 million to $160.3 million compared to $195.1 million for the prior year. The decrease for the three months ended March 31, 2022 was primarily due to lower acquisition and integration expenses, which were $48.2 million for the three months ended March 31, 2022 compared to $90.1 million for the three months ended March 31, 2021.

Operating Income and Operating Margin

Consolidated operating income for the three months ended March 31, 2022 increased to $375.9 million compared to $275.3 million for the prior year. Operating margin for the three months ended March 31, 2022 increased to 17.4% compared to 13.8% for the prior year. The increase in consolidated operating income and operating margin was primarily due to the favorable effect of the increase in revenues, since certain fixed costs do not vary with revenues, and lower acquisition and integration expenses.

Segment Operating Income and Operating Margin. Operating income and operating margin in our Merchant Solutions segment for the three months ended March 31, 2022 increased compared to the three months ended March 31, 2021 primarily due to the favorable effect of the increase in revenues, since certain fixed costs do not vary with revenues, and continued management of discretionary spending, slightly offset by incremental expenses related to continued investment in new product, innovation and our technology environments. In our Issuer Solutions segment, operating income and operating margin for the three months ended March 31, 2022 decreased compared to the three months ended March 31, 2021 primarily due to the recently acquired operations of MineralTree. In our Business and Consumer Solutions segment, operating income and operating margin for the three months ended March 31, 2021 were favorably affected by additional stimulus payments and supplementary unemployment amounts distributed by the U.S. government in the first quarter of 2021, which did not recur in the first quarter of 2022.

Other Income/Expense, Net

Interest and other expense for the three months ended March 31, 2022 increased to $93.3 million compared to $83.1 million for the prior year, as a result of the increase in our average outstanding borrowings and higher average interest rates on outstanding borrowings, as the average LIBOR rate was higher during the three months ended March 31, 2022 as compared to the three months ended March 31, 2021.

Income Tax Expense

Our effective income tax rate for the three months ended March 31, 2022 was 18.4%, and our effective income tax rate for the three months ended March 31, 2021 was 10.5%. The increase in our effective tax rate for the three months ended March 31, 2022 was primarily the result of a change in the assessment of the need for a valuation allowance related to foreign credit carryforwards that favorably affected the rate for the three months ended March 31, 2021, and a lower tax benefit on share-based awards in the current year.

Net Income Attributable to Global Payments

Net income attributable to Global Payments increased to $244.7 million for the three months ended March 31, 2022 compared to $196.7 million for the prior year, reflecting the increase in operating income.

Diluted Earnings per Share

Diluted earnings per share was $0.87 for the three months ended March 31, 2022 compared to $0.66 for the prior year. Diluted earnings per share for the three months ended March 31, 2022 reflects the increase in net income and the decrease in the weighted-average number of shares outstanding.

Liquidity and Capital Resources

We have numerous sources of capital, including cash on hand and cash flows generated from operations as well as various sources of financing. In the ordinary course of our business, a significant portion of our liquidity comes from operating cash flows and borrowings, including the capacity under our credit facilities.

Our capital allocation priorities are to make planned capital investments in our business, to pursue acquisitions that meet our corporate objectives, to pay dividends, to pay principal and interest on our outstanding debt and to repurchase shares of our common stock. Our significant contractual cash requirements also include ongoing payments for lease liabilities and contractual obligations related to service arrangements with suppliers for fixed or minimum amounts, which primarily relate to software, technology infrastructure and related services. Commitments under our borrowing arrangements are further described in "Note 5—Long-Term Debt and Lines of Credit" in the notes to the accompanying unaudited consolidated financial statements and below under "Long-Term Debt and Lines of Credit." For additional information regarding our other cash commitments and contractual obligations, see "Note 6—Leases," and “Note 17—Commitments and Contingencies” in our Annual Report on Form 10-K for the year ended December 31, 2021.

Our capital plan objectives are to support our operational needs and strategic plan for long-term growth while optimizing our cost of capital and financial position. To supplement cash from operating activities, we use a combination of bank financing, such as borrowings under our credit facilities, and senior note issuances for general corporate purposes and to fund acquisitions. In addition, specialized lines of credit are also used in certain of our markets to fund merchant settlement prior to receipt of funds from the card networks.

We believe that our current level of cash and borrowing capacity under our senior unsecured revolving credit facility, together with expected future cash flows from operations, will be sufficient to meet both the near-term and long-term needs of our existing operations and planned requirements. We regularly evaluate our liquidity and capital position relative to cash requirements, and we may elect to raise additional funds in the future through the issuance of debt or equity or by other means. Accumulated cash balances are invested in high-quality, marketable short-term instruments.

At March 31, 2022, we had cash and cash equivalents totaling $2,045.3 million. Of this amount, we considered $797.3 million to be available for general purposes, of which $33.1 million is undistributed foreign earnings considered to be indefinitely reinvested outside the United States. The available cash of $797.3 million does not include the following: (i) settlement-related cash balances, (ii) funds held as collateral for merchant losses ("Merchant Reserves") and (iii) funds held for customers. Settlement-related cash balances represent funds that we hold when the incoming amount from the card networks precedes the funding obligation to the merchant. Settlement-related cash balances are not restricted in their use; however, these funds are generally paid out in satisfaction of settlement processing obligations the following day. Merchant Reserves serve as collateral to minimize contingent liabilities associated with any losses that may occur under the merchant's agreement. While this cash is not restricted in its use, we believe that designating this cash as a Merchant Reserve strengthens our fiduciary standing with our member sponsors. Funds held for customers, which are not restricted in their use, include amounts collected before the corresponding obligation is due to be settled to or at the direction of our customers.

We also had restricted cash of $134.4 million as of March 31, 2022, representing amounts deposited by customers for prepaid card transactions. These balances are subject to local regulatory restrictions requiring appropriate segregation and restriction in their use.

Operating activities provided net cash of $630.0 million and $599.4 million for the three months ended March 31, 2022 and 2021, respectively, which reflect net income adjusted for noncash items, including depreciation and amortization and changes in operating assets and liabilities. Fluctuations in operating assets and liabilities are affected primarily by timing of month-end and transaction volume, including changes in settlement processing assets and obligations and accounts payable and other liabilities balances. The increase in cash flows from operating activities from the prior year was primarily due to an increase in earnings and an increase in accounts payable and other liabilities balances due to timing of month-end and transaction volume, partially offset by an increase in prepaid expenses and other assets as a result of additional capitalized contract costs, capitalized implementation costs associated with cloud computing arrangements and timing associated with other prepaid services.

We used net cash in investing activities of $160.8 million and $96.9 million during the three months ended March 31, 2022 and 2021, respectively, primarily to fund acquisitions and capital expenditures. During the three months ended March 31, 2022 and 2021, we used cash of $4.7 million and $11.1 million, respectively, for acquisitions. We made capital expenditures of $156.1 million and $86.2 million during the three months ended March 31, 2022 and 2021, respectively. These investments include software and hardware to support the development of new technologies, infrastructure to support our growing business and the consolidation and enhancement of our operating platforms. These investments also include new product development and innovation to further enhance and differentiate our suite of technology and cloud-based solutions available to customers. We expect to continue to make significant capital investments in the business, and we anticipate capital expenditures to remain as a similar percentage of revenues for the year ending December 31, 2022 as compared to the year ended December 31, 2021.

Financing activities include borrowings and repayments under our various debt arrangements, as well as borrowings and repayments made under specialized lines of credit to fund daily settlement activities. Our borrowing arrangements are further described in "Note 5—Long-Term Debt and Lines of Credit" in the notes to the accompanying unaudited consolidated financial statements and below under "Long-Term Debt and Lines of Credit." Financing activities also include cash flows associated with common stock repurchase programs and share-based compensation programs, cash distributions made to our shareholders and cash contributions from and distributions to noncontrolling interests. We used net cash in financing activities of $376.3 million and $369.0 million during the three months ended March 31, 2022 and 2021, respectively.

Proceeds from long-term debt were $1,529.2 million and $1,987.0 million for the three months ended March 31, 2022 and 2021, respectively. Repayments of long-term debt were $1,176.5 million and $1,575.4 million for the three months ended March 31, 2022 and 2021, respectively. Proceeds from and repayments of long-term debt consist of borrowings and repayments that we make with available cash, from time-to-time, under our revolving credit facility, as well as scheduled principal repayments we make on our term loans. On February 26, 2021, we issued $1.1 billion aggregate principal amount of 1.200% senior unsecured notes due February 2026. We used the net proceeds from this offering to fund the redemption in full of the 3.800% senior unsecured notes due April 2021, to repay a portion of the outstanding indebtedness under our revolving credit facility and for general corporate purposes.

Activity under our settlement lines of credit is affected primarily by timing of month-end and transaction volume. During the three months ended March 31, 2022 and 2021, we had net borrowings from settlement lines of credit of $16.5 million and $108.5 million, respectively.

We repurchase our common stock mainly through open market repurchase plans and, at times, through accelerated share repurchase ("ASR") programs. During the three months ended March 31, 2022 and 2021, we used $649.7 million and $803.0 million, respectively, to repurchase shares of our common stock. The activity for the three months ended March 31, 2021 included the repurchase of 2,491,161 shares at an average price of $200.71 per share under an ASR agreement we entered into on February 10, 2021 with a financial institution to repurchase an aggregate of $500 million of our common stock during the ASR program purchase period, which ended on March 31, 2021. As of March 31, 2022, we had $1,707.0 million of share repurchase authority remaining under our share repurchase program.

We paid dividends to our common shareholders in the amounts of $70.2 million and $57.6 million during the three months ended March 31, 2022 and 2021, respectively. Additionally, during the three months ended March 31, 2022, we made distributions to noncontrolling interests in the amount of $5.5 million.

Long-Term Debt and Lines of Credit

Senior Unsecured Notes

We have $9.4 billion in aggregate principal amount of senior unsecured notes, which mature at various dates ranging from June 2023 to August 2049. Interest on the senior notes is payable semi-annually at various dates. Each series of the senior notes is redeemable, at our option, in whole or in part, at any time and from time-to-time at the redemption prices set forth in the related indenture.

Senior Unsecured Credit Facilities

As of March 31, 2022, borrowings outstanding under the term loan and revolving credit facility were $2.0 billion and $0.4 billion, respectively.

We may issue standby letters of credit of up to $250 million in the aggregate under the revolving credit facility. Outstanding letters of credit under the revolving credit facility reduce the amount of borrowings available to us. The amounts available to borrow under the revolving credit facility are also determined by a financial leverage covenant. As of March 31, 2022, the total available commitments under the revolving credit facility were $1.7 billion.

Compliance with Covenants

The senior unsecured term loan and revolving credit facility contain customary conditions to funding, affirmative covenants, negative covenants, financial covenants and events of default. As of March 31, 2022, financial covenants under the term loan facility required a leverage ratio of 3.50 to 1.00 and an interest coverage ratio of 3.00 to 1.00. We were in compliance with all applicable covenants as of March 31, 2022.

Settlement Lines of Credit

In various markets where we do business, we have specialized lines of credit that are restricted for use in funding settlement. The settlement lines of credit generally have variable interest rates, are subject to annual review and are denominated in local currency but may, in some cases, facilitate borrowings in multiple currencies. For certain of our lines of credit, the available credit is increased by the amount of cash we have on deposit in specific accounts with the lender. Accordingly, the amount of the outstanding lines of credit may exceed the stated credit limit. As of March 31, 2022, a total of $79.3 million of cash on deposit was used to determine the available credit.

As of March 31, 2022, we had $497.3 million outstanding under these lines of credit with additional capacity to fund settlement of $1.7 billion. During the three months ended March 31, 2022, the maximum and average outstanding balances under these lines of credit were $814.7 million and $442.3 million, respectively. The weighted-average interest rate on these borrowings was 2.29% at March 31, 2022.

See "Note 5—Long-Term Debt and Lines of Credit" in the notes to the accompanying unaudited consolidated financial statements for further information about our borrowing agreements.

Effect of New Accounting Pronouncements and Recently Issued Accounting Pronouncements Not Yet Adopted

From time-to-time, new accounting pronouncements are issued by the Financial Accounting Standards Board or other standards setting bodies that may affect our current and/or future financial statements. See "Note 1—Basis of Presentation and Summary of Significant Accounting Policies" in the notes to the accompanying unaudited consolidated financial statements for a discussion of recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted.

Forward-Looking Statements

Some of the statements we use in this report, and in some of the documents we incorporate by reference in this report, contain forward-looking statements concerning our business operations, economic performance and financial condition, including in particular: our business strategy and means to implement the strategy; measures of future results of operations, such as revenues, expenses, operating margins, income tax rates, and earnings per share; other operating metrics such as shares outstanding and capital expenditures; the effects of the COVID-19 pandemic on our business; our success and timing in developing and introducing new services and expanding our business; and statements about the benefits of our acquisitions, including future financial and operating results, the company's plans, objectives, expectations and intentions, and the successful integration of our acquisitions or completion of anticipated benefits and strategic initiatives. You can sometimes identify forward-looking statements by our use of the words "believes," "anticipates," "expects," "intends," "plan," "forecast," "guidance" and similar expressions. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Although we believe that the plans and expectations reflected in or suggested by our forward-looking statements are reasonable, those statements are based on a number of assumptions, estimates, projections or plans that are inherently subject to significant risks, uncertainties and contingencies, many of which are beyond our control, cannot be foreseen and reflect future business decisions that are subject to change. Accordingly, we cannot guarantee that our plans and expectations will be achieved. Our actual revenues, revenue growth rates and margins, other results of operations and shareholder values could differ materially from those anticipated in our forward-looking statements as a result of many known and unknown factors, many of which are beyond our ability to predict or control. Important factors, among others, that may otherwise cause actual events or results to differ materially from those anticipated by such forward-looking statements or historical performance include the effects of global economic, political, market, health and social events or other conditions, including the effects and duration of, and actions taken in response to, the COVID-19 pandemic and the evolving situation involving Ukraine and Russia; our ability to meet our liquidity needs in light of the effects of the COVID-19 pandemic or otherwise; difficulties, delays and higher than anticipated costs related to integrating the businesses of Global Payments and Total System Services, Inc., including with respect to implementing controls to prevent a material security breach of any internal systems or to successfully manage credit and fraud risks in business units; the effect of a security breach or operational failure on the Company's business; failing to comply with the applicable requirements of Visa, Mastercard or other payment networks or card schemes or changes in those requirements; the ability to maintain Visa and Mastercard registration and financial institution sponsorship; the ability to retain, develop and hire key personnel; the diversion of management's attention from ongoing business operations; the continued availability of capital and financing; increased competition in the markets in which we operate and our ability to increase our market share in existing markets and expand into new markets; our ability to safeguard our data; risks associated with our indebtedness, foreign currency exchange and interest rate risks; our ability to meet environmental, social and governance targets, goals and commitments; the potential effects of climate change including natural disasters; the effects of new or changes in current laws, regulations, credit card association rules or other industry standards on us or our partners and customers, including privacy and cybersecurity laws and regulations; and other events beyond our control, and other factors presented in "Item 1A - Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2021 and this Quarterly Report on Form 10-Q, which we advise you to review. These cautionary statements qualify all of our forward-looking statements, and you are cautioned not to place undue reliance on these forward-looking statements.

Our forward-looking statements speak only as of the date they are made and should not be relied upon as representing our plans and expectations as of any subsequent date. While we may elect to update or revise forward-looking statements at some time in the future, we specifically disclaim any obligation to publicly release the results of any revisions to our forward-looking statements, except as required by law.

ITEM 3—QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For a discussion of our exposure to market risk, refer to Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," contained in our Annual Report on Form 10-K for the year ended December 31, 2021.

ITEM 4—CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of March 31, 2022, management carried out, under the supervision and with the participation of our principal executive officer and principal financial officer, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of March 31, 2022, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and are designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2022 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1—LEGAL PROCEEDINGS

We are party to a number of claims and lawsuits incidental to our business. In our opinion, the liabilities, if any, which may ultimately result from the outcome of such matters, individually or in the aggregate, are not expected to have a material adverse effect on our financial position, liquidity, results of operations or cash flows. See "Note 13—Commitments and Contingencies" in the notes to the accompanying unaudited consolidated financial statements for information about certain legal matters.

ITEM 1A—RISK FACTORS

The following risk factor is an update to our previously disclosed risk factors and should be considered in conjunction with the Risk Factors section in our Annual Report on Form 10-K for the year ended December 31, 2021.

We are subject to economic and geopolitical risk, the business cycles and credit risk of our customers and the overall level of consumer, business and government spending, which could negatively affect our business, financial condition, results of operations and cash flows.

The global payments technology industry depends heavily on the overall level of consumer, business and government spending. We are exposed to general economic conditions that affect consumer confidence, spending, and discretionary income and changes in consumer purchasing habits. Adverse economic conditions may negatively affect our financial performance by reducing the number or average purchase amount of transactions made using digital payments. A reduction in the amount of consumer spending could result in a decrease in our revenues and profits. If our merchants make fewer sales to consumers using digital payments, or consumers using digital payments spend less per transaction, we will have fewer transactions to process or lower transaction amounts, each of which would contribute to lower revenues. Additionally, credit card issuers may reduce credit limits and become more selective in their card issuance practices. Any of these developments could have a material adverse effect on our financial position and results of operations.

A downturn in the economy could force merchants, financial institutions or other customers to close or petition for bankruptcy protection, resulting in lower revenue and earnings for us and greater exposure to potential credit losses and future transaction declines. We also have a certain amount of fixed costs, including rent, debt service, and salaries, which could limit our ability to quickly adjust costs and respond to changes in our business and the economy. Changes in economic conditions could also adversely affect our future revenues and profits and have a materially adverse effect on our business, financial condition, results of operations and cash flows.

Credit losses arise from the fact that, in most markets, we collect our fees from our merchants on the first day after the monthly billing period. This results in the build-up of a substantial receivable from our customers. If a merchant were to go out of business during the billing period, we may be unable to collect such fees, which could negatively affect our business, financial condition, results of operations and cash flows.

In addition, our business, growth, financial condition or results of operations could be materially adversely affected by political and economic instability or changes in a country's or region's economic conditions, changes in laws or regulations or in the interpretation of existing laws or regulations, whether caused by a change in government or otherwise, increased difficulty of conducting business in a country or region due to actual or potential political or military conflict or action by the United States or foreign governments that may restrict our ability to transact business in a foreign country or with certain foreign individuals or entities. Risks associated with heightened geopolitical and economic instability, such as those resulting from the invasion of Ukraine by Russia, include among others, reduction in consumer, government or corporate spending, international sanctions, embargoes, heightened inflation, volatility in global financial markets, increased cyber disruptions or attacks, higher supply chain costs and increased tensions between the United States and countries in which we operate, which could result in charges related to the recoverability of assets, including financial assets, long-lived assets and goodwill and other losses, and could adversely affect our financial position and results of operations. To the extent the invasion of Ukraine by Russia adversely affects our business, it may also have the effect of heightening many other risks disclosed in our Annual

Report on Form 10-K for the year ended December 31, 2021, any of which could materially adversely affect our business, financial condition, access to financing, results of operations and liquidity.

Climate-related events, including extreme weather events and natural disasters and their effect on critical infrastructure in the U.S. or internationally, could have similar adverse effects on our operations, customers or third-party suppliers. Furthermore, our shareholders, customers and other stakeholders have begun to consider how corporations are addressing Environmental, Social and Governance ("ESG") issues. Government regulators, investors, customers and the general public are increasingly focused on ESG practices and disclosures, and views about ESG are diverse and rapidly changing. These shifts in investing priorities may result in adverse effects on the trading price of the Company's common stock if investors determine that the Company has not made sufficient progress on ESG matters. We could also face potential negative ESG-related publicity in traditional media or social media if shareholders or other stakeholders determine that we have not adequately considered or addressed ESG matters. We have been the recipient of proposals from shareholders to promote their governance positions. Shareholders are increasingly submitting proposals related to a variety of ESG issues to public companies, and we may receive other such proposals in the future. Such proposals may not be in the long-term interests of the Company or our stockholders and may divert management’s attention away from operational matters or create the impression that our practices are inadequate.

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

(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Information about the shares of our common stock that we repurchased during the quarter ended March 31, 2022 is set forth below:

Period	Total Number of Shares Purchased [1]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs [2]
				(in millions)
January 1-31, 2022	2,881,470	$ 145.75	2,881,470	$ —
February 1-28, 2022	1,748,195	140.87	1,557,503	—
March 1-31, 2022	81,122	130.71	76,653	—
Total	4,710,787	$ 143.68	4,515,626	$ 1,707.0

[1] Our board of directors has authorized us to repurchase shares of our common stock through any combination of Rule 10b5-1 open-market repurchase plans, accelerated share repurchase plans, discretionary open-market purchases or privately negotiated transactions. During the quarter ended March 31, 2022, pursuant to our employee incentive plans, we withheld 195,161 shares, at an average price per share of $137.52, in order to satisfy employees' tax withholding and payment obligations in connection with the vesting of awards of restricted stock.

[2] As of March 31, 2022, we had $1,707.0 million of share repurchase authority remaining under our share repurchase program. The board authorization does not expire but could be revoked at any time. In addition, we are not required by the board’s authorization or otherwise to complete any repurchases by any specific time or at all.

ITEM 6—EXHIBITS

List of Exhibits

3.1	Third Amended and Restated Articles of Incorporation of Global Payments Inc., incorporated by reference to Exhibit 4.1 to Global Payment Inc.'s Post-Effective Amendment No. 1 on Form S-8 to the Registration Statement on Form S-4 filed on September 18, 2019.
3.2	Articles of Amendment to the Third Amended and Restated Articles of Incorporation of Global Payments Inc., incorporated by reference to Exhibit 3.1 to Global Payments Inc.'s Current Report on Form 8-K filed on May 1, 2020.
3.3	Tenth Amended and Restated Bylaws of Global Payments Inc., incorporated by reference to Exhibit 3.2 to Global Payment Inc.'s Current Report on Form 8-K filed on May 1, 2020.
10.1*	Form of Restricted Stock Award pursuant to the 2011 Amended and Restated Incentive Plan for Executive Officers (calendar 2022).
10.2*	Form of Performance Unit Award Agreement pursuant to the 2011 Amended and Restated Incentive Plan for Executive Officers (calendar 2022).
10.3*	Form of Stock Option Award pursuant to the 2011 Amended and Restated Incentive Plan for Executive Officers (calendar 2022).
10.4*	Global Payments Inc. Seventh Amended and Restated Non-Employee Director Compensation Plan, dated March 24, 2022.
31.1*	Certification of the Principal Executive Officer pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Principal Financial Officer pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of the Principal Executive Officer and the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following financial information from the Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, formatted in Inline XBRL (eXtensible Business Reporting Language) and filed electronically herewith: (i) the Unaudited Consolidated Statements of Income; (ii) the Unaudited Consolidated Statements of Comprehensive Income; (iii) the Consolidated Balance Sheets; (iv) the Unaudited Consolidated Statements of Cash Flows; (v) the Unaudited Consolidated Statements of Changes in Equity; and (vi) the Notes to Unaudited Consolidated Financial Statements. The instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

---

* Filed herewith.

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.

Global Payments Inc.
(Registrant)

Date: May 2, 2022

/s/ Paul M. Todd

Paul M. Todd
Senior Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

GLOBAL PAYMENTS INC.
RESTRICTED STOCK AWARD CERTIFICATE

Non-transferable
G R A N T T O
Participant Name
("Grantee")
by Global Payments Inc. (the "Company") of

Number of Awards Granted

shares of its common stock, no par value (the "Shares") pursuant to and subject to the provisions of the Global Payments Inc. Amended and Restated 2011 Incentive Plan (the "Plan") and to the terms and conditions set forth on the following pages of this award certificate (the "Terms and Conditions"). By accepting this Award, Grantee shall be deemed to have agreed to the terms and conditions set forth in this Restricted Stock Award Certificate (the "Certificate") and the Plan.

Unless sooner vested in accordance with Section 3 of the Terms and Conditions or otherwise in the discretion of the Committee, the restrictions imposed under Section 2 of the Terms and Conditions will expire as to the following percentage of the Shares awarded hereunder, on the following respective dates; provided that Grantee is then still employed by the Company or any of its Affiliates:

Distribution Schedule

IN WITNESS WHEREOF, Global Payments Inc., acting by and through its duly authorized officers, has caused this Certificate to be executed.

GLOBAL PAYMENTS INC.
By: /s/ David L. Green
Its: Authorized Officer

Grant Date: **Grant Date**
Grant Number: **Client Grant ID**
Accepted by Grantee: **Electronic Signature**
Date: **Acceptance Date**

TERMS AND CONDITIONS

1. Grant of Shares. The Company hereby grants to the Grantee named on the cover page hereof, subject to the restrictions and the other terms and conditions set forth in the Plan and in this Certificate, the number of Shares indicated on the cover page hereof of the Company's no par value common stock (the "Shares"). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Plan.

2. Restrictions. The Shares are subject to each of the following restrictions. "Restricted Shares" mean those Shares that are subject to the restrictions imposed hereunder which restrictions have not then expired or terminated. Restricted Shares may not be sold, transferred, exchanged, assigned, pledged, hypothecated or otherwise encumbered. If Grantee's employment with the Company or any Affiliate terminates for any reason other than as set forth in paragraph (b) of Section 3 hereof, then Grantee shall forfeit all of Grantee's right, title and interest in and to the Restricted Shares as of the date of employment termination, and such Restricted Shares shall revert to the Company. The restrictions imposed under this Section shall apply to all shares of the Company's Stock or other securities issued with respect to Restricted Shares hereunder in connection with any merger, reorganization, consolidation, recapitalization, stock dividend or other change in corporate structure affecting the Stock.

3. Expiration and Termination of Restrictions. The restrictions imposed under Section 2 will expire on the earliest to occur of the following (the period prior to such expiration being referred to herein as the "Restricted Period"):

(a) As to the percentages of the Shares specified on the cover page hereof, on the respective dates specified on the cover page hereof; provided Grantee is then still employed by the Company or an Affiliate; or

(b) Termination of Grantee's employment by reason of death or Disability.

4. Delivery of Shares. The Shares will be registered on the books of the Company in Grantee's name as of the Grant Date and will be held by the Company during the Restricted Period in certificated or uncertificated form.

If a certificate for Restricted Shares is issued during the Restricted Period with respect to such Shares, such certificate shall be registered in the name of Grantee and shall bear a legend in substantially the following form:

"This certificate and the shares of stock represented hereby are subject to the terms and conditions (including forfeiture and restrictions against transfer) contained in a Restricted Stock Award Certificate between the registered owner of the shares represented hereby and Global Payments Inc. Release from such terms and conditions shall be made only in accordance with the provisions of such Certificate, copies of which are on file in the offices of Global Payments Inc."

Stock certificates for the Shares, without the above legend, shall be delivered to Grantee or Grantee's designee upon request of Grantee after the expiration of the Restricted Period, but delivery may be postponed for such period as may be required for the Company with reasonable diligence to comply if deemed advisable by the Company, with registration requirements under the Securities Act of 1933, listing requirements under the rules of any stock exchange, and requirements under any other law or regulation applicable to the issuance or transfer of the Shares.

5. Voting and Dividend Rights. Grantee, as beneficial owner of the Shares, shall have full voting and dividend rights with respect to the Shares during and after the Restricted Period. If Grantee forfeits any rights he or she may have under this Certificate in accordance with Section 2, Grantee shall no longer have any rights as a shareholder with respect to the Restricted Shares or any interest therein and Grantee shall no longer be entitled to receive dividends on such stock.

6. No Right of Continued Employment. Nothing in the Plan or this Certificate or any document executed under either of them shall interfere with or limit in any way the right of the Company or any Affiliate to terminate Grantee's employment without liability at any time, nor confer upon Grantee any right to continue in the employ of the Company or any Affiliate.

7. No Entitlement to Future Awards. The grant of this Award does not entitle Grantee to the grant of any additional awards under the Plan in the future. Future grants, if any, will be at the sole discretion of the Company.

8. Payment of Taxes. Upon issuance of the Shares hereunder, Grantee may make an election to be taxed upon such award under Section 83(b) of the Code. The Company or any Affiliate employing Grantee has the authority and the right to deduct or withhold, or require Grantee to remit to the employer, an amount sufficient to satisfy federal, state, and local taxes (including Grantee's FICA obligation) required by law to be withheld with respect to any taxable event arising as a result of the vesting of the Shares. The withholding requirement shall be satisfied by withholding from the settlement Shares having a Fair Market Value on the date of withholding equal to the minimum amount (and not any greater amount, except for rounding up for fractional shares) required to be withheld for tax purposes. The obligations of the Company under this Certificate will be conditional on such payment or arrangements, and the Company and, where applicable, its Affiliates will, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to Grantee.

9. Amendment. The Committee may amend, modify or terminate this Certificate without approval of Grantee; provided, however, that such amendment, modification or termination shall not, without Grantee's consent, reduce or diminish the value of this award determined as if it had been fully vested (i.e., as if all restrictions on the Restricted Shares hereunder had expired) on the date of such amendment or termination.

10. Plan Controls. The terms contained in the Plan are incorporated into and made a part of this Certificate and this Certificate shall be governed by and construed in accordance with the Plan. Without limiting the foregoing, the Restricted Shares are subject to adjustment as provided

in Article 15 of the Plan. In the event of any actual or alleged conflict between the provisions of the Plan and the provisions of this Certificate, the provisions of the Plan shall be controlling and determinative. Any conflict between this Certificate and the terms of a written employment, key position, or change-in-control agreement between the Company and Grantee shall be decided in favor of the provisions of such employment, key position, or change-in-control agreement.

11. Governing Law. This Certificate shall be construed in accordance with and governed by the laws of the State of Georgia, United States of America, regardless of the law that might be applied under principles of conflict of laws. Grantee hereby agrees and submits to jurisdiction exclusively in the state or federal courts located in Muscogee County in the State of Georgia and waives objection to such jurisdiction.

12. Severability. If any one or more of the provisions contained in this Certificate is deemed to be invalid, illegal or unenforceable, the other provisions of this Certificate will be construed and enforced as if the invalid, illegal or unenforceable provision had never been included.

13. Relationship to Other Benefits. The Shares shall not affect the calculation of benefits under any other compensation plan or program of the Company, except to the extent specially provided in such other plan or program.

14. Notice. Notices and communications hereunder must be in writing and either personally delivered or sent by registered or certified United States mail, return receipt requested, postage prepaid. Notices to the Company must be addressed to Global Payments Inc., 3550 Lenox Road, Suite 3000, Atlanta, Georgia 30326, Attn: Corporate Secretary, or any other address designated by the Company in a written notice to Grantee. Notices to Grantee will be directed to the address of Grantee then currently on file with the Company, or at any other address given by Grantee in a written notice to the Company.

15. Clawback. Notwithstanding anything to the contrary in this Certificate, the Plan, or any employment, key position, or change-in-control agreement with Grantee, the award granted hereunder is subject to the provisions of the following clawback policy established by the Committee prior to the grant of the Restricted Shares hereunder. The Committee may seek to recoup all or any portion of the value of any annual or long-term incentive awards provided to any current or former executive officers in the event that the Company’s financial statements are restated due to the Company’s material noncompliance with any financial reporting requirement under the securities laws (the “Restatement”). The Committee may seek recoupment from any current or former executive officer who received incentive-based compensation, granted after the date hereof, during the three (3) year period preceding the date that the Company was required to prepare the Restatement. The Committee may seek to recover the amount by which the individual executive's incentive payments exceeded the lower payment that would have been made based on the restated financial results and the Committee may determine whether the Company shall effect such recovery: (i) by seeking repayment from the executive; (ii) by reducing (subject to applicable law and the terms and conditions of the applicable plan, program or arrangement) the amount that would otherwise be payable to the executive under any compensatory plan, program or arrangement maintained by the Company; or (iii) a combination

of foregoing. The Grantee hereby acknowledges that this award is subject to the foregoing policy and agrees to make any repayment required in connection therewith.

Exhibit 10.2

GLOBAL PAYMENTS INC.

PERFORMANCE UNIT AWARD CERTIFICATE

Non-transferable

G R A N T T O

Participant Name

(“Grantee”)

by Global Payments Inc. (the “Company”) of Performance Units (the “Performance Units”) representing the right to earn, on a one-for-one basis, shares of the Company’s no par value common stock (“Shares”), pursuant to and subject to the provisions of the Global Payments Inc. Amended and Restated 2011 Incentive Plan (the “Plan”) and to the terms and conditions set forth on the following pages of this award certificate (the “Certificate”).

The target number of Shares subject to this award is Number of Awards Granted (the “Target Award”). Depending upon the Company’s year over year Annual Adjusted EPS Growth and relative Total Shareholder Return over the Performance Period (each as defined herein), Grantee may earn from _% to _% of the Target Award (subject to the Award Maximum (as defined herein)) in accordance with the performance metrics described in Exhibit A attached hereto and the terms and conditions of this Certificate.

By accepting this Award, Grantee shall be deemed to have agreed to the terms and conditions of this Certificate and the Plan.

IN WITNESS WHEREOF, Global Payments Inc., acting by and through its duly authorized officers, has caused this Certificate to be executed.

GLOBAL PAYMENTS INC.
By: /s/ David L. Green
Its: Authorized Officer

Grant Date: **Grant Date**
Grant Number: **Client Grant ID**
Accepted by Grantee: **Electronic Signature**
Date: **Acceptance Date**

TERMS AND CONDITIONS

1. Defined Terms. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Plan. In addition, for purposes of this Certificate:

(i) “Conversion Date” means February 22, 2025, provided that the Committee has previously certified the Company’s year over year Annual Adjusted EPS Growth and relative Total Shareholder Return, as more fully described in Exhibit A hereto.

(ii) “Performance Period” means the three year period beginning on January 1, 2022 and ending on December 31, 2024.

(iii) “Final Performance Multiplier” means the percentage, from 0% to 400%, that will be applied to the Target Award to determine the number of Performance Awards that will convert to Shares on the Conversion Date, as more fully described in Exhibit A hereto.

2. Performance Units. The Performance Units have been credited to a bookkeeping account on behalf of Grantee. The Performance Units will be earned in whole, in part, or not at all, as provided on Exhibit A attached hereto. Any Performance Units that fail to vest in accordance with the terms of this Certificate will be forfeited and reconveyed to the Company without further consideration or any act or action by Grantee.

3. Conversion to Shares. Except as otherwise provided in Section 4 below, 100% of the Performance Units that are earned based on performance will be converted to actual unrestricted Shares (one Share per vested Performance Unit) on the Conversion Date. These shares will be registered on the books of the Company in Grantee’s name as of the Conversion Date and stock certificates for the Shares shall be delivered to Grantee or Grantee’s designee upon request of the Grantee.

4. Termination of Employment. If Grantee’s employment is terminated prior to the Conversion Date by reason of death, Disability or for any other reason, the number of Performance Units earned shall be determined based upon the terms of the written employment agreement between the Company and Grantee.

5. Restrictions on Transfer and Pledge. No right or interest of Grantee in the Performance Units may be pledged, encumbered, or hypothecated or be made subject to any lien, obligation, or liability of Grantee to any other party other than the Company or an Affiliate. The Performance Units may not be sold, assigned, transferred or otherwise disposed of by Grantee other than by will or the laws of descent and distribution.

6. Restrictions on Issuance of Shares. If at any time the Committee shall determine, in its discretion, that registration, listing or qualification of the Shares underlying the Performance Units upon any securities exchange or similar self-regulatory organization or under any foreign, federal, or local law or practice, or the consent or approval of any governmental regulatory body, is necessary or desirable as a condition to the settlement of the Performance Units, stock units

will not be converted to Shares in whole or in part unless and until such registration, listing, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

7. Limitation of Rights. The Performance Units do not confer to Grantee or Grantee's beneficiary, executors or administrators any rights of a shareholder of the Company unless and until Shares are in fact issued to such person in connection with the units. Nothing in this Certificate shall interfere with or limit in any way the right of the Company or any Affiliate to terminate Grantee's employment at any time, nor confer upon Grantee any right to continue in employment of the Company or any Affiliate.

8. No Entitlement to Future Awards. The grant of the Performance Units does not entitle Grantee to the grant of any additional units or other awards under the Plan in the future. Future grants, if any, will be at the sole discretion of the Company, including, but not limited to, the timing of any grant, the number of units, and vesting provisions.

9. Payment of Taxes. The Company or any Affiliate employing Grantee has the authority and the right to deduct or withhold, or require Grantee to remit to the employer, an amount sufficient to satisfy federal, state, and local taxes (including Grantee's FICA obligation) required by law to be withheld with respect to any taxable event arising as a result of the vesting or settlement of the Performance Units. The withholding requirement shall be satisfied by withholding from the settlement of the stock units Shares having a Fair Market Value on the date of withholding equal to the minimum amount (and not any greater amount, except for rounding up for fractional shares) required to be withheld for tax purposes. The obligations of the Company under this Certificate will be conditional on such payment or arrangements, and the Company and, where applicable, its Affiliates will, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to Grantee.

10. Amendment. The Committee may amend, modify or terminate this Certificate without approval of Grantee; provided, however, that such amendment, modification or termination shall not, without Grantee's consent, reduce or diminish the value of this award determined as if it had been fully vested (i.e., as if all restrictions on the Performance Units hereunder had expired) on the date of such amendment or termination.

11. Plan Controls. The terms contained in the Plan shall be and are hereby incorporated into and made a part of this Certificate and this Certificate shall be governed by and construed in accordance with the Plan. Without limiting the foregoing, the terms and conditions of the Performance Units, including the number of shares and the class or series of capital stock which may be delivered upon settlement of the Performance Units, are subject to adjustment as provided in Article 15 of the Plan. In the event of any actual or alleged conflict between the provisions of the Plan and the provisions of this Certificate, the provisions of the Plan shall be controlling and determinative. Any conflict between this Certificate and the terms of a written employment, key position, or change-in-control agreement between the Company and Grantee shall be decided in favor of the provisions of such employment, key position, or change-in-control agreement.

12. Governing Law. This Certificate shall be construed in accordance with and governed by the laws of the State of Georgia, United States of America, regardless of the law that might be applied under principles of conflict of laws. Grantee hereby agrees and submits to jurisdiction exclusively in the state or federal courts located in Muscogee County in the State of Georgia and waives objection to such jurisdiction.

13. Severability. If any one or more of the provisions contained in this Certificate is deemed to be invalid, illegal or unenforceable, the other provisions of this Certificate will be construed and enforced as if the invalid, illegal or unenforceable provision had never been included.

14. Relationship to Other Benefits. The Performance Units shall not affect the calculation of benefits under any other compensation plan or program of the Company, except to the extent specially provided in such other plan or program.

15. Clawback. Notwithstanding anything to the contrary in this Certificate, the Plan, or any employment, key position, or change-in-control agreement with Grantee, the award granted hereunder is subject to the provisions of the following clawback policy established by the Committee prior to the grant of the Performance Units hereunder. The Committee may seek to recoup all or any portion of the value of any annual or long-term incentive awards provided to any current or former executive officers in the event that the Company's financial statements are restated due to the Company's material noncompliance with any financial reporting requirement under the securities laws (the "Restatement"). The Committee may seek recoupment from any current or former executive officer who received incentive-based compensation, granted after the date hereof, during the three (3) year period preceding the date that the Company was required to prepare the Restatement. The Committee may seek to recover the amount by which the individual executive's incentive payments exceeded the lower payment that would have been made based on the restated financial results and the Committee may determine whether the Company shall effect such recovery: (i) by seeking repayment from the executive; (ii) by reducing (subject to applicable law and the terms and conditions of the applicable plan, program or arrangement) the amount that would otherwise be payable to the executive under any compensatory plan, program or arrangement maintained by the Company; or (iii) a combination of foregoing. The Grantee hereby acknowledges that this award is subject to the foregoing policy and agrees to make any repayment required in connection therewith.

16. Notice. Notices and communications hereunder must be in writing and either personally delivered or sent by registered or certified United States mail, return receipt requested, postage prepaid. Notices to the Company must be addressed to Global Payments Inc., 3550 Lenox Road, Suite 3000, Atlanta, Georgia 30326, Attn: Corporate Secretary, or any other address designated by the Company in a written notice to Grantee. Notices to Grantee will be directed to the address of Grantee then currently on file with the Company, or at any other address given by Grantee in a written notice to the Company.

EXHIBIT A

Grantee may earn a percentage of the Target Award (subject to the Award Maximum) based on the Company's year over year Annual Adjusted EPS Growth and Total Shareholder Return relative to the Comparator Group for the Performance Period, as follows:

Performance Matrix for CY 2022 Annual Adjusted EPS Growth

Degree of Performance Attainment	Annual Adjusted EPS Growth	Annual Multiple(1)
Maximum or Above	__%	__%
Stretch	__%	__%
Target	__%	__%
Threshold	__%	__%
Less than Threshold	__%	__%

(1) Payouts between performance levels will be determined based on straight line interpolation.

Performance Matrix for CY 2023 Annual Adjusted EPS Growth

Degree of Performance Attainment	Annual Adjusted EPS Growth	Annual Multiple(1)
Maximum or Above	__%	__%
Stretch	__%	__%
Target	__%	__%
Threshold	__%	__%
Less than Threshold	__%	__%

(1) Payouts between performance levels will be determined based on straight line interpolation.

Performance Matrix for CY 2024 Annual Adjusted EPS Growth

Degree of Performance Attainment	Annual Adjusted EPS Growth	Annual Multiple(1)
Maximum or Above	__%	__%
Stretch	__%	__%
Target	__%	__%
Threshold	__%	__%
Less than Threshold	__%	__%

(1) Payouts between performance levels will be determined based on straight line interpolation.

A. The resulting Annual Multiples for each of CY 2022, CY 2023 and CY 2024 are averaged together to determine the EPS Performance Multiplier. For example:

• If actual CY 2022 Annual Adjusted EPS Growth results in an Annual Multiple of __%, actual CY 2023 Annual Adjusted EPS Growth results in an Annual Multiple of __%, and actual CY 2024 Annual Adjusted EPS Growth results in an Annual Multiple of __%, then the EPS Performance Multiplier shall be __%.

B. The EPS Performance Multiplier is then multiplied by a modifier (the "Relative TSR Modifier") based on the Company's TSR Percentile Rank over the Performance Period to determine the Final Performance Multiplier, as follows:

Global Payments Inc.'s TSR Percentile Rank vs. Comparator Group	**Relative TSR Modifier**
Below 30th percentile	__%
30th to 70th percentile	__%
Above 70th percentile	__% (subject to the Award Maximum)

• For example, if the EPS Performance Multiplier is __% and the Company's TSR Percentile Rank is above the 70th percentile, which results in a TSR Modifier of 150%, then the Final Performance Multiplier shall be __%.

• For the avoidance of doubt, no Performance Units shall be earned prior to the Conversion Date.

C. For purposes of this Certificate, the following terms shall have the following meanings:

(1) "CY 2022" or "2022 calendar year" means the twelve month period commencing on January 1, 2022 and ending December 31, 2022.

(2) "CY 2023" or "2023 calendar year" means the twelve month period commencing on January 1, 2023 and ending December 31, 2023.

(3) "CY 2024" or "2024 calendar year" means the twelve month period commencing on January 1, 2024 and ending December 31, 2024.

(4) "Annual Adjusted EPS" means "diluted earnings per share" as described and quantified in the Company's calendar 2022, 2023, and 2024 year-end earnings press releases, respectively, except that for purposes of this Certificate, Annual Adjusted EPS shall exclude the after-tax impact of expenses associated with share-based compensation and foreign currency exchange as calculated based on foreign currency exchange rates set forth in the Company's approved budget for each calendar year.

(5) "Annual Adjusted EPS Growth" means the percentage increase in Annual Adjusted EPS for each calendar year in the Performance Period. For purposes of the 2022 calendar year, the beginning point for measurement of Annual Adjusted EPS growth shall be actual Annual Adjusted EPS for the twelve month period commencing on January 1, 2021 and ending December 31, 2021. For purposes of the 2023 and 2024 calendar years, the beginning point for measurement of Annual Adjusted EPS growth shall be actual Annual Adjusted EPS for the 2022 and 2023 calendar years, respectively, as measured in accordance with this Certificate.

(6) "Award Maximum" means 4.00x the Target Award.

(7) "Beginning Price" means, with respect to the Company and any other Comparator Group member, the average of the closing market prices of such company's common stock on the principal exchange on which such stock is traded for the twenty (20) consecutive trading days ending with the last trading day before the beginning of the Performance Period. For the purpose of determining the Beginning Price, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the ex-dividend date.

(8) "Comparator Group" means the companies comprising the S&P 500 as of the first day of the Performance Period and, except as provided below, the common stock of which is continually listed or traded on a national securities exchange from the first day of the Performance Period through the last trading day of the Performance Period. In the event a member of the Comparator Group files for bankruptcy or liquidates due to an insolvency, such company shall continue to be treated as a Comparator Group member, and such company's Ending Price will be treated as $0 if the common stock (or similar equity security) of such company is no longer listed or traded on a national securities exchange on the last trading day of the Performance Period (and if multiple members of the Comparator Group file for bankruptcy or liquidate due to an insolvency, such members shall be ranked in order of when such bankruptcy or liquidation occurs, with earlier bankruptcies/liquidations ranking lower than later bankruptcies/liquidations). In the event of a formation of a new parent company by a Comparator Group member, substantially all of the assets and liabilities of which consist immediately after the transaction of the equity interests in the original Comparator Group member or the assets and liabilities of such Comparator Group member immediately prior to the transaction, such new parent company shall be substituted for the Comparator Group member to the extent (and for such period of time) as its common stock (or similar equity securities) are listed or traded on a national securities exchange but the common stock (or similar equity securities) of the original Comparator Group member are not. In the event of a merger or other business combination of two Comparator Group members (including, without limitation, the acquisition of one Comparator Group member, or all or substantially all of its assets, by another Comparator Group member), the surviving, resulting or successor entity, as the case may be, shall continue to be treated as a member of the Comparator Group, provided that the common stock (or similar equity security) of such entity is listed or traded on a national securities exchange through the last trading day of the Performance Period.

(9) "Ending Price" means, with respect to the Company and any other Comparator Group member, the average of the closing market prices of such company's common stock on the principal exchange on which such stock is traded for the twenty (20) consecutive trading days ending on the last trading day of the Performance Period. For the purpose of determining the Ending Price, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the ex-dividend date.

(10) "EPS Performance Multiplier" means the average of the Annual Multiples for each of CY 2022, CY 2023, and CY 2024.

(11) "S&P 500" means the Standard & Poor 500 Total Return Index.

(12) "Total Shareholder Return" or "TSR" shall be determined with respect to the Company and any other Comparator Group member by dividing: (a) the sum of (i) the difference obtained by subtracting the applicable Beginning Price from the applicable Ending Price plus (ii) all dividends and other distributions on the respective shares with an ex-dividend date that falls during the Performance Period by (b) the applicable Beginning Price. Any non-cash distributions on the respective shares shall be valued at fair market value. For the purpose of determining TSR, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the date of distribution.

(13) "TSR Percentile Rank" means the percentile ranking of the Company's TSR among the TSRs for the Comparator Group members for the Performance Period. TSR Percentile Rank is determined by ordering the Comparator Group members plus the Company from highest to lowest based on TSR for the relevant Performance Period and counting down from the company with the highest TSR (ranked first) to the Company's position on the list. If two companies are ranked equally, the ranking of the next company shall account for the tie, so that if one company is ranked first, and two companies are tied for second, the next company is ranked fourth. In determining the Company's TSR Percentile Rank for the Performance Period, in the event that the Company's TSR for the Performance Period is equal to the TSR(s) of one or more other Comparator Group members for that same period, the Company's TSR Percentile Rank ranking will be determined by ranking the Company's TSR for that period as being greater than such other Comparator Group members. After this ranking, the TSR Percentile Rank will be calculated using the following formula, rounded to the nearest whole percentile by application of regular rounding:

$$\text{TSR Percentile Rank} = \frac{(N-R) * 100}{N}$$

"N" represents the number of Comparator Group members for the relevant Performance Period plus the Company.
"R" represents the Company's ranking among the Comparator Group members plus the Company.

D. General. With respect to the computation of TSR, Beginning Price, and Ending Price, the Committee shall be entitled to make an equitable and proportionate adjustment to the extent (if any) necessary to preserve the intended incentives of the awards and mitigate the impact of any change in corporate capitalization, such as a stock split, stock dividend or reverse stock split, occurring during the Performance Period (or during the applicable 20-day period in determining Beginning Price or Ending Price, as the case may be), and the determination of the Committee shall be final and binding.

Exhibit 10.3

N O N-S T A T U T O R Y S T O C K O P T I O N

Non-transferable
GRANT TO

Participant Name
(the “Optionee”)

the right to purchase from Global Payments Inc. (the “Company”)

Number of Awards Granted shares of its common stock, no par value, at the price of **$[●]** per share

pursuant to and subject to the provisions of the Global Payments Inc. Amended and Restated 2011 Incentive Plan (the “Plan”) and to the terms and conditions set forth on the following page (the “Terms and Conditions”).

Unless sooner vested in accordance with Section 2 of the Terms and Conditions or otherwise in the discretion of the Committee, the Options shall vest (become exercisable) in accordance with the following schedule:

Continuous Service after Grant Date	Percent of Option Shares Vested
Less than 1 Year	—%
1 Year	33.33%
2 Years	66.66%
3 Years	100%

IN WITNESS WHEREOF, Global Payments Inc., acting by and through its duly authorized officers, has caused this Certificate to be executed as of the Grant Date.

GLOBAL PAYMENTS INC.
By: /s/ David L. Green
Its: Authorized Officer

Grant Date: **Grant Date**
Grant Number: **Client Grant ID**
Accepted by Grantee: **Electronic Signature**
Date: **Acceptance Date**

TERMS AND CONDITIONS

1. Grant of Option. Global Payments Inc. (the "Company") hereby grants to the Optionee named on Page 1 hereof ("Optionee"), under the Global Payments Inc. Amended and Restated 2011 Incentive Plan (the "Plan"), stock options to purchase from the Company (the "Options"), on the terms and on conditions set forth in this certificate (this "Certificate"), the number of shares indicated on Page 1 of the Company's no par value common stock, at the exercise price per share set forth on Page 1. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Plan.

2. Vesting of Options. The Option shall vest (become exercisable) in accordance with the schedule shown on Page 1 of this Certificate. Notwithstanding the foregoing vesting schedule, upon Optionee's death or Disability during his or her Continuous Service, or subject to the consent of the Committee, upon Optionee's Retirement, all Options shall become fully vested and exercisable.

3. Term of Options and Limitations on Right to Exercise. The term of the Options will be for a period of ten years, expiring at 5:00 p.m., Eastern Time, on the tenth anniversary of the Grant Date (the "Expiration Date"). To the extent not previously exercised, the Options will lapse prior to the Expiration Date upon the earliest to occur of the following circumstances:

(a) Three months after the termination of Optionee's Continuous Service for any reason other than by reason of Optionee's death, Disability or Retirement.

(b) Twelve months after termination of Optionee's Continuous Service by reason of Disability.

(c) Five years after termination of Optionee's Continuous Service by reason of Retirement.

(d) Twelve months after the date of Optionee's death, if Optionee dies while employed, or during the three-month period described in subsection (a) above or during the twelve-month period described in subsection (b) above and before the Options otherwise lapse. If the Optionee dies during the five-year period described in subsection (c) above, the Option shall lapse as provided in subsection (c). Upon Optionee's death, the Options may be exercised by Optionee's beneficiary designated pursuant to the Plan.

The Committee may, prior to the lapse of the Options under the circumstances described in paragraphs (a), (b), (c) or (d) above, extend the time to exercise the Options as determined by the Committee in writing. If Optionee returns to employment with the Company during the designated post-termination exercise period, then Optionee shall be restored to the status Optionee held prior to such termination but no vesting credit will be earned for any period Optionee was not in Continuous Service. If Optionee or his or her beneficiary exercises an Option after termination of service, the Options may be exercised only with respect to the Shares that were otherwise vested on Optionee's termination of service.

4. Exercise of Option. The Options shall be exercised by (a) written notice directed to the Secretary of the Company or his or her designee at the address and in the form specified by the Secretary from time to time and (b) payment to the Company in full for the Shares subject to such exercise (unless the exercise is a broker-assisted cashless exercise, as described below). If the person exercising an Option is not Optionee, such person shall also deliver with the notice of exercise appropriate proof of his or her right to exercise the Option. Payment for such Shares shall be in (a) cash, (b) Shares previously acquired by the purchaser, which have been held by the purchaser for such period of time, if any, as necessary to avoid variable accounting for the Option, or (c) any combination thereof, for the number of Shares specified in such written notice. The value of surrendered Shares for this purpose shall be the Fair Market Value as of the last trading day immediately prior to the exercise date. To the extent permitted under Regulation T of the Federal Reserve Board, and subject to applicable securities laws and any limitations as may be applied from time to time by the Committee (which need not be uniform), the Options may be exercised through a broker in a so-called “cashless exercise” whereby the broker sells the Option Shares on behalf of Optionee and delivers cash sales proceeds to the Company in payment of the exercise price. In such case, the date of exercise shall be deemed to be the date on which notice of exercise is received by the Company and the exercise price shall be delivered to the Company by the settlement date.

5. Beneficiary Designation. Optionee may, in the manner determined by the Committee, designate a beneficiary to exercise the rights of Optionee hereunder and to receive any distribution with respect to the Options upon Optionee’s death. A beneficiary, legal guardian, legal representative, or other person claiming any rights hereunder is subject to all terms and conditions of this Certificate and the Plan, and to any additional restrictions deemed necessary or appropriate by the Committee. If no beneficiary has been designated or survives Optionee, the Options may be exercised by the legal representative of Optionee’s estate, and payment shall be made to Optionee’s estate. Subject to the foregoing, a beneficiary designation may be changed or revoked by Optionee at any time provided the change or revocation is filed with the Company.

6. Withholding. The Company or any employer Affiliate has the authority and the right to deduct or withhold, or require Optionee to remit to the employer, an amount sufficient to satisfy federal, state, and local taxes (including Optionee’s FICA obligation) required by law to be withheld with respect to any taxable event arising as a result of the exercise of the Options. The withholding requirement may be satisfied, in whole or in part, at the election of the Secretary, by withholding from the Options Shares having a Fair Market Value on the date of withholding equal to the minimum amount (and not any greater amount) required to be withheld for tax purposes, all in accordance with such procedures as the Secretary establishes. If Shares are surrendered to satisfy withholding obligations in excess of the minimum withholding obligation, such Shares must have been held by the purchaser as fully vested shares for such period of time, if any, as necessary to avoid variable accounting for the Options. The obligations of the Company under this Certificate will be conditional on such payment or arrangements, and the Company and, where applicable, its Affiliates will, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to Optionee.

7. Limitation of Rights. The Options do not confer to Optionee or Optionee’s beneficiary designated pursuant to Paragraph 5 any rights of a shareholder of the Company unless and until Shares are in fact issued to such person in connection with the exercise of the Options.

8. No Right of Continued Employment; No Rights to Compensation or Damages. Nothing in the Plan or this Certificate or any document executed under either of them shall interfere with or limit in any way the right of the Company or any Affiliate to terminate Optionee's employment without liability at any time, nor confer upon Optionee any right to continue in the employ of the Company or any Affiliate. By executing this Certificate, Optionee waives any and all rights to compensation or damages for the termination of his office or employment, or failure to provide sufficient notice of termination of his office or employment, with the Company or any Affiliate for any reason whatsoever insofar as those rights arise or may arise from the loss of Optionee’s benefits or rights upon conversion of the Options in connection with such termination.

9. Stock Reserve. The Company shall at all times during the term of this Certificate reserve and keep available such number of Shares as will be sufficient to satisfy the requirements of this Certificate.

10. Restrictions on Transfer and Pledge. No right or interest of Optionee in the Options may be pledged, encumbered, or hypothecated to or in favor of any party other than the Company or an Affiliate, or shall be subject to any lien, obligation, or liability of Optionee to any other party other than the Company or an Affiliate. The Options are not assignable or transferable by Optionee other than by will or the laws of descent and distribution or pursuant to a domestic relations order that would satisfy Section 414(p)(1)(A) of the Code if such Section applied to an Option under the Plan; provided, however, that the Committee may (but need not) permit other transfers. The Options may be exercised during the lifetime of Optionee only by Optionee or any permitted transferee.

11. Restrictions on Issuance of Shares. If at any time the Committee shall determine in its discretion, that registration, listing or qualification of the Shares covered by the Options upon any Exchange or under any foreign, federal, or local law or practice, or the consent or approval of any governmental regulatory body, is necessary or desirable as a condition to the exercise of the Options, the Options may not be exercised in whole or in part unless and until such registration, listing, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

12. No Entitlement to Future Awards. The grant of the Options does not entitle Optionee to the grant of any additional options or other awards under the Plan in the future. Future grants, if any, will be at the sole discretion of the Company, including, but not limited to, the timing of any grant, the number of options, and vesting provisions. The grant of the options is an extraordinary item of compensation outside the scope of any employment contract. As such, the Options are not part of normal or expected compensation for purposes of calculating severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments.

13. Transfer of Data. By executing this certificate, Optionee voluntarily acknowledges and consents to the collection, use, processing and transfer of personal data as described in this paragraph. Optionee is not obliged to consent to such collection, use, processing and transfer of personal data, but failure to provide the consent may affect Optionee's eligibility to receive awards under the Plan. The Company and its Affiliates hold certain personal information about Optionee, including name, home address and telephone number, date of birth, employee identification number, salary, nationality, job title, any shares of stock or directorships held in the Company, and details of any rights or entitlements to shares of stock, for the purpose of managing and administering the Plan ("Data"). The Company and its Affiliates will transfer Data amongst themselves as necessary for the purpose of implementation, administration and management of Optionee's participation in the Plan, and the Company and any of its Affiliates may each further transfer Data to any third parties assisting in the implementation, administration and management of the Plan. These recipients may be located in the United States or elsewhere throughout the world. Optionee authorizes them to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing Optionee's participation in the Plan, including any requisite transfer of such Data as may be required for the administration of the Plan and/or the subsequent holding of shares of stock on Optionee's behalf to a broker or other third party with whom Optionee may elect to deposit any shares of stock acquired pursuant to the Plan. Optionee may, at any time, review Data, require any necessary amendments to it or withdraw the consents herein in writing by contacting the Company; however, by withdrawing his or her consent, Optionee will affect his or her ability to participate in the Plan.

14. Amendment. The Committee may amend, modify or terminate this Certificate without approval of Optionee; provided, however, that such amendment, modification or termination shall not, without Optionee's consent, reduce or diminish the value of this award determined as if it had been fully vested on the date of such amendment or termination.

15. Plan Controls. The terms contained in the Plan are incorporated into and made a part of this Certificate and this Certificate shall be governed by and construed in accordance with the Plan. In the event of any actual or alleged conflict between the provisions of the Plan and the provisions of this Certificate, the provisions of the Plan shall be controlling and determinative. Any conflict between this Certificate and the terms of a written employment, key position, or change-in-control agreement between the Company and Optionee shall be decided in favor of the provisions of such employment, key position, or change-in-control agreement.

16. Successors. This Certificate shall be binding upon any successor of the Company, in accordance with the terms of this Certificate and the Plan.

17. Governing Law. This Certificate shall be construed in accordance with and governed by the laws of the State of Georgia, United States of America, regardless of the law that might be applied under principles of conflict of laws. Optionee hereby agrees and submits to jurisdiction in the state or federal courts located in Muscogee County in the State of Georgia and waives objection to such jurisdiction.

18. Severability. If any one or more of the provisions contained in this Certificate is deemed to be invalid, illegal or unenforceable, the other provisions of this Certificate will be construed and enforced as if the invalid, illegal or unenforceable provision had never been included.

19. Relationship to Other Benefits. The Shares shall not affect the calculation of benefits under any other compensation plan or program of the Company, except to the extent specially provided in such other plan or program.

20. Notice. Notices and communications under this Certificate must be in writing and either personally delivered or sent by registered or certified United States mail, return receipt requested, postage prepaid. Notices to the Company must be addressed to Global Payments Inc., 3550 Lenox Road, Suite 3000, Atlanta, Georgia 30326, Attn: Corporate Secretary, or any other address designated by the Company in a written notice to Optionee. Notices to Optionee will be directed to the address of Optionee then currently on file with the Company, or at any other address given by Optionee in a written notice to the Company.

21. Clawback. Notwithstanding anything to the contrary in this Certificate, the Plan, or any employment, key position, or change-in-control agreement with Optionee, the options granted hereunder are subject to the provisions of the following clawback policy established by the Committee prior to the grant of the Options hereunder. The Committee may seek to recoup all or any portion of the value of any annual or long-term incentive awards provided to any current or former executive officers in the event that the Company's financial statements are restated due to the Company's material noncompliance with any financial reporting requirement under the securities laws (the "Restatement"). The Committee may seek recoupment from any current or former executive officer who received incentive-based compensation, granted after the date hereof, during the three (3) year period preceding the date that the Company was required to prepare the Restatement. The Committee may seek to recover the amount by which the individual executive's incentive payments exceeded the lower payment that would have been made based on the restated financial results and the Committee may determine whether the Company shall effect such recovery: (i) by seeking repayment from the executive; (ii) by reducing (subject to applicable law and the terms and conditions of the applicable plan, program or arrangement) the amount that would otherwise be payable to the executive under any compensatory plan, program or arrangement maintained by the Company; or (iii) a combination of foregoing. The Optionee hereby acknowledges that this award is subject to the foregoing policy and agrees to make any repayment required in connection therewith.

GLOBAL PAYMENTS INC.
SEVENTH AMENDED AND RESTATED
NON-EMPLOYEE DIRECTOR COMPENSATION PLAN

TABLE OF CONTENTS

GLOBAL PAYMENTS INC.
SEVENTH AMENDED AND RESTATED
NON-EMPLOYEE DIRECTOR COMPENSATION PLAN

ARTICLE 1
PURPOSE

1.1. BACKGROUND. This plan is adopted to aggregate and formalize the Company's compensation policies for non-employee directors of the Company, including all cash and equity-based compensation. This Seventh Amended and Restated Non-Employee Director Compensation Plan (the "Plan") amends and restates the Sixth Amended and Restated Non-Employee Director Compensation Plan that became effective on October 1, 2019. The Plan operates as a subplan of the 2011 Incentive Plan pursuant to Section 4.3 of the 2011 Incentive Plan.

1.2. PURPOSE. The purpose of the Plan is to attract, retain and compensate highly-qualified individuals who are not employees of the Company or any of its Subsidiaries or Affiliates for service as members of the Board by providing them with competitive compensation and an equity interest in the Company. The Company intends that the Plan will benefit the Company and its shareholders by allowing Non-Employee Directors to have a personal financial stake in the Company through an ownership interest in the Company's Stock and will closely associate the interests of Non-Employee Directors with that of the Company's shareholders.

1.3. ELIGIBILITY. Non-Employee Directors of the Company who are Eligible Participants, as defined below, shall automatically be participants in the Plan.

ARTICLE 2
DEFINITIONS

2.1. DEFINITIONS. Capitalized terms used herein and not otherwise defined shall have the meanings given such terms in the 2011 Incentive Plan. Unless the context clearly indicates otherwise, the following terms shall have the following meanings:

a. "Annual Stock Retainer" means with respect to each Non-Employee Director for each Plan Year, the dollar value to be delivered in the form of annual Stock awards under the Plan, as recommended from time to time by the Committee and approved by the Board and set forth in Schedule I hereto.

b. "Basic Cash Retainer" means the annual cash retainer (excluding any Supplemental Cash Retainer and expenses) payable by the Company to a Non-Employee Director pursuant to Section 5.1 hereof for service as a director of the Company; as recommended from time to time by the Committee and approved by the Board and set forth in Schedule I hereto.

c. “Board” means the Board of Directors of the Company.

d. “Chairperson” means the Chairperson of the Board.

e. “Committee” means the Compensation Committee of the Board.

f. “Company” means Global Payments Inc., a Georgia corporation, or any successor corporation.

g. “Effective Date” of the Plan means April 28, 2022.

h. “Eligible Participant” means any person who is a Non-Employee Director on the Effective Date or becomes a Non-Employee Director while this Plan is in effect; except that any director who is a former employee shall not be an Eligible Participant for a period of one year following the date of termination of employment.

i. “Equity Award” means stock options, stock awards, restricted stock, restricted stock units, stock appreciation rights, or other awards based on or derived from the Stock which are authorized under the 2011 Incentive Plan for award to Non-Employee Directors.

j. “Grant Date” of an Equity Award has the meaning given such term in Sections 6.1 hereof.

k. “2011 Incentive Plan” means the Global Payments Inc. 2011 Incentive Plan, as may be amended from time to time, and any subsequent equity compensation plan approved by the shareholders and designated by the Board as the Incentive Plan for purposes of this Plan.

l. “Non-Employee Chairperson” means the Non-Employee Director, if any, who has been designated by the Board as the Chairperson under the Board’s Corporate Governance Guidelines.

m. “Lead Director” means the Non-Employee Director, if any, who has been designated by the Board as the Lead Director under the Board’s Corporate Governance Guidelines. The Lead Director shall have such duties as shall be assigned to him or her by the Board in such Corporate Governance Guidelines.

n. “Non-Employee Director” means a director of the Company who is not an employee of the Company or any of its Subsidiaries or Affiliates and who had not been appointed or elected to the Board solely by reason of his or her affiliation with a shareholder of the Company.

o. “Plan” means this Seventh Amended and Restated Non-Employee Director Compensation Plan, as amended from time to time.

p. “Plan Year(s)” means the approximate twelve-month periods between annual meetings of the shareholders of the Company, which, for purposes of the Plan, are the periods for which annual retainers are earned.

q. “Supplemental Cash Retainer” means the supplemental annual cash retainer (excluding Basic Cash Retainer and expenses) payable by the Company to a Non-Employee Director pursuant to Section 5.2 hereof for service as Lead Director, Non-Employee Chairperson or chair of a committee of the Board; as recommended from time to time by the Committee and approved by the Board and set forth in Schedule I hereto.

r. “Stock” means the common stock, no par value per share, of the Company.

ARTICLE 3
ADMINISTRATION

3.1. ADMINISTRATION. The Plan shall be administered by the Committee. Subject to the provisions of the Plan, the Committee shall be authorized to interpret the Plan, to establish, amend and rescind any rules and regulations relating to the Plan, and to make all other determinations necessary or advisable for the administration of the Plan. The Committee’s interpretation of the Plan, and all actions taken and determinations made by the Committee pursuant to the powers vested in it hereunder, shall be conclusive and binding upon all parties concerned including the Company, its shareholders and persons granted awards under the Plan. The Committee may appoint a plan administrator to carry out the ministerial functions of the Plan, but the administrator shall have no other authority or powers of the Committee.

3.2. RELIANCE. In administering the Plan, the Committee may rely upon any information furnished by the Company, its public accountants and other experts. No individual will have personal liability by reason of anything done or omitted to be done by the Company or the Committee in connection with the Plan. This limitation of liability shall not be exclusive of any other limitation of liability to which any such person may be entitled under the Company’s articles of incorporation or otherwise.

ARTICLE 4
SHARES

4.1. SOURCE OF SHARES FOR THE PLAN. Equity Awards that may be issued pursuant to the Plan shall be issued under the 2011 Incentive Plan, subject to all of the terms and conditions of the 2011 Incentive Plan. The terms contained in the 2011 Incentive Plan are incorporated into and made a part of this Plan with respect to Equity Awards granted pursuant hereto, and any such awards shall be governed by and construed in accordance with the 2011 Incentive Plan. In the event of any actual or alleged conflict between the provisions of the 2011 Incentive Plan and the provisions of this Plan, the provisions of the 2011 Incentive Plan shall be controlling and determinative. This Plan does not constitute a separate source of shares for the grant of the Equity Awards described herein.

ARTICLE 5
CASH COMPENSATION

5.1. BASIC CASH RETAINER. Each Eligible Participant shall be paid a Basic Cash Retainer for service as a director during each Plan Year, payable in advance, on the first business day following each annual meeting of shareholders. The amount of the Basic Cash Retainer is set forth in Schedule I, as may be amended from time to time. Each person who first becomes an Eligible Participant on a date other than an annual meeting date shall be paid a pro rata amount of the Basic Cash Retainer for that Plan Year to reflect the actual number of days served in the Plan Year.

5.2. SUPPLEMENTAL CASH RETAINER . The Lead Director and/or Non-Employee Chairperson, as applicable, and the chairs of each committee of the Board may be paid a Supplemental Cash Retainer during a Plan Year, payable at the same times as installments of the Basic Cash Retainer are paid. The amount of the Supplemental Cash Retainers shall be set forth in Schedule I, as amended from time to time. A prorata Supplemental Cash Retainer will be paid to any Eligible Participant who is elected by the Board to a position eligible for a Supplemental Cash Retainer on a date other than the beginning of a Plan Year, to reflect the actual number of days served in such eligible capacity during the Plan Year.

5.3. EXPENSE REIMBURSEMENT. All Eligible Participants shall be reimbursed for reasonable travel and out-of-pocket expenses in connection with attendance at meetings of the Board and its committees, or other Company functions at which the Chairperson, the Chief Executive Officer or the Lead Director requests the director to participate.

ARTICLE 6
EQUITY COMPENSATION

6.1. STOCK AWARDS. Subject to share availability under the 2011 Incentive Plan, each Eligible Participant shall be granted an award of fully-vested Stock on the day that he or she first becomes an Eligible Participant ("Initial Stock Grant"). In addition, subject to share availability under the 2011 Incentive Plan, each Eligible Participant in service on the day following an annual shareholders meeting will receive an award of fully-vested Stock ("Annual Stock Grant" and collectively with the Initial Stock Grant, the "Stock Grants"). Each such day that such awards are to be granted under the Plan is referred to hereinafter as a "Grant Date." The Stock Grants shall have the following terms and conditions:

(a) Number of Initial Stock Grants. The number of shares in the Initial Stock Grant to an Eligible Participant shall be determined by multiplying the Proration Factor (as defined below) by the amount determined by (A) dividing the Annual Stock Retainer as in effect for that Plan Year, by the Fair Market Value of the Stock on the Grant Date, and (B) rounding to the nearest whole number. The Proration Factor is a fraction, the numerator of which is the number of full months of service as a Non-Employee Director between the Grant Date and the next annual shareholders' meeting date, and the denominator of which is 12.

(b) Number of Annual Stock Grants. The number of shares in the Annual Stock Grant to an Eligible Participant shall be determined by (A) dividing the Annual Stock Retainer as in effect for that Plan Year, by the Fair Market Value of the Stock on the Grant Date, and (B) rounding to the nearest whole number.

(c) Other Plan Conditions. To the extent not specified herein, the Stock Grants shall be subject to the terms and conditions of the 2011 Incentive Plan.

6.2. ADJUSTMENTS. For the avoidance of doubt, the adjustment provisions of the 2011 Incentive Plan (along with all of the other provisions of the 2011 Incentive Plan) shall apply with respect to all Equity Awards granted pursuant to this Plan.

6.3. AWARD CERTIFICATES . All unvested Equity Awards granted pursuant to this Plan shall be evidenced by a written award certificate, which shall include such provisions, not inconsistent with the Plan or the 2011 Incentive Plan, as may be specified by the Committee. The form of applicable award certificates (if any) shall be approved by the Committee.

ARTICLE 7
AMENDMENT, MODIFICATION AND TERMINATION

7.1. AMENDMENT, MODIFICATION AND TERMINATION . The Committee may, at any time and from time to time, amend, modify or terminate the Plan without shareholder approval; provided, however, that if an amendment to the Plan would, in the reasonable opinion of the Committee, require shareholder approval under applicable laws, policies or regulations or the applicable listing or other requirements of a securities exchange on which the Stock is listed or traded, then such amendment shall be subject to shareholder approval; and provided further, that the Committee may condition any other amendment or modification on the approval of shareholders of the Company for any reason. Modification of Equity Awards granted under this Plan shall be subject to the provisions of the 2011 Incentive Plan.

ARTICLE 8
GENERAL PROVISIONS

8.1. DURATION OF THE PLAN. The Plan shall remain in effect until terminated by the Committee or the earlier termination or expiration of the 2011 Incentive Plan, including any successor plans.

8.2. EXPENSES OF THE PLAN. The expenses of administering the Plan shall be borne by the Company.

The foregoing is hereby acknowledged as being the Global Payments Inc. Seventh Amended and Restated Non-Employee Director Compensation Plan, effective April 28, 2022.

Global Payments Inc.

By: /s/ David Green____________________________
David L. Green
Senior Executive Vice President, General Counsel and
Corporate Secretary

SCHEDULE I

DIRECTOR COMPENSATION SCHEDULE

The following shall remain in effect until modified by the Board

Position Held	Annual Basic Cash Retainer	Annual Supplemental Cash Retainer	Annual Stock Retainer (FMV)
Non-Employee Chairperson	$ 120,000	$ 100,000	$ 275,000
Lead Director	$ 120,000	$ 50,000	$ 220,000
Audit Committee Chair	$ 120,000	$ 35,000	$ 220,000
Compensation Committee Chair	$ 120,000	$ 25,000	$ 220,000
Other Committee Chairs	$ 120,000	$ 25,000	$ 220,000
Other Non-Employee Directors	$ 120,000	n/a	$ 220,000

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey S. Sloan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Global Payments Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Jeffrey S. Sloan

Date: May 2, 2022

Jeffrey S. Sloan
Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul M. Todd, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Global Payments Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Paul M. Todd

Date: May 2, 2022

Paul M. Todd
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
§ 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Global Payments Inc. on Form 10-Q for the period ended March 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Jeffrey S. Sloan, Chief Executive Officer of Global Payments Inc. (the "Company"), and Paul M. Todd, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jeffrey S. Sloan	/s/ Paul M. Todd
Jeffrey S. Sloan	**Paul M. Todd**
Chief Executive Officer	**Chief Financial Officer**
Global Payments Inc.	**Global Payments Inc.**
May 2, 2022	**May 2, 2022**

A signed original of this written statement required by Section 906 has been provided to Global Payments Inc. and will be retained by Global Payments Inc. and furnished to the Securities and Exchange Commission upon request.