
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported):

April 25, 2023

Fiserv, Inc.

(Exact Name of Registrant as Specified in Charter)

Wisconsin
(State or Other Jurisdiction
of Incorporation)

1-38962
(Commission
File Number)

39-1506125
(IRS Employer
Identification No.)

255 Fiserv Drive, Brookfield, Wisconsin 53045
(Address of Principal Executive Offices, Including Zip Code)

(262) 879-5000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Securities registered pursuant to Section 12(b) of the Act

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	FISV	The NASDAQ Stock Market LLC
0.375% Senior Notes due 2023	FISV23	The NASDAQ Stock Market LLC
1.125% Senior Notes due 2027	FISV27	The NASDAQ Stock Market LLC
1.625% Senior Notes due 2030	FISV30	The NASDAQ Stock Market LLC
2.250% Senior Notes due 2025	FISV25	The NASDAQ Stock Market LLC
3.000% Senior Notes due 2031	FISV31	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 2.02. Results of Operations and Financial Condition.

On April 25, 2023, Fiserv, Inc. issued a press release announcing its financial results for the quarter ended March 31, 2023. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Fiserv, Inc., dated April 25, 2023 (furnished pursuant to Item 2.02 of this Current Report on Form 8-K)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

FISERV, INC.

Date: April 25, 2023

By: /s/ Robert W. Hau
Robert W. Hau
Chief Financial Officer



News Release

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For Immediate Release

Fiserv Reports First Quarter 2023 Results

GAAP revenue growth of 10% and organic revenue growth of 13%;
GAAP EPS decreased 13% and adjusted EPS increased 13%;
Company raises 2023 organic revenue growth outlook to 8% to 9%
and adjusted EPS outlook to \$7.30 to \$7.40

BROOKFIELD, Wis., April 25, 2023 – Fiserv, Inc. (NASDAQ: FISV), a leading global provider of payments and financial services technology solutions, today reported financial results for the first quarter of 2023.

First Quarter 2023 GAAP Results

GAAP revenue for the company increased 10% to \$4.55 billion in the first quarter of 2023 compared to the prior year period, with 12% growth in the Acceptance segment, 2% growth in the Fintech segment and 11% growth in the Payments segment.

GAAP earnings per share was \$0.89 in the first quarter of 2023, a decrease of 13% compared to the prior year period. The first quarter of 2022 included a \$91 million pre-tax net gain related to certain equity investment transactions. GAAP operating margin was 20.5% in both the first quarter of 2023 and 2022. Net cash provided by operating activities was \$1.13 billion in the first quarter of 2023 compared to \$815 million in the prior year period.

“Our strong first quarter results reflect our leadership position and focused execution in an uncertain economic environment,” said Frank Bisignano, Chairman, President and Chief Executive Officer of Fiserv. “Our Merchant business continued to outperform, while our Payments and Fintech segments demonstrated the depth of our financial institution client partnerships, as we provided support and innovation through a volatile period.”

News Release

First Quarter 2023 Non-GAAP Results and Additional Information

- Adjusted revenue increased 10% to \$4.28 billion in the first quarter of 2023 compared to the prior year period.
- Organic revenue growth was 13% in the first quarter of 2023, led by 18% growth in the Acceptance segment, 3% growth in the Fintech segment and 13% growth in the Payments segment.
- Adjusted earnings per share increased 13% to \$1.58 in the first quarter of 2023 compared to the prior year period.
- Adjusted operating margin increased 160 basis points to 33.6% in the first quarter of 2023 compared to the prior year period.
- Free cash flow was \$861 million in the first quarter of 2023 compared to \$603 million in the prior year period.
- The company repurchased 13.3 million shares of common stock for \$1.5 billion in the first quarter of 2023.
- The company completed a public offering of \$1.8 billion of 5-year and 10-year senior notes with a weighted average coupon rate of 5.525%.
- Fiserv was named to *Fortune*® America's Most Innovative Companies and Forbes list of America's Best Large Employers.

Outlook for 2023

Fiserv raises full year 2023 outlook and now expects organic revenue growth of 8% to 9% and adjusted earnings per share of \$7.30 to \$7.40, representing growth of 12% to 14%.

"We raised our 2023 organic revenue and adjusted EPS guidance based on our strong first quarter results. Our guidance for the year is tempered only by the potential for a weaker, second-half economy," said Bisignano. "We are proud of the recognition we received as a leading innovator and employer in the first quarter, and remain focused on our clients, pursuing operational excellence, and continuing to innovate."

Earnings Conference Call

The company will discuss its first quarter 2023 results in a live webcast at 7 a.m. CT on Tuesday, April 25, 2023. The webcast, along with supplemental financial information, can be accessed on the investor relations section of the Fiserv website at investors.fiserv.com. A replay will be available approximately one hour after the conclusion of the live webcast.

About Fiserv

Fiserv, Inc. (NASDAQ: FISV) aspires to move money and information in a way that moves the world. As a global leader in payments and financial technology, the company helps clients achieve best-in-class results through a commitment to innovation and excellence in areas including account processing and digital banking solutions; card issuer processing and network services; payments; e-commerce; merchant acquiring and processing; and the Clover® cloud-based point-of-sale and business management platform. Fiserv is a member of the S&P 500® Index and one

News Release

of *Fortune*® World's Most Admired Companies™. Visit [fiserv.com](https://www.fiserv.com) and follow on social media for more information and the latest company news.

Use of Non-GAAP Financial Measures

In this news release, the company supplements its reporting of information determined in accordance with generally accepted accounting principles ("GAAP"), such as revenue, operating income, operating margin, net income attributable to Fiserv, diluted earnings per share and net cash provided by operating activities, with "adjusted revenue," "adjusted revenue growth," "organic revenue," "organic revenue growth," "adjusted operating income," "adjusted operating margin," "adjusted net income," "adjusted earnings per share," "adjusted earnings per share growth," and "free cash flow." Management believes that adjustments for certain non-cash or other items and the exclusion of certain pass-through revenue and expenses should enhance shareholders' ability to evaluate the company's performance, as such measures provide additional insights into the factors and trends affecting its business. Therefore, the company excludes these items from its GAAP financial measures to calculate these unaudited non-GAAP measures. The corresponding reconciliations of these unaudited non-GAAP financial measures to the most comparable GAAP measures are included in this news release, except for forward-looking measures where a reconciliation to the corresponding GAAP measures is not available due to the variability, complexity and limited visibility of the non-cash and other items described below that are excluded from the non-GAAP outlook measures. See page 14 for additional information regarding the company's forward-looking non-GAAP financial measures.

Examples of non-cash or other items may include, but are not limited to, non-cash intangible asset amortization expense associated with acquisitions; non-cash impairment charges; severance costs; net charges associated with debt financing activities; merger and integration costs; gains or losses from the sale of businesses, certain assets or investments; certain discrete tax benefits and expenses; and non-cash deferred revenue adjustments relating to the 2019 acquisition of First Data Corporation. The company excludes these items to more clearly focus on the factors management believes are pertinent to the company's operations, and management uses this information to make operating decisions, including the allocation of resources to the company's various businesses.

The company adjusts its non-GAAP results to exclude amortization of acquisition-related intangible assets as such amounts are inconsistent in amount and frequency and are significantly impacted by the timing and/or size of acquisitions. Management believes that the adjustment of acquisition-related intangible asset amortization supplements GAAP information with a measure that can be used to assess the comparability of operating performance. Although the company excludes amortization from acquisition-related intangible assets from its non-GAAP expenses, management believes that it is important for investors to understand that such intangible assets were recorded as part of purchase accounting and contribute to revenue generation.

Management believes organic revenue growth is useful because it presents adjusted revenue growth excluding the impact of foreign currency fluctuations, acquisitions, dispositions and the company's Output Solutions postage reimbursements and including deferred revenue purchase accounting adjustments. Management believes free cash flow is useful to measure the funds

News Release

generated in a given period that are available for debt service requirements and strategic capital decisions. Management believes this supplemental information enhances shareholders' ability to evaluate and understand the company's core business performance.

These unaudited non-GAAP measures may not be comparable to similarly titled measures reported by other companies and should be considered in addition to, and not as a substitute for, revenue, operating income, operating margin, net income attributable to Fiserv, diluted earnings per share and net cash provided by operating activities or any other amount determined in accordance with GAAP.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated organic revenue growth, adjusted earnings per share, adjusted earnings per share growth and other statements regarding our future financial performance. Statements can generally be identified as forward-looking because they include words such as "believes," "anticipates," "expects," "could," "should," or words of similar meaning. Statements that describe the company's future plans, objectives or goals are also forward-looking statements.

Forward-looking statements are subject to assumptions, risks and uncertainties that may cause actual results to differ materially from those contemplated by such forward-looking statements. The factors that could cause the company's actual results to differ materially include, among others, the following: the company's ability to compete effectively against new and existing competitors and to continue to introduce competitive new products and services on a timely, cost-effective basis; changes in customer demand for the company's products and services; the ability of the company's technology to keep pace with a rapidly evolving marketplace; the success of the company's merchant alliances, some of which are not controlled by the company; the continuing impact of the COVID-19 pandemic on the company's employees, clients, vendors, supply chain, operations and sales; the impact of a security breach or operational failure on the company's business, including disruptions caused by other participants in the global financial system; losses due to chargebacks, refunds or returns as a result of fraud or the failure of the company's vendors and merchants to satisfy their obligations; changes in local, regional, national and international economic or political conditions, including those resulting from heightened inflation, rising interest rates, a recession, or intensified international hostilities, and the impact they may have on the company and its customers; the effect of proposed and enacted legislative and regulatory actions affecting the company or the financial services industry as a whole; the company's ability to comply with government regulations and applicable card association and network rules; the protection and validity of intellectual property rights; the outcome of pending and future litigation and governmental proceedings; the company's ability to successfully identify, complete and integrate acquisitions, and to realize the anticipated benefits associated with the same; the impact of the company's strategic initiatives; the company's ability to attract and retain key personnel; volatility and disruptions in financial markets that may impact the company's ability to access preferred sources of financing and the terms on which the company is able to obtain financing or increase its costs of borrowing; adverse impacts from currency exchange rates or currency controls; changes in corporate tax and interest rates; and other factors included in "Risk Factors" in the company's Annual Report on Form 10-K for the year ended December 31, 2022, and in

News Release

other documents that the company files with the Securities and Exchange Commission, which are available at <http://www.sec.gov>. You should consider these factors carefully in evaluating forward-looking statements and are cautioned not to place undue reliance on such statements. The company assumes no obligation to update any forward-looking statements, which speak only as of the date of this news release.



News Release

Fiserv, Inc.
Condensed Consolidated Statements of Income
(In millions, except per share amounts, unaudited)

	Three Months Ended March 31,	
	2023	2022
Revenue		
Processing and services	\$ 3,673	\$ 3,364
Product	874	774
Total revenue	<u>4,547</u>	<u>4,138</u>
Expenses		
Cost of processing and services	1,405	1,436
Cost of product	600	536
Selling, general and administrative	1,604	1,467
Net loss (gain) on sale of businesses and other assets	4	(147)
Total expenses	<u>3,613</u>	<u>3,292</u>
Operating income	934	846
Interest expense, net	(202)	(168)
Other expense	(20)	(4)
Income before income taxes and (loss) income from investments in unconsolidated affiliates	712	674
Income tax provision	(124)	(98)
(Loss) income from investments in unconsolidated affiliates	(12)	106
Net income	576	682
Less: net income attributable to noncontrolling interests	13	13
Net income attributable to Fiserv	<u>\$ 563</u>	<u>\$ 669</u>
GAAP earnings per share attributable to Fiserv — diluted	\$ 0.89	\$ 1.02
Diluted shares used in computing earnings per share attributable to Fiserv	631.3	657.2

Earnings per share is calculated using actual, unrounded amounts.

News Release

Fiserv, Inc.
Reconciliation of GAAP to
Adjusted Net Income and Adjusted Earnings Per Share
(In millions, except per share amounts, unaudited)

	Three Months Ended March 31,	
	2023	2022
GAAP net income attributable to Fiserv	\$ 56	669
Adjustments:		
Merger and integration costs ¹	48	22
Severance costs	24	52
Amortization of acquisition-related intangible assets ²	427	475
Non wholly-owned entity activities ³	38	(56)
Net loss (gain) on sale of businesses and other assets ⁴	4	(147)
Tax impact of adjustments ⁵	(108)	(94)
Adjusted net income	\$ 99	921
GAAP earnings per share attributable to Fiserv - diluted	\$ 0.8	1.02
Adjustments - net of income taxes:		
Merger and integration costs ¹	0.06	0.03
Severance costs	0.03	0.06
Amortization of acquisition-related intangible assets ²	0.54	0.57
Non wholly-owned entity activities ³	0.05	(0.07)
Net loss (gain) on sale of businesses and other assets ⁴	—	(0.21)
Adjusted earnings per share	\$ 1.5	1.40
GAAP earnings per share attributable to Fiserv decrease	(13)	
Adjusted earnings per share growth	1%	

See pages 3-4 for disclosures related to the use of non-GAAP financial measures.

Earnings per share is calculated using actual, unrounded amounts.

¹ Represents acquisition and related integration costs incurred in connection with various acquisitions. Merger and integration costs in the first quarter of 2023 include \$20 million of share-based compensation and \$14 million of third-party professional service fees associated with integration activities. Merger and integration costs in the first quarter of 2022 include \$10 million of share-based compensation attributable to various acquisitions.

² Represents amortization of intangible assets acquired through various acquisitions, including customer relationships, software/technology and trade names. This adjustment does not exclude the amortization of other intangible assets such as contract costs (sales commissions and deferred conversion costs), capitalized and purchased software, financing costs and debt discounts. See additional information on page 13 for an analysis of the company's amortization expense.

³ Represents the company's share of amortization of acquisition-related intangible assets at its unconsolidated affiliates, as well as the minority interest share of amortization of acquisition-related intangible assets at its subsidiaries in which the company holds a controlling financial interest. This adjustment for the first quarter of 2022 also includes a net gain totaling \$91 million related to certain equity investment transactions.

⁴ Represents a net loss in the first quarter of 2023 primarily associated with final working capital adjustments related to the sale of Fiserv Costa Rica, S.A. during the fourth quarter of 2022 and a gain on the sale of certain merchant contracts during the first quarter of 2022 in conjunction with the mutual termination of one of the company's merchant alliance joint ventures.

⁵ The tax impact of adjustments is calculated using a tax rate of 20% and 21% in the first quarters of 2023 and 2022, respectively, which approximates the company's anticipated annual effective tax rates, exclusive of the \$9 million actual tax impact on the sale of certain merchant contracts during the first quarter of 2022.

News Release

Fiserv, Inc.
Financial Results by Segment
(In millions, unaudited)

	Three Months Ended March 31,	
	2023	2022
Total Company		
Revenue	\$ 4,547	\$ 4,138
Adjustments:		
Output Solutions postage reimbursements	(273)	(239)
Deferred revenue purchase accounting adjustments	6	7
Adjusted revenue	\$ 4,280	\$ 3,906
Operating income	\$ 934	\$ 846
Adjustments:		
Merger and integration costs ¹	48	22
Severance costs	24	52
Amortization of acquisition-related intangible assets	427	475
Net loss (gain) on sale of businesses and other assets	4	(147)
Adjusted operating income	\$ 1,437	\$ 1,248
Operating margin	20.5 %	20.5 %
Adjusted operating margin	33.6 %	32.0 %
Merchant Acceptance (“Acceptance”)²		
Revenue	\$ 1,847	\$ 1,653
Operating income	\$ 562	\$ 470
Operating margin	30.5 %	28.4 %
Financial Technology (“Fintech”)²		
Revenue	\$ 792	\$ 778
Operating income	\$ 280	\$ 275
Operating margin	35.4 %	35.4 %
Payments and Network (“Payments”)		
Revenue	\$ 1,629	\$ 1,462
Adjustments:		
Deferred revenue purchase accounting adjustments	6	7
Adjusted revenue	\$ 1,635	\$ 1,469
Operating income	\$ 711	\$ 618
Adjustments:		
Deferred revenue purchase accounting adjustments	6	7
Adjusted operating income	\$ 717	\$ 625
Operating margin	43.6 %	42.3 %
Adjusted operating margin	43.8 %	42.5 %



News Release

Fiserv, Inc.
Financial Results by Segment (cont.)
(In millions, unaudited)

	Three Months Ended March 31,	
	2023	2022
Corporate and Other		
Revenue	\$ 279	\$ 245
Adjustments:		
Output Solutions postage reimbursements	(273)	(239)
Adjusted revenue	<u>\$ 6</u>	<u>\$ 6</u>
Operating loss	\$ (619)	\$ (517)
Adjustments:		
Merger and integration costs	42	15
Severance costs	24	52
Amortization of acquisition-related intangible assets	427	475
Net loss (gain) on sale of businesses and other assets	4	(147)
Adjusted operating loss	<u>\$ (122)</u>	<u>\$ (122)</u>

See pages 3-4 for disclosures related to the use of non-GAAP financial measures.

Operating margin percentages are calculated using actual, unrounded amounts.

- ¹ Includes the deferred revenue purchase accounting adjustments in the Payments segment related to the 2019 acquisition of First Data Corporation. Adjustments for this residual activity will conclude by December 31, 2023.
- ² For all periods presented in the Acceptance and Fintech segments, there were no adjustments to GAAP measures presented and thus the adjusted measures are equal to the GAAP measures presented.

News Release

Fiserv, Inc.
Condensed Consolidated Statements of Cash Flows
(In millions, unaudited)

	Three Months Ended March 31,	
	2023	2022
Cash flows from operating activities		
Net income	\$ 576	682
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and other amortization	352	313
Amortization of acquisition-related intangible assets	433	486
Amortization of financing costs and debt discounts	10	11
Share-based compensation	93	61
Deferred income taxes	(87)	(183)
Net loss (gain) on sale of businesses and other assets	4	(147)
Loss (income) from investments in unconsolidated affiliates	12	(106)
Distributions from unconsolidated affiliates	11	19
Other operating activities	(1)	3
Changes in assets and liabilities, net of effects from acquisitions and dispositions:		
Trade accounts receivable	255	(60)
Prepaid expenses and other assets	(224)	(130)
Contract costs	(66)	(88)
Accounts payable and other liabilities	(336)	(78)
Contract liabilities	98	32
Net cash provided by operating activities	1,130	815
Cash flows from investing activities		
Capital expenditures, including capitalized software and other intangibles	(339)	(331)
Net proceeds from sale of businesses and other assets	—	175
Distributions from unconsolidated affiliates	34	61
Purchases of investments	(5)	(8)
Proceeds from sale of investments	—	3
Other investing activities	(4)	—
Net cash used in investing activities	(314)	(100)
Cash flows from financing activities		
Debt proceeds	2,071	705
Debt repayments	(424)	(1,086)
Net (repayments of) proceeds from commercial paper and short-term borrowings	(781)	218
Payments of debt financing costs	(15)	—
Proceeds from issuance of treasury stock	29	43
Purchases of treasury stock, including employee shares withheld for tax obligations	(1,530)	(544)
Settlement activity, net	(460)	(400)
Distributions paid to noncontrolling interests and redeemable noncontrolling interests	(8)	(13)
Other financing activities	(31)	—
Net cash used in financing activities	(1,149)	(1,077)
Effect of exchange rate changes on cash and cash equivalents	17	(10)
Net change in cash and cash equivalents	(316)	(372)
Cash and cash equivalents, beginning balance	3,192	3,205
Cash and cash equivalents, ending balance	\$ 2,876	2,833



News Release

Fiserv, Inc.
Condensed Consolidated Balance Sheets
(In millions, unaudited)

	March 31, 2023	December 31, 2022
Assets		
Cash and cash equivalents	\$ 1,046	\$ 902
Trade accounts receivable – net	3,340	3,585
Prepaid expenses and other current assets	1,762	1,575
Settlement assets	14,141	21,482
Total current assets	20,289	27,544
Property and equipment – net	2,002	1,958
Customer relationships – net	7,973	8,424
Other intangible assets – net	4,021	3,991
Goodwill	37,017	36,811
Contract costs – net	912	905
Investments in unconsolidated affiliates	2,362	2,403
Other long-term assets	1,972	1,833
Total assets	\$ 76,548	\$ 83,869
Liabilities and Equity		
Accounts payable and accrued expenses	\$ 3,569	\$ 3,883
Short-term and current maturities of long-term debt	461	468
Contract liabilities	692	625
Settlement obligations	14,141	21,482
Total current liabilities	18,863	26,458
Long-term debt	21,943	20,950
Deferred income taxes	3,520	3,602
Long-term contract liabilities	273	235
Other long-term liabilities	995	936
Total liabilities	45,594	52,181
Redeemable noncontrolling interests	160	161
Fiserv shareholders' equity	30,077	30,828
Noncontrolling interests	717	699
Total equity	30,794	31,527
Total liabilities and equity	\$ 76,548	\$ 83,869

News Release

Fiserv, Inc.
Selected Non-GAAP Financial Measures and Additional Information
(In millions, unaudited)

Organic Revenue Growth ¹	Three Months Ended March 31,		
	2023	2022	Growth
Total Company			
Adjusted revenue	\$ 4,280	\$ 3,906	
Currency impact ²	109	—	
Acquisition adjustments	(17)	—	
Divestiture adjustments	(6)	(39)	
Organic revenue	<u>\$ 4,366</u>	<u>\$ 3,867</u>	13%
Acceptance			
Adjusted revenue	\$ 1,847	\$ 1,653	
Currency impact ²	86	—	
Acquisition adjustments	(14)	—	
Divestiture adjustments	—	(23)	
Organic revenue	<u>\$ 1,919</u>	<u>\$ 1,630</u>	18%
Fintech			
Adjusted revenue	\$ 792	\$ 778	
Currency impact ²	2	—	
Acquisition adjustments	(3)	—	
Divestiture adjustments	—	(10)	
Organic revenue	<u>\$ 791</u>	<u>\$ 768</u>	3%
Payments			
Adjusted revenue	\$ 1,635	\$ 1,469	
Currency impact ²	21	—	
Organic revenue	<u>\$ 1,656</u>	<u>\$ 1,469</u>	13%
Corporate and Other			
Adjusted revenue	\$ 6	\$ 6	
Divestiture adjustments	(6)	(6)	
Organic revenue	<u>\$ —</u>	<u>\$ —</u>	

See pages 3-4 for disclosures related to the use of non-GAAP financial measures.

Organic revenue growth is calculated using actual, unrounded amounts.

¹ Organic revenue growth is measured as the change in adjusted revenue (see pages 8-9) for the current period excluding the impact of foreign currency fluctuations and revenue attributable to acquisitions and dispositions, divided by adjusted revenue from the prior period excluding revenue attributable to dispositions.

² Currency impact is measured as the increase or decrease in adjusted revenue for the current period by applying prior period foreign currency exchange rates to present a constant currency comparison to prior periods.



News Release

Fiserv, Inc.
Selected Non-GAAP Financial Measures and Additional Information (cont.)
(In millions, unaudited)

Free Cash Flow	Three Months Ended March 31,	
	2023	2022
Net cash provided by operating activities	\$ 1,130	\$ 815
Capital expenditures	(339)	(331)
Adjustments:		
Distributions paid to noncontrolling interests and redeemable noncontrolling interests	(8)	(13)
Distributions from unconsolidated affiliates included in cash flows from investing activities	34	61
Severance, merger and integration payments	55	102
Tax payments on adjustments	(11)	(21)
Other	—	(10)
Free cash flow	<u>\$ 861</u>	<u>\$ 603</u>

Total Amortization ¹	Three Months Ended March 31,	
	2023	2022
Acquisition-related intangible assets	\$ 433	\$ 486
Capitalized software and other intangibles	108	80
Purchased software	54	58
Financing costs and debt discounts	10	11
Sales commissions	28	25
Deferred conversion costs	20	16
Total amortization	<u>\$ 653</u>	<u>\$ 676</u>

See pages 3-4 for disclosures related to the use of non-GAAP financial measures.

¹ The company adjusts its non-GAAP results to exclude amortization of acquisition-related intangible assets as such amounts are inconsistent in amount and frequency and are significantly impacted by the timing and/or size of acquisitions. Management believes that the adjustment of acquisition-related intangible asset amortization supplements the GAAP information with a measure that can be used to assess the comparability of operating performance. Although the company excludes amortization from acquisition-related intangible assets from its non-GAAP expenses, management believes that it is important for investors to understand that such intangible assets were recorded as part of purchase accounting and contribute to revenue generation. Amortization of intangible assets that relate to past acquisitions will recur in future periods until such intangible assets have been fully amortized. Any future acquisitions may result in the amortization of additional intangible assets.



News Release

Fiserv, Inc. Full Year Forward-Looking Non-GAAP Financial Measures

Reconciliations of unaudited non-GAAP financial measures to the most comparable GAAP measures are included in this news release, except for forward-looking measures where a reconciliation to the corresponding GAAP measures is not available due to the variability, complexity and limited visibility of these items that are excluded from the non-GAAP outlook measures. The company's forward-looking non-GAAP financial measures for 2023, including organic revenue growth, adjusted earnings per share and adjusted earnings per share growth, are designed to enhance shareholders' ability to evaluate the company's performance by excluding certain items to focus on factors and trends affecting its business.

Organic Revenue Growth - The company's organic revenue growth outlook for 2023 excludes the impact of foreign currency fluctuations, acquisitions, dispositions and the impact of the company's Output Solutions postage reimbursements. The currency impact is measured as the increase or decrease in the expected adjusted revenue for the period by applying prior period foreign currency exchange rates to present a constant currency comparison to prior periods.

	Growth
2023 Revenue	6% - 7%
Output Solutions postage reimbursements	(1.0)%
2023 Adjusted revenue	5% - 6%
Currency impact	2.5%
Acquisition adjustments	(0.5)%
Divestiture adjustments	1.0%
2023 Organic revenue	8% - 9%

Adjusted Earnings Per Share - The company's adjusted earnings per share outlook for 2023 excludes certain non-cash or other items such as non-cash intangible asset amortization expense associated with acquisitions; non-cash impairment charges; merger and integration costs; severance costs; gains or losses from the sale of businesses, certain assets and investments; and certain discrete tax benefits and expenses. The company estimates that amortization expense in 2023 with respect to acquired intangible assets will decrease approximately 10% compared to the amount incurred in 2022.

Other adjustments to the company's financial measures that were incurred in 2022 and for the three months ended March 31, 2023 are presented in this news release; however, they are not necessarily indicative of adjustments that may be incurred in the remainder of 2023 or beyond. Estimates of these impacts and adjustments on a forward-looking basis are not available due to the variability, complexity and limited visibility of these items.

News Release

Fiserv, Inc.
Full Year Forward-Looking Non-GAAP Financial Measures (cont.)

The company's adjusted earnings per share growth outlook for 2023 is based on 2022 adjusted earnings per share performance.

2022 GAAP net income attributable to Fiserv	\$	2,530
Adjustments:		
Merger and integration costs ¹		173
Severance costs		209
Amortization of acquisition-related intangible assets ²		1,814
Non wholly-owned entity activities ³		9
Net gain on sale of businesses and other assets ⁴		(54)
Tax impact of adjustments ⁵		(476)
2022 adjusted net income	<u>\$</u>	<u>4,205</u>
Weighted average common shares outstanding - diluted		647.9
2022 GAAP earnings per share attributable to Fiserv - diluted	\$	3.91
Adjustments - net of income taxes:		
Merger and integration costs ¹		0.21
Severance costs		0.25
Amortization of acquisition-related intangible assets ²		2.21
Non wholly-owned entity activities ³		(0.02)
Net gain on sale of businesses and other assets ⁴		(0.06)
2022 adjusted earnings per share	<u>\$</u>	<u>6.49</u>
2023 adjusted earnings per share outlook		\$7.30 - \$7.40
2023 adjusted earnings per share growth outlook		12% - 14%

In millions, except per share amounts, unaudited. Earnings per share is calculated using actual, unrounded amounts. See pages 3-4 for disclosures related to the use of non-GAAP financial measures.

News Release

Fiserv, Inc.
Full Year Forward-Looking Non-GAAP Financial Measures (cont.)

- ¹ Represents acquisition and related integration costs incurred in connection with various acquisitions. Merger and integration costs primarily includes share-based compensation and third-party professional service fees attributable to various acquisitions.
- ² Represents amortization of intangible assets acquired through various acquisitions, including customer relationships, software/technology and trade names. This adjustment does not exclude the amortization of other intangible assets such as contract costs (sales commissions and deferred conversion costs), capitalized and purchased software, financing costs and debt discounts.
- ³ Represents the company's share of amortization of acquisition-related intangible assets and expenses associated with debt refinancing activities at its unconsolidated affiliates, as well as the minority interest share of amortization of acquisition-related intangible assets at its subsidiaries in which the company holds a controlling financial interest. This adjustment also includes gains totaling \$201 million related to certain equity investment transactions and other net expense of \$43 million associated with joint venture debt guarantees.
- ⁴ Represents an aggregate net gain on the sale of Fiserv Costa Rica, S.A., the company's Systems Integration Services operations, the company's Korea operations and certain merchant contracts in conjunction with the mutual termination of one of the company's merchant alliance joint ventures.
- ⁵ The tax impact of adjustments is calculated using a tax rate of 21%, which approximates the company's annual effective tax rate, exclusive of the \$16 million actual tax impacts associated with the net gain on sale of businesses, other assets and certain equity investment transactions.

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