2021

Notice of 2022 Annual Meeting of Stockholders, Proxy Statement, and 2021 Annual Report

2021 Highlights

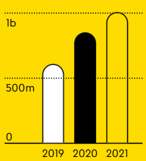
Digital passes $1 billion as platform expansion continues

Western Union's digital business surpassed $1 billion in revenues amid a still-challenging global economic climate — highlighting the strength of our omnichannel strategy.

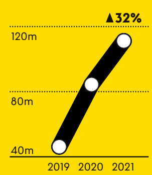
We continued to build new digital and retail partnerships with some of the world's leaders in retail, telecom, and financial services. We created a multi-currency digital wallet and digital banking platform in select countries in Europe that we are working to roll out to other parts of the world. Our ecosystem strategy continued to mature, as we aim to be a valued financial partner with our customers everywhere.

Even as the world faces new challenges, we continue extending the reach and breadth of our platform. This puts Western Union in an ideal position to serve a global need for financial products and services that meet customers wherever they are.

DIGITAL C2C PERFORMANCE



Full year 2021 digital money transfer revenue **grew 22% to exceed $1 billion** (vs ~$850 million in 2020, and ~$600 million in 2019)



Digital money transfer transactions **up 32% YoY**

Digital money transfer revenues were **24% of total C2C revenue** (up from 20% in 2020)

>9m customers used WU.com in 2021

FINANCIAL PERFORMANCE

$5.1b
in revenue
(up 5% from 2020)

$1.05b
operating cash flow
(from $878 million in 2020)

>$780m
returned to shareholders through dividends and share repurchases (vs $587 million in 2020)

2021 DIVERSITY, EQUITY & INCLUSION

Five of our 11 directors were diverse, including three directors who were female and three directors who identify as Hispanic or Latinx, Asian, or LGBTQ+

Four out of our nine executive officers were women

50%+ of our global workforce were women

>37% of senior management-level and above positions **held by women**

GLOBAL FINANCIAL NETWORK

200+ countries and territories

Global retail locations in **urban, rural, and remote areas**

Payout in **130+** currencies

Real-time account payout in **100 countries**

Account payout into **billions of bank accounts**, millions of digital wallets, and cards in 120+ countries

All figures as of December 31, 2021 unless otherwise specified.

A message from the CEO

Dear fellow shareholders,

It is a privilege to be leading Western Union, an iconic, purpose-driven, and diverse organization, and an exciting time to be taking the helm.

As we enter the next chapter of our proud 171-year history, I've been listening to our customers, agents, partners, and employees, and am excited for the future we all share—building upon strong foundations to expand our impact, increase our reach, and accelerate our pace.

One thing that has deeply impressed me is how our company resides in the fabric of so many people's lives. The part we play in helping build better futures for our customers, their families, and their communities is a source of pride and purpose for our employees, agents, partners, and shareholders.

Devin B. McGranahan
President, Chief Executive Officer, and Director

2021 BUSINESS HIGHLIGHTS

We start from a great place, with an iconic, trusted global brand. We have a worldwide retail agent network of hundreds of thousands of locations, serving millions of customers every day, coupled with a $1 billion+ digital business. Together, these form the basis for a market-leading omni-channel offering. We also boast strong regulatory, compliance, and risk management capabilities, and a talented and dedicated workforce passionate about building upward economic mobility for our customers. All this puts us on a great footing to begin building the next chapter in our company's future.

In 2021, Western Union generated $5.1 billion in revenue and more than $1 billion of operating cash flow. Our digital business passed the $1 billion revenue mark, growing 22 percent from an already historically strong 2020. We returned more than $780 million to shareholders through dividends and share repurchases and announced in February 2022 a $1 billion, 3-year share repurchase program. We struck new partnerships with some of the world's premier companies, and renewed or expanded existing ones, pursuing our goal to be the world's cross-border money-mover of choice.

FIVE PRIORITY AREAS FOR 2022

As part of a 'fresh eyes' effort to look at our strengths, as well as our opportunities, I recently began a strategic review of the business. I do this with an eye toward identifying new business opportunities, streamlining existing business functions, and accelerating execution. As customer interactions and preferences accelerate toward digital, we must navigate headwinds in the cash-to-cash remittance business by building on the core strength of our omni-channel network. It is incumbent upon us to find new ways to leverage our assets and brand, expand our relationships with our customers and agents, increase loyalty, and drive financial performance. We expect to share our new approach with you in the September/October timeframe.

While our updated strategy will likely introduce new opportunities for us to pursue, we believe driving on these five key dimensions will continue to build our foundation for the future and we expect to stay highly focused on them in 2022:

1 Growing Digital

Our digital growth has been strong off a large base. That said, I see opportunity for continued growth. We will continue to invest in digital customer acquisition around the globe and will begin to put more focus on enabling customers wishing to move from retail to digital to do so more seamlessly. We can sustain our positive momentum by continuing to work with local partners around the globe that have access to customers and find value in our platform and brand.

- In 2021, digital comprised 24% of our total C2C business, continuing to be a significant contributor to our overall company growth.

2 Transforming the Retail Experience

We see our leadership in retail as critical to our success and an ongoing source of omni-channel and digital consumers. We have seen the evolution of many digital-only market leaders in other industries towards the integration of retail experiences to improve their overall value propositions. Many of our best customers today seek more than just a digital-only experience. We will continue to focus on delivering the best products and services for customers who must or prefer to use our retail channel.

- We will continue to work hand in hand with partners—whether distribution partners, or technology partners enabling our platforms and services—to continuously improve the customer experience in retail point of sale.
- We will continue to partner with others to expand our global network, serving customers across the full range of physical and digital touchpoints and channels, ranging from conventional retail to digital POS.

3 Expanding our Ecosystem

The search for financial opportunity often leads our customers to cross borders and begin life in a new country. Our remittances services enable them to send support back home. We believe we can do more for them and their recipients. We want to provide customers with the best end-to-end experience in moving money and we want to help them actively manage their broader financial lives. By offering the products they need in convenient ways, we can win customers' hearts and minds along with an increased share of their business.

- The recent launch of our multi-currency wallet and digital bank account in Germany and Romania has opened access to banking services for customers previously underserved by traditional financial institutions.
- We are working to accelerate rollouts in other markets, making a difference for more customers and laying the groundwork for our future.

4 Driving Efficiencies

Growth is one driver of Western Union's profitability: Efficiency born of fresh thinking is another. At our Investor Day in 2019, we articulated a strategy to increase profitability by driving further efficiencies through a restructured organization, commissions, and vendor expenses while growing our top line. The COVID-19 pandemic impacted our revenue plan, but we have been successful in our cost management initiatives, resulting in an improvement in adjusted operating margins of more than 200 basis points since 2019. The strategic review mentioned above will identify additional opportunities to continue to enhance the effectiveness and efficiency of our business and enable us to invest into new growth areas for our business.

5 Building a High-Performing Team

I believe in the power of high-performing teams. Building a diverse, world-class workforce is necessary as we move into our next phase of growth. In this area, too, we build on a solid foundation:

- We have strengthened our efforts to bring more diverse candidates into our organization, while creating a culture of inclusion and belonging to ensure they stay and grow with us.
- We continued to support our employees in 2021 by investing in initiatives to foster health and well-being as we move toward a flexible, human-centric work environment that values productivity and innovation.
- We were recognized with inclusion in the Bloomberg Gender-Equality Index (for the third year); by the Human Rights Campaign's Corporate Equality Index as a Best Place to Work for LGBTQ+ Equality; and by Ethisphere, a global leader in advancing standards of ethical business practices, as a World's Most Ethical Companies® Honoree. And our scores with Environmental, Social, and Governance (ESG) ratings and rankings organizations such as MSCI and JUST Capital continue to improve.

NAVIGATING A RAPIDLY EVOLVING INDUSTRY

The pace of change in our industry continues to accelerate. I believe that the future of our company will be decided by how well we anticipate and respond to the opportunities our shifting environment presents.

The last two years have made even more clear that flexibility is the way forward. As we continue to invest in our digital future and drive more digital growth, we also need to make sure our retail operations stay competitive and ready to serve the customers who prefer that channel, or a combination of such — engaging with our brand digitally and in retail. In many cases these retail customers of today are digital customers of tomorrow.

Behind the scenes, enabling our ability to serve customers how and wherever they want, we continue a significant technology migration to the cloud. Many of our core processes and most of our data are there today, and we are working to finish migrating our core transaction engine by mid-2023. By placing many of our Customer Relationship Management components in the cloud, we have already seen an improvement to our customer experience and servicing platforms.

We move steadily toward our goals by offering the flexibility of digital, retail, or a combination of the two, all running on a platform we developed and built to be ready for the future.

GUIDED BY PURPOSE

Our employees provide the energy, enthusiasm, and ingenuity that drive our success. Attracting, retaining, and developing talent starts with maintaining a culture of purpose. We have always considered our Company's purpose not just in terms of financial goals, but in the context of our larger contributions to society. In the last few years, against the backdrop of COVID-19, our determination to be a global champion for inclusive economic prosperity has been especially keen.

Remittances have played, and continue to play, a crucial role in alleviating poverty and driving financial inclusion throughout the pandemic and into the recovery period, particularly in emerging economies. In the post-pandemic economic rebuilding that lies ahead, there will be a significant need for innovation and technology to keep financial support flowing across borders, especially to developing countries.

The Western Union Foundation in 2021 continued to support COVID-19 relief efforts, over and above its core mission of supporting migrants through skills training and integration support. After two years, the Opportunity Beyond Borders initiative has disbursed $14 million, helping more than 300,000 people join the global economy, as well as responding to 21 disasters. Seventy-five percent of Western Union employees donated or volunteered in 2021, giving over $2.5 million to local community projects.

Finally, we issued our third ESG Report, which supports transparency around our social and environmental impact, and details the connection between our purpose and our business strategy. I hope you will look for our fourth annual ESG Report, which will be released this summer.

WORDS OF THANKS

I'll close this note with thanks on several fronts. First, a heartfelt thank you to my predecessor, Hikmet Ersek. His passion for our mission and diligent advocacy for migrants was the through-line of all his years at Western Union, burnishing an already-iconic brand with a purpose and principle that few other companies can match. We wish him and his family all the best.

To the Western Union team, I thank you for both your hard work and the inspiration you give me. Facing not just COVID, but also natural disasters and a resurgence of global conflict, you continue your vital work with an agile, innovative spirit. I'm excited to see what we can do together.

I'll also thank our Board of Directors, for both giving me this opportunity and their helpful guidance as I continue to settle into it. I look forward to working with them for years to come.

And finally, thanks to you, our shareholders, for your trust in our business. I and the thousands of other Western Union employees around the world are committed to living up to that trust as we work to fulfill our purpose and create value for you.

One thing about a 171-year-old business: It's seen a lot. Western Union has made history through plagues, wars, and disasters, innovating and evolving through times of both grinding poverty and unprecedented prosperity.

Through it all, we have never lost sight of what we are about: connecting people, helping them stay in touch with what matters, using our technology and expertise to bridge distances large and small. Always, as the world has changed around us, we have changed what we are, but never who we are.

We built our past by always building for the future. And we are, every day, beginning anew.

Devin B. McGranahan
President, Chief Executive Officer, and Director

WesternUnion WU

2021

Notice of 2022 Annual Meeting of Stockholders, Proxy Statement, and 2021 Annual Report

NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT

WesternUnion WU

THE WESTERN UNION COMPANY
7001 E. Belleview Avenue
Denver, Colorado 80237

April 4, 2022

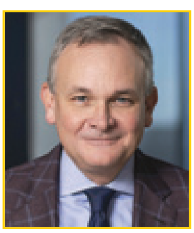
DEAR STOCKHOLDER:

You are cordially invited to attend the 2022 Annual Meeting of Stockholders (the “Annual Meeting”) of The Western Union Company (the “Company”), to be held at 8:00 a.m., local time, on Thursday, May 19, 2022, at the Company’s headquarters located at located at 7001 E. Belleview Avenue, Denver, Colorado 80237. The registration desk will open at 7:30 a.m.

The attached notice and Proxy Statement contain details of the business to be conducted at the Annual Meeting. In addition, the Company’s 2021 Annual Report, which is being made available to you along with the Proxy Statement, contains information about the Company and its performance. Directors and certain officers of the Company will be present at the Annual Meeting.

Your vote is important! Whether or not you plan to attend the Annual Meeting, **please read the Proxy Statement and then vote** at your earliest convenience by telephone, Internet, tablet or smartphone, or request a proxy card to complete, sign, date and return by mail. Using the telephone, Internet, tablet or smartphone voting systems, or mailing your completed proxy card, will not prevent you from voting in person at the Annual Meeting if you are a stockholder of record and wish to do so.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the Company.



Regards,

Devin B. McGranahan
President, Chief Executive Officer and Director

YOUR VOTE IS IMPORTANT!

PLEASE PROMPTLY VOTE BY TELEPHONE, INTERNET, TABLET OR SMARTPHONE, OR REQUEST A PROXY CARD TO COMPLETE, SIGN, DATE AND RETURN BY MAIL SO THAT YOUR SHARES MAY BE VOTED IN ACCORDANCE WITH YOUR WISHES AND SO THAT THE PRESENCE OF A QUORUM MAY BE ASSURED. YOUR PROMPT ACTION WILL AID THE COMPANY IN REDUCING THE EXPENSE OF PROXY SOLICITATION.

THE WESTERN UNION COMPANY
7001 E. BELLEVIEW AVENUE
DENVER, COLORADO 80237
(866) 405-5012

NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS

NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS

When:
May 19, 2022
at 8:00 a.m. Mountain Time

Where:
Company Headquarters
7001 E. Belleview Avenue
Denver, Colorado 80237

Record Date:
March 23, 2022

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider, and you should read the entire Proxy Statement before voting.

	ITEMS OF BUSINESS	BOARD'S RECOMMENDATION	FURTHER INFORMATION
1	Election of Directors named in this Proxy Statement to serve as members of the Company's Board of Directors until the Company's 2023 Annual Meeting of Stockholders	**FOR** each director nominee	Page 14
2	Hold an advisory vote to approve executive compensation	**FOR**	Page 69
3	Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for 2022	**FOR**	Page 71
4	Vote on the stockholder proposal described in the accompanying Proxy Statement, if properly presented at the Annual Meeting	**AGAINST**	Page 73
5	Transact any other business as may properly come before the Annual Meeting or any postponement or adjournment of the Annual Meeting		

ATTENDING THIS MEETING

All stockholders will be required to show valid, government-issued, photo identification or an employee badge issued by the Company. If you own shares as a stockholder of record (a "Registered Holder"), your name will be compared to the list of registered stockholders to verify your share ownership. If you own shares through a broker, agent, or other nominee (a "Beneficial Holder"), you will need to bring evidence of your share ownership, such as your most recent brokerage account statement or a legal proxy from your broker, agent or other nominee. If you do not have valid picture identification and proof that you own Company shares, you will not be admitted to the Annual Meeting. All packages and bags are subject to inspection. Please note that the registration desk will open at 7:30 a.m. Please arrive in advance of the start of the Annual Meeting to allow time for identity verification.

WHO CAN ATTEND AND VOTE

Our stockholders of record on March 23, 2022 are entitled to notice of, and to vote at, the Annual Meeting and at any adjournment or postponement that may take place. A list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder at the Annual Meeting and for ten days prior to the Annual Meeting at our principal executive offices during normal business hours located at 7001 E. Belleview Avenue, Denver, Colorado 80237.

YOUR VOTE IS EXTREMELY IMPORTANT.

TELEPHONE

Beneficial Holders call toll free at 1-800-454-8683

Registered Holders call toll free at 1-866-883-3382

INTERNET

Beneficial Holders visit www.proxyvote.com

Registered Holders visit www.proxypush.com/WU

BY MAIL

Request a paper proxy card to complete, sign, date and return

BY TABLET OR SMARTPHONE

Beneficial Holders vote your shares online with your tablet or smartphone by scanning the QR code above.

Registered Holders vote your shares online with your tablet or smartphone by scanning the QR code on your Proxy Card.

IN PERSON

Attend the Annual Meeting

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

The Company's Proxy Statement and Annual Report to Stockholders are available at *www.proxyvote.com* or *www.proxydocs.com/brokers/WU* for Beneficial Holders and *www.proxydocs.com/WU* for Registered Holders. To access such proxy materials, you will need the control/identification numbers provided to you in your Notice of Internet Availability of Proxy Materials or your Proxy Card.

We appreciate your prompt vote. After reading the Proxy Statement, please vote at your earliest convenience, by telephone, Internet, tablet or smartphone, or request a proxy card to complete, sign, date and return by mail. If you decide to attend the Annual Meeting and would prefer to vote in person by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted.

Please note that all votes cast via telephone, Internet, tablet or smartphone must be cast prior to 11:59 p.m., Eastern Time on Wednesday, May 18, 2022. For shares held in The Western Union Company Incentive Savings Plan, direction regarding how to vote such shares must be received by mail on or before Monday, May 16, 2022, or by telephone, Internet, tablet or smartphone by 11:59 p.m., Eastern Time, on May 16, 2022.

By Order of the Board of Directors

Darren Dragovich
Interim Secretary

April 4, 2022

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PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider, and you should read the entire Proxy Statement before voting.

2022 ANNUAL MEETING OF STOCKHOLDERS OF THE WESTERN UNION COMPANY (the "Company," "Western Union," "we," "our," or "us")

When:
May 19, 2022
at 8:00 a.m. Mountain Time

Where:
Company Headquarters
7001 E. Belleview Avenue
Denver, Colorado 80237

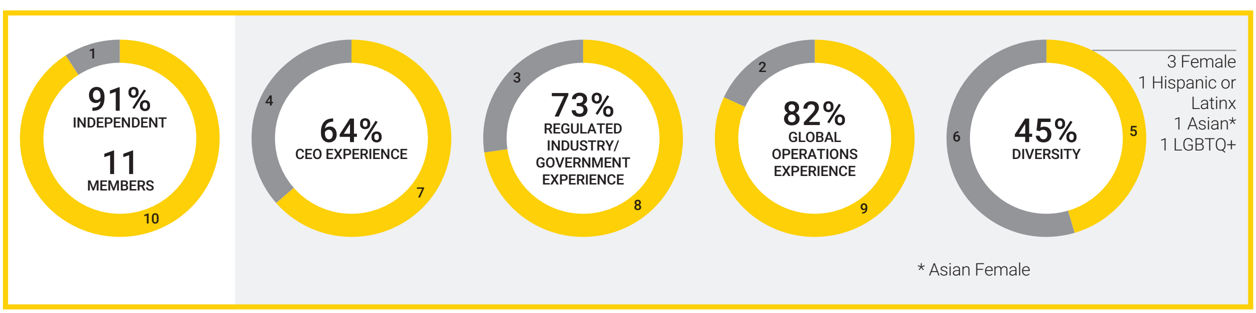
Record Date:
March 23, 2022

MEETING AGENDA AND VOTING MATTERS

ITEM	MANAGEMENT PROPOSALS	BOARD VOTE RECOMMENDATION	PAGE REFERENCE (FOR MORE DETAIL)
1	Election of Directors named in this Proxy Statement to serve as members of the Company's Board of Directors until the Company's 2023 Annual Meeting of Stockholders	**FOR** each director nominee	14
2	Advisory Vote to Approve Executive Compensation	**FOR**	69
3	Ratify the Selection of Ernst & Young LLP as our independent registered public accounting firm for 2022	**FOR**	71

ITEM	STOCKHOLDER PROPOSAL	BOARD VOTE RECOMMENDATION	PAGE REFERENCE (FOR MORE DETAIL)
4	Stockholder proposal regarding modification to stockholder right to call a special meeting	**AGAINST**	73

INFORMATION ABOUT OUR BOARD (PAGE 6)



MEMBERS OF OUR BOARD OF DIRECTORS

Martin I. Cole
Independent

Age **65**

Director Since **2015**

Committee(s)

- **Compensation and Benefits Committee**
- **Compliance Committee**

Devin B. McGranahan

Age **53**

Director Since **2021**

Committee(s)

- None

Richard A. Goodman
Independent

Age **73**

Director Since **2012**

Committee(s)

- **Audit Committee**
- **Compensation and Benefits Committee**

Betsy D. Holden
Independent

Age **66**

Director Since **2006**

Committee(s)

- **Compensation and Benefits Committee**
- **Audit Committee**

Jeffrey A. Joerres
Independent

Age **62**

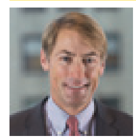
Director Since **2015**

Chair of the Board

Committee(s)

- **Corporate Governance, ESG, and Public Policy Committee Chair**

Michael A. Miles, Jr.
Independent



Age **60**

Director Since **2006**

Committee(s)

- **Compensation and Benefits Committee Chair**
- **Corporate Governance, ESG, and Public Policy Committee**

Timothy P. Murphy
Independent

Age **60**

Director Since **2020**

Committee(s)

- **Audit Committee**
- **Compliance Committee Chair**

Joyce A. Phillips
Independent

Age **59**

Director Since **2020**

Committee(s)

- **Compensation and Benefits Committee**
- **Corporate Governance, ESG, and Public Policy Committee**

Jan Siegmund
Independent

Age **57**

Director Since **2019**

Committee(s)

- **Audit Committee Chair**
- **Compliance Committee**

Angela A. Sun
Independent

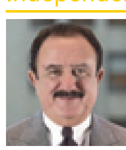
Age **47**

Director Since **2018**

Committee(s)

- **Audit Committee**
- **Compliance Committee**

Solomon D. Trujillo
Independent



Age **70**

Director Since **2012**

Committee(s)

- **Audit Committee**
- **Compliance Committee**

GOVERNANCE HIGHLIGHTS (PAGE 15)

✔ Annual Election of Directors
✔ Proxy Access
✔ Majority Vote Standard in Uncontested Elections
✔ Stockholder Right to Call Special Meetings at 10% Ownership Threshold
✔ No Stockholder Rights Plan (“Poison Pill”)
✔ No Supermajority Voting Provisions in the Company’s Organizational Documents
✔ Independent Board, Except Our Chief Executive Officer (“CEO”)
✔ Independent Non-Executive Chair
✔ Independent Board Committees
✔ Confidential Stockholder Voting
✔ Board Committee Authority to Retain Independent Advisors
✔ Robust Codes of Conduct
✔ Board Committee Oversight of Environmental, Social, and Governance (“ESG”) Matters
✔ Robust Stock Ownership Guidelines for Senior Executives and Directors
✔ Prohibition Against Pledging and Hedging of Company Stock by Senior Executives and Directors
✔ Regular Stockholder Engagement

CORE COMPONENTS OF 2021 EXECUTIVE COMPENSATION (PAGE 42)

- **Base Salary** - Fixed compensation component payable in cash
- **Annual Incentive Awards** - Variable compensation component payable in cash based on performance against annually established performance objectives
- **Performance-Based Restricted Stock Units (“PSUs”)** - Restricted stock units vest based on the Company’s achievement of financial performance objectives and the Company’s relative total stockholder return (“TSR”) versus the Standard & Poor’s 500 Index (“S&P 500 Index”)
- **Restricted Stock Units (“RSUs”)** - RSUs generally cliff vest on the third anniversary of the date of grant based on continued service during the vesting period
- **Stock Options** - For our CEO, non-qualified stock options granted with an exercise price equal to fair market value on the date of grant that expire ten years after grant and become exercisable in 25% annual increments over a four-year vesting period

KEY FEATURES OF OUR EXECUTIVE COMPENSATION PROGRAM (PAGE 32)

WHAT WE DO

- ✓ **Pay-for-performance and at-risk compensation.**
  A significant portion of our targeted annual compensation is performance-based and/or subject to forfeiture ("at-risk"), with emphasis on variable pay to reward short- and long-term performance measured against pre-established objectives informed by our Company's strategy. For 2021, performance-based compensation comprised approximately 83% of the targeted annual compensation for Mr. Ersek, our former Chief Executive Officer, and, on average, approximately 64% of the targeted annual compensation for our other named executive officers ("NEOs") (excluding our new hire NEOs). The remaining components of such NEOs' 2021 targeted annual compensation consisted of base salary and service-based RSUs, with the Compensation and Benefits Committee (the "Compensation Committee") viewing RSUs as at-risk as their value fluctuates based on our stock price performance.
- ✓ **Align compensation with stockholder interests.**
  Performance measures for incentive compensation are linked to the overall performance of the Company and are designed to be aligned with the creation of long-term stockholder value.
- ✓ **Emphasis on future pay opportunity vs. current pay.**
  Our long-term incentive awards are equity-based, use multi-year vesting provisions to encourage retention, and are designed to align our NEOs' interests with long-term stockholder interests. For 2021, long-term equity compensation comprised approximately 74% of the targeted annual compensation for Mr. Ersek and, on average, approximately 64% of the targeted annual compensation for our other NEOs (excluding our new hire NEOs).
- ✓ **Mix of performance metrics.**
  The Company utilizes a mix of performance metrics that emphasize both absolute performance goals, which provide the primary links between incentive compensation and the Company's strategic operating plan and financial results, and a relative performance goal, which measures Company performance in comparison to the S&P 500 Index.
- ✓ **Stockholder engagement.**
  The Compensation Committee chair and members of management engage with stockholders regularly to discuss and understand their perceptions or concerns regarding our executive compensation program.
- ✓ **"Clawback" policy.**
  The Company may recover incentive compensation paid to certain officers in the event of an accounting restatement or if such officers engaged in detrimental conduct, as defined in the clawback policy. In addition, the Company may recover incentive compensation paid to certain officers for conduct that is determined to have contributed to material compliance failures, subject to applicable laws.
- ✓ **Robust stock ownership guidelines.**
  We require our executive officers to own a meaningful amount of Company stock to align them with long-term stockholder interests (6x base salary in the case of our CEO and 3x base salary for our other NEOs).
- ✓ **Include ESG metrics in compensation program.**
  Our annual incentive program incorporates ESG metrics, which qualitatively assess progress towards the Company's three pillars - Integrity of Global Money Movement, Economic Prosperity, and Diversity, Equity and Inclusion. In addition, our annual incentive program incorporates compliance and leadership metrics.
- ✓ **Multi-year vesting and/or performance periods for long-term incentive awards.**
- ✓ **Independent compensation consultant retained by the Compensation Committee.**
- ✓ **"Double trigger" severance benefits in the event of a change-in-control.**
- ✓ **Maximum payout caps for annual cash incentive compensation and PSUs.**

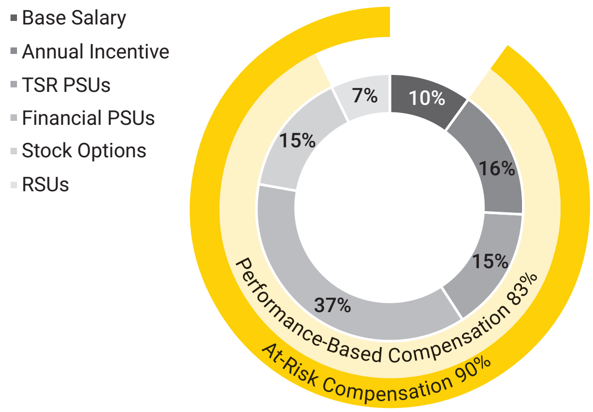
WHAT WE DON'T DO

- ✗ **No repricing or buyout of underwater stock options without stockholder approval.**
- ✗ **No change-in-control tax gross ups.**
  Following Mr. Ersek's retirement as CEO, no Company employee is eligible for change-in-control tax gross-up payments.
- ✗ **Prohibition against pledging and hedging of Company securities by senior executives and directors.**
  Please see "Summary of Corporate Governance Practices" for additional details.
- ✗ **No dividends or dividend equivalents are paid on unvested or unearned PSUs or RSUs.**
- ✗ **No service-based defined benefit pension plan.**

FORMER CHIEF EXECUTIVE OFFICER COMPENSATION

The following chart illustrates our CEO pay philosophy of heavily weighting targeted CEO compensation toward variable, performance-based pay elements. Because Mr. Ersek served as CEO until late in December 2021, we are providing information with respect to his targeted compensation which illustrates our CEO pay philosophy.

FORMER CEO 2021 TOTAL TARGET DIRECT COMPENSATION



PROXY STATEMENT

The Board of Directors (the "Board of Directors" or the "Board") of The Western Union Company ("Western Union" or the "Company") is, on the Company's behalf, soliciting your proxy to vote at the 2022 Annual Meeting of Stockholders (the "Annual Meeting") to be held on May 19, 2022 at 8:00 a.m., local time, and any adjournment or postponement of the Annual Meeting. The Annual Meeting will be held at the Company's Headquarters, 7001 E. Belleview Avenue, Denver, Colorado 80237.

In accordance with U.S. Securities and Exchange Commission (the "SEC") rules and regulations, instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we furnish proxy materials, which include this Proxy Statement and the accompanying Proxy Card, Notice of Meeting, and Annual Report to Stockholders, to our stockholders over the Internet unless otherwise instructed by the stockholder. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

The Notice of Internet Availability of Proxy Materials was first mailed on April 4, 2022 to all stockholders of record as of March 23, 2022 (the "Record Date"). The only voting securities of the Company are shares of the Company's common stock, $0.01 par value per share (the "Common Stock"), of which there were 388,726,493 shares outstanding as of the Record Date. The closing price of the Company's Common Stock on the Record Date was $18.35 per share.

The Company's Annual Report to Stockholders, which contains consolidated financial statements for the year ended December 31, 2021 (the "2021 Annual Report"), accompanies this Proxy Statement. You also may obtain a copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2021 that was filed with the SEC, without charge, by writing to Investor Relations, The Western Union Company, 7001 E. Belleview Avenue, WU-HQ-10, Denver, Colorado 80237, or by calling (866) 405-5012. Requests may also be directed to westernunion.ir@westernunion.com. If you would like to receive a copy of any exhibits listed in the Company's Annual Report on Form 10-K for the year ended December 31, 2021, please call (866) 405-5012 or submit a request in writing to Investor Relations at the above address, and the Company will provide you with the exhibits upon the payment of a nominal fee (which fee will be limited to the expenses we incur in providing you with the requested exhibits). The Company's Annual Report on Form 10-K for the year ended December 31, 2021 and these exhibits are also available in the "Investor Relations" section of *www.westernunion.com*. This Proxy Statement and the 2021 Annual Report are also available on the SEC's website at *sec.gov*.

THE PROXY PROCESS AND STOCKHOLDER VOTING

Q WHY DID I RECEIVE THESE MATERIALS?

A Our Board of Directors has made these materials available to you on the Internet or, upon your request, has delivered printed versions of these materials to you by mail, in connection with the Board's solicitation of proxies for use at our Annual Meeting, which will take place on May 19, 2022, or any adjournment or postponement thereof. Our stockholders are invited to attend the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement.

Q WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS OR SET OF PROXY MATERIALS?

A This means you hold shares of the Company in more than one way. For example, you may own some shares directly as a Registered Holder and other shares through a broker or you may own shares through more than one broker, agent or other nominee (a "broker"). In these situations, you may receive multiple Notices of Internet Availability of Proxy Materials or, if you request proxy materials to be delivered to you by mail, Proxy Cards. It is necessary for you to vote, sign, and return all of the Proxy Cards or follow the instructions for any alternative voting procedure on each of the Notices of Internet Availability of Proxy Materials you receive in order to vote all of the shares you own. If you request proxy materials to be delivered to you by mail, each Proxy Card you receive will come with its own prepaid return envelope; if you vote by mail, make sure you return each Proxy Card in the return envelope that accompanied that Proxy Card.

Q WHY DID MY HOUSEHOLD RECEIVE ONLY ONE COPY OF THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS OR PROXY MATERIALS?

A In addition to furnishing proxy materials electronically, we take advantage of the SEC's "householding" rules to reduce the delivery cost of materials. Under such rules, only one Notice of Internet Availability of Proxy Materials or, if you have requested paper copies, only one set of proxy materials is delivered to multiple stockholders sharing an address unless we have received contrary instructions from one or more of the stockholders. If you are a stockholder sharing an address and wish to receive a separate Notice of Internet Availability of Proxy Materials or copy of the proxy materials, you may so request by contacting the Broadridge Householding Department by phone at 1-866-540-7095 or by mail to Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717. A separate copy of the proxy materials will be promptly provided following receipt of your request, and you will receive separate materials in the future. If you currently share an address with another stockholder but are nonetheless receiving separate copies of the materials, you may request delivery of a single copy in the future by contacting the Broadridge Householding Department at the number or address shown above.

Q DOES MY VOTE MATTER AND WHAT IS A QUORUM?

A **YOUR VOTE MATTERS!** We are required to obtain stockholder approval for the election of directors and other important matters. Each share of Common Stock is entitled to one vote and every share voted has the same weight. In order for the Company to obtain the necessary stockholder approval of proposals, a "quorum" of stockholders (a majority of the issued and outstanding shares entitled to vote) must be represented at the Annual Meeting in person or by proxy. If a quorum is not obtained, the Company must adjourn or postpone the Annual Meeting and solicit additional proxies; this is an expensive and time-consuming process that is not in the best interest of the Company or its stockholders. Since few stockholders are able to attend the Annual Meeting in person, voting by proxy is important to obtain a quorum and complete the stockholder vote. See also below "*How Many Votes are Required to Approve a Proposal*?"

Q HOW DO I VOTE?

A @ **By Telephone or Internet**—You may vote your shares via telephone as instructed on the Proxy Card, or the Internet as instructed on the Proxy Card or the Notice of Internet Availability of Proxy Materials. The telephone and Internet procedures are designed to authenticate your identity, to allow you to vote your shares, and confirm that your instructions have been properly recorded.

The telephone and Internet voting facilities will close at 11:59 p.m., Eastern Time, on May 18, 2022.

By Mail—If you request or otherwise receive one or more paper Proxy Cards, you may elect to vote by mail. If you elect to do so, you should complete, sign, and date each Proxy Card you receive, indicating your voting preference on each proposal, and return each Proxy Card in the prepaid envelope that accompanied each Proxy Card. If you return a signed and dated Proxy Card but you do not indicate your voting preferences, your shares will be voted in accordance with the recommendations of the Board of Directors. By returning your signed and dated Proxy Card or providing instructions by the alternative voting procedure in time to be received for the Annual Meeting, you authorize Devin McGranahan and Darren Dragovich to act as your proxies (the "Proxies") to vote your shares of Common Stock as specified.

By Tablet or Smartphone—If you are a Beneficial Holder, you may vote your shares online with your tablet or smartphone by scanning the QR code above. If you are a Registered Holder, you may vote your shares online with your tablet or smartphone by scanning the QR code on your Proxy Card. The ability to vote in this way by tablet or smartphone will expire at 11:59 p.m., Eastern Time, on May 18, 2022.

At the Annual Meeting– Shares held in your name as a Registered Holder may be voted by you in person at the Annual Meeting. Shares held by Beneficial Holders may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker that holds your shares giving you the right to vote the shares, and you bring such proxy to the Annual Meeting. For shares held in The Western Union Company Incentive Savings Plan (the "ISP"), that plan's trustee will vote such shares as directed. If no direction is given on how to vote such shares to the trustee by mail on or before May 16, 2022 or by Internet, telephone, tablet or smartphone by 11:59 p.m., Eastern Time, on May 16, 2022, the trustee will vote your shares held in that ISP in the same proportion as the shares for which it receives instructions from all other participants in the ISP.

Q **HOW MANY VOTES ARE REQUIRED TO APPROVE A PROPOSAL?**

A The Company's By-Laws (the "By-Laws") require that directors be elected by the majority of votes cast with respect to such director in uncontested elections (the number of shares voted "for" a director must exceed the number of votes cast "against" that director with abstentions and broker non-votes not counted as votes "for" or "against"). In a contested election (a situation in which the number of nominees exceeds the number of directors to be elected), the standard for election of directors will be a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

The advisory vote to approve executive compensation (Proposal 2), the ratification of Ernst & Young LLP's selection as independent registered public accounting firm for 2022 (Proposal 3), and the stockholder proposal regarding modification to the stockholder right call a special meeting (Proposal 4) each require the affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon.

Q **WHAT IS THE EFFECT OF NOT VOTING?**

A It depends on how ownership of your shares is registered and the proposal to be voted upon. If you own shares as a Registered Holder, rather than through a broker, your unvoted shares will not be represented at the Annual Meeting and will not count toward the quorum requirement.

If you own shares as a Beneficial Holder through a broker and do not give voting instructions to your broker, your broker may represent your shares at the meeting for purposes of obtaining a quorum by voting on "routine matters" as further described in the answer to the following question, but will not be able to vote on any "non-routine" matter without your instruction.

Q **IF I DON'T VOTE, WILL MY BROKER VOTE FOR ME?**

A If you own your shares as a Beneficial Holder through a broker and you don't vote, your broker may vote your shares in its discretion on some "routine matters." With respect to other proposals, however, your broker may not be able to vote your shares for you. With respect to these proposals, the aggregate number of unvoted shares is reported as the "broker non-vote." A "broker non-vote" share will not affect the determination of whether the matter is approved. The Company believes that the proposal to ratify Ernst & Young LLP's selection as independent registered public accounting firm for 2022 (Proposal 3) set forth in this Proxy Statement is the only routine matter to be presented at the Annual Meeting on which brokers will be permitted to vote shares on your behalf, even without voting instructions. If your broker votes these shares on your behalf, your shares will be counted as present for purposes of establishing a quorum at the Annual Meeting.

Other than Proposal 3, the Company believes that all proposals set forth in this Proxy Statement are not considered routine matters and brokers will not be able to vote on behalf of their clients if no voting instructions have been furnished. Please give your broker voting instructions on all proposals to ensure your shares are represented in the vote.

Q HOW ARE ABSTENTIONS TREATED?

A Whether you own your shares as a Registered Holder or as a Beneficial Holder, abstentions are counted toward the quorum requirement and have the same effect as votes "against" a proposal, other than the proposal to elect directors (Proposal 1), on which they have no effect.

Q IF I OWN MY SHARES THROUGH A BROKER, HOW IS MY VOTE RECORDED?

A Brokers typically own shares of Common Stock for many stockholders. In this situation, the Registered Holder on the Company's stock register is the broker. This often is referred to as holding shares in "Street Name." The Beneficial Holders of such shares do not appear in the Company's stockholder register. If you hold your shares in Street Name, and elect to vote via telephone, Internet, tablet or smartphone, your vote will be submitted to your broker. If you request paper Proxy Cards and elect to vote by mail, the accompanying return envelope is addressed to return your executed Proxy Card with voting instructions to your broker. Shortly before the Annual Meeting, each broker will total the votes submitted by telephone, Internet, tablet or smartphone or mail by the Beneficial Holders for whom it holds shares and submit a Proxy Card reflecting the aggregate votes of such Beneficial Holders. If you would like to vote at the Annual Meeting see "How Do I Vote? – At the Annual Meeting" above.

Q IS MY VOTE CONFIDENTIAL?

A In accordance with the Company's Corporate Governance Guidelines, the vote of any stockholder will not be revealed to anyone other than a non-employee tabulator of votes or an independent election inspector (the "Inspector of Election"), except (i) as necessary to meet applicable legal and stock exchange listing requirements, (ii) to assert claims for or defend claims against the Company, (iii) to allow the Inspector of Election to certify the results of the stockholder vote, (iv) in the event a proxy, consent, or other solicitation in opposition to the voting recommendation of the Board of Directors takes place, (v) if a stockholder has requested that his or her vote be disclosed, or (vi) to respond to stockholders who have written comments on Proxy Cards.

Q CAN I REVOKE MY PROXY AND CHANGE MY VOTE?

A Yes. You have the right to revoke your proxy at any time prior to the time your shares are voted. If you are a Registered Holder, your proxy can be revoked in several ways: (i) by delivery of a written revocation to the Corporate Secretary, The Western Union Company, 7001 E. Belleview Avenue, Denver, Colorado 80237, by 11:59 p.m., Eastern Time, on May 18, 2022, (ii) by timely submission of another valid proxy bearing a later date (including through any alternative voting procedure described on the Notice of Internet Availability of Proxy Materials or Proxy Card), or (iii) by attending the Annual Meeting and giving the Inspector of Election notice that you intend to vote your shares in person. If your shares are held by a broker, you must contact your broker in order to revoke your proxy. See "How do I Vote?" above for additional information about how to timely submit another proxy.

Q WILL ANY OTHER BUSINESS BE TRANSACTED AT THE MEETING? IF SO, HOW WILL MY PROXY BE VOTED?

A Management does not know of any business to be transacted at the Annual Meeting other than those matters described in this Proxy Statement. The period specified in the Company's By-Laws for submitting additional proposals to be considered at the Annual Meeting has passed and there are no such proposals to be considered. However, should any other matters properly come before the Annual Meeting, and any adjournments and postponements thereof, shares with respect to which voting authority has been granted to the Proxies will be voted by the Proxies in accordance with their judgment.

Q WHO COUNTS THE VOTES?

A Votes will be counted and certified by the Inspector of Election, who is an employee of Equiniti Trust Company, the Company's Transfer Agent and Registrar ("Equiniti"). If you are a Registered Holder, your telephone, Internet, tablet, or smartphone vote is submitted, or your executed Proxy Card is returned, directly to Equiniti for tabulation. As noted above, if you hold your shares as a Beneficial Holder, your broker returns a single Proxy Card to Equiniti on behalf of its clients.

Q HOW MUCH DOES THE PROXY SOLICITATION COST?

A The Company has engaged the firm of MacKenzie Partners, Inc., 1407 Broadway, New York, NY 10018, to assist in distributing and soliciting proxies for a fee of approximately $20,000, plus expenses. However, the proxy solicitor fee is only a small fraction of the total cost of the proxy process. A significant expense in the proxy process is printing and mailing the proxy materials. The Company will also reimburse brokers, fiduciaries, and custodians for their costs in forwarding proxy materials to Beneficial Holders of our Common Stock. Proxies also may be solicited on behalf of the Company by directors, officers, or employees of the Company in person or by mail, telephone, email, or facsimile transmission. No additional compensation will be paid to such directors, officers, or employees for soliciting proxies. The Company will bear the entire cost of solicitation of proxies, including the preparation, assembly, printing, and mailing of the Notice of Internet Availability of Proxy Materials, and this Proxy Statement and the accompanying Proxy Card, Notice of Meeting, and 2021 Annual Report.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

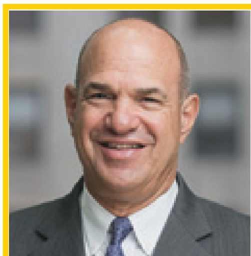
The Company's Proxy Statement and 2021 Annual Report are available at *www.proxyvote.com* or *www.proxydocs.com/brokers/WU* for Beneficial Holders and www.proxydocs.com/WU for Registered Holders. To access such materials, you will need the control/identification numbers provided to you in your Notice of Internet Availability of Proxy Materials or your Proxy Card.

BOARD OF DIRECTORS INFORMATION

In accordance with applicable Delaware law, the business of the Company is managed under the direction of its Board of Directors. Pursuant to the Company's Certificate of Incorporation, the Board of Directors is to consist of not less than one nor more than 15 directors. All directors' terms will expire at the Annual Meeting. At the Annual Meeting, director nominees will stand for election for one-year terms, expiring at the 2023 Annual Meeting of Stockholders.

The Board selects director nominees on the basis of experience, integrity, skills, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties, all in the context of an assessment of the perceived needs of the Board at a given point in time. In addition to the individual attributes of each of the directors described above, the Company highly values the collective business experience and qualifications of the directors. We believe that the diversity of experiences, viewpoints, and perspectives of our directors result in a Board with the commitment and energy to advance the interests of our stockholders.

During 2021, the Board of Directors met seven times (not including committee meetings). Each of the directors attended at least 75% of the aggregate number of meetings of the Board and Board committees on which they served during 2021.



- CEO Experience
- Regulated Industry/Government
- Financial Literacy
- Emerging Markets
- Global Operational Experience

MARTIN I. COLE

Former Chair of the Board and Interim CEO of Cloudera, Inc.

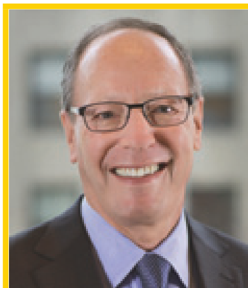
Age	65	**Committee(s)**	Compensation and Benefits Committee, Compliance Committee
Director Since	2015	**Term Expires**	2022
Other Public Directorship	Western Digital Corporation		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Cole served as Chair of the Board of Magnitude Software Inc., a provider of enterprise application data integration and analytics solutions to businesses from August 2020 to October 2021 and served as its Interim Chief Executive Officer from July 2020 to August 2020. Previously, Mr. Cole served as the Chair of the Board of Directors and Interim Chief Executive Officer of Cloudera, Inc., an enterprise data cloud company from August 2019 to January 2020, and served as a director of Cloudera, Inc. from 2014 to 2020. Prior to August 2014, Mr. Cole served as Chief Executive of the Technology Group at Accenture plc ("Accenture"), a professional services company, from 2012 until his retirement from Accenture in 2014. During his career at Accenture, Mr. Cole also served as the Chief Executive of the Communications, Media & Technology Operating Group from 2006 to 2012, Chief Executive of the Government Operating Group from 2004 to 2006, Managing Partner of the Outsourcing and Infrastructure Delivery Group from 2002 to 2004 and Partner in the Outsourcing and Government Practices Group from 1989 to 2002. Mr. Cole joined Accenture in 1980. Mr. Cole has served as a director of Western Digital Corporation since 2014.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Mr. Cole brings to the Board experience as a former chief executive and chair of the board of directors of an enterprise data cloud company and a provider of enterprise application data integration and analytics solutions, and as a former executive officer of a multinational management consulting, technology services, and outsourcing company, serving in various practice groups, including outsourcing and infrastructure, government services and technology. Mr. Cole also brings to the Board his experience as a member of the board of directors of a large multinational manufacturer of computer storage products and solutions and a software company.



- CFO Experience
- Financial Literacy
- Eligible for Audit Committee Financial Expert
- Emerging Markets
- Global Operational Experience

RICHARD A. GOODMAN

Former Chief Financial Officer and Executive Vice President, Global Operations, PepsiCo Inc.

Age	73	**Committee(s)**	Audit Committee, Compensation and Benefits Committee
Director Since	2012	**Term Expires**	2022
Other Public Directorship	Adient plc		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

From 2010 to 2011, Mr. Goodman served as Executive Vice President, Global Operations of PepsiCo Inc. ("PepsiCo"), a global food and beverage company. Prior to that, Mr. Goodman was PepsiCo's Chief Financial Officer from 2006 to 2010. From 2003 until 2006, Mr. Goodman was Senior Vice President and Chief Financial Officer of PepsiCo International. Mr. Goodman served as Senior Vice President and Chief Financial Officer of PepsiCo Beverages International from 2001 to 2003, and as Vice President and General Auditor of PepsiCo from 2000 to 2001. Before joining PepsiCo in 1992, Mr. Goodman was with W.R. Grace & Co. in a variety of senior financial positions. Mr. Goodman served as a director of Johnson Controls, Inc. from 2008 to 2016, Kindred Healthcare Inc. from 2014 until 2018, privately-held Toys "R" Us from 2011 until 2019, and Pattern Energy Group, Inc. from 2018 until 2020. He currently serves as a director of Adient plc.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Mr. Goodman brings to the Board experience as the former chief financial officer and executive of a large, U.S.-based global company that manufactures, markets, and distributes a broad range of consumer goods. Mr. Goodman has experience with complex capital structures and brings to the Board a management perspective with regard to consumer products, global operations and mergers and acquisitions. Mr. Goodman also brings to the Board his experience as a board member of both a global diversified industrial company and a global retailer.

- CEO Experience
- Regulated Industry/ Government
- Financial Literacy
- Emerging Markets
- Global Operational Experience

BETSY D. HOLDEN

Former Senior Advisor to McKinsey & Company and Former Co-CEO of Kraft Foods Inc.

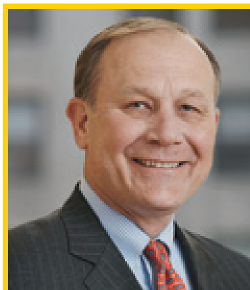
Age	66	**Committee(s)**	Compensation and Benefits Committee, Audit Committee
Director Since	2006	**Term Expires**	2022
Other Public Directorships	Dentsply Sirona Inc. and National Retail Properties, Inc.		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Ms. Holden served as Senior Advisor to McKinsey & Company, a global management consulting company, from 2007 to 2020 leading strategy, marketing and board effectiveness initiatives for consumer goods, healthcare, and financial services clients. Prior to that, Ms. Holden spent 25 years in marketing and line positions in consumer goods. Ms. Holden served as President, Global Marketing and Category Development of Kraft Foods Inc. from 2004 to 2005, Co-Chief Executive Officer of Kraft Foods Inc. from 2001 to 2003, and President and Chief Executive Officer of Kraft Foods North America from 2000 to 2003. Ms. Holden began her career at General Foods in 1982. Ms. Holden currently serves as a Director of Dentsply Sirona and National Retail Properties, Inc. Ms. Holden also serves on the Food Chain Advisory Board and several private portfolio company boards for Paine Schwartz Partners, a private equity firm focused on sustainable agriculture and food products. She has served on nine public boards over the last 20 years, including Diageo Plc (from 2009 to 2018), Time, Inc. (from 2014 to 2018), and Catamaran Corporation (from 2012 to 2015).

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Ms. Holden brings to the Board experience as a former chief executive officer of a large global public company and as a board member and former consultant to multiple, large international companies. She is familiar with the challenges of operating in a highly regulated industry. She brings extensive corporate governance experience across multiple industries. Ms. Holden has held numerous leadership roles in marketing and product management both as an executive and as a consultant, successfully implementing growth strategies and innovative marketing plans to win in competitive industries.



- CEO Experience
- Financial Literacy
- Global Operational Experience
- Regulated Industry/ Government
- Emerging Markets

JEFFREY A. JOERRES

Non-Executive Chair of the Board of Directors

Age	62	**Committee(s)**	Corporate Governance, ESG, and Public Policy Committee Chair
Director Since	2015	**Term Expires**	2022
Other Public Directorships	Artisan Partners Asset Management Inc. and ConocoPhillips		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Joerres served as the Executive Chair of ManpowerGroup Inc. (“ManpowerGroup”), a provider of workforce solutions, from 2014 to 2015. From 1999 to 2014, Mr. Joerres served as Chief Executive Officer of ManpowerGroup and from 2001 to 2014, he served as its Chair of the Board. Mr. Joerres joined ManpowerGroup in 1993, and also served as Vice President of Marketing and Senior Vice President of European Operations and Marketing and Major Account Development. Mr. Joerres served as a director of Artisan Funds, Inc. from 2001 to 2011 and of Johnson Controls International plc from 2016 to 2017. Mr. Joerres currently serves as a director of Artisan Partners Asset Management Inc. and ConocoPhillips.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY’S BOARD*

Mr. Joerres brings to the Board experience as the former chief executive officer and executive chair of a large, U.S.-based global company that delivers workforce solutions around the world. Mr. Joerres also brings to the Board his prior experience as a board member of global industrial and energy companies and an investment firm.

- CEO Experience
- Regulated Industry/ Government
- Financial Literacy
- Global Operational Experience

DEVIN B. MCGRANAHAN

President and Chief Executive Officer

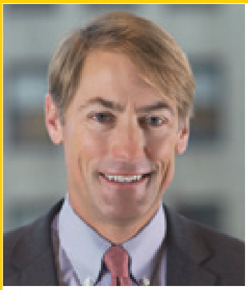
Age	53	**Committee(s)**	None
Director Since	2021	**Term Expires**	2022
Other Public Directorships	None		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. McGranahan has served as the Company’s President and CEO since December 2021. Prior to joining Western Union, Mr. McGranahan was with Fiserv, Inc., a global provider of payments and financial services technology solutions, where he served as Executive Vice President, Senior Group President, Global Business Solutions, from 2018 to 2021 and Group President, Billing and Payments Group, from 2016 to 2018. Before joining Fiserv, Mr. McGranahan served as a senior partner at McKinsey & Company, a global management consulting firm. While there, he held a variety of senior management roles, including leader of the global insurance practice from 2013 to 2016 and as a co-chair of the global senior partner election committee from 2013 to 2015. In addition, Mr. McGranahan served as co-leader of the North America financial services practice from 2009 to 2016. He joined McKinsey & Company in 1992 and served in a variety of other leadership positions prior to 2009.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY’S BOARD*

Mr. McGranahan is the only Director who is also an executive of the Company. Mr. McGranahan provides his insight as the Company’s leader, and from his prior financial services and operations insight gained through his experience with a global payments and financial services technology firm and a global management consulting firm.



MICHAEL A. MILES, JR.

Advisory Director, Berkshire Partners and Former President and Chief Operating Officer, Staples, Inc.

Age	60	**Committee(s)**	Compensation and Benefits Committee Chair, Corporate Governance, ESG, and Public Policy Committee
Director Since	2006	**Term Expires**	2022
Other Public Directorships	Portillo's Inc.		

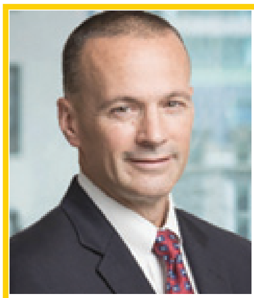
- Financial Literacy
- Global Operational Experience

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Since 2013, Mr. Miles has served as an Advisory Director for Berkshire Partners, a private equity firm. Previously, he was President and Chief Operating Officer of Staples, Inc., an office products provider, from 2006 until 2013, and Chief Operating Officer from 2003 to 2006. Prior to that, Mr. Miles was Chief Operating Officer, Pizza Hut for Yum! Brands, Inc. from 2000 to 2003. From 1996 to 1999, he served Pizza Hut as Senior Vice President of Concept Development & Franchise. Mr. Miles also serves as Chair of the Board of Portillo's Inc.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Mr. Miles has experience as an executive of an international consumer goods retailer with large acquisitions outside of the United States and franchise distribution networks, which are similar to the Company's agent network. Mr. Miles also brings U.S. and global operational expertise to the Board discussions.



TIMOTHY P. MURPHY

President and Chief Executive Officer of Consortium Networks

Age	60	**Committee(s)**	Compliance Committee Chair, Audit Committee
Director Since	2020	**Term Expires**	2022
Other Public Directorships	None		

- CEO Experience
- CFO Experience
- Financial Literacy
- Regulated Industry/ Government

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Murphy has served as President and Chief Executive Officer of Consortium Networks, a cybersecurity and networking company since 2019. Previously, he served as President of Thomson Reuters Special Services, a wholly-owned subsidiary of Thomson Reuters ("TRSS"), from 2015 to 2019. TRSS provides management consulting services to help customers with intelligence collection and analysis, network analysis, insider threat, and global risk management solutions. Mr. Murphy currently serves as Chair of the Board of Directors for TRSS from 2019. From 1988 to 2011, Mr. Murphy served in the United States Federal Bureau of Investigation (the "FBI"), where he held various positions of increasing responsibility until retiring from the FBI in 2011 as Deputy Director.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Mr. Murphy has substantial global law enforcement, cybersecurity, intelligence, counterterrorism, and business and operational experience gained through his time as chief financial officer and chief operating officer at the FBI and as president and chief executive officer of a cybersecurity and networking company. Mr. Murphy also brings experience in intelligence collection and analysis, network analysis, and insider threat and global risk management gained during his tenure with TRSS.

- CEO Experience
- Financial Literacy
- Regulated Industry/ Government
- Emerging Markets
- Global Operational Experience

JOYCE A. PHILLIPS

Founder and Chief Executive Officer of EqualFuture Corp.

Age	59	**Committee(s)**	Compensation and Benefits Committee, Corporate Governance, ESG, and Public Policy Committee
Director Since	2020	**Term Expires**	2022
Other Public Directorships	First Interstate BancSystem, Inc. and Katapult Holdings, Inc.		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Ms. Phillips is Founder and Chief Executive Officer of EqualFuture Corp., a fintech startup based in San Francisco that delivers affordable personal financial wellness platforms via a SaaS model to individuals and businesses, since 2017. Previously, Ms. Phillips was CEO of Australia and New Zealand Banking Group Limited's Global Wealth Division from 2012 to 2016 and Group Managing Director of Innovation and Marketing from 2009 to 2016. Ms. Phillips also served as President and Chief Operating Officer of American Life Insurance Co., a subsidiary of American International Group, and Global Head of International Retail Banking at Citigroup. Earlier in her career she also held management roles at GE Capital and Western Union. Ms. Phillips served on the Board of Directors of Reinsurance Group of America from 2014 to 2017. Ms. Phillips currently serves on the board of First Interstate BancSystem, Inc. and Katapult Holdings, Inc.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Ms. Phillips brings substantial global experience in banking, financial services, insurance, innovation and marketing in her 30+ year career. Ms. Phillips has held senior executive roles with global and regional responsibilities with Citigroup, American International Group and Australia and New Zealand Banking Group Limited, and as founder and chief executive officer of a fintech start up that delivers affordable personal financial wellness platforms to individuals and businesses. Ms. Phillips also brings experience in serving a wide range of consumer financial needs through innovation and new technologies.

- CFO Experience
- Financial Literacy
- Eligible for Audit Committee Financial Expert
- Global Operational Experience

JAN SIEGMUND

Chief Financial Officer of Cognizant Technology Solutions Corporation

Age	57	**Committee(s)**	Audit Committee Chair, Compliance Committee
Director Since	2019	**Term Expires**	2022
Other Public Directorships	None		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Siegmund has served as Chief Financial Officer of Cognizant Technology Solutions Corporation, a professional services company, since September 2020. Prior to that, Mr. Siegmund served as Corporate Vice President and Chief Financial Officer of Automatic Data Processing, Inc. ("ADP"), a global provider of cloud-based human capital management solutions, from 2012 to 2019. Prior to his appointment as Chief Financial Officer in 2012, he served as President, Added Value Services and Chief Strategy Officer of ADP from 2009 to 2012. Prior to that time, Mr. Siegmund held various positions of increasing responsibility with ADP. Mr. Siegmund joined ADP in 1999.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Mr. Siegmund brings to the Board experience as chief financial officer of a professional services provider and former chief financial officer and chief strategy officer of a global provider of cloud-based human capital management solutions.

Financial Literacy
Regulated Industry/ Government

ANGELA A. SUN

Former Chief Operations Officer & Partner, Alpha Edison

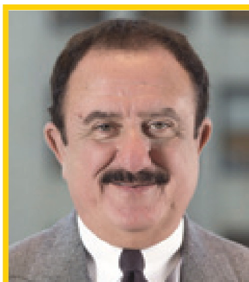
Age	47	**Committee(s)**	Audit Committee, Compliance Committee
Director Since	2018	**Term Expires**	2022
Other Public Directorships	Cushman & Wakefield plc and Apollo Strategic Growth Capital II		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Ms. Sun served as Chief Operations Officer and Partner of Alpha Edison, a venture capital firm, from 2019 to 2021. Previously, Ms. Sun served as Global Head of Strategy and Corporate Development for Bloomberg L.P, a privately held financial software, data, and media company. from 2014 to 2017, where she led new business development, and acquisitions and commercial partnerships across the company's media, financial products, enterprise and data businesses. From 2008 to 2014, Ms. Sun served as Chief-of-Staff to Bloomberg's former CEO. Prior to joining Bloomberg, L.P., Ms. Sun served as a Senior Policy Advisor in the Bloomberg Administration where she oversaw a citywide portfolio of economic development agencies and led urban planning and real estate development projects. From 2001 to 2005, Ms. Sun served as a management consultant at McKinsey & Company, where she focused on the Financial Services and Healthcare sectors. Prior to McKinsey, from 1996 to 1998, Ms. Sun was an investment banker at J.P. Morgan and in 2001 was a Visiting Associate at the Henry L. Stimson Center, a non-partisan international security and defense analysis think tank in Washington, D.C. Ms. Sun currently serves on the board of Cushman & Wakefield plc and Apollo Strategic Growth Capital II.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Ms. Sun brings to the board substantial operations management experience and valuable insight into the technology industry. Ms. Sun also has extensive strategic, operational, and government experience from her time in the Bloomberg Administration and at Bloomberg L.P. Ms. Sun also gained financial services experience at McKinsey & Company and J.P. Morgan.



CEO Experience
Regulated Industry/ Government
Financial Literacy
Emerging Markets
Global Operational Experience

SOLOMON D. TRUJILLO

Founder and Chair, Trujillo Group, LLC

Age	70	**Committee(s)**	Audit Committee, Compliance Committee
Director Since	2012	**Term Expires**	2022
Other Public Directorship	Cano Health, Inc.		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Trujillo founded Trujillo Group, LLC, a business that provides consulting and venture capital services, and has served as its chair since 2003. Mr. Trujillo also served as the Chief Executive Officer and as director of Telstra Corporation Limited, Australia's largest media-communications enterprise, from 2005 to 2009. From 2003 to 2004, Mr. Trujillo was Orange SA's Chief Executive Officer. Earlier in his career, Mr. Trujillo was President and Chief Executive Officer of US West Communications and President, Chief Executive Officer and Chair of the Board of US West Inc. Mr. Trujillo previously served as a director of WPP plc from 2010 to 2020, Target Corporation from 1994 to 2014, ProAmerica Bank from 2009 until 2016, and Fang Holdings Ltd. (formerly SouFun Holdings Limited) from 2014 until 2017. Mr. Trujillo currently serves on the board of Cano Health, Inc.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

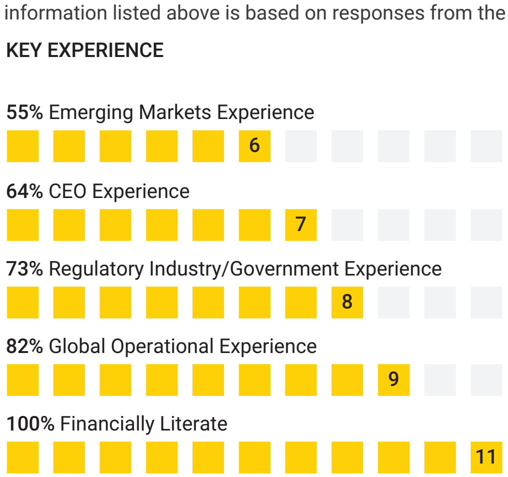
Mr. Trujillo is an international business executive with experience as a former chief executive officer of global companies in the telecommunications, media, and cable industries headquartered in the United States, the European Union, and the Asia-Pacific region. He has global operations experience and provides the Board with substantial international experience and expertise in the retail, technology, media, and communications industries.

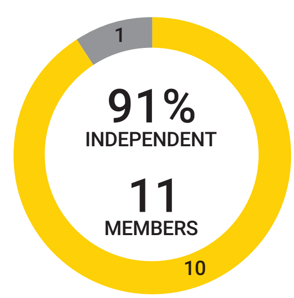
DIRECTOR SKILLS, QUALIFICATIONS, AND CHARACTERISTICS

The following matrix is provided to illustrate the skills, qualifications, and characteristics of our Board of Directors.

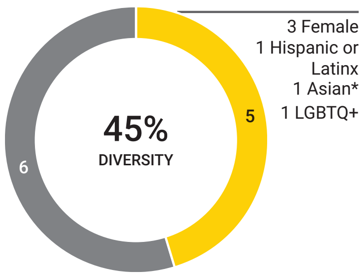
	MARTIN I. COLE	RICHARD A. GOODMAN	BETSY D. HOLDEN	JEFFREY A. JOERRES	DEVIN B. McGRANAHAN	MICHAEL A. MILES, JR.	TIMOTHY P. MURPHY	JOYCE A. PHILLIPS	JAN SIEGMUND	ANGELA A. SUN	SOLOMON D. TRUJILLO
Skills and Qualifications											
CEO Experience	●		●	●	●		●	●			●
CFO Experience		●					●		●		
Financial Literacy	●	●	●	●	●	●	●	●	●	●	●
Audit Committee Financial Expert		●							●		
Regulated Industry/Government Experience	●		●	●	●		●	●		●	●
Emerging Markets Experience	●	●	●	●				●			●
Global Operational Experience	●	●	●	●	●	●		●	●		●
Gender											
Female			●					●		●	
Male	●	●		●	●	●	●		●		●
Race and Ethnicity											
White	●	●	●	●	●		●	●	●		
Hispanic or Latinx											●
Asian										●	
Did not disclose						●					
LGBTQ+									●		
Age	65	73	66	62	53	60	60	59	57	47	70
Tenure	7	10	16	7	1	16	2	2	3	4	10

*The demographic information listed above is based on responses from the directors in our annual director questionnaires.

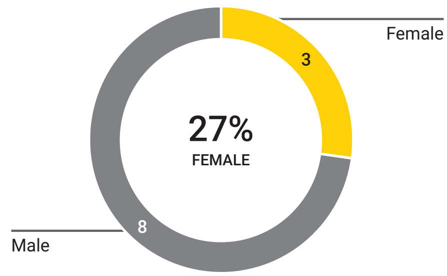




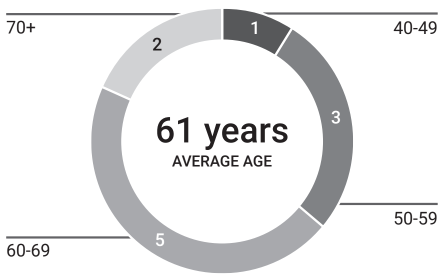
DIVERSITY BALANCE



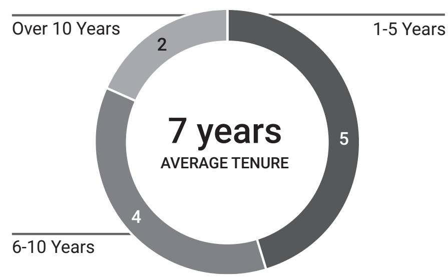
GENDER BALANCE



AGE BALANCE



TENURE BALANCE



* Asian Female

DIVERSITY, EQUITY, AND INCLUSION

As a global company operating in more than 200 countries and territories, diversity, equity and inclusion ("DEI") is central to who we are and an important factor for us in driving innovation and performance. We are focused on bringing more diverse candidates into our organization while creating a culture of inclusion and belonging to support retention and career growth. Our commitment to DEI also includes providing equitable pay.

We advance this work in a variety of ways, including through our policies and practices in hiring, training, promotion, and compensation. We have a longstanding commitment to fair and equitable compensation practices, and regularly review our compensation programs and practices to ensure they support pay equity. We also support 13 Employee Resource Groups ("ERGs") and have allyship, mentorship, and sponsorship programs to further build our culture of inclusion, drive engagement, and support equity in opportunity.

Leadership: To advance these efforts, in 2021, we appointed a Chief Diversity and Talent Officer and created a DEI office, along with a specialized diversity recruiting function to strengthen our recruiting efforts. Our DEI office is guided by a steering committee of executive officers, and our global ERGs are sponsored by senior leaders within our organization.

Metrics: In 2021, we established public goals to increase women in leadership and increase racial and ethnic diversity in our U.S. employee population, and to maintain gender pay equity globally and racial and ethnicity pay equity in the U.S.

Highlights:

As of December 31, 2021:

- women accounted for more than 50% of our global workforce;
- four out of our nine executive officers were women;
- women accounted for over 37% of senior management and above employees; and
- approximately 22% of our U.S. employees identified as Latinx or Black.

Taking into account role, level, and geography, the results of our 2021 pay equity review show that as of March 1, 2021:

- Globally, women at Western Union earn more than 99 cents for every $1 earned by men; and
- In the U.S., colleagues who are racially or ethnically diverse earn more than 99 cents for every $1 earned by Caucasian/white colleagues.

More details, metrics and workforce demographics appear in our latest environmental, social, and governance report ("ESG Report"), which can be found on our Investor Relations website: http://ir.westernunion.com/investor-relations/ESG/default.aspx, in the Human Capital Management section of our Annual Report on Form 10-K for the year ended December 31, 2021, and in our EEO-1 report, which can be found on our website: https://corporate.westernunion.com/esg/. Information on the Company's website, including our ESG Reports and EEO-1 reports, is not incorporated by reference into, and does not form part of, this Proxy Statement.

PROPOSAL 1
ELECTION OF DIRECTORS

At the 2022 Annual Meeting, all director nominees will be elected for one-year terms.

The terms of each director if elected or re-elected, as the case may be, will expire at the 2023 Annual Meeting of Stockholders. Each director will hold office until his or her successor has been elected and qualified or until the director's earlier resignation or removal. See the "Board of Directors Information" section of this Proxy Statement for information concerning all nominees.

The Company's By-Laws require that directors be elected by the majority of votes cast with respect to such director in uncontested elections (the number of shares voted "for" a director must exceed the number of votes cast "against" that director, with abstentions and broker non-votes not counted as cast either "for" or "against"). In a contested election (a situation in which the number of nominees exceeds the number of directors to be elected), the standard for election of directors will be a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

Under the Company's By-Laws, if an incumbent director does not receive the majority of votes cast, the director will promptly tender his or her resignation to the Board of Directors. The Corporate Governance, ESG, and Public Policy Committee, or such other committee as may be designated by the Board of Directors, will make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors will act on the resignation, taking into account the Corporate Governance, ESG, and Public Policy Committee's recommendation, and publicly disclose (by a press release, a filing with the SEC or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days following certification of the election results. If such incumbent director's resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting and until his or her successor is duly elected or his or her earlier resignation or removal. In the case of a vacancy, the Board of Directors may appoint a new director as a replacement, may leave the vacancy unfilled or may reduce the number of directors on the Board.

Your shares will be voted as you instruct via the voting procedures described on the Proxy Card or the Notice of Internet Availability of Proxy Materials, or as you specify on your Proxy Card(s) if you elect to vote by mail. If unforeseen circumstances (such as death or disability) require the Board of Directors to substitute another person for any of the director nominees, your shares will be voted for that other person.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE TO RE-ELECT MR. COLE, MR. GOODMAN, MS. HOLDEN, MR. JOERRES, MR. MILES, MS. PHILLIPS, MS. SUN, MR. TRUJILLO, MR. SIEGMUND, AND MR. MURPHY, AND TO ELECT MR. MCGRANAHAN, EACH TO SERVE UNTIL THE 2023 ANNUAL MEETING OF STOCKHOLDERS OR UNTIL HIS OR HER RESPECTIVE SUCCESSOR IS ELECTED AND QUALIFIED.

CORPORATE GOVERNANCE

SUMMARY OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors believes that strong corporate governance is key to long-term stockholder value creation. Over the years, our Board of Directors has responded to evolving governance standards by enhancing our practices to best serve the interests of the Company's stockholders, including:

- ✔ **Annual election of directors**.
- ✔ **Proxy access**. Our By-Laws permit qualifying stockholders or groups of qualifying stockholders that have each beneficially owned at least 3% of the Company's Common Stock for three years to nominate up to the greater of (x) two or (y) an aggregate of 20% of the members of the Board and have information and supporting statements regarding those nominees included in the Company's Proxy Statement.
- ✔ **Majority vote standard in uncontested elections**. In an uncontested election, each director must be elected by a majority of votes cast, rather than by a plurality.
- ✔ **Stockholder right to call special meetings at 10% ownership threshold**.
- ✔ **No stockholder rights plan ("poison pill")**.
- ✔ **No supermajority voting provisions in the Company's organizational documents**.
- ✔ **Independent Board, except our CEO**. Our Board is comprised of all independent directors, except our CEO.
- ✔ **Independent non-executive chair**. The Chair of the Board of Directors is a non-executive independent director.
- ✔ **Independent Board committees**. All of our Board Committees are made up of independent directors. Each standing committee operates under a written charter that has been approved by the Board.
- ✔ **Confidential stockholder voting**. The Company's Corporate Governance Guidelines provide that the vote of any stockholder will not be revealed to anyone other than a non-employee tabulator of votes or an independent election inspector, except under circumstances set forth in the Company's Corporate Governance Guidelines.
- ✔ **Board Committee authority to retain independent advisors**. Each Board Committee has the authority to retain independent advisors.
- ✔ **Robust codes of conduct**. The Company is committed to operating its business with honesty and integrity and maintaining the highest level of ethical conduct. These shared values are embodied in our Code of Conduct and require that every customer, employee, agent and member of the public be treated accordingly. The Company Code of Conduct applies to all employees, but the Company's senior financial officers are also subject to an additional code of ethics, reflecting the Company's commitment to maintaining the highest standards of ethical conduct. In addition, the Board of Directors is subject to a Directors' Code of Conduct.
- ✔ **Board oversight of ESG matters**. The Board oversees Western Union's ESG strategy development and relevant ESG matters. To assist the Board with its oversight duties:
  - ✔ The Corporate Governance, ESG, and Public Policy Committee is responsible for reviewing and advising the Board with respect to ESG matters related to the Company.
  - ✔ The Audit Committee oversees ESG internal controls and process as well as integration of ESG risks in the Company's enterprise risk management framework.
  - ✔ The Compensation Committee oversees the alignment of the Company's ESG strategy with compensation practices.
  - ✔ The Compliance Committee evaluates executive performance of the Company's ESG compensation metric related to compliance.

The Company has produced an ESG Report annually since 2018 and intends to continue to do so. The ESG Report for fiscal year 2020 can be found on the Company's investor relations website: *http://ir.westernunion.com/investor-relations/ESG/default.aspx*. Information on the Company's website, including our ESG Reports, is not incorporated by reference into, and does not form part of, this Proxy Statement.

✔ **Robust stock ownership guidelines for senior executives and directors**. Robust stock ownership requirements for our senior executives and directors strongly link the interests of management and the Board with those of stockholders.

✔ **Prohibition against pledging and hedging of Company stock**. The Company's insider trading policies prohibit the Company's executive officers and directors from pledging the Company's securities and prohibit all employees (including executive officers) and directors from engaging in hedging or short-term speculative trading of the Company's securities, including, without limitation, short sales or put or call options involving the Company's securities. Please see "Compensation of Directors—Prohibition Against Pledging and Hedging of the Company's Securities" and "Compensation Discussion and Analysis—The Western Union Executive Compensation Program—Prohibition Against Pledging and Hedging of the Company's Securities," below.

✔ **Regular stockholder engagement**. The Company regularly seeks to engage with its stockholders to better understand their perspectives.

You can learn more about our corporate governance by visiting the "Investor Relations, Corporate Governance" portion of the Company's website, *www.westernunion.com*, or by writing to the attention of: Investor Relations, The Western Union Company, 7001 E. Belleview Avenue, WU-HQ-10, Denver, Colorado 80237.

INDEPENDENCE OF DIRECTORS

The Board of Directors has adopted Corporate Governance Guidelines, which contain the standards that the Board of Directors uses to determine whether a director is independent. A director is not independent under these categorical standards if:

- The director is, or has been within the last three years, an employee of Western Union, or an immediate family member of the director is, or has been within the last three years, an executive officer of Western Union.
- The director has received, or has an immediate family member who has received, during any 12-month period within the last three years, more than $120,000 in direct compensation from Western Union, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- (i) The director is a current partner or employee of a firm that is Western Union's internal or external auditor; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and personally works on Western Union's audit; or (iv) the director or an immediate family member was within the last three years a partner or employee of such firm and personally worked on Western Union's audit within that time.
- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of Western Union's present executive officers at the same time serves or served on that company's compensation committee.
- The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, Western Union for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of $1 million or 2% of such other company's consolidated gross revenues.
- The director is a current employee, or an immediate family member is a current executive officer, of a company which was indebted to Western Union, or to which Western Union was indebted, where the total amount of either company's indebtedness to the other, in any of the last three fiscal years, exceeded 5% or more of such other company's total consolidated assets.
- The director or an immediate family member is a current officer, director, or trustee of a charitable organization where Western Union's (or an affiliated charitable foundation's) annual discretionary charitable contributions to the charitable organization, in any of the last three fiscal years, exceeded the greater of $1 million or 2% of such charitable organization's consolidated gross revenues.

The Board has reviewed the independence of the current directors under the Company's categorical standards and the rules of the New York Stock Exchange (the "NYSE") and found Mr. Cole, Mr. Goodman, Ms. Holden, Mr. Joerres, Mr. Miles, Mr. Murphy, Ms. Phillips, Mr. Siegmund, Ms. Sun, and Mr. Trujillo to be independent.

BOARD LEADERSHIP STRUCTURE AND ROLE IN RISK OVERSIGHT

The Board has a non-executive Chair. This position is independent from management. The Chair sets the agendas for and presides over the Board meetings, as well as meetings of the independent directors. Our CEO is a member of the Board and participates in its meetings. The Board believes that this leadership structure is appropriate for the Company at this time because it allows for independent oversight of management, increases management accountability, and encourages an objective evaluation of management's performance relative to compensation.

The Board regularly devotes time during its meetings to review and discuss the most significant risks facing the Company and management's process for identifying, prioritizing, and responding to those risks. During these discussions, the CEO, the Chief Legal Officer, the Chief Financial Officer, the Chief Compliance Officer (the "CCO"), the President, Product and Platform, the Chief Information Security Officer, the Chief Privacy and Data Governance Officer, the Chief Risk Officer and the Chief Internal Auditor present management's process for assessment of risks, a description of the most significant risks facing the Company, and any mitigating factors, plans, or policies in place to address and monitor those risks. The Board has also delegated certain risk oversight responsibilities to its committees.

Our management team, led by the Chief Risk Officer, utilizes a range of processes to identify risks associated with our strategy and business, financial activities and reporting, legal and regulatory issues, information technology, and people related skills and availability. Information technology risks include those related to cybersecurity. In 2021, management's risk assessment process included a climate risk assessment as well as a cybersecurity risk assessment involving, among other things, an evaluation of external annual audits (service organization controls ("SOC") 2 report and payment card industry ("PCI") compliance).

Key Board Committee Oversight Responsibilities

Audit Committee. Consistent with the NYSE listing standards, to which the Company is subject, the Audit Committee bears responsibility for oversight of the Company's policies with respect to risk assessment and risk management and must discuss with management the major risk exposures facing the Company and the steps the Company has taken to monitor and control such exposures. The Audit Committee is also responsible for assisting Board oversight of the Company's compliance with legal and regulatory requirements, which represent many of the most significant risks the Company faces. During the Audit Committee's discussion of risk, the Company's CEO, Chief Financial Officer, Chief Legal Officer, CCO, President, Product and Platform, the Chief Information Security Officer, the Chief Privacy and Data Governance Officer, Chief Risk Officer, and Chief Internal Auditor present information and participate in discussions with the Audit Committee regarding risk and risk management. Risks discussed regularly include those related to global economic and political trends, business and financial performance, legal and regulatory matters, cybersecurity, data privacy, competition, legislative developments, and other matters. In 2021, the Audit Committee worked closely with the Chief Risk Officer and other members of management to oversee the management of risks to the Company related to the ongoing COVID-19 pandemic, including organizational resilience, effective management reporting, and return to office protocols.

Compliance Committee. While the Board committee with primary oversight of risk is the Audit Committee, the Board has delegated to other committees the oversight of risks within their areas of responsibility and expertise. For example, in light of the breadth and number of responsibilities that the Audit Committee must oversee, and the importance of the evaluation and management of the Company's compliance programs, policies, and key risk exposures associated with anti-money laundering ("AML"), sanctions, anti-corruption, fraud prevention, consumer protection, and privacy laws, including investigations or other matters that may arise in relation to such laws, the Board formed the Compliance Committee in 2013 to assist the Audit Committee and the Board with oversight of those areas. This function was previously performed by the Corporate Governance, ESG, and Public Policy Committee. Oversight of privacy matters was formally added to the Compliance Committee charter in February 2021. The Compliance Committee reports regularly on these matters to the Board and Audit Committee and during the Compliance Committee's meetings, each of the Chief Legal Officer, CCO, and Chief Privacy Officer regularly present and participate in discussions.

Compensation Committee. In addition, the Compensation Committee oversees the risks associated with the Company's compensation practices, including an annual review of the Company's risk assessment of its compensation policies and practices for its employees and the Company's succession planning process.

COMMITTEES OF THE BOARD OF DIRECTORS

The current members of each Board Committee are indicated in the table below.

Director	Audit	Corporate Governance, ESG & Public Policy	Compensation & Benefits	Compliance
Martin I. Cole			🟡	🟡
Richard A. Goodman	🟡		🟡	
Betsy D. Holden	🟡		🟡	
Jeffrey A. Joerres ★		●		
Devin B. McGranahan				
Michael A. Miles, Jr.		🟡	●	
Timothy P. Murphy	🟡			●
Joyce A. Phillips		🟡	🟡	
Jan Siegmund	●			🟡
Angela A. Sun	🟡			🟡
Solomon D. Trujillo	🟡			🟡

★ Chair of the Board
● Committee Chair
🟡 Member

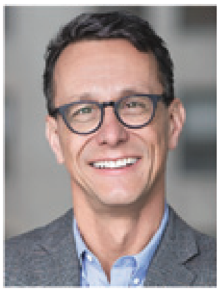
BOARD AND COMMITTEE GOVERNING DOCUMENTS

Each committee operates under a charter approved by the Board. The Company's Audit Committee Charter, Compensation and Benefits Committee Charter, Corporate Governance, ESG, and Public Policy Committee Charter, Compliance Committee Charter, and Corporate Governance Guidelines are available without charge through the "Investor Relations, Corporate Governance" portion of the Company's website, *www.westernunion.com*, or by writing to the attention of: Investor Relations, The Western Union Company, 7001 E. Belleview Avenue, WU-HQ-10, Denver, Colorado 80237.

Audit Committee

"During 2021, the Audit Committee continued to oversee financial reporting, internal audit, and legal and regulatory matters, with a strong focus on the Company's controls and culture of compliance. The Committee is continuing to focus on these areas and risk management and mitigation, with an emphasis on the evolving cybersecurity, technology, and data privacy regulatory environment."

Jan Siegmund, Committee Chair



Additional Committee Members: Richard A. Goodman, Betsy D. Holden, Timothy P. Murphy, Angela A. Sun, and Solomon D. Trujillo

Meetings Held in 2021: 8

Primary Responsibilities: Pursuant to its charter, the Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to:

- integrity of the Company's consolidated financial statements;
- compliance with legal and regulatory requirements;
- review the Company's guidelines and policies that govern the process by which the Company goes about assessing and managing its exposure to risks;
- the independent registered public accounting firm's qualifications, independence and compensation; and
- performance of the Company's internal audit function and independent registered public accounting firm.

Independence: Each member of the Audit Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as the Board has determined, has no material relationship with the Company. Each member of the Audit Committee is financially literate, knowledgeable, and qualified to review financial statements. The Board has designated each of Mr. Goodman and Mr. Siegmund as a "financial expert" as defined by Item 407(d) of Regulation S-K.

Service on Other Audit Committees: No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee. Currently, none of the Audit Committee members serve on more than two other public company audit committees.

Compensation and Benefits Committee

"In 2021, the Compensation and Benefits Committee continued to focus on pay-for-performance to set the foundation for the long-term strength and performance of the Company through the Company's executive compensation program. The Compensation and Benefits Committee also assisted the Board in the CEO succession process and in establishing compensation arrangements for the new CEO."

Michael A. Miles, Jr., Committee Chair

Additional Committee Members: Martin I. Cole, Richard A. Goodman, Betsy D. Holden, and Joyce A. Phillips

Meetings Held in 2021: 6

Primary Responsibilities: Pursuant to its charter, the Compensation Committee has the authority to administer, interpret, and take any actions it deems appropriate in connection with any incentive compensation or equity-based plans of the Company, any salary or other compensation plans for officers and other key employees of the Company, and any employee benefit or fringe benefit plans, programs, or policies of the Company. Among other things, the Compensation Committee is responsible for:

- in consultation with senior management, establishing the Company's general compensation philosophy, and overseeing the development and implementation of compensation and benefits policies;
- reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and other executive officers, evaluating the performance of the CEO and other executive officers in light thereof, and setting compensation levels and other benefits for the CEO (with the ratification by the independent directors of the Board) and other executive officers based on this evaluation;
- overseeing the Company's regulatory compliance with respect to compensation matters;
- reviewing and making recommendations to the Board regarding severance or similar termination agreements with the Company's CEO or to any person being considered for promotion or hire into the position of CEO;
- approving grants and/or awards of options, restricted stock, restricted stock units, and other forms of equity-based compensation under the Company's equity-based plans;
- reviewing with management and preparing an annual report regarding the Company's Compensation Discussion and Analysis to be included in the Company's Proxy Statement and Annual Report;
- in consultation with the CEO, reviewing management succession planning;
- reviewing and recommending to the Board of Directors compensation for non-employee directors; and
- periodically reviewing the overall effectiveness of the Company's principal strategies related to human capital management, recruiting, retention, career development, and diversity.

The Compensation Committee has the authority to delegate all or a portion of its duties and responsibilities to a subcommittee and, in some situations, may also delegate its authority and responsibility with respect to certain compensation and benefit plans and programs to one or more employees.

Independence: Each member of the Compensation Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE, the Exchange Act and such other independence or other requirements as may be applicable from time to time, and as the Board has determined, has no material relationship with the Company.

Compliance Committee

"The Compliance Committee shares with regulators the goals of protecting consumers and the integrity of the global money transfer network and remains at the forefront of the Company's focus on the execution and enhancement of the Company's compliance policies and procedures. In 2021, the Compliance Committee continued to focus on sustaining and enhancing the Company's compliance programs in light of increasing regulatory requirements around the globe."

Timothy P. Murphy, Committee Chair

Additional Committee Members: Martin I. Cole, Jan Siegmund, Angela A. Sun, and Solomon D. Trujillo

Meetings Held in 2021: 4

Primary Responsibilities: Pursuant to its charter, the Compliance Committee assists the Audit Committee and the Board in fulfilling the Board's oversight responsibility for the Company's compliance with legal and regulatory requirements. Among other things, the Compliance Committee is responsible for reviewing and discussing with management:

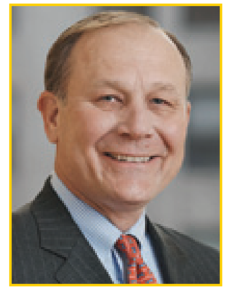
- the Company's compliance programs, policies and key risk exposures relating to AML, sanctions, anti-corruption, fraud prevention, consumer protection, and privacy laws, including establishing procedures to be apprised of material investigations or other material matters that may arise in relation to such laws; and
- legal, compliance or other regulatory matters that may have a material effect on the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies.

Independence: Each voting member of the Compliance Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE, and the Exchange Act, and as the Board has determined, has no material relationship with the Company. The Board may appoint non-voting members to the Compliance Committee that are not independent from the Company.

Corporate Governance, ESG, and Public Policy Committee

"In 2021, the Committee assisted the Board in recruiting, appointing, and onboarding the Company's new CEO and Board member, with the objective of furthering the Company's strategic objectives and enhancing the skills, experience, diversity, and effectiveness of the Board. The Committee also continued to focus on oversight of the Company's ESG disclosures and strategy development."

Jeffrey A. Joerres, Committee Chair



Additional Committee Members: Michael A. Miles, Jr. and Joyce A. Phillips

Meetings Held in 2021: 5

Primary Responsibilities: Pursuant to its charter, the Corporate Governance, ESG, and Public Policy Committee is responsible for:

- recommending to the Board of Directors criteria for Board and committee membership;
- considering, in consultation with the Chair of the Board and the CEO, and recruiting candidates to fill positions on the Board of Directors;
- evaluating current directors for re-nomination to the Board of Directors;
- recommending director nominees to the Board of Directors;
- recommending to the Board of Directors appointments to committees of the Board of Directors;
- recommending to the Board of Directors corporate governance guidelines, reviewing the Corporate Governance Guidelines at least annually, and recommending modifications to the Corporate Governance Guidelines to the Board of Directors;
- advising the Board of Directors with respect to the charters, structure, and operations of the various committees of the Board of Directors and qualifications for membership thereon;
- overseeing the development and implementation of an orientation and continuing education program for directors;
- establishing and implementing self-evaluation procedures for the Board of Directors and its committees;
- reviewing stockholder proposals submitted for inclusion in the Company's Proxy Statement;
- reviewing the Company's related persons transaction policy, and as necessary, reviewing specific related person transactions; and
- reviewing and advising the Board of Directors regarding public policy and ESG matters that are relevant to the Company or the industries in which the Company operates.

Independence: Each member of the Corporate Governance, ESG, and Public Policy Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Exchange Act, and as the Board has determined, has no material relationship with the Company.

CHIEF EXECUTIVE OFFICER SUCCESSION PLANNING

The Company's Board of Directors has developed a governance framework for CEO succession planning that is intended to provide for a talent-rich leadership organization that can drive the Company's strategic objectives. Under its governance framework, the Board of Directors:

- Reviews succession planning for the CEO on an annual basis. As part of this process, the CEO reviews the annual performance of each member of the management team with the Board and the Board engages in a discussion with the CEO and the Chief People Officer regarding each team member and the team member's development;
- Maintains a confidential plan to address any unexpected short-term absence of the CEO and identifies candidates who could act as interim CEO in the event of any such unexpected absence; and
- Ideally three to five years before the retirement of the current CEO, manages the succession process and determines the current CEO's role in that process.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Any stockholder of the Company or other interested party who desires to contact the non-management directors either as a group or individually, or Mr. McGranahan in his capacity as a director, may do so by writing to: The Western Union Company, Board of Directors, 7001 E. Belleview Avenue, Denver, Colorado 80237. Communications that are intended specifically for non-management directors should be addressed to the attention of the Chair of the Corporate Governance, ESG, and Public Policy Committee. All communications will be forwarded to the Chair of the Corporate Governance, ESG, and Public Policy Committee unless the communication is specifically addressed to another member of the Board, in which case, the communication will be forwarded to that director.

BOARD ATTENDANCE AT ANNUAL MEETING OF STOCKHOLDERS

Although the Company does not have a formal policy regarding attendance by members of the Board of Directors at the Company's Annual Meeting of Stockholders, it encourages directors to attend. Eight out of eleven of the members of the Board of Directors serving at the time attended the Company's 2021 Annual Meeting of Stockholders.

PRESIDING DIRECTOR OF NON-MANAGEMENT DIRECTOR MEETINGS

The non-management directors meet in regularly scheduled executive sessions without management. The Chair of the Board of Directors is the presiding director at these meetings.

NOMINATION OF DIRECTORS

The Company's Board of Directors is responsible for nominating directors for election by the stockholders and filling any vacancies on the Board that may occur. The Corporate Governance, ESG, and Public Policy Committee is responsible for identifying, screening, and recommending candidates to the Board for Board membership. The Corporate Governance, ESG, and Public Policy Committee does not have any single method for identifying director candidates, but will consider candidates suggested by a wide range of sources, including by any stockholder, director, or officer of the Company. Mr. McGranahan, who was appointed as a member of the Board in December 2021, was recommended to the Corporate Governance, ESG, and Public Policy Committee by a third-party executive search firm.

DIRECTOR QUALIFICATIONS, REQUIREMENTS, AND EVALUATIONS

General criteria for the nomination of director candidates include experience, high ethical standards and integrity, skills, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties–all in the context of an assessment of the perceived needs of the Board at that point in time. In exercising its director nomination responsibilities, the Corporate Governance, ESG, and Public Policy Committee considers diversity in gender, ethnicity, geography, background, and cultural viewpoints when considering director nominees, given the global nature of the Company's business. However, the Board has not adopted a formal policy governing director diversity.

Our Corporate Governance Guidelines also require that a director retire effective at the next annual meeting of stockholders following the time such director reaches the age of 74. The Board may waive this requirement for one year if it determines it is in the best interests of our Company. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Board or Committee member.

The Corporate Governance, ESG, and Public Policy Committee will consider candidates for election to the Board suggested in writing by a stockholder and will make a recommendation to the Board using the same criteria as it does in evaluating candidates submitted by members of the Board of Directors. Any such suggestions should be submitted to the Corporate Secretary, The Western Union Company, 7001 E. Belleview Avenue, Denver, Colorado 80237. If the Company receives such a suggestion, the Company may request additional information from the candidate to assist in its evaluation.

Pursuant to our Corporate Governance Guidelines, we evaluate the overall effectiveness of the Board annually. The Board together with the Corporate Governance, ESG, and Public Policy Committee conducts annual self-evaluations of Board and committee performance, including an evaluation of the effectiveness of the nomination process. In addition, the Board conducts annual evaluations of each individual independent director.

STOCKHOLDER NOMINEES

Stockholders may submit nominations for director candidates by giving notice to the Corporate Secretary, The Western Union Company, 7001 E. Belleview Avenue, Denver, Colorado 80237. The requirements for the submission of such stockholder nominations are set forth in Article II of the Company's By-Laws, which are available on the "Investor Relations, Corporate Governance" section of the Company's website, www.westernunion.com.

SUBMISSION OF STOCKHOLDER PROPOSALS

Stockholder proposals, including stockholder director nominations, requested to be included in the Company's Proxy Statement for its 2023 Annual Meeting of Stockholders must be received by the Company not later than December 5, 2022 and comply with the requirements of Rule 14a-8, if applicable, and the Company's proxy access By-laws, as applicable. Even if a proposal or director nomination is not submitted in time to be considered for inclusion in the Company's Proxy Statement for its 2023 Annual Meeting of Stockholders, a proper stockholder proposal or director nomination may still be considered at the Company's 2023 Annual Meeting of Stockholders, but only if the proposal or nomination is received by the Company no sooner than January 19, 2023 and no later than February 18, 2023 and otherwise complies with the Company's By-Laws.

All proposals or nominations a stockholder wishes to submit at the meeting should be directed to the Corporate Secretary, The Western Union Company, 7001 E. Belleview Avenue, Denver, Colorado 80237. In addition to satisfying the foregoing requirements and those under the Company's By-Laws, to comply with the universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than March 20, 2023.

CODE OF ETHICS

The Company's Director's Code of Conduct, Code of Ethics for Senior Financial Officers, Reporting Procedure for Accounting and Auditing Concerns, Attorney's Professional Conduct Policy, and the Code of Conduct are available without charge through the "Investor Relations, Corporate Governance" section of the Company's website, *www.westernunion.com*, or by writing to the attention of: Investor Relations, The Western Union Company, 7001 E. Belleview Avenue, WU-HQ-10, Denver, Colorado 80237. In the event of an amendment to, or a waiver from, the Company's Code of Ethics for Senior Financial Officers, the Company intends to post such information on its website, *www.westernunion.com*.

COMPENSATION OF DIRECTORS

The following table provides information regarding the compensation of our outside directors for 2021. Mr. Ersek, our former President and CEO, and Mr. McGranahan, our current President and CEO, did not receive additional compensation in 2021 for their services as directors, and have been excluded from the table. Please see the "2021 Summary Compensation Table" for the compensation received by Messrs. Ersek and McGranahan with respect to 2021.

2021 DIRECTOR COMPENSATION

NAME	FEES EARNED OR PAID IN CASH ($000)	STOCK AWARDS ($000)[2]	OPTION AWARDS ($000)[3]	ALL OTHER COMPENSATION ($000)[4]	TOTAL ($000)[5]
Martin I. Cole	105.7	160.0	—	—	265.7
Richard A. Goodman	110.0	—	160.0	25.0	295.0
Betsy D. Holden	110.0	160.0	—	25.0	295.0
Jeffrey A. Joerres	125.0 (1)	360.0	—	—	485.0
Michael A. Miles, Jr.	120.0	160.0	—	25.0	305.0
Timothy Murphy	128.0	160.0	—	—	288.0
Joyce A. Phillips	105.0	160.0	—	15.0	280.0
Jan Siegmund	125.0	—	160.0	—	285.0
Angela A. Sun	110.0	160.0	—	25.0	295.0
Solomon D. Trujillo	110.0	80.0	80.0	—	270.0

Footnotes:

(1) Mr. Joerres elected to receive his annual retainer fee for 2021 in the form of equity compensation as described below under "Compensation of Directors—Equity Compensation."

(2) The amounts in this column represent the value of stock units granted to director as annual equity grants. Stock awards consist of fully vested stock units that are settled in shares of Common Stock and may be subject to a deferral election consistent with Section 409A of the Internal Revenue Code. The amounts shown in this column are valued based on the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation—Stock Compensation ("FASB ASC Topic 718"). See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 for a discussion of the relevant assumptions used in calculating these amounts.

(3) The amounts in this column represent the value of stock options granted to directors as an annual equity grant. The amounts shown in this column are valued based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 for a discussion of the relevant assumptions used in calculating these amounts.

(4) All Other Compensation represents matches under the Company's gift matching program that the Company made in 2021. Outside directors are eligible to participate in the Company's gift matching program on the same terms as Western Union's executive officers and employees. As noted below, contributions made or directed to be made to an eligible organization, up to an aggregate amount of $25,000 per calendar year, will be matched by the Company. Matching contributions to various charities were made in 2021 on behalf of the following directors: Messrs. Goodman, and Miles, Ms. Holden, Ms. Phillips, and Ms. Sun. Contributions up to $100,000 per calendar year that a director makes to the Western Union Foundation (the "Foundation") without designating a recipient organization will be matched by the Company $2 for every $1 contributed.

(5) As of December 31, 2021, each outside director had outstanding the following number of stock units and options:

NAME	STOCK UNITS	OPTIONS
Martin I. Cole	15,378	9,208
Richard A. Goodman	58,849	75,462
Betsy D. Holden	102,190	—
Jeffrey A. Joerres	128,993	11,448
Michael A. Miles, Jr.	140,183	—
Timothy Murphy	9,929	20,084
Joyce A. Phillips	10,401	—
Jan Siegmund	—	79,247
Angela A. Sun	20,316	22,620
Solomon D. Trujillo	36,998	177,080

DETERMINATION OF DIRECTOR COMPENSATION

The Compensation Committee is responsible for recommending to the Board the compensation of the Company's outside directors. As part of this process, the Compensation Committee reviews the outside director compensation program annually to evaluate whether it is competitive with market practices by considering input from Meridian, the Compensation Committee's independent compensation consultant, regarding the Company's historical practices with respect to outside director compensation as well as market data for the same peer group used for determining executive compensation.

CASH COMPENSATION

In 2021, each outside director (other than our Non-Executive Chair) received the following cash compensation for service on our Board and committees of our Board (prorated for partial years of service):

- an annual Board retainer fee of $85,000;
- an annual committee chair retainer fee of $30,000 for the chairs of the Audit Committee and the Compliance Committee and $25,000 for the chairs of the Compensation Committee and the Corporate Governance, ESG and Public Policy Committee; and
- an annual committee member retainer fee of $15,000 for non-chair members of the Audit Committee and $10,000 for non-chair members of each other committee of our Board.

EQUITY COMPENSATION

The 2021 outside director equity awards were granted pursuant to our Long-Term Incentive Plan. The purpose of these awards is to advance the interests of the Company and its stockholders by encouraging stock ownership by our outside directors and by helping the Company attract, motivate, and retain highly qualified outside directors.

In 2021, all of our outside directors (other than our Non-Executive Chair) were eligible to receive an annual equity grant with a value of $160,000 for service on our Board and committees of our Board.

The 2021 equity grant will be settled in shares of common stock and have a one-year vesting requirement, subject to pro-rata vesting for a qualifying departure from the Board. For 2021, each outside director had the choice of electing to receive such director's annual retainer fees described above in the form of cash, equity or a combination thereof. For 2021, each outside director had the choice of election to receive such director's annual equity grant in the form (a) all stock options, (b) all restricted stock units, (c) a combination of 75% stock options and 25% restricted stock units, (d) a combination of 50% stock options and 50% restricted stock units, or (e) a combination of 75% restricted stock units and 25% stock options.

COMPENSATION OF OUR NON-EXECUTIVE CHAIR

In 2021, our Non-Executive Chair received the following compensation in lieu of the compensation described above for our other outside directors:

- an annual retainer fee of $125,000; and
- an annual equity grant with a value of $360,000.

Our Non-Executive Chair has the choice to receive his annual retainer fee in the forms discussed above under "Compensation of Directors—Equity Compensation." The Non-Executive Chair annual equity grant has a one-year vesting condition, subject to pro-rata vesting for a qualifying departure from the Board.

CHARITABLE CONTRIBUTIONS

Outside directors may participate in the Company's gift matching program on the same terms as the Company's executive officers and employees. Under this program, contributions up to $100,000 per calendar year that the director makes to the Foundation without designating a recipient organization will be matched by the Company $2 for every $1 contributed. Contributions made or directed to be made to an eligible organization, as defined in the program, up to an aggregate amount of $25,000 per calendar year will be equally matched by the Company through the Foundation.

REIMBURSEMENTS

Directors are reimbursed for their expenses incurred by attending Board, committee, and stockholder meetings, including those for travel, meals, and lodging. Occasionally, a spouse or other guest may accompany directors on corporate aircraft when the aircraft is already scheduled for business purposes and can accommodate additional passengers. In those cases, there is no aggregate incremental cost to the Company and, as a result, no amount is reflected in the 2021 Director Compensation table.

INDEMNIFICATION AGREEMENTS

Each outside director has entered into a Director Indemnification Agreement with the Company to clarify indemnification procedures. Consistent with the indemnification rights already provided to directors of the Company in the Company's Certificate of Incorporation, each agreement provides that the Company will indemnify and hold harmless each outside director to the fullest extent permitted or authorized by the General Corporation Law of the State of Delaware in effect on the date of the agreement or as such laws may be amended or replaced to increase the extent to which a corporation may indemnify its directors.

EQUITY OWNERSHIP GUIDELINES

Each outside director is expected to maintain an equity investment in Western Union equal to five times his or her annual cash retainer, which must be achieved within five years of the director's initial election to the Board. The holdings that generally may be counted toward achieving the equity investment guidelines include outstanding stock awards or units, shares obtained through stock option exercises, shares owned jointly with or separately by the director's spouse, and shares purchased on the open market. As of the Record Date, all outside directors have met or, within the applicable period, are expected to meet, these equity ownership guidelines.

PROHIBITION AGAINST PLEDGING AND HEDGING OF THE COMPANY'S SECURITIES

The Company's Insider Trading Policy prohibits the Company's directors from pledging the Company's securities or engaging in hedging or short-term speculative trading of the Company's securities, including, without limitation, short sales or put or call options involving the Company's securities.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee is currently comprised of six independent directors and operates under a written charter adopted by the Board. The Audit Committee reviews the charter at least annually, reviewing it last in December 2021. The charter is available through the "Investor Relations, Corporate Governance" portion of the Company's website *http://www.westernunion.com*.

The Board has the ultimate authority for effective corporate governance, including the role of oversight of the management of the Company. The Audit Committee's purpose is to assist the Board in fulfilling its oversight responsibilities with respect to the Company's consolidated financial statements, independent registered public accounting firm qualifications and independence, performance of the Company's internal audit function and independent registered public accounting firm, and other matters identified in the Audit Committee Charter. The Audit Committee relies on the expertise and knowledge of management, the internal auditors and the independent registered public accounting firm in carrying out its responsibilities. Management is responsible for the preparation, presentation, and integrity of the Company's consolidated financial statements, accounting and financial reporting principles, internal control over financial reporting and disclosure controls, and procedures designed to ensure compliance with accounting standards, applicable laws, and regulations. In addition, management is responsible for objectively reviewing and evaluating the adequacy, effectiveness, and quality of the Company's system of internal control. The Company's independent registered public accounting firm, Ernst & Young LLP, is responsible for performing an independent audit of the consolidated financial statements and for expressing an opinion on the conformity of those financial statements with United States generally accepted accounting principles. The Company's independent registered public accounting firm is also responsible for expressing an opinion on the effectiveness of the Company's internal control over financial reporting.

The Audit Committee engages in an annual evaluation of the independent public accounting firm's qualifications, assessing the firm's quality of service, the firm's sufficiency of resources, the quality of the communication and interaction with the firm, and the firm's independence, objectivity, and professional skepticism. In evaluating and selecting the Company's independent registered public accounting firm, the Audit Committee considers, among other things, historical and recent performance of the firm, an analysis of known significant legal or regulatory proceedings related to the firm, recent Public Company Accounting Oversight Board (the "PCAOB") reports regarding the firm, industry experience, audit fee revenues, audit approach, and the independence of the firm. The Audit Committee also periodically considers the advisability and potential impact of selecting a different independent public accounting firm. In addition, the Audit Committee is involved in the lead audit partner selection process.

During fiscal year 2021, the Audit Committee fulfilled its duties and responsibilities as outlined in its charter. Specifically, the Audit Committee, among other actions:

- reviewed and discussed with management and the independent registered public accounting firm the Company's quarterly earnings press releases, consolidated financial statements, and related periodic reports filed with the SEC;
- reviewed with management, the independent registered public accounting firm and the internal auditor, management's assessment of the effectiveness of the Company's internal control over financial reporting, and the effectiveness of the Company's internal control over financial reporting;
- reviewed with the independent registered public accounting firm, management, and the internal auditor, as appropriate, the audit scope and plans of both the independent registered public accounting firm and internal auditor;
- reviewed with the independent registered public accounting firm the critical audit matters expected in their report for the 2021 audit;
- met in periodic executive sessions with each of the independent registered public accounting firm, management, and the internal auditor;
- received the written disclosures and the annual letter from Ernst & Young LLP provided to us pursuant to PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, concerning their independence and discussed with Ernst & Young LLP their independence; and
- reviewed and pre-approved all fees paid to Ernst & Young LLP, as described in Proposal 3–Ratification of Selection of Auditors, and considered whether Ernst & Young LLP's provision of non-audit services to the Company was compatible with the independence of the independent registered public accounting firm.

The Audit Committee has reviewed and discussed with the Company's management and independent registered public accounting firm the Company's audited consolidated financial statements and related footnotes for the fiscal year ended December 31, 2021, and the independent registered public accounting firm's report on those financial statements. Management represented to the Audit Committee that the Company's financial statements were prepared in accordance with United States generally accepted accounting principles.

We have discussed with Ernst & Young LLP the matters required to be discussed with the Audit Committee by the applicable requirements of the PCAOB and the SEC. Such communications include, among other items, matters relating to the conduct of an audit of the Company's consolidated financial statements under the standards of the PCAOB. This review included a discussion with management and the independent registered public accounting firm about the quality (not merely the acceptability) of the Company's accounting principles, the reasonableness of significant estimates and judgments, and the disclosures in the Company's financial statements, including the disclosures relating to critical accounting policies.

In reliance on the review and discussions described above, we recommended to the Board of Directors, and the Board approved, that the audited consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 for filing with the SEC.

Audit Committee

Jan Siegmund (Chair)
Richard A. Goodman
Betsy D. Holden
Timothy P. Murphy
Angela A. Sun
Solomon D. Trujillo

COMPENSATION AND BENEFITS COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Company's Compensation Discussion and Analysis with management and based on such review and discussion, the Compensation and Benefits Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Proxy Statement and its Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Compensation and Benefits Committee

Michael A. Miles, Jr. (Chair)
Martin I. Cole
Betsy D. Holden
Richard A. Goodman
Joyce Phillips

COMPENSATION DISCUSSION AND ANALYSIS

EXECUTIVE SUMMARY

BUSINESS OVERVIEW

The Western Union Company provides people and businesses with fast, reliable, and convenient ways to send money and make payments around the world. Western Union offers its services in more than 200 countries and territories. Our business is complex: our regulatory environment is disparate and developing; our consumers are different from those addressed by traditional financial services firms; and our agent and client relationships are numerous and varied.

Managing these complexities is at the center of Western Union's success, and our leadership must be capable of supporting our Company's goals amid this complexity.

The Company's key strategic priorities for 2021 are set forth in the chart below. The performance goals and objectives under our annual incentive and long-term incentive programs were designed to support these strategic priorities.

Strategic Priorities

Strengthening our consumer money transfer and payments businesses	+	Continued emphasis on digital expansion	+	Creating operating efficiencies	+	Generating and deploying strong cash flow for our stockholders

Selected Results

GAAP revenue of $5.1 billion, up 5% from 2020; Constant currency revenue, up 4% from 2020(1)	In 2021, the Company returned $781 million to stockholders consisting of $400 million of share repurchases and $381 million of dividends	Digital Money Transfer(2) revenues increased 22% from 2020 on transaction growth of 32%; WU.com revenues, a subset of Digital Money Transfer, increased 18% from 2020 on transaction growth of 19%
Operating income in 2021 of $1,123 million, or $1,108 million adjusted operating income, compared to $967 million or $1,007 million adjusted operating income in 2020(1)	Operating income margin in 2021 of 22.1%, or adjusted operating income margin of 22.5%, compared to 20.0% or 20.8% adjusted operating income margin in 2020(1)	The Company's 2019 Restructuring Initiative generated expense savings of approximately $100 million in 2021

Please see our 2021 Annual Report on Form 10-K for more information regarding our performance.

(1) See Annex A for a reconciliation of measures that are not based on accounting principles generally accepted in the United States ("GAAP") to the comparable GAAP measure.

(2) Consumer-to-Consumer segment money transfer transactions initiated through websites and mobile applications marketed under our brands ("westernunion.com") and transactions initiated on the internet and mobile applications hosted by our third-party white label or co-branded digital partners.

EXECUTIVE COMPENSATION FRAMEWORK

The Company's executive compensation framework reinforces our executive compensation philosophy and objectives and includes the following:

WHAT WE DO

- ✓ **Pay-for-performance and at-risk compensation.**

  A significant portion of our targeted annual compensation is performance-based and/or subject to forfeiture ("at-risk"), with emphasis on variable pay to reward short- and long-term performance measured against pre-established objectives informed by our Company's strategy. For 2021, performance-based compensation comprised approximately 83% of the targeted annual compensation for Mr. Ersek and, on average, approximately 64% of the targeted annual compensation for our other NEOs (excluding new hire NEOs). The remaining components of such NEOs' 2021 targeted annual compensation consisted of base salary and service-based RSUs, with the Compensation Committee viewing RSUs as at-risk as their value fluctuates based on our stock price performance.

- ✓ **Align compensation with stockholder interests.**

  Performance measures for incentive compensation are linked to the overall performance of the Company and are designed to be aligned with the creation of long-term stockholder value.

- ✓ **Emphasis on future pay opportunity vs. current pay.**

  Our long-term incentive awards are equity-based, use performance and multi-year vesting provisions to encourage retention, and are designed to align our NEOs' interests with long-term stockholder interests. For 2021, long-term equity compensation comprised approximately 74% of the targeted annual compensation for Mr. Ersek and, on average, approximately 64% of the targeted annual compensation for our other NEOs (excluding new hire NEOs).

- ✓ **Mix of performance metrics.**

  The Company utilizes a mix of performance metrics that emphasize both absolute performance goals, which provide the primary links between incentive compensation and the Company's strategic operating plan and financial results, and a relative performance goal, which measures Company performance in comparison to the S&P 500 Index.

- ✓ **Stockholder engagement.**

  The Compensation Committee chair and members of management engage with stockholders regularly to discuss and understand their perceptions or concerns regarding our executive compensation program.

- ✓ **"Clawback" policy.**

  The Company may recover incentive compensation paid to certain officers in the event of an accounting restatement or if such officers engaged in detrimental conduct, as defined in the clawback policy. In addition, the Company may recover incentive compensation paid to certain officers for conduct that is determined to have contributed to material compliance failures, subject to applicable laws.

- ✓ **Robust stock ownership guidelines.**

  We require our executive officers to own a meaningful amount of Company stock to align them with long-term stockholder interests (6x base salary in the case of our CEO and 3x base salary for our other NEOs).

- ✓ **Include ESG metrics in compensation program.**

  Our annual incentive program incorporates ESG metrics, which qualitatively assess progress towards the Company'– three pillars - Integrity of Global Money Movement, Economic Prosperity, and Diversity, Equity and Inclusion. In addition, our annual incentive program incorporates compliance and leadership metrics.

- ✓ **Multi-year vesting and/or performance periods for long-term incentive awards.**
- ✓ **Independent compensation consultant retained by the Compensation Committee.**
- ✓ **"Double trigger" severance benefits in the event of a change-in-control.**
- ✓ **Maximum payout caps for annual cash incentive compensation and PSUs.**

WHAT WE DON'T DO

- ✘ **No repricing or buyout of underwater stock options without stockholder approval.**
- ✘ **No change-in-control tax gross-ups.**
  Following Mr. Ersek's retirement as CEO, no Company employee is eligible for change-in-control tax gross-up payments.
- ✘ **Prohibition against pledging and hedging of Company securities by senior executives and directors.**
  Please see "Summary of Corporate Governance Practices" for additional details.
- ✘ **No dividends or dividend equivalents paid on unvested or unearned PSUs or RSUs.**
- ✘ **No service-based defined benefit pension plan.**

MANAGEMENT TRANSITION

On December 27, 2021, Devin McGranahan succeeded Hikmet Ersek as the Company's new President and Chief Executive Officer. Upon Mr. McGranahan's start date, Mr. Ersek assumed the role as Special Advisor to the Chief Executive Officer, with such service expected to continue through June 30, 2022. Please see the section below entitled "CEO Transition Compensation" for a description of the compensation arrangements entered into with Messrs. McGranahan and Ersek in connection with the CEO transition.

FORMER CHIEF EXECUTIVE OFFICER COMPENSATION

Because Mr. Ersek served as CEO of the Company until late December 2021, this section describes the compensation paid or granted to Mr. Ersek in 2021. Mr. Ersek's 2021 base salary and annual and long-term incentive award targets remained unchanged from the levels set in 2020. Mr. Ersek's 2021 compensation continued to be aligned with median compensation for chief executive officers in the 2021 peer group, based on the most recent publicly available information, as compiled by the Compensation Committee's independent compensation consultant. For 2021 performance, Mr. Ersek received an annual incentive payout of $1,392,300, reflecting achieved performance of 78% of target, as further described on pages 43-45. In addition, 2021 was the final performance year of the 2019 PSU grants. Primarily, due to the impact of COVID-19 on the Company's operations in 2020 and 2021, the TSR PSUs did not vest, while the Financial PSUs vested at 28% despite achieving close to target performance for the first year of the three-year performance period.

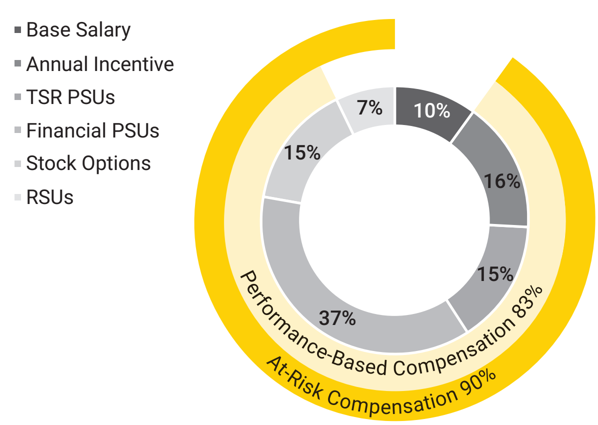
In 2021, Mr. Ersek's long-term incentive allocation continued to be comprised of 50% Financial PSUs, 20% TSR PSUs, 20% stock options and 10% service-based RSUs. Further information with respect to the 2021 long-term incentive awards can be found on pages 45-49.

Mr. Ersek's 2021 total target direct compensation (which includes base salary, target bonus opportunity and the 2021 long-term incentive grant value) was weighted significantly toward variable and performance-based incentive pay over fixed pay, and long-term, equity-based pay over annual cash compensation, because the Compensation Committee desired to tie a significant level of the CEO's compensation to the performance of the Company.

The percentage of compensation delivered in the form of performance-based compensation was higher for Mr. Ersek as compared to our other NEOs because the Compensation Committee believes that the CEO's leadership is one of the key drivers of the Company's success and that a greater percentage of the CEO's total compensation should be variable as a reflection of the Company's level of performance. Market data provided by the Compensation Committee's independent compensation consultant supported this practice as well.

The following chart illustrates our CEO pay philosophy of heavily weighting targeted CEO compensation toward variable, performance-based pay elements.

FORMER CEO 2021 TOTAL TARGET DIRECT COMPENSATION



2021 SAY ON PAY VOTE

The Company received approximately 94% support for its “say on pay” vote at the Company’s 2021 Annual Meeting of Stockholders and an average support level of 93% for the Company’s “say on pay” votes over the last five years. After considering the 2021 “say on pay” results, the committee determined that the Company’s executive compensation philosophy, compensation objectives, and compensation elements continued to be appropriate and did not make any specific changes to the Company’s executive compensation program in response to the 2021 “say on pay” vote.

STOCKHOLDER ENGAGEMENT

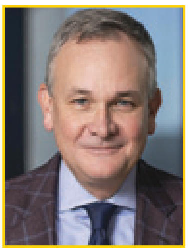
Management and the Compensation Committee Chair regularly reach out to stockholders to better understand their views on the Company’s executive compensation program, the “say on pay” vote and our executive compensation disclosure. In 2021, the Company reached out to stockholders who held approximately 70% of the Company’s outstanding common stock to discuss the Company’s executive compensation program and held discussions with all stockholders who accepted the Company’s invitation. Over the past few years, the committee and management have found these discussions to be very helpful in their ongoing evaluation of the Company’s executive compensation program, and intend to continue to obtain this feedback in the future.

ESTABLISHING AND EVALUATING EXECUTIVE COMPENSATION

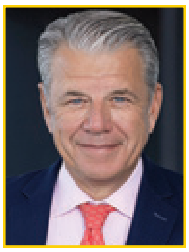
INTRODUCTION

This Compensation Discussion and Analysis describes how the Compensation Committee determined 2021 executive compensation, the elements of our executive compensation program and the compensation of each of our NEOs.

The information provided should be read together with the information presented in the "Executive Compensation" section of this Proxy Statement. For 2021, the NEOs were:



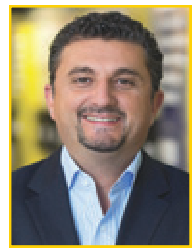
Devin McGranahan
President and Chief Executive Officer



Hikmet Ersek
Senior Advisor to Chief Executive Officer(1)

Raj Agrawal
Chief Financial Officer

Michelle Swanback
President, Product and Platform(2)



Jean Claude Farah
President, Global EMEA/APAC Region

Gabriella Fitzgerald
President, Americas Region

(1) On December 27, 2021, Mr. Ersek retired as the Company's President and Chief Executive Officer and assumed the role of Special Advisor to the CEO, with such service scheduled to terminate on June 30, 2022.

(2) On March 31, 2022, Michelle Swanback separated from the Company.

OUR EXECUTIVE COMPENSATION PHILOSOPHY AND OBJECTIVES

The Compensation Committee has adopted the following compensation objectives and guiding principles to align the Company's incentive compensation program with the Company's overall executive compensation philosophy:

Our Executive Compensation Philosophy

The Compensation Committee believes the Company's executive compensation program should reward actions and behaviors that build a foundation for the long-term strength and performance of the Company, while also rewarding the achievement of short-term performance goals informed by the Company's strategy.

Objectives

- Align executive goals and compensation with stockholder interests
- Attract, retain and motivate outstanding executive talent
- Pay-for-performance – Hold executives accountable and reward them for achieving financial, strategic and operating goals

Guiding Principles

- **Pay-for-Performance:** Pay is significantly performance-based and at-risk, with emphasis on variable pay to reward short- and long-term performance measured against pre-established objectives informed by the Company's strategy.
- **Align Compensation with Stockholder Interests:** Link incentive payouts with the overall performance of the Company, including achievement of financial and strategic objectives, as well as individual performance and contributions, to create long-term stockholder value.
- **Stock Ownership Guidelines:** Our program requires meaningful stock ownership by our executives to align them with long-term stockholder interests.
- **Emphasis on Future Pay Opportunity vs. Current Pay:** Our long-term incentive awards are delivered in the form of equity-based compensation with multi-year vesting provisions to encourage retention.
- **Hire, Retain and Motivate Top Talent:** Offer market-competitive compensation which clearly links payouts to actual performance, including rewarding appropriately for superior results, facilitating the hire and retention of high-caliber individuals with the skills, experience and demonstrated performance required for our Company.
- **Principled Programs:** Structure our compensation programs considering corporate governance best practices and in a manner that is understandable by our participants and stockholders.

THE BOARD OF DIRECTORS AND THE COMPENSATION COMMITTEE

The Board of Directors oversees the goals and objectives of the Company and the CEO, evaluates succession planning with respect to the CEO and evaluates the CEO's performance. The Compensation Committee supports the Board by:

- Establishing the Company's compensation philosophy;
- Overseeing the development and implementation of the Company's compensation and benefits policies;
- Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and other executive officers;
- Approving the compensation levels of each of the executive officers;
- Approving the compensation of the CEO, with ratification by the independent directors of the Board; and
- Overseeing critical role development and succession efforts by providing strategic direction as the Board identifies key executive skills and experience priorities.

The Compensation Committee's responsibilities under its charter are further described in the "Corporate Governance—Committees of the Board of Directors" section of this Proxy Statement.

Mr. Ersek, while not a member of the Compensation Committee, attended portions of each meeting of the Compensation Committee in 2021 to contribute to and understand the committee's oversight of, and decisions relating to, executive compensation. Mr. Ersek did not attend portions of the meetings relating to his compensation. The Compensation Committee regularly conducts executive sessions without management present.

The Compensation Committee also engages in an ongoing dialog with the CEO and the committee's independent compensation consultant in the evaluation and establishment of the elements of our executive compensation program. Further, the committee received input from employees in the Company's human resources department, including the Chief People Officer, in making executive compensation decisions.

COMPENSATION CONSULTANTS

During 2021, Meridian continued to provide executive and director compensation consulting services to the Compensation Committee.

Meridian is retained by and reports directly to the Compensation Committee and participates in committee meetings. Meridian informs the committee on market trends, as well as regulatory issues and developments and how they may impact the Company's executive compensation program. Meridian also:

- Participates in the design of the executive compensation program to help the committee evaluate the linkage between pay and performance;
- Reviews market data and advises the committee regarding the compensation of the Company's executive officers;
- Reviews and advises the committee regarding outside director compensation; and
- Performs an annual risk assessment of the Company's compensation program, as described in the "Executive Compensation—Risk Management and Compensation" section of this Proxy Statement.

Meridian does not provide any other services to the Company. The Compensation Committee has assessed the independence of Meridian pursuant to the NYSE rules and the Company concluded that the work performed by Meridian for the Compensation Committee did not raise any conflict of interest.

During 2021, management retained the services of Willis Towers Watson PLC ("WTW") to assist the Company in evaluating the Company's annual and long-term incentive programs. The Compensation Committee has assessed the independence of WTW pursuant to the NYSE rules and the Company concluded that WTW's work did not raise any conflict of interest.

SETTING 2021 COMPENSATION

In late 2020, the Compensation Committee, working with Meridian and the CEO, engaged in a detailed review of the Company's executive compensation program to evaluate whether the design and levels of each compensation element were:

- Appropriate to support the Company's strategic performance objectives;
- Consistent with the philosophy and objectives described under "—Our Executive Compensation Philosophy and Objectives" above; and
- Reasonable when compared to market pay practices (see "—Market Comparison" below).

For 2021, the Compensation Committee retained the overall structure and design of the 2020 executive compensation program, except that the committee approved the use of three one-year performance periods for the Financial PSUs in light of the economic uncertainty caused by the ongoing COVID-19 pandemic. All of the one-year performance goals for the 2021-2023 Financial PSUs were set at the beginning of the performance period and any earned PSUs do not vest until the three-year anniversary of the grant date. Consistent with the 2020 executive compensation program, the Company's 2021 executive compensation program was significantly weighted towards performance-based compensation and included a diversified mix of long-term incentive awards.

The Compensation Committee set the annual and long-term incentive targets for the 2021 executive compensation program in February 2021. The Compensation Committee believed at the time that the performance targets were rigorous yet achievable, and therefore established the targets so that they would be achieved, at the target performance level, if the Company successfully executed against its operating plan for 2021 and the 2021-2023 performance period.

With respect to setting 2021 compensation levels, Mr. Ersek presented to the Compensation Committee his evaluation and recommendation for each of the other then-serving NEOs and their respective salary, annual bonus targets, and long-term incentive award targets. Mr. Ersek based his assessments on a number of factors, including but not limited to: individual performance and relative contributions to the Company's success; the performance of the executive's respective business unit or functional area; retention considerations; market data; compensation history; and internal equity. After consideration and discussion, the Committee reviewed and approved Mr. Ersek's 2021 recommendations for the then-serving NEOs other than himself.

Also in early 2021, Mr. Ersek submitted a self-evaluation to the Compensation Committee. The committee shared Mr. Ersek's goals for the year and his self-evaluation with the independent members of the Board, who then evaluated Mr. Ersek's performance in 2020 based on his actual performance versus such goals. In setting Mr. Ersek's 2021 compensation, the committee considered this evaluation, market data regarding chief executive officer compensation levels provided by Meridian, and a tally sheet of Mr. Ersek's historical and current compensation data, among other information. No member of management made any recommendations regarding Mr. Ersek's compensation or, except for the Company's Chief People Officer, participated in the portions of the Compensation Committee meeting or in the meeting of the independent directors of the Board during which Mr. Ersek's compensation was determined or ratified.

MARKET COMPARISON

For 2021, the Compensation Committee considered market pay practices when setting executive compensation, but did not target percentile ranks of specific compensation elements or total target direct compensation against the market data. Instead, the committee used market data to assess the overall competitiveness and reasonableness of the Company's executive compensation program.

While the Compensation Committee considers relevant market pay practices when setting executive compensation, it does not believe it is appropriate to establish compensation levels based only on market practices. The Compensation Committee believes that compensation decisions are complex and require a deliberate review of Company and individual performance and peer compensation levels. The factors that influence the amount of compensation awarded include, but are not limited to:

- Market competition for a particular position;
- Experience and past performance inside or outside the Company;
- Role and responsibilities within the Company;
- Tenure with the Company and associated institutional knowledge;
- Long-term potential with the Company;
- Innovative thinking and leadership;
- Money transfer or financial services industry expertise;
- Personal performance and contributions;
- Succession planning;
- Past and future performance objectives; and
- Value of the position within the Company.

As further discussed below, the committee considered market data from both an executive compensation peer group and a general industry compensation survey, but did not assign a specific weight to either data source.

The Compensation Committee believes that the Company's executive compensation peer group should reflect the markets in which the Company competes for business, executive talent and capital. Accordingly, the Company's peer group includes companies meeting either of the following criteria:

- Global brands providing virtual products or services; or
- Companies involved with payment and/or processing services.

The executive compensation peer group used for evaluating 2021 compensation decisions consisted of the companies below, which did not change from the executive compensation peer group used to evaluate 2020 compensation decisions. Meridian compiled compensation information from the peer group based on the publicly filed documents of each member of the peer group. Based on the information below, the Company estimates that it is between the 25th and 50th percentile of the peer group in terms of revenues, above the 75th percentile of the peer group in terms of percentage of total revenues outside of the US, and below the 25th percentile of the peer group in terms of market capitalization.

PEER GROUP	2020 REVENUES* (IN MILLIONS)	2020 INTERNATIONAL BUSINESS (% OF TOTAL REVENUES OUTSIDE OF THE US)	MARKET CAP (AS OF 12/31/2020) (IN MILLIONS)
Ameriprise Financial	$11,958	**	$35,239
Broadridge Financial Solutions, Inc.	$4,529	12%	$21,220
CME Group Inc.	$4,870	0%	$81,379
Comerica Incorporated	$2,375	0%	$12,110
Discover Financial Services	$5,954	0%	$35,357
eBay Inc.	$10,271	59%	$40,371
Euronet Worldwide, Inc.	$2,483	70%	$6,451
Fidelity National Information Services, Inc.	$12,552	24%	$70,959
Fiserv, Inc.	$14,852	13%	$71,543
FleetCor Technologies, Inc.	$2,389	39%	$19,268
Global Payments Inc.	$7,424	22%	$42,484
Intercontinental Exchange, Inc.	$6,036	35%	$74,589
MoneyGram International, Inc.	$1,217	55%	$690
Nasdaq, Inc.	$5,627	17%	$32,612
Northern Trust Corporation	$5,976	23%	$25,839
PayPal Holdings, Inc.	$21,454	49%	$219,900
Sabre Corporation	$1,334	52%	$2,898
State Street Corporation	$11,615	45%	$35,521
25th Percentile	**$2,994**	**13%**	**$19,756**
50th Percentile	**$5,965**	**24%**	**$35,298**
75th Percentile	**$11,279**	**49%**	**$63,841**

* All data was compiled by Meridian who obtained peer company financial market intelligence from S&P CapitalIQ. The data generally represents revenue and operating income for the most recent four quarters available to Meridian at the time Meridian compiled the data in January 2021. Operating income may reflect measures not in conformity with GAAP.

** Data was not available for this metric.

The Compensation Committee also referenced general industry compensation survey data in evaluating executive pay in order to consider a broader perspective on market practices. To assist the committee in its review of the general industry compensation survey data, Meridian extracts compensation information from the surveys with respect to companies with annual revenues generally ranging from $3 billion to $6 billion. For the 2021 compensation review, Meridian compiled compensation data from general industry compensation surveys provided by WTW (which included data from companies with annual revenues between $3 billion and $6 billion), and peer group data taken directly from peer group proxy statements or from the Equilar Top 25 database. Executive positions were matched to the peer group proxy data and third-party survey data based on job title, functional matches, and pay rank.

In 2021, Meridian was asked to re-evaluate the Company's peer group. Based on this review, in December 2021, the Compensation Committee approved changes to the Company's peer group to further align the median revenues of the peer group with the Company's revenues. As a result, the Compensation Committee approved the removal of Ameriprise Financial, Inc., Comerica Incorporated, Northern Trust Corporation, Sabre Corporation, and State Street Corporation, and the addition of Alliance Data Systems Corporation, Genpact Limited, Jack Henry & Associates, Inc., Paychex, Inc., and SS&C Technologies Holdings, Inc. to the Company's peer group. The revised peer group will be used to evaluate 2022 compensation decisions.

Use of Tally Sheets

The Compensation Committee reviews tally sheets that present historical and current compensation data, valuations of future equity vesting, value of option exercises in the past five years, as well as analyses for hypothetical terminations and retirements to allow the Compensation Committee to consider the Company's obligations under such circumstances. The tally sheets provide additional context for the committee in determining and assessing NEO compensation.

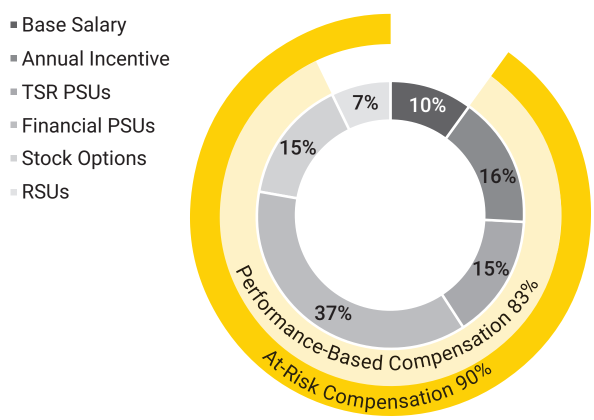
THE WESTERN UNION 2021 EXECUTIVE COMPENSATION PROGRAM

Pay-For-Performance and At-Risk Compensation

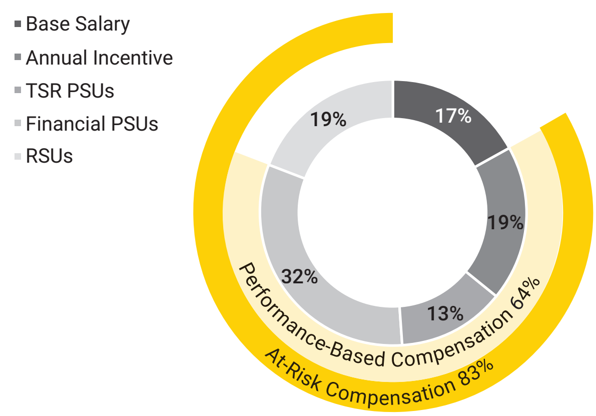
The principal components of the Company's 2021 annual executive compensation program were annual base salary, annual incentive awards, and long-term incentive awards in the form of PSUs, stock options (for Mr. Ersek) and RSUs. The Compensation Committee designed the 2021 executive compensation program so that performance-based pay elements (Annual Incentive Plan awards, PSUs and, if applicable, stock options) would constitute a significant portion of the executive compensation awarded, determined at target levels. The following charts illustrate the mix of the targeted annual compensation for Mr. Ersek and the average targeted annual compensation for the other NEOs (excluding Mr. McGranahan and Ms. Fitzgerald), and the portion of that compensation that is performance-based and/or at-risk.

For purposes of these charts, the percentage of targeted annual compensation was determined based on the annual base salary and target incentive opportunities applicable to the NEO as of December 31, 2021. Mr. McGranahan and Ms. Fitzgerald are excluded from the chart below in light of the fact that they commenced employment with the Company late in 2021 and, in light of their employment commencement dates, their 2021 compensation did not reflect a typical NEO compensation mix. For further information regarding Mr. McGranahan's and Ms. Fitzgerald's compensation, please see the sections below entitled the "CEO Transition Compensation" and "Employment Arrangements" within the Compensation Discussion and Analysis section of this Proxy Statement.

FORMER CEO 2021 TOTAL TARGET DIRECT COMPENSATION



NEO 2021 TOTAL TARGET DIRECT COMPENSATION



ELEMENTS OF 2021 EXECUTIVE COMPENSATION PROGRAM

The following table lists the material elements of the Company's 2021 executive compensation program for the Company's NEOs. The committee believes that the design of the Company's executive compensation program focuses on performance based compensation elements, provides alignment with the Company's short- and long-term financial and strategic priorities at the time through the annual and long-term incentive programs, and provides alignment with stockholder interests.

	Fixed	At-Risk / Performance-Based			
	Base Salary	+ Annual Incentive Awards	+ PSUs	+ Stock Options (CEO only)	+ RSUs
Key Characteristics	Fixed compensation component payable in cash.	Variable compensation component payable in cash based on performance against annually established performance objectives.	PSUs vest based on the Company's achievement of financial performance objectives and the Company's relative TSR performance. The value of PSUs is also dependent on our stock price over the performance period. Financial PSUs accrue dividend equivalents, with dividend equivalents paid only to the extent the underlying shares vest. TSR PSUs do not accrue or pay dividend equivalents.	Non-qualified stock options granted with an exercise price equal to fair market value on the date of grant that expire 10 years after grant and become exercisable in 25% annual increments over a four-year vesting period based on continued service during the vesting period. The value of stock options is dependent on our stock price over the option term.	RSUs generally cliff vest on the third anniversary of the date of grant based on continued service during the vesting period. The value of RSUs is dependent on our stock price over the vesting period. RSUs accrue dividend equivalents, with dividend equivalents paid only to the extent the underlying shares vest.
Why We Pay This Element	Establish a pay foundation at competitive levels to attract and retain talented executives.	Motivate and reward executives for performance on key financial, strategic and/or individual performance goals over the year. Hold our executives accountable, with payouts based on actual performance against pre-established and communicated performance goals.	Align the interests of executives with those of our stockholders by focusing the executives on the Company's financial and TSR performance over a multi-year period. Hold our executives accountable, with payouts varying from target based on actual performance against pre-established and communicated performance goals.	Align interests of the CEO with those of our stockholders by focusing on long-term stock price appreciation over the option term.	Competitive with market practices in order to attract and retain top executive talent. Align the interests of executives with those of our stockholders by focusing the executives on long-term objectives over a multi-year vesting period, with the value of the award fluctuating based on stock price performance.
How We Determine Amount*	Experience, job scope, responsibilities, market data, internal equity, and individual performance.	Internal pay equity, market practice, corporate and individual performance. Cash payouts ranging from 0% to 175% of target based on the achievement of financial and strategic goals, with an additional +/- 25% modifier for participants other than Mr. Ersek based on performance with respect to a metric supporting key ESG initiatives, leadership and a personalized objective for each NEO.	Internal pay equity, market practice and individual performance. Financial PSUs: Vesting ranging from 0% to 200% of target based on revenue and operating margin during the 2021-2023 performance period. TSR PSUs: Vesting ranging from 0% to 200% of target based on the Company's TSR performance relative to the S&P 500 Index over the 2021-2023 performance period.	Internal pay equity, market practice and individual performance.	Internal pay equity, market practice and individual performance.

* See the "Setting 2021 Compensation" section for further information regarding the determination of 2021 compensation levels.

Each of Western Union's 2021 executive compensation program elements is described in further detail below.

Base Salary

Our philosophy is that base salaries should meet the objectives of attracting and retaining the executives needed to lead the business. Base salary is a fixed compensation component payable in cash. In February 2021, Ms. Swanback received a base salary increase of approximately 4% in order to further align her total compensation level with the market data. None of our other NEOs received a base salary increase during 2021. Mr. McGranahan's base salary was established at the time he agreed to join the Company in November 2021 based on market data, considering the scope of his role and responsibilities within the organization. Similarly, Ms. Fitzgerald's base salary was established at the time she joined the Company in September 2021 based on market data, considering the scope of her role and responsibilities within the organization.

The following table sets forth each NEO's 2020 and 2021 base salary levels as of December 31 of each year:

EXECUTIVE	2020 BASE SALARY ($000)	2021 BASE SALARY ($000)
Devin McGranahan	N/A	1,000.0
Hikmet Ersek	1,050.0	1,050.0
Raj Agrawal	650.0	650.0
Michelle Swanback	625.0	650.0
Gabriella Fitzgerald	N/A	550.0
Jean Claude Farah	500.0	500.0

Annual Incentive Compensation

Our Annual Incentive Plan is designed to motivate and reward our NEOs for achieving short-term performance objectives. We believe the program supports our "pay-for-performance" culture.

Target payout opportunities under the Annual Incentive Plan are expressed as a percentage of a participant's annual base salary. For 2021, the Compensation Committee increased the target bonus opportunity for Ms. Swanback from 100% to 110% of base salary to further align her annual incentive target with market data and the Company's internal pay practices. None of our other NEOs received an Annual Incentive Plan target increase with respect to 2021. Ms. Fitzgerald's target bonus opportunity was established at the time she joined the Company in September 2021 based on market data, considering the scope of her role and responsibilities within the organization. Mr. McGranahan did not participate in the 2021 Annual Incentive Plan because he commenced employment with the Company in late December 2021.

Potential payouts ranged from 0% to 175% of target based on the achievement of pre-established financial and strategic goals. To measure individual performance against key objectives for the Company as well as the executive's success in fulfilling the executive's responsibilities, the total payout under the Annual Incentive Plan for the participating NEOs other than Mr. Ersek was subject to a +/- 25% modifier based on the committee's assessment versus a leadership metric and an individual performance goal tailored to each participating NEO's functional area. Finally, consistent with prior years, the Annual Incentive Plan incorporated compliance-related metrics, with each NEO evaluated based on what the NEO has done to ensure that the NEO's business or department is in compliance with applicable U.S. laws, with a failing score in compliance resulting in bonus ineligibility for the NEO for the applicable year. The Compensation Committee believes the compliance and leadership metrics support key ESG initiatives for the Company. Payouts for the NEOs (other than Mr. Ersek) were capped at 200% of each individual's target bonus opportunity, with Mr. Ersek's payout capped at 175% of his target bonus opportunity.

The Annual Incentive Plan was based on the achievement of financial and strategic goals weighted at 70% and 30%, respectively. The weighting of the performance measures reflects the desire of the Compensation Committee to tie a significant portion of annual incentive compensation to performance measures that the committee believes are meaningful to and readily accessible by our investors, while at the same time emphasizing strategic performance objectives focused on the Company's growth imperatives.

Financial Performance and Goal Setting. Consistent with prior years, the Compensation Committee set the annual incentive targets for the 2021 Annual Incentive Plan in February 2021. In light of the uncertainty due to the ongoing COVID-19 pandemic, for 2021, the committee approved two refinements to the financial component of the Annual Incentive Plan. First, to recognize the economic uncertainty caused by the pandemic, the committee approved a target payout range instead of its prior practice of having one performance goal equating to target payout. As a result of this design change, the committee required a year-over-year growth rate ranging between 6.6% and 7.3% for total revenue and 8.3% and 9.0% for operating profit in order for the NEOs to earn a target payout with respect to the financial component of the Annual Incentive Plan. Second, the committee reduced the threshold payout level for achieving both the minimum performance levels for the revenue and operating income goals from the 50% payout level used in prior years to a 30% payout level. This change was made to account for the significant revenue and operating profit growth required and the continued uncertainty of the impacts from COVID-19. The Compensation Committee believed at the time that the performance targets were rigorous yet achievable, and therefore established the targets so that they would be achieved, at the target performance level, if the Company successfully executed against its operating plan for 2021.

	2020 ACTUAL RESULTS*	TARGET GROWTH RATE FROM 2020 RESULTS	2021 TARGET*	2021 ACTUAL RESULTS*	ACHIEVEMENT (%)
Total Revenue	$4,918M	6.6% - 7.3%	$5,154M - $5,188M	$5,012M	43%
Operating Income	$1,031M	8.3% - 9.0%	$1,090M - $1,097M	$1,100M	107%
Overall Achievement					75%

* 2021 target and actual results exclude Argentina inflation and are shown on a constant currency basis, calculated assuming no changes in the currency exchange rates from 2020 currency exchange rates. The performance grid provided payout opportunities for performance ranging from $4,980M to $5,319M for revenue and $1,054M to $1,124M for operating profit.

When the financial and strategic performance measures were established, and consistent with prior years, the committee determined that the effect of currency fluctuations, acquisitions and divestitures, including related costs, restructuring, and other significant charges not included in the Company's internal 2021 financial plan should be excluded from both the establishment of goals as well as the determination of payout calculations to more closely align with the underlying operating performance of the business.

As it had in previous years, the Compensation Committee set the 2021 financial performance goals by establishing a grid based on the Company's revenue and operating income. These performance measures were used in order to tie annual incentive compensation to measures of the Company's financial performance that the committee deemed meaningful to and readily accessible by our investors.

The Compensation Committee established the performance goal grid and corresponding payout percentages based upon input from management regarding the Company's expected performance in the upcoming year and considering the continued uncertainty caused by the ongoing COVID-19 pandemic. The committee designed the grid to encourage strong, focused performance by our executives. The 2021 performance goal grid provided a payout of 100% of target if the Company achieved between 99.6% and 100.3% of its internal operating plan for operating income and revenue, with a maximum initial payout level of 175% of target if revenue and operating income grew by 10.0% and 11.7%, respectively, as compared to 2020 actual performance.

Strategic Performance and Goal Setting. Participants in the 2021 Annual Incentive Plan had 30% of their award opportunity tied to the achievement of pre-established performance objectives based upon the Company's strategic operating plan, with a focus on the Company's growth imperatives (as measured by year-over-year revenue growth with respect to the Company's enterprise partners consisting primarily of third-party white label or co-branded digital partners and year-over-year growth in average monthly active WU.com customers, each weighted 10%) and implementation and execution of global compliance priorities (weighted 10%). Performance levels of the objectives were designed to be achievable, but required the coordinated, cross-functional focus and effort of the executives. Based on the achievement of the strategic performance objectives, the committee certified a payout equal to 85% of each NEO's target allocated to the strategic performance objectives.

Individual Performance Modifier and Goal Setting. Other than for Mr. Ersek, each participating NEO's payout under the 2021 Annual Incentive Plan was subject to a +/- 25% modifier based on the committee's assessment of individual and business unit performance. In making its assessment, the committee considered the recommendations of Messrs. McGranahan and Ersek based on their review of the performance of each NEO against the objectives established by the committee at the beginning of the year with respect to the individual performance modifier. For 2021, the application of the individual performance modifier was determined based on performance with respect to leadership objectives, an individualized key performance indicator for each NEO, and an ESG metric, which qualitatively assesses progress towards the Company's three pillars - Integrity of Global Money Movement, Economic Prosperity, and Diversity, Equity and Inclusion.

The committee believes that the performance objectives established for the application of the individual performance modifier are indicators of our executives' success in fulfilling their responsibilities to the Company, supporting the Company's strategic operating plan and executing on key Company initiatives. The committee believes that including an assessment of contributions towards compliance initiatives and the Company's progress towards the Company's three pillars (Integrity of Global Money Movement, Economic Prosperity, and Diversity, Equity and Inclusion) reinforces these objectives as priorities throughout the organization. The performance required to receive a positive adjustment under the individual performance modifier was designed to be achievable, but required strong and consistent performance by the executive. Based on the committee's assessment of individual and business unit performance, the committee did not approve individual performance modifiers for the participating NEOs.

Compliance Evaluation. The Company considers evaluation criteria related to compliance in its executive bonus system so that each Company executive is evaluated on what the executive has done to ensure that the executive's business or department is in compliance with applicable U.S. laws. A failing score in compliance, including with respect to anti-money laundering and anti-fraud programs, will make the executive ineligible for any bonus for that year. In addition, the 2021 award agreements under the Annual Incentive Plan are subject to the Company's clawback policy, which specifically authorizes the clawback of annual incentive payments due to compliance failures. In early 2022, the Compensation Committee determined that each participating NEO met the compliance-related evaluation criteria and therefore determined that each NEO remained eligible for a bonus with respect to 2021.

NEO Payouts Under the 2021 Annual Incentive Plan. The following table sets forth each participating NEO's 2021 target award opportunity expressed (i) as a percentage of 2021 base salary and (ii) in dollars and the annual incentive payouts received by each participating NEO.

EXECUTIVE	TARGET BONUS AS A % OF BASE SALARY	TARGET AWARD OPPORTUNITY ($000)	CORPORATE OBJECTIVES PAYOUT ($000)	STRATEGIC OBJECTIVES PAYOUT AT 85% OF TARGET ($000)	FINAL BONUS ($000)
Hikmet Ersek	170%	1,785.0	937.1	455.2	1,392.3
Raj Agrawal	100%	650.0	341.3	165.7	507.0
Michelle Swanback	110%	715.0	375.4	182.3	557.7
Gabriella Fitzgerald	110%	605.0	317.6	154.3	471.9
Jean Claude Farah	110%	550.0	288.8	140.2	429.0

Long-Term Incentive Compensation

The objectives for the long-term incentive awards for 2021 were to:

- Align the interests of our executives with the interests of our stockholders by focusing on objectives that result in stock price appreciation;
- Increase cross-functional executive focus in the coming years on key performance metrics through Financial PSUs;
- Amplify executive focus on stockholder returns through TSR PSUs; and
- Retain the services of executives through multi-year vesting provisions.

The Company's stockholder-approved long-term incentive plan allows the Compensation Committee to award various forms of long-term incentive grants, including stock options, RSUs, and performance-based equity and cash awards. The Compensation Committee approves all equity grants made to our senior executives, with the equity grants made to the CEO ratified by the independent members of the Board. When making regular annual equity grants, the Compensation Committee's practice is to approve them during the first quarter of each year as part of the annual compensation review. In addition to the factors listed in the table under *"Elements of 2021 Executive Compensation Program,"* the Compensation Committee also considers dilution of the Company's outstanding shares when making equity grants.

2021 Annual Long-Term Incentive Awards. In early 2021, the Compensation Committee granted the NEOs long-term incentive awards under the Long-Term Incentive Plan. For 2021, the Compensation Committee approved an increase in the target grant value of the long-term incentive awards for Messrs. Agrawal and Farah and Ms. Swanback, with the 2021 long-term incentive awards sized based on market data as well as internal pay equity. None of our other NEOs received a long-term incentive award target increase with respect to 2021.

The following table sets forth the target award value, as of the date of grant, of the 2021 long-term incentive awards received by each NEO other than Mr. McGranahan and Ms. Fitzgerald:

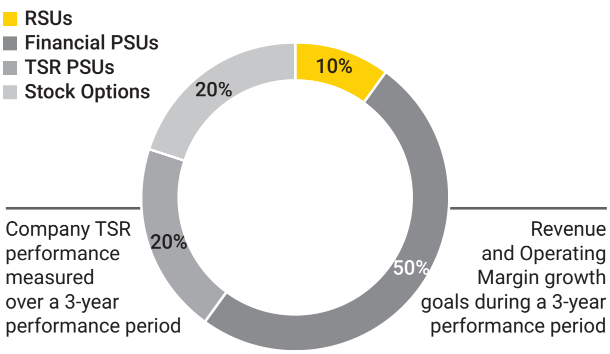
EXECUTIVE (1)	TARGET GRANT VALUE ($000)
Hikmet Ersek	8,200.0
Raj Agrawal	2,800.0
Michelle Swanback	2,500.0
Jean Claude Farah	1,500.0

(1) Mr. McGranahan and Ms. Fitzgerald did not receive 2021 annual long-term incentive awards in light of their December 2021 and September 2021 employment commencement dates, respectively. For a description of the equity awards received by Mr. McGranahan and Ms. Fitzgerald

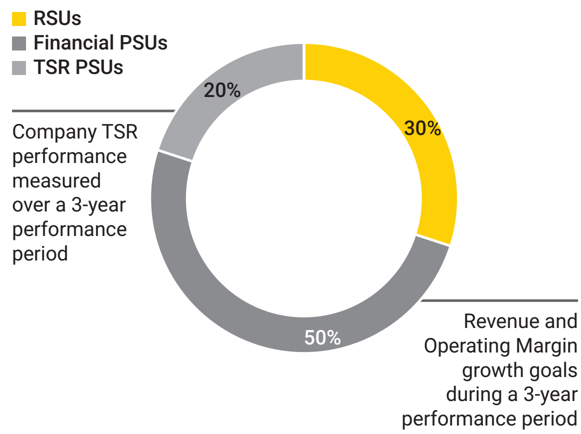
in connection with their commencements of employment, please see the sections below entitled the "CEO Transition Compensation" and "Employment Arrangements."

Once the target grant value was set for each NEO, the grant value was then allocated among PSUs, RSUs and stock options, as applicable. In 2021, the committee granted the long-term incentive allocation indicated below:

FORMER CEO 2021 LONG-TERM INCENTIVE AWARDS



OTHER NEO 2021 LONG-TERM INCENTIVE AWARDS



The committee believes that this mix is appropriate because it is designed to align the interests of our NEOs with the interests of our stockholders, drive long-term performance with respect to strategic measures, support retention of our NEOs and align with market practices as reported by Meridian. The committee believes that this mix also represents a balanced reflection of stockholder returns and financial performance.

Financial PSUs. The 2021 Financial PSU awards will vest based on performance metrics relating to a targeted constant currency compound annual growth rate ("CAGR") for revenue, excluding the impact of Argentina inflation, and operating margin (each weighted 50%), measured annually during each year of the three-year performance period, with each performance year equally weighted. The performance goals for each year of the three-year performance period were set at the time of the grant. This represents a change from the 2020 Financial PSUs, which vest based on achievement of specific performance goals for revenue and operating margin over a cumulative three-year performance period. The committee approved this design change in light of the continued economic uncertainty caused by the ongoing COVID-19 pandemic. While performance will be measured on an annual basis, the Financial PSUs remain subject to a full three-years of stock price fluctuations as the awards do not vest until the third anniversary of the grant date (February 2024), except as otherwise provided under the Company's Executive Severance Policy or the Long-Term Incentive Plan and related award agreement. In connection with his departure and as a result of satisfying the age and service requirements for retirement vesting treatment, Mr. Ersek will be eligible to receive prorated vesting of his 2021 Financial PSUs based upon his period of service during the vesting period.

For the first year of the three-year performance period, the committee required a CAGR ranging between 6.6% and 7.3% for total revenue and an operating margin goal ranging between 21.4% and 21.6% in order for the NEOs to earn a target payout with respect to the first year of the three-year performance period for the 2021 Financial PSUs. Similar to the Annual Incentive Plan design, to recognize the economic uncertainty caused by the pandemic, the committee approved a target payout range instead of its prior practice of having one performance goal equating to target payout. Based on 2021 performance, the Company achieved a CAGR of 3.7% for total revenue and operating margin of 22.5%, resulting in 121% of the portion of the 2021 Financial PSUs attributable to the first year of the three-year performance period eligible for vesting based on the NEO's continued service through February 2024. The performance goals for the second and third years of the three-year performance period were designed to be rigorous yet achievable, with target payout achievable if the Company successfully executed against its operating plan for 2021-2023.

Consistent with the 2020 design, the committee approved the use of revenue and operating margin in order to ensure balance of both revenue and efficient long-term profit growth and stockholder value creation. The Compensation Committee utilized revenue as an element in both the Company's Annual Incentive Plan and long-term incentive program. When designing the Company's 2021 executive compensation program, the Compensation Committee evaluated a range of performance metrics for purposes of the Company's incentive programs and considered input from management and Meridian. Based on such review, the Compensation Committee determined that revenue continues to be viewed as a core driver of the Company's performance and stockholder value creation and should remain a component in both the Annual Incentive Plan and long-term incentive program. In recognition of the Company's use of revenue in both the annual and long-term incentive programs, the Compensation Committee continued its historical practice of supplementing the primary performance measures under the Annual Incentive Plan and long-term incentive program with additional performance measures in order to strike an appropriate balance with respect to incentivizing top-line growth, profitability, non-financial business imperatives and stockholder returns over both the short-term and long-term horizons.

Similar to the Annual Incentive Plan, when the financial performance objectives were established for the Financial PSUs, the committee determined that the effect of currency fluctuations, acquisitions and divestitures, including related costs, restructuring, and other significant charges not included in the Company's internal financial plans should be excluded from the payout calculations. Consistent with the Company's historical practices, under this plan design, the performance results for the Financial PSUs will be calculated using the prior year's currency exchange rates.

The following table sets forth each participating NEO's threshold, target and maximum award opportunity with respect to the 2021 Financial PSUs:

	2021 FINANCIAL PSU AWARD OPPORTUNITY		
EXECUTIVE	**THRESHOLD (#)**	**TARGET (#)**	**MAXIMUM (#)**
Hikmet Ersek	85,739	171,477	342,954
Raj Agrawal	29,788	59,575	119,150
Michelle Swanback	26,596	53,192	106,384
Jean Claude Farah	15,958	31,915	63,830

TSR PSUs. In 2021, the Company continued to grant TSR PSUs to enhance focus on stockholder returns. These TSR PSUs require the Company to achieve 60th percentile relative TSR performance versus the S&P 500 Index over a three-year performance period in order to earn target payout, with 30th percentile relative TSR performance resulting in threshold payout and 90th percentile relative TSR performance resulting in maximum payout. This portion of the award is also subject to the participant's continued service through the third anniversary of the grant date (February 2024), except as otherwise provided under the Company's Executive Severance Policy or the Long-Term Incentive Plan and related award agreement. In connection with his departure and as a result of satisfying the age and service requirements for retirement vesting treatment, Mr. Ersek will be eligible to receive prorated vesting of his 2021 TSR PSUs based upon his period of service during the vesting period.

The following table sets forth each participating NEO's threshold, target and maximum award opportunities with respect to the 2021 TSR PSUs:

	2021 TSR PSU AWARD OPPORTUNITY		
EXECUTIVE	**THRESHOLD (#)**	**TARGET (#)**	**MAXIMUM (#)**
Hikmet Ersek	32,069	64,138	128,276
Raj Agrawal	11,318	22,636	45,272
Michelle Swanback	10,106	20,211	40,422
Jean Claude Farah	6,064	12,127	24,254

Annual RSU Awards. Service-vesting RSUs are granted to our NEOs to support retention and alignment of our NEOs' interests with the interests of our stockholders. The annual RSU grants vest 100% on the third anniversary of the grant date, subject to the NEO's continued service or as otherwise provided for under the Company's Executive Severance Policy or the Long-Term Incentive Plan and related award agreement. In connection with his departure and as a result of satisfying the age and service requirements for retirement vesting treatment, Mr. Ersek will be eligible to receive prorated vesting of his 2021 RSUs based upon his period of service during the vesting period.

The following table sets forth each participating NEO's 2021 annual RSU grant:

EXECUTIVE	ANNUAL RSU GRANT (#)
Hikmet Ersek	34,296
Raj Agrawal	35,745
Michelle Swanback	31,915
Jean Claude Farah	19,149

Stock Option Award. With respect to Mr. Ersek, stock options were granted to further emphasize the achievement of long-term objectives and encourage long-term value creation as the stock options will have value to Mr. Ersek only if the Company's stock price appreciates from the date of grant. The stock options have a 10-year term and vest in 25% annual increments over four years, subject to Mr. Ersek's continued service or as otherwise provided for under the Company's Executive Severance Policy or the Long-Term Incentive Plan and related award agreement. For 2021, Mr. Ersek received a stock option award representing the right to purchase 400,000 shares of the Company's common stock, subject to the satisfaction of the underlying service-based vesting conditions. In connection with his departure and as a result of satisfying the age and service requirements for retirement vesting treatment, Mr. Ersek will be eligible to receive prorated vesting of his 2021 stock option award based upon his period of service during the vesting period.

2019 PSU Awards. Under the terms of the 2019 PSUs, 2021 represented the final year of the three-year performance period for the 2019 Financial PSUs and the 2019 TSR PSUs. The 2019 Financial PSUs vested based on the extent to which the Company's CAGR for revenue and EBIT (each weighted 50%) met certain goals over a cumulative three-year performance period. The 2019 TSR PSUs were scheduled to vest based on the Company's achievement of relative TSR performance versus the S&P 500 Index over a three-year performance period. Based on performance over the three-year performance period, as described further below, the 2019 PSUs vested as follows for each of the participating NEOs:

EXECUTIVE(1)	2019 TARGET FINANCIAL PSUs (#)	2019 EARNED FINANCIAL PSUs (#)	2019 TARGET TSR PSUs (#)	2019 EARNED TSR PSUs (#)
Hikmet Ersek	198,526	55,588	105,343	—
Raj Agrawal	67,265	18,835	34,783	—
Jean Claude Farah	29,429	8,241	15,218	—

(1) Mr. McGranahan, Ms. Swanback and Ms. Fitzgerald commenced employment with the Company following the commencement of the performance period and, accordingly, did not receive 2019 PSUs.

The 2019 Financial PSU and 2019 TSR PSU performance objectives and the achievement levels are set forth in the tables below. While the performance periods for the 2019 PSUs concluded as of December 31, 2021, these awards remained subject to service-based vesting conditions until the third anniversary of the grant date (February 2022). Pursuant to the terms of the underlying award agreements and consistent with the adjustment methodology used in prior years, the Compensation Committee excluded from the 2019 Financial PSU payout calculations costs incurred in connection with the Company's WU Way Next Generation Initiative in 2019 and 2020, the savings associated with the WU Way Next Generation Initiative in 2020 and 2021, expenses incurred in connection with the Company's acquisition and divestiture activity from 2018 through 2021, debt extinguishment costs associated with the early repayment of debt in 2021, and costs to settle and terminate the Company's frozen defined benefit plan in 2021. The committee viewed these as significant items not indicative of the Company's day-to-day performance. Finally, for the 2019 payout calculation, revenue and operating income were adjusted to exclude Speedpay and Paymap due to the 2019 dispositions of these businesses as well as the gain on those dispositions.

2019 FINANCIAL PSUs
(PERFORMANCE PERIOD 2019-2021)

PERFORMANCE OBJECTIVES	2019 FINANCIAL PSU PERFORMANCE GOALS	ACTUAL PERFORMANCE*
Targeted constant currency compound annual growth rate for revenue and EBIT over the three-year performance period	Revenue growth rate: 3.1% EBIT growth rate: 4.3%	Revenue growth rate = 0.2% achievement EBIT growth rate = 3.0% achievement
		Overall Attainment Level 28%

* At constant currency, calculated assuming no changes in the currency exchange rates from the prior year's currency exchange rates.

2019 TSR PSUs
(PERFORMANCE PERIOD 2019-2021)

	PERFORMANCE GOALS			
PERFORMANCE OBJECTIVE	**THRESHOLD**	**TARGET**	**MAXIMUM**	**ACTUAL PERFORMANCE**
TSR relative to S&P 500 Index*	30^{th} percentile	60^{th} percentile	90^{th} percentile	12^{th} percentile
				Overall Attainment Level 0%

* Relative TSR performance for purposes of the 2019 TSR PSUs was calculated based on the terms of the 2019 TSR PSU award agreement, which requires using a beginning stock price calculated as the average company closing stock price for all trading days during December 2018 and an ending stock price calculated as the average company closing stock price for all trading days during December 2021. In determining the TSR for the companies in the S&P 500 Index, the S&P companies comprising the S&P Index on December 31, 2021 were used.

CEO Transition Compensation

In connection with Mr. McGranahan joining the Company as CEO, on November 12, 2021, the Company entered into an offer letter agreement with Mr. McGranahan describing the terms of his employment with Western Union, LLC, an affiliate of the Company (the "McGranahan Letter Agreement"). The terms of the McGranahan Letter Agreement were determined after considering the input of Meridian, market data for the CEO role, the compensation received by Mr. McGranahan at his prior employer, including the compensation that would be forfeited upon him joining the Company, and the compensation received by Mr. Ersek in the CEO role.

Pursuant to the McGranahan Letter Agreement, Mr. McGranahan's compensation includes:

- an annual base salary of $1,000,000;
- beginning with the 2022 performance year, participation in the Annual Incentive Plan with a target short-term incentive award opportunity equal to 170% of Mr. McGranahan's annual base salary and any payout determined based on performance and the terms of such plan;
- beginning in 2022, participation in the Company's long-term incentive program, with a target grant date fair value for Mr. McGranahan's annual equity grant which is no less than $8,000,000;
- a one-time sign-on equity award of service-vesting RSUs with a grant date fair value of $6,500,000, which will vest in two substantially equal installments on August 1, 2022 and February 1, 2023, subject to his continued service except as otherwise provided under the Company's Executive Severance Policy or the Long-Term Incentive Plan and related award agreement;
- a one-time sign-on equity award of service-vesting stock options with a grant date fair value of $6,600,000, which shall vest in 25% installments on each of the first four anniversaries of the grant date, subject to his continued service except as otherwise provided under the Company's Executive Severance Policy or the Long-Term Incentive Plan and related award agreement;
- a one-time sign-on cash bonus of $1,000,000, which was payable within 30 days of Mr. McGranahan's start date (the "McGranahan Sign-On Bonus"), and
- participation in the Company's health, welfare, retirement and financial security benefit programs and the Company's Executive Severance Poligy on the same terms as similarly-situated senior executives of the Company.

The sign-on equity awards and McGranahan Sign-On Bonus were intended to compensate Mr. McGranahan for compensation that he forfeited at his prior employer by accepting the position with the Company. While these sign-on awards were deemed necessary to attract a candidate of Mr. McGranahan's experience, the Committee believes these stock-settled awards provide immediate and direct alignment with stockholders through the risks and rewards of equity ownership. Future equity awards to Mr. McGranahan are expected to be delivered through the same general equity vehicles as granted to the Company's other executive officers and, consistent with our historical practices, are expected to include performance-based long-term incentives..

While continuing to support the Company as Special Advisor to the CEO, Mr. Ersek's base salary and benefits will continue, with an annual incentive opportunity under the Annual Incentive Plan that is prorated for his period of service during 2022, except that Mr. Ersek will not participate in the Company's long-term incentive program for 2022. In addition, the Company agreed to provide Mr. Ersek with a lump sum payment equal to COBRA premiums for continued healthcare coverage through December 31, 2023, tax filing support services for 2022 and 2023, and repatriation support for Mr. Ersek's repatriation to Austria in accordance with the Company's repatriation policy. Finally, due to his satisfaction of the age and service requirements under his outstanding equity award agreements, Mr. Ersek will be eligible for retirement vesting in accordance with their terms.

Other Elements of Compensation

To remain competitive with other employers and to attract, retain, and motivate highly talented executives and other employees, we provide the benefits listed in the following table to our U.S.-based employees:

BENEFIT OR PERQUISITE	NAMED EXECUTIVE OFFICERS	OTHER OFFICERS AND KEY EMPLOYEES	ALL FULL-TIME AND REGULAR PART-TIME EMPLOYEES
401(k) Plan	✔	✔	✔
Supplemental Incentive Savings Plan (a nonqualified defined contribution plan)	✔	✔	
Severance and Change-in-Control Benefits (Double-Trigger)	✔	✔	✔
Health and Welfare Benefits	✔	✔	✔
Limited Perquisites	✔	✔	

Severance and Change-in-Control Benefits. The Company has an Executive Severance Policy for our executive officers. The policy helps accomplish the Company's compensation philosophy of attracting and retaining exemplary talent. The committee believes it is appropriate to provide executives with the rewards and protections afforded by the Executive Severance Policy. The policy reduces the need to negotiate individual severance arrangements with departing executives and protects our executives from termination for circumstances not of their doing. The committee also believes the policy promotes management independence and helps retain, stabilize, and focus the executive officers in the event of a change-in-control. In the event of a change-in-control, the policy's severance benefits are payable only upon a "double trigger." This means that severance benefits are triggered only when an eligible executive is involuntarily terminated (other than for cause, death, or disability), or terminates his or her own employment voluntarily for "good reason" (including a material reduction in title or position, reduction in base salary or bonus opportunity or an increase in the executive's commute to his or her current principal working location of more than 50 miles without consent) within 24 months after the date of a change-in-control. Severance benefits under the policy are conditioned upon the executive executing an agreement and release that includes, among other things, non-competition and non-solicitation restrictive covenants and a release of claims against the Company. Due to Mr. Ersek's retirement from the Company, Mr. Ersek will not receive severance benefits under the Executive Severance Policy.

In addition, the Executive Severance Policy prohibits excise tax gross-up payments on change-in-control benefits for those individuals who became executive officers of the Company after April 2009. Following Mr. Ersek's retirement as CEO, no Company employee is eligible for these excise tax gross-up payments.

As noted below, Mr. Farah is subject to an employment agreement, which is a customary practice for executives located in the United Arab Emirates ("UAE"). Under the terms of Mr. Farah's employment agreement, he is required to receive three months' notice of termination of employment or, in lieu of such notice, three months of pay. In addition, Mr. Farah is also eligible for statutory end of service gratuity/severance amounts in accordance with local law. Any amounts due to Mr. Farah under the Executive Severance Policy will be reduced by any end of service gratuity/severance paid under the terms of his employment agreement or as required by local law.

As noted above, Ms. Swanback separated from the Company, effective as of March 31, 2022. In connection with Ms. Swanback's departure, the Company and Ms. Swanback entered into a mutual separation agreement, which includes a customary release of claims and provides for a separation payment of $1,565,000, payable in nine equal monthly installments from April 2022 through December 2022. In connection with her departure, Ms. Swanback will not receive a bonus for 2022 under the Company's Annual Incentive Plan, her outstanding and unvested equity awards were forfeited, and she was not eligible for any severance benefits under the Executive Severance Policy. Ms. Swanback remains subject to restrictive covenants, including covenants relating to non-competition, non-solicitation, and non-disclosure.

Please see the "*Executive Compensation—Potential Payments Upon Termination or Change-in-Control*" section of this Proxy Statement for further information regarding the Executive Severance Policy, including the treatment of awards upon qualifying termination events or a change-in-control.

Employment Arrangements. The Company generally executes an offer of employment before an executive joins the Company. This offer describes the basic terms of the executive's employment, including his or her start date, starting salary, annual incentive target and long-term incentive award target. The terms of the executive's employment are based thereafter on sustained good performance rather than contractual terms, and the Company's policies, such as the Executive Severance Policy, will apply as warranted.

In August 2021, the Company and Ms. Fitzgerald entered into an offer of employment outlining the basic terms of Ms. Fitzgerald's employment. In addition to setting forth Ms. Fitzgerald's start date, starting salary, annual incentive target, 2022 long-term incentive award target and eligibility to participate in the Executive Severance Policy, Ms. Fitzgerald's offer of employment also included cash and RSU sign-on awards. Ms. Fitzgerald received a cash sign-on award in the amount of $200,000, payable in two equal installments, with the first installment to be paid within 30 days of Ms. Fitzgerald's start date, and the second installment to be paid following the six-month anniversary of her start date. This cash sign-on award is subject to pro-rata repayment in the event Ms. Fitzgerald voluntarily resigns from the Company or is terminated for cause prior to the one-year anniversary of her start date. Ms. Fitzgerald also received a one-time RSU award of 92,166 RSUs with a target grant date fair value of $2,000,000, with the RSUs scheduled to vest in three substantially equal installments on the first, second, and third anniversaries of the grant date, subject to Ms. Fitzgerald's continued employment through the applicable vesting date or as otherwise provided for under the Company's Executive Severance Policy or the Long-Term Incentive Plan and the related award agreement. Ms. Fitzgerald's sign-on cash and equity awards were granted as compensation for comparable amounts that she would have otherwise earned from her prior employer and to provide a competitive offer for her to accept a position with the Company.

Under certain circumstances, the Compensation Committee recognizes that special arrangements with respect to an executive's employment may be necessary or desirable. For example, Mr. Ersek, the Company, and a subsidiary of the Company entered into agreements in November 2009 relating to his 2009 promotion to Chief Operating Officer, which were amended effective September 2010 to reflect his 2010 promotion to President and CEO. Employment contracts were a competitive market practice in Austria where Mr. Ersek resided at the time he assumed his position as Chief Operating Officer and the Compensation Committee believes the terms of his agreements were consistent with those for similarly situated executives in Austria. Additionally, Mr. Farah and a subsidiary of the Company entered into an employment contract in June 2008 with respect to Mr. Farah's employment with the Company. Employment contracts are a competitive market practice in the UAE where Mr. Farah resides, and the Compensation Committee believes the terms of his contract are consistent with those for similarly situated executives in the UAE. Please see the "Executive Compensation—Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table—Employment Arrangements" section of this Proxy Statement for a description of the material terms of the employment agreements with Messrs. Ersek and Farah. Please see the "CEO Transition Compensation" section of this Proxy Statement above for a description of the compensation arrangements entered into with Messrs. McGranahan and Ersek in connection with the CEO transition.

Retirement Savings Plans. The Company executives on U.S. payroll are eligible for retirement benefits through a qualified defined contribution 401(k) plan, the Incentive Savings Plan, and a nonqualified defined contribution plan, the Supplemental Incentive Savings Plan ("SISP"). The SISP provides a vehicle for additional deferred compensation with matching contributions from the Company. We maintain the Incentive Savings Plan and the SISP to encourage our employees to save some percentage of their cash compensation for their eventual retirement. Mr. Ersek participates in the qualified defined contribution retirement plan made available to eligible employees in Austria. The committee believes that these types of savings plans are consistent with competitive pay practices, and are an important element in attracting and retaining talent in a competitive market. Please see the 2021 Nonqualified Deferred Compensation Table in the "Executive Compensation" section of this Proxy Statement for further information regarding the Company's retirement savings plans.

Benefits and Perquisites. The Company's global benefit philosophy for employees, including executives, is to provide a package of benefits consistent with local practices and competitive within individual markets. While employed with the Company, each of our NEOs participates in the health and welfare benefit plans and fringe benefit programs generally available to all other Company employees in the individual market in which they are located. For example, Mr. Farah resides in the UAE where it is customary to provide certain fringe benefits, including annual housing, education, transportation, health and wellness and technology allowances.

The Company provided its NEOs with limited, yet competitive perquisites and other personal benefits that the Compensation Committee believes are consistent with the Company's philosophy of attracting and retaining exemplary executive talent and, in some cases, such as the annual physical examination, the Company provides such personal benefits because the committee believes they are in the interests of the Company and its stockholders. The committee periodically reviews the levels of perquisites and other personal benefits provided to NEOs.

During 2018, the Company hired an outside security provider to perform a comprehensive security assessment with respect to certain Company personnel, including Mr. Ersek. Based on its security assessment, the outside security provider recommended certain home security services continue to be provided to Mr. Ersek and that Mr. Ersek continue to use corporate aircraft for certain business and personal travel. Accordingly, the Company paid for certain security services for Mr. Ersek and corporate aircraft for certain personal travel. Because the Company believed it to be in the best interests of the Company and its stockholders to protect Mr. Ersek against possible security threats to him and his family members, the Company required that Mr. Ersek accept such personal security protection. The Company also believes that the costs of this security are appropriate and necessary. Although the Company does not consider Mr. Ersek's security services to be a perquisite or other personal benefit for the reasons described above, the Company has reported the costs related to security services for Mr. Ersek as well as the costs of corporate aircraft for personal travel in the "2021 All Other Compensation Table." Occasionally, Mr. Ersek's spouse or other guests accompanied him on corporate aircraft when the aircraft was already scheduled for business purposes and could accommodate additional passengers. In those cases, there was no additional aggregate incremental cost to the Company and, as a result, no amount is reflected in the "2021 All Other Compensation Table." Also, in connection with the Company's sponsorship of certain events and partnerships with various organizations and venues, certain perquisites, including tickets and parking access, are made available to officers and employees of the Company, including Mr. Ersek and the other NEOs. These perquisites have no additional aggregate incremental cost to the Company, and therefore, no amount is reflected in the "2021 All Other Compensation Table."

Stock Ownership Guidelines

To align our executives' interests with those of our stockholders and to assure that our executives own meaningful levels of Company stock throughout their tenures with the Company, the Compensation Committee established stock ownership guidelines that require each of the NEOs to own shares of the Company's common stock worth a specified multiple of base salary. Under the stock ownership guidelines, the executives must retain, until the required ownership guideline levels have been achieved and thereafter if required to maintain the required ownership levels, at least 50% of after-tax shares resulting from the vesting of RSUs, including PSUs. The chart below shows the salary multiple guidelines and the equity holdings that count towards the requirement as of the Record Date. Each continuing NEO has met, or is progressing towards meeting, his or her respective ownership guideline

EXECUTIVE	GUIDELINE	STATUS
Devin McGranahan	6x salary	Must hold 50% of after-tax shares until guideline is met
Raj Agrawal	3x salary	Meets guideline
Jean Claude Farah	3x salary	Meets guideline
Gabriella Fitzgerald	3x salary	Must hold 50% of after-tax shares until guideline is met

WHAT COUNTS TOWARD THE GUIDELINE	WHAT DOES NOT COUNT TOWARD THE GUIDELINE
✔ Company securities owned personally	✘ Stock options
✔ Shares held in any Company benefit plan	✘ PSUs
✔ After-tax value of service-based restricted stock awards and RSUs	

Prohibition Against Pledging and Hedging of the Company's Securities

The Company's insider trading policies prohibit the Company's executive officers and directors from pledging the Company's securities, and prohibit all Company employees, including executive officers, and directors from engaging in hedging or short-term speculative trading of the Company's securities, including, without limitation, short sales or put or call options involving the Company's securities.

Clawback Policy

The Company maintains a clawback policy under which the Company may, in the Committee's discretion and subject to applicable law, "clawback" incentive compensation paid to certain officers of the Company (generally defined as an individual subject to Section 16 of the Exchange Act as well as the Company's CCO) in the event of an accounting restatement or if such officer engaged in detrimental conduct, as defined in the clawback policy. In addition, the Company is permitted under the clawback policy, in the Committee's discretion and subject to applicable laws, to clawback incentive compensation paid to such officers for conduct that is determined to have directly contributed to material compliance failures resulting in a failure to comply with applicable laws or regulations. Under this policy, if the Committee determines that incentive compensation is subject to clawback, the Company, subject to the direction of the Committee, has broad discretion to effect recovery of such amounts, including requiring a cash payment, canceling outstanding or deferred awards, reducing future compensation, seeking recovery of any gain or profit realized by the officer on the sale or other disposition of any equity-based awards, or other appropriate means. The Company continues to monitor this policy to ensure that it is consistent with applicable laws, including any requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act").

EXECUTIVE COMPENSATION

The following table contains compensation information for our NEOs for the fiscal year ended December 31, 2021 and, to the extent required under the SEC executive compensation disclosure rules, the fiscal years ended December 31, 2020 and December 31, 2019.

2021 SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	SALARY ($000)(1)	BONUS ($000)(2)	STOCK AWARDS ($000)(3)	OPTION AWARDS ($000)(3)	NON-EQUITY INCENTIVE PLAN COMPENSATION ($000)(4)	CHANGE IN PENSION VALUE AND NON-QUALIFIED DEFERRED COMPENSATION EARNINGS ($000)	ALL OTHER COMPENSATION ($000)(5)	TOTAL ($000)
Devin McGranahan	2021	17.4	1,000.0	6,500.0	6,600.0	—	—	—	14,117.4
President and Chief	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Executive Officer	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Hikmet Ersek(6)	2021	1,050.0	—	6,560.0	1,640.0	1,392.3	—	192.3	10,834.6
Senior Advisor and Former President	2020	1,041.7	—	6,560.0	1,640.0	874.7	—	220.0	10,336.4
and Chief Executive Officer	2019	1,000.0	—	5,600.0	1,400.0	1,700.0	—	399.5	10,099.5
Raj Agrawal	2021	650.0	—	2,800.0	—	507.0	—	48.2	4,005.2
Chief Financial	2020	646.7	—	2,400.0	—	377.0	—	86.7	3,510.4
Officer	2019	630.0	—	2,400.0	—	718.2	—	56.5	3,804.7
Michelle Swanback	2021	645.8	—	2,500.0	—	557.7	—	44.7	3,748.2
President, Product	2020	606.1	500.0	4,700.0	—	375.0	—	44.4	6,225.5
and Platform	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Gabriella Fitzgerald	2021	166.7	100.0	2,000.0	—	471.9	—	11.7	2,750.3
President,	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Americas Region	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jean Claude Farah(7)	2021	500.0	—	1,500.0	—	429.0	—	175.7	2,604.7
President, Global	2020	500.0	—	1,050.0	—	324.5	—	174.4	2,048.9
EMEA/APAC Region	2019	500.0	—	1,050.0	—	486.0	—	179.4	2,215.4

Footnotes:

(1) Except with respect to salary adjustments in connection with promotions, any salary adjustments are effective as of March of each reporting year.

(2) The amount reported in this column for Mr. McGranahan for 2021 represents a cash sign-on bonus in the amount of $1,000,000, which was paid within 30 days of Mr. McGranahan's employment start date. This cash sign-on bonus is subject to pro-rata repayment in the event Mr. McGranahan voluntarily resigns from the Company (other than due to good reason) or is terminated for cause prior to the one-year anniversary of his start date. The amount reported in this column for Ms. Fitzgerald for 2021 represents the first installment of a cash sign-on award in the amount of $200,000, payable in two equal installments, the first installment of which was paid within 30 days of Ms. Fitzgerald's employment start date. This cash sign-on bonus is subject to pro-rata repayment in the event Ms. Fitzgerald voluntarily resigns from the Company or is terminated for cause prior to the one-year anniversary of her start date.

(3) The amounts reported in these columns for 2021 represent equity grants to the NEOs under the Long-Term Incentive Plan. The amounts reported in these columns are valued based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The amounts included in the Stock Awards column for the PSUs granted during 2021 are calculated based on the probable satisfaction of the performance conditions for such awards as of the date of grant. Assuming the highest level of performance is achieved for the 2021 Financial PSUs, the maximum value of the 2021 Financial PSUs would be as follows: Mr. Ersek -$8,200,0; Mr. Agrawal - $2,800.0; Ms. Swanback - $2,500.0, and Mr. Farah - $1,500.0. Under FASB ASC Topic 718, the vesting condition related to the TSR PSUs is considered a market

condition and not a performance condition. Accordingly, there is no grant date fair value below or in excess of the amount reflected in the table above for the NEOs that could be calculated and disclosed based on achievement of the underlying market condition. Dividend equivalents with respect to the 2021 Financial PSUs and 2021 RSUs will be paid to the extent the underlying PSUs and RSUs are earned. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the years ended December 31, 2021, 2020 and 2019, respectively, for a discussion on the relevant assumptions used in calculating the amounts reported for the applicable year. In connection with her separation, Ms. Swanback forfeited her outstanding equity awards.

(4) For 2021, the amounts reflect the actual cash bonus received under the Annual Incentive Plan.

(5) Amounts included in this column for 2021 are set forth by category in the 2021 All Other Compensation Table below.

(6) For 2021, Mr. Ersek's salary was denominated in U.S. dollars but was paid to or on behalf of Mr. Ersek in euros, based on a conversion rate determined prior to payment each quarter. Contributions made to the Austrian retirement plan on behalf of Mr. Ersek were denominated in euros and converted to U.S. dollars for disclosure in the proxy. The conversion rates of 0.822571, 0.838574, 0.824878, and 0.845809 were applied for quarters one, two, three, and four, respectively. Mr. Ersek retired from his position as an executive officer, effective as of December 26, 2021, and will continue to support the Company as Special Advisor to the CEO until June 30, 2022.

(7) For 2021, Mr. Farah's salary was denominated in U.S. dollars but was paid to or on behalf of Mr. Farah in Emirati dirham, based on a conversion rate of 0.272242. Contributions made to the CFE retirement fund on behalf of Mr. Farah were denominated in euros and converted to U.S. dollars for disclosure in the proxy. The conversion rates of 1.21372224, 1.193599661, 1.180234087, and 1.158947513 were applied for quarters one, two, three, and four, respectively.

2021 ALL OTHER COMPENSATION TABLE

NAME	PERQUISITES & OTHER PERSONAL BENEFITS ($000)(1)	TAX REIMBURSEMENTS ($000)	COMPANY CONTRIBUTIONS TO DEFINED CONTRIBUTION PLANS ($000)(2)	INSURANCE PREMIUMS ($000)	TOTAL ($000)
Devin McGranahan	—	—	—	—	—
Hikmet Ersek	87.5	—	77.6	27.2	192.3
Raj Agrawal	3.7	0.3	41.1	3.1	48.2
Michelle Swanback	2.2	0.1	40.8	1.6	44.7
Gabriella Fitzgerald	1.4	0.5	9.5	0.3	11.7
Jean Claude Farah	144.6	—	8.7	22.4	175.7

Footnotes:

(1) Amounts shown in this column for Mr. Ersek include the incremental cost or valuation of personal jet usage ($81.2), car service/allowances, and executive security costs. Following a comprehensive security assessment conducted by an independent security firm in 2018, the Board of Directors advised Mr. Ersek to utilize the Company's leased aircraft for personal travel at the Company's expense. Those personal travel expenses reported in this column were valued on the basis of the aggregate incremental cost to the Company and represent the amount accrued for payment or paid directly to the third-party vendor from which the Company leases corporate aircraft. For Mr. Farah, the amounts in this column include housing ($108.9), education, and transportation allowances.

(2) Amounts shown in this column represent (i) contributions made by the Company on behalf of each of the NEOs, except for Messrs. McGranahan, Ersek and Farah, to the Company's Incentive Savings Plan and/or the SISP, (ii) contributions made by the Company on behalf of Mr. Ersek to the Company's defined contribution plan in Austria, the Victoria Volksbanken Pensionskassen AG, and (iii) contributions made by the Company on behalf of Mr. Farah to the CFE retirement fund.

The following table summarizes awards made to our NEOs in 2021.

2021 GRANTS OF PLAN-BASED AWARDS TABLE

			ESTIMATED POSSIBLE PAYOUTS UNDER NON-EQUITY INCENTIVE PLAN AWARDS[1]		ESTIMATED FUTURE PAYOUTS UNDER EQUITY INCENTIVE PLAN AWARDS						
NAME	GRANT DATE	APPROVAL DATE	TARGET ($000)	MAXIMUM ($000)	THRESHOLD (#)	TARGET (#)	MAXIMUM (#)	ALL OTHER STOCK AWARDS: NUMBER OF SHARES OF STOCK OR UNITS (#)[2]	ALL OTHER OPTION AWARDS: NUMBER OF SECURITIES UNDERLYING OPTIONS (#)[3]	EXERCISE OR BASE PRICE OF OPTION AWARDS ($/Sh)	GRANT DATE FAIR VALUE OF STOCK AND OPTION AWARDS ($000)[4]
Devin McGranahan	12/27/2021	11/11/2021						367,232			6,500.0
	12/27/2021	11/11/2021							2,149,838	17.70	6,600.0
Hikmet			1,785.0	3,123.8							
Ersek	2/19/2021	2/19/2021			85,739[5]	171,477[5]	342,954[5]				4,100.0
	2/19/2021	2/19/2021			32,069[6]	64,138[6]	128,276[6]				1,640.0
	2/19/2021	2/19/2021						34,296			820.0
	2/19/2021	2/19/2021							400,000	23.91	1,640.0
Raj			650.0	1,300.0							
Agrawal	2/18/2021	2/18/2021			29,788[5]	59,575[5]	119,150[5]				1,400.0
	2/18/2021	2/18/2021			11,318[6]	22,636[6]	45,272[6]				560.0
	2/18/2021	2/18/2021						35,745			840.0
Michelle			715.0	1,430.0							
Swanback	2/18/2021	2/18/2021			26,596[5]	53,192[5]	106,384[5]				1,250.0
	2/18/2021	2/18/2021			10,106[6]	20,211[6]	40,422[6]				500.0
	2/18/2021	2/18/2021						31,915			750.0
Gabriella			605.0	1,210.0							
Fitzgerald	9/13/2021	8/31/2021						92,166			2,000.0
Jean			550.0	1,100.0							
Claude	2/18/2021	2/18/2021			15,958[5]	31,915[5]	63,830[5]				750.0
Farah	2/18/2021	2/18/2021			6,064[6]	12,127[6]	24,254[6]				300.0
	2/18/2021	2/18/2021						19,149			450.0

Footnotes:

(1) These amounts consist of the target and maximum cash award levels set in 2021 under the Annual Incentive Plan. The amount actually paid to each NEO is included in the Non-Equity Incentive Plan Compensation column in the 2021 Summary Compensation Table. Please see “Compensation Discussion and Analysis” for further information regarding the Annual Incentive Plan.

(2) These amounts represent RSUs granted under the Long-Term Incentive Plan to the NEOs as follows: (i) Mr. McGranahan’s RSUs vest in two substantially equal installments on August 1, 2022 and February 1, 2023; (ii) Ms. Fitzgerald’s RSUs vest in three substantially equal installments on the first, second and third anniversaries of the grant date; and (iii) the remaining RSUs reported in this column vest 100% on February 18, 2024 (or, in the case of Mr. Ersek, February 19, 2024), in each case, provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy, the Long-Term Incentive Plan or the underlying equity award agreement. In connection with his departure and as a result of satisfying the age and service requirements for retirement vesting treatment, Mr. Ersek is eligible to receive prorated vesting of his 2021 RSUs based on his period of service during the vesting period. In connection with her separation, Ms. Swanback forfeited these RSUs. Please see “Compensation Discussion and Analysis” for further information regarding these RSU grants. Each RSU award includes cash dividend equivalent rights entitling the recipient to cash dividend equivalents for dividends paid with respect to the Company common stock subject to the award during the RSU vesting period. The cash dividend equivalents are subject to the same vesting conditions as the underlying RSUs.

(3) This amount represents stock options granted under the Long-Term Incentive Plan to Messrs. McGranahan and Ersek. These options were granted subject to vesting in 25% increments on each of the first through fourth year anniversaries of the date of grant, in each case, provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy, the Long-Term Incentive Plan or the underlying equity award agreement. In connection with his departure and as a result of satisfying the age and service requirements for retirement vesting treatment, Mr. Ersek is eligible to receive prorated vesting of his 2021 option award based on his period of service during the vesting period. Please see "Compensation Discussion and Analysis" for further information regarding these awards.

(4) The amounts shown in this column are valued based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 for a discussion of the relevant assumptions used in calculating the amounts.

(5) These amounts represent the threshold, target and maximum Financial PSUs granted under the Long-Term Incentive Plan. These Financial PSUs are generally scheduled to vest on February 18, 2024 (or, in the case of Mr. Ersek, February 19, 2024), subject to the achievement of performance metrics related to revenue and operating margin, measured annually during each year of the three-year performance period, with each performance year equally weighted. In connection with Mr. Ersek's departure and as a result of him satisfying the age and service requirements for retirement vesting treatment, Mr. Ersek is eligible to receive pro-rated vesting of his 2021 Financial PSUs based on actual performance results and his period of service during the vesting period. In connection with her separation, Ms. Swanback forfeited these PSUs. Please see "Compensation Discussion and Analysis" for further information regarding this award. The Financial PSU award includes cash dividend equivalent rights entitling the recipient to cash dividend equivalents for dividends paid with respect to Company common stock subject to the award during the PSU vesting period. The cash dividend equivalents are subject to the same vesting conditions as the underlying Financial PSUs.

(6) These amounts represent the threshold, target and maximum TSR PSUs granted under the Long-Term Incentive Plan. These TSR PSUs are generally scheduled to vest on February 18, 2024 (or, in the case of Mr. Ersek, February 19, 2024) based on the Company's relative TSR performance versus the S&P 500 Index over a three-year performance period. In connection with Mr. Ersek's departure and as a result of him satisfying the age and service requirements for retirement vesting treatment, Mr. Ersek is eligible to receive pro-rated vesting of his 2021 TSR PSUs based on actual performance results and his period of service during the vesting period. In connection with her separation, Ms. Swanback forfeited these PSUs. Please see "Compensation Discussion and Analysis" for further information regarding this award.

NARRATIVE TO SUMMARY COMPENSATION TABLE AND GRANTS OF PLAN-BASED AWARDS TABLE

EMPLOYMENT ARRANGEMENTS

As noted in the "Compensation Discussion and Analysis," the Company generally executes an offer of employment prior to the time an executive joins the Company which describes the basic terms of the executive's employment, including his or her start date, starting salary, bonus target, and long-term incentive award target. The terms of the executive's employment are based thereafter on sustained good performance rather than contractual terms, and the Company's policies, such as the Executive Severance Policy, will determine the benefits to be received by senior executives, including our NEOs, upon termination of employment from the Company. Please see the "—Potential Payments Upon Termination or Change-in-Control" section for a description of the policy.

As noted in the "Compensation Discussion and Analysis," under certain circumstances, the Compensation Committee recognizes that special arrangements with respect to an executive's employment may be necessary or desirable. Accordingly, during 2021, Messrs. Ersek and Farah were each party to an employment agreement, which reflects competitive practices in the employment locations of Messrs. Ersek and Farah at the time the respective agreement became effective. The terms of Mr. Farah's employment agreement provide for, and Mr. Ersek's agreement provided for, (i) eligibility to participate in an annual incentive program and Long-Term Incentive Plan and (ii) eligibility to participate in retirement, health, and welfare benefit programs on the same basis as similarly situated employees in the UAE and Austria, respectively. Mr. Farah's employment agreement also includes, and Mr. Ersek's employment agreement included, non-competition, non-solicitation, and confidentiality provisions. Mr. Ersek's employment agreement has been superseded by the terms of his transition agreement with the Company, although the restrictive covenants set forth in his employment agreement survive the termination of his employment agreement.

AWARDS

In 2021, the Compensation Committee granted annual equity grants under the Long-Term Incentive Plan consisting of (i) 50% Financial PSUs (vesting based on both revenue and operating margin goals), 20% TSR PSUs, 20% stock options, and 10% service-based RSUs for Mr. Ersek, and (ii) 50% Financial PSUs (vesting based on both revenue and operating margin goals), 20% TSR PSUs, and 30% service-based RSUs for the other NEOs (excluding Mr. McGranahan and Ms. Fitzgerald). Please see the "Compensation Discussion and Analysis" section of this Proxy Statement for further information regarding the 2021 long-term incentive awards, including the performance metrics applicable to the 2021 PSUs. Mr. McGranahan and Ms. Fitzgerald also received one-time equity awards in connection with their commencement of employment with the Company. Please see the sections entitled "CEO Transition Compensation" and "Employment Arrangements" within the "Compensation Discussion and Analysis" section of this Proxy Statement for additional information regarding the one-time equity awards.

At its February 2021 meeting, the Compensation Committee established performance objectives to be considered under the Annual Incentive Plan for the 2021 plan year.

As discussed in the "Compensation Discussion and Analysis" section of this Proxy Statement, participants are eligible to receive a cash payout ranging from 0% to 175% of target based on the achievement of pre-established corporate financial and strategic goals. The total payout under the Annual Incentive Plan for the participating NEOs other than Mr. Ersek is subject to a +/- 25% modifier based on the committee's assessment of individual performance with respect to key performance indicators relating to individual business unit transformation goals, ESG initiatives, leadership and compliance. Please see the "Compensation Discussion and Analysis" section of this Proxy Statement for more information regarding the annual incentive awards, including the performance metrics applicable to such awards.

SALARY AND BONUS IN PROPORTION TO TOTAL COMPENSATION

As noted in the "Compensation Discussion and Analysis" section of this Proxy Statement, the Compensation Committee heavily weighted total direct compensation toward performance-based elements, which include annual incentive compensation, PSUs and stock options, in order to hold executives accountable and reward them for the results of the Company. Our Compensation Committee structured the compensation program to give our NEOs substantial alignment with stockholders, while also permitting the committee to incentivize the NEOs to pursue performance that it believes increases stockholder value. Please see the "Compensation Discussion and Analysis" section of this Proxy Statement for a description of the objectives of our compensation program and overall compensation philosophy.

The following table provides information regarding outstanding option awards and unvested stock awards held by each of the NEOs on December 31, 2021.

2021 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE

	OPTION AWARDS				STOCK AWARDS			
NAME	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#) EXERCISABLE	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#) UNEXERCISABLE	OPTION EXERCISE PRICE ($)	OPTION EXPIRATION DATE	NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (#)	MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED ($000)[1]	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (#)	EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED ($000)[1]
Devin McGranahan		2,149,838[2]	17.70	12/27/2031	367,232[7]	6,551.4		
Hikmet Ersek	—	400,000[3]	23.91	2/19/2031	34,296[8]	611.8		
	103,535	310,607[4]	26.50	2/20/2030	30,944[9]	552.0		
	274,510	274,510[5]	17.63	2/21/2029	39,706[10]	708.4		
	287,671	95,891[6]	20.09	2/22/2028	55,588[11]	991.7		
	414,202		19.99	2/22/2027				
	422,961		18.19	2/19/2026			154,717[12]	2,760.2
	336,135		19.27	2/19/2025			72,184[13]	1,287.8
	303,798		15.99	2/20/2024			171,477[14]	3,059.1
	400,810		17.86	2/23/2022			64,138[15]	1,144.2
Raj Agrawal					35,745[8]	637.7	45,767[12]	816.5
	84,034		19.27	2/19/2025	27,460[9]	489.9	21,958[13]	391.7
	65,823		15.99	2/20/2024	40,359[10]	720.0	59,575[14]	1,062.8
	134,063		14.00	2/20/2023	18,835[11]	336.0	22,636[15]	403.8
Michelle Swanback					31,915[8]	569.4	41,953[12]	748.4
					25,172[9]	449.1	20,129[13]	359.1
					47,170[16]	841.5	53,192[14]	948.9
							20,211[15]	360.6
Gabriella Fitzgerald					92,166[17]	1,644.2		
Jean Claude					19,149[8]	341.6		
Farah	44,818		19.27	2/19/2025	12,014[9]	214.3	20,023[12]	357.2
	10,127		15.99	2/20/2024	17,657[10]	315.0	9,607[13]	171.4
	33,401		17.86	2/23/2022	8,241[11]	147.0	31,915[14]	569.4
							12,127[15]	216.3

Footnotes:

(1) The market value of shares or units of stock that have not vested reflects the closing stock price of $17.84 per share on December 31, 2021.

(2) These options were awarded on December 27, 2021, subject to vesting in 25% increments on each of the first through fourth year anniversaries of the date of grant; provided that the executive is still employed by the Company on the

applicable vesting date or as otherwise provided for pursuant to the Executive Severance Policy, the Long-Term Incentive Plan or the equity award agreement.

(3) These options were awarded on February 19, 2021, subject to vesting in 25% increments on each of the first through fourth year anniversaries of the date of grant; provided that the executive is still employed by the Company on the applicable vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In connection with his separation from the Company, Mr. Ersek's 2021 options will vest on a pro-rated basis based on an anticipated departure date of June 30, 2022, due to his satisfaction of the age and service requirements for retirement vesting. Please see page 66 for additional information related to the post-termination exercise period for stock options in the event of retirement.

(4) These options were awarded on February 20, 2020, subject to vesting in 25% increments on each of the first through fourth year anniversaries of the date of grant; provided that the executive is still employed by the Company on the applicable vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In connection with his separation from the Company, Mr. Ersek's 2020 options will vest on a pro-rated basis based on an anticipated departure date of June 30, 2022, due to his satisfaction of the age and service requirements for retirement vesting. Please see page 66 for additional information related to the post-termination exercise period for stock options in the event of retirement.

(5) These options were awarded on February 21, 2019, subject to vesting in 25% increments on each of the first through fourth year anniversaries of the date of grant; provided that the executive is still employed by the Company on the applicable vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In connection with his separation from the Company, Mr. Ersek's 2019 options will vest on a pro-rated basis based on an anticipated departure date of June 30, 2022, due to his satisfaction of the age and service requirements for retirement vesting. Please see page 66 for additional information related to the post-termination exercise period for stock options in the event of retirement.

(6) These options vested on February 22, 2022.

(7) Represents RSUs that are scheduled to vest in two substantially equal installments on August 1, 2022 and February 1, 2023; provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy, the Long-Term Incentive Plan or the equity award agreement.

(8) Represents RSUs that are scheduled to vest on February 18, 2024 (or, in the case of Mr. Ersek, February 19, 2024); provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In connection with his separation from the Company, Mr. Ersek's RSU awards will vest on a pro-rated basis due to the satisfaction of the age and service requirements for retirement vesting. These RSUs were forfeited in connection with Ms. Swanback's 2022 separation.

(9) Represents RSUs that are scheduled to vest on February 19, 2023 (or, in the case of Mr. Ersek, February 20, 2023); provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In connection with his separation from the Company, Mr. Ersek's RSU awards will vest on a pro-rated basis due to the satisfaction of the age and service requirements for retirement vesting. These RSUs were forfeited in connection with Ms. Swanback's 2022 separation.

(10) Represents RSUs that vested on February 20, 2022 (or, in the case of Mr. Ersek, February 21, 2022).

(11) Represents PSUs that vested on February 20, 2022 (or, in the case of Mr. Ersek, February 21, 2022) based on the Company's revenue and EBIT performance over the 2019–2021 performance period.

(12) Represents PSUs that are scheduled to vest on February 19, 2023 (or, in the case of Mr. Ersek, February 20, 2023) based on the Company's revenue and operating margin performance over the 2020–2022 performance period; provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In accordance with the SEC executive compensation disclosure rules, the amounts reported are based on achieving the target performance goals. In connection with his separation from the Company, Mr. Ersek's Financial PSUs will vest on a pro-rated basis due to the satisfaction of the age and service requirements for retirement vesting. These PSUs were forfeited in connection with Ms. Swanback's 2022 separation.

(13) Represents PSUs that are scheduled to vest on February 19, 2023 (or, in the case of Mr. Ersek, February 20, 2023) based on the Company's TSR performance relative to the S&P 500 Index over the 2020–2022 performance period; provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In accordance with the SEC executive compensation disclosure rules, the amounts reported are based on achieving the target performance goals. In connection with his separation from the Company, Mr. Ersek's TSR PSUs will vest on a pro-rated basis due to the satisfaction of the age and service requirements for retirement vesting. These PSUs were forfeited in connection with Ms. Swanback's 2022 separation.

(14) Represents PSUs that are scheduled to vest on February 18, 2024 (or, in the case of Mr. Ersek, February 19, 2024) based on the Company's revenue and operating margin performance, measured annually during the 2021-2023 performance period; provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In accordance with the SEC executive compensation disclosure rules, the amounts reported are based on achieving the target performance goals. In connection with his separation from the Company, Mr. Ersek's Financial PSUs will vest on a pro-rated basis due to the satisfaction of the age and service requirements for retirement vesting. These PSUs were forfeited in connection with Ms. Swanback's 2022 separation.

(15) Represents PSUs that are scheduled to vest on February 18, 2024 (or, in the case of Mr. Ersek, February 19, 2024) based on the Company's TSR performance relative to the S&P 500 Index over the 2021–2023 performance period; provided that the executive is still employed by the Company on the vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan. In accordance with the SEC executive compensation disclosure rules, the amounts reported are based on achieving the target performance goals. In connection with his separation from the Company, Mr. Ersek's TSR PSUs will vest on a pro-rated basis due to the satisfaction of the age and service requirements for retirement vesting. These PSUs were forfeited in connection with Ms. Swanback's 2022 separation.

(16) Represents RSUs that vested on January 13, 2022.

(17) Represents RSUs that were awarded on September 13, 2021, which vest in three substantially equal installments on the first, second and third anniversaries of the grant date; provided that the executive is still employed by the Company on the applicable vesting date or as otherwise provided for pursuant to the Executive Severance Policy or Long-Term Incentive Plan.

The following table provides information concerning the exercise of stock options and vesting of stock awards during 2021 for each of the NEOs.

2021 OPTION EXERCISES AND STOCK VESTED TABLE

	OPTION AWARDS		STOCK AWARDS	
NAME	NUMBER OF SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED ON EXERCISE ($)	NUMBER OF SHARES ACQUIRED ON VESTING (#)	VALUE REALIZED ON VESTING ($)
Devin McGranahan	—	—	—	—
Hikmet Ersek	233,859	681,073	191,644	4,580,292
Raj Agrawal	128,534	866,741	89,583	2,141,930
Michelle Swanback	—	—	47,170	1,056,136
Gabriella Fitzgerald	—	—	—	—
Jean Claude Farah	28,157	69,023	39,194	937,129

The following table provides information regarding compensation that has been deferred by our NEOs pursuant to the terms of our SISP.

2021 NONQUALIFIED DEFERRED COMPENSATION TABLE

NAME	EXECUTIVE CONTRIBUTIONS IN LAST FY ($000)(1)	REGISTRANT CONTRIBUTIONS IN LAST FY ($000)(2)	AGGREGATE EARNINGS IN LAST FY ($000)	AGGREGATE WITHDRAWALS/ DISTRIBUTIONS ($000)	AGGREGATE BALANCE AT LAST FYE ($000)(3)
Hikmet Ersek	—	—	—	—	—
Raj Agrawal	51.4	29.5	530.6	—	2,394.9
Michelle Swanback	51.0	29.2	10.2	—	182.6
Jean Claude Farah	—	—	—	—	—

Footnotes:

(1) These amounts represent deferrals of the NEO’s salary and compensation received under the Annual Incentive Plan and are included in the “Salary” and “Non-Equity Incentive Plan Compensation” columns in the 2021 Summary Compensation Table.

(2) These amounts are included in the “All Other Compensation” column in the 2021 Summary Compensation Table.

(3) Amounts in this column include the following amounts that were previously reported in the Summary Compensation Table as compensation for 2020 and 2019 (in $000s): Mr. Agrawal–$207.3; and Ms. Swanback-$85.1.

INCENTIVE SAVINGS PLAN

We maintain a defined contribution retirement plan (the "Incentive Savings Plan" or "ISP") for our employees on United States payroll, including each of our NEOs other than Messrs. Ersek and Farah. The ISP is structured with the intention of qualifying under Section 401(a) of the Internal Revenue Code. Under the ISP, participants are permitted to make contributions up to the maximum allowable amount under the Internal Revenue Code. In addition, we make matching contributions equal to 100% of the first 3% of eligible compensation contributed by participants and 50% of the next 2% of eligible compensation contributed by participants. For 2021, each participating NEO was eligible to receive a Company contribution equal to 4% of his or her eligible compensation. During 2021, Mr. Ersek participated in the qualified retirement savings plan made available to eligible employees in Austria. During 2021, Mr. Farah participated in the Caisse des Français de l'Etranger (the "CFE Retirement Fund"), which provides for continued coverage under the French State Social Security System for French citizens who work outside of France. On behalf of the employee, the CFE Retirement Fund contributes to the National Retirement Insurance Fund ("CNAV") allowing the employee to receive pension benefits from the CNAV upon retirement.

SUPPLEMENTAL INCENTIVE SAVINGS PLAN

We maintain a nonqualified supplemental incentive savings plan (the "SISP") for certain of our employees on U.S. payroll, including each of our NEOs other than Messrs. Ersek and Farah. Under the SISP, participants may defer up to 80% of their salaries, including commissions and incentive compensation (other than annual bonuses), and may make a separate election to defer up to 80% of any annual bonuses and up to 100% of any performance-based cash awards they may earn. The SISP also provides participants the opportunity to receive credits for matching contributions equal to the difference between the matching contributions that a participant could receive under the ISP but for the contribution and compensation limitations imposed by the Internal Revenue Code, and the matching contributions allowable to the participant under the ISP. Participants are generally permitted to choose from among the mutual funds available for investment under the ISP for purposes of determining the imputed earnings, gains, and losses applicable to their SISP accounts. The SISP is unfunded. Participants may specify the timing of the payment of their accounts by choosing either a specified payment date or electing payment upon separation from service (or a date up to five years following separation from service), and in either case may elect to receive their accounts in a lump sum or in annual or quarterly installments over a period of up to ten years. With respect to each year's contributions and imputed earnings, the participant may make a separate distribution election. Subject to the requirements of Section 409A of the Internal Revenue Code, applicable Internal Revenue Service guidance, and the terms of the SISP, participants may receive an early payment in the event of a severe financial hardship and may make an election to delay the timing of their scheduled payment by a minimum of five years.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL

EXECUTIVE SEVERANCE POLICY

We maintain the Executive Severance Policy for the payment of certain benefits to senior executives, including our NEOs, upon termination of employment from the Company and upon a change in control of the Company. Under the Executive Severance Policy, an eligible executive will become eligible for benefits if (i) prior to a change-in-control, he or she is involuntarily terminated by the Company other than on account of death or disability or for cause, or (ii) after a change-in-control, he or she is involuntarily terminated by the Company other than on account of death or disability or for cause, or he or she terminates employment voluntarily for "good reason" (which may arise from a material reduction in title or position, reduction in base salary or bonus opportunity or an increase in the executive's commute to his or her current principal working location of more than 50 miles without consent) within 24 months after the date of the change-in-control. Under the Executive Severance Policy, a change-in-control is generally defined to include:

- The acquisition by a person or entity of 35% or more of either the outstanding shares of the Company or the combined voting power of such shares, with certain exceptions;

- An unapproved change in a majority of the Board members within a 24-month period; and
- Certain corporate restructurings, including certain mergers, dissolution and liquidation.

The Executive Severance Policy provided for the following severance and change-in-control benefits as of December 31, 2021:

- A severance payment equal to the senior executive's base pay plus target bonus for the year in which the termination occurs (the "base severance pay") multiplied by 1.5 (multiplied by two in the case of the CEO and all senior executives who terminate for an eligible reason within 24 months following a change-in-control). For terminations prior to a change-in-control a senior executive employed by the Company for 12 months or less would be entitled to receive a severance payment equal to the base severance pay and, for every month employed in excess of 12 months, an additional severance payment equal to a pro rata portion of the base severance pay, up to a maximum severance payment equal to the senior executive's base severance pay, multiplied by 1.5 (multiplied by two in the case of the CEO).
- A cash payment equal to the lesser of (i) the senior executive's prorated target bonus under the Annual Incentive Plan for the year in which the termination occurs and (ii) the maximum bonus which could have been paid to the senior executive under the Annual Incentive Plan for the year in which the termination occurs, based on actual Company performance during such year. No bonus will be payable unless the Compensation Committee certifies that the performance goals under the Annual Incentive Plan have been achieved for the year in which the termination occurs (except for eligible terminations following a change-in-control).
- A lump sum payment equal to the difference between active employee health care premiums and continuation coverage premiums for 18 months of coverage.
- At the discretion of the Compensation Committee, outplacement benefits may be provided to the executive.
- All awards made pursuant to our Long-Term Incentive Plan, including those that are performance-based, generally will become fully vested and exercisable if a senior executive is involuntarily terminated without cause or terminates employment for good reason, in either case, within 24 months following a change-in-control. In such event, the right to exercise stock options will continue for 24 months (36 months in the case of the CEO) after the senior executive's termination (but not beyond the applicable expiration date for the stock options).
- If a senior executive is involuntarily terminated without cause and no change-in-control has occurred, awards granted pursuant to our Long-Term Incentive Plan generally will vest on a prorated basis based on the period served during the vesting period, and stock options will remain exercisable until the end of severance period under the Executive Severance Policy, but not beyond the applicable expiration date for the stock options.
- Any benefits triggered by a change-in-control are subject to an automatic reduction to avoid the imposition of excise taxes under Section 4999 of the Internal Revenue Code in the event such reduction would result in a better after-tax result for the executive.

The provision of severance benefits under the Executive Severance Policy is conditioned upon the executive executing an agreement and release which includes, among other things, non-competition and non-solicitation restrictive covenants, as well as a release of claims against the Company. These restrictive covenants vary in duration, but generally do not exceed two years.

As noted earlier, Mr. Farah is subject to an employment agreement, which is a customary practice for executives located in the UAE. Under the terms of Mr. Farah's employment agreement, he is required to receive three months' notice of termination of employment or, in lieu of such notice, three months of pay. In addition, Mr. Farah is also eligible for statutory end of service gratuity/severance amounts in accordance with local law. Any amounts due to Mr. Farah under the Executive Severance Policy will be reduced by any end-of-service gratuity/severance paid under the terms of his employment agreement or as required by local law.

As noted in the "Compensation Discussion and Analysis" section of this Proxy Statement, effective as of December 26, 2021, Mr. Ersek retired from the position of President and CEO of the Company, and will continue to support the Company as a Special Advisor to the Company's new CEO until June 30, 2022, during which time his current base salary of $1,050,000 and benefits will continue, with an annual incentive opportunity under the Annual Incentive Plan of 170% of base salary that is prorated for his period of service during 2022. In addition, the Company has agreed to provide Mr. Ersek with a lump sum payment equal to COBRA premiums for continued healthcare coverage through December 31, 2023 (estimated value $48,000), tax filing support services for 2022 and 2023 (estimated value $10,000), continued home monitoring services for the duration of his service as Special Advisor to the CEO (estimated value $300), and repatriation support, including related tax reimbursements, for Mr. Ersek's repatriation to Austria in accordance with the Company's repatriation policy (estimated value $100,000) and reimbursement of up to $10,000 in attorneys' fees for negotiation of the terms of Mr. Ersek's transition agreement. Finally, due to his satisfaction of the age and service requirements under his outstanding equity award agreements, Mr. Ersek will be eligible for retirement vesting in accordance with the terms of these agreements (estimated value $5,800,000, based on the closing stock price on December 31, 2021 and assuming target payout for the PSUs).

On March 31, 2022, Ms. Swanback separated from the Company. In connection with Ms. Swanback's departure, the Company and Ms. Swanback entered into a mutual separation agreement, which includes a customary release of claims and provides for a separation payment of $1,565,000, payable in nine equal monthly installments from April 2022 through December 2022. In connection with her departure, Ms. Swanback will not receive a bonus for 2022 under the Company's Annual Incentive Plan, her outstanding and unvested equity awards were forfeited, and she was not eligible for any severance benefits under the Executive Severance Policy. Ms. Swanback remains subject to restrictive covenants, including covenants relating to non-competition, non-solicitation, and non-disclosure.

For NEOs serving as executive officers as of December 31, 2021, we have quantified the potential payments upon termination under various termination circumstances in the tables set forth below. These tables assume that the covered termination took place on December 31, 2021.

PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL TABLES

TERMINATION FOLLOWING A CHANGE-IN-CONTROL(1)

NAME	SEVERANCE ($000)(2)	WELFARE BENEFITS ($000)(3)	LONG-TERM INCENTIVES(4) STOCK OPTIONS ($000)	PSUs ($000)	RSUs ($000)	DEU ACCRUAL ($000)	TOTAL ($000)
Devin McGranahan	2,700.0	—	301.0	—	6,551.4	—	9,552.4
Raj Agrawal	3,107.0	25.2	—	3,010.8	1,847.6	508.5	8,499.1
Michelle Swanback	2,953.5	25.2	—	2,417.0	1,860.0	290.3	7,546.0
Gabriella Fitzgerald	1,626.9	25.2	—	—	1,644.2	43.3	3,339.6
Jean Claude Farah	2,529.0	—	—	1,461.3	870.9	231.3	5,092.5

INVOLUNTARY TERMINATION OTHER THAN FOR DEATH, DISABILITY, OR CAUSE

NAME	SEVERANCE ($000)(2)	WELFARE BENEFITS ($000)(3)	LONG-TERM INCENTIVES(4) STOCK OPTIONS ($000)	PSUs ($000)	RSUs ($000)	DEU ACCRUAL ($000)	TOTAL ($000)
Devin McGranahan	2,700.0	—	301.0	—	6,551.4	—	9,552.4
Raj Agrawal	2,457.0	25.2	—	1,494.3	1,174.9	258.6	5,410.0
Michelle Swanback	2,432.7	25.2	—	688.2	1,105.6	162.0	4,413.7
Gabriella Fitzgerald	1,626.9	25.2	—	—	—	—	1,652.1
Jean Claude Farah	2,004.0	—	—	468.7	433.6	101.8	3,008.1

DEATH OR DISABILITY

NAME	SEVERANCE ($000)	WELFARE BENEFITS ($000)	LONG-TERM INCENTIVES(4) STOCK OPTIONS ($000)	PSUs ($000)	RSUs ($000)	DEU ACCRUAL ($000)	TOTAL ($000)
Devin McGranahan	—	—	301.0	—	6,551.4	—	6,852.4
Raj Agrawal	—	—	—	3,010.8	1,847.6	508.5	5,366.9
Michelle Swanback	—	—	—	2,417.0	1,860.0	290.3	4,567.3
Gabriella Fitzgerald	—	—	—	—	1,644.2	43.3	1,687.5
Jean Claude Farah	—	—	—	1,461.3	870.9	231.3	2,563.5

			RETIREMENT(5)				
			LONG-TERM INCENTIVES(4)				
NAME	**SEVERANCE ($000)**	**WELFARE BENEFITS ($000)**	**STOCK OPTIONS ($000)**	**PSUs ($000)**	**RSUs ($000)**	**DEU ACCRUAL ($000)**	**TOTAL ($000)**
Raj Agrawal	—	—	—	1,494.3	1,174.9	258.6	2,927.8

Footnotes:

(1) Under the Executive Severance Policy, following a change-in-control, an eligible executive will become entitled to severance benefits if he or she is involuntarily terminated by the Company other than on account of death or disability or for cause, or he or she terminates employment voluntarily for good reason within 24 months after the date of the change-in-control.

(2) In accordance with the Executive Severance Policy, amounts in this column represent severance payments equal to (i) the lesser of the NEO's (x) 2021 target bonus and (y) 2021 bonus based on actual performance, plus (ii) 1.5 times (two times in the case of the CEO and in the case of all senior executives who terminate for an eligible reason within 24 months following a change-in-control) the sum of the NEO's base salary and target bonus, with the exception of Mr. McGranahan, Ms. Swanback, and Ms. Fitzgerald, who have each been with the Company for less than two years as of December 31, 2021. Due to this fact, in accordance with the Executive Severance Policy in effect on December 31, 2021, the amounts for Mr. McGranahan and Ms. Fitzgerald represent payments equal to 1 time, and the amount for Ms. Swanback represent payments equal to 1.9 times, respectively, the sum of his or her base salary and target bonus for the current year in the case of an involuntary termination not in connection with a change in control.

(3) Amounts in this column represent a lump sum cash payment equal to the product of (i) the difference in cost between the NEO's actual health premiums and COBRA health premiums (if applicable) as of December 31, 2021, and (ii) 18, the number of months of continuing COBRA coverage.

(4) Amounts in these columns reflect the long-term incentive awards to be received upon a termination or a change-in-control calculated in accordance with the Executive Severance Policy and the Long-Term Incentive Plan. In the case of stock grants, the equity value represents the value of the shares determined by multiplying the closing stock price of $17.84 per share on December 31, 2021 by the number of unvested RSUs or, in the case of PSUs, by the number of shares to be awarded based on target achievement. In the case of option awards, the equity value was determined by multiplying (i) the spread between the exercise price and the closing stock price of $17.84 per share on December 31, 2021 and (ii) the number of unvested option shares that would vest following a qualifying termination or termination due to death or disability. The calculation with respect to unvested long-term incentive awards reflects the following additional assumptions under the Executive Severance Policy and the Long-Term Incentive Plan:

EVENT	STOCK OPTIONS**	RSUs**	PSUs
Change-in-control and qualifying termination within subsequent 24-month period	Accelerate	Accelerate Accrued dividend equivalents would be distributed on accelerated RSUs.	Accelerated vesting and award is payable to the extent earned based on actual performance results Accrued dividend equivalents would be distributed on accelerated Financial PSUs.
Change-in-control (without termination of employment)	Vesting continues under normal terms	Vesting continues under normal terms	Vesting continues under normal terms
Involuntary termination without cause (outside the 24-month period following a change-in-control)* *If the NEO would satisfy the age and service requirements for retirement, then the NEO would receive retirement vesting under this termination scenario.	Prorated vesting by grant based on period served during vesting period	Prorated vesting by grant based on period served during vesting period; if termination occurs prior to the one-year anniversary of the grant date, the awards are forfeited Accrued dividend equivalents would be distributed on accelerated RSUs.	Prorated vesting by grant based on actual performance results and period served during vesting period; if termination occurs prior to the one-year anniversary of the grant date, the awards are forfeited Accrued dividend equivalents would be distributed on accelerated Financial PSUs.

EVENT	STOCK OPTIONS**	RSUs**	PSUs
Death or disability	Accelerate	Accelerate Accrued dividend equivalents would be distributed on accelerated RSUs.	Accelerated vesting and award is payable to the extent earned based on actual performance results Accrued dividend equivalents would be distributed on accelerated Financial PSUs.
Retirement	Prorated vesting by grant based on period served during vesting period, with an exercise period equal to the earlier of (i) two years post-termination (three years, in the case of the CEO if termination is a severance-eligible event) and (ii) the expiration date	Prorated vesting by grant based on period served during vesting period Accrued dividend equivalents would be distributed on accelerated RSUs.	Prorated vesting by grant based on actual performance results and period served during vesting period Accrued dividend equivalents would be distributed on accelerated Financial PSUs.

**The new hire awards for Mr. McGranahan provide for accelerated vesting in the event of a termination by the Company other than for cause or by Mr. McGranahan for good reason or in the event of a change in control in which the awards are not assumed by the surviving company.

(5) Mr. Agrawal is the only current NEO eligible for retirement as of December 31, 2021, as defined under the Long-Term Incentive Plan.

RISK MANAGEMENT AND COMPENSATION

Appropriately incentivizing behaviors which foster the best interests of the Company and its stockholders is an essential part of the compensation-setting process. The Company believes that risk-taking is necessary for continued innovation and growth, but that risks should be encouraged within parameters that are appropriate for the long-term health and sustainability of the business. As part of its compensation setting process, the Company evaluates the merits of its compensation programs through a comprehensive review of its compensation policies and programs to determine whether they encourage unnecessary or inappropriate risk-taking by the Company's executives and employees below the executive level. Based on this review, the Company has concluded that the risks arising from its compensation programs are not reasonably likely to have a material adverse effect on the Company.

Management and the independent compensation consultant review the Company's compensation programs, including the broad-based employee programs and the programs tied to the performance of individual business units. The team maps the level of "enterprise" risk for each business area, as established through the Company's enterprise risk management oversight process, with the level of compensation risk for the associated incentive programs. In developing the risk assessment, the team reviews the compensation programs within each business area for:

- The mix of fixed versus variable pay;
- The performance metrics to which pay is tied;
- Whether the pay opportunity is capped;
- The timing of payout;
- Whether "clawback" adjustments are permitted;
- The use of equity awards; and
- Whether stock ownership guidelines apply.

Annual incentive awards and long-term incentive awards granted to executives are tied primarily to corporate performance goals, including revenue and operating margin growth, and strategic performance objectives. The Compensation Committee believes that these metrics encourage performance that supports the business as a whole. The executive annual incentive awards include a maximum payout opportunity equal to 175% of target, subject to a +/- 25% individual performance-based modifier for NEOs other than Mr. Ersek. Our executives are also expected to meet share ownership guidelines in order to align the executives' interests with those of our stockholders. Further, the Company's clawback policy permits the Company to recover incentive compensation paid to designated executives (including our officers who are subject to Section 16 of the Exchange Act as well as the Company's CCO) in the event of an accounting restatement or if the executive engaged in detrimental conduct, as defined in the clawback policy. This policy helps to discourage inappropriate risks, as executives will be held accountable for misconduct which is harmful to the Company's financial and reputational health. In addition, the Company's clawback policy and specific clawback provisions in its annual and long-term incentive award agreements allow the Company to "claw back" executive pay if the executive engages in conduct that is determined to have contributed to material compliance failures, subject to applicable law.

CEO PAY RATIO

As required by Section 953(b) of the Dodd-Frank Act, we are providing the following disclosure about the relationship of the annual total compensation of our employees to the annual total compensation of Mr. Ersek, our former CEO. Under the SEC pay ratio rules, in the case of a CEO transition during the year, the Company is permitted to calculate the CEO pay ratio based on the annualized compensation of the CEO serving on the median employee identification date. Because Mr. Ersek was serving as our CEO on November 1, 2021, the pay ratio is calculated based on his compensation. The total compensation used for purposes of the pay ratio calculation is the same compensation amount reported in the 2021 Summary Compensation Table as there was no impact on Mr. Ersek's compensation with respect to the annualization of his compensation since he continues to serve as an advisor to the Company with the same base salary level and his annual incentive compensation and equity awards were not adjusted to reflect his transition to the role of senior advisor.

To understand this disclosure, we think it is important to give context to our operations. As noted above, The Western Union Company provides people and businesses with fast, reliable, and convenient ways to send money and make payments around the world. As a global organization, approximately 84% of our employees are located outside of the United States, with our employees located in a total of 52 countries. We strive to create a competitive global compensation program in terms of both the position and the geographic location in which the employee is located. As a result, our compensation program varies amongst each local market, in order to allow us to provide a competitive total rewards package

Given the leverage of our executive compensation program towards performance-based elements, we expect that our pay ratio disclosure will fluctuate year-to-year based on the Company's performance against the pre-established performance goals.

Ratio

For 2021,

- The median of the annual total compensation of all of our employees, other than Mr. Ersek, was $36,393.
- Mr. Ersek's annual total compensation, as reported in the Total column of the 2021 Summary Compensation Table, was $10,834.6 thousand.
- Based on this information, the ratio of the annual total compensation of Mr. Ersek to the median of the annual total compensation of all employees is estimated to be 298 to 1.

Identification of Median Employee

We selected November 1, 2021 as the date on which to determine our median employee. As of that date, we had approximately 10,650 employees. For purposes of identifying the median employee, we considered the aggregate of the following compensation elements for each of our employees, as compiled from the Company's payroll records:

- Base Salary
- Target Annual Bonus
- Actual Equity Awards
- Target Commissions

We selected the above compensation elements as they represent the Company's principal broad-based compensation elements. In addition, we measured compensation for purposes of determining the median employee using the 12-month period ending December 31, 2021.

Using this methodology, we determined that our median employee was a full-time, salaried employee working in Europe. For purposes of this disclosure, we converted such employee's compensation from the employee's local currency to U.S. dollars using an exchange rate as of December 31, 2021. In determining the annual total compensation of the 2021 median employee, we calculated such employee's 2021 compensation in accordance with Item 402(c)(2)(x) of Regulation S-K as required pursuant to SEC executive compensation disclosure rules. This calculation is the same calculation used to determine total compensation for purposes of the 2021 Summary Compensation Table with respect to each of the NEOs.

PROPOSAL 2
ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

The Company is providing stockholders an advisory vote to approve executive compensation as required by Section 14A of the Exchange Act. Section 14A was added to the Exchange Act by Section 951 of the Dodd-Frank Act. The advisory vote to approve executive compensation is a nonbinding vote on the compensation of the Company's NEOs, as described in the "Compensation Discussion and Analysis" section, the tabular disclosure regarding such compensation, and the accompanying narrative disclosure set forth in this Proxy Statement. The advisory vote to approve executive compensation is not a vote on the Company's general compensation policies or the compensation of the Company's Board of Directors. The Dodd-Frank Act requires the Company to hold the advisory vote to approve executive compensation at least once every three years. At the 2017 Annual Meeting of Stockholders, the Company asked stockholders to indicate if it should hold an advisory vote to approve the compensation of named executive officers every one, two or three years, with the Board recommending an annual advisory vote. Our stockholders approved this recommendation. Accordingly, the Company is again asking stockholders to approve the compensation of NEOs as disclosed in this Proxy Statement.

At the 2021 Annual Meeting of Stockholders, the Company provided stockholders with the opportunity to cast an advisory vote to approve the compensation of the Company's NEOs as disclosed in the Proxy Statement for the 2021 Annual Meeting of Stockholders, and the Company's stockholders overwhelmingly approved the proposal, with approval by approximately 94% of the votes cast for the proposal at the 2021 Annual Meeting of Stockholders.

The Company believes that its compensation policies and procedures, which are outlined in the "Compensation Discussion and Analysis" section of this Proxy Statement, support the goals of:

- Aligning our executives' goals with our stockholders' interests;
- Attracting, retaining, and motivating outstanding executive talent; and
- Pay-for-performance" - Holding our executives accountable and rewarding their achievement of financial, strategic and operating goals.

The Compensation Committee of the Board continually reviews the Company's executive compensation and benefits program to evaluate whether it supports these goals and serves the interests of the Company's stockholders. The Company's executive compensation practices include the following, as discussed in more detail in the "Compensation Discussion and Analysis" section of this Proxy Statement:

WHAT WE DO

- ✔ Pay-for-performance and at-risk compensation.
- ✔ Align compensation with stockholder interests.
- ✔ Emphasis on future pay opportunity vs. current pay.
- ✔ Mix of performance metrics.
- ✔ Stockholder engagement.
- ✔ "Clawback" policy.
- ✔ Robust stock ownership guidelines.
- ✔ Include ESG metrics in compensation program.
- ✔ Multi-year vesting and/or performance periods for long-term incentive awards.
- ✔ Independent compensation consultant retained by Compensation Committee.
- ✔ "Double trigger" severance benefits in the event of a change-in-control.
- ✔ Maximum payout caps for annual cash incentive compensation and PSUs.

WHAT WE DON'T DO

- ✘ No repricing or buyout of underwater stock options without stockholder approval.
- ✘ No change-in-control tax gross ups for individuals promoted or hired after April 2009.
- ✘ No dividends or dividend equivalents paid on unvested or unearned PSUs or RSUs.
- ✘ Prohibition against pledging and hedging of Company securities by senior executives and directors.
- ✘ No service-based defined benefit pension plan.

We believe that our executive compensation practices, in combination with a competitive market review, limited executive perquisites, and reasonable severance pay multiples contribute to an executive compensation program that is competitive yet strongly aligned with stockholder interests.

The Board recommends that you vote in favor of the following "say-on-pay" resolution:

RESOLVED, that the stockholders of the Company approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K in the "Compensation Discussion and Analysis" section, the tabular disclosure regarding such compensation, and the accompanying narrative disclosure, each as set forth in the Company's Proxy Statement for its 2022 Annual Meeting of Stockholders.

REQUIRED VOTE

The affirmative vote of the holders of a majority of shares of the Company's Common Stock present in person or represented by proxy at the meeting and entitled to vote on the subject matter is required to approve this Proposal 2.

Because your vote is advisory, it will not be binding upon the Board of Directors. However, the Compensation Committee may take into account the outcome of the vote when considering future executive compensation arrangements.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR PROPOSAL 2.

PROPOSAL 3
RATIFICATION OF SELECTION OF AUDITORS

The Board of Directors and the Audit Committee believe it is in the best interest of the Company and its stockholders to recommend to the stockholders the ratification of the selection of Ernst & Young LLP, independent registered public accounting firm, to audit the accounts of the Company and its subsidiaries for 2022. Ernst & Young LLP has served as the Company's independent registered public accounting firm since the Company became a public company in 2006. Consistent with the regulations adopted pursuant to the Sarbanes-Oxley Act of 2002, the lead audit partner having primary responsibility for the audit and the concurring audit partner are rotated every five years.

A representative of Ernst & Young LLP will be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions.

SUMMARY OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S FEES FOR 2021 AND 2020

Fees for professional services provided by our independent auditors, Ernst & Young LLP, for fiscal years 2021 and 2020, respectively, included the following (in millions):

	2021	2020
Audit Fees(1)	$7.5	$6.1
Audit-Related Fees(2)	$1.1	$1.0
Tax Fees(3)	$0.8	$0.6
All Other Fees(4)	$0.1	$—

(1) "Audit Fees" primarily include fees related to (i) the integrated audit of the Company's annual consolidated financial statements and internal controls over financial reporting; (ii) the review of its quarterly consolidated financial statements; (iii) statutory audits required domestically and internationally; (iv) comfort letters, consents and assistance with and review of documents filed with the SEC; and (v) other accounting and financial reporting consultation and research work billed as audit fees or necessary to comply with the standards of the PCAOB (United States).

(2) "Audit-Related Fees" primarily include fees, not included in "Audit Fees" above, related to (i) service auditor examinations; (ii) attest services that are not required by statute or regulation; and (iii) consultation concerning financial accounting and reporting standards that are not classified as "Audit Fees."

(3) "Tax Fees," which incorporate both tax advice and tax planning services, primarily include fees related to (i) consultations, analysis and assistance with domestic and foreign tax matters, including value-added and goods and services taxes; (ii) local tax authority audits; and (iii) other miscellaneous tax consultations, including tax services requested as part of the Company's procedures for commercial agreements, the acquisition of new entities, and other potential business transactions.

(4) "All Other Fees" consist of fees for professional services other than the services reported above.

During 2021 and 2020, all audit and non-audit services provided by the independent registered public accounting firm were pre-approved, consistent with the pre-approval policy of the Audit Committee. The pre-approval policy requires that all services provided by the independent registered public accounting firm be pre-approved by the Audit Committee or one or more members of the Audit Committee designated by the Audit Committee.

REQUIRED VOTE

The affirmative vote of the holders of a majority of shares of the Company's Common Stock present in person or represented by proxy at the meeting and entitled to vote on the subject matter is required to approve this Proposal 3. In the event the stockholders fail to ratify the selection of Ernst & Young LLP, the Audit Committee of the Board of Directors will consider it a direction to select another independent registered public accounting firm for the subsequent year. Even if the selection is ratified, the Audit Committee, in its discretion, may select a new independent registered public accounting firm at any time during the year, if it feels that such a change would be in the best interest of the Company and its stockholders.

THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE RECOMMEND THAT YOU VOTE FOR PROPOSAL 3.

PROPOSAL 4
STOCKHOLDER PROPOSAL REGARDING MODIFICATION TO STOCKHOLDER RIGHT TO CALL A SPECIAL MEETING

John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, owner of more than $2,000 worth of shares of the Company's Common Stock, has notified the Company that he intends to present a proposal for consideration at the Annual Meeting. As required by the Exchange Act, the text of the stockholder proposal and supporting statement appear as submitted to the Company by the proponent. The Board and the Company accept no responsibility for the contents of the proposal or the supporting statement.

PROPOSAL 4 - SPECIAL SHAREHOLDER MEETING IMPROVEMENT

FOR *Shareholder Rights*

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting.

One of the main purposes of this proposal is to give shareholders the right to formally participate in calling for a special shareholder meeting regardless of their length of stock ownership to the fullest extent possible.

It is important to adopt this proposal because of the hidden fact that all Western Union shares not held for one continuous year are now 100% disqualified form formally participating in the call for a special shareholder meeting. Under this secretive and ill-conceived Western Union rule management discriminates against shareholders who bought WU stock during the past 12 months.

Such shareholders are now second-class shareholders as far as having input to management. And shareholders who recently made the investment decision to buy Western Union stock or increase their holdings can be the most informed shareholders.

It currently takes 10% of shares that are owned for more than one continuous year to call a special shareholder meeting. The owners of 10% of shares held for more than a continuous year could determine that they own 20% of our stock when length of stock ownership is factored out. And this 20% figure equals 24% of the shares that vote at the annual meeting. It would be hopeless to think that the shares, that do not have the time to vote, would go out of their way to take the special procedural steps to call for a special shareholder meeting. Thus for practical purposes we may be left with a 24% stock ownership threshold to call a special shareholder meeting.

It is also important to adopt this proposal to make up for our complete lack of a shareholder right to act by written consent. Many companies provide for a shareholder right to call a special shareholder meeting and a shareholder right to act by written consent. Western Union shareholders gave 51%-support to a shareholder right to act by written consent at a previous Western Union annual meeting.

But Western Union is the poster company on abusing shareholder engagement. WU used its so-called shareholder engagement to flip shareholder votes. For example, WU management said that when shareholders gave majority 'support for a shareholder right to act by written consent that the WU shareholder engagement supposedly showed that shareholders did not care about written consent. WU shareholder engagement instead claimed that shareholders wanted a tweak to something other than written consent in spite of their majority vote for written consent.

Please vote yes:

Special Shareholder Meeting Improvement -- Proposal 4

BOARD'S STATEMENT OPPOSING THE PROPOSAL

After careful consideration, and for the following reasons, the Board believes that the proposal is not in the best interests of the Company or its stockholders, and the Board recommends voting "**AGAINST**" this proposal.

Our special meeting right is already aligned with best practices and balances the interests of our broader stockholder base against potential abuse by stockholders with narrow short-term interests.

Under our current Charter and By-Laws, one or more stockholders of record that together have continuously held, for their own account or on behalf of others, beneficial ownership of at least a 10% aggregate "net long position" of the Company's outstanding capital stock for at least one year prior to the date such request is delivered can require the Company to call a special meeting of its stockholders. Stock ownership is determined under a "net long position" standard to provide assurance that stockholders seeking to call a special meeting possess both (i) full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares.

The ownership requirement to exercise the special meeting right was lowered from 20% to 10% after stockholders approved the corresponding amendment to our Charter at the 2018 annual meeting of stockholders. This lower threshold was recommended by the Board after careful consideration and engagement with our stockholders. In discussions with and outreach to stockholders, the one-year holding requirement to call a special meeting has not been identified as a concern.

In its consideration of this proposal, the Board evaluated a number of factors, including the interests of our stockholders, the resources required to convene a special meeting, the existing opportunities for stockholders to engage with the Board and management between annual meetings, and the characteristics and composition of our stockholder base. The Board also considered that our special meeting provision is more permissive than those adopted by a majority of S&P 500 companies that provide stockholders with the right to call special meetings. Specifically, of the 324 S&P 500 companies that provide stockholders with the right to call special meetings, approximately 82.4% of those companies have a higher ownership threshold than our 10% threshold. Approximately 16.7% of those S&P 500 companies have adopted a 10% threshold.

The Board believes that the current special meeting right, including the one-year holding period and other procedural requirements, is consistent with best market practices while also protecting the Company and its broader stockholder base against risks that a small minority of stockholders will use special meetings to advance short-term initiatives and special interests, which may not be in the long-term interests of the Company or its stockholders.

The one-year holding requirement to call a special meeting protects the Company and its stockholders from the significant time, financial, and administrative burdens of excessive special meetings.

The Board recognizes the right for its stockholders to call special meetings in appropriate circumstances. Given the size of the Company and its large stockholder base, a special meeting of stockholders is a significant undertaking that requires substantial time, financial, and administrative commitments. For every special meeting, the Company is required to provide each stockholder a notice of meeting and proxy materials, which results in significant legal, printing, and mailing and administrative expenses, as well as other costs normally associated with holding a stockholder meeting. Additionally, preparing for stockholder meetings requires significant attention of the Company's directors, officers, and employees, diverting their attention away from performing their primary function, which is to operate the Company's business in the best interests of the stockholders.

If the one-year holding period requirement is eliminated from the special meeting ownership threshold, the Company could be subject to regular disruptions by special-interest stockholder groups with agendas that are not in the best interests of the Company or its stockholders. The Board believes that the one-year holding period requirement is part of a reasonable balance between enhancing stockholder rights and protecting against the risk that a small minority of stockholders, including stockholders with short-term special interests, could call one or more special meetings that could result in unnecessary financial expense and disruption to our business.

The Board is already highly accountable to stockholders.

Our current governance structure and policies implement the goal of accountability to stockholders without the risks outlined above to the Company and its stockholders associated with removing the one-year holding period required for stockholders to meet the 10% ownership threshold necessary to call a special meeting.

The Company has implemented a comprehensive package of corporate governance practices and policies that enable stockholders to hold the Board accountable and, where necessary, take quick action to support their interests. Elements of this comprehensive package include:

- ✔ Annual election of directors. The Board of Directors is declassified.
- ✔ Majority vote standard in uncontested elections. In an uncontested election, each director must be elected by a majority of votes cast, rather than by a plurality.
- ✔ Independent Board, except our CEO. Our Board is comprised of all independent directors, except our CEO.
- ✔ Independent non-executive chair. The Chair of the Board of Directors is a non-executive independent director.
- ✔ Proxy access. The Company was among the first U.S. companies to adopt the "proxy access" right for its stockholders that permits qualifying stockholders or groups of qualifying stockholders that have each beneficially owned at least 3% of the Company's Common Stock for three years to nominate up to the greater of (x) two or (y) an aggregate of 20% of the members of the Board and have information and supporting statements regarding those nominees included in the Company's Proxy Statement.
- ✔ Special Meeting Right. As discussed above, a stockholder or group of stockholders holding 10% or more of our outstanding shares for at least one year may call a special meeting.
- ✔ No supermajority voting provisions. Our Charter and By-Laws have no supermajority voting provisions.
- ✔ No "poison pill." Our Company does not have a stockholder rights plan, known as a "poison pill."
- ✔ Engagement with stockholders. The Company regularly seeks to engage with its stockholders to better understand their perspectives.

We believe that this comprehensive package of governance practices and policies, including our existing special meeting right, provides strong stockholder protections without needing to remove the one-year holding period requirement for stockholders to meet the ownership threshold necessary to call a special meeting, as requested by the proposal.

Required Vote; Recommendation Only

The affirmative vote of the holders of a majority of shares of the Company's Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the subject matter is required to approve this Proposal. Stockholders should be aware that this stockholder proposal is simply a request that the Board take the action stated in the proposal. Approval of this proposal may not result in the requested action being taken by the Board, and therefore, its approval would not effectuate the actions requested by the proposal.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE AGAINST PROPOSAL 4.

EQUITY COMPENSATION PLAN INFORMATION

The following table gives information, as of December 31, 2021, about our Common Stock that may be issued upon the exercise of options and settlement of other equity awards under all compensation plans under which equity securities are reserved for issuance. The Company's 2015 Long-Term Incentive Plan, 2006 Long-Term Incentive Plan and 2006 Non-Employee Director Equity Compensation Plan are our only equity compensation plans pursuant to which our equity securities are authorized for issuance.

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	14,425,469[(1)]	$18.98[(2)]	15,703,710[(3)]
Equity compensation plans not approved by security holders	—	N/A	—
Total	14,425,469[(1)]	$18.98[(2)]	15,703,710[(3)]

Footnotes:

(1) Includes 7,526,681 restricted stock units, PSUs, deferred stock units, and bonus stock units that were outstanding on December 31, 2021 under the Company's 2015 Long-Term Incentive Plan, 2006 Long-Term Incentive Plan, and 2006 Non-Employee Director Equity Compensation Plan. Restricted stock unit awards, deferred stock unit awards and bonus stock units may be settled only for shares of Common Stock on a one-for-one basis. The number included for PSUs reflects grant date units awarded. Assuming maximum payout for PSU grants that have not completed the required performance period, the number of securities to be issued would increase by 1,896,640. Please see the "Compensation Discussion and Analysis" section of this Proxy Statement for further information regarding the 2018 PSUs, including the performance metrics applicable to such awards.

(2) Only option awards were used in computing the weighted-average exercise price.

(3) This amount represents shares of Common Stock available for issuance under the Company's 2015 Long-Term Incentive Plan. Awards available for grant under the Company's 2015 Long-Term Incentive Plan include stock options, stock appreciation rights, restricted stock, restricted stock units, bonus stock, bonus stock units, deferred stock units, performance grants, and any combination of the foregoing awards.

STOCK BENEFICIALLY OWNED BY DIRECTORS, EXECUTIVE OFFICERS AND OUR LARGEST STOCKHOLDERS

The following table sets forth the beneficial ownership of Common Stock by each person or group that is known by us to be the beneficial owner of more than 5% of our Common Stock, all directors and nominees, each of the executive officers named in the 2021 Summary Compensation Table contained in this Proxy Statement, and all directors and executive officers as a group. Except as otherwise noted, (i) the information is as of March 23, 2022, (ii) each person has sole voting and investment power of the shares, and (iii) the business address of each person shown below is 7001 East Belleview Avenue, Denver, Colorado 80237.

NAME OF BENEFICIAL OWNER	ADDRESS	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENTAGE OF OUTSTANDING SHARES
5% Owners			
BlackRock, Inc.	55 East 52nd Street, New York, NY 10055	60,702,355(1)	15.1%(1)
The Vanguard Group	100 Vanguard Blvd., Malvern, PA 19355	41,754,123(2)	10.4%(2)
Capital Research Global Investors	333 South Hope Street, 55th Fl, Los Angeles, CA 90071	22,206,325(3)	5.5%(3)
DIRECTORS AND NAMED EXECUTIVE OFFICERS(4)			
Martin I. Cole		44,546	*
Hikmet Ersek		3,707,942(5)	*
Richard A. Goodman		75,579	*
Betsy D. Holden		5,000	*
Jeffrey A. Joerres		15,998	*
Devin B. McGranahan		—	
Michael A. Miles, Jr.		10,078	*
Timothy P. Murphy		26,776	*
Joyce A. Phillips		6,692	*
Jan Siegmund		89,247	*
Angela A. Sun		29,312	*
Solomon D. Trujillo		192,226(6)	*
Raj Agrawal		649,341(7)	*
Jean Claude Farah		328,210	*
Gabriella Fitzgerald		—	*
Michelle Swanback		66,089	*
All directors and executive officers as a group (19 persons)		5,472,602	1.41%

* Less than 1%

(1) The number of shares held and percentage of outstanding shares were obtained from the holder's Amendment No. 12 to Schedule 13G filing with the Securities and Exchange Commission filed January 27, 2022, which reports ownership as of December 31, 2021. The Schedule 13G filing indicates that the holder had sole voting power over 56,883,488 shares, sole dispositive power over 60,702,355 shares, shared voting power over 0 shares, and shared dispositive power over 0 shares.

(2) The number of shares held and percentage of outstanding shares were obtained from the holder's Amendment No. 9 to Schedule 13G filing with the Securities and Exchange Commission filed February 10, 2022, which reports ownership as of December 31, 2021. The Schedule 13G filing indicates that the holder had sole voting power over 0 shares, sole dispositive power over 40,851,990 shares, shared voting power over 357,840 shares, and shared dispositive power over 902,133 shares.

(3) The number of shares held and percentage of outstanding shares were obtained from the holder's Amendment No. 9 to Schedule 13G filing with the Securities and Exchange Commission filed February 11, 2022, which reports ownership as of December 31, 2021. The Schedule 13G filing indicates that the holder had sole voting and sole dispositive power over 22,206,325 shares, and shared voting power over 0 shares, and shared dispositive power over 0 shares.

(4) The number of shares reported includes shares covered by options that are exercisable within 60 days of March 23, 2022 as follows: Mr. Cole, 9,208; Mr. Ersek, 2,579,494; Mr. Goodman, 75,462; Ms. Holden, 0; Mr. Joerres, 11,448; Mr. McGranahan, 0; Mr. Miles, 0; Mr. Murphy, 20,084; Ms. Phillips, 0; Mr. Siegmund, 79,247; Ms. Sun 22,620; Mr. Trujillo, 177,080; Mr. Agrawal (Chief Financial Officer), 283,920; David Cebollero (Interim Chief Legal Officer), 0; Mr. Farah (President, EMEA/APAC Region), 54,945; Ms. Fitzgerald (President, Americas Region), 0; Ms. Molnar (Chief Transformation Officer), 0; Michelle Swanback (President, Product and Platform), 0; Richard Williams (Chief People Officer), 53,329; and all directors and executive officers as a group, 3,366,837.

(5) The number of shares reported includes 680,790 shares held jointly with Mr. Ersek's spouse.

(6) Mr. Trujillo shares with his spouse through a family trust the power to vote or direct the vote of, and the power to dispose or direct the disposition of, 11,800 shares.

(7) The number of shares reported includes 331,411 shares held jointly with Mr. Agrawal's spouse.

CERTAIN TRANSACTIONS AND OTHER MATTERS

We or one of our subsidiaries may occasionally enter into transactions with certain "related persons." Related persons include our executive officers, directors, nominees for directors, 5% or more beneficial owners of our Common Stock, and immediate family members of these persons. We refer to transactions involving amounts in excess of $120,000 and in which the related person has a direct or indirect material interest as "related person transactions." Each related person transaction must be approved or ratified in accordance with the Company's written Related Person Transactions Policy by the Corporate Governance, ESG, and Public Policy Committee of the Board of Directors or, if the Corporate Governance, ESG, and Public Policy Committee of the Board of Directors determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board of Directors, by the vote of a majority of such disinterested members. Other than as described below, there have been no related person transactions since January 1, 2021.

During 2021, N.A. Zeid, the brother-in-law of Mr. Farah served as the principal executive officer of one of the Company's money transfer agents in the Middle East region. In 2021, the agent generated approximately 1% of the Company's overall revenue and was paid approximately $15.8 million in commissions for its services as a money transfer agent. Mr. Farah does not receive any direct benefit from the Company's relationship with the agent. Internal controls are in place to preclude Mr. Farah from making decisions on behalf of the Company with respect to the agent or otherwise being involved in the Company's relationship with the agent.

Pursuant to the Company's Related Person Transactions Policy, the relationship was approved by the Corporate Governance, ESG, and Public Policy Committee.

The Corporate Governance, ESG, and Public Policy Committee considers all relevant factors when determining whether to approve a related person transaction, including, without limitation, the following:

- the size of the transaction and the amount payable to a related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the Company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the Company as would be available in comparable transactions with or involving unaffiliated third parties.

The Company's Related Person Transactions Policy is available through the "Investor Relations, Corporate Governance" portion of the Company's website, *www.westernunion.com*.

* * *

This Proxy Statement is provided to you at the direction of the Board of Directors.

Darren Dragovich,
Interim Secretary

ANNEX A
RECONCILIATION OF NON-GAAP MEASURES

Western Union's management believes the non-GAAP financial measures presented provide meaningful supplemental information regarding our operating results to assist management, investors, analysts, and others in understanding our financial results and to better analyze trends in our underlying business, because they provide consistency and comparability to prior periods.

A non-GAAP financial measure should not be considered in isolation or as a substitute for the most comparable GAAP financial measure. A non-GAAP financial measure reflects an additional way of viewing aspects of our operations that, when viewed with our GAAP results and the reconciliation to the corresponding GAAP financial measure, provides a more complete understanding of our business. Users of the financial statements are encouraged to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP financial measures is included below. All adjusted year-over-year changes were calculated using prior year amounts.

REVENUES	
	2021
Revenues, as reported (GAAP)	$5,070.8
Foreign currency translation impact[(a)]	(18.3)
Revenues, constant currency adjusted	$5,052.5
	2020
Revenues, as reported (GAAP)	$4,835.0
Revenue change, as reported (GAAP)	5%
Revenue change, constant currency adjusted	4%

OPERATING INCOME	
	2021
Operating income, as reported (GAAP)	$1,123.1
Foreign currency translation impact[(a)]	(30.5)
Acquisition and divestiture costs[(c)]	15.7
Operating income, constant currency adjusted, excluding acquisition and divestiture costs	$1,108.3
Operating margin, as reported (GAAP)	22.1%
Operating margin, excluding acquisition and divestiture costs	22.5%
	2020
Operating income, as reported (GAAP)	$967.3
Restructuring-related expenses[(b)]	36.8
Acquisition and divestiture costs[(c)]	2.5
Operating income, adjusted, excluding restructuring-related expenses acquisition and divestiture costs	$1,006.6
Operating margin, as reported (GAAP)	20.0%
Operating margin, adjusted, excluding restructuring-related expenses and acquisition and divestiture costs	20.8%

(a) Represents the impact from the fluctuation in exchange rates between all foreign currency denominated amounts and the United States dollar. Constant currency results exclude any benefit or loss caused by foreign exchange fluctuations between foreign currencies and the United States dollar, net of foreign currency hedges, which would not have occurred if there had been a constant exchange rate. We believe that this measure provides management and investors with information about operating results and trends that eliminates currency volatility and provides greater clarity regarding, and increases the comparability of, our underlying results and trends.

(b) Represents the impact from expenses incurred in connection with an overall restructuring plan, approved by the Board of Directors on August 1, 2019, to improve our business processes and cost structure by reducing headcount and consolidating various facilities. While these expenses are specific to this initiative, the types of expenses related to this initiative are similar to expenses that we have previously incurred and can reasonably be expected to incur in the future. We believe that, by excluding the effect of these charges associated with restructuring-related activities that can impact operating trends, management and investors are provided with a measure that increases the comparability of our underlying operating results.

(c) Represents the impact from expenses incurred in connection with our acquisition and divestiture activity, including for the review and closing of these transactions. We believe that, by excluding the effect of these charges that can impact operating trends, management and investors are provided with a measure that increases the comparability of our underlying operating results.

WesternUnion WU

2021

Notice of 2022 Annual Meeting of Stockholders, Proxy Statement, and 2021 Annual Report

2021 FORM 10-K

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

FORM 10-K

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

For the fiscal year ended: December 31, 2021

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: 001-32903

WesternUnion WU

THE WESTERN UNION COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**20-4531180**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

THE WESTERN UNION COMPANY
7001 East Belleview Avenue
Denver, Colorado 80237
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (866) 405-5012
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.01 Par Value	WU	The New York Stock Exchange

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

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

As of June 30, 2021, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately $9.2 billion based on the closing sale price of $22.97 of the common stock as reported on the New York Stock Exchange.

As of February 18, 2022, 393,527,543 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's proxy statement for the 2022 annual meeting of stockholders are incorporated into Part III of this Annual Report on Form 10-K.

Auditor Name: Ernst & Young LLP   Auditor Location: Denver, Colorado

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PART I

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K and materials we have filed or will file with the Securities and Exchange Commission ("SEC") (as well as information included in our other written or oral statements) contain or will contain certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks, uncertainties, and assumptions that are difficult to predict. Actual outcomes and results may differ materially from those expressed in, or implied by, our forward-looking statements. Words such as "expects," "intends," "targets," "anticipates," "believes," "estimates," "guides," "provides guidance," "provides outlook," and other similar expressions or future or conditional verbs such as "may," "will," "should," "would," "could," and "might" are intended to identify such forward-looking statements. Readers of the Annual Report on Form 10-K of The Western Union Company (the "Company," "Western Union," "we," "our," or "us") should not rely solely on the forward-looking statements and should consider all uncertainties and risks discussed in Part I, Item 1A, *Risk Factors* and throughout this Annual Report on Form 10-K. The statements are only as of the date they are made, and the Company undertakes no obligation to update any forward-looking statement.

Possible events or factors that could cause results or performance to differ materially from those expressed in our forward-looking statements include the following:

Events Related to Our Business and Industry

- changes in general economic conditions and economic conditions in the regions and industries in which we operate, including global economic downturns and trade disruptions, or significantly slower growth or declines in the money transfer, payment service, and other markets in which we operate, including downturns or declines related to interruptions in migration patterns or other events, such as public health emergencies, epidemics, or pandemics, such as COVID-19, civil unrest, war, terrorism, natural disasters, or non-performance by our banks, lenders, insurers, or other financial services providers;
- failure to compete effectively in the money transfer and payment service industry, including among other things, with respect to price, with global and niche or corridor money transfer providers, banks and other money transfer and payment service providers, including digital, mobile and internet-based services, card associations, and card-based payment providers, and with digital currencies and related exchanges and protocols, and other innovations in technology and business models;
- geopolitical tensions, political conditions, and related actions, including trade restrictions and government sanctions, which may adversely affect our business and economic conditions as a whole, including interruptions of United States or other government relations with countries in which we have or are implementing significant business relationships with agents, clients, or other partners;
- deterioration in customer confidence in our business, or in money transfer and payment service providers generally;
- failure to maintain our agent network and business relationships under terms consistent with or more advantageous to us than those currently in place;
- our ability to adopt new technology and develop and gain market acceptance of new and enhanced services in response to changing industry and consumer needs or trends;
- mergers, acquisitions, and the integration of acquired businesses and technologies into our Company, divestitures, and the failure to realize anticipated financial benefits from these transactions, and events requiring us to write down our goodwill;
- decisions to change our business mix;

- changes in, and failure to manage effectively, exposure to foreign exchange rates, including the impact of the regulation of foreign exchange spreads on money transfers and payment transactions;
- changes in tax laws, or their interpretation, any subsequent regulation, and potential related state income tax impacts, and unfavorable resolution of tax contingencies;
- any material breach of security, including cybersecurity, or safeguards of or interruptions in any of our systems or those of our vendors or other third parties;
- cessation of or defects in various services provided to us by third-party vendors;
- our ability to realize the anticipated benefits from restructuring-related initiatives, which may include decisions to downsize or to transition operating activities from one location to another, and to minimize any disruptions in our workforce that may result from those initiatives;
- failure to manage credit and fraud risks presented by our agents, clients, and consumers;
- adverse rating actions by credit rating agencies;
- our ability to protect our trademarks, patents, copyrights, and other intellectual property rights, and to defend ourselves against potential intellectual property infringement claims;
- our ability to attract and retain qualified key employees and to manage our workforce successfully;
- material changes in the market value or liquidity of securities that we hold;
- restrictions imposed by our debt obligations;

Events Related to Our Regulatory and Litigation Environment

- liabilities or loss of business resulting from a failure by us, our agents, or their subagents to comply with laws and regulations and regulatory or judicial interpretations thereof, including laws and regulations designed to protect consumers, or detect and prevent money laundering, terrorist financing, fraud, and other illicit activity;
- increased costs or loss of business due to regulatory initiatives and changes in laws, regulations, and industry practices and standards, including changes in interpretations, in the United States and abroad, affecting us, our agents or their subagents, or the banks with which we or our agents maintain bank accounts needed to provide our services, including related to anti-money laundering regulations, anti-fraud measures, our licensing arrangements, customer due diligence, agent and subagent due diligence, registration and monitoring requirements, consumer protection requirements, remittances, and immigration;
- liabilities, increased costs or loss of business and unanticipated developments resulting from governmental investigations and consent agreements with or enforcement actions by regulators;
- liabilities resulting from litigation, including class-action lawsuits and similar matters, and regulatory enforcement actions, including costs, expenses, settlements, and judgments;
- failure to comply with regulations and evolving industry standards regarding consumer privacy, data use, the transfer of personal data between jurisdictions, and information security, including with respect to the General Data Protection Regulation (“GDPR”) in the European Union (“EU”) and the California Consumer Privacy Act;

- failure to comply with the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), as well as regulations issued pursuant to it and the actions of the Consumer Financial Protection Bureau (“CFPB”) and similar legislation and regulations enacted by other governmental authorities in the United States and abroad related to consumer protection and derivative transactions;

- effects of unclaimed property laws or their interpretation or the enforcement thereof;

- failure to maintain sufficient amounts or types of regulatory capital or other restrictions on the use of our working capital to meet the changing requirements of our regulators worldwide;

- changes in accounting standards, rules and interpretations, or industry standards affecting our business;

Other Events

- catastrophic events; and

- management’s ability to identify and manage these and other risks.

Item 1. Business

Overview

The Western Union Company (the "Company," "Western Union," "we," "our," or "us") is a leader in global money movement and payment services, providing people and businesses with fast, reliable and convenient ways to send money and make payments around the world.

The Western Union® brand is globally recognized and represents speed, reliability, trust, and convenience. Our Consumer-to-Consumer money transfer service enables people to use our well-recognized brand to send money around the world, usually within minutes. As of December 31, 2021, our global network included approximately 600,000 agent locations in more than 200 countries and territories and many Western Union branded or partner websites in a growing number of countries and territories. Each location in our agent network is capable of facilitating a consumer's use of one or more of our services, with the substantial majority offering a Western Union branded service. As of December 31, 2021, more than 65% of our agent locations had conducted money transfer activity in the previous 12 months.

Our Business Solutions services facilitate payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals. The significant majority of our Business Solutions business relates to exchanges of currency at spot rates, which enable customers to make cross-currency payments. In addition, in certain countries, we write foreign currency forward and option contracts for customers to facilitate future payments. On August 4, 2021, we entered into an agreement to sell our Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC, as further discussed below.

We believe that brand strength, size and reach of our global network, convenience, reliability, and value for the price paid have been important to the growth of our business. As we continue to seek to meet the needs of our customers for fast, reliable, and convenient global money movement and payment services, with a continued focus on regulatory compliance, we are also working to provide consumers and our business clients with access to an expanding portfolio of payment and other financial services and to expand the ways our services can be accessed.

Our Segments

We manage our business around the consumers and businesses we serve and the types of services we offer. Each of our segments addresses a different combination of customer groups, distribution networks, and services offered. Our segments are Consumer-to-Consumer and Business Solutions.

All businesses and other services that have not been classified in these segments are reported as Other, which primarily includes our bill payment services, which facilitate payments from consumers to businesses and other organizations. In May 2019, we sold a substantial majority of our United States based electronic bill payment services, as discussed below. Our money order and other services, in addition to certain corporate costs such as costs related to strategic initiatives, including costs for the review and closing of mergers, acquisitions, and divestitures, are also included in Other.

The table below presents the components of our consolidated revenue.

	Year Ended December 31,		
	2021	2020	2019
Consumer-to-Consumer	87%	87%	83%
Business Solutions	8%	8%	7%
Other	5%	5%	10%
	100%	100%	100%

No individual country or territory outside the United States accounted for more than approximately 7% of our consolidated revenue for each of the years ended December 31, 2021, 2020, and 2019.

See Part I, Item 1A, *Risk Factors,* for a discussion of certain risks relating to our foreign operations.

Consumer-to-Consumer Segment

Money transfers from one consumer to another are the core of our business, representing 87% of our total consolidated revenues for 2021. A substantial majority of these transfers were cross-border transactions. Our money transfer service is mainly conducted through our retail agent locations worldwide but also includes our fast-growing money transfer transactions conducted and funded through websites and mobile applications marketed under our brands ("westernunion.com") and transactions initiated on internet and mobile applications hosted by our third-party white label or co-branded digital partners (together with westernunion.com, "Digital Money Transfer"). This segment includes five geographic regions whose functions are primarily related to generating, managing, and maintaining agent relationships and localized marketing activities. We include Digital Money Transfer transactions in these regions, including transactions from our arrangements with financial institutions and other third parties to enable such entities to offer money transfer services to their own customers under their brands, as further discussed below. By means of common processes and systems, these regions, including Digital Money Transfer, create one interconnected global network for consumer transactions, thereby constituting one Consumer-to-Consumer money transfer business and one operating segment.

Operations

Our revenues are primarily derived from consideration paid by customers to transfer money. These revenues vary by transaction based upon factors such as channel, send and receive locations, the principal amount sent, whether the money transfer involves different send and receive currencies, the difference between the exchange rate we set to the consumer and the rate available in the wholesale foreign exchange market, and speed of service, as applicable.

In a typical money transfer transaction, a consumer provides information, either at one of our agent or subagent locations or online, specifying, among other things, the name and other identifying information regarding the recipient and the principal amount of the transfer. The consumer also provides funds for the transaction, including fees. Certain of these processes are streamlined for consumers who participate in our loyalty programs or are registered westernunion.com customers. This information is entered into our money transfer system, and the funds are made available for pick-up by the recipient within our system, usually within minutes, in the country or territory specified by the consumer, or paid into the designated account of the recipient. In some jurisdictions, the principal and fees are not collected until after the presentation of our written disclosure that generally identifies the exchange rate and all fees and charges associated with the transaction and the consumer has agreed to the transaction, as described in the disclosure. Consumers then receive a unique identifying number assigned by our system, which the consumer must communicate to the recipient in order to obtain the principal. The recipient generally enters an agent location in the designated receiving country or territory, presents the unique identifying number and identification, where applicable, and is paid the transferred amount by our agent based on the information in our system. Recipients generally do not pay a fee. However, in limited circumstances, a tax may be imposed by the local government on the receipt of the money transfer, or a fee may be charged by the recipient's institution related to the use of an account. We determine the fee paid by the sender, which generally is based on the principal amount of the transaction, the send and receive country or territory, speed of service, and channel.

In a retail transaction, we generally pay our agents a commission based on a percentage of revenue. A commission is usually paid to both the agent that initiated the transaction, the "send agent," and the agent that paid the transaction, the "receive agent." For most agents, the costs of providing the physical infrastructure and staff are typically covered by the agent's primary business (e.g., postal services, banking, check cashing, travel, and retail businesses), making the economics of being a Western Union agent attractive. Western Union's global reach and large consumer base allow us to attract agents we believe to be well-positioned to deliver our services. In a westernunion.com transaction, we typically pay a credit card processor or bank a fee for collecting the principal, and we are also responsible for losses from chargebacks and fraud, in addition to commissions owed to the receive agent.

No individual country or territory outside the United States accounted for more than approximately 8% of this segment's revenue during all periods presented.

Services

We offer money transfer services in more than 200 countries and territories, with a number of options for sending funds that provide consumers convenience and choice, through both our retail and Digital Money Transfer channels.

- *Retail money transfer* - The majority of our remittances constitute retail transactions in which payment is collected by one of our agents and is available for pick-up at another agent location, usually within minutes. We offer a variety of methods for consumers to initiate transactions. In select markets, consumers may stage a transaction either online or using a mobile device and subsequently pay for the transaction at one of our agent locations. Additionally, in certain agent locations, consumers can enter a transaction at a self-service kiosk and subsequently pay for the transaction at the counter of the location.

- *Digital Money Transfer* - In many countries and territories, consumers can initiate a money transfer from a Western Union branded website or mobile application or from sites and applications hosted by our third-party white label or co-branded digital partners.

Although the majority of transactions are funded with cash, consumers can fund a transaction in a variety of ways. For example, at certain of our agent locations, consumers can fund a transaction using a debit card, and, where available, consumers can fund a money transfer from an account and through an account using an automated teller machine ("ATM"). In Digital Money Transfer channels, consumers can generally fund transactions using a credit card, debit card, electronic funds transfer processed through the automated clearing house ("ACH") payment system or similar system outside the United States, online banking direct payment methods, or other bank account-based payment.

We also provide several options for the receipt of funds. At our retail agent locations, consumers generally receive payments in cash. However, in certain countries, our retail agents may also issue a money order or check or provide payout through an ATM. Funds can also be directed to a bank account in many countries, by either the sender or receiver, and in more limited circumstances, can be directed to a mobile wallet, a stored-value card, or debit card.

Distribution and Marketing Channels

We offer our Consumer-to-Consumer services around the world primarily through our global network of agents and sub-agents in most countries and territories, with approximately 90% of our agent locations being located outside the United States. Our agents facilitate the global distribution and convenience associated with our brands, which in turn helps create demand for our services and helps us to recruit and retain agents. Western Union agents include large networks such as post offices, banks and retailers, and other established organizations as well as smaller independent retail locations, which typically provide other consumer products and services. Many of our agents have multiple locations. Our agents know the markets they serve and leverage this local knowledge to develop business plans for their markets. In some regions, our agents contribute financial resources to, or otherwise support, our efforts to market our services. Many agents operate in locations that are open outside of traditional banking hours, for example on nights and weekends. Our top 40 agents and partners globally have been with us for more than 20 years, on average, and in 2021, these long-standing relationships accounted for transactions that generated approximately 55% of our Consumer-to-Consumer revenue. No individual agent or partner accounted for greater than 10% of the segment's revenue during all periods presented.

We provide our agents with access to our multi-currency, real-time money transfer processing systems, which are used to originate and pay money transfers. Our systems and processes enable our agents to pay money transfers in over 130 currencies worldwide. Certain of our agents can pay in multiple currencies at a single location. Our agents provide the point-of-sale presence and facilitate the interface with Western Union required to complete the transfers. Western Union provides central operating functions such as transaction processing, settlement, marketing support, and consumer relationship management to our agents, as well as compliance training and related support. Some of our agents outside the United States manage subagents. We refer to these agents as superagents. Although the subagents are under contract with these superagents (and not with Western Union directly), the subagent locations typically have access to similar technology and services as our other agent locations. Our international agents often customize services as appropriate for their geographic markets. In some markets, individual agents are independently offering specific services such as stored-value card or account payout options. While we typically perform services under the Western Union brand, in certain geographic regions, we operate under other brands targeted to the local market.

We market our services to consumers in a number of ways, directly and indirectly through our agents and their subagents, leveraging promotional activities, grassroots, direct-to-consumer communications, and digital advertising. Our marketing strategy includes the “My WUSM” loyalty program, which is available in certain countries and territories. This program offers consumers faster service at the point-of-sale and the opportunity to earn points on eligible products, such as money transfers and bill payments, and channels (including westernunion.com and mobile applications) that can be redeemed for rewards, such as reduced transaction fees. Redemption activity has been insignificant to the results of our operations.

We cooperate with various partners around the world to offer a variety of branded, co-branded, and unbranded money transfer services, including services offered exclusively under the partners’ brands. While the terms of these arrangements vary, these services are often marketed by the third-party partner and offered under the partner’s license to provide money transfer services. As a result, the regulatory requirements applicable to us under these arrangements may also vary.

Industry Trends

Trends in the volume of cross-border money transfer activity correlate with migration, global economic opportunity and related employment levels worldwide. A significant trend that continues to impact the money transfer industry is increasing regulation. Regulations in the United States and elsewhere focus, in part, on anti-money laundering, anti-terrorist financing, consumer protection, consumer privacy, data protection, and information security. Regulations require money transfer providers, banks, and other financial institutions to develop systems to prevent, detect, monitor, and report certain transactions. Such regulations increase the costs to provide money transfer services and can make it more difficult or less desirable for consumers and businesses to use money transfer services, either of which could have an adverse effect on money transfer providers’ revenues and operating income. For further discussion of the regulatory impact on our business, see the Regulation discussion in this section, Part I, Item 1A, *Risk Factors,* and the Enhanced Regulatory Compliance section in Part II, Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*. Additionally, our ability to enter into or maintain exclusive arrangements with our agents has been and may continue to be challenged by both regulators and certain of our current and prospective agents.

We are seeing increased competition from, and increased market acceptance of, electronic, mobile, and internet-based money transfer services as well as digital currencies, including cryptocurrencies. This trend accelerated in recent years, as consumers responded to the COVID-19 pandemic by sending money increasingly through digital channels. We believe this shift in consumer preference will continue, resulting in an increasing proportion of remittances being sent through digital means in the future.

Competition

We face robust competition in the highly fragmented Consumer-to-Consumer money transfer industry. We compete with a variety of remittance providers, including:

- *Global money transfer providers* - Global money transfer providers allow consumers to send money to a wide variety of locations, in both their home countries and abroad.

- *Regional money transfer providers* - Regional money transfer providers, or “niche” providers, provide the same services as global money transfer providers, but focus on a smaller group of geographic corridors or services within one region, such as North America to the Caribbean, Central or South America, or Western Europe to North Africa.

- *Digital channels* - Digital money transfer service providers, including certain payment providers, allow consumers to send and receive money digitally using the internet or through mobile devices. Digital channels also include digital wallets, digital currencies, including cryptocurrencies, cryptocurrency exchanges, and social media and other predominantly communication or commerce-oriented platforms that offer money transfer services.

- *Banks, postbanks, and post offices* - Banks, postbanks, and post offices of all sizes compete with us in a number of ways, including money transfers, bank transfer and wire services, payment instrument issuances, and card-based services.

- *Informal networks* - Informal networks enable people to transfer funds without formal mechanisms and often without compliance with government reporting requirements. We believe that such networks comprise a significant share of the market.

- *Alternative channels* - Alternative channels for sending and receiving money include mail and commercial courier services and card-based options, such as ATM cards and stored-value cards.

We believe the most significant competitive factors in Consumer-to-Consumer remittances relate to the overall consumer value proposition, including brand recognition, trust, reliability, consumer experience, price, speed of delivery, distribution network, variety of send and receive payment methods, and channel options.

Business Solutions Segment

In our Business Solutions segment, which represented 8% of our total consolidated revenues for 2021, we facilitate payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises, and other organizations and individuals. On August 4, 2021, we entered into an agreement to sell our Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC (collectively, the "Buyer") for cash consideration of $910 million, subject to regulatory and working capital adjustments. The divestiture is expected to result in a gain on the sale and is subject to regulatory approval and other closing conditions. The sale is expected to be completed in two primary closings, with the entirety of the cash consideration due at the first closing. The expected gain on the sale will be recognized at each closing, based on the book values and fair values of the operations sold at each closing. The first closing is expected to be completed during the first quarter of 2022 and to primarily exclude the operations in the European Union and the United Kingdom. The second closing is currently expected by late 2022, pending required regulatory approvals. During the period between the closings, we will pay to the Buyer a measure of profit of the European Union and United Kingdom operations, adjusted for the provision for income taxes, occupancy charges for employees of the Buyer using our facilities, and other items.

Operations

The significant majority of our revenue in this segment is derived from foreign exchange resulting from the difference between the exchange rate set by us to the customer and the rate available in the wholesale foreign exchange market. The significant majority of Business Solutions revenue was generated outside the United States during all periods presented.

Services

The significant majority of our Business Solutions business relates to exchanges of currency at spot rates, which enable customers to make cross-currency payments. For certain industries such as educational institutions, financial institutions, and law firms, we provide tailored payment solutions. In addition, in certain countries, we write foreign currency forward and option contracts for customers to facilitate future payments, which usually generate higher revenue per transaction than spot payments. Payments are made predominantly through electronic transfers, wire transfers, or checks.

Distribution and Marketing Channels

Business Solutions services are offered primarily through digital channels, including through the internet and third-party channels, and over the phone. Internet services are marketed through websites as well as, from time to time, co-branding arrangements with third-party websites.

Customer relationships are a core component of business payment services. No individual customer accounted for greater than 10% of this segment's revenue.

Industry Trends

The business-to-business payments industry has evolved rapidly with technological innovations that have created new competitors and methods of processing payments from businesses to other businesses. The various products and services within the business-to-business payments industry are in varying stages of development. Business-to-business payments, especially cross-border, cross-currency transactions, are also dependent on global trade trends and regulations. Increased anti-money laundering, anti-terrorist financing, consumer protection regulations and compliance requirements, and increased regulations and compliance requirements applicable to the offering of derivatives are impacting the business-to-business payments industry.

Competition

Our Business Solutions segment competes with a diverse set of service providers offering payment services and foreign exchange risk management solutions, including financial institutions, other non-bank competitors, and electronic payment providers.

Other

Our remaining businesses and services, which primarily consist of our bill payment services in Argentina and the United States and money order services, are included in Other, which also includes certain corporate costs such as costs related to strategic initiatives, including for the review and closing of mergers, acquisitions, and divestitures. Other revenue is derived primarily from transaction fees paid by customers and billers and represented 5% of our total consolidated revenues for 2021.

Our bill payment services provide fast and convenient options to make payments from consumers to businesses and other organizations, including utilities, auto finance companies, mortgage servicers, financial service providers, and government agencies. Generally, these bill payment services are initiated by consumers making a cash payment at an agent or at a Company-operated location. We believe our business partners, who receive payments through our services, benefit from their relationship with Western Union, as it provides them with real-time or near real-time posting of their customers' payments. In many circumstances, our relationships with business partners also provide them with an additional source of income and reduce their expenses for handling of payments.

On February 28, 2019, we entered into an agreement with ACI Worldwide Corp. and ACW Worldwide, Inc. to sell our United States electronic bill payment business known as "Speedpay," which had been included as a component of Other in our segment reporting. We received approximately $750 million and recorded a pre-tax gain on the sale of approximately $523 million in the all-cash transaction that closed on May 9, 2019.

Consumers use our money orders for making purchases, paying bills, and as an alternative to checks. We derive investment income from interest generated on our money order settlement assets, which are primarily held in United States tax exempt state and municipal debt securities.

Intellectual Property

The Western Union® and WU® trademarks and service marks and the Company's Black & Yellow trade dress are used and/or registered worldwide and are material to our Company. We offer money transfer services under the Western Union®, Orlandi Valuta®, and Vigo® brands. We also provide various payment and other services under many brands and product names, including Western Union Business SolutionsSM, Pago Fácil®, Quick Collect®, Quick PaySM, Pay@WUSM, Quick Cash®, My WUSM, WU+SM, and Western Union Convenience Pay®. Our operating results have allowed us to invest significantly each year to support our brands, and in some regions, our agents have also contributed financial resources to assist with marketing our services. Additionally, we own patents and patent applications covering various aspects of our products and services, covering a broad range of technologies, including those related to money transfer, compliance analytics, fraud prevention, and mobile applications. We also own a number of application programming interfaces.

Regulation

Our business is subject to a wide range of laws and regulations enacted by the United States federal government, each of the states, many localities, and many other countries and jurisdictions, including the EU. These include increasingly strict legal and regulatory requirements intended to help detect and prevent money laundering, terrorist financing, fraud, and other illicit activity. These also include laws and regulations regarding financial services, consumer disclosure and consumer protection, currency controls, money transfer and payment instrument licensing, payment services, credit and debit cards, electronic payments, foreign exchange hedging services and the sale of spot, forward and option currency contracts, unclaimed property, the regulation of competition, consumer privacy, data protection, and information security. Failure by Western Union, our agents or their subagents (agents and subagents are third parties, over whom Western Union has limited legal and practical control), and certain of our service providers to comply with any of these requirements or their interpretation could result in regulatory action, the imposition of civil and criminal penalties, including fines and restrictions on our ability to offer services, the suspension or revocation of a license or registration required to provide money transfer services and/or payment services or foreign exchange products, the limitation, suspension or termination of services, changes to our business model, loss of consumer confidence, private class action litigation, and/or the seizure of our assets. For example, in early 2017, we entered into a Deferred Prosecution Agreement with the United States Department of Justice and certain United States Attorney's Offices (the "DPA"), a Stipulated Order for Permanent Injunction and Final Judgment (the "FTC Consent Order") with the United States Federal Trade Commission ("FTC"), a Consent to the Assessment of Civil Money Penalty with the Financial Crimes Enforcement Network ("FinCEN") of the United States Department of Treasury (the "FinCEN Agreement"), and settlement agreements with various state attorneys general (collectively, the "Joint Settlement Agreements"), and in early 2018, we agreed to a consent order which resolved a matter with the New York State Department of Financial Services (the "NYDFS Consent Order"). For further discussion of these agreements, please see Part I, Item 1A, *Risk Factors - "Our business is the subject of consent agreements with or enforcement actions by regulators."*

We have developed and continue to enhance our global compliance programs, including our anti-money laundering program, comprised of policies, procedures, systems, and internal controls to monitor and to address various legal and regulatory requirements. In addition, we continue to adapt our business practices and strategies to help us comply with current and evolving legal standards and industry practices, including heightened regulatory focus on compliance with anti-money laundering or fraud prevention requirements. These programs include dedicated compliance personnel, training and monitoring programs, suspicious activity reporting, regulatory outreach and education, and support and guidance to our agent network on regulatory compliance. Our money transfer and payment service networks operate through agents in most countries, and, therefore, there are limitations on our legal and practical ability to completely control those agents' compliance activities.

Money Transfer and Payment Instrument Licensing and Regulation

Most of our services are subject to anti-money laundering laws and regulations, including the Bank Secrecy Act in the United States, as amended (collectively, the "BSA"), and similar laws and regulations in the United States and abroad. The BSA, among other things, requires money transfer companies and the issuers and sellers of money orders to develop and implement risk-based anti-money laundering programs, to report large cash transactions and suspicious activity, and in some cases, to collect and maintain information about consumers who use their services and maintain other transaction records. In addition to United States federal laws and regulations, many other countries and states impose similar and, in some cases, more stringent requirements. These requirements may also apply to our agents and their subagents. In addition, the United States Department of the Treasury has interpreted the BSA to require money transfer companies to conduct due diligence into and risk-based monitoring of their agents and subagents inside and outside the United States, and certain states in the U.S. also require money transfer companies to conduct similar due diligence reviews. Compliance with anti-money laundering laws and regulations continues to be a focus of regulatory attention, with recent settlement agreements being reached with Western Union, other money transfer providers, and several large financial institutions. For example, in early 2017, we entered into the Joint Settlement Agreements, and in early 2018, we agreed to the NYDFS Consent Order.

Economic and trade sanctions programs administered by the United States Department of the Treasury's Office of Foreign Assets Control ("OFAC") and by certain foreign jurisdictions prohibit or restrict transactions to or from (or dealings with or involving) certain countries, regions, governments, and in certain circumstances, specified foreign nationals, as well as with certain individuals and entities such as narcotics traffickers, terrorists, and terrorist organizations. We provide limited money transfer and payment services to parties in Syria and the Crimea region of Ukraine in accordance with United States laws authorizing such services, and pursuant to and as authorized by advisory opinions of, or specific or general licenses issued by, OFAC. In October 2020, OFAC amended its Cuban Assets Control Regulations, requiring us to suspend our money transfer services to Cuba.

In the United States, almost all states license certain of our services, and many exercise authority over the operations of certain aspects of our business and, as part of this authority, regularly examine us. Many states require us to invest the principal of outstanding money orders, money transfers, or payments in highly-rated, investment grade securities, and our use of such investments is restricted to satisfying outstanding settlement obligations. We regularly monitor credit risk and attempt to mitigate our exposure by investing in highly-rated securities in compliance with these regulations. The substantial majority of our investment securities, classified within Settlement assets in the Consolidated Balance Sheets, are held in order to comply with state licensing requirements in the United States and are required to have credit ratings of "A-" or better from a major credit rating agency.

These licensing laws also cover matters such as government approval of controlling shareholders and senior management of our licensed entities, regulatory approval of agents and in some instances their locations, consumer disclosures and the filing of periodic reports by the licensee, and they may require the licensee to demonstrate and maintain certain net worth levels. Many U.S. states also require money transfer providers and their agents to comply with federal and/or state anti-money laundering laws and regulations. There are different shareholding thresholds that may require prior regulatory approval in connection with certain licenses our subsidiaries hold in the United States and outside of the United States. As such, any person who intends to acquire 10% or more of the total equity interest of our company may be required to obtain prior approval from (or rebut the presumption that such person will become a controlling shareholder with) one or more of our regulators. In addition, certain of our licensed entities are required to make prior notification and seek prior approval from our regulators when certain shareholding thresholds are exceeded.

Outside the United States, our money transfer business is subject to some form of regulation in almost all of the countries and territories in which we offer those services. These laws and regulations may include limitations on what types of entities may offer money transfer services, agent registration requirements, limitations on the amount of principal that can be sent into or out of a country, limitations on the number of money transfers that may be sent or received by a consumer, and controls on the rates of exchange between currencies. They also include laws and regulations intended to detect and prevent money laundering or terrorist financing, including obligations to collect and maintain information about consumers, recordkeeping, reporting and due diligence, and supervision of agents and subagents similar to and in some cases exceeding those required under the BSA. In most countries, either we or our agents are required to obtain licenses or to register with a government authority in order to offer money transfer services, and in certain countries, we must maintain sufficient cash or other funds to satisfy payout obligations in these countries. Where we cooperate with partners around the world to offer other branded and unbranded money transfer services, including services offered and marketed exclusively under the partners' brands, the regulatory requirements applicable to us may vary.

The majority of our EU business is managed through our Irish payment institution subsidiary, which is regulated by the Central Bank of Ireland under the Second EU Payment Services Directive EU 2015/2366 ("PSD2") and local implementing regulations. PSD2 imposes rules on payment service providers like Western Union. It became EU law in January 2016 and required EU member states to transpose it into their national laws by January 2018. Its aim is to drive increased competition, innovation, and transparency across the EU payments market, while enhancing consumer protection and the security of internet payments and account access. To achieve this, PSD2: (i) has increased the supervisory powers granted to member states with respect to activities performed by companies such as Western Union, and our agent network, (ii) provides for customer identity verification and authentication measures, and agent monitoring responsibilities, (iii) provides member states with the ability to limit the types, nature, and amount of charges we may assess, increases customer refund rights, and (iv) increases information security and incident reporting responsibilities.

Under our PSD2 license and local EU member states' implementing legislation and associated regulatory supervisory powers, we are responsible for the regulatory compliance of our agents and their subagents. We are also subject to requirements such as capital and safeguarding rules, certain consumer protection requirements, information technology, and operational security risk management requirements, outsourcing oversight requirements, and periodic regulatory examinations similar to those in the United States. These rules have resulted in increased compliance and agent monitoring costs and the increased risk of adverse regulatory action against us resulting from the actions of our agents in those areas. In addition to increasing our compliance costs, PSD2 increases the regulatory supervision and enforcement associated with non-compliance with it and the associated increasing body of applicable European Banking Authority guidelines and regulatory technical standards. PSD2 may also result in increased competition arising from other service providers utilizing the enhanced payment initiation and account information access provisions or by our failure to utilize those provisions to innovate our own service offerings. We continue to monitor the impact on our business of PSD2 and associated regulatory guidelines and technical standards, including indicators of changes in the payment services market such as competition from new payment and electronic money license authorizations, including those by multinational online service and technology companies.

In addition to our Irish PSD2 license, which covers most of our retail money transfer business in Europe, our European digital money transfer business is managed through our Austrian banking subsidiary, which is regulated by the Austrian Financial Market Authority under the Austrian Banking Act. Its digital money transfer business is subject to payment services regulated under PSD2 and local implementing legislation.

In view of the departure of the United Kingdom ("UK") from the EU on January 31, 2020 ("Brexit"), to ensure that our operations will continue in the UK, we set up a new payment institution to conduct money remittance in the UK, which was authorized by the Financial Conduct Authority in April 2019 and presently offers retail money transfer services via UK agents. We also applied for the UK branch of our Austrian banking subsidiary to be authorized by the UK Prudential Regulation Authority ("PRA") as a Third Country Branch (i.e., a UK branch of a non-UK bank) in order to continue to conduct our UK Business Solutions and Digital Money Transfer operations. In the period from December 31, 2020 until the date of the UK branch being authorized, it will operate under the Temporary Permissions Regime introduced in the UK. This UK branch will be subject to certain additional UK regulatory requirements upon authorization. Further, as a result of Brexit, including under the terms of any new regulatory authorizations we have and may obtain, we could be required to comply with differing regulatory requirements in the UK as a result of divergence from established EU regulation. This could make it more costly for us to provide our services.

Regulators worldwide are exercising heightened supervision of money transfer providers and banks' relationships with money transfer providers and requiring increasing efforts to ensure compliance. As a result, we continue to incur significant compliance costs related to customer, agent, and subagent due diligence, verification, transaction approval, disclosure, and reporting requirements, including requirements to report transaction data to a greater extent or frequency than previously required, along with other requirements that have had and will continue to have a negative impact on our financial condition and results of operations.

Government agencies both inside and outside the United States may impose new or additional rules on money transfers affecting us, our agents, or their subagents, including regulations that:

- prohibit, restrict, and/or impose taxes or fees on money transfer transactions in, to, or from certain countries or with certain governments, individuals, and entities;
- impose additional customer identification and customer, agent, and subagent due diligence requirements;
- impose additional reporting or recordkeeping requirements or require enhanced transaction monitoring;
- limit the types of entities capable of providing money transfer services, impose additional licensing or registration requirements on us, our agents, or their subagents, or impose additional requirements on us with regard to selection or oversight of our agents or their subagents;
- impose minimum capital or other financial requirements on us or our agents and their subagents;

- limit or restrict the revenue which may be generated from money transfers, including transaction fees and revenue derived from foreign exchange;
- require enhanced disclosures to our money transfer customers;
- require the principal amount of money transfers originated in a country to be invested in that country or held in a trust until they are paid;
- limit the number or principal amount of money transfers, which may be sent to or from a jurisdiction, whether by an individual, through one agent, or in aggregate;
- impose more stringent information technology, cybersecurity, data, and operational security requirements on us or our agents and their subagents, including relating to data transfers and the use of cloud infrastructure;
- impose additional risk management and related governance and oversight requirements, including relating to the outsourcing of services to other group companies or to third parties; and
- prohibit or limit exclusive arrangements with our agents and subagents.

Consumer Protection Regulations

The Dodd-Frank Act created the CFPB, which implements, examines compliance with, and enforces federal consumer protection laws governing financial products and services, including money transfer services. The CFPB has created additional regulatory obligations for us and has the authority to examine and supervise us and our larger competitors, including for matters related to unfair, deceptive, or abusive acts and practices. The CFPB's regulations implementing the remittance provisions of the Dodd-Frank Act have affected our business in a variety of areas. These include: (i) a requirement to provide consumers sending funds internationally from the United States enhanced, written, pre-transaction disclosures and transaction receipts, including the disclosure of fees, foreign exchange rates and taxes, (ii) an obligation to resolve various errors, including certain errors that may be outside our control, and (iii) an obligation at a consumer's request to cancel transactions that have not been completed. We have modified certain of our systems, business practices, service offerings, and procedures to comply with these regulations. We also face liability for the failure of our money transfer agents to comply with the rules and have implemented and are continuing to enhance additional policies, procedures, and oversight measures designed to foster compliance by our agents. The extent of our and our agents' implementation of these policies, procedures, and measures may be considered by the CFPB in any action or proceeding against us for noncompliance with the rules by our agents. The CFPB has also implemented a direct portal for gathering information regarding consumer complaints, including with respect to money transfers. The CFPB uses the information collected to help improve its supervision of companies, enforcement of federal consumer financial laws, and writing of rules and regulations. This effort may lead to additional regulations and regulatory scrutiny of our business.

In addition, various jurisdictions in the United States and outside the United States have consumer protection laws and regulations, and numerous governmental agencies are tasked with enforcing those laws and regulations. Consumer protection principles continue to evolve globally, and new or enhanced consumer protection laws and regulations may be adopted. Governmental agencies tasked with enforcing consumer protection laws or regulations are communicating more frequently and coordinating their efforts to protect consumers. For instance, the International Consumer Protection and Enforcement Network ("ICPEN") is an organization composed of consumer protection authorities from over 60 countries that provides a forum for developing and maintaining regular contact between consumer protection agencies and focusing on consumer protection concerns. By encouraging cooperation between agencies, ICPEN aims to enable its members to have a greater impact with their consumer protection laws and regulations. As the scope of consumer protection laws and regulations change, we may experience increased costs to comply and other adverse effects to our business.

Derivatives Regulations

Rules adopted under the Dodd-Frank Act by the Commodity Futures Trading Commission (the "CFTC"), as well as the provisions of the European Market Infrastructure Regulation and its technical standards, which are directly applicable in the member states of the EU and in the UK, have subjected most of our foreign exchange hedging transactions, including certain intercompany hedging transactions, certain of the corporate interest rate hedging transactions we may enter into in the future, and certain of the foreign exchange derivatives contracts we offer as part of our Business Solutions segment, to reporting, recordkeeping, and other requirements. Additionally, certain of the corporate interest rate hedging transactions and foreign exchange derivatives transactions we may enter into in the future may be subject to centralized clearing requirements or may be subject to margin requirements in the United States, the EU, and the UK. Other jurisdictions outside of the United States, the EU, and the UK are considering, have implemented, or are implementing regulations similar to those described above. Derivatives regulations have added costs to our business, and any additional requirements, such as future registration requirements and increased regulation of derivatives contracts, will result in additional costs or impact the way we conduct our hedging activities. For further discussion of these risks, see Part I, Item 1A, *Risk Factors - "The Dodd-Frank Act, as well as the regulations required by that Act and the actions of the Consumer Financial Protection Bureau and similar legislation and regulations enacted by other government authorities, could adversely affect us and the scope of our activities and could adversely affect our financial condition, results of operations, and cash flows."* Our implementation of these requirements has resulted, and will continue to result, in additional costs to our business.

Additionally, the regulatory regimes for derivatives in the United States, the EU, and the UK, such as under the Dodd-Frank Act and the European Markets in Financial Instruments Directive known as "MiFID II," are continuing to evolve. Any changes to such regimes, or our designation or the implementation of new rules under these regimes, such as future registration requirements and increased regulation of derivatives contracts, may result in additional costs to our business. Other jurisdictions outside the United States, the EU, and the UK are considering, have implemented, or are implementing regulations similar to those described above, and these will result in greater costs to us as well. Moreover, as a result of Brexit, we could be required to comply with differing regulatory requirements in the UK as a result of divergence from established EU regulation. This could make it more costly for us to provide our services. Furthermore, our failure to implement these requirements correctly could result in fines and other sanctions, as well as necessitate a temporary or permanent cessation to some or all of our derivative related activities. Any such fines, sanctions, or limitations on our business could adversely affect our operations and financial results.

Unclaimed Property Regulations

Our Company is subject to unclaimed property laws in the United States and in certain other countries, and our agents are subject to unclaimed property laws in some jurisdictions. These laws require us or our agents, as applicable, to turn over to certain government authorities the property of others held by our Company that has been unclaimed for a specified period of time, such as unpaid money transfers and money orders. We hold property subject to unclaimed property laws, and we have an ongoing program designed to help us comply with these laws. We are subject to audits with regard to our escheatment practices. For further discussion of the risks associated with unclaimed property, see Part I, Item 1A, *Risk Factors* - "*We are subject to unclaimed property laws, and differences between the amounts we have accrued for unclaimed property and amounts that are claimed by a state or foreign jurisdiction could have a significant impact on our results of operations and cash flows."*

Privacy Regulations and Information Security Standards

We must collect, transfer, disclose, use, and store personal information in order to provide our services. These activities are subject to information security, data privacy, data protection, data breach, and related laws and regulations in the United States, the EU, and many other countries in which we provide services. These laws and requirements continue to evolve and may become increasingly challenging to comply with.

In the United States, federal data privacy laws such as the federal Gramm-Leach-Bliley Act and various state laws, such as data privacy and breach laws, apply to a broad range of financial institutions including money transfer providers like Western Union and to companies that provide services to or on behalf of those institutions. The United States Federal Trade Commission ("FTC"), which has jurisdiction over companies such as Western Union, has brought numerous enforcement actions, resulting in multi-year settlements, against companies whose privacy or data security practices allegedly violated the law. We are also subject to privacy and data breach laws in various states, such as the California Consumer Privacy Act ("CCPA"), which became effective on January 1, 2020. The CCPA imposes heightened data privacy requirements on companies that collect information from California residents and creates a broad set of privacy rights and remedies modeled in part on the GDPR, as discussed below. The FTC, the CFPB, and some states continue to investigate companies' privacy practices including those related to online and mobile applications. Most state laws require notification to be provided to affected individuals, state authorities, and consumer reporting agencies, in the event of a breach of certain types of personal data contained in electronic systems and, in some cases, physical documents. Such notification requirements may be subject to various factors, including the level of encryption, the data elements involved in the incident, and the potential harm to individuals, including consumers, employees, and other individuals. In addition, we are also subject to United States federal reporting requirements in connection with some such incidents.

Increasingly, data protection laws of countries outside of the United States are having a significant impact on our operations and the manner in which we provide our services. The EU has been particularly active in regulating the collection, transfer, disclosure, use, storage, and other processing of personal information, and the EU's approach is frequently followed by other jurisdictions. The trend in this area is one of increasingly more stringent regulation, particularly with the EU's GDPR. The GDPR imposes additional obligations upon our businesses and presents the risk of substantially increased penalties for non-compliance, including the possibility of not only fines but also enforcement action that may require an organization to cease certain of its data processing activities. We have incurred and we expect will continue to incur expenses to meet the obligations of the GDPR, which continue to evolve through national and EU case law, guidance and enforcement actions from data protection regulators, and developing best practices. The GDPR and other supranational, national, and provincial laws throughout the world are not uniform, but typically include one or more of the following objectives: (i) regulating the collection, transfer (including in some cases, the transfer outside of the country or region of collection), processing, storage, use and disclosure of personal information, (ii) requiring clear and transparent notice to individuals of the processing of their personal information and our privacy practices, (iii) providing for certain access, correction, deletion, and other privacy and related rights of individuals with respect to their personal information, and (iv) restricting the use or disclosure of personal information for secondary purposes such as marketing. A significant number of these data protection laws outside of the United States require us to provide, under certain circumstances, notification to affected individuals, data protection authorities, and/or other regulators in the event of a data breach.

Once finalized and adopted, the proposed, pending e-Privacy Regulation in the EU will replace the current e-Privacy Directive and is expected to introduce a new privacy legal framework for electronic communications, including direct marketing communications and the use of cookies and tracking technologies. The new regulation is likely to include fines for non-compliance in line with those in the GDPR.

An emerging trend is the increase in data localization laws which require either that personal information be hosted on local servers or that organizations restrict the transfer of personal information outside of national borders. These laws present operational and technology challenges that can require companies to make significant changes to the management of personal information and can increase our costs and impact our ability to process personal information. These laws may also restrict or limit our ability to process transactions using centralized databases, including cloud computing infrastructure and software, for example, by requiring that transactions be processed using a database maintained in a particular country or region.

Data privacy regulations, laws, and industry standards also impose requirements for safeguarding personal information. We seek to maintain and upgrade our systems and processes to protect the security of our computer systems, software, networks, and other technology assets to help protect against the risks presented by hackers, nation-states and other threat actors. For further discussion of these risks, see Part I, Item 1A, *Risk Factors - "Breaches of our information security safeguards could adversely affect our ability to operate and could damage our reputation and adversely affect our business, financial condition, results of operations, and cash flows."*

In connection with regulatory requirements to assist in the prevention of money laundering and terrorist financing, and pursuant to legal obligations and authorizations, we make information available to certain United States federal, state, and foreign government agencies when required by law. In recent years, we have experienced an increasing number of data sharing requests by these agencies, particularly in connection with efforts to prevent terrorist financing or to reduce the risk of identity theft. During the same period, there has also been increased public attention to the corporate use and disclosure of personal information, accompanied by legislation and regulations intended to strengthen data protection, information security, and consumer privacy. These regulatory goals, including the prevention of money laundering, terrorist financing, and identity theft and the protection of the individual's right to privacy, may conflict or otherwise present challenges, and the law in these areas is not consistent or settled. The legal, political, and business environments in these areas are rapidly changing, and subsequent legislation, regulation, litigation, court rulings, or other events could expose us to increased program costs, liability, and reputational damage.

For further discussion of risks related to current and proposed data privacy and security laws and regulations, see Part I, Item 1A, *Risk Factors - "Current and proposed regulation addressing consumer privacy and data use and security could increase our costs of operations, which could adversely affect our operations, results of operations, and financial condition."*

Banking Regulations

We have subsidiaries that operate under banking licenses granted by the Austrian Financial Market Authority and the Brazilian Central Bank. We are also subject to regulation, examination, and supervision by the New York State Department of Financial Services ("NYDFS"), which has regulatory authority over our subsidiary that holds our Austrian banking license. Further, an Agreement of Supervision with the NYDFS imposes various regulatory requirements including operational limitations, capital requirements, affiliate transaction limitations, and notice and reporting requirements on this entity and its Austrian subsidiary. However, because this entity and its Austrian subsidiary do not exercise banking powers in the United States, we are not subject to the Bank Holding Company Act in the United States.

London Interbank Offered Rate ("LIBOR") Transition

In July 2017, the Financial Conduct Authority in the UK, which regulates LIBOR, publicly announced that it will no longer compel or persuade banks to make LIBOR submissions after 2021. In March 2021, the Financial Conduct Authority issued an update announcing that certain LIBOR settings will continue to be published after 2021, including commonly utilized United States dollar ("USD") LIBOR settings which will continue to be published through June 2023. These announcements have ended certain LIBOR settings and are expected to effectively end various remaining settings on specified dates in the future. While other alternatives, such as the Secured Overnight Financing Rate ("SOFR"), have been endorsed by certain regulatory authorities and are currently in use for many market transactions, other alternatives to LIBOR are in development and may also be adopted for use in major financial markets. The transition away from LIBOR primarily impacts our credit facilities and potential interest rate swap and borrowing transactions in the future.

Our credit facilities have been or are subject to USD LIBOR-based interest rates, which will continue to be published through June 2023. On December 18, 2018, we entered into an amended and restated term loan facility providing for up to $950.0 million in borrowings and extending the final maturity of the facility to January 2024 (the "Term Loan Facility"). Also on December 18, 2018, we entered into a credit agreement providing for unsecured financing facilities in an aggregate amount of $1.5 billion, which supports our commercial paper program and expires in January 2025 (the "Revolving Credit Facility"). Borrowings under the Term Loan Facility and the Revolving Credit Facility have generally been subject to a one-month USD LIBOR rate plus interest rate margins of 125 basis points and 110 basis points, respectively. However, on January 4, 2022, we repaid all remaining borrowings owed under the Term Loan Facility, and we are no longer able to borrow money under this facility. While we have not drawn on our Revolving Credit Facility since its inception, the governing agreement for the Revolving Credit Facility contains provisions to amend the rate and payment terms to conform to an appropriate LIBOR alternative, and we intend to exercise and negotiate these options in accordance with market standards prior to cessation of the one-month USD LIBOR benchmark setting after June 2023.

Historically, we have utilized interest rate swaps to vary the percentage of fixed to floating rate debt, subject to market conditions. As of December 31, 2021, we do not have any LIBOR-based interest rate swaps, and we do not intend to enter into any LIBOR-based contracts in the future. We believe that the market for interest rate swaps based on SOFR has grown significantly in recent months, which will allow us to enter into interest rate swaps with terms that are materially comparable to those previously available to us based on LIBOR settings. We continue to monitor SOFR-based interest rate swap and borrowing transactions, and we may use or issue SOFR-based instruments in the future.

Other

Some of our services are subject to card association rules and regulations. For example, an independent standards-setting organization, the Payment Card Industry ("PCI") Security Standards Council developed a set of comprehensive requirements concerning payment card account security through the transaction process, called the Payment Card Industry Data Security Standard ("PCI DSS"). All merchants and service providers that store, process and transmit payment card data are required to comply with PCI DSS as a condition to accepting credit cards. We are subject to annual reviews to ensure compliance with PCI regulations worldwide and are subject to fines if we are found to be non-compliant.

Human Capital Management

Our People

As of December 31, 2021, our businesses employed approximately 10,500 individuals, of which approximately 1,700 employees are located inside the United States. Our employees span more than 50 countries.

Attracting, Developing, and Engaging Employees

Recruitment

Our recruitment efforts focus on identifying internal and external talent with skills that are critical to our business strategy, including those individuals with cloud, data architecture, cybersecurity, payment systems, and many other areas of expertise. We actively assess our new talent needs, evaluate the extent to which current staff have those critical skills, and provide development to build these capabilities. Our recruiting team uses multiple channels to find, assess, and hire employees, including channels that focus on diverse candidates.

Training and Professional Development

We invest in our people and their growth. Our talent processes endeavor to strike an appropriate balance between global scale and local responsiveness. Our development and training organization has members in many countries, so that training can be made available to all regions of our global workforce.

Our employee development philosophy centers around learning and empowerment. To position our people for success, we provide our employees with access to a variety of learning, including self-paced digital and facilitated formats. Employees also gain valuable experiences through on the job learning, special assignments and projects, and coaching and mentoring. We use a variety of assessments to help employees identify and develop areas to both improve current performance as well as areas that prepare them for future opportunities.

Reflecting our commitment to a culture of ethics and compliance, new employees receive mandatory education related to compliance, ethics, privacy, and information security. Existing employees receive continuing education on these same topics every year.

Engagement

We assess employee engagement regularly, and our employee engagement system utilizes monthly surveys, artificial intelligence, and machine learning to help leaders better understand what our employees are thinking, what they value, and what they need. We benchmark our engagement results against global peers to better understand our strengths and areas of opportunity. One of our ongoing goals is to foster greater communication to help ensure that our employees are informed, believe that their concerns are heard, and feel empowered to make decisions. To that end, we have implemented employee engagement and culture teams in certain of our offices worldwide. While each site varies somewhat in its approach, these teams are supported by on-site business leaders to focus on the "culture of the customer," diversity and inclusion, community, the environment, and other issues that are meaningful to employees in those locations.

Diversity, Equity, and Inclusion

We are committed to fostering a diverse and inclusive work environment. We recognize the strategic importance of talent and diversity in our workforce and promote diversity through:

- our policies and practices in hiring, promotion, and compensation;
- encouraging ethical decision-making via our Code of Conduct and ethics training program;
- offering diversity training programs, sponsorship, and mentoring initiatives;
- unconscious bias training;
- goal setting; and
- providing support for grassroots affinity groups and belonging initiatives.

For example, as of December 31, 2021, over 50% of our global workforce were women and over 37% of senior management-level and above positions were held by women. As of February 24, 2022, three out of our nine executive officers were women. Our leadership team has diverse backgrounds, with wide-ranging, global experience. In addition, our Board of Directors considers diversity in gender, ethnicity, geography, background, and cultural viewpoints when selecting nominees. As of December 31, 2021, five of our eleven directors were diverse, including three directors who were female and three directors who identify as Latinx, Asian, or LGBTQ+.

Compensation, Benefits, and Wellness

We seek to provide compensation that motivates, retains, and rewards our employees and attracts future talent. We offer packages designed to inspire the delivery of exceptional performance and results to help us deliver on our business strategy, stockholder commitments, and Company values. To guide our annual compensation assessment, we examine and benchmark market data for countries where we operate, as available data allows.

We strive to achieve equal pay for equal work. We consistently review and update salary ranges and perform internal pay equity reviews, with the goal of developing impartial and competitive pay practices and aligning salaries to local market conditions and cost-of-labor changes. We also offer employees multiple channels to raise pay equity concerns, such as our human resources team, ethics helpline, and legal department.

Our benefit packages aim to support the health and well-being of our employees and their families, including same sex domestic partners in most countries. Our benefit packages vary among countries based on laws, cultural norms, and market practices. Benefits generally available to all full-time employees include medical benefits, risk insurance benefits (life, disability, and accidental death and dismemberment), global adoption assistance, our employee assistance program (counseling, legal, and other professional services), paid leave, a scholarship program available to employees with college-age children, a global recognition and reward program, and business travel assistance and insurance.

As we continue to support our employees during the COVID-19 pandemic, we provide relevant benefits, support flexible working arrangements, and provide training and resources to support the mental and physical health, as well as the financial wellness of our employees. These include the ability to work from home for the majority of employees, along with work-from-home tools, resources, and support, and in certain countries, back-up and in-home child and elder care, additional paid sick and family leave for employees affected by COVID-19, and telehealth medical, behavioral, and mental health visits. Additional support is provided through a global tutoring benefit for employees and their children to support remote learning, and an award-winning meditation and sleep application to support our employees' mental and emotional health.

Available Information

The Western Union Company is a Delaware corporation, and its principal executive offices are located at 7001 East Belleview Avenue, Denver, CO, 80237, telephone (866) 405-5012. The Company's Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports are available free of charge through the "Investor Relations" portion of the Company's website, www.westernunion.com, as soon as reasonably practical after they are filed with the SEC. The SEC maintains a website, www.sec.gov, which contains reports, proxy and information statements, and other information filed electronically with the SEC by the Company.

Information About our Executive Officers

As of February 24, 2022, our executive officers consist of the individuals listed below:

Name	Age	Position
Devin McGranahan	52	President, Chief Executive Officer, and Director
Raj Agrawal	56	Chief Financial Officer
David Cebollero	46	Interim Chief Legal Officer
Jean Claude Farah	51	President, EMEA/APAC
Gabriella Fitzgerald	50	President, Americas
Jacqueline Molnar	58	Chief Transformation Officer
Michelle Swanback	53	President, Product and Platform
Andrew Summerill	48	President, Payments
Richard Williams	56	Chief People Officer

Devin McGranahan is our President and Chief Executive Officer and member of the Company's Board of Directors (from December 2021). Prior to joining Western Union, Mr. McGranahan was with Fiserv, Inc., a global provider of payments and financial services technology solutions, where he served as Executive Vice President, Senior Group President, Global Business Solutions, from 2018 to 2021 and Group President, Billing and Payments Group, from 2016 to 2018. Before joining Fiserv, Mr. McGranahan served as a senior partner at McKinsey & Company, a global management consulting firm. While there, he held a variety of senior management roles, including leader of the global insurance practice from 2013 to 2016 and as a co-chair of the global senior partner election committee from 2013 to 2015. In addition, Mr. McGranahan served as co-leader of the North America financial services practice from 2009 to 2016. He joined McKinsey & Company in 1992 and served in a variety of other leadership positions prior to 2009.

Raj Agrawal is our Chief Financial Officer (from 2014), and previously served as Executive Vice President of Global Operations (from 2017 to 2019), and Executive Vice President and Interim Chief Financial Officer during 2014. From 2011 to 2014, Mr. Agrawal served as President, Western Union Business Solutions. From 2010 to 2011, Mr. Agrawal served as General Manager, Business Solutions, and as Senior Vice President of Finance for Business Units. Previously, Mr. Agrawal served as Senior Vice President of Finance of the Company's Europe, Middle East, and Africa and Asia Pacific regions from 2008 to 2010, and as Senior Vice President and Treasurer of Western Union from 2006 to 2008. Prior to joining Western Union in 2006, Mr. Agrawal served as Treasurer and Vice President of Investor Relations at Deluxe Corporation, and worked at General Mills, Inc., Chrysler Corporation, and General Motors Corporation.

David Cebollero is our Interim Chief Legal Officer (from 2022) and previously served as Deputy General Counsel, Head of Product & Platform Business Legal and Strategic Initiatives from 2021 to 2022. From 2013 to 2021, Mr. Cebollero was Vice President and Senior Counsel, Legal Operations, Strategic Initiatives, and Chief of Staff to the Chief Legal Officer and Head of Digital Business Legal. Mr. Cebollero joined Western Union in 2007.

Jean Claude Farah is our President, EMEA/APAC (from 2021) and previously served as President of Global Network (from 2019 to 2021). From 2017 to 2019, Mr. Farah served as Executive Vice President and President, Global Payments, from 2013 to 2017, Mr. Farah served as Executive Vice President and President, Middle East, Africa, APAC, Eastern Europe and CIS, and from 2009 to 2013, Mr. Farah served as Senior Vice President for the Middle East and Africa region. Mr. Farah joined Western Union in 1999 as Marketing Manager, Middle East & North Africa. He has held a variety of progressively responsible positions with the company, including Regional Director, Regional Vice President and Senior Vice President for the Middle East, Pakistan and Afghanistan region. Mr. Farah started his career in 1995 with Renault SA. Prior to joining Western Union, he was Area Manager for Orangina Pernod Ricard.

Gabriella Fitzgerald is our President, Americas (from 2021). From 1998 to 2021, Ms. Fitzgerald worked at American Express holding various positions of increasing responsibility, including her last position as Executive Vice President, General Manager, Global Commercial Services where she was responsible for sales and account development of American Express' largest commercial clients in the United States. During Ms. Fitzgerald's time at American Express, she also held the roles of Chief Procurement Officer, Senior Vice President, JV Management, Global Business Travel; Vice President & General Manager, Corporate Development, and Vice President, Investor Relations.

Jacqueline Molnar is our Chief Transformation Officer (from 2020). Ms. Molnar served as Chief Transformation Officer and Global Head of Compliance from 2019 to 2020, Chief Compliance Officer from 2016 to 2019, Interim Chief Compliance Officer from 2015 to 2016, and Senior Vice President and Deputy Chief Compliance Officer from 2013 to 2015. Prior to joining Western Union in 2013, Ms. Molnar served as Vice President, Associate Global Anti-Money Laundering Officer at Toronto Dominion Bank Group, as Vice President, Assistant General Counsel at Wells Fargo & Company, and in various roles at Gibson Dunn, Latham & Watkins LLP and at Herbert Smith Freehills.

Michelle Swanback is our President, Product and Platform (from 2020). From 2014 to 2020, Ms. Swanback served as the Group Operating Officer at Accenture Digital. She previously served as the lead for Accenture Technology, North America from 2012 to 2014. Prior to that, she served as a managing director in the North American operating unit of the Accenture Communications, Media, and Technology operating group from 2011 to 2012.

Andrew Summerill is our President, Payments (from 2020). From 2019 to 2020, Mr. Summerill served as our Interim President, Payments. From 2015 to 2019, Mr. Summerill served as Chief Financial Officer of Western Union Business Solutions and as Vice President of Finance for Asia Pacific of Western Union Business Solutions from 2010 to 2015. Mr. Summerill joined Western Union with the 2011 acquisition of Travelex Global Business Payments, where he held various positions.

Richard Williams is our Chief People Officer (from 2019). Mr. Williams previously served as Executive Vice President, Chief Human Resources Officer from 2013 to 2019, Interim Chief Human Resources Officer during 2013, and as Senior Vice President, Human Resources - Global Consumer Financial Services from 2011 to 2013. Mr. Williams joined Western Union in 2009 as the Vice President of Human Resources for the Americas and Global Cards. Before joining Western Union, Mr. Williams worked for Fullerton Financial Holdings (a wholly-owned subsidiary of Temasek Holdings) as its Senior Vice President of Human Resources for Central and Eastern Europe, Middle East and Africa, based in Dubai, United Arab Emirates from 2007 to 2009. Previously, Mr. Williams spent 17 years with American Express Company.

Item 1A. Risk Factors

The following is a summary of certain key risk factors with respect to our Company. You should read this summary together with the more detailed descriptions of risks relating to our Company below.

Risks Relating to Our Business and Industry

- Demand for our services is dependent on a number of factors that could be materially impacted by adverse changes in the global economy, including related to the COVID-19 pandemic.
- We operate in highly competitive and rapidly evolving industries and face competition from a wide variety of service providers.
- Our business depends on consumer confidence, which could be adversely affected by a number of factors, many of which are outside of our control.
- Our Consumer-to-Consumer business is highly dependent on our ability to maintain our agent network under terms consistent with or more advantageous than those currently in place.
- Our industry is subject to rapid and significant technological changes.
- We are a global company and accordingly are subject to a number of risks related to our international operations.
- As a company that transfers and retains large amounts of confidential and personal information, we are exposed to risks relating to ensuring such information is not improperly used or disclosed.
- Our ability to provide reliable service largely depends on the efficient and uninterrupted operation of our computer information systems and those of our service providers.
- We may not realize all of the anticipated benefits from restructuring and related initiatives.
- We face credit, liquidity, and fraud risks from our agents, consumers, businesses, and third-party processors.
- Changes in tax laws, or their interpretation, or unfavorable resolution of tax contingencies could adversely affect our tax expense.
- Our ability to remain competitive depends in part on our ability to protect our trademarks, patents, copyrights, and other intellectual property rights and to defend ourselves against potential intellectual property infringement claims.

Risks Relating to Our Regulatory and Litigation Environment

- Our services are subject to increasingly strict legal and regulatory requirements, including those intended to help detect and prevent money laundering, terrorist financing, fraud, and other illicit activity.
- The laws and regulations governing our business are frequently changing and evolving and could require changes in our business model and increase our costs of operations.
- The changes in our compliance program required by the consent orders and settlement agreements to which we are party have had, and may continue to have, adverse effects on our business.
- Western Union is the subject of litigation, including purported class action litigation, and regulatory actions, which could result in material settlements, judgments, fines, or penalties.

There are many factors that affect our business, financial condition, results of operations, and cash flows, some of which are beyond our control. These risks include, but are not limited to, the risks described in detail below. Such risks are grouped according to:

- Risks Relating to Our Business and Industry; and
- Risks Relating to Our Regulatory and Litigation Environment

You should carefully consider all of these risks.

Risks Relating to Our Business and Industry

Risks Relating to our Business Model and Competition

Global economic downturns or slower growth or declines in the money transfer, payment service, and other markets in which we operate, including downturns or declines related to interruptions in migration patterns, and difficult conditions in global financial markets and financial market disruptions could adversely affect our business, financial condition, results of operations, and cash flows.

The global economy has experienced in recent years, and may experience, downturns, volatility and disruption, such as the COVID-19 pandemic (see risk factor "*The COVID-19 pandemic continues to evolve and negatively impact our business, and the extent to which it will further impact our business depends on future developments, which remain highly uncertain and difficult to predict. The effects of the pandemic have had an adverse effect and could have a material adverse effect on our business, financial condition, results of operations, and cash flows in the future.*"), and we face certain risks relating to such events, including:

- Demand for our services could soften, including due to low consumer confidence, high unemployment, changes in foreign exchange rates, reduced global trade, including from trade disruptions or trade restrictions, or other events, such as civil unrest, war, terrorism, natural disasters, including those related to climate change, or public health emergencies or epidemics.
- Our Consumer-to-Consumer money transfer business relies in large part on migration, which brings workers to countries with greater economic opportunities than those available in their native countries. A significant portion of money transfers are sent by international migrants. Migration is affected by (among other factors) overall economic conditions, the availability of job opportunities, changes in immigration laws, restrictions on immigration and travel, and political or other events (such as civil unrest, war, terrorism, natural disasters, or public health emergencies or epidemics) that would make it more difficult for workers to migrate or work abroad. Changes to these factors could adversely affect our remittance volume and could have an adverse effect on our business, financial condition, results of operations, and cash flows.
- Many of our consumers work in industries that may be impacted by deteriorating economic conditions more quickly or significantly than other industries. The prospect of reduced job opportunities, especially in retail, healthcare, construction, hospitality, and technology industries, or weakness in the regional economies could adversely affect the number of money transfer transactions, the principal amounts transferred and correspondingly our results of operations. If general market softness in the economies of countries important to migrant workers occurs, our results of operations could be adversely impacted. Additionally, if our consumer transactions decline, if the amount of money that consumers send per transaction declines, or if migration patterns shift due to weak or deteriorating economic conditions or immigration laws, our financial condition, results of operations, and cash flows may be adversely affected.
- Our agents or clients could experience reduced sales or business as a result of a deterioration in economic conditions. As a result, our agents could reduce their numbers of locations or hours of operation or cease doing business altogether. Businesses using our services may make fewer cross-currency payments or may have fewer customers making payments to them through us, particularly businesses in those industries that may be more affected by an economic downturn.

- Our Business Solutions business is heavily dependent on global trade. A downturn in global trade, including as a result of increased tensions regarding trade relationships between countries, or the failure of long-term import growth rates to return to historic levels could have an adverse effect on our business, financial condition, results of operations, and cash flows. Additionally, as customer hedging activity in our Business Solutions business generally varies with currency volatility, we have experienced and may experience in the future lower foreign exchange revenues in periods of lower currency volatility.

- Our exposure to receivables from our agents, consumers, and businesses could impact us. For more information on this risk, see risk factor *"We face credit, liquidity, and fraud risks from our agents, consumers, businesses, and third-party processors that could adversely affect our business, financial condition, results of operations, and cash flows."*

- The market value of the securities in our investment portfolio may substantially decline. The impact of that decline in value may adversely affect our liquidity, financial condition, and results of operations.

- The third-party service providers on whom we depend may experience difficulties in their businesses, which may impair their ability to provide services to us and have a potential impact on our own business. The impact of a change or temporary stoppage of services may have an adverse effect on our business, financial condition, results of operations, and cash flows.

- The counterparties to the derivative financial instruments that we use to reduce our exposure to various market risks, including changes in interest rates and foreign exchange rates, may fail to honor their obligations, which could expose us to risks we had sought to mitigate. This includes the exposure generated by the Business Solutions business, where we write derivative contracts to our customers as part of our cross-currency payments business, and we typically hedge the net exposure through offsetting contracts with established financial institution counterparties. That failure could have an adverse effect on our financial condition, results of operations, and cash flows.

- We may be unable to refinance our existing indebtedness or finance our obligations to pay tax on certain of our previously undistributed earnings pursuant to United States tax reform legislation enacted in December 2017 (the "Tax Act") on favorable terms, as such amounts become due, or we may have to refinance or obtain new financing on unfavorable terms, which could require us to dedicate a substantial portion of our cash flow from operations to payments on our debt or tax obligations, thereby reducing funds available for working capital, capital expenditures, acquisitions, share repurchases, dividends, and other purposes.

- Our revolving credit facility with a consortium of banks is one source for funding liquidity needs and also backs our commercial paper program. If any of the banks participating in our credit facility fails to fulfill its lending commitment to us, our short-term liquidity and ability to support borrowings under our commercial paper program could be adversely affected.

- Banks upon which we rely to conduct our business could fail or be unable to satisfy their obligations to us. This could lead to our inability to access funds and/or credit losses for us and could adversely impact our ability to conduct our business.

- Insurers we utilize to mitigate our exposures to litigation and other risks may be unable to or refuse to satisfy their obligations to us, which could have an adverse effect on our liquidity, financial condition, results of operations, and cash flows.

- If market disruption or volatility occurs, we could experience difficulty in accessing capital on favorable terms, and our business, financial condition, results of operations, and cash flows could be adversely impacted.

We face competition from global and niche or corridor money transfer providers, United States and international banks, card associations, card-based payments providers, and a number of other types of service providers, including electronic, mobile and internet-based services, and from digital currencies, including cryptocurrencies and related protocols, and other innovations in technology and business models. Our future growth depends on our ability to compete effectively in the industry.

Money transfer and business payments are highly competitive industries which include service providers from a variety of financial and non-financial business groups. Our competitors include consumer money transfer companies, banks and credit unions (including interbank partnerships), card associations, web-based services, mobile money transfer services, payment processors, card-based payments providers such as issuers of e-money, travel cards or stored-value cards, informal remittance systems, automated teller machine providers and operators, phone payment systems (including mobile phone networks), postal organizations, retailers, check cashers, mail and courier services, currency exchanges, and digital currencies, including cryptocurrencies and cryptocurrency exchanges. These services are differentiated by features and functionalities such as brand recognition, customer service, trust and reliability, distribution network and channel options, convenience, price, speed, variety of payment methods, service offerings and innovation. Our business, distribution network and channel options, such as our digital channels, have been and may continue to be impacted by increased competition, including from new competitors and the consolidation of competitors and the expansion of their services, which could adversely affect our financial condition, results of operations, and cash flows. For example, we have experienced increased competition in money transfers sent and received within the United States from competitors that do not charge a fee to send or receive money through bank accounts. The potential international expansion of these competitors could represent significant competition to us.

Our future growth depends on our ability to compete effectively in money transfer and business payments. For example, if we fail to price our services appropriately, consumers may not use our services, which could adversely affect our business and financial results. In addition, we have historically implemented and will likely continue to implement price reductions from time to time in response to competition and other factors. Price reductions generally reduce margins and adversely affect financial results in the short term and may also adversely affect financial results in the long term if transaction volumes do not increase sufficiently. Further, failure to compete on service differentiation and service quality could significantly affect our future growth potential and results of operations.

As noted below under risk factor *"Risks associated with operations outside the United States and foreign currencies could adversely affect our business, financial condition, results of operations, and cash flows,"* many of our agents outside the United States are national post offices. These entities are often governmental organizations that may enjoy special privileges or protections that could allow them to simultaneously develop their own money transfer businesses. International postal organizations could agree to establish a money transfer network among themselves. Due to the size of these organizations and the number of locations they have, any such network could represent significant competition to us.

If customer confidence in our business or in consumer money transfer and payment service providers generally deteriorates, our business, financial condition, results of operations, and cash flows could be adversely affected.

Our business is built on customer confidence in our brands and our ability to provide fast, reliable money transfer and payment services. Erosion in customer confidence in our business, or in consumer money transfer and payment service providers as a means to transfer money, could adversely impact transaction volumes which would in turn adversely impact our business, financial condition, results of operations, and cash flows.

A number of factors could adversely affect customer confidence in our business, or in consumer money transfer and payment service providers generally, many of which are beyond our control, and could have an adverse impact on our results of operations. These factors include:

- changes or proposed changes in laws or regulations or regulator or judicial interpretation thereof that have the effect of making it more difficult or less desirable to transfer money using consumer money transfer and payment service providers, including additional consumer due diligence, identification, reporting, and recordkeeping requirements;

- the quality of our services and our customer experience, and our ability to meet evolving customer needs and preferences, including consumer preferences related to our westernunion.com and other Digital Money Transfer services;

- failure of our agents, their subagents, our vendors, or other partners to deliver services in accordance with our requirements;

- reputational concerns resulting from actual or perceived events, including those related to fraud, consumer protection, data breaches, or other matters;

- actions by federal, state or foreign regulators that interfere with our ability to transfer consumers' money reliably, for example, attempts to seize money transfer funds, or limit our ability to or prohibit us from transferring money in certain corridors;

- federal, state or foreign legal requirements, including those that require us to provide consumer or transaction data either pursuant to requirements under the Joint Settlement Agreements or other requirements or to a greater extent than is currently required;

- any significant interruption in our systems, including by unauthorized entry and computer viruses, ransomware, fire, natural disaster, power loss, telecommunications failure, terrorism, vendor failure, or disruptions in our workforce; and

- any breach of our computer systems or other data storage facilities, or of certain of our third-party providers, resulting in a compromise of personal or other data.

Many of our money transfer consumers are migrants. Consumer advocacy groups or governmental agencies could consider migrants to be disadvantaged and entitled to protection, enhanced consumer disclosure, or other different treatment. If consumer advocacy groups are able to generate widespread support for actions that are detrimental to our business, then our business, financial condition, results of operations, and cash flows could be adversely affected.

If we are unable to maintain our agent, subagent, or global business relationships under terms acceptable to us or consistent with those currently in place, including due to increased costs or loss of business as a result of increased compliance requirements or difficulty for us, our agents, or their subagents in establishing or maintaining relationships with banks needed to conduct our services, or if our agents or their subagents fail to comply with our business and technology standards and contract requirements, our business, financial condition, results of operations, and cash flows would be adversely affected.

Most of our Consumer-to-Consumer revenue is derived through our agent network. Some of our international agents have subagent relationships in which we are not directly involved. If, due to competition or other reasons, agents or their subagents decide to leave our network, or if we are unable to sign new agents or maintain our agent network under terms acceptable to us or consistent with those currently in place, or if our agents are unable to maintain relationships with or sign new subagents, our revenue and profits may be adversely affected. Agent attrition might occur for a number of reasons, including a competitor engaging an agent, an agent's dissatisfaction with its relationship with us or the revenue derived from that relationship, an agent's or its subagents' unwillingness or inability to comply with our standards or legal requirements, including those related to compliance with anti-money laundering regulations, anti-fraud measures, or agent registration and monitoring requirements or increased costs or loss of business as a result of difficulty for us, our agents, or their subagents in establishing or maintaining relationships with banks needed to conduct our services. For example, the Joint Settlement Agreements and the NYDFS Consent Order subjected us to heightened requirements relating to agent oversight, which resulted in and may continue to result in agent attrition. Further, certain agents decided to leave our network due to reputational concerns related to the Joint Settlement Agreements and the NYDFS Consent Order. In addition, agents may generate fewer transactions or less revenue for various reasons, including increased competition, political unrest, changes in the economy, or factors impacting our agents' ability to settle with us, and the cost of maintaining agent or subagent locations has increased and may continue to increase because of enhanced compliance efforts or changes to compliance requirements. Because an agent is a third-party that engages in a variety of activities in addition to providing our services, it may encounter business difficulties unrelated to its provision of our services, which could cause the agent to reduce its number of locations, hours of operation, or cease doing business altogether.

Changes in laws regulating competition or in the interpretation of those laws could undermine our ability to enter into or maintain our exclusive arrangements with our current and prospective agents. See risk factor *"Regulatory initiatives and changes in laws, regulations, and industry practices and standards affecting us, our agents or their subagents, or the banks with which we or our agents maintain bank accounts needed to provide our services could require changes in our business model and increase our costs of operations, which could adversely affect our financial condition, results of operations, and liquidity"* below. In addition, certain of our agents and subagents have refused to enter into exclusive arrangements in recent years, including a significant agent in the United States. The inability to enter into exclusive arrangements or to maintain our exclusive rights in agent contracts in certain situations could adversely affect our business, financial condition, results of operations, and cash flows by, for example, allowing competitors to benefit from the goodwill associated with the Western Union brand at our agent locations.

In Business Solutions, we facilitate payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals. In our various bill payment services, we provide services for making one-time or recurring payments from consumers to businesses and other organizations, including utilities, auto finance companies, mortgage servicers, financial service providers and government agencies. Our relationships with these businesses and other organizations are a core component of our payment services, and we derive a substantial portion of our revenue from payment services through these relationships. Increased regulation and compliance requirements are impacting these businesses by making it more costly for us to provide our services or by making it more cumbersome for businesses or consumers to do business with us. We have also had difficulty establishing or maintaining banking relationships needed to conduct our services due to banks' policies. If we are unable to maintain our current business or banking relationships or establish new relationships under terms acceptable to us or consistent with those currently in place, our ability to continue to offer our services may be adversely impacted, which could have an adverse effect on our business, financial condition, results of operations, and cash flows.

As a result of offering our services, our agents may be subject to various taxes, as governments outside the United States have viewed and may continue to view our agents' services as subject to income, withholding, and other taxes. Any such taxes that are levied on our agents could make it less desirable for agents to offer our services, which could result in increased agent attrition, agents ceasing to offer some of our services, or increased costs to maintain our agent network, any of which could have an adverse effect on our business, results of operations, and cash flows.

Our ability to adopt new technology and develop and gain market acceptance of new and enhanced products and services in response to changing industry and regulatory standards and evolving customer needs poses a challenge to our business.

Our industry is subject to rapid and significant technological changes, with the constant introduction of new and enhanced products and services and evolving industry and regulatory standards and consumer needs and preferences. Our ability to enhance our current products and services and introduce new products and services that address these changes has a significant impact on our ability to be successful. We actively seek to respond in a timely manner to changes in customer (both consumer and business) and agent needs and preferences, technology advances, and new and enhanced products and services such as technology-based money transfer and Business Solutions payment services, including internet, digital wallet, other mobile money transfer services, and digital currencies, including cryptocurrencies. Failure to respond timely and well to these challenges could adversely impact our business, financial condition, results of operations, and cash flows. Further, even if we respond well to these challenges, the business and financial models offered by many of these alternative, more technology-reliant means of money transfer and electronic payment solutions may be less advantageous to us than our traditional cash/agent model or our current electronic money transfer model.

The COVID-19 pandemic continues to evolve and negatively impact our business, and the extent to which it will further impact our business depends on future developments, which remain highly uncertain and difficult to predict. The effects of the pandemic have had an adverse effect and could have a material adverse effect on our business, financial condition, results of operations, and cash flows in the future.

The global spread of COVID-19 has created significant macroeconomic uncertainty, volatility, and disruption for approximately two years. In response, many governments implemented policies intended to stop or slow the further spread of the disease, such as lockdowns, shelter-in-place orders, or restricted movement guidelines, and these measures have been in place for significant periods of time, have been relaxed and reinstated to varying degrees in various locations, and may be reinstated again in the future. These policies have resulted in lower consumer and commercial activity across many markets in which we operate and the closure of, or staffing shortages at, Western Union locations and agent locations in certain areas. As a result, customers have experienced and may continue to experience reduced access to, or desire or ability to use, retail agent locations. Additionally, as money transfer services offered through our retail agent locations contribute a majority of our Consumer-to-Consumer revenue, our business has been and may continue to be negatively impacted by these temporary closures, staffing shortages, or shifts in customer behavior to a greater extent than others in our industry who are not as reliant on retail locations. Further, the economic impact of the pandemic included a global economic downturn, including high unemployment, lower consumer and commercial activity, and consumer behavioral changes that negatively impacted and may continue to negatively impact our transaction volumes. While the duration and severity of this pandemic and related impacts have varied across time and locations and remain uncertain, our results of operations in future periods may also be negatively impacted by COVID-19.

The extent to which the COVID-19 pandemic continues to impact our business, financial condition, results of operations or cash flows will depend on future developments, which are highly uncertain and are difficult to predict, including, but not limited to, the duration and geographic spread of the pandemic, its severity, the occurrence of additional waves, variants, or periods of increased spread of COVID-19 in key markets in which we operate, the availability and effectiveness of vaccines (including with respect to new variants), the actions to contain the virus or treat its impact, including new or additional restrictions imposed by governments, its effects on the broader economy, including supply chains, employment levels, consumer behavior and demand, inflation, the impacts of these factors in turn on migrants and immigration patterns and regulations, how quickly and to what extent normal economic and operating conditions can resume and be sustained, and our ability to adapt to changing conditions. Even after the COVID-19 pandemic has subsided, we may continue to experience materially adverse impacts to our business as a result of its global economic impact, including any recession, economic downturn, inflationary pressures, changes in customer behavior or demand, or increased unemployment that has occurred or may occur in the future.

Although the pandemic has been ongoing for approximately two years, its course and impact on the global economy and our business has been unpredictable and has challenged industry forecasts, including from the World Bank, and the ultimate impact of the pandemic or a similar health epidemic is highly uncertain and subject to change. We do not yet know the full extent of the impacts on our business, our operations, or the global economy as a whole. However, the effects have had an adverse effect on our business, financial condition, results of operations, and cash flows and could have a material adverse effect in the future.

Risks associated with operations outside the United States and foreign currencies could adversely affect our business, financial condition, results of operations, and cash flows.

A substantial portion of our revenue is generated in currencies other than the United States dollar. As a result, we are subject to risks associated with changes in the value of our revenues and net monetary assets denominated in foreign currencies. For example, a considerable portion of our revenue is generated in the euro. In an environment of a rising United States dollar relative to the euro, the value of our euro-denominated revenue, operating income and net monetary assets would be reduced when translated into United States dollars for inclusion in our financial statements. Some of these adverse financial effects may be partially mitigated by foreign currency hedging activities. In an environment of a declining United States dollar relative to the euro, some of the translation benefits on our reported financial results could be limited by the impact of foreign currency hedging activities. We are also subject to changes in the value of other foreign currencies.

We operate in almost all developing markets throughout the world. In many of these markets, our foreign currency exposure is limited because most transactions are receive transactions, and we currently reimburse the substantial majority of our agents in United States dollars, Mexican pesos, or euros for the payment of these transactions. However, in certain of these developing markets we settle transactions in local currencies and generate revenue from send transactions. Our exposure to foreign currency fluctuations in those markets is increased as these fluctuations impact our revenues and operating income.

We have additional foreign exchange risk and associated foreign exchange risk management requirements due to the nature of our Business Solutions business. The significant majority of our Business Solutions business relates to exchanges of currency at spot rates, which enable customers to make cross-currency payments. In certain countries, this business also writes foreign currency forward and option contracts for our customers. The majority of these derivative contracts have a duration at inception of less than one year. The credit risk associated with our derivative contracts increases when foreign currency exchange rates move against our customers, possibly impacting their ability to honor their obligations to deliver currency to us or to maintain appropriate collateral with us. Business Solutions aggregates its foreign exchange exposures arising from customer contracts, including the derivative contracts described above, and hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties. However, these contracts do not eliminate all of the risks related to fluctuating foreign currency rates. If we are unable to obtain offsetting positions, our business, financial condition, results of operations, and cash flows could be adversely affected.

A substantial portion of our revenue is generated outside the United States. We utilize a variety of planning and financial strategies to help ensure that our worldwide cash is available where needed, including decisions related to the amounts, timing, and manner by which cash is repatriated or otherwise made available from our international subsidiaries. Changes in the amounts, timing, and manner by which cash is repatriated (or deemed repatriated) or otherwise made available from our international subsidiaries, including changes arising from new legal or tax rules, disagreements with legal or tax authorities concerning existing rules that are ultimately resolved in their favor, or changes in our operations or business, could result in material adverse effects on our financial condition, results of operations, and cash flows including our ability to pay future dividends or make share repurchases. For further discussion regarding the risk that our future effective tax rates could be adversely impacted by changes in tax laws, both domestically and internationally, see risk factor "*Changes in tax laws, or their interpretation, and unfavorable resolution of tax contingencies could adversely affect our tax expense*" below.

Money transfers and payments to, from, within, or between countries may be limited or prohibited by law. At times in the past, we have been required to cease operations in particular countries due to political uncertainties or government restrictions imposed by foreign governments or the United States. Government sanctions imposed with respect to Russia and Ukraine in February 2022 are impacting our ability to offer services in the region, and additional sanctions could be imposed in the future. Further instability or tension in Russia, Ukraine, and the surrounding region could also cause us to adjust our operating model, which would increase our costs of operations. Occasionally agents or their subagents have been required by their regulators to cease offering our services; see risk factor *"Regulatory initiatives and changes in laws, regulations, and industry practices and standards affecting us, our agents or their subagents, or the banks with which we or our agents maintain bank accounts needed to provide our services could require changes in our business model and increase our costs of operations, which could adversely affect our financial condition, results of operations, and liquidity"* below. Additionally, economic or political instability or natural disasters may make money transfers to, from, within, or between particular countries difficult or impossible, such as when banks are closed, when currency devaluation makes exchange rates difficult to manage or when natural disasters or civil unrest makes access to agent locations unsafe. These risks could negatively impact our ability to offer our services, to make payments to or receive payments from international agents or our subsidiaries or to recoup funds that have been advanced to international agents or are held by our subsidiaries, and as a result could adversely affect our business, financial condition, results of operations, and cash flows. In addition, the general state of telecommunications and infrastructure in some lesser developed countries, including countries where we have a large number of transactions, creates operational risks for us and our agents that generally are not present in our operations in the United States and other more developed countries.

Many of our agents outside the United States are post offices, which are often owned and operated by national governments. These governments may decide to change the terms under which they allow post offices to offer remittances and other financial services. For example, governments may decide to separate financial service operations from postal operations, or mandate the creation or privatization of a "post bank," which could result in the loss of agent locations, or they may require multiple service providers in their network. These changes could have an adverse effect on our ability to distribute or offer our services in countries that are material to our business.

We face credit, liquidity and fraud risks from our agents, consumers, businesses, and third-party processors that could adversely affect our business, financial condition, results of operations, and cash flows.

The majority of our Consumer-to-Consumer money transfer activity and our walk-in bill payment and money order activity is conducted through agents that provide our services to consumers at their retail locations. These agents sell our services, collect funds from consumers, and are required to pay the proceeds from these transactions to us. As a result, we have credit exposure to our agents. In some countries, our agent networks include superagents that establish subagent relationships; these agents must collect funds from their subagents in order to pay us. We are generally not insured against credit losses, except in certain circumstances related to agent theft or fraud. If an agent becomes insolvent, files for bankruptcy, commits fraud or otherwise fails to pay money order, money transfer or payment services proceeds to us, we must nonetheless pay the money order or complete the money transfer or payment services on behalf of the consumer.

The liquidity of our agents and other parties we transact with directly, including merchant acquirers, is necessary for our business to remain strong and to continue to provide our services. If our agents or other partners fail to settle with us in a timely manner, our liquidity could be affected.

From time to time, we have made, and may in the future make, advances to our agents. We generally owe settlement funds payable to these agents that offset these advances. However, the failure of these borrowing agents to repay these advances constitutes a credit risk to us.

We are exposed to credit risk in our Business Solutions business relating to: (i) derivatives written by us to our customers and (ii) the extension of trade credit when transactions are paid to recipients prior to our receiving cleared funds from the sending customers. The credit risk associated with our derivative contracts increases when foreign currency exchange rates move against our customers, possibly impacting their ability to honor their obligations to deliver currency to us or to maintain appropriate collateral with us. If a customer becomes insolvent, files for bankruptcy, commits fraud or otherwise fails to pay us, we may be exposed to the value of an offsetting position with a financial institution counterparty for the derivatives or may bear financial risk for those receivables where we have extended trade credit.

In many countries, we offer consumers the ability to transfer money utilizing their bank account or credit or debit card via websites and mobile devices. These transactions have experienced and continue to experience a greater risk of fraud and higher fraud losses than transactions initiated at agent locations. Additionally, money transfers funded by ACH, or similar methods, are not preauthorized by the sender's bank and carry the risk that the account may not exist or have sufficient funds to cover the transaction. We apply verification and other tools to help authenticate transactions and protect against fraud. However, these tools are not always successful in protecting us against fraud. As the merchant of these transactions, we may bear the financial risk of the full amount sent in some of the fraudulent transactions. Issuers of credit and debit cards may also incur losses due to fraudulent transactions through our distribution channels and may elect to block transactions by their cardholders in these channels with or without notice. We may be subject to additional fees or penalties if the amount of chargebacks exceeds a certain percentage of our transaction volume. Such fees and penalties increase over time if we do not take effective action to reduce chargebacks below the threshold, and if chargeback levels are not ultimately reduced to acceptable levels, our merchant accounts could be suspended or revoked, which would adversely affect our results of operations.

To help ensure availability of our worldwide cash where needed, we utilize a variety of planning and financial strategies, including decisions related to the amounts, timing and manner by which cash is repatriated or otherwise made available from our international subsidiaries. These decisions can influence our overall tax rate and impact our total liquidity. Our overall liquidity may also be impacted by regulations or their interpretations that, if fully enacted or implemented, could require us to register as a swap dealer and post collateral in connection with our derivative financial instruments used to hedge our exposures arising in connection with changes to foreign currency exchange rates.

Risks Relating to Cybersecurity and Third-Party Vendors

Breaches of our information security safeguards could adversely affect our ability to operate and could damage our reputation and adversely affect our business, financial condition, results of operations, and cash flows.

As part of our business, we collect, transfer, and retain confidential and personal information about consumers, business customer representatives, employees, applicants, agents and other individuals. With our services being offered in more than 200 countries and territories, these activities are subject to laws and regulations in the United States and many other jurisdictions; see risk factor *"Current and proposed regulation addressing consumer privacy and data use and security could increase our costs of operations, which could adversely affect our operations, results of operations, and financial condition"* below. The requirements imposed by these laws and regulations, which often differ materially among the many jurisdictions in which we operate and may impact our business operations, are designed to protect the privacy and security of personal information, to prevent that information from being inappropriately accessed, used or disclosed, and to protect financial services providers and other regulated entities and their customers, as well as information technology systems, from cyber attacks. Although we strive to develop and maintain administrative, technical, and physical safeguards designed to comply with applicable legal requirements, it is nonetheless possible that hackers, employees acting contrary to our policies, or others could circumvent these safeguards to improperly access our systems or documents, or the systems or documents of our business partners, agents, or service providers, as well as to improperly access, obtain, misuse, or disclose sensitive business information or personal information about our consumers, business customer representatives, employees, applicants, agents or others. It is also possible that any of our third-party service providers or agents could experience a cybersecurity incident or intentionally or inadvertently use, disclose, or make available sensitive business or personal information to unauthorized parties in violation of law or its contract with us. Such risk of a third-party service provider or agent's cybersecurity or other data incident is significant as much of our data and our customers' data is collected and stored by our agents and other third parties, including providers of cloud-based software services. Security incidents have the potential to impose material costs on the Company and, despite measures that the Company takes to prevent and mitigate such incidents, there can be no assurance that security incidents will not occur in the future. The methods used to obtain unauthorized access, disable or degrade service or sabotage systems are also constantly changing and evolving and may be difficult to anticipate or to detect for significant periods of time. Additionally, transactions undertaken through our websites or other digital channels may create risks of fraud, hacking, unauthorized access or acquisition, and other deceptive practices. Any security incident resulting in a compromise of sensitive business information or the personal information of consumers, business customer representatives, employees, applicants, agents or other individuals, could result in material costs to us and require us to notify impacted individuals, and in some cases regulators, of a possible or actual incident, expose us to regulatory enforcement actions, including substantial fines, limit our ability to provide services, subject us to litigation, damage our reputation, and adversely affect our business, financial condition, results of operations, and cash flows.

Interruptions in our systems, including as a result of cyber attacks, or disruptions in our workforce may have a significant adverse effect on our business.

Our ability to provide reliable service largely depends on the efficient and uninterrupted operation of our computer information systems and those of our service providers. Any significant interruptions could harm our business and reputation and result in a loss of business. These systems and operations could be exposed to damage or interruption from unauthorized entry and computer viruses, ransomware, fire, natural disaster, power loss, telecommunications failure, war, terrorism, vendor failure, or other causes, many of which may be beyond our control or that of our service providers. The frequency and intensity of weather events related to climate change are increasing, which could increase the likelihood and severity of natural disasters as well as related damage and business interruption. Additionally, any significant damage or interruptions in the computer information systems of our agents or other partners could result in a disruption in providing our services to consumers at their locations. Further, we and our vendors have been, and continue to be, the subject of cyber attacks, including distributed denial of service and ransomware attacks. These attackers and attacks, which may in some cases be initiated by nation-states, are increasingly sophisticated and primarily aimed at interrupting our business, exposing us to financial losses, or exploiting information security vulnerabilities. Due to the political uncertainty involving Russia and Ukraine, there is an increased likelihood that escalation of tensions could result in cyber attacks that could either directly or indirectly impact our operations. Historically, none of these attacks or breaches has individually or in the aggregate resulted in any material liability to us or any material damage to our reputation, and disruptions related to cybersecurity have not caused any material disruption to the Company's business, but there can be no assurance that such attacks will not have a material adverse impact on the Company in the future. The safeguards we have designed to help prevent future security incidents and systems disruptions and to comply with applicable legal requirements may not be successful, and we may experience material security incidents, disruptions, or other problems in the future. We also may experience software defects, development delays, installation difficulties and other systems problems, which could harm our business and reputation and expose us to potential liability which may not be fully covered by our business interruption insurance. In addition, hardware, software, or applications that we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. These applications may not be sufficient to address technological advances, regulatory requirements, changing market conditions or other developments. In addition, any work stoppages or other labor actions by employees, the significant majority of whom are located outside the United States, could adversely affect our business.

During the first quarter of 2021, we transitioned a majority of our money transfer settlement processes to our new global platform. This project has been and will continue to be complex, as we have defined, created, and implemented new settlement solutions that are specific to the needs of our agents and other partners, who span a number of countries and regulatory regimes. We continue to transition the remaining processes, primarily including money transfers sent from the United States and Canada, to the new platform. We expect that this will require the continued assistance of our third-party software provider, with whom we have worked on this project over the past several years, as well as our agents that are being transitioned to the platform.

We receive services from third-party vendors that would be difficult to replace if those vendors ceased providing such services adequately or at all. Cessation of or defects in various services provided to us by third-party vendors could cause temporary disruption to our business.

Some services relating to our business, such as cloud-based software service providers, software application support, the development, hosting and maintenance of our operating systems, merchant acquiring services, call center services, check clearing, processing of returned checks, and other operating activities are outsourced to third-party vendors, which would be difficult to replace quickly. If our third-party vendors were unwilling or unable to provide us with these services in the future, due to labor shortages or otherwise, our business and operations could be adversely affected.

Risks Relating to Acquisitions, Divestitures, and Restructuring Activities

Acquisitions and integration of new businesses create risks and may affect operating results.

We have acquired and may acquire businesses both inside and outside the United States. As of December 31, 2021, we had $2,566.6 million of goodwill comprising approximately 29% of our total assets, including $1,980.7 million of goodwill in our Consumer-to-Consumer reporting unit and $532.0 million of goodwill in our Business Solutions reporting unit. On August 4, 2021, we entered into an agreement to sell our Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC for $910 million in cash, and we expect to recognize a gain on the sale. As of December 31, 2021, the goodwill related to the Business Solutions reporting unit is included in Assets held for sale on the Consolidated Balance Sheets. If we or our reporting units do not generate operating cash flows at levels consistent with our expectations, we may be required to write down the goodwill on our balance sheet, which could have a significant adverse impact on our financial condition and results of operations in future periods. For example, for the year ended December 31, 2017, we recognized a non-cash goodwill impairment charge related to our Business Solutions reporting unit.

In addition to the risk of goodwill impairment, the acquisition and integration of businesses involve a number of other risks. The core risks involve valuation (negotiating a fair price for the business based on inherently limited due diligence) and integration (managing the complex process of integrating the acquired company's people, products and services, technology and other assets in an effort to realize the projected value of the acquired company and the projected synergies of the acquisition). Another risk is the need in some cases to improve regulatory compliance; see "Risks Relating to Our Regulatory and Litigation Environment" below. Acquisitions often involve additional or increased risks including, for example:

- realizing the anticipated financial benefits from these acquisitions and where necessary, improving internal controls of these acquired businesses;
- managing geographically separated organizations, systems and facilities;
- managing multi-jurisdictional operating, tax and financing structures;
- integrating personnel with diverse business backgrounds and organizational cultures;
- integrating the acquired technologies into our Company;
- complying with regulatory requirements, including those particular to the industry and jurisdiction of the acquired business;
- obtaining and enforcing intellectual property rights in some foreign countries;
- entering new markets with the services of the acquired businesses; and
- general economic and political conditions, including legal and other barriers to cross-border investment in general, or by United States companies in particular.

Integrating operations could cause an interruption of, or divert resources from, one or more of our businesses and could result in the loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with an acquisition and the integration of the acquired company's operations could have an adverse effect on our business, financial condition, results of operations, and cash flows.

Divestitures and contingent liabilities from divested businesses could adversely affect our business and financial results.

We continually evaluate the performance and strategic fit of all of our businesses and may sell businesses or product lines. For example, on August 4, 2021, we entered an agreement to sell our Business Solutions business, which is expected to be completed in two primary closings during 2022, as previously discussed. Divestitures involve risks, including difficulties in the separation of operations, services, products and personnel, the diversion of management's attention from other business concerns, the disruption of our business, the potential loss of key employees and the retention of uncertain contingent liabilities related to the divested business. When we decide to sell assets or a business, we may encounter difficulty in finding buyers or alternative exit strategies on acceptable terms in a timely manner, which could delay the achievement of our strategic objectives. We may also dispose of a business at a price or on terms that are less desirable than we had anticipated, which could result in significant asset impairment charges, including those related to goodwill and other intangible assets, that could have a material adverse effect on our financial condition and results of operations. In addition, we may experience greater dis-synergies than expected, the impact of the divestiture on our revenue growth may be larger than projected, and some divestitures may be dilutive to earnings. There can be no assurance whether the strategic benefits and expected financial impact of the divestiture will be achieved. We cannot assure you that we will be successful in managing these or any other significant risks that we encounter in divesting a business or product line, and any divestiture we undertake could materially and adversely affect our business, financial condition, results of operations and cash flows.

We may not realize all of the anticipated benefits from restructuring and other related initiatives, which may include decisions to downsize or to transition operating activities from one location to another, and we may experience disruptions in our workforce as a result of those initiatives.

Over the past few years, we have been engaged in restructuring actions and activities associated with business transformation, productivity improvement initiatives, and expense reduction measures. See Part II, Item 8, *Financial Statements and Supplementary Data*, Note 4, Restructuring-Related Expenses for further discussion regarding our restructuring plan initiated in 2019 designed to change our operating model and improve our business processes and cost structure by reorganizing our senior management, reducing our headcount, and consolidating various facilities. We may implement additional initiatives in future periods. While these initiatives are designed to increase operational effectiveness and productivity and result in improved profitability, there can be no assurance that the anticipated benefits will be realized, and the costs to implement such initiatives may be greater than expected. In addition, these initiatives have resulted and will likely result in the loss of personnel, some of whom may support significant systems or operations, and may make it more difficult to attract and retain key personnel, any of which could negatively impact our results of operations. Consequently, these initiatives could result in a disruption to our workforce. If we do not realize the anticipated benefits from these or similar initiatives, the costs to implement future initiatives are greater than expected, or if the actions result in a disruption to our workforce greater than anticipated, our business, financial condition, results of operations, and cash flows could be adversely affected.

General Risks

Changes in tax laws, or their interpretation, and unfavorable resolution of tax contingencies could adversely affect our tax expense.

Our future effective tax rates could be adversely affected by changes in tax laws or their interpretation, both domestically and internationally. For example, in December 2017, the Tax Act was enacted into United States law. Among other things, the Tax Act imposes a tax on certain previously undistributed foreign earnings, establishes minimum taxes related to certain payments deemed to erode the United States tax base, and retains and expands United States taxation on a broad range of foreign earnings (whether or not the earnings have been repatriated) while effectively exempting certain types of foreign earnings from United States tax. In addition, the Tax Act is broad and complex, and any changes or clarifications in the interpretation of the Tax Act or other legislative proposals or amendments could have an adverse effect on our financial condition, results of operations, and cash flows. Furthermore, the effect of certain aspects of the Tax Act on state income tax frameworks could change as states update their laws for these aspects, and potential changes to state income tax laws or their interpretation could further increase our income tax expense. Recently, several changes have been proposed to current United States tax laws to increase taxes on corporations. If any or all of these (or similar) proposals are ultimately enacted into law, in whole or in part, such increases could negatively impact our effective tax rate.

Additionally, the Organization for Economic Co-Operation and Development ("OECD") has asked countries around the globe to act to prevent what it refers to as base erosion and profit shifting ("BEPS"). The OECD considers BEPS to refer to tax planning strategies that shift, perhaps artificially, profits across borders to take advantage of differing tax laws and rates among countries. Tax reforms recommended in the BEPS action plan include changes that would impact, among other things, global tax reporting, intercompany transfer pricing arrangements, the definition of taxable permanent establishments, and other legal or financial arrangements that are viewed as causing BEPS. Significant components of the BEPS action plan were published by the OECD in October 2015 and a number of governments have enacted or proposed rules to implement changes specifically suggested in the recommendations or other changes, such as specific "economic substance" rules, inspired by BEPS-style considerations. Furthermore, the OECD, through an association of almost 140 countries known as the "inclusive framework," has announced a consensus around further changes in traditional international tax principles ("BEPS 2.0") to address, among other things, perceived challenges presented by global digital commerce ("Pillar 1") and the perceived need for a minimum global effective tax rate of 15% ("Pillar 2"). Any material change in tax laws or policies, or their interpretation, resulting from BEPS, BEPS 2.0, or other legislative proposals or inquiries could result in a higher effective tax rate on our earnings and have an adverse effect on our financial condition, results of operations, and cash flows.

Our tax returns and positions (including positions regarding jurisdictional authority of foreign governments to impose tax) are subject to review and audit by federal, state, local and foreign taxing authorities. An unfavorable outcome to a tax audit could result in higher tax expense, thereby negatively impacting our results of operations. We have established contingency reserves for a variety of material, known tax exposures. As of December 31, 2021, the total amount of unrecognized tax benefits was a liability of $318.6 million, including accrued interest and penalties, net of related items. Our reserves reflect our judgment as to the resolution of the issues involved if subject to judicial review. While we believe that our reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed our related reserve, and such resolution could have a material effect on our effective tax rate, financial condition, results of operations and cash flows in the current period and/or future periods. With respect to these reserves, our income tax expense would include: (i) any changes in tax reserves arising from material changes during the period in the facts and circumstances (i.e., new information) surrounding a tax issue and (ii) any difference from the Company's tax position as recorded in the financial statements and the final resolution of a tax issue during the period. Such resolution could increase or decrease income tax expense in our consolidated financial statements in future periods and could impact our operating cash flows.

Our business, financial condition, results of operations, and cash flows could be harmed by adverse rating actions by credit rating agencies.

Downgrades in our credit ratings, or their review or revision to a negative outlook, could adversely affect our business, financial condition, results of operations, and cash flows, and could damage perceptions of our financial strength, which could adversely affect our relationships with our agents, particularly those agents that are financial institutions or post offices, and our banking and other business relationships. In addition, adverse ratings actions could result in regulators imposing additional capital and other requirements on us, including imposing restrictions on the ability of our regulated subsidiaries to pay dividends. Also, a downgrade below investment grade will increase our interest expense under certain of our notes and our revolving credit facility, and any significant downgrade could increase our costs of borrowing money more generally or adversely impact or eliminate our access to the commercial paper market, each of which could adversely affect our business, financial condition, results of operations, and cash flows.

There can be no guarantee that we will continue to make dividend payments or repurchase stock.

For risks associated with our ability to continue to make dividend payments or repurchase shares, please see Part II, Item 5, *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.*

Our ability to remain competitive depends in part on our ability to protect our trademarks, patents, copyrights, and other intellectual property rights and to defend ourselves against potential intellectual property infringement claims.

The Western Union® and WU® brands, which are protected by trademark registrations in many countries, are material to our Company. The loss of the Western Union® or WU® trademarks or a diminution in the perceived quality of products or services associated with the names would harm our business. Similar to the Western Union® and WU® trademarks, the Orlandi Valuta®, Vigo®, Western Union Business SolutionsSM, Pago Fácil®, Quick Collect®, Quick PaySM, Pay@WUSM, Quick Cash®, My WUSM, WU+SM, Western Union Convenience Pay®, and other trademarks and service marks are also important to our Company and a loss of the service mark or trademarks or a diminution in the perceived quality associated with these names could harm our business.

Our intellectual property rights are an important element in the value of our business. Our failure to take appropriate actions against those who infringe upon our intellectual property could adversely affect our business, financial condition, results of operations, and cash flows.

The laws of certain foreign countries in which we do business do not always protect intellectual property rights to the same extent as do the laws of the United States. Adverse determinations in judicial or administrative proceedings in the United States or in foreign countries could impair our ability to sell our products or services or license or protect our intellectual property, which could adversely affect our business, financial condition, results of operations, and cash flows.

We own patents and patent applications covering various aspects of our processes and services. We have been, are and in the future may be, subject to claims alleging that our platform, mobile application, or other products and services infringe third-party intellectual property or other proprietary rights, both inside and outside the United States. Unfavorable resolution of these claims could require us to change how we deliver or promote a service, result in significant financial consequences, or both, which could adversely affect our business, financial condition, results of operations, and cash flows.

Material changes in the market value or liquidity of the securities we hold may adversely affect our results of operations and financial condition.

As of December 31, 2021, we held $1.4 billion in investment securities, the significant majority of which are state and municipal debt securities. The majority of this money represents the principal of money orders issued by us to consumers primarily in the United States and money transfers sent by consumers. We regularly monitor our credit risk and attempt to mitigate our exposure by investing in highly-rated securities and by diversifying our investments. Despite those measures, it is possible that the value of our portfolio may decline in the future due to any number of factors, including general market conditions, credit issues, the viability of the issuer of the security, failure by a fund manager to manage the investment portfolio consistently with the fund prospectus or increases in interest rates. Any such decline in value may adversely affect our results of operations and financial condition.

We have substantial debt and other obligations that could restrict our operations.

As of December 31, 2021, we had approximately $3.0 billion in consolidated indebtedness, and we may also incur additional indebtedness in the future. Furthermore, the Tax Act imposes a tax on certain of our previously undistributed foreign earnings, which we have elected to pay in periodic installments through 2025.

Our indebtedness and tax obligations could have adverse consequences, including:

- limiting our ability to pay dividends to our stockholders or to repurchase stock consistent with our historical practices;
- increasing our vulnerability to changing economic, regulatory and industry conditions;
- limiting our ability to compete and our flexibility in planning for, or reacting to, changes in our business and the industry;
- limiting our ability to borrow additional funds; and

- requiring us to dedicate a substantial portion of our cash flow from operations to payments on our debt or tax obligations, thereby reducing funds available for working capital, capital expenditures, acquisitions, and other purposes.

Risks Relating to Our Regulatory and Litigation Environment

As described under Part I, Item 1, *Business*, our business is subject to a wide range of laws and regulations enacted by the United States federal government, each of the states (including licensing requirements), many localities and many other countries and jurisdictions. Laws and regulations to which we are subject include those related to: financial services, anti-money laundering, countering the financing of terrorism, sanctions and anti-fraud, consumer disclosure and consumer protection, currency controls, money transfer and payment instrument licensing, payment services, credit and debit cards, electronic payments, foreign exchange hedging services and the sale of spot, forward, and option currency contracts, unclaimed property, the regulation of competition, consumer privacy, data protection and information security, cybersecurity, operational security, outsourcing, risk management, and other governance requirements applicable to regulated financial service providers. Further, where we cooperate with partners around the world to offer other branded and unbranded money transfer services, including services offered and marketed exclusively under the partners' brands, the regulatory requirements applicable to us may vary. The failure by us, our agents, their subagents, or our partners to comply with any such laws or regulations could have an adverse effect on our business, financial condition, results of operations, and cash flows and could seriously damage our reputation and brands, and result in diminished revenue and profit and increased operating costs.

Risks Relating to Significant Regulatory Requirements

Our business is subject to a wide range and increasing number of laws and regulations. Liabilities or loss of business resulting from a failure by us, our agents, or their subagents to comply with laws and regulations and regulatory or judicial interpretations thereof, including laws and regulations designed to protect consumers, or detect and prevent money laundering, terrorist financing, fraud, and other illicit activity, and increased costs or loss of business associated with compliance with those laws and regulations has had and we expect will continue to have an adverse effect on our business, financial condition, results of operations, and cash flows.

Our services are subject to increasingly strict legal and regulatory requirements, including those related to detecting and preventing money laundering, countering terrorist financing, fraud, and other illicit activity, and administering economic and trade sanctions. The interpretation of those requirements by judges, regulatory bodies and enforcement agencies may change quickly and with little notice. Additionally, these requirements or their interpretations in one jurisdiction may conflict with those of another jurisdiction. As United States federal and state as well as foreign legislative and regulatory scrutiny and enforcement action in these areas increase, we expect that our costs of complying with these requirements could continue to increase, perhaps substantially, and may make it more difficult or less desirable for consumers and others to use our services or for us to contract with certain intermediaries, either of which would have an adverse effect on our revenue and operating income. For example, in recent years we have made significant additional investments in our compliance programs based on the rapidly evolving and increasingly complex global regulatory and enforcement environment and our internal reviews. These additional investments relate to enhancing our compliance capabilities, including our consumer protection efforts. Further, failure by Western Union, our agents or their subagents (agents and subagents are third parties, over whom Western Union has limited legal and practical control), and service providers to comply with any of these requirements or their interpretation could result in the suspension or revocation of a license or registration required to provide money transfer, payment or foreign exchange services, the limitation, suspension, or termination of services, changes to our business model, loss of consumer confidence, the seizure of our assets, and/or the imposition of civil and criminal penalties, including fines and restrictions on our ability to offer services.

We are subject to regulations imposed by the Foreign Corrupt Practices Act (the "FCPA") in the United States and similar laws in other countries, such as the Bribery Act in the UK, which generally prohibit companies and those acting on their behalf from making improper payments to foreign government officials for the purpose of obtaining or retaining business. Some of these laws, such as the Bribery Act, also prohibit improper payments between commercial enterprises. Because our services are offered in virtually every country of the world, we face significant risks associated with our obligations under the FCPA, the Bribery Act, and other national anti-corruption laws. Any determination that we have violated these laws could have an adverse effect on our business, financial condition, results of operations, and cash flows.

Our United States business is subject to reporting, recordkeeping and anti-money laundering provisions of the BSA and to regulatory oversight and enforcement by FinCEN. We have subsidiaries in Brazil and Austria that are subject to banking regulations. Our Austrian banking subsidiary is also subject to regulation, examination, and supervision by the NYDFS. We also operate through a small number of licensed payment institutions in the EU. Under the Payment Services Directive ("PSD"), as amended by a revised Payment Services Directive known as PSD2, and the 4th and 5th Anti-Money Laundering Directive in the EU, our operating companies that are licensed in the EU have increasingly become directly subject to reporting, recordkeeping, and anti-money laundering regulations, and agent oversight and monitoring requirements, as well as broader supervision by EU member states. Additionally, the financial penalties associated with the failure to comply with anti-money laundering laws have increased in recent regulation, including the 4^{th} and 5^{th} Anti-Money Laundering Directive in the EU. These laws have increased and will continue to increase our costs and could also increase competition in some or all of our areas of service. Legislation that has been enacted or proposed in other jurisdictions could have similar effects.

The remittance industry, including Western Union, has come under increasing scrutiny from government regulators and others in connection with its ability to prevent its services from being abused by people seeking to defraud others. For example, in early 2017, we entered into the Joint Settlement Agreements with the United States Department of Justice ("DOJ"), certain United States Attorney's Offices, the FTC, FinCEN, and various state attorneys general to resolve the respective investigations of those agencies, and in early 2018, we agreed to the NYDFS Consent Order. The ingenuity of criminal fraudsters, combined with the potential susceptibility to fraud by consumers, make the prevention of consumer fraud a significant and challenging problem. Our failure to continue to help prevent such frauds and increased costs related to the implementation of enhanced anti-fraud measures, or a change in fraud prevention laws or their interpretation or the manner in which they are enforced has had, and could in the future have an adverse effect on our business, financial condition, results of operations, and cash flows.

Further, any determination that our agents or their subagents have violated laws and regulations could seriously damage our reputation and brands, resulting in diminished revenue and profit and increased operating costs. In some cases, we could be liable for the failure of our agents or their subagents to comply with laws which also could have an adverse effect on our business, financial condition, results of operations, and cash flows. In many jurisdictions where Western Union is licensed to offer money transfer services, the license holder is responsible for ensuring the agent's compliance with the rules that govern the money transfer service. For example, in the EU, Western Union is responsible for the compliance of our agents and their subagents when they are acting on behalf of our Irish payment institution subsidiary, which is regulated by the Central Bank of Ireland. The majority of our EU consumer money transfer activity is managed through our Irish payment institution. Thus, the risk of adverse regulatory action against Western Union because of actions by our agents or their subagents and the costs to monitor our agents or their subagents in those areas has increased. The regulations implementing the remittance provisions of the Dodd-Frank Act also impose responsibility on us for any related compliance failures of our agents and their subagents.

The requirements under the PSD/PSD2, the Dodd-Frank Act, and similar legislation enacted or proposed in other countries have resulted and will likely continue to result in increased compliance costs, and in the event we or our agents are unable to comply, could have an adverse impact on our business, financial condition, results of operations, and cash flows. Additional countries may adopt similar legislation.

In view of the UK's departure from the EU on January 31, 2020, to ensure that our operations will continue in the UK, we set up a new payment institution to conduct money remittance in the UK, which was authorized by the Financial Conduct Authority in April 2019, and presently offers retail money transfer services via UK agents. We also applied for the UK branch of our Austrian banking subsidiary to be authorized by the UK PRA as a Third Country Branch (i.e., a UK branch of a non-UK bank) in order to continue to conduct our UK Business Solutions and Digital Money Transfer operations. In the period from December 31, 2020 until the date of the UK branch being authorized, it will operate under the Temporary Permissions Regime introduced in the UK. This UK branch will be subject to certain additional UK regulatory requirements upon authorization. Further, as a result of Brexit, including under the terms of any new regulatory authorizations we have and may obtain, we could be required to comply with differing regulatory requirements in the UK as a result of divergence from established EU regulation. This could make it more costly for us to provide our services.

Our fees, profit margins, and/or foreign exchange spreads may be reduced or limited because of regulatory initiatives and changes in laws and regulations or their interpretation and industry practices and standards that are either industry wide or specifically targeted at our Company.

The evolving regulatory environment, including increased fees or taxes, regulatory initiatives, and changes in laws and regulations or their interpretation, industry practices and standards imposed by state, federal, or foreign governments, and expectations regarding our compliance efforts, is impacting the manner in which we operate our business, may change the competitive landscape, and is expected to continue to adversely affect our financial results. Existing, new, and proposed legislation relating to financial services providers and consumer protection in various jurisdictions around the world has affected and may continue to affect the manner in which we provide our services; see risk factor *"The Dodd-Frank Act, as well as the regulations required by that Act and the actions of the Consumer Financial Protection Bureau and similar legislation and regulations enacted by other government authorities, could adversely affect us and the scope of our activities and could adversely affect our financial condition, results of operations, and cash flows."* Recently proposed and enacted legislation related to financial services providers and consumer protection in various jurisdictions around the world and at the federal and state level in the United States has subjected and may continue to subject us to additional regulatory oversight, mandate additional consumer disclosures and remedies, including refunds to consumers, or otherwise impact the manner in which we provide our services. If governments implement new laws or regulations that limit our right to set fees and/or foreign exchange spreads, then our business, financial condition, results of operations, and cash flows could be adversely affected. In addition, changes in regulatory expectations, interpretations, or practices could increase the risk of regulatory enforcement actions, fines, and penalties. For example, in early 2017, we entered into the Joint Settlement Agreements, and in early 2018, we agreed to the NYDFS Consent Order.

In addition, U.S. policy makers have sought and may continue to seek heightened customer due diligence requirements on, or restrict, remittances from the United States to Mexico or other jurisdictions. For example, in October 2020, OFAC amended its Cuban Assets Control Regulations, requiring us to suspend our money transfer services to Cuba. In addition, government sanctions imposed in February 2022 with respect to Russia and Ukraine are impacting our ability to offer services in the region, and additional sanctions could be imposed in the future. Policy makers have also discussed potential legislation to add taxes to remittances from the United States to Mexico and/or other countries. Further, one state has passed a law imposing a fee on certain money transfer transactions, and certain other states have proposed similar legislation. Several foreign countries have enacted or proposed rules imposing taxes or fees on certain money transfer transactions, as well. The approach of policy makers and the ongoing budget shortfalls in many jurisdictions, combined with future federal action or inaction on immigration reform, may lead other states or localities to impose similar taxes or fees or other requirements or restrictions. Foreign countries in similar circumstances have invoked and could continue to invoke the imposition of sales, service, or similar taxes, or other requirements or restrictions, on money transfer services. A tax, fee, or other requirement or restriction exclusively on money transfer services like Western Union could put us at a competitive disadvantage to other means of remittance which are not subject to the same taxes, fees, requirements, or restrictions. Other examples of changes to our financial environment include the possibility of regulatory initiatives that focus on lowering international remittance costs. Such initiatives may have a material adverse impact on our business, financial condition, results of operations, and cash flows.

Regulators around the world look at each other's approaches to the regulation of the payments and other industries. Consequently, a development in any one country, state, or region may influence regulatory approaches in other countries, states, or regions. Similarly, new laws and regulations in a country, state, or region involving one service may cause lawmakers there to extend the regulations to another service. As a result, the risks created by any one new law or regulation are magnified by the potential they may be replicated, affecting our business in another place or involving another service. Conversely, if widely varying regulations come into existence worldwide, we may have difficulty adjusting our services, fees, foreign exchange spreads and other important aspects of our business, with the same effect. Further, political changes and trends such as populism, economic nationalism, protectionism, and negative sentiment towards multinational companies could result in laws or regulations that adversely impact our ability to conduct business in certain jurisdictions. Any of these eventualities could materially and adversely affect our business, financial condition, results of operations, and cash flows.

Regulatory initiatives and changes in laws, regulations, and industry practices and standards affecting us, our agents or their subagents, or the banks with which we or our agents maintain bank accounts needed to provide our services could require changes in our business model and increase our costs of operations, which could adversely affect our financial condition, results of operations, and liquidity.

Our agents and their subagents are subject to a variety of regulatory requirements, which differ from jurisdiction to jurisdiction, are subject to change, and continue to increase. Material changes in the regulatory requirements for offering money transfer services, including with respect to anti-money laundering requirements, sanctions, fraud prevention, licensing requirements, consumer protection, customer due diligence, agent registration, or increased requirements to monitor our agents or their subagents in a jurisdiction important to our business have meant and could continue to mean increased costs and/or operational demands on our agents and their subagents, which have resulted and could continue to result in their attrition, a decrease in the number of locations at which money transfer services are offered, an increase in the commissions paid to agents and their subagents to compensate for their increased costs, and other negative consequences.

We rely on our agents' technology systems and/or processes to obtain transaction data. If an agent or its subagent experiences a breach of its systems, if there is a significant disruption to the technology systems of an agent or its subagent, if an agent or its subagent does not maintain the appropriate controls over their systems, or if we are unable to demonstrate adequate oversight of an agent's or subagent's handling of those matters, we may experience reputational and other harm which could result in losses to the Company.

Our regulatory status and the regulatory status of our agents and their subagents could affect our and their ability to offer our services. For example, we and our agents and their subagents rely on bank accounts to provide our Consumer-to-Consumer money transfer services. We also rely on bank accounts to provide our payment services. We and our agents and their subagents are considered Money Service Businesses ("MSBs") under the BSA, including our Business Solutions operations. Many banks view MSBs as a class of higher risk customers for purposes of their anti-money laundering programs. We and some of our agents and their subagents have had, and in the future may have, difficulty establishing or maintaining banking relationships due to the banks' policies. If we or a significant number of our agents or their subagents are unable to maintain existing or establish new banking relationships, or if we or these agents face higher fees to maintain or establish new bank accounts, our ability and the ability of our agents and their subagents to continue to offer our services may be adversely impacted, which would have an adverse effect on our business, financial condition, results of operations, and cash flows.

The types of enterprises that are legally authorized to act as our agents and their subagents vary significantly from one country to another. Changes in the laws affecting the kinds of entities that are permitted to act as money transfer agents or their subagents (such as changes in requirements for capitalization or ownership) could adversely affect our ability to distribute our services and the cost of providing such services, both by us and our agents and their subagents. For example, a requirement that a money transfer provider be a bank or other highly regulated financial entity could increase significantly the cost of providing our services in many countries where that requirement does not exist today or could prevent us from offering our services in an affected country. Further, any changes in law that would require us to provide money transfer services directly to consumers as opposed to through an agent network (which would effectively change our business model) or that would prohibit or impede the use of subagents could significantly adversely impact our ability to provide our services, and/or the cost of our services, in the relevant jurisdiction. Changes mandated by laws which make Western Union responsible for acts of its agents and their subagents while they are providing the Western Union money transfer service increase our risk of regulatory liability and our costs to monitor our agents' or their subagents' performance.

Although most of our Orlandi Valuta and Vigo branded agents also offer money transfer services of our competitors, many of our Western Union branded agents have agreed to offer only our money transfer services. While we expect to continue signing certain agents under exclusive arrangements and believe that these agreements are valid and enforceable, changes in laws regulating competition or in the interpretation of those laws could undermine our ability to enforce them in the future. Various jurisdictions continue to increase their focus on the potential impact of agent agreements on competition. In addition, over the past several years, several countries in Eastern Europe, the Commonwealth of Independent States, Africa, and Asia have promulgated laws or regulations, or authorities in these countries have issued orders, which effectively prohibit payment service providers, such as money transfer companies, from agreeing to exclusive arrangements with agents in those countries. Certain institutions, non-governmental organizations and others are actively advocating against exclusive arrangements in money transfer agent agreements. Advocates for laws prohibiting or limiting exclusive agreements continue to push for enactment of similar laws in other jurisdictions. In addition to legal challenges, certain of our agents and their subagents have refused to enter into exclusive arrangements. See risk factor *"If we are unable to maintain our agent, subagent, or global business relationships under terms acceptable to us or consistent with those currently in place, including due to increased costs or loss of business as a result of increased compliance requirements or difficulty for us, our agents, or their subagents in establishing or maintaining relationships with banks needed to conduct our services, or if our agents or their subagents fail to comply with our business and technology standards and contract requirements, our business, financial condition, results of operations, and cash flows would be adversely affected"* above. The inability to enter into exclusive arrangements or to maintain our exclusive rights in agent contracts in certain situations could adversely affect our business, financial condition, results of operations, and cash flows by, for example, allowing competitors to benefit from the goodwill associated with the Western Union brand at our agent locations.

In addition to legal or regulatory restrictions discussed in the Capital Resources and Liquidity section in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, some jurisdictions use tangible net worth and other financial strength guidelines to evaluate financial position. If our regulated subsidiaries do not abide by these guidelines, they may be subject to heightened review by these jurisdictions, and the jurisdictions may be more likely to impose new formal financial strength requirements. Additional financial strength requirements imposed on our regulated subsidiaries or significant changes in the regulatory environment for money transfer providers could impact our primary source of liquidity.

The Dodd-Frank Act, as well as the regulations required by that Act and the actions of the Consumer Financial Protection Bureau and similar legislation and regulations enacted by other government authorities, could adversely affect us and the scope of our activities and could adversely affect our financial condition, results of operations, and cash flows.

Rules and regulations implemented under the Dodd-Frank Act have made and continue to make significant structural reforms and new substantive regulation across the financial services industry. In addition, the Dodd-Frank Act created the CFPB, which implements, examines compliance with and enforces federal consumer protection laws governing financial products and services, including money transfer services. The CFPB has created additional regulatory obligations for us and has the authority to examine and supervise us and our larger competitors, including for matters related to unfair, deceptive, or abusive acts and practices ("UDAAP"). The CFPB's regulations implementing the remittance provisions of the Dodd-Frank Act have affected our business in a variety of areas. These include: (i) a requirement to provide consumers sending funds internationally from the United States enhanced, written, pre-transaction disclosures and transaction receipts, including the disclosure of fees, foreign exchange rates and taxes, (ii) an obligation to resolve various errors, including certain errors that may be outside our control, and (iii) an obligation at a consumer's request to cancel transactions that have not been completed. These requirements have changed the way we operate our business and along with other potential changes under CFPB regulations could adversely affect our operations and financial results. In addition, the Dodd-Frank Act and interpretations and actions by the CFPB have had, and could continue to have a significant impact on us by, for example, requiring us to limit or change our business practices, limiting our ability to pursue business opportunities, requiring us to invest valuable management time and resources in compliance efforts, imposing additional costs on us, delaying our ability to respond to marketplace changes, requiring us to alter our products and services in a manner that would make them less attractive to consumers and impair our ability to offer them profitably, or requiring us to make other changes that could adversely affect our business. In addition, these regulations impose responsibility on us for any related compliance failures of our agents.

The CFPB has broad authority to enforce consumer protection laws. The CFPB has a large staff and budget, which is not subject to Congressional appropriation, and has broad authority with respect to our money transfer service and related business. It is authorized to collect fines and provide consumer restitution in the event of violations, engage in consumer financial education, track and solicit consumer complaints, request data, and promote the availability of financial services to underserved consumers and communities. In addition, the CFPB may adopt other regulations governing consumer financial services, including regulations defining UDAAP, and new model disclosures. The CFPB's authority to change regulations adopted in the past by other regulators, or to rescind or ignore past regulatory guidance, could increase our compliance costs and litigation exposure. In addition, attorneys general of the various states of the United States also have authority to enforce the consumer protection provisions of the Dodd-Frank Act in their respective jurisdictions.

We have been and continue to be subject to examination by the CFPB, which defines "larger participants of a market for other consumer financial products or services" as including companies, such as Western Union, that make at least one million aggregate annual international money transfers. The CFPB has the authority to examine and supervise us and our larger competitors, which will involve providing reports to the CFPB. The CFPB has used information gained in examinations as the basis for enforcement actions resulting in settlements involving monetary penalties and other remedies.

The effect of the Dodd-Frank Act and the CFPB on our business and operations has been and will continue to be significant, and the application of the Dodd-Frank Act's implementing regulations to our business may differ from the application to certain of our competitors, including banks. Further, and in addition to our own compliance costs, implementation of requirements under Dodd-Frank could impact our business relationships with financial institution customers who outsource processing of consumer transactions to our Business Solutions segment. These financial institutions may determine that the compliance costs associated with providing consumer services are too burdensome and consequently may limit or discontinue offering such services.

Various jurisdictions in the United States and outside the United States have consumer protection laws and regulations, and numerous governmental agencies are tasked with enforcing those laws and regulations. Consumer protection principles continue to evolve globally, and new or enhanced consumer protection laws and regulations may be adopted. Governmental agencies tasked with enforcing consumer protection laws or regulations are communicating more frequently and coordinating their efforts to protect consumers. For instance, ICPEN is an organization composed of consumer protection authorities from over 60 countries that provides a forum for developing and maintaining regular contact between consumer protection agencies and focusing on consumer protection concerns. By encouraging cooperation between agencies, ICPEN aims to enable its members to have a greater impact with their consumer protection laws and regulations. As the scope of consumer protection laws and regulations change, we may experience increased costs to comply and other adverse effects to our business.

Rules adopted under the Dodd-Frank Act by the CFTC, as well as the provisions of the European Market Infrastructure Regulation and its technical standards, which are directly applicable in the member states of the EU and in the UK, have subjected most of our foreign exchange hedging transactions, including certain intercompany hedging transactions, certain of the corporate interest rate hedging transactions we may enter into in the future, and certain of the foreign exchange derivatives contracts we offer as part of our Business Solutions segment, to reporting, recordkeeping, and other requirements. Additionally, certain of the corporate interest rate hedging transactions and foreign exchange derivatives transactions we may enter into in the future may be subject to centralized clearing requirements or may be subject to margin requirements in the United States, the EU, and the UK. Other jurisdictions outside of the United States, the EU, and the UK are considering, have implemented, or are implementing regulations similar to those described above. Derivatives regulations have added costs to our business, and any additional requirements, such as future registration requirements and increased regulation of derivatives contracts, will result in additional costs or impact the way we conduct our hedging activities. Additionally, the regulatory regimes for derivatives in the United States, the EU, and the UK, such as under the Dodd-Frank Act and MiFID II, are continuing to evolve and changes to such regimes, our designation under such regimes, or the implementation of new rules under such regimes, such as future registration requirements and increased regulation of derivatives contracts, may result in additional costs to our business. Other jurisdictions outside the United States, the EU, and the UK are considering, have implemented, or are implementing regulations similar to those described above, and these will result in greater costs to us as well. Our implementation of these requirements has resulted, and will continue to result, in additional costs to our business. Moreover, as a result of Brexit, we could be required to comply with differing regulatory requirements in the UK as a result of divergence from established EU regulation. This could make it more costly for us to provide our services. Furthermore, our failure to implement these requirements correctly could result in fines and other sanctions, as well as necessitate a temporary or permanent cessation to some or all of our derivative related activities. Any such fines, sanctions, or limitations on our business could adversely affect our operations and financial results.

Current and proposed regulation addressing consumer privacy and data use and security could increase our costs of operations, which could adversely affect our operations, results of operations, and financial condition.

We are subject to extensive requirements relating to data privacy and security under federal, state, and foreign laws. These laws and requirements continue to evolve and may become increasingly difficult to comply with. For example, the FTC continues to investigate the privacy practices of many companies and has brought numerous enforcement actions, resulting in multi-year agreements governing the settling companies' privacy practices. Furthermore, certain industry groups require us to adhere to privacy requirements in addition to federal, state, and foreign laws, and certain of our business relationships depend upon our compliance with these requirements. As the number of countries enacting privacy and related laws increases and the scope of these laws and enforcement efforts expand, we will increasingly become subject to new and varying requirements. For example, in 2018, the EU implemented the GDPR, and other countries have enacted similar legislation, such as Brazil's General Data Protection Law ("LGPD"), which became effective in 2020, and China's Personal Information Protection Law ("PIPL"), which became effective in November 2021. The GDPR, LGPD, and PIPL impose additional obligations and present the risk of substantially increased penalties for non-compliance, including the possibility of not only fines but also enforcement action that may require an organization to cease certain of its data processing activities. Such penalties could have a material adverse effect on our financial condition, results of operations, and cash flows. In addition, in 2020 the Court of Justice of the European Union ("CJEU") invalidated the EU-U.S. Privacy Shield framework, which provided a mechanism for companies transferring personal data from the EU to the U.S., and imposed additional obligations on companies such as Western Union when transferring personal data from the EU to the U.S. and other jurisdictions. This may result in increased costs of compliance and limitations on us. Further, this CJEU decision or other regulatory changes relating to cross-border data transfers may serve as a basis for challenges to our personal data handling practices, which could also adversely impact our business, financial condition, and operating results. We have incurred, and we expect to continue to incur, expenses to meet the obligations of the GDPR and other similar legislation and new interpretations of their requirements. We are also subject to data privacy and security laws in various states, such as the California Consumer Privacy Act, which became effective in 2020, that imposes heightened data privacy requirements on companies that collect information from California residents and creates a broad set of privacy rights and remedies modeled in part on the GDPR. Failure to comply with existing or future data privacy and security laws, regulations, and requirements to which we are subject or could become subject, including by reason of inadvertent disclosure of confidential information, could result in fines, sanctions, penalties, or other adverse consequences and loss of consumer confidence, which could materially adversely affect our results of operations, overall business, and reputation.

In addition, in connection with regulatory requirements to assist in the prevention of money laundering and terrorist financing and pursuant to legal obligations and authorizations, Western Union makes information available to certain United States federal, state, and foreign government agencies when required by law. In recent years, Western Union has experienced an increasing number of data sharing requests by these agencies, particularly in connection with efforts to prevent terrorist financing or to reduce the risk of identity theft. During the same period, there has also been increased public attention to the corporate use and disclosure of personal information, accompanied by legislation and regulations intended to strengthen data protection, information security, and consumer privacy. These regulatory goals, including the prevention of money laundering, terrorist financing, and identity theft, and the protection of the individual's right to privacy, may conflict or otherwise present challenges, and the law in these areas is not consistent or settled. The legal, political, and business environments in these areas are rapidly changing, and subsequent legislation, regulation, litigation, court rulings, or other events could expose us to increased program costs, liability, and reputational damage.

We are subject to unclaimed property laws, and differences between the amounts we have accrued for unclaimed property and amounts that are claimed by a state or foreign jurisdiction could have a significant impact on our results of operations and cash flows.

We are subject to unclaimed property laws in the United States and abroad, and some of our agents are subject to unclaimed property laws in their respective jurisdictions which require us, or our agents, to turn over to certain government authorities the property of others held by us that has been unclaimed for a specified period of time, such as unpaid money transfers and money orders. We have an ongoing program to help us comply with those laws. These laws are evolving and are frequently unclear and inconsistent among various jurisdictions, making compliance challenging. In addition, we are subject to audits with regard to our escheatment practices. Currently in the United States, approximately 30 states are conducting a multi-year audit of our escheatment practices through a contracted third-party auditor. We have also commenced a contemporaneous internal review as part of our participation in Delaware's voluntary disclosure program. Any difference between the amounts we have accrued for unclaimed property and amounts that are claimed by a state, foreign jurisdiction, or representative thereof could have a significant impact on our results of operations and cash flows.

Our consolidated balance sheets may not contain sufficient amounts or types of regulatory capital to meet the changing requirements of our various regulators worldwide, which could adversely affect our business, financial condition, results of operations, and cash flows.

Our regulators expect us to possess sufficient financial soundness and strength to adequately support our regulated subsidiaries. We have substantial indebtedness and other obligations, including those related to the tax imposed on certain of our previously undistributed foreign earnings pursuant to the Tax Act, which could make it more difficult to meet these requirements or any additional requirements. In addition, although we are not a bank holding company for purposes of United States law or the law of any other jurisdiction, as a global provider of payment services and in light of the changing regulatory environment in various jurisdictions, we could become subject to new capital requirements introduced or imposed by our regulators that could require us to raise capital immediately or retain earnings over a period of time. Also, our regulators specify the amount and composition of eligible assets that certain of our subsidiaries must hold in order to satisfy our outstanding settlement obligations. These regulators could further restrict the type of instruments that qualify as permissible investments or require our regulated subsidiaries to maintain higher levels of eligible assets. Any change or increase in these regulatory requirements could have a material adverse effect on our business, financial condition, and results of operations.

Risks Relating to Consent Agreements and Litigation

Our business is the subject of consent agreements with or enforcement actions by regulators.

In early 2017, the Company entered into Joint Settlement Agreements with the DOJ, certain United States Attorney's Offices, the FTC, FinCEN, and various state attorneys general to resolve the respective investigations of those agencies. Under the Joint Settlement Agreements, the Company was required, among other things, to pay an aggregate amount of $586 million to the DOJ to be used to reimburse consumers who were the victims of third-party fraud conducted through the Company's money transfer services, and retain an independent compliance auditor for three years to review and assess actions taken by the Company to further enhance its oversight of agents and protection of consumers, both of which were performed by the Company during 2017. The Joint Settlement Agreements also required the Company to adopt certain new or enhanced practices with respect to its compliance program, relating to, among other things, consumer reimbursement, agent due diligence, agent training, monitoring, reporting, and record-keeping by the Company and its agents, consumer fraud disclosures, and agent suspensions and terminations. Western Union has continuing obligations under the FTC Consent Order, which is a permanent injunction, as well as the requirement to submit annual reports to the FTC through January 2028. The ongoing obligations under the Joint Settlement Agreements could have adverse effects on the Company's business, including additional costs and potential loss of business. The Company has also faced actions from other regulators as a result of the Joint Settlement Agreements. For example, on July 28, 2017, the NYDFS informed the Company that the facts set forth in the Deferred Prosecution Agreement (the "DPA") with the DOJ and with certain other United States Attorney's Offices regarding the Company's anti-money laundering programs over the 2004 through 2012 period gave the NYDFS a basis to take additional enforcement action. In January 2018, the Company agreed to the NYDFS Consent Order with the NYDFS, which required the Company to pay a civil monetary penalty of $60 million to the NYDFS and resolved its investigation into these matters. The term of the DPA expired in January 2020, and it was dismissed in March 2020, and the term of the Independent Compliance Auditor under the FTC Consent Order ended in May 2020. Notwithstanding, if the Company fails to comply with its continuing obligations under the Joint Settlement Agreements, it could face criminal prosecution, civil litigation, significant fines, damage awards, or other regulatory consequences. Any or all of these outcomes could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows.

Our business is the subject of litigation, including purported class action litigation, and regulatory actions, which could result in material settlements, judgments, fines, or penalties.

As a company that provides global financial services primarily to consumers, we are subject to litigation, including purported class action litigation, and regulatory actions alleging violations of consumer protection, anti-money laundering, sanctions, securities laws, and other laws, both foreign and domestic. We also are subject to claims asserted by consumers based on individual transactions. There can be no guarantee that we will be successful in defending ourselves in these matters, and such failure may result in substantial fines, damages and expenses, revocation of required licenses, or other limitations on our ability to conduct business. Any of these outcomes could adversely affect our business, financial condition, results of operations, and cash flows. Further, we believe increasingly strict legal and regulatory requirements and increased regulatory investigations and enforcement, any of which could occur or intensify as a result of the Joint Settlement Agreements, are likely to continue to result in changes to our business, as well as increased costs, supervision, and examination for both ourselves and our agents and subagents. These developments have had, and we believe will continue to have, an adverse effect on our business, financial condition, and results of operations, and in turn may result in additional litigation or other actions. For more information, please see Part II, Item 8, *Financial Statements and Supplementary Data*, Note 6, Commitments and Contingencies.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

Properties and Facilities

As of December 31, 2021, we occupied facilities in approximately 45 countries. Substantially all these facilities were leased. Our office in Denver, Colorado serves as our corporate headquarters. Our offices in Dublin, Ireland and Barbados represent key operational and leadership locations. We also operate shared service centers in Lithuania, Costa Rica, India, and the Philippines. Our facilities are primarily used for operational, sales, and administrative purposes in support of our Consumer-to-Consumer and Business Solutions segments, and other services.

We believe that our facilities are suitable and adequate for our current business; however, we periodically review our facility requirements and may consolidate and dispose of, or sublet facilities, which are no longer required, or acquire new facilities and update existing facilities to meet the needs of our business.

Item 3. Legal Proceedings

The information required by this Item 3 is incorporated herein by reference to the discussion in Part II, Item 8, *Financial Statements and Supplementary Data,* Note 6, Commitments and Contingencies.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Our common stock trades on the New York Stock Exchange under the symbol "WU." There were 2,989 stockholders of record as of February 18, 2022. This figure does not include an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

The following table sets forth stock repurchases for each of the three months of the quarter ended December 31, 2021:

Period	Total Number of Shares Purchased [(a)]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [(b)]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1 - 31	1,644,869	$ 20.11	1,632,462	$ 524.8
November 1 - 30	4,296,770	$ 16.97	4,291,171	$ 452.0
December 1 - 31	3,940,830	$ 17.61	3,938,179	$ —
Total	9,882,469	$ 17.75	9,861,812	

(a) These amounts represent both shares authorized by the Board of Directors for repurchase under a publicly announced authorization, as described below, as well as shares withheld from employees to cover tax withholding obligations on restricted stock units that have vested.

(b) On February 28, 2019, our Board of Directors authorized $1.0 billion of common stock repurchases, and this authorization expired December 31, 2021. On February 10, 2022, our Board of Directors authorized another $1.0 billion of common stock repurchases through December 31, 2024. In certain instances, management has historically and may continue to establish prearranged written plans pursuant to Rule 10b5-1. A Rule 10b5-1 plan permits us to repurchase shares at times when we may otherwise be unable to do so, provided the plan is adopted when we are not aware of material non-public information.

Refer to Part II, Item 8, *Financial Statements and Supplementary Data*, Note 17, Stock-Based Compensation Plans, and Part III, Item 12, *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters* for information related to our equity compensation plans.

Dividend Policy and Share Repurchases

During 2021, the Board of Directors declared quarterly cash dividends of $0.235 per common share payable on December 31, 2021, September 30, 2021, June 30, 2021, and March 31, 2021. During 2020, the Board of Directors declared quarterly cash dividends of $0.225 per common share payable on December 31, 2020, September 30, 2020, June 30, 2020, and March 31, 2020. The declaration or authorization and amount of future dividends or share repurchases will be determined by the Board of Directors and will depend on our financial condition, earnings, liquidity, the amount and timing of payments under our debt and other obligations, capital requirements, regulatory constraints, cash generated or made available in the United States, industry practice, and any other factors that the Board of Directors believes are relevant. In addition, the United States House of Representatives has proposed a new excise tax on share repurchases; if this or a similar tax is enacted, it would increase our cost to repurchase shares in future periods. As a holding company with no material assets other than the capital stock of our subsidiaries, our ability to pay dividends or repurchase shares in future periods will be dependent primarily on our ability to use cash generated by our operating subsidiaries. Several of our operating subsidiaries are subject to financial services regulations, and their ability to pay dividends and distribute cash may be restricted. In addition, the Tax Act imposes a tax on certain of our previously undistributed foreign earnings, which we have elected to pay in periodic installments through 2025, as discussed in the Capital Resources and Liquidity section in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*. These payments will adversely affect our cash flow and liquidity and may adversely affect future share repurchases.

On February 10, 2022, the Board of Directors declared a quarterly cash dividend of $0.235 per common share payable on March 31, 2022.

Item 6. [Reserved]

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

The following discussion should be read in conjunction with the consolidated financial statements and the notes to those statements included elsewhere in this Annual Report on Form 10-K. This Annual Report on Form 10-K contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements contained in the Management's Discussion and Analysis of Financial Condition and Results of Operations are forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions, and projections about our industry, business, and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in other sections of this Annual Report on Form 10-K. See "Risk Factors" and "Forward-Looking Statements."

Overview

We are a leading provider of money movement and payment services, operating in two business segments:

- *Consumer-to-Consumer* - Our Consumer-to-Consumer operating segment facilitates money transfers, which are sent from our retail agent locations worldwide or through websites and mobile devices, including our fast-growing money transfer transactions conducted and funded through websites and mobile applications marketed under our brands ("westernunion.com") and transactions initiated on the internet and mobile applications hosted by our third-party white label or co-branded digital partners (together with westernunion.com, "Digital Money Transfer"). Our money transfer service is provided through one interconnected global network. This service is available for international cross-border transfers and, in certain countries, intra-country transfers.

- *Business Solutions* - Our Business Solutions operating segment facilitates payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals. The significant majority of our Business Solutions business relates to exchanges of currency at spot rates, which enable customers to make cross-currency payments. In addition, in certain countries, we write foreign currency forward and option contracts for customers to facilitate future payments. On August 4, 2021, we entered into an agreement to sell our Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC, as further discussed below.

All businesses and other services that have not been classified in the above segments are reported as Other, which primarily includes our bill payment services which facilitate payments from consumers to businesses and other organizations and our money order services. Our other services, in addition to certain corporate costs such as costs related to strategic initiatives, including costs for the review and closing of mergers, acquisitions, and divestitures, are also included in Other. Additional information on our segments is provided in the Segment Discussion below.

Results of Operations

The following discussion of our consolidated results of operations and segment results refers to the year ended December 31, 2021 compared to the same period in 2020. For discussion of our consolidated results of operations and segment results for the year ended December 31, 2020 compared to the same period in 2019, refer to Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on February 19, 2021.

The results of operations should be read in conjunction with the discussion of our segment results of operations, which provide more detailed discussions concerning certain components of the Consolidated Statements of Income. All significant intercompany accounts and transactions between our segments have been eliminated. The below information has been prepared in conformity with generally accepted accounting principles in the United States of America ("GAAP") unless otherwise noted. All amounts provided in this section are rounded to the nearest tenth of a million, except as otherwise noted. As a result, the percentage changes and margins disclosed herein may not recalculate precisely using the rounded amounts provided.

In March 2020, the World Health Organization declared the outbreak associated with a novel coronavirus a pandemic ("COVID-19"), and many governments implemented policies intended to stop or slow the further spread of the disease. These policies have resulted in lower consumer and commercial activity across many markets in which we operate and the closure of Western Union locations and agent locations in certain areas. As a result, customers have experienced and may continue to experience reduced access to, or desire or ability to use, retail agent locations. However, since March 2020, we have also experienced significant revenue growth from westernunion.com and other digital transactions, as further described below. While the duration and severity of this pandemic and related impacts have varied across time and locations and remain uncertain, our results of operations in future periods may also be negatively impacted by COVID-19.

Our revenues and operating income for the year ended December 31, 2021 were impacted by fluctuations in the United States dollar compared to foreign currencies. Fluctuations in the United States dollar compared to foreign currencies, net of the impact of foreign currency hedges, resulted in an increase to revenues of $18.3 million for the year ended December 31, 2021 relative to the prior year. Fluctuations in the United States dollar compared to foreign currencies positively impacted operating income by $30.5 million for the year ended December 31, 2021 relative to the prior year.

On August 4, 2021, we entered into an agreement to sell our Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC (collectively, the "Buyer") for cash consideration of $910 million, subject to regulatory and working capital adjustments. The divestiture is expected to result in a gain on the sale and is subject to regulatory approval and other closing conditions. The sale is expected to be completed in two primary closings, with the entirety of the cash consideration due at the first closing. The expected gain on the sale will be recognized at each closing, based on the book values and fair values of the operations sold at each closing. The first closing is expected to be completed during the first quarter of 2022 and to primarily exclude the operations in the European Union and the United Kingdom. The second closing is currently expected by late 2022, pending required regulatory approvals. During the period between the closings, we will pay to the Buyer a measure of profit of the European Union and United Kingdom operations, adjusted for the provision for income taxes, occupancy charges for employees of the Buyer using our facilities, and other items. Business Solutions revenues were $421.8 million and $356.1 million, and direct operating expenses were $317.7 million and $319.5 million for the years ended December 31, 2021 and 2020, respectively.

The following table sets forth our consolidated results of operations for the years ended December 31, 2021 and 2020:

(in millions, except per share amounts)	Year Ended December 31, 2021	Year Ended December 31, 2020	% Change
Revenues	$ 5,070.8	$ 4,835.0	5%
Expenses:			
Cost of services	2,896.4	2,826.5	2%
Selling, general, and administrative	1,051.3	1,041.2	1%
Total expenses	3,947.7	3,867.7	2%
Operating income	1,123.1	967.3	16%
Other income/(expense):			
Gain on sale of noncontrolling interest in a private company	47.9	—	(a)
Pension settlement charges	(109.8)	—	(a)
Interest income	1.4	3.2	(57)%
Interest expense	(105.5)	(118.5)	(11)%
Other income/(expense), net	(21.7)	3.1	(a)
Total other expense, net	(187.7)	(112.2)	67%
Income before income taxes	935.4	855.1	9%
Provision for income taxes	129.6	110.8	17%
Net income	$ 805.8	$ 744.3	8%
Earnings per share:			
Basic	$ 1.98	$ 1.81	9%
Diluted	$ 1.97	$ 1.79	10%
Weighted-average shares outstanding:			
Basic	406.8	412.3	
Diluted	408.9	415.2	

(a) Calculation not meaningful.

Revenues Overview

Revenues are primarily derived from consideration paid by customers to transfer money. These revenues vary by transaction based upon factors such as channel, send and receive locations, the principal amount sent, whether the money transfer involves different send and receive currencies, the difference between the exchange rate we set to the customer and the rate available in the wholesale foreign exchange market, and speed of service, as applicable. We also offer several other services, including foreign exchange and payment services and other bill payment services, for which revenue is impacted by similar factors.

Due to the significance of the effect that foreign exchange fluctuations against the United States dollar can have on our reported revenues and the significance of our Consumer-to-Consumer segment to our overall results, constant currency results have been provided in the table below for consolidated revenues and for our Consumer-to-Consumer segment revenues. Constant currency results assume foreign revenues are translated from foreign currencies to the United States dollar, net of the effect of foreign currency hedges, at rates consistent with those in the prior year. Constant currency measures are non-GAAP financial measures and are provided so that revenue can be viewed without the effect of fluctuations in foreign currency exchange rates, which is consistent with how management evaluates our revenue results and trends. We believe that these measures provide management and investors with information about revenue results and trends that eliminates currency volatility, thereby providing greater clarity regarding, and increasing the comparability of, our underlying results and trends. These disclosures are provided in addition to, and not as a substitute for, the percentage change in revenue on a GAAP basis for the year ended December 31, 2021 compared to the prior year. Other companies may calculate and define similarly labeled items differently, which may limit the usefulness of this measure for comparative purposes.

The following table sets forth our consolidated revenue results for the years ended December 31, 2021 and 2020:

(dollars in millions)	Year Ended December 31, 2021	2020	% Change
Revenues, as reported - (GAAP)	$ 5,070.8	$ 4,835.0	5%
Foreign currency impact[(a)]			1%
Revenue change, constant currency adjusted - (Non-GAAP)			4%

(a) Fluctuations in the United States dollar compared to foreign currencies, net of the impact of foreign currency hedges, resulted in an increase to revenues of $18.3 million for the year ended December 31, 2021 when compared to foreign currency rates in the prior year.

For the year ended December 31, 2021, GAAP revenues increased when compared to the prior year, primarily due to continued recovery from the negative impacts of COVID-19 on our prior year results as previously discussed above. For the year ended December 31, 2021, transactions and revenues from our Digital Money Transfer services, including from white label partnerships, continued to grow. We believe that our growth in Digital Money Transfer transactions for the year ended December 31, 2021 was due, in part, to shifts in consumer behavior to send money through digital channels, including as a result of COVID-19. However, this growth rate decelerated throughout the year as a result of the strong growth in Digital Money Transfer transactions we experienced in the prior year. Revenues were also positively impacted by growth in our Business Solutions segment. Fluctuations between the United States dollar and other currencies positively impacted GAAP revenues by 1% for the year ended December 31, 2021 when compared to the prior year.

Operating Expenses Overview

Enhanced Regulatory Compliance

The financial services industry, including money services businesses, continues to be subject to increasingly strict legal and regulatory requirements, and we continue to focus on and regularly review our compliance programs. In connection with these reviews, and in light of growing and rapidly evolving regulatory complexity and heightened attention of, and increased dialogue with, governmental and regulatory authorities related to our compliance activities, we have made, and continue to make, enhancements to our processes and systems designed to detect and prevent money laundering, terrorist financing, and fraud and other illicit activity, and enhancements designed to improve consumer protection. Some of these changes have had, and we believe will continue to have, an adverse effect on our business, financial condition, and results of operations.

Restructuring-Related Expenses

On August 1, 2019, our Board of Directors approved a plan to change our operating model and improve our business processes and cost structure by reorganizing our senior management, including those managers reporting to our chief executive officer, reducing our headcount, and consolidating various facilities. We incurred approximately $150 million of total expenses through December 31, 2020, with approximately $110 million related to severance and employee-related benefits and approximately $40 million related to costs associated with the relocation of various operations to other Company facilities, facility closures, lease terminations, consulting, and other expenses. As of December 31, 2020, all expenses associated with this plan have been incurred. In 2020, the plan generated expense savings of more than $50 million. For 2021, the plan generated expense savings of approximately $100 million.

For the year ended December 31, 2020, we incurred $36.8 million related to this plan. Of this amount, $4.5 million and $32.3 million are included within Cost of services and Selling, general, and administrative, respectively, in the Consolidated Statements of Income. Refer to Part II, Item 8, *Financial Statements and Supplementary Data*, Note 4, Restructuring-Related Expenses for further discussion.

These expenses are specific to this initiative; however, the types of expenses related to this initiative are similar to expenses that we have previously incurred and can reasonably be expected to incur in the future.

Cost of Services

Cost of services primarily consists of agent commissions, which represented approximately 60% of total cost of services for the year ended December 31, 2021. Cost of services increased for the year ended December 31, 2021 compared to the prior year primarily due to increases in information technology costs, bank fees associated with digital transactions, and agent commissions in our Consumer-to-Consumer money transfer business, partially offset by a reduction in credit losses.

Selling, General, and Administrative

Selling, general, and administrative expenses increased for the year ended December 31, 2021 compared to the prior year due to increases in employee-related expenses, including incentive compensation and as a result of reduced hiring that we implemented in response to COVID-19 in the prior year, and costs related to strategic initiatives, including for the review and closing of mergers, acquisitions, and divestitures, partially offset by a reduction in restructuring-related expenses and fluctuations between the United States dollar and foreign currencies.

Total Other Expense, Net

Total other expense, net during the year ended December 31, 2021 compared to the prior year was impacted by $109.8 million in pension settlement charges, as further described in Part II, Item 8, *Financial Statements and Supplementary Data*, Note 12, Employee Benefit Plans, and costs associated with the April 2021 repayment of our 3.6% unsecured notes due in 2022. These impacts were partially offset by a $47.9 million gain recorded from the sale of a substantial majority of the shares we held as a noncontrolling investor in a private company for cash proceeds of $50.9 million and a reduction in interest expense driven by lower average debt balances outstanding and a lower weighted-average interest rate on our outstanding debt.

Income Taxes

Our effective tax rates on pre-tax income were 13.9% and 12.9% for the years ended December 31, 2021 and 2020, respectively. The increase in our effective tax rate for the year ended December 31, 2021 compared to the prior year was primarily due to deferred taxes from changes in certain of our permanent reinvestment assertions relating to our decision to classify our Business Solutions business as held for sale in the current period, partially offset by discrete tax benefits associated with the pension termination and other items.

We have established contingency reserves for a variety of material, known tax exposures. As of December 31, 2021, the total amount of tax contingency reserves was $318.6 million, including accrued interest and penalties, net of related items. Our tax reserves reflect our judgment as to the resolution of the issues involved if subject to judicial review or other settlement. While we believe that our reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed our related reserve. With respect to these reserves, our income tax expense would include: (i) any changes in tax reserves arising from material changes in facts and circumstances (i.e., new information) surrounding a tax issue during the period, and (ii) any difference from our tax position as recorded in the financial statements and the final resolution of a tax issue during the period. Such resolution could materially increase or decrease income tax expense in our consolidated financial statements in future periods and could impact our operating cash flows.

A significant proportion of our profits are foreign-derived. For the years ended December 31, 2021 and 2020, 106% and 100%, respectively, of our pre-tax income was derived from foreign sources. While the income tax imposed by any one foreign country is not material to us, our overall effective tax rate could be adversely affected by changes in foreign tax laws.

Earnings Per Share

During the years ended December 31, 2021 and 2020, basic earnings per share were $1.98 and $1.81, respectively, and diluted earnings per share were $1.97 and $1.79, respectively. Outstanding options to purchase Western Union stock and unvested shares of restricted stock are excluded from basic shares outstanding. Diluted earnings per share reflects the potential dilution that could occur if outstanding stock options at the presented dates are exercised and shares of restricted stock have vested. As of December 31, 2021 and 2020, there were 2.3 million and 1.6 million, respectively, of shares excluded from the diluted earnings per share calculation under the treasury stock method, primarily due to outstanding restricted stock units and options to purchase shares of Western Union stock, as the assumed proceeds of the restricted stock and options per unit were above our weighted-average share price during the periods and their effect was anti-dilutive.

Earnings per share for the year ended December 31, 2021 compared to the prior year was positively impacted by the previously described factors impacting net income and a lower number of shares outstanding. The lower number of shares outstanding for the year ended December 31, 2021 compared to the prior year is due to stock repurchases exceeding stock issuances related to our stock compensation programs.

Segment Discussion

We manage our business around the consumers and businesses we serve and the types of services we offer. Each of our segments addresses a different combination of consumer groups, distribution networks, and services offered. Our segments are Consumer-to-Consumer and Business Solutions. On August 4, 2021, we entered into an agreement to sell our Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC, as further described above.

The business segment measurements provided to, and evaluated by, our Chief Operating Decision Maker ("CODM") are computed in accordance with the following principles:

- The accounting policies of the segments are the same as those described in the summary of significant accounting policies.
- Corporate costs, including stock-based compensation and other overhead, are allocated to the segments primarily based on a percentage of the segments' revenue compared to total revenue.
- As described in Part II, Item 8, *Financial Statements and Supplementary Data,* Note 4, Restructuring-Related Expenses, on August 1, 2019, our Board of Directors approved an overall plan to change our operating model and improve our business processes and cost structure by reducing our headcount and consolidating various facilities. For the year ended December 31, 2020, we incurred $36.8 million related to this plan. While certain of these expenses may be identifiable to our segments, primarily our Consumer-to-Consumer segment, the expenses are not included in the measurement of segment operating income provided to the CODM for purposes of assessing segment performance and decision making with respect to resource allocation.
- All items not included in operating income are excluded from the segments.

The following table sets forth the components of segment revenues as a percentage of the consolidated totals for the years ended December 31, 2021 and 2020:

	Year Ended December 31,	
	2021	2020
Consumer-to-Consumer	87%	87%
Business Solutions	8%	8%
Other	5%	5%
	100%	100%

Consumer-to-Consumer Segment

The following table sets forth our Consumer-to-Consumer segment results of operations for the years ended December 31, 2021 and 2020:

(dollars and transactions in millions)	Year Ended December 31, 2021	2020	% Change
Revenues	$ 4,394.0	$ 4,220.0	4%
Operating income	$ 977.6	$ 924.7	6%
Operating income margin	22%	22%	
Key indicator:			
Consumer-to-Consumer transactions	305.9	290.5	5%

Our Consumer-to-Consumer money transfer service facilitates money transfers sent from our retail agent locations worldwide and our Digital Money Transfer services. The segment includes five geographic regions whose functions are primarily related to generating, managing, and maintaining agent relationships and localized marketing activities. We include Digital Money Transfer transactions in our regions, including transactions from our arrangements with financial institutions and other third parties to enable such entities to offer money transfer services to their own customers under their brands. By means of common processes and systems, these regions, including Digital Money Transfer transactions, create one interconnected global network for consumer transactions, thereby constituting one Consumer-to-Consumer money transfer business and one operating segment.

Transaction volume is the primary generator of revenue in our Consumer-to-Consumer segment. A Consumer-to-Consumer transaction constitutes the transfer of funds to a designated recipient utilizing one of our consumer money transfer services. The geographic split for transactions and revenue in the table that follows, including Digital Money Transfer transactions, is determined based upon the region where the money transfer is initiated. Included in each region's transaction and revenue percentages in the tables below are Digital Money Transfer transactions for the years ended December 31, 2021 and 2020. Where reported separately in the discussion below, Digital Money Transfer, and its subset westernunion.com, consist of 100% of the transactions conducted and funded through those respective channels.

The table below sets forth revenue and transaction changes by geographic region compared to the prior year. Consumer-to-Consumer segment constant currency revenue growth/(decline) is a non-GAAP financial measure, as further discussed in Revenues Overview above.

	Year Ended December 31, 2021			
	Revenue Growth as Reported - (GAAP)	Foreign Exchange Translation Impact	Constant Currency Revenue Growth[a] - (Non-GAAP)	Transaction Growth / (Decline)
Consumer-to-Consumer regional growth/(decline):				
North America (United States & Canada) ("NA")	1%	0%	1%	(1)%
Europe and Russia/CIS ("EU & CIS")	3%	3%	0%	13%
Middle East, Africa, and South Asia ("MEASA")	4%	0%	4%	10%
Latin America and the Caribbean ("LACA")	22%	(2)%	24%	9%
East Asia and Oceania ("APAC")	6%	3%	3%	(7)%
Total Consumer-to-Consumer growth:	4%	1%	3%	5%
Digital Money Transfer[b]	22%	1%	21%	32%
westernunion.com[b]	18%	1%	17%	19%

(a) Constant currency revenue growth assumes that revenues denominated in foreign currencies are translated to the United States dollar, net of the effect of foreign currency hedges, at rates consistent with those in the prior year.

(b) Digital Money Transfer revenues have been included in the regions above. As noted above, westernunion.com is a subset of Digital Money Transfer and is included in the regions and Digital Money Transfer revenues.

The table below sets forth regional revenues as a percentage of our Consumer-to-Consumer revenue for the years ended December 31, 2021 and 2020:

	Year Ended December 31,	
	2021	**2020**
Consumer-to-Consumer revenue as a percentage of segment revenue:		
NA	37%	38%
EU & CIS	32%	33%
MEASA	15%	15%
LACA	9%	8%
APAC	7%	6%

Digital Money Transfer, which is included in the regional percentages above, represented approximately 24% and 20% of our Consumer-to-Consumer revenues for the years ended December 31, 2021 and 2020, respectively.

Our consumers transferred $109.0 billion and $96.1 billion in Consumer-to-Consumer principal for the years ended December 31, 2021 and 2020, of which $104.1 billion and $90.6 billion, respectively, related to cross-border principal. The increase in principal and cross-border principal transferred during the year ended December 31, 2021 compared to the prior year is primarily attributable to growth in Digital Money Transfer. Consumer-to-Consumer principal is the amount of consumer funds transferred to the designated recipient. Cross-border principal is the amount of consumer funds transferred to a designated recipient in a country or territory that differs from the country or territory from which the transaction was initiated. Consumer-to-Consumer principal and cross-border principal are metrics used by management to monitor and better understand the growth in our underlying business relative to competitors, as well as changes in our market share of global remittances.

Revenues

Consumer-to-Consumer money transfer revenue increased 4% and transactions increased 5% for the year ended December 31, 2021 compared to the prior year, including as a result of the impacts from the worldwide actions related to COVID-19. Revenues increased primarily due to continued recovery from the negative impacts of COVID-19 on our prior year results as previously discussed above. For the year ended December 31, 2021 compared to the prior year, transactions and revenues from our Digital Money Transfer services, including from white label partnerships, continued to grow. We believe that our growth in Digital Money Transfer transactions was due, in part, to shifts in consumer behavior to send money through digital channels, including as a result of COVID-19. However, this growth rate decelerated throughout the year as a result of the strong growth in Digital Money Transfer transactions we experienced in the prior year. The spread between transaction volumes and revenue was primarily attributable to growth in our digital white label partnerships, which have a lower revenue per transaction than Western Union branded transactions. Fluctuations in the United States dollar compared to foreign currencies, net of the impact of foreign currency hedges, positively impacted revenue by 1% for the year ended December 31, 2021 compared to the prior year. Constant currency revenue increased 3% for the year ended December 31, 2021.

In our Consumer-to-Consumer regions, the increase in NA revenue for the year ended December 31, 2021 compared to the prior year was primarily due to cross-border transaction growth, partially offset by declines in transactions sent and received within the United States and in transactions sent from the United States to Cuba, as these money transfer services have been suspended since the fourth quarter of 2020. The EU & CIS region experienced strong revenue growth in Russia, and transaction volumes for both the EU & CIS and MEASA regions continued to benefit from growth in Digital Money Transfer, including white label partnerships. The revenue growth in the LACA region was primarily due to an increase in principal transferred during the year ended December 31, 2021, compared to the prior year. Price increases in APAC were offset by transaction declines for the year ended December 31, 2021, compared to the prior year. Digital Money Transfer revenue, including westernunion.com, increased compared to the prior year due to an increase in digital transaction volumes, partially offset by price reductions.

We have historically implemented price reductions or price increases throughout many of our global corridors. We will likely continue to implement price changes from time to time in response to competition and other factors. Price reductions generally reduce margins and adversely affect financial results in the short term and may also adversely affect financial results in the long term if transaction volumes do not increase sufficiently. Price increases may adversely affect transaction volumes, as consumers may not use our services if we fail to price them appropriately.

Operating Income

Consumer-to-Consumer operating income increased 6% during the year ended December 31, 2021 compared to the prior year primarily due to the increase in revenues, as discussed above, a reduction in credit losses, and fluctuations in the United States dollar compared to foreign currencies, partially offset by increases in information technology costs and employee-related expenses, including incentive compensation and as a result of reduced hiring that we implemented in response to COVID-19 in the prior year period, and increases in agent commissions and bank fees, which generally vary with revenues.

Business Solutions

The following table sets forth our Business Solutions segment results of operations for the years ended December 31, 2021 and 2020:

	Year Ended December 31,		
(dollars in millions)	**2021**	**2020**	**% Change**
Revenues	$ 421.8	$ 356.1	18%
Operating income	$ 95.5	$ 24.4	(a)
Operating income margin	23%	7%	

(a) Calculation not meaningful.

Revenues

Business Solutions revenue increased 18% for the year ended December 31, 2021 compared to the prior year, primarily due to an increase in payment services activity in Europe and North America and increased hedging activity. We believe this increase was due, in part, to the continued recovery from the downturn in economic activity and trade caused by the negative impacts of COVID-19 on our prior year results. Fluctuations in the exchange rates between the United States dollar and foreign currencies positively impacted revenue by 4% for the year ended December 31, 2021 compared to the prior year.

Operating Income

For the year ended December 31, 2021, Business Solutions operating income and operating income margin increased when compared to the prior year due to the increase in revenues, as discussed above, a reduction in depreciation and amortization expenses, including as a result of classifying our Business Solutions business as held for sale in August 2021, and costs incurred in the prior year associated with the termination of a property lease in the United States, partially offset by an increase in employee-related expenses, including as a result of reduced hiring that we implemented in response to COVID-19 in the prior year.

Other

Other primarily consists of our cash-based bill payment businesses in Argentina and the United States, in addition to our money order services.

The following table sets forth Other results for the years ended December 31, 2021 and 2020:

(dollars in millions)	Year Ended December 31, 2021	2020	% Change
Revenues	$ 255.0	$ 258.9	(1)%
Operating income	$ 50.0	$ 55.0	(9)%
Operating income margin	20%	21%	

Revenues

Other revenue decreased 1% for the year ended December 31, 2021 compared to the prior year due to the strengthening of the United States dollar against the Argentine peso, partially offset by an increase in local currency revenue per transaction, primarily due to inflation, and an increase in transaction volumes in our cash-based bill payment services offered at retail locations.

Operating Income

Other operating income decreased for the year ended December 31, 2021 compared to the prior year primarily due to an increase in costs associated with strategic initiatives, including for the review and closing of mergers, acquisitions, and divestitures.

Capital Resources and Liquidity

Our primary source of liquidity has been cash generated from our operating activities, primarily from net income and fluctuations in working capital. Our working capital is affected by the timing of payments for employee and agent incentives, interest payments on our outstanding borrowings, and timing of income tax payments, among other items. Many of our annual employee incentive compensation and agent incentive payments are made in the first quarter following the year they were incurred. The majority of our interest payments are due in the second and fourth quarters, which results in a decrease in the amount of cash provided by operating activities in those quarters and a corresponding increase to the first and third quarters. The annual payments resulting from the United States tax reform legislation enacted in 2017 (the "Tax Act") include amounts related to the United States taxation of certain previously undistributed earnings of foreign subsidiaries. These payments are typically due in the second quarter of each year through 2025.

Our future cash flows could be impacted by a variety of factors, some of which are out of our control. These factors include, but are not limited to, changes in economic conditions, especially those impacting migrant populations and including as a result of COVID-19 related impacts, changes in income tax laws or the status of income tax audits, including the resolution of outstanding tax matters, and the settlement or resolution of legal contingencies.

Substantially all of our cash flows from operating activities have been generated from subsidiaries. Most of these cash flows are generated from our regulated subsidiaries. Our regulated subsidiaries may transfer all excess cash to the parent company for general corporate use, except for assets subject to legal or regulatory restrictions, including: (i) requirements to maintain cash and other qualifying investment balances, free of any liens or other encumbrances, related to the payment of certain of our money transfer and other payment obligations, (ii) other legal or regulatory restrictions, including statutory or formalized minimum net worth requirements, and (iii) restrictions on transferring assets outside of the countries where these assets are located. See also Part II, Item 8, *Financial Statements and Supplementary Data*, Note 1, Business and Basis of Presentation.

We currently believe we have adequate liquidity to meet our business needs, including payments under our debt and other obligations, through our existing cash balances, our ability to generate cash flows through operations, and our $1.5 billion revolving credit facility ("Revolving Credit Facility"), which expires in January 2025 and supports our commercial paper program. Our commercial paper program enables us to issue unsecured commercial paper notes in an amount not to exceed $1.5 billion outstanding at any time, reduced to the extent of any borrowings outstanding on our Revolving Credit Facility. As of December 31, 2021, we had no outstanding borrowings on our Revolving Credit Facility and $275.0 million of outstanding borrowings on the commercial paper program.

To help ensure availability of our worldwide cash where needed, we utilize a variety of planning and financial strategies, including decisions related to the amounts, timing, and manner by which cash is made available from our international subsidiaries. These decisions can influence our overall tax rate and impact our total liquidity. We regularly evaluate our United States cash requirements, taking tax consequences and other factors into consideration and also the potential uses of cash internationally to determine the appropriate level of dividend repatriations of our foreign source income.

Cash and Investment Securities

As of December 31, 2021 and 2020, we had Cash and cash equivalents of $1,246.0 million, which includes $37.7 million related to Business Solutions, and $1,428.2 million, respectively. As described in Part II, Item 8, *Financial Statements and Supplementary Data*, Note 5, Divestitures, Investment Activities, and Goodwill, we have agreed to sell our Business Solutions business. We expect that our use of the net proceeds on the sale, after taxes on the gain from the transaction, will be consistent with our objective to maintain strong liquidity and a capital structure consistent with investment-grade credit ratings, as further described below. In many cases, we receive funds from money transfers and certain other payment services before we settle the payment of those transactions. These funds, referred to as Settlement assets on our Consolidated Balance Sheets, are not used to support our operations. However, we earn income from investing these funds. We maintain a portion of these settlement assets in highly liquid investments, classified as Cash and cash equivalents within Settlement assets, to fund settlement obligations.

Investment securities, classified within Settlement assets on the Consolidated Balance Sheets, were $1,398.9 million and $1,990.6 million as of December 31, 2021 and 2020, respectively, and consist primarily of highly-rated state and municipal debt securities, including fixed-rate term notes and variable-rate demand notes. The substantial majority of our investment securities are held in order to comply with state licensing requirements in the United States and are required to have credit ratings of "A-" or better from a major credit rating agency.

Investment securities are exposed to market risk due to changes in interest rates and credit risk. We regularly monitor credit risk and attempt to mitigate our exposure by investing in highly-rated securities and diversifying our investment portfolio. Our investment securities are also actively managed with respect to concentration. As of December 31, 2021, all investments with a single issuer and each individual security represented less than 10% of our investment securities portfolio.

Cash Flows from Operating Activities

During the years ended December 31, 2021 and 2020, cash provided by operating activities was $1,045.3 million and $877.5 million, respectively. Cash provided by operating activities can be impacted by changes to our consolidated net income, in addition to fluctuations in our working capital balances, among other factors.

Financing Resources

As of December 31, 2021, we had the following outstanding borrowings (in millions):

Commercial paper	$ 275.0
Notes:	
4.250% notes due 2023[a]	300.0
2.850% notes due 2025[a]	500.0
1.350% notes due 2026 (effective rate of 1.5%)	600.0
2.750% notes due 2031 (effective rate of 2.9%)	300.0
6.200% notes due 2036[a]	500.0
6.200% notes due 2040[a]	250.0
Term loan facility borrowing (effective rate of 1.4%)	300.0
Total borrowings at par value	3,025.0
Debt issuance costs and unamortized discount, net	(16.6)
Total borrowings at carrying value[b]	$ 3,008.4

(a) The difference between the stated interest rate and the effective interest rate is not significant.
(b) As of December 31, 2021, our weighted-average effective rate on total borrowings was approximately 3.3%.

Commercial Paper Program

Pursuant to our commercial paper program, we may issue unsecured commercial paper notes in an amount not to exceed $1.5 billion outstanding at any time, reduced to the extent of borrowings outstanding on our Revolving Credit Facility. Our commercial paper borrowings may have maturities of up to 397 days from date of issuance. Interest rates for borrowings are based on market rates at the time of issuance. As of December 31, 2021 and 2020, we had $275.0 million and $80.0 million in commercial paper borrowings outstanding, respectively. Our commercial paper borrowings as of December 31, 2021 had a weighted-average annual interest rate of approximately 0.2% and a weighted-average term of approximately 5 days. During the years ended December 31, 2021 and 2020, the average commercial paper balance outstanding was $140.0 million and $181.6 million, respectively, and the maximum balance outstanding was $575.0 million and $690.0 million, respectively. Proceeds from our commercial paper borrowings were used for general corporate purposes and working capital needs.

Revolving Credit Facility

On December 18, 2018, we entered into a credit agreement providing for unsecured financing facilities in an aggregate amount of $1.5 billion, including a $250.0 million letter of credit sub-facility. On December 18, 2019, we extended the final maturity date of the Revolving Credit Facility to January 8, 2025.

Interest due under the Revolving Credit Facility is fixed for the term of each borrowing and is payable according to the terms of that borrowing. Generally, interest is calculated using a selected LIBOR rate plus an interest rate margin of 110 basis points. A facility fee is also payable quarterly at an annual rate of 15 basis points on the total facility, regardless of usage. Both the interest rate margin and facility fee percentage are based on certain of our credit ratings.

The purpose of our Revolving Credit Facility, which is diversified through a group of 19 participating institutions, is to provide general liquidity and to support our commercial paper program, which we believe enhances our short-term credit rating. The largest commitment from any single financial institution within the total committed balance of $1.5 billion is approximately 11%. As of December 31, 2021 and 2020, we had no outstanding borrowings under our Revolving Credit Facility. If the amount available to borrow under the Revolving Credit Facility decreased, or if the Revolving Credit Facility were eliminated, the cost and availability of borrowing under the commercial paper program may be impacted.

Term Loan Facility

On December 18, 2018, we extended the Term Loan Facility providing for an unsecured delayed draw term loan facility in an aggregate amount of $950.0 million. In October 2016, we borrowed $575.0 million under our prior term loan facility. In December 2018, we borrowed the remaining amount available under the Term Loan Facility. In the first quarter of 2021, proceeds from the 2026 Notes and the 2031 Notes (as defined below), and cash, including cash generated from operations, were used to repay $650.0 million of the Term Loan Facility. On January 4, 2022, we repaid all remaining borrowings owed under the Term Loan Facility for total consideration of $300.0 million, using proceeds from our commercial paper and cash, including cash generated from operations. We are no longer able to borrow money under this facility.

Notes

On March 9, 2021, we issued $600.0 million and $300.0 million of aggregate principal amount of 1.350% and 2.750% unsecured notes due March 15, 2026 ("2026 Notes") and March 15, 2031 ("2031 Notes"), respectively. We used the net proceeds from the sale of our 2026 Notes and 2031 Notes to pay down our 2022 Notes (as defined below) and a portion of our Term Loan Facility. Interest with respect to these notes is payable semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2021. If a change of control triggering event occurs, holders of the 2026 Notes and 2031 Notes may require us to repurchase some or all of their notes at a price equal to 101% of the principal amount of their notes, plus any accrued and unpaid interest. We may redeem the 2026 Notes and the 2031 Notes, in whole or in part, at any time prior to February 15, 2026 and December 15, 2030, respectively, at the greater of par or a price based on the applicable treasury rate plus 15 and 25 basis points, respectively. We may redeem the 2026 Notes and the 2031 Notes at any time after February 15, 2026 and December 15, 2030, respectively, at a price equal to par, plus accrued interest.

On November 25, 2019, we issued $500.0 million of aggregate principal amount of unsecured notes due January 10, 2025 ("2025 Notes"). We used the net proceeds from the sale of the 2025 Notes to redeem our 2020 Notes, as defined below, and for general corporate purposes. Interest with respect to the 2025 Notes is payable semi-annually in arrears on January 10 and July 10 of each year, beginning on July 10, 2020, based on the per annum rate of 2.850%. The interest rate payable on the 2025 Notes will be increased if the debt rating assigned to these notes is downgraded by an applicable credit rating agency, beginning at a downgrade below investment grade. However, in no event will the interest rate on the 2025 Notes exceed 4.850% per annum. The interest rate payable on the 2025 Notes may also be adjusted downward for debt rating upgrades subsequent to any debt rating downgrades but may not be adjusted below 2.850% per annum. We may redeem the 2025 Notes, in whole or in part, at any time prior to December 10, 2024 at the greater of par or a price based on the applicable treasury rate plus 20 basis points. We may redeem the 2025 Notes at any time after December 10, 2024 at a price equal to par, plus accrued interest.

On June 11, 2018, we issued $300.0 million of aggregate principal amount of unsecured notes due June 9, 2023 ("2023 Notes"). Interest with respect to the 2023 Notes is payable semi-annually in arrears on June 9 and December 9 of each year, beginning on December 9, 2018, based on the per annum rate of 4.250%. The interest rate payable on the 2023 Notes will be increased if the debt rating assigned to these notes is downgraded by an applicable credit rating agency, beginning at a downgrade below investment grade. However, in no event will the interest rate on the 2023 Notes exceed 6.250% per annum. The interest rate payable on the 2023 Notes may also be adjusted downward for debt rating upgrades subsequent to any debt rating downgrades but may not be adjusted below 4.250% per annum. We may redeem the 2023 Notes, in whole or in part, at any time prior to May 9, 2023 at the greater of par or a price based on the applicable treasury rate plus 25 basis points. We may redeem the 2023 Notes at any time after May 9, 2023 at a price equal to par, plus accrued interest.

On August 22, 2017, we issued $250.0 million of aggregate principal amount of unsecured floating rate notes due May 22, 2019 ("Floating Rate Notes"). The Floating Rate Notes were repaid in May 2019 using proceeds from the Speedpay divestiture, commercial paper, and cash, including cash generated from operations.

On March 15, 2017, we issued $400.0 million of aggregate principal amount of unsecured notes due March 15, 2022. On August 22, 2017, we issued an additional $100.0 million of aggregate principal amount of unsecured notes due March 15, 2022, for an aggregate principal total of $500.0 million of 3.600% unsecured notes ("2022 Notes"). The 2022 Notes were repaid in April 2021 using proceeds from the 2026 Notes and the 2031 Notes.

On November 22, 2013, we issued $250.0 million of aggregate principal amount of unsecured notes due May 22, 2019 ("2019 Notes"). The 2019 Notes were repaid in May 2019 using proceeds from the Speedpay divestiture, commercial paper, and cash, including cash generated from operations.

On June 21, 2010, we issued $250.0 million of aggregate principal amount of unsecured notes due June 21, 2040 ("2040 Notes"). Interest with respect to the 2040 Notes is payable semi-annually on June 21 and December 21 each year based on the fixed per annum rate of 6.200%. We may redeem the 2040 Notes at any time prior to maturity at the greater of par or a price based on the applicable treasury rate plus 30 basis points.

On March 30, 2010, we exchanged $303.7 million of aggregate principal amount of unsecured notes due November 17, 2011 for unsecured notes due April 1, 2020 ("2020 Notes"). Interest with respect to the 2020 Notes was payable semi-annually on April 1 and October 1 each year based on the fixed per annum rate of 5.253%. In connection with the exchange, note holders were given a 7% premium ($21.2 million), which approximated market value at the exchange date, as additional principal. As this transaction was accounted for as a debt modification, this premium was not charged to expense. Rather, the premium, along with the offsetting hedge accounting adjustments, was accreted into Interest expense over the life of the notes. On November 18, 2019, we announced a cash tender offer on our outstanding 2020 Notes. On November 25, 2019, we purchased the principal amount of $56.1 million, plus accrued interest, pursuant to the tender offer. On December 27, 2019, we redeemed the remaining principal amount of $268.8 million, plus accrued interest. The total premium paid to redeem the 2020 Notes was $3.1 million.

On November 17, 2006, we issued $500.0 million of aggregate principal amount of unsecured notes due November 17, 2036 ("2036 Notes"). Interest with respect to the 2036 Notes is payable semi-annually on May 17 and November 17 each year based on the fixed per annum rate of 6.200%. We may redeem the 2036 Notes at any time prior to maturity at the greater of par or a price based on the applicable treasury rate plus 25 basis points.

Credit Ratings and Debt Covenants

The credit ratings on our debt are an important consideration in our overall business, managing our financing costs, and facilitating access to additional capital on favorable terms. Factors that we believe are important in assessing our credit ratings include earnings, cash flow generation, leverage, available liquidity, and the overall business.

Our Revolving Credit Facility contains interest rate margins which are determined based on certain of our credit ratings and also contains a facility fee that is based on our credit ratings. In addition, the interest rates payable on our 2023 Notes, 2025 Notes, 2026 Notes, and 2031 Notes can be impacted by our credit ratings. We are also subject to certain provisions in many of our notes and certain of our derivative contracts, which could require settlement or collateral posting in the event of a change in control combined with a downgrade below investment grade, as further described below. We do not have any other terms within our debt agreements that are tied to changes in our credit ratings.

The Revolving Credit Facility contains covenants, subject to certain exceptions, that, among other things, limit or restrict our ability to sell or transfer assets or merge or consolidate with another company, grant certain types of security interests, incur certain types of liens, impose restrictions on subsidiary dividends, enter into sale and leaseback transactions, incur certain subsidiary level indebtedness, or use proceeds in violation of anti-corruption or anti-money laundering laws. Our notes are subject to similar covenants except that only the 2036 Notes contain covenants limiting or restricting subsidiary indebtedness, and none of our notes are subject to a covenant that limits our ability to impose restrictions on subsidiary dividends. Our Revolving Credit Facility requires us to maintain a consolidated adjusted Earnings before Interest, Taxes, Depreciation, and Amortization ("EBITDA") interest coverage ratio of greater than 3:1 (ratio of consolidated adjusted EBITDA, defined as net income/(loss) plus the sum of (i) interest expense, (ii) income tax expense, (iii) depreciation expense, (iv) amortization expense, (v) any other non-cash deductions, losses or charges made in determining net income/(loss) for such period, and (vi) extraordinary, non-recurring, or unusual losses or charges (including costs and expenses of litigation included in operating income), minus extraordinary, non-recurring or unusual gains provided that the amount added back to net income (or net loss) for such extraordinary, non-recurring or unusual losses, expenses or charges may not exceed 10% of adjusted EBITDA, in each case determined in accordance with United States generally accepted accounting principles for such period, to interest expense) for each period comprising the four most recent consecutive fiscal quarters. Our consolidated interest coverage ratio was 13:1 for the year ended December 31, 2021.

For the year ended December 31, 2021, we were in compliance with our debt covenants. A violation of our debt covenants could impair our ability to borrow and outstanding amounts borrowed could become due, thereby restricting our ability to use our excess cash for other purposes.

Certain of our notes (including the 2023 Notes, 2025 Notes, 2026 Notes, 2031 Notes, and 2040 Notes) include a change of control triggering event provision, as defined in the terms of the notes. If a change of control triggering event occurs, holders of the notes may require us to repurchase some or all of their notes at a price equal to 101% of the principal amount of their notes, plus any accrued and unpaid interest. A change of control triggering event will occur when there is a change of control involving us and, among other things, within a specified period in relation to the change of control, the notes are downgraded from an investment grade rating to below an investment grade rating by certain major credit rating agencies.

Cash Priorities

Liquidity

Our objective is to maintain strong liquidity and a capital structure consistent with investment-grade credit ratings. We have existing cash balances, cash flows from operating activities, access to the commercial paper markets, and our Revolving Credit Facility available to support the needs of our business.

Our ability to grow the business, make investments in our business, make acquisitions, return capital to shareholders, including through dividends and share repurchases, and service our debt and tax obligations will depend on our ability to continue to generate excess operating cash through our operating subsidiaries and to continue to receive dividends from those operating subsidiaries, our ability to obtain adequate financing, and our ability to identify acquisitions that align with our long-term strategy. For additional information, please refer to Part II, Item 5, *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*.

Investment in Saudi Digital Payments Company

We entered into an agreement in November 2020, which was subsequently amended, to acquire an ownership interest in stc Bank (formerly Saudi Digital Payments Company), a subsidiary of Saudi Telecom Company and one of our Consumer-to-Consumer digital white label partners. Under the terms of the amended agreement, we agreed to invest $200.0 million for a 15% ownership in stc Bank, and this transaction closed in October 2021.

Capital Expenditures

The total aggregate amount paid for contract costs, purchases of property and equipment, and purchased and developed software was $214.6 million and $156.8 million in 2021 and 2020, respectively. Amounts paid for new and renewed agent contracts vary depending on the terms of existing contracts as well as the timing of new and renewed contract signings. Other capital expenditures during these periods included investments in our information technology infrastructure and purchased and developed software.

Share Repurchases and Dividends

During the years ended December 31, 2021 and 2020, 19.5 million and 8.5 million shares, respectively, have been repurchased for $400.0 million and $217.4 million, respectively, excluding commissions, at an average cost of $20.56 and $25.45, respectively, under the share repurchase authorization approved by our Board of Directors which expired on December 31, 2021. On February 10, 2022, our Board of Directors authorized $1.0 billion of common stock repurchases through December 31, 2024.

Our Board of Directors declared quarterly cash dividends of $0.235 per common share in all four quarters of 2021, representing $380.5 million in total dividends. Our Board of Directors declared quarterly cash dividends of $0.225 per common share in all four quarters of 2020, representing $369.9 million in total dividends. These amounts were paid to shareholders of record in the respective quarter the dividend was declared.

On February 10, 2022, the Board of Directors declared a quarterly cash dividend of $0.235 per common share payable on March 31, 2022.

Material Cash Requirements

Debt Service Requirements

Our 2022 and future debt service requirements will include payments on all outstanding indebtedness, including any borrowings under our commercial paper program. Refer to Part II, Item 8, *Financial Statements and Supplementary Data,* Note 16, Borrowings for details on our outstanding borrowings, including future principal payments on our notes, and commercial paper. As of December 31, 2021, the total projected interest payments on our borrowings were $935.6 million, of which $89.9 million is expected to be paid in the next 12 months. We have estimated our future interest payments based on the assumption that no debt issuances or renewals will occur upon the maturity dates of our notes. However, we may refinance all or a portion of our borrowings in future periods. Estimated interest payments on floating-rate debt are calculated by utilizing the effective rate and forward rates as of December 31, 2021 for our current and future interest rates, respectively.

2017 United States Federal Tax Liability

The Tax Act imposed a tax on certain of our previously undistributed foreign earnings. This tax charge, combined with our other 2017 United States taxable income and tax attributes, resulted in a 2017 United States federal tax liability of approximately $800 million, of which approximately $541 million remained as of December 31, 2021. We have elected to pay this liability in periodic installments through 2025. Under the terms of the law, we owe 8% of the original liability in 2022, with 15%, 20%, and 25% of the tax owed in 2023, 2024, and 2025, respectively. During the years ended December 31, 2021 and 2020, we made installment payments of $63.4 million and $64.0 million, respectively. These payments have affected and will continue to adversely affect our cash flows and liquidity and may adversely affect future share repurchases.

Operating Leases

We lease real properties for use as administrative and sales offices, in addition to transportation, office, and other equipment. Refer to Part II, Item 8, *Financial Statements and Supplementary Data*, Note 13, Leases for details on our leasing arrangements, including future maturities of our operating lease liabilities.

Foreign Currency Derivative Contracts

We use derivatives to minimize our exposures related to changes in foreign currency exchange rates, which fluctuate based on market conditions. Refer to Part II, Item 8, *Financial Statements and Supplementary Data*, Note 15, Derivatives. The substantial majority of these derivative contracts relate to our Business Solutions segment, which facilitates cross-currency payments by writing derivatives to customers, and a majority of these derivative contracts have a duration at inception of less than one year.

Purchase Obligations

A purchase obligation is an agreement to purchase goods or services that is enforceable, legally binding, and specifies all significant terms. As of December 31, 2021, we had approximately $310 million of outstanding purchase obligations, of which approximately $160 million is expected to be paid in the next 12 months. Many of our contracts contain clauses that allow us to terminate the contract with notice and with a termination penalty. Termination penalties are generally an amount less than the original obligation. Obligations under certain contracts are usage-based and are, therefore, estimated in the above amounts. Historically, we have not had any significant defaults on our contractual obligations or incurred significant penalties for termination of our contractual obligations.

We have no material off-balance sheet arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, results of operations, liquidity, capital expenditures, or capital resources.

Pension Plan

We had a frozen defined benefit pension plan (the "Plan"), for which the funded status was measured as the difference between the fair value of the plan assets and the projected benefit obligation. We were not required to and did not make material contributions to the Plan in either 2021 or 2020.

On July 22, 2021, our Board of Directors approved a plan to terminate and settle the Plan. Upon settlement in the fourth quarter of 2021, we transferred Plan assets to an insurance company that will provide for and pay the remaining benefits to participants. We incurred approximately $109.8 million of charges associated with this settlement. The pre-tax balance in Accumulated other comprehensive loss associated with the Plan, along with costs related to the settlement, were recorded as a component of Total other income/(expense), net, with the related income tax effects recorded in Provision for income taxes, in the Consolidated Statements of Income. As of December 31, 2021, we had $18.4 million of restricted cash and $11.9 million of investments remaining from the settlement, which are included in Other assets in the Consolidated Balance Sheets. These assets will be used to fund contributions to our defined contribution plan in future periods.

Other Commercial Commitments

We had approximately $450 million in outstanding letters of credit and bank guarantees as of December 31, 2021 primarily held in connection with safeguarding consumer funds, lease arrangements, and certain agent agreements. We expect to renew many of our letters of credit and bank guarantees prior to expiration, while certain letters of credit will be terminated, released, or transferred as a result of the sale of our Business Solutions business.

Critical Accounting Policies and Estimates

Management's discussion and analysis of results of operations and financial condition is based on our consolidated financial statements that have been prepared in accordance with generally accepted accounting principles in the United States of America. The preparation of these consolidated financial statements requires that management make estimates and assumptions that affect the amounts reported for revenues, expenses, assets, liabilities, and other related disclosures. Actual results may or may not differ from these estimates. Our significant accounting policies are discussed in Part II, Item 8, *Financial Statements and Supplementary Data,* Note 2, Summary of Significant Accounting Policies.

Our critical accounting policies and estimates, described below, are very important to the portrayal of our financial condition and our results of operations, and applying them requires our management to make difficult, subjective, and complex judgments. We believe that the understanding of these key accounting policies and estimates is essential in achieving more insight into our operating results and financial condition.

Income Taxes

Income taxes, as reported in our consolidated financial statements, represent the net amount of income taxes we expect to pay to various taxing jurisdictions in connection with our operations. We provide for income taxes based on amounts that we believe we will ultimately owe after applying the required analyses and judgments.

The determination of our worldwide provision for income taxes requires significant judgment. We routinely receive, and may in the future receive, questions from taxing authorities on various tax-related assertions. In many of these instances, the ultimate tax determination is uncertain, given the complexities in interpreting tax laws and applying our facts and circumstances to these laws in many jurisdictions throughout the world.

Income Tax Contingencies

We recognize the tax benefit from an uncertain tax position only when it is more likely than not, based on the technical merits of the position, that the tax position will be sustained upon examination, including the resolution of any related appeals or litigation. The tax benefits recognized in the consolidated financial statements from such a position are measured as the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution.

We have established contingency reserves for a variety of material, known tax exposures. Our tax reserves reflect our judgment as to the resolution of the issues involved if subject to judicial review or other settlement. While we believe that our reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed our related reserve. With respect to these reserves, our income tax expense would include: (i) any changes in tax reserves arising from material changes during the period in the facts and circumstances (i.e., new information) surrounding a tax issue and (ii) any difference from our tax position as recorded in the consolidated financial statements and the final resolution of a tax issue during the period.

Our tax contingency reserves for our uncertain tax positions as of December 31, 2021 were $318.6 million, including accrued interest and penalties, net of related items. While we believe that our reserves are adequate to cover reasonably expected tax risks, in the event that the ultimate resolution of our uncertain tax positions differs from our estimates, we may be exposed to material increases in income tax expense, which could materially impact our financial condition, results of operations, and cash flows. Furthermore, the timing of related cash payments for these tax liabilities is inherently uncertain and is affected by variable factors outside our control.

Derivative Financial Instruments

We have used derivatives to: (i) minimize our exposures related to changes in foreign currency exchange rates and, periodically, interest rates and (ii) facilitate cross-currency Business Solutions payments by writing derivatives to customers. We recognize all derivatives in Other assets and Other liabilities in our Consolidated Balance Sheets at their fair value. Certain of our derivative arrangements are designated as either cash flow hedges or fair value hedges at the time of inception, and others are not designated as accounting hedges.

- *Cash flow hedges* - Cash flow hedges consist of foreign currency hedging of forecasted revenues, as well as hedges of the forecasted issuance of fixed-rate debt. Derivative fair value changes that are captured in Accumulated other comprehensive loss (“AOCL”) are reclassified to earnings in the same period the hedged item affects earnings when the instrument is effective in offsetting the change in cash flows attributable to the risk being hedged.

- *Fair value hedges* - Fair value hedges consist of hedges of fixed-rate debt, through interest rate swaps. Changes in the fair value of these hedges, along with offsetting changes in the fair value of the related debt instrument attributable to changes in the benchmark interest rate, are recorded in Interest expense.

The accounting guidance related to derivative accounting is complex and contains strict documentation requirements. The details of each designated hedging relationship must be formally documented at the inception of the arrangement, including the risk management objective, hedging strategy, hedged item, specific risks being hedged, the derivative instrument, and how effectiveness is being assessed. The derivative must be highly effective in offsetting the changes in cash flows or fair value of the hedged item, and effectiveness is evaluated quarterly on a retrospective and prospective basis. If the hedge is no longer deemed effective, we discontinue applying hedge accounting to that relationship on a prospective basis.

We have foreign currency and interest rate derivative instruments that qualify for hedge accounting and are designated as cash flow hedges. If these hedges no longer qualify under hedge accounting, the change in the fair value of these derivatives would be reflected into earnings, which could have a significant impact on our reported results. As of December 31, 2021, the cumulative pre-tax unrealized gain currently classified within AOCL that would be reflected in earnings if these hedges were disqualified from hedge accounting was $24.3 million.

Goodwill

Goodwill represents the excess of purchase price over the fair value of tangible and other intangible assets acquired less liabilities assumed, arising from business combinations. An impairment assessment of goodwill is conducted annually during our fourth quarter at the reporting unit level. This assessment of goodwill is performed more frequently if events or changes in circumstances indicate that the carrying value of the goodwill may not be recoverable. Reporting units are determined by the level at which management reviews segment operating results. In some cases, that level is the operating segment, and in others, it is one level below the operating segment.

Our impairment assessment typically begins with a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. The initial qualitative assessment includes comparing the overall financial performance of the reporting unit against the planned results. Additionally, each reporting unit’s fair value is assessed under certain events and circumstances, including macroeconomic conditions, industry and market considerations, cost factors, and other relevant entity-specific events. Periodically, we perform a quantitative assessment, as described below, for each of our reporting units, regardless of the results of prior qualitative assessments.

If we determine in the qualitative assessment that it is more likely than not that the fair value of a reporting unit is less than its carrying value, then we estimate the fair value of the reporting unit using discounted cash flows and compare the estimated fair value to its carrying value. If the carrying value exceeds the fair value of the reporting unit, then an impairment is recognized for the difference. Refer to Part II, Item 8, *Financial Statements and Supplementary Data*, Note 2, Summary of Significant Accounting Policies, for further discussion regarding our accounting policies for goodwill and any related impairments.

The determination of the reporting units and which reporting units to include in the qualitative assessment requires significant judgment. Also, all of the assumptions used in the qualitative assessment require judgment. Additionally, for the quantitative goodwill impairment test, we calculate the fair value of reporting units through discounted cash flow analyses which require us to make estimates and assumptions including, among other items, revenue growth rates, operating margins, and capital expenditures based on our budgets and business plans. Development of such estimates and assumptions and the resultant fair value takes into consideration expected regulatory, marketplace, and other economic factors as well as relevant discount rates and terminal values.

We could be required to evaluate the recoverability of goodwill if we experience disruptions to the business, unexpected significant declines in operating results, a divestiture of a significant component of our business, or other triggering events. In addition, as our business or the way we manage our business changes, our reporting units may also change. If an event described above occurs and causes us to recognize a goodwill impairment charge, it would impact our reported earnings in the period such charge occurs.

The carrying value of goodwill as of December 31, 2021 was $2,566.6 million, which represented approximately 29% of our consolidated assets. As of December 31, 2021, goodwill of $1,980.7 million and $532.0 million resides in our Consumer-to-Consumer and Business Solutions reporting units, respectively, while the remaining $53.9 million resides in Other. For the years ended December 31, 2021 and 2020, we did not record any goodwill impairments. For the reporting units that comprise Consumer-to-Consumer and Other, the fair values of the businesses significantly exceed their carrying amounts. On August 4, 2021, we entered into an agreement to sell our Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC for $910 million in cash, and we expect to recognize a gain upon completion of the sale in 2022. As of December 31, 2021, the goodwill related to the Business Solutions reporting unit is included in Assets held for sale on the Consolidated Balance Sheets.

Other Intangible Assets

We capitalize acquired intangible assets as well as certain initial payments for new and renewed agent contracts and software. We evaluate such intangible assets for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable. In such reviews, estimated undiscounted cash flows associated with these assets or operations are compared with their carrying amounts to determine if a write-down to fair value (normally measured by the present value technique) is required.

The capitalization of initial payments for new and renewed agent contracts is subject to strict accounting policy criteria and requires management judgment as to the amount to capitalize and the related period of benefit. Our accounting policy is to limit the amount of capitalized costs for a given agent contract to the lesser of the estimated future cash flows from the contract or the termination fees we would receive in the event of early termination of the contract. Additionally, the estimated undiscounted cash flows associated with each asset requires us to make estimates and assumptions, including, among other things, revenue growth rates and operating margins based on our budgets and business plans.

Disruptions to contractual relationships, significant declines in cash flows or transaction volumes associated with contracts, or other issues significantly impacting the future cash flows associated with the contract would cause us to evaluate the recoverability of the asset and could result in an impairment charge. The net carrying value of our other intangible assets as of December 31, 2021 was $467.5 million and includes $50.4 million of other intangibles related to the Business Solutions business, which is classified as held for sale. During the years ended December 31, 2021 and 2020, we recorded immaterial impairments related to other intangible assets.

Legal Contingencies

We are subject to certain claims and litigation that could result in losses, including damages, fines, and/or civil penalties, which could be significant, and in some cases, criminal charges. We regularly evaluate the status of legal matters to assess whether a loss is probable and reasonably estimable in determining whether an accrual is appropriate. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. When a potential loss is considered probable and the reasonable estimate is a range, we accrue on the low end of the range when no amount is a better estimate than any other amount.

Significant judgment is required in determining whether a loss is probable and whether the loss can be reasonably estimated, including determining a loss value within a range. Our judgments are subjective and are based on considerations such as the status of the legal or regulatory proceedings, the merits of our defenses, and consultations with in-house and outside legal counsel. As the outcome of claims and litigation is uncertain, accruals are based on the best information available at the time the judgment is made. As additional information becomes available, which may include information we learn through the discovery process, settlement discussions, or rulings by courts, arbitrators, or others, we reassess the potential liability related to pending claims and litigation and may revise our estimates.

In determining whether disclosure is appropriate, we evaluate each legal matter to assess if there is at least a reasonable possibility that a material loss or additional material losses may have been incurred beyond those amounts which we have already accrued. If such a reasonable possibility exists, we include an estimate of possible loss or range of loss in our disclosure of reasonably possible potential litigation losses, or we state if such an estimate of possible loss or range of loss cannot be made.

Due to the inherent uncertainties of the legal and regulatory process in the multiple jurisdictions in which we operate, and to the varied range of potential outcomes, the actual outcomes may differ materially from our judgments.

Recent Accounting Pronouncements

Refer to Part II, Item 8, *Financial Statements and Supplementary Data*, Note 2, Summary of Significant Accounting Policies for further discussion.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks arising from changes in market rates and prices, including changes in foreign currency exchange rates and interest rates and credit risk related to our agents and customers. A risk management program is in place to manage these risks.

Foreign Currency Exchange Rates

We provide our services primarily through a network of agent locations in more than 200 countries and territories. We manage foreign exchange risk through the structure of the business and an active risk management process. We currently settle with the substantial majority of our agents in United States dollars, Mexican pesos, or euros, requiring those agents to obtain local currency to pay recipients, and we generally do not rely on international currency markets to obtain and pay illiquid currencies. However, in certain circumstances, we settle in other currencies. The foreign currency exposure that does exist is limited by the fact that the majority of transactions are paid by the next day after they are initiated, and agent settlements occur within a few days in most instances. To mitigate this risk further, we enter into short duration foreign currency forward contracts, generally with maturities from a few days up to one month, to offset foreign exchange rate fluctuations between transaction initiation and settlement. We also have exposure to certain foreign currency denominated cash and other asset and liability positions and may utilize foreign currency forward contracts, typically with maturities of less than one year at inception, to offset foreign exchange rate fluctuations on these positions. In certain consumer money transfer, bill payment, and Business Solutions transactions involving different send and receive currencies, we generate revenue based on the difference between the exchange rate set by us to the consumer or business and the rate available in the wholesale foreign exchange market, helping to provide protection against currency fluctuations. We attempt to promptly buy and sell foreign currencies as necessary to cover our net payables and receivables which are denominated in foreign currencies.

We use longer-term foreign currency forward contracts to help mitigate risks associated with changes in foreign currency exchange rates on revenues denominated primarily in the euro, and, to a lesser degree, the Canadian dollar and other currencies. We use contracts with maturities of up to 36 months at inception to mitigate some of the impact that changes in foreign currency exchange rates could have on forecasted revenues, with a targeted weighted-average maturity of approximately one year. We believe the use of longer-term foreign currency forward contracts provides predictability of future cash flows from our international operations.

We have additional foreign exchange risk and associated foreign exchange risk management requirements due to the nature of our Business Solutions business. The significant majority of our Business Solutions business relates to exchanges of currency at spot rates, which enable customers to make cross-currency payments. In certain countries, this business also writes foreign currency forward and option contracts for our customers to facilitate future payments. The majority of these derivative contracts have a duration at inception of less than one year. Business Solutions aggregates its foreign exchange exposures arising from customer contracts, including the derivative contracts described above, and hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties.

As of December 31, 2021, a hypothetical uniform 10% strengthening or weakening in the value of the United States dollar relative to all other currencies in which our net income is generated would have resulted in a decrease/increase to pre-tax annual income of approximately $50 million, based on our forecast of unhedged exposure to foreign currency at that date. There are inherent limitations in this sensitivity analysis, primarily due to the following assumptions: (i) foreign exchange rate movements are linear and instantaneous, (ii) fixed exchange rates between certain currency pairs are retained, (iii) the unhedged exposure is static, and (iv) we would not hedge any additional exposure. As a result, the analysis is unable to reflect the potential effects of more complex market changes that could arise, which may positively or negatively affect income.

Interest Rates

We invest in several types of interest-bearing assets, with a total value as of December 31, 2021 of approximately $2.9 billion. Approximately $1.6 billion of these assets bear interest at floating rates. These assets primarily include cash in banks, money market instruments, and state and municipal variable-rate securities and are included in our Consolidated Balance Sheets within Cash and cash equivalents and Settlement assets. To the extent these assets are held in connection with money transfers and other related payment services awaiting redemption, they are classified as Settlement assets. Earnings on these investments will increase and decrease with changes in the underlying short-term interest rates.

The remainder of our interest-bearing assets primarily consists of highly-rated state and municipal debt securities, which are fixed-rate term notes. These investments may include investments made from cash received from our money order services, money transfer business, and other related payment services awaiting redemption and are classified within Settlement assets in the Consolidated Balance Sheets. As interest rates rise, the fair value of these fixed-rate interest-bearing securities will decrease; conversely, a decrease to interest rates would result in an increase to the fair values of the securities. We have classified these investments as available-for-sale within Settlement assets in the Consolidated Balance Sheets, and accordingly, recorded these instruments at their fair value with the net unrealized gains and losses, net of the applicable deferred income tax effect, being added to or deducted from our Total stockholders' equity in our Consolidated Balance Sheets.

As of December 31, 2021, we had a total of $300.0 million of borrowings under our term loan that were subject to floating interest rates. The interest on these borrowings was calculated using a selected LIBOR rate plus an interest rate margin of 125 basis points. On January 4, 2022, we repaid all remaining borrowings owed under the Term Loan Facility. Borrowings under our commercial paper program mature in such a short period that the financing is also effectively floating rate. As of December 31, 2021, there were $275.0 million in outstanding borrowings under our commercial paper program.

We review our overall exposure to floating and fixed rates by evaluating our net asset or liability position and the duration of each individual position. We manage this mix of fixed versus floating exposure in an attempt to minimize risk, reduce costs, and improve returns. Our exposure to interest rates can be modified by changing the mix of our interest-bearing assets as well as adjusting the mix of fixed versus floating rate debt. The latter is accomplished primarily through the use of interest rate swaps and the decision regarding terms of any new debt issuances (i.e., fixed versus floating). From time to time, we use interest rate swaps designated as hedges to vary the percentage of fixed to floating rate debt, subject to market conditions. As of December 31, 2021, our weighted-average effective rate on total borrowings was approximately 3.3%. For further detail on our variable rate borrowings, see risk factor "*We have substantial debt and other obligations that could restrict our operations*" in Part I, Item 1A, *Risk Factors*.

A hypothetical 100 basis point increase/decrease in interest rates would result in a decrease/increase to annual pre-tax income of approximately $6 million based on borrowings that are sensitive to interest rate fluctuations, net of the impact of hedges, on December 31, 2021. The same 100 basis point increase/decrease in interest rates, if applied to our cash and investment balances on December 31, 2021 that bear interest at floating rates, would result in an offsetting increase/decrease to annual pre-tax income of approximately $16 million. There are inherent limitations in the sensitivity analysis presented, primarily due to the assumptions that interest rate changes would be instantaneous and consistent across all geographies in which our interest-bearing assets are held and our liabilities are payable. As a result, the analysis is unable to reflect the potential effects of more complex market changes, including changes in credit risk regarding our investments, which may positively or negatively affect income. In addition, the mix of fixed versus floating rate debt and investments and the level of assets and liabilities will change over time, including the impact from commercial paper borrowings that may be outstanding in future periods.

Credit Risk

To manage our exposures to credit risk with respect to investment securities, money market fund investments, derivatives, and other credit risk exposures resulting from our relationships with banks and financial institutions, we regularly review investment concentrations, trading levels, credit spreads, and credit ratings, and we attempt to diversify our investments among global financial institutions.

We are also exposed to credit risk related to receivable balances from agents in the money transfer, walk-in bill payment, and money order settlement process. We perform a credit review before each agent signing and conduct periodic analyses of agents and certain other parties we transact with directly. In addition, we are exposed to losses directly from consumer transactions, particularly through our digital channels, where transactions are originated through means other than cash and are therefore subject to "chargebacks," insufficient funds, or other collection impediments, such as fraud, which are anticipated to increase as digital channels become a greater proportion of our money transfer business.

We are exposed to credit risk in our Business Solutions business relating to: (i) derivatives written by us, primarily to our customers, and (ii) the extension of trade credit when transactions are paid to recipients prior to our receiving cleared funds from the sending customers. For the derivatives, the duration of these contracts at inception is generally less than one year. The credit risk associated with our derivative contracts increases when foreign currency exchange rates move against our customers, possibly impacting their ability to honor their obligations to deliver currency to us or to maintain appropriate collateral with us. For those receivables where we have extended trade credit, collection ordinarily occurs within a few days. To mitigate the risk associated with potential customer defaults, we perform credit reviews of the customer on an ongoing basis, and, for our derivatives, we may require certain customers to post or increase collateral.

Our losses were less than 2% of our consolidated revenues in all periods presented.

ITEM 8. Financial Statements and Supplementary Data

THE WESTERN UNION COMPANY

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

All other financial statement schedules for The Western Union Company have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the respective consolidated financial statements or notes thereto.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. The Western Union Company's ("Western Union" or the "Company") internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Western Union's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and Board of Directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the consolidated financial statements.

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

Management assessed the effectiveness of Western Union's internal control over financial reporting as of December 31, 2021, utilizing the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013 framework). Based on the results of its evaluation, the Company's management concluded that as of December 31, 2021, the Company's internal control over financial reporting is effective. Western Union's internal control over financial reporting as of December 31, 2021 has been audited by Ernst & Young LLP, Western Union's independent registered public accounting firm, as stated in their attestation report included in this Annual Report on Form 10-K.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of The Western Union Company

Opinion on Internal Control Over Financial Reporting

We have audited The Western Union Company's internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, The Western Union Company (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, cash flows and stockholders' equity/(deficit) for each of the three years in the period ended December 31, 2021, and the related notes and financial statement schedule listed in the Index at Item 15(a) and our report dated February 24, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ Ernst & Young LLP

Denver, Colorado
February 24, 2022

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of The Western Union Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of The Western Union Company (the Company) as of December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, cash flows and stockholders' equity/(deficit) for each of the three years in the period ended December 31, 2021 and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 24, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

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

Income taxes - Uncertain tax positions

Description of the matter	As described in Note 11 to the consolidated financial statements, the Company operates in a multinational tax environment and is subject to taxation in various jurisdictions. The Company recognizes tax benefits from uncertain tax positions only when it is more likely than not, based on the technical merits that the tax position will be sustained upon examination, including the resolution of any related appeals or litigation. The tax benefits recognized in the consolidated financial statements from such a position are measured as the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. As of December 31, 2021, the Company has accrued liabilities of $318.6 million for uncertain tax positions. Auditing management's estimate of the amount of tax benefits that qualify for recognition required significant judgment given the complexity and varying interpretations of international tax laws, regulations and legal rulings.
How we Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's accounting process for uncertain tax positions. For example, this included controls over the Company's assessment of the technical merits of tax positions, including controls relating to management's process to measure the benefit of those tax positions. In testing the recognition and measurement of uncertain tax positions, we made inquiries of management and involved our income tax professionals to assess the technical merits of the Company's tax positions. This included assessing the Company's correspondence with the relevant tax authorities and evaluating income tax opinions or other third-party advice obtained by the Company. We evaluated the appropriateness of the Company's accounting for its tax positions taking into consideration our knowledge of and experience with the application of international and local income tax laws by the relevant income tax authorities. We analyzed the Company's assumptions and data used to determine the amount of tax benefits to recognize and tested the accuracy of the calculations. We have also evaluated the adequacy of the Company's financial statement disclosures related to tax matters.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2006.

Denver, Colorado
February 24, 2022

THE WESTERN UNION COMPANY

CONSOLIDATED STATEMENTS OF INCOME
(in millions, except per share amounts)

	Year Ended December 31,		
	2021	2020	2019
Revenues	$ 5,070.8	$ 4,835.0	$ 5,292.1
Expenses:			
Cost of services	2,896.4	2,826.5	3,086.5
Selling, general, and administrative	1,051.3	1,041.2	1,271.6
Total expenses[(a)]	3,947.7	3,867.7	4,358.1
Operating income	1,123.1	967.3	934.0
Other income/(expense):			
Gain on divestitures of businesses (Note 5)	—	—	524.6
Gain on sale of noncontrolling interest in a private company (Note 5)	47.9	—	—
Pension settlement charges (Note 12)	(109.8)	—	—
Interest income	1.4	3.2	6.3
Interest expense	(105.5)	(118.5)	(152.0)
Other income/(expense), net	(21.7)	3.1	8.5
Total other income/(expense), net	(187.7)	(112.2)	387.4
Income before income taxes	935.4	855.1	1,321.4
Provision for income taxes	129.6	110.8	263.1
Net income	$ 805.8	$ 744.3	$ 1,058.3
Earnings per share:			
Basic	$ 1.98	$ 1.81	$ 2.47
Diluted	$ 1.97	$ 1.79	$ 2.46
Weighted-average shares outstanding:			
Basic	406.8	412.3	427.6
Diluted	408.9	415.2	430.9

(a) As further described in Note 7, total expenses include amounts incurred with related parties of $54.7 million, $54.6 million, and $57.1 million for the years ended December 31, 2021, 2020, and 2019, respectively.

See Notes to Consolidated Financial Statements.

THE WESTERN UNION COMPANY

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Year Ended December 31,		
	2021	2020	2019
Net income	$ 805.8	$ 744.3	$ 1,058.3
Other comprehensive income, net of reclassifications and tax (Note 14):			
Unrealized gains/(losses) on investment securities	(27.9)	33.6	25.8
Unrealized gains/(losses) on hedging activities	49.2	(26.9)	(11.0)
Defined benefit pension plan adjustments (Note 12)	86.1	42.8	7.2
Total other comprehensive income	107.4	49.5	22.0
Comprehensive income	$ 913.2	$ 793.8	$ 1,080.3

See Notes to Consolidated Financial Statements.

THE WESTERN UNION COMPANY

CONSOLIDATED BALANCE SHEETS
(in millions, except per share amounts)

	December 31, 2021	December 31, 2020
Assets		
Cash and cash equivalents	$ 1,208.3	$ 1,428.2
Settlement assets	2,843.5	3,821.4
Property and equipment, net of accumulated depreciation of $650.4 and $659.9, respectively	129.4	150.4
Goodwill	2,034.6	2,566.6
Other intangible assets, net of accumulated amortization of $731.8 and $1,044.6, respectively	417.1	505.0
Other assets	737.7	1,024.7
Assets held for sale (Note 5)	1,452.9	—
Total assets	$ 8,823.5	$ 9,496.3
Liabilities and stockholders' equity		
Liabilities:		
Accounts payable and accrued liabilities	$ 450.2	$ 500.9
Settlement obligations	2,843.5	3,821.4
Income taxes payable	870.7	928.9
Deferred tax liability, net	203.8	188.9
Borrowings	3,008.4	3,067.2
Other liabilities	269.4	802.4
Liabilities associated with assets held for sale (Note 5)	821.9	—
Total liabilities	8,467.9	9,309.7
Commitments and contingencies (Note 6)		
Stockholders' equity:		
Preferred stock, $1.00 par value; 10 shares authorized; no shares issued	—	—
Common stock, $0.01 par value; 2,000 shares authorized; 393.8 shares and 411.2 shares issued and outstanding as of December 31, 2021 and December 31, 2020, respectively	3.9	4.1
Capital surplus	941.0	885.1
Accumulated deficit	(537.2)	(543.1)
Accumulated other comprehensive loss	(52.1)	(159.5)
Total stockholders' equity	355.6	186.6
Total liabilities and stockholders' equity	$ 8,823.5	$ 9,496.3

See Notes to Consolidated Financial Statements.

THE WESTERN UNION COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Year Ended December 31,		
	2021	2020	2019
Cash flows from operating activities			
Net income	$ 805.8	$ 744.3	$ 1,058.3
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	49.6	61.3	79.6
Amortization	158.6	164.3	178.1
Pension settlement charges (Note 12)	109.8	—	—
Gain on divestiture of businesses, excluding transaction costs (Note 5)	—	—	(532.1)
Gain on the sale of noncontrolling interest in a private company (Note 5)	(47.9)	—	—
Deferred income tax provision/(benefit) (Note 11)	(2.6)	13.9	(24.5)
Other non-cash items, net	149.6	145.8	118.4
Increase/(decrease) in cash, excluding the effects of divestitures, resulting from changes in:			
Other assets	(73.0)	(44.4)	7.5
Accounts payable and accrued liabilities	(24.8)	(96.6)	94.3
Income taxes payable (Note 11)	(56.2)	(94.4)	(36.8)
Other liabilities	(23.6)	(16.7)	(28.2)
Net cash provided by operating activities	1,045.3	877.5	914.6
Cash flows from investing activities			
Payments for capitalized contract costs	(107.5)	(69.1)	(46.6)
Payments for internal use software	(69.4)	(51.2)	(33.0)
Purchases of property and equipment	(37.7)	(36.5)	(48.1)
Purchases of settlement investments	(433.0)	(6,421.1)	(5,866.1)
Proceeds from the sale of settlement investments	755.3	5,978.4	5,219.1
Maturities of settlement investments	229.7	182.6	181.7
Proceeds from the sale of former corporate headquarters and other property (Note 5)	—	49.4	—
Proceeds from the sale of noncontrolling interest in a private company (Note 5)	50.9	—	—
Proceeds from divestitures of businesses, net of cash divested (Note 5)	—	—	711.7
Purchase of noncontrolling interest in stc Bank (Note 5)	(200.0)	—	—
Other investing activities	3.7	(6.0)	48.3
Net cash (used in)/provided by investing activities	192.0	(373.5)	167.0
Cash flows from financing activities			
Cash dividends and dividend equivalents paid	(381.6)	(370.3)	(340.8)
Common stock repurchased (Note 14)	(409.9)	(239.7)	(552.6)
Net proceeds from/(repayments of) commercial paper	195.0	(165.0)	120.0
Net proceeds from issuance of borrowings	891.7	—	495.9
Principal payments on borrowings	(1,150.0)	—	(824.9)
Make-whole premium on early extinguishment of debt (Note 16)	(14.3)	—	—
Proceeds from exercise of options	11.6	2.2	36.7
Net change in settlement obligations	(412.2)	587.6	(414.3)
Other financing activities	0.2	(0.7)	(4.1)
Net cash used in financing activities	(1,269.5)	(185.9)	(1,484.1)
Net change in cash and cash equivalents, including settlement, and restricted cash	(32.2)	318.1	(402.5)
Cash and cash equivalents, including settlement, and restricted cash at beginning of period	2,143.1	1,825.0	2,227.5
Cash and cash equivalents, including settlement, and restricted cash at end of period	$ 2,110.9	$ 2,143.1	$ 1,825.0

See Notes to Consolidated Financial Statements.

THE WESTERN UNION COMPANY

SUPPLEMENTAL CASH FLOW INFORMATION

(in millions)

	Year Ended December 31,		
	2021	2020	2019
Reconciliation of balance sheet cash and cash equivalents to cash flows:			
Cash and cash equivalents on balance sheet	$ 1,208.3	$ 1,428.2	$ 1,450.5
Settlement cash and cash equivalents (Note 8)	835.5	695.7	368.2
Restricted cash in Other assets	29.4	19.2	6.3
Cash and cash equivalents included in Assets held for sale (Note 5)	37.7	—	—
Cash and cash equivalents, including settlement, and restricted cash	$ 2,110.9	$ 2,143.1	$ 1,825.0
Supplemental cash flow information:			
Interest paid	$ 101.6	$ 109.6	$ 151.3
Income taxes paid	$ 185.9	$ 187.3	$ 318.9
Cash paid for lease liabilities	$ 46.5	$ 65.9	$ 53.8
Non-cash lease liabilities arising from obtaining right-of-use assets (Note 13)	$ 18.5	$ 38.6	$ 269.1
Internal use software capitalized but not yet paid	$ 26.4	$ 0.2	$ 1.6

See Notes to Consolidated Financial Statements.

THE WESTERN UNION COMPANY

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY/(DEFICIT)
(in millions)

	Common Stock		Capital Surplus	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity/(Deficit)
	Shares	Amount				
Balance, December 31, 2018	441.2	$ 4.4	$ 755.6	$ (838.8)	$ (231.0)	$ (309.8)
Net income	—	—	—	1,058.3	—	1,058.3
Stock-based compensation	—	—	48.9	—	—	48.9
Common stock dividends and dividend equivalents declared ($0.80 per share)	—	—	—	(342.6)	—	(342.6)
Repurchase and retirement of common shares	(27.6)	(0.2)	—	(552.8)	—	(553.0)
Shares issued under stock-based compensation plans	4.4	—	36.7	—	—	36.7
Other comprehensive income (Note 14)	—	—	—	—	22.0	22.0
Balance, December 31, 2019	418.0	4.2	841.2	(675.9)	(209.0)	(39.5)
Adoption of new accounting pronouncement (Note 2)	—	—	—	(0.6)	—	(0.6)
Net income	—	—	—	744.3	—	744.3
Stock-based compensation	—	—	41.7	—	—	41.7
Common stock dividends and dividend equivalents declared ($0.90 per share)	—	—	—	(373.2)	—	(373.2)
Repurchase and retirement of common shares	(9.4)	(0.1)	—	(237.7)	—	(237.8)
Shares issued under stock-based compensation plans	2.6	—	2.2	—	—	2.2
Other comprehensive income (Note 14)	—	—	—	—	49.5	49.5
Balance, December 31, 2020	411.2	4.1	885.1	(543.1)	(159.5)	186.6
Net income	—	—	—	805.8	—	805.8
Stock-based compensation	—	—	44.3	—	—	44.3
Common stock dividends and dividend equivalents declared ($0.94 per share)	—	—	—	(384.8)	—	(384.8)
Repurchase and retirement of common shares	(20.1)	(0.2)	—	(415.1)	—	(415.3)
Shares issued under stock-based compensation plans	2.7	—	11.6	—	—	11.6
Other comprehensive income (Note 14)	—	—	—	—	107.4	107.4
Balance, December 31, 2021	393.8	$ 3.9	$ 941.0	$ (537.2)	$ (52.1)	$ 355.6

See Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Business and Basis of Presentation

Business

The Western Union Company ("Western Union" or the "Company") is a leader in global money movement and payment services, providing people and businesses with fast, reliable, and convenient ways to send money and make payments around the world. The Western Union® brand is globally recognized. The Company's services are available through a network of agent locations in more than 200 countries and territories and also through money transfer transactions conducted and funded through websites and mobile applications marketed under the Company's brands ("westernunion.com") and transactions initiated on internet and mobile applications hosted by the Company's third-party white label or co-branded digital partners (together with westernunion.com, "Digital Money Transfer"). Each location in the Company's agent network is capable of providing one or more of the Company's services.

The Western Union business consists of the following segments:

- *Consumer-to-Consumer* - The Consumer-to-Consumer operating segment facilitates money transfers, which are sent from retail agent locations worldwide or through websites and mobile devices, including Digital Money Transfer services. The Company's money transfer service is provided through one interconnected global network. This service is available for international cross-border transfers and, in certain countries, intra-country transfers.

- *Business Solutions* - The Business Solutions operating segment facilitates payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals. The significant majority of the Business Solutions business relates to exchanges of currency at spot rates, which enable customers to make cross-currency payments. In addition, in certain countries, the Company writes foreign currency forward and option contracts for customers to facilitate future payments. On August 4, 2021, the Company entered into an agreement to sell its Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC. See Note 5 for further information regarding this transaction.

All businesses and other services that have not been classified in the above segments are reported as Other, which primarily includes the Company's bill payment services which facilitate payments from consumers to businesses and other organizations and the Company's money order services. In May 2019, the Company sold a substantial majority of its United States based electronic bill payment services, as discussed in Note 5. The Company's other services, in addition to certain corporate costs such as costs related to strategic initiatives, including costs for the review and closing of mergers, acquisitions, and divestitures, are also included in Other. See Note 18 for further information regarding the Company's segments.

There are legal or regulatory limitations on transferring certain assets of the Company outside of the countries where these assets are located. However, there are generally no limitations on the use of these assets within those countries. Additionally, the Company must meet minimum capital requirements in some countries in order to maintain operating licenses. As of December 31, 2021, the Company's restricted net assets associated with these asset limitations and minimum capital requirements totaled approximately $460 million.

Various aspects of the Company's services and businesses are subject to United States federal, state, and local regulation, as well as regulation by foreign jurisdictions, including certain banking and other financial services regulations.

Basis of Presentation

The financial statements in this Annual Report on Form 10-K are presented on a consolidated basis and include the accounts of the Company and its majority-owned subsidiaries. All significant intercompany transactions and accounts have been eliminated.

Consistent with industry practice, the accompanying Consolidated Balance Sheets are unclassified due to the short-term nature of the Company's settlement obligations contrasted with the Company's ability to invest cash awaiting settlement in long-term investment securities.

Cash Flow Classification Revision

Beginning in the fourth quarter of 2021, the Company revised its presentation to include changes in settlement cash associated with settlement obligations as a financing activity and changes in settlement cash from purchases, proceeds, and maturities of settlement investments as an investing activity within its Consolidated Statements of Cash Flows. Previously, the changes in settlement assets and settlement obligations were presented on a net basis within operating activities in the Company's Consolidated Statements of Cash Flows.

Prior year amounts have been revised to conform to this presentation. These changes in presentation have been concluded to be immaterial, having no impact on the Company's previously reported net income, financial position, or cash flows from operating activities, as changes in the Company's settlement assets exactly offset changes in its settlement obligations. However, the revised presentation shows all changes associated with settlement cash in the Consolidated Statements of Cash Flows instead of in the Notes to the Consolidated Financial Statements.

The following tables present the effects of the changes in presentation of these cash flows, compared to the previously reported Consolidated Statements of Cash Flows (in millions):

	Year Ended December 31, 2020		
	As Previously Reported[(a)]	Revisions	As Revised
Net cash provided by/(used in):			
Operating activities	$ 877.5	$ —	$ 877.5
Investing activities[(b)]	(113.4)	(260.1)	(373.5)
Financing activities[(c)]	(773.5)	587.6	(185.9)
Net change in cash and cash equivalents, including settlement, and restricted cash	$ (9.4)	$ 327.5	$ 318.1

(a) As reported in the Company's Form 10-K filed with the SEC on February 19, 2021.
(b) The financial statement lines included in Investing activities are Purchases of settlement investments, Proceeds from the sale of settlement investments, and Maturities of settlement investments.
(c) The financial statement line included in Financing activities is Net change in settlement obligations.

	Year Ended December 31, 2019		
	As Previously Reported[(a)]	Revisions	As Revised
Net cash provided by/(used in):			
Operating activities	$ 914.6	$ —	$ 914.6
Investing activities[(b)]	632.3	(465.3)	167.0
Financing activities[(c)]	(1,069.8)	(414.3)	(1,484.1)
Net change in cash and cash equivalents, including settlement, and restricted cash	$ 477.1	$ (879.6)	$ (402.5)

(a) As reported in the Company's Form 10-K filed with the SEC on February 20, 2020.
(b) The financial statement lines included in Investing activities are Purchases of settlement investments, Proceeds from the sale of settlement investments, and Maturities of settlement investments.
(c) The financial statement line included in Financing activities is Net change in settlement obligations.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Principles of Consolidation

The Company consolidates financial results when it has a controlling financial interest in a subsidiary via voting rights or when it has both the power to direct the activities of an entity that most significantly impact the entity's economic performance and the ability to absorb losses or the right to receive benefits of the entity that could potentially be significant to the entity. The Company utilizes the equity method of accounting when it is able to exercise significant influence over an entity's operations, which generally occurs when the Company has an ownership interest between 20% and 50%.

Earnings Per Share

The calculation of basic earnings per share is computed by dividing net income available to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Outstanding options to purchase Western Union stock and unvested shares of restricted stock are excluded from basic shares outstanding. Diluted earnings per share reflects the potential dilution that could occur if outstanding stock options at the presented dates are exercised and shares of restricted stock have vested, using the treasury stock method. The treasury stock method assumes proceeds from the exercise price of stock options and the unamortized compensation expense of options and restricted stock are available to acquire shares at an average market price throughout the period, and therefore, reduce the dilutive effect.

Shares excluded from the diluted earnings per share calculation under the treasury stock method, primarily due to outstanding restricted stock units and options to purchase shares of Western Union stock, as the assumed proceeds of the restricted stock and options per unit were above the Company's average share price during the periods and their effect was anti-dilutive, were 2.3 million, 1.6 million, and 1.9 million, respectively, of shares for the years ended December 31, 2021, 2020, and 2019.

The following table provides the calculation of diluted weighted-average shares outstanding (in millions):

	Year Ended December 31,		
	2021	2020	2019
Basic weighted-average shares outstanding	406.8	412.3	427.6
Common stock equivalents	2.1	2.9	3.3
Diluted weighted-average shares outstanding	408.9	415.2	430.9

Fair Value Measurements

The Company determines the fair values of its assets and liabilities that are recognized or disclosed at fair value in accordance with the hierarchy described below. The fair values of the assets and liabilities held in the Company's defined benefit plan trust ("Trust") have been recognized or disclosed utilizing the same hierarchy. The following three levels of inputs may be used to measure fair value:

- *Level 1* - Quoted prices in active markets for identical assets or liabilities.

- *Level 2* - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. For most of these assets, the Company utilizes pricing services that use multiple prices as inputs to determine daily market values.

- *Level 3* - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include items where the determination of fair value requires significant management judgment or estimation. The Company holds assets classified as Level 3 that are recognized and disclosed at fair value on a non-recurring basis related to the Company's business combinations, where the values of the intangible assets and goodwill acquired in a purchase are derived utilizing one of the three recognized approaches: the market approach, the income approach, or the cost approach.

Carrying amounts for many of the Company's financial instruments, including cash and cash equivalents, settlement cash and cash equivalents, and settlement receivables and settlement obligations approximate fair value due to their short maturities. Available-for-sale investment securities, as further discussed in Notes 8 and 9, and derivative financial instruments, as further discussed in Notes 9 and 15, are carried at fair value. Fixed-rate notes are carried at their original issuance values and adjusted over time to amortize or accrete that value to par, except for portions of notes that were hedged by interest rate swap agreements in prior years, as disclosed in Note 15. The fair values of fixed-rate notes are disclosed in Note 9 and are based on market quotations.

The fair values of non-financial assets and liabilities related to the Company's business combinations, as applicable, will be disclosed in Note 5. The fair value of the assets in the Trust, which held the assets for the Company's defined benefit pension plan, is disclosed in Note 12.

Business Combinations

The Company accounts for all business combinations where control over another entity is obtained using the acquisition method of accounting, which requires that most assets (both tangible and intangible), liabilities (including contingent consideration), and remaining noncontrolling interests be recognized at fair value at the date of acquisition. The excess of the purchase price over the fair value of assets less liabilities and noncontrolling interests is recognized as goodwill. Certain adjustments to the assessed fair values of the assets, liabilities, or noncontrolling interests made subsequent to the acquisition date, but within the measurement period, which is one year or less, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded within Net income. Any cost or equity method interest that the Company holds in the acquired company prior to the acquisition is remeasured to fair value at acquisition with a resulting gain or loss recognized within Other income/(expense), net for the difference between fair value and existing book value. Results of operations of the acquired company are included in the Company's results from the date of the acquisition forward and include amortization expense arising from acquired intangible assets. The Company expenses all costs as incurred related to or involved with an acquisition in Selling, general, and administrative expenses.

Cash and Cash Equivalents

Highly liquid investments (other than those included in settlement assets) with maturities of three months or less at the date of purchase (that are readily convertible to cash) are considered cash equivalents and are stated at cost, which approximates fair value.

The Company maintains cash and cash equivalent balances, including a portion in money market funds, with a group of globally diversified banks and financial institutions. The Company limits the concentration of its cash and cash equivalents with any one institution and regularly reviews investment concentrations and credit worthiness of these institutions.

Allowance for Credit Losses

For the Company's accounting policies with respect to the allowance for credit losses, refer to Note 8.

Settlement Assets and Obligations

Settlement assets represent funds received or to be received from agents and others for unsettled money transfers, money orders, and consumer payments. The Company records corresponding settlement obligations relating to amounts payable under money transfers, money orders, and consumer payment service arrangements. Settlement assets and obligations also include amounts receivable from, and payable to, customers for the value of their cross-currency payment transactions related to the Business Solutions segment.

Settlement assets consist of cash and cash equivalents, receivables from agents, Business Solutions customers, and others, and investment securities. Cash received by Western Union agents generally becomes available to the Company within one week after initial receipt by the agent. Cash equivalents consist of short-term time deposits, commercial paper, and other highly liquid investments. Receivables from agents represent funds collected by such agents, but in transit to the Company. Western Union has a large and diverse agent base, thereby reducing the credit risk of the Company from any one agent. The Company performs ongoing credit evaluations of its agents' financial condition and credit worthiness.

Receivables from Business Solutions customers arise from cross-currency payment transactions in the Business Solutions segment. Receivables occur when funds have been paid out to a beneficiary but not yet received from the customer. Collection of these receivables ordinarily occurs within a few days. To mitigate risk associated with potential Business Solutions customer defaults, the Company performs credit reviews on an ongoing basis.

Settlement obligations consist of money transfer, money order and payment service payables, and payables to agents. Money transfer payables represent amounts to be paid to transferees when they request their funds. Most agents typically settle with transferees first and then obtain reimbursement from the Company. Money order payables represent amounts not yet presented for payment. Payment service payables represent amounts to be paid to utility companies, auto finance companies, mortgage servicers, financial service providers, government agencies, and others. Due to the agent funding and settlement process, payables to agents represent amounts due to agents for money transfers that have been settled with transferees.

Refer to Note 8 for additional details on the Company's settlement assets and obligations.

Property and Equipment

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the lesser of the estimated life of the related assets (generally three to seven years for equipment and furniture and fixtures) or the lease term. Maintenance and repairs, which do not extend the useful life of the respective assets, are charged to expense as incurred.

Property and equipment consisted of the following (in millions):

	December 31, 2021	December 31, 2020
Equipment	$ 607.7	$ 608.9
Leasehold improvements and other	151.2	153.7
Furniture and fixtures	46.2	45.4
Projects in process	0.3	2.3
Total property and equipment, gross	805.4	810.3
Less accumulated depreciation	(669.7)	(659.9)
Property and equipment, net[(a)]	$ 135.7	$ 150.4

(a) As of December 31, 2021, Property and equipment, net includes Assets held for sale of $6.3 million, which consists of property and equipment of the Company's Business Solutions business, as further described in Note 5.

Amounts charged to expense for depreciation of property and equipment were $49.6 million, $61.3 million, and $79.6 million during the years ended December 31, 2021, 2020, and 2019, respectively.

Goodwill

Goodwill represents the excess of purchase price over the fair value of tangible and other intangible assets acquired less liabilities assumed, arising from business combinations. In the event a reporting unit's carrying amount exceeds its fair value, the Company recognizes an impairment charge for the amount by which the carrying amount of the reporting unit exceeds its fair value. The Company's annual impairment assessment did not identify any goodwill impairment during the years ended December 31, 2021, 2020, and 2019.

Other Intangible Assets

Other intangible assets primarily consist of contract costs (primarily amounts paid to agents in connection with establishing and renewing long-term contracts), software, and acquired contracts. Other intangible assets are generally amortized on a straight-line basis over the length of the contract or benefit period. Included in the Consolidated Statements of Income is amortization expense of $158.6 million, $164.3 million, and $178.1 million for the years ended December 31, 2021, 2020, and 2019, respectively.

Acquired contracts include customer and contractual relationships and networks of subagents that are recognized in connection with the Company's acquisitions.

The Company purchases and develops software that is used in providing services and in performing administrative functions. Internal and external software development costs incurred that are directly related to the chosen design, development, and testing phases of the software are capitalized once the Company has completed all planning and analysis activities. Any other software development related costs are expensed as incurred. Capitalization of costs ceases when the product is available for general use. Software development costs and purchased software are generally amortized over a term of three to seven years.

The Company capitalizes initial payments for new and renewed agent contracts to the extent recoverable through future operations or penalties in the case of early termination. The Company's accounting policy is to limit the amount of capitalized costs for a given contract to the lesser of the estimated future cash flows from the contract or the termination fees the Company would receive in the event of early termination of the contract.

The following table provides the components of other intangible assets (in millions):

		December 31, 2021		December 31, 2020	
	Weighted-Average Amortization Period (in years)	Initial Cost	Net of Accumulated Amortization	Initial Cost	Net of Accumulated Amortization
Capitalized contract costs	6.2	$ 532.7	$ 242.0	$ 574.4	$ 308.0
Internal use software	4.3	388.7	128.8	310.3	55.5
Acquired contracts	11.6	552.9	50.2	561.7	75.8
Acquired trademarks	25.4	30.1	10.8	30.1	12.0
Other intangibles	4.3	19.4	—	19.4	—
Projects in process[(b)]	[(a)]	35.7	35.7	53.7	53.7
Total other intangible assets[(b)]	8.0	$ 1,559.5	$ 467.5	$ 1,549.6	$ 505.0

(a) Not applicable as the assets have not been placed in service.

(b) As of December 31, 2021, Projects in process and Total other intangible assets, net includes Assets held for sale of $2.3 million and $50.4 million, respectively, which consists of Other intangible assets associated with the Company's Business Solutions business as further described in Note 5.

The estimated future aggregate amortization expense for existing other intangible assets as of December 31, 2021, including the Business Solutions business, would be $141.9 million in 2022, $106.1 million in 2023, $82.7 million in 2024, $48.6 million in 2025, $24.0 million in 2026, and $28.5 million thereafter. However, included in these amounts are future aggregate amortization expenses related to Assets held for sale of $16.2 million in 2022, $10.1 million in 2023, $7.1 million in 2024, $6.3 million in 2025, $5.5 million in 2026, and $2.9 million thereafter. Beginning in August 2021, the Company stopped amortizing these held for sale assets over the terms of their useful lives.

Other intangible assets are reviewed for impairment on an annual basis or whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. In such reviews, estimated undiscounted cash flows associated with these assets or operations are compared with their carrying values to determine if a write-down to fair value (normally measured by the present value technique) is required. The Company recorded immaterial impairments related to other intangible assets during the years ended December 31, 2021, 2020, and 2019.

Revenue Recognition

For the Company's accounting policies with respect to revenue recognition, refer to Note 3.

Cost of Services

Cost of services primarily consists of agent commissions and expenses for call centers, settlement operations, and related information technology costs. Expenses within these functions include personnel, software, equipment, telecommunications, bank fees, credit losses, depreciation, amortization, and other expenses incurred in connection with providing money transfer and other payment services.

Advertising Costs

Advertising costs are charged to operating expenses as incurred. Advertising costs for the years ended December 31, 2021, 2020, and 2019 were $177.8 million, $177.0 million, and $209.1 million, respectively.

Income Taxes

The Company accounts for income taxes under the liability method, which requires that deferred tax assets and liabilities be determined based on the expected future income tax consequences of events that have been recognized in the consolidated financial statements. Deferred tax assets and liabilities are recognized based on temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the temporary differences are expected to reverse. The Company routinely assesses the realizability of its deferred tax assets. A valuation allowance must be established when, based upon available evidence, it is more likely than not that all or a portion of the deferred tax assets will not be realized.

The Company recognizes the tax benefits from uncertain tax positions only when it is more likely than not, based on the technical merits of the position, the tax position will be sustained upon examination, including the resolution of any related appeals or litigation. The tax benefits recognized in the consolidated financial statements from such a position are measured as the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution.

The Company accounts for the effects of global intangible low-taxed income taxed in the United States as a component of income tax expense in the period the tax arises.

Foreign Currency Translation

The United States dollar is the functional currency for substantially all of the Company's businesses. Revenues and expenses are translated at average exchange rates prevailing during the period. Foreign currency denominated assets and liabilities for those businesses for which the local currency is the functional currency are translated into United States dollars based on exchange rates at the end of the year. The effects of foreign exchange gains and losses arising from the translation of assets and liabilities of these businesses are included as a component of AOCL in the accompanying Consolidated Balance Sheets. Foreign currency denominated monetary assets and liabilities of businesses for which the United States dollar is the functional currency are remeasured based on exchange rates at the end of the period, and the resulting remeasurement gains and losses are recognized in net income. Non-monetary assets and liabilities of these operations are remeasured at historical rates in effect when the asset was recognized or the liability was incurred.

The Company has bill payment and other businesses in Argentina for which the local currency is the functional currency. However, as Argentina is currently classified as a highly inflationary economy, all changes in the value of the Argentine peso on these businesses' monetary assets and liabilities are reflected in net income.

Derivatives

The Company has used derivatives to: (i) minimize its exposures related to changes in foreign currency exchange rates and, periodically, interest rates and (ii) facilitate cross-currency Business Solutions payments by writing derivatives to customers. The Company recognizes all derivatives in the Other assets and Other liabilities captions in the accompanying Consolidated Balance Sheets at their fair value. All cash flows associated with derivatives are included in Cash flows from operating activities in the Consolidated Statements of Cash Flows. Certain of the Company's derivative arrangements are designated as either cash flow hedges or fair value hedges at the time of inception, and others are not designated as accounting hedges.

- *Cash flow hedges* – Cash flow hedges consist of foreign currency hedging of forecasted revenues, as well as hedges of the forecasted issuance of fixed-rate debt. Derivative fair value changes that are captured in AOCL are reclassified to earnings in the same period the hedged item affects earnings when the instrument is effective in offsetting the change in cash flows attributable to the risk being hedged. The Company excludes time value from the assessment of effectiveness, and the initial value of the excluded components is amortized into Revenues within the Consolidated Statements of Income. For foreign currency cash flow hedges entered into before January 1, 2018, which was the date the Company adopted this accounting treatment, all changes in the fair value of the excluded components were recognized immediately in Revenues during the year ended December 31, 2019.

- *Fair value hedges* - Fair value hedges consist of hedges of fixed-rate debt, through interest rate swaps. Changes in the fair value of derivatives that are designated as fair value hedges of fixed-rate debt are recorded in Interest expense. The offsetting change in value of the related debt instrument attributable to changes in the benchmark interest rate is also recorded in Interest expense. There were no fair value hedges outstanding as of December 31, 2021 and 2020.

- *Undesignated* - Derivative contracts entered into to reduce the foreign exchange variability related to: (i) money transfer settlement assets and obligations, generally with maturities from a few days up to one month, and (ii) certain foreign currency denominated cash and other asset and liability positions, typically with maturities of less than one year at inception, are not designated as hedges for accounting purposes, and changes in their fair value are included in Selling, general, and administrative. The Company is also exposed to risk from derivative contracts written to its customers arising from its cross-currency Business Solutions payment operations. The majority of these derivative contracts have a duration at inception of less than one year. The Company aggregates its Business Solutions payments foreign currency exposures arising from customer contracts, including the derivative contracts described above, and hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties (economic hedge contracts) as part of a broader foreign currency portfolio, including significant spot exchanges of currency in addition to forwards and options. The changes in the fair value related to these contracts are recorded in Revenues.

The fair value of the Company's derivatives is derived from standardized models that use market-based inputs (e.g., forward prices for foreign currency).

The details of each designated hedging relationship must be formally documented at the inception of the arrangement, including the risk management objective, hedging strategy, hedged item, specific risks being hedged, the derivative instrument, and how effectiveness is being assessed. The derivative must be highly effective in offsetting the changes in cash flows or fair value of the hedged item, and effectiveness is evaluated quarterly on a retrospective and prospective basis.

Legal Contingencies

The Company is a party to certain legal and regulatory proceedings with respect to a variety of matters. The Company records an accrual for these contingencies to the extent that a loss is both probable and reasonably estimable. If some amount within a range of loss appears to be a better estimate than other amounts within the range, that amount is accrued. When no amount within a range of loss appears to be a better estimate than any other amount, the lowest amount in the range is accrued.

Stock-Based Compensation

The Company has a stock-based compensation plan that provides for grants of Western Union stock options, restricted stock awards, restricted stock units, and deferred stock units to employees and non-employee directors of the Company.

All stock-based compensation to employees is required to be measured at fair value and expensed over the requisite service period. The Company generally recognizes compensation expense on awards on a straight-line basis over the requisite service period for the entire award, with an estimate for forfeitures. Refer to Note 17 for additional discussion regarding details of the Company's stock-based compensation plans.

Severance and Other Related Expenses

The Company records severance-related expenses once they are both probable and estimable in accordance with the provisions of the applicable accounting guidance for severance provided under an ongoing benefit arrangement. One-time involuntary benefit arrangements and other costs are generally recognized when the liability is incurred. The Company also evaluates impairment issues associated with restructuring and other activities when the carrying amount of the related assets may not be fully recoverable, in accordance with the appropriate accounting guidance.

Recently Adopted Accounting Pronouncements

On January 1, 2020, the Company adopted a new accounting standard that requires entities to measure expected credit losses for certain financial assets held at the reporting date using a current expected credit loss model, which is based on historical experience, adjusted for current conditions and reasonable and supportable forecasts. Additionally, the standard requires certain credit losses relating to investment securities classified as available-for-sale to be recorded through an allowance for credit losses. The Company recognized the cumulative effect of the new accounting standard as an adjustment to the January 1, 2020 balance of Accumulated deficit in the Consolidated Balance Sheets, and the adoption of the new accounting standard did not have a material impact on the Company's January 1, 2020 accumulated deficit. In accordance with the modified retrospective approach, the comparative information has not been restated and continues to be reported under accounting standards in effect for those periods. Refer to Note 8 for additional information and the related disclosures.

On January 1, 2019, the Company adopted a new accounting standard, as amended, that requires the Company to record assets and liabilities on the balance sheet for lease-related rights and obligations and disclose key information about its leasing arrangements. The Company elected the effective date method, utilized the modified retrospective approach upon adoption, and elected the package of practical expedients available under the new standard, including the expedients to not reassess whether an existing contract is a lease or contains a lease and whether the lease is an operating or finance lease. This new standard establishes a right-of-use ("ROU") model that requires the Company to recognize ROU assets and lease liabilities on the balance sheet for all leases with a term longer than 12 months at commencement of the lease. Refer to Note 13 for additional information and the related disclosures.

3. Revenue

The Company's revenues are primarily derived from consideration paid by customers to transfer money. These revenues vary by transaction based upon factors such as channel, send and receive locations, the principal amount sent, whether the money transfer involves different send and receive currencies, the difference between the exchange rate set by the Company to the customer and the rate available in the wholesale foreign exchange market, and speed of service, as applicable. The Company also offers several other services, including foreign exchange and payment services and other bill payment services, for which revenue is impacted by similar factors. For the substantial majority of the Company's revenues, the Company acts as the principal in transactions and reports revenue on a gross basis, as the Company controls the service at all times prior to transfer to the customer, is primarily responsible for fulfilling the customer contracts, has the risk of loss, and has the ability to establish transaction prices. The Company also provides services to financial institutions and other third parties to enable such entities to offer money transfer services to their own customers under their brands. Generally, in these arrangements, consumers agree to terms and conditions specified by the financial institution or other third party that, among other things, establish pricing paid by the consumer for the service. The Company recognizes revenue on a net basis under these arrangements. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

The Company recognized $4,865.5 million, $4,625.1 million, and $5,033.2 million in revenues from contracts with customers for the years ended December 31, 2021, 2020, and 2019, respectively. There were no material upfront costs incurred to obtain contracts with customers during these same periods. Under the Company's loyalty programs, which are primarily offered in its money transfer services, the Company must fulfill loyalty program rewards earned by customers. The loyalty program redemption activity has been and continues to be insignificant to the Company's results of operations for the years ended December 31, 2021, 2020, and 2019, and the Company has immaterial contract liability balances as of December 31, 2021 and 2020, which primarily relate to its customer loyalty programs and other services. Contract asset balances related to customers were also immaterial as of December 31, 2021 and 2020, as the Company typically receives payment of consideration from its customers prior to satisfying performance obligations under the customer contracts. In addition to revenue generated from contracts with customers, the Company recognizes revenue from other sources, including the sale of derivative financial instruments and investment income generated on settlement assets primarily related to money transfer and money order services.

The Company analyzes its different services individually to determine the appropriate basis for revenue recognition, as further described below. Revenues from consumer money transfers are included in the Company's Consumer-to-Consumer segment, revenues from foreign exchange and payment services are included in the Company's Business Solutions segment, and revenues from consumer bill payment and other services are not included in the Company's segments and are reported as Other. See Note 18 for further information on the Company's segments. On August 4, 2021, the Company entered into an agreement to sell its Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC. See Note 5 for further information regarding this transaction.

Consumer Money Transfers

For the Company's money transfer services, customers agree to the Company's terms and conditions at the time of initiating a transaction. In a money transfer, the Company has one performance obligation as the customer engages the Company to perform one integrated service which typically occurs within minutes — collect the customer's money and make funds available for payment to a designated person in the currency requested. Therefore, the Company recognizes revenue upon completion of the following: (i) the customer's acknowledgment of the Company's terms and conditions and payment information has been received by the Company, (ii) the Company has agreed to process the money transfer, (iii) the Company has provided the customer a unique transaction identification number, and (iv) funds are available to be picked up by the customer's designated receiving party. The transaction price is comprised of a transaction fee and the difference between the exchange rate set by the Company to the customer and the rate available in the wholesale foreign exchange market, as applicable, both of which are readily determinable at the time the transaction is initiated.

Foreign Exchange and Payment Services

For the Company's foreign exchange and payment services, customers agree to terms and conditions for all transactions, either at the time of initiating a transaction or signing a contract with the Company to provide payment services on the customer's behalf. In the majority of the Company's foreign exchange and payment services, the Company makes payments to the recipient to satisfy its performance obligation to the customer, and therefore, the Company recognizes revenue on foreign exchange and payment services when this performance obligation has been fulfilled. Revenues from foreign exchange and payment services are primarily comprised of the difference between the exchange rate set by the Company to the customer and the rate available in the wholesale foreign exchange market.

Consumer Bill Payments and Other

The Company offers bill payment and other services that vary by contractual features, including the types and amounts of fixed charges and with respect to how fees are billed and collected. The identification of the contract with the customer for revenue recognition purposes is consistent with these features for each of the Company's bill payment and other services. As with consumer money transfers, customers engage the Company to perform one integrated service — collect money from the consumer and process the transaction, thereby providing billers with real-time or near real-time information regarding consumer payments and simplifying the billers' collection efforts.

Management has determined that the substantial majority of the Company's revenue is recognized at a point in time. The following tables represent the disaggregation of revenue earned from contracts with customers by product type and region for the years ended December 31, 2021, 2020, and 2019 (in millions). The regional split of revenue shown in the tables below is based upon where transactions are initiated.

	Year Ended December 31, 2021				
	Consumer Money Transfers	**Foreign Exchange and Payment Services**	**Consumer Bill Payments**	**Other Services**	**Total**
Regions:					
North America	$ 1,625.7	$ 101.8	$ 73.3	$ 57.1	$ 1,857.9
Europe and Russia/CIS	1,381.3	145.5	5.8	1.1	1,533.7
Middle East, Africa, and South Asia	660.8	2.2	0.6	—	663.6
Latin America and the Caribbean	376.6	3.4	75.8	7.3	463.1
East Asia and Oceania	276.5	69.6	1.1	—	347.2
Revenues from contracts with customers	$ 4,320.9	$ 322.5	$ 156.6	$ 65.5	$ 4,865.5
Other revenues[(a)]	73.1	99.3	13.3	19.6	205.3
Total revenues	$ 4,394.0	$ 421.8	$ 169.9	$ 85.1	$ 5,070.8

	Year Ended December 31, 2020				
	Consumer Money Transfers	**Foreign Exchange and Payment Services**	**Consumer Bill Payments**	**Other Services**	**Total**
Regions:					
North America	$ 1,605.5	$ 83.6	$ 75.1	$ 57.0	$ 1,821.2
Europe and Russia/CIS	1,330.0	121.1	3.6	1.8	1,456.5
Middle East, Africa, and South Asia	630.0	1.5	0.4	—	631.9
Latin America and the Caribbean	310.1	2.4	75.8	7.9	396.2
East Asia and Oceania	257.4	60.5	1.4	—	319.3
Revenues from contracts with customers	$ 4,133.0	$ 269.1	$ 156.3	$ 66.7	$ 4,625.1
Other revenues[(a)]	87.0	87.0	14.0	21.9	209.9
Total revenues	$ 4,220.0	$ 356.1	$ 170.3	$ 88.6	$ 4,835.0

	Year Ended December 31, 2019				
	Consumer Money Transfers	**Foreign Exchange and Payment Services**	**Consumer Bill Payments [(b)]**	**Other Services**	**Total**
Regions:					
North America	$ 1,653.5	$ 95.4	$ 223.0	$ 55.9	$ 2,027.8
Europe and Russia/CIS	1,350.1	127.1	3.2	4.1	1,484.5
Middle East, Africa, and South Asia	642.0	1.8	0.4	—	644.2
Latin America and the Caribbean	395.2	3.4	129.4	15.3	543.3
East Asia and Oceania	263.5	68.4	1.5	—	333.4
Revenues from contracts with customers	$ 4,304.3	$ 296.1	$ 357.5	$ 75.3	$ 5,033.2
Other revenues[(a)]	103.5	92.7	37.3	25.4	258.9
Total revenues	$ 4,407.8	$ 388.8	$ 394.8	$ 100.7	$ 5,292.1

(a) Includes revenue from the sale of derivative financial instruments, investment income generated on settlement assets primarily related to money transfer and money order services, and other sources.

(b) On February 28, 2019, the Company entered into an agreement with ACI Worldwide Corp. and ACW Worldwide, Inc. to sell its United States electronic bill payments business known as "Speedpay" and closed the transaction on May 9, 2019. Included within North America revenues are Speedpay revenues of $125.4 million for the year ended December 31, 2019.

4. Restructuring-Related Expenses

On August 1, 2019, the Company's Board of Directors approved a plan to change the Company's operating model and improve its business processes and cost structure by reorganizing the Company's senior management, including those managers reporting to the Chief Executive Officer ("CEO"), reducing its headcount, and consolidating various facilities. While certain of the expenses may be identifiable to the Company's segments, primarily to the Company's Consumer-to-Consumer segment, the expenses are not included in the measurement of segment operating income provided to the Chief Operating Decision Maker ("CODM") for purposes of performance assessment and resource allocation. These expenses are therefore excluded from the Company's segment operating income results. These expenses are specific to this initiative; however, the types of expenses related to this initiative are similar to expenses that the Company has previously incurred and can reasonably be expected to incur in the future. All expenses for this initiative have been incurred as of December 31, 2020, and substantially all of the liability had been paid in cash as of December 31, 2021.

The following table summarizes the expenses related to the restructuring accruals, which are included in Accounts payable and accrued liabilities in the Company's Consolidated Balance Sheets, and the total expenses incurred since the inception of the restructuring plan (in millions):

	Severance and Related Employee Benefits	Facility Relocations and Closures, Consulting, and Other	Total
Balance, December 31, 2019	$ 71.2	$ 2.1	$ 73.3
Expenses[(a)]	11.8	25.0	36.8
Cash payments	(58.7)	(24.0)	(82.7)
Non-cash benefits/(charges)[(a)]	0.6	(1.8)	(1.2)
Balance, December 31, 2020	$ 24.9	$ 1.3	$ 26.2
Total expenses incurred	$ 109.8	$ 42.5	$ 152.3

(a) Non-cash benefits/(charges) include non-cash write-offs and accelerated depreciation of ROU assets and leasehold improvements and a non-cash benefit for adjustments to stock compensation for awards forfeited by employees. These amounts have been removed from the liability balance in the table above as they do not impact the restructuring accruals.

The following table presents restructuring-related expenses as reflected in the Consolidated Statements of Income (in millions):

	Year Ended December 31,	
	2020	2019
Cost of services	$ 4.5	$ 39.8
Selling, general, and administrative	32.3	75.7
Total expenses, pre-tax	$ 36.8	$ 115.5
Total expenses, net of tax	$ 31.5	$ 90.0

5. Divestitures, Investment Activities, and Goodwill

Assets Held for Sale

On August 4, 2021, the Company entered into an agreement to sell its Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC (collectively, the "Buyer") for cash consideration of $910 million, subject to regulatory and working capital adjustments. The divestiture is expected to result in a gain on the sale and is subject to regulatory approval and other closing conditions. The sale is expected to be completed in two primary closings, with the entirety of the cash consideration due at the first closing. The expected gain on the sale will be recognized at each closing, based on the book values and fair values of the operations sold at each closing. The first closing is expected to be completed during the first quarter of 2022 and to primarily exclude the operations in the European Union and the United Kingdom. The second closing is currently expected by late 2022, pending required regulatory approvals. During the period between the closings, the Company will pay to the Buyer a measure of profit of the European Union and United Kingdom operations, adjusted for the provision for income taxes, occupancy charges for employees of the Buyer using Company facilities, and other items. The Company has presented the assets of its Business Solutions business as held for sale, along with the associated liabilities, as it believes completion of the sale is probable. However, in the event that: (a) the first closing has not occurred by August 4, 2022, due to a failure to obtain regulatory approvals by that date, and such failure is not primarily caused by the Company's material breach, or (b) the agreement is terminated prior to August 4, 2022, and at the time of such termination either (i) there is a final order or other legal prohibition (not primarily caused by the Company's material breach) precluding the first closing, or (ii) there is a material, unresolved breach by Buyer or its affiliates of their undertakings relating to obtaining the regulatory approvals, the Company would be entitled to a termination fee of $63.7 million. In the event that the first closing is completed but the second closing does not occur by February 4, 2023, the Company may, with appropriate notice to the Buyer, otherwise dispose of the European Union and United Kingdom operations, with any profit realized on disposition remitted to the Buyer, and conversely, any loss indemnified by the Buyer.

Business Solutions revenues were $421.8 million, $356.1 million, and $388.8 million, and direct operating expenses, which exclude corporate allocations, were $317.7 million, $319.5 million, and $334.1 million for the years ended December 31, 2021, 2020, and 2019, respectively. Operating costs directly associated with this divestiture and incurred during the year ended December 31, 2021 were $14.4 million.

The following table reflects the assets held for sale and associated liabilities of the Business Solutions business in the accompanying Consolidated Balance Sheet (in millions). These balances are subject to regulatory capital and other requirements and will be finalized upon the closing of the deal.

	December 31, 2021
Cash and cash equivalents	$ 37.7
Settlement assets	566.0
Property and equipment, net of accumulated depreciation of $19.3	6.3
Goodwill	532.0
Other intangible assets, net of accumulated amortization of $360.2	50.4
Other assets	260.5
Total assets	$ 1,452.9
Accounts payable and accrued liabilities	$ 61.6
Settlement obligations	566.0
Other liabilities	194.3
Total liabilities	$ 821.9

The Company also expects to reclassify approximately $17.8 million of unrealized currency translation gains currently included within AOCL into net income at the first closing.

Divestitures

On February 28, 2019, the Company entered into an agreement with ACI Worldwide Corp. and ACW Worldwide, Inc. (together, "ACI") to sell its United States electronic bill payment business known as Speedpay, which had been included as a component of Other in the Company's segment reporting. The Company received approximately $750 million and recorded a pre-tax gain on the sale of approximately $523 million, which is included in Gain on divestitures of businesses in the accompanying Consolidated Statements of Income, in the all-cash transaction that closed on May 9, 2019. Speedpay revenues included in the Company's results were $125.4 million, and Speedpay direct operating expenses were $98.2 million for the year ended December 31, 2019.

On May 6, 2019, the Company completed the sale of Paymap Inc. ("Paymap"), which provides electronic mortgage bill payment services, for contingent consideration and immaterial cash proceeds received at closing. The Company recorded an immaterial pre-tax gain related to this sale during 2019.

In 2020, the Company sold its former corporate headquarters and other property and recorded an immaterial pre-tax net gain on the sales. The proceeds from these sales have been included in Cash flows from investing activities within the Company's Consolidated Statements of Cash Flows for the year ended December 31, 2020.

Investment Activities

The Company entered into an agreement in November 2020, which was subsequently amended, to acquire an ownership interest in stc Bank (formerly Saudi Digital Payments Company), a subsidiary of Saudi Telecom Company and one of the Company's Consumer-to-Consumer digital white label partners. Under the terms of the amended agreement, the Company agreed to invest $200.0 million for a 15% ownership in stc Bank ("Investment"), and this transaction closed in October 2021. In conjunction with the Investment, the Company and stc Bank extended and expanded the terms of their commercial agreement. The Company assigned a value of $36.0 million to certain rights under the commercial agreement that are included in Other assets in the Consolidated Balance Sheets as of December 31, 2021 and are being amortized over the life of the agreement. The Company is measuring the Investment at cost, less any impairment, adjusted for any changes resulting from observable price changes in orderly transactions for identical or similar investments in stc Bank.

In April 2021, the Company sold a substantial majority of the noncontrolling interest it held in a private company for cash proceeds of $50.9 million. The Company recorded a gain of $47.9 million within Total other income/(expense), net, during the year ended December 31, 2021. The Company retains an immaterial equity interest in this private company.

Goodwill

The following tables present changes to goodwill for the years ended December 31, 2021 and 2020 and the accumulated impairment losses as of December 31, 2021, 2020, and 2019 (in millions):

	Consumer-to-Consumer	Business Solutions[(a)]	Other	Total
January 1, 2020 goodwill, net	$ 1,980.7	$ 532.0	$ 53.9	$ 2,566.6
Additions	—	—	—	—
December 31, 2020 goodwill, net	$ 1,980.7	$ 532.0	$ 53.9	$ 2,566.6
Additions	—	—	—	—
December 31, 2021 goodwill, net	$ 1,980.7	$ 532.0	$ 53.9	$ 2,566.6

	As of December 31,		
	2021	2020	2019
Goodwill, gross	$ 3,030.6	$ 3,030.6	$ 3,030.6
Accumulated impairment losses	(464.0)	(464.0)	(464.0)
Goodwill, net[(a)]	$ 2,566.6	$ 2,566.6	$ 2,566.6

(a) As of December 31, 2021, Goodwill of $532.0 million related to the Company's Business Solutions business is included in Assets held for sale on the Company's Consolidated Balance Sheets, as further described above. All of the Company's accumulated impairment losses relate to the Business Solutions business.

The Company did not record any goodwill impairments during the years ended December 31, 2021, 2020, and 2019.

6. Commitments and Contingencies

Letters of Credit and Bank Guarantees

The Company had approximately $450 million in outstanding letters of credit and bank guarantees as of December 31, 2021, primarily held in connection with safeguarding consumer funds, lease arrangements, and certain agent agreements. The Company expects to renew many of its letters of credit and bank guarantees prior to expiration, while certain letters of credit will be terminated, released, or transferred as a result of the sale of the Company's Business Solutions business.

Litigation and Related Contingencies

The Company is subject to certain claims and litigation that could result in losses, including damages, fines, and/or civil penalties, which could be significant, and in some cases, criminal charges. The Company regularly evaluates the status of legal matters to assess whether a loss is probable and reasonably estimable in determining whether an accrual is appropriate. Furthermore, in determining whether disclosure is appropriate, the Company evaluates each legal matter to assess if there is at least a reasonable possibility that a material loss or additional material losses may have been incurred. The Company also evaluates whether an estimate of possible loss or range of loss can be made. Unless otherwise specified below, the Company believes that there is at least a reasonable possibility that a loss or additional loss may have been incurred for each of the matters described below.

For those matters that the Company believes there is at least a reasonable possibility that a loss or additional loss may have been incurred and can reasonably estimate the loss or potential loss, the reasonably possible potential litigation losses in excess of the Company's recorded liability for probable and estimable losses was approximately $30 million as of December 31, 2021. For the remaining matters, management is unable to provide a meaningful estimate of the possible loss or range of loss because, among other reasons: (i) the proceedings are in preliminary stages; (ii) specific damages have not been sought; (iii) damage claims are unsupported and/or unreasonable; (iv) there is uncertainty as to the outcome of pending appeals or motions; (v) there are significant factual issues to be resolved; or (vi) novel legal issues or unsettled legal theories are being asserted.

The outcomes of legal actions are unpredictable and subject to significant uncertainties, and it is inherently difficult to determine whether any loss is probable or even possible. It is also inherently difficult to estimate the amount of any loss, and there may be matters for which a loss is probable or reasonably possible but not currently estimable. Accordingly, actual losses may be in excess of the established liability or the range of reasonably possible loss.

Legal Matters

In October 2015, Consumidores Financieros Asociación Civil para su Defensa, an Argentinian consumer association, filed a purported class action lawsuit in Argentina's National Commercial Court No. 19 against the Company's subsidiary Western Union Financial Services Argentina S.R.L. ("WUFSA"). The lawsuit alleges, among other things, that WUFSA's fees for money transfers sent from Argentina are excessive and that WUFSA does not provide consumers with adequate information about foreign exchange rates. The plaintiff is seeking, among other things, an order requiring WUFSA to reimburse consumers for the fees they paid and the foreign exchange revenue associated with money transfers sent from Argentina, plus punitive damages. The complaint does not specify a monetary value of the claim or a time period. In November 2015, the Court declared the complaint formally admissible as a class action. The notice of claim was served on WUFSA in May 2016, and in June 2016 WUFSA filed a response to the claim and moved to dismiss it on statute of limitations and standing grounds. In April 2017, the Court deferred ruling on the motion until later in the proceedings. The process for notifying potential class members has been completed, and the case proceeded to the evidentiary stage. The case will be stayed until (i) the Attorney-General instructs the Prosecutor to continue to litigate the claims on behalf of the plaintiff (during the time the registration of Consumidores Financieros before the Secretary of Commerce remains suspended); or (ii) the parties report to the Court that the plaintiff recovered its legal capacity. Due to the stage of this matter, the Company is unable to predict the outcome or the possible loss or range of loss, if any, associated with this matter. WUFSA intends to defend itself vigorously.

In April 2019, certain family members of Quinn Schansman filed a complaint seeking damages and other relief against a number of financial institutions, including The Western Union Company and Western Union Financial Services, Inc., in the United States District Court for the Southern District of New York, alleging that the defendants violated the United States Anti-Terrorism Act. The operative complaint alleges that the defendants provided funding to a terrorist organization by processing money transfers to groups or individuals associated with the Donetsk People's Republic ("DPR"), a pro-Russian separatist group in eastern Ukraine. The complaint alleges that DPR downed Malaysian Airlines Flight 17, on which Mr. Schansman was a passenger. On September 30, 2021, the Court denied the defendants' motion to dismiss the operative complaint. Due to the preliminary stage of this matter, the ultimate outcome and any potential financial impact to the Company cannot be reasonably determined at this time. The Company intends to defend itself vigorously in this matter.

In addition to the principal matters described above, the Company is a party to a variety of other legal matters that arise in the normal course of the Company's business. While the results of these other legal matters cannot be predicted with certainty, management believes that the final outcome of these matters will not have a material adverse effect either individually or in the aggregate on the Company's financial condition, results of operations, or cash flows.

7. Related Party Transactions

The Company has ownership interests in certain of its agents accounted for under the equity method of accounting. The Company pays these agents commissions for money transfer and other services provided on the Company's behalf. Commission expense recognized for these agents for the years ended December 31, 2021, 2020, and 2019 totaled $54.7 million, $54.6 million, and $57.1 million, respectively.

8. Settlement Assets and Obligations

Settlement assets represent funds received or to be received from agents and others for unsettled money transfers, money orders, and consumer payments. The Company records corresponding settlement obligations relating to amounts payable under money transfers, money orders, and consumer payment service arrangements. Settlement assets and obligations also include amounts receivable from, and payable to, customers for the value of their cross-currency payment transactions related to the Business Solutions segment.

Settlement assets and obligations consisted of the following (in millions):

	December 31, 2021
Settlement assets:	
Cash and cash equivalents	$ 835.5
Receivables from agents, Business Solutions customers, and others	1,198.8
Less: Allowance for credit losses	(23.7)
Receivables from agents, Business Solutions customers, and others, net	1,175.1
Investment securities	1,398.9
Total settlement assets[(a)]	$ 3,409.5
Settlement obligations:	
Money transfer, money order, and payment service payables	$ 2,838.9
Payables to agents	570.6
Total settlement obligations[(a)]	$ 3,409.5

	December 31, 2020
Settlement assets:	
Cash and cash equivalents	$ 695.7
Receivables from agents, Business Solutions customers, and others	1,188.3
Less: Allowance for credit losses	(53.2)
Receivables from agents, Business Solutions customers, and others, net	1,135.1
Investment securities	1,990.6
Total settlement assets	$ 3,821.4
Settlement obligations:	
Money transfer, money order, and payment service payables	$ 2,902.9
Payables to agents	918.5
Total settlement obligations	$ 3,821.4

(a) As of December 31, 2021, both Settlement assets and Settlement obligations include $566.0 million classified as Assets held for sale and Liabilities associated with assets held for sale (see Note 5).

Allowance for Credit Losses

On January 1, 2020, the Company adopted a new accounting standard related to the estimation of the allowance for credit losses, as discussed in Note 2. However, due to the short-term nature of the Company's receivables and the Company's historical and expected collections practice, the adoption did not have a material impact on the Company's financial position or results of operations.

Receivables from agents and others primarily represent funds collected by such agents, but in transit to the Company, and were $1,125.9 million and $1,081.2 million as of December 31, 2021 and 2020, respectively. Cash received by Western Union agents generally becomes available to the Company within one week after initial receipt by the agent. Western Union has a large and diverse agent base, thereby reducing the credit risk of the Company from any one agent. The Company performs ongoing credit evaluations of its agents' financial condition and credit worthiness.

Receivables from Business Solutions customers arise from cross-currency payment transactions in the Business Solutions segment. Business Solutions receivables totaled $49.2 million and $53.9 million as of December 31, 2021 and 2020, respectively. Receivables occur when funds have been paid out to a beneficiary but not yet received from the customer. Collection of these receivables ordinarily occurs within a few days. To mitigate risk associated with potential Business Solutions customer defaults, the Company performs credit reviews on an ongoing basis.

The Company establishes and monitors an allowance for credit losses related to receivables from agents and others, and Business Solutions customers. The Company estimates the allowance based on its historical collections experience, adjusted for current conditions and forecasts of future economic conditions. Given the short-term nature of these receivables, the Company does not expect the impact of forecasted economic conditions on its allowance for credit losses to be significant. The Company has estimated credit losses based on information known as of December 31, 2021.

The following tables summarize the activity in the allowance for credit losses on receivables from agents and others, and Business Solutions customers (in millions):

	Agents and Others	Business Solutions Customers
Allowance for credit losses as of January 1, 2021	$ 49.3	$ 3.9
Current period provision for expected credit losses[(a)]	8.9	4.2
Write-offs charged against the allowance	(44.8)	(2.1)
Recoveries of amounts previously written off	6.8	—
Impacts of foreign currency exchange rates and other	(2.2)	(0.3)
Allowance for credit losses as of December 31, 2021	$ 18.0	$ 5.7

	Agents and Others	Business Solutions Customers
Allowance for credit losses as of January 1, 2020	$ 20.4	$ 4.5
Current period provision for expected credit losses[(a)]	39.9	2.0
Write-offs charged against the allowance	(11.9)	(3.1)
Recoveries of amounts previously written off	2.3	—
Impacts of foreign currency exchange rates and other	(1.4)	0.5
Allowance for credit losses as of December 31, 2020	$ 49.3	$ 3.9

(a) Provision does not include losses from chargebacks or fraud associated with transactions initiated through the Company's digital channels, as these losses are not credit-related. The Company recognized losses that were not credit-related of $51.4 million and $41.3 million, respectively, for the years ended December 31, 2021 and 2020.

Prior to the adoption of the new accounting standard discussed above, the Company recorded an allowance for doubtful accounts when it was probable that the related receivable balance would not be collected based on its history of collection experience, known collection issues, such as agent suspensions and bankruptcies, consumer chargebacks and insufficient funds, and other matters the Company identified in its routine collection monitoring. During the year ended December 31, 2019, the provision for doubtful accounts (bad debt expense) reflected in the Consolidated Statements of Income was $47.1 million.

In addition, from time to time, the Company has made advances to its agents. The Company generally owes settlement funds payable to these agents that offset these advances. These amounts advanced to agents are included within Other assets in the accompanying Consolidated Balance Sheets. As of December 31, 2021 and 2020, amounts advanced to agents were $146.9 million and $135.9 million, respectively, and the related allowances for credit losses were immaterial.

Investment Securities

Investment securities included in Settlement assets in the Company's Consolidated Balance Sheets consist primarily of highly-rated state and municipal debt securities, including fixed-rate term notes and variable-rate demand notes. Variable-rate demand note securities can be put (sold at par) typically on a daily basis with settlement periods ranging from the same day to one week but have varying maturities through 2050. These securities may be used by the Company for short-term liquidity needs and held for short periods of time. Investment securities are exposed to market risk due to changes in interest rates and credit risk. The Company is required to hold highly-rated, investment grade securities, and such investments are restricted to satisfy outstanding settlement obligations in accordance with applicable regulatory requirements.

The Company's investment securities are classified as available-for-sale and recorded at fair value. Western Union regularly monitors credit risk and attempts to mitigate its exposure by investing in highly-rated securities and through investment diversification.

Unrealized gains on available-for-sale securities are excluded from earnings and presented as a component of accumulated other comprehensive loss, net of related deferred taxes. Available-for-sale securities with a fair value below the amortized cost basis are evaluated on an individual basis to determine whether the impairment is due to credit-related factors or noncredit-related factors. Factors that could indicate a credit loss exists include but are not limited to: (i) negative earnings performance, (ii) credit rating downgrades, or (iii) adverse changes in the regulatory or economic environment of the asset. Any impairment that is not credit-related is excluded from earnings and presented as a component of accumulated other comprehensive loss, net of related deferred taxes, unless the Company intends to sell the impaired security or it is more likely than not that the Company will be required to sell the security before recovering its amortized cost basis. Credit-related impairments are recognized immediately as an adjustment to earnings, regardless of whether the Company has the ability or intent to hold the security to maturity, and are limited to the difference between fair value and the amortized cost basis. As of and for the years ended December 31, 2021 and 2020, the Company's allowance for credit losses and provision for credit losses on its available-for-sale securities were immaterial.

The components of investment securities are as follows (in millions):

December 31, 2021	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Net Unrealized Gains/(Losses)
Settlement assets:					
Cash and cash equivalents:					
Money market funds	$ 7.9	$ 7.9	$ —	$ —	$ —
Available-for-sale securities:					
State and municipal debt securities[(a)]	1,182.6	1,219.9	39.8	(2.5)	37.3
State and municipal variable-rate demand notes	84.8	84.8	—	—	—
Corporate and other debt securities	58.1	57.8	0.2	(0.5)	(0.3)
United States government agency mortgage-backed securities	35.6	36.4	0.8	—	0.8
Total available-for-sale securities	1,361.1	1,398.9	40.8	(3.0)	37.8
Total investment securities	$ 1,369.0	$ 1,406.8	$ 40.8	$ (3.0)	$ 37.8

December 31, 2020	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Net Unrealized Gains/(Losses)
Settlement assets:					
Cash and cash equivalents:					
Money market funds	$ 13.1	$ 13.1	$ —	$ —	$ —
Available-for-sale securities:					
State and municipal debt securities[(a)]	1,234.1	1,303.9	69.8	—	69.8
State and municipal variable-rate demand notes	562.1	562.1	—	—	—
Corporate and other debt securities	71.6	72.8	1.2	—	1.2
United States government agency mortgage-backed securities	50.3	51.8	1.5	—	1.5
Total available-for-sale securities	1,918.1	1,990.6	72.5	—	72.5
Total investment securities	$ 1,931.2	$ 2,003.7	$ 72.5	$ —	$ 72.5

(a) The majority of these securities are fixed-rate instruments.

There were no investments with a single issuer or individual securities representing greater than 10% of total investment securities as of December 31, 2021 and 2020.

The following summarizes the contractual maturities of available-for-sale securities within Settlement assets as of December 31, 2021 (in millions):

	Fair Value
Due within 1 year	$ 162.5
Due after 1 year through 5 years	575.6
Due after 5 years through 10 years	503.5
Due after 10 years	157.3
Total	$ 1,398.9

Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay the obligations, or the Company may have the right to put the obligation prior to its contractual maturity, as with variable-rate demand notes. Variable-rate demand notes with a fair value of $84.8 million are included in the "Due after 10 years" category in the table above.

9. Fair Value Measurements

Fair value, as defined by the relevant accounting standards, represents the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Refer to Note 2 for additional information on how the Company measures fair value.

The following tables present the Company's assets and liabilities which are measured at fair value on a recurring basis, by balance sheet line item (in millions):

December 31, 2021	Fair Value Measurement Using Level 1	Fair Value Measurement Using Level 2	Total Fair Value
Assets:			
Settlement assets:			
Measured at fair value through net income:			
Money market funds	$ 7.9	$ —	$ 7.9
Measured at fair value through other comprehensive income (net of expected credit losses recorded through net income):			
State and municipal debt securities	—	1,219.9	1,219.9
State and municipal variable-rate demand notes	—	84.8	84.8
Corporate and other debt securities	—	57.8	57.8
United States government agency mortgage-backed securities	—	36.4	36.4
Other assets:			
Derivatives	—	247.7	247.7
Total assets	$ 7.9	$ 1,646.6	$ 1,654.5
Liabilities:			
Other liabilities:			
Derivatives	$ —	$ 183.8	$ 183.8
Total liabilities	$ —	$ 183.8	$ 183.8

December 31, 2020	Fair Value Measurement Using Level 1	Fair Value Measurement Using Level 2	Total Fair Value
Assets:			
Settlement assets:			
Measured at fair value through net income:			
Money market funds	$ 13.1	$ —	$ 13.1
Measured at fair value through other comprehensive income (net of expected credit losses recorded through net income):			
State and municipal debt securities	—	1,303.9	1,303.9
State and municipal variable-rate demand notes	—	562.1	562.1
Corporate and other debt securities	—	72.8	72.8
United States government agency mortgage-backed securities	—	51.8	51.8
Other assets:			
Derivatives	—	453.3	453.3
Total assets	$ 13.1	$ 2,443.9	$ 2,457.0
Liabilities:			
Other liabilities:			
Derivatives	$ —	$ 430.3	$ 430.3
Total liabilities	$ —	$ 430.3	$ 430.3

There were no material, non-recurring fair value adjustments or transfers between Level 1 and Level 2 measurements during the years ended December 31, 2021 and 2020.

Other Fair Value Measurements

The carrying amounts for many of the Company's financial instruments, including certain cash and cash equivalents, settlement cash and cash equivalents, and settlement receivables and obligations approximate fair value due to their short maturities. The Company's borrowings are classified as Level 2 within the valuation hierarchy, and the aggregate fair value of these borrowings was based on quotes from multiple banks. Fixed-rate notes are carried in the Company's Consolidated Balance Sheets at their original issuance values as adjusted over time to amortize or accrete that value to par. As of December 31, 2021, the carrying value and fair value of the Company's borrowings were $3,008.4 million and $3,217.2 million, respectively (see Note 16). As of December 31, 2020, the carrying value and fair value of the Company's borrowings were $3,067.2 million and $3,348.0 million, respectively.

10. Other Assets and Other Liabilities

The following table summarizes the components of Other assets and Other liabilities (in millions):

	December 31, 2021	December 31, 2020
Other assets:		
Derivatives	$ 247.7	$ 453.3
Other investments (Note 5)	166.3	7.7
ROU assets	164.5	189.1
Amounts advanced to agents	146.9	135.9
Prepaid expenses	85.5	81.0
Equity method investments	38.4	34.5
Prepaid pension costs (Note 12)	—	39.9
Other	148.9	83.3
Total other assets [(a)]	$ 998.2	$ 1,024.7
Other liabilities:		
Operating lease liabilities	$ 203.0	$ 234.9
Derivatives	183.8	430.3
Accrued agent contract costs [(b)]	5.4	77.1
Other	71.5	60.1
Total other liabilities [(a)]	$ 463.7	$ 802.4

(a) As of December 31, 2021, Other assets include $260.5 million classified as Assets held for sale, and Other liabilities include $194.3 million classified as Liabilities associated with assets held for sale (see Note 5).

(b) Represents accrued and unpaid contract costs for new and renewed agent contracts. The majority of the balance as of December 31, 2020 was paid in January 2021.

11. Income Taxes

The components of pre-tax income, generally based on the jurisdiction of the legal entity, were as follows (in millions):

	Year Ended December 31, 2021	2020	2019
Domestic	$ (59.9)	$ —	$ 434.7
Foreign	995.3	855.1	886.7
Total pre-tax income	$ 935.4	$ 855.1	$ 1,321.4

For the years ended December 31, 2021, 2020, and 2019, 106%, 100% and 67% of the Company's pre-tax income was derived from foreign sources, respectively. For the year ended December 31, 2019, the Company's domestic pre-tax income increased due to the net gain on the sales of the Speedpay and Paymap businesses, as discussed in Note 5.

The provision for income taxes was as follows (in millions):

	Year Ended December 31, 2021	2020	2019
Federal	$ 40.3	$ 50.1	$ 153.7
State and local	1.4	1.1	22.9
Foreign	87.9	59.6	86.5
Total provision for income taxes	$ 129.6	$ 110.8	$ 263.1

The Company's effective tax rates differed from statutory rates as follows:

	Year Ended December 31, 2021	2020	2019
Federal statutory rate	21.0%	21.0%	21.0%
State income taxes, net of federal income tax benefits	0.2%	0.5%	1.4%
Foreign rate differential, net of United States tax paid on foreign earnings (3.3%, 5.6%, and 2.3%, respectively)	(9.5)%	(8.3)%	(5.5)%
Divestitures	—%	—%	2.4%
Change in Business Solutions permanent reinvestment assertion	1.9%	—%	—%
Lapse of statute of limitations	(0.5)%	(0.7)%	(0.5)%
Valuation allowances	—%	0.2%	0.1%
Other	0.8%	0.2%	1.0%
Effective tax rate	13.9%	12.9%	19.9%

The increase in the Company's effective tax rate for the year ended December 31, 2021 compared to the prior year is primarily due to deferred taxes from changes in certain of the Company's permanent reinvestment assertions relating to its decision to classify its Business Solutions business as held for sale in the current period, partially offset by discrete tax benefits associated with the pension termination and other items. The decrease in the Company's effective tax rate for the year ended December 31, 2020 compared to the prior year is primarily due to a reduction in domestic pre-tax income, prior period settlements in certain geographies, and discrete tax benefits in the current period.

The Company's provision for income taxes consisted of the following components (in millions):

	Year Ended December 31, 2021	2020	2019
Current:			
Federal	$ 43.9	$ 35.7	$ 169.4
State and local	4.3	1.9	18.1
Foreign	84.0	59.3	100.1
Total current taxes	132.2	96.9	287.6
Deferred:			
Federal	(3.6)	14.4	(15.7)
State and local	(2.9)	(0.8)	4.8
Foreign	3.9	0.3	(13.6)
Total deferred taxes	(2.6)	13.9	(24.5)
	$ 129.6	$ 110.8	$ 263.1

Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the book and tax bases of the Company's assets and liabilities. The following table outlines the principal components of deferred tax items (in millions):

	December 31,	
	2021	2020
Deferred tax assets related to:		
Reserves, accrued expenses and employee-related items	$ 13.6	$ 22.9
Lease liabilities	21.2	23.8
Tax attribute carryovers	28.0	30.2
Intangibles, property and equipment	11.8	15.1
Other	8.9	8.6
Valuation allowance	(17.8)	(18.6)
Total deferred tax assets	65.7	82.0
Deferred tax liabilities related to:		
Intangibles, property and equipment	218.6	218.0
Lease right-of-use assets	13.8	15.8
Prepaid pension costs	—	7.8
Outside basis difference in Business Solutions	17.9	—
Other	7.4	14.2
Total deferred tax liabilities	257.7	255.8
Net deferred tax liability[a]	$ 192.0	$ 173.8

a) As of December 31, 2021 and 2020, deferred tax assets that cannot be fully offset by deferred tax liabilities in the respective tax jurisdictions of $11.8 million and $15.1 million, respectively, are reflected in Other assets in the Consolidated Balance Sheets.

The valuation allowances are primarily the result of uncertainties regarding the Company's ability to recognize tax benefits associated with certain United States foreign tax credit carryforwards and certain foreign and state net operating losses. Such uncertainties include generating sufficient United States foreign tax credit limitation related to passive income and generating sufficient income. Changes in circumstances, or the identification and implementation of relevant tax planning strategies, could make it foreseeable that the Company will recover these deferred tax assets in the future, which could lead to a reversal of these valuation allowances and a reduction in income tax expense.

Outside tax basis differences of approximately $642 million as of December 31, 2021 primarily relate to undistributed foreign earnings not already subject to United States income tax and additional outside basis difference inherent in certain entities. To the extent such outside basis differences are attributable to undistributed earnings not already subject to United States tax, such undistributed earnings continue to be indefinitely reinvested in foreign operations. Upon the future realization of the Company's basis difference, the Company could be subject to United States income taxes, state income taxes, and possible withholding taxes payable to various foreign countries. However, determination of this amount of unrecognized deferred tax liability is not practicable because of complexities associated with its hypothetical calculation.

Tax reform legislation enacted into United States law in 2017 ("the Tax Act") imposed a domestic one-time tax on the Company's previously undistributed earnings of foreign subsidiaries, with certain exceptions. This tax charge, combined with the Company's other 2017 United States taxable income and tax attributes, resulted in a 2017 United States federal tax liability of approximately $800 million, of which approximately $541 million remained as of December 31, 2021. The Company has elected to pay this liability in periodic installments through 2025. For each of the years ended December 31, 2021, 2020, and 2019, the Company made installment payments of $63.4 million, $64.0 million, and $64.0 million, respectively.

Uncertain Tax Positions

The Company has established contingency reserves for a variety of material, known tax exposures. As of December 31, 2021, the total amount of tax contingency reserves was $318.6 million, including accrued interest and penalties, net of related items. The Company's tax reserves reflect management's judgment as to the resolution of the issues involved if subject to judicial review or other settlement. While the Company believes its reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed its related reserve. With respect to these reserves, the Company's income tax expense would include: (i) any changes in tax reserves arising from material changes during the period in the facts and circumstances (i.e., new information) surrounding a tax issue and (ii) any difference from the Company's tax position as recorded in the financial statements and the final resolution of a tax issue during the period. Such resolution could materially increase or decrease income tax expense in the Company's consolidated financial statements in future periods and could impact operating cash flows.

Unrecognized tax benefits represent the aggregate tax effect of differences between tax return positions and the amounts otherwise recognized in the Company's consolidated financial statements and are reflected in Income taxes payable in the Consolidated Balance Sheets. A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties and before offset of related items, is as follows (in millions):

	2021	2020
Balance as of January 1	$ 340.7	$ 293.9
Increase related to current period tax positions[(a)]	3.1	2.8
Increase related to prior period tax positions[(b)]	7.3	49.7
Decrease related to prior period tax positions	(2.0)	(1.9)
Decrease due to settlements with taxing authorities	(0.6)	—
Decrease due to lapse of applicable statute of limitations	(3.4)	(3.2)
Decrease due to effects of foreign currency exchange rates	(0.5)	(0.6)
Balance as of December 31	$ 344.6	$ 340.7

(a) Includes recurring accruals for issues which initially arose in previous periods.
(b) Includes gross accrual for tax positions associated with current audits.

The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was $333.2 million and $329.2 million as of December 31, 2021 and 2020, respectively, excluding interest and penalties.

The Company recognizes interest and penalties with respect to unrecognized tax benefits in Provision for income taxes in its Consolidated Statements of Income and records the associated liability in Income taxes payable in its Consolidated Balance Sheets. The Company recognized $4.4 million, $1.9 million, and $6.0 million in interest and penalties during the years ended December 31, 2021, 2020, and 2019, respectively. The Company has accrued $32.8 million and $28.6 million for the payment of interest and penalties as of December 31, 2021 and 2020, respectively.

The unrecognized tax benefits accrual as of December 31, 2021 consists of federal, state, and foreign tax matters. It is reasonably possible that the Company's total unrecognized tax benefits will decrease by approximately $55 million during the next 12 months in connection with various matters which may be resolved.

The Company and its subsidiaries file tax returns for the United States, for multiple states and localities, and for various non-United States jurisdictions, and the Company has identified the United States as its major tax jurisdiction, as the income tax imposed by any one foreign country is not material to the Company. The Company's United States federal income tax returns since 2017 are eligible to be examined. The Internal Revenue Service ("IRS") commenced an examination of the Company's U.S. consolidated income tax returns for 2017 and 2018 in the prior year. The IRS anticipates completion of the examination phase in 2022.

12. Employee Benefit Plans

Defined Contribution Plans

The Company administers several defined contribution plans in various countries globally, including The Western Union Company Incentive Savings Plan (the "401(k)"), which covers eligible employees on the United States payroll. Such plans have vesting and employer contribution provisions that vary by country. In addition, the Company sponsors a non-qualified deferred compensation plan for a select group of highly compensated United States employees. The plan provides tax-deferred contributions and the restoration of Company matching contributions otherwise limited under the 401(k). The aggregate amount charged to expense in connection with all of the above plans was $17.8 million, $18.4 million, and $20.0 million for the years ended December 31, 2021, 2020, and 2019, respectively.

Defined Benefit Plan

The Company had a frozen defined benefit pension plan (the "Plan"), for which the funded status was reported in the Consolidated Balance Sheets and measured as the difference between the fair value of the plan assets and the projected benefit obligation. Plan assets, which were managed in a third-party trust, primarily consisted of fixed income and equity investments and had a total fair value of $280.6 million as of December 31, 2020.

On July 22, 2021, the Company's Board of Directors approved a plan to terminate and settle the Plan. Upon settlement in the fourth quarter of 2021, the Company transferred Plan assets to an insurance company that will provide for and pay the remaining benefits to participants.

The Company incurred $109.8 million of charges associated with this settlement. The pre-tax balance in AOCL associated with the Plan, along with costs related to the settlement, were recorded as a component of Total other income/(expense), net, with the related income tax effects recorded in Provision for income taxes, in the Consolidated Statements of Income. As of December 31, 2021, the Company had $18.4 million of restricted cash and $11.9 million of investments remaining from the settlement, which are included in Other assets in the Consolidated Balance Sheets. These assets will be used to fund contributions to the Company's defined contribution plan in future periods.

The benefit obligation was $240.7 million and the discount rate assumption used in the measurement of this obligation was 1.66% for the year ended December 31, 2020. As of December 31, 2020, the fair value of the plan assets exceeded the projected benefit obligation, which resulted in prepaid pension costs of $39.9 million as reported in Other assets. The Plan's overfunded status as of December 31, 2020 was primarily due to favorable investment returns relative to the expected return on plan assets during the year then ended.

The net periodic benefit cost associated with the Plan was $9.4 million, $4.4 million, and $4.1 million for the years ended December 31, 2021, 2020, and 2019, respectively. The Company made no material contributions to the Plan during the years ended December 31, 2021 and 2020.

13. Leases

The Company leases real properties for use as administrative and sales offices, in addition to transportation, office, and other equipment. The Company determines if a contract contains a lease arrangement at the inception of the contract. For leases in which the Company is the lessee, leases are classified as either finance or operating, with classification affecting the pattern of expense recognition. Operating lease ROU assets are initially measured at the present value of lease payments over the lease term plus initial direct costs, if any. If a lease does not provide a discount rate and the rate cannot be readily determined, an incremental borrowing rate is used to determine the present value of future lease payments. Lease and variable non-lease components within the Company's lease agreements are accounted for separately. The Company has no material leases in which the Company is the lessor.

The Company's leasing arrangements are classified as operating leases, for which expense is recognized on a straight-line basis. As of December 31, 2021 and 2020, total ROU assets were $164.5 million and $189.1 million, respectively, and operating lease liabilities were $203.0 million and $234.9 million, respectively. The ROU assets and operating lease liabilities are included in Other assets and Other liabilities, respectively, in the Company's Consolidated Balance Sheets. Cash paid for operating lease liabilities is included in Cash flows from operating activities in the Company's Consolidated Statements of Cash Flows. Operating lease costs, which are included in Total expenses in the Company's Consolidated Statements of Income, were $50.6 million, $59.8 million, and $56.7 million for the years ended December 31, 2021, 2020, and 2019, respectively. Short-term and variable lease costs were not material for the years ended December 31, 2021, 2020, and 2019.

The Company's leases have remaining terms from less than 1 year to nearly 10 years. Certain of these leases contain escalation provisions and/or renewal options, giving the Company the right to extend the lease by up to 10 years. However, a substantial majority of these options are not reflected in the calculation of the ROU asset and operating lease liability due to uncertainty surrounding the likelihood of renewal.

The following table summarizes the weighted-average lease terms and discount rates for operating lease liabilities:

	December 31, 2021	December 31, 2020
Weighted-average remaining lease term (in years)	6.8	7.2
Weighted-average discount rate	5.4%	5.6%

The following table represents maturities of operating lease liabilities as of December 31, 2021 (in millions):

	December 31, 2021
Due within 1 year	$ 45.9
Due after 1 year through 2 years	38.8
Due after 2 years through 3 years	33.8
Due after 3 years through 4 years	28.7
Due after 4 years through 5 years	23.8
Due after 5 years	69.9
Total lease payments	240.9
Less imputed interest	(37.9)
Total operating lease liabilities	$ 203.0

14. Stockholders' Equity

Accumulated Other Comprehensive Loss

AOCL includes all changes in equity during a period that have not yet been recognized in income, except those resulting from transactions with shareholders. The components include unrealized gains and losses on investment securities, unrealized gains and losses from cash flow hedging activities, foreign currency translation adjustments, and defined benefit pension plan adjustments.

Unrealized gains and losses on investment securities that are available for sale, primarily state and municipal debt securities, are included in AOCL until the investment is either sold or experiences a credit loss. See Note 8 for further discussion.

The effective portion of the change in the fair value of derivatives that qualifies as a cash flow hedge is recorded in AOCL. Generally, amounts are recognized in income when the related forecasted transaction affects earnings. See Note 15 for further discussion.

While the United States dollar is the functional currency for substantially all of the Company's businesses, the assets and liabilities of foreign subsidiaries whose functional currency is not the United States dollar are translated using the appropriate exchange rate as of the end of the year. Foreign currency translation adjustments represent unrealized gains and losses on assets and liabilities arising from the difference in these foreign currencies compared to the United States dollar. These gains and losses are accumulated in other comprehensive income/(loss). When a foreign subsidiary is substantially liquidated or sold, the cumulative translation gain or loss is removed from AOCL and recognized as a component of the gain or loss on the liquidation or sale.

On July 22, 2021, the Company's Board of Directors approved a plan to terminate and settle the Company's frozen defined benefit pension plan. As discussed in Note 12, in the fourth quarter of 2021, the Company settled its defined benefit pension plan and incurred approximately $109.8 million of charges associated with this settlement. The pre-tax balance in AOCL was reclassified as a component of Total other income/(expense), net, with the related income tax effects recorded in Provision for income taxes in the Consolidated Statements of Income.

The following table details reclassifications out of AOCL and into Net income. All amounts reclassified from AOCL affect the line items as indicated below, and the amounts in parentheses indicate decreases to Net income in the Consolidated Statements of Income.

	Amounts Reclassified from AOCL to Net Income			
	Income Statement	Year Ended December 31,		
Income for the period (in millions)	**Location**	**2021**	**2020**	**2019**
Accumulated other comprehensive loss components:				
Gains/(losses) on investment securities:				
Available-for-sale securities	Revenues	$ 3.7	$ 0.6	$ 0.6
Income tax expense	Provision for income taxes	(0.8)	(0.1)	(0.1)
Total reclassification adjustments related to investment securities, net of tax		2.9	0.5	0.5
Gains/(losses) on cash flow hedges:				
Foreign currency contracts	Revenues	(7.6)	1.2	14.2
Interest rate contracts	Interest expense	(0.6)	(0.6)	—
Interest rate contracts	Other income/(expense), net	0.7	—	—
Income tax benefit/(expense)	Provision for income taxes	—	0.1	(0.1)
Total reclassification adjustments related to cash flow hedges, net of tax		(7.5)	0.7	14.1
Effects of 2021 settlement and amortization of components of defined benefit plans:				
Settlement charges	Pension settlement charges	(109.8)	—	—
Actuarial loss	Other income/(expense), net	(9.9)	(12.1)	(10.8)
Income tax benefit	Provision for income taxes	25.7	2.7	2.4
Total reclassification adjustments related to defined benefit plans, net of tax		(94.0)	(9.4)	(8.4)
Total reclassifications, net of tax		$ (98.6)	$ (8.2)	$ 6.2

The following tables summarize the components of AOCL, net of tax in the accompanying Consolidated Balance Sheets (in millions):

	Investment Securities	Hedging Activities	Foreign Currency Translation	Defined Benefit Pension Plan	Total
As of December 31, 2020	$ 58.3	$ (30.5)	$ (101.2)	$ (86.1)	$ (159.5)
Unrealized gains/(losses)	(31.0)	42.9	—	(8.7)	3.2
Tax benefit/(expense)	6.0	(1.2)	—	0.8	5.6
Amounts reclassified from AOCL into earnings, net of tax	(2.9)	7.5	—	94.0	98.6
As of December 31, 2021	$ 30.4	$ 18.7	$ (101.2)	$ —	$ (52.1)

	Investment Securities	Hedging Activities	Foreign Currency Translation	Defined Benefit Pension Plan	Total
As of December 31, 2019	$ 24.7	$ (3.6)	$ (101.2)	$ (128.9)	$ (209.0)
Unrealized gains/(losses)	41.5	(26.4)	—	43.5	58.6
Tax benefit/(expense)	(7.4)	0.2	—	(10.1)	(17.3)
Amounts reclassified from AOCL into earnings, net of tax	(0.5)	(0.7)	—	9.4	8.2
As of December 31, 2020	$ 58.3	$ (30.5)	$ (101.2)	$ (86.1)	$ (159.5)

	Investment Securities	Hedging Activities	Foreign Currency Translation	Defined Benefit Pension Plan	Total
As of December 31, 2018	$ (1.1)	$ 7.4	$ (101.2)	$ (136.1)	$ (231.0)
Unrealized gains/(losses)	33.6	2.0	—	(2.0)	33.6
Tax benefit/(expense)	(7.3)	1.1	—	0.8	(5.4)
Amounts reclassified from AOCL into earnings, net of tax	(0.5)	(14.1)	—	8.4	(6.2)
As of December 31, 2019	$ 24.7	$ (3.6)	$ (101.2)	$ (128.9)	$ (209.0)

Cash Dividends Paid

Cash dividends paid for the years ended December 31, 2021, 2020, and 2019 were $380.5 million, $369.9 million, and $340.8 million, respectively. Dividends per share declared quarterly by the Company's Board of Directors during the years ended 2021, 2020, and 2019 were as follows:

Year	Q1	Q2	Q3	Q4
2021	$ 0.235	$ 0.235	$ 0.235	$ 0.235
2020	$ 0.225	$ 0.225	$ 0.225	$ 0.225
2019	$ 0.20	$ 0.20	$ 0.20	$ 0.20

On February 10, 2022, the Company's Board of Directors declared a quarterly cash dividend of $0.235 per common share payable on March 31, 2022.

Share Repurchases

During the years ended December 31, 2021, 2020, and 2019, 19.5 million, 8.5 million, and 26.9 million shares, respectively, were repurchased for $400.0 million, $217.4 million, and $540.0 million, respectively, excluding commissions, at an average cost of $20.56, $25.45, and $20.07, respectively, under the share repurchase authorizations approved by the Company's Board of Directors, including one which expired on December 31, 2021. On February 10, 2022, the Company's Board of Directors authorized $1.0 billion of common stock repurchases through December 31, 2024. The amounts included in the Common stock repurchased line in the Company's Consolidated Statements of Cash Flows represent both shares authorized by the Board of Directors for repurchase under publicly announced authorizations and shares withheld from employees to cover tax withholding obligations on restricted stock units that have vested.

15. Derivatives

The Company is exposed to foreign currency exchange risk resulting from fluctuations in exchange rates, primarily the euro, and, to a lesser degree, the Canadian dollar, the British pound, and other currencies, related to forecasted revenues and settlement assets and obligations, as well as on certain foreign currency denominated cash and other asset and liability positions. The Company is also exposed to risk from derivative contracts, primarily from customer derivatives, arising from its cross-currency Business Solutions payment operations. Additionally, the Company is exposed to interest rate risk related to changes in market rates both prior to and subsequent to the issuance of debt. The Company has used derivatives to: (i) minimize its exposures related to changes in foreign currency exchange rates and interest rates and (ii) facilitate cross-currency Business Solutions payments by writing derivatives to customers.

The Company executes derivatives with established financial institutions; the substantial majority of these financial institutions have a credit rating of "A-" or higher from a major credit rating agency. Customer derivatives written by the Company's Business Solutions operations primarily involve small and medium size enterprises. The primary credit risk inherent in derivative agreements represents the possibility that a loss may occur from the nonperformance of a counterparty to the agreements. The Company performs a review of the credit risk of these counterparties at the inception of the contract and on an ongoing basis, while also monitoring the concentration of its contracts with any individual counterparty. The Company anticipates that the counterparties will be able to fully satisfy their obligations under the agreements, but takes action when doubt arises about the counterparties' ability to perform. These actions may include requiring Business Solutions customers to post or increase collateral, and for all counterparties, the possible termination of the related contracts. The Company's hedged foreign currency exposures are in liquid currencies; consequently, there is minimal risk that appropriate derivatives to maintain the hedging program would not be available in the future.

Foreign Currency Derivatives

The Company's policy is to use longer duration foreign currency forward contracts, with maturities of up to 36 months at inception and a targeted weighted-average maturity of approximately one year, to help mitigate some of the risk that changes in foreign currency exchange rates compared to the United States dollar could have on forecasted revenues denominated in other currencies related to its business. As of December 31, 2021, these foreign currency forward contracts had maturities of a maximum of 24 months with a weighted-average maturity of approximately one year. These contracts are accounted for as cash flow hedges of forecasted revenue, with effectiveness assessed based on changes in the spot rate of the affected currencies during the period of designation and thus time value is excluded from the assessment of effectiveness. The initial value of the excluded components is amortized into Revenues within the Company's Consolidated Statements of Income.

The Company also uses short duration foreign currency forward contracts, generally with maturities ranging from a few days to one month, to offset foreign exchange rate fluctuations on settlement assets and obligations between initiation and settlement. In addition, forward contracts, typically with maturities of less than one year at inception, are utilized to offset foreign exchange rate fluctuations on certain foreign currency denominated cash and other asset and liability positions. None of these contracts are designated as accounting hedges.

The aggregate equivalent United States dollar notional amounts of foreign currency forward contracts as of December 31, 2021 and 2020 were as follows (in millions):

	December 31, 2021
Contracts designated as hedges:	
Euro	$ 399.9
Canadian dollar	134.0
Australian dollar	58.4
Swiss franc	45.9
British pound	43.8
Swedish krona	30.7
Japanese yen	30.4
Other[(a)]	0.9
Contracts not designated as hedges:	
Euro	$ 755.7
British pound	148.1
Canadian dollar	144.2
Australian dollar	98.1
Mexican peso	96.3
Philippine peso	76.2
Indian rupee	63.4
Japanese yen	46.0
Russian ruble	44.4
Chinese yuan	31.6
New Zealand dollar	26.6
Swiss franc	25.1
Swedish krona	25.1
Other[(a)]	132.7

	December 31, 2020
Contracts designated as hedges:	
Euro	$ 428.9
Canadian dollar	131.9
British pound	71.9
Australian dollar	58.3
Swiss franc	41.1
Japanese yen	36.6
Other[(a)]	29.5
Contracts not designated as hedges:	
Euro	$ 533.0
British pound	153.9
Mexican peso	105.0
Indian rupee	81.0
Canadian dollar	71.5
Australian dollar	68.1
Japanese yen	39.6
Philippine peso	35.2
Russian ruble	31.2
Indonesian rupiah	29.1
Swedish krona	26.0
Other[(a)]	151.5

(a) Comprised of exposures to various currencies; none of these individual currency exposures is greater than $25 million.

Business Solutions Operations

The Company writes derivatives, primarily foreign currency forward contracts and option contracts, mostly with small and medium size enterprises and derives a currency spread from this activity as part of its Business Solutions operations. The Company aggregates its Business Solutions foreign currency exposures arising from customer contracts, including the derivative contracts described above, and hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties (economic hedge contracts). The derivatives written are part of the broader portfolio of foreign currency positions arising from the Company's cross-currency payments operations, which primarily include spot exchanges of currency, in addition to forwards and options. Foreign exchange revenues from the total portfolio of positions were $366.8 million, $311.9 million, and $343.1 million for the years ended December 31, 2021, 2020, and 2019, respectively, and were included in Revenues in the Company's Consolidated Statements of Income. None of the derivative contracts used in Business Solutions operations are designated as accounting hedges, and the majority of these derivative contracts have a duration at inception of less than one year.

The aggregate equivalent United States dollar notional amount of derivative customer contracts held by the Company in its Business Solutions operations was approximately $8.0 billion as of December 31, 2021 and 2020. The significant majority of customer contracts are written in the following currencies: the United States dollar, euro, and the Canadian dollar. On August 4, 2021, the Company entered into an agreement to sell its Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC. See Note 5 for further information regarding this transaction.

Interest Rate Hedging

Periodically, the Company utilizes interest rate swaps to effectively change the interest rate payments on a portion of its notes from fixed-rate payments to short-term, variable-rate payments in order to manage its overall exposure to interest rate fluctuations. The Company designates these derivatives as fair value hedges. The change in the fair value of the interest rate swaps is offset by a change in the carrying value of the debt being hedged within Borrowings in the Consolidated Balance Sheets. Interest expense in the Consolidated Statements of Income has been adjusted to include the effects of interest accrued on the swaps.

During the fourth quarter of 2020, the Company entered into two treasury locks to partially fix the treasury yield component associated with the refinance of unsecured notes set to expire in 2022. The notional amounts of these treasury locks were $100.0 million and $150.0 million and were designated as cash flow hedges at the time the agreements were executed.

These treasury locks were terminated in the first quarter of 2021 in conjunction with the issuance of $600.0 million of aggregate principal amount of 1.350% unsecured notes due March 15, 2026 ("2026 Notes"). The Company received a total of $3.3 million upon termination, of which $2.6 million was deferred as a component of AOCL and will be amortized to Interest expense in the Consolidated Statements of Income over the term of the 2026 Notes. As a portion of the forecasted interest payments on the 2026 Notes will occur outside the time period originally specified at designation of the treasury locks as cash flow hedges, $0.7 million was recognized in Other income/(expense), net in the Consolidated Statements of Income, upon termination.

Balance Sheet

The following table summarizes the fair value of derivatives reported in the Company's Consolidated Balance Sheets as of December 31, 2021 and 2020 (in millions):

	Derivative Assets			Derivative Liabilities		
		Fair Value			Fair Value	
	Balance Sheet Location	December 31, 2021	December 31, 2020	Balance Sheet Location	December 31, 2021	December 31, 2020
Derivatives designated as hedges:						
Foreign currency cash flow hedges	Other assets	$ 30.6	$ 9.1	Other liabilities	$ 2.6	$ 24.9
Interest rate cash flow hedges	Other assets	—	—	Other liabilities	—	0.1
Total derivatives designated as hedges		$ 30.6	$ 9.1		$ 2.6	$ 25.0
Derivatives not designated as hedges:						
Business Solutions operations - foreign currency[(a)]	Other assets	$ 213.1	$ 441.4	Other liabilities	$ 174.1	$ 402.5
Foreign currency	Other assets	4.0	2.8	Other liabilities	7.1	2.8
Total derivatives not designated as hedges		$ 217.1	$ 444.2		$ 181.2	$ 405.3
Total derivatives		$ 247.7	$ 453.3		$ 183.8	$ 430.3

(a) In many circumstances, the Company allows its Business Solutions customers to settle part or all of their derivative contracts prior to maturity. However, the offsetting positions originally entered into with financial institution counterparties do not allow for similar settlement. To mitigate this, additional foreign currency contracts are entered into with financial institution counterparties to offset the original economic hedge contracts. This frequently results in changes in the Company's derivative assets and liabilities that may not directly align with the performance in the underlying derivatives business.

The fair values of derivative assets and liabilities associated with contracts that include netting language that the Company believes to be enforceable have been netted in the following tables to present the Company's net exposure with these counterparties. The Company's rights under these agreements generally allow for transactions to be settled on a net basis, including upon early termination, which could occur upon the counterparty's default, a change in control, or other conditions.

In addition, certain of the Company's other agreements include netting provisions, the enforceability of which may vary from jurisdiction to jurisdiction, depending on the circumstances. Due to the uncertainty related to the enforceability of these provisions, the derivative balances associated with these agreements are included within "Derivatives that are not or may not be subject to master netting arrangement or similar agreement" in the following tables. In certain circumstances, the Company may require its Business Solutions customers to maintain collateral balances, which may mitigate the risk associated with potential customer defaults.

The following tables summarize the gross and net fair value of derivative assets and liabilities as of December 31, 2021 and 2020 (in millions):

Offsetting of Derivative Assets

December 31, 2021	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts Presented in the Consolidated Balance Sheets	Derivatives Not Offset in the Consolidated Balance Sheets	Net Amounts
Derivatives subject to a master netting arrangement or similar agreement	$ 163.9	$ —	$ 163.9	$ (92.4)	$ 71.5
Derivatives that are not or may not be subject to master netting arrangement or similar agreement	83.8				
Total	$ 247.7				
December 31, 2020					
Derivatives subject to a master netting arrangement or similar agreement	$ 165.1	$ —	$ 165.1	$ (155.1)	$ 10.0
Derivatives that are not or may not be subject to master netting arrangement or similar agreement	288.2				
Total	$ 453.3				

Offsetting of Derivative Liabilities

December 31, 2021	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts Presented in the Consolidated Balance Sheets	Derivatives Not Offset in the Consolidated Balance Sheets	Net Amounts
Derivatives subject to a master netting arrangement or similar agreement	$ 109.6	$ —	$ 109.6	$ (92.4)	$ 17.2
Derivatives that are not or may not be subject to master netting arrangement or similar agreement	74.2				
Total	$ 183.8				
December 31, 2020					
Derivatives subject to a master netting arrangement or similar agreement	$ 356.2	$ —	$ 356.2	$ (155.1)	$ 201.1
Derivatives that are not or may not be subject to master netting arrangement or similar agreement	74.1				
Total	$ 430.3				

Income Statement

Cash Flow and Fair Value Hedges

The effective portion of the change in the fair value of derivatives that qualify as cash flow hedges is recorded in AOCL in the Company's Consolidated Balance Sheets. Generally, amounts are recognized in income when the related forecasted transaction affects earnings.

The following table presents the pre-tax amount of unrealized gains/(losses) recognized in other comprehensive income from cash flow hedges for the years ended December 31, 2021, 2020, and 2019 (in millions):

	Year Ended December 31,		
	2021	2020	2019
Foreign currency derivatives[(a)]	$ 39.5	$ (26.3)	$ 2.0
Interest rate derivatives	3.4	(0.1)	—

(a) For the years ended December 31, 2021, 2020, and 2019, gains/(losses) of ($2.4) million, $0.3 million, and $1.5 million, respectively, represent amounts excluded from the assessment of effectiveness and recognized in other comprehensive income, for which an amortization approach is applied.

The following table presents the location and amounts of pre-tax net gains/(losses) from fair value and cash flow hedging relationships recognized in the Consolidated Statements of Income for the years ended December 31, 2021, 2020, and 2019 (in millions):

	Year Ended December 31,						
	2021			2020		2019	
	Revenues	Interest Expense	Other Income/ (Expense), net	Revenues	Interest Expense	Revenues	Interest Expense
Total amounts presented in the Consolidated Statements of Income in which the effects of cash flow hedges are recorded	$ 5,070.8	$ (105.5)	$ (21.7)	$ 4,835.0	$ (118.5)	$ 5,292.1	$ (152.0)
Gain/(loss) on fair value hedges:							
Interest rate derivatives:							
Hedged items	—	—	—	—	—	—	(0.1)
Derivatives designated as hedging instruments	—	—	—	—	—	—	1.0
Gain/(loss) on cash flow hedges:							
Foreign currency derivatives:							
Gains/(losses) reclassified from AOCL into earnings	(7.6)	—	—	1.2	—	14.2	—
Amount excluded from effectiveness testing recognized in earnings based on an amortization approach	6.1	—	—	10.4	—	11.5	—
Amount excluded from effectiveness testing recognized in earnings based on changes in fair value	—	—	—	—	—	2.9	—
Interest rate derivatives:							
Gains/(losses) reclassified from AOCL into earnings	—	(0.6)	0.7	—	(0.6)	—	—

Undesignated Hedges

The following table presents the location and amount of pre-tax net gains/(losses) from undesignated hedges in the Consolidated Statements of Income on derivatives for the years ended December 31, 2021, 2020, and 2019 (in millions):

		Year Ended December 31,		
Derivatives[(a)]	**Location**	**2021**	**2020**	**2019**
Foreign currency derivatives[(b)]	Selling, general, and administrative	$ 52.0	$ 15.9	$ 23.9
Foreign currency derivatives	Revenues	—	—	0.3
Total gain		$ 52.0	$ 15.9	$ 24.2

(a) The Company uses foreign currency forward and option contracts as part of its Business Solutions payments operations. These derivative contracts are excluded from this table as they are managed as part of a broader currency portfolio that includes non-derivative currency exposures. The gains and losses on these derivatives are included as part of the broader disclosure of portfolio revenue for this business discussed above.

(b) The Company uses foreign currency forward contracts to offset foreign exchange rate fluctuations on settlement assets and obligations, as well as certain foreign currency denominated positions. Foreign exchange gains/(losses) on settlement assets and obligations, cash balances, and other assets and liabilities, not including amounts related to derivative activity as displayed above, and included in Selling, general, and administrative in the Consolidated Statements of Income, were $(56.1) million, $(37.0) million, and $(33.1) million for the years ended December 31, 2021, 2020, and 2019, respectively.

All cash flows associated with derivatives are included in Cash flows from operating activities in the Consolidated Statements of Cash Flows.

Based on December 31, 2021 foreign exchange rates, an accumulated other comprehensive pre-tax gain of $16.5 million related to the foreign currency forward contracts is expected to be reclassified into Revenues within the next 12 months.

16. Borrowings

The Company's outstanding borrowings consisted of the following (in millions):

	December 31, 2021	December 31, 2020
Commercial paper	$ 275.0	$ 80.0
Notes:		
3.600% notes due 2022[a]	—	500.0
4.250% notes due 2023[b]	300.0	300.0
2.850% notes due 2025[b]	500.0	500.0
1.350% notes due 2026 (effective rate of 1.5%)[a]	600.0	—
2.750% notes due 2031 (effective rate of 2.9%)[a]	300.0	—
6.200% notes due 2036[b]	500.0	500.0
6.200% notes due 2040[b]	250.0	250.0
Term loan facility borrowing (effective rate of 1.4%)[a]	300.0	950.0
Total borrowings at par value	3,025.0	3,080.0
Debt issuance costs and unamortized discount, net	(16.6)	(12.8)
Total borrowings at carrying value[c]	$ 3,008.4	$ 3,067.2

(a) See the *Term Loan Facility* and *Notes* sections below for further discussion of the borrowings and repayments of the unsecured notes and term loan made in 2021.
(b) The difference between the stated interest rate and the effective interest rate is not significant.
(c) As of December 31, 2021, the Company's weighted-average effective rate on total borrowings was approximately 3.3%.

The following summarizes the Company's maturities of notes and term loan at par value as of December 31, 2021 (in millions):

Due within 1 year	$ —
Due after 1 year through 2 years	300.0
Due after 2 years through 3 years	300.0
Due after 3 years through 4 years	500.0
Due after 4 years through 5 years	600.0
Due after 5 years	1,050.0
Total	$ 2,750.0

The Company's obligations with respect to its outstanding borrowings, as described below, rank equally.

Commercial Paper Program

Pursuant to the Company's commercial paper program, the Company may issue unsecured commercial paper notes in an amount not to exceed $1.5 billion outstanding at any time, reduced to the extent of borrowings outstanding on the Company's Revolving Credit Facility as defined below. The commercial paper notes may have maturities of up to 397 days from date of issuance. The Company's commercial paper borrowings as of December 31, 2021 had a weighted-average annual interest rate of approximately 0.2% and a weighted-average term of approximately 5 days. As of December 31, 2021 and 2020, the Company had $275.0 million and $80.0 million in commercial paper borrowings outstanding, respectively.

Revolving Credit Facility

On December 18, 2018, the Company entered into a credit agreement providing for unsecured financing facilities in an aggregate amount of $1.5 billion, including a $250.0 million letter of credit sub-facility (“Revolving Credit Facility”). On December 18, 2019, the Company extended the final maturity date of the Revolving Credit Facility to January 8, 2025. Consistent with the prior facility, as described below, the Company is required to maintain compliance with a consolidated adjusted Earnings before Interest, Taxes, Depreciation and Amortization interest coverage ratio covenant of greater than 3:1 for each period of four consecutive fiscal quarters. The Revolving Credit Facility supports borrowings under the Company’s commercial paper program.

Interest due under the Revolving Credit Facility is fixed for the term of each borrowing and is payable according to the terms of that borrowing. Generally, interest is calculated using a selected LIBOR rate plus an interest rate margin of 110 basis points. A facility fee of 15 basis points is also payable quarterly on the total facility, regardless of usage. Both the interest rate margin and facility fee percentage are based on certain of the Company’s credit ratings.

As of December 31, 2021 and 2020, the Company had no outstanding borrowings under its Revolving Credit Facility.

Term Loan Facility

On December 18, 2018, the Company extended the Term Loan Facility providing for an unsecured delayed draw term loan facility in an aggregate amount of $950.0 million. In October 2016, the Company borrowed $575.0 million under the prior term loan facility. In December 2018, the Company borrowed the remaining amount available under the Term Loan Facility. In the first quarter of 2021, proceeds from the 2026 Notes (as defined in Note 15) and the 2031 Notes (as defined below), and cash, including cash generated from operations, were used to repay $650.0 million of the Term Loan Facility. On January 4, 2022, the Company repaid all remaining borrowings owed under the Term Loan Facility for total consideration of $300.0 million, using proceeds from commercial paper and cash, including cash generated from operations. The Company is no longer able to borrow money under this facility.

Notes

On March 9, 2021, the Company issued $600.0 million of the 2026 Notes and $300.0 million of aggregate principal amount of 2.750% unsecured notes due March 15, 2031 (“2031 Notes”). Interest with respect to these notes is payable semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2021. If a change of control triggering event occurs, holders of the 2026 Notes and 2031 Notes may require the Company to repurchase some or all of their notes at a price equal to 101% of the principal amount of their notes, plus any accrued and unpaid interest. The Company may redeem the 2026 Notes and the 2031 Notes, in whole or in part, at any time prior to February 15, 2026 and December 15, 2030, respectively, at the greater of par or a price based on the applicable treasury rate plus 15 and 25 basis points, respectively. The Company may redeem the 2026 Notes and the 2031 Notes at any time after February 15, 2026 and December 15, 2030, respectively, at a price equal to par, plus accrued interest.

On November 25, 2019, the Company issued $500.0 million of aggregate principal amount of unsecured notes due January 10, 2025 ("2025 Notes"). The Company used the net proceeds from the sale of the 2025 Notes to redeem the Company's unsecured notes that were due on April 1, 2020 and for general corporate purposes. Interest with respect to the 2025 Notes is payable semi-annually in arrears on January 10 and July 10 of each year, beginning on July 10, 2020, based on the per annum rate of 2.850%. The interest rate payable on the 2025 Notes will be increased if the debt rating assigned to these notes is downgraded by an applicable credit rating agency, beginning at a downgrade below investment grade. However, in no event will the interest rate on the 2025 Notes exceed 4.850% per annum. The interest rate payable on the 2025 Notes may also be adjusted downward for debt rating upgrades subsequent to any debt rating downgrades but may not be adjusted below 2.850% per annum. The Company may redeem the 2025 Notes, in whole or in part, at any time prior to December 10, 2024 at the greater of par or a price based on the applicable treasury rate plus 20 basis points. The Company may redeem the 2025 Notes at any time after December 10, 2024 at a price equal to par, plus accrued interest.

On June 11, 2018, the Company issued $300.0 million of aggregate principal amount of unsecured notes due June 9, 2023 ("2023 Notes"). Interest with respect to the 2023 Notes is payable semi-annually in arrears on June 9 and December 9 of each year, beginning on December 9, 2018, based on the per annum rate of 4.250%. The interest rate payable on the 2023 Notes will be increased if the debt rating assigned to these notes is downgraded by an applicable credit rating agency, beginning at a downgrade below investment grade. However, in no event will the interest rate on the 2023 Notes exceed 6.250% per annum. The interest rate payable on the 2023 Notes may also be adjusted downward for debt rating upgrades subsequent to any debt rating downgrades but may not be adjusted below 4.250% per annum. The Company may redeem the 2023 Notes, in whole or in part, at any time prior to May 9, 2023 at the greater of par or a price based on the applicable treasury rate plus 25 basis points. The Company may redeem the 2023 Notes at any time after May 9, 2023 at a price equal to par, plus accrued interest.

On August 22, 2017, the Company issued $250.0 million of aggregate principal amount of unsecured floating rate notes due May 22, 2019 ("Floating Rate Notes"). The Floating Rate Notes were repaid in May 2019 using proceeds from the Speedpay divestiture (see Note 5), commercial paper, and cash, including cash generated from operations.

On March 15, 2017, the Company issued $400.0 million of aggregate principal amount of unsecured notes due March 15, 2022. On August 22, 2017, the Company issued an additional $100.0 million of aggregate principal amount of unsecured notes due March 15, 2022 for an aggregate principal total of $500.0 million of 3.600% unsecured notes ("2022 Notes"). The 2022 Notes were repaid in April 2021 using proceeds from the 2026 Notes and the 2031 Notes. The cost associated with the early termination of the 2022 Notes, including the make-whole premium of $14.3 million, was recorded to Other income/(expense), net, during the year ended December 31, 2021.

On November 22, 2013, the Company issued $250.0 million of aggregate principal amount of unsecured notes due May 22, 2019 ("2019 Notes"). The 2019 Notes were repaid in May 2019 using proceeds from the Speedpay divestiture (see Note 5), commercial paper, and cash, including cash generated from operations.

On June 21, 2010, the Company issued $250.0 million of aggregate principal amount of unsecured notes due June 21, 2040 ("2040 Notes"). Interest with respect to the 2040 Notes is payable semi-annually on June 21 and December 21 each year based on the fixed per annum rate of 6.200%. The Company may redeem the 2040 Notes at any time prior to maturity at the greater of par or a price based on the applicable treasury rate plus 30 basis points.

On March 30, 2010, the Company exchanged $303.7 million of aggregate principal amount of unsecured notes due November 17, 2011 for unsecured notes due April 1, 2020 (“2020 Notes”). Interest with respect to the 2020 Notes was payable semi-annually on April 1 and October 1 each year based on the fixed per annum rate of 5.253%. In connection with the exchange, note holders were given a 7% premium ($21.2 million), which approximated market value at the exchange date, as additional principal. As this transaction was accounted for as a debt modification, this premium was not charged to expense. Rather, the premium, along with the offsetting hedge accounting adjustments, was accreted into Interest expense over the life of the notes. On November 18, 2019, the Company announced a cash tender offer on the Company’s outstanding 2020 Notes. On November 25, 2019, the Company purchased the principal amount of $56.1 million, plus accrued interest, pursuant to the tender offer. On December 27, 2019, the Company redeemed the remaining principal amount of $268.8 million, plus accrued interest. The total premium paid to redeem the 2020 Notes was $3.1 million.

On November 17, 2006, the Company issued $500.0 million of aggregate principal amount of unsecured notes due November 17, 2036 (“2036 Notes”). Interest with respect to the 2036 Notes is payable semi-annually on May 17 and November 17 each year based on the fixed per annum rate of 6.200%. The Company may redeem the 2036 Notes at any time prior to maturity at the greater of par or a price based on the applicable treasury rate plus 25 basis points.

The Revolving Credit Facility contains covenants, subject to certain exceptions, that, among other things, limit or restrict the Company’s ability to sell or transfer assets or merge or consolidate with another company, grant certain types of security interests, incur certain types of liens, impose restrictions on subsidiary dividends, enter into sale and leaseback transactions, incur certain subsidiary level indebtedness, or use proceeds in violation of anti-corruption or anti-money laundering laws. The Company’s notes are subject to similar covenants except that only the 2036 Notes contain covenants limiting or restricting subsidiary indebtedness, and none of the Company’s notes are subject to a covenant that limits the Company’s ability to impose restrictions on subsidiary dividends.

Certain of the Company’s notes (including the 2023 Notes, 2025 Notes, 2026 Notes, 2031 Notes, and 2040 Notes) include a change of control triggering event provision, as defined in the terms of the notes. If a change of control triggering event occurs, holders of the notes may require the Company to repurchase some or all of their notes at a price equal to 101% of the principal amount of their notes, plus any accrued and unpaid interest. A change of control triggering event will occur when there is a change of control involving the Company and among other things, within a specified period in relation to the change of control, the notes are downgraded from an investment grade rating to below an investment grade rating by certain major credit rating agencies.

17. Stock-Based Compensation Plans

The Western Union Company 2006 Long-Term Incentive Plan and 2015 Long-Term Incentive Plan

The Western Union Company 2015 Long-Term Incentive Plan (“2015 LTIP”), approved on May 15, 2015, provides for the granting of stock options, restricted stock awards and units, unrestricted stock awards and units, and other equity-based awards to employees and non-employee directors of the Company. Prior to this, equity-based awards were granted out of the 2006 Long-Term Incentive Plan (“2006 LTIP”). Shares available for grant under the 2015 LTIP were 15.7 million as of December 31, 2021.

Stock options granted to employees under the 2015 LTIP and the 2006 LTIP are issued with exercise prices equal to the fair market value of Western Union common stock on the grant date, have 10-year terms, and typically vest over four equal annual increments beginning one year after the grant date. Stock options granted to executive officers and retirement eligible employees generally vest on a prorated basis upon termination. Compensation expense related to stock options is recognized over the requisite service period, which is the same as the vesting period.

Restricted stock units granted to employees typically vest three years after the grant date or vest over three or four equal annual increments beginning one year after the grant date. Restricted stock units granted to executive officers and retirement eligible employees generally vest on a prorated basis upon termination. The fair value of restricted stock units is measured based on the fair value of the shares on the grant date. The majority of stock unit awards granted prior to 2019 do not provide for the payment of dividend equivalents. For those grants, the value of the grant is reduced by the net present value of the foregone dividend equivalent payments. Beginning with awards granted in February 2019, restricted stock units accrue dividend equivalents, with dividend equivalents paid in cash to the extent that the underlying shares vest. Restricted stock units that accrue dividend equivalents are valued using the Company's stock price on the grant date. Compensation expense related to restricted stock units is recognized over the requisite service period, which is the same as the vesting period.

The compensation committee of the Company's Board of Directors has granted the Company's executive officers and certain other key employees, excluding the CEO, long-term incentive awards under the 2015 LTIP, which consisted of 50% Financial PSUs (as defined below), 30% restricted stock unit awards, and 20% TSR PSUs (as defined below) in 2021 and 2020. The former CEO received long-term incentive awards under the 2015 LTIP consisting of 50% Financial PSUs, 20% TSR PSUs, 20% stock option awards, and 10% restricted stock unit awards in 2021 and 2020. The compensation committee granted Senior Vice Presidents of the Company awards under the 2015 LTIP, which consisted of 50% Financial PSUs and 50% restricted stock unit awards in 2021 and 2020. The compensation committee granted certain other non-executive employees of the Company participating in the 2015 LTIP annual equity grants consisting of restricted stock unit awards and Financial PSUs in 2021 and 2020.

In December 2021, the Company granted its new CEO restricted stock units and stock options on the date of hire. The terms of these awards are consistent with the restricted stock units and stock options discussed above, with the exception of the vesting period of the restricted stock units, which vest over two equal increments in August 2022 and February 2023.

The performance-based restricted stock units granted to the Company's executives in 2021 are restricted stock units and consist of two separate awards. The first award consists of performance-based restricted stock units, which require the Company to meet certain annual financial objectives over a three-year performance period (2021 through 2023) ("Financial PSUs"). Beginning with awards granted in February 2019, Financial PSUs accrue dividend equivalents, with dividend equivalents paid in cash to the extent that the underlying shares vest. The second award consists of performance-based restricted stock units with a market condition tied to the Company's total shareholder return in relation to the S&P 500 Index as calculated over a three-year performance period (2021 through 2023) ("TSR PSUs"). Both of these awards will vest 100% on the third anniversary of the grant date, contingent upon threshold market and financial performance metrics being met. The actual number of performance-based restricted stock units that the recipients will receive for awards in 2021 and 2020 range from 0% up to 200% of the target number of stock units granted, contingent upon actual financial and total shareholder return performance results. The grant date fair value of all performance-based restricted stock units is fixed, and the amount of restricted stock units that will ultimately vest depends upon the level of achievement of the performance and market conditions over the performance period. Financial PSUs and TSR PSUs granted to executive officers and retirement eligible employees generally vest on a prorated basis upon termination. The fair value of the Financial PSUs is measured with a methodology similar to that used to value the restricted stock units discussed above, while the fair value of the TSR PSUs is determined using the Monte-Carlo simulation model. Unlike the Financial PSUs, compensation costs related to the TSR PSUs are recognized regardless of whether the market condition is satisfied, provided that the requisite service period has been completed.

The Company has also granted restricted stock units and options under the 2015 LTIP to the non-employee directors of the Company. The fair value of these restricted stock units is measured based on the fair value of the shares on the grant date and may be settled upon vesting unless the participant elects to defer the receipt of common shares under the applicable plan rules. Options have 10-year terms and are issued with exercise prices equal to the fair market value of Western Union common stock on the grant date. Both of these awards vest one year after the grant date and on a prorated basis upon a qualifying departure. Compensation expense for these awards is recognized over the requisite service period, which is the same as the vesting period.

Stock Option Activity

A summary of stock option activity for the year ended December 31, 2021 was as follows (options and aggregate intrinsic value in millions):

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding as of January 1	4.9	$ 19.11		
Granted	2.6	$ 18.87		
Exercised	(0.6)	$ 19.59		
Cancelled/forfeited	—	$ 21.00		
Outstanding as of December 31	7.0	$ 18.98	6.9	$ 2.3
Options exercisable as of December 31	3.6	$ 18.48	4.5	$ 1.9

The Company received $11.6 million, $2.2 million, and $36.7 million, in cash proceeds related to the exercise of stock options during the years ended December 31, 2021, 2020, and 2019, respectively. Upon the exercise of stock options, shares of common stock are issued from authorized common shares.

The Company realized total tax benefits during the years ended December 31, 2021, 2020, and 2019 from stock option exercises of $0.6 million, $0.2 million, and $2.4 million, respectively.

The total intrinsic value of stock options exercised during the years ended December 31, 2021, 2020, and 2019 was $2.8 million, $0.8 million, and $11.6 million, respectively.

Restricted Stock Activity

A summary of activity for restricted stock units and performance-based restricted stock units for the year ended December 31, 2021 was as follows (units in millions):

	Units	Weighted-Average Grant-Date Fair Value
Non-vested as of January 1	6.9	$ 20.88
Granted	3.7	$ 22.63
Vested	(2.1)	$ 20.03
Forfeited	(1.0)	$ 21.52
Non-vested as of December 31	7.5	$ 21.91

Stock-Based Compensation Expense

The following table sets forth the total impact on earnings for stock-based compensation expense recognized in the Consolidated Statements of Income resulting from stock options, restricted stock units, performance-based restricted stock units and deferred stock units for the years ended December 31, 2021, 2020, and 2019 (in millions, except per share data):

	2021	2020	2019
Stock-based compensation expense	$ (44.3)	$ (41.7)	$ (48.9)
Income tax benefit from stock-based compensation expense	7.5	6.9	8.5
Net income impact	$ (36.8)	$ (34.8)	$ (40.4)
Earnings per share impact:			
Basic and diluted	$ (0.09)	$ (0.08)	$ (0.09)

As of December 31, 2021, there was $8.1 million of total unrecognized compensation cost, net of assumed forfeitures, related to non-vested stock options, which is expected to be recognized over a weighted-average period of 3.7 years, and there was $71.1 million of total unrecognized compensation cost, net of assumed forfeitures, related to non-vested restricted stock units and performance-based restricted stock units, which is expected to be recognized over a weighted-average period of 1.9 years.

Fair Value Assumptions

The Company used the following assumptions for the Black-Scholes option pricing model to determine the value of Western Union options granted for the years ended December 31, 2021, 2020, and 2019:

	2021	2020	2019
Stock options granted:			
Weighted-average risk-free interest rate	1.3%	1.5%	2.5%
Weighted-average dividend yield	4.2%	4.0%	4.2%
Volatility	29.1%	25.2%	22.8%
Expected term (in years)	7.03	7.12	7.05
Weighted-average grant date fair value	$ 3.26	$ 3.96	$ 2.56

Risk-free interest rate - The risk-free rate for stock options granted during all periods presented was determined by using a United States Treasury rate for the period that coincided with the expected terms listed above.

Expected dividend yield - The Company's expected annual dividend yield for all periods presented was the calculation of the annualized Western Union dividend divided by an average Western Union stock price on each respective grant date.

Expected volatility - For the Company's CEO and non-employee directors, the Company used a blend of implied and historical volatility, which was calculated using the market price of traded options on Western Union's common stock and the historical volatility of Western Union stock data. There were no options granted to non-executive employees in 2021, 2020, or 2019.

Expected term - For 2021, 2020, and 2019, the expected term for the CEO and non-employee director grants was approximately seven years and eight years, respectively. The Company's expected term for options was based upon, among other things, historical exercises, the vesting term of the Company's options, and the options' contractual term of 10 years.

The assumptions used to calculate the fair value of options granted are evaluated and revised, as necessary, to reflect market conditions and the Company's historical experience and future expectations. The calculated fair value is recognized as compensation cost in the Company's consolidated financial statements over the requisite service period of the entire award. Compensation cost is recognized only for those options expected to vest, with forfeitures estimated at the date of grant and evaluated and adjusted periodically to reflect the Company's historical experience and future expectations. Any change in the forfeiture assumption is accounted for as a change in estimate, with the cumulative effect of the change on periods previously reported being reflected in the consolidated financial statements of the period in which the change is made.

18. Segments

As further described in Note 1, the Company classifies its business into two segments: Consumer-to-Consumer and Business Solutions. Operating segments are defined as components of an enterprise that engage in business activities, about which separate financial information is available that is evaluated regularly by the Company's CODM in allocating resources and assessing performance.

The Consumer-to-Consumer operating segment facilitates money transfers between two consumers. The segment includes five geographic regions whose functions are primarily related to generating, managing, and maintaining agent relationships and localized marketing activities. The Company includes Digital Money Transfer transactions in its regions, including transactions from the Company's arrangements with financial institutions and other third parties to enable such entities to offer money transfer services to their own customers under their brands. By means of common processes and systems, these regions, including Digital Money Transfer transactions, create one interconnected global network for consumer transactions, thereby constituting one Consumer-to-Consumer money transfer business and one operating segment.

The Business Solutions operating segment facilitates payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals. On August 4, 2021, the Company entered into an agreement to sell its Business Solutions business to Goldfinch Partners LLC and The Baupost Group LLC. See Note 5 for further information regarding this transaction.

All businesses and other services that have not been classified in the above segments are reported as Other, which primarily includes the Company's bill payment services which facilitate payments from consumers to businesses and other organizations and the Company's money order services. In May 2019, the Company sold a substantial majority of its United States based electronic bill payment services, as discussed in Note 5.

The Company's segments are reviewed separately below because each segment represents a strategic business unit that offers different products and serves different markets. The business segment measurements provided to, and evaluated by, the Company's CODM are computed in accordance with the following principles:

- The accounting policies of the segments are the same as those described in the summary of significant accounting policies.
- Corporate costs, including stock-based compensation and other overhead, are allocated to the segments primarily based on a percentage of the segments' revenue compared to total revenue.

- As described in Note 4, on August 1, 2019, the Company's Board of Directors approved an overall plan to change the Company's operating model and improve its business processes and cost structure by reducing its headcount and consolidating various facilities. For the years ended December 31, 2020 and 2019, the Company incurred $36.8 million and $115.5 million, respectively, related to this plan. While certain of these expenses may be identifiable to the Company's segments, primarily the Company's Consumer-to-Consumer segment, the expenses are not included in the measurement of segment operating income provided to the CODM for purposes of assessing segment performance and decision making with respect to resource allocation.

- The CODM does not review total assets by segment for purposes of assessing segment performance and allocating resources. As such, the disclosure of total assets by segment has not been included below.

- All items not included in operating income are excluded from the segments.

The following tables present the Company's segment results for the years ended December 31, 2021, 2020, and 2019 (in millions):

	Year Ended December 31,		
	2021	2020	2019
Revenues:			
Consumer-to-Consumer	$ 4,394.0	$ 4,220.0	$ 4,407.8
Business Solutions[a]	421.8	356.1	388.8
Other[b]	255.0	258.9	495.5
Total consolidated revenues	$ 5,070.8	$ 4,835.0	$ 5,292.1
Operating income:			
Consumer-to-Consumer	$ 977.6	$ 924.7	$ 975.4
Business Solutions[a]	95.5	24.4	46.8
Other[b]	50.0	55.0	27.3
Total segment operating income[c]	1,123.1	1,004.1	1,049.5
Restructuring-related expenses (Note 4)	—	(36.8)	(115.5)
Total consolidated operating income	$ 1,123.1	$ 967.3	$ 934.0

(a) On August 4, 2021, the Company entered into an agreement to sell its Business Solutions business, as further discussed in Note 5.

(b) Other primarily consists of the Company's bill payment services which facilitate payments from consumers to businesses and other organizations. In May 2019, the Company sold a substantial majority of its United States based electronic bill payment services known as Speedpay and Paymap, as discussed in Note 5. Speedpay revenues included in the Company's results were $125.4 million for the year ended December 31, 2019. Speedpay direct operating expenses were $98.2 million for the year ended December 31, 2019. Paymap revenues included in the Company's results were $5.3 million for the year ended December 31, 2019. Paymap direct operating expenses were $2.2 million for the year ended December 31, 2019.

(c) In the first quarter of 2020, the Company changed its expense allocation method so that its corporate data center and network engineering information technology expenses are allocated based on a percentage of relative revenue. In 2019, these costs had been allocated based in part on a percentage of relative transactions. The Company believes that an allocation method based fully on relative revenue presents a more representative view of segment profitability, as certain of the Company's services, particularly some of its bill payment services and its money order services, have much lower revenues per transaction than the Company's other services. Further, these technology expenses are becoming increasingly based on data storage utilized and less based on the number of transactions processed. For the year ended December 31, 2019, this change would have decreased Consumer-to-Consumer operating income and increased Other operating income by $49.6 million. Business Solutions was not materially impacted by the change in the allocation method.

	Year Ended December 31,		
	2021	2020	2019
Depreciation and amortization:			
Consumer-to-Consumer	$ 181.6	$ 178.5	$ 194.5
Business Solutions	16.1	36.1	39.6
Other	10.5	11.0	23.6
Total consolidated depreciation and amortization	$ 208.2	$ 225.6	$ 257.7
Capital expenditures:			
Consumer-to-Consumer	$ 192.3	$ 133.5	$ 97.0
Business Solutions	5.2	10.3	7.7
Other	17.1	13.0	23.0
Total consolidated capital expenditures	$ 214.6	$ 156.8	$ 127.7

The geographic split of revenue below for the Consumer-to-Consumer and Business Solutions segments and Other is based upon the country where the transaction is initiated with 100% of the revenue allocated to that country. Long-lived assets, consisting of property and equipment, net, are presented based upon the location of the assets.

Based on the method used to attribute revenue between countries described in the paragraph above, each individual country outside the United States accounted for less than 10% of consolidated revenue for the years ended December 31, 2021, 2020, and 2019, respectively. In addition, each individual agent or Business Solutions customer accounted for less than 10% of consolidated revenue during these periods.

Information concerning principal geographic areas was as follows (in millions):

	Year Ended December 31,		
	2021	2020	2019
Revenue:			
United States	$ 1,702.0	$ 1,678.4	$ 1,896.1
International	3,368.8	3,156.6	3,396.0
Total	$ 5,070.8	$ 4,835.0	$ 5,292.1
Long-lived assets:			
United States[(a)]	$ 82.0	$ 100.4	$ 173.7
International	53.7	50.0	62.5
Total[(b)]	$ 135.7	$ 150.4	$ 236.2

(a) Assets held for sale of $49.3 million, which primarily consisted of the Company's former headquarters, were included in Other assets as of December 31, 2019 in the Company's Consolidated Balance Sheets. In 2020, the Company sold its former corporate headquarters and other property and recorded an immaterial gain on the sales.

(b) As of December 31, 2021, Long-lived assets in United States and International include Assets held for sale of $1.4 million and $4.9 million, respectively, related to the Company's Business Solutions business, as further discussed in Note 5.

THE WESTERN UNION COMPANY

SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT

The following lists the condensed financial information for the parent company as of December 31, 2021 and 2020 and Condensed Statements of Income and Comprehensive Income and Condensed Statements of Cash Flows for each of the three years in the period ended December 31, 2021.

THE WESTERN UNION COMPANY

CONDENSED BALANCE SHEETS
(PARENT COMPANY ONLY)
(in millions, except per share amounts)

	December 31, 2021	December 31, 2020
Assets		
Cash and cash equivalents	$ 2.1	$ 2.1
Property and equipment, net of accumulated depreciation of $50.1 and $37.0, respectively	41.4	54.0
Other assets	90.0	96.2
Investment in subsidiaries	5,450.0	5,661.3
Total assets	$ 5,583.5	$ 5,813.6
Liabilities and stockholders' equity		
Liabilities:		
Accounts payable and accrued liabilities	$ 58.0	$ 53.0
Income taxes payable	477.4	551.5
Payable to subsidiaries, net	1,590.3	1,852.6
Borrowings	3,008.4	3,067.2
Other liabilities	93.8	102.7
Total liabilities	5,227.9	5,627.0
Stockholders' equity:		
Preferred stock, $1.00 par value; 10 shares authorized; no shares issued	—	—
Common stock, $0.01 par value; 2,000 shares authorized; 393.8 shares and 411.2 shares issued and outstanding as of December 31, 2021 and December 31, 2020, respectively	3.9	4.1
Capital surplus	941.0	885.1
Accumulated deficit	(537.2)	(543.1)
Accumulated other comprehensive loss	(52.1)	(159.5)
Total stockholders' equity	355.6	186.6
Total liabilities and stockholders' equity	$ 5,583.5	$ 5,813.6

See Notes to Condensed Financial Statements.

THE WESTERN UNION COMPANY

CONDENSED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(PARENT COMPANY ONLY)
(in millions)

	Year Ended December 31, 2021	2020	2019
Revenues	$ —	$ —	$ —
Expenses	—	—	—
Operating income	—	—	—
Gain on divestitures of businesses (Note 4)	—	—	524.6
Gain on sale of noncontrolling interest in a private company (Note 4)	47.9	—	—
Interest income	—	—	—
Interest expense	(115.9)	(158.5)	(181.5)
Other income/(expense), net	(14.7)	3.6	2.7
Income/(loss) before equity earnings of affiliates and income taxes	(82.7)	(154.9)	345.8
Equity in earnings of affiliates, net of tax	869.1	861.7	827.3
Income tax (expense)/benefit	19.4	37.5	(114.8)
Net income	805.8	744.3	1,058.3
Other comprehensive income, net of tax	2.5	0.4	0.2
Other comprehensive income of affiliates, net of tax	104.9	49.1	21.8
Comprehensive income	$ 913.2	$ 793.8	$ 1,080.3

See Notes to Condensed Financial Statements.

THE WESTERN UNION COMPANY

CONDENSED STATEMENTS OF CASH FLOWS
(PARENT COMPANY ONLY)
(in millions)

	Year Ended December 31, 2021	2020	2019
Cash flows from operating activities			
Net cash provided by/(used in) operating activities	$ 510.4	$ (79.0)	$ 103.1
Cash flows from investing activities			
Purchases of property and equipment and other	(0.5)	(1.0)	(9.9)
Proceeds from the sale of former corporate headquarters (Note 4)	—	43.6	—
Proceeds from the sale of noncontrolling interest in a private company (Note 4)	50.9	—	—
Proceeds from divestitures of businesses, net of cash divested (Note 4)	—	—	711.7
Distributions received from/(capital contributed to) subsidiaries, net	6.5	(329.4)	74.0
Other investing activities	0.5	(2.1)	—
Net cash provided by/(used in) investing activities	57.4	(288.9)	775.8
Cash flows from financing activities			
Advances from subsidiaries, net	289.5	1,139.5	194.0
Net proceeds from/(repayments of) commercial paper	195.0	(165.0)	120.0
Net proceeds from issuance of borrowings	891.7	—	495.9
Principal payments on borrowings	(1,150.0)	—	(824.9)
Proceeds from exercise of options and other	11.6	2.2	33.3
Cash dividends and dividend equivalents paid	(381.6)	(370.3)	(340.8)
Common stock repurchased	(409.9)	(239.7)	(552.6)
Make-whole premium on early extinguishment of debt	(14.3)	—	—
Other financing activities	0.2	(0.7)	—
Net cash provided by/(used in) financing activities	(567.8)	366.0	(875.1)
Net change in cash and cash equivalents	—	(1.9)	3.8
Cash and cash equivalents at beginning of year	2.1	4.0	0.2
Cash and cash equivalents at end of year	$ 2.1	$ 2.1	$ 4.0
Supplemental cash flow information:			
Non-cash financing activity, distribution of note from subsidiary (Note 3)	$ 556.1	$ 1,364.4	$ —
Cash paid for lease liabilities	$ 14.6	$ 20.7	$ 17.0
Non-cash lease liabilities arising from obtaining right-of-use assets (Note 6)	$ 0.9	$ 1.5	$ 124.8

See Notes to Condensed Financial Statements.

CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT

THE WESTERN UNION COMPANY
NOTES TO CONDENSED FINANCIAL STATEMENTS

1. Basis of Presentation

The Western Union Company (the "Parent") is a holding company that conducts substantially all of its business operations through its subsidiaries. Under a parent company only presentation, the Parent's investments in its consolidated subsidiaries are presented under the equity method of accounting, and the condensed financial statements do not present the financial statements of the Parent and its subsidiaries on a consolidated basis. These financial statements should be read in conjunction with The Western Union Company's consolidated financial statements.

2. Restricted Net Assets

Certain assets of the Parent's subsidiaries totaling approximately $460 million as of December 31, 2021 constitute restricted net assets, as there are legal or regulatory limitations on transferring such assets outside of the countries where the respective assets are located. Additionally, certain of the Parent's subsidiaries must meet minimum capital requirements in some countries in order to maintain operating licenses.

3. Related Party Transactions

The Parent enters into contracts with third-party vendors on behalf of its subsidiaries. Because the Parent is a holding company, as noted above, these corporate costs are incurred by the Parent, and the expenses are then allocated to its subsidiaries based primarily on the subsidiaries' percentage of revenues compared to total revenues.

All transactions described below are with subsidiaries of the Parent. The Parent has issued multiple promissory notes payable to its 100% owned subsidiary, First Financial Management Corporation, in exchange for funds distributed to the Parent. All notes pay interest at a fixed rate, may be repaid at any time without penalty, and are included within Payable to subsidiaries, net in the Condensed Balance Sheets. These promissory notes are as follows:

Date Issued	Amount (in millions)	Due Date	Interest Rate (per annum)
October 1, 2019 [(a)]	$ 162.8	June 30, 2022	1.69%
December 1, 2019 [(a)]	$ 67.4	August 31, 2022	1.61%
December 1, 2020 [(a)]	$ 93.3	August 31, 2023	0.15%
January 1, 2021 [(a)]	$ 289.0	September 30, 2023	0.14%
March 1, 2021 [(a)]	$ 244.3	November 30, 2023	0.12%

(a) This note refinanced a note originally issued on a prior date.

On November 8, 2015, the Parent entered into a Revolving Credit Facility agreement (the "Revolver") with its 100% owned subsidiary, RII Holdings, Inc., which expires on November 8, 2035, providing for unsecured financing facilities in an aggregate amount of $3.0 billion. As of December 31, 2021 and 2020, borrowings outstanding under the Revolver were $370.0 million and $620.3 million, respectively. The interest rate applicable for outstanding borrowings under the Revolver is the six-month LIBOR rate set on the first day of the calendar year, which was 0.34% and 0.26% as of December 31, 2021 and 2020, respectively. Outstanding borrowings under the Revolver are included within Payable to subsidiaries, net in the Condensed Balance Sheets as of December 31, 2021 and 2020. During the years ended December 31, 2021 and 2020, portions of the outstanding balance were repaid by means of non-cash distributions by the Parent's subsidiaries. The Parent expects to terminate this agreement in connection with the sale of the Business Solutions business, as further discussed in The Western Union Company's consolidated financial statements, Note 5, Divestitures, Investment Activities, and Goodwill.

The Parent files its United States federal consolidated income tax return on its and certain of its affiliates' behalf. Accordingly, the Parent has recorded income taxes payable on behalf of its subsidiaries, and these income taxes payable are significant due to the enactment of the Tax Act into United States law.

Excess cash generated from operations of the Parent's subsidiaries that is not required to meet certain regulatory requirements may be periodically distributed to the Parent in the form of a distribution, although the amounts of such distributions may vary from year to year.

The Parent files a consolidated United States federal income tax return and also a number of consolidated state income tax returns on behalf of its subsidiaries. In these circumstances, the Parent is responsible for remitting income tax payments on behalf of the consolidated group. The Parent's provision for income taxes has been computed as if it were a separate tax-paying entity.

4. Divestitures and Investment Activities

Divestitures

On February 28, 2019, the Parent entered into an agreement with ACI to sell its United States electronic bill payments business known as Speedpay. The Parent received approximately $750 million and recorded a pre-tax gain on the sale of approximately $523 million, which is included in Gain on divestitures of businesses in the Condensed Statements of Income and Comprehensive Income, in the all-cash transaction that closed on May 9, 2019.

On May 6, 2019, the Parent completed the sale of Paymap, which provides electronic mortgage bill payment services, for contingent consideration and immaterial cash proceeds received at closing. The Parent recorded an immaterial pre-tax gain related to this sale during 2019.

In 2020, the Parent sold its former corporate headquarters and recorded an immaterial pre-tax gain on the sale. The proceeds from this sale have been included in Cash flows from investing activities within the Parent's Condensed Statements of Cash Flows for the year ended December 31, 2020.

Investment Activities

In April 2021, the Parent sold a substantial majority of the noncontrolling interest it held in a private company for cash proceeds of $50.9 million. The Parent recorded a gain of $47.9 million within Income/(loss) before equity earnings of affiliates and income taxes, during the year ended December 31, 2021. The Parent retains an immaterial equity interest in this private company.

5. Commitments and Contingencies

The Parent had approximately $250 million in outstanding letters of credit and bank guarantees as of December 31, 2021 primarily held in connection with safeguarding consumer funds and certain agent agreements. The Parent expects to renew many of its letters of credit and bank guarantees prior to expiration, while certain letters of credit will be terminated, released, or transferred as a result of the sale of the Business Solutions business.

6. Leases

The Parent leases real properties primarily for use as administrative and sales offices, in addition to transportation and other equipment. The Parent determines if a contract contains a lease arrangement at the inception of the contract. For leases in which the Parent is the lessee, leases are classified as either finance or operating, with classification affecting the pattern of expense recognition. Operating lease ROU assets are initially measured at the present value of lease payments over the lease term plus initial direct costs, if any. If a lease does not provide a discount rate and the rate cannot be readily determined, an incremental borrowing rate is used to determine the present value of future lease payments. Lease and variable non-lease components within the Parent's lease agreements are accounted for separately. The Parent has no material leases in which the Parent is the lessor.

The Parent's leasing arrangements are classified as operating leases, for which expense is recognized on a straight-line basis. As of December 31, 2021 and 2020, the total ROU assets were $56.9 million and $63.1 million, respectively, and lease liabilities were $91.3 million and $100.1 million, respectively. The ROU assets and operating lease liabilities were included in Other assets and Other liabilities, respectively, in the Parent's Condensed Balance Sheets. Cash paid for operating lease liabilities is recorded as Cash flows from operating activities in the Parent's Condensed Statements of Cash Flows. Short-term and variable lease costs were not material for the years ended December 31, 2021 and 2020.

The Parent's leases have remaining terms from less than 2 years to nearly 10 years. Certain of these leases contain escalation provisions and/or renewal options, giving the Parent the right to extend the lease by up to 10 years. However, these options are not reflected in the calculation of the ROU asset and lease liability due to uncertainty surrounding the likelihood of renewal.

The following table summarizes the weighted-average lease term and discount rate for operating lease liabilities as of December 31, 2021 and 2020:

	December 31, 2021	December 31, 2020
Weighted-average remaining lease term (in years)	8.6	9.5
Weighted-average discount rate	5.3%	5.5%

The following table represents maturities of operating lease liabilities as of December 31, 2021 (in millions):

	December 31, 2021
Due within 1 year	$ 14.9
Due after 1 year through 2 years	14.2
Due after 2 years through 3 years	13.0
Due after 3 years through 4 years	12.5
Due after 4 years through 5 years	10.9
Due after 5 years	50.2
Total lease payments	115.7
Less imputed interest	(24.4)
Total operating lease liabilities	$ 91.3

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of the Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of our controls and procedures related to our reporting and disclosure obligations (as defined by Rules 13a-15(e) and 15d-15(e) within the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of December 31, 2021, which is the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer have concluded that, as of December 31, 2021, the disclosure controls and procedures were effective to ensure that information required to be disclosed by us, including our consolidated subsidiaries, in the reports we file or submit under the Exchange Act, is recorded, processed, summarized and reported, as applicable, within the time periods specified in the rules and forms of the Securities and Exchange Commission, and are designed to ensure that information required to be disclosed by us in the reports that we file or submit is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

Management's report on Western Union's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934), and the related Report of Independent Registered Public Accounting Firm, are set forth under Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes that occurred during our most recently completed fiscal quarter covered by this Annual Report on Form 10-K that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

The Company is making the following disclosure pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 and Section 13(r) of the Exchange Act, which require us to include certain disclosures in our periodic reports if we or any of our "affiliates" (as defined in Rule 12b-2 under the Exchange Act) knowingly engage in certain specified activities.

Subsequent to the filing of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021, the Company determined that during 2021 the Company processed through its money transfer network a Consumer-to-Consumer money transfer for which the sender appears to have been an individual who is designated on the Specially Designated Nationals and Blocked Persons List of the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") pursuant to Executive Order 13224. This money transfer occurred on January 7, 2021 and was for a principal amount of $293. The Company's total revenue from this transaction was approximately $11 and its net profit was approximately $3.

This transaction was identified for further review by the Company's automated transaction screening system but was released following review by a first-level reviewer rather than escalated for further review and blocking. The release of this transfer appears to have resulted from human error. The Company has taken additional steps designed to prevent any future transactions with this individual.

The Company disclosed this matter to OFAC and received a response from OFAC closing the matter.

Item 9C. Disclosures Regarding Foreign Jurisdictions that Prevent Inspections

None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

Except for the information required by this item with respect to our executive officers included in Item 1 of Part I of this Annual Report on Form 10-K and our Code of Ethics, the information required by this Item 10 is incorporated herein by reference to the discussion in “Proposal 1—Election of Directors,” “Board of Directors Information,” and “Corporate Governance—Committees of the Board of Directors” of our definitive proxy statement for the 2022 annual meeting of stockholders.

Code of Ethics

The Company’s Directors’ Code of Conduct, Code of Ethics for Senior Financial Officers, Reporting Procedure for Accounting and Auditing Concerns, Attorneys’ Professional Conduct Policy, and the Code of Conduct are available without charge through the “Corporate Governance” portion of the Company’s website, www.westernunion.com, or by writing to the attention of: Investor Relations, The Western Union Company, 7001 East Belleview Avenue, Denver, Colorado 80237. In the event of an amendment to, or a waiver from, the Company’s Code of Ethics for Senior Financial Officers, the Company intends to post such information on its website, www.westernunion.com.

Item 11. Executive Compensation

The information required by this Item 11 is incorporated herein by reference to the discussion in “Compensation Discussion and Analysis,” “Executive Compensation,” “Compensation of Directors,” and “Compensation and Benefits Committee Report” of our definitive proxy statement for the 2022 annual meeting of stockholders, provided that the Compensation and Benefits Committee Report shall not be deemed filed in this Form 10-K.

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

The information required by this Item 12 is incorporated herein by reference to the discussion in “Stock Beneficially Owned by Directors, Executive Officers and Our Largest Stockholders,” and “Equity Compensation Plan Information” of our definitive proxy statement for the 2022 annual meeting of stockholders.

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

The information required by this Item 13 is incorporated herein by reference to the discussion of “Corporate Governance—Independence of Directors” and “Certain Transactions and Other Matters” of our definitive proxy statement for the 2022 annual meeting of stockholders.

Item 14. Principal Accounting Fees and Services

The information required by this Item 14 is incorporated herein by reference to the discussion in “Proposal 3—Ratification of Selection of Auditors” of our definitive proxy statement for the 2022 annual meeting of stockholders.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

1. Financial Statements (See Index to Consolidated Financial Statements in Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K);

2. Financial Statement Schedule (See Index to Consolidated Financial Statements in Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K);

3. The exhibits listed in the "Exhibit Index" attached to this Annual Report on Form 10-K.

EXHIBIT INDEX

Exhibit Number	Description
2.1	Separation and Distribution Agreement, dated as of September 29, 2006, between First Data Corporation and The Western Union Company (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on October 3, 2006 and incorporated herein by reference thereto).
2.2	Stock Purchase Agreement, dated as of February 28, 2019, among The Western Union Company, ACI Worldwide Corp. and ACI Worldwide, Inc. (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on May 9, 2019 and incorporated herein by reference thereto).**
3.1	Amended and Restated Certificate of Incorporation of The Western Union Company, as amended on May 18, 2018 (filed as Exhibit 3.1 to the Company's Current Report on form 8-K filed on May 22, 2018 and incorporated herein by reference thereto).
3.2	By-Laws of The Western Union Company, as amended on December 11, 2020 (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed on December 11, 2020 and incorporated herein by reference thereto).
4.1	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities and Exchange Act of 1934 (filed as Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on February 20, 2020 and incorporated herein by reference thereto).
4.2	Indenture, dated as of November 17, 2006, between The Western Union Company and Wells Fargo Bank, National Association, as trustee (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 20, 2006 and incorporated herein by reference thereto).
4.3	Supplemental Indenture, dated as of September 6, 2007, among The Western Union Company and Wells Fargo Bank, National Association, as trustee (filed as Exhibit 4.13 to the Company's Annual Report on Form 10-K filed on February 26, 2008 and incorporated herein by reference thereto).
4.4	Second Supplemental Indenture, dated as of May 3, 2019, between The Western Union Company and Wells Fargo Bank, National Association, as trustee (filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed on May 7, 2019 and incorporated herein by reference thereto).
4.5	Form of 6.200% Note due 2036 (filed as Exhibit 4.14 to the Company's Registration Statement on Form S-4 filed on December 22, 2006 and incorporated herein by reference thereto).
4.6	Form of 6.200% Note due 2040 (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 21, 2010 and incorporated herein by reference thereto).

4.7	Form of 4.250% Note due 2023 (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 11, 2018 and incorporated herein by reference thereto).
4.8	Form of 2.850% Note due 2025 (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 25, 2019 and incorporated herein by reference thereto).
4.9	Form of 1.350% Note due 2026 (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 10, 2021 and incorporated herein by reference thereto).
4.10	Form of 2.750% Note due 2031 (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on March 10, 2021 and incorporated herein by reference thereto).
10.1	Amended and Restated Credit Agreement, dated as of December 18, 2018, among The Western Union Company, the banks named therein, as lenders, Citibank, N.A., Bank of America, N.A. and Wells Fargo Bank, National Association, in their respective capacities as Issuing Lenders, Bank of America, N.A. and Wells Fargo Bank, National Association, as Syndication Agents, Barclays Bank PLC, JPMorgan Chase Bank, N.A. and U.S. Bank National Association, as Documentation Agents, and Citibank, N.A., as Administrative Agent for the banks thereunder (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 20, 2018 and incorporated herein by reference thereto).
10.2	Letter Amendment No. 1 to the Amended and Restated Credit Agreement, dated as of May 11, 2020, among The Western Union Company, the banks, financial institutions and other institutional lenders party thereto as Banks, and Citibank, N.A., as administrative agent for the Banks (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on August 4, 2020 and incorporated herein by reference thereto).
10.3	Form of Director Indemnification Agreement (filed as Exhibit 10.10 to Amendment No. 2 to the Company's Registration Statement on Form 10 (file no. 001-32903) filed on August 28, 2006 and incorporated herein by reference thereto).*
10.4	The Western Union Company Severance/Change in Control Policy (Executive Committee Level), as Amended and Restated Effective July 28, 2015 (filed as Exhibit 10.16 to the Company's Annual Report on Form 10-K filed on February 19, 2016 and incorporated herein by reference thereto).*
10.5	The Western Union Company 2006 Long-Term Incentive Plan, as amended and restated on January 31, 2014 (filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K filed on February 24, 2014 and incorporated herein by reference thereto).*
10.6	The Western Union Company 2006 Non-Employee Director Equity Compensation Plan, as Amended and Restated Effective January 31, 2014 (filed as Exhibit 10.12 to the Company's Annual Report on Form 10-K filed on February 24, 2014 and incorporated herein by reference thereto).*
10.7	The Western Union Company Non-Employee Director Deferred Compensation Plan, as Amended and Restated Effective December 31, 2008 (filed as Exhibit 10.12 to the Company's Annual Report on Form 10-K filed on February 19, 2009 and incorporated herein by reference thereto).*
10.8	The Western Union Company Senior Executive Performance Incentive Plan, Established February 20, 2019 (filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*
10.9	Form of Unrestricted Stock Unit Award Agreement Under The Western Union Company 2006 Non-Employee Director Equity Compensation Plan, as Amended and Restated Effective February 17, 2009 (filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K filed on February 26, 2010 and incorporated herein by reference thereto).*

10.10	Form of Unrestricted Stock Unit Award Agreement for Non-Employee Directors Residing in the United States Under The Western Union Company 2006 Non-Employee Director Equity Compensation Plan (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on May 6, 2010 and incorporated herein by reference thereto).*
10.11	Form of Nonqualified Stock Option Award Agreement for Non-Employee Directors Residing in the United States Under The Western Union Company 2006 Non-Employee Director Equity Compensation Plan (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on May 6, 2010 and incorporated herein by reference thereto).*
10.12	Form of Nonqualified Stock Option Award Agreement for Section 16 Officers (U.S.) Under The Western Union Company 2006 Long-Term Incentive Plan (filed as Exhibit 10.29 to the Company's Annual Report on Form 10-K filed on February 25, 2011 and incorporated herein by reference thereto).*
10.13	Form of Nonqualified Stock Option Award Agreement for Section 16 Officers (Non - U.S.) Under The Western Union Company 2006 Long-Term Incentive Plan (filed as Exhibit 10.30 to the Company's Annual Report on Form 10-K filed on February 25, 2011 and incorporated herein by reference thereto).*
10.14	Form of Bonus Stock Unit Award Agreement for Non-Employee Directors Residing in the United States Under The Western Union Company 2006 Long-Term Incentive Plan (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 1, 2012 and incorporated herein by reference thereto).*
10.15	Form of Nonqualified Stock Option Award Agreement for Non-Employee Directors Residing in the United States Under The Western Union Company 2006 Long-Term Incentive Plan (filed as Exhibit 10.47 to the Company's Annual Report on Form 10-K filed on February 24, 2014 and incorporated herein by reference thereto).*
10.16	Form of Award Agreement Under The Western Union Company Senior Executive Performance Incentive Plan (filed as Exhibit 10.38 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*
10.17	Form of Nonqualified Stock Option Award Agreement for Section 16 Officers (Non - U.S.) Under The Western Union Company 2006 Long-Term Incentive Plan For Awards Granted in 2014 and Thereafter (filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q filed on May 1, 2014 and incorporated herein by reference thereto).*
10.18	Form of Nonqualified Stock Option Award Agreement for Section 16 Officers (U.S.) Under The Western Union Company 2006 Long-Term Incentive Plan For Awards Granted in 2014 and Thereafter (filed as Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q filed on May 1, 2014 and incorporated herein by reference thereto).*
10.19	The Western Union Company 2015 Long-Term Incentive Plan, as amended and restated on February 21, 2018 (filed as Exhibit 10.47 to the Company's Annual Report on Form 10-K filed on February 22, 2018 and incorporated herein by reference thereto).*
10.20	Form of Deferred Stock Unit Award Agreement for U.S. Non-Employee Directors Under The Western Union Company 2015 Long-Term Incentive Plan, Effective May 15, 2015 (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on July 30, 2015 and incorporated herein by reference thereto).*
10.21	Form of Nonqualified Stock Option Award Agreement for U.S. Non-Employee Directors Under The Western Union Company 2015 Long-Term Incentive Plan, Effective May 15, 2015 (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on July 30, 2015 and incorporated herein by reference thereto).*

10.22 The Western Union Company Supplemental Incentive Savings Plan, as Amended and Restated Effective January 1, 2022.*,***

10.23 Form of Nonqualified Stock Option Award Agreement for Section 16 Officers (Non - U.S.) Under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q filed on May 3, 2016 and incorporated herein by reference thereto).*

10.24 Form of Nonqualified Stock Option Award Agreement for Section 16 Officers (Non - U.S.) Under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed on May 2, 2017 and incorporated herein by reference thereto).*

10.25 Deferred Prosecution Agreement dated January 19, 2017 by and between The Western Union Company, the United States Department of Justice, and the United States Attorney's Offices for the Eastern and Middle Districts of Pennsylvania, the Central District of California, and the Southern District of Florida (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 20, 2017 and incorporated herein by reference thereto).

10.26 Stipulated Order for Permanent Injunction and Final Judgment dated January 19, 2017 by and between The Western Union Company and the United States Federal Trade Commission (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 20, 2017 and incorporated herein by reference thereto).

10.27 Consent to the Assessment of Civil Money Penalty dated January 19, 2017 by and between Western Union Financial Services, Inc. and the Financial Crimes Enforcement Network of the United States Department of Treasury (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on January 20, 2017 and incorporated herein by reference thereto).

10.28 Form of Nonqualified Stock Option Grant Award Agreement for Non-U.S. Section 16 Officer under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.65 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*

10.29 Form of Restricted Stock Unit Award Agreement for U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.66 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*

10.30 Form of Financial Performance-Based Restricted Stock Unit Award Agreement for U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.67 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*

10.31 Form of Total Shareholder Return Performance-Based Restricted Stock Unit Award Agreement for U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.68 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*

10.32 Form of Restricted Stock Unit Award Agreement for Non-U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.69 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*

10.33 Form of Financial Performance-Based Restricted Stock Unit Award Agreement for Non-U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.70 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*

10.34	Form of Total Shareholder Return Performance-Based Restricted Stock Unit Award Agreement for Non-U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.71 to the Company's Annual Report on Form 10-K filed on February 21, 2019 and incorporated herein by reference thereto).*
10.35	Form of Restricted Stock Unit Award Agreement for U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on August 1, 2019 and incorporated herein by reference thereto).*
10.36	Form of Financial Performance-Based Restricted Stock Unit Award Agreement for U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on August 1, 2019 and incorporated herein by reference thereto).*
10.37	Form of Restricted Stock Unit Award Agreement for Non-U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on August 1, 2019 and incorporated herein by reference thereto).*
10.38	Form of Financial Performance-Based Restricted Stock Unit Award Agreement for Non-U.S. Section 16 Officers under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on August 1, 2019 and incorporated herein by reference thereto).*
10.39	Form of Restricted Stock Unit Award Agreement for Non-Employee Directors Under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on May 4, 2021 and incorporated herein by reference thereto).*
10.40	Form of Nonqualified Stock Option Award Agreement for Non-Employee Directors Residing in the United States Under The Western Union Company 2015 Long-Term Incentive Plan (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 4, 2021 and incorporated herein by reference thereto).*
10.41	Restricted Stock Unit Award Agreement for Devin B. McGranahan under The Western Union Company 2015 Long-Term Incentive Plan.*,***
10.42	Nonqualified Stock Option Grant Agreement for Devin B. McGranahan under The Western Union Company 2015 Long-Term Incentive Plan.*,***
10.43	Letter Agreement dated November 11, 2021 between Hikmet Ersek and the Company.***
10.44	Offer Letter dated November 12, 2021, between Devin McGranahan and Western Union, LLC (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 15, 2021, and incorporated herein by reference thereto).*
10.45	Letter Agreement dated February 23, 2022, between Raj Agrawal and the Company.*,***
21	Subsidiaries of The Western Union Company***
23	Consent of Independent Registered Public Accounting Firm***
31.1	Certification of Chief Executive Officer of The Western Union Company Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934***
31.2	Certification of Chief Financial Officer of The Western Union Company Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934***
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code****

101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)***
101.SCH	Inline XBRL Taxonomy Extension Schema Document***
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document***
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document***
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document***
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document***
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(b) of this report.
** Certain schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Corporation agrees to furnish supplementally a copy of such schedules and exhibits, or any section thereof, to the SEC upon request.
*** Filed herewith.
**** Furnished herewith.

Item 16. Form 10-K Summary

None.

Signatures

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

The Western Union Company (Registrant)

February 24, 2022

By: /S/ DEVIN MCGRANAHAN

Devin McGranahan
President and Chief Executive Officer

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

Signature	Title	Date
/s/ Devin B. McGranahan **Devin B. McGranahan**	President, Chief Executive Officer, and Director (Principal Executive Officer)	February 24, 2022
/s/ Raj Agrawal **Raj Agrawal**	Chief Financial Officer (Principal Financial Officer)	February 24, 2022
/s/ Mark Hinsey **Mark Hinsey**	Chief Accounting Officer and Controller (Principal Accounting Officer)	February 24, 2022
/s/ Jeffrey A. Joerres **Jeffrey A. Joerres**	Non-Executive Chairman of the Board of Directors	February 24, 2022
/s/ Martin I. Cole **Martin I. Cole**	Director	February 24, 2022
/s/ Richard A. Goodman **Richard A. Goodman**	Director	February 24, 2022
/s/ Betsy D. Holden **Betsy D. Holden**	Director	February 24, 2022
/s/ Michael A. Miles, Jr. **Michael A. Miles, Jr.**	Director	February 24, 2022
/s/ Timothy P. Murphy **Timothy P. Murphy**	Director	February 24, 2022
/s/ Joyce A. Phillips **Joyce A. Phillips**	Director	February 24, 2022
/s/ Jan Siegmund **Jan Siegmund**	Director	February 24, 2022
/s/ Angela A. Sun **Angela A. Sun**	Director	February 24, 2022
/s/ Solomon D. Trujillo **Solomon D. Trujillo**	Director	February 24, 2022

BOARD OF DIRECTORS

Jeffrey A. Joerres
Non-Executive Chair of the Board of Directors, Chair of the Corporate Governance, ESG, and Public Policy Committee
Former Executive Chairman and CEO of ManpowerGroup, Inc.

Martin I. Cole
Director, member of the Compensation and Benefits Committee and the Compliance Committee
Former Chair of the Board and Interim CEO of Cloudera, Inc.

Richard A. Goodman
Director, member of the Audit Committee and the Compensation and Benefits Committee
Former Chief Financial Officer and Executive Vice President, Global Operations of PepsiCo, Inc.

Betsy D. Holden
Director, member of the Compensation and Benefits Committee and the Audit Committee
Former Senior Advisor to McKinsey & Company and Former Co-CEO, Kraft Foods Inc.

Devin B. McGranahan
Director
President and Chief Executive Officer, The Western Union Company

Michael A. Miles, Jr.
Director, Chair of the Compensation and Benefits Committee and member of the Corporate Governance, ESG, and Public Policy Committee
Advisory Director, Berkshire Partners and Former President and Chief Operating Officer, Staples, Inc.

Timothy P. Murphy
Director, Chair of the Compliance Committee and member of the Audit Committee
President and Chief Executive Officer of Consortium Networks

Joyce A. Phillips
Director, member of the Compensation and Benefits Committee and the Corporate Governance, ESG, and Public Policy Committee
Founder and Chief Executive Officer of EqualFuture Corp.

Jan Siegmund
Director, Chair of the Audit Committee and member of the Compliance Committee
Chief Financial Officer of Cognizant Technology Solutions Corporation

Angela A. Sun
Director, member of the Audit Committee and the Compliance Committee
Former Chief Operations Officer & Partner, Alpha Edison

Solomon D. Trujillo
Director, member of the Audit Committee and the Compliance Committee
Founder and Chair, Trujillo Group, LLC

EXECUTIVE OFFICERS AND SENIOR LEADERSHIP

EXECUTIVE OFFICERS

Devin B. McGranahan
President, Chief Executive Officer and Director

Raj Agrawal
Chief Financial Officer

Gabriella Fitzgerald
President, Americas

Jean Claude Farah
President, EMEA/APAC Region

David Cebollero
Interim Chief Legal Officer

Richard L. Williams
Chief People Officer

SENIOR LEADERSHIP

Nicole Vogrin
Chief Corporate Affairs and Communications Officer

Tyler Hand
Chief Compliance Officer

Forward-Looking Statements
This Annual Report contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements contained in the Management's Discussion and Analysis of Financial Condition and Results of Operations sections of The Western Union Company's (the "Company") Annual Report on Form 10-K for the year ended December 31, 2021 ("Form 10-K") are forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in other sections of the Form 10-K. See "Risk Factors" and "Forward-looking Statements" sections and other statements throughout the Form 10-K. The statements are only as of the date they are made, and the Company undertakes no obligation to update any forward-looking statement.

Corporate Information

Corporate Headquarters
7001 East Belleview Avenue, Denver, CO 80237
+1-720-332-1000
+1-866-405-5012

Transfer Agent and Registrar
Stockholders with questions concerning their stock holdings or dividends or with address changes should contact:

EQ Shareowner Services
PO Box 64874
St Paul MN 55164-0874
www.shareowneronline.com

Overnight Mail:
Shareowner Services
1110 Centre Pointe Curve, Suite 101
Mendota Heights, MN 55120-4100

Shareowner Relations Phone Numbers:
+1-651-450-4064
+1-800-468-9716

Independent Registered Public Accounting Firm
Ernst & Young LLP
370 17th Street, Suite 4800
Denver, CO 80202

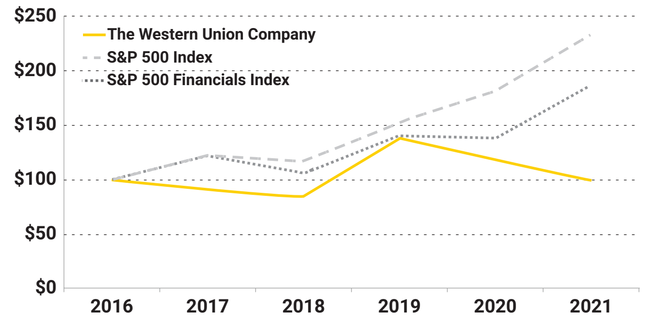
Financial Information and Reports
The Company routinely issues press releases and quarterly and annual financial reports. To receive this information please write the Company at: Western Union, Investor Relations, 7001 East Belleview Avenue HQ-10, Denver, CO 80237, call +1-866-405-5012 or visit the "Investor Relations" section of our website at www.westernunion.com. A copy of The Western Union Company 2021 Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission will be furnished to stockholders without charge (except charges for providing exhibits) upon request to the Company. Analysts and investors seeking additional information about the Company can contact the Investor Relations Department at +1-866-405-5012. For more information about The Western Union Company, please visit the Company's website at www.westernunion.com.

Shareholders of Record
There were 2,984 stockholders of record as of March 23, 2022.

Annual Meeting
The annual meeting of stockholders of The Western Union Company ("Annual Meeting") will be held on Thursday, May 19, 2022 at 8:00 a.m. Mountain Time.

Trademarks, Service Marks and Trade Names
The Western Union and WU names, logos and related trademarks and service marks, owned by Western Union Holdings, Inc., are registered and/or used in the U.S. and many foreign countries. All other trademarks, service marks, logos and trade names referenced in this material are the property of their respective owners.

Company Stock Performance
The following graph shows the five-year comparison of cumulative total shareholder return, calculated on a dividend reinvested basis, for (i) our common stock, (ii) the Standard & Poor's Composite – 500 Stock Index (the "S&P 500 Index"), and (iii) the Standard & Poor's Composite – 500 Financials Index (the "S&P 500 Financials Index"), an independently prepared index that includes companies in the financial services industry. Pursuant to rules of the U.S. Securities and Exchange Commission, the comparison assumes $100 was invested on December 31, 2016 in our common stock and in each of the indices. Data points on the graph are annual. Historic stock price performance is not necessarily indicative of future stock price performance.



Corporate Governance
To review the Company's corporate governance guidelines, Board committee charters and codes of business conduct and ethics, please visit the "Corporate Governance" section on the "Investor Relations" page of our website at www.westernunion.com.

WesternUnion WU

WesternUnion WU