

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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, 2022

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number 1-5231



McDONALD'S CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

110 North Carpenter Street, Chicago, Illinois

(Address of principal executive offices)

36-2361282

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

60607

(Zip code)

Registrant's telephone number, including area code: (630) 623-3000

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	MCD	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 Section 15(d) of the Act. Yes ☐ No ☒

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. ☒

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

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

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

The aggregate market value of the registrant's common stock held by non-affiliates as of June 30, 2022: \$181,588,534,180.

The number of shares outstanding of the registrant's common stock as of January 31, 2023: 731,496,951.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Form 10-K incorporates information by reference from the registrant's 2023 definitive proxy statement, which will be filed no later than 120 days after December 31, 2022.

McDONALD'S CORPORATION

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ORGANIZATION OF THIS ANNUAL REPORT ON FORM 10-K

The order and presentation of content in this Annual Report on Form 10-K ("Form 10-K") differs from the traditional U.S. Securities and Exchange Commission ("SEC") Form 10-K format. McDonald's Corporation believes the format used in this Form 10-K improves readability and better presents how it organizes and manages its business. See "Form 10-K Cross-Reference Index" for a cross-reference index to the traditional SEC Form 10-K format.

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FORWARD-LOOKING STATEMENTS

The information in this Form 10-K contains forward-looking statements about future events and circumstances and their effects upon revenues, expenses and business opportunities. Generally speaking, any statement in this Form 10-K not based upon historical fact is a forward-looking statement. Forward-looking statements can also be identified by the use of forward-looking or conditional words, such as “could,” “should,” “can,” “continue,” “aim,” “estimate,” “forecast,” “intend,” “look,” “may,” “will,” “expect,” “believe,” “anticipate,” “plan,” “remain,” “confident” and “commit” or similar expressions. In particular, statements regarding the Company’s plans, strategies, prospects and expectations regarding its business and industry, as well as environmental, social and governance (“ESG”) and similar commitments, are forward-looking statements. They reflect expectations, are not guarantees of performance and speak only as of the dates the statements are made. Factors that could cause actual results to differ materially from those in the forward-looking statements include those reflected in the Risk Factors section on page 27 of this Form 10-K and elsewhere in the Company’s filings with the SEC. Except as required by law, the Company does not undertake to update such forward-looking statements. You should not rely unduly on forward-looking statements.

ABOUT McDONALD’S

McDonald’s Corporation, the registrant, together with its subsidiaries, is referred to herein as the “Company.” The Company, its franchisees and suppliers are referred to herein as the “System.”

BUSINESS SUMMARY

GENERAL

For the year ended December 31, 2022, there were no material changes to the Company’s corporate structure or in its method of conducting business. Refer to the Segment and Geographic Information section on page 48 of this Form 10-K for additional information.

DESCRIPTION OF THE BUSINESS

The Company franchises and operates McDonald’s restaurants, which serve a locally relevant menu of quality food and beverages in communities across more than 100 countries. Of the 40,275 McDonald’s restaurants at year-end 2022, approximately 95% were franchised.

The Company’s reporting segments are aligned with its strategic priorities and reflect how management reviews and evaluates operating performance. Significant reportable segments include the United States (“U.S.”) and International Operated Markets. In addition, there is the International Developmental Licensed Markets & Corporate segment, which includes markets in over 80 countries, as well as Corporate activities.

McDonald’s franchised restaurants are owned and operated under one of the following structures - conventional franchise, developmental license or affiliate. The optimal ownership structure for an individual restaurant, trading area or market (country) is based on a variety of factors, including the availability of individuals with entrepreneurial experience and financial resources, as well as the local legal and regulatory environment in critical areas such as property ownership and franchising. The business relationship between the Company and its independent franchisees is supported by adhering to standards and policies, including McDonald’s Global Brand Standards, and is of fundamental importance to overall performance and to protecting the McDonald’s brand.

The Company is primarily a franchisor and believes franchising is paramount to delivering great-tasting food, locally relevant customer experiences and driving profitability. Franchising enables an individual to be their own employer and maintain control over all employment related matters, marketing and pricing decisions, while also benefiting from the strength of McDonald’s global brand, operating system and financial resources.

Directly operating McDonald’s restaurants contributes significantly to the Company’s ability to act as a credible franchisor. One of the strengths of the franchising model is that the expertise from operating Company-owned restaurants allows McDonald’s to improve the operations and success of all restaurants while innovations from franchisees can be tested and, when viable, efficiently implemented across relevant restaurants. Having Company-owned and operated restaurants provides Company personnel with a venue for restaurant operations training experience. In addition, in our Company-owned and operated restaurants, and in collaboration with franchisees, the Company is able to further develop and refine operating standards, marketing concepts and product and pricing strategies that will ultimately benefit McDonald’s restaurants.

The Company’s revenues consist of sales by Company-operated restaurants and fees from restaurants operated by franchisees. Fees vary by type of site, amount of Company investment, if any, and local business conditions. These fees, along with occupancy and operating rights, are stipulated in franchise/license agreements that generally have 20-year terms. The Company’s Other revenues are comprised of fees paid by franchisees to recover a portion of costs incurred by the Company for various technology platforms, revenues from brand licensing arrangements to market and sell consumer packaged goods using the McDonald’s brand and, for periods prior to its sale on April 1, 2022, third-party revenues for the Company’s Dynamic Yield business.

Conventional Franchise

Under a conventional franchise arrangement, the Company generally owns or secures a long-term lease on the land and building for the restaurant location and the franchisee pays for equipment, signs, seating and décor. The Company believes that ownership of real estate, combined with the co-investment by franchisees, enables it to achieve restaurant performance levels that are among the highest in the industry.

Franchisees are responsible for reinvesting capital in their businesses over time. In addition, to accelerate implementation of certain initiatives, the Company may co-invest with franchisees to fund improvements to their restaurants or operating systems. These investments, developed in collaboration with franchisees, are designed to cater to consumer preferences, improve local business performance and increase the value of the McDonald’s brand through the development of modernized, more attractive and higher revenue generating restaurants.

The Company requires franchisees to meet rigorous standards and generally does not work with passive investors. The business relationship with franchisees is designed to facilitate consistency and high quality at all McDonald's restaurants. Conventional franchisees contribute to the Company's revenue, primarily through the payment of rent and royalties based upon a percent of sales, with specified minimum rent payments, along with initial fees paid upon the opening of a new restaurant or grant of a new franchise. The Company's heavily franchised business model is designed to generate stable and predictable revenue, which is largely a function of franchisee sales, and resulting cash flow streams.

Developmental License or Affiliate

Under a developmental license or affiliate arrangement, licensees are responsible for operating and managing their businesses, providing capital (including the real estate interest) and developing and opening new restaurants. The Company generally does not invest any capital under a developmental license or affiliate arrangement, and it receives a royalty based on a percent of sales, and generally receives initial fees upon the opening of a new restaurant or grant of a new license.

While developmental license and affiliate arrangements are largely the same, affiliate arrangements are used in a limited number of foreign markets (primarily China and Japan) within the International Developmental Licensed Markets segment as well as a limited number of individual restaurants within the International Operated Markets segment, where the Company also has an equity investment and records its share of net results in equity in earnings of unconsolidated affiliates.

PURPOSE, MISSION AND VALUES

Through its size and scale, McDonald's embraces and prioritizes its role and commitment to the communities in which it operates through its *purpose* to feed and foster communities, and its *mission* to make delicious feel-good moments for everyone. The Company is guided by five *core values* that define who we are and how we run our business across the three-legged stool of McDonald's franchisees, suppliers, and employees:

1. *Serve* – We put our customers and people first;
2. *Inclusion* – We open our doors to everyone;
3. *Integrity* – We do the right thing;
4. *Community* – We are good neighbors; and
5. *Family* – We get better together.

The Company believes that its people, all around the world, set it apart and bring these values to life on a daily basis.

HUMAN CAPITAL MANAGEMENT

The Company's people strategies aim to create an environment grounded in diversity, equity, and inclusion ("DEI"). To do this, the Company continues to evaluate and evolve its compensation and benefits programs to remain locally relevant and competitive, while offering quality training and learning opportunities, and continues to uphold a high standard of health and safety for employees and customers alike.

You can find more information about the Company's human capital management and related initiatives in its "Purpose & Impact" report.

Our People

Company employees, which include those in the Company's corporate and other offices as well as in Company-owned and operated restaurants, totaled over 150,000 worldwide as of year-end 2022, of which approximately 70% were based outside of the U.S. In addition to Company employees, the over two million individuals who work in McDonald's franchised restaurants around the world are critical to the Company's success, enabling it to drive long-term value creation and further its purpose and mission. People are at the cornerstone of the Company's business and an essential part of the System.

Diversity, Equity and Inclusion

The Company's aspiration is that no matter where you are in the world, when you interact with McDonald's, DEI is as evident and familiar as the Arches themselves. A diverse workforce is and will continue to be critical to McDonald's success, and the Company is committed to making this a continued priority. The Company adheres to a global DEI strategy designed to drive accountability across the System to better represent the diverse communities in which McDonald's operates, to accelerate cultures of inclusion and belonging and to further dismantle barriers to economic opportunity.

The Company's DEI strategy reflects its commitment to deliver equitable treatment for all people and includes:

- ongoing efforts to improve the representation of women and underrepresented groups at all levels of the Company;
- a franchisee recruitment initiative to increase the number of new franchisees from all backgrounds, including underrepresented groups, particularly for those who may face socio-economic barriers to entry;
- best practice sharing with franchisees and suppliers to support them in furthering DEI progress within their own organizations;
- upholding human rights and cultivating a respectful workplace that is ethical, truthful and dependable; and
- a commitment to equal pay among Company employees with comparable job responsibilities, experience, performance and contributions, as well as fair treatment in access, opportunity and advancement for all.

While McDonald's is proud of its more than 65-year history as an employer, its global DEI strategy is designed to facilitate continued growth in how the Company approaches equitable opportunity and its role in catalyzing it across the System and beyond. The Company is committed to accelerating representation, inclusion and opportunity for underrepresented groups, not only within the Company but across the System. This goal is underscored by the Company's Mutual Commitment to Diversity, Equity and Inclusion, a pledge that invites the Company's U.S. based suppliers to commit to accountability for DEI progress within their own organizations. Aligned with the Company's

purpose, mission and values, the Mutual Commitment draws on McDonald's size and scale and highlights its opportunity to accelerate meaningful change for employees, franchisees, suppliers, customers and communities.

To reinforce the importance of the Company's values, the Company's incentive plan includes quantitative human capital metrics that hold executives accountable for making progress on DEI goals. In addition to the Company's financial performance, executives are measured on quantitative metrics that include championing the Company's core values, improving representation within leadership roles (Senior Director and above) and assessing feelings of inclusion within the Company. In addition, in 2022, the Company introduced an owner/operator diversity metric into its incentive plan for certain key officers and managing directors.

For more information on employee, Board and franchisee representation, as well as diverse-owned supplier spend and equal pay, see the Company's Global Diversity, Equity, and Inclusion Report, including the Diversity Snapshot.

Respectful Workplace Environment

Fostering safe, inclusive and respectful workplaces, wherever McDonald's does business, has been integral to the Company for its more than 65-year history. The Company understands the importance of providing a positive experience and making everyone feel valued, both in its offices and in McDonald's restaurants. The Company's commitment to human rights is set forth in its Human Rights Policy and is furthered by its Standards of Business Conduct, which apply to Company employees, and its Supplier Code of Conduct, which sets forth human rights requirements for the Company's global suppliers. Company employees are trained on and are required to annually certify their understanding of, and commitment to upholding, the Standards of Business Conduct.

Further, the Company's Global Brand Standards (which apply to all McDonald's restaurants, whether Company-owned or franchised) prioritize action in four areas: harassment, discrimination, and retaliation prevention; workplace violence prevention; restaurant employee feedback; and health and safety. Beginning in 2022, the first full year in which the Global Brand Standards were in effect, all restaurants were assessed on the Global Brand Standards in accordance with the applicable McDonald's market's business evaluation processes.

As part of its commitment to a respectful workplace environment, the Company recognizes how important it is to provide channels for its employees to report human rights and similar concerns that may violate Company policies and standards. Employees can do so in many ways, including through an anonymous global channel, the Business Integrity Line, which is staffed by a live operator from an independent company and is available 24 hours a day, 365 days a year. This is complemented by additional reporting channels in many markets. The Company expects its employees and franchisees to uphold human rights and cultivate respectful workplaces, which builds trust, protects the integrity of the McDonald's brand and fuels Systemwide success.

Compensation, Benefits, and Talent Development

The compensation and benefits provided to Company employees, including both corporate staff and Company-owned restaurant employees, is established based upon competitive considerations in the relevant labor market. The amount and type of compensation varies by an employee's level and location, and typically includes some combination of the following (in addition to base pay): cash bonuses, stock-based awards, retirement savings programs, and health and welfare benefits. Company employees may also receive paid time off, family care resources, tuition assistance and flexible work schedules.

In 2021, the Company publicly communicated its ongoing commitment to equal pay, which is supported by an annual pay gap analysis that aims to ensure equitable pay practices are consistently implemented and executed across the Company. Results of the 2022 pay gap analysis showed that women globally in Company owned and operated markets were paid 99.91 cents on the dollar in base pay on average of what men were paid for similar work. Further, there was no base pay gap disfavoring underrepresented groups in the U.S. These results indicate the Company substantially attained equal pay, and by the end of the first quarter of 2023, intends to close the small gaps identified in line with the commitment to close pay gaps identified in annual equal pay analyses. In line with its core values, the Company continuously emphasizes the importance of pay that is competitive, non-discriminatory, performance-based, transparent and compliant with legal and regulatory standards.

Additionally, McDonald's has a long-standing commitment to providing training, education benefits and career path opportunities, which empower the people and communities it serves. Learning and development is a competitive advantage to McDonald's and a true differentiator to its employee value proposition. McDonald's Hamburger University has eight campuses around the world, as well as online and on-demand resources, that provide training for Company employees as well as franchisees and their eligible employees. The Company is committed to providing opportunities for people to enhance their skills and fulfill their potential through talent development programs, apprenticeship opportunities, language and technical skill training and support for continuing education, as it believes this helps to facilitate talent attraction, career development and retention.

Communities

McDonald's embraces its role and commitment to the communities it serves. Through its Youth Opportunity program, the Company aims to reduce barriers to employment for two million youth by 2025 through supporting pre-employment job readiness training, employment opportunities and workplace development programs. The Company is also proud to support the network of over 260 local chapters of Ronald McDonald House Charities ("RMHC") spanning over 60 countries and regions that creates, finds and supports programs that directly improve the health and well-being of children and their families. In 2020, the Company announced a five-year, \$100 million commitment to RMHC.

In addition, the Company maintains a Global Food Disposition Policy to help support its suppliers and distributors around the world in disposing of food in alignment with McDonald's food waste hierarchy, including by enabling food donations wherever possible. The Policy, which aims to avoid food waste and loss while also allowing the System to meet the needs of local communities, is a critical part of the Company's sustainability work and its purpose to feed and foster communities.

The Company continues to bring its Community Impact strategy to life through enhanced support efforts because its business thrives when communities thrive. As a System, McDonald's creates opportunities that encourage Company employees, franchisees and their employees, suppliers and customers to get involved in philanthropic and volunteering opportunities.

ENVIRONMENTAL MATTERS

The Company prioritizes action and progress across a range of environmental matters, and endeavors to improve its long-term sustainability and resiliency, which benefit the System and the communities McDonald's serves. The Company monitors environmental regulations and stakeholder expectations in order to be well-positioned to respond in a timely and appropriate manner, as it cannot predict the precise nature of how these matters will continue to evolve. Although any impact would likely vary by geographic region and/or market, the adoption of new environmental laws or regulations may increase costs and/or operational complexity for the Company.

To guide its management of environmental matters and to strengthen its resiliency, the Company has developed goals and commitments that are informed by relevant frameworks, including the Taskforce on Climate-Related Financial Disclosures (TCFD). These include initiatives to reduce Systemwide greenhouse gas emissions, support deforestation free sourcing throughout the Company's global supply chain, efficiently manage natural resources and support biodiversity, responsibly source ingredients and packaging and increase the availability of recycling in restaurants to reduce waste. These are areas of increasing importance to the Company and its stakeholders and where the Company believes it can have a significant impact and help to drive industry-wide change. In recent years, the Company has made significant progress on many of its global goals and commitments. You can find more information about these initiatives, as well as other environmental sustainability matters, in the Company's "Our Purpose & Impact" report. Information can also be found in the Company's annual Climate Change, Forests and Water reports submitted to CDP, an organization that helps companies manage their environmental impacts.

The Company monitors and manages the evolving environmental landscape to further understand potential risks and opportunities for the business in collaboration with expert partners. The Company believes taking action on environmental matters will drive long-term business value by ensuring that it is managing operational costs in its energy supply, improving the security of its raw material supply, stewarding the environment in its surrounding communities and reducing its exposure to increasing environmental risks, regulation and costs.

SUPPLY CHAIN, FOOD SAFETY AND QUALITY

The Company and its franchisees purchase food, packaging, equipment and other goods from numerous independent suppliers. The Company has established and enforces high food safety and quality standards and maintains quality centers around the world designed to promote consistency of these quality standards and menu compliance. The quality management systems and processes involve ongoing product reviews, virtual supplier visits and third-party verifications. A Food Safety Advisory Council, comprised of the Company's internal food safety experts as well as suppliers and outside academics, supports our food safety risk management work and provides strategic global leadership for all aspects of food safety and quality. The Company also has ongoing programs to elevate food safety culture throughout the business by educating employees about food safety practices, including proper storage, handling and preparation of food for customers, and conducting trainings for its suppliers and restaurant operators to share best practices on food safety and quality.

The Company works closely with suppliers to encourage innovation and drive continuous improvement across its global supply chain. Leveraging its scale, supply chain infrastructure and risk management strategies, the Company collaborates with suppliers on contingency planning to achieve continuous supply and competitive, predictable costs over the long term. The Company also works closely with suppliers and other third-party experts to drive sustainable sourcing initiatives, including the environmental matters discussed above and improving the health and welfare of the animals within its supply chain. Led by its Chief Supply Chain Officer, the Company has developed and implemented a comprehensive strategy that its global supply chain organization leverages to identify, assess and manage risk in its supply chain.

To reinforce the importance of its values, the Company maintains a Supplier Code of Conduct that applies to all of its suppliers around the world. The Company expects all of its suppliers to meet the rigorous standards set forth in the Code, which cover areas including human rights, workplace environment, business integrity and environmental management. In addition, the Company has a comprehensive Supplier Workplace Accountability (SWA) program to help suppliers understand its expectations, verify compliance and work toward continuous improvement.

PRODUCTS

McDonald's restaurants offer a substantially uniform menu, although there are geographic variations to suit local consumer preferences and tastes.

McDonald's menu features hamburgers and cheeseburgers, the Big Mac, the Quarter Pounder with Cheese, the Filet-O-Fish, the McChicken and other chicken sandwiches, Chicken McNuggets, World Famous Fries, salads, shakes, McFlurry frozen desserts, sundaes, soft serve cones, bakery items, soft drinks, coffee, McCafé beverages and other beverages.

McDonald's restaurants in the U.S. and many international markets offer a full or limited breakfast menu. Breakfast offerings may include breakfast sandwiches, such as the Egg McMuffin, Sausage McMuffin with Egg and McGriddles, biscuit and bagel sandwiches, oatmeal, hash browns, breakfast burritos and hotcakes.

In addition to these menu items, restaurants sell a variety of other products during limited-time promotions.

Taste, quality, choice, value and nutrition are important to customers, and the Company is continuously evolving its menu to meet its customers' needs, including testing new products on an ongoing basis.

MARKETING

McDonald's global brand is well known. Marketing, promotional and public relations activities are designed with customers in mind and are focused on promoting the McDonald's brand and differentiating the Company from its competitors. Marketing and promotional efforts focus on value, quality, food taste, menu choice, nutrition, convenience, cultural relevance and the customer experience.

INTELLECTUAL PROPERTY

The Company owns or is licensed to use valuable intellectual property, including trademarks, service marks, patents, copyrights, trade secrets and other proprietary information. The Company considers the "McDonald's" trademark and the Golden Arches Logo to be of material importance to its business. Depending on the jurisdiction, trademarks and service marks generally are valid as long as they are used and/or registered. The Company's patents, copyrights and licenses are of varying durations.

COMPETITION

McDonald's restaurants compete with international, national, regional and local retailers of traditional, fast casual and other food service competitors. The Company measures its competitive position within the informal eating out ("IEO") segment, which is inclusive of the Company's primary competition of quick-service restaurants, but also includes 100% home delivery/takeaway providers, street stalls or kiosks, cafés, specialist coffee shops, self-service cafeterias and juice/smoothie bars. The Company competes among quick-service restaurants primarily on the basis of price, convenience, service, experience, menu variety and product quality.

GOVERNMENT REGULATIONS

The Company has global operations and is therefore subject to the laws of the United States and many foreign jurisdictions in which it operates and the rules and regulations of various governing bodies, which may differ among jurisdictions. As discussed under "Legal Proceedings – Government Regulations" on page 33 of this Form 10-K, governments have adopted laws and regulations involving various aspects of the restaurant business, including, but not limited to, advertising, franchising, health, safety, environment, competition, zoning, employment and taxation.

In addition, during the last three years, markets experienced varying levels of governmental restrictions on restaurant operations in response to the COVID-19 pandemic, including restrictions related to operating hours, dine-in capacity, and dining room and restaurant closures. These restrictions affected the Company's revenues for all three years, with a more limited impact in 2022 due to the lesser extent of the restrictions.

While costs associated with legal and regulatory compliance have increased along with the number and scope of laws and regulations affecting our business, these costs are not expected to have a material effect on the Company's capital expenditures, earnings or competitive position.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

MANAGEMENT'S VIEW OF THE BUSINESS

In analyzing business trends, management reviews results on a constant currency basis and considers a variety of performance and financial measures, some of which are considered to be non-GAAP, including comparable sales and guest count growth, Systemwide sales growth, after-tax return on invested capital from continuing operations, free cash flow and free cash flow conversion rate, as described below. Management believes these measures are important in understanding the financial performance of the Company.

- Constant currency results exclude the effects of foreign currency translation and are calculated by translating current year results at prior year average exchange rates. Management reviews and analyzes business results excluding the effect of foreign currency translation, impairment and other charges and gains, as well as material regulatory and other income tax impacts, and bases incentive compensation plans on these results because the Company believes this better represents underlying business trends.
- Comparable sales and comparable guest counts are compared to the same period in the prior year and represent sales and transactions, respectively, at all restaurants, whether operated by the Company or by franchisees, in operation at least thirteen months including those temporarily closed. Some of the reasons restaurants may be temporarily closed include reimagining or remodeling, rebuilding, road construction, natural disasters and acts of war, terrorism or other hostilities (including restaurants temporarily closed due to COVID-19, as well as those that remain closed in Ukraine). Restaurants in Russia were treated as permanently closed as of April 1, 2022 and therefore excluded from the calculation of comparable sales and comparable guest counts beginning in the second quarter of 2022. Comparable sales exclude the impact of currency translation and the sales of any market considered hyper-inflationary (generally identified as those markets whose cumulative inflation rate over a three-year period exceeds 100%), which management believes more accurately reflects the underlying business trends. Comparable sales are driven by changes in guest counts and average check, the latter of which is affected by changes in pricing and product mix.
- Systemwide sales include sales at all restaurants, whether operated by the Company or by franchisees. This includes sales from digital channels, which are comprised of the mobile app, delivery and kiosk at both Company-operated and franchised restaurants. While franchised sales are not recorded as revenues by the Company, management believes the information is important in understanding the Company's financial performance because these sales are the basis on which the Company calculates and records franchised revenues and are indicative of the financial health of the franchisee base. The Company's revenues consist of sales by Company-operated restaurants and fees from franchised restaurants operated by conventional franchisees, developmental licensees and affiliates. Changes in Systemwide sales are primarily driven by comparable sales and net restaurant unit expansion.
- The Company's after-tax return on invested capital ("ROIC") from continuing operations is a metric that management believes measures capital-allocation effectiveness over time. Other companies may calculate ROIC differently, limiting the usefulness of the measure for comparisons with other companies. Refer to the reconciliation in Exhibit 99.1 to this Form 10-K for further information on the Company's calculation of ROIC.
- Free cash flow, defined as cash provided by operations less capital expenditures, and free cash flow conversion rate, defined as free cash flow divided by net income, are measures reviewed by management in order to evaluate the Company's ability to convert net profits into cash resources, after reinvesting in the core business, that can be used to pursue opportunities to enhance shareholder value. Refer to the reconciliations in Exhibit 99.1 to this Form 10-K for further information on the Company's calculations of free cash flow and free cash flow conversion rate.

2022 FINANCIAL PERFORMANCE

In 2022, global comparable sales increased 10.9%, primarily due to strong sales performance across all segments from continued execution of the *Accelerating the Arches* strategy.

- Comparable sales in the U.S. increased 5.9%, benefiting primarily from strong average check growth driven by strategic menu price increases, successful menu and marketing promotions and continued digital and delivery growth.
- Comparable sales in the International Operated segment increased 13.3%, reflecting positive comparable sales across the segment, primarily driven by France, Germany and the U.K.
- Comparable sales in the International Developmental Licensed segment increased 16.0%, reflecting positive comparable sales across the segment, led by Japan and Brazil, partly offset by negative comparable sales in China due to continued COVID-19 related government restrictions.

Earnings and cash flow growth rates presented below were impacted in 2022 by charges from the sale of the Company's business in Russia, the settlement of a tax audit in France and a gain on the sale of the Company's Dynamic Yield business. Additionally, 2021 results were impacted by gains on the Company's sale of McDonald's Japan stock, the remeasurement of deferred taxes as a result of a change in the U.K. statutory income tax rate and charges from the sale of McD Tech Labs.

Current year and prior year charges and gains are detailed along with reconciliations to the non-GAAP measures in the Net Income and Diluted Earnings Per Share section on page 12 and Operating Income section on page 17 in this Form 10-K.

In addition to the comparable sales results above, the Company had the following financial results in 2022:

- Consolidated revenues were flat (increased 6% in constant currencies) at \$23.2 billion.
- Systemwide sales increased 5% (11% in constant currencies) to \$118.2 billion.

- Consolidated operating income decreased 10% (3% in constant currencies) to \$9.4 billion.
- Operating margin, defined as operating income as a percent of total revenues, decreased from 44.6% in 2021 to 40.4% in 2022.
- Diluted earnings per share of \$8.33 decreased 17% (12% in constant currencies).
- Cash provided by operations was \$7.4 billion, a 19% decrease from the prior year.
- Capital expenditures of \$1.9 billion were allocated approximately 50% to each of reinvestment in existing restaurants and new restaurant openings.
- Free cash flow was \$5.5 billion, a 23% decrease from the prior year.
- Across the System, over 1,500 new restaurants (including those in our developmental licensee and affiliated markets) were opened.
- The Company increased its quarterly cash dividend per share by 10% to \$1.52 for the fourth quarter, equivalent to an annual dividend of \$6.08 per share. The Company returned a total of \$8.1 billion to shareholders through dividends and share repurchases in 2022.

STRATEGIC DIRECTION

In early 2023, the Company announced an evolution of its successful *Accelerating the Arches* strategy (the “Strategy”). The Strategy, which encompasses all aspects of McDonald’s business as the leading global omni-channel restaurant brand, continues to reflect the Company’s purpose, mission and values. Enhancements to the Strategy include the additions of Restaurant Development to the MCD growth pillars and an internal effort, *Accelerating the Organization*, both of which are aimed at elevating the Company’s performance. The Company’s guiding purpose, mission and values are discussed in a dedicated section on page 4 of this Form 10-K.

GROWTH PILLARS

The following growth pillars, MCD, build on historic strengths and articulate areas of further opportunity. Under the Strategy, the Company will:

- **Maximize our Marketing** by investing in new, culturally relevant approaches, grounded in fan truths, to effectively communicate the story of our brand, food and purpose. This is exemplified by campaigns that elevate the entire brand, such as the Famous Orders platform that has been repeatedly adopted by markets across the globe, the FIFA World Cup campaign that debuted in 75 markets, the UK’s Raise Your Arches campaign that was picked up by 30 markets around the globe and The Cactus Plant Flea Market Box in the U.S. The Company is committed to a marketing strategy that highlights value at every tier of the menu, as affordability remains a cornerstone of the McDonald’s brand and is especially important to our customers in uncertain economic environments.
- **Commit to the Core menu** by tapping into customer demand for the familiar and focusing on serving our iconic products such as our World Famous Fries, the Big Mac, our Chicken McNuggets and the McFlurry. Around the world, McDonald’s possesses 10 of these “billion-dollar brand equities.” The Company will continue to improve on its classics by implementing a series of operational and formulation changes designed to deliver hotter, juicier, tastier burgers across the globe. While leaning into core icons like Chicken McNuggets, ongoing focus will include scaling emerging equities such as the McSpicy and McCrispy Chicken Sandwiches. The Company also continues to see a significant opportunity with coffee, demonstrated by markets leveraging the McCafé brand, customer experience, value and quality to drive long-term growth.
- **Double Down on the 4D’s: Digital, Delivery, Drive Thru and the recent addition of Restaurant Development** by leveraging competitive strengths and building a powerful digital experience growth engine to deliver a personalized and convenient customer experience. To unlock further growth, the Company expects to continue to accelerate the pace of restaurant openings and technology innovation so that whenever and however customers choose to interact with McDonald’s, they can enjoy a fast, easy experience that meets their needs. In 2022, digital channels (the mobile app, delivery and kiosk) comprised nearly 35% of Systemwide sales in the Company’s top six markets, representing over \$25 billion in digital Systemwide sales.
 - **Digital:** The Company’s digital experience growth engine — “MyMcDonald’s” — is transforming its offerings across drive thru, takeaway, delivery, curbside pick-up and dine-in with digital enhancements. Through the digital tools, customers can access personalized offers, participate in a loyalty program, order through the mobile app and receive McDonald’s food through the channel of their choice. The Company has successful loyalty programs in over 50 markets around the world, including its top six markets. As of December 31, 2022, the Company’s loyalty customers have proven to be highly engaged, with nearly 50 million active loyalty members across the top six markets in the last 90 days, including 28 million in the U.S.
 - **Delivery:** The Company has continued to expand the number of restaurants offering delivery to nearly 35,000, representing over 85% of McDonald’s restaurants. Delivery is available in about 100 markets, and the Company is continuing to build on and enhance the delivery experience for customers by adding the ability to place a delivery order on the McDonald’s mobile app in some of its largest markets. This capability is now available in the U.S., the U.K., Canada and Australia. The Company has also put in place long-term strategic partnerships with UberEats, DoorDash, Just Eat Takeaway.com and Deliveroo. These partnerships are expected to benefit the Company, its customers and franchisees by optimizing operational efficiencies and creating a seamless customer experience.
 - **Drive Thru:** The Company has drive thru locations in over 26,000 restaurants globally, including nearly 95% of the over 13,000 locations in the U.S. This channel remains a competitive advantage, and we expect that it will become even more critical to meeting customers’ demand for flexibility and choice. The Company continues to build on its drive thru advantage, as the vast majority of new restaurant openings in the U.S. and International Operated Market segments will include a drive thru.

- **Restaurant Development:** The Company will accelerate the pace of restaurant openings with the recent addition of this component to the MCD growth pillars. In 2023, the Company plans to open approximately 1,900 new restaurant units across the globe, which will contribute to nearly 4% net unit growth. The Company believes there is opportunity for further growth in many of its largest markets and to explore new formats under the McDonald's brand over the coming years.

FOUNDATION

Foundational to the Strategy is keeping the customer and restaurant crew at the center of everything we do, along with a relentless focus on running great restaurants, empowering our people and modernizing ways of working through *Accelerating the Organization*.

- **Running Great Restaurants:** The Company offers the speed, choice and personalization that its customers expect and serves delicious food people feel good about eating, with convenient locations and hours and affordable prices.
- **Empowering our People:** The Company believes the employee experience is critical to its success and, in 2022, implemented Global Brand Standards which are designed to create a culture of safety for both employees and customers in McDonald's restaurants around the world.
- **Accelerating the Organization:** The Company will unlock further growth as it modernizes the way it works by focusing on becoming faster, more innovative and more efficient at solving problems for its customers and people. This work is guided by a commitment to provide people with career paths for growth and development that capitalize on the global nature of the Company's business.

These efforts, coupled with investments in innovation, are designed to enhance the customer experience and deliver long-term profitable growth for all stakeholders. The Strategy is aligned with the Company's capital allocation philosophy of investing in opportunities to grow the business (through new restaurants and reinvesting in existing restaurants) and returning free cash flow to shareholders over time through dividends and share repurchases.

The Company believes the Strategy builds on its inherent strengths by harnessing its competitive advantages while leveraging its size, scale and agility to adapt and adjust to uncertain economic and operating environments to meet consumer demands. The Strategy is supported by a strong global senior leadership team aimed at executing against the MCD growth pillars and accelerating the Company's broad-based business momentum.

OUTLOOK

Based on current conditions, the following is provided to assist in forecasting the Company's future results for 2023.

- The Company expects net restaurant unit expansion will contribute nearly 1.5% to 2023 Systemwide sales growth, in constant currencies.
- The Company expects full year 2023 selling, general and administrative expenses of about 2.2% to 2.3% of Systemwide sales.
- The Company expects 2023 operating margin percent to be about 45%.
- Based on current interest and foreign currency exchange rates, the Company expects interest expense for the full year 2023 to increase between 10% and 12%, driven primarily by higher average interest rates.
- The Company expects the effective income tax rate for the full year 2023 to be in the 20% to 22% range. Some volatility may result in a quarterly tax rate outside of the annual range.
- The Company expects 2023 capital expenditures to be between \$2.2 and \$2.4 billion, about half of which will be directed towards new restaurant unit expansion across the U.S. and International Operated Markets. Globally, the Company expects to open about 1,900 restaurants. The Company will open more than 400 restaurants in the U.S. and International Operated Markets segments, and developmental licensees and affiliates will contribute capital towards about 1,500 restaurant openings in their respective markets. The Company expects about 1,500 net restaurant additions in 2023.
- The Company expects to achieve a free cash flow conversion rate greater than 90%.

CONSOLIDATED OPERATING RESULTS

The following discussion should be read in conjunction with the consolidated financial statements and accompanying notes beginning on page 35 of this Form 10-K. This section generally discusses 2022 and 2021 items and the year-to-year comparisons between the years ended December 31, 2022 and 2021. Discussions of 2020 items and the year-to-year comparisons between the years ended December 31, 2021 and 2020 are not included in their entirety in this Form 10-K and can be found in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on February 24, 2022.

Impact of COVID-19 Restrictions

During the last three years, markets experienced varying levels of governmental restrictions on restaurant operations in response to the COVID-19 pandemic, including restrictions related to operating hours, dine-in capacity, and dining room and restaurant closures. These restrictions affected the Company's revenues for all three years, with a more limited impact in 2022 due to the lesser extent of the restrictions. As most revenues and the Company's share of net results in equity investments are based on a percent of sales, consumer sentiment and government restrictions as a result of COVID-19 may continue to have an impact on results.

Impact of the War in Ukraine

During the first quarter of 2022, McDonald's temporarily closed restaurants in Russia and Ukraine due to the ongoing war in the region. Restaurants remained closed in Russia through the Company's sale of its Russian business in the second quarter 2022.

Beginning in September 2022, the Company began reopening restaurants in Ukraine.

Operating results

	2022		2021		2020
	Amount	Increase/ (decrease)	Amount	Increase/ (decrease)	Amount
<i>Dollars and shares in millions, except per share data</i>					
Revenues					
Sales by Company-operated restaurants	\$ 8,748	(11 %)	\$ 9,787	20 %	\$ 8,139
Revenues from franchised restaurants	14,106	8	13,085	22	10,726
Other revenues	329	(6)	351	2	343
Total revenues	23,183	—	23,223	21	19,208
Operating costs and expenses					
Company-operated restaurant expenses	7,381	(8)	8,047	15	6,981
Franchised restaurants-occupancy expenses	2,350	1	2,335	6	2,208
Other restaurant expenses	245	(6)	260	(2)	267
Selling, general & administrative expenses					
Depreciation and amortization	370	12	330	10	301
Other	2,492	5	2,378	6	2,245
Other operating (income) expense, net	974	n/m	(483)	n/m	(118)
Total operating costs and expenses	13,812	7	12,867	8	11,884
Operating income	9,371	(10)	10,356	41	7,324
Interest expense	1,207	2	1,186	(3)	1,218
Nonoperating (income) expense, net	339	n/m	42	n/m	(35)
Income before provision for income taxes	7,825	(14)	9,128	49	6,141
Provision for income taxes	1,648	4	1,583	12	1,410
Net income	\$ 6,177	(18 %)	\$ 7,545	59 %	\$ 4,731
Earnings per common share—diluted	\$ 8.33	(17 %)	\$ 10.04	59 %	\$ 6.31
Weighted-average common shares outstanding—diluted	741.3	(1 %)	751.8	— %	750.1

n/m Not meaningful

IMPACT OF FOREIGN CURRENCY TRANSLATION ON REPORTED RESULTS

The impact of foreign currency translation on consolidated operating results in 2022 reflected the weakening of all major currencies against the U.S. Dollar, driven by the Euro, British Pound, and Australian Dollar.

While changes in foreign currency exchange rates affect reported results, McDonald's mitigates exposures, where practical, by purchasing goods and services in local currencies, financing in local currencies and hedging certain foreign-denominated cash flows. Results excluding the effect of foreign currency translation (referred to as constant currency) are calculated by translating current year results at prior year average exchange rates.

Impact of foreign currency translation on reported results

In millions, except per share data	Reported amount			Currency translation benefit/(cost)		
	2022	2021	2020	2022	2021	2020
Revenues	\$ 23,183	\$ 23,223	\$ 19,208	\$ (1,419)	\$ 488	\$ (75)
Company-operated margins	1,368	1,740	1,158	(99)	42	(1)
Franchised margins	11,756	10,750	8,519	(646)	223	32
Selling, general & administrative expenses	2,862	2,708	2,546	63	(28)	(2)
Operating income	9,371	10,356	7,324	(652)	231	35
Net income	6,177	7,545	4,731	(386)	150	26
Earnings per common share—diluted	8.33	10.04	6.31	(0.52)	0.20	0.04

NET INCOME AND DILUTED EARNINGS PER COMMON SHARE

In 2022, net income decreased 18% (13% in constant currencies) to \$6.2 billion and diluted earnings per common share decreased 17% (12% in constant currencies) to \$8.33. Foreign currency translation had a negative impact of \$0.52 on diluted earnings per share.

2022 results included:

- Net pre-tax charges of \$1,281 million, or \$1.44 per share, related to the sale of the Company's business in Russia
- Net pre-tax gain of \$271 million, or \$0.40 per share, related to the Company's sale of its Dynamic Yield business
- \$537 million, or \$0.73 per share, of nonoperating expense related to the settlement of a tax audit in France

2021 results included:

- Net pre-tax gains of \$339 million, or \$0.33 per share, primarily related to the sale of McDonald's Japan stock
- Pre-tax charges of \$54 million, or \$0.05 per share, primarily related to the sale of McD Tech Labs
- \$364 million, or \$0.48 per share, of income tax benefit related to the remeasurement of deferred taxes as a result of a change in the U.K. statutory income tax rate

Outlined below is additional information for the full year 2022 and 2021:

Net Income Reconciliation

	Amount		Increase/(decrease) excluding currency translation	
	2022	2021	2022	2022
GAAP net income	\$ 6,177.4	\$ 7,545.2	(18 %)	(13 %)
(Gains) charges	770.7	(202.7)		
Income tax (benefit) cost, net	—	(363.7)		
France tax settlement	537.2	—		
Non-GAAP net income	\$ 7,485.3	\$ 6,978.8	7 %	13 %

Diluted Earnings Per Common Share Reconciliation

	Amount		Increase/(decrease) excluding currency translation	
	2022	2021	2022	2022
GAAP earnings per share-diluted	\$ 8.33	\$ 10.04	(17 %)	(12 %)
(Gains) charges	1.04	(0.28)		
Income tax (benefit) cost, net	—	(0.48)		
France tax settlement	0.73	—		
Non-GAAP earnings per share-diluted	\$ 10.10	\$ 9.28	9 %	15 %

In constant currencies, after consideration of the adjustments to reconcile our GAAP to Non-GAAP results above, 2022 reflected strong operating performance driven by higher sales-driven Franchised margins. Company-operated margins were negatively impacted by the permanent restaurant closures as a result of the sale of the Company's business in Russia and the temporary restaurant closures in Ukraine, as well as by inflationary cost pressures. In addition, net income reflected an income tax benefit associated with global tax audit progression.

The Company repurchased 15.8 million shares of its stock for \$3.9 billion in 2022 and 3.4 million shares of its stock for \$846 million in 2021.

REVENUES

The Company's revenues consist of sales by Company-operated restaurants and fees from restaurants operated by franchisees, developmental licensees and affiliates. Revenues from conventional franchised restaurants include rent and royalties based on a percent of sales with minimum rent payments, and initial fees. Revenues from restaurants licensed to developmental licensees and affiliates include a royalty based on a percent of sales, and generally include initial fees. The Company's Other revenues are comprised of fees paid by franchisees to recover a portion of costs incurred by the Company for various technology platforms, revenues from brand licensing arrangements to market and sell consumer packaged goods using the McDonald's brand and, for periods prior to its sale on April 1, 2022, third-party revenues for the Company's Dynamic Yield business.

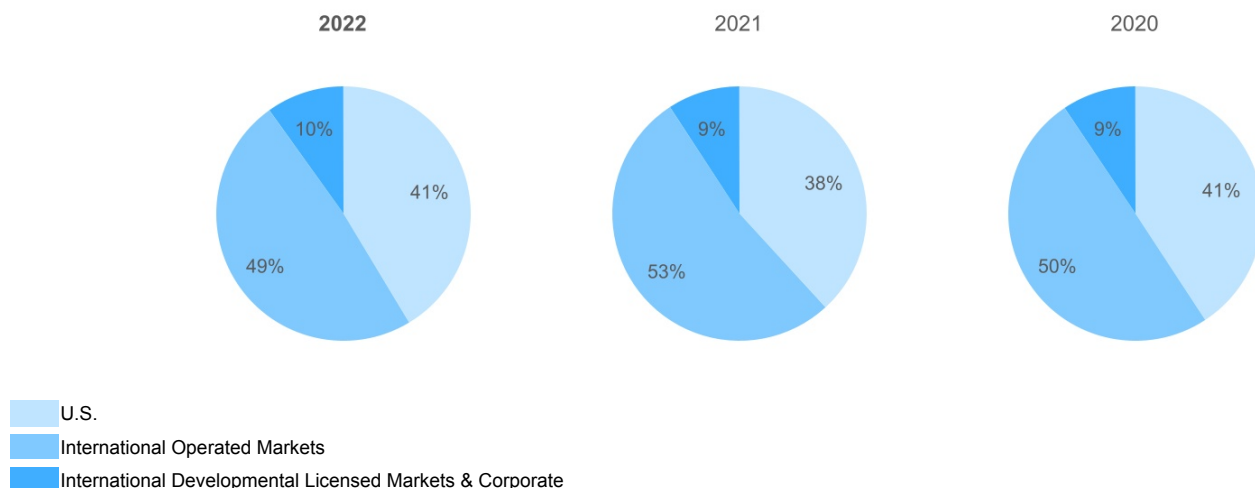
Franchised restaurants represented 95% of McDonald's restaurants worldwide at December 31, 2022. The Company's heavily franchised business model is designed to generate stable and predictable revenue, which is largely a function of franchisee sales, and resulting cash flow streams.

Revenues

<i>Dollars in millions</i>	Amount			Increase/(decrease)		Increase/(decrease) excluding currency translation	
	2022	2021	2020	2022	2021	2022	2021
Company-operated sales:							
U.S.	\$ 2,836	\$ 2,617	\$ 2,395	8 %	9 %	8 %	9 %
International Operated Markets	5,179	6,456	5,114	(20)	26	(11)	23
International Developmental Licensed Markets & Corporate	733	715	630	3	13	16	10
Total	\$ 8,748	\$ 9,788	\$ 8,139	(11 %)	20 %	(4 %)	18 %
Franchised revenues:							
U.S.	\$ 6,585	\$ 6,094	\$ 5,261	8 %	16 %	8 %	16 %
International Operated Markets	5,985	5,638	4,348	6	30	18	24
International Developmental Licensed Markets & Corporate	1,536	1,353	1,117	14	21	22	20
Total	\$ 14,106	\$ 13,085	\$ 10,726	8 %	22 %	14 %	19 %
Total Company-operated sales and Franchised revenues:							
U.S.	\$ 9,421	\$ 8,711	\$ 7,656	8 %	14 %	8 %	14 %
International Operated Markets	11,164	12,094	9,462	(8)	28	2	23
International Developmental Licensed Markets & Corporate	2,269	2,068	1,747	10	18	20	16
Total	\$ 22,854	\$ 22,873	\$ 18,865	— %	21 %	6 %	19 %
Total Other revenues	\$ 329	\$ 350	\$ 343	(6 %)	2 %	(3 %)	— %
Total Revenues	\$ 23,183	\$ 23,223	\$ 19,208	— %	21 %	6 %	18 %

In 2022, total Company-operated sales and franchised revenues were flat (increased 6% in constant currencies). In the International Operated Markets segment, results reflected positive constant currency sales performance, driven by France, Germany and the U.K., offset by lower Company-operated sales due to permanent restaurant closures as a result of the sale of the Company's business in Russia and the temporary restaurant closures in Ukraine. The International Developmental Licensed Markets segment reflected strong sales performance across all geographic regions.

TOTAL REVENUES BY SEGMENT



The following tables present comparable sales and Systemwide sales increases/(decreases):

Comparable sales increases/(decreases)*

	2022	2021	2020
U.S.	5.9 %	13.8 %	0.4 %
International Operated Markets	13.3	21.6	(15.0)
International Developmental Licensed Markets & Corporate	16.0	16.6	(10.5)
Total	10.9 %	17.0 %	(7.7 %)

*For both International Operated Markets and Total comparable sales calculations for 2022, restaurants in Russia were treated as permanently closed starting April 1, 2022 and therefore excluded from the calculations beginning in the second quarter of 2022. Restaurants from Ukraine were treated as temporarily closed and therefore included in the calculations. Beginning in September 2022, the Company began reopening restaurants in Ukraine. Due to the more significant impact of COVID-19 in 2020, comparable sales growth from 2020 to 2021 may not be fully indicative of the Company's performance.

Systemwide sales increases/(decreases)**

	2022	2021	2022	2021
			Increase/(decrease) excluding currency translation	
U.S.	6 %	13 %	6 %	13 %
International Operated Markets	—	29	11	24
International Developmental Licensed Markets & Corporate	10	21	21	20
Total	5 %	21 %	11 %	18 %

** Unlike comparable sales, the Company has not excluded sales from hyperinflationary markets from Systemwide sales as these sales are the basis on which the Company calculates and records revenues. 2022 results reflect the impact of the permanent restaurant closures as a result of the sale of the Company's business in Russia and the temporary restaurant closures in Ukraine.

Franchised sales are not recorded as revenues by the Company, but are the basis on which the Company calculates and records franchised revenues and are indicative of the financial health of the franchisee base. The following table presents franchised sales and the related increases/(decreases):

Franchised sales

	2022	2021	2020	2022	2021	2022	2021
			Amount		Increase/(decrease)		Increase/(decrease) excluding currency translation
Dollars in millions							
U.S.	\$ 45,898	\$ 43,344	\$ 38,123	6 %	14 %	6 %	14 %
International Operated Markets	34,537	33,097	25,446	4	30	15	24
International Developmental Licensed Markets & Corporate	29,038	26,234	21,609	11	21	21	21
Total	\$ 109,473	\$ 102,675	\$ 85,178	7 %	21 %	13 %	18 %
Ownership type							
Conventional franchised	\$ 80,066	\$ 75,956	\$ 63,297	5 %	20 %	10 %	18 %
Developmental licensed	18,444	15,151	11,781	22	29	31	28
Foreign affiliated	10,963	11,568	10,100	(5)	15	6	13
Total	\$ 109,473	\$ 102,675	\$ 85,178	7 %	21 %	13 %	18 %

RESTAURANT MARGINS

Franchised restaurant margins are measured as revenues from franchised restaurants less franchised restaurant occupancy costs. Franchised revenues include rent and royalties based on a percent of sales, and initial fees. Franchised restaurant occupancy costs include lease expense and depreciation, as the Company generally owns or secures a long-term lease on the land and building for the restaurant location.

Company-operated restaurant margins are measured as sales from Company-operated restaurants less costs for food & paper, payroll & employee benefits and occupancy & other operating expenses necessary to run an individual restaurant. Company-operated margins exclude costs that are not allocated to individual restaurants, primarily payroll & employee benefit costs of non-restaurant support staff, which are included in Selling, general and administrative expenses.

Restaurant margins

Dollars in millions	Amount			Increase/(decrease)		Increase/(decrease) excluding currency translation	
	2022	2021	2020	2022	2021	2022	2021
Franchised:							
U.S.	\$ 5,341	\$ 4,906	\$ 4,097	9 %	20 %	9 %	20 %
International Operated Markets	4,900	4,516	3,329	8	36	20	29
International Developmental Licensed Markets & Corporate	1,515	1,328	1,093	14	22	23	20
Total	\$ 11,756	\$ 10,750	\$ 8,519	9 %	26 %	15 %	24 %
Company-operated:							
U.S.	\$ 429	\$ 511	\$ 405	(16 %)	26 %	(16 %)	26 %
International Operated Markets	913	1,208	748	(24)	61	(17)	56
International Developmental Licensed Markets & Corporate	n/m	n/m	n/m	n/m	n/m	n/m	n/m
Total	\$ 1,368	\$ 1,740	\$ 1,158	(21 %)	50 %	(16 %)	47 %
Total restaurant margins:							
U.S.	\$ 5,770	\$ 5,417	\$ 4,502	7 %	20 %	7 %	20 %
International Operated Markets	5,813	5,724	4,077	2	40	12	34
International Developmental Licensed Markets & Corporate	n/m	n/m	n/m	n/m	n/m	n/m	n/m
Total	\$ 13,124	\$ 12,490	\$ 9,677	5 %	29 %	11 %	26 %

n/m Not meaningful

In 2022, total restaurant margins increased 5% (11% in constant currencies), which reflected strong sales performance across all segments.

Franchised margins represented nearly 90% of restaurant margin dollars.

Total restaurant margin growth was negatively impacted in both periods by foreign currency translation due to the weakening of all major currencies against the U.S. Dollar.

Franchised margins in the U.S. reflected higher depreciation costs related to investments in restaurant modernization.

Company-operated margins in the U.S. and International Operated Markets segment reflected positive sales performance driven by strategic menu price increases, and the negative impact of inflationary pressures. Results in the International Operated Markets segment were also negatively impacted by the restaurant closures in Russia and Ukraine.

Total restaurant margins included \$1,501 million of depreciation and amortization expenses in 2022.

RESTAURANT MARGINS BY TYPE (In millions)



SELLING, GENERAL & ADMINISTRATIVE EXPENSES

Selling, general & administrative expenses

Dollars in millions	Amount			Increase/(decrease)		Increase/(decrease) excluding currency translation	
	2022	2021	2020	2022	2021	2022	2021
U.S.	\$ 692	\$ 696	\$ 625	(1 %)	11 %	(1 %)	11 %
International Operated Markets	629	692	700	(9)	(1)	—	(5)
International Developmental Licensed Markets & Corporate ⁽¹⁾	1,541	1,320	1,221	17	8	17	8
Total Selling, General & Administrative Expenses	\$ 2,862	\$ 2,708	\$ 2,546	6 %	6 %	8 %	5 %
Less: Incentive-Based Compensation ⁽²⁾	404	439	158	(8)	n/m	(6)	n/m
Total Excluding Incentive-Based Compensation	\$ 2,458	\$ 2,269	\$ 2,388	8 %	(5 %)	11 %	(6 %)

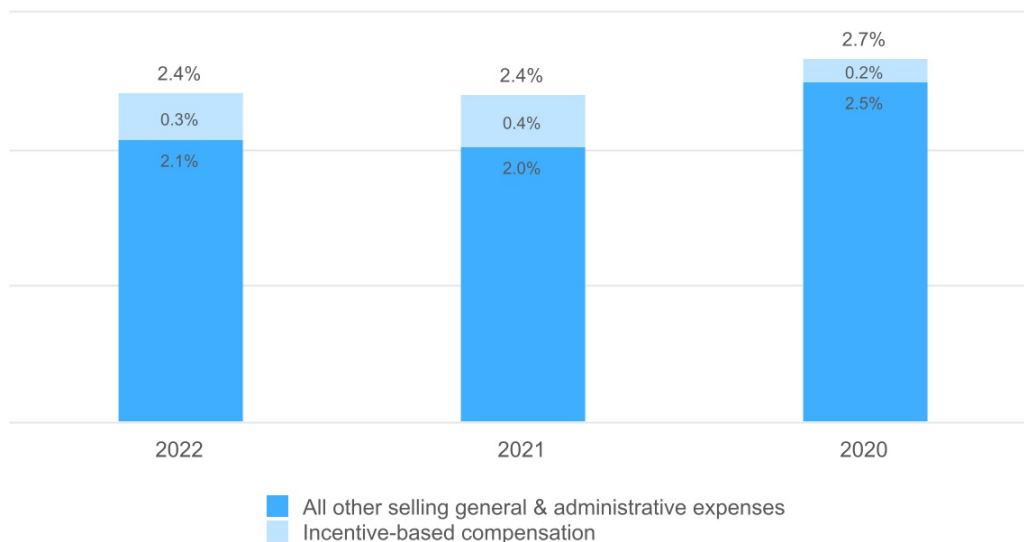
(1) Includes home office support costs in areas such as facilities, finance, human resources, investments in strategic technology initiatives, legal, marketing, restaurant operations, supply chain and training.

(2) Includes all cash incentives and share-based compensation expense.

In 2022, consolidated selling, general and administrative expenses increased 6% (8% in constant currencies), reflecting higher costs for investments in restaurant technology, incremental costs related to strategic initiatives, the Company's 2022 Worldwide Owner/Operator convention and proxy contest, as well as the impact of inflationary cost pressures.

Management believes that analyzing selling, general & administrative expenses as a percent of Systemwide sales is meaningful because these costs are incurred to support the overall McDonald's business.

SELLING, GENERAL & ADMINISTRATIVE EXPENSES AS A PERCENT OF SYSTEMWIDE SALES



OTHER OPERATING (INCOME) EXPENSE, NET

Other operating (income) expense, net

In millions	2022	2021	2020
Gains on sales of restaurant businesses	\$ (60)	\$ (96)	\$ (23)
Equity in earnings of unconsolidated affiliates	(113)	(177)	(117)
Asset dispositions and other (income) expense, net	137	75	290
Impairment and other charges (gains), net	1,010	(285)	(268)
Total	\$ 974	\$ (483)	\$ (118)

- **Gains on sales of restaurant businesses**

In 2022, gains on sales of restaurant businesses decreased primarily due to a lower number of restaurant sales in the U.S.

- **Equity in earnings of unconsolidated affiliates**

In 2022, equity in earnings of unconsolidated affiliates decreased due to lower equity in earnings from China as a result of the continued impact of COVID-19 related government restrictions, and lower equity in earnings from the International Operated Markets segment, primarily as a result of dissolving a restaurant joint partnership. Results also reflected lower equity in earnings from Japan, due to the Company's reduced ownership in McDonald's Japan when compared to 2021.

- **Asset dispositions and other (income) expense, net**

Asset dispositions and other (income) expense, net reflected higher asset write-offs, costs incurred to support the Company's business in Ukraine, and the comparison to a prior year gain on the strategic sale of restaurant properties. Results also reflected a gain as a result of an increase to fair value of an existing restaurant joint venture in connection with the buyout of a joint venture partner within the International Operated Markets segment.

- **Impairment and other charges (gains), net**

In 2022, impairment and other charges (gains), net reflected \$1,281 million of pre-tax charges related to the sale of the Company's business in Russia and a pre-tax gain of \$271 million related to the Company's sale of its Dynamic Yield business.

Results in 2021 reflected net pre-tax gains of \$339 million, primarily related to the sale of McDonald's Japan stock. These results were partly offset by \$54 million of pre-tax charges, primarily related to the sale of McD Tech Labs.

OPERATING INCOME

Operating income

Dollars in millions	Amount			Increase/(decrease)		Increase/(decrease) excluding currency translation	
	2022	2021	2020	2022	2021	2022	2021
U.S.	\$ 5,136	\$4,755	\$3,789	8 %	25 %	8 %	25 %
International Operated Markets	3,926	5,130	3,315	(23)	55	(13)	48
International Developmental Licensed Markets & Corporate	309	471	220	(34)	n/m	(5)	n/m
Total	\$9,371	\$10,356	\$7,324	(10 %)	41 %	(3 %)	38 %
Operating margin	40.4 %	44.6 %	38.1 %				

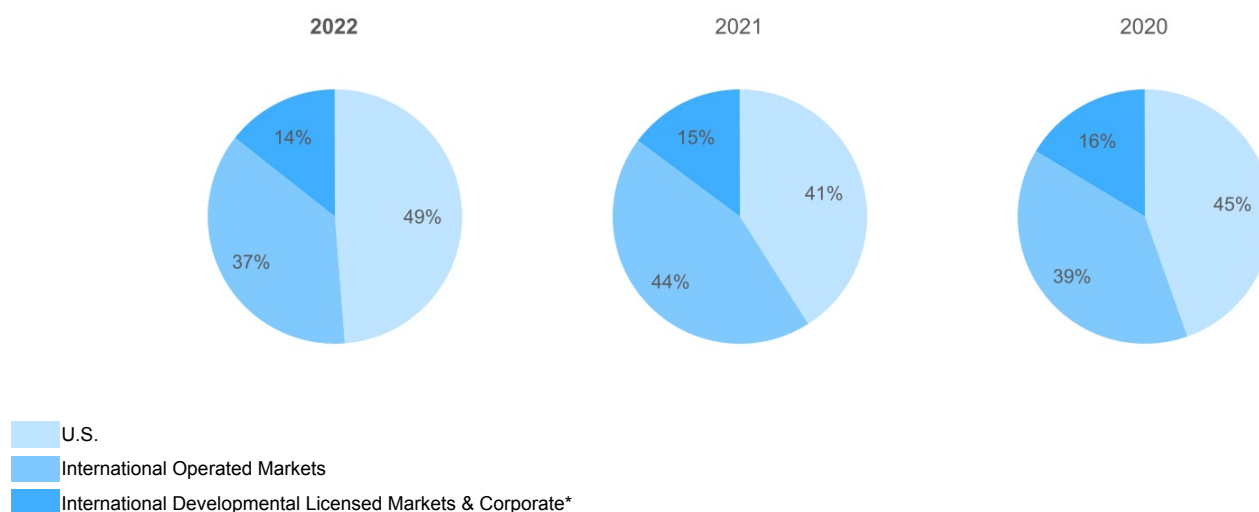
Operating income reconciliation*

Dollars in millions	Amount		Increase/(decrease)		Increase/(decrease) excluding currency translation	
	2022	2021	2022	2021	2022	2021
GAAP operating income	\$ 9,371	\$10,356	(10 %)		(3 %)	
Russia sale charge	1,281	—				
Dynamic Yield sale gain	(271)	—				
Japan stock sale gains	—	(339)				
McD Tech Labs sale charge	—	54				
Non-GAAP operating income	\$10,381	\$10,071	3 %		10 %	
Non-GAAP operating margin	44.8 %	43.4 %				

*Refer to the Impairment and other charges (gains), net line within the Other Operating (Income) Expense, Net section above for details of the gains and charges in this table.

- **Operating Income:** Operating income decreased 10% (3% in constant currencies). Excluding the current year and prior year items in the table above, operating income increased 3% (10% in constant currencies) for 2022.
 - **U.S.:** Operating income increased due to sales-driven growth in Franchised margins, partly offset by inflationary pressures on labor and commodities in Company-operated restaurant margins.
 - **International Operated Markets:** Constant currency results reflected positive sales performance led by France, Germany, and the U.K. Results were partly offset by the impact of restaurant closures in Russia and Ukraine as well as inflationary pressures in Company-operated restaurant margins.
 - **International Developmental Licensed Markets & Corporate:** Results reflected strong sales performance, primarily in Brazil and Japan, and higher Corporate general and administrative expenses.

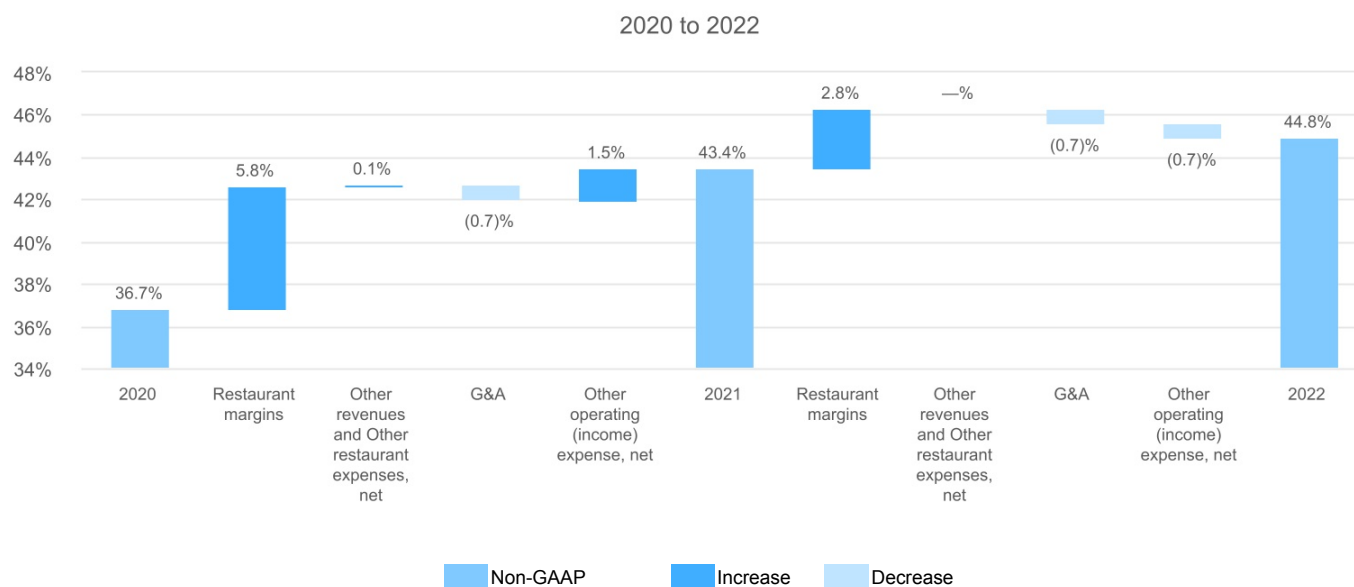
OPERATING INCOME BY SEGMENT*



*The IDL segment data in this graphic excludes Corporate activities, which is a Non-GAAP presentation.

- **Operating margin:** Operating margin is defined as operating income as a percent of total revenues. The contributions to operating margin differ by segment due to each segment's ownership structure, primarily due to the relative percentage of franchised versus Company-operated restaurants. Additionally, temporary restaurant closures, which vary by segment, impact the contribution of each segment to the consolidated operating margin.

NON-GAAP OPERATING MARGIN PERCENT ROLL-FORWARD*



*Refer to the Operating Income section on page 17 in this Form 10-K for details regarding operating margin percent for 2022.

INTEREST EXPENSE

Interest expense increased 2% (4% in constant currencies) and decreased 3% (4% in constant currencies) in 2022 and 2021, respectively. Results in 2022 reflected higher average interest rates.

NONOPERATING (INCOME) EXPENSE, NET

Nonoperating (income) expense, net

<i>In millions</i>	2022	2021	2020
Interest income	\$ (44)	\$ (9)	\$ (18)
Foreign currency and hedging activity	(134)	37	(3)
Other expense	517	14	(14)
Total	\$ 339	\$ 42	\$ (35)

In 2022, Interest income increased due to higher average interest rates.

Foreign currency and hedging activity includes net gains or losses on certain hedges that reduce the exposure to variability on certain intercompany foreign currency cash flow streams.

In 2022, Other (income) expense, net included \$537 million of nonoperating expense related to the settlement of a tax audit in France.

PROVISION FOR INCOME TAXES

In 2022 and 2021, the reported effective income tax rates were 21.1% and 17.3%, respectively.

Results for 2022 reflected the tax impact of \$537 million of nonoperating expense related to the settlement of a tax audit in France. During the year, the Company finalized and settled certain tax examinations and remeasured other income tax reserves based on audit progression.

Results for 2021 included \$364 million of income tax benefits due to a change in the U.K. statutory income tax rate. Excluding the income tax benefits and the tax impact of net gains, the effective income tax rate for the year was 21.1%.

Consolidated deferred tax assets, net of valuation allowance, was \$6.1 billion in 2022 and \$6.6 billion in 2021. Substantially all of the net tax assets are expected to be realized in the U.S. and other profitable markets.

RECENTLY ISSUED ACCOUNTING STANDARDS

Recently issued accounting standards are included on page 41 of this Form 10-K.

CASH FLOWS

The Company has a long history of generating significant cash from operations and has substantial credit capacity to fund operating and discretionary spending such as capital expenditures, debt repayments, dividends and share repurchases.

Cash provided by operations totaled \$7.4 billion in 2022, a decrease of \$1.7 billion or 19%. Free cash flow was \$5.5 billion in 2022, a decrease of \$1.6 billion or 23%. The Company's free cash flow conversion rate was 89% in 2022 and 94% in 2021. Cash provided by operations decreased in 2022 compared to 2021 primarily due to the settlement of a tax audit in France, changes in working capital, and the negative impact of foreign currency rates on operating results.

Cash used for investing activities totaled \$2.7 billion in 2022, an increase of \$512 million compared with 2021. The increase was primarily due to higher purchases of restaurant businesses, partly offset by proceeds from the sale of Dynamic Yield in 2022 and proceeds from the sale of McDonald's Japan stock in 2021.

Cash used for financing activities totaled \$6.6 billion in 2022, an increase of \$1.0 billion compared with 2021. The increase was primarily due to increased treasury stock purchases, partly offset by increased net debt issuances.

The Company's cash and equivalents balance was \$2.6 billion and \$4.7 billion at year end 2022 and 2021, respectively. In addition to cash and equivalents on hand and cash provided by operations, the Company can meet short-term funding needs through its continued access to commercial paper borrowings and line of credit agreements.

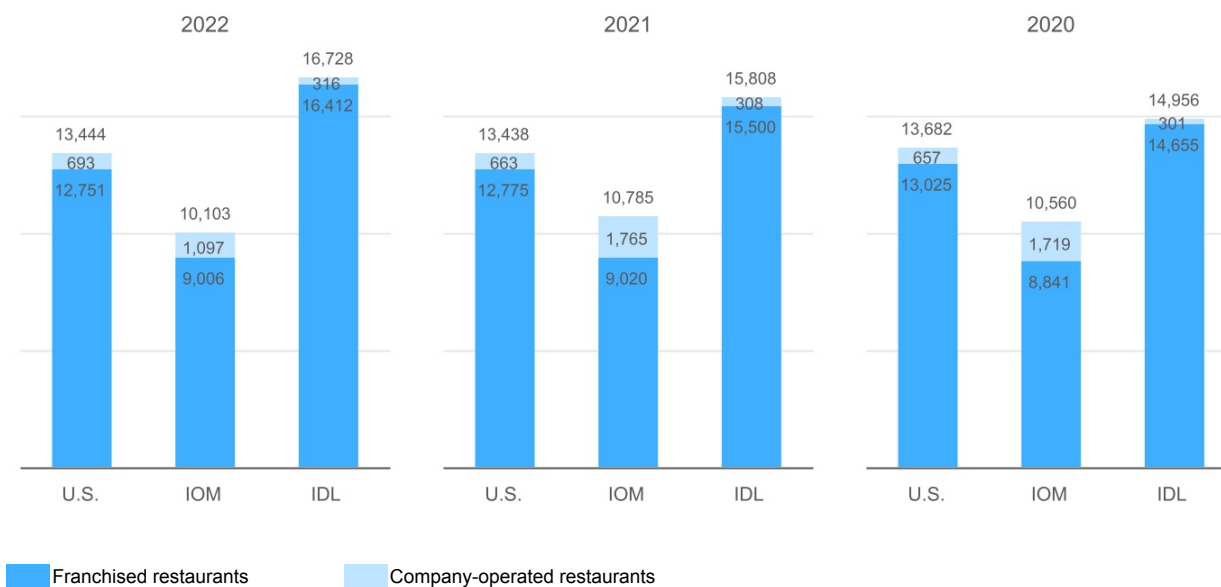
RESTAURANT DEVELOPMENT AND CAPITAL EXPENDITURES

In 2022, the Company opened 1,576 restaurants and closed 1,332 restaurants. In 2021, the Company opened 1,494 restaurants and closed 661 restaurants. The increase in closures in 2022 was primarily due to the closure of 855 restaurants as a result of the sale of the Company's business in Russia.

Systemwide restaurants at year end

	2022	2021	2020
U.S.	13,444	13,438	13,682
International Operated Markets	10,103	10,785	10,560
International Developmental Licensed Markets & Corporate	16,728	15,808	14,956
Total	40,275	40,031	39,198

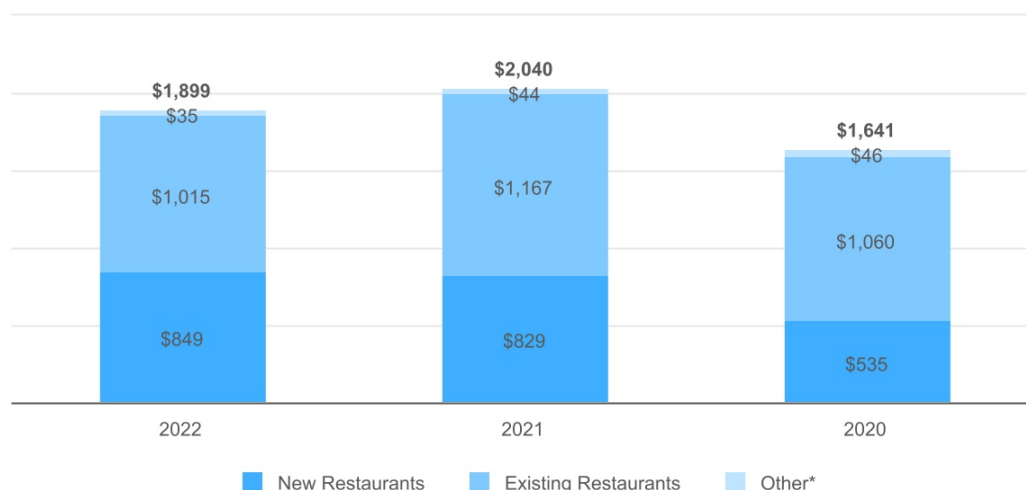
RESTAURANTS BY OWNERSHIP TYPE



Approximately 95% of the restaurants at year-end 2022 were franchised, including 95% in the U.S., 89% in International Operated Markets and 98% in the International Developmental Licensed Markets.

Capital expenditures decreased \$141 million or 7% in 2022 due to lower reinvestment in existing restaurants, primarily as a result of the sale of the Company's business in Russia and temporary restaurant closures in Ukraine.

CAPITAL EXPENDITURES BY TYPE (In millions)



* Primarily corporate equipment and other office-related expenditures.

New restaurant investments in all years were concentrated in markets with strong returns and/or opportunities for long-term growth. Average development costs vary widely by market depending on the types of restaurants built and the real estate and construction costs within each market. These costs, which include land, buildings and equipment, are managed through the use of optimally-sized restaurants, construction and design efficiencies, as well as leveraging the Company's global sourcing network and best practices.

As of December 31, 2022 and 2021, the Company owned approximately 57% and 55%, respectively, of the land and 80% of the buildings for restaurants in its consolidated markets.

SHARE REPURCHASES AND DIVIDENDS

In 2022, the Company returned approximately \$8.1 billion to shareholders through a combination of dividends paid and shares repurchased.

Shares repurchased and dividends

In millions, except per share data	2022	2021	2020
Number of shares repurchased	15.8	3.4	4.3
Shares outstanding at year end	731	745	745
Dividends declared per share	\$ 5.66	\$ 5.25	\$ 5.04
Treasury stock purchases (in Shareholders' equity)	\$ 3,896	\$ 846	\$ 874
Dividends paid	4,168	3,919	3,753
Total returned to shareholders	\$ 8,064	\$ 4,765	\$ 4,627

In December 2019, the Company's Board of Directors approved a share repurchase program, effective January 1, 2020, that authorized the purchase of up to \$15 billion of the Company's outstanding stock, with no specified expiration date. In 2022, approximately 15.8 million shares were repurchased for \$3.9 billion, bringing total purchases under the program to approximately 23.5 million shares or \$5.6 billion.

The Company has paid dividends on its common stock for 47 consecutive years and has increased the dividend amount every year. The 2022 full year dividend of \$5.66 per share reflects the quarterly dividend paid for each of the first three quarters of \$1.38 per share, with an increase to \$1.52 per share paid in the fourth quarter. This 10% increase in the quarterly dividend equates to a \$6.08 per share annual dividend and reflects the Company's confidence in the ongoing strength and reliability of its cash flow. As in the past, future dividend amounts will be considered after reviewing profitability expectations and financing needs, and will be declared at the discretion of the Company's Board of Directors.

FINANCIAL POSITION AND CAPITAL RESOURCES

TOTAL ASSETS AND RETURN

Total assets decreased \$3.4 billion or 6% in 2022, primarily due to a decrease in Cash and equivalents driven by lower cash from operations and increased treasury stock purchases, partly offset by increased net debt issuances. Net property and equipment decreased \$0.9 billion in 2022, primarily due to the sale of the Company's business in Russia. Net property and equipment and the Lease right-of-use asset, net represented approximately 47% and approximately 25%, respectively, of total assets at year-end. Approximately 87% of total assets were in the U.S. and International Operated Markets at year-end 2022.

The Company's after-tax ROIC from continuing operations is a metric that management believes measures capital-allocation effectiveness over time and was 22.6%, 21.5% and 14.9% as of December 31, 2022, 2021 and 2020, respectively. The increase from 2020 to 2021 was primarily due to improved operating results and recovery from the impact of COVID-19 as well as lower average debt balances compared to the prior year. Refer to the reconciliation in Exhibit 99.1 to this Form 10-K.

FINANCING AND MARKET RISK

The Company generally borrows on a long-term basis and is exposed to the impact of interest rate changes and foreign currency fluctuations. Debt obligations at December 31, 2022 totaled \$35.9 billion, compared with \$35.6 billion at December 31, 2021. The net increase in 2022 was due to net issuances of \$1.2 billion, partly offset by the impact of changes in exchange rates on foreign currency denominated debt of \$814 million.

Debt highlights⁽¹⁾

	2022	2021	2020
Fixed-rate debt as a percent of total debt ^(2,3)	96 %	95 %	95 %
Weighted-average annual interest rate of total debt ⁽³⁾	3.5	3.2	3.2
Foreign currency-denominated debt as a percent of total debt ⁽²⁾	36	36	36
Total debt as a percent of total capitalization (total debt and total Shareholders' equity) ⁽²⁾	120	115	126
Cash provided by operations as a percent of total debt ⁽²⁾	20	26	17

(1) All percentages are as of December 31, except for the weighted-average annual interest rate, which is for the year. See reconciliation in Exhibit 99.1.

(2) Based on debt obligations before the effects of fair value hedging adjustments and deferred debt costs. These effects are excluded as they have no impact on the obligation at maturity. See the Debt Financing footnote on page 55 of this Form 10-K.

(3) Includes the effect of interest rate swaps used to hedge debt.

Standard & Poor's and Moody's currently rate the Company's commercial paper A-2 and P-2, respectively, and its long-term debt BBB+ and Baa1, respectively. To access the debt capital markets, the Company relies on credit-rating agencies to assign short-term and long-term credit ratings.

Certain of the Company's debt obligations contain cross-acceleration provisions and restrictions on Company and subsidiary mortgages and the long-term debt of certain subsidiaries. There are no provisions in the Company's debt obligations that would accelerate repayment of debt as a result of a change in credit ratings or a material adverse change in the Company's business. In December 2022, the Company's Board of Directors authorized \$15 billion of borrowing capacity with no specified expiration date, all of which remained outstanding as of December 31, 2022. These borrowings may include (i) public or private offering of debt securities; (ii) direct borrowing from banks or other financial institutions; and (iii) other forms of indebtedness. In addition to debt securities available through a medium-term notes program registered with the SEC and a Global Medium-Term Notes program, the Company is authorized to issue up to \$5 billion of commercial paper, and has \$3.5 billion available under a committed line of credit agreement (see the Debt Financing footnote on page 55 of this Form 10-K). As of December 31, 2022, the Company's subsidiaries also had \$267 million of borrowings outstanding, primarily under uncommitted foreign currency line of credit agreements.

The Company uses major capital markets, bank financings and derivatives to meet its financing requirements. The Company manages its debt portfolio in response to changes in interest rates and foreign currency rates by periodically retiring, redeeming and repurchasing debt, terminating swaps and using derivatives. The Company does not hold or issue derivatives for trading purposes. All swaps are over-the-counter instruments.

In managing the impact of interest rate changes and foreign currency fluctuations, the Company uses interest rate swaps and finances in the currencies in which assets are denominated. The Company uses foreign currency debt and derivatives to hedge the foreign currency risk associated with certain royalties, intercompany financings and long-term investments in foreign subsidiaries and affiliates. This reduces the impact of fluctuating foreign currencies on cash flows and shareholders' equity. Total foreign currency-denominated debt was \$13.0 billion and \$12.8 billion for the years ended December 31, 2022 and 2021, respectively. In addition, where practical, the Company's restaurants purchase goods and services in local currencies resulting in natural hedges. See the Summary of significant accounting policies footnote related to financial instruments and hedging activities on page 45 of this Form 10-K for additional information regarding the accounting impact and use of derivatives.

The Company does not have significant exposure to any individual counterparty and has master agreements that contain netting arrangements. Certain of these agreements also require each party to post collateral if credit ratings fall below, or aggregate exposures exceed, certain contractual limits. At December 31, 2022, the Company was required to post \$78 million of collateral due to the negative fair value of certain derivative positions. The Company's counterparties were not required to post collateral on any derivative position, other than on certain hedges of the Company's supplemental benefit plan liabilities where the counterparties were required to post collateral on their liability positions.

The Company's net asset exposure is diversified among a broad basket of currencies. The Company's largest net asset exposures (defined as foreign currency assets less foreign currency liabilities) at year end were as follows:

Foreign currency net asset exposures

<i>In millions of U.S. Dollars</i>	2022	2021
British Pounds Sterling	\$ 1,167	\$ 1,293
Australian Dollars	884	855
Canadian Dollars	575	904
Polish Zloty	444	427
New Zealand Dollars	275	267

The Company prepared sensitivity analyses of its financial instruments to determine the impact of hypothetical changes in interest rates and foreign currency exchange rates on the Company's results of operations, cash flows and the fair value of its financial instruments. The interest rate analysis assumed a one percentage point adverse change in interest rates on all financial instruments, but did not consider the effects of the reduced level of economic activity that could exist in such an environment. The foreign currency rate analysis assumed that each foreign currency rate would change by 10% in the same direction relative to the U.S. Dollar on all financial instruments; however, the analysis did not include the potential impact on revenues, local currency prices or the effect of fluctuating currencies on the Company's anticipated foreign currency royalties and other payments received from the markets. Based on the results of these analyses of the Company's financial instruments, neither a one percentage point adverse change in interest rates from 2022 levels nor a 10% adverse change in foreign currency rates from 2022 levels would materially affect the Company's results of operations, cash flows or the fair value of its financial instruments.

LIQUIDITY AND USES OF CASH

The Company generates significant cash from operations and expects available cash and cash equivalents, future operating cash flows and its ability to issue debt to be sufficient to finance its foreseeable operating needs and other cash requirements.

Consistent with prior years, the Company expects existing domestic cash and equivalents, domestic cash flows from operations, the ability to issue domestic debt and repatriation of a portion of foreign earnings to continue to be sufficient to fund its domestic operating, investing and financing activities. The Company also continues to expect existing foreign cash and equivalents and foreign cash flows from operations to be sufficient to fund its foreign operating, investing and financing activities. In the future, should more capital be required to fund activities in the U.S. than is generated by domestic operations and is available through the issuance of domestic debt, the Company could elect to repatriate a greater portion of future periods' earnings from foreign jurisdictions.

The Company has significant operations outside the U.S. where it earns approximately 60% of its operating income. A significant portion of these historical earnings have been reinvested in foreign jurisdictions where the Company has made, and will continue to make, substantial investments to support the ongoing development and growth of its international operations.

Sources of Liquidity

The Company has long-term revenue and cash flow streams that relate to its franchise arrangements. Minimum rent payments under franchise arrangements are based on the Company's underlying investment in owned sites and parallel the Company's underlying lease obligations and escalations on properties that are leased. The Company believes that control over the real estate enables it to achieve restaurant performance levels that are among the highest in the industry. Refer to the Franchise Arrangements footnote on page 49 of this Form 10-K for additional information on future gross minimum payments due to the Company under existing conventional franchise arrangements.

Additionally, the Company is authorized to utilize up to \$15 billion of borrowing capacity in various forms by the Board of Directors, all of which remained outstanding as of December 31, 2022. The Company is also authorized to issue up to \$5 billion of commercial paper, and has \$3.5 billion available under a committed line of credit agreement. Refer to the Financing and Market Risk section on page 22 of this Form 10-K.

Material Cash Requirements and Uses of Cash

Material cash requirements primarily consist of lease obligations (related to both Company-operated and franchised restaurants) and debt obligations. Refer to the Leasing Arrangements footnote on page 50 and the Debt Financing footnote on page 55 of this Form 10-K for more information.

The Company also records liabilities related to supplemental benefit plans maintained in the U.S. as well as liabilities for gross unrecognized tax benefits on certain tax positions. Details related to these obligations are provided in the Employee Benefit Plan footnote on page 54 and the Income Taxes footnote on page 52 of this Form 10-K.

The Company contracts with vendors and suppliers in the normal course of business. These contracts may include items related to construction projects, inventory, energy, marketing, technology and other services. Generally, these items are shorter term in nature and have no minimum payment requirements. These expenses, along with other standard operating expenses incurred, are funded from operating cash flows and reflected in other areas of this Form 10-K (e.g., franchised margins, Company-operated margins and selling, general & administrative expenses that are reflected in the Consolidated Statement of Income and capital expenditures that are reflected on the Consolidated Statement of Cash Flows).

Additionally, the Company has guaranteed certain loans totaling approximately \$197 million at December 31, 2022. These guarantees are contingent commitments generally issued by the Company to support borrowing arrangements of the System. At December 31, 2022, there was no carrying value for obligations under these guarantees in the Consolidated Balance Sheet.

OTHER MATTERS

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses as well as related disclosures. On an ongoing basis, the Company evaluates its estimates and judgments based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The Company reviews its financial reporting and disclosure practices and accounting policies quarterly to confirm that they provide accurate and transparent information relative to the current economic and business environment. The Company believes that of its significant accounting policies, the following involve a higher degree of judgment and/or complexity:

- **Property and equipment**

Property and equipment are depreciated or amortized on a straight-line basis over their useful lives based on management's estimates of the period over which the assets will generate revenue (not to exceed lease term plus options for leased property). The useful lives are estimated based on historical experience with similar assets, taking into account anticipated technological or other changes. Refer to the Property and Equipment section in the Summary of Significant Accounting Policies footnote on page 42 of this Form 10-K and the Property and Equipment footnote on page 49 of this Form 10-K for additional information.

- **Leasing Arrangements**

The Lease right-of-use asset and Lease liability include an assumption on renewal options that have not yet been exercised by the Company. The Company also uses an incremental borrowing rate in calculating the Lease liability that represents an estimate of the interest rate the Company would incur to borrow on a collateralized basis over the term of a lease within a particular currency environment. Refer to the Leasing section in the Summary of Significant Accounting Policies footnote on page 42 of this Form 10-K and the Leasing Arrangements footnote on page 50 of this Form 10-K for additional information.

- **Long-lived assets impairment review**

Long-lived assets (including goodwill) are reviewed for impairment annually. If qualitative indicators of impairment are present, such as changes in global and local business and economic conditions, operating costs, inflation, competition, and consumer and demographic trends, the Company will use these and other factors in estimating future cash flows when testing for the recoverability of its long-lived assets. Estimates of future cash flows are highly subjective judgements based on the Company's experience and knowledge of its operations. A key assumption impacting estimated future cash flows is the estimated change in comparable sales. If the Company's estimates or underlying assumptions change in the future, it may be required to record impairment charges. Refer to the Long-lived Assets and Goodwill sections in the Summary of Significant Accounting Policies footnote on page 43 of this Form 10-K for additional information.

- **Litigation accruals**

In the ordinary course of business, the Company is subject to proceedings, lawsuits and other claims primarily related to competitors, customers, employees, franchisees, government agencies, intellectual property, shareholders and suppliers. The Company is required to assess the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable losses. Refer to the Contingencies footnote on page 51 of this Form 10-K for additional information.

- **Income taxes**

The Company records a valuation allowance to reduce its deferred tax assets if it is considered more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company operates within, and is subject to audit in, multiple taxing jurisdictions. The Company records accruals for the estimated outcomes of these audits, and the accruals may change in the future due to new developments in each matter.

Refer to the Income Taxes section in the Summary of Significant Accounting Policies footnote on page 44 of this Form 10-K and the Income Taxes footnote on page 52 of this Form 10-K for additional information.

EFFECTS OF CHANGING PRICES — INFLATION

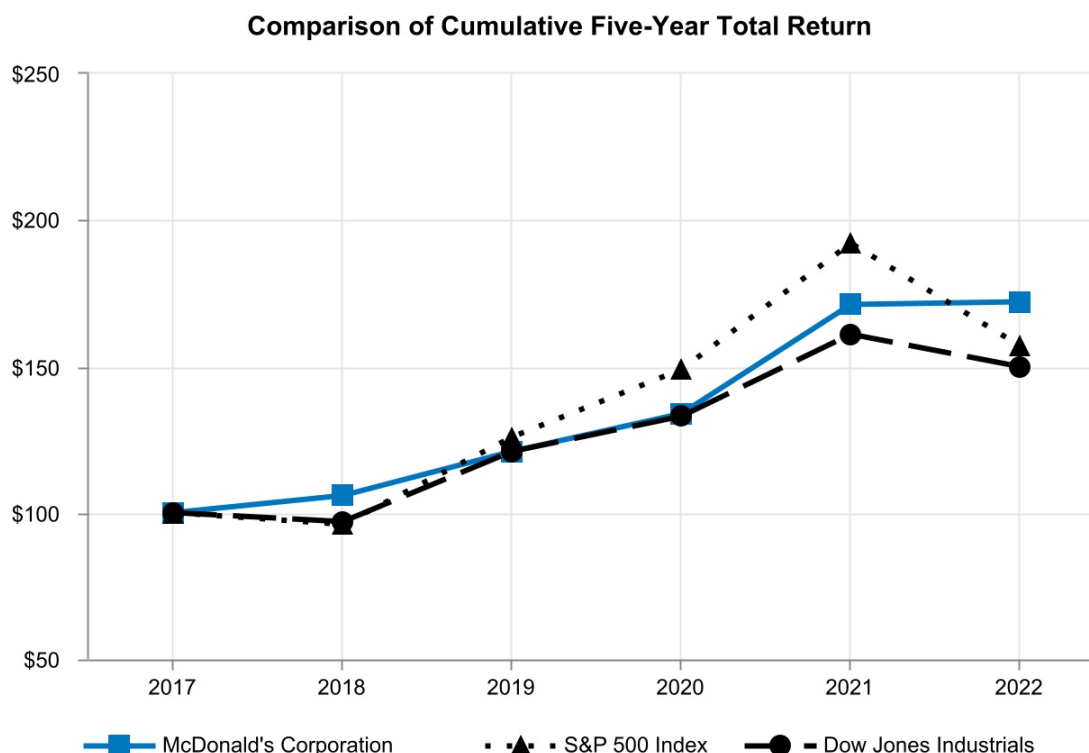
Broader inflationary pressures in the economy are expected to continue to impact the restaurant industry through supply chain, labor and energy cost challenges. The Company has demonstrated an ability to manage these inflationary cost increases effectively through its rapid inventory turnover, ability to adjust menu prices, cost controls and substantial property holdings, many of which are at fixed costs.

STOCK PERFORMANCE GRAPH

At least annually, McDonald's considers which companies comprise a readily identifiable investment peer group. The Company is included in published restaurant indices; however, unlike most other companies included in these indices, which have no or limited international operations, McDonald's does business in more than 100 countries and a substantial portion of its revenues and income is generated outside the U.S. In addition, because of its size, McDonald's inclusion in those indices tends to skew the results. Therefore, the Company believes that such a comparison is not meaningful.

The Company's market capitalization, trading volume and importance in an industry that is vital to the U.S. economy have resulted in McDonald's inclusion in the Dow Jones Industrial Average ("DJIA") since 1985. Like McDonald's, many DJIA companies generate meaningful revenues and income outside the U.S. and some manage global brands. Thus, the Company believes that the use of the DJIA companies as the group for comparison purposes is appropriate.

The following performance graph shows McDonald's cumulative total shareholder returns (i.e., price appreciation and reinvestment of dividends) relative to the Standard & Poor's 500 Stock Index ("S&P 500 Index") and to the DJIA companies for the five-year period ended December 31, 2022. The graph assumes that the value of an investment in McDonald's common stock, the S&P 500 Index and the DJIA companies (including McDonald's) was \$100 at December 31, 2017. For the DJIA companies, returns are weighted for market capitalization as of the beginning of each period indicated. These returns may vary from those of the DJIA Index, which is not weighted by market capitalization and may be composed of different companies during the period under consideration.



Company/Index	12/31/2017	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022
McDonald's Corporation	\$100	\$106	\$121	\$134	\$171	\$172
S&P 500 Index	\$100	\$96	\$126	\$149	\$192	\$157
Dow Jones Industrials	\$100	\$97	\$121	\$133	\$161	\$150

Source: S&P Capital IQ

MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

MARKET INFORMATION AND DIVIDEND POLICY

The Company's common stock trades under the symbol MCD and is listed on the New York Stock Exchange in the U.S.

The number of shareholders of record and beneficial owners of the Company's common stock as of January 31, 2023 was estimated to be 4,300,000.

Given the Company's returns on its capital investments and significant cash provided by operations, management believes it is prudent to reinvest in the business to drive profitable growth and use excess cash flow to return cash to shareholders over time through dividends and share repurchases. The Company has paid dividends on common stock for 47 consecutive years through 2022 and has increased the dividend amount at least once every year. As in the past, future dividend amounts will be considered after reviewing profitability expectations and financing needs, and will be declared at the discretion of the Company's Board of Directors.

ISSUER PURCHASES OF EQUITY SECURITIES

The following table presents information related to repurchases of common stock the Company made during the quarter ended December 31, 2022*:

<i>Period</i>	<i>Total Number of Shares Purchased</i>	<i>Average Price Paid per Share</i>	<i>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs⁽¹⁾</i>	<i>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs⁽¹⁾</i>
October 1-31, 2022	1,685,076	241.61	1,685,076	\$ 9,386,452,589
November 1-30, 2022	6,873	270.40	6,873	9,384,594,115
December 1-31, 2022	747	250.52	747	9,384,406,977
Total	1,692,696	241.74	1,692,696	

* Subject to applicable law, the Company may repurchase shares directly in the open market, in privately negotiated transactions, or pursuant to derivative instruments and plans complying with Rule 10b5-1, among other types of transactions and arrangements.

(1) On December 31, 2019, the Company's Board of Directors approved a share repurchase program, effective January 1, 2020, that authorized the purchase of up to \$15 billion of the Company's outstanding common stock.

RISK FACTORS

Our business results are subject to a variety of risks, including those that are described below and elsewhere in our filings with the Securities and Exchange Commission. The risks described below are not the only risks we face. Additional risks not currently known to us or that we currently deem to be immaterial may also significantly adversely affect our business. If any of these risks were to materialize or intensify, our expectations (or the underlying assumptions) may change and our performance may be adversely affected.

STRATEGY AND BRAND

If we do not successfully evolve and execute against our business strategies, we may not be able to drive business growth.

To drive Systemwide sales, operating income and free cash flow growth, our business strategies must be effective in maintaining and strengthening customer appeal and capturing additional market share. Whether these strategies are successful depends mainly on our System's continued ability to:

- capitalize on our global scale, iconic brand and local market presence to build upon our historic strengths and competitive advantages, including by maximizing our marketing, committing to our core menu items, and doubling down on digital, delivery, drive thru and restaurant development;
- innovate and differentiate the McDonald's experience, including by preparing and serving our food in a way that balances value and convenience to our customers with profitability;
- build upon our investments to transform and enhance the customer experience;
- run great restaurants by driving efficiencies and expanding capacities while continuing to prioritize health and safety;
- accelerate our existing strategies, including through growth opportunities ; and
- evolve and adjust our strategies in response to, among other things, changing consumer behavior, and other events impacting our results of operations and liquidity.

If we are delayed or unsuccessful in evolving or executing against our strategies, or if our strategies do not yield the desired results, our business, financial condition and results of operations may suffer.

Failure to preserve the value and relevance of our brand could have an adverse impact on our financial results.

To continue to be successful in the future, we believe we must preserve, enhance and leverage the value and relevance of our brand, including our corporate purpose, mission and values. Brand value is based in part on consumer perceptions, which are affected by a variety of factors, including the nutritional content and preparation of our food, the ingredients we use, the manner in which we source commodities and general business practices across the System, including the people practices at McDonald's restaurants. Consumer acceptance of our offerings is subject to change for a variety of reasons, and some changes can occur rapidly. For example, nutritional, health, environmental and other scientific studies and conclusions, which continuously evolve and may have contradictory implications, drive popular opinion, litigation and regulation (including initiatives intended to drive consumer behavior) in ways that affect the "informal eating out" ("IEO") segment or perceptions of our brand, generally or relative to available alternatives. Our business could also be impacted by business incidents or practices, whether actual or perceived, particularly if they receive considerable publicity or result in litigation, as well as by our position or perceived lack of position on environmental, social responsibility, public policy, geopolitical and similar matters. Consumer perceptions may also be affected by adverse commentary from third parties, including through social media or conventional media outlets, regarding the quick-service category of the IEO segment or our brand, culture, operations, suppliers or franchisees. If we are unsuccessful in addressing adverse commentary or perceptions, whether or not accurate, our brand and financial results may suffer.

If we do not anticipate and address industry trends and evolving consumer preferences and effectively execute our pricing, promotional and marketing plans, our business could suffer.

Our continued success depends on our System's ability to build upon our historic strengths and competitive advantages. In order to do so, we need to anticipate and respond effectively to continuously shifting consumer demographics and industry trends in food sourcing, food preparation, food offerings, and consumer behavior and preferences, including with respect to the use of digital channels and environmental and social responsibility matters. If we are not able to predict, or quickly and effectively respond to, these changes, or if our competitors are able to do so more effectively, our financial results could be adversely impacted.

Our ability to build upon our strengths and advantages also depends on the impact of pricing, promotional and marketing plans across the System, and the ability to adjust these plans to respond quickly and effectively to evolving customer behavior and preferences, as well as shifting economic and competitive conditions. Existing or future pricing strategies and marketing plans, as well as the value proposition they represent, are expected to continue to be important components of our business strategy. However, they may not be successful, or may not be as successful as the efforts of our competitors, which could negatively impact sales, guest counts and market share.

Additionally, we operate in a complex and costly advertising environment. Our marketing and advertising programs may not be successful in reaching consumers in the way we intend. Our success depends in part on whether the allocation of our advertising and marketing resources across different channels, including digital, allows us to reach consumers effectively, efficiently and in ways that are meaningful to them. If our advertising and marketing programs are not successful, or are not as successful as those of our competitors, our sales, guest counts and market share could decrease.

Our investments to enhance the customer experience, including through technology, may not generate the expected results.

Our long-term business objectives depend on the successful Systemwide execution of our strategies. We continue to build upon our investments in restaurant development, technology, digital engagement and delivery in order to transform and enhance the customer experience. As part of these investments, we are continuing to place emphasis on improving our service model and strengthening relationships with customers, in part through digital channels and loyalty initiatives, mobile ordering and payment systems, and enhancing our drive thru technologies, which efforts may not generate expected results. We also continue to expand and refine our delivery initiatives, including through integrating delivery and mobile ordering. Utilizing a third-party delivery service may not have the same level of profitability as a non-delivery transaction, and may introduce additional food quality, food safety and customer satisfaction risks. If these customer experience initiatives are not successfully executed, or if we do not fully realize the intended benefits of these significant investments, our business results may suffer.

We face intense competition in our markets, which could hurt our business.

We compete primarily in the IEO segment, which is highly competitive. We also face sustained, intense competition from traditional, fast casual and other competitors, which may include many non-traditional market participants such as convenience stores, grocery stores, coffee shops and online retailers. We expect our environment to continue to be highly competitive, and our results in any particular reporting period may be impacted by a contracting IEO segment or by new or continuing actions, product offerings or consolidation of our competitors and third-party partners, which may have a short- or long-term impact on our results.

We compete primarily on the basis of product choice, quality, affordability, service and location. In particular, we believe our ability to compete successfully in the current market environment depends on our ability to improve existing products, successfully develop and introduce new products, price our products appropriately, deliver a relevant customer experience, manage the complexity of our restaurant operations, manage our investments in technology, restaurant modernization, digital engagement and delivery, and respond effectively to our competitors' actions or offerings or to unforeseen disruptive actions. There can be no assurance these strategies will be effective, and some strategies may be effective at improving some metrics while adversely affecting others, which could have the overall effect of harming our business.

We may not be able to adequately protect our intellectual property or adequately ensure that we are not infringing the intellectual property of others, which could harm the value of the McDonald's brand and our business.

Our success depends on our continued ability to use our existing trademarks and service marks in order to increase brand awareness and further develop our branded products in both domestic and international markets. We rely on a combination of trademarks, copyrights, service marks, trade secrets, patents and other intellectual property rights to protect our brand and branded products.

We have registered certain trademarks and have other trademark registrations pending in the U.S. and certain foreign jurisdictions. The trademarks that we currently use have not been, and may never be, registered in all of the countries outside of the U.S. in which we do business or may do business in the future. It may be costly and time consuming to protect our intellectual property, and the steps we have taken to do so in the U.S. and foreign countries may not be adequate. In addition, the steps we have taken may not adequately ensure that we do not infringe the intellectual property of others, and third parties may claim infringement by us in the future. In particular, we may be involved in intellectual property claims, including often aggressive or opportunistic attempts to enforce patents used in information technology systems, which might affect our operations and results. Any claim of infringement, whether or not it has merit, could be time consuming, result in costly litigation and harm our business.

In addition, we cannot ensure that franchisees and other third parties who hold licenses to our intellectual property will not take actions that adversely affect the value of our intellectual property.

OPERATIONS

The global scope of our business subjects us to risks that could negatively affect our business.

We encounter differing cultural, regulatory, geopolitical and economic environments within and among the more than 100 countries where McDonald's restaurants operate, and our ability to achieve our business objectives depends on the System's success in these environments. Meeting customer expectations is complicated by the risks inherent in our global operating environment, and our global success is partially dependent on our System's ability to leverage operating successes across markets and brand perceptions. Planned initiatives may not have appeal across multiple markets with McDonald's customers and could drive unanticipated changes in customer perceptions and market share.

Disruptions in operations or price volatility in a market can also result from governmental actions, such as price, foreign exchange or trade-related tariffs or controls, trade policies and regulations, sanctions and counter sanctions, government-mandated closure of our, our franchisees' or our suppliers' operations, and asset seizures. Such disruptions or volatility can also result from acts of war, terrorism or other hostilities. For example, the war between Russia and Ukraine has resulted in volatile and unpredictable conditions throughout the region, exacerbated volatile macroeconomic conditions and increased pressure on our supply chain and the availability and costs of commodities, including energy, which we expect to continue to impact our financial results. The broader impacts of the war and related sanctions, including on macroeconomic conditions, geopolitical tensions, consumer demand and the ability of us and our franchisees to operate in certain geographic areas, may also continue to have an adverse impact on our business and financial results.

While we may face challenges and uncertainties in any of the markets in which we operate, such challenges and uncertainties are often heightened in developing markets, which may entail a relatively higher risk of political instability, economic volatility, crime, corruption and social and ethnic unrest. In many cases, such challenges may be exacerbated by the lack of an independent and experienced judiciary and uncertainty in how local law is applied and enforced, including in areas most relevant to commercial transactions and foreign investment. An inability to manage effectively the risks associated with our international operations could adversely affect our business and financial results.

Supply chain interruptions may increase costs or reduce revenues.

We depend on the effectiveness of our supply chain management to assure a reliable and sufficient supply of quality products on favorable terms. Although many of the products we sell are sourced from a wide variety of suppliers in countries around the world, certain products have limited suppliers, which may increase our reliance on those suppliers. Supply chain interruptions and related price increases have in the past and may in the future adversely affect us as well as our suppliers and franchisees, whose performance may have a significant impact on our results. Such interruptions and price increases could be caused by shortages, inflationary pressures, unexpected increases in demand, transportation-related issues, labor-related issues, technology-related issues, weather-related events, natural disasters, acts of war, terrorism or other hostilities, or other factors beyond the control of us or our suppliers or franchisees. Interruptions in our System's supply chain or ineffective contingency planning can increase our costs and/or limit the availability of products critical to our System's operations.

Our franchise business model presents a number of risks.

Our success as a heavily franchised business relies to a large degree on the financial success and cooperation of our franchisees, including our developmental licensees and affiliates. Our restaurant margins arise from two sources: fees from franchised restaurants (e.g., rent and royalties based on a percentage of sales) and, to a lesser degree, sales from Company-operated restaurants. Our franchisees and developmental licensees manage their businesses independently and therefore are responsible for the day-to-day operation of their restaurants. The revenues we realize from franchised restaurants are largely dependent on the ability of our franchisees to grow their sales. Business risks affecting our operations also affect our franchisees. If franchisee sales trends worsen, or any of such risks materialize or intensify, our financial results could be negatively affected, which may be material.

Our success also relies on the willingness and ability of our independent franchisees and affiliates to implement major initiatives, which may include financial investment, and to remain aligned with us on operating, value/promotional and capital-intensive reinvestment plans. The ability of franchisees to contribute to the achievement of our plans is dependent in large part on the availability to them of funding at reasonable interest rates and may be negatively impacted by the financial markets in general, by their or our creditworthiness or by banks' lending practices. If our franchisees are unwilling or unable to invest in major initiatives or are unable to obtain financing at commercially reasonable rates, or at all, our future growth and results of operations could be adversely affected.

Our operating performance could also be negatively affected if our franchisees experience food safety or other operational problems or project an image inconsistent with our brand and values, particularly if our contractual and other rights and remedies are limited, costly to exercise or subjected to litigation and potential delays. If franchisees do not successfully operate restaurants in a manner consistent with our required standards, our brand's image and reputation could be harmed, which in turn could hurt our business and operating results.

Our ownership mix also affects our results and financial condition. The decision to own restaurants or to operate under franchise or license agreements is driven by many factors whose interrelationship is complex. The benefits of our more heavily franchised structure depend on various factors, including whether we have effectively selected franchisees, licensees and/or affiliates that meet our rigorous standards, whether we are able to successfully integrate them into our structure and whether their performance and the resulting ownership mix supports our brand and financial objectives.

Challenges with respect to labor, including availability and cost, could impact our business and results of operations.

Our success depends in part on our System's ability to effectively attract, recruit, develop, motivate and retain qualified individuals to work in McDonald's restaurants and to maintain appropriately-staffed restaurants in an intensely competitive labor market. We and our franchisees have experienced and may continue to experience challenges in adequately staffing certain McDonald's restaurants, which can negatively impact operations, including speed of service to customers, and customer satisfaction levels. The System's ability to meet its labor needs is generally subject to external factors, including the availability of sufficient workforce, unemployment levels and prevailing wages in the markets in which we operate.

Further, our System has experienced increased costs and competition associated with attracting, recruiting, developing, motivating and retaining qualified employees, as well as with promoting awareness of the opportunities of working at McDonald's restaurants. We and our franchisees also continue to be impacted by increasingly complex U.S. and international laws and regulations affecting our respective workforces. These laws and regulations are increasingly focused on, and in certain cases impose requirements with respect to, employment matters such as wages and hours, healthcare, immigration, retirement and other employee benefits and workplace practices. Such laws and regulations can expose us and our franchisees to increased costs and other effects of compliance, including potential liability, and all such labor and compliance costs could have a negative impact on our Company-operated margins and franchisee profitability.

Our potential exposure to reputational and other harm regarding our workplace practices or conditions or those of our independent franchisees or suppliers, including those giving rise to claims of harassment or discrimination (or perceptions thereof) or workplace safety, could have a negative impact on consumer perceptions of us and our business. Additionally, economic action, such as boycotts, protests, work stoppages or campaigns by labor organizations, could adversely affect us (including our ability to attract, recruit, develop, motivate and retain talent) or our franchisees and suppliers, whose performance may have a significant impact on our results.

Effective succession planning is important to our continued success.

Effective succession planning for management is important to our long-term success. Failure to effectively attract, recruit, develop, motivate and retain qualified key personnel, or to execute smooth personnel transitions, could disrupt our business and adversely affect our results.

Food safety concerns may have an adverse effect on our business.

Our ability to increase sales and profits depends on our System's ability to meet expectations for safe food and on our ability to manage the potential impact on McDonald's of food-borne illnesses and food or product safety issues that may arise in the future, including in the supply chain, restaurants or delivery. Food safety is a top priority, and we dedicate substantial resources aimed at ensuring that our customers enjoy safe food products, including as our menu and service model evolve. However, food safety events, including instances of food-borne illness, occur within the food industry and our System from time to time and could occur in the future. Instances of food

tampering, food contamination or food-borne illness, whether actual or perceived, could adversely affect our brand, reputation and financial results.

If we do not effectively manage our real estate portfolio, our operating results may be negatively impacted.

We have significant real estate operations, primarily in connection with our restaurant business. We generally own or secure a long-term lease on the land and building for conventional franchised and Company-operated restaurant sites. We seek to identify and develop restaurant locations that offer convenience to customers and long-term sales and profit potential. As we generally secure long-term real estate interests for our restaurants, we have limited flexibility to quickly alter our real estate portfolio. The competitive business landscape continues to evolve in light of changing business trends, consumer preferences, trade area demographics, consumer use of digital, delivery and drive thru, local competitive positions and other economic factors. If our restaurants are not located in desirable locations, or if we do not evolve in response to these factors, it could adversely affect Systemwide sales and profitability.

Our real estate values and the costs associated with our real estate operations are also impacted by a variety of other factors, including governmental regulations, insurance, zoning, tax and eminent domain laws, interest rate levels, the cost of financing, natural disasters, acts of war, terrorism or other hostilities, or other factors beyond our control. A significant change in real estate values, or an increase in costs as a result of any of these factors, could adversely affect our operating results.

Information technology system failures or interruptions, or breaches of network security, may impact our operations or cause reputational harm.

We are increasingly reliant upon technology systems, such as point-of-sale, that support our business operations, including our digital and delivery solutions, and technologies that facilitate communication and collaboration with affiliated entities, customers, employees, franchisees, suppliers, service providers or other independent third parties to conduct our business, whether developed and maintained by us or provided by third parties. Any failure or interruption of these systems could significantly impact our or our franchisees' operations, or our customers' experiences and perceptions.

Security incidents or breaches have from time to time occurred and may in the future occur involving our systems, the systems of the parties with whom we communicate or collaborate (including franchisees) or the systems of third-party providers. These may include such things as unauthorized access, phishing attacks, account takeovers, denial of service, computer viruses, introduction of malware or ransomware and other disruptive problems caused by hackers. Certain of these technology systems contain personal, financial and other information of our customers, employees, franchisees and their employees, suppliers and other third parties, as well as financial, proprietary and other confidential information related to our business. Despite response procedures and measures in place in the event of an incident, a security breach could result in disruptions, shutdowns, or the theft or unauthorized disclosure of such information. The actual or alleged occurrence of any of these incidents could result in mitigation costs, reputational damage, adverse publicity, loss of consumer confidence, reduced sales and profits, complications in executing our growth initiatives and regulatory and legal risk, including criminal penalties or civil liabilities.

Despite the implementation of business continuity measures, any of these technology systems could become vulnerable to damage, disability or failures due to fire, power loss, telecommunications failure or other catastrophic events. Certain technology systems may also become vulnerable, unreliable or inefficient in cases where technology vendors limit or terminate product support and maintenance. Our increasing reliance on third-party systems also subjects us to risks faced by those third-party businesses, including operational, security and credit risks. If technology systems were to fail or otherwise be unavailable, or if business continuity or disaster recovery plans were not effective, and we were unable to recover in a timely manner, we could experience an interruption in our or our franchisees' operations.

LEGAL AND REGULATORY

Increasing regulatory and legal complexity may adversely affect our business and financial results.

Our regulatory and legal environment worldwide exposes us to complex compliance, litigation and similar risks that could affect our operations and results in material ways. Many of our markets are subject to increasing, conflicting and highly prescriptive regulations involving, among other matters, restaurant operations, product packaging, marketing, the nutritional and allergen content and safety of our food and other products, labeling and other disclosure practices. Compliance efforts with those regulations may be affected by ordinary variations in food preparation among our own restaurants and the need to rely on the accuracy and completeness of information from third-party suppliers. We also are subject to increasing public focus, including by governmental and non-governmental organizations, on environmental, social responsibility and corporate governance ("ESG") matters. Our success depends in part on our ability to manage the impact of regulations and other initiatives that can affect our business plans and operations, which have increased and may continue to increase our costs of doing business and exposure to litigation, governmental investigations or other proceedings.

We are also subject to legal proceedings that may adversely affect our business, including, but not limited to, class actions, administrative proceedings, government investigations and proceedings, shareholder proceedings, employment and personal injury claims, landlord/tenant disputes, supplier-related disputes, and claims by current or former franchisees. Regardless of whether claims against us are valid or whether we are found to be liable, claims may be expensive to defend and may divert management's attention away from operations.

Litigation and regulatory action concerning our relationship with franchisees and the legal distinction between our franchisees and us for employment law or other purposes, if determined adversely, could increase costs, negatively impact our business operations and the business prospects of our franchisees and subject us to incremental liability for their actions. Similarly, although our commercial relationships with our suppliers remain independent, there may be attempts to challenge that independence, which, if determined adversely, could also increase costs, negatively impact the business prospects of our suppliers, and subject us to incremental liability for their actions.

Our results could also be affected by the following:

- the relative level of our defense costs, which vary from period to period depending on the number, nature and procedural status of pending proceedings;

- the cost and other effects of settlements, judgments or consent decrees, which may require us to make disclosures or take other actions that may affect perceptions of our brand and products; and
- adverse results of pending or future litigation, including litigation challenging the composition and preparation of our products, or the appropriateness or accuracy of our marketing or other communication practices.

A judgment significantly in excess of any applicable insurance coverage or third-party indemnity could materially adversely affect our financial condition or results of operations. Further, adverse publicity resulting from claims may hurt our business. If we are unable to effectively manage the risks associated with our complex regulatory and legal environment, it could have a material adverse effect on our business and financial condition.

Changes in tax laws and unanticipated tax liabilities could adversely affect the taxes we pay and our profitability.

We are subject to income and other taxes in the U.S. and foreign jurisdictions, and our operations, plans and results are affected by tax and other initiatives around the world. In particular, we are affected by the impact of changes to tax laws or policy or related authoritative interpretations. We are also impacted by settlements of pending or any future adjustments proposed by taxing and governmental authorities inside and outside of the U.S. in connection with our tax audits, all of which will depend on their timing, nature and scope. Any significant increases in income tax rates, changes in income tax laws or unfavorable resolution of tax matters could have a material adverse impact on our financial results.

Changes in accounting standards or the recognition of impairment or other charges may adversely affect our future operations and results.

New accounting standards or changes in financial reporting requirements, accounting principles or practices, including with respect to our critical accounting estimates, could adversely affect our future results. We may also be affected by the nature and timing of decisions about underperforming markets or assets, including decisions that result in impairment or other charges that reduce our earnings.

In assessing the recoverability of our long-lived assets, we consider changes in economic conditions and make assumptions regarding estimated future cash flows and other factors. These estimates are highly subjective and can be significantly impacted by many factors such as global and local business and economic conditions, operating costs, inflation, interest rate levels, competition, consumer and demographic trends and our restructuring activities. If our estimates or underlying assumptions change in the future, we may be required to record impairment charges. Any such changes could have a significant adverse effect on our reported results for the affected periods.

If we fail to comply with privacy and data protection laws, we could be subject to legal proceedings and penalties, which could negatively affect our financial results or brand perceptions.

We are subject to legal and compliance risks and associated liability related to privacy and data protection requirements, including those associated with our technology-related services and platforms made available to business partners, customers, employees, franchisees or other third parties. An increasing number of jurisdictions have enacted new privacy and data protection requirements (including the European Union's General Data Protection Regulation and various U.S. state-level laws), and further requirements are likely to be proposed or enacted in the future. Failure to comply with these privacy and data protection laws could result in legal proceedings and substantial penalties and materially adversely impact our financial results or brand perceptions.

MACROECONOMIC AND MARKET CONDITIONS

Unfavorable general economic conditions could adversely affect our business and financial results.

Our results of operations are substantially affected by economic conditions, including inflationary pressures, which can vary significantly by market and can impact consumer disposable income levels and spending habits. Economic conditions can also be impacted by a variety of factors, including hostilities, epidemics, pandemics and actions taken by governments to manage national and international economic matters, whether through austerity, stimulus measures or trade measures, and initiatives intended to control wages, unemployment, credit availability, inflation, taxation and other economic drivers. Sustained adverse economic conditions or periodic adverse changes in economic conditions put pressure on our operating performance and business continuity disruption planning, and our business and financial results may suffer as a result.

Our results of operations are also affected by fluctuations in currency exchange rates, and unfavorable currency fluctuations could adversely affect reported earnings.

Health epidemics or pandemics could adversely affect our business and financial results.

Health epidemics or pandemics – such as the global outbreak of COVID-19 in early 2020 – have in the past and may in the future impact macroeconomic conditions, consumer behavior, labor availability and supply chain management, as well as local operations in impacted markets, all of which can adversely affect our business, financial results and outlook. Governmental responses to health epidemics or pandemics, including operational restrictions, can also affect the foregoing items and adversely affect our business and financial results. The duration and scope of a health epidemic or pandemic can be difficult to predict and depends on many factors, including the emergence of new variants and the availability, acceptance and effectiveness of preventative measures. A health epidemic or pandemic may also heighten other risks disclosed in these Risk Factors, including, but not limited to, those related to the availability and costs of labor and commodities, supply chain interruptions, consumer behavior, and consumer perceptions of our brand and industry.

Changes in commodity and other operating costs could adversely affect our results of operations.

The profitability of our Company-operated restaurants depends in part on our ability to anticipate and react to changes in commodity costs, including food, paper, supplies, fuel, utilities, distribution and other operating costs, including labor. Volatility in certain commodity prices and fluctuations in labor costs have adversely affected and in the future could adversely affect our operating results by impacting restaurant profitability. The commodity markets for some of the ingredients we use, such as beef, chicken and pork, are particularly volatile due to factors such as seasonal shifts, climate conditions, industry demand and other macroeconomic conditions, international commodity markets, food safety concerns, product recalls, government regulation, and acts of war, terrorism or other hostilities, all of which are beyond our control and, in many instances, unpredictable. Our System can only partially address future price risk through hedging and other activities, and therefore increases in commodity costs could have an adverse impact on our profitability.

A decrease in our credit ratings or an increase in our funding costs could adversely affect our profitability.

Our credit ratings may be negatively affected by our results of operations or changes in our debt levels. As a result, our interest expense, the availability of acceptable counterparties, our ability to obtain funding on favorable terms, our collateral requirements and our operating or financial flexibility could all be negatively affected, especially if lenders were to impose new operating or financial covenants.

Our operations may also be impacted by regulations affecting capital flows, financial markets or financial institutions, which can limit our ability to manage and deploy our liquidity or increase our funding costs. Any such events could have a material adverse effect on our business and financial condition.

The trading volatility and price of our common stock may be adversely affected by many factors.

Many factors affect the trading volatility and price of our common stock in addition to our operating results and prospects. These factors, many of which are beyond our control, include the following:

- the unpredictable nature of global economic and market conditions;
- governmental action or inaction in light of key indicators of economic activity or events that can significantly influence financial markets, particularly in the U.S., which is the principal trading market for our common stock, and media reports and commentary about economic, trade or other matters, even when the matter in question does not directly relate to our business;
- trading activity in our common stock, in derivative instruments with respect to our common stock or in our debt securities, which can be affected by: market commentary (including commentary that may be unreliable or incomplete); unauthorized disclosures about our performance, plans or expectations about our business; our actual performance and creditworthiness; investor confidence, driven in part by expectations about our performance; actions by shareholders and others seeking to influence our business strategies; portfolio transactions in our common stock by significant shareholders; and trading activity that results from the ordinary course rebalancing of stock indices in which McDonald's may be included, such as the S&P 500 Index and the Dow Jones Industrial Average;
- the impact of our stock repurchase program or dividend rate; and
- the impact of corporate actions, including changes to our corporate structure, and market and third-party perceptions and assessments of such actions, including those we may take from time to time as we implement our business strategies in light of changing business, legal and tax considerations

Our business is subject to an increasing focus on ESG matters.

In recent years, there has been an increasing focus by stakeholders – including employees, franchisees, customers, suppliers, governmental and non-governmental organizations and investors – on ESG matters. A failure, whether real or perceived, to address ESG matters or to achieve progress on our ESG initiatives on the anticipated timing or at all, could adversely affect our business, including by heightening other risks disclosed in these Risk Factors, such as those related to consumer behavior, consumer perceptions of our brand, labor availability and costs, supply chain interruptions, commodity costs, and legal and regulatory complexity. Conversely, our taking a position, whether real or perceived, on ESG, public policy, geopolitical and similar matters could also adversely impact our business.

The standards we set for ourselves regarding ESG matters, and our ability to meet such standards, may also impact our business. For example, we are working to manage risks and costs to our System related to climate change, greenhouse gases, and diminishing energy and water resources, and we have announced initiatives relating to, among other things, climate action, sustainability, responsible sourcing and increasing diverse representation across our System. We have faced increased scrutiny related to reporting on and achieving these initiatives, as well as continued public focus on similar matters, such as packaging and waste, animal health and welfare, deforestation and land use. We have also experienced increased pressure from stakeholders to provide expanded disclosure and establish additional commitments, targets or goals, and take actions to meet them, which could expose us to additional market, operational, execution and reputational costs and risks. Moreover, addressing ESG matters requires Systemwide coordination and alignment, and the standards by which certain ESG matters are measured are evolving and subject to assumptions that could change over time.

Events such as severe weather conditions, natural disasters, hostilities, social unrest and climate change, among others, can adversely affect our results and prospects.

Severe weather conditions, natural disasters, acts of war, terrorism or other hostilities, social unrest or climate change (or expectations about them) can adversely affect consumer behavior and confidence levels, supply availability and costs and local operations in impacted markets, all of which can affect our results and prospects. Climate change may also increase the frequency and severity of weather-related events and natural disasters. Our receipt of proceeds under any insurance we maintain with respect to some of these risks may be delayed or the proceeds may be insufficient to cover our losses fully.

LEGAL PROCEEDINGS

The Company has pending a number of claims and lawsuits that have been filed in various jurisdictions. These claims and lawsuits cover a broad variety of allegations spanning the Company's business. The following is a brief description of the more significant types of such claims and lawsuits. In addition, the Company is subject to various laws and regulations that impact its business, as discussed under "Government Regulations" below. While the Company does not believe that any such claims, lawsuits, laws or regulations will have a material adverse effect on its financial condition or results of operations, unfavorable rulings could occur. Were an unfavorable ruling to occur, it could result in a material adverse impact on the Company's net income for the period in which it occurs and/or future periods.

- **Franchising**

Most McDonald's restaurants are franchised to independent owner/operators and developmental licensees under contractual arrangements with the Company. In the course of the franchise relationship, occasional disputes arise between the Company and its current or former franchisees relating to a broad range of subjects, including, but not limited to, quality, service, cleanliness, menu pricing, alleged discrimination, delinquent payments of rents and fees, and franchise grants, renewals and terminations. Occasional disputes also arise between the Company and individuals or entities who claim they should be (or should have been) granted a franchise or who challenge the legal distinction between the Company and its franchisees for employment law purposes.

- **Suppliers**

The Company and its affiliates and subsidiaries generally do not supply food, paper or related items to any McDonald's restaurants. The Company relies upon numerous independent suppliers, including service providers, that are required to meet and maintain the Company's high standards and specifications. Occasional disputes arise between the Company and its current or former suppliers relating to, for example, compliance with product specifications and the Company's business relationship with suppliers. Occasional disputes also arise between the Company and individuals or entities who claim they should be (or should have been) granted the opportunity to supply products or services to the Company or its restaurants.

- **Employees**

Hundreds of thousands of people are employed by the Company and in restaurants owned and operated by its subsidiaries. In addition, thousands of people from time to time seek employment in such restaurants. In the ordinary course of business, occasional disputes arise relating to hiring, termination, promotion and pay practices, including, but not limited to, wage and hour disputes, alleged discrimination and compliance with labor and employment laws.

- **Customers**

McDonald's restaurants – whether owned by subsidiaries of the Company, independent owner/operators or developmental licensees – regularly serve a broad segment of the public around the world. In so doing, disputes occasionally arise relating to products, service, incidents, pricing, advertising, disclosures (including relating to nutrition) and other matters common to an extensive restaurant business such as that of the Company.

- **Intellectual Property**

The Company has registered trademarks, service marks, patents and copyrights, some of which it considers to be of material importance to its business. From time to time, the Company may become involved in litigation to protect its intellectual property and defend against the alleged use of third-party intellectual property.

- **Government Regulations**

National and local governments have adopted laws and regulations relating to various aspects of the restaurant business, including, but not limited to, advertising, franchising, health, safety, environment, competition, zoning, employment and taxation. The Company is occasionally involved in litigation or other proceedings regarding these matters. While the Company strives to comply with all applicable existing statutory and administrative requirements, it cannot predict the effect on its operations of these matters or the issuance or enactment of any future additional requirements.

PROPERTIES

The Company owns and leases real estate primarily in connection with its restaurant business. The Company identifies and develops sites that offer convenience to customers and long-term sales and profit potential to the System. To assess potential, the Company analyzes traffic and walking patterns, census data and other relevant data. The Company's experience and access to advanced technology aid in evaluating this information. The Company generally owns or secures a long-term lease on the land and building for conventional franchised and Company-operated restaurant sites, which facilitates long-term occupancy rights and helps control related costs. Restaurant profitability for both the Company and franchisees is important; therefore, ongoing efforts are made to control average development costs through construction and design efficiencies, standardization and by leveraging the Company's global sourcing network.

In addition, the Company primarily leases real estate in connection with its corporate headquarters, field and other offices.

Additional information about the Company's properties is included in the Management's Discussion and Analysis of Financial Condition and Results of Operations section beginning on page 8 of this Form 10-K and in the Financial Statements and Supplementary Data section beginning on page 35 of this Form 10-K.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following are the executive officers of the Company as of the date of this filing:

Jonathan Banner, 55, is Executive Vice President – Global Chief Impact Officer, a position he has held since September 2022. Prior to joining the Company, Mr. Banner served as Executive Vice President, Communications for PepsiCo, Inc., a food and beverage company, from 2014 to August 2022.

Ian Borden, 54, is Executive Vice President and Chief Financial Officer, a position he has held since September 2022. Prior to that, Mr. Borden served as President, International, from January 2020 to August 2022, as President – International Developmental Licensed Markets from January 2019 to December 2019 and as President – Foundational Markets from 2015 to December 2018. Mr. Borden has served the Company for 28 years.

Heidi Capozzi, 53, is Executive Vice President – Global Chief People Officer, a position she has held since April 2020. Prior to joining the Company, Ms. Capozzi served as Senior Vice President of Human Resources for The Boeing Company, a manufacturer of commercial jetliners and defense, space and security systems, from 2016 to April 2020.

Joseph Erlinger, 49, is President, McDonald's USA, a position he has held since November 2019. Prior to that, Mr. Erlinger served as President – International Operated Markets from January 2019 to October 2019 and as President – High Growth Markets from September 2016 to December 2018. From 2015 to January 2017, Mr. Erlinger served as Vice President and Chief Financial Officer – High Growth Markets (serving in dual roles from September 2016 to January 2017). Mr. Erlinger has served the Company for 20 years.

Morgan Flatley, 48, is Executive Vice President - Global Chief Marketing Officer and New Business Ventures, a position she has held since February 2023. Prior to that, Ms. Flatley served as Senior Vice President - Global Chief Marketing Officer from November 2021 to January 2023 and as Vice President - Chief Marketing and Digital Customer Experience Officer from 2017 to November 2021. Prior to joining the Company, Ms. Flatley served as Senior Vice President, Chief Marketing Officer, Nutrition for PepsiCo, Inc., a food and beverage company, from 2016 to 2017.

Marion Gross, 62, is Executive Vice President – Global Chief Supply Chain Officer, a position she has held since September 2022. Prior to that, Ms. Gross served as Senior Vice President – Chief Supply Chain Officer, North America from 2013 to August 2022. Ms. Gross has served the Company for nearly 30 years.

Catherine Hoovel, 52, is Senior Vice President – Corporate Controller, a position she has held since July 2021. Prior to that, Ms. Hoovel served as Vice President – Chief Accounting Officer from 2016 to July 2021 and as Controller for the McDonald's restaurants owned and operated by McDonald's USA from 2014 to 2016. Ms. Hoovel has served the Company for 26 years.

Christopher Kempczinski, 54, is President and Chief Executive Officer, a position he has held since November 2019. Prior to that, Mr. Kempczinski served as President, McDonald's USA from 2016 to October 2019 and as Executive Vice President – Strategy, Business Development and Innovation from 2015 to 2016. Mr. Kempczinski joined the Company from The Kraft Heinz Company, a packaged food company, where he most recently served as Executive Vice President of Growth Initiatives and President of Kraft International from 2014 to 2015. Mr. Kempczinski has served the Company for seven years.

Jill McDonald, 58, is Executive Vice President and President, International Operated Markets, a position she has held since September 2022. Prior to re-joining the Company, Ms. McDonald served as Chief Executive Officer for Costa Coffee, a beverage company, from December 2019 to July 2022, as Managing Director, Clothing, Home & Beauty for Marks and Spencer Group plc, a multinational clothing and home products retailer, from 2017 to July 2019, and as Chief Executive Officer for Halfords Group plc, an automotive and cycling products and services provider, from 2015 to 2017. Ms. McDonald previously worked at the Company from 2006 to 2015.

Kevin Ozan, 59, is Senior Executive Vice President, Strategic Initiatives, a position he has held since September 2022. Prior to that, Mr. Ozan served as Executive Vice President and Chief Financial Officer from 2015 to August 2022 and as Senior Vice President – Controller from 2008 to 2015. Mr. Ozan has served the Company for 25 years.

Desiree Ralls-Morrison, 56, is Executive Vice President, Chief Legal Officer and Corporate Secretary, a position she has held since April 2021. Prior to joining the Company, Ms. Ralls-Morrison served as Senior Vice President, General Counsel and Corporate Secretary for Boston Scientific Corporation, a medical device manufacturer, from 2017 to April 2021 and as Senior Vice President, General Counsel and Corporate Secretary for Boehringer Ingelheim USA Corporation, a pharmaceutical company, from 2013 to 2017.

Brian Rice, 59, is Executive Vice President – Global Chief Information Officer, a position he has held since August 2022. Prior to joining the Company, Mr. Rice served as Executive Vice President, Chief Information Officer and Global Business Services for Cardinal Health, Inc., a healthcare services company, from February 2019 to August 2022, and as Senior Vice President, Chief Information Officer and Global Business Services for the Kellogg Company, a food manufacturing company, from 2009 to February 2019.

Jo Sempels, 56, is Senior Vice President and President, International Developmental Licensed Markets, a position he has held since September 2022. Prior to that, Mr. Sempels served as Senior Vice President - International Developmental Licensed Markets from December 2019 to August 2022, as Vice President, Business Unit Lead International Developmental Licensed Markets Europe from January 2019 to December 2019 and as Vice President - Foundational Markets Europe from 2015 to December 2018. Mr. Sempels has served the Company for over 30 years.

Manu Steijaert, 52, is Executive Vice President – Chief Customer Officer, a position he has held since August 2021. Prior to that, Mr. Steijaert served as Vice President, International Operated Markets from January 2019 to July 2021 and as Managing Director, Netherlands from 2015 to January 2019. Mr. Steijaert has served the Company for 20 years.

AVAILABILITY OF COMPANY INFORMATION

The Company is subject to the requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and therefore files periodic reports, proxy statements and other information with the SEC. Such information may be obtained by visiting the SEC's website at www.sec.gov.

The Company also uses its investor website at www.investor.mcdonalds.com as a primary channel for disclosing key information to its investors, some of which may contain material and previously non-public information. The Company makes available on such website, free of charge, copies of its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as amendments to those reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after filing or furnishing such material to the SEC. Copies of such information and reports are also available free of charge by calling (800) 228-9623.

The Company also posts the following documents on the "Corporate Governance" section of its investor website: the Company's Corporate Governance Principles; the charters for each standing committee of the Company's Board of Directors, including the Audit & Finance Committee, Compensation Committee, Governance Committee, Public Policy & Strategy Committee, and Sustainability & Corporate Responsibility Committee; the Code of Conduct for the Company's Board of Directors; and the Company's Standards of Business Conduct, which applies to all officers and employees. Copies of these documents are also available free of charge by calling (800) 228-9623. The Company intends to satisfy the disclosure requirements regarding any applicable amendment to, or waiver from, a provision of its Standards of Business Conduct by disclosing such information at the website address specified above.

The websites included in this Form 10-K, including those of the Company and the SEC, are provided for convenience only. Information contained on or accessible through such websites is not incorporated herein and does not constitute a part of this Form 10-K or the Company's other filings with the SEC.

Financial Statements and Supplementary Data

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Consolidated Statement of Income

<i>In millions, except per share data</i>	<i>Years ended December 31, 2022</i>			<i>2021</i>	<i>2020</i>
REVENUES					
Sales by Company-operated restaurants	\$	8,748.4	\$	9,787.4	\$ 8,139.2
Revenues from franchised restaurants		14,105.8		13,085.4	10,726.1
Other revenues		328.4		350.1	342.5
Total revenues		23,182.6		23,222.9	19,207.8
OPERATING COSTS AND EXPENSES					
Company-operated restaurant expenses					
Food & paper		2,737.3		3,096.8	2,564.2
Payroll & employee benefits		2,617.4		2,677.2	2,416.4
Occupancy & other operating expenses		2,026.2		2,273.3	2,000.6
Franchised restaurants-occupancy expenses		2,349.7		2,335.0	2,207.5
Other restaurant expenses		244.8		260.4	267.0
Selling, general & administrative expenses					
Depreciation and amortization		370.4		329.7	300.6
Other		2,492.2		2,377.8	2,245.0
Other operating (income) expense, net		973.6		(483.3)	(117.5)
Total operating costs and expenses		13,811.6		12,866.9	11,883.8
Operating income		9,371.0		10,356.0	7,324.0
Interest expense-net of capitalized interest of \$9.5, \$6.8 and \$6.0		1,207.0		1,185.8	1,218.1
Nonoperating (income) expense, net		338.6		42.3	(34.8)
Income before provision for income taxes		7,825.4		9,127.9	6,140.7
Provision for income taxes		1,648.0		1,582.7	1,410.2
Net income	\$	6,177.4	\$	7,545.2	\$ 4,730.5
Earnings per common share—basic	\$	8.39	\$	10.11	\$ 6.35
Earnings per common share—diluted	\$	8.33	\$	10.04	\$ 6.31
Dividends declared per common share	\$	5.66	\$	5.25	\$ 5.04
Weighted-average shares outstanding—basic		736.5		746.3	744.6
Weighted-average shares outstanding—diluted		741.3		751.8	750.1

See Notes to consolidated financial statements.

Consolidated Statement of Comprehensive Income

<i>In millions</i>	<i>Years ended December 31, 2022</i>			<i>2021</i>	<i>2020</i>
Net income	\$	6,177.4	\$	7,545.2	\$ 4,730.5
Other comprehensive income (loss), net of tax					
Foreign currency translation adjustments:					
Gain (loss) recognized in accumulated other comprehensive income (AOCI), including net investment hedges		(354.1)		(216.2)	46.0
Reclassification of (gain) loss to net income		504.4		34.7	17.1
Foreign currency translation adjustments-net of tax benefit (expense) of \$(207.6), \$(186.5), and \$204.8		150.3		(181.5)	63.1
Cash flow hedges:					
Gain (loss) recognized in AOCI		160.3		57.6	(129.1)
Reclassification of (gain) loss to net income		(104.8)		28.9	5.8
Cash flow hedges-net of tax benefit (expense) of \$(16.0), \$(24.9), and \$36.6		55.5		86.5	(123.3)
Defined benefit pension plans:					
Gain (loss) recognized in AOCI		(118.7)		108.1	(43.5)
Reclassification of (gain) loss to net income		—		—	(0.4)
Defined benefit pension plans-net of tax benefit (expense) of \$43.2, \$(36.6), and \$9.3		(118.7)		108.1	(43.9)
Total other comprehensive income (loss), net of tax		87.1		13.1	(104.1)
Comprehensive income	\$	6,264.5	\$	7,558.3	\$ 4,626.4

See Notes to consolidated financial statements.

Consolidated Balance Sheet

<i>In millions, except per share data</i>	<i>December 31, 2022</i>	<i>2021</i>
ASSETS		
Current assets		
Cash and equivalents	\$ 2,583.8	\$ 4,709.2
Accounts and notes receivable	2,115.0	1,872.4
Inventories, at cost, not in excess of market	52.0	55.6
Prepaid expenses and other current assets	673.4	511.3
Total current assets	5,424.2	7,148.5
Other assets		
Investments in and advances to affiliates	1,064.5	1,201.2
Goodwill	2,900.4	2,782.5
Miscellaneous	4,707.2	4,449.5
Total other assets	8,672.1	8,433.2
Lease right-of-use asset, net	12,565.7	13,552.0
Property and equipment		
Property and equipment, at cost	41,037.6	41,916.6
Accumulated depreciation and amortization	(17,264.0)	(17,196.0)
Net property and equipment	23,773.6	24,720.6
Total assets	\$ 50,435.6	\$ 53,854.3
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 980.2	\$ 1,006.8
Lease liability	661.1	705.5
Income taxes	274.9	360.7
Other taxes	255.1	236.7
Accrued interest	393.4	363.3
Accrued payroll and other liabilities	1,237.4	1,347.0
Total current liabilities	3,802.1	4,020.0
Long-term debt	35,903.5	35,622.7
Long-term lease liability	12,134.4	13,020.9
Long-term income taxes	791.9	1,896.8
Deferred revenues - initial franchise fees	757.8	738.3
Other long-term liabilities	1,051.8	1,081.0
Deferred income taxes	1,997.5	2,075.6
Shareholders' equity (deficit)		
Preferred stock, no par value; authorized – 165.0 million shares; issued – none	—	—
Common stock, \$0.01 par value; authorized – 3.5 billion shares; issued – 1,660.6 million shares	16.6	16.6
Additional paid-in capital	8,547.1	8,231.6
Retained earnings	59,543.9	57,534.7
Accumulated other comprehensive income (loss)	(2,486.6)	(2,573.7)
Common stock in treasury, at cost; 929.3 and 915.8 million shares	(71,624.4)	(67,810.2)
Total shareholders' equity (deficit)	(6,003.4)	(4,601.0)
Total liabilities and shareholders' equity (deficit)	\$ 50,435.6	\$ 53,854.3

See Notes to consolidated financial statements.

Consolidated Statement of Cash Flows

<i>In millions</i>	<i>Years ended December 31, 2022</i>			<i>2021</i>	<i>2020</i>
Operating activities					
Net income	\$ 6,177.4	\$	7,545.2	\$	4,730.5
Adjustments to reconcile to cash provided by operations					
Charges and credits:					
Depreciation and amortization	1,870.6		1,868.1		1,751.4
Deferred income taxes	(345.7)		(428.3)		6.4
Share-based compensation	166.7		139.2		92.4
Net (gain) loss on sale of restaurant and other businesses	732.7		(97.8)		(28.2)
Other	(570.4)		(339.1)		(75.2)
Changes in working capital items:					
Accounts receivable	(264.1)		309.9		(6.8)
Inventories, prepaid expenses and other current assets	5.6		(62.2)		(68.6)
Accounts payable	31.3		225.0		(137.5)
Income taxes	(546.7)		(302.5)		(43.6)
Other accrued liabilities	129.3		284.0		44.4
Cash provided by operations	7,386.7		9,141.5		6,265.2
Investing activities					
Capital expenditures	(1,899.2)		(2,040.0)		(1,640.8)
Purchases of restaurant businesses	(807.0)		(374.2)		(66.1)
Sales of restaurant and other businesses	445.9		196.2		76.3
Sales of property	38.9		106.2		27.4
Other	(456.7)		(53.9)		57.4
Cash used for investing activities	(2,678.1)		(2,165.7)		(1,545.8)
Financing activities					
Net short-term borrowings	25.5		15.1		(893.1)
Long-term financing issuances	3,374.5		1,154.4		5,543.0
Long-term financing repayments	(2,202.4)		(2,240.0)		(2,411.7)
Treasury stock purchases	(3,896.0)		(845.5)		(907.8)
Common stock dividends	(4,168.2)		(3,918.6)		(3,752.9)
Proceeds from stock option exercises	248.2		285.7		295.5
Other	38.2		(46.7)		(122.0)
Cash used for financing activities	(6,580.2)		(5,595.6)		(2,249.0)
Effect of exchange rates on cash and equivalents	(253.8)		(120.1)		80.2
Cash and equivalents increase (decrease)	(2,125.4)		1,260.1		2,550.6
Cash and equivalents at beginning of year	4,709.2		3,449.1		898.5
Cash and equivalents at end of year	\$ 2,583.8	\$	4,709.2	\$	3,449.1
Supplemental cash flow disclosures					
Interest paid	\$ 1,183.5	\$	1,197.3	\$	1,136.0
Income taxes paid	3,023.5		2,403.9		1,441.9

See Notes to consolidated financial statements.

Consolidated Statement of Shareholders' Equity

In millions, except per share data	Common stock issued		Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)			Common stock in treasury		Total shareholders' equity (deficit)
	Shares	Amount			Pensions	Cash flow hedges	Foreign currency translation	Shares	Amount	
Balance at December 31, 2019	1,660.6	16.6	7,653.9	52,930.5	(243.7)	12.0	(2,251.0)	(914.3)	(66,328.6)	(8,210.3)
Net income				4,730.5						4,730.5
Other comprehensive income (loss), net of tax					(43.9)	(123.3)	63.1			(104.1)
Comprehensive income										4,626.4
Common stock cash dividends (\$5.04 per share)				(3,752.9)						(3,752.9)
Treasury stock purchases								(4.3)	(874.1)	(874.1)
Share-based compensation			92.4							92.4
Stock option exercises and other			157.3					3.4	136.3	293.6
Balance at December 31, 2020	1,660.6	16.6	7,903.6	53,908.1	(287.6)	(111.3)	(2,187.9)	(915.2)	(67,066.4)	(7,824.9)
Net income				7,545.2						7,545.2
Other comprehensive income (loss), net of tax					108.1	86.5	(181.5)			13.1
Comprehensive income										7,558.3
Common stock cash dividends (\$5.25 per share)				(3,918.6)						(3,918.6)
Treasury stock purchases								(3.4)	(845.5)	(845.5)
Share-based compensation			139.2							139.2
Stock option exercises and other			188.8					2.8	101.7	290.5
Balance at December 31, 2021	1,660.6	16.6	8,231.6	57,534.7	(179.5)	(24.8)	(2,369.4)	(915.8)	(67,810.2)	(4,601.0)
Net income				6,177.4						6,177.4
Other comprehensive income (loss), net of tax					(118.7)	55.5	150.3			87.1
Comprehensive income										6,264.5
Common stock cash dividends (\$5.66 per share)				(4,168.2)						(4,168.2)
Treasury stock purchases								(15.8)	(3,896.0)	(3,896.0)
Share-based compensation			166.7							166.7
Stock option exercises and other			148.8					2.3	81.8	230.6
Balance at December 31, 2022	1,660.6	\$ 16.6	\$ 8,547.1	\$ 59,543.9	\$ (298.2)	\$ 30.7	\$ (2,219.1)	(929.3)	\$ (71,624.4)	\$ (6,003.4)

See Notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Summary of Significant Accounting Policies

NATURE OF BUSINESS

The Company franchises and operates McDonald's restaurants in the global restaurant industry. All restaurants are operated either by the Company or by franchisees, including conventional franchisees under franchised arrangements, and developmental licensees or affiliates under license agreements.

The following table presents restaurant information by ownership type:

<i>Restaurants at December 31,</i>	2022	2021	2020
Conventional franchised	21,720	21,607	21,712
Developmental licensed	8,229	7,913	7,663
Foreign affiliated	8,220	7,775	7,146
Total Franchised	38,169	37,295	36,521
Company-operated	2,106	2,736	2,677
Total Systemwide restaurants	40,275	40,031	39,198

The results of operations of restaurant businesses purchased and sold in transactions with franchisees were not material either individually or in the aggregate to the consolidated financial statements for periods prior to purchase and sale.

CONSOLIDATION

The consolidated financial statements include the accounts of the Company and its subsidiaries. Investments in affiliates owned 50% or less (primarily McDonald's China and Japan) are accounted for by the equity method.

On an ongoing basis, the Company evaluates its business relationships such as those with franchisees, joint venture partners, developmental licensees, suppliers and advertising cooperatives to identify potential variable interest entities. Generally, these businesses qualify for a scope exception under the variable interest entity consolidation guidance. The Company has concluded that consolidation of any such entity is not appropriate for the periods presented.

ESTIMATES IN FINANCIAL STATEMENTS

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

FOREIGN CURRENCY TRANSLATION

Generally, the functional currency of operations outside the U.S. is the respective local currency.

RECENT ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Pronouncements

Leases

In July 2021, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2021-05, "Leases (Topic 842): Lessors—Certain Leases with Variable Lease Payments" ("ASU 2021-05"). The pronouncement amends the current guidance on classification for a lease that includes variable lease payments that do not depend on an index or rate. Under the amended guidance, a lessor must classify as an operating lease any lease that would otherwise be classified as a sales-type or direct financing lease and that would result in the recognition of a selling loss at lease commencement. ASU 2021-05 is effective for fiscal years beginning after December 15, 2021, including applicable interim periods. The Company adopted the new standard effective January 1, 2022. The adoption of this standard did not have a material effect on the Company's consolidated financial statements.

Reference Rate Reform

In March 2020, the FASB issued ASU No. 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting" ("ASU 2020-04"). The pronouncement provides temporary optional expedients and exceptions to the current guidance on contract modifications and hedge accounting to ease the financial reporting burdens related to the expected market transition from the London Interbank Offered Rate and other interbank offered rates to alternative reference rates. The guidance was effective upon issuance and may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2022. The adoption of this standard did not have a material effect on the Company's consolidated financial statements.

REVENUE RECOGNITION

The Company's revenues consist of sales by Company-operated restaurants and fees from restaurants operated by franchisees, developmental licensees and affiliates. Revenues from conventional franchised restaurants include rent and royalties based on a percent of sales with minimum rent payments, and initial fees. Revenues from restaurants licensed to developmental licensees and affiliates include a royalty based on a percent of sales, and generally include initial fees. The Company's Other revenues are comprised of fees paid by franchisees to recover a portion of costs incurred by the Company for various technology platforms, revenues from brand licensing arrangements to market and sell consumer packaged goods using the McDonald's brand and third-party revenues for the Dynamic Yield business, for periods prior to its sale on April 1, 2022.

Sales by Company-operated restaurants are recognized on a cash basis at the time of the underlying sale and are presented net of sales tax and other sales-related taxes. Royalty revenues are based on a percent of sales and recognized at the time the underlying sales occur. Rental income includes both minimum rent payments, which are recognized straight-line over the franchise term (with the exception of rent concessions as a result of COVID-19 – refer to the Leasing section that follows) and variable rent payments based on a percent of sales, which are recognized at the time the underlying sales occur. Initial fees are recognized as the Company satisfies the performance obligation over the franchise term, which is generally 20 years.

The Company provides goods or services related to various technology platforms to certain franchisees that are distinct from the franchise agreement because they do not require integration with other goods or services that the Company provides. The Company has determined that it is the principal in these arrangements. Accordingly, the related revenue is presented on a gross basis on the Consolidated Statement of Income. These revenues are recognized as the goods or services are transferred to the franchisee, and related expenses are recognized as incurred. Brand licensing arrangement revenues are based on a percent of sales and are recognized at the time the underlying sales occur. For periods prior to April 1, 2022, Dynamic Yield third party revenues were generated from providing software as a service solutions to customers and were recognized over the applicable subscription period as the service was performed.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost, with depreciation and amortization provided using the straight-line method over the following estimated useful lives: buildings—up to 40 years; leasehold improvements—the lesser of useful lives of assets or lease terms, which generally include certain option periods; and equipment—3 to 12 years.

The Company periodically reviews these lives relative to physical factors, economic factors and industry trends. If there are changes in the planned use of property and equipment, or if technological changes occur more rapidly than anticipated, the useful lives assigned to these assets may need to be shortened, resulting in the accelerated recognition of depreciation and amortization expense or write-offs in future periods.

The Company may share in the cost of certain restaurant improvements with its franchisees, primarily in the U.S. Since McDonald's manages the project and provides up front funding in these instances, during the project the Company estimates which costs are the responsibility of McDonald's and which are the responsibility of the franchisee, and allocates the corresponding costs between Property and equipment and Accounts receivable. Upon the completion of the project, the allocation of costs is finalized and may result in immaterial adjustments to the balances and associated depreciation expense.

Refer to the Property and Equipment footnote on page 49 of this Form 10-K for additional information.

LEASING

The Company is the lessee in a significant real estate portfolio, primarily through ground leases (the Company leases the land and generally owns the building) and through improved leases (the Company leases the land and buildings). The Lease right-of-use asset and Lease liability reflect the present value of the Company's estimated future minimum lease payments over the lease term, which includes options that are reasonably assured of being exercised, discounted using the rate implicit in each lease, if determinable, or a collateralized incremental borrowing rate considering the term of the lease and particular currency environment. Leases with an initial term of 12 months or less, primarily related to leases of office equipment, are not included in the Lease right-of-use asset or Lease liability and continue to be recognized in the Consolidated Statement of Income on a straight-line basis over the lease term.

The Company has elected not to separate non-lease components from lease components in its lessee portfolio. To the extent that occupancy costs, such as site maintenance, are included in the asset and liability, the impact is immaterial and is generally limited to Company-owned restaurant locations. For franchised locations, which represent the majority of the restaurant portfolio, the related occupancy costs including property taxes, insurance and site maintenance are generally required to be paid by the franchisees as part of the franchise arrangement. In addition, the Company is the lessee under non-restaurant related leases such as office buildings, vehicles and office equipment. These leases are not a material subset of the Company's lease portfolio.

In 2020, the Company elected the practical expedient to account for COVID-19 related rent concessions as if they were part of the enforceable rights and obligations of the parties under the existing lease contract. This was elected for the Company's entire lessee and lessor portfolio for any rent deferrals or rent abatements. For the lessee portfolio, the Company elected not to remeasure the Lease right-of-use asset and Lease liability if a rent deferral or a rent abatement was granted. Refer to the Leasing Arrangements footnote on page 50 of this Form 10-K for additional information on the Lease right-of-use asset and Lease liability.

Rental income includes both minimum rent payments and variable rent payments based on a percent of sales.

Refer to the Franchise Arrangements footnote on page 49 of this Form 10-K for additional information on deferred collections of rental income as well as royalties.

CAPITALIZED SOFTWARE

Capitalized software is stated at cost and amortized using the straight-line method over the estimated useful life of the software, which primarily ranges from 2 to 10 years. Customer facing software is typically amortized over a shorter useful life, while back office and Corporate systems may have a longer useful life. Capitalized software less accumulated amortization is recorded within Miscellaneous other assets on the Consolidated Balance Sheet and was (in millions): 2022-\$864.3; 2021-\$795.0; 2020-\$691.2.

The Company reviews capitalized software for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable or if an indicator of impairment exists, which occurs more regularly throughout the year, such as when new software may be ready for its intended use. The Company did not identify any indicators of material impairment of capitalized software for the years ended December 31, 2022 and 2021. Results for 2020 reflected write-offs of impaired software of \$26.3 million.

LONG-LIVED ASSETS

Long-lived assets are reviewed for impairment annually in the fourth quarter and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of annually reviewing McDonald's restaurant assets for potential impairment, assets are initially grouped together in the U.S. at a field office level, and internationally, at a market level. The Company manages its restaurants as a group or portfolio with significant common costs and promotional activities; as such, an individual restaurant's cash flows are not generally independent of the cash flows of others in a market. If an indicator of impairment exists for any grouping of assets, an estimate of undiscounted future cash flows produced by each individual restaurant within the asset grouping is compared to its carrying value. If an individual restaurant is determined to be impaired, the loss is measured by the excess of the carrying amount of the restaurant over its fair value as determined by an estimate of discounted future cash flows.

Losses on assets held for disposal are recognized when management and the Company's Board of Directors, as required, have approved and committed to a plan to dispose of the assets, the assets are available for disposal and the disposal is probable of occurring within 12 months, and the net sales proceeds are expected to be less than its net book value, among other factors. Generally, such losses are related to restaurants that have closed and ceased operations as well as other assets that meet the criteria to be considered "held for sale."

GOODWILL

Goodwill represents the excess of cost over the net tangible assets and identifiable intangible assets of acquired restaurants and other businesses, and it is generally assigned to the reporting unit (defined as each individual market) expected to benefit from the synergies of the combination. The Company's goodwill primarily results from purchases of McDonald's restaurants from franchisees or transactions in which the Company obtains a controlling interest in subsidiaries or affiliates. When purchasing restaurants from a franchisee, the Company generally uses a discounted cash flow methodology (Level 3 inputs within the valuation hierarchy), which determines the fair value of restaurants acquired based on their expected profitability and cash flows. During 2022, the Company acquired restaurants from franchisees in order to expand its Company-operated restaurant footprint in key growth areas and to support key strategic franchising initiatives. In conjunction with these purchases, the Company recorded approximately \$75 million of net tangible assets, \$525 million of identifiable intangible assets (primarily consisting of reacquired franchise rights) and \$190 million of goodwill. These acquisitions did not have a material impact on the amount of recorded revenues or net income of the Company. If a Company-operated restaurant is sold within 24 months of acquisition, the goodwill associated with the acquisition is written off in its entirety. If a Company-operated restaurant is sold beyond 24 months from the acquisition, the amount of goodwill written off is based on the relative fair value of the business sold compared to the reporting unit.

The following table presents the 2022 activity in goodwill by segment:

<i>In millions</i>	<i>U.S.</i>	<i>International Operated Markets</i>	<i>International Developmental Licensed Markets & Corporate</i>	<i>Consolidated</i>
Balance at December 31, 2021	\$ 1,673.4	\$ 1,109.1	\$ —	\$ 2,782.5
Net restaurant purchases (sales)	141.8	47.0	—	188.8
Currency translation	—	(70.9)	—	(70.9)
Balance at December 31, 2022	\$ 1,815.2	\$ 1,085.2	\$ —	\$ 2,900.4

The Company conducts goodwill impairment testing in the fourth quarter of each year or whenever indicators of impairment exist. If an indicator of impairment exists, the goodwill impairment test compares the fair value of a reporting unit, generally based on discounted future cash flows, with its carrying amount including goodwill. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recorded for the difference. In the current period, the Company performed a qualitative assessment and did not identify any indicators of impairment. Historically, goodwill impairment has not significantly impacted the consolidated financial statements. Goodwill on the Consolidated Balance Sheet reflects accumulated impairment losses of \$14.5 million as of December 31, 2022 and 2021.

ADVERTISING COSTS

Advertising costs included in operating expenses of Company-operated restaurants primarily consist of contributions to advertising cooperatives based upon a percent of sales, and were (in millions): 2022-\$334.5; 2021-\$377.6; 2020-\$325.5. The decrease in 2022 is primarily due to lower sales in the International Operated Markets as a result of the sale of the Company's business in Russia and the temporary restaurant closures in Ukraine.

In addition, significant advertising costs are incurred by conventional franchisees through contributions to advertising cooperatives in individual markets that are also based upon a percent of sales. In the markets that make up the vast majority of the Systemwide advertising spend, including the U.S., McDonald's is not the primary beneficiary of these entities, and therefore has concluded that consolidation would not be appropriate, as the Company does not have the power through voting or similar rights to direct the activities of the cooperatives that most significantly impact their economic performance.

Production costs for radio and television advertising are expensed when the commercials are initially aired. These production costs, primarily in the U.S., as well as other marketing-related expenses are included in Selling, general & administrative expenses and were (in millions): 2022—\$63.8; 2021—\$82.9; 2020—\$329.2. Results for 2020 included about \$175 million of incremental marketing contributions by the Company to the System's advertising cooperative arrangements across the U.S. and International Operated Markets, as well as higher investments in brand communications.

INCOME TAXES

Income Tax Uncertainties

The Company, like other multi-national companies, is regularly audited by federal, state and foreign tax authorities, and tax assessments may arise several years after tax returns have been filed. Accordingly, tax liabilities are recorded when, in management's judgment, a tax position does not meet the more likely than not threshold for recognition. For tax positions that meet the more likely than not threshold, a tax liability may still be recorded depending on management's assessment of how the tax position will ultimately be settled. The Company records interest and penalties on unrecognized tax benefits in the provision for income taxes.

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the financial reporting basis and the tax basis of existing assets and liabilities. The Company records a valuation allowance to reduce its deferred tax assets if it is considered more likely than not that some portion or all of the deferred tax assets will not be realized. While the Company has considered future taxable income and ongoing prudent and feasible tax strategies, including the sale of appreciated assets, in assessing the need for the valuation allowance, if these estimates and assumptions change in the future, the Company may be required to adjust its valuation allowance. This could result in a charge to, or an increase in, income in the period such determination is made.

Refer to the Income Taxes footnote on page 52 of this Form 10-K for additional information.

Accounting for Global Intangible Low-Taxed Income ("GILTI")

The accounting policy of the Company is to record any tax on GILTI in the provision for income taxes in the year it is incurred.

FAIR VALUE MEASUREMENTS

The Company measures certain financial assets and liabilities at fair value on a recurring basis, and certain non-financial assets and liabilities on a nonrecurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. Fair value disclosures are reflected in a three-level hierarchy, maximizing the use of observable inputs and minimizing the use of unobservable inputs.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for an identical asset or liability in an active market.
- Level 2 – inputs to the valuation methodology include quoted prices for a similar asset or liability in an active market or model-derived valuations in which all significant inputs are observable for substantially the full term of the asset or liability.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement of the asset or liability.

Certain of the Company's derivatives are valued using various pricing models or discounted cash flow analyses that incorporate observable market parameters, such as interest rate yield curves, option volatilities and foreign currency rates, classified as Level 2 within the valuation hierarchy. Derivative valuations incorporate credit risk adjustments that are necessary to reflect the probability of default by the counterparty or the Company.

Certain Financial Assets and Liabilities Measured at Fair Value

The following tables present financial assets and liabilities measured at fair value on a recurring basis by the valuation hierarchy as defined in the fair value guidance:

December 31, 2022

<i>In millions</i>	Level 1 ⁽¹⁾	Level 2	Total Carrying Value
Derivative assets	\$ 200.5	\$ 82.0	\$ 282.5
Derivative liabilities		\$ (141.7)	\$ (141.7)

December 31, 2021

<i>In millions</i>	Level 1 ⁽¹⁾	Level 2	Total Carrying Value
Derivative assets	\$ 209.8	\$ 79.8	\$ 289.6
Derivative liabilities		\$ (7.9)	\$ (7.9)

(1) Level 1 is comprised of derivatives that hedge market driven changes in liabilities associated with the Company's supplemental benefit plans.

▪ **Non-Financial Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis**

Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the assets and liabilities are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances (e.g., when there is evidence of impairment). For the years ended December 31, 2022 and 2021, the Company did not record any material fair value adjustments to long-lived assets (including goodwill).

▪ **Certain Financial Assets and Liabilities not Measured at Fair Value**

At December 31, 2022, the fair value of the Company's debt obligations was estimated at \$33.5 billion, compared to a carrying amount of \$35.9 billion. The fair value was based on quoted market prices, Level 2 within the valuation hierarchy. The carrying amount of cash and equivalents and notes receivable approximate fair value.

FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

The Company is exposed to global market risks, including the effect of changes in interest rates and foreign currency fluctuations. The Company uses foreign currency denominated debt and derivative instruments to mitigate the impact of these changes. The Company does not hold or issue derivatives for trading purposes.

The Company documents its risk management objective and strategy for undertaking hedging transactions, as well as all relationships between hedging instruments and hedged items. The Company's derivatives that are designated for hedge accounting consist mainly of interest rate swaps, foreign currency forwards, and cross-currency interest rate swaps, and are classified as either fair value, cash flow or net investment hedges. Further details are explained in the "Fair Value," "Cash Flow" and "Net Investment" hedge sections.

The Company enters into certain derivatives that are not designated for hedge accounting. The Company has entered into equity derivative contracts, including total return swaps, to hedge market-driven changes in certain of its supplemental benefit plan liabilities. In addition, the Company uses foreign currency forwards to mitigate the change in fair value of certain foreign currency denominated assets and liabilities. Further details are explained in the "Undesignated Derivatives" section.

All derivatives (including those not designated for hedge accounting) are recognized on the Consolidated Balance Sheet at fair value and classified based on the instruments' maturity dates. Changes in the fair value measurements of the derivative instruments are reflected as adjustments to AOCI and/or current earnings.

The following table presents the fair values of derivative instruments included on the Consolidated Balance Sheet as of December 31, 2022 and 2021:

Derivative Assets				Derivative Liabilities			
<i>In millions</i>	<i>Balance Sheet Classification</i>	<i>2022</i>	<i>2021</i>	<i>Balance Sheet Classification</i>	<i>2022</i>	<i>2021</i>	
Derivatives designated as hedging instruments							
Foreign currency	Prepaid expenses and other current assets	\$ 53.3	\$ 42.4	Accrued payroll and other liabilities	\$ (17.9)	\$ (3.3)	
Interest rate	Prepaid expenses and other current assets	—	\$ 0.3	Accrued payroll and other liabilities	—	—	
Foreign currency	Miscellaneous other assets	28.7	28.0	Other long-term liabilities	(30.7)	(0.5)	
Interest rate	Miscellaneous other assets	—	8.6	Other long-term liabilities	(91.5)	(4.1)	
Total derivatives designated as hedging instruments		\$ 82.0	\$ 79.3	\$ (140.1)		\$ (7.9)	
Derivatives not designated as hedging instruments							
Equity	Prepaid expenses and other current assets	\$ 200.5	\$ 9.5	Accrued payroll and other liabilities	\$ (1.6)	\$ —	
Foreign currency	Prepaid expenses and other current assets	—	0.5	Accrued payroll and other liabilities	—	—	
Equity	Miscellaneous other assets	—	200.3				
Total derivatives not designated as hedging instruments		\$ 200.5	\$ 210.3	\$ (1.6)		\$ —	
Total derivatives		\$ 282.5	\$ 289.6	\$ (141.7)		\$ (7.9)	

The following table presents the pre-tax amounts from derivative instruments affecting income and AOCI for the year ended December 31, 2022 and 2021, respectively:

In millions	Location of gain or loss recognized in income on derivative	Gain (loss) recognized in AOCI		Gain (loss) reclassified into income from AOCI		Gain (loss) recognized in income on derivative	
		2022	2021	2022	2021	2022	2021
Foreign currency	Nonoperating income/expense	\$ 122.5	\$ 74.2	\$ 137.8	\$ (30.9)		
Interest rate	Interest expense	83.9	—	(2.9)	(6.3)		
Cash flow hedges		\$ 206.4	\$ 74.2	\$ 134.9	\$ (37.2)		
Foreign currency denominated debt	Nonoperating income/expense	\$ 902.8	\$ 725.8		47.1		
Foreign currency derivatives	Nonoperating income/expense	(12.0)	40.2				
Foreign currency derivatives ⁽¹⁾	Interest expense					\$ 11.2	\$ 14.7
Net investment hedges		\$ 890.8	\$ 766.0		\$ 47.1	\$ 11.2	\$ 14.7
Foreign currency	Nonoperating income/expense					\$ 9.3	\$ 9.4
Equity	Selling, general & administrative expenses					(9.3)	99.3
Equity	Other operating income/ expense, net					—	(11.3)
Undesignated derivatives						\$ —	\$ 97.4

⁽¹⁾The amount of gain (loss) recognized in income related to components excluded from effectiveness testing.

Fair Value Hedges

The Company enters into fair value hedges to reduce the exposure to changes in fair values of certain liabilities. The Company enters into fair value hedges that convert a portion of its fixed rate debt into floating rate debt by use of interest rate swaps. At December 31, 2022, the carrying amount of fixed-rate debt that was effectively converted was an equivalent notional amount of \$1.2 billion, which included a decrease of \$91.5 million of cumulative hedging adjustments. For the year ended December 31, 2022, the Company recognized a \$96.3 million loss on the fair value of interest rate swaps, and a corresponding gain on the fair value of the related hedged debt instrument to interest expense.

Cash Flow Hedges

The Company enters into cash flow hedges to reduce the exposure to variability in certain expected future cash flows. To protect against the reduction in value of forecasted foreign currency cash flows (such as royalties denominated in foreign currencies), the Company uses foreign currency forwards to hedge a portion of anticipated exposures. The hedges cover up to the next 18 months for certain exposures and are denominated in various currencies. As of December 31, 2022, the Company had derivatives outstanding with an equivalent notional amount of \$1.5 billion that hedged a portion of forecasted foreign currency denominated cash flows.

Based on market conditions at December 31, 2022, the \$30.7 million in cumulative cash flow hedging gains, after tax, is not expected to have a significant effect on earnings over the next 12 months.

Net Investment Hedges

The Company uses foreign currency denominated debt (third party and intercompany) as well as foreign currency derivatives to hedge its investments in certain foreign subsidiaries and affiliates. Realized and unrealized translation adjustments from these hedges are included in shareholders' equity in the foreign currency translation component of Other comprehensive income ("OCI") and offset translation adjustments on the underlying net assets of foreign subsidiaries and affiliates, which also are recorded in OCI. As of December 31, 2022, \$12.2 billion of the Company's third party foreign currency denominated debt, \$679 million of intercompany foreign currency denominated debt, and \$585 million of foreign currency derivatives were designated to hedge investments in certain foreign subsidiaries and affiliates.

Undesignated Derivatives

The Company enters into certain derivatives that are not designated for hedge accounting. Therefore, the changes in the fair value of these derivatives are recognized immediately in earnings together with the gain or loss from the hedged balance sheet position. As an example, the Company enters into equity derivative contracts, including total return swaps, to hedge market-driven changes in certain of its supplemental benefit plan liabilities. Changes in the fair value of these derivatives are recorded in Selling, general & administrative expenses together with the changes in the supplemental benefit plan liabilities. In addition, the Company uses foreign currency forwards to mitigate the change in fair value of certain foreign currency denominated assets and liabilities. The changes in the fair value of these derivatives are recognized in Nonoperating (income) expense, net, along with the currency gain or loss from the hedged balance sheet position.

Credit Risk

The Company is exposed to credit-related losses in the event of non-performance by its derivative counterparties. The Company did not have significant exposure to any individual counterparty at December 31, 2022 and has master agreements that contain netting arrangements. For financial reporting purposes, the Company presents gross derivative balances in the financial statements and supplementary data, including for counterparties subject to netting arrangements. Some of these agreements also require each party to post collateral if credit ratings fall below, or aggregate exposures exceed, certain contractual limits. At December 31, 2022, the Company was required to post \$78 million of collateral due to the negative fair value of certain derivative positions. The Company's counterparties were not required to post collateral on any derivative position, other than on certain hedges of the Company's supplemental benefit plan liabilities where the counterparties were required to post collateral on their liability positions.

SHARE-BASED COMPENSATION

The Company has a share-based compensation plan, which authorizes the granting of various equity-based incentives including stock options and restricted stock units ("RSUs") to employees and nonemployee directors.

Share-based compensation, which includes the portion vesting of all share-based awards granted based on the grant date fair value, is generally amortized on a straight-line basis over the vesting period in Selling, general & administrative expenses.

The fair value of each stock option granted is estimated on the date of grant using a closed-form pricing model. The pricing model requires assumptions, which impact the assumed fair value, including the expected life of the stock option, the risk-free interest rate, expected volatility of the Company's stock over the expected life and the expected dividend yield. The Company uses historical data to determine these assumptions and if these assumptions change significantly for future grants, share-based compensation expense will fluctuate in future years. In addition, the Company estimates forfeitures when determining the amount of compensation costs to be recognized each period.

The fair value of each RSU granted is equal to the market price of the Company's stock at date of grant. For performance-based RSUs, the Company includes a relative Total Shareholder Return ("TSR") modifier to determine the number of shares earned at the end of the performance period. The fair value of performance-based RSUs that include the TSR modifier is determined using a Monte Carlo valuation model.

Refer to the Share-based Compensation footnote on page 56 of this Form 10-K for additional information.

PER COMMON SHARE INFORMATION

Diluted earnings per common share is calculated using net income divided by diluted weighted-average shares. Diluted weighted-average shares include weighted-average shares outstanding plus the dilutive effect of share-based compensation calculated using the treasury stock method, of (in millions of shares): 2022—4.8; 2021—5.5; 2020—5.5. Share-based compensation awards that were not included in diluted weighted-average shares because they would have been antidilutive were (in millions of shares): 2022—1.5; 2021—2.2; 2020—1.8.

CASH AND EQUIVALENTS

The Company considers short-term, highly liquid investments with an original maturity of 90 days or less to be cash equivalents. As of December 31, 2022, Cash and equivalents was \$2.6 billion of which \$1.8 billion consisted of certificates of deposit.

Segment and Geographic Information

McDonald's operates under an organizational structure with the following global business segments reflecting how management reviews and evaluates operating performance:

- U.S. - the Company's largest market. The segment is 95% franchised as of December 31, 2022.
- International Operated Markets - comprised of markets, or countries in which the Company operates and franchises restaurants, including Australia, Canada, France, Germany, Italy, the Netherlands, Spain and the U.K. The segment is 89% franchised as of December 31, 2022.
- International Developmental Licensed Markets & Corporate - comprised primarily of developmental licensee and affiliate markets in the McDonald's system. Corporate activities are also reported in this segment. The segment is 98% franchised as of December 31, 2022.

In December 2021 and April 2022, the Company completed the divestitures of Apprente (McD Tech Labs) and Dynamic Yield, respectively. Additionally, in June 2022, the Company sold its business in Russia. Prior to their respective dates of sale, financial performance relating to Dynamic Yield and McD Tech Labs is reflected within the International Developmental Licensed Markets & Corporate segment and financial performance relating to Russia is reflected in the International Operated Markets segment.

All intercompany revenues and expenses are eliminated in computing revenues and operating income. Corporate general and administrative expenses consist of home office support costs in areas such as facilities, finance, human resources, information technology, legal, marketing, restaurant operations, supply chain and training. Corporate assets include corporate cash and equivalents, asset portions of financial instruments and home office facilities.

<i>In millions</i>	2022	2021	2020
U.S.	\$ 9,588.4	\$ 8,865.0	\$ 7,828.5
International Operated Markets	11,297.0	12,219.8	9,570.7
International Developmental Licensed Markets & Corporate	2,297.2	2,138.1	1,808.6
Total revenues	\$ 23,182.6	\$ 23,222.9	\$ 19,207.8
U.S.	\$ 5,136.4	\$ 4,754.7	\$ 3,789.1
International Operated Markets	3,926.0	5,130.6	3,315.1
International Developmental Licensed Markets & Corporate	308.6	470.7	219.8
Total operating income	\$ 9,371.0	\$ 10,356.0	\$ 7,324.0
U.S.	\$ 21,793.0	\$ 21,280.3	\$ 21,010.0
International Operated Markets	21,979.3	24,186.1	24,744.0
International Developmental Licensed Markets & Corporate	6,663.3	8,387.9	6,872.8
Total assets	\$ 50,435.6	\$ 53,854.3	\$ 52,626.8
U.S.	\$ 860.0	\$ 940.7	\$ 890.4
International Operated Markets	1,015.2	1,050.6	731.5
International Developmental Licensed Markets & Corporate	24.0	48.7	18.9
Total capital expenditures	\$ 1,899.2	\$ 2,040.0	\$ 1,640.8
U.S.	\$ 912.4	\$ 840.7	\$ 813.8
International Operated Markets	640.6	726.4	678.5
International Developmental Licensed Markets & Corporate	317.6	301.0	259.1
Total depreciation and amortization	\$ 1,870.6	\$ 1,868.1	\$ 1,751.4

Total long-lived assets, primarily property and equipment and the Company's Lease right-of-use asset, were (in millions)—Consolidated: 2022—\$37,403.0; 2021—\$39,267.0; U.S. based: 2022—\$19,416.3; 2021—\$19,600.1.

Property and Equipment

Net property and equipment consisted of:

<i>In millions</i>	<i>December 31, 2022</i>		<i>2021</i>
Land	\$	6,686.3	\$ 6,487.6
Buildings and improvements on owned land		18,934.2	18,666.0
Buildings and improvements on leased land		12,492.0	13,283.3
Equipment, signs and seating		2,498.6	3,032.0
Other		426.5	447.7
Property and equipment, at cost		41,037.6	41,916.6
Accumulated depreciation and amortization		(17,264.0)	(17,196.0)
Net property and equipment	\$	23,773.6	\$ 24,720.6

Depreciation and amortization expense for property and equipment was (in millions): 2022—\$1,454.0; 2021—\$1,530.7; 2020—\$1,469.4. The decrease in both Buildings and improvements on leased land and Equipment, signs and seating from 2021 to 2022 was primarily driven by the Company's sale of the business in Russia.

Franchise Arrangements

Conventional franchise arrangements generally include a lease and a license and provide for payment of initial fees, as well as continuing rent and royalties to the Company based upon a percent of sales with minimum rent payments. Minimum rent payments are based on the Company's underlying investment in owned sites and parallel the Company's underlying leases and escalations on properties that are leased. Under the franchise arrangement, franchisees are granted the right to operate a restaurant using the McDonald's System and, in most cases, the use of a restaurant facility, generally for a period of 20 years. At the end of the 20-year franchise arrangement, the Company maintains control of the underlying real estate and building and can either enter into a new 20-year franchise arrangement with the existing franchisee or a different franchisee, or close the restaurant. Franchisees generally pay related occupancy costs including property taxes, insurance and site maintenance.

Developmental licensees and affiliates operating under license agreements pay a royalty to the Company based upon a percent of sales, and generally pay initial fees.

McDonald's has elected to allocate consideration in the franchise contract among lease and non-lease components in the same manner that it has historically: rental income (lease), royalty income (non-lease) and initial fee income (non-lease). This disaggregation and presentation of revenue is based on the nature, amount, timing and certainty of the revenue and cash flows. The allocation has been determined based on a mix of both observable and estimated standalone selling prices (the price at which an entity would sell a promised good or service separately to a customer).

Revenues from franchised restaurants consisted of:

<i>In millions</i>	<i>2022</i>		<i>2021</i>	<i>2020</i>
Rents	\$	9,045.7	\$ 8,381.1	\$ 6,844.7
Royalties		5,005.6	4,645.1	3,831.5
Initial fees		54.5	59.2	49.9
Revenues from franchised restaurants	\$	14,105.8	\$ 13,085.4	\$ 10,726.1

As rent and royalties are based upon a percent of sales, government restrictions as a result of COVID-19 had a more significant negative impact on revenues in 2020. The Company granted the deferrals of cash collection for certain rent and royalties earned from franchisees in substantially all markets primarily in the first half of 2020. In total, the Company deferred collection of approximately \$1 billion and has collected all of these deferrals as of December 31, 2022.

Future gross minimum rent payments due to the Company under existing conventional franchise arrangements are:

<i>In millions</i>	<i>Owned sites</i>		<i>Leased sites</i>	<i>Total</i>
2023	\$	1,512.5	\$ 1,458.0	\$ 2,970.5
2024		1,471.5	1,394.8	2,866.3
2025		1,425.9	1,332.1	2,758.0
2026		1,375.0	1,275.5	2,650.5
2027		1,328.2	1,218.9	2,547.1
Thereafter		9,533.6	8,454.3	17,987.9
Total minimum payments	\$	16,646.7	\$ 15,133.6	\$ 31,780.3

At December 31, 2022, net property and equipment under franchise arrangements totaled \$20.2 billion (including land of \$5.9 billion) after deducting accumulated depreciation and amortization of \$14.3 billion.

Leasing Arrangements

The Company is the lessee in a significant real estate portfolio, primarily through ground leases (the Company leases the land and generally owns the building) and through improved leases (the Company leases the land and buildings). The Company determines whether an arrangement is a lease at inception. Lease terms for most restaurants, where market conditions allow, are generally for 20 years and, in many cases, provide for rent escalations and renewal options. Renewal options are typically solely at the Company's discretion. Escalation terms vary by market with examples including fixed-rent escalations, escalations based on an inflation index and fair-value market adjustments. The timing of these escalations generally range from annually to every five years.

The following table provides detail of rent expense:

<i>In millions</i>	2022	2021	2020
Restaurants	\$ 1,416.4	\$ 1,486.3	\$ 1,399.5
Other	59.7	74.0	79.8
Total rent expense	\$ 1,476.1	\$ 1,560.3	\$ 1,479.3

Rent expense included percent rents in excess of minimum rents (in millions) as follows—Company-operated restaurants: 2022—\$39.6; 2021—\$69.2; 2020—\$53.7. Franchised restaurants: 2022—\$209.0; 2021—\$160.0; 2020—\$136.5. These variable rent payments are based on a percent of sales.

The Lease right-of-use asset and Lease liability reflect the present value of the Company's estimated future minimum lease payments over the lease term, which includes options that are reasonably assured of being exercised, discounted using a collateralized incremental borrowing rate. Typically, renewal options are considered reasonably assured of being exercised if the associated asset lives of the building or leasehold improvements exceed that of the initial lease term, and the sales performance of the restaurant remains strong. Therefore, the Lease right-of-use asset and Lease liability include an assumption on renewal options that have not yet been exercised by the Company, and are not currently a future obligation.

The Company's lease portfolio includes both operating and finance leases, however as of December 31, 2022, the vast majority of the portfolio was classified as operating leases.

As the rate implicit in each lease is not readily determinable, the Company uses an incremental borrowing rate to calculate the lease liability that represents an estimate of the interest rate the Company would incur to borrow on a collateralized basis over the term of a lease within a particular currency environment. The weighted average discount rate used for leases was 3.5% as of December 31, 2022 and 3.7% as of December 31, 2021.

As of December 31, 2022, maturities of lease liabilities for the Company's lease portfolio were as follows:

<i>In millions</i>	<i>Total *</i>
2023	\$ 1,161.6
2024	1,134.4
2025	1,096.2
2026	1,041.8
2027	1,003.3
Thereafter	12,799.5
Total lease payments	18,236.8
Less: imputed interest	(5,441.3)
Present value of lease liability	\$ 12,795.5

* Total lease payments include option periods that are reasonably assured of being exercised.

The decrease in the present value of the lease liability since December 31, 2021 is approximately \$(0.9) billion. The lease liability will continue to be impacted by new leases, lease modifications, lease terminations, reevaluation of lease terms, and foreign currency.

The Weighted Average Lease Term remaining that is included in the maturities of lease liabilities was 19 years as of December 31, 2022 and 20 years as of December 31, 2021.

Contingencies

In the ordinary course of business, the Company is subject to proceedings, lawsuits and other claims primarily related to competitors, customers, employees, franchisees, government agencies, intellectual property, shareholders and suppliers. The Company is required to assess the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable losses. A determination of the amount of accrual required, if any, for these contingencies is made after careful analysis of each matter. The required accrual may change in the future due to new developments in a particular matter or changes in approach such as a change in settlement strategy in dealing with these matters. The Company does not believe that any such matter currently being reviewed will have a material adverse effect on its financial condition or results of operations.

Other Operating (Income) Expense, Net

<i>In millions</i>	2022	2021	2020
Gains on sales of restaurant businesses	\$ (59.8)	\$ (96.6)	\$ (23.3)
Equity in earnings of unconsolidated affiliates	(113.2)	(176.7)	(117.4)
Asset dispositions and other (income) expense, net	136.8	75.4	290.7
Impairment and other charges (gains), net	1,009.8	(285.4)	(267.5)
Total	\$ 973.6	\$ (483.3)	\$ (117.5)

▪ **Gains on sales of restaurant businesses**

The Company's purchases and sales of businesses with its franchisees are aimed at maintaining an optimal ownership mix in each market. Resulting gains or losses on sales of restaurant businesses are recorded in operating income because these transactions are a recurring part of the Company's business.

▪ **Equity in earnings of unconsolidated affiliates**

Unconsolidated affiliates and partnerships are businesses in which the Company actively participates but does not control. The Company records equity in (earnings) losses from these entities representing McDonald's share of results for markets in both the International Operated Markets and International Developmental Licensed Markets segments. For foreign affiliated markets—primarily China and Japan—results are reported net of interest expense and income taxes.

▪ **Asset dispositions and other (income) expense, net**

Asset dispositions and other (income) expense, net consists of gains or losses on excess property and other asset dispositions, provisions for restaurant closings, reserves for bad debts, asset write-offs due to restaurant reinvestment, strategic sale of properties, and other miscellaneous income and expenses.

▪ **Impairment and other charges (gains), net**

Impairment and other charges (gains), net includes losses that result from the write down of goodwill and long-lived assets from their carrying value to their fair value, as well as charges associated with strategic initiatives, such as refranchising and restructuring activities. The realized gains/losses from the divestiture of ownership percentages of subsidiaries are reflected in this category, including the gains on sale of McDonald's Japan stock in 2020 and 2021, which reduced the Company's ownership in McDonald's Japan from 49% to 35%. Additionally, in 2022 this category includes \$1.3 billion of charges related to the sale of the Company's business in Russia and a gain of \$271 million related to the Company's sale of its Dynamic Yield business.

Income Taxes

Income before provision for income taxes, classified by source of income, was as follows:

<i>In millions</i>	2022	2021	2020
U.S.	\$ 1,845.6	\$ 2,413.9	\$ 1,390.4
Outside the U.S.	5,979.8	6,714.0	4,750.3
Income before provision for income taxes *	\$ 7,825.4	\$ 9,127.9	\$ 6,140.7

*Income before provision for income taxes decreased in 2022 primarily due to current and prior year charges and gains detailed in the Net Income and Diluted Earnings Per Share section on page 12 of this Form 10-K, which offset strong operating performance.

The provision for income taxes, classified by the timing and location of payment, was as follows:

<i>In millions</i>	2022	2021	2020
U.S. federal	\$ 517.3	\$ 887.6	\$ 554.1
U.S. state	246.3	228.1	119.1
Outside the U.S.	1,230.1	895.3	730.6
Current tax provision	1,993.7	2,011.0	1,403.8
U.S. federal	(80.0)	(177.4)	870.3
U.S. state	(46.2)	(24.1)	73.3
Outside the U.S.	(219.5)	(226.8)	(937.2)
Deferred tax provision	(345.7)	(428.3)	6.4
Provision for income taxes	\$ 1,648.0	\$ 1,582.7	\$ 1,410.2

Net deferred tax (assets) liabilities consisted of:

<i>In millions</i>	December 31, 2022	2021
Lease right-of-use asset	\$ 3,045.0	\$ 3,462.7
Property and equipment	1,706.3	1,648.6
Intangible assets	296.7	696.0
Other	595.4	490.8
Total deferred tax liabilities	5,643.4	6,298.1
Lease liability	(3,099.9)	(3,516.9)
Intangible assets	(2,658.9)	(2,524.6)
Property and equipment	(676.3)	(647.1)
Deferred foreign tax credits	(74.5)	(311.5)
Employee benefit plans	(180.6)	(153.6)
Deferred revenue	(165.8)	(121.4)
Operating loss carryforwards	(76.6)	(96.1)
Other	(267.4)	(284.4)
Total deferred tax assets before valuation allowance	(7,200.0)	(7,655.6)
Valuation allowance	1,077.1	1,076.1
Net deferred tax (assets) liabilities	\$ (479.5)	\$ (281.4)
Balance sheet presentation:		
Deferred income taxes	\$ 1,997.5	\$ 2,075.6
Other assets-miscellaneous	(2,477.0)	(2,357.0)
Net deferred tax (assets) liabilities	\$ (479.5)	\$ (281.4)

At December 31, 2022, the Company had net operating loss carryforwards of \$407.5 million, of which \$174.6 million has an indefinite carryforward. The remainder will expire at various dates from 2023 to 2040.

The statutory U.S. federal income tax rate reconciles to the effective income tax rates as follows:

	2022	2021	2020
Statutory U.S. federal income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net of related federal income tax benefit	2.0	1.8	1.8
Foreign income taxed at different rates	1.1	0.9	0.4
Tax impact of intercompany transactions	0.2	0.1	2.1
Global intangible low-tax income ("GILTI")	0.4	0.3	1.2
Foreign-derived intangible income ("FDII")	(4.2)	(2.6)	(3.4)
U.S./Foreign tax law changes	—	(3.9)	(1.8)
Nonoperating expense related to France audit settlement	1.4	—	—
Other, net	(0.8)	(0.3)	1.7
Effective income tax rates	21.1 %	17.3 %	23.0 %

The 2022 effective income tax rate reflected the tax impact of \$537 million of non-operating expense related to the settlement of the tax audit in France. In 2021, U.S./Foreign tax law changes included a \$364 million income tax benefit related to the remeasurement of deferred taxes as a result of a change in the U.K. statutory income tax rate.

As of December 31, 2022 and 2021, the Company's gross unrecognized tax benefits totaled \$647.0 million and \$1,504.9 million, respectively. After considering the deferred tax accounting impact, it is expected that about \$410 million of the total as of December 31, 2022 would favorably affect the effective tax rate if resolved in the Company's favor.

The following table presents a reconciliation of the beginning and ending amounts of unrecognized tax benefits:

In millions	2022	2021
Balance at January 1	\$ 1,504.9	\$ 1,479.2
Decreases for positions taken in prior years	(579.4)	(31.9)
Increases for positions taken in prior years	49.8	26.1
Increases for positions related to the current year	100.3	60.7
Settlements with taxing authorities	(428.1)	(16.8)
Lapsing of statutes of limitations	(0.5)	(12.4)
Balance at December 31 ⁽¹⁾	\$ 647.0	\$ 1,504.9

(1) Of this amount, \$619.6 million and \$1,157.5 million are included in Long-term income taxes for 2022 and 2021, respectively, and \$27.3 million and \$332.0 million are included in Prepaid expenses and other current assets for 2022 and 2021, respectively, on the Consolidated Balance Sheet. The remainder is included in Deferred income taxes on the Consolidated Balance Sheet.

In 2015, the U.S. Internal Revenue Service (the "IRS") issued a Revenue Agent Report ("RAR") that included certain disagreed transfer pricing adjustments related to the Company's U.S. Federal income tax returns for 2009 and 2010. Also in 2015, the Company filed a protest with the IRS related to these disagreed transfer pricing matters. During 2017, the Company received a response to its protest, and beginning in December 2018 the Company met with the IRS Appeals team regarding settlement of these issues. In February 2023, the Company finalized a settlement agreement with the IRS Appeals team related to the disagreed transfer pricing matters for the years 2009-2010.

In 2017, the IRS completed its examination of the Company's U.S. Federal income tax returns for 2011 and 2012. In 2018, the IRS issued a RAR for these years. As expected, the RAR included the same disagreed transfer pricing matters as the 2009 and 2010 RAR. Also in 2018, the Company filed a protest with the IRS related to these disagreed transfer pricing matters. The Company continues to meet with the IRS Appeals team regarding the settlement of these issues.

The Company is also under audit in multiple foreign tax jurisdictions for matters primarily related to transfer pricing, and the Company is under audit in multiple state tax jurisdictions. While the Company cannot estimate the impact to the effective tax rate, it is reasonably possible that the total amount of unrecognized tax benefits could decrease up to \$70 million within the next 12 months. This would be due to the possible settlement of the IRS transfer pricing matters, completion of the aforementioned foreign and state tax audits and the expiration of the statute of limitations in multiple tax jurisdictions. In 2022, the Company settled an income tax audit with France, which resulted in \$537 million of nondeductible non-operating expense and conclusion of income tax matters related to transfer pricing for the years 2009-2020.

During 2022, the Company finalized and settled certain tax examinations and remeasured other income tax reserves based on audit progression. It is reasonably possible that, as a result of audit progression in both the U.S. and foreign tax audits within the next 12 months, there may be new information that causes the Company to reassess the total amount of unrecognized tax benefits recorded. While the Company cannot estimate the impact that new information may have on the unrecognized tax benefit balance, it believes that the liabilities recorded are appropriate and adequate.

The Company operates within multiple tax jurisdictions and is subject to audit in these jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations for years before 2009.

The Company had \$24.7 million and \$183.6 million accrued for interest and penalties related to tax matters at December 31, 2022 and 2021, respectively. The Company recognized interest and penalties related to tax matters of \$90.5 million in 2022, \$24.4 million in 2021, and \$32.4 million in 2020, which are included in the provision for income taxes.

As of December 31, 2022, the Company has accumulated undistributed earnings generated by its foreign subsidiaries, which were predominantly taxed in the U.S. as a result of the transition tax provisions enacted under the Tax Cuts and Jobs Act of 2017. Management does not assert that these previously-taxed unremitted earnings are indefinitely reinvested in operations outside the U.S. Accordingly, the Company has provided deferred taxes for the tax effects incremental to the transition tax. The Company has not provided for deferred taxes on outside basis differences in its investments in its foreign subsidiaries that are unrelated to these accumulated undistributed earnings, as these outside basis differences are indefinitely reinvested. A determination of the unrecognized deferred taxes related to these other components of the outside basis differences is not practicable.

Employee Benefit Plans

The Company's 401(k) Plan is maintained for U.S.-based employees and includes a 401(k) feature, as well as an employer match. The 401(k) feature allows eligible participants to make pre-tax contributions that are matched each pay period (with an annual true-up) through cash contributions.

All current account balances, future contributions and related earnings can be invested in nine investment alternatives (including a target date fund series), as well as McDonald's stock in accordance with each participant's investment elections. Future participant contributions are limited to 20% investment in McDonald's stock and participants may not transfer their existing account balance into McDonald's stock if the transfer would cause the value of their interest in the fund to exceed 20% of their total 401(k) Plan account balance. Participants may choose to make separate investment choices for current account balances and future contributions.

The Company also maintains certain unfunded nonqualified supplemental benefit plans that allow participants to (i) make tax-deferred contributions and (ii) receive an annual Company-match allocation that cannot be made under the 401(k) Plan because of IRS limitations. The investment alternatives and returns are based on certain market-rate investment alternatives under the 401(k) Plan, net of expenses. Total liabilities were \$380.0 million and \$456.8 million at December 31, 2022 and 2021, respectively, and were primarily included in Other long-term liabilities on the Consolidated Balance Sheet.

The Company has entered into derivative contracts to hedge market-driven changes in certain of the liabilities. At December 31, 2022, derivatives with a fair value of \$200.5 million indexed to the Company's stock and a total return swap with a notional amount of \$164.4 million indexed to certain market indices were included at their fair value in Prepaid expenses and other current assets on the Consolidated Balance Sheet. Changes in liabilities for these nonqualified plans and in the fair value of the derivatives are recorded primarily in Selling, general & administrative expenses. Changes in fair value of the derivatives indexed to the Company's stock are recorded in the income statement because the contracts provide the counterparty with a choice to settle in cash or shares.

Total U.S. costs for the 401(k) Plan and nonqualified benefits and related hedging activities, were (in millions): 2022—\$54.2; 2021—\$39.5; 2020—\$37.0. Certain subsidiaries outside the U.S. also offer profit sharing, stock purchase or other similar benefit plans. Total plan costs outside the U.S. were (in millions): 2022—\$44.4; 2021—\$41.8; 2020—\$36.6.

The total combined liabilities for international retirement plans were \$36.6 million and \$41.7 million at December 31, 2022 and 2021, respectively. Other post-retirement benefits and post-employment benefits were immaterial to the Consolidated Income Statement.

Debt Financing

LINE OF CREDIT AGREEMENTS

At December 31, 2022, the Company had a line of credit agreement of \$3.5 billion, which expires in December 2024. The Company incurs fees of 0.08% per annum on the total commitment, which remained unused. Fees and interest rates on this line are primarily based on the Company's long-term credit rating assigned by Moody's and Standard & Poor's. In addition, the Company's subsidiaries had unused lines of credit that were primarily uncommitted, short-term and denominated in various currencies at local market rates of interest.

The weighted-average interest rate of short-term borrowings was 5.2% at December 31, 2022 (based on \$264.5 million of foreign currency bank line borrowings) and 2.4% at December 31, 2021 (based on \$263.1 million of foreign currency bank line borrowings).

DEBT OBLIGATIONS

The Company has incurred debt obligations principally through public and private offerings and bank loans. There are no provisions in the Company's debt obligations that would accelerate repayment of debt as a result of a change in credit ratings or a material adverse change in the Company's business. Certain of the Company's debt obligations contain cross-acceleration provisions, and restrictions on Company and subsidiary mortgages and the long-term debt of certain subsidiaries. Under certain agreements, the Company has the option to retire debt prior to maturity, either at par or at a premium over par. The Company has no current plans to retire a significant amount of its debt prior to maturity, but continues to look for ways to optimize its debt portfolio.

The following table summarizes the Company's debt obligations (interest rates and debt amounts reflected in the table include the effects of interest rate swaps used to hedge debt).

In millions of U.S. Dollars	Maturity dates	Interest rates ⁽¹⁾ December 31		Amounts outstanding December 31	
		2022	2021	2022	2021
Fixed		4.0 %	3.9 %	\$ 22,382.0	\$ 21,833.7
Floating		6.6	1.6	750.0	1,150.0
Total U.S. Dollar	2023-2052			23,132.0	22,983.7
Fixed		1.6	1.4	8,704.1	8,682.3
Floating		5.1	2.1	321.2	341.1
Total Euro	2023-2034			9,025.3	9,023.4
Fixed		3.4	3.4	748.7	797.9
Floating		4.3	1.2	204.4	217.9
Total Australian Dollar	2024-2029			953.1	1,015.8
Total British Pounds Sterling - Fixed	2032-2054	4.1	4.2	1,504.1	1,145.0
Total Canadian Dollar - Fixed	2025	3.1	3.1	737.3	790.6
Total Japanese Yen - Fixed	2030	2.9	2.9	95.3	108.6
Fixed		0.2	0.2	432.6	438.2
Floating		5.2	2.4	262.7	257.1
Total other currencies ⁽²⁾	2023-2024			695.3	695.3
Debt obligations before fair value adjustments and deferred debt costs ⁽³⁾				36,142.4	35,762.4
Fair value adjustments ⁽⁴⁾				(91.5)	4.8
Deferred debt costs				(147.4)	(144.5)
Total debt obligations				\$ 35,903.5	\$ 35,622.7

(1) Weighted-average effective rate, computed on a semi-annual basis.

(2) Consists of Swiss Francs and Korean Won.

(3) Aggregate maturities for 2022 debt balances, before fair value adjustments and deferred debt costs, are as follows (in millions): 2023-\$0.0; 2024-\$5,472.9; 2025-\$3,060.5; 2026-\$2,418.7; 2027-\$2,487.2; Thereafter-\$22,703.1. These amounts include a reclassification of short-term obligations totaling \$2.7 billion to long-term obligations as they are supported by a long-term line of credit agreement expiring in December 2024.

(4) The carrying value of underlying items in fair value hedges, in this case debt obligations, are adjusted for fair value changes to the extent they are attributable to the risk designated as being hedged. The related hedging instruments are also recorded at fair value on the Consolidated Balance Sheet.

Share-based Compensation

The Company maintains a share-based compensation plan, which authorizes the granting of various equity-based incentives including stock options and RSUs to employees and nonemployee directors. The number of shares of common stock reserved for issuance under the plan was 34.4 million at December 31, 2022, including 21.8 million available for future grants.

Share-based compensation expense and the effect on diluted earnings per common share were as follows:

<i>In millions, except per share data</i>	2022		2021		2020
Share-based compensation expense	\$	166.7	\$	139.2	\$ 92.4
After tax	\$	145.9	\$	120.4	\$ 78.3
Earnings per common share-diluted	\$	0.20	\$	0.16	\$ 0.10

As of December 31, 2022, there was \$161.1 million of total unrecognized compensation cost related to nonvested share-based compensation that is expected to be recognized over a weighted-average period of 2.0 years.

STOCK OPTIONS

Stock options to purchase common stock are granted with an exercise price equal to the closing market price of the Company's stock on the date of grant. Substantially all of the options become exercisable in four equal installments, beginning a year from the date of the grant, and generally expire 10 years from the grant date.

The following table presents the weighted-average assumptions used in the option pricing model for the 2022, 2021 and 2020 stock option grants. The expected life of the options represents the period of time the options are expected to be outstanding and is based on historical trends. Expected stock price volatility is generally based on the historical volatility of the Company's stock for a period approximating the expected life. The expected dividend yield is based on the Company's most recent annual dividend rate. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant with a term equal to the expected life.

Weighted-average assumptions

	2022	2021	2020
Expected dividend yield	2.2 %	2.4 %	2.3 %
Expected stock price volatility	21.3 %	21.8 %	19.1 %
Risk-free interest rate	1.9 %	0.7 %	1.4 %
Expected life of options (<i>in years</i>)	5.7	5.7	5.7
Fair value per option granted	\$ 42.12	\$ 30.91	\$ 29.40

Intrinsic value for stock options is defined as the difference between the current market value of the Company's stock and the exercise price. During 2022, 2021 and 2020, the total intrinsic value of stock options exercised was \$242.2 million, \$302.0 million and \$290.4 million, respectively. Cash received from stock options exercised during 2022 was \$248.2 million and the tax benefit realized from stock options exercised totaled \$48.3 million. The Company uses treasury shares purchased under the Company's share repurchase program to satisfy share-based exercises.

A summary of the status of the Company's stock option grants as of December 31, 2022, 2021 and 2020, and changes during the years then ended, is presented in the following table:

	2022				2021				2020
<i>Options</i>	<i>Shares in millions</i>	<i>Weighted-average exercise price</i>	<i>Weighted-average remaining contractual life in years</i>	<i>Aggregate intrinsic value in millions</i>	<i>Shares in millions</i>	<i>Weighted-average exercise price</i>	<i>Shares in millions</i>	<i>Weighted-average exercise price</i>	
Outstanding at beginning of year	12.0	\$ 156.13			13.4	\$ 139.44	14.6	\$ 124.21	
Granted	1.6	252.97			2.1	215.73	1.8	214.18	
Exercised	(1.9)	128.08			(2.4)	115.29	(2.8)	104.58	
Forfeited/expired	(0.3)	225.93			(1.1)	160.50	(0.2)	184.69	
Outstanding at end of year	11.4	\$ 172.27	5.6	\$ 1,041.6	12.0	\$ 156.13	13.4	\$ 139.44	
Exercisable at end of year	7.7	\$ 145.87	4.4	\$ 904.2	7.8		8.8		

RSUs

RSUs generally vest 100% on the third anniversary of the grant and are payable in either shares of the Company's common stock or cash, at the Company's discretion. The fair value of each RSU granted is equal to the market price of the Company's stock at date of grant. Separately, Company officers have been awarded RSUs that vest based on Company performance. For performance-based RSUs, the Company includes a relative TSR modifier to determine the number of shares earned at the end of the performance period. The fair value of performance-based RSUs that include the TSR modifier is determined using a Monte Carlo valuation model.

A summary of the Company's RSU activity during the years ended December 31, 2022, 2021 and 2020 is presented in the following table:

	2022		2021		2020	
	Shares in millions	Weighted-average grant date fair value	Shares in millions	Weighted-average grant date fair value	Shares in millions	Weighted-average grant date fair value
RSUs						
Nonvested at beginning of year	1.3	\$ 197.10	1.3	\$ 176.81	1.4	\$ 150.95
Granted	0.5	242.82	0.6	206.92	0.6	201.92
Vested	(0.4)	173.31	(0.4)	153.55	(0.6)	127.99
Forfeited	(0.2)	205.61	(0.2)	168.38	(0.1)	172.45
Nonvested at end of year	1.2	\$ 222.32	1.3	\$ 197.10	1.3	\$ 176.81

The total fair value of RSUs vested during 2022, 2021 and 2020 was \$110.3 million, \$80.0 million and \$119.4 million, respectively. The tax benefit realized from RSUs vested during 2022 was \$18.5 million.

SUBSEQUENT EVENTS

On January 6, 2023, the Company announced an evolution of its successful Accelerating the Arches strategy. Enhancements include the additions of Restaurant Development to the Company's growth pillars and an internal effort to modernize ways of working, *Accelerating the Organization*, both of which are aimed at elevating the Company's performance. The Company is currently evaluating the impact this will have on its business.

Management's Assessment of Internal Control Over Financial Reporting

The financial statements were prepared by management, which is responsible for their integrity and objectivity and for establishing and maintaining adequate internal controls over financial reporting.

The Company's internal control over financial reporting is 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. The Company'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 the assets of the Company;
- 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 of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- III. 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.

There are inherent limitations in the effectiveness of any internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even effective internal controls can provide only reasonable assurances with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal controls may vary over time.

Management assessed the design and effectiveness of the Company's internal control over financial reporting as of December 31, 2022. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control – Integrated Framework (2013 Framework).

Based on management's assessment using those criteria, as of December 31, 2022, management believes that the Company's internal control over financial reporting is effective.

Ernst & Young, LLP, independent registered public accounting firm, has audited the financial statements of the Company for the fiscal years ended December 31, 2022, 2021 and 2020 and the Company's internal control over financial reporting as of December 31, 2022. Their reports are presented on the following pages. The independent registered public accountants and internal auditors advise management of the results of their audits, and make recommendations to improve the system of internal controls. Management evaluates the audit recommendations and takes appropriate action.

McDONALD'S CORPORATION

February 24, 2023

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of McDonald's Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of McDonald's Corporation (the Company) as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes (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, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, 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, 2022, 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, 2023 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 a separate opinion on the critical audit matter or on the accounts or disclosure to which it relates.

Description of the Matter

Valuation of Unrecognized Tax Benefits and Related Regulatory Actions

As described in the Income Taxes footnote to the consolidated financial statements, the Company's unrecognized tax benefits, which includes transfer pricing matters, totaled \$647.0 million at December 31, 2022. The Company, like other multi-national companies, is regularly audited by federal, state and foreign tax authorities, and tax assessments may arise several years after tax returns have been filed. Accordingly, tax liabilities are recorded when, in management's judgment, a tax position does not meet the more likely than not threshold for recognition. For tax positions that meet the more likely than not threshold, a tax liability may still be recorded depending on management's assessment of how the tax position will ultimately be settled. The Company may also be subject to regulatory actions related to these tax matters. The Company accrues liabilities for regulatory actions when a loss is probable and the amount or range of loss is reasonably estimable.

Auditing the measurement of unrecognized tax benefits and liabilities arising from regulatory actions related to transfer pricing used in intercompany transactions was challenging because the measurement is based on judgmental interpretations of complex tax laws and legal rulings and because the pricing of the intercompany transactions is based on studies that may produce a range of outcomes (e.g., the price that would be charged in an arm's-length transaction).

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 process to assess the technical merits and measurement of these unrecognized tax benefits and related regulatory liabilities. For example, we tested management's review of the unrecognized tax benefit calculations, which included evaluation of the comparable transactions used to determine the ranges of outcomes, pricing conclusions reached in management's transfer pricing studies, the assessment of other third-party information, and settlement agreements with relevant tax and regulatory authorities.

With the assistance of our income tax professionals, we performed audit procedures that included, among others, evaluating the technical merits of the Company's position and assessing the recognition and measurement of unrecognized tax benefits and liabilities resulting from regulatory actions related to transfer pricing. For example, we assessed the inputs utilized and the pricing conclusions reached in the transfer pricing studies executed by management, and compared the methods used to alternative methods and industry benchmarks. We reviewed advice obtained by the Company from third-party advisors. In addition, we used our knowledge of historical settlement activity, income tax laws, and other market information to evaluate the technical merits of the Company's positions. For positions settled or effectively settled in the current year, we reviewed the Company's communications and agreements with the relevant tax and regulatory authorities. Where applicable, we requested and received an external legal counsel confirmation letter to independently verify our understanding of settlement agreements.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1964.

Chicago, Illinois
February 24, 2023

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

The Board of Directors and Shareholders of McDonald's Corporation

Opinion on Internal Control over Financial Reporting

We have audited McDonald's Corporation's internal control over financial reporting as of December 31, 2022, 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, McDonald's Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, 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 McDonald's Corporation as of December 31, 2022 and 2021, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and our report dated February 24, 2023 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 Assessment of 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

Chicago, Illinois
February 24, 2023

Controls and Procedures

DISCLOSURE CONTROLS

An evaluation was conducted under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of December 31, 2022. Based on that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of such date to provide reasonable assurances that information required to be disclosed by the Company in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company is in the process of implementing a comprehensive, multi-year finance and technology transformation initiative to migrate its general ledger, financial close and consolidation processes onto new financial systems. The Company is performing the implementation in the ordinary course of business to increase efficiency and to modernize the tools and technology used in its key financial processes. This is not in response to any identified deficiency or weakness in the Company's internal control over financial reporting. As the phased implementation of the systems continues, the Company has modified certain processes and procedures to enhance the quality of internal control over financial reporting. The Company will continue to monitor and modify, as needed, the design and operating effectiveness of key control activities to align with the updated business processes and capabilities of the new financial systems.

Except for these changes, the Company's management, including the CEO and CFO, confirm there has been no change in the Company's internal control over financial reporting during the fiscal year ended December 31, 2022 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

MANAGEMENT'S REPORT

Management's Report and the Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting are set forth in the consolidated financial statements.

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table summarizes information about the Company's equity compensation plans as of December 31, 2022. All outstanding awards relate to the Company's common stock. Shares issued under all of the following plans may be from the Company's treasury, newly issued or both.

Equity compensation plan information

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	12,635,775 (1)	\$ 177.12	21,782,732
Equity compensation plans not approved by security holders	—	—	—
Total	12,635,775	\$ 177.12	21,782,732

(1) Includes 1,432 stock options granted under the McDonald's Corporation 2001 Omnibus Stock Ownership Plan and 11,412,128 stock options and 1,222,215 restricted stock units granted under the McDonald's Corporation Amended and Restated 2012 Omnibus Stock Ownership Plan.

Additional matters are incorporated herein by reference from the Company's definitive proxy statement, which will be filed no later than 120 days after December 31, 2022.

Exhibits and Financial Statement Schedules

a. (1) All financial statements

Consolidated financial statements are filed as part of this Form 10-K and begin on page 35 of this Form 10-K.

(2) Financial statement schedules

No schedules are required because either the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the required information is included in the consolidated financial statements and accompanying notes filed as part of this Form 10-K.

b. Exhibits

The exhibits below are filed as part of this Form 10-K.

McDonald's Corporation Exhibit Index

Exhibit Number	Description
(3)	Articles of incorporation; bylaws
(a)	Restated Certificate of Incorporation, effective as of May 23, 2019, incorporated herein by reference from Exhibit 3(a) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2019.
(b)	By-Laws, as amended and restated with effect as of January 18, 2023, incorporated herein by reference from Exhibit 3.2 of Form 8-K (File No. 001-05231), filed January 19, 2023.
(4)	Instruments defining the rights of security holders, including indentures*
(a)	Senior Debt Securities Indenture, dated as of October 19, 1996, incorporated herein by reference from Exhibit (4)(a) of Form S-3 Registration Statement (File No. 333-14141), filed October 15, 1996.
(b)	Subordinated Debt Securities Indenture, dated as of October 18, 1996, incorporated herein by reference from Exhibit (4)(b) of Form S-3 Registration Statement (File No. 333-14141), filed October 15, 1996.
(c)	Description of Securities, incorporated herein by reference from Exhibit 4(c) of Form 10-K (File No. 001-05231), for the year ended December 31, 2019.
(10)	Material contracts
(a)	McDonald's Corporation Directors' Deferred Compensation Plan, amended and restated effective as of December 31, 2021, incorporated herein by reference from Exhibit 10(a) of Form 10-K (File No. 001-05231), for the year ended December 31, 2021.**
(b)	McDonald's Corporation Board of Directors Deferred Compensation Plan, effective as of January 1, 2022, incorporated herein by reference from Exhibit 10(b) of Form 10-K (File No. 001-05231), for the year ended December 31, 2021.**
(c)	McDonald's Deferred Compensation Plan, effective as of January 1, 2017, incorporated herein by reference from Exhibit 10(b) of Form 10-K (File No. 001-05231), for the year ended December 31, 2016.**
(i)	First Amendment to the McDonald's Deferred Compensation Plan, effective as of May 1, 2018, incorporated herein by reference from Exhibit 10(b)(i) of Form 10-Q (File No. 001-05231), for the quarter ended September 30, 2018.**
(d)	McDonald's Amended and Restated Deferred Compensation Plan, effective as of May 26, 2020, incorporated herein by reference from Exhibit 10(c) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2020.**
(i)	First Amendment to the McDonald's Amended and Restated Deferred Compensation Plan, effective as of December 1, 2021, incorporated herein by reference from Exhibit 10(d)(i) of Form 10-K (File No. 001-05231), for the year ended December 31, 2021.**
(e)	McDonald's Corporation Supplemental Profit Sharing and Savings Plan, effective as of September 1, 2001, incorporated herein by reference from Exhibit 10(c) of Form 10-K (File No. 001-05231), for the year ended December 31, 2001.**
(i)	First Amendment to the McDonald's Corporation Supplemental Profit Sharing and Savings Plan, effective as of January 1, 2002, incorporated herein by reference from Exhibit 10(c)(i) of Form 10-K (File No. 001-05231), for the year ended December 31, 2002.**
(ii)	Second Amendment to the McDonald's Corporation Supplemental Profit Sharing and Savings Plan, as amended, effective as of January 1, 2005, incorporated herein by reference from Exhibit 10(c)(ii) of Form 10-K (File No. 001-05231), for the year ended December 31, 2004.**
(f)	McDonald's Corporation 2012 Omnibus Stock Ownership Plan, effective as of June 1, 2012, incorporated herein by reference from Exhibit 10(h) of Form 10-Q (File No. 001-05231), for the quarter ended September 30, 2012.**
(g)	McDonald's Corporation Amended and Restated 2012 Omnibus Stock Ownership Plan, effective as of May 21, 2020, incorporated herein by reference from Exhibit 10(g) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2020.**

- (h) [Form of 2014 Executive Stock Option Award Agreement in connection with the 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10\(z\) of Form 10-Q \(File No. 001-05231\), for the quarter ended March 31, 2014.**](#)
- (i) [Form of Executive Confidentiality, Intellectual Property and Restrictive Covenant Agreement, incorporated herein by reference from Exhibit 10\(o\) of Form 10-Q \(File No. 001-05231\), for the quarter ended March 31, 2017.**](#)
- (j) [Form of 2018 Executive Stock Option Award Agreement in connection with the 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10\(g\) of Form 10-Q \(File No. 001-05231\), for the quarter ended March 31, 2018.**](#)
- (k) [McDonald's Corporation Target Incentive Plan, effective as of January 1, 2013, amended and restated effective as of February 13, 2019, incorporated herein by reference from Exhibit 10\(p\) of Form 10-Q \(File No. 001-05231\), for the quarter ended March 31, 2019.**](#)
- (l) [McDonald's Corporation Officer Severance Plan, amended and restated effective as of November 1, 2022, filed herewith.**](#)
- (m) [Form of 2019 Executive Stock Option Award Agreement in connection with the 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10\(r\) of Form 10-Q \(File No. 001-05231\), for the quarter ended March 31, 2019.**](#)
- (n) [Separation Agreement and General Release between Stephen Easterbrook and the Company, dated October 31, 2019, incorporated herein by reference from Exhibit 10.1 of Form 8-K \(File No. 001-05231\), filed November 4, 2019.**](#)
- (o) [Separation Agreement and General Release between Silvia Lagnado and the Company, dated August 14, 2019, incorporated herein by reference from Exhibit 10\(t\) of Form 10-Q \(File No. 001-05231\), for the quarter ended June 30, 2020.**](#)
- (p) [Separation Agreement and General Release between Silvia Lagnado and the Company, dated October 31, 2019, incorporated herein by reference from Exhibit 10\(u\) of Form 10-Q \(File No. 001-05231\), for the quarter ended June 30, 2020.**](#)
- (q) [Separation Agreement and General Release between Jerome N. Krulewitch and the Company, dated October 13, 2020, incorporated herein by reference from Exhibit 10\(v\) of Form 10-K \(File No. 001-05231\), for the year ended December 31, 2020.**](#)
- (r) [Form of Executive Time-Based Restricted Stock Unit Award Agreement in connection with the Amended and Restated 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10\(v\) of Form 10-Q \(File No. 001-05231\), for the quarter ended June 30, 2021.**](#)

(21) [Subsidiaries of the Registrant.](#)

(23) [Consent of Independent Registered Public Accounting Firm.](#)

(24) [Power of Attorney.](#)

(31.1) [Rule 13a-14\(a\) Certification of Chief Executive Officer.](#)

(31.2) [Rule 13a-14\(a\) Certification of Chief Financial Officer.](#)

(32.1) [Certification pursuant to 18 U.S.C. Section 1350 by the Chief Executive Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

(32.2) [Certification pursuant to 18 U.S.C. Section 1350 by the Chief Financial Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

(99.1) [Computation of Ratios.](#)

(101.INS) XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

(101.SCH) 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 - the cover page XBRL tags are embedded within the Inline XBRL document.

* Other instruments defining the rights of holders of long-term debt of the registrant, and all of its subsidiaries for which consolidated financial statements are required to be filed and which are not required to be registered with the Commission, are not included herein as the securities authorized thereunder, individually, do not exceed 10% of the total assets of the registrant and its subsidiaries on a consolidated basis. An agreement to furnish a copy of any such instruments to the Commission upon request has been filed with the Commission.

** Denotes compensatory plan.

Form 10-K Cross-Reference Index

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(a) - The information required by this item is incorporated herein by reference from the Company's definitive proxy statement, which will be filed no later than 120 days after December 31, 2022.

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.

McDonald's Corporation
(Registrant)

By _____ /s/ Ian F. Borden
Ian F. Borden
Corporate Executive Vice President and Chief Financial Officer
February 24, 2023

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 indicated below on the 24th day of February, 2023:

By /s/ Ian F. Borden
Ian F. Borden
Corporate Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

By /s/ Anthony G. Capuano
Anthony G. Capuano
Director

By /s/ Kareem Daniel
Kareem Daniel
Director

By /s/ Lloyd H. Dean
Lloyd H. Dean
Director

By /s/ Robert A. Eckert
Robert A. Eckert
Director

By /s/ Catherine M. Engelbert
Catherine M. Engelbert
Director

By /s/ Margaret H. Georgiadis
Margaret H. Georgiadis
Director

By /s/ Enrique Hernandez, Jr.
Enrique Hernandez, Jr.
Chairman of the Board and Director

By /s/ Catherine Hoovel
Catherine Hoovel
Corporate Senior Vice President - Corporate Controller
(Principal Accounting Officer)

By /s/ Christopher J. Kempczinski
Christopher J. Kempczinski
President, Chief Executive Officer and Director
(Principal Executive Officer)

By /s/ Richard H. Lenny
Richard H. Lenny
Director

By /s/ John J. Mulligan
John J. Mulligan
Director

By /s/ John W. Rogers, Jr.
John W. Rogers, Jr.
Director

By /s/ Jennifer L. Taubert
Jennifer L. Taubert
Director

By /s/ Paul S. Walsh
Paul S. Walsh
Director

By /s/ Amy E. Weaver
Amy E. Weaver
Director

By /s/ Miles D. White
Miles D. White
Director

**McDonald's Corporation
Officer Severance Plan**

As Amended and Restated Effective November 1, 2022

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McDONALD'S CORPORATION
OFFICER SEVERANCE PLAN

ARTICLE I.
Statement of Purpose

McDonald's Corporation has established the Plan to provide financial assistance through severance payments and other benefits to officers on the United States payroll who are subject to United States taxation and whose employment with an Employer hereunder is terminated in a Covered Termination (as such capitalized terms are defined herein).

The Plan is not intended to be an "employee pension benefit plan" or "pension plan" within the meaning of Section 3(2) of ERISA. Rather, this Plan is intended to be a "welfare benefit plan" within the meaning of Section 3(1) of ERISA and to meet the descriptive requirements of a plan constituting a "severance pay plan" within the meaning of regulations published by the Secretary of Labor at Title 29, Code of Federal Regulations, Section 2510.3-2(b).

This document is a combined Plan document and summary plan description. The terms of this document apply to Covered Terminations occurring on or after November 1, 2022. The payment of severance benefits to any Participant who had a Covered Termination prior to November 1, 2022 shall be determined in accordance with the terms of the McDonald's Corporation Officer Severance Plan in effect at the time of such Covered Termination. With respect to any Eligible Employee, the Plan as amended and restated as of November 1, 2022 replaces any and all prior policies, plans, and arrangements (whether written or unwritten), to the extent that such policies, plans, and arrangements provide for payments to be made after termination of employment directly by an Employer; other than pursuant to an Employer retirement plan or arrangement or any individual employment, severance, or change of control arrangement between the Employer and the Eligible Employee.

ARTICLE II.
Definitions

Annual Base Salary. "Annual Base Salary" means an Executive Participant's annual rate of base salary, as in effect on the Executive Participant's Termination Date.

Cause. "Cause" means any one or more of the following:

- (a) An Eligible Employee's commission of any act or acts involving dishonesty, fraud, illegality, or moral turpitude;
- (b) An Eligible Employee's willful, reckless, or material misconduct in the performance of his or her duties;
- (c) An Eligible Employee's willful or habitual failure to perform or neglect of material duties; or

- (d) An Eligible Employee's serious, reckless or material violation of McDonald's Standards of Business Conduct or other employment policies.

Claim. "Claim" means a written application for Severance Benefits under Section 10.1 of the Plan.

Claimant. "Claimant" means any individual who believes that he or she is eligible for Severance Benefits under this Plan and files a claim pursuant to Section 10.1 of the Plan.

COBRA. "COBRA" means the provisions regarding healthcare continuation coverage set forth in Section 601 *et seq.* of ERISA and Section 4980B of the Code.

COBRA Premium. "COBRA Premium" means the monthly cost of providing healthcare continuation coverage for a qualified beneficiary under COBRA, as adjusted from time to time.

COBRA Severance Period. The "COBRA Severance Period" means, as applicable, the period of time set forth in the applicable Schedule for an Executive Participant, or, for a Participant other than an Executive Participant, the period of time equal to such Participant's Weeks of Severance commencing on the first of the month following his or her Termination Date and rounded up to the next whole month, subject to any minimums specified in the Schedules.

Code. "Code" means the Internal Revenue Code of 1986, as amended.

Company Service Date. "Company Service Date" means an Eligible Employee's most recent date of hire into a full-time or benefits eligible part-time position with an Employer, as determined by McDonald's Human Resources Department.

Compensation. For purposes of Section 6.5 of this Plan, "Compensation" means the defined term under the McDonald's Corporation 401k Plan, McDonald's Corporation Deferred Compensation Plan, and any other long-term incentive plan, welfare benefits plan, deferred compensation arrangement, fringe benefit, practice, or policy maintained by an Employer, as applicable.

Compensation Committee. "Compensation Committee" means the Compensation Committee of the Board of Directors of McDonald's Corporation.

Covered Termination. "Covered Termination" means an Eligible Employee's Separation from Service due to:

- (a) Reduction in the work force;
- (b) Elimination of a position or job restructuring;
- (c) Elimination of a position due to outsourcing;
- (d) Termination of employment by an Employer without Cause; or

(e) Such other reasons as the Plan Administrator may, in its sole discretion, deem appropriate.

Eligible Employee. An “Eligible Employee” means an Officer of an Employer who is on the Employer’s United States payroll and is subject to taxation in the United States, but excluding those employees who are hired into positions intended to be for a limited duration, including but not limited to, interns, temporary employees, graduate and post-graduate fellows, and project-specific positions. A person retained to perform services for an Employer (whether for a definite or indefinite duration) who is classified by that Employer as an independent contractor (rather than an employee) shall not be an Eligible Employee for purposes of this Plan, regardless of any subsequent re-characterization.

Employer. “Employer” means for purposes of this Plan, McDonald’s Corporation and the Related Entities listed as participating entities in Appendix I.

ERISA. “ERISA” means the Employee Retirement Income Security Act of 1974, as amended.

Executive Participant. An “Executive Participant” means an Eligible Employee who at the time he or she incurs a Covered Termination is either (a) an Officer at the Executive Vice President level or above, or (b) specifically designated in writing by McDonald’s Corporation’s Chief Executive Officer to be eligible for the benefits provided to Executive Participants under the Plan. For avoidance of doubt, an Executive Participant is only entitled to receive Plan benefits if he or she satisfies the conditions to be considered a Participant.

Key Employee. “Key Employee” means a “specified employee” as determined in accordance with the McDonald’s Corporation Section 409A Specified Key Employee Policy, as in effect on January 1, 2008 and as amended from time to time in accordance with Treasury Regulation Section 1.409A-1(i).

McDonald’s Corporation. “McDonald’s Corporation” means McDonald’s Corporation and its successors and assigns.

Officer. “Officer” means an employee in the leadership band or above.

Participant. “Participant” means an Eligible Employee whose employment with the Employer and all Related Entities is terminated as a result of a Covered Termination and who meets the other eligibility conditions for the receipt of Severance Benefits under this Plan. An individual will cease being a Participant once payment of all severance pay and other benefits due to such individual under the Plan has been completed and no person will have any further rights under the Plan with respect to such former Participant.

Plan. “Plan” means the McDonald’s Corporation Officer Severance Plan as set forth in this document.

Plan Administrator. “Plan Administrator” means the role responsible for administration of the Plan as set forth in Article IX of the Plan.

Plan Year. The “Plan Year” shall be the calendar year for record keeping purposes.

Prorated TIP. “Prorated TIP” means the cash lump sum payment for certain Participants described in Section 4.7 of the Plan who are eligible for a pro rata bonus under McDonald’s TIP.

Related Entity. “Related Entity” means a corporation, trade, or business if it and McDonald’s Corporation are members of a controlled group of corporations as defined in Section 414(b) of the Code or under common control as defined in Section 414(c) of the Code.

Related Severance Plan. A “Related Severance Plan” is any other plan, program, policy, agreement, or arrangement providing severance benefits that is maintained by or otherwise involves McDonald’s Corporation, any Related Entity, or a predecessor to any such entity (or an affiliate thereof).

Release Date. “Release Date” means the date upon which a Participant’s signed Release Agreement required under Section 3.2 of the Plan becomes irrevocable and non-rescindable.

Schedule. “Schedule” means the schedules attached as Appendix II to the Plan that describe which Severance Benefits are available for different categories of Participants.

Separation from Service. “Separation from Service” means an Eligible Employee’s permanent cessation of the performance of services for McDonald’s Corporation and all of its Related Entities; provided that, with respect to any Severance Benefits required to comply with Section 409A of the Code, a “Separation from Service” shall not be deemed to have occurred unless the Eligible Employee has incurred a “Separation from Service” with McDonald’s Corporation and all of its Related Entities within the meaning of Section 409A of the Code. In general, neither a transfer of employment from an Employer to another Related Entity nor a change in status from Eligible Employee to independent contractor or similar non-employee service provider to an Employer or any Related Entity will be treated as a Separation from Service.

Severance Benefits. “Severance Benefits” means the Severance Pay and any other benefit payable pursuant to this Plan.

Severance Multiple. The “Severance Multiple” for an Executive Participant is defined in the applicable Schedule.

Severance Pay. “Severance Pay” means the lump sum cash payment made to a Participant pursuant to Section 4.2 of the Plan.

Termination Date. A Participant’s “Termination Date” is the date on which a Covered Termination becomes effective. The Plan Administrator shall determine each Participant’s Termination Date and communicate that date to the Participant.

Termination Notice. A “Termination Notice” is written notification from an Eligible Employee’s Employer to the Eligible Employee that the Eligible Employee will incur a Separation from Service as a result of a Covered Termination.

Termination Notice Date. A “Termination Notice Date” is the date on which an Eligible Employee receives the Termination Notice.

TIP. “TIP” means McDonald’s Target Incentive Plan or any annual bonus plan that replaces the Target Incentive Plan.

TIP-Eligible. A Participant is “TIP-Eligible” if his or her Termination Date is on or after March 1 of a calendar year and the Participant is eligible to participate in TIP for the calendar year in which his or her Covered Termination occurs.

Weekly Base Pay. “Weekly Base Pay” means the base salary or base wages that a Participant earns during a week, based upon the rate of pay in effect for the Participant immediately before the Participant’s Termination Date, excluding overtime or any special payments. For part-time employees, weekly pay is determined by the average number of weekly hours worked during the preceding 12 months, or shorter period of employment, if applicable.

Weeks of Severance. The term “Weeks of Severance” is defined in the applicable Schedule.

Year of Service. A “Year of Service” means each complete twelve-month period beginning on the Eligible Employee’s Company Service Date and ending on the Eligible Employee’s Termination Date, with any period of less than 6 months being rounded down to the nearest complete twelve-month period and any period of 6 months or more being rounded up to the nearest complete twelve-month period. For example, a period of 10 years, 8 months, and 3 days shall equal 11 Years of Service and a period of 10 years, 5 months, and 3 days shall equal 10 Years of Service.

Years of Service shall in no event include the following:

- (a) Periods of employment for which an Eligible Employee has previously received payments in the nature of severance pay from McDonald’s Corporation or a Related Entity;
- (b) Periods of employment that are, or will be, taken into account in determining payments in the nature of severance pay that is payable to an Eligible Employee under a Related Severance Plan; or
- (c) With respect to an Eligible Employee who has previously terminated and been rehired by an Employer, periods of prior employment with McDonald’s Corporation or a Related Entity.

ARTICLE III. Eligibility

Section 3.1 General Eligibility Requirements. To be eligible for Severance Benefits under the Plan, an Eligible Employee must:

- (a) Permanently cease providing services to his or her Employer as a result of a Covered Termination;

- (b) Receive a Termination Notice on or before the date he or she has a Separation from Service; and
- (c) Remain actively and continuously employed in good standing with his or her Employer through his or her Termination Date.

An Eligible Employee who is offered or entitled to receive payments in the nature of severance pay under a Related Severance Plan is not eligible for Severance Benefits under this Plan.

McDonald's Corporation shall establish procedures and processes for implementing Covered Terminations. These procedures and processes may differ depending on the business needs and priorities of the affected work unit. The fact that an Eligible Employee receives notice of termination of employment, or an Eligible Employee's employment actually terminates, shall not automatically entitle such Eligible Employee to be considered a Participant nor automatically cause such termination to be considered a Covered Termination.

In the case of any Officer who is at the Executive Vice President level or above, the Compensation Committee shall determine in its sole discretion whether such Officer shall be treated as a Participant and to what extent such Officer will be entitled to receive Severance Benefits under this Plan. The determinations of the Compensation Committee shall be final and binding.

In addition, an Eligible Employee will not be eligible for Severance Benefits if he or she fails to return all property of the Employers (including, without limitation, automobiles (unless previously purchased in accordance with Section 4.8), keys, credit cards, documents and records, identification cards, equipment, phones, computers, etc.) within fifteen (15) days of the Eligible Employee's Termination Date.

Section 3.2. Release Agreement. In order to be considered a Participant under the Plan following a Covered Termination, an Eligible Employee is required to sign and return to McDonald's Corporation a release agreement (the "Release Agreement") no later than the date specified in the executable form of Release Agreement provided by McDonald's Corporation within a reasonable period of time following the Eligible Employee's Termination Date. If an Eligible Employee revokes or rescinds the Release Agreement before the end of any revocation period, the Eligible Employee will not be considered a Participant entitled to Severance Benefits under the Plan. The Release Agreement may include, in the Plan Administrator's sole discretion, a covenant not to compete with McDonald's Corporation or its Related Entities.

Except as provided in Section 5.1, no Severance Pay or sabbatical pay will be paid to an Eligible Employee unless and until the Eligible Employee timely signs the Release Agreement in a form acceptable to the Plan Administrator and the period of time for revoking or rescinding such agreement under applicable law has expired without the Eligible Employee having revoked or rescinded such agreement. Severance Benefits other than Severance Pay and sabbatical payments shall be provided to an Eligible Employee in accordance with Article IV until such time as the Eligible Employee either (a) fails to sign a Release Agreement within the time specified above or (b) timely revokes or rescinds an executed Release Agreement. If an Eligible Employee fails to timely sign (and not revoke or rescind) the Release Agreement, that Eligible

Employee shall cease to receive any further Severance Benefits under this Plan and shall repay McDonald's Corporation the cost of any Severance Benefits previously received by the Eligible Employee. The Employers shall have the right to seek enforcement of this repayment right in any court of competent jurisdiction.

If an Eligible Employee dies prior to signing the Release Agreement and the deadline for signing the Release Agreement has not passed as of his or her date of death, the requirement for executing the Release Agreement shall pass to the decedent's beneficiary (as defined in Section 7.1).

ARTICLE IV. Severance Benefits

Section 4.1. In General. Each Participant shall be entitled to Severance Pay and other Severance Benefits in accordance with this Article IV and Article V below, together with the Schedules included in Appendix II to this Plan. Except as provided in Section 5.2, to the extent there is any conflict between the provisions of the Plan and an applicable Schedule, the provisions of the Schedule shall control. If a Participant would be covered by both (i) Schedule A and (ii) one of the Schedules dealing with special circumstances (Schedule B or C), then Schedule B or C, as applicable, shall be the only Schedule that applies to that Participant.

Section 4.2. Computation of Severance Pay.

- (a) Executive Participants. Executive Participants shall receive Severance Pay in accordance with the formula specified in Schedule A.
- (b) Other Participants. A Participant other than an Executive Participant shall receive Severance Pay in a lump sum amount equal to his or her Weekly Base Pay multiplied by the Participant's Weeks of Severance, subject to the applicable minimum and maximum set forth in the Schedules.

Section 4.3. Medical, Dental, and Vision Coverage. Except as provided otherwise in an applicable Schedule, if a Participant is eligible to elect continuation coverage under COBRA in accordance with the terms of the medical, dental, and/or vision plan of the Employer and properly and timely elects such continuation coverage, the Employer shall provide subsidized COBRA coverage during the COBRA Severance Period. During such period, the Employer shall pay on behalf of the Participant an amount equal to the difference between (i) the premiums the employee would have paid for active coverage if he or she had remained employed and (ii) the COBRA Premiums. The Employer's payments shall be made to the entity funding the applicable plan coverage and not directly to the Participant. The Participant must pay his or her share of the COBRA Premiums and may not have the premium cost withheld from the Severance Pay nor contributed to any cafeteria plan or flexible spending account. After the COBRA Severance Period ends, the Participant shall be responsible for paying the full cost of any remaining COBRA coverage at the rate of 102% of the full COBRA Premium cost (*i.e.*, 102% of both the employee and the employer premium costs). The Employers shall not pay any portion of the COBRA Premiums for longer than the COBRA Severance Period, regardless of whether the Participant or his or her eligible dependents have an additional qualifying event under

COBRA. Notwithstanding the foregoing, if COBRA is no longer required to be provided to a Participant under the federal laws governing COBRA, all payments of COBRA Premiums for that Participant under this Plan will also end.

Section 4.4. Transitional Assistance. The Employers shall provide each Participant with transitional assistance if and only to the extent set forth in the applicable Schedule. The Participant must start the transitional assistance process within sixty (60) days of the Termination Date. In no event shall any Participant be entitled to receive cash or other benefits in lieu of such transitional assistance.

Section 4.5. Stock Options and Restricted Stock Units. Any equity compensation (including, without limitation, stock options and restricted stock units) granted to a Participant under any equity incentive plan maintained by McDonald's Corporation shall be treated in accordance with the terms of the equity incentive plan, prospectus, and grant applicable to such equity compensation.

Section 4.6. Sabbatical. A Participant shall receive a lump sum sabbatical payment equal to eight weeks of Weekly Base Pay if: (a) the Participant was entitled to take a sabbatical leave immediately before his or her Termination Date; or (b) the Participant was eligible for McDonald's Corporation's sabbatical program and the Termination Date occurs on or after the ninth, nineteenth, twenty-ninth, thirty-ninth, etc. anniversary of the Participant's Company Service Date but before the beginning of the year in which the Participant would have become entitled to take a sabbatical leave. In no event shall a Participant receive more than one sabbatical payment or more than a total of eight weeks of Weekly Base Pay under this Section 4.6.

Section 4.7. Prorated TIP Bonuses. A Participant who is TIP-Eligible shall also be eligible to receive a Prorated TIP payment, if the Participant terminated employment on or after March 1 of a calendar year. The Prorated TIP payment shall be prorated based on a fraction, the numerator of which is the number of days from January 1 through the Termination Date in the calendar year and the denominator of which is 365 (or 366 in a leap year). The Prorated TIP payment shall be based on the actual performance of McDonald's Corporation and its subsidiaries and business units during the annual performance period and shall be subject to supervisory discretion for the individual performance factor. The Prorated TIP payment will be made at the same time TIP payments are made to active employees.

Section 4.8. Company Vehicle. A Participant who has a company-provided vehicle may purchase it and, in certain cases, may receive a prorated cash reimbursement for recent upgrades related to such vehicle, as determined by McDonald's Fleet Management Department and the terms of the McDonald's Corporation Vehicle Program applicable to the Participant. In no event will the initial salary reduction paid by the Participant be refunded or repaid to the Participant.

In order to exercise the right to purchase his or her company-provided vehicle, a Participant must provide notice of such exercise and complete the purchase in accordance with the procedures determined by McDonald's Fleet Management Department, but in no event may the purchase take place before his or her Release Date. If the Participant's Termination Date occurs before his or her Release Date, the Participant must return his or her company-provided vehicle on his or

her Termination Date, and the vehicle shall be returned to him or her when such purchase can be completed.

Section 4.9. Timing Rules for Certain Reimbursements and Payments. Officer level employees are entitled to reimbursement for certain financial planning expenses for the year in which their Termination Date occurs. The financial planning services must be both completed and submitted for reimbursement within three months after the Participant's Termination Date or, if earlier, by the last day of the year in which the Termination Date occurs. Expenses submitted after this date will not be reimbursed. Officers who are entitled to executive physicals must complete their physical within six months of the Participant's Termination Date. If a Participant's spouse is also eligible for a physical, the spouse also must complete the physical within six months of the Participant's Termination Date.

ARTICLE V.

Payment of Severance Pay and Sabbatical Pay

Section 5.1. Form and Timing of Payments. Except as provided in Section 5.2, Severance Pay and sabbatical pay, if any, due under this Plan shall be paid in a single lump sum as soon as administratively practicable following McDonald's Corporation's receipt of a duly executed Release Agreement, but in no event later than ninety (90) days after the date of Separation from Service. If a payment that is subject to the execution of the Release Agreement could be made in more than one taxable year, payment shall be made in the later taxable year. Notwithstanding the foregoing, the Plan Administrator may, in his or her sole discretion, cause the Employer to make payments at any time during the ninety (90) day period following the date of Separation from Service even if prior to the Release Date without waiving the Employer's right to demand repayment, as described in Section 3.2. Any Prorated TIP payment will be made at the same time TIP payments are made to active employees, but in no event later than March 15 of the year following the calendar year in which the Termination occurred.

Section 5.2. Delayed Payment Date for Key Employees. Notwithstanding any provision in this Plan or any applicable Schedule to the contrary, if a Participant is a Key Employee as of his or her Separation from Service, the payment of such Participant's Severance Pay and sabbatical pay, if any, shall not occur before the date which is six (6) months after his or her date of Separation from Service (or in accordance with Section 7.1 if the Participant dies before the end of such six month period).

Section 5.3. Offsets for Foreign Severance Benefits. If a Participant is entitled to receive severance compensation as a statutory or government-funded benefit under the laws of a foreign country, the Severance Benefits that would otherwise be payable under this Plan may be offset by such severance compensation as the Plan Administrator determines in his or her discretion.

ARTICLE VI.

Integration with Other Benefits

Section 6.1. Other Benefit Programs Generally. Except as provided in Section 6.7 below, Severance Benefits under this Plan are in addition to all pay and other benefits normally payable

to a Participant as of his or her Termination Date according to the established applicable policies, plans, and procedures of McDonald's Corporation and its Related Entities (other than severance benefits under any Related Severance Plan). In the event of a conflict between the terms of this Plan document and the terms of any other benefits plans, policies, procedures, and practices maintained by an Employer, the terms of such other benefits plans, policies, procedures, and practices shall govern.

Section 6.2. Accrued Vacation and Leave. Without limiting the generality of Section 6.1, each Participant shall be paid for any accrued but unused vacation as of his or her Termination Date. If a Participant's Termination Date occurs in a year when he or she is eligible for an extra week of vacation under the "Splash Program," the Participant will be paid for any unused Splash vacation. In addition, the Employers will waive repayment by a Participant of sabbatical and/or short-term disability benefits that otherwise would be required if the Participant did not return to active employment under the terms of the applicable sabbatical or short-term disability program of the Employer.

Section 6.3. Continuation and Conversion Rights. On a Participant's Termination Date, all benefit plans, policies, fringe benefits, and pay practices in which the Participant was participating shall cease to apply to the Participant in accordance with the terms of such benefits plans, policies, procedures, and practices, as applicable and in accordance with the requirements of any applicable law, unless such benefits are specifically continued as a Severance Benefit under this Plan. Any benefit continuation or conversion rights to which a Participant is entitled as of his or her Termination Date shall be made available to him or her.

Section 6.4. Educational Assistance. The Employers will continue to provide educational assistance for any class that the Participant began to attend before his or her Termination Notice Date; provided that the Participant complies with all requirements for such assistance and notifies the educational assistance service center of his or her Covered Termination within two weeks after his or her Termination Notice Date.

Section 6.5. Severance Not Compensation; Severance Period Not Service. Except as specifically provided herein, Severance Benefits under this Plan shall not be construed as Compensation for purposes of determining any benefits provided under the McDonald's 401k Plan, the McDonald's Deferred Compensation Plan, any long-term incentive plan, or any other welfare benefit plan, deferred compensation arrangement, fringe benefit, practice, or policy maintained by an Employer for its employees. Payments for vacation pursuant to Section 6.2 shall be Compensation for purposes of determining benefits provided under the McDonald's 401k Plan and the McDonald's Deferred Compensation Plan, to the extent so provided in the applicable plan documents. The period of time during which Severance Benefits are being paid out or provided shall not count as credited service for any benefit program, payroll practice (such as entitlement to vacation or sabbatical) or for any other welfare benefit, profit sharing, savings, retirement or deferred compensation benefit or fringe benefit plan, practice, or policy of any Employer.

Section 6.6. Increases in Compensation, Stock Option Grants and Restricted Stock Units. After an Eligible Employee's Termination Notice Date, he or she shall not be entitled to any

increases in compensation, including, without limitation, regularly scheduled merit increases or grants of stock options or restricted stock units.

Section 6.7. Limitation son Severance. The Severance Benefits provided under this Plan are intended to satisfy any and all statutory obligations that may arise out of a Participant's termination from employment with an Employer.

ARTICLE VII.

Benefits Upon Death, Re-Employment or Cause

Section 7.1. Death of Participant. In the event a Participant (including a Participant who is a Key Employee) dies before receiving his or her Severance Pay and sabbatical pay under the Plan, the Participant's Severance Pay and sabbatical pay shall be paid in a lump sum as soon as administratively practicable following the Participant's death, but not later than December 31 of the year following the year of death, to the beneficiary designated by the Participant under the McDonald's 401k Plan. If a deceased Participant has failed to designate a specific beneficiary under the McDonald's 401k Plan, or if the designated beneficiary dies before the Participant has received his or her Severance Pay and sabbatical pay, payment of the Participant's Severance Pay and sabbatical pay shall be made to the Participant's spouse if the Participant is married as of the date of his or her death or otherwise to the Participant's estate.

Section 7.2. Rehired Employees. This Section shall apply to any Participant who is subsequently reemployed by an Employer or any Related Entity before or after all of the Participant's Severance Benefits under this Plan have been paid or provided, unless the applicable Employer agrees otherwise in writing. A Participant who is rehired after his or her Termination Date shall be entitled to receive or retain the portion of his or her Severance Pay that is attributable to the period from the Termination Date through the date the Participant is rehired and he or she shall repay the portion, if any, of the Severance Pay previously received by the Participant that is attributable to the period on or after the date the Participant is rehired. For a Participant other than an Executive Participant, the portion of any Severance Pay to be received or retained and the portion of any Severance Pay to be repaid pursuant to this Section 7.2 shall be determined based on the number of full and fractional Weeks of Severance, if any, attributable to the applicable period. For an Executive Participant, the portion of any Severance Pay to be received or retained and the portion of any Severance Pay to be repaid pursuant to this Section 7.2 shall be determined by pro-rating the Executive Participant's Severance Pay based on the ratio of the number of full and partial months, if any, in the applicable period to eighteen (18) months, in the case of the Chief Executive Officer or Chief Financial Officer, or twelve (12) months, in the case of any other Executive Participant. The Employers shall have the right to seek enforcement of their right to repayment in any court of competent jurisdiction. A rehired Participant shall also be entitled to receive or retain his or her (a) sabbatical pay (if any) under Section 4.6, and (b) Prorated TIP (if any) under Section 4.7. The following benefits will cease immediately upon the date the Participant commences reemployment: (y) payments for COBRA premiums provided for in Section 4.3 of the Plan, and (z) any transitional assistance under Section 4.4. A rehired Participant may keep any company-provided vehicle that he or she purchased or was in the process of purchasing under Section 4.8 of the Plan. Lastly, a rehired Participant shall be treated as a new employee for stock option and restricted stock unit purposes.

Section 7.3. Discontinuance or Repayment for Cause. If the Plan Administrator determines at any time that a Participant committed any act or omission that would constitute Cause while he or she was employed by an Employer or any Related Entity, the Employer may (a) cease payment of any benefit otherwise payable to a Participant under the Plan and (b) require the Participant to repay any and all Severance Benefits previously provided to such Participant under the terms of this Plan. The Employers shall have the right to seek enforcement of their rights under clause (b) above in any court of competent jurisdiction.

ARTICLE VIII. Amendment and Termination

Section 8.1. Amendment and Termination. McDonald's Corporation, acting through the Compensation Committee of its Board of Directors or such other person or committee appointed by the Compensation Committee, reserves the right to amend or terminate the Plan at any time for any reason or no reason at all. Any amendment will be evidenced by a duly authorized written instrument.

No amendment or termination shall reduce the amount of Severance Benefits payable to any Participant whose Termination Date has already occurred, who has signed and not revoked or rescinded the Release Agreement, and who has completed all other applicable paperwork on or before the effective date of such amendment or termination. No person may amend this Plan in a manner that would subject any Participant to taxation of his or her Severance Pay or any other Severance Benefits under Section 409A(a)(1) of the Code.

Section 8.2. Partial Termination of the Plan Upon a Subsidiary Change of Control Event. Notwithstanding any other provision of the Plan, if an Employer undergoes a Subsidiary Change of Control Event, as defined below (a "Disaffiliated Subsidiary"), McDonald's Corporation, in its sole discretion, may terminate the portion of the Plan (a "Partial Termination") covering those Participants ("Disaffiliated Employees") who as of the occurrence of such Subsidiary Change of Control Event are employed by such Disaffiliated Subsidiary. Any such Partial Termination of the Plan shall be implemented in accordance with and subject to the requirements imposed under Treasury Regulation Section 1.409A-3(j)(4)(ix)(B), including the following:

- (a) McDonald's Corporation may amend the Plan pursuant to Section 8.1 at any time during the period commencing 30 days prior and ending 12 months after the occurrence of a Subsidiary Change of Control Event to implement a Partial Termination with respect to such Subsidiary Change of Control Event.
- (b) If a Partial Termination amendment is timely adopted, each Disaffiliated Employee will receive, within the 12 month period following the date the Partial Termination amendment is adopted, a lump sum distribution of his or her balance under the Plan and his or her entire account balance under all other McDonald's Corporation-sponsored deferred compensation plans that together with this Plan are required to be treated as a single "plan" under Treasury Regulation Section 1.409A-1(c)(2).

- (c) An Employer shall undergo a “Subsidiary Change of Control Event” if (i) it ceases to be a Related Entity of McDonald’s Corporation as a result of a stock or asset sale or similar transaction and (ii) such sale or other transaction constitutes a “change in ownership” (within the meaning of Treasury Regulation Section 1.409A-3(i)(5)(v)) of such Employer, a “change in effective control” (within the meaning of Treasury Regulation Section 1.409A-3(i)(5)(vi)(1)) of such Employer, or a “change in the ownership of a substantial portion of the assets” (within the meaning of Treasury Regulation Section 1.409A-3(i)(5)(vii)) of such Employer.

ARTICLE IX. Administration

Section 9.1. Administrator and Named Fiduciary. McDonald’s Corporation has designated the Executive Vice President - Chief People Officer to act as Plan Administrator of the Plan with sole discretionary authority to determine eligibility for Plan benefits and construe the terms of the Plan, including factual determinations. Benefits under the Plan shall be paid only if the Plan Administrator decides in his or her discretion that the Claimant is entitled to such benefits. The decisions of the Plan Administrator are final and conclusive for all questions concerning administration of the Plan.

The Plan Administrator may delegate to other persons responsibilities for performing certain of the duties of the Plan Administrator under the terms of the Plan and may seek such expert advice as the Plan Administrator deems reasonably necessary with respect to the Plan. The Plan Administrator shall be entitled to rely upon the information and advice furnished by such delegates and experts, unless the Plan Administrator has actual knowledge that such information and advice is inaccurate or unlawful. Notwithstanding the foregoing, the Compensation Committee shall have the final authority with respect to all Severance Benefits under the Plan for any Officer at the Executive Vice President level or above.

Section 9.2. Plan Information.

Name of Plan: McDonald’s Corporation Officer Severance Plan

Plan Number: 533

Plan Sponsor: McDonald’s Corporation

Plan Administrator: Executive Vice President and Global Chief People Officer of McDonald’s Corporation
110 N. Carpenter Street
Chicago, Illinois 60607
630-623-3000

Agent for Service of Process: The Chief Legal Officer and Secretary of McDonald’s Corporation is designated as agent for service of legal process. Notice to the Chief Legal Officer and Secretary should be addressed to McDonald’s Corporation c/o Chief Legal Officer and

Secretary, 110 N. Carpenter Street, Chicago, Illinois 60607, phone number 630-623-3000. Service of legal process may also be made upon the Plan Administrator.

The Employer Identification Number (“EIN”) assigned by the Internal Revenue Service to McDonald’s Corporation is 36-2361282.

The Plan is funded through the general assets of McDonald’s Corporation.

Section 9.3. ERISA Rights. A Participant in the Plan is entitled to certain rights and protections under ERISA. ERISA provides that Participants shall be entitled to:

- (a) Examine, without charge, at the Plan Administrator’s office and at other specified locations, such as worksites, all documents governing the Plan, including insurance contracts and collective bargaining agreements, and a copy of the latest annual report (Form 5500 series) filed by the Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Pension and Welfare Benefit Administration.
- (b) Obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Plan. The administrator may make a reasonable charge for the copies.

In addition to creating rights for Plan Participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit Plan. The people who operate the Plan, called “fiduciaries” of the Plan, have a duty to do so prudently and in the interest of Plan Participants and beneficiaries. No one, including an Employer or any other person, may fire or otherwise discriminate against employees in any way to prevent someone from obtaining a welfare benefit or exercising their rights under ERISA.

If a Participant’s claim for a welfare benefit is denied or ignored, in whole or in part, the Participant has a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps Participants can take to enforce the above rights. For instance, if a Participant requests a copy of Plan documents or the latest annual report from the Plan and does not receive them within 30 days, he or she may file suit in a Federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay the Participant up to \$110 a day until the Participant receives the materials, unless the materials were not sent because of reasons beyond the control of the administrator. If a Participant has a claim for benefits which is denied or ignored, in whole or in part, he or she may file suit in a state or Federal court. Additional information on claims is provided in Article X (“Claims Procedure”). If it should happen that Plan fiduciaries misuse the Plan’s money or a Participant is discriminated against for asserting his or her rights, a Participant may seek assistance from the U.S. Department of Labor, or file suit in a Federal court. The court will decide who should pay court costs and legal fees. If the Participant is successful the court may order the person the Participant has sued to pay these costs and fees. If the Participant loses, the court may order the Participant to pay these costs and fees, for example, if it finds the Participant’s claim is frivolous.

Any questions about the Plan should be directed to the Plan Administrator. If a Participant has any questions about this statement or about his or her rights under ERISA, or if he or she needs assistance in obtaining documents from the Plan Administrator, the Participant should contact the nearest office of the Pension and Welfare Benefits Administration, U.S. Department of Labor, listed in a telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. Participants may also obtain certain publications about their rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

ARTICLE X. Claims Procedure

Section 10.1. Filing a Claim. Any individual who believes he or she is eligible for Severance Benefits under this Plan that have not been provided may submit his or her application for Severance Benefits to the Plan Administrator (or to such other person who may be designated by the Plan Administrator) in writing in such form as is provided or approved by the Plan Administrator. A Claimant shall have no right to seek review of a denial of Severance Benefits, or to bring any action in any court to enforce a Claim, prior to filing a Claim and exhausting rights under this Article X.

When a Claim has been filed properly, it shall be evaluated and the Claimant shall be notified of the approval or the denial of the Claim within ninety (90) days after the receipt of such Claim unless special circumstances require an extension of time for processing the Claim. If such an extension of time for processing is required, written notice of the extension shall be furnished to the Claimant prior to the termination of the initial ninety (90) day period, which notice shall specify the special circumstances requiring an extension and the date by which a final decision will be reached (which date shall not be later than one hundred and eighty (180) days after the date on which the Claim was filed). A Claimant shall be given a written notice in which the Claimant shall be advised as to whether the Claim is granted or denied, in whole or in part. If a Claim is denied, in whole or in part, the notice shall contain (a) the specific reasons for the denial, (b) references to pertinent Plan provisions upon which the denial is based, (c) a description of any additional material or information necessary to perfect the Claim and an explanation of why such material or information is necessary, and (d) the Claimant's right to seek review of the denial.

Section 10.2. Review of Claim Denial. If a Claim is denied, in whole or in part, the Claimant shall have the right to (a) request that the Plan Administrator review the denial, (b) review pertinent documents, and (c) submit issues and comments in writing, provided that the Claimant files a written request for review with the Plan Administrator within sixty (60) days after the date on which the Claimant received written notification of the denial. Within sixty (60) days after a request for review is received, the review shall be made and the Claimant shall be advised in writing of the decision on review, unless special circumstances require an extension of time for processing the review, in which case the Claimant shall be given a written notification within such initial sixty (60) day period specifying the reasons for the extension and when such review shall be completed (provided that such review shall be completed within one hundred and twenty (120) days after the date on which the request for review was filed). The decision on review by

the Plan Administrator shall be forwarded to the Claimant in writing and shall include specific reasons for the decision and reference to Plan provisions upon which the decision is based. A decision on review shall be final and binding on all persons for all purposes.

Section 10.3. Exhaustion of Claims Procedure. If a Claimant fails to file a request for review in accordance with the procedures described above, he or she will lose the right to have a claim reviewed or to bring an action to court and the denial of the claim will be final. A Claimant will also lose the right to bring an action to court if more than one hundred eighty (180) days have elapsed since the Plan Administrator rendered a final determination on review. Any such action may be filed only in the United States District Court for the Northern District of Illinois.

ARTICLE XI. Miscellaneous

Section 11.1. Participant Information. Each Participant shall notify the Plan Administrator of his or her mailing address and each change of mailing address. In addition, each Participant shall be required to furnish the Plan Administrator with any other information and data that McDonald's Corporation or the Plan Administrator considers necessary for the proper administration of the Plan. The information provided by the Participant under this provision shall be binding upon the Participant, his or her dependents, and any beneficiary for all purposes of the Plan. McDonald's Corporation and the Plan Administrator shall be entitled to rely on any representations regarding personal facts made by a Participant, his or her dependents, or beneficiary, unless such representations are known to be false. The receipt of Severance Benefits under the Plan by each Participant is conditioned upon the Participant furnishing full, true, and complete data, evidence or other information and the Participant's timely signature of any document related to the Plan, as requested by McDonald's Corporation or the Plan Administrator.

Section 11.2. Successors and Assigns. The obligations of McDonald's Corporation under the Plan shall be assumed by its successors and assigns.

Section 11.3. Employment Rights. The existence of the Plan shall not confer any legal or other rights upon any employee to continuation of employment. McDonald's Corporation and its Related Entities reserve the right to terminate any employee with or without cause at any time, notwithstanding the provisions of this Plan.

Section 11.4. Controlling Law, Venue. The provisions of this Plan shall be governed, construed and administered in accordance with ERISA. To the extent that ERISA does not apply, the Plan shall be construed and enforced according to the laws of the State of Illinois, without regard to its conflict of law provisions. Any court action must be brought in the U.S. District Court for the Northern District of Illinois, where the Plan is administered.

Section 11.5. Notices. Any notice, request, election, or other communication under this Plan shall be in writing and shall be considered given when delivered personally or mailed by first class mail properly addressed (which, in the case of a Participant, shall include mailing to the last address provided to the Plan Administrator by such Participant).

Section 11.6. Interests Not Transferable. The interest of persons entitled to Severance Benefits under the Plan are not subject to their debts or other obligations. Except as provided in Section 7.1 and Section 11.2 above, and Section 11.12 below, as required by federal or state garnishment orders issued to the Plan or McDonald's Corporation or any Employer, or as may be required by ERISA, may not be voluntarily or involuntarily sold, transferred, alienated, assigned, or encumbered.

Section 11.7. Mistake of Fact or Law. Any mistake of fact or misstatement of fact shall be corrected when it becomes known and proper adjustment made by reason thereof. A Participant shall be required to return any payment, or portion thereof, made by mistake of fact or law to the applicable Employer that made such payment.

Section 11.8. Representations Contrary to the Plan. No employee, Officer, or director of McDonald's Corporation has the authority to alter, vary, or modify the terms of the Plan or the Severance Benefits available to any Participant except by means of a written amendment duly authorized by the Board of Directors of McDonald's Corporation or its delegate, in accordance with the provisions of the Plan. No verbal or written representations contrary to the terms of the Plan and any duly authorized written amendment in effect as of the date such representation was made shall be binding upon the Plan, the Plan Administrator, McDonald's Corporation, or any Related Entity.

Section 11.9. Plan Funding. The Severance Benefits described in this Plan are funded through Employer contributions. No Participant or beneficiary thereof shall acquire by reason of the Plan any right in or title to any assets, funds, or property of McDonald's Corporation or any Employer. Any Severance Benefits that become payable under the Plan are unfunded obligations of the Participant's Employer, and shall be paid from the general assets of such Employer. No employee, Officer, director, or agent of McDonald's Corporation or any Related Entity guarantees in any manner the payment of Severance Benefits.

Section 11.10. Headings. The headings in this Plan are for convenience of reference and shall not be given substantive effect.

Section 11.11. Severability. If any provision of this Plan is held illegal or invalid for any reason, the other provisions of this Plan shall not be affected.

Section 11.12. Taxation. Notwithstanding any other provision of this Plan, the Employers may withhold from any and all Severance Benefits such United States federal, state, or local or foreign taxes as may be required to be withheld pursuant to any applicable law or regulation. To the extent applicable, it is intended that portions of this Plan either comply with or be exempt from the provisions of Code Section 409A. This Plan shall be administered in a manner consistent with this intent and any provision that would cause this Plan to fail to either constitute a welfare benefit plan under ERISA or comply with or be exempt from Code Section 409A, as the case may be, shall have no force and effect.

Section 11.13. Indemnification. Neither the Board of Directors, nor the Compensation Committee, nor any employee of McDonald's Corporation, nor any person acting at the direction thereof (each such person an "Affected Person"), shall have any liability to any person (including

without limitation, any Participant), for any act, omission, interpretation, construction, or determination made in connection with this Plan (or any payment made under this Plan). Each Affected Person shall be indemnified and held harmless by McDonald's Corporation against and from any loss, cost, liability, or expense (including attorneys' fees) that may be imposed upon or incurred by such Affected Person in connection with or resulting from any action, suit, or proceeding to which such Affected Person may be a party or in which such Affected Person may be involved by reason of any action taken or omitted to be taken under the Plan and against and from any and all amounts paid by such Affected Person, with McDonald's Corporation's approval, in settlement thereof, or paid by such Affected Person in satisfaction of any judgment in any such action, suit, or proceeding against such Affected Person; provided that, McDonald's Corporation shall have the right, at its own expense, to assume and defend any such action, suit, or proceeding and, once McDonald's Corporation gives notice of its intent to assume the defense, McDonald's Corporation shall have sole control over such defense with counsel of its choice. The foregoing right of indemnification shall not be available to an Affected Person to the extent that a court of competent jurisdiction in a final judgment or other final adjudication, in either case, not subject to further appeal, determines that the acts or omissions of such Affected Person giving rise to the indemnification claim resulted from such Affected Person's bad faith, fraud or willful wrongful act or omission, or breach of fiduciary duty. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which Affected Persons may be entitled under McDonald's Corporation's Certificate of Incorporation or Memorandum and Articles of Association, as a matter of law, or otherwise, or any other power that McDonald's Corporation may have to indemnify such person or hold them harmless.

Executed this 1/4/2023

McDONALD'S CORPORATION

/s/ Heidi Capozzi
Heidi Capozzi
Executive Vice President and Global
Chief People Officer

Appendix I - Participating Entities

McDonald's Corporation Officer Severance Plan

McDonald's USA, LLC
McDonald's Latin America, LLC
McDonald's Global Markets, LLC
McDonald's Restaurants of Alabama, Inc.
McDonald's Restaurants of Alaska, Inc.
McDonald's Restaurants of Arizona, Inc.
McDonald's Restaurants of Arkansas, Inc.
McDonald's Restaurants of California, Inc.
McDonald's Restaurants of Colorado, Inc.
McDonald's Restaurants of Connecticut, Inc.
McDonald's Restaurants of Delaware, Inc.
McDonald's Restaurants of District of Columbia, Inc.
McDonald's Restaurants of Florida, Inc.
McDonald's Restaurants of Georgia, Inc.
McDonald's Restaurants of Hawaii, Inc.
McDonald's Restaurants of Idaho, Inc.
McDonald's Restaurants of Illinois, Inc.
McDonald's Restaurants of Indiana, Inc.
McDonald's Restaurants of Iowa, Inc.
McDonald's Restaurants of Kansas, Inc.
McDonald's Restaurants of Kentucky, Inc.
McDonald's Restaurants of Louisiana, Inc.
McDonald's Restaurants of Maine, Inc.
McDonald's Restaurants of Maryland, Inc.
McDonald's Restaurants of Massachusetts, Inc.
McDonald's Restaurants of Michigan, Inc.
McDonald's Restaurants of Minnesota, Inc.
McDonald's Restaurants of Mississippi, Inc.
McDonald's Restaurants of Missouri, Inc.
McDonald's Restaurants of Montana, Inc.
McDonald's Restaurants of Nebraska, Inc.
McDonald's Restaurants of Nevada, Inc.
McDonald's Restaurants of New Hampshire, Inc.
McDonald's Restaurants of New Jersey, Inc.
McDonald's Restaurants of New Mexico, Inc.
McDonald's Restaurants of New York, Inc.
McDonald's Restaurants of North Carolina, Inc.
McDonald's Restaurants of Ohio, Inc.
McDonald's Restaurants of Oklahoma, Inc.
McDonald's Restaurants of Oregon, Inc.
McDonald's Restaurants of Pennsylvania, Inc.
McDonald's Restaurants of Rhode Island, Inc.
McDonald's Restaurants of South Carolina, Inc.
McDonald's Restaurants of Tennessee, Inc.

McDonald's Restaurants of Texas, Inc.
McDonald's Restaurants of Utah, Inc.
McDonald's Restaurants of Vermont, Inc.
McDonald's Restaurants of Virginia, Inc.
McDonald's Restaurants of Washington, Inc.
McDonald's Restaurants of West Virginia, Inc.
McDonald's Restaurants of Wisconsin, Inc.
McDonald's Restaurants of Wyoming, Inc.

Appendix II – Schedules of Benefits

McDonald's Corporation Officer Severance Plan

Schedule A

Severance Benefits for Executive Participants

This Schedule sets forth the Severance Benefits under the Plan for Executive Participants, who are not subject to Schedules B, C or D. If applicable, benefits may be delayed for six months, as described in Section 5.2.

Severance Multiple: For purposes of this Schedule, an Executive Participant's "Severance Multiple" shall be as set forth below:

Executive Participant	Severance Multiple
Chief Executive Officer or Chief Financial Officer	1.5
Other Executive Participant	1

Severance Pay: An Executive Participant shall receive Severance Pay in a lump sum amount equal to (a) the sum of his or her Annual Base Salary and target annual bonus opportunity under the TIP for the fiscal year in which such Executive Participant's Covered Termination occurs, multiplied by (b) such Executive Participant's Severance Multiple.

Medical/Dental Coverage: The Employers shall make the payments for COBRA Premiums provided for in Section 4.3 of the Plan, beginning on the Participant's COBRA start date, for the COBRA Severance Period set forth below:

Executive Participant	COBRA Severance Period
Chief Executive Officer or Chief Financial Officer	18 months
Other Executive Participant	12 months

Transitional Assistance: Each Participant covered by this Schedule shall receive transitional assistance under an executive program as provided for in Section 4.4, at the expense of the

Employers, for a period of not more than 12 months, beginning not later than sixty (60) days after the Participant's Termination Date.

Prorated TIP: Each Participant who is TIP-Eligible may receive a Prorated TIP, if any, computed in accordance with Section 4.7 of the Plan.

Company Vehicle: Section 4.8 of the Plan shall apply to each Participant who has a company-provided vehicle.

Other Severance Benefits: A Participant shall also receive, if otherwise eligible, the Severance Benefits provided for in Section 4.5 (equity awards) and Section 4.6 (sabbatical).

McDonald's Corporation Officer Severance Plan

Schedule B

Severance Benefits for Participants who are Officers (Other Than Executive Participants)

This Schedule sets forth the Severance Benefits under the Plan for those Participants who are Officers, other than (a) Executive Participants who are entitled to Severance Benefits in accordance with Schedule A, or (b) Participants who are described in Schedules C or D. If applicable, benefits may be delayed for six months, as described in Section 5.2.

Weeks of Severance: For purposes of this Schedule, "Weeks of Severance" shall be defined as two (2) weeks for each Year of Service, subject to a minimum of twenty-six (26) weeks and a maximum of fifty-two (52) weeks.

Severance Pay: Each Participant shall receive Severance Pay in a lump sum in an amount equal to his or her Weekly Base Pay multiplied by his or her Weeks of Severance.

Medical/Dental Coverage: The Employers shall make the payments for COBRA Premiums provided for in Section 4.3 of the Plan, beginning on the Participant's COBRA start date, for the longer of (i) six months or (ii) the COBRA Severance Period.

Transitional Assistance: Each Participant covered by this Schedule shall receive transitional assistance under an executive program as provided for in Section 4.4, at the expense of the Employers, for a period of not more than 12 months, beginning not later than sixty (60) days after the Participant's Termination Date.

Prorated TIP: Each Participant who is TIP-Eligible may receive a Prorated TIP, if any, computed in accordance with Section 4.7 of the Plan.

Company Vehicle: Section 4.8 of the Plan shall apply to each Participant who has a company-provided vehicle.

Other Severance Benefits: A Participant shall also receive, if otherwise eligible, the Severance Benefits provided for in Section 4.5 (equity awards) and Section 4.6 (sabbatical).

McDonald's Corporation Officer Severance Plan

Schedule C

**Severance Benefits for
Participants Becoming Restaurant Operators**

This Schedule sets forth the Severance Benefits under the Plan for those Participants who are full-time employees or benefits-eligible part-time employees immediately before their Termination Dates and who become restaurant operators (either as owner/operators or in a joint venture with an Employer).

Weeks of Severance: For purposes of this Schedule, "Weeks of Severance" shall be defined as the lesser of (i) sixteen (16) weeks or (ii) the number of weeks from the Participant's Termination Date until the Participant is projected to begin operation of a restaurant franchised by McDonald's Corporation, as determined by the Plan Administrator in its sole discretion.

Severance Pay: Each Participant shall receive Severance Pay in a lump sum in an amount equal to his or her Weekly Base Pay multiplied by his or her Weeks of Severance.

Medical/Dental Coverage: The Employers shall make the payments for COBRA Premiums provided for in Section 4.3 of the Plan during the Participant's COBRA Severance Period.

Prorated TIP: A Participant who is TIP-Eligible may receive a Prorated TIP, if any, computed in accordance with Section 4.7 of the Plan.

Company Vehicle: Section 4.8 of the Plan shall apply to each Participant who has a company-provided vehicle.

Other Severance Benefits: A Participant who is covered by this Schedule shall also receive, if otherwise eligible, the Severance Benefits provided for in Section 4.5 (equity awards) and Section 4.6 (sabbatical) of the Plan, but shall not receive the Severance Benefits provided for in Section 4.4 (transitional assistance) of the Plan.

McDonald's Corporation Officer Severance Plan

Schedule D

Severance Benefits for Qualifying Outsourced Employees

This Schedule sets forth the Severance Benefits under the Plan for each Participant (1) who is a full-time employee or a benefits-eligible part-time employee before his or her Termination Date, (2) whose Covered Termination occurs as a result of the elimination of his or her job because the functional area is outsourced, and (3) who is offered employment with the entity that will be providing services on an outsourced basis to McDonald's Corporation or a Related Entity in a position with a level of responsibility comparable to his or her job that was eliminated (as determined by the Plan Administrator in his or her sole discretion), at a rate of Weekly Base Pay not less than 80% of his or her rate of Weekly Base Pay immediately before the Termination Date, and located not more than 25 miles from the location of his or her eliminated job, regardless of whether the Participant accepts or rejects such offer (referred to as a "Qualifying Outsourced Employee").

Weeks of Severance: For purposes of this Schedule, "Weeks of Severance" shall be defined as four (4) Weeks of Severance.

Severance Pay: Each Participant shall receive Severance Pay in a lump sum in an amount equal to his or her Weekly Base Pay multiplied by his or her Weeks of Severance.

Medical/Dental Coverage: The Employers shall make the payments for COBRA Premiums provided for in Section 4.3 of the Plan during the Participant's COBRA Severance Period (*i.e.*, one month).

Prorated TIP: A Qualifying Outsourced Employee who is TIP-Eligible may receive a Prorated TIP, if any, computed in accordance with Section 4.7 of the Plan.

Company Vehicle: Section 4.8 of the Plan shall apply to each Qualifying Outsourced Employee who has a company-provided vehicle.

Other Severance Benefits: A Qualifying Outsourced Employee shall also receive, if otherwise eligible, the Severance Benefits provided for in Section 4.5 (equity awards) and Section 4.6 (sabbatical), but shall not receive the Severance Benefits provided for in Section 4.4 (transitional assistance) of the Plan. McDonald's Corporation Officer Severance Plan.

Exhibit 21. Subsidiaries of the Registrant

Name of Subsidiary [State or Country of Incorporation]

Domestic Subsidiaries

McDonald's Deutschland LLC [Delaware]
McDonald's Development Italy LLC [Delaware]
McDonald's Global Markets LLC [Delaware]
McDonald's International Property Company, Ltd. [Delaware]
McDonald's Real Estate Company [Delaware]
McDonald's Restaurant Operations Inc. [Delaware]
McDonald's USA, LLC [Delaware]

Foreign Subsidiaries

3267114 Nova Scotia Company [Canada]
HanGook McDonald's Co. Ltd. [South Korea]
McD APMEA Singapore Investments Pte. Ltd. [Singapore]
MCD Europe Limited [United Kingdom]
MCD Global Franchising Limited [United Kingdom]
McDonald's Australia Limited [Australia]
McDonald's France S.A.S. [France]
McDonald's GmbH [Germany]
McDonald's Immobilien Gesellschaft mit beschränkter Haftung [Germany]
McDonald's Polska Sp. z o.o [Poland]
McDonald's Real Estate LLP [United Kingdom]
McDonald's Restaurants Limited [United Kingdom]
McDonald's Restaurants of Canada Limited [Canada]
McDonald's Suisse Development Sàrl [Switzerland]
McDonald's Suisse Franchise Sàrl [Switzerland]
McDonald's Suisse Restaurants Sàrl [Switzerland]
Restaurantes McDonald's, S.A.U. [Spain]

The names of certain subsidiaries have been omitted because they do not constitute significant subsidiaries. These include, but are not limited to: McDonald's Latin America, LLC [Delaware] and other domestic and foreign, direct and indirect subsidiaries of the registrant, including 49 wholly-owned subsidiaries of McDonald's USA, LLC, many of which operate one or more McDonald's restaurants within the United States and the District of Columbia.

[] Brackets indicate state or country of incorporation and do not form part of corporate name.

Exhibit 23. Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements of McDonald's Corporation (listed below) and in the related prospectuses of our reports dated February 24, 2023 with respect to the consolidated financial statements of McDonald's Corporation and the effectiveness of internal control over financial reporting of McDonald's Corporation, included in this Annual Report (Form 10-K) for the year ended December 31, 2022.

<i>Commission File No. for Registration Statements</i>	
Forms S-8	Form S-3
333-230498	333-258270
333-225280	
333-71656	
333-115770	
333-149990	
333-177314	
333-193015	

/s/ Ernst & Young LLP

Chicago, Illinois
February 24, 2023

Exhibit 24. Power of Attorney

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned, being a director or officer, or both, of McDonald's Corporation, a Delaware corporation (the "Company"), hereby constitutes and appoints Ian F. Borden, Catherine Hoovel, Jeffrey J. Pochowicz and Desiree Ralls-Morrison, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to execute any and all amendments to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, to be filed with the U.S. Securities and Exchange Commission by the Company under the Securities Exchange Act of 1934, as amended, with all exhibits thereto, and other documents in connection therewith, granting unto said attorneys-in-fact and agents, and each one of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any one of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney on and as of the 24th day of February, 2023.

By _____ /s/ Ian F. Borden
Ian F. Borden
Corporate Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

By _____ /s/ Anthony G. Capuano
Anthony G. Capuano
Director

By _____ /s/ Kareem Daniel
Kareem Daniel
Director

By _____ /s/ Lloyd H. Dean
Lloyd H. Dean
Director

By _____ /s/ Robert A. Eckert
Robert A. Eckert
Director

By _____ /s/ Catherine M. Engelbert
Catherine M. Engelbert
Director

By _____ /s/ Margaret H. Georgiadis
Margaret H. Georgiadis
Director

By _____ /s/ Enrique Hernandez, Jr.
Enrique Hernandez, Jr.
Chairman of the Board and Director

By _____ /s/ Catherine Hoovel
Catherine Hoovel
Corporate Senior Vice President - Corporate Controller
(Principal Accounting Officer)

By _____ /s/ Christopher J. Kempczinski
Christopher J. Kempczinski
President, Chief Executive Officer and Director
(Principal Executive Officer)

By _____ /s/ Richard H. Lenny
Richard H. Lenny
Director

By _____ /s/ John J. Mulligan
John J. Mulligan
Director

By _____ /s/ John W. Rogers, Jr.
John W. Rogers, Jr.
Director

By _____ /s/ Jennifer L. Taubert
Jennifer L. Taubert
Director

By _____ /s/ Paul S. Walsh
Paul S. Walsh
Director

By _____ /s/ Amy E. Weaver
Amy E. Weaver
Director

By _____ /s/ Miles D. White
Miles D. White
Director

Exhibit 31.1. Rule 13a-14(a) Certification of Chief Executive Officer

I, Christopher J. Kempczinski, certify that:

- (1) I have reviewed this annual report on Form 10-K of McDonald's Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2023

/s/ Christopher J. Kempczinski
Christopher J. Kempczinski
President and Chief Executive Officer

Exhibit 31.2. Rule 13a-14(a) Certification of Chief Financial Officer

I, Ian F. Borden, certify that:

- (1) I have reviewed this annual report on Form 10-K of McDonald's Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2023

/s/ Ian F. Borden

Ian F. Borden

Corporate Executive Vice President and
Chief Financial Officer

Exhibit 32.1. Certification pursuant to 18 U.S.C. Section 1350 by the Chief Executive Officer, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of McDonald's Corporation (the "Company"), does hereby certify, to such officer's knowledge, that the Annual Report on Form 10-K for the year ended December 31, 2022 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2023

/s/ Christopher J. Kempczinski

Christopher J. Kempczinski
President and Chief Executive Officer

Exhibit 32.2. Certification pursuant to 18 U.S.C. Section 1350 by the Chief Financial Officer, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of McDonald's Corporation (the "Company"), does hereby certify, to such officer's knowledge, that the Annual Report on Form 10-K for the year ended December 31, 2022 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2023

/s/ Ian F. Borden

Ian F. Borden

*Corporate Executive Vice President and
Chief Financial Officer*

Exhibit 99.1 Computation of Ratios

Fixed-Rate Debt as a Percent of Total Debt⁽¹⁾⁽²⁾

Dollars in millions	Years ended December 31, 2022		2021	2020
Total debt obligations	\$	35,903.5	\$ 35,622.7	\$ 37,440.4
Fair value adjustments		91.5	(4.8)	(35.8)
Deferred debt costs		147.4	144.5	156.2
Debt obligations before fair value adjustments and deferred debt costs	\$	36,142.4	\$ 35,762.4	\$ 37,560.8
Fixed-rate debt	\$	34,604.1	\$ 33,796.3	\$ 35,547.8
Fixed-rate debt as a percent of total debt		96 %	95 %	95 %

(1) Based on debt obligations before the effects of fair value hedging adjustments and deferred debt costs. These effects are excluded as they have no impact on the obligation at maturity. See Debt Financing note to the consolidated financial statements.

(2) Includes the effect of interest rate swaps.

Foreign Currency-Denominated Debt as a Percent of Total Debt⁽¹⁾

Dollars in millions	Years ended December 31, 2022		2021	2020
Total debt obligations	\$	35,903.5	\$ 35,622.7	\$ 37,440.4
Fair value adjustments		91.5	(4.8)	(35.8)
Deferred debt costs		147.4	144.5	156.2
Debt obligations before fair value adjustments and deferred debt costs	\$	36,142.4	\$ 35,762.4	\$ 37,560.8
Foreign currency-denominated debt	\$	13,010.4	\$ 12,778.7	\$ 13,676.3
Foreign currency-denominated debt as a percent of total debt		36 %	36 %	36 %

(1) Based on debt obligations before the effects of fair value hedging adjustments and deferred debt costs. These effects are excluded as they have no impact on the obligation at maturity. See Debt Financing note to the consolidated financial statements.

Total Debt as a Percent of Total Capitalization⁽¹⁾⁽²⁾

Dollars in millions	Years ended December 31, 2022		2021	2020
Total debt obligations	\$	35,903.5	\$ 35,622.7	\$ 37,440.4
Fair value adjustments		91.5	(4.8)	(35.8)
Deferred debt costs		147.4	144.5	156.2
Debt obligations before fair value adjustments and deferred debt costs	\$	36,142.4	\$ 35,762.4	\$ 37,560.8
Total capitalization	\$	30,139.0	\$ 31,161.4	\$ 29,735.9
Total debt as a percent of total capitalization		120 %	115 %	126 %

(1) Based on debt obligations before the effects of fair value hedging adjustments and deferred debt costs. These effects are excluded as they have no impact on the obligation at maturity. See Debt Financing note to the consolidated financial statements.

(2) Total capitalization represents debt obligations before fair value adjustments and deferred debt costs, and total shareholders' equity.

Cash Provided by Operations as a Percent of Total Debt⁽¹⁾

Dollars in millions	Years ended December 31, 2022		2021	2020
Total debt obligations	\$	35,903.5	\$ 35,622.7	\$ 37,440.4
Fair value adjustments		91.5	(4.8)	(35.8)
Deferred debt costs		147.4	144.5	156.2
Debt obligations before fair value adjustments and deferred debt costs	\$	36,142.4	\$ 35,762.4	\$ 37,560.8
Cash provided by operations	\$	7,386.7	\$ 9,141.5	\$ 6,265.2
Cash provided by operations as a percent of total debt		20 %	26 %	17 %

(1) Based on debt obligations before the effects of fair value hedging adjustments and deferred debt costs. These effects are excluded as they have no impact on the obligation at maturity. See Debt Financing note to the consolidated financial statements.

Free Cash Flow and Free Cash Flow Conversion Rate

<i>Dollars in millions</i>	<i>Years ended December 31, 2022</i>		<i>2021</i>	<i>2020</i>
Cash provided by operations	\$	7,386.7	\$ 9,141.5	\$ 6,265.2
Less: Capital expenditures		1,899.2	2,040.0	1,640.8
Free cash flow	\$	5,487.5	\$ 7,101.5	\$ 4,624.4
Divided by: Net income		6,177.4	7,545.2	4,730.5
Free cash flow conversion rate		88.8 %	94.1 %	97.8 %

After-tax Return on Invested Capital (dollars in millions)

<i>Numerator</i>	<i>Years ended December 31, 2022</i>		<i>2021</i>	<i>2020</i>
Operating income	\$	9,371.0	\$ 10,356.0	\$ 7,324.0
Add: Nonoperating income (expense) ⁽¹⁾		198.6	(42.3)	34.8
Earnings before interest and income tax	\$	9,569.6	\$ 10,313.7	\$ 7,358.8
Add: Impairment and other charges (gains), net		1,009.8	(285.4)	(267.5)
Add: Operating lease interest ⁽²⁾		453.2	509.5	511.1
Less: Income taxes ⁽³⁾		2,217.5	2,221.4	1,748.6
Net Operating income after tax	\$	8,815.1	\$ 8,316.4	\$ 5,853.8

<i>Denominator</i>	<i>Years ended December 31, 2022</i>		<i>2021</i>	<i>2020</i>
<i>Add: Average Stockholders' equity</i> ⁽⁴⁾	\$	(6,232.6)	\$ (5,829.9)	\$ (8,763.4)
<i>Add: Average Current and Long-term debt</i> ⁽⁴⁾		34,833.8	35,474.1	38,046.9
<i>Add: Average Current and Long-term lease liability</i> ⁽⁴⁾		12,947.5	13,770.8	13,449.0
<i>Less: Cash and equivalents</i>		(2,583.8)	(4,709.2)	(3,449.1)
Average invested capital	\$	38,964.9	\$ 38,705.9	\$ 39,283.4
Return on Invested Capital		22.6 %	21.5 %	14.9 %

(1) The nonoperating income (expense) amount presented in 2022 excludes \$537.2 million of expense related to the settlement of a tax audit in France.

(2) The Operating lease interest is calculated using the Short-term and Long-term Lease liability amount multiplied by 3.5%, 3.7% and 3.8% for the years ended December 31, 2022, 2021 and 2020, respectively. The rates represent the Company's weighted average discount rate used for leases that represents an estimate of the interest rate the Company would incur to borrow on a collateralized basis over the term of the lease within a particular currency environment.

(3) Calculated using the effective income tax rate for each year presented. The 2022 and 2021 amounts are calculated using the non-GAAP tax rates of 20.1% and 21.1% respectively.

(4) The amounts for each year presented are calculated as the simple average of each of the previous four quarters.

Reconciliation of Returns on Incremental Invested Capital

ROIIC is a measure that evaluates the overall profitability of our markets and the effectiveness of capital deployed over one-year and three-year time periods. This measure is calculated using operating income and constant foreign exchange rates to exclude the impact of foreign currency translation. The numerator is the Company's incremental operating income plus depreciation and amortization from the base period.

The denominator is the weighted-average cash used for investing activities during the applicable one-or three-year period. The weighted-average cash used for investing activities is based on a weighting applied on a quarterly basis. These weightings are used to reflect the estimated contribution of each quarter's investing activities to incremental operating income. For example, fourth quarter 2022 investing activities are weighted less because the assets purchased have only recently been deployed and would have generated little incremental operating income (12.5% of fourth quarter 2022 investing activities are included in the one-year and three-year calculations). In contrast, fourth quarter 2021 is heavily weighted because the assets purchased were deployed more than 12 months ago, and therefore have a full-year impact on 2022 operating income, with little or no impact to the base period (87.5% and 100.0% of fourth quarter 2021 investing activities are included in the one-year and three-year calculations, respectively). Cash used for investing activities can vary significantly by quarter, resulting in a weighted-average that may be higher or lower than the simple average of the periods presented. Management believes that weighting cash used for investing activities provides a more accurate reflection of the relationship between its investments and returns than a simple average.

The reconciliations to the most comparable measurements, in accordance with accounting principles generally accepted in the U.S., for the numerator and denominator of the one-year and three-year ROIIC are as follows:

One-year ROIIC calculation (dollars in millions):

Years ended December 31,	2022	2021	Increase/ (decrease)
NUMERATOR:			
Operating income	\$ 9,371.0	\$ 10,356.0	\$ (985.0)
Depreciation and amortization	1,870.6	1,868.1	2.5
Currency translation ⁽¹⁾			716.1
Change in operating income plus depreciation and amortization (at constant foreign exchange rates)			\$ (266.4)
DENOMINATOR:			
Weighted-average cash used for investing activities ⁽²⁾		\$ 2,502.1	
Currency translation ⁽¹⁾		29.4	
Weighted-average cash used for investing activities (at constant foreign exchange rates)		\$ 2,531.5	
One-year ROIIC⁽³⁾			(10.5)%

Three-year ROIIC calculation (dollars in millions):

Years ended December 31,	2022	2019	Increase/ (decrease)
NUMERATOR:			
Operating income	\$ 9,371.0	\$ 9,069.8	\$ 301.2
Depreciation and amortization	1,870.6	1,617.9	252.7
Currency translation ⁽¹⁾			428.0
Change in operating income plus depreciation and amortization (at constant foreign exchange rates)			\$ 981.9
DENOMINATOR:			
Weighted-average cash used for investing activities ⁽²⁾		\$ 6,315.6	
Currency translation ⁽¹⁾		31.3	
Weighted-average cash used for investing activities (at constant foreign exchange rates)		\$ 6,346.9	
Three-year ROIIC⁽³⁾			15.5 %

(1) Represents the effect of foreign currency translation by translating results at an average exchange rate for the periods measured.

(2) Represents one-year and three-year, respectively, weighted-average cash used for investing activities, determined by applying the weightings below to the cash used for investing activities for each quarter in the two-year and four-year periods ended December 31, 2022.

	Years ended December 31,	
	2022	2021
Cash used for investing activities	\$ 2,678.1	\$ 2,165.7
AS A PERCENT		
Quarters ended:		
March 31	87.5 %	12.5 %
June 30	62.5	37.5
September 30	37.5	62.5
December 31	12.5	87.5

	Years ended December 31,			
	2022	2021	2020	2019
Cash used for investing activities	\$ 2,678.1	\$ 2,165.7	\$ 1,545.8	\$ 3,071.1
AS A PERCENT				
Quarters ended:				
March 31	87.5 %	100.0 %	100.0 %	12.5 %
June 30	62.5	100.0	100.0	37.5
September 30	37.5	100.0	100.0	62.5
December 31	12.5	100.0	100.0	87.5

(3) Investing cash flows and Operating income impacts from significant transactions (e.g., sale of Company's business in Russia, sale of Dynamic Yield and sale of stock in McDonald's Japan) affected the three-year ROIIC and one-year ROIIC by 16.1%, and 60.3%, respectively. Excluding these items, three-year ROIIC was 31.6%, and one-year ROIIC was 49.8%.