

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

FORM 10-Q



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

For the quarterly period ended September 30, 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: 1-1023

**S&P Global**

S&P Global Inc.

(Exact name of registrant as specified in its charter)

New York

13-1026995

(State or other jurisdiction of incorporation or organization)

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

55 Water Street, New York, New York

10041

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 212-438-1000

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

Class  
Common stock (par value \$1.00 per share)

Trading Symbol  
SPGI

Name of Exchange on which registered  
New York Stock Exchange

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

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

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

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

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

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

As of October 21, 2022 (latest practicable date), 325.8 million shares of the issuer's classes of common stock (par value \$1.00 per share) were outstanding excluding 7.2 million outstanding common shares held by the Markit Group Holdings Limited Employee Benefit Trust.

**S&P Global Inc.**

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## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and Board of Directors of S&P Global Inc.

### **Results of Review of Interim Financial Statements**

We have reviewed the accompanying consolidated balance sheet of S&P Global Inc. (and subsidiaries) (the Company) as of September 30, 2022, the related consolidated statements of income, comprehensive income, and equity for the three- and nine-month periods ended September 30, 2022 and 2021, the related consolidated statements of cash flows for the nine-month periods ended September 30, 2022 and 2021, and the related notes (collectively referred to as the “consolidated interim financial statements”). Based on our reviews, we are not aware of any material modifications that should be made to the consolidated interim financial statements for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of December 31, 2021, the related consolidated statements of income, comprehensive income, equity and cash flows for the year then ended, and the related notes and schedule (not presented herein); and in our report dated February 8, 2022, we expressed an unqualified audit opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2021, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

### **Basis for Review Results**

These financial statements are the responsibility of the Company's management. 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 SEC and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial statements consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

*/s/ ERNST & YOUNG LLP*

New York, New York

October 27, 2022

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

**S&P Global Inc.**

**Consolidated Statements of Income**  
(Unaudited)

(in millions, except per share amounts)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2022	2021	2022	2021
<b>Revenue</b>	\$ 2,861	\$ 2,087	\$ 8,244	\$ 6,209
<b>Expenses:</b>				
Operating-related expenses	994	543	2,754	1,598
Selling and general expenses	720	423	2,442	1,162
Depreciation	31	20	93	63
Amortization of intangibles	267	21	645	74
Total expenses	2,012	1,007	5,934	2,897
Loss (gain) on dispositions	2	(3)	(1,897)	(5)
Equity in income on unconsolidated subsidiaries	(6)	—	(21)	—
<b>Operating profit</b>	853	1,083	4,228	3,317
Other income, net	(37)	(22)	(86)	(51)
Interest expense, net	71	31	218	94
(Gain) loss on extinguishment of debt, net	(4)	—	15	—
<b>Income before taxes on income</b>	823	1,074	4,081	3,274
Provision for taxes on income	145	213	1,053	747
<b>Net income</b>	678	861	3,028	2,527
Less: net income attributable to noncontrolling interests	(70)	(64)	(213)	(178)
<b>Net income attributable to S&amp;P Global Inc.</b>	<u>\$ 608</u>	<u>\$ 797</u>	<u>\$ 2,815</u>	<u>\$ 2,349</u>
<b>Earnings per share attributable to S&amp;P Global Inc. common shareholders:</b>				
Net income:				
Basic	\$ 1.84	\$ 3.31	\$ 8.95	\$ 9.76
Diluted	\$ 1.84	\$ 3.30	\$ 8.91	\$ 9.72
<b>Weighted-average number of common shares outstanding:</b>				
Basic	329.6	240.9	314.5	240.8
Diluted	330.9	241.7	315.7	241.7
Actual shares outstanding at period end			325.8	241.0

See accompanying notes to the unaudited consolidated financial statements.

**S&P Global Inc.**

**Consolidated Statements of Comprehensive Income**  
(Unaudited)

(in millions)	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
Net income	\$ 678	\$ 861	\$ 3,028	\$ 2,527
Other comprehensive income:				
Foreign currency translation adjustments	(255)	(7)	(371)	6
Income tax effect	(15)	(6)	(42)	(4)
	(270)	(13)	(413)	2
Pension and other postretirement benefit plans	4	5	5	25
Income tax effect	(1)	(1)	(1)	(5)
	3	4	4	20
Unrealized gain (loss) on cash flow hedges	54	31	283	(183)
Income tax effect	(14)	(8)	(71)	48
	40	23	212	(135)
<b>Comprehensive income</b>	<b>451</b>	<b>875</b>	<b>2,831</b>	<b>2,414</b>
Less: comprehensive income attributable to nonredeemable noncontrolling interests	(6)	(6)	(18)	(17)
Less: comprehensive income attributable to redeemable noncontrolling interests	(64)	(58)	(195)	(161)
<b>Comprehensive income attributable to S&amp;P Global Inc.</b>	<b>\$ 381</b>	<b>\$ 811</b>	<b>\$ 2,618</b>	<b>\$ 2,236</b>

See accompanying notes to the unaudited consolidated financial statements.

**S&P Global Inc.**  
**Consolidated Balance Sheets**

(in millions)	September 30, 2022	December 31, 2021
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,387	\$ 6,497
Restricted cash	2	8
Accounts receivable, net of allowance for doubtful accounts: 2022 - \$44; 2021 - \$26	2,213	1,650
Prepaid and other current assets	576	334
Assets of a business held for sale	—	321
Total current assets	4,178	8,810
Property and equipment, net of accumulated depreciation: 2022 - \$867; 2021 - \$620	305	241
Right of use assets	455	426
Goodwill	34,499	3,506
Other intangible assets, net	19,524	1,285
Equity investment in unconsolidated subsidiaries	1,889	165
Other non-current assets	963	593
Total assets	\$ 61,813	\$ 15,026
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 371	\$ 205
Accrued compensation and contributions to retirement plans	531	607
Short-term debt	52	—
Income taxes currently payable	171	90
Unearned revenue	2,870	2,217
Other current liabilities	1,053	547
Liabilities of a business held for sale	—	149
Total current liabilities	5,048	3,815
Long-term debt	10,734	4,114
Lease liabilities — non-current	592	492
Pension and other postretirement benefits	259	262
Deferred tax liability — non-current	4,336	174
Other non-current liabilities	445	633
Total liabilities	21,414	9,490
Redeemable noncontrolling interest (Note 8)	3,159	3,429
Commitments and contingencies (Note 12)		
Equity:		
Common stock, \$1 par value: authorized - 600 million shares; issued: 2022 - 415 million shares; 2021 - 294 million shares	415	294
Additional paid-in capital	44,229	1,031
Retained income	17,735	15,017
Accumulated other comprehensive loss	(1,038)	(841)
Less: common stock in treasury	(24,174)	(13,469)
Total equity — controlling interests	37,167	2,032
Total equity — noncontrolling interests	73	75
Total equity	37,240	2,107
Total liabilities and equity	\$ 61,813	\$ 15,026

See accompanying notes to the unaudited consolidated financial statements.

**S&P Global Inc.**

**Consolidated Statements of Cash Flows**  
(Unaudited)

(in millions)	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>
<b>Operating Activities:</b>		
Net income	\$ 3,028	\$ 2,527
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	93	63
Amortization of intangibles	645	74
Provision for losses on accounts receivable	18	16
Deferred income taxes	(155)	1
Stock-based compensation	160	90
Gain on dispositions	(1,897)	(5)
Loss on extinguishment of debt, net	15	—
Other	249	32
Changes in operating assets and liabilities, net of effect of acquisitions and dispositions:		
Accounts receivable	291	122
Prepaid and other current assets	(66)	(66)
Accounts payable and accrued expenses	(382)	(85)
Unearned revenue	(188)	(159)
Other current liabilities	(85)	(35)
Net change in prepaid/accrued income taxes	(92)	67
Net change in other assets and liabilities	(144)	16
Cash provided by operating activities	<u>1,490</u>	<u>2,658</u>
<b>Investing Activities:</b>		
Capital expenditures	(61)	(33)
Acquisitions, net of cash acquired	242	(19)
Proceeds from dispositions	3,510	11
Changes in short-term investments	(2)	(1)
Cash provided by (used for) investing activities	<u>3,689</u>	<u>(42)</u>
<b>Financing Activities:</b>		
Payments on short-term debt, net	(219)	—
Proceeds from issuance of senior notes, net	5,395	—
Payments on senior notes	(3,684)	—
Dividends paid to shareholders	(749)	(557)
Proceeds from noncontrolling interest holders	410	—
Distributions to noncontrolling interest holders	(197)	(171)
Repurchase of treasury shares	(11,003)	—
Exercise of stock options	4	10
Employee withholding tax on share-based payments	(85)	(54)
Cash used for financing activities	<u>(10,128)</u>	<u>(772)</u>
Effect of exchange rate changes on cash	<u>(167)</u>	<u>(59)</u>
Net change in cash, cash equivalents, and restricted cash	(5,116)	1,785
Cash, cash equivalents, and restricted cash at beginning of period	<u>6,505</u>	<u>4,122</u>
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 1,389</u>	<u>\$ 5,907</u>

See accompanying notes to the unaudited consolidated financial statements.

**S&P Global Inc.**

**Consolidated Statements of Equity**

(Unaudited)

**Three Months Ended September 30, 2022**

(in millions)	Common Stock \$1 par	Additional Paid-in Capital	Retained Income	Accumulated Other Comprehensive Loss	Less: Treasury Stock	Total SPGI Equity	Noncontrolling Interests	Total Equity
Balance as of June 30, 2022	\$ 415	\$ 43,242	\$ 17,298	\$ (811)	\$ 20,711	\$ 39,433	\$ 73	\$ 39,506
Comprehensive income <sup>1</sup>			608	(227)		381	6	387
Dividends (Dividend declared per common share — \$0.85 per share)			(277)			(277)	(2)	(279)
Share repurchases		962			3,462	(2,500)		(2,500)
Employee stock plans		25			1	24		24
Change in redemption value of redeemable noncontrolling interest			106			106		106
Other			—			—	(4)	(4)
Balance as of September 30, 2022	<u>\$ 415</u>	<u>\$ 44,229</u>	<u>\$ 17,735</u>	<u>\$ (1,038)</u>	<u>\$ 24,174</u>	<u>\$ 37,167</u>	<u>\$ 73</u>	<u>\$ 37,240</u>

**Three Months Ended September 30, 2021**

(in millions)	Common Stock \$1 par	Additional Paid-in Capital	Retained Income	Accumulated Other Comprehensive Loss	Less: Treasury Stock	Total SPGI Equity	Noncontrolling Interests	Total Equity
Balance as of June 30, 2021	\$ 294	\$ 963	\$ 14,237	\$ (764)	\$ 13,465	\$ 1,265	\$ 66	\$ 1,331
Comprehensive income <sup>1</sup>			797	14		811	6	817
Dividends (Dividend declared per common share — \$0.77 per share)			(186)			(186)	(3)	(189)
Employee stock plans		38			7	31	—	31
Change in redemption value of redeemable noncontrolling interest			(76)			(76)		(76)
Other						—	1	1
Balance as of September 30, 2021	<u>\$ 294</u>	<u>\$ 1,001</u>	<u>\$ 14,772</u>	<u>\$ (750)</u>	<u>\$ 13,472</u>	<u>\$ 1,845</u>	<u>\$ 70</u>	<u>\$ 1,915</u>



**Nine Months Ended September 30, 2022**

(in millions)	<b>Common Stock \$1 par</b>	<b>Additional Paid-in Capital</b>	<b>Retained Income</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Less: Treasury Stock</b>	<b>Total SPGI Equity</b>	<b>Noncontrolling Interests</b>	<b>Total Equity</b>
Balance as of December 31, 2021	\$ 294	\$ 1,031	\$ 15,017	\$ (841)	\$ 13,469	\$ 2,032	\$ 75	\$ 2,107
Comprehensive income <sup>1</sup>			2,815	(197)		2,618	18	2,636
Dividends (Dividend declared per common share — \$2.47 per share)			(749)			(749)	(12)	(761)
Acquisition of IHS Markit	121	43,415				43,536		43,536
Share repurchases		(313)			10,690	(11,003)		(11,003)
Employee stock plans		96			15	81		81
Change in redemption value of redeemable noncontrolling interest			653			653		653
Other			(1)			(1)	(8)	(9)
Balance as of September 30, 2022	<u>\$ 415</u>	<u>\$ 44,229</u>	<u>\$ 17,735</u>	<u>\$ (1,038)</u>	<u>\$ 24,174</u>	<u>\$ 37,167</u>	<u>\$ 73</u>	<u>\$ 37,240</u>

**Nine Months Ended September 30, 2021**

(in millions)	<b>Common Stock \$1 par</b>	<b>Additional Paid-in Capital</b>	<b>Retained Income</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Less: Treasury Stock</b>	<b>Total SPGI Equity</b>	<b>Noncontrolling Interests</b>	<b>Total Equity</b>
Balance as of December 31, 2020	\$ 294	\$ 946	\$ 13,367	\$ (637)	\$ 13,461	\$ 509	\$ 62	\$ 571
Comprehensive income <sup>1</sup>			2,349	(113)		2,236	17	2,253
Dividends (Dividend declared per common share — \$2.31 per share)			(557)			(557)	(10)	(567)
Employee stock plans		55			11	44		44
Change in redemption value of redeemable noncontrolling interest			(387)			(387)		(387)
Other						—	1	1
Balance as of September 30, 2021	<u>\$ 294</u>	<u>\$ 1,001</u>	<u>\$ 14,772</u>	<u>\$ (750)</u>	<u>\$ 13,472</u>	<u>\$ 1,845</u>	<u>\$ 70</u>	<u>\$ 1,915</u>

<sup>1</sup>Excludes comprehensive income of \$64 million and \$58 million for the three months ended September 30, 2022 and 2021, respectively, and \$195 million and \$161 million for the nine months ended September 30, 2022 and 2021, respectively, attributable to our redeemable noncontrolling interest.

See accompanying notes to the unaudited consolidated financial statements.

## **S&P Global Inc.**

### **Notes to the Consolidated Financial Statements** (Unaudited)

#### **1. Nature of Operations and Basis of Presentation**

S&P Global Inc. (together with its consolidated subsidiaries, “S&P Global,” the “Company,” “we,” “us” or “our”) is a provider of credit ratings, benchmarks, analytics and workflow solutions in the global capital, commodity, automotive and engineering markets.

Our operations consist of six reportable segments: S&P Global Market Intelligence (“Market Intelligence”), S&P Global Ratings (“Ratings”), S&P Global Commodity Insights (“Commodity Insights”), S&P Global Mobility (“Mobility”), S&P Dow Jones Indices (“Indices”) and S&P Global Engineering Solutions (“Engineering Solutions”).

- Market Intelligence is a global provider of multi-asset-class data and analytics integrated with purpose-built workflow solutions.
- Ratings is an independent provider of credit ratings, research, and analytics, offering investors and other market participants information, ratings and benchmarks.
- Commodity Insights is a leading independent provider of information and benchmark prices for the commodity and energy markets.
- Mobility is a leading provider of solutions serving the full automotive value chain including vehicle manufacturers (OEMs), automotive suppliers, mobility service providers, retailers, consumers, and finance and insurance companies.
- Indices is a global index provider that maintains a wide variety of valuation and index benchmarks for investment advisors, wealth managers and institutional investors.
- Engineering Solutions is a leading provider of engineering standards and related technical knowledge.

On February 28, 2022, we completed the merger with IHS Markit Ltd. (“IHS Markit”) by acquiring 100% of the IHS Markit common stock that was issued and outstanding as of the date of acquisition, and as a result, IHS Markit and its subsidiaries became wholly owned consolidated subsidiaries of S&P Global, and the consolidated financial statements as of and during the three and nine months ended September 30, 2022 include the financial results of IHS Markit from the date of acquisition. The merger with IHS Markit, a world leader in critical information, analytics, and solutions for the major industries and markets that drive economies, brings together two world-class organizations with leading brands and capabilities across information services that will be uniquely positioned to serve, facilitate and power the markets of the future.

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements. Therefore, the financial statements included herein should be read in conjunction with the financial statements and notes included in our Form 10-K for the year ended December 31, 2021 (our “Form 10-K”). Certain prior-year amounts have been reclassified to conform with current presentation.

In the opinion of management, all normal recurring adjustments considered necessary for a fair statement of the results of the interim periods have been included. The operating results for the three and nine months ended September 30, 2022 are not necessarily indicative of the results that may be expected for the full year.

On an ongoing basis, we evaluate our estimates and assumptions, including those related to revenue recognition, allowance for doubtful accounts, valuation of long-lived assets, goodwill and other intangible assets, pension plans, incentive compensation and stock-based compensation, income taxes, contingencies and redeemable noncontrolling interests. Since the date of our Form 10-K, there have been no material changes to our critical accounting policies and estimates.

#### **Restricted Cash**

Restricted cash included in our consolidated balance sheets was \$2 million and \$8 million as of September 30, 2022 and December 31, 2021, respectively.

### Contract Assets

Contract assets include unbilled amounts from when the Company transfers service to a customer before a customer pays consideration or before payment is due. As of September 30, 2022 and December 31, 2021, contract assets were \$74 million and \$9 million, respectively, and are included in accounts receivable in our consolidated balance sheets.

### Unearned Revenue

We record unearned revenue when cash payments are received in advance of our performance. The increase in the unearned revenue balance at September 30, 2022 compared to December 31, 2021 is primarily driven by cash payments received in advance of satisfying our performance obligations, partially offset by \$1.5 billion of revenues recognized that were included in the unearned revenue balance at the beginning of the period.

### Remaining Performance Obligations

Remaining performance obligations represent the transaction price of contracts for work that has not yet been performed. As of September 30, 2022, the aggregate amount of the transaction price allocated to remaining performance obligations was \$4.1 billion. We expect to recognize revenue on approximately half and three-quarters of the remaining performance obligations over the next 12 and 24 months, respectively, with the remainder recognized thereafter.

We do not disclose the value of unfulfilled performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts where revenue is a usage-based royalty promised in exchange for a license of intellectual property.

### Costs to Obtain a Contract

We recognize an asset for the incremental costs of obtaining a contract with a customer if we expect the benefit of those costs to be longer than one year. We have determined that the costs associated with certain sales commission programs are incremental to the costs to obtain contracts with customers and therefore meet the criteria to be capitalized. Total capitalized costs to obtain a contract were \$148 million and \$137 million as of September 30, 2022 and December 31, 2021, respectively, and are included in prepaid and other current assets and other non-current assets on our consolidated balance sheets. The capitalized asset will be amortized over a period consistent with the transfer to the customer of the goods or services to which the asset relates, calculated based on the customer term and the average life of the products and services underlying the contracts which has been determined to be approximately 5 years. The expense is recorded within selling and general expenses.

We expense sales commissions when incurred if the amortization period is one year or less. These costs are recorded within selling and general expenses.

### Equity in Income on Unconsolidated Subsidiaries

The Company holds an investment in a 50/50 joint venture arrangement with shared control with CME Group that combined each of the company's post-trade services into a new joint venture, OSTTRA. The joint venture provides trade processing and risk mitigation operations and incorporates CME's optimization businesses (Traiana, TriOptima, and Reset) and the Company's MarkitSERV business. The combination is intended to increase operating efficiencies of both the company's business to more effectively service clients with enhanced platforms and services for OTC markets across interest rate, FX, equity, and credit asset classes.

### Other Income, net

The components of other income, net for the periods ended September 30 are as follows:

(in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
Other components of net periodic benefit cost	\$ (7)	\$ (11)	\$ (18)	\$ (34)
Net gain from investments	(30)	(11)	(68)	(17)
Other income, net	<u>\$ (37)</u>	<u>\$ (22)</u>	<u>\$ (86)</u>	<u>\$ (51)</u>

## 2. Acquisitions and Divestitures

### Acquisitions

#### 2022

##### Merger with IHS Markit

On February 28, 2022, we completed the merger with IHS Markit by acquiring 100% of the IHS Markit common stock that was issued and outstanding as of the date of acquisition, and as a result, IHS Markit and its subsidiaries became wholly owned consolidated subsidiaries of S&P Global.

Upon completion of the merger with IHS Markit, IHS Markit stockholders received 113.8 million shares of S&P Global's common stock, at an exchange ratio of 0.2838 S&P Global shares for each share of IHS Markit common stock, with cash paid in lieu of fractional shares. The Company also issued approximately 0.9 million replacement equity award shares for IHS Markit equity awards that were assumed pursuant to the merger agreement.

The preliminary estimated fair value of the consideration transferred for IHS Markit was approximately \$43.5 billion as of the merger date, which consisted of the following:

(in millions, except for share and per share data)	February 28, 2022
Number of shares IHS Markit issued and outstanding*	400,988,207
Exchange ratio	0.2838
Number of S&P Global common stock transferred to IHS Markit stockholders	113,800,453
Closing price per share of S&P Global common stock**	\$ 380.89
Fair value of S&P Global common stock transferred IHS Markit stockholders	\$ 43,345
Fair value of S&P Global replacement equity awards attributable to pre-combination service	\$ 191
Total equity consideration	<u>\$ 43,536</u>

\*Excludes 25,219,470 IHS Markit shares held by the Markit Group Holdings Limited Employee Benefit Trust ("EBT"). The shares held by the EBT were converted in the merger into S&P Global shares at the exchange ratio of 0.2838 and will continue to be held by the trustee in the EBT.

\*\*Based on S&P Global's closing stock price on February 25, 2022.

##### *Preliminary Allocation of Purchase Price*

The merger with IHS Markit was accounted for as a business combination using the acquisition method of accounting in accordance with ASC 805, Business Combinations ("ASC 805"). The purchase price was allocated to the assets acquired and liabilities assumed based on the estimated fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired was allocated to goodwill, of which \$699 million is expected to be deductible for tax purposes. Goodwill is primarily attributed to synergies from future expected economic benefits, including enhanced revenue growth from expanded capabilities and geographic presence as well as substantial cost savings from duplicative overhead, streamlined operations and enhanced operational efficiency. Goodwill associated with the merger has not yet been assigned to the Company's reportable segments. The September 30, 2022 consolidated balance sheet includes the assets and liabilities of IHS Markit, which have been measured at fair value as of the acquisition date. The preliminary allocation of purchase price recorded for IHS Markit was as follows:

(in millions)	February 28, 2022
<b>Assets acquired</b>	
Cash and cash equivalents	\$ 310
Accounts receivable, net	968
Prepaid and other current assets	238
Assets of a business held for sale	1,519
Property and equipment	117
Right of use assets	240
Goodwill	31,165
Other intangible assets	18,935
Equity investment in unconsolidated subsidiaries	1,644
Other non-current assets	86
<b>Total assets acquired</b>	<b>\$ 55,222</b>
<b>Liabilities assumed</b>	
Account payable	\$ 174
Accrued compensation	90
Short-term debt	968
Unearned revenue	1,053
Other current liabilities	578
Liabilities of a business held for sale	72
Long-term debt	4,191
Lease liabilities - non-current	231
Deferred tax liability - non-current	4,273
Other non-current liabilities	56
<b>Total liabilities assumed</b>	<b>\$ 11,686</b>
<b>Total consideration transferred</b>	<b>\$ 43,536</b>

The above fair values of assets acquired and liabilities assumed are preliminary and are based on the information that was available as of the reporting date. The fair values of the assets acquired and liabilities assumed, including the identifiable assets acquired, have been preliminarily determined using the income and cost approaches, and are partially based on inputs that are unobservable. For intangible assets, these inputs include forecasted future cash flows, revenue growth rates, customer attrition rates and discount rates that require judgement and are subject to change. Differences between the preliminary estimates and final accounting will occur, and those differences could be material.

The Company believes that the information provides a reasonable basis for estimating the fair values of the acquired assets and assumed liabilities, but the potential for additional measurement period adjustments exists based on the Company's continuing review of matters related to the acquisition. The primary areas that remain preliminary relate to the fair values of intangible assets acquired, deferred taxes and residual goodwill. The Company expects to complete the purchase price allocation as soon as practicable, but no later than one year from the acquisition date.

#### *Acquired Identifiable Intangible Assets*

The following table sets forth preliminary estimated fair values of the components of the identifiable intangible assets acquired and their estimated useful lives:

(in millions)	Fair Value	Weighted Average Useful Lives
Customer relationships	\$ 13,904	25 years
Trade names and trademarks	1,450	14 years
Developed technology	1,033	10 years
Databases	2,548	12 years
Total Identified Intangible Assets	<u>\$ 18,935</u>	21 years

#### *Expected Amortization Expense*

Expected amortization expense for the Company's intangible assets over the next five years for the years ended December 31 is as follows:

(in millions)	2022	2023	2024	2025	2026
Amortization expense	\$ 920	\$ 1,085	\$ 1,080	\$ 1,064	\$ 1,034

#### *Acquisition-Related Expenses*

The Company incurred acquisition-related costs of \$144 million and \$523 million related to the IHS Markit merger for the three and nine months ended September 30, 2022, respectively, and \$54 million and \$153 million for the three and nine months ended September 30, 2021, respectively. These costs were included in selling and general expenses within the Company's consolidated statements of income for the three and nine months ended September 30, 2022, and September 30, 2021, respectively.

#### *Pro forma information*

Since the acquisition date, the results of operations for IHS Markit of \$1.114 billion of revenue and \$207 million of operating profit for the three months ended September 30, 2022, and \$2.662 billion of revenue and \$457 million of operating profit for the nine months ended September 30, 2022, respectively, have been included within the accompanying consolidated statements of income.

The following unaudited supplemental pro forma combined financial information presents the Company's results of operations for the three and nine months ended September 30, 2022 and 2021 as if the acquisition of IHS Markit had occurred on January 1, 2021. The pro forma financial information is presented for comparative purposes only and is not necessarily indicative of the Company's operating results that may have actually occurred had the acquisition of IHS Markit been completed on January 1, 2021. The pro forma results do not include anticipated synergies or other expected benefits of the acquisition.

(in millions)	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
Revenue	\$ 2,862	\$ 3,109	\$ 8,905	\$ 9,244
Net income	\$ 609	\$ 811	\$ 3,100	\$ 2,350

The unaudited pro forma financial information reflects pro forma adjustments to present the combined pro forma results of operations as if the acquisition had occurred on January 1, 2021 to give effect to certain events the Company believes to be directly attributable to the acquisition.

#### 2021

During the three and nine months ended September 30, 2021, we did not complete any material acquisitions.

#### Divestitures

#### 2022

As a condition of securing regulatory approval for the merger, S&P Global and IHS Markit agreed to divest of certain of their businesses. S&P Global's divestitures include CUSIP Global Services, its Leveraged Commentary and Data ("LCD") business and a related family of leveraged loan indices while IHS Markit's divestitures include Oil Price Information Services ("OPIS"); Coal, Metals and Mining; and PetroChem Wire businesses and its Base Chemicals business.

In June of 2022, we completed the previously announced sale of LCD along with a related family of leveraged loan indices, within our Market Intelligence and Indices segments, respectively, to Morningstar for a purchase price of \$600 million in cash, subject to customary adjustments, and a contingent payment of up to \$50 million which is payable six months following the closing upon the achievement of certain conditions related to the transition of LCD customer relationships. During the three and nine months ended September 30, 2022, we recorded a pre-tax loss of \$15 million (\$11 million after tax) and pre-tax gain of \$505 million (\$378 million after tax) for the sale of LCD. During the three and nine months ended September 30, 2022, we recorded a pre-tax gain of \$14 million (\$12 million after tax) and \$52 million (\$43 million after-tax) for the sale of a family of leveraged loan indices in Loss (gain) on dispositions in the consolidated statements of income.

In June of 2022, we completed the previously announced sale of the Base Chemicals business to News Corp for \$295 million in cash. We did not recognize a gain on the sale of the Base Chemicals business.

In March of 2022, we completed the previously announced sale of CUSIP Global Services ("CGS"), a business within our Market Intelligence segment, to FactSet Research Systems Inc. for a purchase price of \$1.925 billion in cash, subject to customary adjustments. During the three and nine months ended September 30, 2022, we recorded a pre-tax loss of \$2 million (\$2 million after-tax) and a pre-tax gain of \$1.341 billion (\$1.005 billion after tax) in Loss (gain) on dispositions in the consolidated statements of income related to the sale of CGS.

In February of 2022, we completed the previously announced sale of OPIS to News Corp for \$1.150 billion in cash. We did not recognize a gain on the sale of OPIS.

## 2021

During the three and nine months ended September 30, 2021, we recorded a pre-tax gain of \$3 million (\$2 million after-tax) in Loss (gain) on dispositions in the consolidated statements of income related to the sale of an office facility in India in September of 2021.

During the nine months ended September 30, 2021, we recorded a pre-tax gain of \$2 million (\$2 million after-tax) in Loss (gain) on dispositions in the consolidated statements of income related to the sale of Standard & Poor's Investment Advisory Services LLC ("SPIAS"), a business within our Market Intelligence segment, in July of 2019.

## Assets and Liabilities Held for Sale

The components of assets and liabilities held for sale in the consolidated balance sheet consist of the following:

(in millions)	September 30, 2022	December 31, 2021 <sup>1</sup>
Accounts Receivable, net	\$ —	\$ 59
Goodwill	—	255
Other assets	—	7
Assets of businesses held for sale	\$ —	\$ 321
Accounts payable and accrued expenses	\$ —	\$ 11
Unearned revenue	—	138
Liabilities of businesses held for sale	\$ —	\$ 149

<sup>1</sup> Assets and liabilities held for sale as of December 31, 2021 relate to CGS and LCD.

The operating profit of our businesses that were disposed of for the periods ended September 30 is as follows:

(in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
Operating profit <sup>2</sup>	\$ (1)	\$ 44	\$ 56	\$ 127

<sup>2</sup> The operating profit presented includes the revenue and recurring direct expenses associated with businesses disposed of or held for sale. The three months ended September 30, 2022 excludes a pre-tax loss of \$15 million and a pre-tax gain of \$14 million related to the sale LCD and a related family of leveraged loan indices, respectively. The nine months ended September 30, 2022 excludes pre-tax gains related to the sale LCD and a related family of leveraged loan indices of \$505 million and \$52 million, respectively. The three and nine months ended September 30, 2022 also excludes a pre-tax loss of \$2 million and a pre-tax gain of \$1.3 billion related to the sale of CGS. The nine months ended September 30, 2021 excludes a pre-tax gain related to the sale of SPIAS of \$2 million.

### 3. Income Taxes

The effective income tax rate was 17.6% and 25.8% for the three and nine months ended September 30, 2022, respectively, and 19.9% and 22.8% for the three and nine months ended September 30, 2021, respectively. The decrease in the three months ended September 30, 2022 was primarily due to mix of income by jurisdiction. The increase in nine months ended September 30, 2022 was primarily due to the tax charge on merger related divestitures and deal related non-deductible costs.

At the end of each interim period, we estimate the annual effective tax rate and apply that rate to our ordinary quarterly earnings. The tax expense or benefit related to significant unusual or infrequently occurring items that will be separately reported or reported net of their related tax effect, and are individually computed, is recognized in the interim period in which those items occur. In addition, the effect of changes in enacted tax laws or rates or tax status is recognized in the interim period in which the change occurs.

The Company is continuously subject to tax examinations in various jurisdictions. As of September 30, 2022 and December 31, 2021, the total amount of federal, state and local, and foreign unrecognized tax benefits was \$206 million and \$147 million, respectively, exclusive of interest and penalties. We recognize accrued interest and penalties related to unrecognized tax benefits in interest expense and operating-related expense, respectively. As of September 30, 2022 and December 31, 2021, we had \$35 million and \$24 million, respectively, of accrued interest and penalties associated with unrecognized tax benefits. Based on the current status of income tax audits, we believe that the total amount of unrecognized tax benefits may decrease by approximately \$19 million in the next twelve months as a result of the resolution of local tax examinations.



#### 4. Debt

A summary of short-term and long-term debt outstanding is as follows:

(in millions)	September 30, 2022	December 31, 2021
5.0% Senior Notes, due 2022 <sup>1</sup>	\$ 14	\$ —
4.125% Senior Notes, due 2023 <sup>2</sup>	38	—
3.625% Senior Notes, due 2024 <sup>3</sup>	48	—
4.75% Senior Notes, due 2025 <sup>4</sup>	5	—
4.0% Senior Notes, due 2025 <sup>5</sup>	—	696
4.0% Senior Notes, due 2026 <sup>6</sup>	3	—
2.95% Senior Notes, due 2027 <sup>7</sup>	496	496
2.45% Senior Notes, due 2027 <sup>8</sup>	1,236	—
4.75% Senior Notes, due 2028 <sup>9</sup>	827	—
4.25% Senior Notes, due 2029 <sup>10</sup>	1,032	—
2.5% Senior Notes, due 2029 <sup>11</sup>	497	496
2.7% Sustainability-Linked Senior Notes, due 2029 <sup>12</sup>	1,232	—
1.25% Senior Notes, due 2030 <sup>13</sup>	594	593
2.90% Senior Notes, due 2032 <sup>14</sup>	1,471	—
6.55% Senior Notes, due 2037 <sup>15</sup>	290	290
4.5% Senior Notes, due 2048 <sup>16</sup>	272	273
3.25% Senior Notes, due 2049 <sup>17</sup>	589	589
3.70% Senior Notes, due 2052 <sup>18</sup>	974	—
2.3% Senior Notes, due 2060 <sup>19</sup>	682	681
3.9% Senior Notes, due 2062 <sup>20</sup>	486	—
Total debt	10,786	4,114
Less: short-term debt including current maturities	52	—
Long-term debt	<u>\$ 10,734</u>	<u>\$ 4,114</u>

<sup>1</sup> Interest payments are due semiannually on May 1 and November 1.

<sup>2</sup> Interest payments are due semiannually on February 1 and August 1.

<sup>3</sup> Interest payments are due semiannually on May 1 and November 1.

<sup>4</sup> Interest payments are due semiannually on February 15 and August 15.

<sup>5</sup> We made a \$287 million payment on the early retirement of our 4.0% senior notes in the second quarter of 2022.

<sup>6</sup> Interest payments are due semiannually on March 1 and September 1.

<sup>7</sup> Interest payments are due semiannually on January 22 and July 22, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$4 million.

<sup>8</sup> Interest payments are due semiannually on March 1 and September 1, beginning on September 1, 2022, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$14 million.

<sup>9</sup> Interest payments are due semiannually on February 1 and August 1.

<sup>10</sup> Interest payments are due semiannually on May 1 and November 1.

<sup>11</sup> Interest payments are due semiannually on June 1 and December 1, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$3 million.

<sup>12</sup> Interest payments are due semiannually on March 1 and September 1, beginning on September 1, 2022, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$18 million.

<sup>13</sup> Interest payments are due semiannually on February 15 and August 15, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$6 million.

<sup>14</sup> Interest payments are due semiannually on March 1 and September 1, beginning on September 1, 2022, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$29 million.

<sup>15</sup> Interest payments are due semiannually on May 15 and November 15, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$3 million.

<sup>16</sup> Interest payments are due semiannually on May 15 and November 15, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$11 million.

<sup>17</sup> Interest payments are due semiannually on June 1 and December 1, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$10 million.

<sup>18</sup> Interest payments are due semiannually on March 1 and September 1, beginning on September 1, 2022, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$26 million.

<sup>19</sup> Interest payments are due semiannually on February 15 and August 15, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$18 million.

<sup>20</sup> Interest payments are due semiannually on March 1 and September 1, beginning on September 1, 2022, and as of September 30, 2022, the unamortized debt discount and issuance costs total \$14 million.

The fair value of our total debt borrowings was \$9.2 billion and \$4.4 billion as of September 30, 2022 and December 31, 2021, respectively, and was estimated based on quoted market prices.

On February 28, 2022, we completed the merger with IHS Markit in an all-stock transaction. In the transaction, we assumed IHS Markit's publicly traded debt, with an outstanding principal balance of \$4.6 billion, which was recorded at fair value of \$4.9 billion on the acquisition date. Debt assumed consisted of the following:

- 5.00% Senior Notes due November 1, 2022 with an outstanding principal balance of \$748 million.
- 4.125% Senior Notes due August 1, 2023 with an outstanding principal balance of \$500 million.
- 3.625% Senior Notes due May 1, 2024 with an outstanding principal balance of \$400 million.
- 4.75% Senior Notes due February 15, 2025 with an outstanding principal balance of \$800 million.
- 4.00% Senior Notes due March 1, 2026 with an outstanding principal balance of \$500 million.
- 4.75% Senior Notes due August 1, 2028 with an outstanding principal balance of \$750 million.
- 4.25% Senior Notes due May 1, 2029 with an outstanding principal balance of \$950 million.

The adjustment to fair value of the Senior Notes of approximately \$292 million on the acquisition date will be amortized as an adjustment to interest expense over the remaining contractual terms of the Senior Notes.

On March 2, 2022, we completed the offer (the "Exchange Offer") to exchange outstanding notes issued by IHS Markit for new notes issued by us and fully and unconditionally guaranteed by Standard & Poor's Financial Services LLC with the same interest rate, interest payment dates, maturity date and redemption terms as each corresponding series of exchange IHS Markit notes and cash. Of the approximately \$4.6 billion in aggregate principal amount of IHS Markit's Senior Notes offered in the exchange, 96% percent, or approximately \$4.5 billion, were tendered and accepted. The portion not exchanged, approximately \$175 million, remains outstanding across seven series of Senior Notes issued by IHS Markit. The Exchange Offer was treated as a debt modification for accounting purposes resulting in a portion of the unamortized fair value adjustment of the IHS Markit Senior Notes allocated to the new debt issued by S&P Global on the settlement date of the exchange. See Note 2 — *Acquisitions and Divestitures* for additional information on the merger.

On March 4, 2022, we issued \$1,250 million of 2.45% Senior Notes due 2027, \$1,250 million of 2.7% Sustainability-Linked Senior Notes due 2029, \$1,500 million of 2.9% Senior Notes due 2032, \$1,000 million of 3.7% Senior Notes due 2052, and \$500 million of 3.9% Senior Notes due 2062. The Notes are fully and unconditionally guaranteed by our wholly-owned subsidiary, Standard & Poor's Financial Services LLC. In the first quarter of 2022, we used a portion of the net proceeds from the new debt issuance to fund the redemption and extinguishment of the outstanding principal amount of our 4.125% Senior Notes due 2023, 3.625% Senior Notes due 2024, and our 4.0% Senior Notes due 2026 which were former IHS Markit Notes that were exchanged to SPGI Notes as part of the Exchange Offer. In addition, we also used part of the net proceeds from the new debt issuance noted above to fund the early tender as well as a subsequent full redemption of our 5.0% Senior Notes due 2022 and the 4.750% Senior Notes due 2025, both of which were former IHS Markit Notes that were exchanged to SPGI Notes as part of the Exchange Offer, as well as our 4.0% Senior Notes due 2025. The majority of these transactions settled within the first quarter of 2022, however, given the timing of certain redemptions, a lesser portion of these settled in the second quarter of 2022, including the redemption and extinguishment of the \$287 million outstanding principal amount on our 4.0% senior notes due in 2025, and a portion of the outstanding principal amounts of our 5.0% senior notes due in 2022 and our 4.75% senior notes due in 2025, of approximately \$52 million and \$247 million, respectively.

During the nine months ended September 30, 2022, we recognized a \$15 million loss on extinguishment of debt. The nine months ended September 30, 2022 includes a \$142 million tender premium paid to tendering note holders in accordance with the terms of the tender offer, offset by a \$127 million non-cash write-off related to the fair market value step up premium on extinguished debt.

We have the ability to borrow a total of \$2.0 billion through our commercial paper program, which is supported by our \$2.0 billion five-year credit agreement (our “credit facility”) that will terminate on April 26, 2026. On April 26, 2021, we entered into a revolving \$1.5 billion five-year credit agreement that included an accordion feature which allowed the Company to increase the total commitments thereunder by up to an additional \$500 million, subject to certain customary terms and conditions. On February 25, 2022, we exercised the accordion feature which increased the total commitments available under our credit facility from \$1.5 billion to \$2.0 billion. As of September 30, 2022 and December 31, 2021, there was no commercial paper outstanding.

Commitment fees for the unutilized commitments under the credit facility and applicable margins for borrowings thereunder are linked to the Company achieving three environmental sustainability performance indicators related to emissions, tested annually. We currently pay a commitment fee of 8 basis points. The credit facility contains customary affirmative and negative covenants and customary events of default. The occurrence of an event of default could result in an acceleration of the obligations under the credit facility.

The only financial covenant required is that our indebtedness to cash flow ratio, as defined in our credit facility, was not greater than 4 to 1, and this covenant level has never been exceeded.

## **5. Derivative Instruments**

Our exposure to market risk includes changes in foreign exchange rates and interest rates. We have operations in foreign countries where the functional currency is primarily the local currency. For international operations that are determined to be extensions of the parent company, the U.S. dollar is the functional currency. We typically have naturally hedged positions in most countries from a local currency perspective with offsetting assets and liabilities. As of September 30, 2022 and December 31, 2021, we have entered into foreign exchange forward contracts to mitigate or hedge the effect of adverse fluctuations in foreign exchange rates and cross currency swap contracts to hedge a portion of our net investment in a foreign subsidiary against volatility in foreign exchange rates. During the twelve months ended December 31, 2021, we entered into a series of interest rate swaps to mitigate or hedge the adverse fluctuations in interest rates on our future debt refinancing. These contracts are recorded at fair value that is based on foreign currency exchange rates and interest rates in active markets; therefore, we classify these derivative contracts within Level 2 of the fair value hierarchy. We do not enter into any derivative financial instruments for speculative purposes.

### **Undesignated Derivative Instruments**

During the nine months ended September 30, 2022 and twelve months ended December 31, 2021, we entered into foreign exchange forward contracts in order to mitigate the change in fair value of specific assets and liabilities in the consolidated balance sheet. These forward contracts do not qualify for hedge accounting. As of September 30, 2022 and December 31, 2021, the aggregate notional value of these outstanding forward contracts was \$1.5 billion and \$376 million, respectively. The changes in fair value of these forward contracts are recorded in prepaid and other current assets or other current liabilities in the consolidated balance sheet with their corresponding change in fair value recognized in selling and general expenses in the consolidated statement of income. The amount recorded in prepaid and other current assets as of September 30, 2022 and December 31, 2021 was \$9 million and \$5 million, respectively. The amount recorded in other current liabilities as of September 30, 2022 and December 31, 2021 was \$55 million and less than \$1 million, respectively. The amount recorded in selling and general expense related to these contracts was a net loss of \$82 million and \$151 million for three and nine months ended September 30, 2022 respectively, and a net loss of \$6 million and \$10 million for three and nine months ended September 30, 2021, respectively.

### **Net Investment Hedges**

During the twelve months ended December 31, 2021, we entered into cross currency swaps to hedge a portion of our net investment in one of our European subsidiaries against volatility in the Euro/U.S. dollar exchange rate. These swaps are designated and qualify as a hedge of a net investment in a foreign subsidiary and are scheduled to mature in 2024, 2029 and

2030. As of September 30, 2022 and December 31, 2021, the notional value of our outstanding cross currency swaps designated as a net investment hedge was \$1 billion. The changes in the fair value of these swaps are recognized in foreign currency translation adjustments, a component of other comprehensive income (loss), and reported in accumulated other comprehensive loss in our consolidated balance sheet. The gain or loss will be subsequently reclassified into net earnings when the hedged net investment is either sold or substantially liquidated. We have elected to assess the effectiveness of our net investment hedges based on changes in spot exchange rates. Accordingly, amounts related to the cross currency swaps recognized directly in net income for the three and nine months ended September 30, 2022 represent net periodic interest settlements and accruals, which are recognized in interest expense, net. We recognized net interest expense of \$6 million and \$24 million for the three and nine months ended September 30, 2022 and net interest income of \$5 million and \$14 million for the three and nine months ended September 30, 2021, respectively.

## **Cash Flow Hedges**

### *Foreign Exchange Forward Contracts*

During the three and nine months ended September 30, 2022 and the twelve months ended December 31, 2021, we entered into a series of foreign exchange forward contracts to hedge a portion of the Indian rupee, British pound, and Euro exposures through the third quarter of 2024 and the fourth quarter of 2023, respectively. These contracts are intended to offset the impact of movement of exchange rates on future revenue and operating costs and are scheduled to mature within twenty-four months. The changes in the fair value of these contracts are initially reported in accumulated other comprehensive loss in our consolidated balance sheet and are subsequently reclassified into revenue and selling and general expenses in the same period that the hedged transaction affects earnings.

As of September 30, 2022, we estimate that \$12 million of pre-tax loss related to foreign exchange forward contracts designated as cash flow hedges recorded in other comprehensive income is expected to be reclassified into earnings within the next twelve months.

As of September 30, 2022 and December 31, 2021, the aggregate notional value of our outstanding foreign exchange forward contracts designated as cash flow hedges was \$568 million and \$498 million, respectively.

### *Interest Rate Swaps*

During the the twelve months ended December 31, 2021, we entered into a series of interest rate swaps. These contracts are intended to mitigate or hedge the adverse fluctuations in interest rates on our future debt refinancing and are scheduled to mature beginning in the first quarter of 2027. These interest rate swaps are designated as cash flow hedges. The changes in the fair value of these contracts are initially reported in accumulated other comprehensive loss in our consolidated balance sheet and will be subsequently reclassified into interest expense, net in the same period that the hedged transaction affects earnings.

As of September 30, 2022, the aggregate notional value of our outstanding interest rate swaps designated as cash flow hedges was \$1.4 billion.

The following table provides information on the location and fair value amounts of our cash flow hedges and net investment hedges as of September 30, 2022 and December 31, 2021:

(in millions)		September 30,	December 31,
Balance Sheet Location		2022	2021
Derivatives designated as cash flow hedges:			
Prepaid and other current assets	Foreign exchange forward contracts	\$ 10	\$ 7
Other current liabilities	Foreign exchange forward contracts	\$ 23	\$ —
Other non-current assets	Interest rate swap contracts	\$ 116	\$ —
Other non-current liabilities	Interest rate swap contracts	\$ —	\$ 270
Derivatives designated as net investment hedges:			
Other non-current assets	Cross currency swaps	\$ 161	\$ —
Other non-current liabilities	Cross currency swaps	\$ —	\$ 17

The following table provides information on the location and amounts of pre-tax gains (losses) on our cash flow hedges and net investment hedges for the periods ended September 30:

Three Months

(in millions)	Gain (Loss) recognized in Accumulated Other Comprehensive Loss (effective portion)		Location of Gain (Loss) reclassified from Accumulated Other Comprehensive Loss into Income (effective portion)	Gain (Loss) reclassified from Accumulated Other Comprehensive Loss into Income (effective portion)	
	2022	2021		2022	2021
Cash flow hedges - designated as hedging instruments					
Foreign exchange forward contracts	\$ (2)	\$ (4)	Revenue, Selling and general expenses	\$ (6)	\$ 5
Interest rate swap contracts	\$ 56	\$ 36	Interest expense, net	\$ (1)	\$ —
Net investment hedges - designated as hedging instruments					
Cross currency swaps	\$ 70	\$ 33	Interest expense, net	\$ (1)	\$ (1)

Nine Months

(in millions)	Gain (Loss) recognized in Accumulated Other Comprehensive Loss (effective portion)		Location of Gain (Loss) reclassified from Accumulated Other Comprehensive Loss into Income (effective portion)	Gain (Loss) reclassified from Accumulated Other Comprehensive Loss into Income (effective portion)	
	2022	2021		2022	2021
Cash flow hedges - designated as hedging instruments					
Foreign exchange forward contracts	\$ (20)	\$ (10)	Revenue, Selling and general expenses	\$ (4)	\$ 15
Interest rate swap contracts	\$ 303	\$ (169)	Interest expense, net	\$ (3)	\$ —
Net investment hedges - designated as hedging instruments					
Cross currency swaps	\$ 176	\$ 59	Interest expense, net	\$ (3)	\$ (4)

The activity related to the change in unrealized gains (losses) in accumulated other comprehensive loss was as follows for the periods ended September 30:

(in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
<b>Cash Flow Hedges</b>				
<i>Foreign exchange forward contracts</i>				
Net unrealized (losses) gains on cash flow hedges, net of taxes, beginning of period	\$ (9)	\$ 12	\$ 6	\$ 14
Change in fair value, net of tax	(7)	—	(21)	8
Reclassification into earnings, net of tax	5	(5)	4	(15)
Net unrealized gains on cash flow hedges, net of taxes, end of period	\$ (11)	\$ 7	\$ (11)	\$ 7
<i>Interest rate swap contracts</i>				
Net unrealized losses on cash flow hedges, net of taxes, beginning of period	\$ (16)	\$ (155)	\$ (203)	\$ —
Change in fair value, net of tax	41	27	226	(128)
Reclassification into earnings, net of tax	1	—	3	—
Net unrealized gains (losses) on cash flow hedges, net of taxes, end of period	\$ 26	\$ (128)	\$ 26	\$ (128)
<b>Net Investment Hedges</b>				
Net unrealized gains (losses) on net investment hedges, net of taxes, beginning of period	\$ 62	\$ (59)	\$ (17)	\$ (81)
Change in fair value, net of tax	52	22	129	40
Reclassification into earnings, net of tax	1	1	3	5
Net unrealized gains (losses) on net investment hedges, net of taxes, end of period	\$ 115	\$ (36)	\$ 115	\$ (36)

## 6. Employee Benefits

We maintain a number of active defined contribution retirement plans for our employees. The majority of our defined benefit plans are frozen. As a result, no new employees will be permitted to enter these plans and no additional benefits for current participants in the frozen plans will be accrued.

We also have supplemental benefit plans providing senior management with supplemental retirement, disability and death benefits. Certain supplemental retirement benefits are based on final monthly earnings. In addition, we sponsor a voluntary 401(k) plan under which we may match employee contributions up to certain levels of compensation as well as profit-sharing plans under which we contribute a percentage of eligible employees' compensation to the employees' accounts.

We also provide certain medical, dental and life insurance benefits for active and retired employees and eligible dependents. The medical and dental plans and supplemental life insurance plan are contributory, while the basic life insurance plan is noncontributory. We currently do not prefund any of these plans.

We recognize the funded status of our retirement and postretirement plans in the consolidated balance sheets, with a corresponding adjustment to accumulated other comprehensive loss, net of taxes. The amounts in accumulated other comprehensive loss represent net unrecognized actuarial losses and unrecognized prior service costs. These amounts will be subsequently recognized as net periodic pension cost pursuant to our accounting policy for amortizing such amounts.

Net periodic benefit cost for our retirement and postretirement plans other than the service cost component are included in other income, net in our consolidated statements of income.

The components of net periodic benefit cost for our retirement plans and postretirement plans for the periods ended September 30 are as follows:

(in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
Service cost	\$ 1	\$ 1	\$ 2	\$ 3
Interest cost	12	10	36	31
Expected return on assets	(22)	(26)	(65)	(78)
Amortization of prior service credit / actuarial loss	3	5	9	13
Net periodic benefit cost	<u>\$ (6)</u>	<u>\$ (10)</u>	<u>\$ (18)</u>	<u>\$ (31)</u>

Net periodic benefit cost related to our postretirement plans reflected in the table above was not material for the three and nine months ended September 30, 2022 and 2021.

As discussed in our Form 10-K, we changed certain discount rate assumptions for our retirement and postretirement plans and our expected return on assets assumption for our retirement plans which became effective on January 1, 2022. The effect of the assumption changes on retirement and postretirement expense for the three and nine months ended September 30, 2022 did not have a material impact to our financial position, results of operations or cash flows.

In the first nine months of 2022, we contributed \$8 million to our retirement plans and expect to make additional required contributions of approximately \$3 million to our retirement plans during the remainder of the year. We may elect to make additional non-required contributions depending on investment performance or any potential deterioration of our pension plan status in the fourth quarter of 2022.

## 7. Stock-Based Compensation

We issue stock-based incentive awards to our eligible employees under the 2019 Stock Incentive Plan (“2019 Plan”) and to our eligible non-employee Directors under a Director Deferred Stock Ownership Plan. The 2019 Plan permits the granting of incentive stock options, nonqualified stock options, stock appreciation rights, performance stock, restricted stock and other stock-based awards.

Total stock-based compensation expense primarily related to restricted stock and unit awards was \$160 million for the nine months ended September 30, 2022, and \$90 million for the nine months ended September 30, 2021. Stock-based compensation expense primarily related to the early vesting of IHS Markit equity awards as a result of employee terminations and restructuring efforts. During the nine months ended September 30, 2022, the Company granted 0.7 million shares of restricted stock and unit awards, which had a weighted average grant date fair value of \$388.21 per share. Total unrecognized compensation expense related to unvested restricted stock and unit awards as of September 30, 2022 was \$173 million, which is expected to be recognized over a weighted average period of 1.6 years.

## 8. Equity

### Dividends

On January 26, 2022, the Board of Directors approved a quarterly common stock dividend of \$0.77 per share.

On February 28, 2022, the Board of Directors approved a quarterly common stock dividend of \$0.85 per share. The quarterly dividend increased from \$0.77 to \$0.85 per share beginning in the second quarter.

### Stock Repurchases

On June 22, 2022, the Board of Directors approved a share repurchase program authorizing the purchase of 30 million shares (the “2022 Repurchase Program”), which was approximately 9% of the total shares of our outstanding common stock at that time. On January 29, 2020, the Board of Directors approved a share repurchase program authorizing the purchase of 30 million shares (the “2020 Repurchase Program”), which was approximately 12% of the total shares of our outstanding common stock at that time. On December 4, 2013, the Board of Directors approved a share repurchase program authorizing the purchase of 50 million shares (the “2013 Repurchase Program”), which was approximately 18% of the total shares of our outstanding common stock at that time.

Our purchased shares may be used for general corporate purposes, including the issuance of shares for stock compensation plans and to offset the dilutive effect of the exercise of employee stock options. As of September 30, 2022, 30 million shares remained available under the 2022 Repurchase Program, 1.3 million shares remained available under the 2020 Repurchase Program and the 2013 Repurchase Program was completed. Our 2020 and 2022 Repurchase Programs have no expiration date and purchases under this program may be made from time to time on the open market and in private transactions, depending on market conditions.

We enter into accelerated share repurchase (“ASR”) agreements with financial institutions to initiate share repurchases of our common stock. Under an ASR agreement, we pay a specified amount to the financial institution and receive an initial delivery of shares. This initial delivery of shares represents the minimum number of shares that we may receive under the agreement. Upon settlement of the ASR agreement, the financial institution delivers additional shares. The total number of shares ultimately delivered, and therefore the average price paid per share, is determined at the end of the applicable purchase period of each ASR agreement based on the volume weighted-average share price, less a discount. We account for our ASR agreements as two transactions: a stock purchase transaction and a forward stock purchase contract. The shares delivered under the ASR agreements resulted in a reduction of outstanding shares used to determine our weighted average common shares outstanding for purposes of calculating basic and diluted earnings per share. The repurchased shares are held in Treasury. The forward stock purchase contracts were classified as equity instruments.

During the nine months ended September 30, 2022, we initiated a series of uncapped ASR agreements aggregating a total of \$11 billion as follows:

(in millions, except average price paid per share)

ASR Agreement Initiation Date	Initial Shares Delivered	Additional Shares Delivered	Total Number of Shares Purchased	Average Price Paid Per Share	Total Cash Utilized
August 9, 2022 <sup>1</sup>	5.8	—	5.8	\$ —	\$ 2,500
May 13, 2022 <sup>2</sup>	3.8	0.6	4.4	\$ 343.85	\$ 1,500
March 1, 2022 <sup>3</sup>	15.2	4.1	19.3	\$ 362.03	\$ 7,000

<sup>1</sup> The ASR agreement was structured as an uncapped ASR agreement in which we paid \$2.5 billion and initially received shares valued at 87.5% of the \$2.5 billion at a price equal to the market price of the Company's common stock on August 9, 2022 when the Company received an initial delivery of 5.8 million shares from the ASR program. We completed the ASR agreement on October 25, 2022 and received an additional 1.6 million shares. We repurchased a total of 7.4 million shares under the ASR agreement for an average purchase price \$337.94 per share. The ASR agreement was executed under our 2020 Repurchase Program.

<sup>2</sup> The ASR agreement was structured as an uncapped ASR agreement in which we paid \$1.5 billion and initially received shares valued at 85% of the \$1.5 billion at a share price equal to the market price of the Company's common stock on May 13, 2022 when the Company received an initial delivery of 3.8 million shares from the ASR program. We completed the ASR agreement on August 2, 2022 and received an additional 0.6 million shares. The ASR agreement was executed under our 2020 Repurchase Program.

<sup>3</sup> The ASR agreement was structured as an uncapped ASR agreement in which we paid \$7 billion and initially received shares valued at 85% of the \$7 billion at a share equal to the then market price of the Company's common stock on March 1, 2022 when the company received an initial delivery of 15.2 million shares from the ASR program. We completed the ASR agreement on August 9, 2022 and received an additional 4.1 million shares. The ASR agreement was executed under our 2020 Repurchase Program.

During the nine months ended September 30, 2022, we purchased a total of 29.5 million shares for \$11.0 billion of cash. During the nine months ended September 30, 2021, we did not use cash to repurchase shares.

### **Redeemable Noncontrolling Interests**

The agreement with the minority partners that own 27% of our S&P Dow Jones Indices LLC joint venture contains redemption features whereby interests held by minority partners are redeemable either (i) at the option of the holder or (ii) upon the occurrence of an event that is not solely within our control. Specifically, under the terms of the operating agreement of S&P Dow Jones Indices LLC, CME Group and CME Group Index Services LLC ("CGIS") has the right at any time to sell, and we are obligated to buy, at least 20% of their share in S&P Dow Jones Indices LLC. In addition, in the event there is a change of control of the Company, for the 15 days following a change in control, CME Group and CGIS will have the right to put their interest to us at the then fair value of CME Group's and CGIS' minority interest.

If interests were to be redeemed under this agreement, we would generally be required to purchase the interest at fair value on the date of redemption. This interest is presented on the consolidated balance sheets outside of equity under the caption “Redeemable noncontrolling interest” with an initial value based on fair value for the portion attributable to the net assets we



acquired, and based on our historical cost for the portion attributable to our S&P Index business. We adjust the redeemable noncontrolling interest each reporting period to its estimated redemption value, but never less than its initial fair value, using both income and market valuation approaches. Our income and market valuation approaches incorporate Level 3 fair value measures for instances when observable inputs are not available. The more significant judgmental assumptions used to estimate the value of the S&P Dow Jones Indices LLC joint venture include an estimated discount rate, a range of assumptions that form the basis of the expected future net cash flows (e.g., the revenue growth rates and operating margins), and a company specific beta. The significant judgmental assumptions used that incorporate market data, including the relative weighting of market observable information and the comparability of that information in our valuation models, are forward-looking and could be affected by future economic and market conditions. Any adjustments to the redemption value will impact retained income.

Noncontrolling interests that do not contain such redemption features are presented in equity.

Changes to redeemable noncontrolling interest during the nine months ended September 30, 2022 were as follows:

(in millions)	
Balance as of December 31, 2021	\$ 3,429
Net income attributable to redeemable noncontrolling interest	195
Equity contribution from redeemable noncontrolling interest	410
Distributions payable to redeemable noncontrolling interest	(200)
Redemption value adjustment	(653)
Other <sup>1</sup>	(22)
Balance as of September 30, 2022	\$ 3,159

<sup>1</sup> Relates to foreign currency translation adjustments.

On June 1, 2022 the Company contributed its interest in the IHSM Indices acquired as part of the Merger to S&P Dow Jones Indices LLC. The IHSM Indices will be operated, managed, and distributed by S&P Dow Jones Indices LLC. CME Group paid the Company \$410 million in exchange for both a 27% ownership of IHSM's Indices and to maintain their 27% proportionate ownership in the S&P Dow Jones Indices LLC joint venture.

### **Accumulated Other Comprehensive Loss**

The following table summarizes the changes in the components of accumulated other comprehensive loss for the nine months ended September 30, 2022:

(in millions)	Foreign Currency Translation Adjustments	Pension and Postretirement Benefit Plans	Unrealized Gain (Loss) on Cash Flow Hedges	Accumulated Other Comprehensive Loss
Balance as of December 31, 2021	\$ (336)	\$ (305)	\$ (200)	\$ (841)
Other comprehensive (loss) income before reclassifications	(413) <sup>1</sup>	(3)	205	(211)
Reclassifications from accumulated other comprehensive income (loss) to net earnings	—	7 <sup>2</sup>	7 <sup>3</sup>	14
Net other comprehensive (loss) income	(413)	4	212	(197)
Balance as of September 30, 2022	\$ (749)	\$ (301)	\$ 12	\$ (1,038)

<sup>1</sup> Includes an unrealized gain related to our cross currency swaps. See note 5 – Derivative Instruments for additional detail of items recognized in accumulated other comprehensive loss.

<sup>2</sup> Reflects amortization of net actuarial losses and is net of a tax benefit of \$2 million for the nine months ended September 30, 2022. See Note 6 — Employee Benefits for additional details of items reclassified from accumulated other comprehensive loss to net earnings.

<sup>3</sup> See Note 5 — Derivative Instruments for additional details of items reclassified from accumulated other comprehensive loss to net earnings.

## 9. Earnings Per Share

Basic earnings per common share ("EPS") is computed by dividing net income attributable to the common shareholders of the Company by the weighted-average number of common shares outstanding. Diluted EPS is computed in the same manner as basic EPS, except the number of shares is increased to include additional common shares that would have been outstanding if potential common shares with a dilutive effect had been issued. Potential common shares consist primarily of stock options and restricted performance shares calculated using the treasury stock method.

The calculation of basic and diluted EPS for the periods ended September 30 is as follows:

(in millions, except per share amounts)

	Three Months		Nine Months	
	2022	2021	2022	2021
<b>Amounts attributable to S&amp;P Global Inc. common shareholders:</b>				
Net income	\$ 608	\$ 797	\$ 2,815	\$ 2,349
Basic weighted-average number of common shares outstanding	329.6	240.9	314.5	240.8
Effect of stock options and other dilutive securities	1.3	0.8	1.2	0.9
Diluted weighted-average number of common shares outstanding	330.9	241.7	315.7	241.7
<b>Earnings per share attributable to S&amp;P Global Inc. common shareholders:</b>				
Net income:				
Basic	\$ 1.84	\$ 3.31	\$ 8.95	\$ 9.76
Diluted	\$ 1.84	\$ 3.30	\$ 8.91	\$ 9.72

We have certain stock options and restricted performance shares that are potentially excluded from the computation of diluted EPS. The effect of the potential exercise of stock options is excluded when the average market price of our common stock is lower than the exercise price of the related option during the period or when a net loss exists because the effect would have been antidilutive. Additionally, restricted performance shares are excluded because the necessary vesting conditions had not been met or when a net loss exists. For the three and nine months ended September 30, 2022 and 2021, there were no stock options excluded. Restricted performance shares outstanding of 0.7 million and 0.5 million as of September 30, 2022 and 2021, respectively, were excluded.

## 10. Restructuring

We continuously evaluate our cost structure to identify cost savings associated with streamlining our management structure. Our 2022 and 2021 restructuring plan consisted of a company-wide workforce reduction of approximately 759 and 30 positions, and is further detailed below. The charges for the restructuring plans are classified as selling and general expenses within the consolidated statements of income and the reserves are included in other current liabilities in the consolidated balance sheets.

In certain circumstances, reserves are no longer needed because employees previously identified for separation resigned from the Company and did not receive severance or were reassigned due to circumstances not foreseen when the original plans were initiated. In these cases, we reverse reserves through the consolidated statements of income during the period when it is determined they are no longer needed.

The initial restructuring charge recorded and the ending reserve balance as of September 30, 2022 by segment is as follows:

(in millions)	2022 Restructuring Plan		2021 Restructuring Plan	
	Initial Charge Recorded	Ending Reserve Balance	Initial Charge Recorded	Ending Reserve Balance
Market Intelligence	\$ 39	\$ 20	\$ 3	\$ 3
Ratings	14	9	3	2
Commodity Insights	37	26	—	—
Mobility	2	1	—	—
Indices	4	2	—	—
Engineering Solutions	1	1	—	—
Corporate	89	44	13	8
Total	<u>\$ 186</u>	<u>\$ 103</u>	<u>\$ 19</u>	<u>\$ 13</u>

We recorded a pre-tax restructuring charge of \$186 million primarily related to employee severance charges for the 2022 restructuring plan during the nine months ended September 30, 2022 and have reduced the reserve by \$83 million. The ending reserve balance for the 2021 restructuring plan was \$19 million as of December 31, 2021. For the nine months ended September 30, 2022, we have reduced the reserve for the 2021 restructuring plan by \$6 million. The reductions primarily related to cash payments for employee severance charges.

#### 11. Segment and Related Information

During 2022, following the completion of our merger with IHS Markit, we reorganized our reportable segments increasing from four reportable segments to six reportable segments: Market Intelligence, Ratings, Commodity Insights, Mobility, Indices and Engineering Solutions. Our Chief Executive Officer is our chief operating decision-maker and evaluates performance of our segments and allocates resources based primarily on operating profit. Segment operating profit does not include Corporate Unallocated expense, other income, net, interest expense, net, or (gain) loss on extinguishment of debt, net, as these are amounts that do not affect the operating results of our reportable segments. The creation of the two additional segments in 2022 did not materially impact prior years' reportable segments.

A summary of operating results for the periods ended September 30 is as follows:

Revenue (in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
Market Intelligence	\$ 1,016	\$ 554	\$ 2,774	\$ 1,617
Ratings	681	1,017	2,345	3,107
Commodity Insights	432	255	1,234	747
Mobility	346	—	797	—
Indices	334	298	995	846
Engineering Solutions	95	—	224	—
Intersegment elimination <sup>1</sup>	(43)	(37)	(125)	(108)
Total revenue	<u>\$ 2,861</u>	<u>\$ 2,087</u>	<u>\$ 8,244</u>	<u>\$ 6,209</u>

Operating Profit (in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
Market Intelligence <sup>2</sup>	\$ 174	\$ 179	\$ 2,366	\$ 514
Ratings <sup>3</sup>	377	644	1,352	2,054
Commodity Insights <sup>4</sup>	141	136	440	411
Mobility <sup>5</sup>	90	—	166	—
Indices <sup>6</sup>	239	213	732	600
Engineering Solutions <sup>7</sup>	1	—	3	—
Total reportable segments	1,022	1,172	5,059	3,579
Corporate Unallocated expense <sup>8</sup>	(175)	(89)	(852)	(262)
Equity in Income on unconsolidated subsidiaries <sup>9</sup>	6	—	21	—
Total operating profit	\$ 853	\$ 1,083	\$ 4,228	\$ 3,317

Note – In the first quarter of 2022, the Market Intelligence Commodities business was transferred to the Commodity Insights segment and prior-year amounts have been reclassified to conform with current presentation.

Revenue for Ratings and expenses for Market Intelligence include an intersegment royalty charged to Market Intelligence for the rights to use and distribute content and data developed by Ratings.

Operating profit for the three and nine months ended September 30, 2022 includes a loss on dispositions of \$17 million and a gain on dispositions of \$1.8 billion, respectively, employee severance charges of \$13 million and \$44 million, respectively, IHS Markit merger costs of \$6 million and \$21 million, respectively, and acquisition-related costs of \$1 million and \$2 million, respectively. Operating profit for nine months ended September 30, 2021 includes a gain on disposition of \$2 million. Additionally, operating profit includes amortization of intangibles from acquisitions of \$134 million and \$16 million for the three months ended September 30, 2022 and 2021, respectively and \$331 million and \$49 million for nine months ended September 30, 2022 and 2021, respectively.

Operating profit for the three and nine months ended September 30, 2022 includes employee severance charges of \$2 million and \$14 million, respectively. Operating profit includes amortization of intangibles from acquisitions of \$2 million for the three months ended September 30, 2022 and 2021, and \$5 million and \$8 million for the nine months ended September 30, 2022 and 2021, respectively.

Operating profit for the three and nine ended September 30, 2022 includes employee severance charges of \$14 million and \$38 million, respectively, and IHS Markit merger costs of \$10 million and \$16 million, respectively. Operating profit includes amortization of intangibles from acquisitions of \$32 million and \$2 million for the three months ended September 30, 2022 and 2021, respectively, and \$77 million and \$6 million for the nine months ended September 30, 2022 and 2021, respectively.

Operating profit for the three and nine months ended September 30, 2022 includes acquisition-related benefit of \$19 million and \$15 million, respectively, and employee severance charges of \$1 million and \$3 million, respectively. Operating profit for the nine months ended September 30, 2022 includes IHS Markit merger costs of \$1 million. Operating profit includes amortization of intangibles from acquisitions of \$76 million and \$176 million for the three and nine months ended September 30, 2022, respectively.

Operating profit for the three and nine months ended September 30, 2022 includes a gain on disposition of \$14 million and \$52 million, employee severance charges of \$1 million and \$4 million, respectively and IHS Markit merger costs of \$1 million. Operating profit includes amortization of intangibles from acquisitions of \$9 million and \$1 million for the three months ended September 30, 2022 and 2021, respectively, and \$22 million and \$4 million for the nine months ended September 30, 2022 and 2021, respectively.

Operating profit for three and nine months ended September 30, 2022 includes employee severance charges of \$2 million and \$4 million, respectively. Operating profit includes amortization of intangibles from acquisitions of \$14 million and \$33 million for the three and nine months ended September 30, 2022, respectively.

Corporate Unallocated expense for the three and nine months ended September 30, 2022 includes IHS Markit merger costs of \$127 million and \$483 million, respectively, employee severance charges of \$23 million and \$87 million, respectively, acquisition-related costs of \$1 million and \$7 million, respectively, an asset impairment of \$9 million and a gain on acquisition of \$10 million. The nine months ended September 30, 2022 includes a S&P Foundation grant of \$200 million, lease impairments of \$5 million and an asset write-off of \$3 million. Corporate Unallocated expense for the three and nine months ended September 30, 2021 includes IHS Markit merger costs of \$54 million and \$153 million, respectively and a gain on disposition of \$3 million, and for nine months ended September 30, 2021 includes a lease impairment of \$3 million and Kensho retention related expense of \$2 million. Corporate Unallocated expense also includes amortization of intangibles from acquisitions of \$1 million for the nine months ended September 30, 2022 and \$7 million for the nine months ended September 30, 2021.

Equity in Income on Unconsolidated Subsidiaries includes amortization of intangibles from acquisitions of \$13 million and \$42 million for the three and nine months ended September 30, 2022, respectively.

The following table presents our revenue disaggregated by revenue type for the periods ended September 30:

(in millions)	Market Intelligence	Ratings	Commodity Insights	Mobility	Indices	Engineering Solutions	Intersegment Elimination <sup>1</sup>	Total
<b>Three Months Ended September 30, 2022</b>								
Subscription	\$ 861	\$ —	\$ 394	\$ 269	\$ 69	\$ 89	\$ —	\$ 1,682
Non-subscription / Transaction	40	244	21	77	—	6	—	388
Non-transaction	—	437	—	—	—	—	(43)	394
Asset-linked fees	—	—	—	—	210	—	—	210
Sales usage-based royalties	—	—	17	—	55	—	—	72
Recurring variable revenue	115	—	—	—	—	—	—	115
Total revenue	<u>\$ 1,016</u>	<u>\$ 681</u>	<u>\$ 432</u>	<u>\$ 346</u>	<u>\$ 334</u>	<u>\$ 95</u>	<u>\$ (43)</u>	<u>\$ 2,861</u>
<b>Timing of revenue recognition</b>								
Services transferred at a point in time	\$ 40	\$ 244	\$ 21	\$ 77	\$ —	\$ 6	\$ —	\$ 388
Services transferred over time	976	437	411	269	334	89	(43)	2,473
Total revenue	<u>\$ 1,016</u>	<u>\$ 681</u>	<u>\$ 432</u>	<u>\$ 346</u>	<u>\$ 334</u>	<u>\$ 95</u>	<u>\$ (43)</u>	<u>\$ 2,861</u>
<b>Nine Months Ended September 30, 2022</b>								
Subscription	\$ 2,386	\$ —	\$ 1,088	\$ 618	\$ 190	\$ 208	\$ —	\$ 4,490
Non-subscription / Transaction	111	992	96	179	—	16	—	1,394
Non-transaction	—	1,353	—	—	—	—	(125)	1,228
Asset-linked fees	—	—	—	—	642	—	—	642
Sales usage-based royalties	—	—	50	—	163	—	—	213
Recurring variable revenue	277	—	—	—	—	—	—	277
Total revenue	<u>\$ 2,774</u>	<u>\$ 2,345</u>	<u>\$ 1,234</u>	<u>\$ 797</u>	<u>\$ 995</u>	<u>\$ 224</u>	<u>\$ (125)</u>	<u>\$ 8,244</u>
<b>Timing of revenue recognition</b>								
Services transferred at a point in time	\$ 111	\$ 992	\$ 96	\$ 179	\$ —	\$ 16	\$ —	\$ 1,394
Services transferred over time	2,663	1,353	1,138	618	995	208	(125)	6,850
Total revenue	<u>\$ 2,774</u>	<u>\$ 2,345</u>	<u>\$ 1,234</u>	<u>\$ 797</u>	<u>\$ 995</u>	<u>\$ 224</u>	<u>\$ (125)</u>	<u>\$ 8,244</u>

(in millions)	Market Intelligence	Ratings	Commodity Insights	Mobility	Indices	Engineering Solutions	Intersegment Elimination <sup>1</sup>	Total
<b>Three Months Ended September 30, 2021</b>								
Subscription	\$ 541	\$ —	\$ 236	\$ —	\$ 47	\$ —	\$ —	\$ 824
Non-subscription / Transaction	13	551	2	—	—	—	—	566
Non-transaction	—	466	—	—	—	—	(37)	429
Asset-linked fees	—	—	—	—	211	—	—	211
Sales usage-based royalties	—	—	17	—	40	—	—	57
Total revenue	<u>\$ 554</u>	<u>\$ 1,017</u>	<u>\$ 255</u>	<u>\$ —</u>	<u>\$ 298</u>	<u>\$ —</u>	<u>\$ (37)</u>	<u>\$ 2,087</u>

Timing of revenue recognition

Services transferred at a point in time	\$ 13	\$ 551	\$ 2	\$ —	\$ —	\$ —	\$ —	\$ 566
Services transferred over time	541	466	253	—	298	—	(37)	1,521
Total revenue	<u>\$ 554</u>	<u>\$ 1,017</u>	<u>\$ 255</u>	<u>\$ —</u>	<u>\$ 298</u>	<u>\$ —</u>	<u>\$ (37)</u>	<u>\$ 2,087</u>

<b>Nine Months Ended September 30, 2021</b>								
Subscription	\$ 1,578	\$ —	\$ 691	\$ —	\$ 140	\$ —	\$ —	\$ 2,409
Non-subscription / Transaction	39	1,748	7	—	—	—	—	1,794
Non-transaction	—	1,359	—	—	—	—	(108)	1,251
Asset-linked fees	—	—	—	—	589	—	—	589
Sales usage-based royalties	—	—	49	—	117	—	—	166
Total revenue	<u>\$ 1,617</u>	<u>\$ 3,107</u>	<u>\$ 747</u>	<u>\$ —</u>	<u>\$ 846</u>	<u>\$ —</u>	<u>\$ (108)</u>	<u>\$ 6,209</u>

Timing of revenue recognition

Services transferred at a point in time	\$ 39	\$ 1,748	\$ 7	\$ —	\$ —	\$ —	\$ —	\$ 1,794
Services transferred over time	1,578	1,359	740	—	846	—	(108)	4,415
Total revenue	<u>\$ 1,617</u>	<u>\$ 3,107</u>	<u>\$ 747</u>	<u>\$ —</u>	<u>\$ 846</u>	<u>\$ —</u>	<u>\$ (108)</u>	<u>\$ 6,209</u>

<sup>1</sup> Intersegment eliminations primarily consists of a royalty charged to Market Intelligence for the rights to use and distribute content and data developed by Ratings.

Note – In the first quarter of 2022, the Market Intelligence Commodities business was transferred to the Commodity Insights segment and prior-year amounts have been reclassified to conform with current presentation.

The following provides revenue by geographic region for the periods ended September 30:

(in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
U.S.	\$ 1,717	\$ 1,260	\$ 4,925	\$ 3,761
European region	645	498	1,911	1,497
Asia	322	227	912	648
Rest of the world	177	102	496	303
Total	<u>\$ 2,861</u>	<u>\$ 2,087</u>	<u>\$ 8,244</u>	<u>\$ 6,209</u>

See Note 2 — *Acquisitions and Divestitures* and Note 10 — *Restructuring* for additional actions that impacted the segment operating results.

## 12. Commitments and Contingencies

### Leases

We determine whether an arrangement meets the criteria for an operating lease or a finance lease at the inception of the arrangement. We have operating leases for office space and equipment. Our leases have remaining lease terms of 1 year to 11 years, some of which include options to extend the leases for up to 14 years, and some of which include options to terminate the leases within 1 year. We sublease certain real estate leases to third parties which mainly consist of operating leases for space within our offices.

Leases with an initial term of 12 months or less are not recorded on the balance sheet; we recognize lease expenses for these leases on a straight line-basis over the lease term in operating-related expenses and selling and general expenses.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of future minimum lease payments over the lease term at commencement date. Our future minimum based payments used to determine our lease liabilities include minimum based rent payments and escalations. As most of our leases do not provide an implicit rate, we use our estimated incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The February 28, 2022 merger with IHS Markit resulted in an increase in ROU assets and operating lease liabilities of \$230 million and \$268 million, respectively.

During the three and nine months ended September 30, 2022, we recorded a pre-tax impairment charge of \$73 million and \$98 million, respectively, related to the impairment and abandonment of operating lease related ROU assets. The pre-tax impairment charges recorded during the three and nine months ended September 30, 2022 is primarily associated with reductions in the anticipated sublease income on vacated leased facilities following the deterioration of local market conditions and consolidating our real estate facilities following the merger with IHS Markit. The impairment charges are included in selling and general expenses within the consolidated statements of income.

The following table provides information on the location and amounts of our leases on our consolidated balance sheets as of September 30, 2022 and December 31, 2021:

(in millions)		September 30,	December 31,
Balance Sheet Location		2022	2021
<b>Assets</b>			
Right of use assets	Lease right of use assets	\$ 455	\$ 426
<b>Liabilities</b>			
Other current liabilities	Current lease liabilities	118	96
Lease liabilities — non-current	Non-current lease liabilities	592	492

The components of lease expense for the periods ended September 30 are as follows:

(in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
Operating lease cost	\$ 39	\$ 32	\$ 111	\$ 97
Sublease income	(1)	—	(2)	(1)
Total lease cost	\$ 38	\$ 32	\$ 109	\$ 96

Supplemental information related to leases for the periods ended September 30 are as follows:

(in millions)	Three Months		Nine Months	
	2022	2021	2022	2021
Cash paid for amounts included in the measurement for operating lease liabilities				
Operating cash flows for operating leases	\$ 39	\$ 32	120	96
Right of use assets obtained in exchange for lease obligations				
Operating leases	1	16	4	18

Weighted-average remaining lease term and discount rate for our operating leases are as follows:

	September 30, 2022	December 31, 2021
Weighted-average remaining lease term (years)	6.8	8.3
Weighted-average discount rate	3.20 %	3.59 %

Maturities of lease liabilities for our operating leases are as follows:

(in millions)	
2022 (Excluding the nine months ended September 30, 2022)	\$ 38
2023	136
2024	112
2025	100
2026	87
2027 and beyond	344
Total undiscounted lease payments	\$ 817
Less: Imputed interest	107
Present value of lease liabilities	\$ 710

### **Related Party Agreements**

In June of 2012, we entered into a license agreement (the "License Agreement") with the holder of S&P Dow Jones Indices LLC noncontrolling interest, CME Group, replacing the 2005 license agreement between Indices and CME Group. Under the terms of the License Agreement, S&P Dow Jones Indices LLC receives a share of the profits from the trading and clearing of CME Group's equity index products. During the three and nine months ended September 30, 2022, S&P Dow Jones Indices LLC earned \$42 million and \$130 million, respectively, of revenue under the terms of the License Agreement. During the three and nine months ended September 30, 2021, S&P Dow Jones Indices LLC earned \$34 million and \$102 million, respectively, of revenue under the terms of the License Agreement. The entire amount of this revenue is included in our consolidated statement of income and the portion related to the 27% noncontrolling interest is removed in net income attributable to noncontrolling interests.

### **Legal and Regulatory Matters**

In the normal course of business both in the United States and abroad, the Company and its subsidiaries are defendants in a number of legal proceedings and are often subjected to government and regulatory proceedings, investigations and inquiries.

S&P Global Ratings has been cooperating with an SEC investigation into possible violations of Section 15E of the Exchange Act and Rule 17g-5(c)(8) thereunder in connection with a 2017 credit rating analysis by S&P Global Ratings. S&P Global Ratings is currently in active discussions to resolve the SEC's inquiry. S&P Global Ratings has not yet reached a definitive settlement agreement with the SEC on this matter but in the fourth quarter of 2021, accrued for potential monetary penalties based on discussions to date. While we cannot predict with certainty whether we will reach agreement, or the terms of any such agreement, at this time, we do not believe that the resolution of this matter will have a material adverse effect on our business, financial condition or results of operations.



A class action lawsuit was filed in Australia on August 7, 2020 against the Company and a subsidiary of the Company. A separate lawsuit was filed against the Company and a subsidiary of the Company in Australia on February 2, 2021 by two entities within the Basis Capital investment group. The lawsuits both relate to alleged investment losses in collateralized debt obligations rated by Ratings prior to the financial crisis. We can provide no assurance that we will not be obligated to pay significant amounts in order to resolve these matters on terms deemed acceptable.

From time to time, the Company receives customer complaints, particularly, though not exclusively, in its Ratings and Indices segments. The Company believes it has strong contractual protections in the terms and conditions included in its arrangements with customers. Nonetheless, in the interest of managing customer relationships, the Company from time to time engages in dialogue with such customers in an effort to resolve such complaints, and if such complaints cannot be resolved through dialogue, may face litigation regarding such complaints. The Company does not expect to incur material losses as a result of these matters.

Moreover, various government and self-regulatory agencies frequently make inquiries and conduct investigations into our compliance with applicable laws and regulations, including those related to ratings activities, antitrust matters and other matters, such as ESG. For example, as a nationally recognized statistical rating organization registered with the SEC under Section 15E of the Exchange Act, S&P Global Ratings is in ongoing communication with the staff of the SEC regarding compliance with its extensive obligations under the federal securities laws. Although S&P Global seeks to promptly address any compliance issues that it detects or that the staff of the SEC or another regulator raises, there can be no assurance that the SEC or another regulator will not seek remedies against S&P Global for one or more compliance deficiencies. Any of these proceedings, investigations or inquiries could ultimately result in adverse judgments, damages, fines, penalties or activity restrictions, which could adversely impact our consolidated financial condition, cash flows, business or competitive position.

In view of the uncertainty inherent in litigation and government and regulatory enforcement matters, we cannot predict the eventual outcome of such matters or the timing of their resolution, or in most cases reasonably estimate what the eventual judgments, damages, fines, penalties or impact of activity (if any) restrictions may be. As a result, we cannot provide assurance that such outcomes will not have a material adverse effect on our consolidated financial condition, cash flows, business or competitive position. As litigation or the process to resolve pending matters progresses, as the case may be, we will continue to review the latest information available and assess our ability to predict the outcome of such matters and the effects, if any, on our consolidated financial condition, cash flows, business or competitive position, which may require that we record liabilities in the consolidated financial statements in future periods.

### **13. Recently Issued or Adopted Accounting Standards**

In October of 2021, the Financial Accounting Standards Board (“FASB”) issued guidance that amends the acquirer's accounting for contract assets and contract liabilities from contracts with customers in a business combination in accordance with Topic 606. The guidance is effective for reporting periods beginning after December 15, 2022, and early adoption is permitted. We early adopted this guidance on January 1, 2022. The early adoption of this standard applied to the acquired unearned revenue and contract costs associated with the IHS Markit merger. The adoption did not have a significant impact on our consolidated financial statements.

In March of 2020, the FASB issued accounting guidance to provide temporary optional expedients and exceptions to the current contract modifications and hedge accounting guidance in light of the expected market transition from London Interbank Offered Rate (“LIBOR”) to alternative rates. The new guidance provides optional expedients and exceptions to transactions affected by reference rate reform if certain criteria are met. The transactions primarily include (1) contract modifications, (2) hedging relationships, and (3) sale or transfer of debt securities classified as held-to-maturity. The Company may elect to adopt the amendments prospectively to transactions existing as of or entered into from the date of adoption through December 31, 2022. We do not expect this guidance to have a significant impact on our consolidated financial statements.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Unaudited)

The following Management's Discussion and Analysis ("MD&A") provides a narrative of the results of operations and financial condition of S&P Global Inc. (together with its consolidated subsidiaries, ("S&P Global," the "Company," "we," "us" or "our") for the three and nine months ended September 30, 2022. The MD&A should be read in conjunction with the consolidated financial statements, accompanying notes and MD&A included in our Form 10-K for the year ended December 31, 2021 (our "Form 10-K"), which have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The MD&A includes the following sections:

- Overview
- Results of Operations — Comparing the Three and Nine Months Ended September 30, 2022 and 2021
- Liquidity and Capital Resources
- Reconciliation of Non-GAAP Financial Information
- Critical Accounting Estimates
- Recently Issued or Adopted Accounting Standards
- Forward-Looking Statements

### **OVERVIEW**

We are a provider of credit ratings, benchmarks, analytics and workflow solutions in the global capital, commodity, automotive and engineering markets. The capital markets include asset managers, investment banks, commercial banks, insurance companies, exchanges, trading firms and issuers; the commodity markets include producers, traders and intermediaries within energy, petrochemicals, metals and agriculture; and the automotive markets include manufacturers, suppliers, dealerships and service shops.

During 2022, following the completion of our merger with IHS Markit, we reorganized our reportable segments increasing from four reportable segments to six reportable segments consisting of: S&P Global Market Intelligence ("Market Intelligence"), S&P Global Ratings ("Ratings"), S&P Global Commodity Insights ("Commodity Insights"), S&P Global Mobility ("Mobility"), S&P Dow Jones Indices ("Indices") and S&P Global Engineering Solutions ("Engineering Solutions"). The creation of the two additional segments in 2022 did not materially impact prior years' reportable segments.

- Market Intelligence is a global provider of multi-asset-class data and analytics integrated with purpose-built workflow solutions.
- Ratings is an independent provider of credit ratings, research, and analytics, offering investors and other market participants information, ratings and benchmarks.
- Commodity Insights is a leading independent provider of information and benchmark prices for the commodity and energy markets.
- Mobility is a leading provider of solutions serving the full automotive value chain including vehicle manufacturers (OEMs), automotive suppliers, mobility service providers, retailers, consumers, and finance and insurance companies.
- Indices is a global index provider that maintains a wide variety of valuation and index benchmarks for investment advisors, wealth managers and institutional investors.
- Engineering Solutions is a leading provider of engineering standards and related technical knowledge.

On February 28, 2022, we completed the merger with IHS Markit Ltd ("IHS Markit") by acquiring 100% of the IHS Markit common stock that was issued and outstanding as of the date of acquisition, and as a result, IHS Markit and its subsidiaries became wholly owned consolidated subsidiaries of S&P Global, and the consolidated financial statements as of and for the three and nine months ended September 30, 2022 include the financial results of IHS Markit from the date of acquisition. The merger with IHS Markit, a world leader in critical information, analytics, and solutions for the major industries and markets that drive economies, brings together two world-class organizations with leading brands and capabilities across information services that will be uniquely positioned to serve, facilitate and power the markets of the future.

Key results for the periods ended September 30 are as follows:

(in millions, except per share amounts)	Three Months			Nine Months		
	2022	2021	% Change <sup>1</sup>	2022	2021	% Change <sup>1</sup>
Revenue	\$ 2,861	\$ 2,087	37%	\$ 8,244	\$ 6,209	33%
Operating profit <sup>2</sup>	\$ 853	\$ 1,083	(21)%	\$ 4,228	\$ 3,317	27%
Operating margin %	30 %	52 %		51 %	53 %	
Diluted earnings per share from net income	\$ 1.84	\$ 3.30	(44)%	\$ 8.91	\$ 9.72	(8)%

<sup>1</sup> % changes in the tables throughout the MD&A are calculated off of the actual number, not the rounded number presented.

<sup>2</sup> Operating profit for the three months ended September 30, 2022 includes IHS Markit merger costs of \$144 million, employee severance charges of \$55 million, an acquisition-related benefit of \$18 million, an asset impairment of \$9 million, a gain on acquisition of \$10 million, a loss on dispositions of \$2 million and an asset write-off of \$1 million. Operating profit for the nine months ended September 30, 2022 includes a gain on dispositions of \$1.9 billion, IHS Markit merger costs of \$523 million, a S&P Foundation grant of \$200 million, employee severance charges of \$195 million, a gain on acquisition of \$10 million, an asset impairment of \$9 million, an acquisition-related benefit of \$6 million, lease impairments of \$5 million and an asset write-off of \$4 million. Operating profit for the three months ended September 30, 2021 includes IHS Markit merger costs of \$54 million and a gain on disposition of \$3 million. Operating profit for the nine months ended September 30, 2021 includes IHS Markit merger costs of \$153 million, a gain on disposition of \$5 million, a lease impairment of \$3 million and Kensho retention related expense of \$2 million. Operating profit also includes amortization of intangibles from acquisitions of \$280 million and \$21 million for the three months ended September 30, 2022 and 2021, respectively, and \$687 million and \$74 million for the nine months ended September 30, 2022 and 2021, respectively.

### Three Months

Revenue increased 37% primarily due to the impact of the merger with IHS Markit; subscription revenue growth for certain Desktop products, RatingsXpress®, RatingsDirect®, and certain data feed products within Data and Advisory Solutions at Market Intelligence; continued demand for market data and market insights products at Commodity Insights; higher exchange-traded derivative revenue, higher average levels of assets under management for mutual funds and higher data subscription revenue at Indices. These increases were partially offset by a decrease in revenue at Ratings due to lower corporate bond ratings revenue driven by a decrease in high-yield and investment-grade issuance volumes and lower bank loan ratings revenue. Foreign exchange rates had an unfavorable impact of 3 percentage points.

Operating profit decreased 21%. Excluding the impact of higher amortization of intangibles from acquisitions in 2022 of 22 percentage points, higher IHS Markit merger costs in 2022 of 8 percentage points, higher employee severance charges in 2022 of 5 percentage points, operating profit increased 14%. The increase was primarily due to revenue growth and lower incentive costs, partially offset by expenses associated with the merger with IHS Markit, an increase in compensation costs driven by additional headcount and annual merit and promotion increases and an increase in technology expenses. Foreign exchange rates had a favorable impact of 1% percentage point.

### Nine Months

Revenue increased 33% primarily due to the impact of the merger with IHS Markit; subscription revenue growth for certain Desktop products, RatingsXpress®, RatingsDirect®, and certain data feed products within Data and Advisory Solutions at Market Intelligence; continued demand for market data and market insights products and higher conference revenue at Commodity Insights; higher exchange-traded derivative revenue, higher average levels of assets under management for mutual funds and higher data subscription revenue at Indices. These increases were partially offset by a decrease in transaction revenue at Ratings due to lower corporate bond ratings revenue driven by a decrease in high-yield and investment-grade issuance volumes and lower bank loan ratings revenue. Foreign exchange rates had an unfavorable impact of 2 percentage points.

Operating profit increased 27%. Excluding the favorable impact of a higher gain on dispositions of 60 percentage points, partially offset by the impact of higher IHS Markit merger costs in 2022 of 12 percentage points, a S&P Foundation grant in 2022 of 6 percentage points, higher amortization of intangibles from acquisitions in 2022 of 20 percentage points and higher employee severance charges in 2022 of 6 percentage points, operating profit increased 11%. The increase was primarily due to revenue growth, lower incentive costs and lower occupancy costs from reduced real estate footprint, partially offset by expenses associated with the merger with IHS Markit, an increase in compensation costs driven by additional headcount and annual merit and promotion increases, the resumption of business travel from the lifting of COVID restrictions and an increase in technology expenses. Foreign exchange rates had an unfavorable impact of less than 1 percentage point.

## **Our Strategy**

We are a provider of credit ratings, benchmarks, analytics and workflow solutions in the global capital, commodity, automotive and engineering markets. Our purpose is to accelerate progress. We seek to deliver on this purpose in line with our core values of discovery, partnership and integrity.

In 2018, we announced the launch of Powering the Markets of the Future to provide a framework for our forward-looking business strategy. Through this framework, we seek to deliver an exceptional, differentiated customer experience by enhancing our foundational capabilities, evolving and growing our core businesses, and pursuing growth via adjacencies. In 2022, we are striving to deliver on our strategic priorities in the following key areas:

### **Finance**

- Meeting or exceeding year 1 cost and revenue synergy targets from our merger commitments as well as our organic revenue growth and EBITA margin targets;
- Continuing to fund key growth areas - Environmental, Social and Governance ("ESG"), Energy Transition, China, Small and Medium-sized Enterprise/Private Markets, Credit and Risk Management, Distribution and Multi-asset, Thematic and Factor Indices - and support with disciplined organic, inorganic and partnership strategies; and
- Demonstrating active leadership in ESG disclosure through advocacy, best-in-class SPGI disclosure and meaningful progress against our stated environmental sustainability targets.

### **Customer**

- Accelerating Sustainable1's growth and market position with a specific focus on Energy transition, Climate and on improving market share in ESG Data/Scores and ESG Indices;
- Continuing to grow and defend the core and delivering our key initiatives, while leveraging the combined company's extended capabilities; delivering our products across multiple channels, e.g., feeds and Application Programming Interfaces, aligned to our customer's needs;
- Responding to evolving customer needs and driving innovation leveraging our data, technology, and deep industry expertise by developing a digital ecosystem strategy with collaboration across customers, vendors and technology partners;
- Differentiating through innovative solutions including data science, Artificial Intelligence, Machine Learning and next generation tools to unlock the power of our data and insights; and
- Growing S&P Global's brand through an integrated marketing and communications strategy while protecting our reputation.

### **Operations**

- Delivering on the key integration projects that help transform the company and delivering on merger commitments;
- Enhancing the tools and processes our people use to better service our customers, expand intelligence and analytics capabilities, support data-driven decisions and improve end-user productivity;
- Reimagining and implementing the future hybrid office model by standardizing our technology to reshape where we work, how we work and how we serve;
- Advancing our technical capabilities, data transformation and building the next generation of products and services using the combined entity's data, technology & expertise; and
- Maintaining our commitment to risk management, control and compliance and strengthening engagement and partnership across the company.

### People

- Rolling out and embedding our new purpose and values to unify and combine S&P Global;
- Encouraging career mobility and career development through career coaching and Thrive;
- Improving diverse representation through hiring, advancement and retention, while continuing to raise awareness through Diversity, Equity, and Inclusion education; and
- Attracting and retaining our people through recognition programs, learning opportunities and fair compensation.

There can be no assurance that we will achieve success in implementing any one or more of these strategies as a variety of factors could unfavorably impact operating results, including prolonged difficulties in the global credit markets and a change in the regulatory environment affecting our businesses. See Item 1A, *Risk Factors* in this Form 10-Q and our most recently filed Annual Report on Form 10-K.

**RESULTS OF OPERATIONS — COMPARING THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022 AND 2021**
**Consolidated Review**

(in millions)	Three Months			Nine Months		
	2022	2021	% Change	2022	2021	% Change
<b>Revenue</b>	\$ 2,861	\$ 2,087	37%	\$ 8,244	\$ 6,209	33%
<b>Total Expenses:</b>						
Operating-related expenses	994	543	83%	2,754	1,598	72%
Selling and general expenses	720	423	70%	2,442	1,162	N/M
Depreciation and amortization	298	41	N/M	738	137	N/M
Total expenses	2,012	1,007	N/M	5,934	2,897	N/M
Loss (gain) on dispositions	2	(3)	N/M	(1,897)	(5)	N/M
Equity in Income on Unconsolidated Subsidiaries	(6)	—	N/M	(21)	—	N/M
<b>Operating profit</b>	853	1,083	(21)%	4,228	3,317	27%
Other income, net	(37)	(22)	(68)%	(86)	(51)	(68)%
Interest expense, net	71	31	N/M	218	94	N/M
(Gain) loss on extinguishment of debt, net	(4)	—	N/M	15	—	N/M
Provision for taxes on income	145	213	(32)%	1,053	747	41%
<b>Net income</b>	678	861	(21)%	3,028	2,527	20%
Less: net income attributable to noncontrolling interests	(70)	(64)	(10)%	(213)	(178)	20%
<b>Net income attributable to S&amp;P Global Inc.</b>	<u>\$ 608</u>	<u>\$ 797</u>	(24)%	<u>\$ 2,815</u>	<u>\$ 2,349</u>	20%

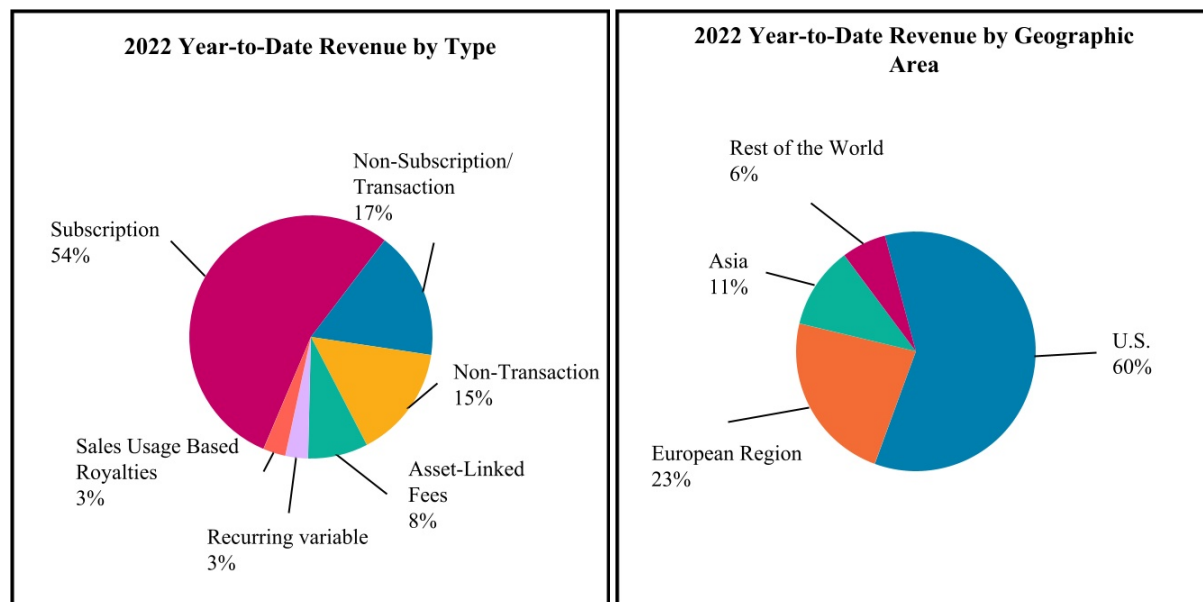
N/M – Represents a change equal to or in excess of 100% or not meaningful

## Revenue

The following table provides consolidated revenue information for the periods ended September 30:

(in millions)	Three Months			Nine Months		
	2022	2021	% Change	2022	2021	% Change
Revenue	\$ 2,861	\$ 2,087	37%	\$ 8,244	\$ 6,209	33%
Subscription revenue	1,682	824	N/M	4,490	2,409	86%
Non-subscription / transaction revenue	388	566	(31)%	1,394	1,794	(22)%
Non-transaction revenue	394	429	(8)%	1,228	1,251	(2)%
Asset-linked fees	210	211	(1)%	642	589	9%
Sales usage-based royalties	72	57	25%	213	166	29%
Recurring variable	115	—	N/M	277	—	N/M
% of total revenue:						
Subscription revenue	59 %	39 %		54 %	39 %	
Non-subscription / transaction revenue	14 %	27 %		17 %	29 %	
Non-transaction revenue	14 %	21 %		15 %	20 %	
Asset-linked fees	7 %	10 %		8 %	9 %	
Sales usage-based royalties	2 %	3 %		3 %	3 %	
Recurring variable	4 %	— %		3 %	— %	
U.S. revenue	\$ 1,717	\$ 1,260	36%	\$ 4,925	\$ 3,761	31%
International revenue:						
European region	645	498	30%	1,911	1,497	28%
Asia	322	227	41%	912	648	40%
Rest of the world	177	102	73%	496	303	63%
Total international revenue	\$ 1,144	\$ 827	38%	\$ 3,319	\$ 2,448	36%
% of total revenue:						
U.S. revenue	60 %	60 %		60 %	61 %	
International revenue	40 %	40 %		40 %	39 %	

N/M – Represents a change equal to or in excess of 100% or not meaningful



### *Three Months*

Subscription revenue increased primarily due to the impact of the merger with IHS Markit. Subscription revenue growth in Desktop products, Credit & Risk Solutions and Data & Advisory Solutions at Market Intelligence, and continued demand for Commodity Insights market data and market insights products also contributed to the increase. Non-subscription / transaction revenue decreased due to a decrease in corporate bond ratings revenue, bank loan ratings revenue and structured finance revenue at Ratings, partially offset by the impact of the merger with IHS Markit. Non-transaction revenue decreased due to the unfavorable impact of foreign exchange rates, lower entity credit ratings revenue and a decrease in Ratings Evaluation Service (“RES”) revenue. Asset linked fees decreased 1% as higher average levels of assets under management for mutual funds were offset by lower average levels of assets under management for ETFs at Indices. The increase in sales-usage based royalties was primarily driven by higher exchange-traded derivative revenue at Indices. Recurring variable revenue at Market Intelligence represents revenue from contracts for services that specify a fee based on, among other factors, the number of trades processed, assets under management, or the number of positions valued. See “Segment Review” below for further information.

The unfavorable impact of foreign exchange rates reduced revenue by 3 percentage points. This impact refers to constant currency comparisons estimated by recalculating current year results of foreign operations using the average exchange rate from the prior year.

### *Nine Months*

Subscription revenue increased primarily due to the impact of the merger with IHS Markit. Subscription revenue growth in Desktop products, Credit & Risk Solutions and Data & Advisory Solutions at Market Intelligence, and continued demand for Commodity Insights market data and market insights products also contributed to the increase. Non-subscription / transaction revenue decreased due to a decrease in corporate bond ratings revenue, bank loan ratings revenue and structured finance revenue at Ratings, partially offset by an the impact of the merger with IHS Markit and an increase in conference revenue at Commodity Insights. Non-transaction revenue decreased primarily due to the unfavorable impact of foreign exchange rates, a decrease in entity credit ratings revenue and lower RES revenue, partially offset by an increase in revenue at our CRISIL subsidiary and an increase in surveillance revenue at Ratings. Asset linked fees increased primarily due to higher average levels of assets under management for mutual funds at Indices. The increase in sales-usage based royalties was primarily driven by higher exchange-traded derivative revenue at Indices. Recurring variable revenue at Market Intelligence represents revenue from contracts for services that specify a fee based on, among other factors, the number of trades processed, assets under management, or the number of positions valued. See “Segment Review” below for further information.

The unfavorable impact of foreign exchange rates reduced revenue by 2 percentage points. This impact refers to constant currency comparisons estimated by recalculating current year results of foreign operations using the average exchange rate from the prior year.



## Total Expenses

The following tables provide an analysis by segment of our operating-related expenses and selling and general expenses for the periods ended September 30:

### Three Months

(in millions)	2022		2021		% Change	
	Operating-related expenses	Selling and general expenses	Operating-related expenses	Selling and general expenses	Operating-related expenses	Selling and general expenses
Market Intelligence <sup>1</sup>	\$ 444	\$ 237	\$ 229	\$ 123	94%	93%
Ratings <sup>2</sup>	233	59	245	118	(5)%	(51)%
Commodity Insights <sup>3</sup>	132	125	53	62	N/M	102%
Mobility <sup>4</sup>	88	90	—	—	N/M	N/M
Indices <sup>5</sup>	52	47	44	40	18%	17%
Engineering Solutions <sup>6</sup>	58	23	—	—	N/M	N/M
Intersegment eliminations <sup>7</sup>	(43)	—	(37)	—	(17)%	N/M
Total segments	964	581	534	343	81%	69%
Corporate Unallocated expense <sup>8</sup>	30	139	9	80	N/M	75%
Total	\$ 994	\$ 720	\$ 543	\$ 423	83%	70%

N/M – Represents a change equal to or in excess of 100% or not meaningful

<sup>1</sup> In 2022, selling and general expenses include include employee severance charges of \$13 million, IHS Markit merger costs of \$6 million, and acquisition-related costs of \$1 million.

<sup>2</sup> In 2022, selling and general expenses include employee severance charges of \$2 million.

<sup>3</sup> In 2022, selling and general expenses include employee severance charges of \$14 million and IHS Markit merger costs of \$10 million.

<sup>4</sup> In 2022, selling and general expenses include acquisition-related benefit of \$19 million and employee severance charges of \$1 million.

<sup>5</sup> In 2022, selling and general expenses include employee severance charges of \$1 million and IHS Markit merger costs of \$1 million.

<sup>6</sup> In 2022, selling and general expenses include employee severance charges of \$2 million.

<sup>7</sup> Intersegment eliminations primarily relate to a royalty charged to Market Intelligence for the rights to use and distribute content and data developed by Ratings.

<sup>8</sup> In 2022, selling and general expenses include IHS Markit merger costs of \$127 million, employee severance charges of \$23 million, an asset impairment of \$9 million, a gain on acquisition of \$10 million and acquisition-related costs of \$1 million. In 2021, selling and general expenses include IHS Markit merger costs of \$54 million.

### Operating-Related Expenses

Operating-related expenses increased 83% primarily driven by expenses associated with the merger with IHS Markit and higher compensation costs, partially offset by lower incentive costs.

Intersegment eliminations primarily relate to a royalty charged to Market Intelligence for the rights to use and distribute content and data developed by Ratings.

### Selling and General Expenses

Selling and general expenses increased 70%. Excluding the unfavorable impact of higher IHS Markit merger costs in 2022 of 17 percentage points, higher employee severance charges of 11 percentage points, partially offset by an acquisition-related benefit of 3 percentage points and a gain on acquisition of 1 percentage point, selling and general expenses increased 46%. The increase was primarily driven by expenses associated with the merger with IHS Markit and higher compensation costs, partially offset by lower incentive costs.

## Depreciation and Amortization

Depreciation and amortization was \$298 million in 2022 compared to \$41 million in 2021, primarily due to higher intangible asset amortization driven by the impact of the merger with IHS Markit.

## Nine Months

(in millions)	2022		2021		% Change	
	Operating-related expenses	Selling and general expenses	Operating-related expenses	Selling and general expenses	Operating-related expenses	Selling and general expenses
Market Intelligence <sup>1</sup>	\$ 1,223	\$ 669	\$ 687	\$ 350	78%	91%
Ratings <sup>2</sup>	700	255	711	307	(1)%	(17)%
Commodity Insights <sup>3</sup>	385	327	155	170	N/M	92%
Mobility <sup>4</sup>	205	246	—	—	N/M	N/M
Indices <sup>5</sup>	151	135	127	113	19%	20%
Engineering Solutions <sup>6</sup>	137	51	—	—	N/M	N/M
Intersegment eliminations <sup>7</sup>	(124)	—	(108)	—	(15)%	N/M
Total segments	2,677	1,683	1,572	940	70%	79%
Corporate Unallocated expense <sup>8</sup>	77	759	26	222	N/M	N/M
Total	\$ 2,754	\$ 2,442	\$ 1,598	\$ 1,162	72%	N/M

N/M – Represents a change equal to or in excess of 100% or not meaningful

<sup>1</sup> In 2022, selling and general expenses include employee severance charges of \$44 million, IHS Markit merger costs of \$21 million and acquisition-related costs of \$2 million.

<sup>2</sup> In 2022, selling and general expenses include employee severance charges of \$14 million.

<sup>3</sup> In 2022, selling and general expenses include employee severance charges of \$38 million and IHS Markit merger costs of \$16 million.

<sup>4</sup> In 2022, selling and general expenses include acquisition-related benefit of \$15 million, employee severance charges of \$3 million and IHS Markit merger costs of \$1 million.

<sup>5</sup> In 2022, selling and general expenses include employee severance charges of \$4 million and IHS Markit merger costs of \$1 million.

<sup>6</sup> In 2022, selling and general expenses include employee severance charges of \$4 million.

<sup>7</sup> Intersegment eliminations primarily relate to a royalty charged to Market Intelligence for the rights to use and distribute content and data developed by Ratings.

<sup>8</sup> In 2022, selling and general expenses include IHS Markit merger costs of \$483 million, a S&P Foundation grant of \$200 million, employee severance charges of \$87 million, an asset impairment of \$9 million, a gain on acquisition of \$10 million, acquisition-related costs of \$7 million, lease impairments of \$5 million and an asset write-off of \$3 million. In 2021, selling and general expenses include IHS Markit merger costs of \$153 million, a lease impairment of \$3 million and Kensho retention related expense of \$2 million.

## Operating-Related Expenses

Operating-related expenses increased 72% primarily driven by expenses associated with the merger with IHS Markit and higher compensation costs, partially offset by lower incentive costs.

Intersegment eliminations primarily relate to a royalty charged to Market Intelligence for the rights to use and distribute content and data developed by Ratings.

## Selling and General Expenses

Selling and general expenses increased 110%. Excluding the unfavorable impact of higher IHS Markit merger costs in 2022 of 28 percentage points, a S&P Foundation grant of 15 percentage points and higher employee severance charges of 15 percentage points, selling and general expenses increased 52%. The increase was primarily driven by expenses associated with the merger with IHS Markit and higher compensation costs, partially offset by lower incentive costs.

#### *Depreciation and Amortization*

Depreciation and amortization was \$738 million in 2022 compared to \$137 million in 2021, primarily due to higher intangible asset amortization driven by the impact of the merger with IHS Markit.

#### **Loss (Gain) on Dispositions**

During the three and nine months ended September 30, 2022, we completed the following dispositions that resulted in a pre-tax loss of \$2 million and a pre-tax gain of \$1,897 million, respectively, which was included in Loss (Gain) on dispositions in the consolidated statement of income:

- In June of 2022, we completed the previously announced sale of Leveraged Commentary and Data (“LCD”) along with a related family of leveraged loan indices, within our Market Intelligence and Indices segments, respectively, to Morningstar for a purchase price of \$600 million in cash, subject to customary adjustments, and a contingent payment of up to \$50 million which is payable six months following the closing upon the achievement of certain conditions related to the transition of LCD customer relationships. During the three and nine months ended September 30, 2022, we recorded a pre-tax loss of \$15 million (\$11 million after tax) and pre-tax gain of \$505 million (\$378 million after tax) for the sale of LCD. During the three and nine months ended September 30, 2022, we recorded a pre-tax gain of \$14 million (\$12 million after tax) and \$52 million (\$43 million after-tax) for the sale of a family of leveraged loan indices in Loss (gain) on dispositions in the consolidated statements of income.
- In June of 2022, we completed the previously announced sale of the Base Chemicals business to News Corp for \$295 million in cash. We did not recognize a gain on the sale of the Base Chemicals business.
- In March of 2022, we completed the previously announced sale of CUSIP Global Services (“CGS”), a business within our Market Intelligence segment, to FactSet Research Systems Inc. for a purchase price of \$1.925 billion in cash, subject to customary adjustments. During the three and nine months ended September 30, 2022, we recorded a pre-tax loss of \$2 million (\$2 million after tax) and a pre-tax gain of \$1.341 billion (\$1.005 billion after tax) in Loss (gain) on dispositions in the consolidated statements of income related to the sale of CGS.
- In February of 2022, we completed the previously announced sale of OPIS to News Corp for \$1.150 billion in cash. We did not recognize a gain on the sale of OPIS.

During the three and nine months ended September 30, 2021, we completed the following dispositions that resulted in a pre-tax gain of \$3 million and \$5 million, respectively, which was included in Gain on dispositions in the consolidated statements of income:

- During the three and nine months ended September 30, 2021, we recorded a pre-tax gain of \$3 million (\$2 million after-tax) in Loss (gain) on dispositions in the consolidated statements of income related to the sale of an office facility in India in September of 2021.
- During the nine months ended September 30, 2021, we recorded a pre-tax gain of \$2 million (\$2 million after-tax) in Loss (gain) on dispositions in the consolidated statements of income related to the sale of Standard & Poor's Investment Advisory Services LLC (“SPIAS”) within our Market Intelligence segment in July of 2019.

#### **Operating Profit**

We consider operating profit to be an important measure for evaluating our operating performance and we evaluate operating profit for each of the reportable business segments in which we operate.

We internally manage our operations by reference to operating profit with economic resources allocated primarily based on each segment's contribution to operating profit. Segment operating profit is defined as operating profit before Corporate Unallocated expense. Segment operating profit is not, however, a measure of financial performance under U.S. GAAP, and may not be defined and calculated by other companies in the same manner.

The tables below reconcile segment operating profit to total operating profit for the periods ended September 30:

Three Months

(in millions)	2022	2021	% Change
Market Intelligence <sup>1</sup>	\$ 174	\$ 179	(3)%
Ratings <sup>2</sup>	377	644	(41)%
Commodity Insights <sup>3</sup>	141	136	4%
Mobility <sup>4</sup>	90	—	N/M
Indices <sup>5</sup>	239	213	12%
Engineering Solutions <sup>6</sup>	1	—	N/M
Total segment operating profit	1,022	1,172	(13)%
Corporate Unallocated expense <sup>7</sup>	(175)	(89)	(95)%
Equity in Income on Unconsolidated Subsidiaries <sup>8</sup>	6	—	N/M
Total operating profit	\$ 853	\$ 1,083	(21)%

N/M – Represents a change equal to or in excess of 100% or not meaningful

<sup>1</sup> 2022 includes a loss on disposition of \$17 million, IHS Markit merger costs of \$6 million, employee severance charges of \$13 million and acquisition-related costs of \$1 million. 2022 and 2021 include amortization of intangibles from acquisitions of \$134 million and \$16 million, respectively.

<sup>2</sup> 2022 includes employee severance charges of \$2 million. 2022 and 2021 includes amortization of intangibles from acquisitions of \$2 million.

<sup>3</sup> 2022 includes employee severance charges of \$14 million and IHS Markit merger costs of \$10 million. 2022 and 2021 include amortization of intangibles from acquisitions of \$32 million and \$2 million, respectively.

<sup>4</sup> 2022 includes acquisition-related benefit of \$19 million, employee severance charges of \$1 million, IHS Markit merger costs of \$1 million and amortization of intangibles from acquisitions of \$76 million.

<sup>5</sup> 2022 includes a gain on disposition of 14 million, employee severance charges of \$1 million and IHS Markit merger costs of \$1 million. 2022 and 2021 include amortization of intangibles from acquisitions of \$9 million and \$1 million, respectively.

<sup>6</sup> 2022 includes employee severance charges of \$2 million. 2022 includes amortization of intangibles from acquisitions of \$14 million.

<sup>7</sup> 2022 includes IHS Markit merger costs of \$127 million, employee severance charges of \$23 million, a gain on acquisition of \$10 million, asset impairment of \$9 million and acquisition-related costs of \$1 million. 2021 includes IHS Markit merger costs of \$54 million and a gain on disposition of \$3 million.

<sup>8</sup> 2022 includes amortization of intangibles from acquisitions of \$13 million.

*Segment Operating Profit* — Decreased 13% as compared to 2021. Excluding the unfavorable impact of higher amortization of intangibles from acquisitions in 2022 of 21 percentage points, employee severance charges in 2022 of 3 percentage points and IHS Markit merger related costs in 2022 of 1 percentage point, partially offset by an acquisition-related benefit in 2022 of 1 percentage point, segment operating profit increased 11%. The increase was primarily due to revenue growth primarily due to the impact of the merger with IHS Markit, lower incentive costs, partially offset by a decrease in revenue at Ratings, expenses associated with the merger with IHS Markit, an increase in compensation costs driven by additional headcount and annual merit and promotion increases and an increase in technology expenses. See “Segment Review” below for further information.

*Corporate Unallocated Expense*— Corporate Unallocated expense includes costs for corporate functions, select initiatives, unoccupied office space and Kensho, included in selling and general expenses. Corporate Unallocated expense increased 95% compared to 2021. Excluding higher IHS Markit merger costs in 2022 of 98 percentage points, employee severance charges in 2022 of 31 percentage points, an asset impairment in 2022 of 11 percentage points, a gain on disposition in 2021 of 3 percentage points and acquisition-related costs in 2022 of 2 percentage points, partially offset by a gain on acquisition in 2022 of 13 percentage points, Corporate Unallocated expense decreased 37% primarily due to cost synergies and lower incentive costs.

*Equity in Income on Unconsolidated Subsidiaries*— The Company holds an investment in a 50/50 joint venture arrangement with shared control with CME Group that combined each of the company’s post-trade services into a new joint venture, OSTTRA. The joint venture provides trade processing and risk mitigation operations and incorporates CME’s optimization businesses (Traiana, TriOptima, and Reset) and the Company’s MarkitSERV business. The combination is intended to increase operating efficiencies of both the company’s business to more effectively service clients with enhanced platforms and services

for OTC markets across interest rate, FX, equity, and credit asset classes. Equity in Income on Unconsolidated Subsidiaries includes the OSTTRA joint venture acquired in connection with the merger with IHS Markit. Equity in Income on Unconsolidated Subsidiaries was \$6 million for the three months ended September 30, 2022.

Foreign exchange rates had a favorable impact on operating profit of 1 percentage point. This impact refers to constant currency comparisons and the remeasurement of monetary assets and liabilities. Constant currency impacts are estimated by re-calculating current year results of foreign operations using the average exchange rate from the prior year. Remeasurement impacts are based on the variance between current-year and prior-year foreign exchange rate fluctuations on assets and liabilities denominated in currencies other than the individual businesses functional currency.

#### Nine Months

(in millions)	2022	2021	% Change
Market Intelligence <sup>1</sup>	\$ 2,366	\$ 514	N/M
Ratings <sup>2</sup>	1,352	2,054	(34)%
Commodity Insights <sup>3</sup>	440	411	7%
Mobility <sup>4</sup>	166	—	N/M
Indices <sup>5</sup>	732	600	22%
Engineering Solutions <sup>6</sup>	3	—	N/M
Total segment operating profit	5,059	3,579	41%
Corporate Unallocated expense <sup>7</sup>	(852)	(262)	NM
Equity in Income on Unconsolidated Subsidiaries <sup>8</sup>	21	—	N/M
Total operating profit	\$ 4,228	\$ 3,317	28%

N/M – Represents a change equal to or in excess of 100% or not meaningful

<sup>1</sup> 2022 includes a gain on disposition of \$1.8 billion, employee severance charges of \$44 million, IHS Markit merger costs of \$21 million and acquisition-related costs of \$2 million. 2021 includes a gain on disposition of \$2 million. 2022 and 2021 include amortization of intangibles from acquisitions of \$331 million and \$49 million, respectively.

<sup>2</sup> 2022 includes employee severance charges of \$14 million. 2022 and 2021 includes amortization of intangibles from acquisitions of \$5 million and \$8 million, respectively.

<sup>3</sup> 2022 includes employee severance charges of \$38 million and IHS Markit merger costs of \$16 million. 2022 and 2021 include amortization of intangibles from acquisitions of \$77 million and \$6 million, respectively.

<sup>4</sup> 2022 includes an acquisition-related benefit of \$15 million, employee severance charges of \$3 million, IHS Markit merger costs of \$1 million and amortization of intangibles from acquisitions of \$176 million.

<sup>5</sup> 2022 includes a gain on disposition of \$52 million, employee severance charges of \$4 million and IHS Markit merger costs of \$1 million. 2022 and 2021 include amortization of intangibles from acquisitions of \$22 million and \$4 million, respectively.

<sup>6</sup> 2022 includes employee severance charges of 4 million. 2022 includes amortization of intangibles from acquisitions of \$33 million.

<sup>7</sup> 2022 includes IHS Markit merger costs of \$483 million, a S&P Foundation grant of \$200 million, employee severance charges of \$87 million, a gain on acquisition of \$10 million, asset impairment of \$9 million, acquisition-related costs of \$7 million, lease impairments of \$5 million and asset write-off of \$3 million. 2021 includes IHS Markit merger costs of \$153 million, a lease impairment of \$3 million, a gain on disposition of \$3 million and Kensho retention related expense of \$2 million. 2022 and 2021 includes and amortization of intangibles from acquisitions of \$1 million and \$7 million, respectively.

<sup>8</sup> 2022 includes amortization of intangibles from acquisitions of \$42 million.

**Segment Operating Profit** — Increased 41% as compared to 2021. Excluding the favorable impact of a higher gain on dispositions in 2022 of 53 percentage points, partially offset by higher amortization of intangibles from acquisitions in 2022 of 16 percentage points, higher employee severance charges in 2022 of 3 percentage points and IHS Markit merger related costs in 2022 of 1 percentage point, segment operating profit increased 8%. The increase was primarily due to revenue growth primarily due to the impact of the merger with IHS Markit, lower incentive costs and lower occupancy costs from reduced real estate footprint, partially offset by a decrease in transaction revenue at Ratings, expenses associated with the merger with IHS Markit, an increase in compensation costs driven by additional headcount and annual merit and promotion increases, the resumption of business travel from the lifting of COVID restrictions and an increase in technology expenses. See “Segment Review” below for further information.

**Corporate Unallocated Expense**— Corporate Unallocated expense includes costs for corporate functions, select initiatives, unoccupied office space and Kensho, included in selling and general expenses. Corporate Unallocated expense increased 225% compared to 2021. Excluding higher IHS Markit merger costs in 2022 of 137 percentage points, a S&P Foundation grant in 2022 of 83 percentage points, employee severance charges in 2022 of 36 percentage points, an asset impairment in 2022 of 4 percentage points, acquisition-related costs in 2022 of 3 percentage points, partially offset by a gain on acquisition of 4 percentage points and lower amortization of intangibles from acquisitions in 2022 of 2 percentage points, Corporate Unallocated expense decreased 32% primarily due to cost synergies and lower incentive costs.

**Equity in Income on Unconsolidated Subsidiaries**— The Company holds an investment in a 50/50 joint venture arrangement with shared control with CME Group that combined each of the company's post-trade services into a new joint venture, OSTTRA. The joint venture provides trade processing and risk mitigation operations and incorporates CME's optimization businesses (Traiana, TriOptima, and Reset) and the Company's MarkitSERV business. The combination is intended to increase operating efficiencies of both the company's business to more effectively service clients with enhanced platforms and services for OTC markets across interest rate, FX, equity, and credit asset classes. Equity in Income on Unconsolidated Subsidiaries includes the OSTTRA joint venture acquired in connection with the merger with IHS Markit. Equity in Income on Unconsolidated Subsidiaries was \$21 million for the nine months ended September 30, 2022.

Foreign exchange rates had an unfavorable impact on operating profit of less than 1 percentage point. This impact refers to constant currency comparisons and the remeasurement of monetary assets and liabilities. Constant currency impacts are estimated by re-calculating current year results of foreign operations using the average exchange rate from the prior year. Remeasurement impacts are based on the variance between current-year and prior-year foreign exchange rate fluctuations on assets and liabilities denominated in currencies other than the individual businesses functional currency.

**Other Income, net**

Other income, net includes the net periodic benefit cost for our retirement and post retirement plans and gains and losses on our mark-to-market investments. Other income, net was \$37 million for the three months ended September 30, 2022 compared to \$22 million for the three months ended September 30, 2021, and \$86 million for the nine months ended September 30, 2022 compared to \$51 million for the nine months ended September 30, 2021 primarily due to higher gains on our mark-to-market investments in 2022.

**Interest Expense, net**

Interest expense, net increased \$40 million compared to the three months ended September 30, 2021, and increased \$124 million compared to the nine months ended September 30, 2021 primarily due to higher debt balances. See *Note 4 – Debt* for further details.

**Gain (loss) on Extinguishment of Debt, Net**

During the three and nine ended September 30, 2022, we recognized a \$4 million gain and \$15 million loss on extinguishment of debt. The nine months ended September 30, 2022 includes a \$142 million tender premium paid to tendering note holders in accordance with the terms of the tender offer, offset by a \$127 million non-cash write-off related to the fair market value step up premium on extinguished debt.

**Provision for Income Taxes**

The effective income tax rate was 17.6% and 25.8% for the three and nine months ended September 30, 2022 and 19.9% and 22.8% for the three and nine months September 30, 2021, respectively. The decrease in the three months ended September 30, 2022 was primarily due to mix of income by jurisdiction. The increase in nine months ended September 30, 2022 was primarily due to the tax charge on merger related divestitures and deal related non-deductible costs.

**Segment Review**

**Market Intelligence**

Market Intelligence is a global provider of multi-asset-class data and analytics integrated with purpose-built workflow solutions. Market Intelligence's portfolio of capabilities are designed to help trading and investment professionals, government agencies, corporations and universities track performance, generate alpha, identify investment ideas, understand competitive and industry dynamics, perform valuations and manage credit risk.

In June of 2022, we completed the previously announced sale of Leveraged Commentary and Data (“LCD”), a business within our Market Intelligence segment, to Morningstar. During the three and nine months ended September 30, 2022, we recorded a pre-tax loss of \$15 million (\$11 million after tax) and pre-tax gain of \$505 million (\$378 million after tax) for the sale of LCD.

In March of 2022, we completed the previously announced sale of CUSIP Global Services (“CGS”), a business within our Market Intelligence segment, to FactSet Research Systems Inc. for a purchase price of \$1.925 billion in cash, subject to customary adjustments. During the three and nine months ended September 30, 2022, we recorded a pre-tax loss of \$2 million (\$2 million after tax) and a pre-tax gain of \$1.341 billion (\$1.005 billion after tax) in Loss (gain) on dispositions in the consolidated statements of income related to the sale of CGS.

Market Intelligence includes the following business lines:

- Desktop — a product suite that provides data, analytics and third-party research for global finance and corporate professionals, which includes the Capital IQ platforms (which are inclusive of S&P Capital IQ Pro, Capital IQ, Office and Mobile products);
- Data & Advisory Solutions — a broad range of research, reference data, market data, derived analytics and valuation services covering both the public and private capital markets, delivered through flexible feed-based or API delivery mechanisms. This also includes issuer solutions for public companies, a range of products for the maritime & trade market, data and insight into Financial Institutions, the telecoms, technology and media space as well as ESG and supply chain data analytics;
- Enterprise Solutions — software and workflow solutions that help our customers manage and analyze data; identify risk; reduce costs; and meet global regulatory requirements. The portfolio includes industry leading financial technology solutions like Wall Street Office, Enterprise Data Manager, Information Mosaic, and iLevel. Our Global Markets Group offering delivers bookbuilding platforms and investor prospecting solutions across multiple assets including municipal bonds, equities, fixed income and loans; and
- Credit & Risk Solutions — commercial arm that sells Ratings' credit ratings and related data and research, advanced analytics, and financial risk solutions which includes subscription-based offerings, RatingsXpress®, RatingsDirect® and Credit Analytics.

Subscription revenue at Market Intelligence is primarily derived from distribution of data, valuation services, analytics, third party research, and credit ratings-related information through both feed and web-based channels. Subscription revenue also include software and hosted product offerings which provide maintenance and continuous access to our platforms over the contract term. Recurring variable revenue at Market Intelligence represents revenue from contracts for services that specify a fee based on, among other factors, the number of trades processed, assets under management, or the number of positions valued. Non-subscription revenue at Market Intelligence is primarily related to certain advisory, pricing conferences and events, and analytical services.

The following table provides revenue and segment operating profit information for the periods ended September 30:

(in millions)	Three Months			Nine Months		
	2022	2021	% Change	2022	2021	% Change
Revenue	\$ 1,016	\$ 554	83%	\$ 2,774	\$ 1,617	72%
Subscription revenue	\$ 861	\$ 541	59%	\$ 2,386	\$ 1,578	51%
Recurring variable revenue	\$ 115	\$ —	N/M	\$ 277	\$ —	N/M
Non-subscription revenue	\$ 40	\$ 13	N/M	\$ 111	\$ 39	N/M
% of total revenue:						
Subscription revenue	85 %	98 %		86 %	98 %	
Recurring variable revenue	11 %	— %		10 %	— %	
Non-subscription revenue	4 %	2 %		4 %	2 %	
U.S. revenue	\$ 598	\$ 347	72%	\$ 1,634	\$ 1,021	60%
International revenue	\$ 418	\$ 207	N/M	\$ 1,140	\$ 596	91%
% of total revenue:						
U.S. revenue	59 %	63 %		59 %	63 %	
International revenue	41 %	37 %		41 %	37 %	
Operating profit <sup>1</sup>	\$ 174	\$ 179	(3)%	\$ 2,366	\$ 514	N/M
Operating margin %	17 %	32 %		85 %	32 %	

N/M – Represents a change equal to or in excess of 100% or not meaningful

Note – In the first quarter of 2022, the Market Intelligence Commodities business was transferred to the Commodity Insights segment and prior-year amounts have been reclassified to conform with current presentation.

<sup>1</sup> Operating profit for the three and nine months ended September 30, 2022 includes loss on dispositions of \$17 million and gain on dispositions \$1.8 billion, respectively, employee severance charges of \$13 million and \$44 million, respectively, IHS Markit merger costs of \$6 million and \$21 million, respectively, and acquisition-related costs of \$1 million and \$2 million, respectively. Operating profit for the nine months ended September 30, 2021 includes a gain on disposition of \$2 million. Operating profit includes amortization of intangibles from acquisitions of \$134 million and \$16 million is included for the three months ended September 30, 2022 and 2021, respectively, and \$331 million and \$49 million for the nine months ended September 30, 2022 and 2021, respectively.

#### Three Months

Revenue increased 83% primarily due to the impact of the merger with IHS Markit. Subscription revenue growth for certain Market Intelligence Desktop products, RatingsXpress®, RatingsDirect®, and certain data feed products within Data and Advisory Solutions also contributed to revenue growth. Foreign exchange rates had an unfavorable impact of 2% percentage points.

Operating profit decreased 3%. Excluding the impact of higher amortization of intangibles of 60 percentage points, a loss on dispositions of 9 percentage points, employee severance charges in 2022 of 7 percentage points, IHS Markit merger costs in 2022 of 3 percentage points, operating profit increased 76% primarily due to revenue growth and lower incentive costs, partially offset by expenses associated with the merger with IHS Markit, an increase in technology expenses and higher compensation costs. Foreign exchange rates had a favorable impact of 8% percentage points.

#### Nine Months

Revenue increased 72% primarily due to the impact of the merger with IHS Markit. Subscription revenue growth for certain Market Intelligence Desktop products, RatingsXpress®, RatingsDirect®, and certain data feed products within Data and Advisory Solutions also contributed to revenue growth. Foreign exchange rates had an unfavorable impact of 1 percentage point.

Operating profit increased 360%. Excluding the impact of a gain on dispositions of 366 percentage points, partially offset by higher amortization of intangibles of 56 percentage points, employee severance charges in 2022 of 9 percentage points and IHS Markit merger costs in 2022 of 4 percentage points, operating profit increased 64% primarily due to revenue growth and lower incentive costs, partially offset by expenses associated with the merger with IHS Markit, an increase in technology expenses and higher compensation costs. Foreign exchange rates had a favorable impact of 4 percentage points.

For a further discussion of competitive and other risks inherent in our Market Intelligence business, see Item 1A, *Risk Factors*



in this Form 10-Q and our most recently filed Annual Report on Form 10-K. For a further discussion of the legal and regulatory matters see Note 12 – *Commitments and Contingencies* to the consolidated financial statements of this Form 10-Q.

## Ratings

Ratings is an independent provider of credit ratings, research, and analytics, offering investors and other market participants information, ratings and benchmarks. Credit ratings are one of several tools investors can use when making decisions about purchasing bonds and other fixed income investments. They are opinions about credit risk and our ratings express our opinion about the ability and willingness of an issuer, such as a corporation or state or city government, to meet its financial obligations in full and on time. Our credit ratings can also relate to the credit quality of an individual debt issue, such as a corporate or municipal bond, and the relative likelihood that the issue may default.

Ratings disaggregates its revenue between transaction and non-transaction. Transaction revenue primarily includes fees associated with:

- ratings related to new issuance of corporate and government debt instruments, as well as structured finance debt instruments; and
- bank loan ratings.

Non-transaction revenue primarily includes fees for surveillance of a credit rating, annual fees for customer relationship-based pricing programs, fees for entity credit ratings and global research and analytics at CRISIL. Non-transaction revenue also includes an intersegment royalty charged to Market Intelligence for the rights to use and distribute content and data developed by Ratings. Royalty revenue was \$36 million and \$107 million for the three and nine months ended September 30, 2022, respectively, and \$34 million and \$101 million for the three and nine months ended September 30, 2021, respectively.

The following table provides revenue and segment operating profit information for the periods ended September 30:

(in millions)	Three Months			Nine Months		
	2022	2021	% Change	2022	2021	% Change
Revenue	\$ 681	\$ 1,017	(33)%	\$ 2,345	\$ 3,107	(25)%
Transaction revenue	\$ 244	\$ 551	(56)%	\$ 992	\$ 1,748	(43)%
Non-transaction revenue	\$ 437	\$ 466	(6)%	\$ 1,353	\$ 1,359	—%
% of total revenue:						
Transaction revenue	36 %	54 %		42 %	56 %	
Non-transaction revenue	64 %	46 %		58 %	44 %	
U.S. revenue	\$ 370	\$ 592	(37)%	\$ 1,282	\$ 1,828	(30)%
International revenue	\$ 311	\$ 425	(27)%	\$ 1,063	\$ 1,279	(17)%
% of total revenue:						
U.S. revenue	54 %	58 %		55 %	59 %	
International revenue	46 %	42 %		45 %	41 %	
Operating profit <sup>1</sup>	\$ 377	\$ 644	(41)%	\$ 1,352	\$ 2,054	(34)%
Operating margin %	55 %	63 %		58 %	66 %	

<sup>1</sup> Operating profit for the three and nine months ended September 30, 2022 includes employee severance charges of \$2 million and \$14 million, respectively. Operating profit includes amortization of intangibles from acquisitions of \$2 million for the three months ended September 30, 2022 and 2021, and \$5 million and \$8 million for the nine months ended September 30, 2022 and 2021, respectively.

## Three Months

Revenue decreased 33%, with an unfavorable impact from foreign exchange rates of 3% percentage points. Transaction revenue decreased due to lower corporate bond ratings revenue driven by a decrease in high-yield and investment-grade issuance volumes and lower bank loan ratings revenue. A decrease in structured finance revenues primarily driven by decreased issuance of U.S. collateralized loan obligations (“CLOs”) also contributed to the decrease in transaction revenue. Reduced issuance volumes mainly resulted from unfavorable macroeconomic conditions in 2022 compared to strong issuance levels in the prior year period. Non-transaction revenue decreased due to the unfavorable impact of foreign exchange rates, lower entity credit ratings revenue and a decrease in Ratings Evaluation Service (“RES”) revenue. Excluding the unfavorable impact of foreign exchange rates of 4 percentage points, non-transaction revenue decreased 2%. Transaction and non-transaction revenue also benefited from improved contract terms across product categories.

Operating profit decreased 41%, with an unfavorable impact from foreign exchange rates of 1% percentage point. Excluding the impact of employee severance charges in 2022 of less than 1 percentage point, operating profit decreased 41% primarily due to a decline in revenue partially offset by a decrease in expenses. The decrease in expenses was primarily driven by lower incentive costs due to weaker financial performance, partially offset by higher compensation costs driven by targeted investment into key areas of the business, as well as annual merits and promotion, and higher legal fees.

#### *Nine Months*

Revenue decreased 25%, with an unfavorable impact from foreign exchange rates of 2 percentage points. Transaction revenue decreased due to lower corporate bond ratings revenue driven by a decrease in high-yield and investment-grade issuance volumes and lower bank loan ratings revenue. A decrease in structured finance revenues primarily driven by decreased issuance of U.S. CLOs also contributed to the decrease in transaction revenue. Reduced issuance volumes mainly resulted from unfavorable macroeconomic conditions in 2022 compared to strong issuance levels in the prior year period. Non-transaction revenue remained relatively unchanged, decreasing less than 1%, primarily due to the unfavorable impact of foreign exchange rates, a decrease in entity credit ratings revenue and lower RES revenue, offset by an increase in revenue at our CRISIL subsidiary and an increase in surveillance revenue. Excluding the unfavorable impact of foreign exchange rates of 3 percentage points, non-transaction revenue increased 3%. Transaction and non-transaction revenue also benefited from improved contract terms across product categories.

Operating profit decreased 34%, with an unfavorable impact from foreign exchange rates of 1 percentage point. Excluding the impact of employee severance charges in 2022 of 1 percentage point, operating profit decreased 33% primarily due to a decline in revenue partially offset by decrease in expenses. The decrease in expenses was driven by lower incentive costs due to weaker financial performance, lower occupancy costs from reduced real estate footprint, and lower project amortization costs, partially offset by higher compensation costs driven by targeted investment into key areas of the business, as well as annual merits and promotion, legal fees and the resumption of business travel from the lifting of COVID restrictions.

#### *Market Issuance Volumes*

We monitor market issuance volumes regularly within Ratings. Market issuance volumes noted within the discussion that follows are based on where an issuer is located or where the assets associated with an issue are located. Structured Finance issuance includes amounts when a transaction closes, not when initially priced, and excludes domestically-rated Chinese issuance. The following tables depict changes in issuance levels as compared to the prior year based on data from SDC Platinum for Corporate bond issuance and based on a composite of external data feeds and Ratings' internal estimates for Structured Finance issuance.

	Third Quarter Compared to Prior Year			Year-to-Date Compared to Prior Year		
	U.S.	Europe	Global	U.S.	Europe	Global
<b>Corporate Bond Issuance *</b>						
High-yield issuance	(80)%	(80)%	(84)%	(79)%	(72)%	(77)%
Investment-grade issuance	(25)%	(10)%	(25)%	(17)%	(15)%	(17)%
Total issuance **	(41)%	(31)%	(29)%	(38)%	(30)%	(23)%

\* Includes Industrials and Financial Services.

\*\* Includes rated and non-rated issuance

- Corporate issuance was down in the U.S. and Europe for the quarter and year-to-date driven by reflecting unfavorable macroeconomic conditions in 2022 compared to strong issuance levels in the prior year periods.

	Third Quarter Compared to Prior Year			Year-to-Date Compared to Prior Year		
	U.S.	Europe	Global	U.S.	Europe	Global
<b>Structured Finance Issuance</b>						
Asset-backed securities (“ABS”)	(28)%	(15)%	(24)%	(1)%	(25)%	(5)%
Structured credit (primarily CLOs)	(74)%	(76)%	(75)%	(62)%	(65)%	(62)%
Commercial mortgage-backed securities (“CMBS”)	(35)%	*	(42)%	43%	(79)%	33%
Residential mortgage-backed securities (“RMBS”)	(52)%	160%	(28)%	(1)%	38%	1%
Covered bonds	**	50%	23%	**	76%	88%
Total issuance	(52)%	7%	(36)%	(24)%	11%	(10)%

\* Represents no activity in 2022.

\*\* Represents no activity in 2021.

- ABS issuance decreased in the U.S. and Europe driven by a decline in Autos, Student Loans, and Non-Traditional / Esoterics.
- CLO issuance was down in the U.S. and European structured credit markets due to unfavorable market conditions and widening spreads slowing down new issues and eliminating refinancing and resets.
- CMBS issuance was down in the U.S. in the quarter reflecting unfavorable market conditions. CMBS issuance was also down in Europe, although from a low 2021 base.
- RMBS issuance was down the U.S. in the quarter reflecting decreased market volume due to unfavorable market conditions. RMBS issuance increased in Europe reflecting an increase in large jumbo deals.
- Covered bond (debt securities backed by mortgages or other high-quality assets that remain on the issuer's balance sheet) issuance in Europe increased from a low 2021 base as cheaper government funding programs slowed down.

For a further discussion of competitive and other risks inherent in our Ratings business, see Item 1A, *Risk Factors* in this Form 10-Q and our most recently filed Annual Report on Form 10-K. For a further discussion of the legal and regulatory matters see Note 12 – *Commitments and Contingencies* to the consolidated financial statements of this Form 10-Q.

### Commodity Insights

Commodity Insights is a leading independent provider of information and benchmark prices for the commodity and energy markets. Commodity Insights provides essential price data, analytics, industry insights and software & services, enabling the commodity and energy markets to perform with greater transparency and efficiency.

Commodity Insights includes the following business lines:

- Energy & Resources Data & Insights — includes data, news, insights, and analytics for petroleum, gas, power & renewables, petrochemicals, metals & steel, agriculture, and other commodities;
- Price Assessments — includes price assessments and benchmarks, forward curves;
- Upstream Data & Insights — includes exploration & production data and insights, software and analytics; and
- Advisory & Transactional Services — includes consulting services, conferences, events and global trading services.

Commodity Insights revenue is generated primarily through the following sources:

- Subscription revenue — primarily from subscriptions to our market data and market insights (price assessments, market reports and commentary and analytics) along with other information products and software term licenses;
- Sales usage-based royalties — primarily from licensing of our proprietary market price data and price assessments to commodity exchanges; and
- Non-subscription revenue — conference sponsorship, consulting engagements, events, and perpetual software licenses.

The following table provides revenue and segment operating profit information for the periods ended September 30:

(in millions)	Three Months			Nine Months		
	2022	2021	% Change	2022	2021	% Change
Revenue	\$ 432	\$ 255	70%	\$ 1,234	\$ 747	65%
Subscription revenue	\$ 394	\$ 236	67%	\$ 1,088	\$ 691	57%
Sales usage-based royalties	\$ 17	\$ 17	(4)%	\$ 50	\$ 49	2%
Non-subscription revenue	\$ 21	\$ 2	N/M	\$ 96	\$ 7	N/M
% of total revenue:						
Subscription revenue	91 %	93 %		88 %	93 %	
Sales usage-based royalties	4 %	7 %		4 %	7 %	
Non-subscription revenue	5 %	1 %		8 %	1 %	
U.S. revenue	\$ 167	\$ 91	85%	\$ 496	\$ 261	90%
International revenue	\$ 265	\$ 164	61%	\$ 738	\$ 486	52%
% of total revenue:						
U.S. revenue	39 %	36 %		40 %	35 %	
International revenue	61 %	64 %		60 %	65 %	
Operating profit <sup>1</sup>	\$ 141	\$ 136	4%	\$ 440	\$ 411	7%
Operating margin %	33 %	54 %		36 %	55 %	

N/M - Represents a change equal to or in excess of 100% or not meaningful

Note – In the first quarter of 2022, the Market Intelligence Commodities business was transferred to the Commodity Insights segment and prior-year amounts have been reclassified to conform with current presentation.

<sup>1</sup> Operating profit for the three and nine months ended September 30, 2022 includes employee severance charges of \$14 million and \$38 million, respectively, and IHS Markit merger costs of \$10 million and \$16 million, respectively. Operating profit includes amortization of intangibles from acquisitions of \$32 million and \$2 million for the three months ended September 30, 2022 and 2021, respectively, and \$77 million and \$6 million for the nine months ended September 30, 2022 and 2021, respectively.

### Three Months

Revenue increased 70% primarily due to the impact of the merger with IHS Markit and continued demand for market data and market insights products driven by expanded product offerings to our existing customers under enterprise use contracts. The Energy & Resources Data & Insights, Price Assessments and Upstream Data & Insights businesses continue to be the most significant revenue drivers, followed by the Advisory & Transactional Services business. Foreign exchange rates had an unfavorable impact of 1% percentage point.

Operating profit increased 4%. Excluding the impact of higher amortization of intangibles from acquisitions of 22 percentage points, employee severance charges in 2022 of 10 percentage points and IHS Markit merger costs in 2022 of 7 percentage points, operating profit increased 43%. The increase was primarily due to revenue growth partially offset by expenses associated with the merger with IHS Markit, higher compensation costs, the resumption of business travel from the lifting of COVID restrictions and an increase in operating costs to support business initiatives at Commodity Insights. Foreign exchange rates had a favorable impact of 2% percentage points.

### Nine Months

Revenue increased 65% primarily due to the impact of the merger with IHS Markit, continued demand for market data and market insights products driven by expanded product offerings to our existing customers under enterprise use contracts and higher conference revenue driven by the return of in-person attendance at Commodity Insights conferences in 2022 compared to virtual events in 2021. The Energy & Resources Data & Insights, Price Assessments and Upstream Data & Insights businesses continue to be the most significant revenue drivers, followed by the Advisory & Transactional Services business, which contributed large growth in the first quarter of 2022. Foreign exchange rates had an unfavorable impact of less than 1 percentage point.

Operating profit increased 7%. Excluding the impact of higher amortization of intangibles from acquisitions of 17 percentage points, employee severance charges in 2022 of 9 percentage points and IHS Markit merger costs in 2022 of 4 percentage points, operating profit increased 37%. The increase was primarily due to revenue growth partially offset by expenses associated with the merger with IHS Markit, an increase in costs related to the Commodity Insights conferences in 2022, higher compensation costs, the resumption of business travel from the lifting of COVID restrictions and an increase in operating costs to support business initiatives at Commodity Insights. Foreign exchange rates had a favorable impact of less than 1 percentage point.

For a further discussion of competitive and other risks inherent in our Commodity Insights business, see Item 1A, *Risk Factors* in this Form 10-Q and our most recently filed Annual Report on Form 10-K. For a further discussion of the legal and regulatory matters see Note 12 – *Commitments and Contingencies* to the consolidated financial statements of this Form 10-Q.

#### **Mobility**

Mobility is a leading provider of solutions serving the full automotive value chain including vehicle manufacturers (OEMs), automotive suppliers, mobility service providers, retailers, consumers, and finance and insurance companies. Mobility operates globally, with staff located in over 17 countries.

Mobility's revenue is generated primarily through the following sources:

- **Subscription revenue** — Mobility's core information products provide critical information and insights to all global OEMs, most of the world's leading suppliers, and the majority of North American dealerships. Mobility operates across both the new and used car markets. Mobility provides data and insight on future vehicles sales and production, including detailed forecasts on technology and vehicle components; supplies car makers and dealers with market reporting products, predictive analytics and marketing automation software; and supports dealers with vehicle history reports, used car listings and service retention services. Mobility also sells a range of services to financial institutions, to support their marketing, insurance underwriting and claims management activities; and
- **Non-subscription revenue** — One-time transactional sales of data that are non-cyclical in nature – and that are usually tied to underlying business metrics such as OEM marketing spend or safety recall activity – as well as consulting and advisory services.

The Mobility business was acquired in connection with the merger with IHS Markit on February 28, 2022 and financial results are included since the date of acquisition.

The following table provides revenue and segment operating profit information for the periods ended September 30:

(in millions)	Three Months			Nine Months		
	2022	2021	% Change	2022	2021	% Change
Revenue	\$ 346	\$ —	N/M	\$ 797	\$ —	N/M
Subscription revenue	\$ 269	\$ —	N/M	\$ 618	\$ —	N/M
Non-subscription revenue	\$ 77	\$ —	N/M	\$ 179	\$ —	N/M
% of total revenue:						
Subscription revenue	78 %	— %		78 %	— %	
Non-subscription revenue	22 %	— %		22 %	— %	
U.S. revenue	\$ 282	\$ —	N/M	\$ 647	\$ —	N/M
International revenue	\$ 64	\$ —	N/M	\$ 150	\$ —	N/M
% of total revenue:						
U.S. revenue	82 %	— %		81 %	— %	
International revenue	18 %	— %		19 %	— %	
Operating profit <sup>1</sup>	\$ 90	\$ —	N/M	\$ 166	\$ —	N/M
Operating margin %	26 %	— %		21 %	— %	

N/M - Represents a change equal to or in excess of 100% or not meaningful

<sup>1</sup> Operating profit for the three and nine months ended September 30, 2022 includes an acquisition-related benefit of \$19 million and \$15 million, respectively, and employee severance charges of \$1 million and \$3 million, respectively. The nine months ended September 30, 2022 includes IHS Markit merger costs of \$1 million. Operating profit includes amortization of intangibles from acquisitions of \$76 million and \$176 million for the three and nine months ended September 30, 2022, respectively.

For a further discussion of competitive and other risks inherent in our Mobility business, see Item 1A, *Risk Factors* in this Form 10-Q and our most recently filed Annual Report on Form 10-K. For a further discussion of the legal and regulatory matters see Note 12 – *Commitments and Contingencies* to the consolidated financial statements of this Form 10-Q.

#### Indices

Indices is a global index provider that maintains a wide variety of valuation and index benchmarks for investment advisors, wealth managers and institutional investors. Indices' mission is to provide transparent benchmarks to help with decision making, collaborate with the financial community to create innovative products, and provide investors with tools to monitor world markets.

During the three and nine months ended September 30, 2022, we recorded a pre-tax gain of \$14 million (\$12 million after tax) and \$52 million (\$43 million after-tax) for the sale of a family of leveraged loan indices in Loss (gain) on dispositions in the consolidated statements of income.

Indices derives revenue from asset-linked fees when investors direct funds into its proprietary designed or owned indexes, sales-usage based royalties of its indices, and to a lesser extent data subscription arrangements. Specifically, Indices generates revenue from the following sources:

- Investment vehicles — asset-linked fees such as ETFs and mutual funds, that are based on the S&P Dow Jones Indices' benchmarks that generate revenue through fees based on assets and underlying funds;
- Exchange traded derivatives — generate sales usage-based royalties based on trading volumes of derivatives contracts listed on various exchanges;
- Index-related licensing fees — fixed or variable annual and per-issue asset-linked fees for over-the-counter derivatives and retail-structured products; and
- Data and customized index subscription fees — fees from supporting index fund management, portfolio analytics and research.

The following table provides revenue and segment operating profit information for the periods ended September 30:

(in millions)	Three Months			Nine Months		
	2022	2021	% Change	2022	2021	% Change
Revenue	\$ 334	\$ 298	12%	\$ 995	\$ 846	18%
Asset-linked fees	\$ 210	\$ 211	(1)%	\$ 642	\$ 589	9%
Subscription revenue	\$ 69	\$ 47	48%	\$ 190	\$ 140	35%
Sales usage-based royalties	\$ 55	\$ 40	37%	\$ 163	\$ 117	40%
% of total revenue:						
Asset-linked fees	63 %	71 %		65 %	70 %	
Subscription revenue	21 %	16 %		19 %	17 %	
Sales usage-based royalties	16 %	13 %		16 %	14 %	
U.S. revenue	\$ 271	\$ 249	9%	\$ 818	\$ 707	16%
International revenue	\$ 63	\$ 49	27%	\$ 177	\$ 139	28%
% of total revenue:						
U.S. revenue	81 %	84 %		82 %	84 %	
International revenue	19 %	16 %		18 %	16 %	
Operating profit <sup>1</sup>	\$ 239	\$ 213	12%	\$ 732	\$ 600	22%
Less: net operating profit attributable to noncontrolling interests	64	58		195	161	
Net operating profit	\$ 175	\$ 155	13%	\$ 537	\$ 439	22%
Operating margin %	72 %	71 %		74 %	71 %	
Net operating margin %	52 %	52 %		54 %	52 %	

<sup>1</sup> Operating profit for the three and nine months ended September 30, 2022 includes a gain on disposition of \$14 million and \$52 million, respectively, employee severance charges of \$1 million and \$4 million, respectively, and IHS Markit merger costs of \$1 million. Operating profit includes amortization of intangibles from acquisitions of \$9 million and \$1 million for the three months ended

September 30, 2022 and 2021, respectively, and \$22 million and \$4 million for the nine months ended September 30, 2022 and 2021, respectively.

### *Three Months*

Revenue at Indices increased 12% primarily due to higher exchange-traded derivative revenue driven by higher average trading volume from increased volatility, higher average levels of assets under management (“AUM”) for mutual funds, higher data subscription revenue and the impact of the merger with IHS Markit. These increases were partially offset by lower levels of AUM for ETFs and the impact of a breakup fee associated with the a termination of several ETF funds in the prior year period. Ending AUM for ETFs at September 30, 2022 was \$2.348 trillion. Excluding AUM related to the merger with IHS Markit, ending AUM for ETFs decreased 10% to \$2.230 trillion and average levels of AUM for ETFs decreased 3% to \$2.458 trillion compared to the three months ended September 30, 2021. Foreign exchange rates had an unfavorable impact of 1 percentage point.

Operating profit increased 12%. Excluding the impact of a gain on disposition of 7 percentage points, partially offset by higher amortization of intangibles from acquisitions of 4 percentage points, operating profit increased 10%. Revenue growth and lower incentive costs were partially offset by an increase in strategic investments, higher compensation costs driven by annual merit increases, the resumption of business travel from the lifting of COVID restrictions and the impact of the merger with IHS Markit. Foreign exchange rates had an unfavorable impact of 2 percentage points.

### *Nine Months*

Revenue at Indices increased 18% primarily due to higher exchange-traded derivative revenue driven by higher average trading volume from increased volatility, higher average levels of assets under management (“AUM”) for mutual funds, higher data subscription revenue and the impact of the merger with IHS Markit. Ending AUM for ETFs at September 30, 2022 was \$2.348 trillion. Excluding AUM related to the merger with IHS Markit, ending AUM for ETFs decreased 10% to \$2.230 trillion and average levels of AUM for ETFs increased 9% to \$2.548 trillion compared to the nine months ended September 30, 2021. Foreign exchange rates had an unfavorable impact of less than 1 percentage point.

Operating profit increased 22%. Excluding the impact of a gain on disposition of 9 percentage points, partially offset by higher amortization of intangibles from acquisitions of 3 percentage points and employee severance charges in 2022 of 1 percentage point, operating profit increased 17%. The impact of revenue growth and lower incentive costs were partially offset by an increase in strategic investments, higher compensation costs driven by annual merit increases, higher data costs, the resumption of business travel from the lifting of COVID restrictions and the impact of the merger with IHS Markit. Foreign exchange rates had an unfavorable impact of 1 percentage point.

For a further discussion of competitive and other risks inherent in our Indices business, see Item 1A, *Risk Factors* in this Form 10-Q and our most recently filed Annual Report on Form 10-K. For a further discussion of the legal and regulatory matters see Note 12 – *Commitments and Contingencies* to the consolidated financial statements of this Form 10-Q.

## **Engineering Solutions**

Engineering Solutions is a leading provider of engineering standards and related technical knowledge. Engineering Solutions includes our Product Design offerings that provide technical professionals with the information and insight required to more effectively design products, optimize engineering projects and outcomes, solve technical problems and address complex supply chain issues. Our offerings utilize advanced knowledge discovery technologies, research tools, and software-based engineering decision engines to advance innovation, maximize productivity, improve quality and reduce risk.

Engineering Solutions' revenue is generated primarily through the following sources:

- Subscription revenue — primarily from subscriptions to our Product Design offerings providing standards, codes and specifications; applied technical reference; engineering journals, reports, best practices, and other vetted technical reference; and patents and patent applications, which includes Engineering Workbench; Goldfire's cognitive search and other advanced knowledge discovery capabilities that help pinpoint answers buried in enterprise systems and unstructured data enabling engineers and technical professionals to accelerate problem solving; and
- Non-subscription revenue — primarily from retail transaction and consulting services.

The Engineering Solutions business was acquired in connection with the merger with IHS Markit on February 28, 2022 and

financial results are included since the date of acquisition.

The following table provides revenue and segment operating profit information for the periods ended September 30:

(in millions)	Three Months			Nine Months		
	2022	2021	% Change	2022	2021	% Change
Revenue	\$ 95	\$ —	N/M	\$ 224	\$ —	N/M
Subscription revenue	\$ 89	\$ —	N/M	\$ 208	\$ —	N/M
Non-subscription revenue	\$ 6	\$ —	N/M	\$ 16	\$ —	N/M
% of total revenue:						
Subscription revenue	94 %	— %		93 %	— %	
Non-subscription revenue	6 %	— %		7 %	— %	
U.S. revenue	\$ 53	\$ —	N/M	\$ 124	\$ —	N/M
International revenue	\$ 42	\$ —	N/M	\$ 100	\$ —	N/M
% of total revenue:						
U.S. revenue	56 %	— %		55 %	— %	
International revenue	44 %	— %		45 %	— %	
Operating profit <sup>1</sup>	\$ 1	\$ —	N/M	\$ 3	\$ —	N/M
Operating margin %	1 %	— %		1 %	— %	

N/M - Represents a change equal to or in excess of 100% or not meaningful

<sup>1</sup> Operating profit for three and nine months ended September 30, 2022 includes employee severance charges of \$2 million and \$4 million, respectively. Operating profit includes amortization of intangibles from acquisitions of \$14 million and \$33 million for the three and nine months ended September 30, 2022, respectively.

For a further discussion of competitive and other risks inherent in our Engineering Solutions business, see Item 1A, *Risk Factors* in this Form 10-Q and our most recently filed Annual Report on Form 10-K. For a further discussion of the legal and regulatory matters see Note 12 – *Commitments and Contingencies* to the consolidated financial statements of this Form 10-Q.

## LIQUIDITY AND CAPITAL RESOURCES

We continue to maintain a strong financial position. Our primary source of funds for operations is cash from our businesses. Cash on hand, cash flows from operations and availability under our existing credit facility are expected to be sufficient to meet any additional operating and recurring cash needs into the foreseeable future. We use our cash for a variety of needs, including but not limited to: ongoing investments in our businesses, strategic acquisitions, share repurchases, dividends, repayment of debt, capital expenditures and investment in our infrastructure.

### Cash Flow Overview

Cash, cash equivalents, and restricted cash were \$1,389 million as of September 30, 2022, a decrease of \$5,116 million from December 31, 2021.

The following table provides cash flow information for the nine months ended September 30:

(in millions)	2022	2021	% Change
Net cash provided by (used for):			
Operating activities	\$ 1,490	\$ 2,658	(44)%
Investing activities	\$ 3,689	\$ (42)	N/M
Financing activities	\$ (10,128)	\$ (772)	N/M

In the first nine months of 2022, free cash flow decreased \$1,222 million to \$1,232 million compared to \$2,454 million in the first nine months of 2021. The decrease is primarily due to a decrease in cash provided by operating activities as discussed



below. Free cash flow is a non-GAAP financial measure and reflects our cash flow provided by operating activities less capital expenditures and distributions to noncontrolling interest holders. Capital expenditures include purchases of property and equipment and additions to technology projects. See “Reconciliation of Non-GAAP Financial Information” below for a reconciliation of cash flow provided by operating activities, the most directly comparable U.S. GAAP financial measure, to free cash flow and free cash flow excluding certain items.

#### *Operating activities*

Cash provided by operating activities decreased \$1,168 million to \$1,490 million for the first nine months of 2022. The decrease is mainly due to a decrease in operating results, an increase in IHS Markit merger costs, higher taxes paid on divestitures and a grant payment to the S&P Global Foundation in 2022.

#### *Investing activities*

Our cash outflows from investing activities are primarily for acquisitions and capital expenditures, while cash inflows are primarily proceeds from dispositions.

Cash provided by investing activities was \$3,689 million for the first nine months of 2022 compared to cash used for investing activities of \$42 million in the first nine months of 2021, primarily due to cash received from the dispositions of CUSIP Global Services, Oil Price Information Services, the Leveraged Commentary and Data business and a related family of leveraged loan indices, and the Base Chemicals business in 2022. See Note 2 — *Acquisitions and Divestitures* to the consolidated financial statements of this Form 10-Q for further discussion.

#### *Financing activities*

Our cash outflows from financing activities consist primarily of share repurchases, dividends to shareholders and repayments of short-term and long-term debt, while cash inflows are primarily attributable to the borrowing of short-term and long-term debt and proceeds from the exercise of stock options.

Cash used for financing activities increased \$9,356 million to \$10,128 million for the first nine months of 2022. The increase is primarily attributable to an increase in cash used for share repurchases in 2022. During the nine months ended September 30, 2022, we purchased a total of 29.5 million shares for \$11.0 billion of cash. During the nine months ended September 30, 2021, we did not use cash to repurchase shares. See Note 8 — *Equity* to the consolidated financial statements of this Form 10-Q for further discussion.

#### **Additional Financing**

We have the ability to borrow a total of \$2.0 billion through our commercial paper program, which is supported by our \$2.0 billion five-year credit agreement (our “credit facility”) that will terminate on April 26, 2026. On April 26, 2021, we entered into a revolving \$1.5 billion five-year credit agreement that included an accordion feature which allowed the Company to increase the total commitments thereunder by up to an additional \$500 million, subject to certain customary terms and conditions. On February 25, 2022, we exercised the accordion feature which increased the total commitments available under our credit facility from \$1.5 billion to \$2.0 billion. As of September 30, 2022 and December 31, 2021, there was no commercial paper outstanding.

Commitment fees for the unutilized commitments under the credit facility and applicable margins for borrowings thereunder are linked to the Company achieving three environmental sustainability performance indicators related to emissions, tested annually. We currently pay a commitment fee of 8 basis points. The credit facility contains customary affirmative and negative covenants and customary events of default. The occurrence of an event of default could result in an acceleration of the obligations under the credit facility.

The only financial covenant required is that our indebtedness to cash flow ratio, as defined in our credit facility, was not greater than 4 to 1, and this covenant level has never been exceeded.

#### **Dividends**

On January 26, 2022, the Board of Directors approved a quarterly common stock dividend of \$0.77 per share.

On February 28, 2022, the Board of Directors approved a quarterly common stock dividend of \$0.85 per share. The quarterly dividend increased from \$0.77 to \$0.85 per share beginning in the second quarter.

### **Supplemental Guarantor Financial Information**

The senior notes described below were issued by S&P Global Inc. and are fully and unconditionally guaranteed by Standard & Poor's Financial Services LLC, a 100% owned subsidiary of the Company. All senior notes described below have been registered with the SEC.

- On August 13, 2020, we issued \$600 million of 1.25% senior notes due in 2030 and \$700 million of 2.3% senior notes due in 2060.
- On November 26, 2019, we issued \$500 million of 2.5% senior notes due in 2029 and \$600 million of 3.25% senior notes due in 2049.
- On May 17, 2018, we issued \$500 million of 4.5% senior notes due in 2048.
- On September 22, 2016, we issued \$500 million of 2.95% senior notes due in 2027.
- On May 26, 2015, we issued \$700 million of 4.0% senior notes due in 2025.
- On November 2, 2007 we issued \$400 million of 6.55% Senior Notes due 2037.

The notes above are unsecured and unsubordinated and rank equally and ratably with all of our existing and future unsecured and unsubordinated debt. The guarantees are the subsidiary guarantor's unsecured and unsubordinated debt and rank equally and ratably with all of the subsidiary guarantor's existing and future unsecured and unsubordinated debt.

The guarantees of the subsidiary guarantor may be released and discharged upon (i) a sale or other disposition (including by way of consolidation or merger) of the subsidiary guarantor or the sale or disposition of all or substantially all the assets of the subsidiary guarantor (in each case other than to the Company or a person who, prior to such sale or other disposition, is an affiliate of the Company); (ii) upon defeasance or discharge of any applicable series of the notes, as described above; or (iii) at such time as the subsidiary guarantor ceases to guarantee indebtedness for borrowed money, other than a discharge through payment thereon, under any Credit Facility of the Company, other than any such Credit Facility of the Company the guarantee of which by the subsidiary guarantor will be released concurrently with the release of the subsidiary guarantor's guarantees of the notes.

Other subsidiaries of the Company do not guarantee the registered debt securities of either S&P Global Inc. or Standard & Poor's Financial Services LLC (the "Obligor Group") which are referred to as the "Non-Obligor Group".

The following tables set forth the summarized financial information of the Obligor Group on a combined basis. This summarized financial information excludes the Non-Obligor Group. Intercompany balances and transactions between members of the Obligor Group have been eliminated. This information is not intended to present the financial position or results of operations of the Obligor Group in accordance with U.S. GAAP.

Summarized results of operations for the periods ended September 30, 2022 are as follows:

	<b>Three Months</b>		<b>Nine Months</b>	
(in millions)	<b>2022</b>		<b>2022</b>	
Revenue	\$	652	\$	2,121
Operating Profit		455		1,149
Net Income		360		1,274
Net income attributable to S&P Global Inc.		360		1,274

Summarized balance sheet information as of September 30, 2022 and December 31, 2021 is as follows:

(in millions)	September 30, 2022	December 31, 2021
Current assets (excluding intercompany from Non-Obligor Group)	\$ 936	\$ 6,124
Non-current assets	1,539	846
Current liabilities (excluding intercompany to Non-Obligor Group)	947	1,307
Non-current liabilities	11,313	5,242
Intercompany payables to Non-Obligor Group	10,971	4,851

## RECONCILIATION OF NON-GAAP FINANCIAL INFORMATION

Free cash flow is a non-GAAP financial measure and reflects our cash flow provided by operating activities less capital expenditures and distributions to noncontrolling interest holders, net. Capital expenditures include purchases of property and equipment and additions to technology projects. Our cash flow provided by operating activities is the most directly comparable U.S. GAAP financial measure to free cash flow.

We believe the presentation of free cash flow allows our investors to evaluate the cash generated from our underlying operations in a manner similar to the method used by management. We use free cash flow to conduct and evaluate our business because we believe it typically presents a more conservative measure of cash flows since capital expenditures and distributions to noncontrolling interest holders are considered a necessary component of ongoing operations. Free cash flow is useful for management and investors because it allows management and investors to evaluate the cash available to us to prepay debt, make strategic acquisitions and investments and repurchase stock.

The presentation of free cash flow is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with U.S. GAAP. Free cash flow, as we calculate it, may not be comparable to similarly titled measures employed by other companies. The following table presents a reconciliation of our cash flow provided by operating activities to free cash flow for the nine months ended September 30:

(in millions)	2022	2021	% Change
Cash provided by operating activities	\$ 1,490	\$ 2,658	(44)%
Capital expenditures	(61)	(33)	
Distributions to noncontrolling interest holders, net	(197)	(171)	
Free cash flow	\$ 1,232	\$ 2,454	(50)%

(in millions)	2022	2021	% Change
Cash provided by (used for) investing activities	3,689	(42)	N/M
Cash used for financing activities	(10,128)	(772)	N/M

## **CRITICAL ACCOUNTING ESTIMATES**

Our accounting policies are described in Note 1 — *Accounting Policies* to the consolidated financial statements in our most recent Form 10-K. As discussed in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, in our most recent Form 10-K, we consider an accounting estimate to be critical if it required assumptions to be made that were uncertain at the time the estimate was made and changes in the estimate or different estimates could have a material effect on our results of operations. These critical estimates include those related to revenue recognition, allowance for doubtful accounts, valuation of long-lived assets, goodwill and other intangible assets, pension plans, incentive compensation and stock-based compensation, income taxes, contingencies and redeemable non-controlling interests. We base our estimates on historical experience, current developments and on various other assumptions that we believe to be reasonable under these circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that cannot readily be determined from other sources. There can be no assurance that actual results will not differ from those estimates. Since the date of our most recent Form 10-K, there have been no material changes to our critical accounting estimates.

## **RECENTLY ISSUED OR ADOPTED ACCOUNTING STANDARDS**

See Note 13 – *Recently Issued or Adopted Accounting Standards* to the consolidated financial statements of this Form 10-Q for further information.

## FORWARD-LOOKING STATEMENTS

This report contains “forward-looking statements,” as defined in the Private Securities Litigation Reform Act of 1995. These statements, including statements about COVID-19 and the completed merger (the “Merger”) between a subsidiary of the Company and IHS Markit Ltd. (“IHS Markit”), which express management’s current views concerning future events, trends, contingencies or results, appear at various places in this report and use words like “anticipate,” “assume,” “believe,” “continue,” “estimate,” “expect,” “forecast,” “future,” “intend,” “plan,” “potential,” “predict,” “project,” “strategy,” “target” and similar terms, and future or conditional tense verbs like “could,” “may,” “might,” “should,” “will” and “would.” For example, management may use forward-looking statements when addressing topics such as: the outcome of contingencies; future actions by regulators; changes in the Company’s business strategies and methods of generating revenue; the development and performance of the Company’s services and products; the expected impact of acquisitions and dispositions; the Company’s effective tax rates; and the Company’s cost structure, dividend policy, cash flows or liquidity.

Forward-looking statements are subject to inherent risks and uncertainties. Factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements include, among other things:

- worldwide economic, financial, political, and regulatory conditions, and factors that contribute to uncertainty and volatility, natural and man-made disasters, civil unrest, pandemics (e.g., COVID-19), geopolitical uncertainty (including military conflict), and conditions that may result from legislative, regulatory, trade and policy changes;
- the ability of the Company to retain customers and to implement its plans, forecasts and other expectations with respect to IHS Markit’s business and realize expected synergies;
- business disruption following the Merger;
- the Company’s ability to meet expectations regarding the accounting and tax treatments of the Merger;
- the volatility and health of debt, equity, commodities and energy markets, including credit quality and spreads, the level of liquidity and future debt issuances, demand for investment products that track indices and assessments and trading volumes of certain exchange traded derivatives;
- the demand and market for credit ratings in and across the sectors and geographies where the Company operates;
- the Company’s ability to successfully recover should it experience a disaster or other business continuity problem from a hurricane, flood, earthquake, terrorist attack, pandemic, security breach, cyber attack, data breach, power loss, telecommunications failure or other natural or man-made event, including the ability to function remotely during long-term disruptions such as the ongoing COVID-19 pandemic;
- the Company’s ability to maintain adequate physical, technical and administrative safeguards to protect the security of confidential information and data, and the potential for a system or network disruption that results in regulatory penalties and remedial costs or improper disclosure of confidential information or data;
- the outcome of litigation, government and regulatory proceedings, investigations and inquiries;
- concerns in the marketplace affecting the Company’s credibility or otherwise affecting market perceptions of the integrity or utility of independent credit ratings, benchmarks and indices;
- the effect of competitive products and pricing, including the level of success of new product developments and global expansion;
- the Company’s exposure to potential criminal sanctions or civil penalties for noncompliance with foreign and U.S. laws and regulations that are applicable in the domestic and international jurisdictions in which it operates, including sanctions laws relating to countries such as Iran, Russia, Sudan, Syria and Venezuela, anti-corruption laws such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act of 2010, and local laws prohibiting corrupt payments to government officials, as well as import and export restrictions;
- the continuously evolving regulatory environment, in Europe, the United States and elsewhere around the globe, affecting S&P Global Ratings, S&P Global Commodity Insights, S&P Dow Jones Indices, S&P Global Market Intelligence, and the products those business divisions offer including our ESG products, and the Company’s compliance therewith;
- the Company’s ability to make acquisitions and dispositions and successfully integrate the businesses we acquire;
- consolidation in the Company’s end-customer markets;
- the introduction of competing products or technologies by other companies;
- the impact of customer cost-cutting pressures, including in the financial services industry and the commodities markets;
- a decline in the demand for credit risk management tools by financial institutions;

- the level of merger and acquisition activity in the United States and abroad;
- our ability to attract, incentivize and retain key employees, especially in today's competitive business environment;
- the level of the Company's future cash flows and capital investments;
- the impact on the Company's revenue and net income caused by fluctuations in foreign currency exchange rates; and
- the impact of changes in applicable tax or accounting requirements on the Company.

The factors noted above are not exhaustive. The Company and its subsidiaries operate in a dynamic business environment in which new risks emerge frequently. Accordingly, the Company cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the dates on which they are made. The Company undertakes no obligation to update or revise any forward-looking statement to reflect events or circumstances arising after the date on which it is made, except as required by applicable law. Further information about the Company's businesses, including information about factors that could materially affect its results of operations and financial condition, is contained in the Company's filings with the SEC, including Item 1A, *Risk Factors*, in our most recently filed Annual Report on Form 10-K.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our exposure to market risk includes changes in foreign exchange rates and interest rates. We have operations in foreign countries where the functional currency is primarily the local currency. For international operations that are determined to be extensions of the parent company, the U.S. dollar is the functional currency. We typically have naturally hedged positions in most countries from a local currency perspective with offsetting assets and liabilities. As of September 30, 2022 and December 31, 2021, we entered into foreign exchange forward contracts in order to mitigate the change in fair value of specific assets and liabilities in the consolidated balance sheet. These forward contracts are not designated as hedges and do not qualify for hedge accounting. As of September 30, 2022 and December 31, 2021, we entered into foreign exchange forward contracts to hedge the effect of adverse fluctuations in foreign exchange rates and cross-currency swap contracts to hedge a portion of our net investment in a foreign subsidiary against volatility in foreign exchange rates. As of September 30, 2022 and December 31, 2022, we entered into a series of interest rate swaps to mitigate or hedge the adverse fluctuations in interest rates. We have not entered into any derivative financial instruments for speculative purposes. See Note 5 - *Derivative Instruments* to the consolidated financial statements of this Form 10-Q for further discussion.

### Item 4. Controls and Procedures

#### **Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed so that information required to be disclosed in our reports filed with the U.S. Securities and Exchange Commission (the “SEC”) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), as appropriate, to allow timely decisions regarding required disclosure.

As of September 30, 2022, an evaluation was performed under the supervision and with the participation of management, including the CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on that evaluation, management, including the CEO and CFO, concluded that our disclosure controls and procedures were effective as of September 30, 2022.

#### **Changes in Internal Control over Financial Reporting**

During the quarter ended March 31, 2022, we completed the merger with IHS Markit. As part of our ongoing integration activities, we are incorporating our controls and procedures into this recently acquired business concurrent with the augmentation of our Company-wide controls. There were no other changes in internal control over financial reporting that occurred during the three and nine months ended September 30, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

See Note 12 – *Commitments and Contingencies - Legal & Regulatory Matters* to the consolidated financial statements of this Form 10-Q for information on our legal proceedings.

### Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors we have previously disclosed in Item 1A, Risk Factors, in our most recent Form 10-K.

#### **Merger Risks**

***Our future results will suffer if we do not effectively adjust to changes in our business resulting from the merger.***

Our recent merger with IHS Markit has changed the composition of our markets and product mix, exposing us to the automotive industry and the upstream exploration and production industry and its associated cyclicalities, for example. Our future success depends, in part, on our ability to retrain our staff to acquire or strengthen skills necessary to address these changes, and, where necessary, to attract and retain new personnel that possess these skills. Notwithstanding that our businesses have significant complimentary products and services, as we integrate the business lines, we may discover that we do not possess the skills or knowledge to appropriately manage such new business lines.

Notwithstanding extensive integration planning, given the restrictions imposed by antitrust regulations, we did not have full access to IHS Markit data. We relied on third-parties, clean rooms and publicly available data to inform our assumptions about the business. Since closing of the merger, we have already adjusted some of our assumptions based on full access to IHS Markit. While such adjustments have not been material to date, there can be no assurance that future discoveries will not have a material adverse effect on our ability to realize the cost or revenue synergies or other benefits we expect from the merger.

#### **Business, Operational and Regulatory Risks**

***Our business, financial condition and results of operations could be adversely affected by disruptions in the global economy resulting from the ongoing military conflict between Russia and Ukraine.***

The global economy has been negatively impacted by increasing tension, uncertainty and tragedy resulting from ongoing military conflict between Russia and Ukraine. The adverse and uncertain economic conditions resulting therefrom have and may further negatively impact global demand, cause supply chain disruptions and increase costs for transportation, energy and other raw materials. Furthermore, governments in the United States, the European Union, the United Kingdom, Canada and others have imposed financial and economic sanctions on certain industry segments and various parties in Russia and Belarus. We are monitoring the conflict including the potential impact of financial and economic sanctions on the global economy. Increased trade barriers, sanctions and other restrictions on global or regional trade could adversely affect our business, financial condition and results of operations. We announced our suspension of commercial operations in Russia and Belarus in March 2022. Suspending our operations in those jurisdictions has impacted revenue, particularly in Commodity Insights, however it has not had a material effect on the Company's results of operations. However the length and impact of the ongoing military conflict is highly unpredictable, and resulted in market disruptions, including significant volatility in commodity prices, credit and capital markets, an increase in cyber security incidents as well as supply chain disruptions. Further escalation of geopolitical tensions related to this military conflict and/or its expansion could result in increased volatility and disruption to the global economy and the markets in which we operate adversely impacting our business, financial condition or results of operations.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On June 22, 2022, the Board of Directors approved a share repurchase program authorizing the purchase of 30 million shares (the “2022 Repurchase Program”), which was approximately 9% of the total shares of our outstanding common stock at that time. During the third quarter of 2022, we did not repurchase any shares under the 2022 Repurchase Program, and as of September 30, 2022, 30 million shares remained under the 2022 Repurchase Program.



On January 29, 2020, the Board of Directors approved a share repurchase program authorizing the purchase of 30 million shares (the “2020 Repurchase Program”), which was approximately 12% of the total shares of our outstanding common stock at that time. During the third quarter of 2022, we repurchased 10.5 million shares under the 2020 Repurchase Program, which included 4.7 million shares from the conclusion of our accelerated share repurchase (“ASR”) agreements that we entered into on March 1, 2022 and May 13, 2022 and 5.8 million shares received from our ASR agreements that we entered into on August 9, 2022. Further discussion relating to our ASR agreements can be found in Note 8 - *Equity*. As of September 30, 2022, 1.3 million shares remained under the 2020 Repurchase Program.

Repurchased shares may be used for general corporate purposes, including the issuance of shares for stock compensation plans and to offset the dilutive effect of the exercise of employee stock options. Our 2020 and 2022 Repurchase Programs have no expiration date and purchases under this program may be made from time to time on the open market and in private transactions, depending on market conditions.

The following table provides information on our purchases of our outstanding common stock during the third quarter of 2022 pursuant to our 2020 and 2022 Repurchase Programs (column c). In addition to these purchases, the number of shares in column (a) include shares of common stock that are tendered to us to satisfy our employees’ tax withholding obligations in connection with the vesting of awards of restricted shares (we repurchase such shares based on their fair market value on the vesting date).

There were no other share repurchases during the quarter outside the repurchases noted below.

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Programs	(d) Maximum Number of Shares that may yet be Purchased Under the Programs
July 1 — July 31, 2022 <sup>1</sup>	2,941,644	\$ 360.49	2,940,475	38.8 million
August 1 — August 31, 2022 <sup>2,3</sup>	7,540,338	358.60	7,539,453	31.3 million
September 1 — September 30, 2022	397	350.23	—	31.3 million
<b>Total — Quarter <sup>1,2,3</sup></b>	<b>10,482,379</b>	<b>\$ 359.78</b>	<b>10,479,928</b>	<b>31.3 million</b>

<sup>1</sup> Includes 2.7 million and 0.2 million shares received from the conclusion of our ASR agreements that we entered into on March 1, 2022 and May 13, 2022, respectively.

<sup>2</sup> Includes 1.4 million and 0.4 million shares received from the conclusion of our ASR agreements that we entered into on March 1, 2022 and May 13, 2022, respectively.

<sup>3</sup> Includes 5.8 million shares received from the initiation of our ASR agreement that we entered into on August 9, 2022. Average price paid per share information does not include this accelerated share repurchase transaction.

## Item 5. Other Information

### IRAN THREAT REDUCTION AND SYRIA HUMAN RIGHTS ACT DISCLOSURE

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, which amended the Securities Exchange Act of 1934, an issuer is required to disclose in its annual or quarterly reports, as applicable, whether, during the reporting period, it or any of its affiliates knowingly engaged in certain activities, transactions or dealings relating to Iran or with individuals or entities designated pursuant to certain Executive Orders. Disclosure is generally required even where the activities, transactions or dealings were conducted in compliance with applicable laws and regulations.

During the third quarter of 2022, the Company engaged in limited transactions or dealings related to the purchase or sale of information and informational materials, which are generally exempt from U.S. economic sanctions, with persons that are owned or controlled, or appear to be owned or controlled, by the Government of Iran or are otherwise subject to disclosure pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012. Commodities Insights provided subscribers access to proprietary data, analytics, and industry information that enable commodities markets to perform with greater transparency and efficiency. Market Intelligence sourced certain trade data from Iran. The Company will continue to monitor such activities closely. During the third quarter of 2022, the Company recorded no revenue or net profit attributable to the Commodities Insights transactions or dealings described above, which reflects the uncertainty of collection. The Company attributes a *de minimis* amount of gross revenues and net profits to the data sourced from Iran by Market Intelligence.

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Item 6. Exhibits

- (10) [Separation Agreement and Release dated September 15, 2022 between Registrant and John Berisford](#)
- (15) [Letter on Unaudited Interim Financials](#)
- (31.1) [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act of 1934, as amended](#)
- (31.2) [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act of 1934, as amended](#)
- (32) [Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- (101.INS) Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
- (101.SCH) Inline XBRL Taxonomy Extension Schema
- (101.CAL) Inline XBRL Taxonomy Extension Calculation Linkbase
- (101.LAB) Inline XBRL Taxonomy Extension Label Linkbase
- (101.PRE) Inline XBRL Taxonomy Extension Presentation Linkbase
- (101.DEF) Inline XBRL Taxonomy Extension Definition Linkbase
- (104) Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibit 101)

### **Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this quarterly report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

S&P Global Inc.

Registrant

Date: October 27, 2022

By: /s/ Ewout L. Steenbergen

Ewout L. Steenbergen

Executive Vice President and Chief Financial Officer

Date: October 27, 2022

By: /s/ Christopher F. Craig

Christopher F. Craig

Senior Vice President, Controller and Chief Accounting Officer

September 15, 2022

John L. Berisford  
S&P Global  
john.berisford@spglobal.com

Re: Separation Agreement and Release

Dear John,

This Agreement and Release ("Agreement") is between you and S&P Global Inc., including its subsidiaries, divisions and affiliates (collectively, "S&P Global" or the "Company"). Reference is made to the S&P Global Inc. Senior Executive Severance Plan (as amended and restated effective May 8, 2019) (the "Severance Plan"), and to the merger of S&P Global with IHS Markit (the "Merger"), which closed on February 28, 2022 (the "Closing Date").

1. You and the Company hereby mutually agree that the last day you will be required to report to work will be December 31, 2022 (the "Last Day of Work"); and that your employment will continue until and terminate effective as of the December 31, 2022 (the "Termination Date"), unless your employment is earlier terminated by the Company for Cause (as defined in the Severance Plan) or by you for any reason (other than by reason of your death or disability), in which case this Agreement will be null and void. The Company may, at its discretion, accelerate the Last Day of Work without change to the Termination Date. All of your official positions with the Company will terminate effective as of the Last Day of Work, with the exception of your position as a Director on the board of CRISIL, as described in Section 9(c) below. You agree to cooperate with the Company's instructions with respect to the transition of your duties and related internal and external communications, and you agree to cooperate with the Company, at the Company's request, to take any and all actions as may be required by any local law, government agency or other regulatory body relating to your transition and termination from such positions with the Company, including, upon the request of S&P Global from time to time, promptly executing any resignation forms, questionnaires or other similar documents consistent with this Agreement. You will continue to receive your base salary and benefits in effect as of the date of this Agreement through your Termination Date.

2. Subject to the terms and conditions of this Agreement and the Severance Plan, and in return and consideration for (i) remaining actively employed and not engaging in conduct giving rise to Cause, as defined in the Severance Plan, through the Termination Date; (ii) signing and returning this Agreement within twenty-one (21) days of your receipt of this Agreement, as provided in Section 4 below; (iii) not revoking this Agreement during the Revocation Period as provided in Section 5; (iv) re-signing and returning this Agreement on or within five (5) business days after the Last Day of Work, as provided in Section 4 below; (v) not revoking the re-signature during the Revocation period following such re-signing of the Agreement; (vi) the waiver, discharge and general release of all claims, as provided in Section 7 of this Agreement; and (viii) your compliance with all the terms and conditions of this Agreement, including, without limitation, Section 9 below, and subject to the proviso in Section 15 below, you will receive payments and benefits as follows:

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(a) Separation Pay. You will receive Separation Pay in the aggregate amount of \$975,000, less any deductions required by law or authorized by you (the "Separation Pay"), which Separation Pay will be paid to you as follows:

(i) Over the first 12 months following the Termination Date (the "Installments Period"), you will receive an amount equal to \$650,000, less any deductions required by law or authorized by you, paid to you in installments in accordance with the Company's payroll practices in effect from time to time. Subject to any delay in payment required under Section 25 below, installments will commence on the first pay day of the first regular payroll cycle coincident with or next following your Termination Date or, if later, on the first pay day of the first regular payroll cycle coincident with or next following the Effective Date, as defined below (except that if your Return Period (as defined in Section 4) begins in one of your taxable years and ends in another, installments won't commence until the first pay day of the first regular payroll cycle in the second taxable year); provided that if your installments begin later than the first pay day of the first regular payroll cycle coincident with or next following your Termination Date, any installments that would have been paid or provided to you had your installments started on the first day of the first regular payroll cycle coincident with or next following your Termination Date will be paid or provided to you as part of your first installment payment.

(ii) The remaining \$325,000 of the Separation Pay, less any deductions required by law or authorized by you, will be payable in a lump sum payment on or within 30 days following the first anniversary of your Termination Date.

(b) Benefits Continuation. Your existing elections in all Company-sponsored life, medical, and dental insurance benefit plans will continue during the Installments Period; provided that such continued participation shall be subject to: (i) the terms of those plans (which, for the sake of clarity, permit a former employee to continue coverage during the Installments Period), (ii) such continued participation being permitted by applicable law and not otherwise prohibited under such plans, as determined by the Company and (iii) the Company continuing to offer such plans to similarly situated active employees of the Company and similarly situated active employees continuing to be eligible to participate in or accrue benefits under such plans and programs. Such continued participation will be provided at the "active employee rates," and your portion of the applicable premium payments will be automatically deducted from your Separation Pay checks during the Installments Period. Your benefits under the 401(k) Savings and Profit Sharing Plan of S&P Global and Its Subsidiaries and the S&P Global 401(k) Savings and Profit Sharing Plan Supplement shall be governed by the terms of such plans. You will also continue to be eligible for financial planning services from Goldman Sachs Ayco Personal Financial Management for up to one year after the Termination Date, paid for by the Company up to a maximum of \$15,000 (you will be responsible for any taxes on imputed income).

(c) Lump Sum Benefits Payment. The Company shall pay to you in a lump sum, on the payroll date on or after the first anniversary of your Termination Date, a cash amount equal to \$65,000, less any deductions required by law or authorized by you (\$32,500 of this gross amount is in addition to Plan benefits, and is provided under the circumstances of your separation of employment in connection with the Merger).

(d) Long-Term Incentive Compensation. Any unvested long-term incentive awards that you hold as of the Termination Date will be settled as follows:

(i) Pre-Closing Awards. Any unvested long-term incentive awards that you hold as of the Closing Date, other than the “Founders Grant” award described below, will vest in full on the Termination Date, and such awards will be distributed (i.e., paid out and deposited in your brokerage account) in accordance with the terms of the 2002 Stock Incentive Plan, as amended, or the 2019 Stock Incentive Plan, as applicable (the “SIP”), and the applicable award documentation.

(ii) Post-Closing Awards. Any unvested long-term incentive awards granted after the Closing Date, other than the Founders Grant as defined below, will be treated in accordance with the terms of the SIP and the applicable award documentation:

(A) Your long-term incentive awards, if any, will be paid in accordance with the terms of the SIP and the applicable award documentation and will be prorated in accordance with those terms.

(B) Vesting credit for your long-term incentive awards will continue through the end of your “Separation Period”, which shall mean the 24 month period after the Termination Date during which you receive Retainer Payments as set forth in Section 2(f) below. Under the terms of the SIP, you shall forfeit all unvested long-term incentive awards as of the end of the Separation Period. In accordance with, and subject to the SIP, any vested options as of the end of the Separation Period shall remain exercisable for the period provided for under the terms of the SIP.

(iii) Founders Grant. You acknowledge and agree that the 2022 Performance-Vesting Restricted Stock Unit award granted to you on March 1, 2022 (the “Founders Grant”) will be forfeited in full.

(e) Lump Sum Payments. Under the circumstances of your separation of employment in connection with the planned Merger, the Company shall make an additional lump sum payment to you, in cash, outside of Plan benefits, in the amount of \$2,325,000, less any deductions required by law or authorized by you, within 30 days following the first anniversary of your Termination Date. You acknowledge and agree that you are not eligible for an award under any bonus plan for the 2022 fiscal year, and that the lump sum payment in the preceding sentence is in lieu and replacement of any bonus for which you might otherwise have been eligible.

(f) Retainer Payment. In addition to and outside of Plan benefits, and in consideration of your compliance with the terms of this Agreement, including but not limited to your compliance with the provisions of Sections 9 herein, you will receive payments totaling \$2,000,000, less any deductions required by law or authorized by you, paid in 24 equal monthly installments during the 24 month period following the Termination Date (the “Retainer Payment”).

3. You understand and agree that (i) you would not receive the consideration described in this Agreement except for your execution of this Agreement and the fulfillment of the promises contained herein and (ii) the consideration provided in this Agreement exceeds any sums or benefits to which you would otherwise be entitled under any applicable policy, plan and/or procedure of S&P Global or any previous agreement or understanding between you and S&P Global or any of its predecessors.

**As described further in Sections 16 and 17, you have the right under Federal law to certain protections for cooperating with or reporting possible legal violations to the Securities and Exchange Commission (the “SEC”) and/or its**

Office of the Whistleblower, as well as certain other governmental entities, as well as for internally reporting information that you reasonably believe relates to a possible violation of the securities laws. No provisions in this Agreement are intended to prohibit you from disclosing this Agreement to, or from cooperating with or reporting violations to, the SEC or any other such governmental entity, and you may do so without disclosure to the Company. The Company may not retaliate against you for any of these activities, and nothing in this Agreement would require you to waive any monetary award or other payment that you might become entitled to from the SEC or any other governmental entity.

Further, nothing in this Agreement precludes you from filing a Charge of Discrimination with the Equal Employment Opportunity Commission or a like charge or complaint with a state or local fair employment practice agency. However, once this Agreement becomes effective, you may not receive a monetary award or any other form of personal relief from the Company in connection with any such charge or complaint that you filed or is filed on your behalf.

4. You are hereby given at least forty-five (45) days from the date you receive this Agreement to consider the terms of this Agreement and to decide whether or not to sign and return this Agreement (the "Return Period"). If you do not sign and return this Agreement by the End of the Return Period, it will automatically be deemed null and void (other than with respect to your rights under Sections 16 and 17) and it will not impose any obligation on the Company or you. You may decide to sign and return this Agreement in less than forty-five (45) days if you wish. As set forth in Section 2 above, the pay and benefits provided in Section 2 above are conditioned on you re-signing and returning this Agreement within five business (5) days following the Termination Date. Attachment 1 to this Agreement contains a statement of the basis for selecting employees for inclusion in the termination program, a listing of the job titles and ages of those employees selected for termination and those employees not selected for termination.

Please send your signed Agreement and your re-signed Agreement to:

**Dimitra Manis**  
**Chief People Officer**  
**S&P Global Inc.**  
**dimitra.manis@spglobal.com**

5. If you timely sign and return this Agreement as provided above, you will have seven (7) days after signing this Agreement to change your mind and revoke this Agreement ("Revocation Period"). If you timely re-sign and return this Agreement as provided above, you will also have seven (7) days after re-signing to revoke that signature. Such revocation of the re-signature will not eliminate the effectiveness of the release accepted by the initial signing of this Agreement, but will eliminate the effectiveness of the re-signature of the release, and will result in your ineligibility for the severance benefits described in Section 2 above. If you wish to revoke your decision, you must do so by timely delivering written notice of your revocation to:

**Dimitra Manis**  
**Chief People Officer**  
**S&P Global Inc.**  
**dimitra.manis@spglobal.com**

Your notice of revocation, to be effective, must state that you are revoking your acceptance of this Agreement, or, for the re-signing, your re-signing of the Agreement. If you revoke this Agreement during the Revocation Period following your initial signature, the Agreement will be deemed null and void (other than with respect to your rights under Sections 16 and 17) and it will not impose any obligation on S&P Global or you, and you will not receive any of the payments or benefits described in this Agreement.

6. If you timely sign and return this Agreement and do not revoke it during the Revocation Period, it will become effective on the eighth (8<sup>th</sup>) day after you sign the Agreement (the "Effective Date" of this Agreement). Your re-signature will likewise become effective on the eighth (8<sup>th</sup>) day after you re-sign the Agreement.

7. In return for the consideration furnished to you by S&P Global, as set forth in Section 2 and the other consideration furnished to you pursuant to this Agreement, you hereby discharge and generally release S&P Global, including its subsidiaries, divisions and affiliates, their respective successors, predecessors and assigns, and each of their current and former directors, officers and employees, both individually and in their corporate capacities (hereafter collectively known as the "S&P Global Releasees") from all claims, causes of action, suits, agreements, and damages which you may have now or in the future against the S&P Global Releasees for any act, omission or event occurring up to and including the date on which you sign (including the date you re-sign) this Agreement, including but not limited to, any claims or causes of action you ever had, now have or could have, without limitation, pursuant to: (i) the Age Discrimination in Employment Act of 1967, Title VII of the Civil Rights Act of 1964, Sections 1981 through 1988 of Title 42 of the United States Code, the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), the Family and Medical Leave Act of 1993, the Immigration Reform and Control Act, the Americans with Disabilities Act of 1990, the Worker Adjustment and Retraining Notification Act, all as amended; the Sarbanes-Oxley Act of 2002, 18 U.S.C. §1514; Sections 748 (h)(i), 922 (h)(i) and 1057 of the Dodd-Frank Wall Street and Consumer Protection Act (the "Dodd Frank Act"), 7 U.S.C. §26(h), 15 U.S.C. §78u-6(h)(i) and 12 U.S.C. §5567(a) but excluding from this release any right you may have to receive a monetary award from the SEC as an SEC Whistleblower, pursuant to the bounty provision under Section 922(a)-(g) of the Dodd Frank Act, 7 U.S.C. Sec. 26(a)-(g), or directly from any other federal or state agency pursuant to a similar program; (ii) the New York State Human Rights Law, New York City Human Rights Law, New York Rights of Persons With Disabilities, New York Statutory Provision Regarding Retaliation/Discrimination for Filing a Workers' Compensation Claim, New York Equal Pay Law, New York Nondiscrimination Against Genetic Disorders Law, New York Labor Law, New York Wage Hour and Wage Payment Laws, and New York Minimum Wage Law, each as amended; and (iii) all other federal, state and local laws, regulations or ordinances regarding civil, human rights, employment, age, retirement, or discrimination and any claim for costs, fees, or other expenses, including attorney's fees, in connection with any of these matters or any and all common law or contract claims, including but not limited to, any claim for employee benefits. By executing this Agreement, you hereby agree that you will not initiate or maintain any proceeding in any judicial forum relating to any matters covered by this Agreement. This release, however, shall not apply to the performance of S&P Global's express obligations to you under this Agreement (including obligations under other agreements as expressly stated herein). Both you and S&P Global may institute an action to specifically enforce any term of this Agreement. Notwithstanding anything herein to the contrary, nothing in this Agreement is intended to waive or release your vested rights under ERISA with regard to any tax qualified plan, or your vested rights through the Termination Date under the terms and conditions of the Company's benefit plans. In addition, notwithstanding anything herein to the contrary, nothing in this



Agreement is intended to waive or release any rights or claims for indemnification you may have pursuant to any indemnification rights you may have as provided for by the Company under its bylaws.

8. By signing this Agreement, you represent and affirm that you have been paid and/or have received all compensation, wages, bonuses, commissions, and/or benefits from the Company to which you are entitled as of the Effective Date and that no other compensation, wages, bonuses, commissions and/or benefits are due to you as of the Effective Date, except as provided for in this Agreement.

9. Post-Employment Obligations.

a. You hereby reaffirm and acknowledge your post-termination obligations under the applicable Agreements for the Protection of Company Interests that you accepted in connection with your acceptance of your long-term incentive awards in and after 2020, and the Terms and Conditions of those awards (the form of the applicable Agreement for Protection of Company Interests is attached as Attachment 2) (such Agreements for the Protection of Company Interests, the "APCI"), and you agree that such obligations (including, without limitation, non-competition and non-solicitation obligations) are incorporated herein and shall continue following the termination of your employment under this Agreement, as amended by subsection 9b of this Agreement.

b. In consideration of the payments and benefits provided under this Agreement, you agree to the following amendments to the APCI: (i) the "Restricted Period" is amended to mean the 24 month period following the Termination Date; and (ii) the phrases "12 months prior to the Termination Date", "12 months preceding the Termination Date" and "12 months before the Termination Date" are amended to "24 month period preceding the Termination Date".

c. In consideration of the payments and benefits provided under this Agreement, you agree to continue to serve as a Director on the Board of CRISIL for up to 24 months following the Termination Date. You agree that you will resign such position at the Company's request, and upon such request you agree to take any and all actions as may be required by any local law, government agency or other regulatory body relating to such resignation.

d. In consideration of the payments and benefits provided under this Agreement, for 24 months following the Termination Date, you agree to respond to requests for information in relation to the transition of responsibilities relating to Integration Management Office and technology in a timely manner as may be reasonably requested by the Company

10. Except as provided in Sections 16 and 17, you hereby agree that the terms of this Agreement, including the attachments and the provisions of this Agreement concerning payment to you of any monies or concerning the provision to you of any other benefits, shall be kept confidential by you and shall not be disclosed to any third party, unless authorized by S&P Global, except that you may disclose such information to your attorney(s), your tax or financial advisor(s) and your spouse or significant other, or as otherwise permitted under this Agreement. You may also disclose this Agreement in an action to enforce this Agreement, and may disclose any post-employment restriction referenced herein to any potential future employer or business partner. You agree to request any permitted third party recipient of any such information to maintain the confidentiality of the terms and provisions of this Agreement.

11. Except as otherwise provided under this Agreement, including in Sections 16 and 17, you agree to maintain the confidentiality of all confidential or proprietary information received by you while an employee of S&P Global, including all information which you know or should know the Company treats as confidential and all information not known to third parties engaged in the same or a similar business as the Company or that gives the Company a competitive advantage, including but not limited to trade secrets. All records, files, documents, software, laptop computer, mobile telephone, equipment, plans, policies, and other like materials relating to S&P Global, or received by you in the course of your employment shall remain the sole property of S&P Global and shall not be copied or turned over to any third party and shall be returned by you to S&P Global at the time specified by S&P Global, but in no event later than the Termination Date. You also understand and agree that because you may be subject to a legal hold/notice to preserve documents and this obligation continues after your employment at S&P Global ends, you will not delete or destroy any of these materials. Notwithstanding the confidentiality terms of this Agreement, nothing herein prevents you from disclosing a trade secret (a) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, solely for the purpose of reporting or investigating a suspected violation of law, or (b) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. In addition, nothing in this Agreement prevents you, in connection with a lawsuit for retaliation by an employer for reporting a suspected violation of law, from disclosing a trade secret to your attorney or from using trade secret information in the court proceeding, as long as you file any document containing a trade secret under seal and do not disclose a trade secret, except pursuant to court order. You may retain copies of documents regarding your compensation, equity, terms of employment, and contact list without violation hereto.

12. Except as provided in Sections 16 and 17, you agree that you will not disparage the S&P Global Releasees in any way, or make or give any comments, statements, opinions, or the like about the S&P Global Releasees. S&P agrees not to authorize any disparaging comments about you to the media. Notwithstanding the preceding sentence, nothing in this Agreement shall prohibit any party from making truthful disclosures to or having any discussions or communications with any governmental agency or entity or any judicial, self-regulatory or other similar body, including but not limited to the U.S. Congress, the Department of Justice, any State Attorney General's Office, the SEC or any other federal, state or local regulatory or law enforcement authority.

13. With respect to any pending or future litigation or investigations involving S&P Global, to the extent you have information or background about them, to appear and give testimony at depositions and at trial or other proceedings related to such matters, and you agree to provide reasonable cooperation in the provision of information. The Company will reasonably accommodate your reasonable obligations with respect to your cooperation under this Section. S&P Global shall reimburse you for your reasonable out-of-pocket expenses, if any, actually incurred by you in connection with your attendance at any such proceedings. Except as provided in Sections 16 and 17, you agree to promptly notify the S&P Global Legal Department if you are contacted by or on behalf of anyone suing or contemplating suit against S&P Global or otherwise seeking information about your work at S&P Global for such purposes.

14. Except as provided in Sections 16 and 17, if you are contacted for information by, or on behalf of, anyone whom you know to have filed a lawsuit which is then active, or you are subpoenaed or noticed or you consent to testify under oath in a lawsuit with regard to any matter having to do with S&P Global, then you agree to notify S&P Global's Office of the General Counsel, S&P Global Inc., 55 Water Street New

York, New York 10041, legal@spglobal.com, within seventy-two (72) hours of such event (or as soon as reasonably possible if that timing is impossible), and with such notification you will provide a copy of any legal papers, notice or subpoena received, unless such notification or provision is prohibited by law or by order of a court.

15. In the event that you breach Sections 9, 10, 11, 12, or 13 of this Agreement, you shall forfeit any unpaid severance pay and benefits, you shall be required to repay to the Company any severance payments already made to you, and the Company shall be entitled to pursue any other relief legally available, unless such breach is not willful and does not cause harm to S&P Global or its reputation.

16. Notwithstanding anything to the contrary in Section 9 (relating to post-employment obligations), Section 10 (relating to confidentiality of this Agreement), Section 11 (relating to confidentiality of S&P Global's confidential or proprietary information), Section 12 (relating to nondisparagement), Section 13 (relating to pending and future litigation or investigations) or Section 14 (relating to contacting S&P Global with respect to legal disputes), or any other provision of this Agreement, or any other agreement between you and the Company, or any provision of any Company code of conduct, employee manual, confidentiality policy, or similar Company document, you have the right to:

(a) report or otherwise respond to or cooperate with an investigation into possible violations of state or federal laws or regulations that have occurred, are occurring, or are about to occur and that may involve the jurisdiction of any governmental agency or entity, including but not limited to the U.S. Congress, the Department of Justice, the SEC and/or its Office of the Whistleblower ([www.sec.gov/whistleblower](http://www.sec.gov/whistleblower); Office of the Whistleblower Hotline at 202-551-4790), any other similar office of a federal or state agency, the Inspector General of the Equal Employment Opportunity Commission or any other governmental agency that investigates or enforces employment discrimination laws;

(b) report anonymously (either with or without a lawyer) possible violations of the federal securities laws or regulations to any governmental agency or entity;

(c) make disclosures that are protected or required under the whistleblower provisions or other provisions of any relevant federal, state or local law or regulation;

(d) cooperate voluntarily with, or respond to any inquiry from, or provide testimony before, the SEC, or any other federal, state or local regulatory or law enforcement authority;

(e) make reports or disclosures to law enforcement or regulatory authorities without prior authorization of the Company;

(f) make reports or disclosures to law enforcement or regulatory authorities without notifying the Company that you are going to make, or have made, such reports or disclosures;

(g) make reports or disclosures to law enforcement or regulatory authorities without informing the Company of the fact or contents of those reports or disclosures;

(h) make reports or disclosures to law enforcement or regulatory authorities without first notifying the Company of the possible violation of law;

(i) respond truthfully to any valid subpoena;

(j) disclose to law enforcement or regulatory authorities the existence and terms of your agreements (including but not limited to severance and confidentiality agreements, including this Agreement) with the Company; and

(k) not to be asked or required to disclose, directly or indirectly, that you have provided information or documents to law enforcement or regulatory authorities, including but not limited to the SEC.

17. The Company wants you to be aware that:

(a) (i) you have the right not to be retaliated against for reporting, either internally to the Company or to any governmental agency or entity (including, for example, the SEC) information that you reasonably believe relates to a possible violation of the securities laws, (ii) it is a violation of federal law to retaliate against anyone who has reported potential misconduct either internally or to any governmental agency or entity and retaliatory conduct includes discharge, demotion, suspension, threats, harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed, and (iii) it is unlawful for the Company to retaliate against you for reporting possible misconduct either internally or to any governmental agency or entity;

(b) the Company may not require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, or offer you any kind of inducement, including payment, to do so;

(c) your rights and remedies as an SEC Whistleblower to receive an award from the SEC and your rights and remedies to receive an award from any other federal or state agency pursuant to a similar program, may not be waived by any agreement, policy, or condition of employment, including by a predispute arbitration agreement; and

(d) even if you have participated in possible violations of the federal securities laws, you are eligible to participate in the confidentiality and retaliation protections afforded under the terms of the SEC's Whistleblower Program, and you may also be eligible to receive an award under the SEC's Whistleblower Program.

For more information, go to <http://www.sec.gov/whistleblower>, or call the Office of the Whistleblower Hotline at 202-551-4790. In addition to the benefits under the Whistleblower Program, the SEC also has a Cooperation Program that can result in significant benefits for self-reporting.

18. Nothing in this Agreement (including Sections 16 and 17) prohibits you from voluntarily: (i) reporting possible violations of state or federal laws or regulations that have occurred, are occurring, or are about to occur directly to the Company; or (ii) notifying the Company that you are going to make a report or disclosure to law enforcement, and no such report or notice to the Company will prevent you from exercising your other rights under Sections 16 and 17.

19. In the event you obtain another position with S&P Global prior to the Termination Date (which, for the sake of clarity, must be a position to which you in writing agree to assume), this Agreement shall automatically be deemed null and void (other than with respect to your rights under Sections 16 and 17, and the general release in Section 7) and S&P Global shall have no obligation to make any payments, including any payment of the consideration stated in Section 2 of this Agreement, nor to provide any other benefits under or in connection with this Agreement, provided however that any equity you hold shall continue to be treated under its terms. In the event you obtain a position with S&P Global or its subsidiaries while receiving Separation Pay, then such payments shall cease as of the date you begin such position. If you obtain another position within the Company or subsidiary after receiving a lump sum separation payment, you shall repay to S&P Global any separation pay received in respect of all but the period during which you were separated from employment. You must, as a condition of re-hire, either return the extra separation pay received or agree in writing to a plan to repay the additional amount, which agreement is subject to approval by the Plan Administrator of the Plan.

20. You agree that neither the existence of this Agreement nor the obligation to pay consideration for the release of all claims, as provided in this Agreement, nor any other provision of this Agreement, shall be considered an admission by S&P Global of any liability, violation of law, error or omission.

21. The Company represents that as of the date hereof, it is aware of no breach or omission by you which would impact or alter the obligations made by the Company herein.

22. This Agreement sets forth the entire understanding of the parties concerning its subject matter, and supersedes all prior and contemporaneous understandings, memoranda, representations and agreements. Notwithstanding the foregoing, and except as provided in Sections 16 and 17, nothing in this Agreement shall diminish any prior obligation of confidentiality, non-competition or non-solicitation, if applicable, including any obligation contained in a written agreement between you and S&P Global, S&P Global policy, and applicable law or otherwise. This Agreement may not be modified or amended except by a written instrument that specifically refers to this Agreement and which is signed by both you and an officer of S&P Global. This Agreement shall be subject to, governed by, and enforced under the laws of the State of New York applicable to agreements entered into and wholly to be performed in that State.

23. (a) If a court holds that the duration, scope, or any other restrictions stated in any provision of this Agreement are illegal or unenforceable, then the parties agree that the court will have the power to revise any of those restrictions to cover the maximum period, scope, and/or other restriction as permitted by law.

(b) If any provision other than the general release set out in Section 7 of this Agreement is held to be unenforceable and cannot be modified to be made enforceable, then such provision will be distinct and severable from the other provisions of this Agreement, and such unenforceability will not affect the validity and enforceability of the remaining provisions. You acknowledge that you have not relied on any representations, promises, or agreements of any kind made to you in connection with your decision to accept this Agreement, except for those set forth in this Agreement.

24. This Agreement may be signed in counterparts, which together shall constitute a single Agreement. This Agreement may be executed and transmitted to any

other party by facsimile, pdf or other electronic method, which shall be deemed to be, and utilized in all respects as, an originally executed document.

25. This Agreement is intended to comply with, and payments and benefits hereunder are intended to comply with or be exempt from, Section 409A of the Internal Revenue Code of 1986, as amended, ("Section 409A") and shall be construed and interpreted in accordance with such intent. Without limiting the preceding sentence, to the fullest extent applicable, payments under this Agreement are intended to be exempt from the definition of "nonqualified deferred compensation" under Section 409A in accordance with one or more of the exemptions available under the Treasury Regulations promulgated under Section 409A, including, without limitation, the short-term deferral exception in Treasury Regulations Section 1.409A-1(b)(4). To the extent that any amount payable pursuant to this Agreement is "nonqualified deferred compensation" subject to Section 409A, it shall be paid in a manner that will comply therewith, including proposed, temporary or final regulations or any other guidance issued by the Secretary of the Treasury and the Internal Revenue Service with respect to Section 409A (the "Guidance"). Your Last Day of Work is intended to be your "separation from service" within the meaning of Section 409A. You are a "Specified Employee" within the meaning of Section 409A and any payment of non-qualified deferred compensation shall be delayed until the earlier of six months after your separation from service or your death. In the event that any provision of this Agreement would fail to satisfy the requirements of Section 409A and the Guidance, S&P Global shall be permitted to reform this Agreement to maintain to the maximum extent practicable the original intent thereof without violating the requirements of Section 409A or the Guidance. Anything in this Agreement to the contrary notwithstanding, each payment under this Agreement shall be treated as a separate and distinct payment from all other such payments for purposes of Section 409A.

All reimbursements of expenses, if any, payable to you pursuant to the provisions of this Agreement, that are taxable income to you shall be paid in no event later than the end of the calendar year following the calendar year in which you incur the expense. With regard to any provision herein that provides for reimbursement of expenses or "in-kind benefits" (as defined in Treasury Regulation Section 1.409A-1(p) (or any successor provision)), except as permitted by Section 409A, (i) the right to reimbursement or in-kind benefits shall not be subject to liquidation or exchange for another benefit, (ii) the amount of expenses eligible for reimbursement or of in-kind benefits provided during any taxable year shall not affect the expenses eligible for reimbursement or the in-kind benefits to be provided in any other taxable year.

[remainder of page left blank]

26. By signing below, you hereby agree and affirm that you: (i) have carefully read this Agreement in its entirety; (ii) are hereby given and have had an opportunity to consider fully the terms of this Agreement for at least forty-five (45); (iii) are hereby advised by the Company to consult with an attorney of your choosing in connection with this Agreement; (iv) are hereby advised to discuss and have discussed this Agreement with your independent legal counsel, or have had a reasonable opportunity to do so, and have had answered to your satisfaction any questions you have asked with regard to the meaning and significance of any of the provisions of this Agreement; (v) fully understand the significance of all of the terms and conditions of this Agreement; and (vi) are signing this Agreement voluntarily and of your own free will and you assent to all the terms and conditions contained herein. You further agree that any modifications, material or otherwise, made to this Agreement do not restart or affect in any manner the original forty-five (45) calendar day consideration period.

Sincerely,

/s/ Dimitra Manis  
Dimitra Manis  
Chief People Officer

**ACCEPTED AND AGREED:**

**Signature:** /s/ John L. Berisford      **Date:** September 15, 2022  
John L. Berisford

**RE-EXECUTED AND AGREED:**

**Signature:** \_\_\_\_\_      **Date:** \_\_\_\_\_  
John L. Berisford

## **Attachment 1**

### **A. Reason for Termination Program:**

In connection with the merger (“Merger”) between S&P Global Inc. (“S&P Global”) and IHS Markit Ltd. (“IHS Markit”) (together the “Company”), a review was conducted of the S&P Global Operating Committee and the IHS Markit Executive Committee, excluding the general counsel and chief legal officers,<sup>1</sup> to form an Executive Committee for the combined Company upon the closing of the Merger to align with the Company’s business needs, structure and operating model. This will result in the elimination of certain positions in connection with restructuring the Executive Committee for the combined Company. The individuals selected to be impacted by this restructuring were selected based on an evaluation of the following possible factors: job elimination, relative responsibilities and experience as they relate to current and expected business needs.

### **B. Individuals selected for inclusion in termination program (US only):<sup>1</sup>:**

<u>Job Title</u>	<u>Age</u> <sup>2</sup>
<b><i>S&amp;P Global</i></b>	
Chief Public and Government Affairs Officer	46
Lead of Integration Management Office	58
<b><i>IHS Markit</i></b>	
Chief Financial Officer	51
General Counsel <sup>1</sup>	51
Chief People Officer	46
Head of Global Energy and Natural Resources <sup>3</sup>	59

### **C. Individuals ineligible or not selected for inclusion in termination program (US only):**

<u>Job Title</u>	<u>Age</u> <sup>2</sup>
<b><i>S&amp;P Global</i></b>	
Chief Legal Officer <sup>1</sup>	57
Chief Risk & Compliance Officer	56
Chief Purpose Officer	56
Chief Information Officer	55
CEO S&P Dow Jones Indices	53
Chief Financial Officer	52
President, S&P Ratings Services & ESG	46
President, S&P Global Commodity Insights	46
<b><i>IHS Markit</i></b>	
Vice Chairman	74
EVP, IHS Markit and President, Financial Services	52

<sup>1</sup> Selection relating to the leader of the legal function was handled separately on an individualized basis, and so is not deemed necessary for this disclosure. Nevertheless, those ages and titles are included to provide information relating to the full Executive Committee.

<sup>2</sup> Ages as of February 28, 2022.

<sup>3</sup> Exit with business divestiture.



**Attachment 2**

*[Agreement for Protection of Company Interests  
(for the United States, excluding Massachusetts)]*

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**For the United States, Excluding Massachusetts**

**AGREEMENT FOR THE PROTECTION OF COMPANY INTERESTS**

By accepting the terms and conditions of a long-term incentive award from S&P Global Inc. (the "**Award**"), to which this Agreement for the Protection of Company Interests ("**Agreement**") is attached, you (the Employee referenced in the terms and conditions to which this Agreement is attached, hereinafter "**you**" or "**your**") agree, for good consideration stated herein, including but not limited to your rights under the Award and your access to Confidential Information, you and S&P Global Inc., including its divisions, subsidiaries and affiliates ("**S&P Global**" or the "**Company**") as follows:

1. **Acknowledgements.** You acknowledge and agree that, in connection with your responsibilities as an employee and senior executive at the Company, you have or will have, among other things, access to confidential information and/or developed relationships and connections (whether with clients, customers, suppliers and/or employees) at the expense of S&P Global that would provide an unfair competitive advantage if you left the Company and thereafter provided services to a competitor of S&P Global. You therefore agree that the post-employment restrictions contained in this Agreement: (a) are reasonably tailored to protect S&P Global's legitimate business interests in light of your position and duties within the Company, the unique and valuable resources that S&P Global invests in your training, and the fact that the value of the Award is calculated to include special consideration for the undertakings in this Agreement; (b) do not unfairly or unreasonably prohibit you from seeking and obtaining employment opportunities following employment with S&P Global and you intend that the post-employment restraints contained in this Agreement operate to the maximum extent; and (c) are a material condition of being granted the Award.

2. **Confidentiality.** During the course of your employment, you have had and will have access to non-public financial, proprietary, commercial, business and/or technical information relating to S&P Global (collectively, "**Confidential Information**"). In addition, you understand that the Company will receive from third parties confidential or proprietary information ("**Third Party Information**") subject to a duty by the Company to maintain the confidentiality of such information. You agree to keep confidential, both during and at all times after employment, all Confidential Information and Third Party Information, and that you will not disclose any such information (except as required by applicable law or regulatory authority, pursuant to Section 4 below, or for the proper performance of your duties and responsibilities for the Company). You further agree to abide by your confidentiality obligations, both during and at all times after employment, which apply under applicable law, to which you acknowledge agreeing in the Company's Code of Business Ethics (the "**COBE**"), and to which you may agree under other applicable policies or agreements that you may accept or acknowledge as an employee of the Company.

3. **Conflicts of Interest.** During your employment with the Company, you acknowledge and agree that that you have a duty of loyalty under applicable law and under the COSE, and that, during your employment, you will not, directly or indirectly, engage in business activities that compete with the Company, solicit Company clients to move S&P Global business or business opportunities to an entity other than the Company, or solicit employees to leave S&P Global.

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4. Whistleblower Protections; Defend Trade Secrets Act. Notwithstanding anything to the contrary in this Agreement, including under Sections 2 and 3, above, the COBE, or any other agreement with or policy of the Company, nothing in any of the Company's policies or in any applicable employment agreement limits your ability to communicate directly with and provide information, including documents, not otherwise protected from disclosure by any applicable law or privilege to the U.S. Securities and Exchange Commission (the "SEC") or any other federal, provincial, state, local or other applicable governmental agency or commission ("Government Agency") regarding possible legal violations, without disclosure to the Company. **The Company may not retaliate against you for such communications and nothing herein requires you to waive any monetary award or other payment that you might become entitled to from the SEC or any other Government Agency.** In addition, pursuant to the Defend Trade Secrets Act of 2016, you will not have criminal or civil liability under any federal or state trade secret law for the disclosure of a trade secret that (a) is made (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. In addition and without limiting the preceding sentence, if you file a lawsuit for retaliation by the Company for reporting a suspected violation of law, you may disclose the trade secret to their attorney and may use the trade secret information in the court proceeding, if you (x) file any document containing the trade secret under seal and (y) do not disclose the trade secret, except pursuant to court order.

5. Non-Competition. During the Restricted Period, as defined below, you agree not to, directly or indirectly, provide Restricted Services, as defined below, whether as an employee, worker, independent contractor, volunteer, director, owner, advisor, partner, or otherwise, to any entity that provides products or services that compete with any S&P Global products or services (such entity, a "**Competitor**") within the Restricted Area, as defined below, except with prior written approval from the Company. Nothing herein shall prevent you from owning up to 2% interest in a publicly traded company which sells or engages in services that compete with S&P Global. In addition, nothing herein shall prevent you from acting as an officer, employee, agent, independent contractor or consultant to a Competitor which engages in multiple lines of business, one or more of which may compete with S&P Global products or services, if you have no direct or indirect involvement, participation, oversight or responsibility with respect to the unit, division, group, or other area of operations which cause such entity to be a Competitor.

a. The "**Restricted Period**" shall mean 12 months following the termination of your employment with the Company for any reason (the "**Termination Date**").

b. "**Restricted Services**" shall mean services of any sort that relate to S&P Global products or services about which, during the 12 months prior to the Termination Date: (i) you or a person under your chain of command had responsibilities in the course of employment with the Company (including, without limitation, responsibilities relating to research and development, operations, provision of products or services, planning, marketing, sales, relationship management, compliance, risk, or finance), or (ii) you obtained confidential information.

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c. The "**Restricted Area**" shall mean any country or countries in which S&P Global provides products or services that fall within the definition of Restricted Services, and in which S&P Global provided such services during the 24 months prior to the Termination Date.

d. Notice of Competition. You agree to provide the Company with at least thirty (30) days written notice before commencing any position that would involve your provision of Restricted Services to a Competitor during the Restricted Period, and to respond truthfully to any inquiry by S&P Global regarding your plans or opportunities to join a Competitor during the Restricted Period.

6. Non-Solicitation of Clients. During the Restricted Period (as defined above), you agree not to, either on your own account or on behalf of any other person, firm, company, organization or entity, directly or indirectly interfere with the relationship between S&P Global and any of its clients or prospective clients in the Restricted Area (as defined above) by directly or indirectly soliciting any client or prospective client with respect to Restricted Services (as defined above). This restriction shall only apply to clients or prospective clients with which you had substantial business-related or business-sponsored contact in the 12 months preceding the Termination Date. For purposes of this Section 6, "prospective client" means any firm, company or person whose business or investment S&P Global has tried to solicit at any time during the 12 months before the Termination Date and to whom, during that period, you have made a presentation or a pitch, and/or with whose potential custom, investment or business you were personally concerned at any time during that period, and/or in respect of whom you had access to confidential information as of the Termination Date.

7. Non-Solicitation of Employees. During the Restricted Period (as defined above), you agree not to, either on your own account or on behalf of any other person, firm, company, organization or entity, directly or indirectly participate in poaching, recruiting or soliciting any S&P Global employee in the Restricted Area (as defined above) to leave S&P Global, provided that, in the 12 months preceding your Termination Date, you had substantial contact or business dealings with such employee, direct or indirect management authority over such employee, and/or access to confidential information about such employee.

8. Compensation and Waiver. If the law of the country, province, state or locality in which you work as of the date that this Agreement is accepted requires that you be paid additional compensation during the term of the restrictions set forth in this Agreement, then such compensation shall be paid in accordance with and to the extent required by applicable law. To the fullest extent permitted by applicable law, the Company may, in its sole and absolute discretion and with or without advance notice (except as may be required by applicable law), elect to waive all or a portion of the restriction periods in this Agreement, and in doing so may decline to pay any compensation required in relation to any such waived restrictions. Any such waiver will only be effective if in writing by a member of the S&P Global Inc. Operating Committee (or its equivalent).

9. Disclosure of this Agreement. During the Restricted Period, you agree to notify any Competitor with whom you discuss the possibility of a relationship about the terms and existence of the restrictions in this Agreement.

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10. Intellectual Property. You agree to assign, and hereby assign, all intellectual property rights all ideas, inventions and designs conceived or reduced to practice by you while employed and which: (a) result from any work performed by you for the Company, (b) relate to the Company's then-existing business or demonstrably anticipated research or development, or (c) were made with the Company's equipment, supplies, facilities or trade secret information. All such ideas, inventions and designs shall be disclosed on a timely basis to the Company and title to such inventions, ideas and designs, including all intellectual property rights, shall be owned by S&PGlobal.

11. Enforcement and remedies. You acknowledge and agree that any breach or threatened breach of this Agreement is likely to cause S&P Global substantial and irreparable damage which is difficult to measure. Therefore, in the event of any such breach or threatened breach, you agree that the Company, in addition to such other remedies which may be available, shall have the right to obtain an injunction from a court restraining such a breach or threatened breach without posting a bond and the right to specific performance of the provisions of this Agreement, and you hereby waive the adequacy of a remedy at law as a defense to such relief.

12. Miscellaneous.

a. Disclosure of this Agreement. During your employment and for 12 months after the Termination Date, you agree to notify any Competitor with whom you discuss the possibility of a relationship of the terms and existence of this Agreement.

b. Survival of Other Obligations; Understanding of Obligations. Your obligations under this Agreement are in addition to, and do not derogate from, any obligation to which you may be subject under any prior agreement with the Company (including, without limitation, any post-employment non-competition and non-solicitation obligations), applicable law or any Company policy. You acknowledge and agree that any prior agreements containing post employment restrictive covenants continue in full force and effect, that you understand that the scope of such covenants may differ from those herein, and that you understand all of the obligations to which you have agreed.

c. Successors and assigns. This Agreement shall be binding upon, and inure to the benefit of, both parties and their respective successors and assigns, including any corporation with which, or into which, the Company may be merged or which may succeed to the Company's assets or business; provided, however, that your obligations are personal and shall not be assigned by you. You expressly consent to be bound by the provisions of this Agreement for the benefit of any S&P Global entity to whose employ you may be transferred without the necessity that this Agreement be re-signed at the time of such transfer.

d. Severability and modification. In case any provision of this Agreement shall be invalid, illegal, or otherwise unenforceable, the validity, legality, and enforceability of the remaining provisions shall in no way be affected or impaired thereby. In addition, to the greatest extent allowed by law, any restriction deemed overbroad or unreasonable by a court shall be modified and limited to extent necessary to make them effective, and shall be enforced as modified.

e. No Implied Waiver. No delay or omission by the Company in exercising any right under this Agreement will operate as a waiver of that or any other right. Any waiver

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of any of the obligations in this Agreement must be in writing from a member of the S&P Global Inc. Operating Committee (or its equivalent). A waiver or consent given by the Company on any one occasion is effective only in that instance and will not be construed as a bar to or waiver of any right on any other occasion.

f. Governing Law and Jurisdiction. This Agreement shall be governed by and construed in accordance with the laws of New York (without reference to the conflicts of laws provisions thereof). Any action, suit, or other legal proceeding which is commenced to resolve any matter arising under or relating to any provision of this Agreement shall be commenced only in a court of the state of New York (or, if appropriate, a federal court located within New York) and the Company and you each consent to the jurisdiction of such a court. The parties hereby irrevocably waive any objection they may now or hereafter have to the laying of venue of any such action in the said court(s), and further irrevocably waive any claim they may now or hereafter have that any such action brought in said court(s) has been brought in an inconvenient forum.

g. Understanding and Amendment. You acknowledge and agree that you understand all of the obligations to which you have agreed herein, that all such obligations are reasonable for the protection of the Company's and S&P Global's legitimate business interests, and that you have had the opportunity to consult with your own legal counsel prior to signing this Agreement. You acknowledge and agree that there are no verbal or oral understandings that modify the terms of this Agreement. This Agreement may not be modified, changed, or discharged in whole or in part, except by an agreement in writing signed by you and the Company.

h. Other Terms of Employment Continue. Except as expressly stated herein, nothing in this Agreement alters or amends your existing terms and conditions of employment. For the avoidance of doubt, nothing herein implies the existence of a term of employment, or alters the "at-will" relationship of your employment.

i. Captions/Section Headings. The captions of the sections of this Agreement are for convenience of reference only and in no way define, limit, or affect the scope or substance of any section of this Agreement.

**The terms of this Agreement, as applicable to you based on where you are employed at the time that you accept the Terms and Conditions of the Award, are incorporated into and are part of the terms and conditions to which it is an attachment. By accepting the Terms and Conditions of the Award, you represent that you understand and accept the terms of this Agreement.**

The Board of Directors and Shareholders of  
S&P Global Inc.

We are aware of the incorporation by reference in the following Registration Statements:

1. Registration Statement on Form S-8 (No. 33-49743) pertaining to the 1993 Key Employee Stock Incentive Plan,
2. Registration Statements on Form S-8 (No.333-30043 and No. 333-40502) pertaining to the 1993 Employee Stock Incentive Plan,
3. Registration Statement on Form S-8 (No. 333-92224) pertaining to the 2002 Stock Incentive Plan,
4. Registration Statement on Form S-8 (No. 333-116993) pertaining to the Amended and Restated 2002 Stock Incentive Plan,
5. Registration Statement on Form S-8 (No. 333-06871) pertaining to the Director Deferred Stock Ownership Plan,
6. Registration Statement on Form S-8 (No. 33-50856) pertaining to the Savings Incentive Plan of McGraw-Hill, Inc. and its Subsidiaries, the Employee Retirement Account Plan of McGraw-Hill, Inc. and its Subsidiaries, the Standard & Poor's Savings Incentive Plan for Represented Employees, the Standard & Poor's Employee Retirement Account Plan for Represented Employees, the Employees' Investment Plan of McGraw-Hill Broadcasting Company, Inc. and its Subsidiaries,
7. Registration Statement on Form S-8 (No. 333-126465) pertaining to the Savings Incentive Plan of The McGraw-Hill Companies, Inc. and its Subsidiaries, the Employee Retirement Account Plan of The McGraw-Hill Companies, Inc. and its Subsidiaries, the Standard & Poor's Savings Incentive Plan for Represented Employees, and the Standard & Poor's Employee Retirement Account Plan for Represented Employees,
8. Registration Statement on Form S-8 (No. 333-157570) pertaining to the 401(k) Savings and Profit Sharing Plan of The McGraw-Hill Companies, Inc. and its Subsidiaries,
9. Registration Statement on Form S-8 (No. 333-167885) pertaining to the Amended and Restated 2002 Stock Incentive Plan,
10. Registration Statement on Form S-8 (No. 333-231476) pertaining to the S&P Global Inc. 2019 Stock Incentive Plan S&P Global Inc. Amended and Restated Director Deferred Stock Ownership Plan; and
11. Registration Statement on Form S-4 (No. 333-251999) and the related Prospectus of S&P Global Inc.
12. Registration Statement on Form S-8 POS (No. 333-251999) pertaining to IHS Markit Ltd. 2014 Equity Incentive Award Plan and IHS Markit Ltd. 2004 Long-Term Incentive Plan

of our report dated October 27, 2022 relating to the unaudited consolidated interim financial statements of S&P Global Inc., which are included in its Form 10-Q for the quarter ended September 30, 2022.

/s/ ERNST & YOUNG LLP

New York, New York  
October 27, 2022

**Certification pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended**

I, Douglas L. Peterson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of S&P Global Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 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: October 27, 2022

*/s/ Douglas L. Peterson*

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Douglas L. Peterson  
President and Chief Executive Officer



**Certification pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended**

I, Ewout L. Steenbergen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of S&P Global Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 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: October 27, 2022

/s/ Ewout L. Steenbergen

Ewout L. Steenbergen

Executive Vice President and Chief Financial Officer

**Certifications pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, each of the undersigned officers of S&P Global Inc. (the “Company”), does hereby certify, to such officer's knowledge, that:

This quarterly report on Form 10-Q of the Company for the quarter ended September 30, 2022 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

The information contained in this quarterly report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 27, 2022

/s/ Douglas L. Peterson

Douglas L. Peterson  
President and Chief Executive Officer

Date: October 27, 2022

/s/ Ewout L. Steenbergen

Ewout L. Steenbergen  
Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.