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

Form 10-Q

(Mark one)

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

For the quarterly period ended June 30, 2024

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 1-14037

Moody's Corporation
(Exact name of registrant as specified in its charter)

Delaware	**13-3998945**
(State of Incorporation)	**(I.R.S. Employer Identification No.)**

7 World Trade Center at 250 Greenwich Street, New York, New York 10007
(Address of Principal Executive Offices)
(Zip Code)

Registrant's telephone number, including area code:
(212) 553-0300

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.01 per share	MCO	New York Stock Exchange
1.75% Senior Notes Due 2027	MCO 27	New York Stock Exchange
0.950% Senior Notes Due 2030	MCO 30	New York Stock Exchange

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one):

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Shares Outstanding at June 30, 2024
182.1 million

MOODY'S CORPORATION
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GLOSSARY OF TERMS AND ABBREVIATIONS

The following terms, abbreviations and acronyms are used to identify frequently used terms in this report:

TERM	DEFINITION
ABS	Asset backed securities; a component of SFG
Acquisition-Related Intangible Amortization Expense	Amortization of definite-lived intangible assets acquired by the Company from all business combination transactions
Adjusted Diluted EPS	Diluted EPS excluding the impact of certain items as detailed in the section entitled “Non-GAAP Financial Measures”
Adjusted Net Income	Net Income excluding the impact of certain items as detailed in the section entitled “Non-GAAP Financial Measures”
Adjusted Operating Income	Operating income excluding the impact of certain items as detailed in the section entitled “Non-GAAP Financial Measures”
Adjusted Operating Margin	Adjusted Operating Income divided by revenue
Americas	Represents countries within North and South America, excluding the U.S.
ARR	Annualized Recurring Revenue; a supplemental performance metric to provide additional insight on the estimated value of MA's recurring revenue contracts at a given point in time, excluding the impact of FX and contracts related to acquisitions
ASC	The FASB Accounting Standards Codification; the sole source of authoritative GAAP as of July 1, 2009 except for rules and interpretive releases of the SEC, which are also sources of authoritative GAAP for SEC registrants
Asia-Pacific	Represents Australia and countries in Asia including but not limited to: China, India, Indonesia, Japan, Republic of South Korea, Malaysia, Singapore, Sri Lanka and Thailand
ASU	The FASB Accounting Standards Update to the ASC. Provides background information for accounting guidance and the bases for conclusions on the changes in the ASC. ASUs are not considered authoritative until codified into the ASC
AUD	Australian dollar
BitSight	A provider that helps global market participants understand cyber risk through ratings, analytics, and performance management tools
Board	The board of directors of the Company
BPS	Basis points
CAD	Canadian dollar
CCXI	China Cheng Xin International Credit Rating Co. Ltd.; China’s first and largest domestic credit rating agency approved by the People’s Bank of China; currently Moody’s owns 30% of CCXI
CDP	Carbon Disclosure Project; an international nonprofit organization that helps companies, cities, states and regions manage their environmental impact through a global disclosure system
CFG	Corporate finance group; an LOB of MIS
CLO	Collateralized loan obligation
CMBS	Commercial mortgage-backed securities; an asset class within SFG
COLI	Corporate-Owned Life Insurance
Common Stock	The Company’s common stock
Company	Moody’s Corporation and its subsidiaries; MCO; Moody’s
CODM	Chief Operating Decision Maker
COVID-19	An outbreak of a novel strain of coronavirus resulting in an international public health crisis and a global pandemic
CP	Commercial Paper
CP Program	A program entered into on August 3, 2016 allowing the Company to privately place CP up to a maximum of $1 billion for which the maturity may not exceed 397 days from the date of issue, and which is backstopped by the 2024 Facility
CRAs	Credit rating agencies
CreditView	A product offering from MA that incorporates credit ratings, research and data from MIS plus research, data and content from MA
Data and Information (D&I)	LOB within MA which provides vast data sets on companies and securities via data feeds and data applications products

TERM	DEFINITION
Decision Solutions (DS)	LOB within MA that provides SaaS solutions supporting banking, insurance, and KYC workflows. This LOB utilizes components from the Data & Information and Research & Insights LOBs to provide risk assessment solutions
EMEA	Represents countries within Europe, the Middle East and Africa
EPS	Earnings per share
ESG	Environmental, Social and Governance
ESTR	Euro Short-Term Rate
ETR	Effective tax rate
EU	European Union
EUR	euros
Excess Tax Benefits	The difference between the tax benefit realized at exercise of an option or delivery of a restricted share and the tax benefit recorded at the time the option or restricted share is expensed under GAAP
Exchange Act	The Securities Exchange Act of 1934, as amended
External Revenue	Revenue excluding any intersegment amounts
FASB	Financial Accounting Standards Board
FIG	Financial institutions group; an LOB of MIS
Free Cash Flow	Net cash provided by operating activities less cash paid for capital additions
FX	Foreign exchange
GAAP	U.S. Generally Accepted Accounting Principles
GBP	British pounds
GDP	Gross domestic product
GLoBE	Global Anti-Base Erosion, also known as "Pillar Two"; tax model issued by the OECD in 2023
ICRA	ICRA Limited; a provider of credit ratings and research in India
INR	Indian rupee
JPY	Japanese yen
KYC	Know-your-customer
LOB	Line of business
MA	Moody’s Analytics - a reportable segment of MCO; a global provider of: i) data and information; ii) research and insights; and iii) decision solutions, which help companies make better and faster decisions. MA leverages its unique assets and specialized industry knowledge across multiple risks such as credit, market, financial crime, supply chain, catastrophe and climate to deliver integrated risk assessment solutions that enable business leaders to identify, measure and manage the implications of interrelated risks and opportunities
MAKS	Moody’s Analytics Knowledge Services; formerly known as Copal Amba; provided offshore research and analytic services to the global financial and corporate sectors; business was divested in the fourth quarter of 2019 and was formerly a reporting unit within the MA reportable segment
MCO	Moody’s Corporation and its subsidiaries; the Company; Moody’s
MD&A	Management’s Discussion and Analysis of Financial Condition and Results of Operations
M&A	Mergers and acquisitions
MIS	Moody’s Investors Service - a reportable segment of MCO; MIS publishes credit ratings and provides assessment services on a wide range of debt obligations, programs and facilities, and the entities that issue such obligations in markets worldwide, including various corporate, financial institution and governmental obligations, and structured finance securities; consists of five LOBs - SFG; CFG; FIG; PPIF; and MIS Other
MIS Other	Consists of financial instruments pricing services in the Asia-Pacific region, ICRA non-ratings revenue, and revenue from professional services. These businesses are components of MIS; MIS Other is an LOB of MIS
Moody’s	Moody’s Corporation and its subsidiaries; MCO; the Company
MSS	Moody's Shared Services; primarily consists of information technology and support staff such as finance, human resources and legal that support both MA and MIS

TERM	DEFINITION
Net Income	Net income attributable to Moody’s Corporation, which excludes net income from consolidated noncontrolling interests belonging to the minority interest holder
NM	Percentage change is not meaningful
Non-GAAP	A financial measure not in accordance with GAAP; these measures, when read in conjunction with the Company’s reported results, can provide useful supplemental information for investors analyzing period-to-period comparisons of the Company’s performance, facilitate comparisons to competitors’ operating results and to provide greater transparency to investors of supplemental information used by management in its financial and operational decision making
NRSRO	Nationally Recognized Statistical Rating Organization, which is a credit rating agency registered with the SEC
OECD	Organization for Economic Co-operation and Development; an international organization that promotes policies that improve economic and social well-being around the world
Operating segment	Term defined in the ASC relating to segment reporting; the ASC defines an operating segment as a component of a business entity that has each of the three following characteristics: i) the component engages in business activities from which it may recognize revenue and incur expenses; ii) the operating results of the component are regularly reviewed by the entity’s CODM; and iii) discrete financial information about the component is available
Pillar Two	Tax model issued by the OECD in 2023; also referred to as the "Global Anti-Base Erosion" or "GLoBE" rules
PPIF	Public, project and infrastructure finance; an LOB of MIS
Recurring Revenue	For MA, represents subscription-based revenue and software maintenance revenue. For MIS, represents recurring monitoring fees of a rated debt obligation and/or entities that issue such obligations, as well as revenue from programs such as commercial paper, medium-term notes and shelf registrations. For MIS Other, represents subscription-based revenue
Reporting unit	The level at which Moody’s evaluates its goodwill for impairment under GAAP; defined as an operating segment or one level below an operating segment
Research and Insights (R&I)	LOB within MA that provides models, scores, expert insights and commentary. This LOB includes credit research; credit models and analytics; economics data and models; and structured finance solutions
RMBS	Residential mortgage-backed securities; an asset class within SFG
RMS	Risk Management Solutions, Inc., a global provider of climate and natural disaster risk modeling and analytics; acquired by the Company in September 2021
SaaS	Software-as-a-Service
SEC	U.S. Securities and Exchange Commission
SFG	Structured finance group; an LOB of MIS
SG&A	Selling, general and administrative expenses
SGD	Singapore dollar
SOFR	Secured Overnight Financing Rate
Tax Act	The “Tax Cuts and Jobs Act” enacted into U.S. law on December 22, 2017 which significantly amends the tax code in the U.S.
Total Debt	All indebtedness of the Company as reflected on the consolidated balance sheets
Transaction Revenue	For MA, represents perpetual software license fees and revenue from software implementation services, risk management advisory projects, and training and certification services. For MIS (excluding MIS Other), represents the initial rating of a new debt issuance as well as other one-time fees. For MIS Other, represents revenue from professional services.
U.K.	United Kingdom
U.S.	United States
USD	U.S. dollar
UTPs	Uncertain tax positions
2022 - 2023 Geolocation Restructuring Program	Restructuring program approved by the chief executive officer of Moody’s on June 30, 2022 relating to the Company's post-COVID-19 geolocation strategy

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MOODY'S CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(Amounts in millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
Revenue	**$ 1,817**	$ 1,494	**$ 3,603**	$ 2,964
Expenses				
Operating	**469**	426	**936**	854
Selling, general, and administrative	**446**	415	**859**	801
Depreciation and amortization	**110**	93	**210**	181
Restructuring	**2**	10	**7**	24
Charges related to asset abandonment	**15**	—	**15**	—
Total expenses	**1,042**	944	**2,027**	1,860
Operating income	**775**	550	**1,576**	1,104
Non-operating (expense) income, net				
Interest expense, net	**(63)**	(71)	**(125)**	(119)
Other non-operating income, net	**7**	13	**20**	13
Total non-operating (expense) income, net	**(56)**	(58)	**(105)**	(106)
Income before provision for income taxes	**719**	492	**1,471**	998
Provision for income taxes	**166**	115	**341**	120
Net income	**553**	377	**1,130**	878
Less: Net income attributable to noncontrolling interests	**1**	**—**	**1**	**—**
Net income attributable to Moody's	**$ 552**	$ 377	**$ 1,129**	$ 878
Earnings per share attributable to Moody's common shareholders				
Basic	**$ 3.03**	$ 2.05	**$ 6.19**	$ 4.79
Diluted	**$ 3.02**	$ 2.05	**$ 6.16**	$ 4.77
Weighted average number of shares outstanding				
Basic	**182.3**	183.5	**182.5**	183.4
Diluted	**183.0**	184.1	**183.2**	184.1

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(Amounts in millions)

	Three Months Ended June 30, 2024			Three Months Ended June 30, 2023		
	Pre-tax amounts	Tax amounts	After-tax amounts	Pre-tax amounts	Tax amounts	After-tax amounts
Net Income			$ 553			$ 377
Other Comprehensive Income (Loss):						
Foreign Currency Adjustments:						
Foreign currency translation adjustments, net	$ (39)	$ —	(39)	$ 51	$ —	51
Net gains (losses) on net investment hedges	43	(11)	32	(37)	9	(28)
Cash Flow Hedges:						
Reclassification of gains (losses) included in net income	—	—	—	—	(1)	(1)
Pension and Other Retirement Benefits:						
Amortization of actuarial gains and prior service credits included in net income	(1)	—	(1)	(2)	1	(1)
Net actuarial losses	(2)	1	(1)	—	—	—
Total other comprehensive (loss) income	$ 1	$ (10)	$ (9)	$ 12	$ 9	$ 21
Comprehensive income			544			398
Less: comprehensive income attributable to noncontrolling interests			—			2
Comprehensive Income Attributable to Moody's			$ 544			$ 396

	Six Months Ended June 30, 2024			Six Months Ended June 30, 2023		
	Pre-tax amounts	Tax amounts	After-tax amounts	Pre-tax amounts	Tax amounts	After-tax amounts
Net Income			$ 1,130			$ 878
Other Comprehensive Income (Loss):						
Foreign Currency Adjustments:						
Foreign currency translation adjustments, net	$ (154)	$ —	(154)	$ 160	$ (2)	158
Net gains (losses) on net investment hedges	144	(38)	106	(113)	28	(85)
Cash Flow Hedges:						
Reclassification of losses included in net income	1	—	1	1	(1)	—
Pension and Other Retirement Benefits:						
Amortization of actuarial gains and prior service credits included in net income	(1)	—	(1)	(2)	1	(1)
Net actuarial losses	(3)	1	(2)	—	—	—
Total other comprehensive (loss) income	$ (13)	$ (37)	$ (50)	$ 46	$ 26	$ 72
Comprehensive income			1,080			950
Less: comprehensive loss attributable to noncontrolling interests			—			(1)
Comprehensive Income Attributable to Moody's			$ 1,080			$ 951

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(Amounts in millions, except share and per share data)

	June 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 2,635**	$ 2,130
Short-term investments	**63**	63
Accounts receivable, net of allowance for credit losses of $35 in 2024 and $35 in 2023	**1,694**	1,659
Other current assets	**489**	489
Total current assets	**4,881**	4,341
Property and equipment, net of accumulated depreciation of $1,378 in 2024 and $1,272 in 2023	**652**	603
Operating lease right-of-use assets	**242**	277
Goodwill	**5,891**	5,956
Intangible assets, net	**1,930**	2,049
Deferred tax assets, net	**267**	258
Other assets	**1,150**	1,138
Total assets	**$ 15,013**	$ 14,622
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	**$ 1,000**	$ 1,076
Current portion of operating lease liabilities	**108**	108
Current portion of long-term debt	**688**	—
Deferred revenue	**1,423**	1,316
Total current liabilities	**3,219**	2,500
Non-current portion of deferred revenue	**59**	65
Long-term debt	**6,253**	7,001
Deferred tax liabilities, net	**465**	402
Uncertain tax positions	**207**	196
Operating lease liabilities	**254**	306
Other liabilities	**618**	676
Total liabilities	**11,075**	11,146
Contingencies (Note 15)		
Shareholders' equity:		
Preferred stock, par value $0.01 per share; 10,000,000 shares authorized; no shares issued and outstanding	**—**	—
Series common stock, par value $0.01 per share; 10,000,000 shares authorized; no shares issued and outstanding	**—**	—
Common stock, par value $0.01 per share; 1,000,000,000 shares authorized; 342,902,272 shares issued at June 30, 2024 and December 31, 2023, respectively	**3**	3
Capital surplus	**1,324**	1,228
Retained earnings	**15,478**	14,659
Treasury stock, at cost; 160,818,154 and 160,430,754 shares of common stock at June 30, 2024 and December 31, 2023, respectively	**(12,410)**	(12,005)
Accumulated other comprehensive loss	**(617)**	(567)
Total Moody's shareholders' equity	**3,778**	3,318
Noncontrolling interests	**160**	158
Total shareholders' equity	**3,938**	3,476
Total liabilities, noncontrolling interests, and shareholders' equity	**$ 15,013**	$ 14,622

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(Amounts in millions)

	Six Months Ended June 30,	
	2024	**2023**
Cash flows from operating activities		
Net income	**$ 1,130**	$ 878
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	**210**	181
Stock-based compensation	**109**	97
Deferred income taxes	**25**	21
Provision for credit losses on accounts receivable	**10**	9
Changes in assets and liabilities:		
Accounts receivable	**(64)**	112
Other current assets	**(6)**	78
Other assets	**(1)**	(24)
Lease obligations	**(15)**	(9)
Accounts payable and accrued liabilities	**(82)**	(86)
Deferred revenue	**120**	97
Uncertain tax positions and other non-current tax liabilities	**12**	(120)
Other liabilities	**13**	(22)
Net cash provided by operating activities	**1,461**	1,212
Cash flows from investing activities		
Capital additions	**(171)**	(127)
Purchases of investments	**(87)**	(53)
Sales and maturities of investments	**81**	81
Purchases of investments in non-consolidated affiliates	**(2)**	(2)
Sales of investments in non-consolidated affiliates	**—**	1
Cash paid for acquisitions, net of cash acquired	**(12)**	(3)
Net cash used in investing activities	**(191)**	(103)
Cash flows from financing activities		
Repayment of notes	**—**	(200)
Proceeds from stock-based compensation plans	**45**	31
Treasury shares	**(384)**	(108)
Repurchase of shares related to stock-based compensation	**(82)**	(64)
Dividends	**(309)**	(283)
Dividends to noncontrolling interests	**(1)**	—
Net cash used in financing activities	**(731)**	(624)
Effect of exchange rate changes on cash and cash equivalents	**(34)**	24
Increase in cash and cash equivalents	**505**	509
Cash and cash equivalents, beginning of period	**2,130**	1,769
Cash and cash equivalents, end of period	**$ 2,635**	$ 2,278

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)
(Amounts in millions, except per share data)

	Shareholders of Moody's Corporation									
	Common Stock		Capital Surplus	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss	Total Moody's Shareholders' Equity	Non-Controlling Interests	Total Shareholders' Equity
	Shares	Amount			Shares	Amount				
Balance at March 31, 2023	**342.9**	**$ 3**	**$ 1,068**	**$ 13,979**	**(159.4)**	**$ (11,570)**	**$ (589)**	**$ 2,891**	**$ 167**	**$ 3,058**
Net income				377				377	—	377
Dividends ($0.77 per share)				(143)				(143)	(1)	(144)
Stock-based compensation			50					50		50
Shares issued for stock-based compensation plans at average cost, net			6		0.3	11		17		17
Treasury shares repurchased, inclusive of excise tax			—		(0.3)	(67)		(67)		(67)
Currency translation adjustment, net of net investment hedge activity (net of tax of $9 million)							21	21	2	23
Amortization of actuarial gains and prior service credits (net of tax of $1 million)							(1)	(1)		(1)
Net realized and unrealized gain on cash flow hedges (net of tax of $1 million)							(1)	(1)		(1)
Balance at June 30, 2023	**342.9**	**$ 3**	**$ 1,124**	**$ 14,213**	**(159.4)**	**$ (11,626)**	**$ (570)**	**$ 3,144**	**$ 168**	**$ 3,312**

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)
(Amounts in millions, except per share data)

	Shareholders of Moody's Corporation									
	Common Stock				Treasury Stock					
	Shares	Amount	Capital Surplus	Retained Earnings	Shares	Amount	Accumulated Other Comprehensive Loss	Total Moody's Shareholders' Equity	Non-Controlling Interests	Total Shareholders' Equity
Balance at December 31, 2022	**342.9**	**$ 3**	**$ 1,054**	**$ 13,618**	**(159.7)**	**$ (11,513)**	**$ (643)**	**$ 2,519**	**$ 170**	**$ 2,689**
Net income				878				878	—	878
Dividends ($1.54 per share)				(283)				(283)	(1)	(284)
Stock-based compensation			97					97		97
Shares issued for stock-based compensation plans at average cost, net			(27)		0.7	(4)		(31)		(31)
Treasury shares repurchased, inclusive of excise tax			—		(0.4)	(109)		(109)		(109)
Currency translation adjustment, net of net investment hedge activity (net of tax of $26 million)							74	74	(1)	73
Amortization of actuarial gains and prior service credits (net of tax of $1 million)							(1)	(1)		(1)
Balance at June 30, 2023	**342.9**	**$ 3**	**$ 1,124**	**$ 14,213**	**(159.4)**	**$ (11,626)**	**$ (570)**	**$ 3,144**	**$ 168**	**$ 3,312**

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)
(Amounts in millions, except per share data)

	Shareholders of Moody's Corporation									
	Common Stock				Treasury Stock					
	Shares	Amount	Capital Surplus	Retained Earnings	Shares	Amount	Accumulated Other Comprehensive Loss	Total Moody's Shareholders' Equity	Non-Controlling Interests	Total Shareholders' Equity
Balance at March 31, 2024	**342.9**	**$ 3**	**$ 1,252**	**$ 15,081**	**(160.3)**	**$ (12,153)**	**$ (608)**	**$ 3,575**	**$ 160**	**$ 3,735**
Net income				552				552	1	553
Dividends ($0.85 per share)				(155)				(155)	(1)	(156)
Stock-based compensation			57					57		57
Shares issued for stock-based compensation plans at average cost, net			15		0.2	7		22		22
Treasury shares repurchased, inclusive of excise tax					(0.7)	(264)		(264)		(264)
Currency translation adjustment, net of net investment hedge activity (net of tax of $11 million)							(7)	(7)	—	(7)
Net actuarial losses (net of tax of $1 million)							(1)	(1)		(1)
Amortization of actuarial gains and prior service credits							(1)	(1)		(1)
Balance at June 30, 2024	**342.9**	**$ 3**	**$ 1,324**	**$ 15,478**	**(160.8)**	**$ (12,410)**	**$ (617)**	**$ 3,778**	**$ 160**	**$ 3,938**

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)
(Amounts in millions, except per share data)

	Shareholders of Moody's Corporation									
	Common Stock		Capital Surplus	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss	Total Moody's Shareholders' Equity	Non-Controlling Interests	Total Shareholders' Equity
	Shares	Amount			Shares	Amount				
Balance at December 31, 2023	**342.9**	**$ 3**	**$ 1,228**	**$ 14,659**	**(160.4)**	**$ (12,005)**	**$ (567)**	**$ 3,318**	**$ 158**	**$ 3,476**
Net income				1,129				1,129	1	1,130
Dividends ($1.70 per share)				(310)				(310)	(1)	(311)
Stock-based compensation			111					111		111
Shares issued for stock-based compensation plans at average cost, net			(15)		0.6	(22)		(37)		(37)
Noncontrolling interest resulting from majority acquisition								—	2	2
Treasury shares repurchased, inclusive of excise tax			—		(1.0)	(383)		(383)		(383)
Currency translation adjustment, net of net investment hedge activity (net of tax of $38 million)							(48)	(48)	—	(48)
Net actuarial losses (net of tax of $1 million)							(2)	(2)		(2)
Amortization of actuarial gains and prior service credits							(1)	(1)		(1)
Amortization of losses on cash flow hedges							1	1		1
Balance at June 30, 2024	**342.9**	**$ 3**	**$ 1,324**	**$ 15,478**	**(160.8)**	**$ (12,410)**	**$ (617)**	**$ 3,778**	**$ 160**	**$ 3,938**

The accompanying notes are an integral part of the consolidated financial statements.

MOODY’S CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(tabular dollar and share amounts in millions, except per share data)

NOTE 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Moody’s is a global integrated risk assessment firm that empowers organizations to anticipate, adapt and thrive in a new era of exponential risk. Our data, analytical solutions and insights help decision-makers identify opportunities and manage the risks of doing business with others. Moody’s reports in two reportable segments: MA and MIS.

MA is a global provider of: i) decision solutions; ii) research and insights; and iii) data and information, which help companies make better and faster decisions. MA leverages its unique assets and specialized industry knowledge across multiple risks such as credit, market, financial crime, supply chain, catastrophe and climate to deliver integrated risk assessment solutions that enable business leaders to identify, measure and manage the implications of interrelated risks and opportunities.

MIS publishes credit ratings and provides assessment services on a wide range of debt obligations, programs and facilities, and the entities that issue such obligations in markets worldwide, including various corporate, financial institution and governmental obligations, and structured finance securities.

These interim financial statements have been prepared in accordance with the instructions to Form 10-Q and should be read in conjunction with the Company’s consolidated financial statements and related notes in the Company’s 2023 annual report on Form 10-K filed with the SEC on February 14, 2024. The results of interim periods are not necessarily indicative of results for the full year or any subsequent period. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation of financial position, results of operations and cash flows at the dates and for the periods presented have been included. The year-end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP.

Certain reclassifications have been made to prior period amounts to conform to the current presentation.

Recently Issued Accounting Standards

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU No. 2023-07"), which expands segment disclosure requirements for public entities. ASU No. 2023-07 will require entities to disclose significant segment expenses by reportable segment if they are regularly provided to the CODM and included in each reported measure of segment profit or loss. In addition, this ASU permits entities to disclose more than one measure of segment profit or loss used by the CODM. Additionally, disclosure of the CODM’s title and position will be required on an annual basis, as well as an explanation of how the CODM uses the reported measure(s). Furthermore, all existing annual disclosures about segment profit or loss and assets must be provided on an interim basis in addition to disclosure of significant segment expenses and other segment items. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and requires retrospective application to all prior periods presented in the financial statements. The Company is currently evaluating the impact of adopting this ASU on its consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU No. 2023-09"), which is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU No. 2023-09 require entities to disclose additional income tax information, primarily related to greater disaggregation of the entity's ETR reconciliation and income taxes paid by jurisdiction disclosures. This ASU is effective for annual periods beginning after December 15, 2024, and should be applied on a prospective basis; however, retrospective application is permitted. The Company is currently evaluating the impact of adopting this ASU on its consolidated financial statements and disclosures.

Reclassification of Previously Reported Revenue by LOB

In the first quarter of 2024, pursuant to the integration of RMS into the Company's order-to-cash systems, the Company reclassified certain prior year revenue by geography disclosures. The impact of the reclassification was not material and prior year revenue disclosures have been reclassified to conform to this new presentation, which is disclosed in Note 2.

NOTE 2. REVENUES

Revenue by Category

The following table presents the Company's revenues disaggregated by LOB:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
MA:				
Decision Solutions (DS)				
Banking	**$ 131**	$ 123	**$ 265**	$ 254
Insurance	**147**	133	**291**	266
KYC	**88**	78	**175**	148
Total DS	**366**	334	**731**	668
Research and Insights (R&I)	**226**	217	**448**	432
Data and Information (D&I)	**210**	196	**422**	384
Total external revenue	**802**	747	**1,601**	1,484
Intersegment revenue	**4**	4	**7**	7
Total MA	**806**	751	**1,608**	1,491
MIS:				
Corporate Finance (CFG)				
Investment-grade	**120**	94	**267**	209
High-yield	**85**	46	**152**	78
Bank loans	**147**	68	**302**	127
Other accounts (1)	**173**	157	**333**	307
Total CFG	**525**	365	**1,054**	721
Structured Finance (SFG)				
Asset-backed securities	**34**	32	**67**	59
RMBS	**25**	25	**49**	50
CMBS	**22**	14	**39**	28
Structured credit	**50**	31	**89**	63
Other accounts	**—**	—	**1**	1
Total SFG	**131**	102	**245**	201
Financial Institutions (FIG)				
Banking	**115**	97	**236**	197
Insurance	**61**	35	**120**	68
Managed investments	**15**	10	**27**	16
Other accounts	**4**	3	**7**	6
Total FIG	**195**	145	**390**	287
Public, Project and Infrastructure Finance (PPIF)				
Public finance / sovereign	**67**	54	**126**	106
Project and infrastructure	**87**	73	**169**	150
Total PPIF	**154**	127	**295**	256
Total ratings revenue	**1,005**	739	**1,984**	1,465
MIS Other	**10**	8	**18**	15
Total external revenue	**1,015**	747	**2,002**	1,480
Intersegment revenue	**49**	46	**96**	91
Total MIS	**1,064**	793	**2,098**	1,571
Eliminations	**(53)**	(50)	**(103)**	(98)
Total MCO	**$ 1,817**	$ 1,494	**$ 3,603**	$ 2,964

(1) Other includes: recurring monitoring fees of a rated debt obligation and/or entities that issue such obligations as well as fees from programs such as commercial paper, medium term notes, and ICRA corporate finance revenue.

The following table presents the Company's revenues disaggregated by LOB and geographic area:

	Three Months Ended June 30, 2024			Three Months Ended June 30, 2023		
	U.S.	Non-U.S	Total	U.S.	Non-U.S	Total
MA:						
Decision Solutions	**$ 138**	**$ 228**	**$ 366**	$ 133	$ 201	$ 334
Research and Insights	**124**	**102**	**226**	119	98	217
Data and Information	**76**	**134**	**210**	68	128	196
Total MA	**338**	**464**	**802**	320	427	747
MIS:						
Corporate Finance	**342**	**183**	**525**	239	126	365
Structured Finance	**92**	**39**	**131**	60	42	102
Financial Institutions	**104**	**91**	**195**	73	72	145
Public, Project and Infrastructure Finance	**98**	**56**	**154**	83	44	127
Total ratings revenue	**636**	**369**	**1,005**	455	284	739
MIS Other	**—**	**10**	**10**	—	8	8
Total MIS	**636**	**379**	**1,015**	455	292	747
Total MCO	**$ 974**	**$ 843**	**$ 1,817**	$ 775	$ 719	$ 1,494

	Six Months Ended June 30, 2024			Six Months Ended June 30, 2023		
	U.S.	Non-U.S	Total	U.S.	Non-U.S	Total
MA:						
Decision Solutions	**$ 276**	**$ 455**	**$ 731**	$ 265	$ 403	$ 668
Research and Insights	**246**	**202**	**448**	237	195	432
Data and Information	**153**	**269**	**422**	135	249	384
Total MA	**675**	**926**	**1,601**	637	847	1,484
MIS:						
Corporate Finance	**714**	**340**	**1,054**	485	236	721
Structured Finance	**168**	**77**	**245**	121	80	201
Financial Institutions	**202**	**188**	**390**	136	151	287
Public, Project and Infrastructure Finance	**184**	**111**	**295**	159	97	256
Total ratings revenue	**1,268**	**716**	**1,984**	901	564	1,465
MIS Other	**—**	**18**	**18**	—	15	15
Total MIS	**1,268**	**734**	**2,002**	901	579	1,480
Total MCO	**$ 1,943**	**$ 1,660**	**$ 3,603**	$ 1,538	$ 1,426	$ 2,964

The following table presents the Company’s reportable segment revenues disaggregated by segment and geographic region:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
MA:				
U.S.	**$ 338**	$ 320	**$ 675**	$ 637
Non-U.S.:				
EMEA	**319**	298	**635**	585
Asia-Pacific	**82**	70	**167**	148
Americas	**63**	59	**124**	114
Total Non-U.S.	**464**	427	**926**	847
Total MA	**802**	747	**1,601**	1,484
MIS:				
U.S.	**636**	455	**1,268**	901
Non-U.S.:				
EMEA	**247**	181	**473**	354
Asia-Pacific	**82**	75	**152**	146
Americas	**50**	36	**109**	79
Total Non-U.S.	**379**	292	**734**	579
Total MIS	**1,015**	747	**2,002**	1,480
Total MCO	**$ 1,817**	$ 1,494	**$ 3,603**	$ 2,964

The following table summarizes the split between Transaction Revenue and Recurring Revenue:

	Three Months Ended June 30,					
	2024			**2023**		
	Transaction	**Recurring**	**Total**	**Transaction**	**Recurring**	**Total**
Decision Solutions	**$ 35**	**$ 331**	**$ 366**	$ 43	$ 291	$ 334
	10 %	***90 %***	***100 %***	*13 %*	*87 %*	*100 %*
Research and Insights	**$ 3**	**$ 223**	**$ 226**	$ 3	$ 214	$ 217
	1 %	***99 %***	***100 %***	*1 %*	*99 %*	*100 %*
Data and Information	**$ 1**	**$ 209**	**$ 210**	$ 1	$ 195	$ 196
	— %	***100 %***	***100 %***	*1 %*	*99 %*	*100 %*
Total MA [(1)]	**$ 39**	**$ 763**	**$ 802**	$ 47	$ 700	$ 747
	5 %	***95 %***	***100 %***	*6 %*	*94 %*	*100 %*
Corporate Finance	**$ 388**	**$ 137**	**$ 525**	$ 236	$ 129	$ 365
	74 %	***26 %***	***100 %***	*65 %*	*35 %*	*100 %*
Structured Finance	**$ 76**	**$ 55**	**$ 131**	$ 48	$ 54	$ 102
	58 %	***42 %***	***100 %***	*47 %*	*53 %*	*100 %*
Financial Institutions	**$ 115**	**$ 80**	**$ 195**	$ 73	$ 72	$ 145
	59 %	***41 %***	***100 %***	*50 %*	*50 %*	*100 %*
Public, Project and Infrastructure Finance	**$ 110**	**$ 44**	**$ 154**	$ 84	$ 43	$ 127
	71 %	***29 %***	***100 %***	*66 %*	*34 %*	*100 %*
MIS Other	**$ 3**	**$ 7**	**$ 10**	$ 2	$ 6	$ 8
	30 %	***70 %***	***100 %***	*25 %*	*75 %*	*100 %*
Total MIS	**$ 692**	**$ 323**	**$ 1,015**	$ 443	$ 304	$ 747
	68 %	***32 %***	***100 %***	*59 %*	*41 %*	*100 %*
Total Moody's Corporation	**$ 731**	**$ 1,086**	**$ 1,817**	$ 490	$ 1,004	$ 1,494
	40 %	***60 %***	***100 %***	*33 %*	*67 %*	*100 %*

	Six Months Ended June 30,					
	2024			2023		
	Transaction	Recurring	Total	Transaction	Recurring	Total
Decision Solutions	**$ 72**	**$ 659**	**$ 731**	$ 83	$ 585	$ 668
	10 %	***90 %***	***100 %***	*12 %*	*88 %*	*100 %*
Research and Insights	**$ 7**	**$ 441**	**$ 448**	$ 8	$ 424	$ 432
	2 %	***98 %***	***100 %***	*2 %*	*98 %*	*100 %*
Data and Information	**$ 2**	**$ 420**	**$ 422**	$ 1	$ 383	$ 384
	— %	***100 %***	***100 %***	*— %*	*100 %*	*100 %*
Total MA (1)	**$ 81**	**$ 1,520**	**$ 1,601**	$ 92	$ 1,392	$ 1,484
	5 %	***95 %***	***100 %***	*6 %*	*94 %*	*100 %*
Corporate Finance	**$ 787**	**$ 267**	**$ 1,054**	$ 466	$ 255	$ 721
	75 %	***25 %***	***100 %***	*65 %*	*35 %*	*100 %*
Structured Finance	**$ 135**	**$ 110**	**$ 245**	$ 94	$ 107	$ 201
	55 %	***45 %***	***100 %***	*47 %*	*53 %*	*100 %*
Financial Institutions	**$ 237**	**$ 153**	**$ 390**	$ 143	$ 144	$ 287
	61 %	***39 %***	***100 %***	*50 %*	*50 %*	*100 %*
Public, Project and Infrastructure Finance	**$ 206**	**$ 89**	**$ 295**	$ 169	$ 87	$ 256
	70 %	***30 %***	***100 %***	*66 %*	*34 %*	*100 %*
MIS Other	**$ 4**	**$ 14**	**$ 18**	$ 3	$ 12	$ 15
	22 %	***78 %***	***100 %***	*20 %*	*80 %*	*100 %*
Total MIS	**$ 1,369**	**$ 633**	**$ 2,002**	$ 875	$ 605	$ 1,480
	68 %	***32 %***	***100 %***	*59 %*	*41 %*	*100 %*
Total Moody's Corporation	**$ 1,450**	**$ 2,153**	**$ 3,603**	$ 967	$ 1,997	$ 2,964
	40 %	***60 %***	***100 %***	*33 %*	*67 %*	*100 %*

(1) Revenue from software implementation services and risk management advisory projects, while classified by management as transactional revenue, is recognized over time under GAAP (please also refer to the following table).

The following table presents the timing of revenue recognition:

	Three Months Ended June 30, 2024			Six Months Ended June 30, 2024		
	MA	MIS	Total	MA	MIS	Total
Revenue recognized at a point in time	**$ 18**	**$ 692**	**$ 710**	**$ 39**	**$ 1,369**	**$ 1,408**
Revenue recognized over time	**784**	**323**	**1,107**	**1,562**	**633**	**2,195**
Total	**$ 802**	**$ 1,015**	**$ 1,817**	**$ 1,601**	**$ 2,002**	**$ 3,603**

	Three Months Ended June 30, 2023			Six Months Ended June 30, 2023		
	MA	MIS	Total	MA	MIS	Total
Revenue recognized at a point in time	$ 22	$ 443	$ 465	$ 49	$ 875	$ 924
Revenue recognized over time	725	304	1,029	1,435	605	2,040
Total	$ 747	$ 747	$ 1,494	$ 1,484	$ 1,480	$ 2,964

Unbilled receivables, deferred revenue and remaining performance obligations

Unbilled receivables

For certain MA arrangements, the timing of when the Company has the unconditional right to consideration and recognizes revenue occurs prior to invoicing the customer. In addition, certain MIS arrangements contain contractual terms whereby the customers are billed in arrears for annual monitoring services, requiring revenue to be accrued as an unbilled receivable as such services are provided.

The following table presents the Company's unbilled receivables, which are included within accounts receivable, net, at June 30, 2024 and December 31, 2023:

	As of June 30, 2024		As of December 31, 2023	
	MA	MIS	MA	MIS
Unbilled Receivables	**$ 139**	**$ 466**	$ 119	$ 415

Deferred revenue

The Company recognizes deferred revenue when a contract requires a customer to pay consideration to the Company in advance of when revenue related to that contract is recognized. This deferred revenue is relieved when the Company satisfies the related performance obligation and revenue is recognized.

Significant changes in the deferred revenue balances during the three and six months ended June 30, 2024 and 2023 are as follows:

	Three Months Ended June 30, 2024			Three Months Ended June 30, 2023		
	MA	MIS	Total	MA	MIS	Total
Balance at March 31,	**$ 1,312**	**$ 361**	**$ 1,673**	$ 1,288	$ 360	$ 1,648
Changes in deferred revenue						
Revenue recognized that was included in the deferred revenue balance at the beginning of the period	**(529)**	**(117)**	**(646)**	(592)	(116)	(708)
Increases due to amounts billable excluding amounts recognized as revenue during the period	**365**	**93**	**458**	417	91	508
Effect of exchange rate changes	**(2)**	**(1)**	**(3)**	3	1	4
Total changes in deferred revenue	**(166)**	**(25)**	**(191)**	(172)	(24)	(196)
Balance at June 30,	**$ 1,146**	**$ 336**	**$ 1,482**	$ 1,116	$ 336	$ 1,452

	Six Months Ended June 30, 2024			Six Months Ended June 30, 2023		
	MA	MIS	Total	MA	MIS	Total
Balance at December 31,	**$ 1,111**	**$ 270**	**$ 1,381**	$ 1,055	$ 278	$ 1,333
Changes in deferred revenue						
Revenue recognized that was included in the deferred revenue balance at the beginning of the period	**(752)**	**(155)**	**(907)**	(788)	(160)	(948)
Increases due to amounts billable excluding amounts recognized as revenue during the period	**803**	**224**	**1,027**	830	216	1,046
Effect of exchange rate changes	**(16)**	**(3)**	**(19)**	19	2	21
Total changes in deferred revenue	**35**	**66**	**101**	61	58	119
Balance at June 30,	**$ 1,146**	**$ 336**	**$ 1,482**	$ 1,116	$ 336	$ 1,452
Deferred revenue - current	**$ 1,145**	**$ 278**	**$ 1,423**	$ 1,115	$ 270	$ 1,385
Deferred revenue - non-current	**$ 1**	**$ 58**	**$ 59**	$ 1	$ 66	$ 67

For the MA segment, the decrease in deferred revenue for the three months ended June 30, 2024 and 2023 was primarily due to the recognition of annual subscription and maintenance billings from December and January. For the six months ended June 30, 2024 and 2023, the increase in deferred revenue is primarily attributable to the high concentration of billings in the first quarter.

For the MIS segment, the change in the deferred revenue balance for all periods presented was primarily related to the significant portion of contract renewals that occur during the first quarter and are generally recognized over a one year period.

Remaining performance obligations

Remaining performance obligations in the MA segment include both amounts recorded as deferred revenue on the balance sheet as of June 30, 2024 as well as amounts not yet invoiced to customers as of June 30, 2024, largely reflecting future revenue related to signed multi-year arrangements for hosted and installed subscription-based products. As of June 30, 2024, the aggregate amount of the transaction price allocated to remaining performance obligations was approximately $3.6 billion. The Company expects to recognize into revenue approximately 60% of this balance within one year, approximately 25% of this balance between one to two years and the remaining amount thereafter.

Remaining performance obligations in the MIS segment largely reflect deferred revenue related to monitoring fees for certain structured finance products, primarily CMBS, where the issuers can elect to pay the monitoring fees for the life of the security in advance. As of June 30, 2024, the aggregate amount of the transaction price allocated to remaining performance obligations was approximately $91 million. The Company expects to recognize into revenue approximately 25% of this balance within one year, approximately 50% of this balance between one to five years and the remaining amount thereafter. With respect to the remaining performance obligations for the MIS segment, the Company has applied a practical expedient set forth in ASC Topic 606 permitting the omission of unsatisfied performance obligations relating to contracts with an original expected length of one year or less.

NOTE 3. STOCK-BASED COMPENSATION

Presented below is a summary of the stock-based compensation cost and associated tax benefit included in the accompanying consolidated statements of operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
Stock-based compensation cost	**$ 56**	$ 50	**$ 109**	$ 97
Tax benefit	**$ 12**	$ 12	**$ 24**	$ 22

During the first half of 2024, the Company granted 0.2 million employee stock options, which had a weighted average grant date fair value of $120.42 per share. The Company also granted 0.5 million shares of restricted stock in the first half of 2024, which had a weighted average grant date fair value of $372.33 per share. Both the employee stock options and restricted stock generally vest ratably over four years. Additionally, the Company granted 0.2 million shares of performance-based awards whereby the number of shares that ultimately vest are based on the achievement of certain non-market-based performance metrics of the Company over a period of two to four years. The weighted average grant date fair value of these awards was $361.83 per share.

The following weighted average assumptions were used in determining the fair value using the Black-Scholes option-pricing model for options granted in 2024:

Expected dividend yield	**0.91 %**
Expected stock volatility	**28 %**
Risk-free interest rate	**4.34 %**
Expected holding period	**5.9 years**

Unrecognized stock-based compensation expense at June 30, 2024 was $21 million and $328 million for unvested stock options and restricted stock, respectively, which is expected to be recognized over a weighted average period of 1.9 years and 2.7 years, respectively. Additionally, there was $66 million of unrecognized stock-based compensation expense relating to the aforementioned non-market-based performance-based awards, which is expected to be recognized over a weighted average period of 2.5 years.

The following table summarizes information relating to stock option exercises and restricted stock vesting:

	Six Months Ended June 30,	
	2024	**2023**
Exercise of stock options:		
Proceeds from stock option exercises	**$ 34**	$ 21
Aggregate intrinsic value	**$ 43**	$ 44
Tax benefit realized upon exercise	**$ 7**	$ 10
Number of shares exercised	**0.2**	0.2
Vesting of restricted stock:		
Fair value of shares vested	**$ 176**	$ 147
Tax benefit realized upon vesting	**$ 43**	$ 34
Number of shares vested	**0.5**	0.5
Vesting of performance-based restricted stock:		
Fair value of shares vested	**$ 40**	$ 24
Tax benefit realized upon vesting	**$ 9**	$ 3
Number of shares vested	**0.1**	0.1

NOTE 4. INCOME TAXES

Moody’s ETR was 23.1% and 23.4% for the three months ended June 30, 2024 and 2023, respectively. Moody’s ETR for the six months ended June 30, 2024 and 2023 was 23.2% and 12.0%, respectively. The increase in the ETR for the six months ended June 30, 2024 compared to the same period in the prior year was primarily due to tax benefits recognized in the first quarter of 2023, which reflect the resolution of uncertain tax positions in various U.S. and non-U.S. tax jurisdictions and will not recur in 2024. The Company’s year-to-date provision for income taxes differs from the tax computed by applying its estimated annual ETR to the pre-tax earnings primarily due to the excess tax benefits from stock-based compensation of $19 million.

The Company classifies interest related to UTPs in interest expense, net in its consolidated statements of operations. Penalties, if incurred, would be recognized in other non-operating income, net. The Company had a net increase in its UTP reserves of $5 million, net of federal tax, during the second quarter of 2024 and an increase in its UTPs of $11 million, net of federal tax, during the first six months of 2024.

Moody’s is subject to U.S. federal income tax as well as income tax in various state, local and foreign jurisdictions. The Company’s U.S. federal income tax returns for 2019 through 2020 are currently under examination and 2021 through 2022 remain open to examination. The Company’s New York City tax returns for 2018 through 2022 are currently under examination. The Company’s U.K. tax returns for 2017 through 2022 remain open to examination.

For ongoing audits, it is possible the balance of UTPs could decrease in the next twelve months as a result of the settlement of such audits, which might involve the payment of additional taxes, the adjustment of certain deferred taxes and/or the recognition of tax benefits. It is also possible that new issues will be raised by tax authorities which could necessitate increases to the balance of UTPs. As the Company is unable to predict the timing or outcome of these audits, it is unable to estimate the amount of future changes to the balance of UTPs at this time. However, the Company believes that it has adequately provided for its financial exposure relating to all open tax years, by tax jurisdiction, in accordance with the applicable provisions of ASC Topic 740 regarding UTPs.

The following table shows the amount the Company paid for income taxes:

	Six Months Ended June 30,	
	2024	**2023**
Income taxes paid	**$ 276**	$ 122

Effective in 2024, multiple foreign jurisdictions in which the Company operates have enacted legislation to adopt a minimum tax rate described in the Global Anti-Base Erosion tax model rules (referred to as GloBE or Pillar II) issued by the OECD. A minimum ETR of 15% applies to multinational companies with consolidated revenue above €750 million. Under the GloBE rules, a company is required to determine a combined ETR for all entities located in a jurisdiction. If the jurisdictional effective tax rate is less than 15%, an additional tax generally will be due to bring the jurisdictional ETR up to 15%. We have evaluated the impact of the Pillar II global minimum tax rules on our consolidated financial statements and related disclosures. As of June 30, 2024, the Pillar II minimum tax requirement is not expected to have a material impact upon our full-year results of operations or financial position.

NOTE 5. RECONCILIATION OF WEIGHTED AVERAGE SHARES OUTSTANDING

Below is a reconciliation of basic to diluted shares outstanding:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Basic	**182.3**	183.5	**182.5**	183.4
Dilutive effect of shares issuable under stock-based compensation plans	**0.7**	0.6	**0.7**	0.7
Diluted	**183.0**	184.1	**183.2**	184.1
Anti-dilutive options to purchase common shares and restricted stock as well as contingently issuable restricted stock which are excluded from the table above	**0.4**	0.4	**0.4**	0.5

The calculation of basic shares outstanding is based on the weighted average number of shares of common stock outstanding during the reporting period. The calculation of diluted EPS requires certain assumptions regarding the use of both cash proceeds and assumed proceeds that would be received upon the exercise of stock options and vesting of restricted stock outstanding as of June 30, 2024 and 2023.

NOTE 6. CASH EQUIVALENTS AND INVESTMENTS

The table below provides additional information on the Company's cash equivalents and investments:

	As of June 30, 2024					
				Balance sheet location		
	Cost	Gains/(Losses)	Fair Value	Cash and cash equivalents	Short-term investments	Other assets
Certificates of deposit and money market deposit accounts/funds (1)	**$ 1,597**	**$ —**	**$ 1,597**	**$ 1,533**	**$ 63**	**$ 1**
Mutual funds	**$ 97**	**$ 10**	**$ 107**	**$ —**	**$ —**	**$ 107**

	As of December 31, 2023					
				Balance sheet location		
	Cost	Gains/(Losses)	Fair Value	Cash and cash equivalents	Short-term investments	Other assets
Certificates of deposit and money market deposit accounts/funds (1)	$ 1,178	$ —	$ 1,178	$ 1,112	$ 63	$ 3
Mutual funds	$ 91	$ 6	$ 97	$ —	$ —	$ 97

(1) Consists of time deposits, money market deposit accounts and money market funds. The remaining contractual maturities for the certificates of deposits classified as short-term investments are one month to 12 months at both June 30, 2024 and December 31, 2023. The remaining contractual maturities for the certificates of deposits classified in other assets are 14 months at both June 30, 2024 and December 31, 2023. Time deposits with a maturity of less than 90 days at time of purchase are classified as cash and cash equivalents.

In addition, the Company invested in COLI. As of June 30, 2024 and December 31, 2023, the contract value of the COLI was $48 million and $47 million, respectively.

NOTE 7. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company is exposed to global market risks, including risks from changes in FX rates and changes in interest rates. Accordingly, the Company uses derivatives in certain instances to manage financial exposures that occur in the normal course of business. The Company does not hold or issue derivatives for speculative purposes.

Derivatives and non-derivative instruments designated as accounting hedges:

Fair Value Hedges

Interest Rate Swaps

The Company has entered into interest rate swaps to convert the fixed interest rate on certain of its long-term debt to a floating interest rate based on the SOFR. The purpose of these hedges is to mitigate the risk associated with changes in the fair value of the long-term debt, thus the Company has designated these swaps as fair value hedges. The fair value of the swaps is adjusted quarterly with a corresponding adjustment to the carrying value of the debt. The changes in the fair value of the swaps and the underlying hedged item generally offset and the net cash settlements on the swaps are recorded each period within interest expense, net in the Company's consolidated statements of operations.

The following table summarizes the Company's interest rate swaps designated as fair value hedges:

Hedged Item	Nature of Swap	Notional Amount As of June 30, 2024	Notional Amount As of December 31, 2023	Floating Interest Rate
2017 Senior Notes due 2028	Pay Floating/Receive Fixed	**$ 500**	$ 500	SOFR
2020 Senior Notes due 2025	Pay Floating/Receive Fixed	**300**	300	SOFR
2014 Senior Notes due 2044	Pay Floating/Receive Fixed	**300**	300	SOFR
2018 Senior Notes due 2048	Pay Floating/Receive Fixed	**300**	300	SOFR
2018 Senior Notes due 2029	Pay Floating/Receive Fixed	**400**	400	SOFR
2022 Senior Notes due 2052	Pay Floating/Receive Fixed	**500**	500	SOFR
2022 Senior Notes due 2032	Pay Floating/Receive Fixed	**250**	250	SOFR
Total		**$ 2,550**	$ 2,550	

Refer to Note 13 for information on the cumulative amount of fair value hedging adjustments included in the carrying amount of the above hedged items.

The following table summarizes the impact to the statements of operations of the Company's interest rate swaps designated as fair value hedges:

		Amount of income/(loss) recognized in the consolidated statements of operations			
		Three Months Ended June 30,		Six Months Ended June 30,	
Total amounts of financial statement line item presented in the statements of operations in which the effects of fair value hedges are recorded		**2024**	**2023**	**2024**	**2023**
Interest expense, net		**$ (63)**	$ (71)	**$ (125)**	$ (119)
Description	**Location on Consolidated Statements of Operations**				
Net interest settlements and accruals on interest rate swaps	Interest expense, net	**$ (24)**	$ (21)	**$ (49)**	$ (39)
Fair value changes on interest rate swaps	Interest expense, net	**$ 7**	$ (46)	**$ (22)**	$ —
Fair value changes on hedged debt	Interest expense, net	**$ (7)**	$ 46	**$ 22**	$ —

Net investment hedges

Debt designated as net investment hedges

The Company has designated €500 million of the 2015 Senior Notes Due 2027 and €750 million of the 2019 Senior Notes due 2030 as net investment hedges to mitigate FX exposure related to a portion of the Company's euro net investment in certain foreign subsidiaries against changes in euro/USD exchange rates. These hedges are designated as accounting hedges under the applicable sections of ASC Topic 815 and will end upon the repayment of the notes in 2027 and 2030, respectively, unless terminated early at the discretion of the Company.

Cross currency swaps designated as net investment hedges

The Company enters into cross-currency swaps to mitigate FX exposure related to a portion of the Company's euro net investment in certain foreign subsidiaries against changes in euro/USD exchange rates. The following tables provide information on the cross-currency swaps designated as net investment hedges under ASC Topic 815:

	June 30, 2024			
	Pay		Receive	
Nature of Swap	Notional Amount	Weighted Average Interest Rate	Notional Amount	Weighted Average Interest Rate
Pay Fixed/Receive Fixed	€ 965	2.91%	$ 1,014	4.41%
Pay Floating/Receive Floating	2,138	Based on ESTR	2,250	Based on SOFR
Total	€ 3,103		$ 3,264	

	December 31, 2023			
	Pay		Receive	
Nature of Swap	Notional Amount	Weighted Average Interest Rate	Notional Amount	Weighted Average Interest Rate
Pay Fixed/Receive Fixed	€ 765	3.67%	$ 800	5.25%
Pay Floating/Receive Floating	2,138	Based on ESTR	2,250	Based on SOFR
Total	€ 2,903		$ 3,050	

As of June 30, 2024 these hedges will expire and the notional amounts will be settled as follows unless terminated early at the discretion of the Company:

Years Ending December 31,	Notional Amount (Pay)	Notional Amount (Receive)
2026	€ 450	$ 500
2027	531	550
2028	588	600
2029	573	614
2031	481	500
2032	480	500
Total	€ 3,103	$ 3,264

The following table provides information on the gains/(losses) on the Company's net investment and cash flow hedges:

	Amount of Gain/(Loss) Recognized in AOCL on Derivative, net of Tax		Amount of Loss Reclassified from AOCL into Income, net of Tax		Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)	
	Three Months Ended June 30,		Three Months Ended June 30,		Three Months Ended June 30,	
Derivative and Non-Derivative Instruments in Net Investment Hedging Relationships	2024	2023	2024	2023	2024	2023
Cross currency swaps	$ 24	$ (24)	$ —	$ —	$ 11	$ 14
Long-term debt	8	(4)	—	—	—	—
Total net investment hedges	$ 32	$ (28)	$ —	$ —	$ 11	$ 14
Derivatives in Cash Flow Hedging Relationships						
Cross currency swap	$ —	$ —	$ —	$ 1	$ —	$ —
Interest rate contracts	—	—	—	—	—	—
Total cash flow hedges	$ —	$ —	$ —	$ 1	$ —	$ —
Total	$ 32	$ (28)	$ —	$ 1	$ 11	$ 14

Derivative and Non-Derivative Instruments in Net Investment Hedging Relationships	Amount of Gain/(Loss) Recognized in AOCL on Derivative, net of Tax		Amount of Loss Reclassified from AOCL into Income, net of Tax		Gain Recognized in Income on Derivative (Amount Excluded from Effectiveness Testing)	
	Six Months Ended June 30,		Six Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	**2024**	2023	**2024**	2023
Cross currency swaps	**$ 75**	$ (63)	**$ —**	$ —	**$ 22**	$ 30
Long-term debt	**31**	(22)	**—**	—	**—**	—
Total net investment hedges	**$ 106**	$ (85)	**$ —**	$ —	**$ 22**	$ 30
Derivatives in Cash Flow Hedging Relationships						
Cross currency swaps	**$ —**	$ —	**$ —**	$ 1	**$ —**	$ —
Interest rate contracts	**—**	—	**(1)**	(1)	**—**	—
Total cash flow hedges	**$ —**	$ —	**$ (1)**	$ —	**$ —**	$ —
Total	**$ 106**	$ (85)	**$ (1)**	$ —	**$ 22**	$ 30

The cumulative amount of net investment hedge and cash flow hedge gains (losses) remaining in AOCL is as follows:

	Cumulative Gains/(Losses), net of tax	
	June 30, 2024	December 31, 2023
Net investment hedges		
Cross currency swaps	**$ 96**	$ 21
FX forwards	**29**	29
Long-term debt	**34**	3
Total net investment hedges	**$ 159**	$ 53
Cash flow hedges		
Interest rate contracts	**$ (44)**	$ (45)
Cross currency swaps	**1**	1
Total cash flow hedges	**(43)**	(44)
Total net gain in AOCL	**$ 116**	$ 9

Derivatives not designated as accounting hedges:

Foreign exchange forwards

The Company also enters into foreign exchange forward contracts to mitigate the change in fair value on certain assets and liabilities denominated in currencies other than a subsidiary's functional currency. These forward contracts are not designated as accounting hedges under the applicable sections of ASC Topic 815. Accordingly, changes in the fair value of these contracts are recognized immediately in other non-operating income, net, in the Company's consolidated statements of operations along with the FX gain or loss recognized on the assets and liabilities denominated in a currency other than the subsidiary's functional currency. These contracts have expiration dates at various times through October 2024.

The following table summarizes the notional amounts of the Company's outstanding foreign exchange forwards:

Notional amount of currency pair[(1)]:	June 30, 2024		December 31, 2023	
	Sell	**Buy**	Sell	Buy
Contracts to sell USD for GBP	**$ 544**	**£ 428**	$ 513	£ 407
Contracts to sell USD for JPY	**$ 25**	**¥ 4,000**	$ 14	¥ 2,000
Contracts to sell USD for CAD	**$ 48**	**C$ 65**	$ 147	C$ 200
Contracts to sell USD for SGD	**$ 82**	**S$ 110**	$ 50	S$ 67
Contracts to sell USD for EUR	**$ —**	**€ —**	$ 60	€ 55
Contracts to sell USD for INR	**$ 23**	**₹ 1,900**	$ 23	₹ 1,900
Contracts to sell USD for AUD	**$ —**	**A$ —**	$ 5	A$ 8
Contracts to sell CAD for USD	**C$ —**	**$ —**	C$ 25	$ 19

(1) € = euro, £ = British pound, S$ = Singapore dollar, $ = U.S. dollar, ¥ = Japanese yen, C$ = Canadian dollar, ₹= Indian Rupee, A$ = Australian dollar

Total Return Swaps

The Company has entered into total return swaps to mitigate market-driven changes in the value of certain liabilities associated with the Company's deferred compensation plans. The fair value of these swaps at June 30, 2024 and related gains in the three and six months ended June 30, 2024 were not material. The notional amount of the total return swaps as of June 30, 2024 and December 31, 2023 was $62 million and $58 million, respectively.

The following table summarizes the impact to the consolidated statements of operations relating to the gains and losses on the Company’s derivatives which are not designated as hedging instruments:

Derivatives not designated as accounting hedges	Location on Consolidated Statements of Operations	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
FX forwards	Other non-operating income, net	**$ (5)**	$ 10	**$ (18)**	$ 15
Total return swaps	Operating expense	**$ 1**	$ —	**$ 4**	$ —
Total return swaps	SG&A expense	**$ —**	$ —	**$ 1**	$ —

The table below shows the classification between assets and liabilities on the Company’s consolidated balance sheets for the fair value of the derivative instrument as well as the carrying value of its non-derivative debt instruments designated and qualifying as net investment hedges:

	Derivative and Non-Derivative Instruments		
	Balance Sheet Location	**June 30, 2024**	**December 31, 2023**
Assets:			
Derivatives designated as accounting hedges:			
Cross-currency swaps designated as net investment hedges	Other assets	**$ 18**	$ 3
Derivatives not designated as accounting hedges:			
FX forwards on certain assets and liabilities	Other current assets	**—**	13
Total assets		**$ 18**	$ 16
Liabilities:			
Derivatives designated as accounting hedges:			
Interest rate swaps designated as fair value hedges	Accounts payable and accrued liabilities	**$ 11**	$ —
Cross-currency swaps designated as net investment hedges	Other liabilities	**97**	183
Interest rate swaps designated as fair value hedges	Other liabilities	**194**	183
Total derivatives designated as accounting hedges		**302**	366
Non-derivatives designated as accounting hedges:			
Long-term debt designated as net investment hedge	Long-term debt	**1,339**	1,381
Derivatives not designated as accounting hedges:			
FX forwards on certain assets and liabilities	Accounts payable and accrued liabilities	**5**	—
Total liabilities		**$ 1,646**	$ 1,747

NOTE 8. GOODWILL AND OTHER ACQUIRED INTANGIBLE ASSETS

The following table summarizes the activity in goodwill for the periods indicated:

	Six Months Ended June 30, 2024								
	MA			MIS			Consolidated		
	Gross goodwill	Accumulated impairment charge	Net goodwill	Gross goodwill	Accumulated impairment charge	Net goodwill	Gross goodwill	Accumulated impairment charge	Net goodwill
Balance at beginning of year	**$ 5,681**	**$ (12)**	**$ 5,669**	**$ 287**	**$ —**	**$ 287**	**$ 5,968**	**$ (12)**	**$ 5,956**
Additions/ adjustments (1)	**14**	**—**	**14**	**2**	**—**	**2**	**16**	**—**	**16**
Foreign currency translation adjustments	**(79)**	**—**	**(79)**	**(2)**	**—**	**(2)**	**(81)**	**—**	**(81)**
Ending balance	**$ 5,616**	**$ (12)**	**$ 5,604**	**$ 287**	**$ —**	**$ 287**	**$ 5,903**	**$ (12)**	**$ 5,891**

	Year Ended December 31, 2023								
	MA			MIS			Consolidated		
	Gross goodwill	Accumulated impairment charge	Net goodwill	Gross goodwill	Accumulated impairment charge	Net goodwill	Gross goodwill	Accumulated impairment charge	Net goodwill
Balance at beginning of year	$ 5,474	$ (12)	$ 5,462	$ 377	$ —	$ 377	$ 5,851	$ (12)	$ 5,839
Additions/ adjustments (2)	90	—	90	(87)	—	(87)	3	—	3
Foreign currency translation adjustments	117	—	117	(3)	—	(3)	114	—	114
Ending balance	$ 5,681	$ (12)	$ 5,669	$ 287	$ —	$ 287	$ 5,968	$ (12)	$ 5,956

(1) The 2024 additions/adjustments primarily relate to certain immaterial acquisitions which were completed in the first quarter of 2024.

(2) The 2023 additions/adjustments primarily relate to a reallocation of goodwill pursuant to a realignment of certain components of the Company's ESG business in the first quarter of 2023.

Acquired intangible assets and related amortization consisted of:

	June 30, 2024	December 31, 2023
Customer relationships	**$ 2,038**	$ 2,065
Accumulated amortization	**(594)**	(556)
Net customer relationships	**1,444**	1,509
Software/product technology	**665**	674
Accumulated amortization	**(392)**	(364)
Net software/product technology	**273**	310
Database	**178**	179
Accumulated amortization	**(90)**	(82)
Net database	**88**	97
Trade names	**197**	199
Accumulated amortization	**(78)**	(72)
Net trade names	**119**	127
Other (1)	**52**	52
Accumulated amortization	**(46)**	(46)
Net other	**6**	6
Total acquired intangible assets, net	**$ 1,930**	$ 2,049

(1) Other intangible assets primarily consist of trade secrets, covenants not to compete, and acquired ratings methodologies and models.

Amortization expense relating to acquired intangible assets is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
Amortization expense	**$ 48**	$ 50	**$ 97**	$ 101

NOTE 9. RESTRUCTURING

On June 30, 2022, the chief executive officer of Moody's approved the 2022 - 2023 Geolocation Restructuring Program. The Company estimates that the program will result in annualized savings of $145 million to $165 million per year. This program related to the Company's post-COVID-19 geolocation strategy and other strategic initiatives and included the rationalization and exit of certain leased office spaces and a reduction in staff, including the relocation of certain job functions. Cumulative charges related to this program are shown in the table below. The savings generated from the 2022 - 2023 Geolocation Restructuring Program are expected to strengthen the Company's operating margin, with a portion being deployed to support strategic investments, including the Company's workplace of the future program and employee retention initiatives. The 2022 - 2023 Geolocation Restructuring Program was substantially completed at the end of 2023. Cash outlays associated with this program, which primarily relate to personnel-related costs, are expected to be $130 million to $140 million, substantially all of which are expected to be paid by the end of 2024.

Total expense included in the accompanying consolidated statements of operations relating to the aforementioned restructuring program is below:

2022 - 2023 Geolocation Restructuring Program	Three months ended June 30,		Six months ended June 30,		Cumulative expense incurred
	2024	**2023**	**2024**	**2023**	
Employee Termination Costs	**$ 2**	$ 9	**$ 7**	$ 22	**$ 143**
Real Estate Related Costs	**—**	1	**—**	2	**63**
Other Costs	**—**	—	**—**	—	**1**
Total Restructuring	**$ 2**	$ 10	**$ 7**	$ 24	**$ 207**

Changes to the restructuring liability during the first half of 2024 were as follows:

Balance as of December 31, 2023	**$**	**36**
2022 - 2023 Geolocation Restructuring Program:		
Cost incurred and adjustments		**7**
Cash payments		**(29)**
Balance as of June 30, 2024	**$**	**14**

The restructuring liability is primarily comprised of employee termination costs, with an immaterial amount of real estate-related and other costs. As of June 30, 2024, substantially all of the remaining $14 million restructuring liability is expected to be paid out in 2024.

NOTE 10. FAIR VALUE

The tables below present information about items that are carried at fair value at June 30, 2024 and December 31, 2023:

	Fair Value Measurement as of June 30, 2024					
Description		**Balance**		**Level 1**		**Level 2**
Assets:						
Derivatives [1]	**$**	**18**	**$**	**—**	**$**	**18**
Money market funds/mutual funds		**117**		**117**		**—**
Total	**$**	**135**	**$**	**117**	**$**	**18**
Liabilities:						
Derivatives [1]	**$**	**307**	**$**	**—**	**$**	**307**
Total	**$**	**307**	**$**	**—**	**$**	**307**

	Fair Value Measurement as of December 31, 2023					
Description		**Balance**		**Level 1**		**Level 2**
Assets:						
Derivatives [1]	$	16	$	—	$	16
Money market funds/mutual funds		107		107		—
Total	$	123	$	107	$	16
Liabilities:						
Derivatives [1]	$	366	$	—	$	366
Total	$	366	$	—	$	366

(1) Represents fair value of certain derivative contracts as more fully described in Note 7 to the consolidated financial statements.

The following are descriptions of the methodologies utilized by the Company to estimate the fair value of its derivative contracts, money market mutual funds and mutual funds:

Derivatives:

In determining the fair value of the derivative contracts in the table above, the Company utilizes industry standard valuation models. Where applicable, these models project future cash flows and discount the future amounts to a present value using spot rates, forward points, currency volatilities, interest rates as well as the risk of non-performance of the Company and the counterparties with whom it has derivative contracts. The Company established strict counterparty credit guidelines and only enters into transactions with financial institutions that adhere to these guidelines. Accordingly, the risk of counterparty default is deemed to be minimal.

Money market funds and mutual funds:

The mutual funds in the table above are deemed to be equity securities with readily determinable fair values with changes in the fair value recognized through net income under ASC Topic 321. The fair value of these instruments is determined using Level 1 inputs as defined in the ASC Topic 820.

NOTE 11. OTHER BALANCE SHEET AND STATEMENTS OF OPERATIONS INFORMATION

The following tables contain additional detail related to certain balance sheet captions:

	June 30, 2024	December 31, 2023
Other current assets:		
Prepaid taxes	**$ 83**	$ 115
Prepaid expenses	**162**	133
Capitalized costs to obtain and fulfill sales contracts	**119**	116
Foreign exchange forwards on certain assets and liabilities	**—**	13
Interest receivable on interest rate and cross currency swaps	**79**	79
Other	**46**	33
Total other current assets	**$ 489**	$ 489
Other assets:		
Investments in non-consolidated affiliates	**$ 523**	$ 521
Deposits for real-estate leases	**15**	16
Indemnification assets related to acquisitions	**115**	111
Mutual funds, certificates of deposit and money market deposit accounts/funds	**108**	100
Company owned life insurance (at contract value)	**48**	47
Capitalized costs to obtain sales contracts	**198**	196
Derivative instruments designated as accounting hedges	**18**	3
Pension and other retirement employee benefits	**40**	41
Other	**85**	103
Total other assets	**$ 1,150**	$ 1,138
Accounts payable and accrued liabilities:		
Salaries and benefits	**$ 140**	$ 130
Incentive compensation	**196**	345
Customer credits, advanced payments and advanced billings	**137**	105
Dividends	**6**	7
Professional service fees	**77**	46
Interest accrued on debt	**74**	83
Accounts payable	**57**	23
Income taxes	**104**	108
Pension and other retirement employee benefits	**15**	15
Accrued royalties	**20**	24
Foreign exchange forwards on certain assets and liabilities	**5**	—
Restructuring liability	**14**	35
Derivative instruments designated as accounting hedges	**11**	—
Interest payable on interest rate and cross currency swaps	**66**	67
Other	**78**	88
Total accounts payable and accrued liabilities	**$ 1,000**	$ 1,076

	June 30, 2024	December 31, 2023
Other liabilities:		
Pension and other retirement employee benefits	**$ 191**	$ 190
Interest accrued on UTPs	**42**	36
MAKS indemnification provisions	**19**	19
Income tax liability - non-current portion	**12**	15
Derivative instruments designated as accounting hedges	**291**	366
Other	**63**	50
Total other liabilities	**$ 618**	$ 676

Investments in non-consolidated affiliates:

The following table provides additional detail regarding Moody's investments in non-consolidated affiliates, as included in other assets in the consolidated balance sheets:

	June 30, 2024	December 31, 2023
Equity method investments (1)	**$ 187**	$ 186
Investments measured using the measurement alternative (2)	**327**	327
Other	**9**	8
Total investments in non-consolidated affiliates	**$ 523**	$ 521

(1) Equity securities in which the Company has significant influence over the investee but does not have a controlling financial interest in accordance with ASC Topic 323.

(2) Equity securities without readily determinable fair value for which the Company has elected to apply the measurement alternative in accordance with ASC Topic 321.

Moody's holds various investments accounted for under the equity method, the most significant of which is the Company's minority investment in CCXI. Moody's also holds various investments measured using the measurement alternative, the most significant of which is the Company's minority interest in BitSight.

Earnings from non-consolidated affiliates, which are included within other non-operating income, net, are disclosed within the table below.

Other non-operating income, net:

The following table summarizes the components of other non-operating income, net:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
FX loss (1)	**$ (4)**	$ (5)	**$ (7)**	$ (31)
Net periodic pension income - non-service and non-interest cost components	**8**	9	**16**	18
Income from investments in non-consolidated affiliates	**2**	1	**2**	3
Gain on investments	**5**	5	**8**	11
Other (2)	**(4)**	3	**1**	12
Total	**$ 7**	$ 13	**$ 20**	$ 13

(1) The amount for the six months ended June 30, 2023 includes a $23 million loss recorded pursuant to an immaterial out-of-period adjustment relating to the 2022 fiscal year.

(2) The amount for the six months ended June 30, 2023 reflects a benefit of $9 million related to the favorable resolutions of various tax matters.

Charges related to asset abandonment:

Costs of $15 million recorded in the second quarter of 2024 relate to severance incurred pursuant to a reduction in staff due to the Company's decision to outsource the production of certain sustainability content utilized in our product offerings. Additionally, the Company has reduced the estimated useful lives of certain internally developed software and amortizable intangible assets that are associated with the sustainability content offerings for which production is being outsourced. The Company expects to incur approximately $30 million in incremental amortization expense related to the change in estimated useful lives of these assets in the second half of 2024.

NOTE 12. COMPREHENSIVE INCOME AND ACCUMULATED OTHER COMPREHENSIVE LOSS

The following tables show changes in AOCL by component (net of tax):

	Three Months Ended June 30,									
	2024					2023				
Gains/(Losses)	Pension and Other Retirement Benefits	Cash Flow Hedges	Foreign Currency Translation Adjustments	Net Investment Hedges	Total	Pension and Other Retirement Benefits	Cash Flow Hedges	Foreign Currency Translation Adjustments	Net Investment Hedges	Total
Balance at March 31,	**$ (57)**	**$ (43)**	**$ (635)**	**$ 127**	**$ (608)**	$ (47)	$ (44)	$ (626)	$ 128	$ (589)
Other comprehensive income/(loss) before reclassifications	**(1)**	**—**	**(39)**	**32**	**(8)**	—	—	49	(28)	21
Amounts reclassified from AOCL	**(1)**	**—**	**—**	**—**	**(1)**	(1)	(1)	—	—	(2)
Other comprehensive income/(loss)	**(2)**	**—**	**(39)**	**32**	**(9)**	(1)	(1)	49	(28)	19
Balance at June 30,	**$ (59)**	**$ (43)**	**$ (674)**	**$ 159**	**$ (617)**	$ (48)	$ (45)	$ (577)	$ 100	$ (570)

	Six Months Ended June 30,									
	2024					2023				
Gains/(Losses)	Pension and Other Retirement Benefits	Cash Flow Hedges	Foreign Currency Translation Adjustments	Net Investment Hedges	Total	Pension and Other Retirement Benefits	Cash Flow Hedges	Foreign Currency Translation Adjustments	Net Investment Hedges	Total
Balance at December 31,	**$ (56)**	**$ (44)**	**$ (520)**	**$ 53**	**$ (567)**	$ (47)	$ (45)	$ (736)	$ 185	$ (643)
Other comprehensive (loss)/income before reclassifications	**(2)**	**—**	**(154)**	**106**	**(50)**	—	—	159	(85)	74
Amounts reclassified from AOCL	**(1)**	**1**	**—**	**—**	**—**	(1)	—	—	—	(1)
Other comprehensive (loss)/income	**(3)**	**1**	**(154)**	**106**	**(50)**	(1)	—	159	(85)	73
Balance at June 30,	**$ (59)**	**$ (43)**	**$ (674)**	**$ 159**	**$ (617)**	$ (48)	$ (45)	$ (577)	$ 100	$ (570)

NOTE 13. INDEBTEDNESS

The Company's debt is recorded at its carrying value, which represents the issuance amount plus or minus any issuance premium or discount, except for certain debt as depicted in the table below, which is recorded at the carrying value adjusted for the fair value of an interest rate swap used to hedge the fair value of the note.

The following table summarizes total indebtedness:

June 30, 2024					
Notes Payable:	Principal Amount	Fair Value of Interest Rate Swaps (1)	Unamortized (Discount) Premium	Unamortized Debt Issuance Costs	Carrying Value
5.25% 2014 Senior Notes, due 2044	**$ 600**	**$ (37)**	**$ 3**	**$ (4)**	**$ 562**
1.75% 2015 Senior Notes, due 2027	**536**	**—**	**—**	**(1)**	**535**
3.25% 2017 Senior Notes, due 2028	**500**	**(25)**	**(2)**	**(1)**	**472**
4.25% 2018 Senior Notes, due 2029	**400**	**(39)**	**(1)**	**(2)**	**358**
4.875% 2018 Senior Notes, due 2048	**400**	**(39)**	**(6)**	**(3)**	**352**
0.950% 2019 Senior Notes, due 2030	**803**	**—**	**(2)**	**(3)**	**798**
3.75% 2020 Senior Notes, due 2025	**700**	**(11)**	**—**	**(1)**	**688**
3.25% 2020 Senior Notes, due 2050	**300**	**—**	**(4)**	**(3)**	**293**
2.55% 2020 Senior Notes, due 2060	**300**	**—**	**(2)**	**(3)**	**295**
2.00% 2021 Senior Notes, due 2031	**600**	**—**	**(6)**	**(4)**	**590**
2.75% 2021 Senior Notes, due 2041	**600**	**—**	**(12)**	**(5)**	**583**
3.10% 2021 Senior Notes, due 2061	**500**	**—**	**(7)**	**(5)**	**488**
3.75% 2022 Senior Notes, due 2052	**500**	**(42)**	**(8)**	**(5)**	**445**
4.25% 2022 Senior Notes, due 2032	**500**	**(12)**	**(2)**	**(4)**	**482**
Total debt	**$ 7,239**	**$ (205)**	**$ (49)**	**$ (44)**	**$ 6,941**
Current portion					**(688)**
Total long-term debt					**$ 6,253**

December 31, 2023					
Notes Payable:	Principal Amount	Fair Value of Interest Rate Swaps (1)	Unamortized (Discount) Premium	Unamortized Debt Issuance Costs	Carrying Value
5.25% 2014 Senior Notes, due 2044	$ 600	$ (34)	$ 3	$ (4)	$ 565
1.75% 2015 Senior Notes, due 2027	552	—	—	(1)	551
3.25% 2017 Senior Notes, due 2028	500	(26)	(2)	(2)	470
4.25% 2018 Senior Notes, due 2029	400	(34)	(2)	(2)	362
4.875% 2018 Senior Notes, due 2048	400	(36)	(6)	(3)	355
0.950% 2019 Senior Notes, due 2030	829	—	(2)	(4)	823
3.75% 2020 Senior Notes, due 2025	700	(16)	(1)	(1)	682
3.25% 2020 Senior Notes, due 2050	300	—	(4)	(3)	293
2.55% 2020 Senior Notes, due 2060	300	—	(2)	(3)	295
2.00% 2021 Senior Notes, due 2031	600	—	(6)	(4)	590
2.75% 2021 Senior Notes, due 2041	600	—	(12)	(5)	583
3.10% 2021 Senior Notes, due 2061	500	—	(7)	(5)	488
3.75% 2022 Senior Notes, due 2052	500	(29)	(8)	(5)	458
4.25% 2022 Senior Notes, due 2032	500	(8)	(2)	(4)	486
Total long-term debt	$ 7,281	$ (183)	$ (51)	$ (46)	$ 7,001

(1) The fair value of interest rate swaps in the tables above represents the cumulative amount of fair value hedging adjustments included in the carrying value of the hedged debt.

Credit Facility

On May 6, 2024, the Company entered into a five-year senior, unsecured revolving credit facility with the capacity to borrow up to $1.25 billion, which expires in May 2029. The 2024 Credit Facility replaces the Company's $1.25 billion 2021 Credit Facility that was scheduled to mature in December 2026. Further information on the key terms of these revolving credit facilities is below:

	Issue Date	Capacity	Maturity	June 30, 2024 Drawn	June 30, 2024 Undrawn	December 31, 2023 Drawn	December 31, 2023 Undrawn
2021 Credit Facility	December 17, 2021	$ 1,250	December 17, 2026 (Terminated in 2024)	**$ —**	**$ —**	$ —	$ 1,250
2024 Credit Facility	May 6, 2024	$ 1,250	May 6, 2029	**$ —**	**$ 1,250**	$ —	$ —

Interest on borrowings under the 2024 Credit Facility is payable at rates that are based on an adjusted term SOFR Rate plus a premium that can range from 80.5 BPS to 122.5 BPS, depending on the Company's index debt ratings, as set forth in the 2024 Credit Facility. The Company also has the option to choose other rates, such as those based on adjusted Daily Simple SOFR or an alternate base rate, as set forth in the 2024 Credit Facility. Regardless of borrowing activity under the 2024 Credit Facility, the Company pays quarterly fees for the 2024 Credit Facility that can range from 7 BPS of the 2024 Credit Facility amount to 15 BPS, depending on the Company's index debt ratings. The 2024 Credit Facility contains certain customary covenants and also contains a financial covenant that requires the Company to maintain a total debt to EBITDA Ratio of (i) not more than 4 to 1 at the end of any fiscal quarter or (ii) not more than 4.5 to 1 as of the end of the first three consecutive quarters immediately following any acquisition with consideration in excess of $500 million, subject to certain conditions as set forth in the 2024 Credit Facility.

Notes Payable

At June 30, 2024, the Company was in compliance with all covenants contained within all of the debt agreements. All of the debt agreements contain cross default provisions which state that default under one of the aforementioned debt instruments could in turn permit lenders under other debt instruments to declare borrowings outstanding under those instruments to be immediately due and payable. As of June 30, 2024, there were no such cross defaults.

The repayment schedule for the Company's borrowings is as follows:

Year Ending December 31,	Year Ending Total
2024 (After June 30,)	**$ —**
2025	**700**
2026	**—**
2027	**536**
2028	**500**
Thereafter	**5,503**
Total	**$ 7,239**

Interest expense, net

The following table summarizes the components of interest as presented in the consolidated statements of operations and the cash paid for interest:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Income	**$ 23**	$ 15	**$ 45**	$ 25
Expense on borrowings(1)	**(74)**	(75)	**(148)**	(145)
(Expense) income on UTPs and other tax related liabilities(2)	**(5)**	(4)	**(9)**	14
Net periodic pension costs - interest component	**(7)**	(7)	**(13)**	(13)
Interest expense, net	**$ (63)**	$ (71)	**$ (125)**	$ (119)
Interest paid(3)	**$ 51**	$ 47	**$ 151**	$ 143

(1) Expense on borrowings includes interest on long-term debt, as well as realized gains/losses related to interest rate swaps and cross currency swaps, which are more fully discussed in Note 7.

(2) The amount for the six months ended June 30, 2023 reflects a $22 million reduction of tax-related interest expense primarily related to the resolutions of tax matters.

(3) Interest paid includes net settlements on interest rate swaps, which are more fully discussed in Note 7.

The fair value and carrying value of the Company’s debt as of June 30, 2024 and December 31, 2023 are as follows:

	June 30, 2024		December 31, 2023	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Total debt	**$ 6,941**	**$ 6,121**	$ 7,001	$ 6,402

The fair value of the Company’s debt is estimated based on quoted prices in active markets as of the reporting date, which are considered Level 1 inputs within the fair value hierarchy.

NOTE 14. LEASES

The Company has operating leases, substantially all of which relate to the lease of office space. The Company’s leases which are classified as finance leases are not material to the consolidated financial statements. Certain of the Company’s leases include options to renew, with renewal terms that can extend the lease term from one year to 20 years at the Company’s discretion.

The following table presents the components of the Company’s lease cost:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Operating lease cost	**$ 21**	$ 23	**$ 43**	$ 47
Sublease income	**(2)**	(2)	**(4)**	(4)
Variable lease cost	**6**	5	**11**	10
Total lease cost	**$ 25**	$ 26	**$ 50**	$ 53

The following tables present other information related to the Company’s operating leases:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Cash paid for amounts included in the measurement of operating lease liabilities	**$ 29**	$ 30	**$ 59**	$ 60
Right-of-use assets obtained in exchange for new operating lease liabilities	**$ 1**	$ 19	**$ 5**	$ 24

	June 30, 2024	June 30, 2023
Weighted-average remaining lease term	**4.1 years**	4.8 years
Weighted-average discount rate applied to operating leases	**3.2 %**	3.2 %

The following table presents a maturity analysis of the future minimum lease payments included within the Company’s operating lease liabilities at June 30, 2024:

Year Ending December 31,	**Operating Leases**
2024 (After June 30,)	**$ 60**
2025	**108**
2026	**89**
2027	**71**
2028	**20**
After 2028	**36**
Total lease payments (undiscounted)	**384**
Less: Interest	**22**
Present value of lease liabilities:	**$ 362**
Lease liabilities - current	**$ 108**
Lease liabilities - noncurrent	**$ 254**

NOTE 15. CONTINGENCIES

Given the nature of the Company's activities, Moody’s and its subsidiaries are subject to legal and tax proceedings, governmental, regulatory and legislative investigations, subpoenas and other inquiries, and claims and litigation by governmental and private parties that are based on ratings assigned by MIS or that are otherwise incidental to the Company’s business. Moody’s and MIS also are subject to periodic reviews, inspections, examinations and investigations by regulators in the U.S. and other jurisdictions, any of which may result in claims, legal proceedings, assessments, fines, penalties or restrictions on business activities. MIS is responding to SEC requests for documents and information in connection with an investigation of MIS’s compliance with record preservation requirements relating to certain business communications sent over electronic messaging channels that have not been approved by MIS. The SEC has been conducting similar investigations of the record preservation practices of other NRSROs and other registrants subject to record preservation requirements. MIS has reached an agreement in principle with the SEC Division of Enforcement to resolve the investigation. The agreement, which remains subject to final SEC approval, includes the payment of a $20 million civil monetary penalty. The Company has accrued that amount in its consolidated financial statements. Moody’s also is subject to ongoing tax audits as addressed in Note 4 to the consolidated financial statements.

Management periodically assesses the Company’s liabilities and contingencies in connection with these matters based upon the latest information available. For claims, litigation and proceedings and governmental investigations and inquiries not related to income taxes, the Company records liabilities in the consolidated financial statements when it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated and periodically adjusts these as appropriate. When the reasonable estimate of the loss is within a range of amounts, the minimum amount of the range is accrued unless some higher amount within the range is a better estimate than another amount within the range. In instances when a loss is reasonably possible but uncertainties exist related to the probable outcome and/or the amount or range of loss, management does not record a liability but discloses the contingency if material. As additional information becomes available, the Company adjusts its assessments and estimates of such matters accordingly. Moody’s also discloses material pending legal proceedings pursuant to SEC rules and other pending matters as it may determine to be appropriate.

In view of the inherent difficulty of assessing the potential outcome of legal proceedings, governmental, regulatory and legislative investigations and inquiries, claims and litigation and similar matters and contingencies, particularly when the claimants seek large or indeterminate damages or assert novel legal theories or the matters involve a large number of parties, the Company often cannot predict what the eventual outcome of the pending matters will be or the timing of any resolution of such matters. The Company also may be unable to predict the impact (if any) that any such matters may have on how its business is conducted, on its competitive position or on its financial position, results of operations or cash flows. As the process to resolve any pending matters progresses, management will continue to review the latest information available and assess its ability to predict the outcome of such matters and the effects, if any, on its operations and financial condition and to accrue for and disclose such matters as and when required. However, because such matters are inherently unpredictable and unfavorable developments or resolutions can occur, the ultimate outcome of such matters, including the amount of any loss, may differ from those estimates.

NOTE 16. SEGMENT INFORMATION

The Company is organized into two operating segments: MA and MIS and accordingly, the Company reports in two reportable segments: MA and MIS.

Revenue for MA and expenses for MIS include an intersegment fee charged to MIS from MA for certain MA products and services utilized in MIS’s ratings process. Additionally, revenue for MIS and expenses for MA include intersegment fees charged to MA for the rights to use and distribute content, data and products developed by MIS. These intersegment fees are generally based on the market value of the products and services being transferred between the segments.

Overhead expenses include costs such as rent and occupancy, information technology and support staff such as finance, human resources and legal. Such costs and corporate expenses that exclusively benefit one segment are fully charged to that segment.

For overhead costs and corporate expenses that benefit both segments, costs are allocated to each segment based on the segment’s share of full-year 2018 actual revenue which comprises a “Baseline Pool” established in 2019, which will remain fixed over time. In subsequent periods, incremental overhead costs (or reductions thereof) will be allocated to each segment based on the prevailing shares of total revenue represented by each segment.

“Eliminations” in the following table represent intersegment revenue/expense. Moody’s does not report the Company’s assets by reportable segment, as this metric is not used by the CODM to allocate resources to the segments. Consequently, it is not practical to show assets by reportable segment.

Financial Information by Segment

The table below shows revenue and Adjusted Operating Income by reportable segment. Adjusted Operating Income is a financial metric utilized by the Company’s CODM to assess the profitability of each reportable segment. Refer to Note 2 for further details on the components of the Company’s revenue.

	Three Months Ended June 30,							
	2024				2023			
	MA	MIS	Eliminations	Consolidated	MA	MIS	Eliminations	Consolidated
Total external revenue	$ 802	$ 1,015	$ —	$ 1,817	$ 747	$ 747	$ —	$ 1,494
Intersegment revenue	4	49	(53)	—	4	46	(50)	—
Revenue	806	1,064	(53)	1,817	751	793	(50)	1,494
Operating, SG&A	576	392	(53)	915	541	350	(50)	841
Adjusted Operating Income	$ 230	$ 672	$ —	$ 902	$ 210	$ 443	$ —	$ 653
Add:								
Depreciation and amortization	90	20	—	110	74	19	—	93
Restructuring	1	1	—	2	8	2	—	10
Charges related to asset abandonment	15	—	—	15	—	—	—	—
Operating Income				$ 775				$ 550

	Six Months Ended June 30,							
	2024				2023			
	MA	MIS	Eliminations	Consolidated	MA	MIS	Eliminations	Consolidated
Total external revenue	$ 1,601	$ 2,002	$ —	$ 3,603	$ 1,484	$ 1,480	$ —	$ 2,964
Intersegment revenue	7	96	(103)	—	7	91	(98)	—
Revenue	1,608	2,098	(103)	3,603	1,491	1,571	(98)	2,964
Operating, SG&A	1,140	758	(103)	1,795	1,067	686	(98)	1,655
Adjusted Operating Income	$ 468	$ 1,340	$ —	$ 1,808	$ 424	$ 885	$ —	$ 1,309
Add:								
Depreciation and amortization	172	38	—	210	144	37	—	181
Restructuring	3	4	—	7	16	8	—	24
Charges related to asset abandonment	15	—	—	15	—	—	—	—
Operating Income				$ 1,576				$ 1,104

The table below shows cumulative restructuring expense incurred through June 30, 2024 by reportable segment.

	MA	MIS	Total
2022 - 2023 Geolocation Restructuring Program	$ 111	$ 96	$ 207

The 2022 - 2023 Geolocation Restructuring Program is more fully discussed in Note 9.

Consolidated Revenue Information by Geographic Area

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
United States	$ 974	$ 775	$ 1,943	$ 1,538
Non-U.S.:				
EMEA	566	479	1,108	939
Asia-Pacific	164	145	319	294
Americas	113	95	233	193
Total Non-U.S.	843	719	1,660	1,426
Total	$ 1,817	$ 1,494	$ 3,603	$ 2,964

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion and analysis of financial condition and results of operations should be read in conjunction with the Moody's Corporation consolidated financial statements and notes thereto included elsewhere in this quarterly report on Form 10-Q.

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains Forward-Looking Statements. See "Forward-Looking Statements" commencing on page 73 for a discussion of uncertainties, risks and other factors associated with these statements.

THE COMPANY

In a world shaped by increasingly interconnected risks, Moody's data, insights, and innovative technologies help customers develop a holistic view of their world and unlock opportunities. With a rich history of experience in global markets and a diverse workforce of approximately 15,000 across more than 40 countries, Moody's gives customers the comprehensive perspective needed to act with confidence and thrive. Moody's has two reportable segments: MA and MIS.

Moody's Analytics	MOODY'S	Moody's Investors Service
MA provides data, intelligence and analytical tools to help business and financial leaders make confident decisions.	Global risk assessment firm that empowers organizations to anticipate, adapt and thrive in a new era of exponential risk. Our data, analytical solutions and insights help decision-makers identify opportunities and manage the risks of doing business with others.	For more than 115 years, MIS has been a leading provider of credit ratings, research, and risk analysis helping businesses, governments, and other entities around the globe to anticipate, adapt and thrive in this era of exponential risk.

MA is comprised of: i) three cloud-based SaaS businesses serving banking, insurance and KYC workflows (Decision Solutions); ii) a premier fixed income and economic research business (Research & Insights); and iii) a data business powered by the world's largest database on companies and credit (Data & Information).

MIS publishes credit ratings and provides assessment services on a wide range of debt obligations, programs and facilities, and the entities that issue such obligations in markets worldwide, including various corporate, financial institution and governmental obligations, and structured finance securities.

Sustainability

Moody's manages its business with the goal of delivering value to all of its stakeholders, including its customers, employees, business partners, local communities and stockholders. As part of this effort, Moody's advances its commitment to sustainability by considering ESG factors in its operations, value chain, products and services. We use our specialized knowledge and assets to make a positive difference through technology tools, research and analytical services that help other organizations and the investor community better understand the links between sustainability considerations and the global markets. During the first half of 2024, Moody's received the following awards and recognition for its sustainability-related efforts:

- Recognized among America's 100 Most JUST Companies by JUST Capital and CNBC for its commitment to serving its workforce, customers, communities, the environment, and stockholders for its sustainability-related efforts;
- Made CDP's 2023 Climate Change 'A' List, in recognition of Moody's leadership in corporate transparency and actions taken to mitigate climate change;
- Named to the 2023 Dow Jones Sustainability Indices (DJSI) - World and North America, an annual listing of publicly traded companies, recognizing Moody's for its strong corporate sustainability practices;
- Recognized as a 2023 CDP Supplier Engagement leader for the fourth consecutive year, ranking among the top 4% companies assessed for supplier engagement on climate change; and
- Ranked #4 overall and #1 in diversified financial companies on the Forbes 2024 Net Zero Leaders list.

The Board oversees sustainability matters via the Audit, Governance & Nominating and Compensation & Human Resources Committees, as part of its oversight of management and the Company's overall strategy. The Audit Committee oversees financial, risk and other disclosures made in the Company's annual and quarterly reports related to sustainability and has overseen the expanded voluntary disclosures the Company has made in its periodic filings. The Governance & Nominating Committee oversees sustainability matters, including significant issues of corporate social and environmental responsibility, as they pertain to the Company's business and to long-term value creation for the Company and its stockholders, and makes recommendations to the Board regarding these issues. This has helped to develop the Company's robust ESG strategy. Finally, the Compensation & Human Resources Committee oversees inclusion of sustainability-related performance goals for determining compensation of all senior executives. This oversight has resulted in the Company more fully integrating sustainability-related performance metrics into the strategic & operational compensation metric of all senior executives. The Board also oversees Moody's policies for assessing and managing the Company's exposure to risk, including climate-related risks such as business continuity disruption and reputational or credibility concerns stemming from incorporation of climate-related risks into the credit methodologies and credit ratings of MIS, or analysis of such risks within MA's products and services. The Board maintains its collective knowledge of sustainability topics through ongoing education, such as regular presentations from management on various ESG issues, including climate and the integration of ESG factors into Moody's products and solutions.

Three Pillars of Moody's Sustainability Strategy

Our Actions	Our Influence	Our Support
the decisions and actions we can take related to impacts under our direct control	the actions that we can demand or request from entities providing us with products and services	the steps we take to support or enable direct action by other organizations or communities

Critical Accounting Estimates

Moody's discussion and analysis of its financial condition and results of operations are based on the Company's consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires Moody's to make estimates and judgments that affect reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the dates of the financial statements and revenue and expenses during the reporting periods. These estimates are based on historical experience and on other assumptions that are believed to be reasonable under the circumstances. On an ongoing basis, Moody's evaluates its estimates, including those related to revenue recognition, contingencies, goodwill and acquired intangible assets, pension and other retirement benefits, investments in non-consolidated affiliates, and income taxes. Actual results may differ from these estimates under different assumptions or conditions. Item 7, MD&A, in the Company's annual report on Form 10-K for the year ended December 31, 2023, includes descriptions of some of the judgments that Moody's makes in applying its accounting estimates in these areas. Since the date of the annual report on Form 10-K, there have been no material changes to the Company's critical accounting estimates disclosures.

Reportable Segments

The Company is organized into two reportable segments as of June 30, 2024: MA and MIS, which are more fully described in the section entitled "The Company" above and in Note 16 to the consolidated financial statements.

RESULTS OF OPERATIONS

The following footnotes are applicable throughout the discussion of the Company's results of operations:

(1) *Refer to the section entitled "Non-GAAP Financial Measures" of this MD&A for the definition and methodology that the Company utilizes to calculate this metric.*

(2) *Refer to the section entitled "Key Performance Metrics" of this MD&A for the definition and methodology that the Company utilizes to calculate this metric.*

Three months ended June 30, 2024 compared with three months ended June 30, 2023

Executive Summary

The following table provides an executive summary of key operating results for the quarter ended June 30, 2024. Following this executive summary is a more detailed discussion of the Company's operating results as well as a discussion of the operating results of the Company's reportable segments.

	Three Months Ended June 30,			
Financial measure:	**2024**	**2023**	**% Change Favorable (Unfavorable)**	**Insight and Key Drivers of Change Compared to Prior Year**
Moody's total revenue	**$ 1,817**	$ 1,494	22 %	— reflects revenue growth in both segments
MA external revenue	**$ 802**	$ 747	7 %	— sustained demand for insurance and KYC offerings coupled with continued growth from SaaS-based banking solutions; and — ongoing strong retention and new sales for ratings data feeds and company data applications
MIS external revenue	**$ 1,015**	$ 747	36 %	— reflects issuance growth across all LOBs resulting from tightening credit spreads and issuance ahead of potential market volatility later in the year
Total operating and SG&A expenses	**$ 915**	$ 841	(9 %)	— higher salaries and benefits reflecting an increase in headcount and annual salary increases in both segments; and — higher incentive and stock-based compensation aligned with headcount growth and actual/projected financial and operating performance
Depreciation and amortization	**$ 110**	$ 93	(18 %)	— higher amortization of internally developed software, primarily related to the development of MA SaaS solutions
Restructuring	**$ 2**	$ 10	80 %	— relates to the Company's 2022 - 2023 Geolocation Restructuring Program, more fully discussed in Note 9 to the consolidated financial statements
Charges related to asset abandonment	**$ 15**	$ —	NM	— costs related to the Company's decision to outsource the production of certain sustainability content utilized in our product offerings, which is more fully discussed in Note 11 to the consolidated financial statements
Total non-operating (expense) income, net	**$ (56)**	$ (58)	3 %	— in line with the prior year
Operating margin	**42.7 %**	36.8 %	590 BPS	— operating margin and Adjusted Operating Margin(1) expansion reflects strong revenue growth, particularly within MIS, outpacing an increase in operating and SG&A expenses
Adjusted Operating Margin(1)	**49.6 %**	43.7 %	590 BPS	
ETR	**23.1 %**	23.4 %	30 BPS	— in line with the prior year
Diluted EPS	**$ 3.02**	$ 2.05	47 %	— increase reflects growth in operating income and Adjusted Operating Income(1) driven mainly by strong MIS revenue growth
Adjusted Diluted EPS(1)	**$ 3.28**	$ 2.30	43 %	

Moody's Corporation

	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	% Change Favorable (Unfavorable)
Revenue:			
United States	**$ 974**	$ 775	26 %
Non-U.S.:			
EMEA	**566**	479	18 %
Asia-Pacific	**164**	145	13 %
Americas	**113**	95	19 %
Total Non-U.S.	**843**	719	17 %
Total	**1,817**	1,494	22 %
Expenses:			
Operating	**469**	426	(10 %)
SG&A	**446**	415	(7 %)
Depreciation and amortization	**110**	93	(18 %)
Restructuring	**2**	10	80 %
Charges related to asset abandonment	**15**	—	NM
Total	**1,042**	944	(10 %)
Operating income	**$ 775**	$ 550	41 %
Adjusted Operating Income[1]	**$ 902**	$ 653	38 %
Interest expense, net	**$ (63)**	$ (71)	11 %
Other non-operating income, net	**7**	13	(46 %)
Non-operating (expense) income, net	**$ (56)**	$ (58)	3 %
Net income attributable to Moody's	**$ 552**	$ 377	46 %
Diluted weighted average shares outstanding	**183.0**	184.1	1 %
Diluted EPS attributable to Moody's common shareholders	**$ 3.02**	$ 2.05	47 %
Adjusted Diluted EPS[1]	**$ 3.28**	$ 2.30	43 %
Operating margin	**42.7 %**	36.8 %	
Adjusted Operating Margin[1]	**49.6 %**	43.7 %	
ETR	**23.1 %**	23.4 %	

The table below shows Moody’s global staffing by geographic area:

		June 30, 2024	June 30, 2023[a]	Change %
MA	U.S.	**2,881**	2,963	(3 %)
	Non-U.S.	**5,032**	4,673	8 %
	Total	**7,913**	7,636	4 %
MIS	U.S.	**1,513**	1,427	6 %
	Non-U.S.	**4,126**	3,756	10 %
	Total	**5,639**	5,183	9 %
MSS	U.S.	**727**	730	— %
	Non-U.S.	**1,226**	1,085	13 %
	Total	**1,953**	1,815	8 %
Total MCO	U.S.	**5,121**	5,120	— %
	Non-U.S.	**10,384**	9,514	9 %
	Total	**15,505**	14,634	6 %

(a) Certain reclassifications have been made to 2023 amounts to reflect certain departmental reorganizations and M&A integrations

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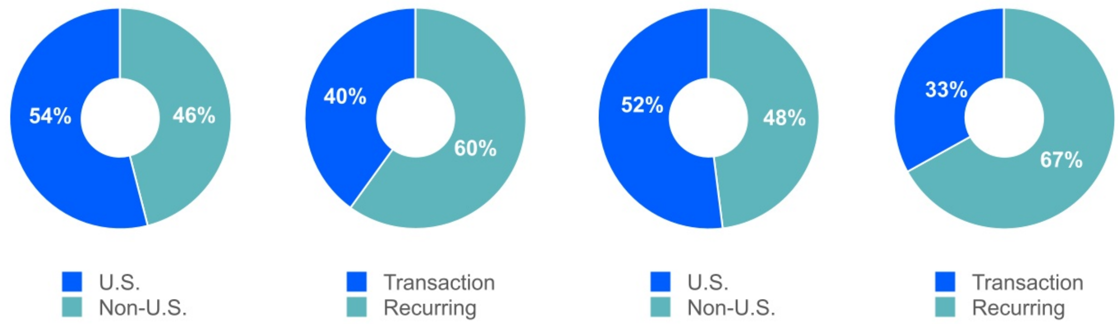
GLOBAL REVENUE

Three months ended June 30,

2024	2023

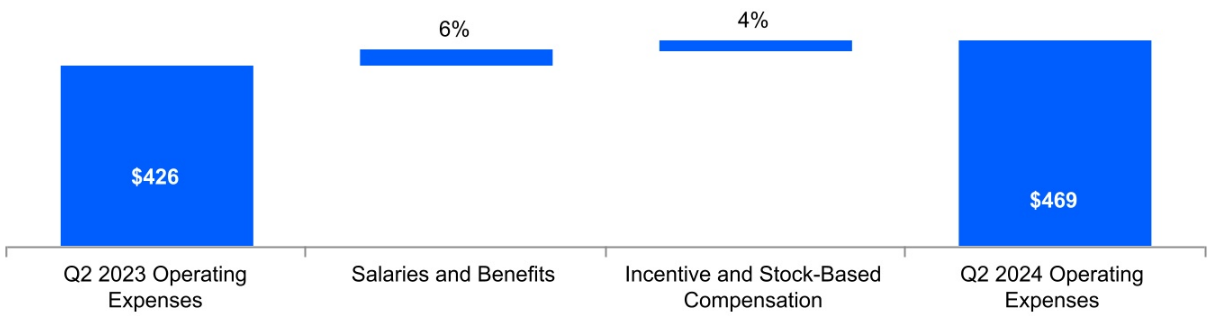


Global revenue ⇑ $323 million | **U.S. Revenue ⇑ $199 million** | **Non-U.S. Revenue ⇑ $124 million**

The increase in global revenue reflects growth in both MA and MIS, both in the U.S. and internationally. Refer to the section entitled "Segment Results" of this MD&A for a more comprehensive discussion of the Company's segment revenue.

Second Quarter Operating Expense ⇑ $43 million

Operating Expense Drivers



Compensation expenses of $346 million increased $40 million reflecting:

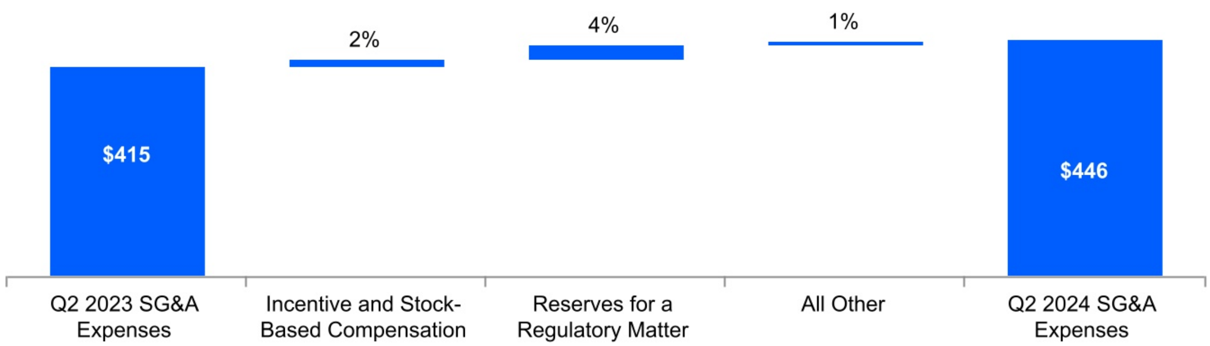
— higher salaries and benefits that reflects hiring and salary increases to support continued growth in the business; and

— higher incentive and stock-based compensation aligned with headcount growth and actual/projected financial and operating performance

Non-compensation expenses were generally in line with the prior year

Second Quarter SG&A Expense ⇑ $31 million

SG&A Expense Drivers



Compensation expenses of $267 million increased $11 million, with the most notable driver reflecting:

— higher incentive and stock-based compensation aligned with headcount growth and actual/projected financial and operating performance

Non-compensation expenses of $179 million increased $20 million, with the most notable drivers reflecting:

— an increase in reserves relating to a regulatory investigation, which is more fully discussed in Note 15 to the consolidated financial statements; and

— costs to support operating growth

Depreciation and amortization

The increase is driven by amortization of internally developed software, which is primarily related to the development of MA SaaS solutions.

Restructuring

The amounts in both periods reflect charges/adjustments related to the Company's 2022 - 2023 Geolocation Restructuring Program as more fully discussed in Note 9 to the consolidated financial statements.

Charges related to asset abandonment

Reflects costs related to the Company's decision to outsource the production of certain sustainability content utilized in our product offerings, which is more fully discussed in Note 11 to the consolidated financial statements.

Operating margin 42.7%, ⇑ 590 BPS

Adjusted Operating Margin(1) 49.6%, ⇑ 590 BPS

Operating margin and Adjusted Operating Margin(1) expansion reflects strong revenue growth, particularly in MIS, outpacing an increase in operating and SG&A expenses.

Interest Expense, net ⇓ $8 million

Decrease in expense is due to:

— higher interest income of $8 million reflecting higher cash balances and interest yields

Other non-operating income ⇓ $6 million

Decrease in income is primarily due to:

— an increase of $6 million in certain non-income-based taxes

ETR ⇓ 30 BPS

The ETR was generally in line with the prior year.

Diluted EPS ⇑ $0.97

Adjusted Diluted EPS(1) ⇑ $0.98

Both diluted EPS and Adjusted Diluted EPS(1) growth is mostly attributable to higher operating income and Adjusted Operating Income(1), the components of which are more fully described above.

Segment Results

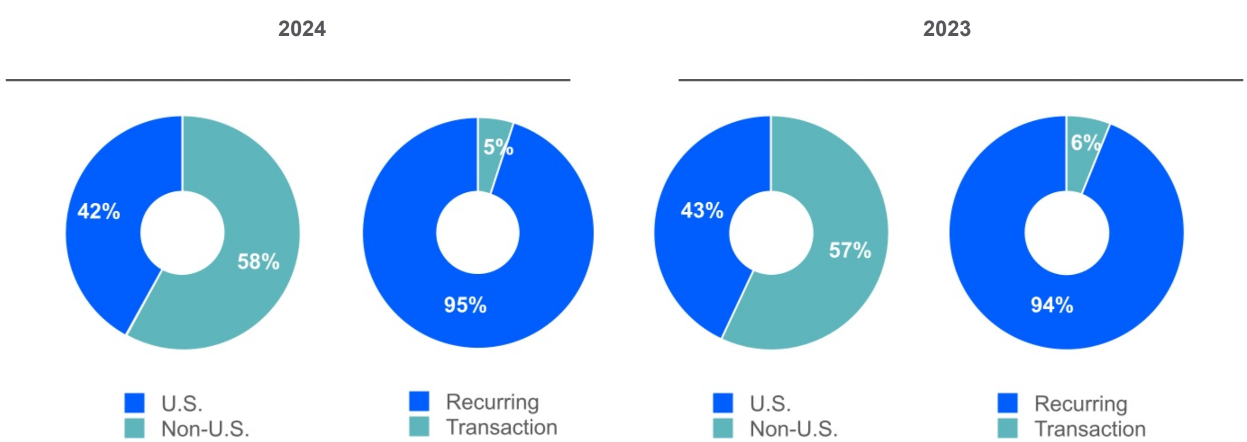
Moody's Analytics

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	Three Months Ended June 30,		% Change Favorable (Unfavorable)
	2024	**2023**	
Revenue:			
Decision Solutions (DS)	**$ 366**	$ 334	10 %
Research and Insights (R&I)	**226**	217	4 %
Data and Information (D&I)	**210**	196	7 %
Total external revenue	**802**	747	7 %
Intersegment revenue	**4**	4	— %
Total MA revenue	**806**	751	7 %
Expenses:			
Operating and SG&A (external)	**527**	495	(6 %)
Operating and SG&A (intersegment)	**49**	46	(7 %)
Total operating and SG&A	**576**	541	(6 %)
Adjusted Operating Income	**$ 230**	$ 210	10 %
Adjusted Operating Margin	**28.5 %**	28.0 %	
Depreciation and amortization	**90**	74	(22 %)
Restructuring	**1**	8	88 %
Charges related to asset abandonment	**15**	—	NM

MOODY'S ANALYTICS REVENUE

Three months ended June 30,



MA: Global revenue ⇑ $55 million **U.S. Revenue ⇑ $18 million** **Non-U.S. Revenue ⇑ $37 million**

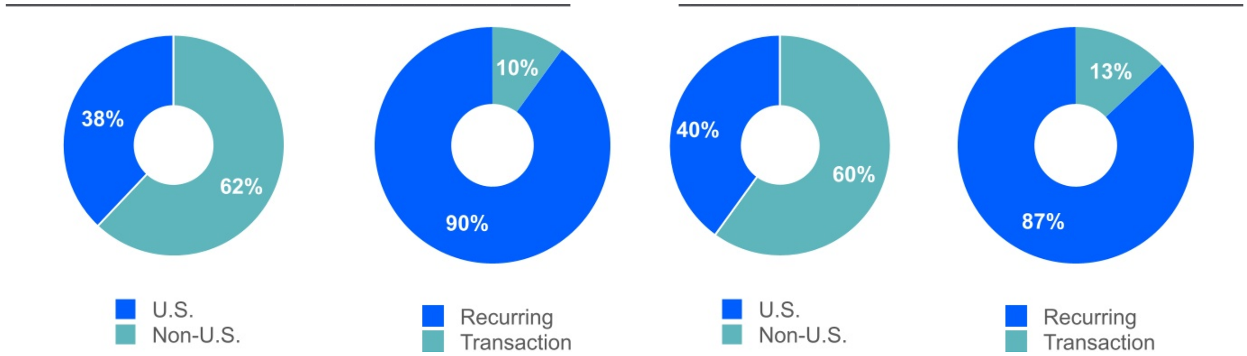
The 7% increase in global MA revenue reflects growth both in the U.S. (6%) and internationally (9%).

- ARR[2] increased 10% reflecting growth across all LOBs.

DECISION SOLUTIONS REVENUE

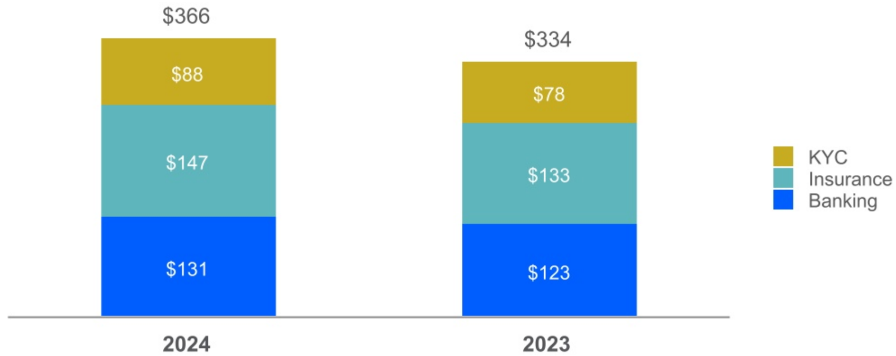
Three months ended June 30,

2024 **2023**



DS: Global revenue ⇑ $32 million **U.S. Revenue ⇑ $5 million** **Non-U.S. Revenue ⇑ $27 million**

Global DS revenue for the three months ended June 30, 2024 and 2023 was comprised as follows:



Global DS revenue grew 10% compared to the second quarter of 2023 and reflects increases in the U.S. (4%) and internationally (13%).

The most notable drivers of the growth are as follows:

– strong demand resulted in new sales and higher price realization for subscription-based catastrophe and actuarial models, driving the increase in insurance revenue and ARR[(2)] of 11% and 14%, respectively;

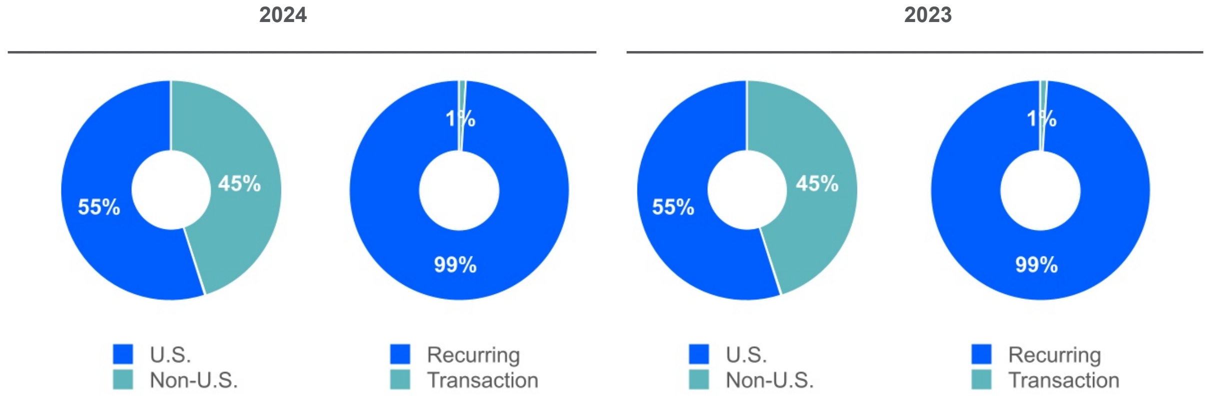
– sustained demand for KYC solutions reflecting increased customer and supplier risk data usage, which drove revenue and ARR[(2)] growth of 13% and 18%, respectively, for these solutions; and

– growth in SaaS-based banking solutions which enable customers' lending, risk management and finance workflows, resulting in revenue and ARR[(2)] growth of 7% and 9%, respectively.

The aforementioned factors contributed to overall ARR[(2)] growth for DS of 13%.

RESEARCH AND INSIGHTS REVENUE

Three months ended June 30,

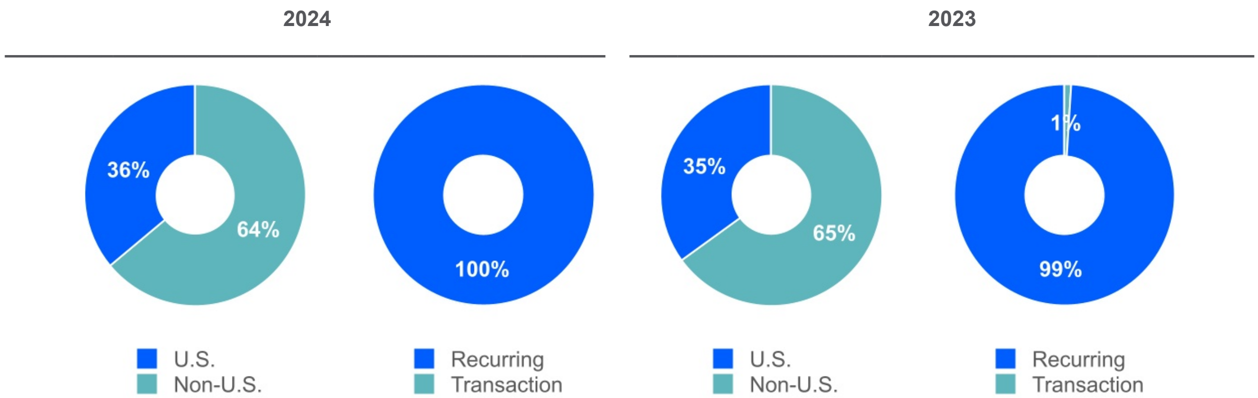


R&I: Global revenue ⇑ $9 million **U.S. Revenue ⇑ $5 million** **Non-U.S. Revenue ⇑ $4 million**

Global R&I revenue increased 4% compared to the second quarter of 2023 and reflects growth in both the U.S. (4%) and internationally (4%). This increase was driven by sales growth from credit and economic research product offerings, which contributed to R&I ARR(2) growth of 6%.

DATA AND INFORMATION REVENUE

Three months ended June 30,



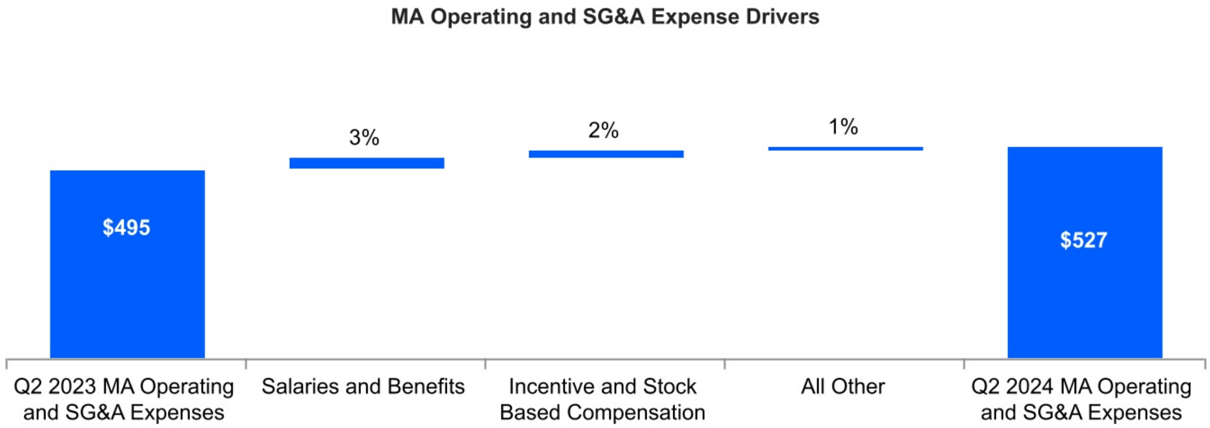
D&I: Global revenue ⇑ $14 million **U.S. Revenue ⇑ $8 million** **Non-U.S. Revenue ⇑ $6 million**

Global D&I revenue increased 7% compared to the second quarter of 2023 and reflects growth in both the U.S. (12%) and internationally (5%), mainly driven by:

- improved customer retention;
- continued growth in new sales and higher price realization for company data applications; and
- continued strong demand for ratings data feeds.

The aforementioned revenue growth factors also contributed to ARR(2) growth of 10% for D&I.

MA: Second Quarter Operating and SG&A Expense ⇑ $32 million



Compensation expenses of $336 million increased $25 million:

— the growth in salaries and benefits reflects higher headcount and annual salary increases to support business growth; and

— the increase in incentive and stock-based compensation is driven by higher headcount and actual/projected financial and operating performance

Non-compensation expenses of $191 million increased $7 million:

— the increase is mostly attributable to costs to support operating growth, including investments to support technology, innovation and product development

MA: Adjusted Operating Margin 28.5% ⇑ 50 BPS

Adjusted Operating Margin expansion for MA is due to the 7% increase in global MA revenue outpacing increases in operating and SG&A expenses of 6%.

Depreciation and amortization

The increase in depreciation and amortization expense primarily reflects higher amortization of internally developed software relating to the development of SaaS-based solutions.

Restructuring

The amounts in both periods reflect charges/adjustments related to the Company's 2022 - 2023 Geolocation Restructuring Program as more fully discussed in Note 9 to the consolidated financial statements.

Charges related to asset abandonment

Reflects costs related to the Company's decision to outsource the production of certain sustainability content utilized in our product offerings, which is more fully discussed in Note 11 to the consolidated financial statements.

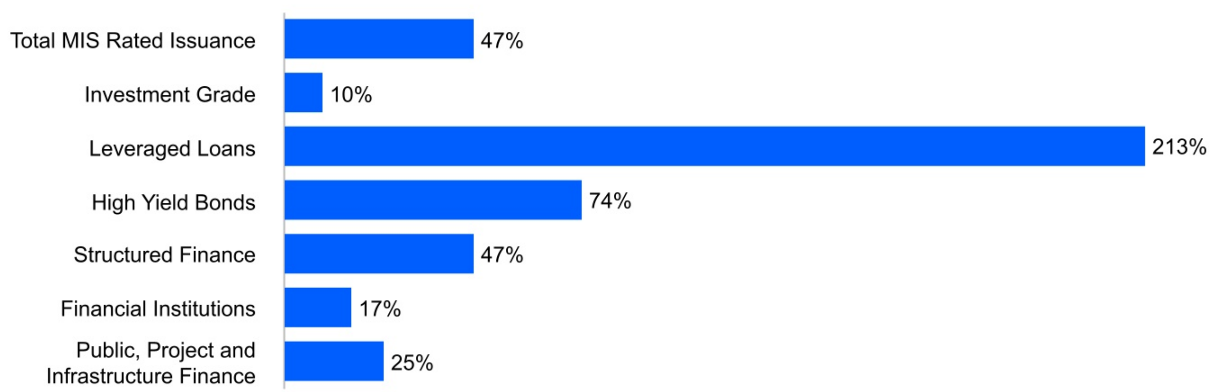
Moody's Investors Service

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	Three Months Ended June 30,		% Change Favorable (Unfavorable)
	2024	**2023**	
Revenue:			
Corporate finance (CFG)	**$ 525**	$ 365	44 %
Structured finance (SFG)	**131**	102	28 %
Financial institutions (FIG)	**195**	145	34 %
Public, project and infrastructure finance (PPIF)	**154**	127	21 %
Total ratings revenue	**1,005**	739	36 %
MIS Other	**10**	8	25 %
Total external revenue	**1,015**	747	36 %
Intersegment revenue	**49**	46	7 %
Total MIS revenue	**1,064**	793	34 %
Expenses:			
Operating and SG&A (external)	**388**	346	(12 %)
Operating and SG&A (intersegment)	**4**	4	— %
Total operating and SG&A	**392**	350	(12 %)
Adjusted Operating Income	**$ 672**	$ 443	52 %
Adjusted Operating Margin	**63.2 %**	55.9 %	
Depreciation and amortization	**20**	19	(5 %)
Restructuring	**1**	2	50 %

The following chart presents changes in rated issuance volumes compared to the second quarter of 2023. To the extent that changes in rated issuance volumes had a material impact to MIS's revenue compared to the prior year, those impacts are discussed below.

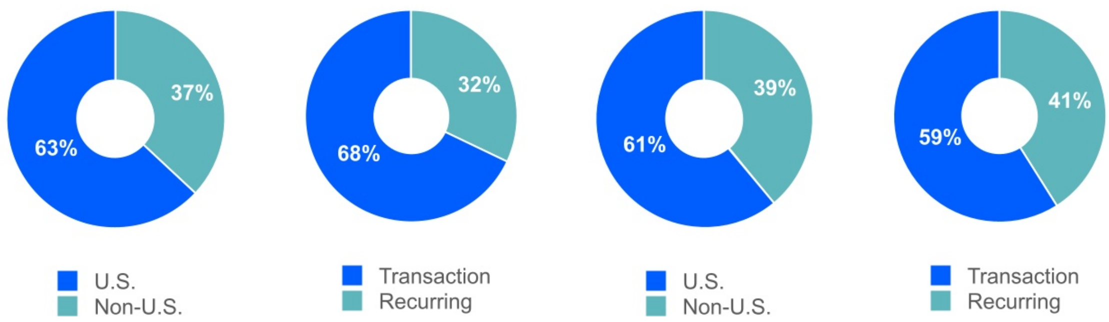
Q2 Changes in Rated Issuance Volumes



MOODY'S INVESTORS SERVICE REVENUE

Three months ended June 30,

2024 | **2023**



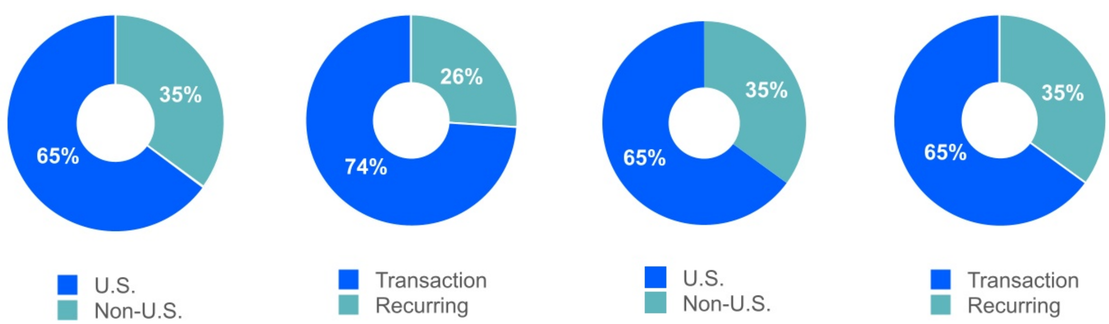
MIS: Global revenue ⇑ $268 million | **U.S. Revenue ⇑ $181 million** | **Non-U.S. Revenue ⇑ $87 million**

The increase in global MIS revenue reflects strong growth across all ratings LOBs.

CFG REVENUE

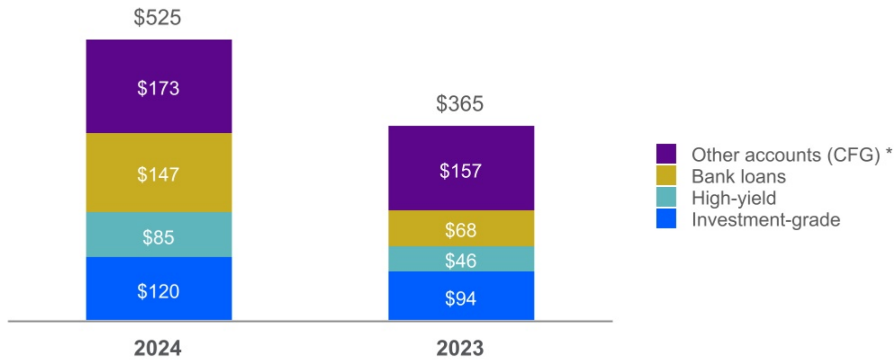
Three months ended June 30,

2024 | **2023**



CFG: Global revenue ⇑ $160 million | **U.S. Revenue ⇑ $103 million** | **Non-U.S. Revenue ⇑ $57 million**

Global CFG revenue for the three months ended June 30, 2024 and 2023 was comprised as follows:



* Other includes: recurring monitoring fees of a rated debt obligation and/or entities that issue such obligations as well as fees from programs such as commercial paper, medium term notes, and ICRA corporate finance revenue.

The increase in CFG revenue of 44% reflects growth in both the U.S. (43%) and internationally (45%).

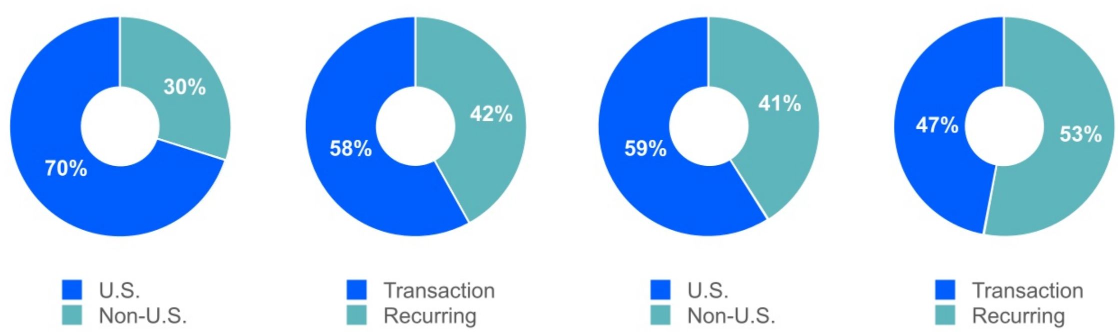
Transaction revenue increased $152 million compared to the same period in the prior year, with the most notable drivers of the growth reflecting:

- higher rated issuance volumes in leveraged finance (which includes bank loans and speculative-grade bonds), primarily due to refinancing activity, which was supported by tightening credit spreads and opportunistic issuance ahead of potential market volatility later in the year; and
- higher investment grade rated issuance activity supported by several large M&A-related deals.

SFG REVENUE

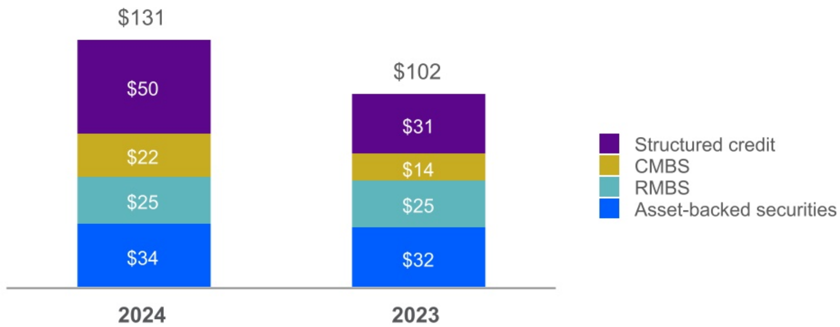
Three months ended June 30,

2024 **2023**



SFG: Global revenue ⇑ $29 million **U.S. Revenue ⇑ $32 million** **Non-U.S. Revenue ⇓ $3 million**

Global SFG revenue for the three months ended June 30, 2024 and 2023 was comprised as follows:



The increase in SFG revenue of 28% reflects growth in the U.S. (53%), slightly offset by a decline in international revenue (7%).

Transaction revenue increased $28 million compared to the second quarter of 2023, mainly attributable to:

– new deal formation, supported by strong bank loan issuance, coupled with refinancing activity from CLOs; and

– strong issuance activity in CMBS, supported by tighter spreads and strong investor demand.

FIG REVENUE

Three months ended June 30,

2024 **2023**

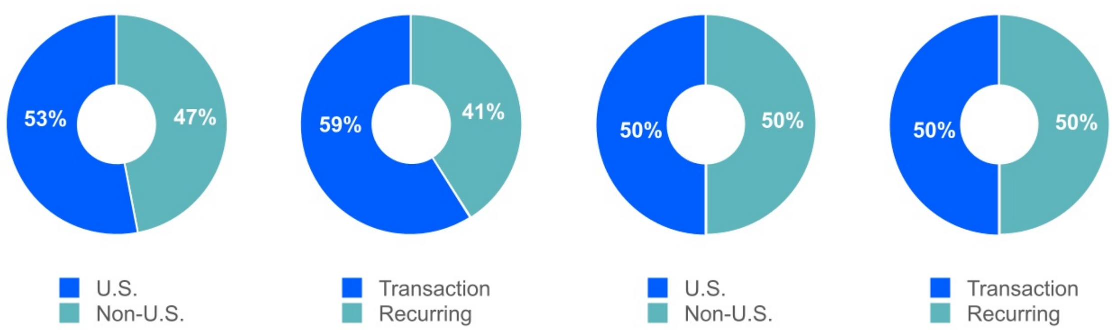
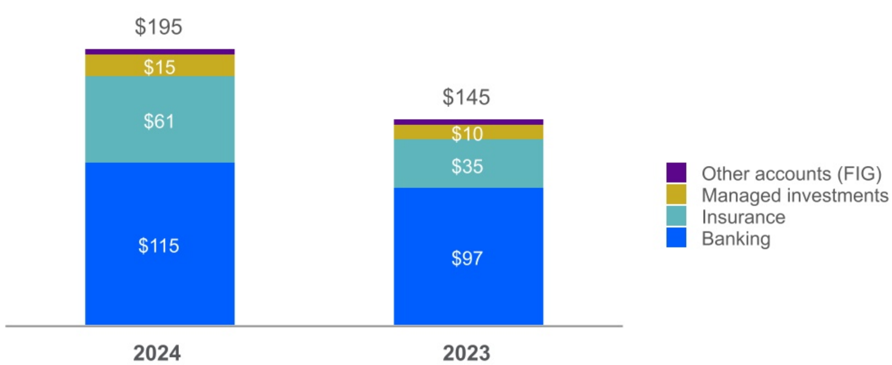


FIG: Global revenue ⇑ $50 million **U.S. Revenue ⇑ $31 million** **Non-U.S. Revenue ⇑ $19 million**

Global FIG revenue for the three months ended June 30, 2024 and 2023 was comprised as follows:



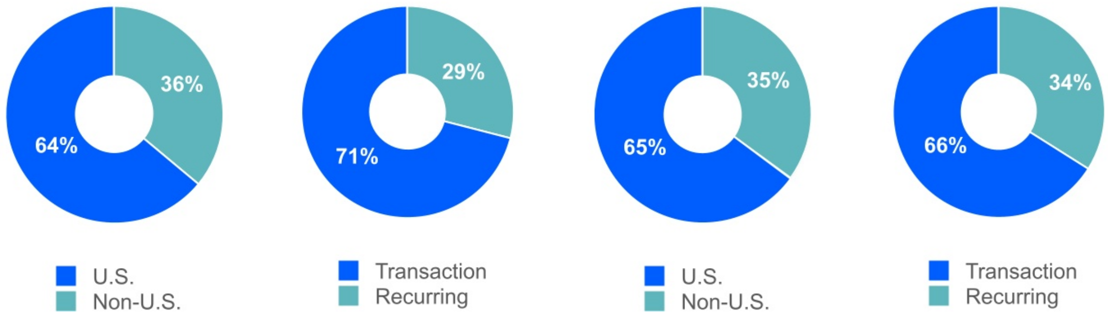
The increase in FIG revenue of 34% reflects growth in both the U.S. (42%) and internationally (26%).

Transaction revenue increased $42 million compared to the second quarter of 2023, mainly due to growth in the insurance and banking sectors, which was primarily attributable to a favorable issuance mix from infrequent issuer activity.

PPIF REVENUE

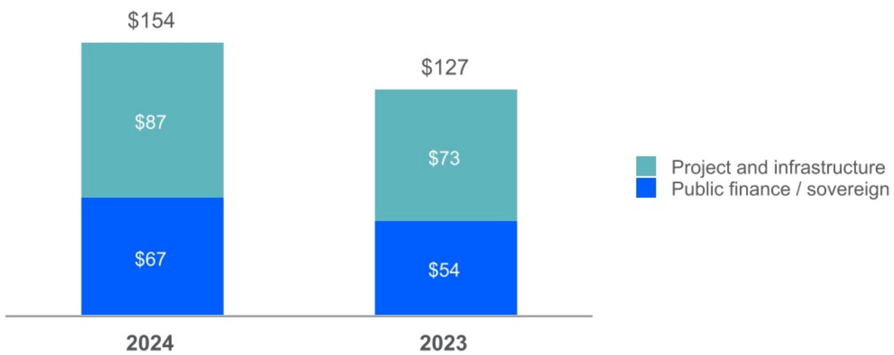
Three months ended June 30,

2024 **2023**



PPIF: Global revenue ⇑ $27 million **U.S. Revenue ⇑ $15 million** **Non-U.S. Revenue ⇑ 12 million**

Global PPIF revenue for the three months ended June 30, 2024 and 2023 was comprised as follows:

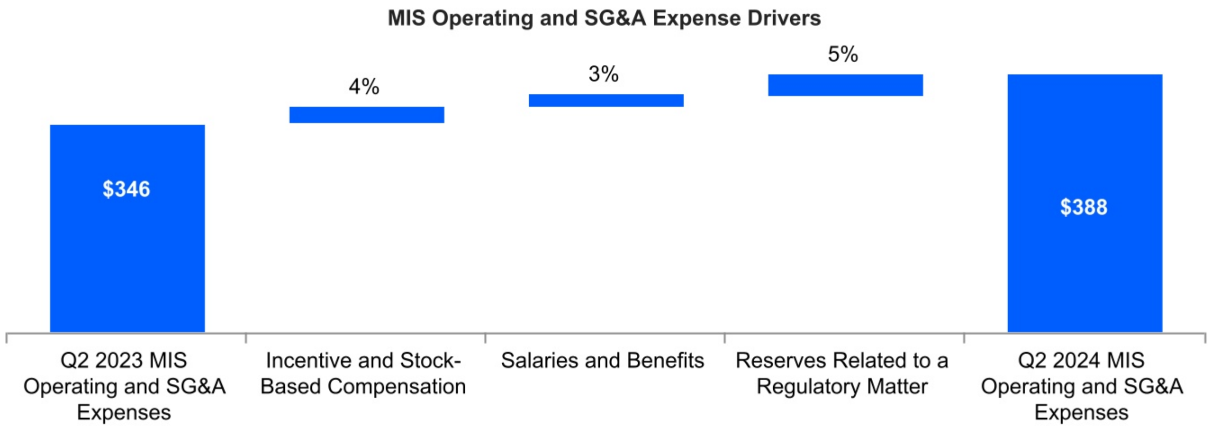


The increase in PPIF revenue of 21% reflects growth in both the U.S. (18%) and internationally (27%).

Transaction revenue increased $26 million compared to the second quarter of 2023 primarily due to:

- increased issuance from U.S. Public Finance issuers, reflecting refunding activity in the state and local government and healthcare and higher education sectors; and
- higher Project Finance issuance in the U.S. and Canada supported by continued market improvement, tightening spreads and opportunistic issuance.

MIS: Second Quarter Operating and SG&A Expense ⇑ $42 million



Compensation expenses of $277 million increased $27 million:

— the increase in incentive and stock-based compensation is driven by higher headcount and actual/projected financial and operating performance; and

— the growth in salaries and benefits reflects higher headcount and annual salary increases

Non-compensation expenses of $111 million increased $15 million:

— the increase is mostly attributable to an increase in reserves relating to a regulatory investigation, which is more fully discussed in Note 15 to the consolidated financial statements

MIS: Adjusted Operating Margin 63.2% ⇑ 730 BPS

The MIS Adjusted Operating Margin expansion primarily reflects the aforementioned 36% increase in revenue.

Restructuring

The amounts in both periods reflect charges/adjustments related to the Company's 2022 - 2023 Geolocation Restructuring Program as more fully discussed in Note 9 to the consolidated financial statements.

Six months ended June 30, 2024 compared with six months ended June 30, 2023

Executive Summary

The following table provides an executive summary of key operating results for the six months ended June 30, 2024. Following this executive summary is a more detailed discussion of the Company's operating results as well as a discussion of the operating results of the Company's reportable segments.

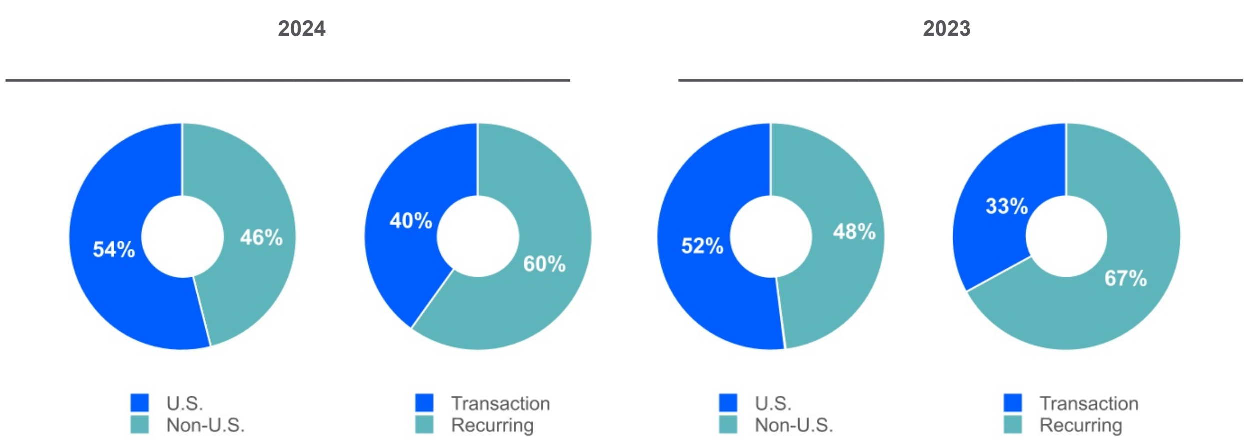
Financial measure:	Six Months Ended June 30, 2024	2023	% Change Favorable (Unfavorable)	Insight and Key Drivers of Change Compared to Prior Year
Moody's total revenue	**$ 3,603**	$ 2,964	22 %	— reflects revenue growth in both segments
MA external revenue	**$ 1,601**	$ 1,484	8 %	— sustained demand for KYC solutions coupled with continued growth from insurance offerings and SaaS-based banking solutions; and — ongoing strong retention and new sales for ratings data feeds and company data applications
MIS external revenue	**$ 2,002**	$ 1,480	35 %	— reflects issuance growth across all LOBs resulting from tightening credit spreads and issuance ahead of potential market volatility later in the year
Total operating and SG&A expenses	**$ 1,795**	$ 1,655	(8 %)	— higher salaries and benefits reflecting an increase in headcount and annual salary increases in both segments; and — higher incentive and stock-based compensation aligned with headcount growth and actual/projected financial and operating performance
Depreciation and amortization	**$ 210**	$ 181	(16 %)	— higher amortization of internally developed software, primarily related to the development of MA SaaS solutions
Restructuring	**$ 7**	$ 24	71 %	— relates to the Company's 2022 - 2023 Geolocation Restructuring Program, more fully discussed in Note 9 to the consolidated financial statements
Charges related to asset abandonment	**$ 15**	$ —	NM	— costs related to the Company's decision to outsource the production of certain sustainability content utilized in our product offerings, which is more fully discussed in Note 11 to the consolidated financial statements
Total non-operating (expense) income, net	**$ (105)**	$ (106)	1 %	In line with the prior year with the following key offsetting drivers: — a net decrease of $24 million in foreign exchange losses recorded during the year mainly attributable to an immaterial out-of-period adjustment relating to the 2022 fiscal year recorded in the first quarter of 2023, *mostly offset by:* — an increase in tax-related interest expense of $23 million mainly due to a reduction in tax-related interest accruals in the prior year related to the favorable resolution of tax matters
Operating margin	**43.7 %**	37.2 %	650 BPS	— operating margin and Adjusted Operating Margin(1) expansion reflects strong revenue growth, particularly in MIS, outpacing operating and SG&A expense growth
Adjusted Operating Margin(1)	**50.2 %**	44.2 %	600 BPS	
ETR	**23.2 %**	12.0 %	(1120 BPS)	— higher ETR primarily reflects tax benefits recognized in the first quarter of 2023, which resulted from the resolutions of UTPs in various U.S. and non-U.S. tax jurisdictions
Diluted EPS	**$ 6.16**	$ 4.77	29 %	— increase reflects growth in operating income/Adjusted Operating Income(1) driven mainly by increases in MIS revenue, *partially offset by:*
Adjusted Diluted EPS(1)	**$ 6.65**	$ 5.29	26 %	— a $0.75 per share benefit in the prior year resulting from the resolutions of tax matters in the first quarter of 2023

Moody's Corporation

	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023	% Change Favorable (Unfavorable)
Revenue:			
United States	**$ 1,943**	$ 1,538	26 %
Non-U.S.:			
EMEA	**1,108**	939	18 %
Asia-Pacific	**319**	294	9 %
Americas	**233**	193	21 %
Total Non-U.S.	**1,660**	1,426	16 %
Total	**3,603**	2,964	22 %
Expenses:			
Operating	**936**	854	(10 %)
SG&A	**859**	801	(7 %)
Depreciation and amortization	**210**	181	(16 %)
Restructuring	**7**	24	71 %
Charges related to asset abandonment	**15**	—	NM
Total	**2,027**	1,860	(9 %)
Operating income	**1,576**	1,104	43 %
Adjusted Operating Income [(1)]	**1,808**	1,309	38 %
Interest expense, net	**(125)**	(119)	(5 %)
Other non-operating income, net	**20**	13	54 %
Non-operating (expense) income, net	**(105)**	(106)	1 %
Net income attributable to Moody's	**$ 1,129**	$ 878	29 %
Diluted weighted average shares outstanding	**183.2**	184.1	— %
Diluted EPS attributable to Moody's common shareholders	**$ 6.16**	$ 4.77	29 %
Adjusted Diluted EPS [(1)]	**$ 6.65**	$ 5.29	26 %
Operating margin	**43.7 %**	37.2 %	
Adjusted Operating Margin [(1)]	**50.2 %**	44.2 %	
Effective tax rate	**23.2 %**	12.0 %	

GLOBAL REVENUE

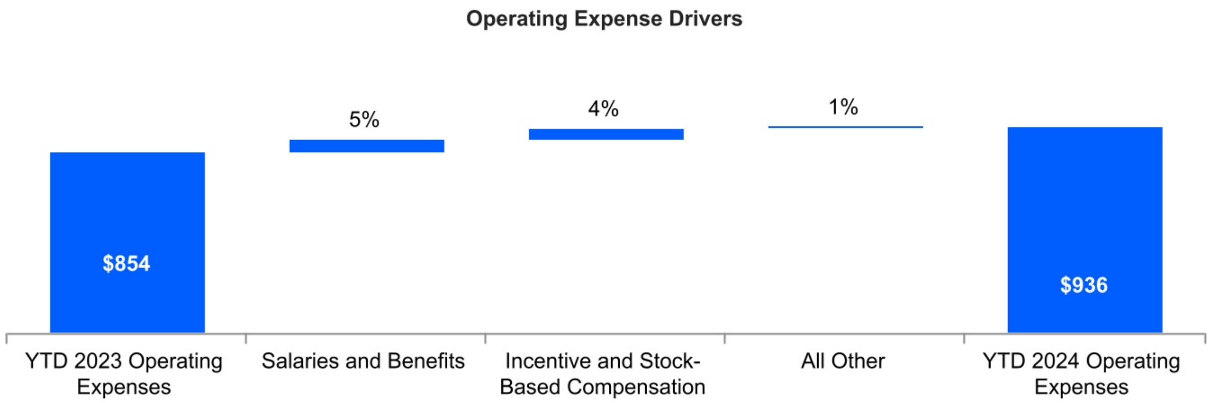
Six months ended June 30,



Global revenue ⇑ $639 million | **U.S. Revenue ⇑ $405 million** | **Non-U.S. Revenue ⇑ $234 million**

Growth in global revenue reflected increases in both MA and MIS, both in the U.S. and internationally. Refer to the section entitled "Segment Results" of this MD&A for a more comprehensive discussion of the Company's segment revenue.

YTD Operating Expense ⇑ $82 million



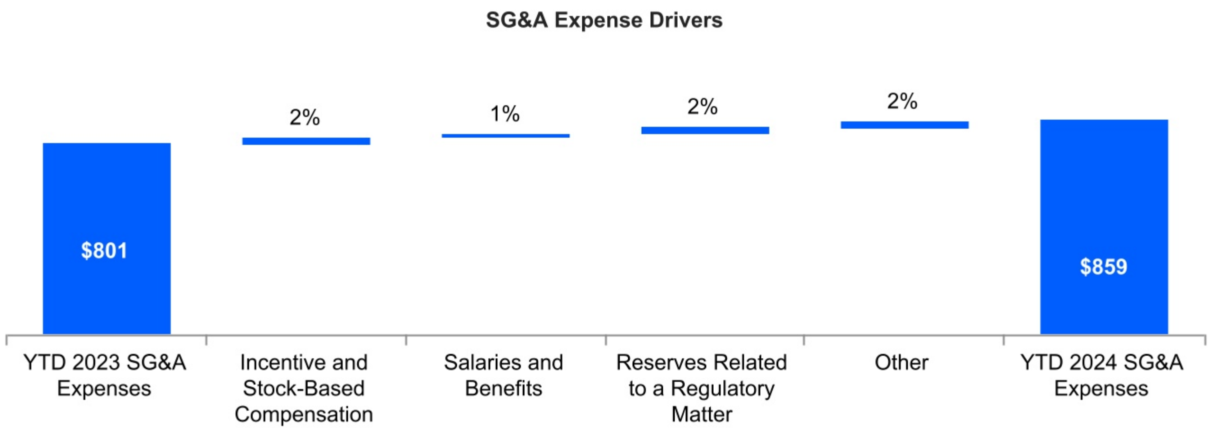
Compensation expenses of $692 million increased $73 million, with the most notable drivers reflecting:

- — higher salaries and benefits reflecting hiring and salary increases to support continued growth in the business; and
- — higher incentive and stock-based compensation aligned with headcount growth and actual/projected financial and operating performance

Non-compensation expenses of $244 million increased $9 million, with the most notable driver reflecting:

- — costs to support operating growth, including investments to support technology, innovation and product development

YTD SG&A Expense ⇑ $58 million



Compensation expenses of $530 million increased $27 million, with the most notable drivers reflecting:

- — higher salaries and benefits reflecting an increase in headcount and annual salary increases; and
- — higher incentive and stock-based compensation aligned with headcount growth and actual/projected financial and operating performance

Non-compensation expenses of $329 million increased $31 million, with the most notable drivers reflecting:

- — an increase in reserves relating to a regulatory investigation, which is more fully discussed in Note 15 to the consolidated financial statements; and
- — increases in costs to support operating growth

Depreciation and amortization

The increase in depreciation and amortization expense is driven by amortization of internally developed software, which is primarily related to the development of MA SaaS solutions.

Restructuring

The restructuring charge in both periods relates to the Company's 2022 - 2023 Geolocation Restructuring Program, as more fully discussed in Note 9 to the consolidated financial statements.

Charges related to asset abandonment

Reflects costs related to the Company's decision to outsource the production of certain sustainability content utilized in our product offerings, which is more fully discussed in Note 11 to the consolidated financial statements.

Operating margin 43.7%, ⇑ 650 BPS

Adjusted Operating Margin(1) 50.2%, ⇑ 600 BPS

Increases in both Operating margin and Adjusted Operating Margin(1) is due to strong revenue growth, particularly within MIS, partially offset by an increase in operating and SG&A expenses.

Interest Expense, net ⇑ $6 million

Increase in expense is primarily due to:

— an increase of $23 million in tax-related interest mainly reflecting the favorable resolution of tax matters in the prior year; *partially offset by*

— higher interest income of $20 million reflecting higher cash balances and interest yields

Other non-operating income ⇑ $7 million

Increase in income is primarily due to:

— a $24 million net decrease in foreign currency losses mainly attributable to an immaterial out-of-period adjustment relating to the 2022 fiscal year recorded in the first quarter of 2023; *partially offset by*

— a benefit of $9 million in the prior year related to the favorable resolution of various tax matters; and

— an increase of $6 million in certain non-income based taxes

ETR ⇑ 1,120 BPS

The increase in the ETR primarily reflects $113 million in tax benefits recognized in the first quarter of 2023, which resulted from the resolutions of UTPs in various U.S. and non-U.S. tax jurisdictions.

Diluted EPS ⇑ $1.39

Adjusted Diluted EPS(1) ⇑ $1.36

Both diluted EPS and Adjusted Diluted EPS(1) growth is mostly attributable to higher operating income and Adjusted Operating Income(1), the components of which are more fully described above. This was partially offset by a $0.75 per share benefit in the prior year related to the resolution of tax matters in the first quarter of 2023.

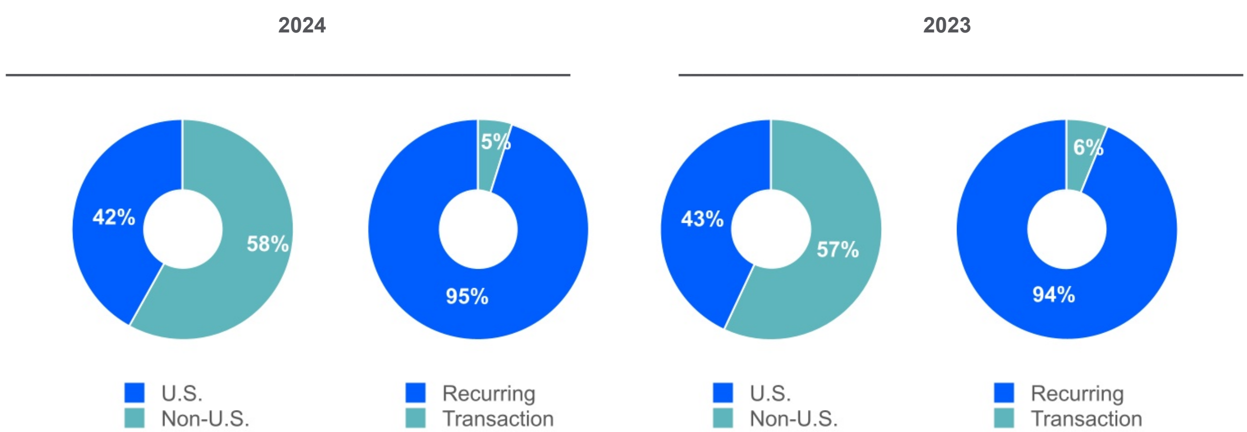
Moody's Analytics

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023	% Change Favorable (Unfavorable)
Revenue:			
Decision Solutions (DS)	**$ 731**	$ 668	9 %
Research and Insights (R&I)	**448**	432	4 %
Data and Information (D&I)	**422**	384	10 %
Total external revenue	**1,601**	1,484	8 %
Intersegment revenue	**7**	7	— %
Total MA Revenue	**1,608**	1,491	8 %
Expenses:			
Operating and SG&A (external)	**1,044**	976	(7 %)
Operating and SG&A (intersegment)	**96**	91	(5 %)
Total operating and SG&A expense	**1,140**	1,067	(7 %)
Adjusted Operating Income	**$ 468**	$ 424	10 %
Adjusted Operating Margin	**29.1 %**	28.4 %	
Depreciation and amortization	**172**	144	(19 %)
Restructuring	**3**	16	81 %
Charges related to asset abandonment	**15**	—	NM

MOODY'S ANALYTICS REVENUE

Six months ended June 30,



MA: Global revenue ⇑ $117 million **U.S. Revenue ⇑ $38 million** **Non-U.S. Revenue ⇑ $79 million**

The 8% increase in global MA revenue reflects growth both in the U.S. (6%) and internationally (9%) across all LOBs.

– ARR[2] grew 10% reflecting increases across all LOBs.

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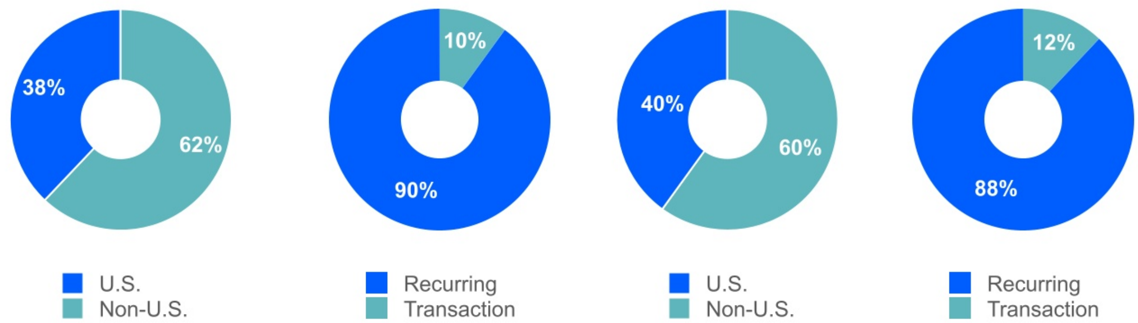
DECISION SOLUTIONS REVENUE

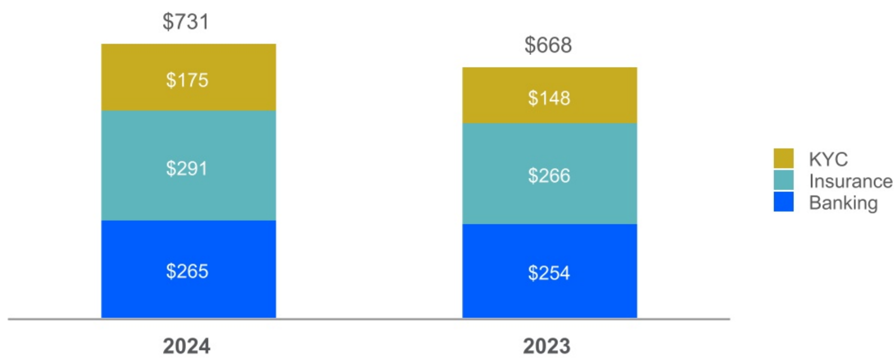
Six months ended June 30,

2024 | **2023**



DS: Global revenue ⇑ $63 million | **U.S. Revenue ⇑ $11 million** | **Non-U.S. Revenue ⇑ $52 million**

Global DS revenue for the six months ended June 30, 2024 and 2023 was comprised as follows:



Global DS revenue grew 9% compared to the first half of 2023 and reflects increases in both the U.S. (4%) and internationally (13%).

The most notable drivers of the growth are as follows:

– sustained demand for KYC and compliance solutions reflecting increased customer and supplier risk data usage, which drove both revenue and ARR[(2)] growth of 18%;

– higher demand for subscription-based revenue for catastrophe and actuarial modeling tools supported insurance growth resulting in insurance revenue and ARR[(2)] growth of 9% and 14%, respectively; and

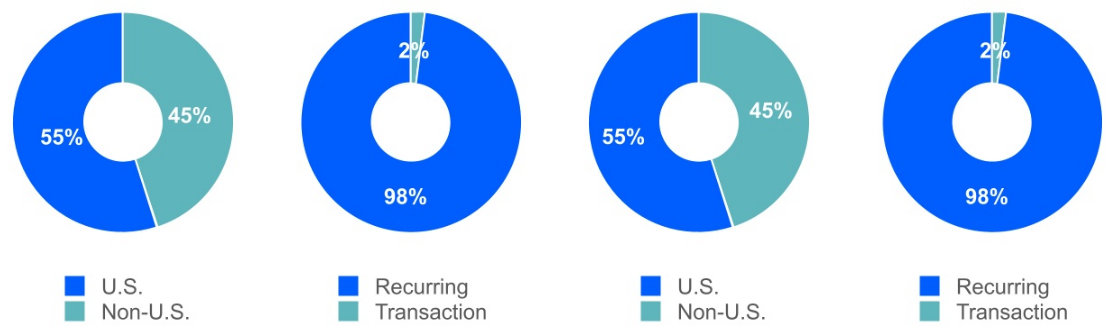
– growth across SaaS-based banking offerings which enable customers' lending, risk management, and finance workflows, resulting in revenue and ARR[(2)] growth of 4% and 9%, respectively.

The aforementioned factors also contributed to overall ARR[(2)] growth for DS of 13%.

RESEARCH AND INSIGHTS REVENUE

Six months ended June 30,

2024	2023



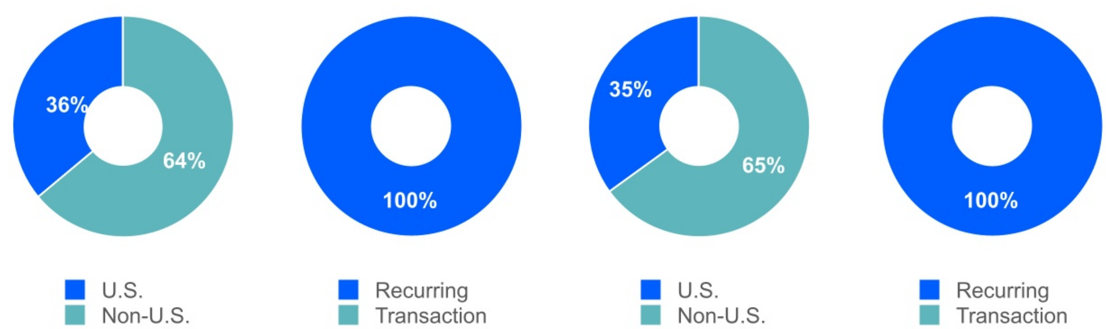
R&I: Global revenue ⇑ $16 million **U.S. Revenue ⇑ $9 million** **Non-U.S. Revenue ⇑ $7 million**

Global R&I revenue increased 4% compared to the first half of 2023 and reflects growth in both the U.S. (4%) and internationally (4%). This increase was attributable to sales growth for credit and economic research product offerings, which contributed to ARR(2) growth of 6%.

DATA AND INFORMATION REVENUE

Six months ended June 30,

2024	2023



D&I: Global revenue ⇑ $38 million **U.S. Revenue ⇑ $18 million** **Non-U.S. Revenue ⇑ $20 million**

Global D&I revenue increased 10% compared to the first half of 2023 and reflects growth in both the U.S. (13%) and internationally (8%), mainly driven by:

- improved customer retention;
- continued growth in new sales and higher price realization for company data applications; and
- continued strong demand for ratings data feeds.

The aforementioned factors also contributed to ARR(2) growth of 10% for D&I.

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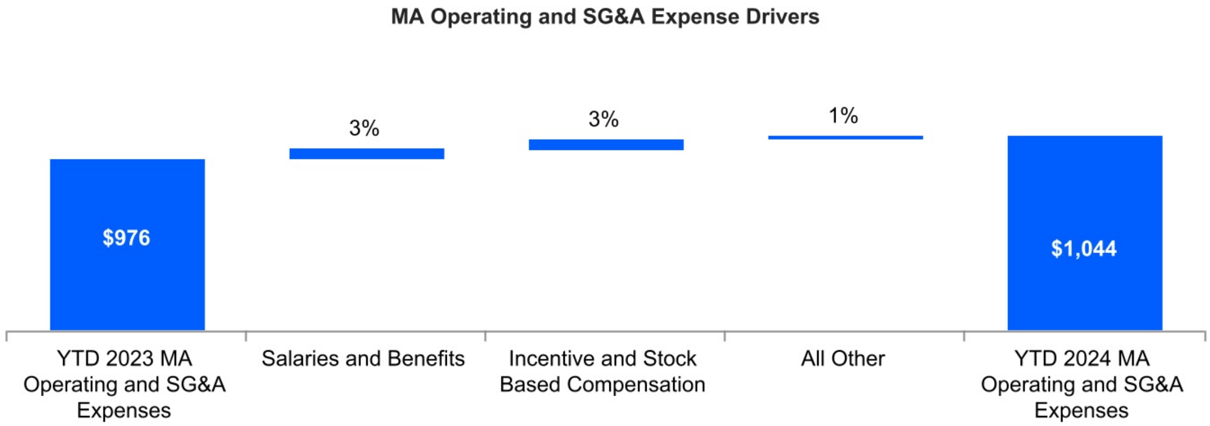
MA: YTD Operating and SG&A Expense ⇑ $68 million



Compensation expenses of $673 million increased $56 million:

— the growth in salaries and benefits reflects higher headcount and annual salary increases to support business growth; and

— the increase in incentive and stock-based compensation is driven by higher headcount and actual/projected financial and operating performance

Non-compensation expenses of $371 million increased $12 million:

— the modest increase is mostly attributable to costs to support operating growth, including investments to support technology, innovation and product development

MA: Adjusted Operating Margin 29.1% ⇑ 70 BPS

The Adjusted Operating Margin expansion for MA is primarily due to the 8% increase in global MA revenue outpacing operating and SG&A expense growth of 7%.

Depreciation and amortization

The increase in depreciation and amortization expense primarily reflects higher amortization of internally developed software relating to the development of SaaS-based solutions.

Restructuring

The restructuring charges in both periods relate to the Company's 2022 - 2023 Geolocation Restructuring Program as more fully discussed in Note 9 to the consolidated financial statements.

Charges related to asset abandonment

Reflects costs related to the Company's decision to outsource the production of certain sustainability content utilized in our product offerings, which is more fully discussed in Note 11 to the consolidated financial statements.

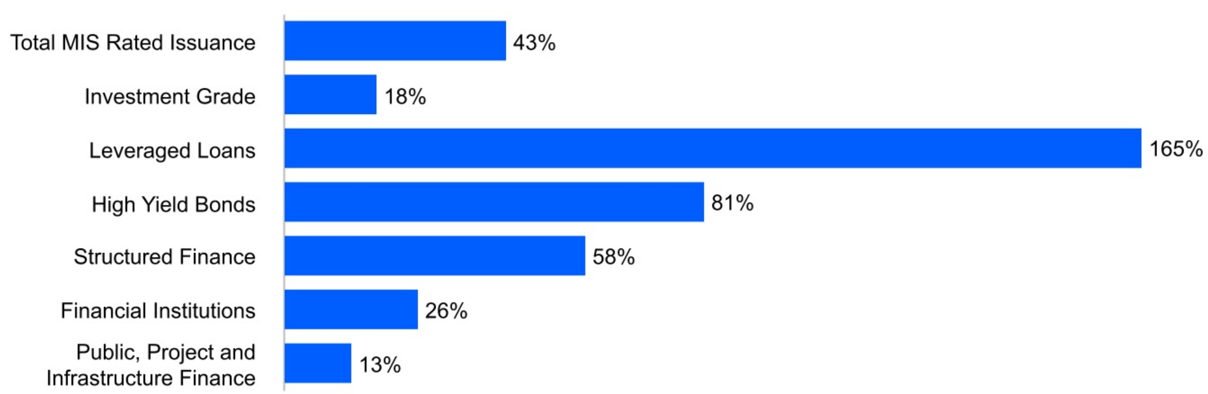
Moody's Investors Service

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	Six Months Ended June 30,		% Change Favorable (Unfavorable)
	2024	**2023**	
Revenue:			
Corporate finance (CFG)	**$ 1,054**	$ 721	46 %
Structured finance (SFG)	**245**	201	22 %
Financial institutions (FIG)	**390**	287	36 %
Public, project and infrastructure finance (PPIF)	**295**	256	15 %
Total ratings revenue	**1,984**	1,465	35 %
MIS Other	**18**	15	20 %
Total external revenue	**2,002**	1,480	35 %
Intersegment royalty	**96**	91	5 %
Total	**2,098**	1,571	34 %
Expenses:			
Operating and SG&A (external)	**751**	679	(11 %)
Operating and SG&A (intersegment)	**7**	7	— %
Total operating and SG&A expense	**758**	686	(10 %)
Adjusted Operating Income	**$ 1,340**	$ 885	51 %
Adjusted Operating Margin	**63.9 %**	56.3 %	
Depreciation and amortization	**38**	37	(3 %)
Restructuring	**4**	8	50 %

The following chart presents changes in rated issuance volumes compared to the first half of 2023. To the extent that changes in rated issuance volumes had a material impact to MIS's revenue compared to the prior year, those impacts are discussed below.

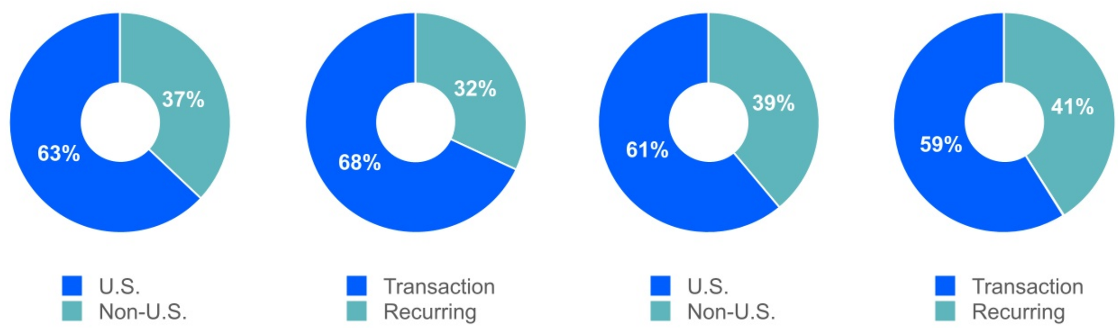
Year-to-Date Changes in Rated Issuance Volumes



MOODY'S INVESTORS SERVICE REVENUE

Six months ended June 30,

2024	2023



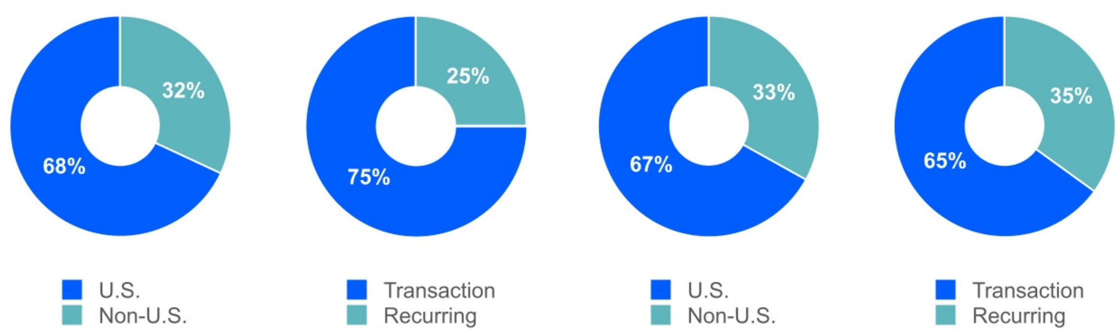
MIS: Global revenue ⇑ $522 million **U.S. Revenue ⇑ $367 million** **Non-U.S. Revenue ⇑ $155 million**

The increase in global MIS revenue reflects strong growth across all LOBs.

CFG REVENUE

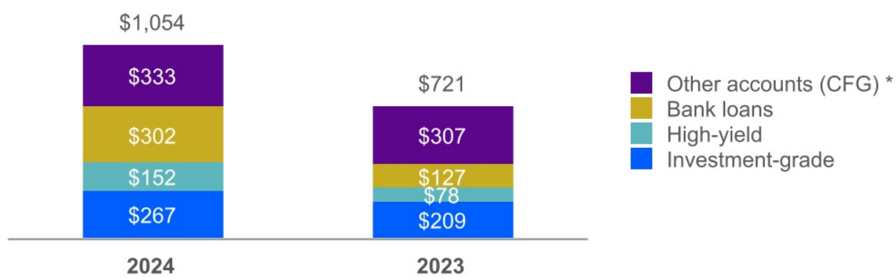
Six months ended June 30,

2024	2023



CFG: Global revenue ⇑ $333 million **U.S. Revenue ⇑ 229 million** **Non-U.S. Revenue ⇑ $104 million**

Global CFG revenue for the six months ended June 30, 2024 and 2023 was comprised as follows:



* Other includes: recurring monitoring fees of a rated debt obligation and/or entities that issue such obligations as well as fees from programs such as commercial paper, medium term notes, and ICRA corporate finance revenue.

The increase in CFG revenue of 46% reflects growth in both the U.S (47%) and internationally (44%).

Transaction revenue increased $321 million compared to the same period in the prior year, with the most notable drivers of the growth reflecting:

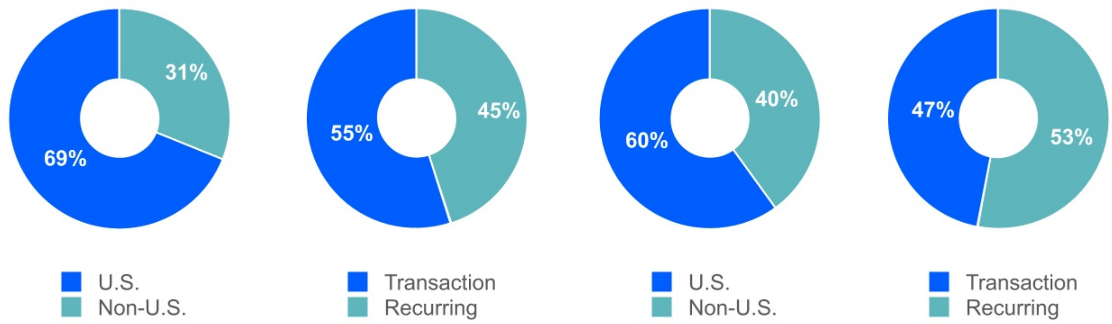
– higher rated issuance volumes in leveraged finance (which includes bank loans and speculative-grade bonds), primarily due to refinancing activity, which was supported by tightening credit spreads and opportunistic issuance ahead of potential market volatility later in the year; and

– higher investment grade rated issuance activity supported by several large M&A-related deals.

SFG REVENUE

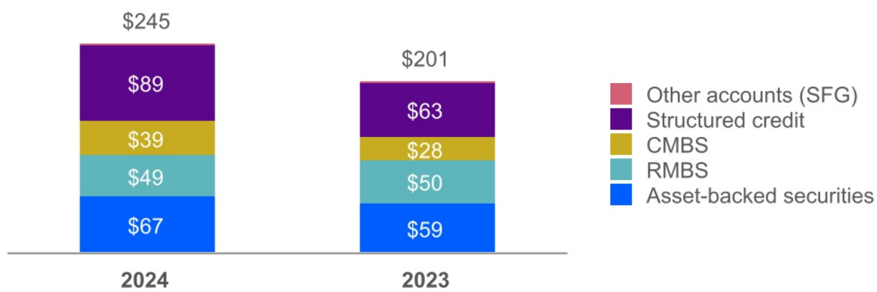
Six months ended June 30,

2024 **2023**



SFG: Global revenue ⇑ $44 million **U.S. Revenue ⇑ $47 million** **Non-U.S. Revenue ⇓ $3 million**

Global SFG revenue for the six months ended June 30, 2024 and 2023 was comprised as follows:



The increase in SFG revenue of 22% reflects growth in the U.S. (39%), partially offset by modest declines in international revenue (4%).

Transaction revenue increased $41 million compared to the first half of 2023, mainly attributable to:

– higher CLO issuance, with new deals supported by increased bank loan activity, coupled with refinancing activity; and

– increased issuance activity from the CMBS and ABS asset classes, reflecting tightening credit spreads and strong investor demand, including from first time issuers.

FIG REVENUE

Six months ended June 30,

2024	**2023**

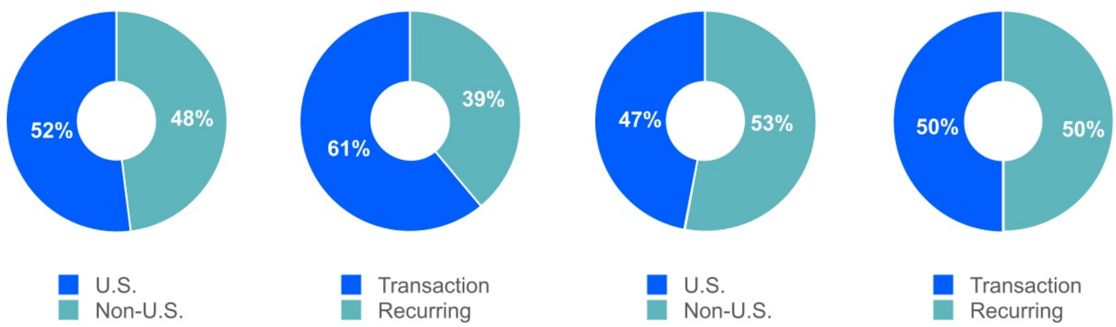


FIG: Global revenue ⇑ $103 million **U.S. Revenue ⇑ $66 million** **Non-U.S. Revenue ⇑ $37 million**

Global FIG revenue for the six months ended June 30, 2024 and 2023 was comprised as follows:

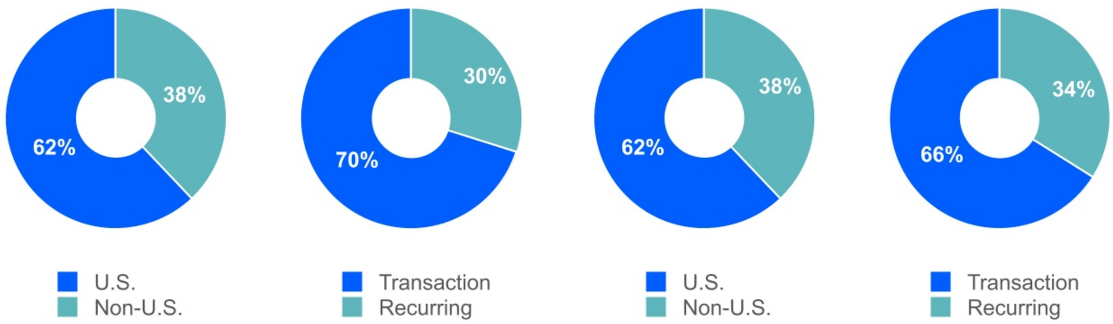
The increase in FIG revenue of 36% reflects growth in both the U.S. (49%) and internationally (25%).

Transaction revenue increased $94 million compared to the same period in the prior year, primarily driven by growth in the insurance and banking sectors, which was mainly attributable to a favorable issuance mix from infrequent issuer activity.

PPIF REVENUE

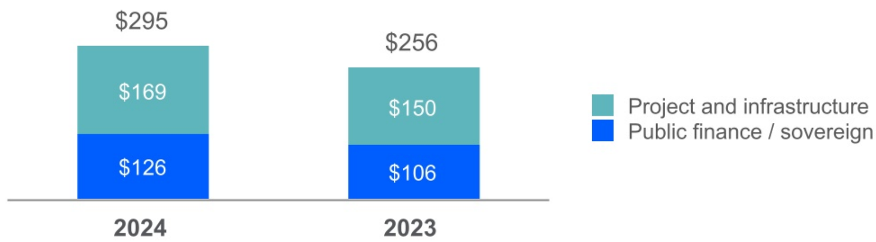
Six months ended June 30,

2024	**2023**



PPIF: Global revenue ⇑ $39 million **U.S. Revenue ⇑ $25 million** **Non-U.S. Revenue ⇑ $14 million**

Global PPIF revenue for the six months ended June 30, 2024 and 2023 was comprised as follows:

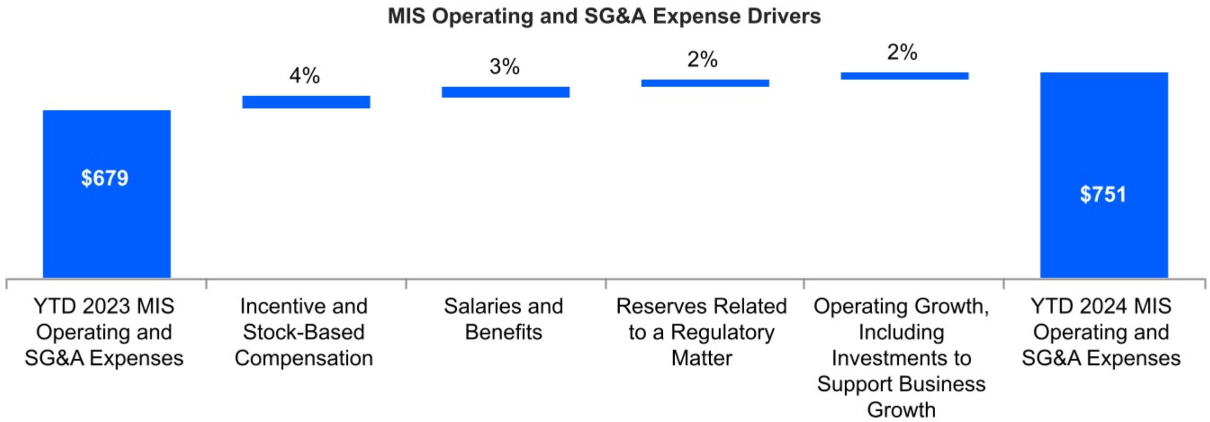


The 15% increase in PPIF revenue reflected increases in both the U.S. (16%) and internationally (14%).

Transaction revenue increased $37 million compared to the same period in the prior year, primarily due to:

- higher issuance from U.S. Public Finance issuers, reflecting increased activity in the state and local government and higher education and housing sectors; and
- higher Project Finance activity in the U.S. and Canada supported by continued market improvement.

MIS: YTD Operating and SG&A Expense ⇑ $72 million



Compensation expenses of $549 million increased $45 million with the most notable drivers of the growth reflecting:

— an increase in incentive and stock-based compensation driven by higher headcount and actual/projected financial and operating performance; and

— growth in salaries and benefits reflecting higher headcount and annual salary increases

Non-compensation expenses of $202 million increased $27 million with the most notable drivers of the growth reflecting:

— an increase in reserves relating to a regulatory investigation, which is more fully discussed in Note 15 to the consolidated financial statements; and

— an increase in costs to support operating growth, including investments to support technology and innovation

Adjusted Operating Margin of 63.9% ⇑ 760 BPS

The MIS Adjusted Operating Margin expansion primarily reflected the aforementioned 35% increase in revenue, partially offset by growth of 11% in operating and SG&A expenses.

Restructuring Charges

The amounts in both periods reflect charges/adjustments related to the Company's 2022 - 2023 Geolocation Restructuring Program as more fully discussed in Note 9 to the consolidated financial statements.

LIQUIDITY AND CAPITAL RESOURCES

Moody's remains committed to using its cash flow to create value for shareholders by both investing in the Company's employees and growing the business through targeted organic initiatives and inorganic acquisitions aligned with strategic priorities. Additional excess capital is returned to the Company’s shareholders via a combination of dividends and share repurchases.

Cash Flow

The Company is currently financing its operations, capital expenditures and share repurchases from operating and financing cash flows.

The following is a summary of the changes in the Company’s cash flows followed by a brief discussion of these changes:

	Six Months Ended June 30,		$ Change
	2024	2023	Favorable (Unfavorable)
Net cash provided by operating activities	**$ 1,461**	$ 1,212	$ 249
Net cash used in investing activities	**$ (191)**	$ (103)	$ (88)
Net cash used in financing activities	**$ (731)**	$ (624)	$ (107)
Free Cash Flow (1)	**$ 1,290**	$ 1,085	$ 205

(1) Free Cash Flow is a non-GAAP measure and is defined by the Company as net cash provided by operating activities minus cash paid for capital expenditures. Refer to “Non-GAAP Financial Measures” of this MD&A for further information on this financial measure.

Net cash provided by operating activities

Net cash flows from operating activities in the six months ended June 30, 2024 increased by $249 million compared to the same period in 2023, with the most notable drivers reflecting:

– growth in operating income of $472 million;

partially offset by:

– $154 million in higher income tax payments in the current year; and

– various changes in working capital.

Net cash used in investing activities

The $88 million increase in cash used in investing activities in the six months ended June 30, 2024 compared to the same period in 2023 was primarily due to:

– higher cash paid for capital additions of $44 million compared to the prior year reflecting both costs to support investments in company-wide technology infrastructure coupled with costs related to the development of SaaS-based solutions in MA; and

– higher net purchases of investments in 2024 of $34 million.

Net cash used in financing activities

The $107 million increase in cash used in financing activities in the six months ended June 30, 2024 compared to the same period in the prior year was primarily attributed to:

– higher cash paid in 2024 for treasury share repurchases of $276 million;

partially offset by:

– a $200 million repayment of notes payable in the second quarter of 2023.

Cash and cash equivalents and short-term investments

The Company's aggregate cash and cash equivalents and short-term investments of $2.7 billion at June 30, 2024 included approximately $1.9 billion located outside of the U.S. Approximately 39% of the Company's aggregate cash and cash equivalents and short-term investments is denominated in euros and GBP. The Company manages both its U.S. and non-U.S. cash flow to maintain sufficient liquidity in all regions to effectively meet its operating needs.

As a result of the Tax Act, all previously net undistributed foreign earnings have now been subject to U.S. tax. The Company continues to evaluate which entities it will indefinitely reinvest earnings outside the U.S. The Company has provided deferred taxes for those entities whose earnings are not considered indefinitely reinvested. Accordingly, the Company continues to repatriate a portion of its non-U.S. cash in these subsidiaries and will continue to repatriate certain of its offshore cash in a manner that addresses compliance with local statutory requirements, sufficient offshore working capital and any other factors that may be relevant in certain jurisdictions. Notwithstanding the Tax Act, which generally eliminated federal income tax on future cash repatriation to the U.S., cash repatriation may be subject to state and local taxes or withholding or similar taxes.

Material Cash Requirements

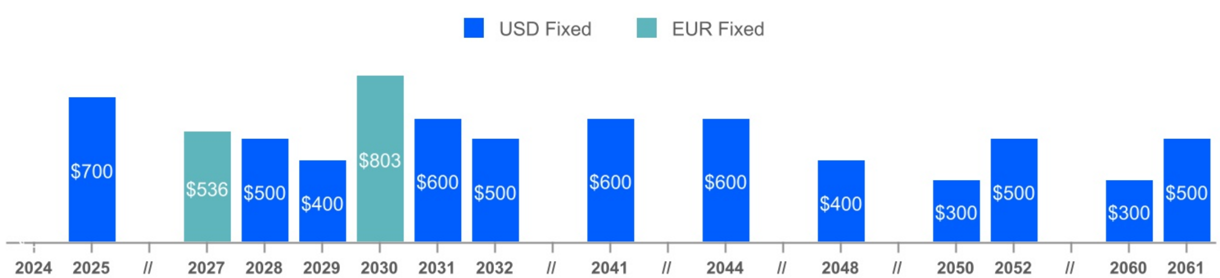
The Company's material cash requirements consist of the following contractual and other obligations:

Financing Arrangements

Indebtedness

At June 30, 2024, Moody's had $6.9 billion of outstanding debt and approximately $1 billion of additional capacity available under the Company's CP Program, which is backstopped by the $1.25 billion 2024 Facility.

The repayment schedule for the Company's borrowings outstanding at June 30, 2024 is as follows:



For additional information on the Company's outstanding debt, refer to Note 13 to the consolidated financial statements.

Future interest payments and fees associated with the Company's debt and credit facility are expected to be $4.8 billion, of which approximately $300 million is expected to be paid in each of the next five years, and the remaining amount expected to be paid thereafter.

Management may consider pursuing additional long-term financing when it is appropriate in light of cash requirements for operations, share repurchases and other strategic opportunities, which could result in higher financing costs.

Purchase Obligations

Purchase obligations generally include multi-year agreements with vendors to purchase goods or services and mainly include data center/cloud hosting fees and fees for information technology licensing and maintenance. As of June 30, 2024, these purchase obligations totaled $683 million, of which approximately 40% is expected to be paid in the next twelve months and another approximate 40% expected to be paid over the next two subsequent years, with the remainder to be paid thereafter.

Leases

The Company has remaining payments relating to its operating leases of $384 million at June 30, 2024, primarily related to real estate leases, of which $117 million in payments are expected over the next twelve months. For more information on the expected cash flows relating to the Company's operating leases, refer to Note 14 to the consolidated financial statements.

Pension and Other Retirement Plan Obligations

The Company does not anticipate making significant contributions to its funded pension plan in the next twelve months. This plan is overfunded at June 30, 2024, and accordingly holds sufficient investments to fund future benefit obligations. Payments for the Company's unfunded plans are not expected to be material in either the short or long-term.

Dividends and share repurchases

On July 22, 2024, the Board approved the declaration of a quarterly dividend of $0.85 per share for Moody’s common stock, payable September 6, 2024 to shareholders of record at the close of business on August 16, 2024. The continued payment of dividends at this rate, or at all, is subject to the discretion of the Board.

On February 5, 2024, the Board approved an additional $1 billion in share repurchase authority. At June 30, 2024, the Company had approximately $975 million of remaining authority. There is no established expiration date for the remaining authorization.

Sources of Funding to Satisfy Material Cash Requirements

The Company believes that it has the financial resources needed to meet its cash requirements and expects to have positive operating cash flow over the next twelve months. Cash requirements for periods beyond the next twelve months will depend, among other things, on the Company’s profitability and its ability to manage working capital requirements. The Company may also borrow from various sources as described above.

NON-GAAP FINANCIAL MEASURES

In addition to its reported results, Moody’s has included in this MD&A certain adjusted results that the SEC defines as “Non-GAAP financial measures.” Management believes that such adjusted financial measures, when read in conjunction with the Company’s reported results, can provide useful supplemental information for investors analyzing period-to-period comparisons of the Company’s performance, facilitate comparisons to competitors’ operating results and can provide greater transparency to investors of supplemental information used by management in its financial and operational decision-making. These adjusted measures, as defined by the Company, are not necessarily comparable to similarly defined measures of other companies. Furthermore, these adjusted measures should not be viewed in isolation or used as a substitute for other GAAP measures in assessing the operating performance or cash flows of the Company. Below are brief descriptions of the Company’s adjusted financial measures accompanied by a reconciliation of the adjusted measure to its most directly comparable GAAP measure:

***Adjusted Operating Income and Adjusted Operating Margin*:**

The Company presents Adjusted Operating Income and Adjusted Operating Margin because management deems these metrics to be useful measures to provide additional perspective on Moody's operating performance. Adjusted Operating Income excludes the impact of: i) depreciation and amortization; ii) restructuring charges/adjustments; and iii) charges related to an asset abandonment. Depreciation and amortization are excluded because companies utilize productive assets of different estimated useful lives and use different methods of acquiring and depreciating productive assets. Restructuring charges/adjustments and charges related to asset abandonment are excluded as the frequency and magnitude of these charges may vary widely across periods and companies.

Management believes that the exclusion of the aforementioned items, as detailed in the reconciliation below, allows for an additional perspective on the Company’s operating results from period to period and across companies. The Company defines Adjusted Operating Margin as Adjusted Operating Income divided by revenue.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
Operating income	**$ 775**	$ 550	**$ 1,576**	$ 1,104
Adjustments:				
Depreciation and amortization	**110**	93	**210**	181
Restructuring	**2**	10	**7**	24
Charges related to asset abandonment	**15**	—	**15**	—
Adjusted Operating Income	**$ 902**	$ 653	**$ 1,808**	$ 1,309
Operating margin	**42.7 %**	36.8 %	**43.7 %**	37.2 %
Adjusted Operating Margin	**49.6 %**	43.7 %	**50.2 %**	44.2 %

Adjusted Net Income and Adjusted Diluted EPS attributable to Moody's common shareholders:

The Company presents Adjusted Net Income and Adjusted Diluted EPS because management deems these metrics to be useful measures to provide additional perspective on Moody's operating performance. Adjusted Net Income and Adjusted Diluted EPS exclude the impact of: i) amortization of acquired intangible assets; ii) restructuring charges/adjustments; and iii) charges related to asset abandonment.

The Company excludes the impact of amortization of acquired intangible assets as companies utilize intangible assets with different estimated useful lives and have different methods of acquiring and amortizing intangible assets. These intangible assets were recorded as part of acquisition accounting and contribute to revenue generation. The amortization of intangible assets related to acquisitions will recur in future periods until such intangible assets have been fully amortized. Furthermore, the timing and magnitude of business combination transactions are not predictable and the purchase price allocated to amortizable intangible assets and the related amortization period are unique to each acquisition and can vary significantly from period to period and across companies. Restructuring charges/adjustments and charges related to asset abandonment are excluded as the frequency and magnitude of these items may vary widely across periods and companies.

The Company excludes the aforementioned items to provide additional perspective when comparing net income and diluted EPS from period to period and across companies as the frequency and magnitude of similar transactions may vary widely across periods.

Amounts in millions	Three Months Ended June 30, 2024		Three Months Ended June 30, 2023		Six Months Ended June 30, 2024		Six Months Ended June 30, 2023	
Net Income attributable to Moody's common shareholders		**$ 552**		$ 377		**$ 1,129**		$ 878
Pre-tax Acquisition-Related Intangible Amortization Expenses	**$ 48**		$ 50		**$ 97**		$ 101	
Tax on Acquisition-Related Intangible Amortization Expenses	**(12)**		(12)		**(24)**		(24)	
Net Acquisition-Related Intangible Amortization Expenses		**36**		38		**73**		77
Pre-tax restructuring	**$ 2**		$ 10		**$ 7**		$ 24	
Tax on restructuring	**(1)**		(2)		**(2)**		(6)	
Net restructuring		**1**		8		**5**		18
Pre-tax charges related to asset abandonment	**$ 15**		$ —		**$ 15**		$ —	
Tax on charges related to asset abandonment	**(4)**		—		**(4)**		—	
Net charges related to asset abandonment		**11**		—		**11**		—
Adjusted Net Income		**$ 600**		$ 423		**$ 1,218**		$ 973

	Three Months Ended June 30, 2024		Three Months Ended June 30, 2023		Six Months Ended June 30, 2024		Six Months Ended June 30, 2023	
Diluted earnings per share attributable to Moody's common shareholders		**$ 3.02**		$ 2.05		**$ 6.16**		$ 4.77
Pre-tax Acquisition-Related Intangible Amortization Expenses	**$ 0.26**		$ 0.27		**$ 0.53**		$ 0.55	
Tax on Acquisition-Related Intangible Amortization Expenses	**(0.07)**		(0.06)		**(0.13)**		(0.13)	
Net Acquisition-Related Intangible Amortization Expenses		**0.19**		0.21		**0.40**		0.42
Pre-tax restructuring	**$ 0.01**		$ 0.05		**$ 0.04**		$ 0.13	
Tax on restructuring	**—**		(0.01)		**(0.01)**		(0.03)	
Net restructuring		**0.01**		0.04		**0.03**		0.10
Pre-tax charges related to asset abandonment	**$ 0.08**		$ —		**$ 0.08**		$ —	
Tax on charges related to asset abandonment	**(0.02)**		—		**(0.02)**		—	
Net charges related to asset abandonment		**0.06**		—		**0.06**		—
Adjusted Diluted EPS		**$ 3.28**		$ 2.30		**$ 6.65**		$ 5.29

Note: the tax impacts in the table above were calculated using tax rates in effect in the jurisdiction for which the item relates.

***Free Cash Flow**:*

The Company defines Free Cash Flow as net cash provided by operating activities minus cash paid for capital additions. Management believes that Free Cash Flow is a useful metric in assessing the Company's cash flows to service debt, pay dividends and to fund acquisitions and share repurchases. Management deems capital expenditures essential to the Company's product and service innovations and maintenance of Moody's operational capabilities. Accordingly, capital expenditures are deemed to be a recurring use of Moody's cash flow. Below is a reconciliation of the Company's net cash flows from operating activities to Free Cash Flow:

	Six Months Ended June 30,	
	2024	**2023**
Net cash provided by operating activities	**$ 1,461**	$ 1,212
Capital additions	**(171)**	(127)
Free Cash Flow	**$ 1,290**	$ 1,085
Net cash used in investing activities	**$ (191)**	$ (103)
Net cash used in financing activities	**$ (731)**	$ (624)

Key Performance Metrics:

The Company presents Annualized Recurring Revenue ("ARR") on a constant currency organic basis for its MA business as a supplemental performance metric to provide additional insight on the estimated value of MA's recurring revenue contracts at a given point in time. The Company uses ARR to manage and monitor performance of its MA operating segment and believes that this metric is a key indicator of the trajectory of MA's recurring revenue base.

The Company calculates ARR by taking the total recurring contract value for each active renewable contract as of the reporting date, divided by the number of days in the contract and multiplied by 365 days to create an annualized value. The Company defines renewable contracts as subscriptions, term licenses, maintenance and renewable services. ARR excludes transaction sales including training, one-time services and perpetual licenses. In order to compare period-over-period ARR excluding the effects of foreign currency translation, the Company bases the calculation on currency rates utilized in its current year operating budget and holds these FX rates constant for the duration of all current and prior periods being reported. Additionally, ARR excludes contracts related to acquisitions to provide additional perspective in assessing growth excluding the impacts from certain acquisition activity.

The Company's definition of ARR may differ from definitions utilized by other companies reporting similarly named measures, and this metric should be viewed in addition to, and not as a substitute for, financial measures presented in accordance with GAAP.

Amounts in millions	**June 30, 2024**	**June 30, 2023**	**Change**	**Growth**
MA ARR				
Decision Solutions				
Banking	**$ 428**	$ 392	$ 36	9%
Insurance	**569**	500	69	14%
KYC	**352**	298	54	18%
Total Decision Solutions	**$ 1,349**	$ 1,190	$ 159	13%
Research and Insights	**902**	850	52	6%
Data and Information	**854**	773	81	10%
Total MA ARR	**$ 3,105**	$ 2,813	$ 292	10%

RECENTLY ISSUED ACCOUNTING STANDARDS

Refer to Note 1 to the consolidated financial statements located in Part I of this Form 10-Q for a discussion on the impact to the Company relating to recently issued accounting pronouncements.

CONTINGENCIES

Legal proceedings in which the Company is involved also may impact Moody's liquidity or operating results. No assurance can be provided as to the outcome of such proceedings. In addition, litigation inherently involves significant costs. For information regarding legal proceedings, see Item 1 - "Financial Statements," Note 15 "Contingencies" in this Form 10-Q.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this quarterly report on Form 10-Q are forward-looking statements and are based on future expectations, plans and prospects for the Company's business and operations that involve a number of risks and uncertainties. Such statements involve estimates, projections, goals, forecasts, assumptions and uncertainties that could cause actual results or outcomes to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements. Those statements appear at various places throughout this quarterly report on Form 10-Q, including in the sections entitled "Contingencies" under Item 2, "MD&A," commencing on page 38 of this quarterly report on Form 10-Q, under "Legal Proceedings" in Part II, Item 1, of this Form 10-Q, and elsewhere in the context of statements containing the words "believe," "expect," "anticipate," "intend," "plan," "will," "predict," "potential," "continue," "strategy," "aspire," "target," "forecast," "project," "estimate," "should," "could," "may," and similar expressions or words and variations thereof relating to the Company's views on future events, trends and contingencies or otherwise convey the prospective nature of events or outcomes generally indicative of forward-looking statements. Stockholders and investors are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements and other information in this document are made as of the date of this quarterly report on Form 10-Q, and the Company undertakes no obligation (nor does it intend) to publicly supplement, update or revise such statements on a going-forward basis, whether as a result of subsequent developments, changed expectations or otherwise, except as required by applicable law or regulation. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is identifying certain factors that could cause actual results to differ, perhaps materially, from those indicated by these forward-looking statements.

Those factors, risks and uncertainties include, but are not limited to:

- the impact of general economic conditions (including significant government debt and deficit levels and inflation and related monetary policy actions by governments in response to inflation) on worldwide credit markets and on economic activity, including on the volume of mergers and acquisitions, and their effects on the volume of debt and other securities issued in domestic and/or global capital markets;
- the uncertain effectiveness and possible collateral consequences of U.S. and foreign government initiatives and monetary policy to respond to the current economic climate, including instability of financial institutions, credit quality concerns, and other potential impacts of volatility in financial and credit markets;
- the global impacts of the Russia-Ukraine military conflict and the military conflict in Israel and the surrounding areas on volatility in world financial markets, on general economic conditions and GDP in the U.S. and worldwide, on global relations and on the Company's own operations and personnel;
- other matters that could affect the volume of debt and other securities issued in domestic and/or global capital markets, including regulation, increased utilization of technologies that have the potential to intensify competition and accelerate disruption and disintermediation in the financial services industry, as well as the number of issuances of securities without ratings or securities which are rated or evaluated by non-traditional parties;
- the level of merger and acquisition activity in the U.S. and abroad;
- the uncertain effectiveness and possible collateral consequences of U.S. and foreign government actions affecting credit markets, international trade and economic policy, including those related to tariffs, tax agreements and trade barriers;
- the impact of MIS's withdrawal of its credit ratings on countries or entities within countries and of Moody's no longer conducting commercial operations in countries where political instability warrants such actions;
- concerns in the marketplace affecting our credibility or otherwise affecting market perceptions of the integrity or utility of independent credit agency ratings;
- the introduction or development of competing and/or emerging technologies and products;
- pricing pressure from competitors and/or customers;
- the level of success of new product development and global expansion;
- the impact of regulation as an NRSRO, the potential for new U.S., state and local legislation and regulations;
- the potential for increased competition and regulation in the jurisdictions in which we operate, including the EU;
- exposure to litigation related to our rating opinions, as well as any other litigation, government and regulatory proceedings, investigations and inquiries to which Moody's may be subject from time to time;
- provisions in U.S. legislation modifying the pleading standards and EU regulations modifying the liability standards, applicable to CRAs in a manner adverse to CRAs;
- provisions of EU regulations imposing additional procedural and substantive requirements on the pricing of services and the expansion of supervisory remit to include non-EU ratings used for regulatory purposes;
- uncertainty regarding the future relationship between the U.S. and China;
- the possible loss of key employees and the impact of the global labor environment;

- failures or malfunctions of our operations and infrastructure;
- any vulnerabilities to cyber threats or other cybersecurity concerns;
- the timing and effectiveness of any restructuring programs;
- currency and foreign exchange volatility;
- the outcome of any review by tax authorities of Moody's global tax planning initiatives;
- exposure to potential criminal sanctions or civil remedies if Moody's fails to comply with foreign and U.S. laws and regulations that are applicable in the jurisdictions in which Moody's operates, including data protection and privacy laws, sanctions laws, anti-corruption laws, and local laws prohibiting corrupt payments to government officials;
- the impact of mergers, acquisitions, such as our acquisition of RMS, or other business combinations and the ability of Moody's to successfully integrate acquired businesses;
- the level of future cash flows;
- the levels of capital investments; and
- a decline in the demand for credit risk management tools by financial institutions.

These factors, risks and uncertainties as well as other risks and uncertainties that could cause Moody's actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements are described in greater detail under "Risk Factors" in Part I, Item 1A of Moody's annual report on Form 10-K for the year ended December 31, 2023, and in other filings made by the Company from time to time with the SEC or in materials incorporated herein or therein. Stockholders and investors are cautioned that the occurrence of any of these factors, risks and uncertainties may cause the Company's actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements, which could have a material and adverse effect on the Company's business, results of operations and financial condition. New factors may emerge from time to time, and it is not possible for the Company to predict new factors, nor can the Company assess the potential effect of any new factors on it. Forward-looking and other statements in this document may also address our corporate responsibility progress, plans, and goals (including sustainability and environmental matters), and the inclusion of such statements is not an indication that these contents are necessarily material to investors or required to be disclosed in the Company's filings with the Securities and Exchange Commission. In addition, historical, current, and forward-looking sustainability-related statements may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant changes to the Company's market risk during the six months ended June 30, 2024. For a discussion of the Company's exposure to market risk, refer to the Company's market risk disclosures set forth in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" of our Form 10-K for the year ended December 31, 2023.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures: The Company carried out an evaluation, as required by Rule 13a-15(b) under the Exchange Act, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, as of the end of the period covered by this report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the communication to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, has determined that there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, these internal controls over financial reporting during the three-month period ended June 30, 2024.

The Company's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives as specified above. The Company's management does not expect, however, that our disclosure controls and procedures will prevent or detect all instances of error and fraud. Any control system, regardless of how well designed and operated, is based upon certain assumptions, and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For information regarding legal proceedings, see Item 1 – “Financial Statements – Notes to Consolidated Financial Statements (Unaudited),” Note 15 “Contingencies” in this Form 10-Q.

Item 1A. Risk Factors

There have been no material changes from the significant risk factors and uncertainties previously disclosed under the heading "Risk Factors" in the Company's annual report on Form 10-K for the year ended December 31, 2023, that if they were to occur, could materially adversely affect the Company’s business, financial condition, operating results and/or cash flow. For a discussion of the Company’s risk factors, refer to Item 1A. “Risk Factors” contained in the Company’s annual report on Form 10-K for the year ended December 31, 2023.

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

MOODY'S PURCHASES OF EQUITY SECURITIES

For the three months ended June 30, 2024

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares That May Yet be Purchased Under the Program(2)
April 1- 30	263,932	$ 384.68	261,485	$ 1,138 million
May 1- 31	192,057	$ 394.81	188,051	$ 1,064 million
June 1- 30	218,251	$ 410.84	218,200	$ 975 million
Total	674,240	$ 396.08	667,736	

(1) Includes surrender to the Company of 2,447; 4,006; and 51 shares of common stock in April, May, and June, respectively, to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees.

(2) As of the last day of each of the months. On February 5, 2024, the Board of Directors authorized $1 billion in share repurchase authority. At June 30, 2024 there was approximately $975 million of share repurchase authority remaining. There is no established expiration date for the remaining authorization.

During the second quarter of 2024, Moody’s issued a net 100,000 shares under employee stock-based compensation plans.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

Exhibit No	Description
3	ARTICLES OF INCORPORATION AND BY-LAWS
.1	Restated Certificate of Incorporation of the Registrant, effective April 17, 2024 (incorporated by reference to Exhibit 3.3 to the Report on Form 8-K of the Registrant, file number 1-14037, filed April 19, 2024)
.2	Amended and Restated By-laws of Moody's Corporation, effective April 17, 2024 (incorporated by reference to Exhibit 3.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed April 19, 2024)
10	**Material Contracts**
.1	Credit Agreement, dated as of May 6, 2024, among Moody's Corporation, the borrowing subsidiaries party thereto, the lenders and issuing banks party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other agents party thereto (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14-37, filed May 6, 2024)
31	CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
.1*	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
.2*	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	CERTIFICATIONS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The Company has furnished this certification and does not intend for it to be considered filed under the Securities Exchange Act of 1934 or incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934
.2*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The Company has furnished this certification and does not intend for it to be considered filed under the Securities Exchange Act of 1934 or incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934
101.INS*	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Definitions Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith

† Management contract of compensatory plan or arrangement

SIGNATURES

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

MOODY'S CORPORATION

By: / S / NOÉMIE HEULAND

Noémie Heuland

Senior Vice President and Chief Financial Officer

(principal financial officer)

Date: July 24, 2024

Exhibit 31.1

**CHIEF EXECUTIVE OFFICER CERTIFICATION
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Robert Fauber, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Moody's Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods 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 15(d)-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.

/ S / ROBERT FAUBER

Robert Fauber
President and Chief Executive Officer

July 24, 2024

Exhibit 31.2

**CHIEF FINANCIAL OFFICER CERTIFICATION
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Noémie Heuland, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Moody’s Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods 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 15(d)-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.

/ S / NOÉMIE HEULAND

Noémie Heuland

Senior Vice President and Chief Financial Officer

July 24, 2024

Exhibit 32.1

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

In connection with the Quarterly Report of Moody's Corporation (the "Company") on Form 10-Q for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Fauber, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

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

/ S / ROBERT FAUBER

Robert Fauber
President and Chief Executive Officer

July 24, 2024

Exhibit 32.2

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

In connection with the Quarterly Report of Moody’s Corporation (the “Company”) on Form 10-Q for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Noémie Heuland, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

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

/ S / NOÉMIE HEULAND

Noémie Heuland
Senior Vice President and Chief Financial Officer

July 24, 2024