

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K**

(Mark One)

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

For the fiscal year ended December 31, 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 001-15451



United Parcel Service, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

55 Glenlake Parkway, N.E Atlanta, Georgia
(Address of Principal Executive Offices)

58-2480149
(I.R.S. Employer
Identification No.)

30328
(Zip Code)

(404) 828-6000

(Registrant's telephone number, including area code)

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

| Title of Each Class | Trading Symbol | Name of Each Exchange on Which Registered |
|--|----------------|---|
| Class B common stock, par value \$0.01 per share | UPS | New York Stock Exchange |
| 1.625% Senior Notes due 2025 | UPS25 | New York Stock Exchange |
| 1% Senior Notes due 2028 | UPS28 | New York Stock Exchange |
| 1.500% Senior Notes due 2032 | UPS32 | New York Stock Exchange |

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

Class A common stock, par value \$0.01 per share

(Title of Class)

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

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

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

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

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

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

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

The aggregate market value of the class B common stock held by non-affiliates of the registrant was \$0,185,550,613 as of June 28, 2024. The registrant's class A common stock is not listed on a national securities exchange or traded in an organized over-the-counter market, but each share of the registrant's class A common stock is convertible into one share of the registrant's class B common stock.

As of February 3, 2025, there were 14,298,155 outstanding shares of class A common stock and 739,873,795 outstanding shares of class B common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its annual meeting of shareholders scheduled for May 8, 2025 are incorporated by reference into Part III of this report.

**UNITED PARCEL SERVICE, INC.
ANNUAL REPORT ON FORM 10-K
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PART I

Cautionary Statement About Forward-Looking Statements

This report and our other filings with the Securities and Exchange Commission ("SEC") contain and in the future may contain "forward-looking statements." Statements other than those of current or historical fact, and all statements accompanied by terms such as "will," "believe," "project," "expect," "estimate," "assume," "intend," "anticipate," "target," "plan" and similar terms, are intended to be forward-looking statements.

From time to time, we also include written or oral forward-looking statements in other publicly disclosed materials. Such statements may relate to our intent, belief, forecasts of, or current expectations about our strategic direction, prospects, future results or future events; they do not relate strictly to historical or current facts. Management believes that these forward-looking statements are reasonable as and when made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made and the future, by its very nature, cannot be predicted with certainty.

Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or anticipated results. These risks and uncertainties include, but are not limited to, those described in Part I, "Item 1A. Risk Factors" and elsewhere in this report and may also be described from time to time in our future reports filed with the SEC. You should consider the limitations on, and risks associated with, forward-looking statements and not unduly rely on the accuracy of predictions contained in such forward-looking statements. We do not undertake any obligation to update forward-looking statements to reflect events, circumstances, changes in expectations or the occurrence of unanticipated events after the date of those statements, except as required by law.

The Company routinely posts important information, including news releases, announcements, materials provided or displayed at analyst or investor conferences, and other statements about its business and results of operations, that may be deemed material to investors on the Company's Investors Relations website at www.investors.ups.com. The Company uses its website as a means of disclosing material, nonpublic information and for complying with the Company's disclosure obligations under Regulation FD. Investors should monitor the Company's Investor Relations website in addition to following the Company's press releases, filings with the SEC, public conference calls and webcasts. We do not incorporate the contents of any website into this or any other report we file with the SEC.

Item 1. Business

Overview

United Parcel Service, Inc. ("UPS"), founded in 1907, is a global package delivery and logistics provider. We offer a broad range of industry-leading products and services through our extensive global presence, serving over 200 countries and territories. Our services include transportation and delivery through our integrated air and ground network, distribution, contract logistics, ocean freight, airfreight, customs brokerage and insurance. In 2024, we delivered an average of 22.4 million packages per day, totaling 5.7 billion packages during the year. Total revenue in 2024 was \$91.1 billion.

Strategy

Our strategy focuses on growing in the parts of our market that value our end-to-end network, including healthcare, business to business ("B2B"), small- and medium-sized businesses ("SMBs"), and international. We are continuing our journey to execute our *Customer First, People Led, Innovation Driven* strategy.

Customer First is about reducing friction in the customer experience by anticipating and solving for customers' needs. We are focused on providing differentiated value through our capabilities and service. We strive to enable our customers to better compete and succeed by delivering what they tell us matters the most: speed, ease and service reliability.

People Led focuses on our employee experience and how likely an employee is to recommend UPS employment to a friend or family member. We know successful outcomes are built from a strong culture and sense of partnership. We believe that when we take care of our people, they will take care of our customers.

Innovation Driven is our focus on leveraging technology to optimize the volume that flows through our network. We continually seek to improve the productivity and efficiency of our global integrated network by using technology to move from a scanning to a sensing network, including using RFID technology in our *Smart Package Smart Facilities*.

In the first quarter of 2025, we entered into an agreement in principle with our largest customer to significantly reduce the volume we deliver for them. We are making a deliberate shift to increase our focus on growing higher yielding volume. For additional information on the expected operational and financial impacts of this agreement, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.

Competitive Strengths

Our competitive strengths include:

Global Smart Logistics Network. We believe that our integrated global air and ground network is the most extensive in the industry. We provide all types of package services (air, ground, domestic, international, commercial and residential) through a single pickup and delivery network that can be configured to meet customers' needs. Our sophisticated systems, including our RFID-enabled *Smart Package Smart Facility* technology, enable us to optimize network efficiency, asset utilization and enhance end-to-end visibility.

Global Presence. We serve more than 200 countries and territories. We have a significant presence in all of the world’s major economies, allowing us to effectively and efficiently operate around the world.

Cutting-Edge Technologies. We are a global leader in developing technologies that help customers enhance their shipping and logistics business processes to lower costs, improve service and increase efficiency. We offer a variety of digital tools and capabilities that enable customers to integrate UPS functionality into their distribution channels, intended to deepen customer relationships. These tools allow customers to send, manage and track their shipments, and also provide their customers with value-added data about their shipments.

Broad Portfolio of Services. Our service portfolio allows customers of all sizes to choose their most appropriate option. Increasingly, our customers benefit from UPS capabilities and solutions that integrate our services beyond package delivery. We continue to invest in specialized capabilities like our cold chain and thermal monitoring technologies, which we believe allow us to better serve our healthcare customers.

Customer Relationships. We focus on building and maintaining long-term customer relationships. We believe value-added services beyond package delivery and connecting our small package, supply chain, digital and on-demand services across our customer base, are important to customer retention and growth.

Brand Equity. We have built a leading and trusted brand that stands for service quality, reliability and innovation. Our vehicles and the professional courtesy of our drivers are major contributors to our brand equity.

Distinctive Culture. We believe that the dedication of our employees comes in large part from our strong, purpose-driven culture that fosters trust, partnership and empowerment. We encourage our people to bring their unique perspectives, background, talents and skills to work every day.

Financial Strength. Our financial strength allows us to continue to pursue strategic opportunities that facilitate our growth. This includes investing in digital technology, acquisitions, transportation equipment, facilities and employee development to generate value for shareholders. We seek to maintain a strong credit rating to give us additional flexibility in running the business.

Products and Services; Reporting Segments

We have two reporting segments: U.S. Domestic Package and International Package. Our remaining businesses are reported as Supply Chain Solutions. U.S. Domestic Package and International Package are together referred to as our global small package operations.

Global Small Package

Our global small package operations provide time-definite delivery services for express letters, documents, packages and palletized freight via air and ground services. These services are supported by numerous shipping, visibility and billing technologies including our Digital Access Program, which embeds our shipping solutions directly into leading e-commerce platforms, enabling us to reach SMBs and e-commerce markets more broadly.

We combine all packages within our single, global network, unless dictated by specific service commitments. This enables efficiently scheduled pick ups for any service level. Our network provides unique operational and capital efficiencies that also have a smaller environmental impact than single service network designs.

We offer same-day pickup of air and ground packages seven days a week through a broad variety of network access points including, UPS drop boxes, UPS Access Point locations and The UPS Store locations. UPS drivers can also directly accept packages.

We offer a portfolio of returns services in approximately 150 countries. These returns services are driven by the continued prevalence of e-commerce that has increased our customers' needs for efficient and reliable returns and are designed to promote efficiency and a friction-free consumer experience.

Our global air operations hub is located in Louisville, Kentucky, and is supported by air hubs across the United States ("U.S.") and internationally. We operate international air hubs in Germany, China, Hong Kong, Canada and Florida (for Latin America and the Caribbean). This design enables cost-effective package processing using fewer, larger and more fuel-efficient aircraft.

U.S. Domestic Package

We are a leader in time-definite, guaranteed small package delivery services in the United States. We offer a full spectrum of U.S. domestic air and ground package transportation services. Our U.S. ground fleet serves all business and residential zip codes in the contiguous United States.

- Our air portfolio offers time-definite, same-day, next-day, two-day and three-day delivery alternatives as well as air cargo services.
- Our ground network enables customers to ship using our day-definite ground service. We deliver approximately 16 million ground packages per day, most within one to three business days.
- UPS SurePost provides residential ground service for customers with non-urgent, lightweight residential shipments. Through 2024, final delivery was often provided by the United States Postal Service ("USPS"). Beginning January 1, 2025, in order to have more control over our ability to provide our customers industry-leading service, we have insured this product. For additional information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations".

International Package

International Package consists of our small package operations in Europe, the Indian sub-continent, Middle East and Africa (together "EMEA"), Canada and Latin America (together "Americas") and Asia. We offer a wide selection of guaranteed day- and time-definite international shipping services.

For international package shipments that do not require express services, UPS Worldwide Expedited offers a reliable, deferred, day-definite service option. For cross-border ground package delivery, we offer UPS Standard delivery services within Europe, between the U.S. and Canada, and between the U.S. and Mexico. Worldwide Economy offers a contract-only, e-commerce solution for non-urgent, cross-border shipments. UPS Worldwide Express Freight is a premium international service for urgent, palletized shipments over 150 pounds.

Supply Chain Solutions

Supply Chain Solutions consists of our forwarding, logistics, digital and other businesses. Serving more than 200 countries and territories, we strategically seek to provide integration across increasingly complex, specialized and fragmented supply chains.

Forwarding

We are one of the largest U.S. domestic airfreight carriers and airfreight forwarders globally. We offer a portfolio of guaranteed and non-guaranteed global airfreight services. Additionally, as one of the world's leading non-vessel operating common carriers, we provide ocean freight full container load, less-than-container load and multimodal transportation services between most major ports around the world. We also provide customs brokerage as well as various related services.

In September 2024, we completed the divestiture of our truckload brokerage business ("Coyote"). For additional information on this divestiture, see note 8 to the audited, consolidated financial statements.

Logistics

Our global logistics and distribution business provides value-added fulfillment and transportation management services. We operate both multi-client and dedicated facilities across our network, many of which are strategically located near UPS air

and ground transportation hubs to support rapid delivery to business and consumer markets. We continue to invest in facility automation to enhance operational efficiency.

We offer world-class technology, deep expertise and a highly sophisticated suite of healthcare logistics services. With a strategic focus on serving the unique, priority-handling needs of healthcare and life sciences customers, we continue to increase our complex cold-chain logistics capabilities both in the U.S. and internationally. In furtherance of this strategy, we have continued to grow organically, making investments in facilities to expand our network, and inorganically, including through the acquisitions of Frigo-Trans and Biotech & Pharma Logistics in January 2025.

Digital and other Supply Chain Solutions businesses

Our digital businesses leverage technology to enable a range of on-demand services. Roadie, our crowdsourced delivery platform, offers the convenience of same-day delivery and efficient service for packages that are not compatible with our small package network. Happy Returns offers innovative end-to-end return services that leverage The UPS Store network. We also offer integrated supply chain and high-value shipment insurance solutions through UPS Capital, as well as a range of services through our other Supply Chain Solutions businesses. We believe these services better enable us to meet customers' needs and deepen customer relationships.

Human Capital

Our success is dependent upon our people, working together with a shared purpose. As we seek to capture new opportunities and pursue growth, we are focused on maintaining the culture we have cultivated over our nearly 118-year history and incorporating the new perspectives we need to take the business into the future.

To assist with employee recruitment and retention, we continue to review the competitiveness of our employee value proposition, including benefits and pay, training, talent development and advancement opportunities. For additional information on the importance of our human capital efforts, see "Risk Factors - Business and Operating Risks - Failure to attract or retain qualified employees could materially adversely affect us" and "- Strikes, work stoppages or slowdowns by our employees could materially adversely affect us".

We have approximately 490,000 employees (excluding temporary seasonal employees), of which 406,000 are in the U.S. and 84,000 are located internationally. Our global workforce includes approximately 78,000 management employees (38% of whom are part-time) and 412,000 hourly employees (50% of whom are part-time). More than 75% of our U.S. employees are represented by unions, primarily those employees handling or transporting packages. Many of these employees are employed under a national master agreement and various supplemental agreements with local unions affiliated with the International Brotherhood of Teamsters ("Teamsters"). Our national master agreement with the Teamsters expires on July 31, 2028. In addition, approximately 3,300 of our pilots are represented by the Independent Pilots Association ("IPA"). Our agreement with the IPA becomes amendable September 1, 2025. We have approximately 1,900 airline mechanics who are covered by a collective bargaining agreement with Teamsters Local 2727 which becomes amendable November 1, 2026. In addition, approximately 3,000 of our auto and maintenance mechanics who are not represented by the IBT are employed under a collective bargaining agreement with the International Association of Machinists and Aerospace Workers ("IAM"). In July 2024, the IAM ratified a new collective bargaining agreement that will expire on July 31, 2029.

During 2024, we executed under our "Fit to Serve" initiative, intended to right-size our business and create a more efficient operating model to enhance responsiveness to changing market dynamics. During 2024, we reduced our workforce by approximately 14,000 positions, primarily within management. Fit to Serve is expected to conclude in 2025.

In January 2025, we announced a reconfiguration of our U.S. network and *Efficiency Reimagined* initiatives. We expect these actions to result in decreases in the size of our operational and management workforce. For additional information on the expected operational and financial impacts of these initiatives, see "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Oversight and management

Our board, directly and through the Compensation and Human Capital Committee, is responsible for oversight of human capital matters. Effective oversight is accomplished through a variety of methods and processes including regular updates and discussions around human capital transformation efforts, technology initiatives impacting the workforce, health and safety matters, employee survey results related to culture and other matters, hiring and retention, employee backgrounds, labor relations and contract negotiations, compensation and benefits, succession planning and employee training initiatives.

In addition, the Compensation and Human Capital Committee charter includes oversight responsibility for performance and talent management, workforce representation, work culture and employee development and retention. We believe the board's oversight of these matters helps identify and mitigate exposure to labor and human capital management risks and is part of the broader framework that guides how we attract, retain and develop a workforce that aligns with our values and strategies.

Additional information on our human capital efforts is contained in our annual sustainability report, which describes our activities that support our commitment to acting responsibly and contributing to society. This report is available under the heading "Our Impact" at www.about.ups.com.

Collective bargaining

We bargain in good faith with the unions that represent our employees. We frequently engage union leaders at the national level and at local chapters throughout the United States. We participate in works councils and associations outside the U.S., which allows us to respond to emerging issues abroad. This work helps our operations to build and maintain productive relationships with our employees. For additional information regarding employees employed under collective bargaining agreements, see note 6 to the audited, consolidated financial statements.

Employee health and safety

We seek to provide industry-leading employee health, safety and wellness programs across our workforce. UPS's Comprehensive Health and Safety Program ("CHSP") is an occupational health and safety system tailored to our varied operational environments.

Our CHSP covers a wide array of roles, from package handling to administration, and spans geographical boundaries to include sorting facilities, mobile logistics, administrative offices, and other locations worldwide. UPS conducts audits to assess specific risks and hazards, including equipment safety, workplace environment, and emergency response protocols. We monitor our safety performance through various measurable targets, including recordable injury frequency, lost time injury frequency and the number of recorded auto accidents.

Customers

Building and maintaining long-term customer relationships through superior service is a competitive strength of UPS. In 2024, we served 1.6 million shipping customers and more than 10.1 million delivery recipients daily. For the year ended December 31, 2024, one customer, Amazon.com, Inc. and its affiliates, represented approximately 11.8% of our consolidated revenues, substantially all of which was within our U.S. Domestic Package segment. In the first quarter of 2025, we entered into an agreement in principle with this customer that will provide for a reduction in their volume by more than 50% by June 2026. For additional information on the expected operational and financial impacts arising from this agreement, see "Management's Discussion and Analysis of Financial Condition and Results of Operations". For additional information on this and other customers, see "Risk Factors - Business and Operating Risks - Changes in our relationships with any of our significant customers, including the loss or reduction in business from one or more of them, could have a material adverse effect on us" and note 14 to the audited, consolidated financial statements.

Competition

We offer a broad array of transportation and logistics services and compete with many local, regional, national and international logistics providers as well as national postal services. We believe our strategy, network and competitive strengths position us well to compete in the marketplace. For additional information on our competitive environment, see "Risk Factors - Business and Operating Risks - Our industry is rapidly evolving. We expect to continue to face significant competition, which could materially adversely affect us".

Government Regulation

We are subject to numerous laws and regulations in the countries in which we operate. Continued compliance with increasingly stringent laws, regulations and policies in the U.S. and in the other countries in which we operate may result in materially increased costs, or we could be subject to substantial fines or possible revocation of our authority to conduct our operations.

Air Operations

The U.S. Department of Transportation ("DOT"), the Federal Aviation Administration ("FAA") and the U.S. Department of Homeland Security, through the Transportation Security Administration ("TSA"), have primary regulatory authority over our air transportation services.

The DOT's authority primarily relates to economic aspects of air transportation, such as operating authority, insurance requirements, pricing, non-competitive practices, interlocking relations and cooperative agreements. The DOT also regulates international routes, fares, rates and practices and is authorized to investigate and take action against discriminatory treatment of U.S. air carriers abroad. International operating rights for U.S. airlines are usually subject to bilateral agreements between the U.S. and foreign governments or, in the absence of such agreements, by principles of reciprocity. We are also subject to current and potential aviation, health, customs and immigration regulations imposed by governments in other countries in which we operate, including registration and license requirements and security regulations. We have international route operating rights granted by the DOT and we may apply for additional authorities when those operating rights are available and are required for the efficient operation of our international network. The efficiency and flexibility of our international air transportation network is subject to DOT and foreign government regulations and operating restrictions.

The FAA's authority primarily relates to operational, technical and safety aspects of air transportation, including certification, aircraft operating procedures, transportation of hazardous materials, record keeping standards and maintenance activities and personnel. In addition, we are subject to non-U.S. government regulation of aviation rights involving non-U.S. jurisdictions and non-U.S. customs regulation.

UPS's aircrew, dispatch and aircraft maintenance certification, training, programs and procedures, including aircraft inspection and repair at periodic intervals, are approved for all aircraft and carrier operations under FAA regulations. The future cost of changes and repairs pursuant to these programs and procedures may fluctuate according to aircraft condition, age and the enactment of additional FAA regulatory requirements.

The TSA regulates various security aspects of air cargo transportation. Our airport and off-airport locations, as well as our personnel, facilities and procedures involved in air cargo transportation must comply with TSA regulations.

We participate in the Civil Reserve Air Fleet ("CRAF") program. Our participation in this program allows the U.S. Department of Defense ("DOD") to requisition specified UPS aircraft for military use during a national defense emergency. The DOD is required to compensate us for any use of aircraft under the CRAF program. In addition, participation in the CRAF program entitles us to bid for other U.S. Government opportunities including small package and airfreight.

Ground Operations

Our ground transportation of packages in the U.S. is subject to regulation by the DOT and its agency, the Federal Motor Carrier Safety Administration (the "FMCSA"). Ground transportation also falls under state jurisdiction with respect to the regulation of operations, safety and insurance. Our ground transportation of hazardous materials in the U.S. is subject to regulation by the DOT's Pipeline and Hazardous Materials Safety Administration. We also must comply with safety and fitness regulations promulgated by the FMCSA, including those relating to drug and alcohol testing and hours of service for drivers. Ground transportation of packages outside of the U.S. is subject to similar regulatory schemes in the countries in which we transport those packages.

The Postal Reorganization Act of 1970 created the USPS as an independent establishment of the executive branch of the federal government, and created the Postal Rate Commission, an independent agency, to recommend postal rates. The Postal Accountability and Enhancement Act of 2006 amended the 1970 Act to give the re-named Postal Regulatory Commission revised oversight authority over many aspects of the USPS, including postal rates, product offerings and service standards. As a result of recent changes in the USPS operating model, in January 2025 we announced that we have begun delivering 100% of our SurePost volume. We sometimes participate in proceedings before the Postal Regulatory Commission in an attempt to facilitate compliance with fair competition requirements for competitive services.

Our ground operations are also subject to compliance with various cargo-security and transportation regulations issued by the U.S. Department of Homeland Security, including regulation by the TSA in the U.S., and similar regulations issued by foreign governments in other countries.

Customs

We are subject to the customs laws regarding the import and export of shipments in the countries in which we operate, including those related to the filing of documents on behalf of client importers and exporters. Our activities in the U.S.,

including customs brokerage and freight forwarding, are subject to regulation by the Bureau of Customs and Border Protection, the TSA, the U.S. Federal Maritime Commission and the DOT. Our international operations are subject to similar regulatory structures in their respective jurisdictions.

For additional information, see "Risk Factors – Business and Operating Risks – We maintain significant physical operations. Increases in operational security requirements impose substantial costs on us and we could be the target of an attack or have a security breach, which could materially adversely affect us".

Environmental

We are subject to U.S. and international federal, state and local environmental laws and regulations across all of our operations. These laws and regulations cover a variety of matters such as disclosures, operations and processes, including, but not limited to: properly storing, handling and disposing of waste materials; appropriately managing waste water and storm water; monitoring and maintaining the integrity of underground storage tanks; complying with laws regarding clean air, including those governing emissions; protecting against and appropriately responding to spills and releases and communicating the presence of reportable quantities of hazardous materials to local responders. We maintain site- and activity-specific environmental compliance and pollution prevention programs to address our environmental responsibilities and remain compliant. In addition, we maintain numerous programs which seek to minimize waste and prevent pollution within our operations.

Pursuant to the Federal Aviation Act, the FAA - with the assistance of the Environmental Protection Agency - is authorized to establish standards governing aircraft noise. Our aircraft fleet complies with current noise standards of the federal aviation regulations. Our international operations are also subject to noise regulations in certain other countries in which we operate.

For additional information, see "Risk Factors – Regulatory and Legal Risks – Increasingly stringent regulations related to climate change, including reporting obligations, could materially increase our operating costs".

Communications and Data Protection

As we use radio and other communication facilities in our operations, we are subject to the Federal Communications Act of 1934, as amended. In addition, the Federal Communications Commission regulates and licenses our activities pertaining to satellite communications.

We are subject to a variety of evolving laws and regulations in the U.S. and abroad regarding privacy, cybersecurity, data protection and data security, including the European Union General Data Protection Regulation and China's Personal Information Protection Law. There has recently been increased regulatory and enforcement focus on data protection in the U.S. (at both the state and federal level) and in other countries.

For additional information, see "Risk Factors – Business and Operating Risks – A significant cybersecurity incident, or increased data protection regulations, could materially adversely affect us".

Health and Safety

We are subject to numerous federal, state and local laws and regulations governing employee health and safety, both in the U.S. and in other countries. Compliance with changing laws and regulations from time to time, including those promulgated by the U.S. Occupational Safety and Health Administration and state agencies, could result in materially increased operating costs and capital expenditures, and negatively impact our ability to attract and retain employees.

For additional information on governmental regulations and their potential impact on us generally, see "Risk Factors – Regulatory and Legal Risks".

Where You Can Find More Information

We maintain websites for business and customer matters at www.ups.com, and for investor relations matters at www.investors.ups.com. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports filed with or furnished to the SEC pursuant to Section 13(a) of the Securities Exchange Act of 1934 are made available free of charge on our investor relations website under the heading "Investors - SEC Filings" as soon as reasonably practical after we electronically file or furnish the reports to the SEC.

Our Code of Business Conduct, which applies to all of our directors, officers and employees, including our principal executive and financial officers, our Corporate Governance Guidelines and the charters for our Audit, Compensation and

Human Capital, Risk, and Nominating and Corporate Governance Committees are also available on our investor relations website under the heading "Investors – Corporate Governance". In the event that we make changes in, or provide waivers from, the provisions of the Code of Business Conduct that the SEC requires us to disclose, we intend to disclose these events within four business days following the date of the amendment or waiver under that heading on our investor relations website.

Our sustainability reporting, which describes our activities that support our commitment to acting responsibly and contributing to society, is available under the heading "Our Impact" at www.about.ups.com.

We provide the addresses to our websites solely for information. We do not intend for any addresses to be active links or to otherwise incorporate the contents of any website into this or any other report we file with the SEC.

Disclosures Required Pursuant to Section 13(r) of the Securities Exchange Act of 1934

The Company had no reportable transactions during the quarter ended December 31, 2024. The information provided pursuant to Section 13(r) of the Exchange Act in Item 5 of Part II of the Company's [Quarterly Report on Form 10-Q](#) for the quarter ended September 30, 2024 is incorporated by reference herein.

Item 1A. Risk Factors

Our business, financial condition and results of operations are and will remain subject to numerous risks and uncertainties. You should carefully consider the following risk factors, which may have materially affected or could materially affect us, including impacting our business, financial condition, results of operations, stock price, credit rating or reputation. You should read these risk factors in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 and our "Financial Statements and Supplementary Data" in Item 8. These are not the only risks we face. We could also be affected by other unknown events, factors, uncertainties, or risks that we do not currently consider to be material.

Business and Operating Risks

Changes in general economic conditions, in the U.S. and internationally, may adversely affect us.

We conduct operations in over 200 countries and territories. Our operations are subject to national and international economic factors, as well as the local economic environments in which we operate. Changes in general economic conditions are beyond our control, and it may be difficult for us to adjust our business model. For example, we are affected by industrial production, inflation, unemployment, consumer spending and retail activity levels. We have been, and may in the future be, materially affected by adverse developments in these aspects of the economy. We have also been, and may in the future be, adversely impacted by changes in general economic conditions resulting from geopolitical uncertainty and/or conflicts in or arising from the countries and regions where we operate, including the European Union, Ukraine, the Russian Federation, the Middle East and the Trans-Pacific region. Changes in general economic conditions, or our inability to accurately forecast these changes or mitigate the impact of these conditions on our business, could materially adversely affect us.

Our industry is rapidly evolving. We expect to continue to face significant competition, which could materially adversely affect us.

Our industry continues to rapidly evolve, including demands for faster deliveries, increased visibility into shipments and development of other services. We expect to continue to face significant local, regional, national and international competition. Competitors include the U.S. and international postal services, various motor carriers, express companies, freight forwarders, air couriers, large transportation companies, e-commerce companies and other retailers that continue to make significant investments in their own technology and logistics capabilities, some of whom are currently our customers. We also face competition from start-ups and other smaller companies that combine technologies with flexible labor solutions such as crowdsourcing. New and emerging technologies are also creating additional sources of competition. Competitors have cost, operational and organizational structures that differ from ours and may offer services or pricing terms that we are not willing to offer. Additionally, from time to time we have raised, and may in the future raise, prices and our customers may not be willing to accept these higher prices. If we do not appropriately respond to competitive pressures, including retaining or replacing volume lost to competitors or maintaining our profitability, we could be materially adversely affected.

Industry growth, or lack thereof, may further increase competition. As a result, opportunities for growth could be limited or competitors may improve their financial capacity and strengthen their competitive positions. Business combinations could also result in competitors providing a wider variety of services and products at competitive prices, which could also materially adversely affect us.

Changes in our relationships with any of our significant customers, including the loss or reduction in business from one or more of them, could have a material adverse effect on us.

For the year ended December 31, 2024, one customer, Amazon.com, Inc. and its affiliates, accounted for 11.8% of our consolidated revenues. In the first quarter of 2025, we entered into an agreement in principle with this customer that will provide for a reduction in their volume by more than 50% by June 2026. In connection therewith, we are making certain business and operational changes intended to match our workforce to our activity and eliminate our stranded costs. In the event we are not able to successfully reduce our costs in connection therewith, our profitability could be materially impacted. For additional information on the expected operational and financial impacts arising from this agreement, see "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Some of our other larger customers can account for a relatively significant portion of our volume and revenues in a particular quarter or year. Customer impact on our revenue and profitability can vary based on a number of factors, including: contractual volume amounts; pricing terms; product launches; e-commerce or other industry trends, including those related to the holiday season; business combinations and the overall growth of a customer's underlying business; as well as any disruptions to their businesses. Customers could choose, and have in the past chosen, to divert all or a portion of their business

with us to one of our competitors, demand pricing concessions, request enhanced services that increase our costs, or develop their own logistics capabilities. In addition, certain of our significant customer contracts include termination rights of either party upon the occurrence of certain events or without cause upon advance notice to the other party. If all or a portion of our business relationships with one or more significant customers were to terminate or significantly change, this could materially adversely affect us.

Failure to attract or retain qualified employees could materially adversely affect us.

We depend on the skills and continued service of our large workforce. We also regularly hire a large number of part-time and seasonal workers. We must be able to attract, develop and retain a large and diverse global workforce. If we are unable to hire, properly train or retain qualified employees, we could experience higher labor costs, reduced revenues, further increased workers' compensation and automobile liability claims costs, regulatory noncompliance, customer losses and diminution of our brand value or company culture, which could materially adversely affect us. Our ability to control labor costs has in the past been, and is expected to continue to be, subject to numerous factors, including labor-related contractual obligations, turnover, training costs, regulatory changes, market pressures, inflation, unemployment levels and healthcare and other benefit costs.

In addition, we continue to strive to lower our cost to serve, including labor costs, through various strategic initiatives. Our inability to continue to retain experienced and motivated employees through the execution of these initiatives may also materially adversely affect us.

Strikes, work stoppages or slowdowns by our employees could materially adversely affect us.

Many of our U.S. employees are employed under a national master agreement and various supplemental agreements with local unions affiliated with the International Brotherhood of Teamsters (the "Teamsters"). Our national master agreement with the Teamsters runs through July 31, 2028. Our airline pilots, airline mechanics, ground mechanics and certain other employees are employed under other collective bargaining agreements that expire at various times. In addition, some of our international employees are employed under collective bargaining or similar agreements. Other employees may choose to organize in the future. Actual or threatened strikes, work stoppages or slowdowns by our employees could adversely affect our ability to meet our customers' needs. As a result, customers have in the past reduced, and in the future may reduce, their business or stop doing business with us if they believe that such actions or threatened actions may adversely affect our ability to provide services. We may permanently lose customers if we are unable to provide uninterrupted service, and this could materially adversely affect us. The terms of collective bargaining agreements also may affect our competitive position and results of operations. Furthermore, our actions or responses to any such negotiations, labor disputes, strikes or work stoppages could negatively impact how our brand is perceived and our reputation and could have adverse effects on our business, including our results of operations.

We maintain significant physical operations. Increases in operational security requirements impose substantial costs on us and we could be the target of an attack or have a security breach, which could materially adversely affect us.

As a result of concerns about global terrorism and physical security, various governments have adopted and may adopt additional heightened security requirements, resulting in significantly increased operating costs. Regulatory and legislative requirements may change periodically in response to evolving threats. We cannot determine the effect that any new requirements will have on our operations, cost structure or operating results, and new rules or other future security requirements may significantly increase our operating costs and reduce operating efficiencies. Compliance with security requirements or our own security measures may not prevent attacks or security breaches, which could materially adversely affect one or more of our operations, or our business.

A significant cybersecurity incident, or increased data protection regulations, could materially adversely affect us.

We rely on information technology networks and systems and other operational technologies, including the internet and a number of internally-developed systems and applications, as well as certain technology systems from third-party vendors (collectively referred to as "IT"), to operate our business. For example, we rely on these technologies to receive package level information in advance of the physical receipt of packages, move and track packages through our operations, efficiently plan deliveries, execute billing processes, provide information to package recipients, manage employee data and track and report financial and operational data. Our franchise locations and subsidiaries also rely on IT systems to manage their business processes and activities.

IT and other systems (ours, as well as those of our franchisees, acquired businesses, and third-party service providers) have been and will continue in the future to be susceptible to damage, disruptions and shutdowns due to programming errors, defects or other vulnerabilities, power outages, hardware failures, misconfigurations, computer viruses, cyber-attacks, encryption caused by ransomware or malware attacks, exfiltration of data, attacks by foreign governments, state-sponsored

actors, or criminal groups, theft, misconduct by employees or other insiders, telecommunications failures, misuse, human errors or other catastrophic events. In recent periods, the frequency and sophistication of cyber-attacks have increased and are expected to continue to increase, including as a result of state-sponsored cybersecurity attacks during periods of geopolitical conflict, such as the ongoing conflicts in Ukraine and the Middle East. In addition, the rapid evolution and increased adoption of artificial intelligence technologies may intensify our cybersecurity risks. Accordingly, we may be unable to anticipate these techniques or to implement adequate measures to recognize, detect or prevent the occurrence of any of the events described above. In addition, our security processes, protocols and standards may not prove to be sufficient, effective or may not be complied with, either intentionally or inadvertently. To date, we have not experienced a material cybersecurity incident. However, cybersecurity incidents have in the past and may in the future expose us, our customers, employees, franchisees, service providers or others, to loss, disclosure or misuse of proprietary information and sensitive or confidential data or result in disruptions to our operations or those of our customers, franchisees, service providers or others. For example, cyber criminals have in the past gained access, and are expected to continue to try to gain access to customer accounts. The type of activity includes fraudulently inserting, diverting and misappropriating items being transported in our network, fraudulently charging shipment fees to customer or franchisee accounts, and fraudulently sending text messages to recipients purporting to be from UPS. The occurrence of any of the events described above could result in material disruptions in our business, the loss of existing or potential customers, damage to our brand and reputation, additional regulatory scrutiny, litigation and other potential material liability. We also may not discover the occurrence of any of the events described above for a significant period of time after the event occurs. Additionally, it may take considerable time for us to investigate and evaluate the full impact of incidents, particularly for sophisticated attacks. These factors may inhibit our ability to provide prompt, full, and reliable information about the incident to our customers, regulators and the public.

We utilize and interact with the IT networks and systems of third parties for many aspects of our business, including related to our customers, franchisees and service providers such as cloud service providers and third-party delivery services. These third parties have access to information we maintain about our company, operations, customers, employees and vendors, or operating systems that are critical to or can significantly impact our business operations. These third parties are subject to risks described above, and other risks, that could damage, disrupt or close down their networks or systems. Security processes, protocols and standards that we implement and contractual provisions requiring security measures that we impose on such third parties, may not be sufficient or effective at preventing such events or may not be adhered to. These events have in the past and could in the future result in unauthorized access to, or disruptions or denials of access to, misuse or disclosure of, information or systems that are important to us, including proprietary information, sensitive or confidential data, and other information about our operations, customers, employees and suppliers, including personal information.

We have invested and expect to continue to invest in IT security initiatives, IT risk management and disaster recovery capabilities. The costs and operational consequences of implementing, maintaining and enhancing further data or system protection measures could increase significantly to overcome increasingly frequent, complex and sophisticated cyber threats and regulatory requirements.

In addition, our customers' confidence in our ability to protect data and systems and to provide services consistent with their expectations could be impacted, further disrupting our operations. While we maintain cyber insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim.

Although to date we are unaware of any material data breach or cybersecurity incident, including an information system disruption, we cannot provide any assurances that such material events and impacts will not occur in the future. Our efforts to deter, identify, mitigate and/or eliminate future breaches or cybersecurity incidents may require significant additional effort and expense and may not be successful.

In addition, there has recently been heightened regulatory and enforcement focus relating to the collection, use, retention, transfer, and processing of personal data in the U.S. (at both the state and federal level) and internationally, including the EU's General Data Protection Regulation, the California Privacy Rights Act, the Virginia Consumer Data Protection Act, and other similar laws that have been or are expected to be enacted by other jurisdictions. In addition, China and certain other jurisdictions have enacted more stringent data localization requirements. An actual or alleged failure to comply with applicable data protection laws, regulations, or other data protection standards has in the past and may in the future expose us to litigation, fines, sanctions, or other penalties, which could harm our reputation and adversely affect our business, results of operations, and financial condition. The regulatory environment is increasingly challenging, based on discretionary factors, and difficult to predict. Consequently, compliance with applicable regulations in the various jurisdictions in which we do business may present material obligations and risks to our business, including significantly expanded compliance burdens, costs, and enforcement risks which are expected to increase over time; require us to make extensive system or operational changes; or adversely affect the cost or attractiveness of the services we offer.

Failure to maintain our brand image and corporate reputation could materially adversely affect us.

Our success depends in part on our reputation and our ability to maintain the image of the UPS brand. Service quality issues, actual or perceived, could tarnish the image of our brand and may cause customers not to use UPS services. Also, adverse publicity or public sentiment surrounding labor relations, safety matters, environmental, sustainability and governance concerns, physical or cyber security matters, political activities and similar matters, or attempts to connect our company to such issues, either in the U.S. or elsewhere, could materially adversely affect us. For example, damage to our reputation or loss of brand equity could require the allocation of resources to rebuild our reputation and restore the value of our brand. The proliferation of social media may increase the likelihood, speed, and magnitude of negative brand events.

Global climate change could materially adversely affect us.

The effects of climate change present financial and operational risks to our business, both directly and indirectly. We have publicly stated our intention to reduce our carbon emissions, including our goal to achieve carbon neutrality in our global operations by 2050 and our other short- and mid-term environmental sustainability goals.

Our ability to meet our goals will depend in part on significant technological advancements, many of which are outside of our control. This includes the development and availability of reliable, affordable and low emission energy solutions, including sustainable aviation fuel and alternative fuel and battery electric vehicles. There can be no assurances that our goals and strategic plans to achieve those goals will be successful, that the related costs will not be higher than expected, that the necessary technological advancements will occur in the timeframe we expect, or at all, that the severity of and or the pace of negative climate-related effects will not accelerate faster than expected, or that proposed regulation or deregulation related to climate change will not have a negative competitive impact, any one of which could have a material adverse effect on our capital expenditures or other expenses, revenue or results of operations.

Furthermore, methodologies for reporting climate-related information may change and previously reported information may be adjusted to reflect new reporting protocols or regulations. Other changes could include improvements in the availability and quality of third-party data, changing assumptions, changes in the nature and scope of our operations and other changes in circumstances. Our processes and controls for reporting climate-related information across our operations are evolving along with multiple disparate standards for identifying, measuring and reporting sustainability metrics, including disclosures that may be required by the SEC, European and other regulators. Such standards may change over time, which could result in significant revisions to our current goals, reported progress in achieving such goals, or our ability to achieve such goals in the future. Changes in regulation or technology impacting our business could require us to write down the carrying value of assets, which could result in material impairment charges.

Moreover, we may determine that it is in our best interests to prioritize other business, social, governance or sustainable investments over the achievement of our current goals based on economic, regulatory or social factors, business strategy or other factors. If we do not meet these goals or there is perception that we failed to meet these goals, then, in addition to regulatory and legal risks related to compliance, we could incur adverse publicity and reaction, which could adversely impact our reputation, and in turn adversely impact our results of operations.

Severe weather or other natural or man-made disasters could materially adversely affect us.

The increased severity or frequency of certain weather conditions (including as a result of climate change) or other natural or man-made disasters, including storms, floods, fires, wind gusts, earthquakes, rising temperatures, epidemics, pandemics, conflicts, civil or political unrest, or terrorist attacks, have in the past and may in the future disrupt our business. Customers may reduce shipments, supply chains may be disrupted, demand may be negatively impacted, property may be damaged, employees may be injured, or our costs to operate our business may increase, any of which could have a material adverse effect on us. Any such event affecting one of our major facilities could result in a significant interruption in or disruption of our business. To the extent that weather conditions or other disasters become more frequent or severe, disruptions to our business and those of our customers and costs to repair damaged facilities or maintain or resume operations could increase. Furthermore, as a result of the impact of climate change on the frequency or severity of weather conditions and other disasters, insurance providers may reduce the availability or increase the cost of insurance.

Economic, political, or social developments and other risks associated with international operations could materially adversely affect us.

We have significant international operations and, as a result, we are exposed to changing economic, political and social developments in a number of countries, all of which are beyond our control. Emerging markets are often more volatile than those in other countries, and any broad-based downturn in these markets could reduce our revenues and materially adversely

affect our business, financial condition and results of operations. We are subject to many laws governing our international operations, including those that prohibit improper payments to government officials and commercial customers, govern our environmental impact or labor matters, restrict where we can do business, regulate our shipments to certain countries and limit information that we can provide to non-U.S. governments. Our failure to manage and anticipate these and other risks associated with our international operations could materially adversely affect us.

Our inability to effectively integrate any acquired businesses and realize the anticipated benefits of any acquisitions, joint ventures or strategic alliances could materially adversely affect us.

From time to time we acquire businesses, form joint ventures and enter into strategic alliances. Whether we realize the anticipated benefits from these transactions depends, in part, upon successful integration between the businesses involved, the performance of the underlying operations, capabilities or technologies and the management of the acquired operations. Accordingly, our financial results could be materially adversely affected by our failure to effectively integrate acquired operations, unanticipated performance or other issues or transaction-related charges.

Financial Risks

Changing fuel and energy prices, including gasoline, diesel and jet fuel, and interruptions in supplies of these commodities could materially adversely affect us.

Fuel and energy costs have a significant impact on our operations. We require significant quantities of fuel for our aircraft and delivery vehicles and are exposed to the risks associated with variations in the market price for petroleum products, including gasoline, diesel and jet fuel. We seek to mitigate our exposure to changing fuel prices through our pricing strategy and have in the past and may in the future utilize hedging transactions. There can be no assurance that this strategy will be effective. If we are unable to maintain or increase our fuel surcharges, higher fuel costs could materially adversely impact our operating results. Even if we are able to offset changes in fuel costs with surcharges, high fuel surcharges have in the past, and may in the future result in a shift from our higher-yielding products to lower-yielding products or an overall reduction in volume, revenue and profitability. Moreover, we could experience a disruption in energy supplies as a result of new or increased regulation, war or other conflicts, weather-related events or natural disasters, actions by producers (including as part of their own sustainability efforts) or other factors beyond our control, which could have a material adverse effect on us.

Changes in foreign currency exchange rates or interest rates may have a material adverse effect on us.

We conduct business in a number of countries, with a significant portion of our revenue derived from operations outside the United States. Our international operations are affected by changes in the exchange rates for local currencies, in particular the Euro, British Pound Sterling, Canadian Dollar, Chinese Renminbi and Hong Kong Dollar.

We are exposed to changes in interest rates, primarily on our short-term debt and that portion of our long-term debt that carries floating interest rates. Additionally, changes in interest rates impact the valuation of our pension and postretirement benefit obligations and the related costs recognized in the statements of consolidated income. The impact of changes in interest rates on our pension and postretirement benefit obligations and costs, and on our debt, is discussed further in Part I, "Item 7 - Critical Accounting Estimates," and Part II, "Item 7A - Quantitative and Qualitative Disclosures about Market Risk", respectively, of this report.

We monitor and manage foreign currency exchange rate and interest rate exposures, and use derivative instruments to mitigate the impact of changes in these rates on our financial condition and results of operations; however, changes in foreign currency exchange rates and interest rates cannot always be predicted or effectively hedged, and may have a material adverse effect on us.

Our business requires significant capital and other investments; if we do not accurately forecast our future investment needs, we could be materially adversely affected.

Our business requires significant capital investments, including in aircraft, vehicles, technology, facilities and sortation and other equipment. In addition to forecasting our capital investment requirements, we adjust other elements of our operations and cost structure in response to economic and regulatory conditions. These investments support both our existing business and anticipated growth. Forecasting amounts, types and timing of investments involves many factors which are subject to uncertainty and may be beyond our control, such as technological changes, general economic trends, revenues, profitability, changes in governmental regulation and competition. If we do not accurately forecast our future capital investment needs, we could under- or over-invest, or have excess capacity or insufficient capacity, any of which could negatively affect our revenues and profitability.

Employee health and retiree health and pension benefit costs represent a significant expense to us; further cost increases could materially adversely affect us.

Our employee health, retiree health and pension benefit expenses are significant. In recent years, we have experienced increases in some of these costs, in particular, increases in healthcare costs in excess of the rate of inflation and discount rates that we use to value our company-sponsored defined benefit plan obligations. Increasing healthcare costs, volatility in investment returns and discount rates, as well as changes in laws, regulations and assumptions used to calculate retiree health and pension benefit expenses, may materially adversely affect our business, financial condition, or results of operations, and have required, and may in the future require significant contributions to our benefit plans. Our national master agreement with the Teamsters includes provisions that are designed to mitigate certain healthcare expenses, but there can be no assurance that our efforts will be successful or that these efforts will not materially adversely affect us.

We participate in various trustee-managed multiemployer pension and health and welfare plans for employees covered under collective bargaining agreements. As part of the overall collective bargaining process for wage and benefit levels, we have agreed to contribute certain amounts to the multiemployer benefit plans during the contract period. The multiemployer benefit plans set benefit levels and are responsible for benefit delivery to participants. Future contribution amounts to multiemployer benefit plans will be determined through collective bargaining. However, in future collective bargaining negotiations, we could agree to make significantly higher future contributions to one or more of these plans. At this time, we are unable to determine the amount of additional future contributions, if any, or whether any material adverse effect on us could result from our participation in these plans.

Insurance and claims expense could materially adversely affect us.

We have a combination of both self-insurance and high-deductible insurance programs for the risks arising out of our business and operations, including claims exposure resulting from cargo loss, cyber-attacks, personal injury, property damage, aircraft and related liabilities, business interruption and workers' compensation. Self-insured workers' compensation, automobile and general liabilities are determined using actuarial estimates of the aggregate liability for claims incurred and an estimate of incurred but not reported claims, on an undiscounted basis. Our accruals for insurance reserves reflect certain actuarial assumptions and management judgments, which are subject to a high degree of variability. If the number, severity or cost of claims for which we retain risk continues to increase, our financial condition and results of operations could be materially adversely affected. If we lose our ability to, or decide not to, self-insure these risks, our insurance cost could materially increase and we may find it difficult to obtain adequate levels of insurance coverage.

Changes in markets and our business plans have resulted, and may in the future result, in substantial impairments of the carrying value of our assets, thereby reducing our net income.

We regularly assess the carrying values of our assets relative to their estimated fair values. If the carrying value of an asset exceeds its estimated fair value, we may be required to incur charges to reduce the carrying value thereof. The determination of fair value is dependent on a significant number of estimates and assumptions that could be impacted by a variety of factors, including changes in business strategy, revenue, expenses, government regulations, including regulation related to climate change, costs of capital and economic or market conditions. The use of different estimates or assumptions could also result in different estimates of fair value. Our estimates of fair value have resulted from time to time, and may in the future result, in substantial impairments of our assets. For example, during the year ended December 31, 2023, as a result of a number of factors including changes in business strategy and challenging macroeconomic conditions such as increases in the risk-free interest rate and volatility of the stock prices of market comparables, we incurred impairment charges of \$125 and \$111 million in respect of goodwill and indefinite-lived intangible assets, respectively. While we did not identify any impairment of goodwill during 2024, certain of our reporting units experienced a decrease in the excess of their estimated fair values over their respective carrying values. Additional decreases could result in goodwill or other impairment charges, which could be material. We have been and may be required in the future to recognize impairments of long-lived assets, including definite-lived intangible assets, property, plant and equipment and leases. Furthermore, we have been and may be required in the future to recognize increased depreciation and amortization charges if we determine the useful lives or salvage values of our assets are less than we originally estimated. Changes in our business plans, including anticipated changes to our network in 2025, have previously and may in the future lead to revisions in our estimates of useful lives or salvage values of our assets. Such charges have in the past, and may in the future, reduce our net income, potentially materially.

We may have significant additional tax liabilities that could materially adversely affect us.

We are subject to income taxes in the U.S. and many foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. There are many transactions and calculations where the ultimate tax determination is uncertain.

We are regularly under audit by tax authorities in many jurisdictions. Economic and political pressures to increase tax revenue may make resolving tax disputes more difficult. The final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. In addition, changes in U.S. federal and state or international tax laws, other fundamental law changes currently being considered by many countries, and changes in taxing jurisdictions' administrative interpretations, decisions, policies and positions may materially adversely impact our tax expense and cash flows.

Regulatory and Legal Risks

Increasingly complex and stringent laws, regulations and policies could materially increase our operating costs.

We are subject to complex and stringent aviation, transportation, environmental, security, labor, employment, safety, privacy, disclosure and data protection and other governmental laws, regulations and policies, both in the U.S. and internationally. In addition, we are impacted by laws, regulations and policies that affect global trade, including tariff and trade policies, export requirements, embargoes, sanctions, taxes, monetary policies and other restrictions and charges. Trade discussions and arrangements between the U.S. and various of its trading partners are fluid, and existing and future trade agreements are, and are expected to continue to be, subject to a number of uncertainties, including the imposition of new tariffs or adjustments and changes to the products covered by existing tariffs. The impact of new laws, regulations and policies or decisions or interpretations by authorities applying those laws and regulations, cannot be predicted. Compliance with any new laws, regulations or policies may increase our operating costs or require significant capital expenditures. Any failure to comply with applicable laws, regulations or policies in the U.S. or other countries could result in substantial fines or possible revocation of our authority to conduct our operations, which could materially adversely affect us. For example, as previously disclosed, the SEC recently investigated our controls and practices surrounding impairment analyses in connection with the divestiture of UPS Freight in April 2021. On November 22, 2024, we entered into a settlement with the SEC, without admitting or denying the SEC's findings in connection with alleged violations of Section 17(a)(2) and (3) of the Securities Act of 1933 (and related provisions), resolving the investigation. Under the terms of the settlement, we agreed to pay a civil penalty, and agreed to remedial actions, training and process changes.

Increasingly stringent regulations related to climate change, including reporting obligations, could materially increase our operating costs.

Regulation and required disclosures of greenhouse gas ("GHG") emissions and related matters exposes us to potentially significant new taxes, fees, disclosure and compliance obligations and other costs. Compliance with such regulation, and any increased or additional regulation, or the associated costs is further complicated by the fact that various countries and regions may adopt different approaches to climate change regulation and disclosures.

In the U.S., Congress has considered but, to date, not passed various bills that would regulate GHG emissions. Nevertheless, we believe some form of federal climate change legislation is possible in the future. Even in the absence of such legislation, the Environmental Protection Agency could determine to regulate GHG emissions, especially aircraft or diesel engine emissions, and this could impose substantial costs on us.

International regulations also continue to increase and could materially increase our operating costs. For example, the ReFuelEU Aviation initiative, a European regulation, mandates jet fuel suppliers in Europe supply a target percentage of sustainable aviation fuel ("SAF") at airports inside the European Union. The SAF target percentage starts at 2% in 2025 and increases to 70% by 2050. The cost of SAF can be higher than conventional jet fuel, and these suppliers can pass this cost along to purchasers, which can increase our operating costs, potentially significantly. In addition, the Carbon Offsetting and Reduction Scheme for International Aviation ("CORSIA"), a global, market-based emissions offset program to encourage carbon-neutral growth began a voluntary pilot phase in 2021, with mandatory participation scheduled to begin in 2027. Details regarding implementation of CORSIA continue to develop, and compliance may increase our operating costs, potentially significantly.

In addition, in January 2025, the President of the U.S. signed an executive order indicating that the U.S. would withdraw from the Paris Climate Accords. The effect that the withdrawal may have on future U.S. policy regarding GHG emissions, on CORSIA and on other GHG regulation remains uncertain. The extent to which other countries implement those accords could also have a material adverse effect on us.

Increased regulation relating to GHG emissions in the U.S. or abroad, especially aircraft, gasoline or diesel engine emissions, could, among other things, increase the cost of fuel and other energy we purchase and the capital costs associated with updating or replacing our aircraft or vehicles prematurely. We cannot predict the impact any future regulation will have on our cost structure or our operating results. It is likely that such regulation could significantly increase our operating costs and

that we may not be willing or able to pass such costs along to our customers. Moreover, even without such regulation, increased awareness and any adverse publicity in the global marketplace about the GHGs emitted by companies in the airline and transportation industries could harm our reputation and reduce customer demand for our services, especially our air services.

Furthermore, many countries, as well as U.S. states, in which we operate or are subject to regulation have adopted, or are expected to adopt, additional requirements relating to the disclosure of GHG emissions and related matters. In many cases these requirements differ and may conflict from country to country. Compliance with these disclosure requirements may increase our operating costs or require significant management time and attention. Any failure to comply with applicable disclosure regulations in the U.S. (at either the federal or state level) or other countries could result in substantial fines or other penalties, which could materially adversely affect us.

We may be subject to various claims and lawsuits that could result in significant expenditures which may materially adversely affect us.

The nature of our business exposes us to the potential for various claims and litigation related to labor and employment, personal injury, property damage, business practices, environmental liability and other matters. Any material litigation or a catastrophic accident or series of accidents could result in significant expenditures and have a material adverse effect on us.

Item 1B. *Unresolved Staff Comments*

None.

Information About Our Executive Officers

For information about our executive officers, see Part III, "Item 10. Directors, Executive Officers and Corporate Governance".

Item 1C. *Cybersecurity*

The Board regularly discusses our most significant risks and how these risks are being managed. The Board has appointed a Risk Committee, consisting entirely of independent directors, whose responsibilities include assisting the Board in overseeing management's identification and evaluation of strategic enterprise risks, including risks associated with privacy, technology, information security, cybersecurity and cyber incident response and business continuity. The Risk Committee regularly updates the Board on these activities.

The Risk Committee oversees the Company's approach to cybersecurity risk assessment and mitigation by, among other things, (i) reviewing the Company's cybersecurity insurance program, (ii) reviewing the Company's cybersecurity budget, (iii) discussing the results of various internal cybersecurity audits and periodic independent third-party assessments of the Company's cybersecurity programs, (iv) being briefed on cybersecurity matters by outside experts, and (v) receiving regular updates from the Company's Chief Information Security Officer ("CISO") and others on cybersecurity risks, operational metrics, compliance and regulatory developments, training programs, risk mitigation activities, key projects and industry developments. The Company's Chief Legal and Compliance Officer ("CLCO"), Chief Digital and Technology Officer ("CDTO"), CISO and Vice President of Compliance and Internal Audit participate in Risk Committee meetings and meet individually with the Risk Committee on a periodic basis to discuss and address relevant matters, including the Company's approach to cybersecurity risk assessment and mitigation. The CISO reports to the CDTO, who in turn reports to the Chief Executive Officer ("CEO"). The CISO has more than thirty years of IT experience, has served many years in various information security management roles and has multiple cybersecurity certifications.

The Company maintains an enterprise risk management process designed to identify potential events that may affect the achievement of the Company's objectives or have a material adverse effect on the Company. Cybersecurity is among the risks considered as a part of this process. The Company's management, including the CISO, also participates on the Company's Information Security & Privacy Governance Council ("ISPGC"). The ISPGC meets periodically to consider information security and privacy matters.

The Company utilizes various technical and qualitative processes to assist in identifying, assessing and managing cybersecurity risks. The Company's processes include periodic discussions and risk reviews with management. These processes also include, depending on facts and circumstances, internal audits, third-party assessments, post-remediation reviews, engagements with independent third-party service providers and key governmental agencies, regular employee training, an incident response plan and backup and recovery plans. Our periodic engagements with independent third-party service providers are designed to provide qualitative and technical cybersecurity assessments. The Company has a corporate-level cybersecurity team, led by the CISO, that, among other responsibilities, receives and reviews reports regarding potential threats, trends and remediation strategies. The cybersecurity team evaluates threat intelligence and information obtained from various sources, including internal, public or private sources, government agencies and external consultants. Certain of the Company's subsidiaries have separate cybersecurity teams that, along with the corporate-level cybersecurity team, play a role in the Company's efforts to monitor, identify, assess and manage cybersecurity risks.

The Company interacts with the information technology networks and systems of third parties for many aspects of our business. We consider and evaluate cybersecurity risks associated with the use of independent third-party service providers. To help UPS understand and mitigate potential cybersecurity risks related to third parties, we generally utilize measures such as vendor risk assessments, periodic technical assessments of third-party vendors' controls and contracts governing the use of and access to our data and compliance with our security requirements.

We maintain an Incident Response Plan that includes processes and procedures for reviewing and responding to cybersecurity incidents. We periodically test our readiness to respond to a cybersecurity incident through various scenario-based drills. The Incident Response Plan includes processes for escalation to the CISO, the Executive Leadership Team, including the CEO, the Risk Committee and the Board, and a process for consideration of whether a cybersecurity incident is material and may require disclosure in SEC filings.

For additional information on cybersecurity risks and the impact they may have on our business strategy, results of operations or financial condition see "Risk Factors – Business and Operating Risks – A significant cybersecurity incident, or increased data protection regulations, could materially adversely affect us".

Item 2. Properties

Operating Facilities

We own our corporate headquarters in Atlanta, Georgia and our information technology headquarters, located in Parsippany, New Jersey. Our primary information technology operations are consolidated in an owned facility in New Jersey.

We own or lease approximately 1,000 package facilities in the U.S., with approximately 90 million square feet of floor space. These facilities have vehicles and drivers stationed for the pickup and delivery of packages, and capacity to sort and transfer packages. Our larger facilities also service our vehicles and equipment, and employ specialized mechanical equipment for the sorting and handling of packages. We own or lease approximately 800 facilities in our international package operations, with approximately 22 million square feet of floor space.

Our aircraft are operated in a hub and spoke pattern in the U.S., with our principal air hub, Worldport, located in Louisville, Kentucky. Our major air hub in Europe is located in Germany, and in Asia we operate multiple major air hubs in China and Hong Kong.

We own or lease more than 600 facilities, with approximately 47 million square feet of floor space, which support our freight forwarding and logistics operations. This includes approximately 16 million square feet of healthcare-compliant warehousing. We own and operate a logistics campus consisting of approximately 4 million square feet in Louisville, Kentucky.

We also own a number of ancillary properties that support our global operations.

Fleet

Aircraft

The following table shows information about our aircraft fleet as of December 31, 2024:

| Description | UPS Owned and/or Operated | Charters & Leases Operated by Others | On Order | Under Option |
|--------------------|---------------------------|--------------------------------------|----------|--------------|
| Boeing 757-200 | 75 | — | — | — |
| Boeing 767-300 | 82 | — | 25 | — |
| Boeing 767-300BCF | 6 | — | — | — |
| Boeing 767-300BDSF | 4 | — | — | — |
| Airbus A300-600 | 52 | — | — | — |
| Boeing MD-11 | 29 | — | — | — |
| Boeing 747-400F | 11 | — | — | — |
| Boeing 747-400BCF | 2 | — | — | — |
| Boeing 747-8F | 30 | — | — | — |
| Other | — | 243 | — | — |
| Total | 291 | 243 | 25 | — |

Vehicles

As of December 31, 2024, we operated a global ground fleet of approximately 128,000 package cars, vans, tractors and motorcycles, including approximately 19,000 alternative fuel and advanced technology vehicles.

Item 3. Legal Proceedings

See note 10 to the audited, consolidated financial statements for a discussion of judicial proceedings and other matters arising from the conduct of our business activities.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Our class A common stock is not listed on a national securities exchange or traded in an organized over-the-counter market, but each share of our class A common stock is convertible into one share of our class B common stock. Our class B common stock is listed on the New York Stock Exchange under the symbol "UPS".

As of February 3, 2025, there were 155,418 and 19,626 shareowners of record of our class A and class B common stock, respectively.

Our practice has been to pay dividends on a quarterly basis. The declaration of dividends is subject to the discretion of the Board of Directors and will depend on various factors, including our net income, financial condition, cash requirements, future prospects and other relevant factors.

On February 5, 2025, our Board declared a dividend of \$1.64 per share, which is payable on March 6, 2025 to shareowners of record on February 18, 2025.

In January 2023, the Board of Directors approved a share repurchase authorization for \$5.0 billion of class A and class B common stock. We did not repurchase any shares during the fourth quarter of 2024. During the year ended December 31, 2024, we repurchased 3.9 million shares of class B common stock for \$500 million under this authorization. On February 3, 2025, we entered into an accelerated share repurchase agreement for \$1.0 billion worth of shares. This agreement is expected to settle in the first quarter of 2025. We do not anticipate further share repurchases in 2025. As of December 31, 2024, we had \$2.3 billion available under our share repurchase authorization.

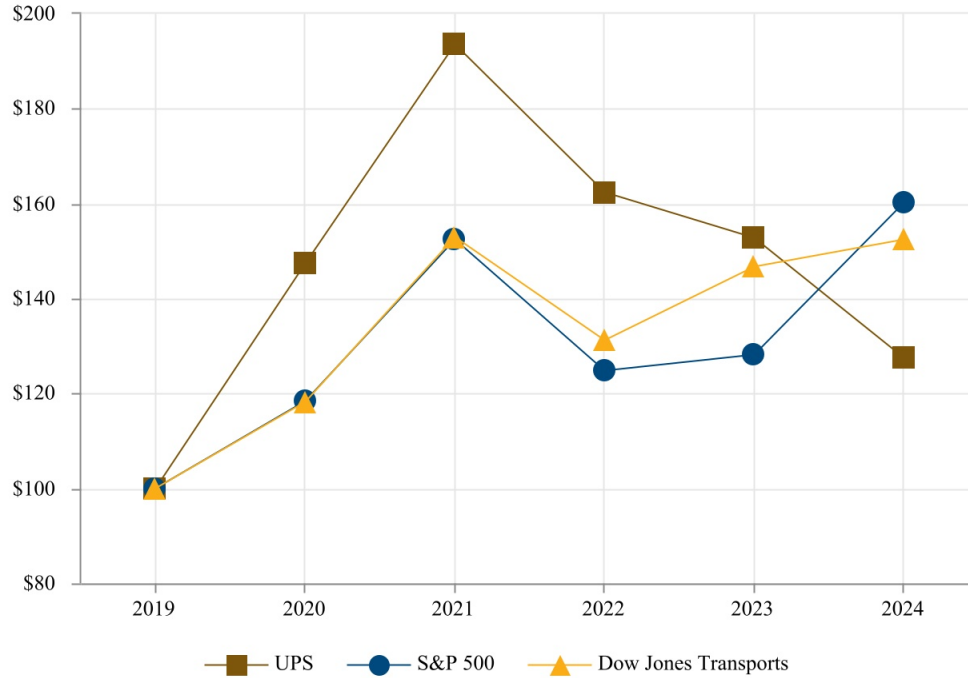
For additional information on our share repurchase activities, see note 12 to the audited, consolidated financial statements.

Shareowner Return Performance Graph

The following performance graph and related information shall not be deemed “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that the Company specifically incorporates such information by reference into such filing.

The following graph shows a five-year comparison of cumulative total shareowners’ returns for our class B common stock, the Standard & Poor’s 500 Index and the Dow Jones Transportation Average. The comparison of the total cumulative return on investment, which is the change in the stock price plus reinvested dividends for each of the quarterly periods, assumes that \$100 was invested on December 31, 2019 in the Standard & Poor’s 500 Index, the Dow Jones Transportation Average and our class B common stock.

Comparison of Five-Year Cumulative Total Return



| | 12/31/2019 | 12/31/2020 | 12/31/2021 | 12/31/2022 | 12/31/2023 | 12/31/2024 |
|----------------------------------|------------|------------|------------|------------|------------|------------|
| United Parcel Service, Inc. | \$ 100.00 | \$ 147.28 | \$ 193.56 | \$ 162.33 | \$ 152.66 | \$ 127.43 |
| Standard & Poor’s 500 Index | \$ 100.00 | \$ 118.39 | \$ 152.34 | \$ 124.73 | \$ 128.09 | \$ 160.11 |
| Dow Jones Transportation Average | \$ 100.00 | \$ 118.18 | \$ 152.83 | \$ 131.11 | \$ 146.74 | \$ 152.33 |

For information regarding our equity compensation plans, see Item 12 of this report.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are executing our *Customer First, People Led and Innovation Driven* strategy to grow in the most attractive parts of the market including healthcare, small and medium-sized businesses ("SMBs") and International.

During 2024, we took several steps in furtherance of our strategy. We continued to focus on providing excellent service to our customers, delivering industry-leading on-time performance during 2024. Our Digital Access Program grew year over year, contributing to our consolidated volume growth and continued expansion within the United States ("U.S.") SMB market. Also in 2024, we executed on our *Network of the Future* initiatives, which are intended to enhance the efficiency of our network through automation and operational sort consolidation. For example, we are moving from a scanning to a sensing network through our *Smart Package Smart Facility* RFID initiative, which is helping us reduce manual scans and enhance package visibility for our customers. Additionally, we completed the onboarding of air cargo volumes from the United States Postal Service ("USPS"). Under our agreement with the USPS, UPS is the primary air cargo provider for the USPS within the United States. Within our international and healthcare operations, we expect to grow both organically and inorganically, having previously announced that we entered into agreements to acquire Estafeta, a leading domestic small package provider in Mexico, and Frigo-Trans, an industry-leading, complex healthcare logistics provider based in Germany. The acquisitions of Frigo-Trans and related entities were completed during January 2025, and the acquisition of Estafeta is expected to close in the first half of 2025, subject to customary regulatory reviews and approvals. In September 2024, we finalized the previously announced divestiture of our truckload brokerage business ("Coyote").

Effective January 1, 2025, we insourced the delivery of all SurePost volume, which we expect to result in additional deliveries within our network. We made this change in order to have greater operational control and maintain the service quality of this product. Also in January 2025, we implemented a 9.9% average rate increase on this product.

In the first quarter of 2025, as previously disclosed, we entered into an agreement in principle with our largest customer to significantly reduce the volume we deliver for them. We expect volume from this customer to decline to approximately 50% of year-end 2024 levels by mid-2026. We are making a deliberate shift in our business to increase our focus on growing higher yielding volume. We expect that these actions will result in a reduction in revenue within our U.S. Domestic Package segment, as described below, during 2025 relative to 2024.

In conjunction therewith, as disclosed on January 30, 2025, we are beginning a network reconfiguration within the U.S. which is expected to lead to consolidations of our facilities and workforce as well as an end-to-end process redesign through 2027. This network reconfiguration, which is an expansion of our *Network of the Future* program, is expected to result in exit activities that could result in the closure of up to 10% of our buildings in 2025, a reduction in the size of our vehicle and aircraft fleets, and a decrease in the size of our workforce, which we expect will lead to additional expense. We are not yet able to determine the specific assets or extent of our workforce that will be impacted by this network reconfiguration, the timing of those changes or any associated charges and expenses and therefore are not currently able to provide an estimate of the total cost or the cost by period. We expect that impacted assets will remain in use during some or all of the periods of our network reconfiguration.

We expect to partially offset the anticipated costs associated with this network reconfiguration through our *Efficiency Reimagined* initiatives. *Efficiency Reimagined* initiatives are an end-to-end process redesign being undertaken to align our organizational processes to the network reconfiguration. These initiatives are expected to yield approximately \$1.0 billion in annualized savings, which we expect to begin realizing during 2025. We incurred related costs of \$35 million for the three months ended December 31, 2024. We expect to incur related costs of approximately \$300 to \$400 million during 2025 and incremental costs in 2026 and 2027 to complete *Efficiency Reimagined*, primarily relating to outside professional service fees and severance costs.

We have two reportable segments: U.S. Domestic Package and International Package, which are together referred to as our global small package operations. Our remaining businesses are reported as Supply Chain Solutions. As of the fourth quarter of 2024 based on a change in our management reporting structure, U.S. Air Cargo is presented within our U.S. Domestic Package segment and prior periods have been recast. This recast did not have any impact on previously reported consolidated results.

We experienced volume and revenue growth in our global small package operations during the year, primarily the result of a strong second half of 2024. Within our U.S. Domestic Package operations, we captured growth through additional e-

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commerce customers and SMBs that leveraged our Digital Access Program. In our International Package operations, we experienced average daily volume growth in our export products, which drove a year-over-year revenue increase. In Supply Chain Solutions, revenue decreased for the year, driven by the impact of the divestiture of Coyote, partially offset by revenue growth in our other Supply Chain Solutions businesses. This growth was primarily due to the impact of the acquisition of MNX Global Logistics in the fourth quarter of 2023 and revenue growth in our freight forwarding business driven by continued strong market demand out of Asia.

During the year, we continued to execute on various initiatives under our previously announced transformation strategy programs, Transformation 2.0 and Fit to Serve, which are contributing to fundamental changes to our back-office technologies and organizational structure. We realized benefits from our Fit to Serve initiative during the year, which helped offset declines in operating profit. For additional information on these programs and the benefits, see "Supplemental Information - Items Affecting Comparability".

During 2024, we also returned cash to shareholders in the form of dividends of \$6.52 per share, for a total of \$5.4 billion, and \$500 million of share repurchases. For the year, capital expenditures were \$3.9 billion.

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Highlights of our results for the years ended December 31, 2024 and 2023, which are discussed in more detail in the sections that follow, include (dollars in millions, except per share and per piece amounts):

| | Year Ended December 31, | | Change | |
|---|-------------------------|-----------|-----------|----------|
| | 2024 | 2023 | \$ | % |
| Revenue | \$ 91,070 | \$ 90,958 | \$ 112 | 0.1 % |
| Operating Expenses | 82,602 | 81,817 | 785 | 1.0 % |
| Operating Profit | \$ 8,468 | \$ 9,141 | \$ (673) | (7.4) % |
| Operating Margin | 9.3 % | 10.0 % | | |
| Net Income | \$ 5,782 | \$ 6,708 | \$ (926) | (13.8) % |
| Basic Earnings Per Share | \$ 6.76 | \$ 7.81 | \$ (1.05) | (13.4) % |
| Diluted Earnings Per Share | \$ 6.75 | \$ 7.80 | \$ (1.05) | (13.5) % |
| Operating Days | 253 | 254 | | |
| Average Daily Package Volume (in thousands) | 22,418 | 22,290 | | 0.6 % |
| Average Revenue Per Piece | \$ 13.60 | \$ 13.62 | \$ (0.02) | (0.1) % |

- Average daily package volume in our global small package operations increased for the year primarily in our U.S. Domestic Package segment due to growth in our SurePost product, with those increases partially offset by the impact of planned volume reductions from our largest customer under the terms of our contract with them. Within our International package segment, challenging macroeconomic conditions led to a slight volume decline.
- Revenue was relatively flat for the year. Within our U.S. Domestic Package segment, revenue growth was attributable to air cargo and overall volume growth, but was largely offset by unfavorable shifts in product mix and declines in fuel surcharge revenue. In our International Package segment, revenue benefited from growth in our export products and increases in revenue per piece for our domestic products. Revenue in our Supply Chain Solutions businesses declined primarily as a result of the September 2024 divestiture of Coyote, with the decline partially offset by growth in Logistics and our other businesses.
- Operating expenses increased for the year, primarily due to increased compensation expense in our U.S. Domestic Package segment as a result of higher wage rates paid to our Teamster employees. These increases were partially offset by decreases in the costs of operating our integrated air and ground network, benefits from our Fit to Serve initiative, as well as a gain related to the divestiture of Coyote.
- Operating profit and operating margin decreased for the year as revenue increases only partly offset the operating expense increases.
- Net income was \$5.8 billion and diluted earnings per share were \$6.75 for the year. Non-GAAP adjusted diluted earnings per share were \$7.72 for the year after adjusting for the after-tax impacts of:
 - a gain on the divestiture of Coyote of \$152 million or \$0.18 per diluted share;
 - a payment, including interest, to settle a one-time international regulatory matter of \$94 million, or \$0.11 per diluted share;
 - non-cash asset impairment charges of \$81 million, or \$0.09 per diluted share;
 - total transformation strategy costs of \$245 million, or \$0.29 per diluted share;
 - a charge related to a regulatory matter unrelated to our ongoing operations of \$45 million, or \$0.05 per diluted share;
 - an expense to withdraw from a multiemployer pension plan of \$14 million, or \$0.02 per diluted share; and
 - defined benefit pension and postretirement medical benefit plan mark-to-market loss outside of a 10% corridor of \$506 million, or \$0.59 per diluted share.

For additional operational results for the quarter and year-to-date periods specific to our segments: U.S. Domestic Package, International Package and Supply Chain Solutions refer to the respective segment discussions below.

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2023 compared to 2022

See *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 filed with the Securities and Exchange Commission on February 20, 2024.

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Supplemental Information - Items Affecting Comparability

We supplement the reporting of our financial information determined under generally accepted accounting principles ("GAAP") with certain non-GAAP adjusted financial measures.

Non-GAAP adjusted financial measures should be considered in addition to, and not as an alternative for, our reported results prepared in accordance with GAAP. Our non-GAAP adjusted financial measures do not represent a comprehensive basis of accounting and therefore may not be comparable to similarly titled measures reported by other companies.

Non-GAAP adjusted amounts reflect the following (in millions):

| Non-GAAP Adjustments | Year Ended December 31, | |
|--|--------------------------------|---------------|
| | 2024 | 2023 |
| Operating Expenses: | | |
| Transformation Strategy Costs: | | |
| <i>Transformation 1.0</i> | \$ — | \$ 13 |
| <i>Transformation 2.0</i> | | |
| <i>Spans and Layers</i> | — | 86 |
| <i>Business Portfolio Review</i> | 29 | 84 |
| <i>Financial Systems</i> | 54 | 36 |
| <i>Other Initiatives</i> | — | 4 |
| <i>Transformation 2.0 Total</i> | 83 | 210 |
| <i>Fit to Serve</i> | 204 | 212 |
| <i>Network Reconfiguration and Efficiency Reimagined</i> | 35 | — |
| Total Transformation Strategy Costs | 322 | 435 |
| Gain on Divestiture of Coyote | (156) | — |
| One-Time Payment for International Regulatory Matter | 88 | — |
| Goodwill and Asset Impairment Charges | 108 | 236 |
| One-Time Compensation Payment | — | 61 |
| Expense for Regulatory Matter | 45 | — |
| Multiemployer Pension Plan Withdrawal Expense | 19 | — |
| Total Adjustments to Non-GAAP Operating Expenses | \$ 426 | \$ 732 |

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| | | |
|---|-----------------|-----------------|
| Other Income and (Expense): | | |
| Defined Benefit Pension and Postretirement Medical Plan Loss | \$ 665 | \$ 359 |
| Interest Expense Associated with One-Time Payment for International Regulatory Matter | 6 | — |
| Total Adjustments to Non-GAAP Other Income and (Expense) | \$ 671 | \$ 359 |
| Total Adjustments to Non-GAAP Income Before Income Taxes | \$ 1,097 | \$ 1,091 |
| Income Tax (Benefit) Expense: | | |
| Transformation Strategy Costs: | | |
| <i>Transformation 1.0</i> | \$ — | \$ 3 |
| <i>Transformation 2.0</i> | | |
| <i>Spans and Layers</i> | — | 21 |
| <i>Business Portfolio Review</i> | 7 | 15 |
| <i>Financial Systems</i> | 13 | 10 |
| <i>Other Initiatives</i> | — | 1 |
| <i>Transformation 2.0 Total</i> | 20 | 47 |
| <i>Fit to Serve</i> | 49 | 52 |
| <i>Network Reconfiguration and Efficiency Reimagined</i> | 8 | — |
| Total Transformation Strategy Costs | 77 | 102 |
| Gain on Divestiture of Coyote | (4) | — |
| One-Time Payment for International Regulatory Matter | — | — |
| Goodwill and Asset Impairment Charges | 27 | 43 |
| One-Time Compensation Payment | — | 15 |
| Expense for Regulatory Matter | — | — |
| Multiemployer Pension Plan Withdrawal Expense | 5 | — |
| Defined Benefit Pension and Postretirement Medical Plan Loss | 159 | 85 |
| Total Adjustments to Non-GAAP Income Tax Expense | \$ 264 | \$ 245 |
| Total Adjustments to Non-GAAP Net Income | \$ 833 | \$ 846 |

The income tax impacts of these items are calculated by multiplying the statutory tax rates applicable in each tax jurisdiction, including the U.S. federal jurisdiction and various U.S. state and non-U.S. jurisdictions, by the tax-deductible adjustments. The blended average effective income tax rates for the years ended December 31, 2024 and 2023 were 24.1% and 22.5%, respectively.

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We supplement the presentation of operating profit, operating margin, income before income taxes, net income and earnings per share with non-GAAP measures that exclude the impact of the following items:

Transformation Strategy Costs

We exclude the impact of charges related to activities within our transformation strategy. Our transformation activities have spanned several years to fundamentally change the spans and layers of our organization structure, processes, technologies and the composition of our business portfolio. While earlier stages of these transformation activities were complete in 2023 (Transformation 1.0), certain systems implementations and portfolio review activities (Transformation 2.0) are ongoing and expected to continue through 2025. We previously announced initiatives under Fit to Serve to right-size our business which resulted in a workforce reduction of approximately 14,000 positions, primarily within management, throughout 2024 and contributed to a more efficient operating model and enhanced responsiveness to changing market dynamics. Various circumstances precipitated these initiatives, including identification and prioritization of investments as a result of executive leadership changes, developments and changes in competitive landscapes, inflationary pressures, consumer behaviors, and other factors including post-COVID normalization and volume diversions attributed to our 2023 labor negotiations.

Our transformation strategy has included the following programs and initiatives:

Transformation 1.0: In the first quarter of 2018, we announced and began implementation of a multi-year, enterprise-wide program contemplating a reduction in non-operations management personnel, investments impacting global direct and indirect operating costs, and changes in processes and technology, which were undertaken and completed as multiple discrete initiatives (such projects, collectively, "Transformation 1.0"). In 2018, we announced that we expected to achieve approximately \$1.0 billion in savings, which would benefit earnings, from Transformation 1.0. On a cumulative basis and net of amounts reinvested into the business, we had substantially achieved the expected benefits associated with Transformation 1.0 as of the second quarter of 2020. Transformation 1.0 was completed in 2023.

Transformation 2.0: Based on a number of factors including evaluating efficiencies gained as a part of Transformation 1.0, and in connection with changes in our executive leadership in 2020, we identified and reprioritized certain then-current and future investments, including additional investments in our workforce, portfolio of businesses and technology (such projects, collectively, "Transformation 2.0"). Specifically, we identified opportunities to reduce spans and layers of management, began a review of our business portfolio and identified opportunities to invest in certain technologies, including financial reporting and certain schedule, time and pay systems, to reduce global indirect operating costs, provide better visibility, and reduce reliance on legacy systems and coding languages. Our organizational structure review indicated an opportunity to realize initial savings of approximately \$400 million with potential opportunities to save up to an additional \$240 million through the reduction of spans and layers of management with an anticipation that these savings would be recurring. The business portfolio review was expanded in 2022. As a result, we determined to exit certain businesses that were not aligned with our corporate strategy and determined to make new investments into certain businesses, including healthcare-focused businesses, better aligned to our strategic targets. In connection therewith, we incurred costs primarily consisting of outside professional fees related to these reviews and other costs associated with these transactions. Lastly, our review of our systems and technologies identified certain areas of our business that were reliant on outdated technologies. Our reviews determined that continued use of these legacy technologies would likely increase maintenance costs and that investments into new technologies would enhance our ability to leverage our data and allow us to establish a more flexible system architecture. As of December 31, 2023, we substantially completed our initiatives to reduce spans and layers of management and achieved savings in line with our anticipated benefits. Our ongoing efforts under Transformation 2.0 include initiatives related to our financial systems and our business portfolio review. As of December 31, 2024, we have incurred \$798 million of costs as part of Transformation 2.0. Transformation 2.0 initiatives are expected to conclude during 2025 with anticipated remaining costs of approximately \$90 million primarily related to completion of our technology initiatives. Costs associated with Transformation 2.0 have primarily consisted of compensation and benefit costs related to reductions in our workforce and fees paid to third-party consultants. Additional detail relating to the projects, initiatives and timing of costs as a part of Transformation 2.0 are contained in the table above. Investments in technology are expected to provide enhanced quality of reporting for both internal and external purposes in part through simplification and standardization of data to better enable migration into cloud-based tools and automation of manual activities, including transitioning general ledger, consolidation, and planning tools along with U.S. payroll from older programs and software supporting our freight forwarding business. These efforts to enhance our technology are expected to reduce the need for future investments; we expect to begin to realize benefits therefrom in 2025. Investments in our business portfolio review are expected to lead to better alignment of our businesses in support of our corporate strategy. We are realigning businesses within Supply Chain Solutions to better execute our strategy; the operational performance of these businesses is included in our GAAP and non-GAAP adjusted results.

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Fit to Serve: In 2023, a number of factors, including macroeconomic headwinds and volume diversion resulting from our labor negotiations with the International Brotherhood of Teamsters, contributed to volume declines in our U.S. Domestic Package business. In addition, our International Package and Supply Chain Solutions businesses were also negatively impacted by a number of challenging macroeconomic conditions during 2023. In response to these factors, we began to undertake our Fit to Serve initiative with the intent to right-size our business to create a more efficient operating model that was more responsive to market dynamics through a workforce reduction of approximately 14,000 positions, primarily within management, throughout 2024. We have incurred total costs of \$416 million under Fit to Serve, which primarily consist of benefit costs related to reductions in our workforce. We expect to complete this initiative during 2025 with expected remaining costs of approximately \$45 million. We achieved savings of approximately \$1.0 billion in 2024 through reductions in our compensation and benefit expense.

Network Reconfiguration and *Efficiency Reimagined*: On January 30, 2025, in connection with our agreement in principle with our largest customer, we announced a network reconfiguration which is expected to lead to consolidations of our facilities and workforce as well as end-to-end process redesign from 2025 through 2027. Our network reconfiguration is expected to result in exit activities that could result in the closure of up to 10% of our buildings in 2025, a reduction in the size of our vehicle and aircraft fleets, and a decrease in the size of our workforce. The costs directly associated with these exit activities are in addition to operational costs that we may incur. We are not yet able to determine the specific assets or extent of our workforce that will be impacted by our network redesign, the timing of those future changes or the associated charges we will incur and therefore are not currently able to provide an estimate of the total cost or the cost by period. We expect that impacted assets will remain in use during some or all of the periods of our network reconfiguration.

We expect to partially offset costs to complete our network reconfiguration through end-to-end process redesign carried out during our network reconfiguration through our *Efficiency Reimagined* initiatives. These initiatives are being undertaken to align our organizational processes to the operational changes expected to occur in our network reconfiguration and drive organizational efficiency. These initiatives are expected to yield approximately \$1.0 billion in annualized savings beginning in 2025. We incurred related costs of \$35 million in the year ended December 31, 2024. We expect to incur related costs of approximately \$300 to \$400 million during 2025, and incremental costs in 2026 and 2027, to complete the program which will primarily consist of outside professional services and severance costs. Upon the completion of our network reconfiguration and *Efficiency Reimagined* initiatives, we expect to realize further benefits in subsequent periods from lower expense, including depreciation, compensation and benefits, as well as lower capital requirements.

We do not consider the related costs to be ordinary because each program involves separate and distinct activities that may span multiple periods and are not expected to drive incremental revenue, and because the scope of the programs exceeds that of routine, ongoing efforts to enhance profitability. These initiatives are in addition to ordinary, ongoing efforts to enhance our business performance.

For more information regarding transformation strategy activities, see note 18 to the audited, consolidated financial statements.

Gain on Divestiture of Coyote

In the third quarter of 2024, we completed the previously announced divestiture of Coyote. In connection therewith, we recorded a pre-tax gain of \$156 million (\$152 million after tax) during the year ended December 31, 2024. The gain was recognized within *Other expenses* in the statements of consolidated income. We supplement the presentation of operating profit, operating margin, income before income taxes, net income and earnings per share with non-GAAP measures that exclude the impact of this gain as it is not a component of our ongoing operations and is not expected to recur. For more information regarding the gain on divestiture of Coyote, see note 8 to the audited, consolidated financial statements.

One-Time Payment for International Regulatory Matter

In the second quarter of 2024, we made a payment of \$94 million of previously restricted cash to settle a previously-disclosed challenge by Italian tax authorities to the deductibility of Value Added Tax payments by UPS to certain third-party service providers. We supplement the presentation of operating profit, operating margin, interest expense, total other income and (expense), income before income taxes, net income and earnings per share with non-GAAP measures that exclude the impact of this payment. We do not believe this is a component of our ongoing operations and we do not expect this or similar payments to recur.

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Goodwill and Asset Impairment Charges

We exclude the impact of goodwill and asset impairment charges which we do not consider when evaluating the operating performance of our business units, making decisions to allocate resources or in determining incentive compensation awards. For more information regarding goodwill and current year asset impairment charges, see note 7 to the audited, consolidated financial statements.

One-Time Compensation Payment

We exclude the impact of a one-time payment made to certain U.S.-based, non-union part-time supervisors following the ratification of our labor agreement with the Teamsters in 2023. We do not expect this or similar payments to recur.

Expense for Regulatory Matter

We exclude the impact of a charge to settle a regulatory matter that we consider to be unrelated to our ongoing operations and that we do not expect to recur. For more information regarding this regulatory matter, see note 10 to the audited, consolidated financial statements.

Multiemployer Pension Plan Withdrawal Expense

We exclude the impact of a charge related to the withdrawal from a multiemployer pension plan within the United States. We do not consider this expense to be related to our ongoing operations. For more information regarding our multiemployer pension plans, see note 6 to the audited, consolidated financial statements.

Defined Benefit Pension and Postretirement Medical Plan Gains and Losses

We incur certain employment-related expenses associated with pension and postretirement medical benefits. These pension and postretirement medical benefits costs for company-sponsored defined benefit plans are calculated using various actuarial assumptions and methodologies, including discount rates, expected returns on plan assets, healthcare cost trend rates, inflation, compensation increase rates, mortality rates and coordination of benefits with plans not sponsored by UPS. Actuarial assumptions are reviewed on an annual basis, unless circumstances require an interim remeasurement of any of our plans.

We recognize changes in the fair value of plan assets and net actuarial gains and losses in excess of a 10% corridor (defined as 10% of the greater of the fair value of plan assets or the plan's projected benefit obligation), as well as gains and losses resulting from plan curtailments and settlements, for our defined benefit pension and postretirement medical plans immediately as part of *Investment income (expense) and other* in the statements of consolidated income. We supplement the presentation of our income before income taxes, net income and earnings per share with adjusted measures that exclude the impact of these gains and losses and the related income tax effects. We believe excluding these defined benefit pension and postretirement medical plan gains and losses provides important supplemental information by removing the volatility associated with plan amendments and short-term changes in market interest rates, equity values and similar factors.

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The remeasurement of our defined benefit pension and postretirement medical plans' assets and liabilities resulted in losses of \$0.7 and \$0.4 billion for the years ended December 31, 2024 and 2023, respectively. The table below shows the amounts associated with each component of the loss, as well as the weighted-average actuarial assumptions used to determine our net periodic benefit cost, for each year:

| Components of defined benefit pension and postretirement medical plan loss (gain) (in millions): | Year Ended December 31, | |
|---|--------------------------------|---------------|
| | 2024 | 2023 |
| Discount rates | \$ (127) | \$ 384 |
| Return on assets | 672 | (37) |
| Demographic and other assumption changes | 120 | 4 |
| Total mark-to-market loss | 665 | 351 |
| Curtailment and settlement loss | — | 8 |
| Total defined benefit pension and postretirement medical plan loss | \$ 665 | \$ 359 |

| | Year Ended December 31, | |
|--|--------------------------------|-------------|
| | 2024 | 2023 |
| Weighted-average actuarial assumptions: | | |
| Expected rate of return on plan assets used in determining net periodic benefit cost | 7.06 % | 6.99 % |
| Actual rate of return on plan assets | (1.29)% | 6.64 % |
| Discount rate used in determining net periodic benefit cost | 5.40 % | 5.77 % |
| Discount rate at measurement date | 5.85 % | 5.40 % |

Pre-tax defined benefit plan gains and losses for the years ended December 31, 2024 and 2023 consisted of the following:

2024 - \$0.7 billion pre-tax defined benefit plan loss:

- *Discount Rates* (\$127 million pre-tax gain): The weighted-average discount rate for our pension and postretirement medical plans increased from 5.40% as of December 31, 2023 to 5.85% as of December 31, 2024, primarily due to an increase in treasury yields on AA-rated corporate bonds.
- *Return on Assets* (\$672 million pre-tax loss): The actual rate of return on plan assets in our U.S. pension plans was lower than our expected rate of return, primarily due to weaker than expected bond market performance.
- *Demographic and Other Assumption Changes* (\$120 million pre-tax loss): This loss was due to differences between actual and estimated participant data and demographic factors, including healthcare cost trends, compensation rate increases and rates of termination, retirement and mortality.

2023 - \$0.4 billion pre-tax defined benefit plan loss:

- *Discount Rates* (\$384 million pre-tax loss): The weighted-average discount rate for our pension and postretirement medical plans decreased from 5.77% as of December 31, 2022 to 5.40% as of December 31, 2023, primarily due to a decrease in credit spreads on AA-rated corporate bonds in 2023.
- *Return on Assets* (\$37 million pre-tax gain): The actual rate of return on plan assets in certain of our pension plans was higher than our expected rate of return, primarily due to strong global equity market performance.
- *Demographic and Other Assumption Changes* (\$4 million pre-tax loss): This loss was due to differences between actual and estimated participant data and demographic factors, including healthcare cost trends, compensation rate increases and rates of termination, retirement and mortality.

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Non-GAAP Adjusted Cost per Piece

We evaluate the efficiency of our operations using various metrics, including non-GAAP adjusted cost per piece. Non-GAAP adjusted cost per piece is calculated as non-GAAP adjusted operating expenses in a period divided by total volume for that period. Because non-GAAP adjusted operating expenses exclude costs or charges that we do not consider a part of underlying business performance when monitoring and evaluating the operating performance of our business units, making decisions to allocate resources or in determining incentive compensation awards, we believe this is the appropriate metric on which to base reviews and evaluations of the efficiency of our operational performance.

Expense Allocations

Certain operating expenses are allocated between our operating segments using activity-based costing methods. These activity-based costing methods require us to make estimates that impact the amount of each expense category that is attributed to each segment. Changes in these estimates directly impact the amount of expense allocated to each segment and therefore the operating profit of each reporting segment. Our allocation methodologies are refined periodically, as necessary, to reflect changes in our businesses. There were no significant changes to our allocation methodologies for 2024 relative to 2023.

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U.S. Domestic Package

| | Year Ended December 31, | | Change | |
|---|-------------------------|-----------|-----------|----------|
| | 2024 | 2023 | \$ | % |
| Average Daily Package Volume (in thousands): | | | | |
| Next Day Air | 1,651 | 1,757 | | (6.0)% |
| Deferred | 1,058 | 1,224 | | (13.6)% |
| Ground | 16,452 | 16,049 | | 2.5 % |
| Total Average Daily Package Volume | 19,161 | 19,030 | | 0.7 % |
| Average Revenue Per Piece: | | | | |
| Next Day Air | \$ 23.23 | \$ 22.17 | \$ 1.06 | 4.8 % |
| Deferred | 17.77 | 16.38 | 1.39 | 8.5 % |
| Ground | 10.89 | 11.03 | (0.14) | (1.3)% |
| Total Average Revenue Per Piece | \$ 12.34 | \$ 12.40 | \$ (0.06) | (0.5)% |
| Operating Days in Period | 253 | 254 | | |
| Revenue (in millions): | | | | |
| Next Day Air | \$ 9,703 | \$ 9,894 | \$ (191) | (1.9)% |
| Deferred | 4,757 | 5,093 | (336) | (6.6)% |
| Ground | 45,347 | 44,971 | 376 | 0.8 % |
| Cargo and Other | 569 | 247 | 322 | 130.4 % |
| Total Revenue | \$ 60,376 | \$ 60,205 | \$ 171 | 0.3 % |
| Operating Expenses (in millions): | | | | |
| Operating Expenses | \$ 56,031 | \$ 55,049 | \$ 982 | 1.8 % |
| Non-GAAP adjustments to operating expenses | | | | |
| Transformation Strategy Costs | (147) | (266) | 119 | (44.7)% |
| Goodwill and Asset Impairment Charges | (5) | — | (5) | N/A |
| One-Time Compensation Payment | — | (61) | 61 | (100.0)% |
| Multiemployer Pension Plan Withdrawal Expense | (19) | — | (19) | N/A |
| Non-GAAP Adjusted Operating Expenses | \$ 55,860 | \$ 54,722 | \$ 1,138 | 2.1 % |
| Operating Profit (in millions) and Operating Margin: | | | | |
| Operating Profit | \$ 4,345 | \$ 5,156 | \$ (811) | (15.7)% |
| Non-GAAP Adjusted Operating Profit | \$ 4,516 | \$ 5,483 | \$ (967) | (17.6)% |
| Operating Margin | 7.2 % | 8.6 % | | |
| Non-GAAP Adjusted Operating Margin | 7.5 % | 9.1 % | | |

Revenue

The change in revenue was due to the following factors:

| Revenue Change Drivers: | Volume | Rates / Product Mix | Fuel Surcharge | Total Revenue Change |
|-------------------------|--------|------------------------|-------------------|-------------------------|
| 2024 vs. 2023 | 0.3 % | 0.5 % | (0.5) % | 0.3 % |

Comparative results were impacted by having one less operating day in 2024 compared to 2023. The growth in rates / product mix shown above includes the growth we experienced in our air cargo product during 2024 as we onboarded more air cargo under our contract with the USPS. Air cargo is measured by weight, not on a per piece basis, and therefore does not impact the volume and revenue per piece discussions below. We expect continued growth in this product during 2025.

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Volume

We returned to annual average daily volume growth in 2024 for the first time in three years, driven primarily by increases in our SurePost product. The increase occurred across multiple industries including retail, professional services and healthcare, and was led by our addition of e-commerce customers and more SMBs leveraging our Digital Access Program. This growth more than offset the volume decline from our largest customer as we continued to reduce their volume with us as planned. As previously disclosed, we expect average daily volume to decline by approximately 8.5% in 2025 as we execute on our plans to accelerate the volume reductions from our largest customer. We expect these volume decreases will be more pronounced during the second half of 2025 as planned volume reductions increase.

Business-to-consumer volume increased 3.0% during the year, due primarily to volume from the additional e-commerce customers noted above, and continued growth in online consumer spending.

Business-to-business volume decreased 2.6%, primarily due to challenging macroeconomic factors and a slowdown in manufacturing activity which were partially offset by returns volume increases as a result of growth in e-commerce activity.

Within our Air products, average daily volume decreased 9.1% during the year, driven by continued reductions in air volume from our largest customer as planned, as well as by other customers that made cost trade-offs and utilized the enhanced speed in our ground network. While air volume is expected to decline in 2025 due to our largest customer, these declines are expected to be partially offset by growth from SMB and Enterprise accounts.

Ground commercial average daily volume decreased 2.4%, primarily driven by declines across certain large customers and SMBs, partially offset by continued growth within our Digital Access Program. Ground residential average daily volume increased 6.1%, primarily due to an increase in SurePost volume from e-commerce customers. We expect our ground volumes will decrease in 2025 due to the planned volume reductions from our largest customer. We expect that continued growth in SMBs will partially offset these anticipated declines. We expect that our recent pricing actions on our SurePost product may result in SurePost volume declines. The insourcing of our SurePost product does not affect our measurement of average daily volume.

Revenue Per Piece

Revenue per piece declined 0.5% for the year due primarily to the decrease in fuel surcharges discussed below. The negative impact of changes in product mix, including an increase in lighter weight, shorter zone shipments, were partially offset by the positive impact of pricing actions to address revenue quality, including demand related surcharges, which led to sequential improvement in the revenue per piece growth rate during the second half of the year. In December 2023, we implemented an average 5.9% net increase in base and accessorial rates for both our Air and Ground products. Revenue per piece from our Air products increased due to changes in customer mix while revenue per piece from our Ground products declined due to changes in both customer and product mix.

We expect revenue per piece to increase during 2025 as we focus on growing higher yielding volume from customers that value our end-to-end integrated network and the impact of an average 5.9% net increase in base and accessorial rates implemented in December 2024.

Fuel Surcharges

We apply a fuel surcharge on our domestic air and ground services that adjusts weekly. Our air fuel surcharge is based on the U.S. Department of Energy's ("DOE") Gulf Coast spot price for a gallon of kerosene-type fuel, and our ground fuel surcharge is based on the DOE's On-Highway Diesel Fuel price.

In 2024, fuel surcharge revenue decreased \$270 million, driven by reductions in the price per gallon, partially offset by increases in volume and the impact of our pricing initiatives. Based on the anticipated declines in volume, we expect fuel surcharge revenue to decrease in 2025.

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Operating Expenses

Operating expenses and non-GAAP adjusted operating expenses increased year over year. Pickup and delivery costs increased \$1.1 billion and package sortation costs increased \$291 million, slightly offset by a \$173 million decrease in the costs of operating our integrated air and ground network, a decrease in other operating costs of \$53 million and the impact from one less operating day in 2024 compared to 2023.

The cost increases were primarily due to an increase of \$1.4 billion in compensation and benefits expense which was driven by the impact of wage and benefit rate increases for our union workforce under our contract with the International Brotherhood of Teamsters ("IBT"), which became effective August 1, 2023. Third-party delivery costs for our SurePost product increased \$213 million due to higher SurePost volume.

The cost decreases were primarily due to a reduction in fuel expense, driven by decreases in the cost of jet and ground fuel, a decrease in worker's compensation expense and the impact of reductions in our workforce under our Fit to Serve initiative.

As of the fourth quarter of 2024, U.S. air cargo operating expense is presented within our U.S. Domestic Package segment and prior periods have been recast.

Our non-GAAP adjusted operating expenses in this segment exclude the impact of total transformation strategy costs of \$147 million, a pre-tax charge to withdraw from a multiemployer pension plan of \$19 million and asset impairment charges of \$5 million. Total transformation strategy costs within the segment during 2024 were related to our Fit to Serve, Transformation 2.0 and *Efficiency Reimagined* programs. Within these programs, we incurred compensation and benefits costs related to workforce reductions as we right-size our business. Additionally, within Transformation 2.0 and *Efficiency Reimagined*, we incurred costs related to outside professional service providers. For additional information on these enterprise programs, our expected benefits and the related costs, see "Supplemental Information - Items Affecting Comparability".

Cost per piece increased 0.6% for the year and non-GAAP adjusted cost per piece increased 0.8%, as expense increases, driven by an increase in compensation and benefits expense, outpaced growth in average daily volume. Cost per piece is expected to increase during 2025 as we expect to incur costs to further our strategic initiatives and we expect average daily volume to decrease as discussed above.

Operating Profit and Margin

As a result of the factors described above, operating profit decreased \$811 million, with operating margin decreasing 140 basis points to 7.2%. Non-GAAP adjusted operating profit decreased \$967 million, with non-GAAP adjusted operating margin decreasing 160 basis points to 7.5%.

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International Package

| | Year Ended December 31, | | Change | |
|--|-------------------------|-----------|----------|--------|
| | 2024 | 2023 | \$ | % |
| Average Daily Package Volume (in thousands): | | | | |
| Domestic | 1,554 | 1,591 | | (2.3)% |
| Export | 1,703 | 1,669 | | 2.0% |
| Total Average Daily Package Volume | 3,257 | 3,260 | | (0.1)% |
| Average Revenue Per Piece: | | | | |
| Domestic | \$ 8.10 | \$ 7.78 | \$ 0.32 | 4.1% |
| Export | 32.82 | 33.03 | (0.21) | (0.6)% |
| Total Average Revenue Per Piece | \$ 21.03 | \$ 20.71 | \$ 0.32 | 1.5% |
| Operating Days in Period | | | | |
| | 253 | 254 | | |
| Revenue (in millions): | | | | |
| Domestic | \$ 3,186 | \$ 3,144 | \$ 42 | 1.3% |
| Export | 14,142 | 14,003 | 139 | 1.0% |
| Cargo & Other | 632 | 684 | (52) | (7.6)% |
| Total Revenue | \$ 17,960 | \$ 17,831 | \$ 129 | 0.7% |
| Operating Expenses (in millions): | | | | |
| Operating Expenses | \$ 14,769 | \$ 14,600 | \$ 169 | 1.2% |
| Non-GAAP adjustments to operating expenses | | | | |
| One-Time Payment for Int'l Regulatory Matter | (88) | — | (88) | N/A |
| Asset Impairment Charges | (2) | — | (2) | N/A |
| Transformation Strategy Costs | (79) | (51) | (28) | 54.9% |
| Non-GAAP Adjusted Operating Expenses | \$ 14,600 | \$ 14,549 | \$ 51 | 0.4% |
| Operating Profit (in millions) and Operating Margin: | | | | |
| Operating Profit | \$ 3,191 | \$ 3,231 | \$ (40) | (1.2)% |
| Non-GAAP Adjusted Operating Profit | \$ 3,360 | \$ 3,282 | \$ 78 | 2.4% |
| Operating Margin | 17.8% | 18.1% | | |
| Non-GAAP Adjusted Operating Margin | 18.7% | 18.4% | | |
| Currency Translation Benefit / (Cost)—(in millions)*: | | | | |
| Revenue | | | \$ (115) | |
| Operating Expenses | | | 67 | |
| Operating Profit | | | \$ (48) | |

* Net of currency hedging; amount represents the change compared to the prior year.

Revenue

The change in revenue was due to the following:

| Revenue Change Drivers: | Volume | Rates / Product Mix | Fuel Surcharges | Currency | Total Revenue Change |
|-------------------------|--------|------------------------|--------------------|----------|-------------------------|
| 2024 vs. 2023 | (0.6)% | 1.9% | —% | (0.6)% | 0.7% |

Comparative results were impacted by having one less operating day in 2024 compared to 2023.

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Volume

Average daily volume was relatively flat during 2024 as decreases in our domestic products were largely offset by growth in our export products. We expect our expanded weekend deliveries and anticipated improvements in macroeconomic conditions to contribute to volume growth in 2025, subject to uncertainty around the impact of global trade policies.

Domestic volume declines were largest in Europe, partially offset by growth in the Americas. Volume declines in Europe were primarily driven by challenging economic conditions which began to moderate during the year. Volume growth in the Americas was largely driven by the Canadian retail sector during the fourth quarter as a result of temporary supply chain disruptions, which ended in December 2024.

Export volume increased for the year, driven by continued growth on Americas and Asia to U.S. trade lanes and U.S. to Americas trade lanes. Improvements in the Americas to U.S. trade lanes were driven by growth in the retail sector, while the Asia to U.S. trade lanes growth was driven by increased SMB volume in retail, high tech and manufacturing sectors.

By export product, growth in our non-premium products more than offset a slight decline in our premium offerings. Volume in our non-premium export products increased 3.2%, driven by growth in our Transborder Standard products from customers in the retail sector in Canada, as well as European healthcare and diversified vehicles and parts customers. Non-premium product growth was also driven by an increase in our Worldwide Expedited products, primarily due to increases in the retail sector within Asia. Our premium export products experienced a volume decline of 1.3%, primarily driven by reductions in our Worldwide Express and Transborder Express products, as customers shifted toward economy products. Volume growth in our Worldwide Express Saver product largely offset these declines, driven by growth across multiple sectors within Asia and Europe.

Revenue Per Piece

Total revenue per piece increased 1.5% during 2024, primarily due to base rate increases. Currency had a negative impact of 70 basis points on revenue per piece due to strengthening of the U.S. Dollar. Rate changes for shipments originating outside the U.S. are made throughout the year and vary by geographic market. We expect overall revenue per piece to slightly increase in 2025 driven by favorable trends in product mix and the impact of increases in base and accessorial rates implemented in December 2024.

Domestic revenue per piece increased 4.1%, primarily due to base rate increases and favorable shifts in customer mix. Currency had a negative impact of 140 basis points on domestic revenue per piece.

Export revenue per piece decreased 0.6%, driven by lower fuel surcharge rates and unfavorable product mix shifts. These decreases were mostly offset by base rate increases and adjustments to demand-related surcharges introduced during the second half of the year. Demand-related surcharges are expected to decline in 2025, subject to market conditions. Currency had a negative impact of 50 basis points on export revenue per piece.

Fuel Surcharges

The fuel surcharge we apply to international air services originating inside or outside the U.S. is largely indexed to the DOE's Gulf Coast spot price for a gallon of kerosene-type jet fuel. The fuel surcharges for ground services originating outside the U.S. are indexed to fuel prices in the region or country where the shipment originates.

Total international fuel surcharge revenue decreased by \$10 million, driven primarily by a decrease in the fuel price per gallon, which was mostly offset by increased export volumes. We anticipate an increase in fuel surcharge revenue in the first half of 2025, driven by an expectation of increased volume partially offset by lower anticipated fuel prices.

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Operating Expenses

Operating expenses, and non-GAAP adjusted operating expenses, increased year over year. Pickup and delivery costs increased \$187 million driven by increased total delivery stops and costs of purchased transportation. Package sortation costs increased \$54 million, as a result of higher year-over-year export volumes, and expanded weekend operations, included in this activity are compensation and benefit costs. Additionally, we incurred an \$88 million expense during 2024 related to the settlement of a previously disclosed one-time international regulatory matter. These increases were partially offset by reductions in air network costs of \$126 million, driven by lower average fuel prices and reductions in air charters and aircraft block hours in response to lower volumes in the first half of the year. We expect overall operating expenses to increase in 2025 primarily as a result of expected volume increases.

Non-GAAP adjusted operating expenses in 2024 exclude the impact of the \$88 million regulatory expense noted above, \$2 million in asset impairment charges and \$79 million in transformation strategy expenses. Transformation strategy activities within our International Package segment during 2024 primarily consisted of compensation and benefits expenses related to workforce reductions under our Fit to Serve program. For additional information on these programs and the related costs, see "Supplemental Information - Items Affecting Comparability."

Operating Profit and Margin

As a result of the factors described above, operating profit decreased \$40 million, with operating margin decreasing 30 basis points to 17.8%. Non-GAAP adjusted operating profit increased \$78 million and non-GAAP adjusted operating margin increased 30 basis points to 18.7%.

During 2024, we completed the previously disclosed liquidation of our Small Package subsidiaries in Russia and Belarus. The process of liquidating our Forwarding and Logistics subsidiaries in Russia are on-going and we expect to finalize the liquidation in 2025. Substantially all of our operations in Ukraine remain indefinitely suspended. These actions have not had, and are not expected to have, a material impact on us.

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Supply Chain Solutions

| | Year Ended December 31, | | Change | |
|--|--------------------------------|-------------|---------------|----------|
| | 2024 | 2023 | \$ | % |
| Revenue (in millions): | | | | |
| Forwarding | \$ 4,728 | \$ 5,534 | \$ (806) | (14.6)% |
| Logistics | 6,437 | 5,927 | 510 | 8.6 % |
| Other | 1,569 | 1,461 | 108 | 7.4 % |
| Total Revenue | \$ 12,734 | \$ 12,922 | \$ (188) | (1.5)% |
| Operating Expenses (in millions): | | | | |
| Operating Expenses | \$ 11,802 | \$ 12,168 | \$ (366) | (3.0)% |
| Transformation Strategy Costs | (96) | (118) | 22 | (18.6)% |
| Gain on Divestiture of Coyote | 156 | — | 156 | N/A |
| Goodwill and Asset Impairment Charges | (101) | (236) | 135 | (57.2)% |
| Expense for Regulatory Matter | (45) | — | (45) | N/A |
| Non-GAAP Adjusted Operating Expenses | \$ 11,716 | \$ 11,814 | \$ (98) | (0.8)% |
| Operating Profit (in millions) and Operating Margins: | | | | |
| Operating Profit | \$ 932 | \$ 754 | \$ 178 | 23.6 % |
| Non-GAAP Adjusted Operating Profit | 1,018 | 1,108 | (90) | (8.1)% |
| Operating Margin | 7.3 % | 5.8 % | | |
| Non-GAAP Adjusted Operating Margin | 8.0 % | 8.6 % | | |
| Currency Translation Benefit / (Cost)—(in millions)*: | | | | |
| Revenue | | | (68) | |
| Operating Expenses | | | 86 | |
| Operating Profit | | | 18 | |

* Amount represents the change in currency translation compared to the prior year.

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| | Year Ended December 31, | | Change | |
|---|-------------------------|---------------|-----------------|----------------|
| | 2024 | 2023 | \$ | % |
| Non-GAAP adjustments to Operating Expenses | | | | |
| (in millions): | | | | |
| Transformation Strategy Costs | | | | |
| Forwarding | \$ 39 | \$ 68 | \$ (29) | (42.6)% |
| Logistics | 57 | 48 | 9 | 18.8 % |
| Other SCS | — | 2 | (2) | (100.0)% |
| Total Transformation Strategy Costs | 96 | 118 | (22) | (18.6)% |
| Gain on Divestiture of Coyote | | | | |
| Forwarding | (156) | — | (156) | N/A |
| Total Gain on Divestiture of Coyote | (156) | — | (156) | N/A |
| Goodwill and Asset Impairment Charges | | | | |
| Forwarding | — | 119 | (119) | (100.0)% |
| Logistics | 101 | — | 101 | N/A |
| Other SCS | — | 117 | (117) | (100.0)% |
| Total Goodwill and Asset Impairment Charges | 101 | 236 | (135) | (57.2)% |
| Expense for Regulatory Matter | | | | |
| Other SCS | 45 | — | 45 | N/A |
| Total Expense for Regulatory Matter | 45 | — | 45 | N/A |
| Total non-GAAP Adjustments to Operating Expenses | <u>\$ 86</u> | <u>\$ 354</u> | <u>\$ (268)</u> | <u>(75.7)%</u> |

Revenue

Total revenue within Supply Chain Solutions decreased, primarily driven by the September 2024 divestiture of Coyote. These reductions were partially offset by growth in Logistics and certain of our other businesses.

Within our Logistics businesses revenue increased \$510 million. The acquisition of MNX Global Logistics in the fourth quarter of 2023 contributed \$303 million of the increase, including revenue related to healthcare customers. Revenue in mail services increased \$206 million driven by new customer volume and rate increases in the second half of the year. We expect continued growth within our Logistics businesses in 2025, driven by expected growth from our healthcare customers.

Within our Forwarding businesses, revenue decreased \$806 million. Revenue from Coyote decreased \$976 million due to lower volumes, continued softness in market rates, and the completion of the divestiture. International airfreight revenue increased \$52 million, primarily due to increases in market rates. Volume also grew during the year, particularly on the Asia export lanes, driven by growth from e-commerce customers. We expect revenue growth to continue during 2025, driven by improving customer mix. Ocean freight forwarding revenue also increased, driven by an increase in market rates resulting from improved market dynamics as the year progressed, which more than offset lower volumes during the year. We expect revenue growth to continue into 2025 driven by these higher rates.

Revenue from our other businesses within Supply Chain Solutions increased. In our digital businesses, revenue increased \$163 million, driven by volume growth at Roadie and the full-year impact of Happy Returns, which was acquired in the fourth quarter of 2023.

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Operating Expenses

Total operating expenses and non-GAAP adjusted operating expenses within Supply Chain Solutions decreased.

Forwarding operating expenses decreased \$1.1 billion, and on a non-GAAP adjusted basis, operating expenses decreased \$786 million, primarily driven by decreases of \$949 million in Coyote due to lower activity levels during 2024 and the September 2024 divestiture. These decreases were partially offset by a \$163 million increase in expenses in our freight forwarding business, driven by market rates for third-party transportation during the second half of 2024. We expect Forwarding operating expenses will decrease in the first half of 2025 driven by the impact of the Coyote divestiture, partially offset by continued growth in our freight forwarding businesses. Non-GAAP adjusted operating expense in our Forwarding business excludes \$39 million in expense in 2024 related to projects undertaken as part of our transformation strategy, and a gain of \$156 million related to the divestiture of Coyote recognized during the third quarter. For the year ended December 31, 2023, non-GAAP adjusted operating expenses in this business excluded the impact of transformation strategy costs and goodwill and intangible impairments as shown in the table above.

Logistics operating expenses increased \$657 million, and on a non-GAAP adjusted basis increased \$543 million. Increases in Logistics operating expense were driven primarily by the impact of the acquisition of MNX Global Logistics, which contributed \$288 million of the increase, and by a \$188 million increase in operating expenses in mail services, driven by volume growth and rate increases in the second half of 2024. We expect rate increases in 2025 to drive higher operating expenses in our mail services business. Non-GAAP adjusted operating expenses within Logistics exclude the impact of \$57 million primarily related to projects undertaken as part of our transformation strategy and \$101 million in asset impairment charges consisting of a \$41 million write down in the value of certain trade names acquired as part of the Bomi Group acquisition in the first quarter of 2024, and \$60 million in impairments of IT systems and fixed assets. During 2023, we recognized \$48 million in transformation strategy costs.

Expenses in our other Supply Chain Solutions businesses increased \$71 million, and on a non-GAAP adjusted basis, increased \$145 million. Within our digital businesses, operating costs increased \$181 million, driven by volume growth and the impact of acquiring Happy Returns in the fourth quarter of 2023. In 2024, non-GAAP adjusted operating expense for these businesses excluded the impact of \$45 million related to a regulatory matter which is further discussed in note 10. For the year ended December 31, 2023, non-GAAP adjusted operating expense excluded the impact of goodwill impairment charges of \$117 million.

As discussed above, our non-GAAP adjusted operating expenses exclude the impact of various transformation strategy costs. Within Supply Chain Solutions, these total costs were \$96 million in 2024 and \$118 million in 2023. Transformation strategy costs reflected within Supply Chain Solutions during these periods are related to our Transformation 2.0 and Fit to Serve programs. Within Transformation 2.0, we incurred impairment costs resulting from our business portfolio review and costs related to financial system investments in Forwarding. Within Fit to Serve, we incurred severance costs. For additional information on these programs and the related costs, see "Supplemental Information - Items Affecting Comparability."

Operating Profit and Margin

As a result of the factors described above, total operating profit increased \$178 million, with operating margin increasing 150 basis points to 7.3%. On a non-GAAP adjusted basis, operating profit decreased \$90 million, with non-GAAP adjusted operating margin decreasing 60 basis points to 8.0%.

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Consolidated Operating Expenses

| | Year Ended December 31, | | Change | |
|--|-------------------------|------------------|-----------------|----------|
| | 2024 | 2023 | \$ | % |
| Operating Expenses (in millions): | | | | |
| Compensation and benefits | \$ 48,093 | \$ 47,092 | \$ 1,001 | 2.1 % |
| Transformation Strategy Costs | (213) | (337) | 124 | (36.8)% |
| Multiemployer Pension Plan Withdrawal Expense | (19) | — | (19) | N/A |
| One-Time Compensation Payment | — | (61) | 61 | (100.0)% |
| Non-GAAP Adjusted Compensation and Benefits | 47,861 | 46,694 | 1,167 | 2.5 % |
| Repairs and maintenance | 2,940 | 2,828 | 112 | 4.0 % |
| Depreciation and amortization | 3,609 | 3,366 | 243 | 7.2 % |
| Purchased transportation | 13,589 | 13,640 | (51) | (0.4)% |
| Fuel | 4,366 | 4,775 | (409) | (8.6)% |
| Other occupancy | 2,117 | 2,019 | 98 | 4.9 % |
| Other expenses | 7,888 | 8,097 | (209) | (2.6)% |
| Total Other expenses | 34,509 | 34,725 | (216) | (0.6)% |
| Transformation Strategy Costs | (109) | (98) | (11) | 11.2 % |
| Gain on Divestiture of Coyote | 156 | — | 156 | N/A |
| One-Time Payment for International Regulatory Matter | (88) | — | (88) | N/A |
| Goodwill and Asset Impairment Charges | (108) | (236) | 128 | (54.2)% |
| Expense for Regulatory Matter | (45) | — | (45) | N/A |
| Non-GAAP Adjusted Total Other Expenses | \$ 34,315 | \$ 34,391 | \$ (76) | (0.2)% |
| Total Operating Expenses | <u>\$ 82,602</u> | <u>\$ 81,817</u> | <u>\$ 785</u> | 1.0 % |
| Non-GAAP Adjusted Total Operating Expenses | <u>\$ 82,176</u> | <u>\$ 81,085</u> | <u>\$ 1,091</u> | 1.3 % |

Currency (Benefit) / Cost - (in millions)*

(152)

* Amount represents the change in currency translation compared to the prior year.

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| | Year Ended December 31, | | Change | |
|--|-------------------------|--------|----------|----------|
| | 2024 | 2023 | \$ | % |
| Non-GAAP Adjustments to Operating Expenses (in millions): | | | | |
| <u>Transformation Strategy Costs</u> | | | | |
| Compensation | \$ 21 | \$ 19 | \$ 2 | 10.5 % |
| Benefits | 192 | 318 | (126) | (39.6)% |
| Other expenses | 109 | 98 | 11 | 11.2 % |
| Total Transformation Strategy Costs | 322 | 435 | (113) | (26.0)% |
| <u>Gain on Divestiture of Coyote</u> | | | | |
| Other expenses | (156) | — | (156) | N/A |
| <u>One-Time Payment for International Regulatory Matter</u> | | | | |
| Other expenses | 88 | — | 88 | N/A |
| <u>Goodwill and Asset Impairment Charges</u> | | | | |
| Other expenses | 108 | 236 | (128) | (54.2)% |
| <u>One-Time Compensation Payment</u> | | | | |
| Benefits | — | 61 | (61) | (100.0)% |
| <u>Expense for Regulatory Matter</u> | | | | |
| Other expenses | 45 | — | 45 | N/A |
| <u>Multiemployer Pension Plan Withdrawal Expense</u> | | | | |
| Benefits | 19 | — | 19 | N/A |
| Total Non-GAAP Adjustments to Operating Expenses | \$ 426 | \$ 732 | \$ (306) | (41.8)% |

Compensation and Benefits

Total compensation and benefits, and total non-GAAP adjusted compensation and benefits, increased.

Compensation costs, and non-GAAP adjusted compensation costs, both increased \$1.1 billion. The principal factors contributing to the overall increase were:

- Direct labor costs increased \$1.2 billion. Contractual wage rate increases for our U.S. union workforce resulted in an increase in costs of \$793 million. Increased seniority within our union workforce contributed \$300 million of the increase. We expect wage rate growth to moderate during 2025 in accordance with the terms of our IBT contract. Additionally, labor costs in our air operations increased by \$128 million associated with increases in our U.S. air cargo volume.
- Management compensation costs decreased \$127 million due to lower overall headcount, partially offset by higher incentive compensation expense.

Benefits costs decreased \$77 million, and on a non-GAAP adjusted basis increased \$91 million. The principal factors contributing to the overall changes were:

- Workers' compensation expense decreased \$228 million due to favorable developments in prior year claims.
- Accruals for paid time off, payroll taxes and other costs increased \$158 million, primarily due to contractual wage rate growth in the first half of the year.
- Health and welfare costs increased \$149 million, driven by increased contributions to multiemployer plans as a result of contractually-mandated rate increases.
- Pension and other postretirement benefits costs increased \$19 million, driven by a 2024 expense related to a withdrawal from a multiemployer pension plan in the United States. On a non-GAAP adjusted basis, pension and other postretirement benefits costs remained relatively flat.

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- Other employee benefits expense decreased \$174 million due to higher separation costs incurred in 2023. On a non-GAAP adjusted basis, other employee benefits expense remained relatively flat.

Non-GAAP adjusted operating expenses exclude the impact of costs incurred under certain of our transformation strategy programs, Fit to Serve and Transformation 2.0, as well as expense related to a withdrawal from a multiemployer pension plan, and primarily impacted other employee benefits expense and related payroll tax expense as discussed above. Compensation and benefit expenses for these items for 2024 were \$232 million. These costs decreased by \$105 million as compared to 2023. During 2023, non-GAAP adjusted operating expenses excluded costs incurred under certain of our transformation strategy programs, and a one-time compensation payment. See Supplemental Information - Items Affecting Comparability for additional discussion.

Repairs and Maintenance

Repairs and maintenance expense increased, primarily attributable to a \$59 million increase in routine repairs to buildings and facilities. Expense also increased for aircraft maintenance, due to the timing of required engine maintenance, and for ground equipment maintenance as a result of increased driving miles.

Depreciation and Amortization

Depreciation expense increased \$243 million as a result of facility automation and expansion projects aligned with our strategic objectives. Amortization expense for capitalized software investments increased as a result of further technology investments, and we recorded additional amortization expense for intangible assets arising from the acquisitions of MNX Global Logistics and Happy Returns in 2023.

Purchased Transportation

Third-party transportation expense charged to us by air, ocean and ground carriers decreased by \$51 million. The decreases were primarily driven a decrease of \$788 million from the disposition of Coyote in September 2024, which also experienced volume declines and lower market rates prior to divestiture.

This decrease was partly offset by the impact of an increase in delivery costs related to volume growth in our SurePost product (\$213 million), the acquisition of MNX Global Logistics (\$174 million), volume growth in our mail services business (\$146 million) and increases in our healthcare subsidiaries (\$106 million) attributable to both volume and rates. The remaining movement within purchased transportation related to increases in expense attributable to market rates in our freight forwarding business (\$99 million).

Fuel

The decrease in fuel expense was mainly attributable to lower prices for jet fuel, diesel and gasoline, which more than offset expense increases driven by volume growth. Market prices and the manner in which we purchase fuel influence our costs. The majority of our fuel purchases utilize index-based pricing formulas plus or minus a fixed locational/supplier differential. While many of the indices are correlated, each index may respond differently to changes in underlying prices, which in turn can drive variability in our costs.

Other Occupancy

Other occupancy expense increased, primarily due to increases in property rents. A reduction in certain rebates and increases to temporary structural costs also contributed to the increase.

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Other Expenses

Other expenses decreased \$209 million, and on a non-GAAP adjusted basis other expenses decreased \$67 million. The principal factors contributing to the decreases were:

- Vehicle lease expense decreased \$124 million due to the impact of network optimization efforts and volume declines in the first quarter.
- A reduction in outsourcing and consulting fees of \$112 million, driven by a decrease in project-based engagements.
- Other gains and losses decreased \$260 million. During 2024, a \$77 million net gain was driven by a \$156 million gain from the divestiture of Coyote offset by expense from disposal of other assets during the year. During 2023, a \$183 million net expense was primarily driven by asset impairment charges.
- Credit losses increased \$106 million as a result of changes in the composition of our accounts receivable and specific customer matters.
- Commissions paid increased \$114 million primarily due to growth in our Digital Access Program.

Other expense changes included higher costs for software and an increase related to airline operations, primarily due to increased flight activity in the fourth quarter. These were offset by lower marketing and advertising costs.

Non-GAAP adjusted operating expenses exclude the impact of:

- Transformation strategy costs of \$109 million, an increase of \$11 million when compared to 2023.
- Goodwill and asset impairment charges of \$108 million, a decrease of \$128 million when compared to 2023. In 2024 we recorded \$60 million of asset impairment charges related to healthcare operations IT systems and fixed assets. We also incurred a \$41 million pre-tax charge to write down the value of certain trade names acquired as part of our acquisition of Bomi Group as we consolidated our brands and a \$7 million pre-tax impairment charge related to software licenses. In 2023, we recorded \$125 million of impairment charges primarily relating to our Roadie and Delivery Solutions reporting units, as well as a \$111 million impairment related to a tradename.
- We made a \$45 million payment related to a regulatory matter and \$94 million payment, including interest, to settle a previously-disclosed international regulatory matter, both in the first half of 2024. We recorded a pre-tax gain of \$156 million in connection with the divestiture of Coyote. We did not have any similar charges in 2023.

We expect to incur additional other expenses under our Fit to Serve and Transformation 2.0 programs during 2025 as we complete these programs. We expect to incur additional costs under our Network Reconfiguration and *Efficiency Reimagined* initiatives during 2025. See "Supplemental Information - Items Affecting Comparability" for additional discussion.

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Other Income and (Expense)

The following table sets forth investment income (expense) and other and interest expense for the years ended December 31, 2024 and 2023 (in millions):

| | Year Ended December 31, | | Change | |
|---|--------------------------------|-----------------|-----------------|---------------|
| | 2024 | 2023 | \$ | % |
| Investment Income (Expense) and Other | \$ (160) | \$ 219 | \$ (379) | N/A |
| Defined Benefit Pension and Postretirement Medical Plan Loss | 665 | 359 | 306 | 85.2 % |
| Non-GAAP Adjusted Investment Income (Expense) and Other | \$ 505 | \$ 578 | \$ (73) | (12.6)% |
| Interest Expense | \$ (866) | \$ (787) | \$ (79) | 10.0 % |
| Interest Expense Associated with One-Time Payment for International Regulatory Matter | 6 | — | 6 | N/A |
| Non-GAAP Adjusted Interest Expense | \$ (860) | \$ (787) | \$ (73) | 9.3 % |
| Total Other Income and (Expense) | \$ (1,026) | \$ (568) | \$ (458) | 80.6 % |
| Total Non-GAAP Adjusted Other Income and (Expense) | \$ (355) | \$ (209) | \$ (146) | 69.9 % |

Investment Income (Expense) and Other

Investment income (expense) and other decreased \$379 million. Remeasurements of our defined benefit plans resulted in a \$665 million mark-to-market loss in 2024 compared to a \$359 million loss in 2023. Excluding the impact of these remeasurements, non-GAAP adjusted investment income (expense) and other decreased \$73 million, driven by lower average invested balances and year-over-year changes in certain non-current investments, partially offset by a reduction in foreign currency losses.

Interest Expense

Interest expense increased primarily due to higher interest rates on new debt issuances in 2024.

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Income Tax Expense

The following table sets forth income tax expense and our effective tax rate for the years ended December 31, 2024 and 2023 (in millions):

| | Year Ended December 31, | | Change | |
|--|-------------------------|----------|----------|----------|
| | 2024 | 2023 | \$ | % |
| Income Tax Expense: | \$ 1,660 | \$ 1,865 | \$ (205) | (11.0)% |
| Income Tax Impact of: | | | | |
| Transformation Strategy Costs: | | | | |
| <i>Transformation 1.0</i> | — | 3 | (3) | (100.0)% |
| <i>Transformation 2.0</i> | | | | |
| <i>Spans and Layers</i> | — | 21 | (21) | (100.0)% |
| <i>Business Portfolio Review</i> | 7 | 15 | (8) | (53.3)% |
| <i>Financial Systems</i> | 13 | 10 | 3 | 30.0 % |
| <i>Other Initiatives</i> | — | 1 | (1) | (100.0)% |
| <i>Transformation 2.0 Total</i> | 20 | 47 | (27) | (57.4)% |
| <i>Fit to Serve</i> | 49 | 52 | (3) | (5.8)% |
| <i>Network Reconfiguration and Efficiency Reimagined</i> | 8 | — | 8 | N/A |
| Total Transformation Strategy Costs | 77 | 102 | (25) | (24.5)% |
| Gain on Divestiture of Coyote | (4) | — | (4) | N/A |
| One-Time Payment for International Regulatory Matter | — | — | — | N/A |
| Goodwill and Asset Impairment Charges | 27 | 43 | (16) | (37.2)% |
| One-Time Compensation Payment | — | 15 | (15) | (100.0)% |
| Expense for Regulatory Matter | — | — | — | N/A |
| Multiemployer Pension Plan Withdrawal Expense | 5 | — | 5 | N/A |
| Defined Benefit Pension and Postretirement Medical Plan Loss | 159 | 85 | 74 | 87.1 % |
| Non-GAAP Adjusted Income Tax Expense | \$ 1,924 | \$ 2,110 | \$ (186) | (8.8)% |
| Effective Tax Rate | 22.3 % | 21.8 % | | |
| Non-GAAP Adjusted Effective Tax Rate | 22.5 % | 21.8 % | | |

For additional information on income tax expense and our effective tax rate, see note 15 to the audited, consolidated financial statements.

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Liquidity and Capital Resources

We deploy a disciplined and balanced approach to capital allocation, including returns to shareowners through dividends and share repurchases. As of December 31, 2024, we had \$6.3 billion in cash, cash equivalents, and marketable securities. We believe that these positions, expected cash from operations, access to commercial paper programs and capital markets and other available liquidity options will be adequate to fund our material short- and long-term cash requirements, including our business operations, planned capital expenditures, anticipated pension contributions, planned and potential acquisitions, debt obligations and planned shareowner returns. We regularly evaluate opportunities to optimize our capital structure, including through issuances of debt to refinance existing debt and to fund operations.

Cash Flows From Operating Activities

The following is a summary of the significant sources (uses) of cash from operating activities (in millions):

| | 2024 | 2023 |
|---|------------------|------------------|
| Net income | \$ 5,782 | \$ 6,708 |
| Non-cash operating activities ⁽¹⁾ | 5,622 | 5,437 |
| Pension and postretirement medical benefit plan contributions (Company-sponsored plans) | (1,524) | (1,393) |
| Hedge margin receivables and payables | (90) | (444) |
| Income tax receivables and payables | 313 | (294) |
| Changes in working capital and other non-current assets and liabilities | 33 | 366 |
| Other operating activities | (14) | (142) |
| Net cash from operating activities | <u>\$ 10,122</u> | <u>\$ 10,238</u> |

⁽¹⁾ Represents depreciation and amortization, gains and losses on derivative transactions and foreign currency exchange, deferred income taxes, allowances for expected credit losses, pension and postretirement medical benefit plan (income) expense, stock compensation expense, changes in casualty self-insurance reserves, goodwill and other asset impairment charges and other non-cash items.

Net cash from operating activities decreased \$116 million in 2024, driven by the following:

- The reduction in net income.
- Increased 401(k) plan contributions.

The decreases were partially offset by:

- An increase in our U.S. income tax position as a result of the tax deferral related to Hurricane Helene.
- A payment in 2023 for deferred employer payroll taxes that did not repeat.
- A favorable reduction in hedge margin collateral outflows, driven by changes in the fair value of derivative contracts used in our currency hedging programs and an increase in the threshold at which we exchange collateral with counterparties.

Cash payments for income taxes were \$1.3 and \$2.0 billion for the years ended December 31, 2024 and 2023, respectively, with the decrease corresponding to the tax deferral related to Hurricane Helene and the reduction in net income.

As of December 31, 2024 approximately \$2.5 billion of our total worldwide holdings of cash, cash equivalents and marketable securities were held by foreign subsidiaries. The amount of cash, cash equivalents and marketable securities held by our U.S. and foreign subsidiaries fluctuates throughout the year due to a variety of factors, including the timing of cash receipts, strategic operating needs and disbursements in the normal course of business. Cash provided by operating activities in the U.S. continues to be our primary source of funds to finance our business operations, planned capital expenditures, pension contributions, potential and planned acquisitions, transformation strategy costs, debt obligations and planned shareowner returns. All cash, cash equivalents and marketable securities held by foreign subsidiaries are generally available for distribution to the U.S. without any U.S. federal income taxes. Any such distributions may be subject to foreign withholding and U.S. state taxes. When amounts earned by foreign subsidiaries are expected to be indefinitely reinvested, no accrual for taxes is provided.

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Cash Flows From Investing Activities

Our primary sources (uses) of cash from investing activities for the years ended December 31, 2024 and 2023 were as follows (in millions):

| | 2024 | 2023 |
|--|-------------|-------------|
| Net cash used in investing activities | \$ (217) | \$ (7,133) |
| Capital Expenditures: | | |
| Buildings, facilities and plant equipment | \$ (1,563) | \$ (2,211) |
| Aircraft and parts | (742) | (585) |
| Vehicles | (779) | (1,485) |
| Information technology | (825) | (877) |
| Total Capital Expenditures ⁽¹⁾ : | \$ (3,909) | \$ (5,158) |
| Capital Expenditures as a % of revenue | 4.3 % | 5.7 % |
| Other Investing Activities: | | |
| Proceeds from disposals of businesses, property, plant and equipment | \$ 1,115 | \$ 193 |
| Net (purchases)/sales and maturities of marketable securities | \$ 2,672 | \$ (820) |
| Acquisitions, net of cash acquired | \$ (71) | \$ (1,329) |
| Other investing activities | \$ (24) | \$ (19) |

⁽¹⁾ In addition to capital expenditures of \$3.9 and \$5.2 billion for the years ended December 31, 2024 and 2023, respectively, there were principal repayments of finance lease obligations of \$136 and \$126 million in these years, respectively. These are included in cash flows from financing activities.

In 2024, capital expenditures were \$3.9 billion and approximately \$1.3 billion was spent related to projects which support our environmental sustainability goals. Total capital expenditures decreased in 2024 compared to 2023 as a result of:

- Reduced spending on buildings, facilities and plant equipment, as we continued our Network of the Future initiative.
- Vehicle expenditure decreases, driven by sufficient vehicle counts from the prior year.
- Decreased technology expenditures driven by the renewal of software licenses in 2023 that did not repeat.
- Partially offset by increased aircraft expenditures driven by higher payments on open aircraft orders and the timing of final deliveries of aircraft.

In 2024, in connection with the divestiture of Coyote, we received net cash proceeds of \$1.002 billion.

We received cash proceeds of \$2.7 billion from the sale of marketable securities during 2024 due to the liquidation of our portfolio to provide additional resources for short-term and strategic operating needs.

Cash paid for acquisitions in 2024 primarily related to reacquired development area rights for The UPS Store. In 2023 we acquired MNX Global Logistics and Happy Returns, and reacquired development areas for The UPS Store. Cash used in other investing activities supported non-current investments and purchase contract deposits.

We have commitments for pending acquisitions and for the purchase of aircraft, vehicles, equipment and real estate to provide for the replacement and enhancement of existing capacity and targeted growth. We regularly evaluate opportunities for cost effective financing of assets in order to reduce our capital spending. Future capital spending will depend on a variety of factors, including economic and industry conditions, and financing alternatives. Our 2025 investment program anticipates investments in technology initiatives and enhanced network capabilities, including approximately \$0.5 billion of projects to support our environmental sustainability goals. It also provides for maintenance of buildings, facilities and equipment and replacement of certain aircraft within our fleet. We currently expect our capital expenditures will be approximately \$3.5 billion in 2025, of which approximately 80 percent will be allocated to network enhancement projects and other technology initiatives.

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Cash Flows From Financing Activities

Our primary sources (uses) of cash for financing activities were as follows (amounts in millions, except per share data):

| | 2024 | 2023 |
|---|-------------|-------------|
| Net cash used in financing activities | \$ (6,850) | \$ (5,534) |
| Share Repurchases: | | |
| Cash paid to repurchase shares | \$ (500) | \$ (2,250) |
| Number of shares repurchased | (3.9) | (12.8) |
| Shares outstanding at year end | 854 | 853 |
| Dividends: | | |
| Dividends declared per share | \$ 6.52 | \$ 6.48 |
| Cash paid for dividends | \$ (5,399) | \$ (5,372) |
| Borrowings: | | |
| Net borrowings (repayments) of debt principal | \$ (974) | \$ 2,272 |
| Other Financing Activities: | | |
| Cash received for common stock issuances | \$ 232 | \$ 248 |
| Other financing activities | \$ (209) | \$ (432) |
| Capitalization: | | |
| Total debt outstanding at year end | \$ 21,284 | \$ 22,264 |
| Total shareowners' equity at year end | 16,743 | 17,314 |
| Total capitalization | \$ 38,027 | \$ 39,578 |

We repurchased 3.9 and 12.8 million shares of class B common stock for \$500 million and \$2.3 billion under our stock repurchase program for the years ended December 31, 2024 and 2023, respectively. On February 3, 2025, we entered into an accelerated share repurchase agreement for \$1.0 billion worth of shares. This agreement is expected to settle in the first quarter of 2025. We do not anticipate further share repurchases in 2025. For additional information on our share repurchase activities, see note 12 to the audited, consolidated financial statements.

The declaration of dividends is subject to the discretion of the Board and will depend on various factors, including our net income, financial condition, cash requirements, future prospects and other relevant factors. We paid quarterly cash dividends of \$1.63 and \$1.62 per share in 2024 and 2023, respectively. On February 5, 2025, our Board declared a dividend of \$1.64 per share, which is payable on March 6, 2025 to shareowners of record on February 18, 2025.

For the years ended December 31, 2024 and 2023, dividends reported within shareowners' equity include \$195 and \$239 million, respectively, of non-cash dividends that were settled in shares of class A common stock.

Issuances of debt in 2024 consisted of borrowings of fixed- and floating-rate senior notes. The principal balances of the senior notes are as follows:

- \$900 million 5.150% senior notes due 2034;
- \$1.1 billion 5.500% senior notes due 2054;
- \$600 million 5.600% senior notes due 2064; and
- \$213 million floating rate senior notes due 2074.

Issuances of debt in 2023 consisted of borrowings under our commercial paper program and fixed- and floating-rate senior notes. The principal balances of the senior notes are as follows:

- \$900 million 4.875% senior notes due 2033;
- \$1.1 billion 5.050% senior notes due 2053; and
- \$529 million floating rate senior notes due 2073.

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Repayments of debt in 2024 included \$2.2 billion of short- and long-term commercial paper and scheduled principal payments on our finance lease obligations. We also repaid the following notes at maturity:

- C\$750 million 2.125% senior notes;
- \$500 million 2.800% senior notes; and
- \$400 million 2.200% senior notes.

Repayments of debt in 2023 included \$23 million of debt assumed in the Bomi Group acquisition, scheduled principal payments on our finance lease obligations and reductions in our commercial paper balances. We also repaid the following notes at maturity:

- \$1.0 billion 2.500% senior notes;
- €700 million 0.375% senior notes; and
- \$500 million floating rate senior notes.

The amount of commercial paper outstanding fluctuates based on daily liquidity needs. The following is a summary of our commercial paper program (in millions):

| USD | Outstanding balance at year end (\$) | | Average balance outstanding (\$) | | Average interest rate | |
|-------------|---|-------|---|-----|------------------------------|---|
| 2024 | \$ | — | \$ | 208 | 5.26 | % |
| 2023 | \$ | 2,172 | \$ | 417 | 5.45 | % |

As of December 31, 2024, we had no outstanding balances under our U.S. or European commercial paper program. We had no outstanding balances under our European commercial paper programs as of December 31, 2023.

We have \$1.7 billion of USD and EUR fixed-rate senior notes that mature in 2025. We intend to repay or refinance these amounts when due. We consider the overall fixed and floating interest rate mix of our portfolio and the related overall cost of borrowing when planning for future issuances and non-scheduled repayments of debt.

Other financing activities included cash used to repurchase shares to satisfy tax withholding obligations on vested employee stock awards. Cash outflows for this purpose were \$200 and \$402 million for the years ended December 31, 2024 and 2023, respectively. The decrease was due to changes in required repurchase amounts.

Except as disclosed in note 9 to the audited, consolidated financial statements, we do not have guarantees or other off-balance sheet financing arrangements, including variable interest entities, which we believe could have a material impact on our financial condition or liquidity.

Sources of Credit

See note 9 to the audited, consolidated financial statements for a discussion of our available credit and our debt covenants.

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Contractual Commitments

We have material cash requirements for known contractual obligations and commitments in the form of finance leases, operating leases, debt obligations, purchase commitments and certain other liabilities that are disclosed in the notes to the audited, consolidated financial statements and discussed below. We expect to fund these obligations and other discretionary payments, including expected returns to shareowners, primarily through cash from operations.

We anticipate making discretionary contributions to our company-sponsored U.S. defined benefit pension and postretirement medical benefit plans of approximately \$1.3 billion in 2025, which are included within *Expected employer contributions to plan trusts* shown in note 5 to the audited, consolidated financial statements. There are currently no anticipated minimum required cash contributions to our qualified U.S. pension plans in 2025. The amount of any minimum funding requirement, as applicable, for these plans could change significantly in future periods depending on many factors, including plan asset returns, discount rates, other actuarial assumptions, changes to pension plan funding regulations and the discretionary contributions that we make. Actual contributions made in future years could materially differ and consequently required minimum contributions beyond 2025 cannot be reasonably estimated. We expect contributions to the UPS 401(k) Savings Plan to be approximately \$614 million in 2025.

As discussed in note 6 to the audited, consolidated financial statements, we are not currently subject to any surcharges or minimum contributions outside of our agreed-upon contractual rates with respect to the multiemployer pension and health and welfare plans in which we participate. Contribution rates to these multiemployer pension and health and welfare plans are established through the collective bargaining process.

We have outstanding letters of credit and surety bonds that are discussed in note 9 to the audited, consolidated financial statements. Additionally, we have \$1.7 billion of fixed-rate USD and EUR senior notes that mature in 2025. We intend to repay or refinance these amounts when due. Estimated future interest payments on our outstanding debt total approximately \$16.7 billion. This amount was calculated using the contractual interest payments due on our fixed- and variable-rate debt based on interest rates as of December 31, 2024. For debt denominated in a foreign currency, the U.S. Dollar equivalent principal amount of the debt at the end of the year was used as the basis to project future interest payments.

Annual principal payments on our long-term debt, and purchase commitments for certain capital expenditures and pending acquisitions are also set out in note 9 to the audited, consolidated financial statements. Included within these purchase commitments are firm commitments to purchase 25 new Boeing 767-300 aircraft expected to be delivered between 2025 and 2027. We are evaluating available financing alternatives with respect to the acquisition of these aircraft.

In addition to purchase commitments, we have other contractual agreements including equipment rentals, software licensing and commodity contracts.

Our finance lease obligations, including purchase options that are reasonably certain to be exercised, relate primarily to leases on aircraft and real estate. These obligations, together with our obligations under operating leases are set out in note 11 to the audited, consolidated financial statements.

Under provisions of the Tax Cuts and Jobs Act, we elected to pay a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries over eight years. The remaining balance will be paid in 2025 and 2026. Additionally, we have uncertain tax positions that are further discussed in note 15 to the audited, consolidated financial statements.

Contingencies

See note 5 and note 15 to the audited, consolidated financial statements for a discussion of pension-related matters and income-tax-related matters, respectively. See note 10 for a discussion of judicial proceedings and other matters arising from the conduct of our business activities.

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Collective Bargaining Agreements

Status of Collective Bargaining Agreements

See note 6 to the audited, consolidated financial statements for a discussion of the status of collective bargaining agreements and "Risk Factors - Business and Operating Risks - Strikes, work stoppages or slowdowns by our employees could materially adversely affect us" in Part I, Item 1A of this report.

Multiemployer Benefit Plans

We contribute to a number of multiemployer pension and health and welfare plans under the terms of collective bargaining agreements that cover our union-represented employees. These agreements set forth the annual contribution rate increases for the plans that we participate in.

New Accounting Pronouncements

Recently Adopted Accounting Standards

See note 1 to the audited, consolidated financial statements for a discussion of recently adopted accounting standards.

Accounting Standards Issued But Not Yet Effective

See note 1 to the audited, consolidated financial statements for a discussion of accounting standards issued, but not yet effective.

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Critical Accounting Estimates

The amounts of assets, liabilities, revenue and expenses reported in our financial statements are affected by estimates and judgments that are necessary to comply with GAAP, including fair value measurements. We develop our estimates and judgments based on prior experience, current trends, and various other assumptions. For estimates that involve fair value measurements, we consider the fair value hierarchy under ASC Topic 820. We also engage outside specialists as necessary to assist us in development our estimates. Actual results could differ materially from our estimates, which would affect the related amounts reported in our consolidated financial statements. While estimates and judgments are applied in arriving at many reported amounts, we believe that the following areas involve a higher degree of judgment and complexity and represent critical accounting estimates.

Contingencies

From time to time, we are involved in various judicial proceedings and other matters arising from the conduct of our business that result in exposure to various contingent liabilities. The events that may impact our contingent liabilities are often unique and generally are not predictable. At the time a contingency is identified, we consider all relevant facts as part of our evaluation. We apply judgment when establishing a range of reasonably possible losses arising from contingencies. Our judgment is influenced by our understanding of currently available information and potential outcomes of these actions, including the advice from our internal counsel, external counsel and other senior management.

We accrue amounts associated with judicial proceedings and other contingencies when and to the extent a loss becomes probable and can be reasonably estimated. For such accruals, we record the amount we consider to be the best estimate within a range of potential losses; however, when there appears to be a range of equally possible losses, our accrual is at the low end of this range. The likelihood of a loss with respect to a particular contingency is often difficult to predict and determining a reasonable estimate of the loss or a range of potential losses may not be practicable based on the information available. Additionally, events may arise that were not anticipated and, as a result, the outcome of a contingency may result in a loss that differs materially from our previously estimated liability. Except as disclosed in note 10 to the audited, consolidated financial statements, contingent losses that were probable and estimable were not material to our financial position or results of operations as of, or for the year ended, December 31, 2024. In addition, we have certain contingent liabilities that have not been recognized as of, or for the year ended, December 31, 2024, because a loss was not reasonably estimable. Contingent obligations relating to income taxes and self-insurance are discussed below.

Goodwill and Intangible Asset Impairments

We test goodwill and indefinite-lived intangible assets for impairment annually as of July 1, or more frequently if circumstances require. We assess goodwill for impairment at the reporting unit level. The determination of reporting units requires judgment, and if we changed the definition of our reporting units, it is possible that we would have reached different conclusions when performing our impairment tests. Changes in our management structure or business acquisitions may result in changes to our reporting units. Based on our review of managerial realignments, which occurred as of October 1, 2024, we determined that our MNX Global Logistics and Marken businesses are now within a single operating segment and based on criteria in ASC Topic 350 also represent a single reporting unit. We performed impairment analyses as of October 1, 2024, reflective of our reporting unit structures before and after the reporting unit change, and did not identify impairment of goodwill in connection therewith.

We initially evaluate qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the qualitative assessment is not conclusive, or at our election, we quantitatively assess the fair value of a reporting unit to test goodwill for impairment. This assessment uses a combination of income and market approaches to develop an estimate of reporting unit fair value. The income and market approaches consider both entity-specific and observable market information under the fair value hierarchy in ASC Topic 820 and changes in, or additions to, available information may affect the assumptions we use in estimating fair value.

- The income approach uses a discounted cash flow ("DCF") model, which requires us to make a number of significant assumptions to produce an estimate of future cash flows. These assumptions include projections of future revenue, costs, capital expenditures, working capital, long-term growth rates and the cost of capital. During periods of time in which macroeconomic conditions are uncertain or volatile, these assumptions are subject to a greater degree of uncertainty. We are also required to make assumptions relating to our overall business and operating strategy, and the regulatory and market environment. Changes in any of our assumptions could significantly impact the fair value of one

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or more of our reporting units. The projections that we use in our DCF model are updated annually, or more often if necessary, and will change over time based on the historical performance and changing business conditions for each of our reporting units.

- The market approach uses observable market data of comparable public companies to estimate fair value utilizing financial metrics (such as enterprise value to net sales). We apply judgment to select appropriate comparison companies based on the business operations, size and operating results of our reporting units. Changes to our selection of comparable companies or market multiples may result in changes to the estimates of fair value of our reporting units.

In 2024, we performed our annual goodwill impairment testing using both qualitative and quantitative methods. As of our July 1 testing date, we concluded the fair value of each reporting unit exceeded its carrying value; however, three reporting units (Roadie, Global Freight Forwarding, and Global Logistics and Distribution) exhibited limited excess of fair value and thus reflect a greater risk of impairment occurring in future periods. Approximately \$1.1 billion of our consolidated goodwill balance of \$4.3 billion is represented by these three reporting units.

In addition to forecasted and actual business performance, our valuation estimates are most sensitive to changes in cost of capital. For the reporting units we have identified as having limited cushion above, if the cost of capital were increased by 100 basis points or our projected cash flows were reduced by 10 percent, it is reasonably possible that these reporting units would be impaired. We believe the fair values of our Roadie, Global Freight Forwarding, and Global Logistics and Distribution reporting units continue to exceed their respective carrying values. However, if the businesses do not meet forecasts or cost of capital requirements increase, we may incur future impairment charges. We continue to monitor all of our reporting units between annual testing dates.

We did not record any goodwill impairments during 2024. During 2023, we recorded goodwill impairment charges of \$56 million related to Roadie and \$61 million related to Delivery Solutions. The Delivery Solutions impairment represented all of the goodwill associated with this reporting unit. These charges are included within *Other expenses* in the statement of consolidated income. We did not incur any goodwill impairment charges in 2022.

Our finite-lived intangible assets are amortized over their estimated useful lives. These assets are tested for impairment as part of asset groups that may include other long-lived assets. See "Critical Accounting Estimates – Depreciation, Residual Value and Impairment of Property, Plant and Equipment" for a discussion of estimates impacting asset groups. In addition, a reduction in expected useful life, or a decision to sell or abandon an intangible asset before the end of its useful life, may increase amortization expense, which could have a material impact on our results of operations. As a result of our strategic actions under our *Efficiency Reimagined* initiatives, we are reviewing our software application infrastructure and expect that as result of this review, it is reasonably possible that revisions to the useful lives of certain finite-lived intangible assets will occur in future periods. See note 7 to the audited, consolidated financial statements for a discussion of finite-lived intangible asset impairments.

Self-Insurance Accruals

We base self-insurance reserves on actuarial estimates, which are determined with the assistance of a third-party actuary through a complex process that includes the application of various actuarial methods and assumptions. The process incorporates actual loss experience and judgments about expected future development based on historical experience, recent and projected trends in claim frequency and severity, changes in the level of risk retained under our programs and changes in claims handling practices, among other factors.

Workers' compensation, automobile liability and general liability insurance claims may take a number of years to resolve. Consequently, actuarial estimates are required to project the ultimate cost that will be incurred to resolve a claim. Several factors can affect the actual cost, or severity, of a claim, including:

- Risk retention limits;
- Length of time a claim remains open;
- Trends in healthcare and litigation costs;
- Results of any related litigation; and
- Changes in legislation.

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Furthermore, claims may emerge in future years for events that occurred in a prior policy period at a rate that differs from actuarial projections. All these factors can result in revisions to actuarial projections and produce a material difference between estimated and actual operating results.

Due to the complexity and inherent uncertainty associated with the estimation of our workers' compensation, automobile and general claims liabilities, the third-party actuary develops a range of expected losses. We believe our estimated reserves for such claims are adequate; however, actual experience in claims frequency and/or severity of claims could materially differ from our estimates and affect our results of operations.

We also sponsor several health and welfare insurance plans for our employees. Liabilities and expenses related to these plans are based on estimates of the number of employees and eligible dependents covered under the plans, global health events, anticipated utilization by participants and overall trends in medical costs and inflation. We believe our estimates are reasonable and appropriate. Actual experience may differ materially from these estimates and, therefore, produce a material difference between estimated and actual operating results.

Self-insurance reserves as of December 31, 2024 and 2023 were as follows (in millions):

| | 2024 | 2023 |
|--|-----------------|-----------------|
| Current self-insurance reserves | \$ 1,086 | \$ 1,320 |
| Non-current self-insurance reserves ⁽¹⁾ | 1,895 | 1,626 |
| Total self-insurance reserves | \$ 2,981 | \$ 2,946 |

⁽¹⁾ Included within *Other Non-Current Liabilities* in our consolidated balance sheets.

Our total reserves related to prior year claims decreased by \$144 million in 2024 and increased by \$39 million in 2023 as a result of changes in estimated claim costs. A five percent deterioration or improvement in both the assumed claim severity and claim frequency rates used to estimate our self-insurance reserves would result in an increase or a decrease, respectively, of approximately \$300 million in our reserves and expenses as of, and for the year ended, December 31, 2024.

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Pension and Other Postretirement Medical Benefits

Our pension and postretirement medical benefit costs are calculated using various actuarial assumptions and methodologies. These assumptions include discount rates, healthcare cost trend rates, inflation, compensation increases, expected returns on plan assets, mortality rates, regulatory requirements and other factors. The assumptions utilized in recording the obligations under our plans represent our best estimates. We believe that they are reasonable based on historical experience and performance, as well as factors that might cause future expectations to differ from past trends.

Differences in actual experience or changes in assumptions may affect our pension and postretirement medical benefit obligations and future expenses. The primary factors contributing to actuarial gains and losses each year are:

- Changes in the discount rate used to value pension and postretirement medical benefit obligations as of the measurement date;
- Differences between expected and actual returns on plan assets;
- Changes in demographic assumptions, including mortality;
- Differences in participant experience from demographic assumptions; and
- Changes in coordinating benefits with plans not sponsored by UPS.

We recognize changes in the fair value of plan assets and net actuarial gains or losses in excess of a corridor (defined as 10% of the greater of the fair value of plan assets or the plan's projected benefit obligation) immediately within income upon remeasurement of a plan. Other components of pension expense (referred to as "net periodic benefit cost"), primarily service and interest costs and the expected return on plan assets, are reported on a quarterly basis.

The following sensitivity analysis shows the impact of a 25 basis point change in the assumed discount rate and return on assets for our pension and postretirement benefit plans, and the resulting increase (decrease) in our obligations and expense as of, and for the year ended, December 31, 2024 (in millions):

| Pension Plans | 25 Basis Point Increase | 25 Basis Point Decrease |
|--|------------------------------------|------------------------------------|
| <i>Discount Rate:</i> | | |
| Effect on ongoing net periodic benefit cost | \$ (16) | \$ 16 |
| Effect on net periodic benefit cost for amounts recognized outside the 10% corridor | (583) | 592 |
| Effect on projected benefit obligation | (1,420) | 1,496 |
| <i>Return on Assets:</i> | | |
| Effect on ongoing net periodic benefit cost ⁽¹⁾ | (112) | 112 |
| Effect on net periodic benefit cost for amounts recognized outside the 10% corridor ⁽²⁾ | \$ (55) | \$ 55 |
| Postretirement Medical Benefit Plans | | |
| <i>Discount Rate:</i> | | |
| Effect on ongoing net periodic benefit cost | \$ 2 | \$ (2) |
| Effect on net periodic benefit cost for amounts recognized outside the 10% corridor | — | — |
| Effect on accumulated postretirement benefit obligation | (31) | 35 |
| <i>Healthcare Cost Trend Rate:</i> | | |
| Effect on ongoing net periodic benefit cost | 1 | (1) |
| Effect on net periodic benefit cost for amounts recognized outside the 10% corridor | — | — |
| Effect on accumulated postretirement benefit obligation | \$ 8 | \$ (9) |

⁽¹⁾ Amount calculated based on 25 basis point increase / decrease in the expected return on assets.

⁽²⁾ Amount calculated based on 25 basis point increase / decrease in the actual return on assets.

Refer to note 5 to the audited, consolidated financial statements for information on our potential liability for coordinating benefits related to the Central States Pension Fund.

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Depreciation, Residual Value and Impairment of Property, Plant and Equipment

As of December 31, 2024, we had \$37.2 billion of net property, plant and equipment, the most significant category of which was aircraft. In accounting for property, plant and equipment, we make estimates of the expected useful lives and residual values to arrive at depreciation expense. We evaluate the useful lives of our property, plant and equipment based on our usage, maintenance and replacement policies, and taking into account physical and economic factors that may affect the useful lives of the assets. A reduction in expected useful life, or a decision to sell or abandon a long-lived asset before the end of its useful life, may increase depreciation expense. Our accounting policy for property, plant and equipment is set out in note 1 to the audited, consolidated financial statements.

We monitor our long-lived asset groups for indicators of impairment which may include, but are not limited to, a significant change in the extent to which an asset is utilized and operating or cash flow losses associated with the asset group. If circumstances are present that indicate the carrying value of our long-lived asset groups may not be recoverable, we perform impairment testing at the asset group level.

Asset groups represent the lowest level at which independent cash flows can be identified. Determining asset groups requires judgment and changes in the way asset groups are defined could have a material impact on the results of impairment testing. We evaluate long-lived assets within our global small package operations at a network level given the cash flows associated with individual assets therein are not independent. We perform recoverability testing by comparing the undiscounted cash flows of the asset group to its carrying value. If the carrying amount of the asset group is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, discounted cash flows or external appraisals, as appropriate. Details of long-lived asset impairments are included in note 4 to the audited, consolidated financial statements.

In estimating the useful lives and expected residual values of aircraft, which we evaluate at the network level, we consider actual experience with the same or similar aircraft types, multi-year volume projections for our air products and the types of aircraft required to efficiently operate our network. We routinely monitor the utilization of our assets and volume levels. These temporary fluctuations in volume have in the past and are expected to continue to result in the temporary idling of aircraft to better match our capacity with demand. Temporarily idled assets are classified as held-and-used, and we continue to record depreciation expense for these assets. As a result of the reduction in air volumes experienced during 2024, we temporarily idled 12 aircraft for an average of approximately six months. As of December 31, 2024 all of these aircraft had re-entered operational service. Based on current volume projections, we anticipate that certain aircraft may be temporarily idled during part of 2025 as part of our normal operations and will return to service.

During the first quarter of 2025 and in anticipation of volume decreases with our largest customer, we began a reconfiguration of our U.S. network which is expected to lead to an excess of aircraft, vehicles and buildings. It is reasonably possible that these actions may result in reductions to the expected useful lives of certain assets, including early retirement, and related increases in depreciation expense during future periods. In addition, revisions to the salvage values of aircraft and other assets have in the past and may in the future result in impairment charges or increased depreciation expense. We have not yet identified the specific assets that will be impacted by our network reconfiguration.

In addition to our network reconfiguration, revisions to estimates of useful lives and residual values could also be caused by changes to our maintenance programs, governmental regulations, operational intentions, or market prices. We periodically evaluate our estimates and assumptions, and adjust them, as necessary, on a prospective basis through depreciation expense. Refer to note 4 for further considerations.

Fair Value Measurements

In the normal course of business, we hold and issue financial instruments that contain elements of market risk, including derivatives, marketable securities and debt. Certain of these financial instruments are required to be recorded at fair value, principally derivatives, marketable securities and certain other investments. These financial instruments are measured and reported at fair value on a recurring basis based upon a fair value hierarchy (Levels 1, 2 and 3). Fair values are based on listed market prices (Level 1), when such prices are available. To the extent that listed market prices are not available, fair value is determined based on other relevant factors, including dealer price quotations (Level 2). If listed market prices or other relevant factors are not available, inputs are developed from unobservable data reflecting our own assumptions and include situations where there is little or no market activity for the asset or liability (Level 3). Certain financial instruments, including over-the-counter derivative instruments, are valued using pricing models that consider, among other factors, contractual and market

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prices, correlations, time value, credit spreads and yield curve volatility factors. Changes in the fixed income, foreign currency exchange and commodity markets will impact our estimates of fair value in the future, potentially affecting our results of operations. Further information on our accounting policies relating to fair value measurements can be found in note 1 to the audited, consolidated financial statements.

As of December 31, 2024, the majority of our financial instruments were categorized as either Level 1 or Level 2. Refer to notes 3, 9 and 17 to the audited, consolidated financial statements for further information on these instruments. A quantitative sensitivity analysis of our exposure to changes in foreign currency exchange rates and interest rates is presented in the *Quantitative and Qualitative Disclosures about Market Risk* section of this report.

Our pension and postretirement plan assets include investments in hedge funds, as well as private debt, private equity and real estate funds, which are primarily measured using net asset value ("NAV") as a practical expedient for fair value, as appropriate. These investments were valued at \$10.1 billion as of December 31, 2024. In order to estimate NAV, we evaluate audited and unaudited financial reports from fund managers and make adjustments for investment activity between the date of the financial reports and December 31. These investments are not actively traded, and their values can only be estimated using these assumptions. If our estimates of activity changed, this could have a material impact on the reported value of these investments and on the return on assets that we report. Refer to note 5 to the audited, consolidated financial statements for further information on our pension and postretirement plan assets.

Certain non-financial assets and liabilities are measured at fair value on a nonrecurring basis, such as property, plant and equipment, goodwill and intangible assets. These assets are subject to fair value adjustments in certain circumstances, such as when there is evidence of an impairment or when an asset or disposal group is classified as held for sale.

In accounting for business acquisitions, we allocate the fair value of purchase consideration to the assets acquired and liabilities assumed based on their estimated fair values. Estimating the fair value of assets acquired and liabilities assumed requires judgment, especially with respect to identified intangible assets as there may be limited or no observable transactions within the market, requiring us to develop internal models to estimate fair value. For example, estimating the fair value of identified intangible assets may require us to develop valuation assumptions, including but not limited to, future expected cash flows from these assets, synergies and the cost of capital. Certain inputs require us to determine assumptions that are reflective of a market participant view of fair value. Changes in any of these assumptions may materially impact the amount we recognize for identifiable assets and liabilities, in addition to the residual amount allocated to goodwill.

Income Taxes

We make certain estimates and judgments in determining income tax expense within our financial statements. These estimates and judgments occur in the calculation of income by legal entity and jurisdiction, tax credits, benefits and deductions, and in the calculation of deferred tax assets and liabilities arising from timing differences in the recognition of revenue and expense for tax and financial statement purposes, as well as tax, interest and penalties related to uncertain tax positions. Significant changes in these estimates may result in an increase or decrease to our tax expense in a subsequent period.

We assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, we increase our provision for taxes by recording a valuation allowance against the deferred tax assets that we estimate will not ultimately be recoverable. We believe that we will ultimately recover a substantial majority of the deferred tax assets recorded in our consolidated balance sheets. However, should there be a change in our ability to recover our deferred tax assets, our tax provision would increase in the period in which we determined that the recovery was not likely.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. Once it is determined that the position meets the recognition threshold, the second step requires us to estimate and measure the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement. The difference between the amount of recognizable tax benefit and the total amount of tax benefit from positions filed or to be filed with the tax authorities is recorded as a liability for uncertain tax benefits. It is inherently difficult and subjective to estimate such amounts, as we have to determine the probability of various possible outcomes. We reevaluate uncertain tax positions quarterly based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit and new audit activity. Such a change in

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recognition or measurement could result in the recognition of a tax benefit or additional tax expense. In 2023, we recognized a net tax benefit of \$102 million following resolution of certain global tax audits.

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Item 7A. *Quantitative and Qualitative Disclosures about Market Risk*

We are exposed to market risk from changes in certain commodity prices, foreign currency exchange rates, interest rates and equity prices. All of these market risks arise in the normal course of business, as we do not engage in speculative trading activities. In order to manage the risk arising from these exposures, we may utilize a variety of commodity, foreign currency exchange rate and interest rate forward contracts, options and swaps. A discussion of our accounting policy for derivative instruments is provided in note 1 to the audited, consolidated financial statements.

Commodity Price Risk

We are exposed to changes in the prices of refined fuels, principally jet-A, diesel and unleaded gasoline, as well as changes in the price of natural gas and other alternative fuels. Currently, the fuel surcharges that we apply to our domestic and international package services are the primary means of reducing the risk of adverse fuel price changes. In order to mitigate the impact of fuel surcharges imposed on us by outside carriers, we regularly adjust the rates we charge for our freight brokerage services. The majority of our fuel purchases utilize index-based pricing formulas plus or minus a fixed locational/supplier differential. While many of the indices are correlated, each index may respond differently to changes in underlying prices, which in turn can drive variability in our costs. Because of this, our operating results may be affected should the market price of fuel suddenly change by a significant amount or change by amounts that do not result in an adjustment in our fuel surcharges, which can significantly affect our results either positively or negatively in the short-term. As of December 31, 2024 and 2023, we had no commodity contracts outstanding.

Foreign Currency Exchange Rate Risk

We have foreign currency risks related to our revenue, operating expenses and financing transactions in currencies other than the local currencies in which we operate. We are exposed to currency risk from the potential changes in functional currency values of our foreign currency-denominated assets, liabilities and cash flows. Our most significant foreign currency exposures relate to the Euro, British Pound Sterling, Canadian Dollar, Chinese Renminbi and Hong Kong Dollar. We may use forward contracts as well as a combination of purchased and written options to hedge forecasted cash flow currency exposures. These derivative instruments generally cover forecasted foreign currency exposures for periods of 3 to 36 months. We may also utilize forward contracts to hedge portions of our anticipated cash settlements of intercompany transactions and interest payments on certain debt subject to foreign currency remeasurement.

Interest Rate Risk

We have issued debt instruments and have debt associated with finance leases that accrue expense at fixed and floating rates of interest. We may use interest rate swaps as part of our program to manage the fixed and floating interest rate mix of our total debt portfolio and related overall cost of borrowing. We may also utilize forward starting swaps and similar instruments to lock in all or a portion of the borrowing cost of anticipated debt issuances. These instruments subject us to risk resulting from changes in short-term interest rates.

We are also subject to interest rate risk with respect to our defined benefit pension and postretirement medical benefit plans, as changes in interest rates will effectively increase or decrease the associated plan obligations and assets. This will result in changes to the amount of pension and postretirement benefit expense recognized in future periods and may also result in us being required to make contributions to the plans.

We hold investments in debt securities, as well as cash-equivalent instruments, some of which accrue income at variable rates of interest.

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Sensitivity Analysis

The following analysis provides quantitative information regarding our exposure to foreign currency exchange rate risk, interest rate risk and equity price risk embedded in our existing financial instruments. We utilize valuation models to evaluate the sensitivity of the fair value of financial instruments with exposure to market risk that assume instantaneous, parallel shifts in exchange rates, interest rate yield curves and commodity and equity prices. For options and instruments with non-linear returns, models appropriate to the instrument are utilized to determine the impact of market shifts.

There are certain limitations inherent in the sensitivity analyses presented, primarily due to the assumption that foreign currency exchange rates change in a parallel fashion and that interest rates change instantaneously. In addition, the analyses are unable to reflect the complex market reactions that normally would arise from the market shifts modeled. While this is our best estimate of the impact of the specified scenarios, these estimates should not be viewed as forecasts. We adjust the fixed and floating interest rate mix of our interest-rate-sensitive assets and liabilities in response to changes in market conditions. Additionally, changes in the fair value of foreign currency derivatives and commodity derivatives are offset by changes in the cash flows of the underlying hedged foreign currency and commodity transactions.

| (in millions) | Shock-Test Result as of December 31, | |
|---|---|----------|
| | 2024 | 2023 |
| Change in Fair Value: | | |
| Currency Derivatives ⁽¹⁾ | \$ (749) | \$ (649) |
| Change in Annual Interest Expense: | | |
| Variable Rate Debt ⁽²⁾ | \$ 21 | \$ 41 |
| Change in Annual Interest Income: | | |
| Marketable Securities ⁽³⁾ | \$ — | \$ 1 |

⁽¹⁾ The potential change in fair value from a hypothetical 10% weakening of the U.S. Dollar against foreign currency exchange rates across all maturities.

⁽²⁾ The potential change in annual interest expense resulting from a hypothetical 100 basis point increase in short-term interest rates, applied to our variable rate debt.

⁽³⁾ The potential change in interest income resulting from a hypothetical 100 basis point increase in short-term interest rates, applied to our variable rate investment holdings.

The sensitivity of our defined benefit pension and postretirement benefit plan obligations to changes in interest rates is discussed in "Critical Accounting Estimates - Pension and Other Postretirement Medical Benefits".

Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

To the Shareowners and Board of Directors of
United Parcel Service, Inc.
Atlanta, Georgia

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of United Parcel Service, Inc. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, and cash flows, for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 18, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of U.S. hedge fund, risk parity, private debt, private equity and real estate investments — Refer to Note 5, Company-Sponsored Employee Benefit Plans (Fair Value Measurements), to the financial statements

Critical Audit Matter Description

The Company's U.S. pension and postretirement medical benefit plans (the "U.S. Plans") held hedge fund, private debt, private equity and real estate investments valued at \$10.1 billion as of December 31, 2024.

The Company determines the reported values of the U.S. Plans' investments in hedge fund, private debt, private equity and real estate funds primarily based on the estimated net asset value ("NAV") of the fund. In order to estimate NAV, the Company evaluates audited and unaudited financial reports from fund managers, and makes adjustments, as appropriate, for investment activity between the date of the financial reports and December 31. These investments are not actively traded, and their values can only be estimated using these subjective assumptions.

Auditing the estimated NAV of these hedge fund, private debt, private equity and real estate investments requires a high degree of auditor judgment and subjectivity to evaluate the completeness, reliability and relevance of the inputs used by management.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the inputs used by management to estimate the NAV of the U.S. Plans' hedge fund, private debt, private equity and real estate investments (collectively, the "funds") included the following, among others:

- We tested the effectiveness of controls, including those related to the reliability of values reported by fund managers, the relevance of asset class benchmark returns, and the completeness and accuracy of unobservable inputs related to the underlying assets of the funds, including certain controls for which the control design was modified following the transition of the UPS Group Trust's investment management function to Goldman Sachs.
- For a selection of investments, we evaluated certain inputs and recalculated ending values in accordance with management's processes and confirmed directly with the respective fund manager its preliminary estimate of the fund's NAV as of December 31, 2024.
- We evaluated the Company's historical ability to accurately estimate NAV for these funds by comparing each fund's recorded valuation as of its prior fiscal year end to the NAV per the audited fund financial statements (which are received in arrears of the Company's reporting timetable).

Revenue — Refer to Note 2, Revenue Recognition, to the financial statements

Critical Audit Matter Description

Approximately 86 percent of the Company's revenues are from its global small package operations that provide time-definite delivery services for express letters, documents, small packages and palletized freight via air and ground services. The Company's global small package revenues are comprised of a significant volume of low-dollar transactions sourced from systems that were primarily developed by the Company. The processing of transactions, including the recording of them, is highly automated and based on contractual terms with the Company's customers.

Auditing global small package revenue required a significant extent of effort and the involvement of professionals with expertise in information technology ("IT") necessary for us to identify, test, and evaluate the Company's systems, software applications, and automated controls.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the Company's systems to process global small package revenue transactions included the following, among others:

- With the assistance of our IT specialists, we:
 - Identified the significant systems used to process global small package revenue transactions and tested the effectiveness of the general IT controls over each of these systems, including testing of user access controls, change management controls, and IT operations controls.
 - Tested the effectiveness of system interface controls and automated controls within the global small package revenue stream, as well as the controls designed to ensure the accuracy and completeness of revenue.
- We tested the effectiveness of controls over the relevant global small package revenue business processes, including those in place to reconcile the various systems to the Company's general ledger.
- We performed analytical procedures to evaluate the Company's recorded revenue and evaluate trends.
- For a sample of customers, we read the Company's contract with the customer and evaluated the Company's pattern of revenue recognition for the customer. In addition, we evaluated the accuracy of the Company's recorded global small package revenue for a sample of customer invoices.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
February 18, 2025

We have served as the Company's auditor since 1969.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In millions)

| | December 31, | |
|---|------------------|------------------|
| | 2024 | 2023 |
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 6,112 | \$ 3,206 |
| Marketable securities | 206 | 2,866 |
| Accounts receivable | 11,007 | 11,342 |
| Less: Allowance for credit losses | (136) | (126) |
| Accounts receivable, net | 10,871 | 11,216 |
| Other current assets | 2,121 | 2,125 |
| Total Current Assets | 19,310 | 19,413 |
| Property, Plant and Equipment, Net | 37,179 | 36,945 |
| Operating Lease Right-Of-Use Assets | 4,149 | 4,308 |
| Goodwill | 4,300 | 4,872 |
| Intangible Assets, Net | 3,064 | 3,305 |
| Deferred Income Tax Assets | 112 | 126 |
| Other Non-Current Assets | 1,956 | 1,888 |
| Total Assets | \$ 70,070 | \$ 70,857 |
| LIABILITIES AND SHAREOWNERS' EQUITY | | |
| Current Liabilities: | | |
| Current maturities of long-term debt, commercial paper and finance leases | \$ 1,838 | \$ 3,348 |
| Current maturities of operating leases | 733 | 709 |
| Accounts payable | 6,302 | 6,340 |
| Accrued wages and withholdings | 3,655 | 3,224 |
| Self-insurance reserves | 1,086 | 1,320 |
| Accrued group welfare and retirement plan contributions | 1,390 | 1,479 |
| Other current liabilities | 1,437 | 1,256 |
| Total Current Liabilities | 16,441 | 17,676 |
| Long-Term Debt and Finance Leases | 19,446 | 18,916 |
| Non-Current Operating Leases | 3,635 | 3,756 |
| Pension and Postretirement Benefit Obligations | 6,859 | 6,159 |
| Deferred Income Tax Liabilities | 3,595 | 3,772 |
| Other Non-Current Liabilities | 3,351 | 3,264 |
| Shareowners' Equity: | | |
| Class A common stock (121 and 127 shares issued in 2024 and 2023, respectively) | 2 | 2 |
| Class B common stock (733 and 726 shares issued in 2024 and 2023, respectively) | 7 | 7 |
| Additional paid-in capital | 136 | — |
| Retained earnings | 20,882 | 21,055 |
| Accumulated other comprehensive loss | (4,309) | (3,758) |
| Deferred compensation obligations | 7 | 9 |
| Less: Treasury stock (0.1 and 0.2 in 2024 and 2023, respectively) | (7) | (9) |
| Total Equity for Controlling Interests | 16,718 | 17,306 |
| Noncontrolling Interests | 25 | 8 |
| Total Shareowners' Equity | 16,743 | 17,314 |
| Total Liabilities and Shareowners' Equity | \$ 70,070 | \$ 70,857 |

See notes to audited, consolidated financial statements.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED INCOME
(In millions, except per share amounts)

| | Years Ended December 31, | | |
|---------------------------------------|--------------------------|-----------|------------|
| | 2024 | 2023 | 2022 |
| Revenue | \$ 91,070 | \$ 90,958 | \$ 100,338 |
| Operating Expenses: | | | |
| Compensation and benefits | 48,093 | 47,092 | 47,724 |
| Repairs and maintenance | 2,940 | 2,828 | 2,884 |
| Depreciation and amortization | 3,609 | 3,366 | 3,188 |
| Purchased transportation | 13,589 | 13,640 | 17,666 |
| Fuel | 4,366 | 4,775 | 6,018 |
| Other occupancy | 2,117 | 2,019 | 1,844 |
| Other expenses | 7,888 | 8,097 | 7,920 |
| Total Operating Expenses | 82,602 | 81,817 | 87,244 |
| Operating Profit | 8,468 | 9,141 | 13,094 |
| Other Income and (Expense): | | | |
| Investment income (expense) and other | (160) | 219 | 2,435 |
| Interest expense | (866) | (787) | (704) |
| Total Other Income and (Expense) | (1,026) | (568) | 1,731 |
| Income Before Income Taxes | 7,442 | 8,573 | 14,825 |
| Income Tax Expense | 1,660 | 1,865 | 3,277 |
| Net Income | \$ 5,782 | \$ 6,708 | \$ 11,548 |
| Basic Earnings Per Share | \$ 6.76 | \$ 7.81 | \$ 13.26 |
| Diluted Earnings Per Share | \$ 6.75 | \$ 7.80 | \$ 13.20 |

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)
(In millions)

| | Years Ended December 31, | | |
|---|--------------------------|----------|-----------|
| | 2024 | 2023 | 2022 |
| Net Income | \$ 5,782 | \$ 6,708 | \$ 11,548 |
| Change in foreign currency translation adjustment, net of tax | (338) | 198 | (284) |
| Change in unrealized gain (loss) on marketable securities, net of tax | 1 | 9 | (10) |
| Change in unrealized gain (loss) on cash flow hedges, net of tax | 167 | (243) | 184 |
| Change in unrecognized pension and postretirement benefit costs, net of tax | (381) | (2,173) | 1,839 |
| Comprehensive Income (Loss) | \$ 5,231 | \$ 4,499 | \$ 13,277 |

See notes to audited, consolidated financial statements.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED CASH FLOWS
(In millions)

| | Years Ended December 31, | | |
|--|--------------------------|-----------------|-----------------|
| | 2024 | 2023 | 2022 |
| Cash Flows From Operating Activities: | | | |
| Net income | \$ 5,782 | \$ 6,708 | \$ 11,548 |
| Adjustments to reconcile net income to net cash from operating activities: | | | |
| Depreciation and amortization | 3,609 | 3,366 | 3,188 |
| Pension and postretirement benefit (income) expense | 1,698 | 1,330 | (129) |
| Pension and postretirement benefit contributions | (1,524) | (1,393) | (2,342) |
| Self-insurance reserves | 44 | 57 | (20) |
| Deferred tax (benefit) expense | (15) | 199 | 531 |
| Stock compensation expense | 24 | 220 | 1,568 |
| Other (gains) losses | 262 | 265 | 123 |
| Changes in assets and liabilities, net of effects of business acquisitions and dispositions: | | | |
| Accounts receivable | (566) | 1,256 | (322) |
| Other assets | 70 | 87 | 117 |
| Accounts payable | 262 | (1,377) | 34 |
| Accrued wages and withholdings | 501 | (296) | (189) |
| Other liabilities | (11) | (42) | (9) |
| Other operating activities | (14) | (142) | 6 |
| Net cash from operating activities | <u>10,122</u> | <u>10,238</u> | <u>14,104</u> |
| Cash Flows From Investing Activities: | | | |
| Capital expenditures | (3,909) | (5,158) | (4,769) |
| Proceeds from disposal of businesses, property, plant and equipment | 1,115 | 193 | 12 |
| Purchases of marketable securities | (76) | (3,521) | (1,906) |
| Sales and maturities of marketable securities | 2,748 | 2,701 | 255 |
| Acquisitions, net of cash acquired | (71) | (1,329) | (755) |
| Other investing activities | (24) | (19) | (309) |
| Net cash used in investing activities | <u>(217)</u> | <u>(7,133)</u> | <u>(7,472)</u> |
| Cash Flows From Financing Activities: | | | |
| Net change in short-term debt | (1,272) | 1,272 | — |
| Proceeds from long-term borrowings | 2,785 | 3,429 | — |
| Repayments of long-term borrowings | (2,487) | (2,429) | (2,304) |
| Purchases of common stock | (500) | (2,250) | (3,500) |
| Issuances of common stock | 232 | 248 | 262 |
| Dividends | (5,399) | (5,372) | (5,114) |
| Other financing activities | (209) | (432) | (529) |
| Net cash used in financing activities | <u>(6,850)</u> | <u>(5,534)</u> | <u>(11,185)</u> |
| Effect of Exchange Rate Changes on Cash, Cash Equivalents and Restricted Cash | (149) | 33 | (100) |
| Net Increase (Decrease) In Cash, Cash Equivalents and Restricted Cash | <u>2,906</u> | <u>(2,396)</u> | <u>(4,653)</u> |
| Cash, Cash Equivalents and Restricted Cash: | | | |
| Beginning of period | 3,206 | 5,602 | 10,255 |
| End of period | <u>\$ 6,112</u> | <u>\$ 3,206</u> | <u>\$ 5,602</u> |
| Cash Paid During the Period For: | | | |
| Interest (net of amount capitalized) | <u>\$ 854</u> | <u>\$ 762</u> | <u>\$ 721</u> |
| Income taxes (net of refunds) | <u>\$ 1,347</u> | <u>\$ 1,976</u> | <u>\$ 2,574</u> |

See notes to audited, consolidated financial statements.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF ACCOUNTING POLICIES

Basis of Financial Statements and Business Activities

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"), and include the accounts of United Parcel Service, Inc., and all of its consolidated subsidiaries (collectively "UPS" or the "Company"). All intercompany balances and transactions have been eliminated.

We provide transportation services, primarily domestic and international letter, package and air cargo delivery. Through our Supply Chain Solutions subsidiaries, we are also a global provider of transportation, logistics and related services.

In 2024, we reclassified certain operating expenses to better align with the manner in which we manage our operations. These reclassifications were inconsequential and substantially all of these costs were previously classified within operating expenses as *Purchased transportation* and have now been classified within operating expenses within *Other expenses* in the statements of consolidated income. The remaining line items within operating expenses and *Other Income and (Expense)* that were impacted by this reclassification were inconsequential. As a result, the statements of consolidated income give effect to this reclassification as follows:

- Purchased transportation decreased by \$11 and \$9 million for 2023 and 2022, respectively.
- Other expenses increased by \$7 and \$5 million for 2023 and 2022, respectively.

The amounts for 2024 were not reported under this legacy basis but are also immaterial. The reclassification had no impact on our reported revenue, operating profit, *Other Income and (Expense)*, net income, or any internal performance measure on which management is compensated.

Use of Estimates

The preparation of our consolidated financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, the reported amounts of revenues and expenses and the disclosure of contingencies. Estimates have been prepared on the basis of the most current and best information, and actual results could differ materially from those estimates.

Revenue Recognition

United States ("U.S.") Domestic Package and International Package Operations: Revenue is recognized over time as we perform the services in the contract.

Forwarding: Freight forwarding revenue, and expenses related to the transportation of freight are recognized over time as we perform the services. Customs brokerage revenue is recognized upon completing documents necessary for customs entry purposes.

Logistics: In our Logistics businesses we have a right to consideration from customers in an amount that corresponds directly with the value to the customers of our performance completed to date, and as such we recognize revenue in the amount to which we have a right to invoice the customer.

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments that are readily convertible into cash. We consider securities with maturities of three months or less and insignificant credit risk, when purchased, to be cash equivalents. The carrying amount of these securities approximates fair value because of the short-term maturity of these instruments.

As of December 31, 2024, we did not have any restricted cash. As of December 31, 2023, we had \$37 million of restricted cash that was primarily related to cash we had agreed to deposit in connection with a previously disclosed challenge by Italian tax authorities to the deductibility of Value Added Tax payments by UPS to certain third-party service providers. We designated additional amounts as restricted cash during the first quarter of 2024 and, during the second quarter of 2024, we

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

made a voluntary payment, including interest, of approximately \$94 million to settle this matter and recorded a corresponding charge against income which is reflected in *Other expenses* in our statements of consolidated income.

Marketable Securities and Non-Current Investments

Debt securities are classified as either trading or available-for-sale securities and are carried at fair value. Unrealized gains and losses on trading securities are reported as *Investment income (expense) and other* on the statements of consolidated income. Unrealized gains and losses on available-for-sale securities are reported within other comprehensive income, a separate component of shareowners' equity. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and accretion is included in *Investment income (expense) and other*, together with interest and dividends. The cost of securities sold is based on the specific identification method; realized gains and losses resulting from such sales are included in *Investment income (expense) and other*.

We periodically review our available-for-sale investments for indications of other-than-temporary impairment considering many factors, including the extent and duration to which a security's fair value has been less than its cost, overall economic and market conditions and the financial condition and specific prospects for the issuer. Impairment of available-for-sale securities results in a charge to income when a market decline below cost is other-than-temporary, which includes consideration of whether we have both the intent and ability to hold such securities for the time necessary to recover the cost basis. If a decline in fair value is determined to be the result of a credit loss, then the decrease is recognized in income through an allowance for credit losses.

Investments in equity securities through which we exercise significant influence but do not have control over the investee are accounted for under the equity method. We record the investment at cost and subsequently increase or decrease the carrying amount of the investment by our proportionate share of the net earnings or losses and other comprehensive income of the investee. Gains and losses from equity method investments are reported in *Investment income (expense) and other* on the statements of consolidated income. We record dividends or other equity distributions as reductions of the carrying value of the investment. Equity method investments are included within *Other Non-Current Assets* in our consolidated balance sheets.

Inventories

Fuel and other materials and supplies are recognized as inventory when purchased, and then charged to expense when used in our operations. Jet fuel, diesel and unleaded gasoline inventories are valued at the lower of average cost or net realizable value. Total inventories were \$826 and \$935 million as of December 31, 2024 and 2023, respectively, and are included in *Other current assets* in our consolidated balance sheets.

Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation. We evaluate the useful lives of our property, plant and equipment based on our usage, maintenance and replacement policies, and taking into account physical and economic factors that may affect the useful lives of the assets.

Depreciation and amortization are provided by the straight-line method over the estimated useful lives of the assets, which are as follows:

- Aircraft: 7 to 40 years, based on aircraft type and original aircraft manufacture date
- Buildings: 10 to 40 years
- Leasehold Improvements: lesser of asset useful life or lease term
- Plant Equipment: 3 to 20 years
- Technology Equipment: 3 to 10 years
- Vehicles: 5 to 15 years

Routine maintenance and repairs are generally charged to expense as incurred. For substantially all of our aircraft, the costs of major airframe and engine overhauls, as well as routine maintenance and repairs, are charged to expense as incurred.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Interest incurred during the construction of property, plant and equipment is capitalized until the underlying assets are placed in service, at which time amortization of the capitalized interest begins, straight-line, over the estimated useful lives of the related assets. Capitalized interest was \$121 and \$118 million for the years ended December 31, 2024 and 2023, respectively.

We monitor our property, plant and equipment for any indicators that the carrying value of our asset groups may not be recoverable, at which time we review the asset group for impairment based on undiscounted future cash flows. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, discounted cash flows or external appraisals, as appropriate. We test long-lived assets for impairment at the asset group level, which is the lowest level at which independent cash flows can be identified. We evaluate long-lived assets within our global small package operations at a network level given the cash flows associated with individual assets therein are not independent. Refer to note 4 for a discussion of impairments of property, plant and equipment.

During the first quarter of 2025, we entered into an agreement in principle with our largest customer that will provide for a significant reduction in their volume. In connection therewith, we will be reconfiguring our U.S. network and expect this reconfiguration to lead to a reduction in the number of buildings, vehicles and aircraft in our network. We are not yet able to identify the specific assets which will be impacted by these actions; however, it is reasonably possible that revisions to our estimates of the useful life and salvage values of certain of our long-lived assets will accelerate depreciation expense and charges related to early retirements may be recognized during future periods.

Leases

We recognize a right-of-use ("ROU") asset and lease obligation for all leases greater than twelve months, including reasonably certain renewal or purchase options. Some of our leases contain both lease and non-lease components, which we have elected to treat as a single lease component. Lease costs for short-term leases are recognized on a straight-line basis over the lease term.

Certain of our leases contain future payments that are dependent on an index or rate, such as the consumer price index. We initially measure the lease obligation and ROU asset using the index or rate at the commencement date. In subsequent periods, lease payments dependent on an index or rate are not remeasured. Rather, changes to payments due to a change in an index or rate are recognized in our statements of consolidated income in the period of the change.

When available, we use the rate implicit in the lease to discount lease payments; however, the rate implicit in the lease is not readily determinable for substantially all of our leases. For these leases, we use an estimate of our incremental borrowing rate to discount lease payments based on information available at lease commencement. The incremental borrowing rate is derived using multiple inputs including our credit rating, the impact of full collateralization, lease term and denominated currency.

Goodwill and Intangible Assets

Costs of purchased businesses in excess of net identifiable assets acquired (goodwill) and indefinite-lived intangible assets are tested for impairment at least annually, unless changes in circumstances indicate an impairment may have occurred between annual tests. We complete our annual goodwill impairment evaluation as of July 1 on a reporting unit basis.

In assessing goodwill for impairment, we initially evaluate qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. We consider several factors, including macroeconomic conditions, industry and market conditions, overall financial performance of the reporting unit, changes in management, strategy or customers and relevant reporting unit-specific events such as a change in the carrying amount of net assets, a more likely than not expectation of selling or disposing of all, or a portion of, a reporting unit, and the testing for recoverability of a significant asset group within a reporting unit. If this qualitative assessment results in a conclusion that it is more likely than not that the fair value of a reporting unit exceeds the carrying value, then no further testing is performed for that reporting unit.

If the qualitative assessment is not conclusive, or if we elect to bypass the qualitative test, we quantitatively assess the fair value of a reporting unit to test goodwill for impairment. We assess the fair value of a reporting unit using a combination of discounted cash flow modeling and observable valuation multiples for comparable companies. Our estimates are developed using assumptions that we believe are consistent with how a market participant would value our reporting units. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, we record the excess amount as goodwill impairment, not to exceed the total amount of goodwill allocated to the reporting unit.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Finite-lived intangible assets, including trademarks, licenses, patents, customer lists, non-compete agreements and franchise rights are amortized on a straight-line basis over their estimated useful lives, which range from 2 to 21 years. Capitalized software is generally amortized over 7 years. Finite-lived intangible assets are assessed for impairment as part of asset groups whenever events or changes in circumstances indicate that their carrying value may not be recoverable.

Assets Held for Sale

We classify long-lived assets or disposal groups as held for sale in the period when all of the following conditions have been met:

- we have approved and committed to a plan to sell the assets or disposal group;
- the asset or disposal group is available for immediate sale in its present condition;
- an active program to locate a buyer and other actions required to complete the sale have been initiated;
- the sale of the asset or disposal group is probable and expected to be completed within one year;
- the asset or disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

We initially measure a long-lived asset or disposal group that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell and recognize any loss in the period in which the held for sale criteria are met. Gains are not recognized until the date of sale. We cease depreciation and amortization of a long-lived asset, or assets within a disposal group, upon their designation as held for sale and subsequently assess fair value less any costs to sell at each reporting date until the asset or disposal group is no longer classified as held for sale.

Supplier Finance Programs

As part of our working capital management, certain financial institutions offer a Supply Chain Finance ("SCF") program to certain of our suppliers. We agree to commercial terms with our suppliers, including prices, quantities and payment terms, regardless of whether the supplier elects to participate in the SCF program. Suppliers issue invoices to us based on the agreed-upon contractual terms. If they participate in the SCF program, our suppliers, at their sole discretion, determine which invoices, if any, to sell to the financial institutions. Our suppliers' voluntary inclusion of invoices in the SCF program has no bearing on our payment terms. No guarantees are provided by us under the SCF program. We have no economic interest in a supplier's decision to participate, and we have no direct financial relationship with the financial institutions, as it relates to the SCF program.

Amounts due to our suppliers that participate in the SCF program are included in *Accounts payable* in our consolidated balance sheets. As of December 31, 2024 and 2023, suppliers sold \$515 and \$504 million, respectively, of our outstanding payment obligations to participating institutions. A rollforward of obligations confirmed and paid during the year is presented below (dollars in millions):

| | 2024 | 2023 |
|--|---------------|---------------|
| Confirmed obligations outstanding at the beginning of the year | \$ 504 | \$ 806 |
| Invoices confirmed during the year | 1,722 | 2,428 |
| Confirmed invoices paid during the year | (1,711) | (2,730) |
| Confirmed obligations outstanding at the end of the year | <u>\$ 515</u> | <u>\$ 504</u> |

Self-Insurance Accruals

We self-insure costs associated with workers' compensation claims, automobile liability, health and welfare and general business liabilities, up to certain limits. Self-insurance reserves are established for estimates of the losses we will ultimately incur on reported claims, as well as estimates of claims that have been incurred but not yet reported. The expected ultimate cost for claims incurred is estimated based upon historical loss experience and judgments about the present and expected levels of cost per claim. Trends in actual experience are a significant factor in the determination of our reserves.

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In 2024, we transferred a portion of our workers' compensation liability related to policy years 1994 through 2000 and policy year 2018 to a third-party insurer. We paid \$114 million to transfer a portfolio of claims for which we carried reserves of \$114 million.

In 2023, we transferred a portion of our workers' compensation liability related to policy years 2001 through 2006 and policy year 2017 to a third-party insurer. We paid \$151 million to transfer a portfolio of claims for which we carried reserves of \$153 million, recognizing a pre-tax gain of \$2 million that was recorded in *Other expenses* in the statement of consolidated income for the year ended December 31, 2023.

We also sponsor a number of health and welfare insurance plans for our employees. Liabilities and expenses related to these plans are based on estimates of the number of employees and eligible dependents covered under the plans, global health events, anticipated medical usage by participants and overall trends in medical costs and inflation.

Pension and Postretirement Benefits

We incur certain employment-related expenses associated with company-sponsored defined benefit pension and postretirement medical benefits. These expenses are calculated using various actuarial assumptions and methodologies, including discount rates, expected returns on plan assets, healthcare cost trend rates, inflation, compensation increase rates, mortality rates and coordination of benefits with plans not sponsored by UPS. Actuarial assumptions are reviewed on an annual basis, unless circumstances require an interim measurement of any of our plans.

We recognize changes in the fair value of plan assets and net actuarial gains or losses in excess of a corridor (defined as 10% of the greater of the fair value of plan assets or the plan's projected benefit obligation) in *Investment income (expense) and other*, in the statement of consolidated income, upon remeasurement of a plan. The remaining components of pension expense, primarily service and interest costs and the expected return on plan assets, are recorded ratably on a quarterly basis.

We recognize expense for required contributions to defined contribution plans quarterly, and we recognize a liability for any contributions due and unpaid within *Accrued group welfare and retirement plan contributions* within our consolidated balance sheets.

We participate in a number of trustee-managed multiemployer pension and health and welfare plans for employees covered under collective bargaining agreements. Our contributions to these plans are determined in accordance with the respective collective bargaining agreements. We recognize expense for the contractually required contribution for each period, and we recognize a liability for any contributions due and unpaid within *Accrued group welfare and retirement plan contributions*.

Income Taxes

Income taxes are accounted for on an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. In estimating future tax consequences, we generally consider all expected future events other than proposed changes in the tax law or rates. Valuation allowances are provided if it is more likely than not that a deferred tax asset will not be realized. Our current accounting policy for releasing income tax effects from other comprehensive income is based on a portfolio approach.

We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. Once it is determined that the position meets the recognition threshold, the second step requires us to estimate and measure the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement. The difference between the amount of recognizable tax benefit and the total amount of tax benefit from positions filed or to be filed with the tax authorities is recorded as a liability for uncertain tax benefits. It is inherently difficult and subjective to estimate such amounts, as we have to determine the probability of various possible outcomes. We reevaluate uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit and new audit activity. Such a change in recognition or measurement could result in the recognition of a tax benefit or an additional charge to the tax provision.

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Foreign Currency Translation and Remeasurement

We translate the results of operations of our foreign subsidiaries using average exchange rates for each period, whereas balance sheet accounts are translated using exchange rates at the end of each period. Balance sheet currency translation adjustments are recorded in other comprehensive income. Pre-tax foreign currency transaction gains (losses) from remeasurement, net of hedging, included in *Investment income (expense) and other* were \$(38), \$(53) and \$72 million in 2024, 2023 and 2022, respectively.

Stock-Based Compensation

Share-based awards are measured based on their fair values and expensed over the period during which an employee is required to provide service in exchange for the award (the vesting period), less estimated forfeitures. We have issued employee share-based awards under various incentive compensation plans that contain vesting conditions, including service conditions, where the awards cliff vest after one or three years or vest ratably over periods up to five years (the "nominal vesting period") or at the date the employee retires (as defined by the plan), if earlier. As of December 31, 2023, we had no outstanding share-based awards cliff vesting after one year. See note 13 for further discussion of our share-based awards. Compensation cost is generally recognized immediately for certain awards granted to retirement-eligible employees, or over the period from the grant date to the date retirement eligibility is achieved, if that is expected to occur during the nominal vesting period. For awards with a performance-based condition, expense is recognized based on probability of performance achievement. We estimate forfeiture rates based on historical rates of forfeitures for awards with similar characteristics, historical and projected rates of employee turnover and the nature and terms of the vesting conditions of the awards. We reevaluate our forfeiture rates on an annual basis.

Fair Value Measurements

Our financial assets and liabilities measured at fair value on a recurring basis have been categorized based upon a fair value hierarchy. Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities. Level 2 inputs are based on other observable market data, such as quoted prices for similar assets and liabilities, and inputs other than quoted prices that are observable, such as interest rates and yield curves. Level 3 inputs are developed from unobservable data reflecting our own assumptions, and include situations where there is little or no market activity for the asset or liability. Certain investments described further in note 5, that do not have a readily determinable fair value, are measured at net asset value ("NAV") using NAV as a practical expedient or an equivalent developed consistent with the measurement principles in Accounting Standards Codification Topic 820. Plan assets that are measured using NAV as a practical expedient are excluded from the fair value hierarchy.

Certain non-financial assets and liabilities are measured at fair value on a nonrecurring basis, including property, plant, and equipment, goodwill and intangible assets. These assets are subject to fair value adjustments in certain circumstances, such as when there is an impairment.

For business acquisitions, we allocate the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and identified intangible assets based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. During the measurement period, which is up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Following the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Derivative Instruments

We recognize all derivative instruments as assets or liabilities in our consolidated balance sheets at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, we designate the derivative as a cash flow hedge, a fair value hedge or a hedge of a net investment in a foreign operation based upon the exposure being hedged.

- A cash flow hedge refers to hedging the exposure to variability in expected future cash flows that is attributable to a particular risk. For derivative instruments that are designated and qualify as cash flow hedges, the gain or loss on the derivative instrument is reported as a component of other comprehensive income, and reclassified into earnings in the period during which the hedged transaction affects earnings.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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- A fair value hedge refers to hedging the exposure to changes in the fair value of an existing asset or liability that is attributable to a particular risk. For derivative instruments that are designated and qualify as fair value hedges, the gain or loss on the derivative instrument is recognized in earnings during the current period, together with the gain or loss on the hedged item.
- A net investment hedge refers to the use of cross currency swaps, forward contracts or foreign-currency-denominated debt to hedge portions of net investments in foreign operations. For instruments that meet the hedge accounting requirements, the net gains or losses attributable to changes in spot exchange rates are recorded in the foreign currency translation adjustment within other comprehensive income, and are recorded in the income statement when the hedged item affects earnings.

Adoption of New Accounting Standards

In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2020-04, Reference Rate Reform (Topic 848), and in December 2022 subsequently issued ASU 2022-06, to temporarily ease the potential burden in accounting for reference rate reform. As of December 31, 2023, we had transitioned our affected debt instruments and contracts to an alternative reference rate and, as a result, we did not elect to apply the practical expedients provided under Topic 848 to these transitions, and we did not observe any further impact as of December 31, 2024.

In November 2023, the FASB issued an ASU on segment reporting. The standard requires new disclosures reconciling significant segment expenses to segment profit measures and additional qualitative information about how segment measures are used by management. Effective December 31, 2024, we adopted this ASU retrospectively for all prior periods presented. The adoption did not have a significant impact on our consolidated financial position, results of operations, cash flows or internal controls. See note 14 for our segment disclosures.

Other accounting pronouncements adopted during the periods covered by the consolidated financial statements did not have a material impact on our consolidated financial position, results of operations, cash flows or internal controls.

Accounting Standards Issued But Not Yet Effective

In December 2023, the FASB issued an ASU to enhance tax-related disclosures. This update will require more standardized categories for tax rate reconciliation and additional detail for significant tax items. It will also require a breakdown of income taxes paid by jurisdiction exceeding 5% of total taxes and remove certain disclosure requirements for unremitted foreign earnings and uncertain tax positions. The standard becomes effective for us in the first quarter of 2025. We are evaluating its impact on our financial statements, disclosures and internal controls but do not expect this ASU to have a significant impact on our consolidated financial position, results of operations, cash flows or internal controls.

In November 2024, the FASB issued an ASU on expense disaggregation disclosures, which will require tabular disclosure in the notes to financial statements for specific expense categories. The standard becomes effective for us beginning with our 2027 annual report and for interim and annual periods thereafter. This ASU provides for additional expense disclosures. We are evaluating its impact on our financial statements, disclosures and internal controls but do not expect this ASU to have a significant impact on our consolidated financial position, results of operations, cash flows or internal controls.

Other accounting pronouncements issued, but not effective until after December 31, 2024, are not expected to have a material impact on our consolidated financial position, results of operations, cash flows or internal controls.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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NOTE 2. REVENUE RECOGNITION

Revenue Recognition

Substantially all of our revenues are from contracts associated with the pickup, transportation and delivery of packages and freight ("transportation services"). These services may be carried out by or arranged by us and generally occur over a short period of time. Additionally, we provide value-added logistics services to customers through our global network of company-owned and leased distribution centers and field stocking locations.

Disaggregation of Revenue

| | Year Ended December 31, | | |
|------------------------|-------------------------|------------------|-------------------|
| | 2024 | 2023 | 2022 |
| Revenue: | | | |
| Next Day Air | \$ 9,703 | \$ 9,894 | \$ 10,699 |
| Deferred | 4,757 | 5,093 | 5,968 |
| Ground | 45,347 | 44,971 | 47,542 |
| Cargo & Other | 569 | 247 | 402 |
| U.S. Domestic Package | \$ 60,376 | \$ 60,205 | \$ 64,611 |
| Domestic | \$ 3,186 | \$ 3,144 | \$ 3,346 |
| Export | 14,142 | 14,003 | 15,341 |
| Cargo & Other | 632 | 684 | 1,011 |
| International Package | \$ 17,960 | \$ 17,831 | \$ 19,698 |
| Forwarding | \$ 4,728 | \$ 5,534 | \$ 8,943 |
| Logistics | 6,437 | 5,927 | 5,351 |
| Other | 1,569 | 1,461 | 1,735 |
| Supply Chain Solutions | \$ 12,734 | \$ 12,922 | \$ 16,029 |
| Consolidated revenue | <u>\$ 91,070</u> | <u>\$ 90,958</u> | <u>\$ 100,338</u> |

We account for a contract when both parties have approved the contract and are committed to perform their obligations, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. As of the fourth quarter of 2024, based on a change in our management reporting structure, U.S. Air Cargo revenue is presented within our U.S. Domestic Package segment and prior periods have been recast. Refer to note 14 for further information.

Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the basis of revenue recognition. The vast majority of our contracts with customers are for transportation services that include only one performance obligation; the transportation services themselves. If a contract contains more than one performance obligation, we allocate the total transaction price to each performance obligation based on the estimated relative standalone selling prices of the services underlying each performance obligation.

In certain business units, such as Logistics, we sell customized, customer-specific solutions in which we integrate a complex set of tasks and components into a single capability that is accounted for as one performance obligation.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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Satisfaction of Performance Obligations

We generally recognize revenue over time as we perform services in the contract because our customers receive the benefit of our services as goods are transported from one location to another. Further, if we were unable to complete delivery to the final location, those services would not need to be re-performed.

We recognize revenue based on the extent of progress towards completion of our services. We use the cost-to-cost measure of progress for our package delivery contracts because it best depicts the benefit received by the customer, which occurs as we incur costs on our contracts. Under this measure, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the service. Revenues, including ancillary or accessorial fees and reductions for estimated customer incentives, are recorded proportionally as costs are incurred. Costs to fulfill include labor and other direct costs and an allocation of indirect costs.

For our freight forwarding contracts, an output method of progress based on time-in-transit is utilized as the timing of costs incurred does not best depict the benefit to the customer. In our Logistics business we have a right to consideration from customers in an amount that corresponds directly with the value to the customers of our performance completed to date; therefore we recognize revenue in the amount to which we have a right to invoice the customer.

Variable Consideration

Our contracts commonly contain customer incentives, guaranteed service refunds or other provisions that can either increase or decrease the rates paid for services. These variable amounts are generally dependent upon achievement of certain incentive tiers or performance metrics. We record revenue, which may be reduced by incentives or other contract provisions, to the extent it is probable that a significant reversal of cumulative amounts recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of revenue are based on an assessment of anticipated customer spending and all information (historical, current and forecasted) that is reasonably available to us.

Contract Modifications

Contracts are often modified to account for changes in the rates we charge our customers or to add additional, distinct services. We consider contract modifications to exist when the modification either creates new, or changes the existing, enforceable rights and obligations. Contract modifications that add distinct goods or services are treated as separate contracts. Contract modifications that do not add distinct goods or services typically change the price of existing services. These contract modifications are accounted for prospectively as the remaining performance obligations are distinct.

Payment Terms

Under the typical payment terms of our customer contracts, customers pay at periodic intervals, which are generally seven days within our U.S. Domestic Package business, for shipments included on invoices received. Invoices are generated each week on the week-ending day, which is Saturday for the majority of our U.S. Domestic Package business, but could be another day depending on the business unit or the specific agreement with the customer. It is not customary business practice to extend payment terms past 90 days and, as such, we do not have a practice of including a significant financing component within our contracts with customers.

Principal vs. Agent Considerations

In our transportation businesses, we may utilize independent contractors and third-party carriers to perform transportation services. We have determined that all our major businesses act as principal rather than agent within their revenue arrangements. Consequently, revenue and the associated purchased transportation costs are reported on a gross basis within our statements of consolidated income.

Accounts Receivable, Net

Accounts receivable, net, include amounts billed and currently due from customers. The amounts due are stated at their net estimated realizable value. Losses on accounts receivable are recognized when reasonable and supportable forecasts affect the expected collectability. This requires us to make our best estimate of the current expected losses inherent in our accounts receivable at each balance sheet date. These estimates require consideration of historical loss experience, adjusted for current conditions, forward-looking indicators, trends in customer payment frequency, and judgments about the probable effects of relevant observable data, including present and future economic conditions and the financial health of specific customers and

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market sectors. Our risk management process includes standards and policies for reviewing major account exposures and concentrations of risk.

Our allowance for expected credit losses increased by \$10 million during 2024 as a result of changes in the composition of invoice aging and certain customers' behaviors. Our allowance for credit losses as of December 31, 2024 and 2023 was \$136 and \$126 million, respectively. Amounts for credit losses charged to expense before recoveries during the years ended December 31, 2024 and 2023 were \$311 and \$205 million, respectively.

Contract Assets and Liabilities

Contract assets include billed and unbilled amounts resulting from in-transit shipments, as we have an unconditional right to payment only when services have been completed (i.e., shipments have been delivered). Amounts do not exceed their net realizable value. Contract assets are generally classified as current and the full balance is converted each quarter based on the short-term nature of the transactions.

Contract liabilities consist of advance payments and billings in excess of revenue as well as deferred revenue. Advance payments and billings in excess of revenue represent payments received from our customers that will be earned over the contract term. Deferred revenue represents the amount due from customers related to in-transit shipments that has not yet been recognized as revenue based on our selected measure of progress. We classify advance payments and billings in excess of revenue as either current or long-term, depending on the period over which the amount will be earned. We classify deferred revenue as current based on the short-term nature of the transactions. Our contract assets and liabilities are reported in a net position on a contract-by-contract basis at the end of each reporting period. In order to determine revenue recognized in the period from contract liabilities, we first allocate revenue to the individual contract liability balance outstanding at the beginning of the period until the revenue exceeds that deferred revenue balance.

Contract assets and liabilities as of December 31, 2024 and 2023 were as follows (in millions):

| | Balance Sheet Location | 2024 | 2023 |
|--|-------------------------------|--------|--------|
| Contract Assets: | | | |
| Revenue related to in-transit packages | Other current assets | \$ 307 | \$ 237 |
| Contract Liabilities: | | | |
| Short-term advance payments from customers | Other current liabilities | \$ 13 | \$ 20 |
| Long-term advance payments from customers | Other non-current liabilities | \$ 27 | \$ 25 |

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NOTE 3. MARKETABLE SECURITIES AND NON-CURRENT INVESTMENTS

The following is a summary of marketable securities classified as trading and available-for-sale as of December 31, 2024 and 2023 (in millions):

| | <u>Cost</u> | <u>Unrealized Gains</u> | <u>Unrealized Losses</u> | <u>Estimated Fair Value</u> |
|---|-----------------|-----------------------------|------------------------------|---------------------------------|
| 2024 | | | | |
| Current trading marketable securities: | | | | |
| Equity securities | \$ 3 | \$ — | \$ — | \$ 3 |
| Total trading marketable securities | <u>3</u> | <u>—</u> | <u>—</u> | <u>3</u> |
| Current available-for-sale marketable securities: | | | | |
| U.S. government and agency debt securities | 165 | — | (1) | 164 |
| Mortgage and asset-backed debt securities | — | — | — | — |
| Corporate debt securities | 39 | — | — | 39 |
| Non-U.S. government debt securities | — | — | — | — |
| Total available-for-sale marketable securities | <u>204</u> | <u>—</u> | <u>(1)</u> | <u>203</u> |
| Total current marketable securities | <u>\$ 207</u> | <u>\$ —</u> | <u>\$ (1)</u> | <u>\$ 206</u> |
| 2023 | | | | |
| Current trading marketable securities: | | | | |
| Equity securities | \$ 4 | \$ — | \$ — | \$ 4 |
| Total trading marketable securities | <u>4</u> | <u>—</u> | <u>—</u> | <u>4</u> |
| Current available-for-sale marketable securities: | | | | |
| U.S. government and agency debt securities | 963 | 2 | (4) | 961 |
| Mortgage and asset-backed debt securities | 3 | — | — | 3 |
| Corporate debt securities | 1,891 | 4 | (4) | 1,891 |
| Non-U.S. government debt securities | 7 | — | — | 7 |
| Total available-for-sale marketable securities | <u>2,864</u> | <u>6</u> | <u>(8)</u> | <u>2,862</u> |
| Total current marketable securities | <u>\$ 2,868</u> | <u>\$ 6</u> | <u>\$ (8)</u> | <u>\$ 2,866</u> |

Total current marketable securities that were pledged as collateral for our self-insurance requirements had estimated fair values of \$77 and \$343 million as of December 31, 2024 and 2023, respectively.

The gross realized gains on sales of available-for-sale marketable securities totaled \$, \$1 and \$0 million in 2024, 2023 and 2022, respectively. The gross realized losses on sales of available-for-sale marketable securities totaled \$5, \$4 and \$3 million in 2024, 2023 and 2022, respectively.

There were no material impairment losses recognized on marketable securities during 2024, 2023 or 2022.

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Unrealized Losses

The following table presents the age of gross unrealized losses and fair value by investment category for all securities in a loss position as of December 31, 2024 (in millions):

| | Less Than 12 Months | | 12 Months or More | | Total | |
|--|---------------------|-------------------|-------------------|-------------------|---------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| U.S. government and agency debt securities | \$ — | \$ — | \$ 162 | \$ (1) | \$ 162 | \$ (1) |
| Total marketable securities | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 162</u> | <u>\$ (1)</u> | <u>\$ 162</u> | <u>\$ (1)</u> |

Maturity Information

The amortized cost and estimated fair value of marketable securities as of December 31, 2024 by contractual maturity are shown below (in millions). Actual maturities may differ from contractual maturities because the issuers of the securities may have the right to prepay obligations with or without prepayment penalties.

| | Cost | Estimated Fair Value |
|--|---------------|----------------------|
| Due in one year or less | \$ 161 | \$ 161 |
| Due after one year through three years | 43 | 42 |
| Due after three years through five years | — | — |
| Due after five years | — | — |
| | <u>204</u> | <u>203</u> |
| Equity securities | 3 | 3 |
| | <u>\$ 207</u> | <u>\$ 206</u> |

Non-Current Investments

We hold non-current investments that are reported within *Other Non-Current Assets* in our consolidated balance sheets. Cash paid for these investments, excluding investments obtained through business acquisitions, is included in *Other investing activities* in our statements of consolidated cash flows.

- *Equity method investments:* As of December 31, 2024 and 2023, equity securities accounted for under the equity method had carrying values of \$04 and \$295 million, respectively. In 2023, we obtained an equity method investment as part of our acquisition of MNX Global Logistics. See note 8 for a further discussion of business acquisitions. Cash paid for this investment is included in *Acquisitions, net of cash acquired* in our statement of consolidated cash flows.
- *Other equity securities:* Certain equity securities that do not have readily determinable fair values are reported in accordance with the measurement alternative in Accounting Standards Codification Topic 321 *Investments – Equity Securities*. As of December 31, 2024 and 2023, we had equity securities of \$42 and \$47 million, respectively, accounted for under this measurement alternative.
- *Other investments:* We hold an investment in a variable life insurance policy to fund benefits for the UPS Excess Coordinating Benefit Plan. The investment had a fair market value of \$19 million as of December 31, 2024 and 2023, respectively.

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Fair Value Measurements

Marketable securities valued utilizing Level 1 inputs include active exchange-traded equity securities and equity index funds, certificates of deposits, and most U.S. government debt securities, as these securities all have quoted prices in active markets. Marketable securities valued utilizing Level 2 inputs include asset-backed securities, most corporate bonds and municipal bonds. These securities are valued using market corroborated pricing, matrix pricing or other models that utilize observable inputs such as yield curves.

The following table presents information about our investments measured at fair value on a recurring basis as of December 31, 2024 and 2023, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value (in millions):

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|--|--|--|--|--------|
| 2024 | | | | |
| Marketable Securities: | | | | |
| U.S. government and agency debt securities | \$ 164 | \$ — | \$ — | \$ 164 |
| Mortgage and asset-backed debt securities | — | — | — | — |
| Corporate debt securities | 25 | 14 | — | 39 |
| U.S. state and local municipal debt securities | — | — | — | — |
| Equity securities | — | 3 | — | 3 |
| Non-U.S. government debt securities | — | — | — | — |
| Total marketable securities | 189 | 17 | — | 206 |
| Other non-current investments ⁽¹⁾ | — | 19 | — | 19 |
| Total | \$ 189 | \$ 36 | \$ — | \$ 225 |

⁽¹⁾ Represents a variable life insurance policy funding benefits for the UPS Excess Coordinating Benefit Plan.

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|--|--|---|--|----------|
| 2023 | | | | |
| Marketable Securities: | | | | |
| U.S. government and agency debt securities | \$ 961 | \$ — | \$ — | \$ 961 |
| Mortgage and asset-backed debt securities | — | 3 | — | 3 |
| Corporate debt securities | — | 1,891 | — | 1,891 |
| U.S. state and local municipal debt securities | — | — | — | — |
| Equity securities | — | 4 | — | 4 |
| Non-U.S. government debt securities | — | 7 | — | 7 |
| Total marketable securities | 961 | 1,905 | — | 2,866 |
| Other non-current investments ⁽¹⁾ | — | 19 | — | 19 |
| Total | \$ 961 | \$ 1,924 | \$ — | \$ 2,885 |

⁽¹⁾ Represents a variable life insurance policy funding benefits for the UPS Excess Coordinating Benefit Plan.

There were no transfers of investments into or out of Level 3 during 2024 or 2023.

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NOTE 4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, including owned assets and assets subject to finance leases, consisted of the following as of December 31, 2024 and 2023 (in millions):

| | 2024 | 2023 |
|---|------------------|------------------|
| Vehicles | \$ 11,912 | \$ 11,768 |
| Aircraft | 23,768 | 22,888 |
| Land | 2,104 | 2,138 |
| Buildings | 6,714 | 6,255 |
| Building and leasehold improvements | 5,601 | 5,241 |
| Plant equipment | 18,495 | 17,322 |
| Technology equipment | 2,735 | 2,656 |
| Construction-in-progress | 1,967 | 3,247 |
| | <u>73,296</u> | <u>71,515</u> |
| Less: Accumulated depreciation and amortization | (36,117) | (34,570) |
| Property, Plant and Equipment, Net | <u>\$ 37,179</u> | <u>\$ 36,945</u> |

Property, plant and equipment purchased on account was \$227 and \$309 million as of December 31, 2024 and 2023, respectively.

There were no material impairment charges to property, plant and equipment during the years ended December 31, 2024 or 2023. We will continue to monitor our long-lived asset groups for impairment.

During the first quarter of 2025, we entered into an agreement in principle with our largest customer that will provide for a significant reduction in their volume. In connection therewith, we will be reconfiguring our U.S. network and expect this reconfiguration to lead to a reduction in the number of buildings, vehicles and aircraft in our network. We are not yet able to identify the specific assets which will be impacted by these actions; however, it is reasonably possible that revisions to our estimates of the useful life and salvage values of certain of our long-lived assets will accelerate depreciation expense and charges related to early retirements may be recognized during future periods.

NOTE 5. COMPANY-SPONSORED EMPLOYEE BENEFIT PLANS

We sponsor various retirement, postretirement and pension plans, including defined benefit and defined contribution plans, which cover our employees worldwide.

U.S. Pension Benefits

In the U.S. we maintain the following single-employer defined benefit pension plans:

- The UPS Retirement Plan is noncontributory and includes substantially all eligible employees of participating domestic subsidiaries hired prior to July 1, 2016 who are not members of a collective bargaining unit, as well as certain employees covered by a collective bargaining agreement. This plan generally provides for retirement benefits based on average compensation earned by employees prior to retirement. Benefits payable under this plan are subject to maximum compensation limits and the annual benefit limits for a tax-qualified defined benefit plan as prescribed by the Internal Revenue Service ("IRS"). The plan ceased accruals of additional benefits for future service and compensation for non-union participants effective January 1, 2023.
- The UPS Pension Plan is noncontributory and includes certain eligible employees of participating domestic subsidiaries and members of collective bargaining units that elect to participate in the plan. This plan generally provides for retirement benefits based on service credits earned by employees prior to retirement.
- The UPS/IBT Full-Time Employee Pension Plan is noncontributory and includes employees that were previously members of the Central States Pension Fund ("CSPF"), a multiemployer pension plan, in addition to other eligible employees who are covered under certain collective bargaining agreements. This plan generally provides for retirement benefits based on service credits earned by employees prior to retirement.
- The UPS Excess Coordinating Benefit Plan is a non-qualified plan that provides benefits to certain participants in the UPS Retirement Plan, hired prior to July 1, 2016, for amounts that exceed the benefit limits described above. The plan ceased accruals of additional benefits for future service and compensation for non-union participants effective January 1, 2023.

Refer to note 6 for the status of our collective bargaining agreements.

International Pension Benefits

We also sponsor various defined benefit plans covering certain of our international employees. The majority of our international obligations are for defined benefit plans in Canada and the United Kingdom. In addition, many of our international employees are covered by government-sponsored retirement and pension plans. We are not directly responsible for providing benefits to participants of government-sponsored plans.

During 2022, we amended certain Canadian defined benefit pension plans to cease future benefit accruals effective December 31, 2023. We remeasured plan assets and benefit obligations for the plans, which resulted in curtailment gains of \$34 million (\$24 million after tax). These gains were included in *Investment income (expense) and other* in our statement of consolidated income for the year ended December 31, 2022.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Postretirement Medical Benefits

We also sponsor postretirement medical plans in the U.S. that provide healthcare benefits to certain non-union retirees, as well as select union retirees who meet certain eligibility requirements and who are not otherwise covered by multiemployer plans. Generally, this includes employees with at least 10 years of service who have reached age 55 and employees who are eligible for postretirement medical benefits from a company-sponsored plan pursuant to collective bargaining agreements. We have the right to modify or terminate certain of these plans. These benefits have been provided to certain retirees on a noncontributory basis; however, in many cases, retirees are required to contribute all or a portion of the total cost of the coverage.

Defined Contribution Plans

We sponsor a defined contribution plan for employees not covered under collective bargaining agreements, and several smaller defined contribution plans for certain employees covered under collective bargaining agreements. We match, in cash, a portion of the participating employees' contributions. Matching contributions charged to expense were \$161, \$161 and \$153 million for 2024, 2023 and 2022, respectively.

Beginning in 2023, non-union employees, including those previously accruing benefits in the UPS Retirement Plan, receive an annual retirement contribution of 5% to 8% (3% to 8% prior to 2023 for employees hired after July 1, 2016) of eligible compensation to the UPS 401(k) Savings Plan based on years of vesting service. Effective January 1, 2025, the UPS Retirement Plan contribution for certain non-union employees with an employment commencement date on or after January 1, 2025 is 3% of eligible compensation, regardless of years of vesting service. Retirement contributions charged to expense were \$359, \$380 and \$83 million for 2024, 2023 and 2022, respectively. In addition, the UPS 401(k) Savings Plan provides for transition contributions to certain participants hired prior to 2008. The amounts charged to expense for transition contributions were \$108 and \$128 million for 2024 and 2023, respectively. There were no transition contributions in years prior to 2023.

Contributions under this plan are subject to maximum compensation and contribution limits for a tax-qualified defined contribution plan as prescribed by the IRS. The UPS Restoration Savings Plan is a non-qualified plan that provides benefits to certain participants in the UPS 401(k) Savings Plan for amounts that exceed these benefit limits.

Contributions are also made to defined contribution money purchase plans under certain collective bargaining agreements. Amounts charged to expense were \$35, \$132 and \$119 million for 2024, 2023 and 2022, respectively.

We also sponsor certain international defined contribution plans, which are not individually material.

Net Periodic Benefit Cost

Information about net periodic benefit cost for the company-sponsored pension and postretirement defined benefit plans is as follows (in millions):

| | U.S. Pension Benefits | | | U.S. Postretirement Medical Benefits | | | International Pension Benefits | | |
|---|-----------------------|-----------------|----------------|--------------------------------------|---------------|---------------|--------------------------------|---------------|-----------------|
| | 2024 | 2023 | 2022 | 2024 | 2023 | 2022 | 2024 | 2023 | 2022 |
| Net Periodic Benefit Cost: | | | | | | | | | |
| Service cost | \$ 1,240 | \$ 1,172 | \$ 2,024 | \$ 20 | \$ 20 | \$ 30 | \$ 42 | \$ 43 | \$ 68 |
| Interest cost | 2,574 | 2,508 | 1,950 | 109 | 116 | 83 | 66 | 66 | 45 |
| Expected return on plan assets | (3,085) | (2,967) | (3,280) | (4) | (12) | (4) | (83) | (84) | (78) |
| Amortization of prior service cost | 152 | 106 | 93 | 1 | 2 | — | 1 | 1 | 1 |
| Actuarial (gain) loss | 673 | 393 | (875) | — | — | — | (8) | (42) | (152) |
| Curtailement and settlement (gain) loss | — | — | — | — | — | — | — | 8 | (34) |
| Net periodic benefit cost | <u>\$ 1,554</u> | <u>\$ 1,212</u> | <u>\$ (88)</u> | <u>\$ 126</u> | <u>\$ 126</u> | <u>\$ 109</u> | <u>\$ 18</u> | <u>\$ (8)</u> | <u>\$ (150)</u> |

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Actuarial Assumptions

The table below provides the weighted-average actuarial assumptions used to determine the net periodic benefit cost:

| | U.S. Pension Benefits | | | U.S. Postretirement Medical Benefits | | | International Pension Benefits | | |
|-----------------------------------|-----------------------|--------|--------|--------------------------------------|--------|--------|--------------------------------|--------|--------|
| | 2024 | 2023 | 2022 | 2024 | 2023 | 2022 | 2024 | 2023 | 2022 |
| Service cost discount rate | 5.42 % | 5.79 % | 3.13 % | 5.80 % | 6.06 % | 3.28 % | 4.59 % | 5.09 % | 2.78 % |
| Interest cost discount rate | 5.42 % | 5.79 % | 3.13 % | 5.80 % | 6.06 % | 3.28 % | 4.56 % | 5.02 % | 2.74 % |
| Rate of compensation increase | 3.25 % | 3.25 % | 4.29 % | N/A | N/A | N/A | 3.19 % | 3.20 % | 3.17 % |
| Expected return on plan assets | 7.17 % | 7.07 % | 5.90 % | 6.36 % | 6.62 % | 4.77 % | 4.54 % | 5.13 % | 3.87 % |
| Cash balance interest credit rate | 3.83 % | 4.21 % | 2.50 % | N/A | N/A | N/A | 3.31 % | 3.69 % | 2.94 % |

The table below provides the weighted-average actuarial assumptions used to determine the benefit obligations of our plans:

| | U.S. Pension Benefits | | U.S. Postretirement Medical Benefits | | International Pension Benefits | |
|-----------------------------------|-----------------------|--------|--------------------------------------|--------|--------------------------------|--------|
| | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Discount rate | 5.88 % | 5.42 % | 6.18 % | 5.80 % | 4.45 % | 4.21 % |
| Rate of compensation increase | 3.25 % | 3.25 % | N/A | N/A | 3.04 % | 3.19 % |
| Cash balance interest credit rate | 4.30 % | 3.83 % | N/A | N/A | 3.09 % | 3.31 % |

A discount rate is used to determine the present value of our future benefit obligations. To determine the discount rate for our U.S. pension and postretirement benefit plans, we use a bond matching approach to select specific bonds that would satisfy our projected benefit payments. We believe the bond matching approach reflects the process we would employ to settle our pension and postretirement benefit obligations. For our international plans, the discount rate is determined by matching the expected cash flows of the plan, where available, or of a sample plan of similar duration, to a yield curve based on long-term, high quality fixed income debt instruments available as of the measurement date. These assumptions are updated each measurement date, which is typically annually.

As of December 31, 2024, the impact of each basis point change in the discount rate on the projected benefit obligation of our pension and postretirement medical benefit plans was as follows (in millions):

| | Increase (Decrease) in the Projected Benefit Obligation | | | |
|---|---|------|---------------------------------|-----|
| | Pension Benefits | | Postretirement Medical Benefits | |
| One basis point increase in discount rate | \$ | (57) | \$ | (1) |
| One basis point decrease in discount rate | \$ | 60 | \$ | 1 |

The Society of Actuaries ("SOA") published mortality tables and improvement scales are used in developing the best estimate of mortality for our U.S. plans. In October 2024, the SOA elected to not release a new mortality improvement scale. Based on our perspective of future longevity, we elected to maintain the MP 2021 mortality scale assumption for purposes of measuring pension and other postretirement benefit obligations.

Assumptions for the expected return on plan assets are used to determine a component of net periodic benefit cost for the year. The assumption for our U.S. plans is developed using a long-term projection of returns for each asset class. Our asset allocation targets are reviewed annually and, if necessary, updated taking into consideration plan changes, funded status and actual performance. The expected return for each asset class is a function of passive, long-term capital market assumptions and excess returns generated from active management. The capital market assumptions used are provided by independent investment advisors, while excess return assumptions are supported by historical performance, fund mandates and investment expectations. As a result of our long-term U.S. capital market assumptions and investment objectives for pension assets, the weighted-average long-term expected rate of return on assets increased from 7.07% during 2023 to 7.17% in 2024.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For plans outside the U.S., consideration is given to local market expectations of long-term returns. Strategic asset allocations are determined by plan, based on the nature of liabilities and considering the demographic composition of the plan participants.

Actuarial Assumptions - Central States Pension Fund

UPS was a contributing employer to the CSPF until 2007, at which time UPS withdrew from the CSPF. Under a collective bargaining agreement with the International Brotherhood of Teamsters ("IBT"), UPS agreed to provide coordinating benefits in the UPS/IBT Full-Time Employee Pension Plan ("UPS/IBT Plan") for UPS participants whose last employer was UPS and who had not retired as of January 1, 2008 ("the UPS Transfer Group") in the event that benefits are reduced by the CSPF consistent with the terms of our withdrawal agreement with the CSPF. Under this agreement, benefits to the UPS Transfer Group cannot be reduced without our consent and can only be reduced in accordance with law.

In the event CSPF were to become insolvent, CSPF benefits would be reduced to the legally permitted Pension Benefit Guaranty Corporation ("PBGC") limits, triggering the coordinating benefits provision in the collective bargaining agreement.

We account for the potential obligation to pay coordinating benefits under ASC Topic 715, which requires us to provide a best estimate of various actuarial assumptions in measuring our pension benefit obligation at the December 31 measurement date. As of December 31, 2024, our best estimate of coordinating benefits that may be required to be paid by the UPS/IBT Plan was immaterial.

The value of our estimate for future coordinating benefits will continue to be influenced by a number of factors, including interpretations of the law, future legislative actions, actuarial assumptions and the ability of the CSPF to sustain its long-term commitments. Actual events may result in a change in our best estimate of the projected benefit obligation. We will continue to assess the impact of these uncertainties in accordance with ASC Topic 715.

Other Actuarial Assumptions

Healthcare cost trends are used to project future postretirement medical benefits payable from our plans. For purposes of measuring our U.S. plan obligations as of December 31, 2024, a 7.50% annual rate of increase in postretirement medical benefit costs was assumed; the rate was assumed to decrease gradually to 4.50% by 2037 and to remain at that level thereafter.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Funded Status

The following table discloses the funded status of our plans and the amounts recognized in our consolidated balance sheets as of December 31 (in millions):

| | U.S. Pension Benefits | | U.S. Postretirement Medical Benefits | | International Pension Benefits | |
|---|-----------------------|------------|--------------------------------------|------------|--------------------------------|----------|
| | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Funded Status: | | | | | | |
| Fair value of plan assets | \$ 41,499 | \$ 43,495 | \$ 119 | \$ 98 | \$ 1,776 | \$ 1,893 |
| Benefit obligation | (46,559) | (47,712) | (1,850) | (1,974) | (1,500) | (1,601) |
| Funded status recognized at December 31 | \$ (5,060) | \$ (4,222) | \$ (1,731) | \$ (1,876) | \$ 276 | \$ 292 |
| Funded Status Amounts Recognized in our Balance Sheet: | | | | | | |
| Other non-current assets | \$ — | \$ — | \$ — | \$ — | \$ 486 | \$ 510 |
| Other current liabilities | (27) | (26) | (100) | (123) | (7) | (7) |
| Pension and postretirement benefit obligations | (5,033) | (4,195) | (1,631) | (1,753) | (195) | (211) |
| Net liability at December 31 | \$ (5,060) | \$ (4,222) | \$ (1,731) | \$ (1,876) | \$ 276 | \$ 292 |
| Amounts Recognized in AOCI ⁽¹⁾: | | | | | | |
| Unrecognized net prior service cost | \$ (1,255) | \$ (1,326) | \$ (1) | \$ (2) | \$ (5) | \$ (7) |
| Unrecognized net actuarial gain (loss) | (2,686) | (2,097) | 131 | 129 | 107 | 99 |
| Gross unrecognized cost at December 31 | (3,937) | (3,423) | 130 | 127 | 102 | 92 |
| Deferred tax asset at December 31 | 956 | 831 | (32) | (31) | (32) | (28) |
| Net unrecognized cost at December 31 | \$ (2,981) | \$ (2,592) | \$ 98 | \$ 96 | \$ 70 | \$ 64 |

⁽¹⁾ Accumulated Other Comprehensive Income (Loss)

The accumulated benefit obligation for our pension plans as of December 31, 2024 and 2023 was \$48.0 and \$49.2 billion, respectively. The accumulated benefit obligation for our postretirement medical benefit plans as of December 31, 2024 and 2023 was \$1.9 and \$2.0 billion, respectively.

Benefit payments under the pension plans include \$37 and \$35 million paid from employer assets for the years ended December 31, 2024 and 2023, respectively. Benefit payments (net of participant contributions) under the postretirement medical benefit plans include \$264 and \$51 million paid from employer assets for the years ended December 31, 2024 and 2023, respectively. Such benefit payments from employer assets are also categorized as employer contributions.

As of December 31, 2024 and 2023, the projected benefit obligation, the accumulated benefit obligation and the fair value of plan assets for pension plans with benefit obligations in excess of plan assets were as follows (in millions):

| | Projected Benefit Obligation Exceeds the Fair Value of Plan Assets | | Accumulated Benefit Obligation Exceeds the Fair Value of Plan Assets | |
|--|--|-----------|--|-----------|
| | 2024 | 2023 | 2024 | 2023 |
| U.S. Pension Benefits: | | | | |
| Projected benefit obligation | \$ 46,559 | \$ 47,712 | \$ 46,559 | \$ 47,712 |
| Accumulated benefit obligation | 46,526 | 47,674 | 46,526 | 47,674 |
| Fair value of plan assets | 41,499 | 43,491 | 41,499 | 43,491 |
| International Pension Benefits: | | | | |
| Projected benefit obligation | \$ 337 | \$ 345 | \$ 281 | \$ 315 |
| Accumulated benefit obligation | 301 | 304 | 255 | 281 |
| Fair value of plan assets | 135 | 127 | 88 | 100 |

The accumulated postretirement benefit obligation presented in the funded status table exceeds plan assets for all U.S. postretirement medical benefit plans.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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2024 - \$2.5 billion pre-tax actuarial gain related to benefit obligations:

- *Discount Rates* (\$2.8 billion pre-tax gain): The weighted-average discount rate for our pension and postretirement medical plans increased from 5.40% as of December 31, 2023 to 5.85% as of December 31, 2024, primarily due to an increase in treasury yields on AA-rated corporate bonds.
- *Demographic and Assumption Changes* (\$0.3 billion pre-tax loss): This represents the difference between actual and estimated participant data and demographic factors, including healthcare cost trends, compensation changes, rates of termination, retirement, mortality and other changes.

2023 - \$2.4 billion pre-tax actuarial loss related to benefit obligations:

- *Discount Rates* (\$2.3 billion pre-tax loss): The weighted-average discount rate for our pension and postretirement medical plans decreased from 5.77% as of December 31, 2022 to 5.40% as of December 31, 2023, primarily due to a decrease in credit spreads on AA-rated corporate bonds.
- *Demographic and Assumption Changes* (\$0.1 billion pre-tax loss): This represents the difference between actual and estimated participant data and demographic factors, including healthcare cost trends, compensation changes, rates of termination, retirement, mortality and other changes.

Pension and Postretirement Plan Assets

Pension assets are invested in accordance with applicable laws and regulations, as well as investment guidelines established by plan trustees. The strategic asset mixes are specifically tailored for each plan given distinct factors, including liability and liquidity needs. Equities, alternative investments, and other higher-yielding assets are utilized to generate returns and promote growth. Derivatives, repurchase/reverse repurchase agreements and fixed income securities are utilized as tools for duration management, mitigating interest rate risk, and minimizing funded status volatility.

The primary long-term investment objectives for pension assets are to provide for a reasonable amount of long-term capital growth to meet future obligations while minimizing risk exposures and reducing funded status volatility. To meet these objectives, investment managers are engaged to actively manage assets within the guidelines and strategies set forth by our investment committee. Active managers are monitored regularly and their performance is compared to applicable benchmarks.

Fair Value Measurements

Plan assets valued utilizing Level 1 inputs include equity investments, corporate debt instruments, U.S. government securities, derivatives and other instruments. Fair values were determined by closing prices for those securities traded on national stock exchanges, while securities traded in the over-the-counter market and listed securities for which no sale was reported on the valuation date are valued at the mean between the last reported bid and ask prices.

Level 2 assets include fixed income securities that are valued based on yields currently available on comparable securities of other issues with similar credit ratings; mortgage-backed securities that are valued based on cash flow and yield models using acceptable modeling and pricing conventions; hedge funds, equity securities and certain investments that are pooled with other investments in a commingled fund; and derivatives and other instruments primarily valued using pricing models that rely on market observable inputs such as yield curves, foreign currency exchange rates and investment forward price. We value our investments in commingled funds by taking the percentage ownership of the underlying assets, each of which has a readily determinable fair value.

Fair value estimates for certain investments are based on unobservable inputs that are not corroborated by observable market data and are thus classified as Level 3.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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Investments that do not have a readily determinable fair value, and which provide a NAV or its equivalent developed consistent with ASC measurement principles, are valued using NAV as a practical expedient. These investments are not classified in Levels 1, 2, or 3 of the fair value hierarchy but instead included within the subtotals by asset category. Such investments include hedge funds, real estate investments, private debt and private equity funds. Investments in hedge funds are valued using the reported NAV as of December 31. Real estate investments, private debt and private equity funds are valued at NAV per the most recent partnership audited financial reports, and adjusted, as appropriate, for investment activity between the date of the financial reports and December 31. Due to the inherent limitations in obtaining a readily determinable fair value measurement for alternative investments, the fair values reported may differ from the values that would have been used had readily available market information for the alternative investments existed. These investments are described further below:

- Hedge Funds: Plan assets are invested in hedge funds that pursue multiple strategies to diversify risk and reduce volatility. Most of these hedge funds allow redemptions either quarterly or semi-annually after a two- to three-month notice period, while others allow for redemption after only a brief notification period with no restriction on redemption frequency. No unfunded commitments existed with respect to hedge funds as of December 31, 2024.
- Real Estate, Private Debt and Private Equity Funds: Plan assets are invested in limited partnership interests in various private equity, private debt and real estate funds. Limited provisions exist for the redemption of these interests by the limited partners that invest in these funds until the end of the term of the partnerships, typically ranging between 10 and 15 years from the date of inception. An active secondary market exists for similar partnership interests, although no particular value (discount or premium) can be guaranteed. As of December 31, 2024, unfunded commitments to such limited partnerships totaling approximately \$2.7 billion are expected to be contributed over the remaining investment period, typically ranging between three and six years.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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The fair values of U.S. and international pension and postretirement benefit plan assets by asset category as of December 31, 2024 and 2023 are presented below (in millions), as well as the percentage that each category comprises of our total plan assets and the respective target allocations. The asset categories within equity securities, fixed income securities, and alternative and other investments in the table below have been collapsed from prior year presentation to align with the nature, characteristics, and type of underlying risk of those assets. There were no transfers between asset categories.

| December 31, 2024 | Total Assets ⁽¹⁾ | Level 1 | Level 2 | Level 3 | Percentage of Plan Assets | Percentage Target Allocation |
|---|-----------------------------|------------------|------------------|--------------|---------------------------|------------------------------|
| Asset Category (U.S. Plans): | | | | | | |
| Cash and cash equivalents ⁽³⁾ | \$ 5,716 | \$ 5,450 | \$ 266 | \$ — | 13.7 % | 1-7% |
| Equity securities | 6,979 | 3,270 | 3,709 | — | 16.8 % | 15-45% |
| Fixed income securities | 19,643 | 13,375 | 6,247 | 21 | 47.2 % | 30-73% |
| Alternative and other investments ⁽¹⁾ : | | | | | | |
| Hedge funds | 2,034 | — | 538 | — | 4.9 % | 3-13% |
| Real estate | 2,674 | 301 | 77 | — | 6.4 % | 3-15% |
| Private equity, private debt, and other investments | 6,508 | — | 195 | — | 15.6 % | 5-29% |
| Total Alternative and other investments | 11,216 | 301 | 810 | — | | |
| Derivatives and other instruments, net: | | | | | | |
| Equity risk | (392) | (99) | (294) | — | (0.9) % | |
| Interest rate risk | (1,619) | (442) | (1,177) | — | (3.9) % | |
| Other risk ⁽²⁾ | 75 | 2 | 73 | — | 0.2 % | |
| Total Derivatives and other instruments | (1,936) | (539) | (1,398) | — | | |
| Total U.S. plan assets | <u>\$ 41,618</u> | <u>\$ 21,857</u> | <u>\$ 9,634</u> | <u>\$ 21</u> | <u>100.0 %</u> | |
| Asset Category (International Plans): | | | | | | |
| Cash and cash equivalents | \$ 127 | \$ 127 | \$ — | \$ — | 7.1 % | 1-10% |
| Equity securities | 165 | 23 | 142 | — | 9.3 % | 1-10% |
| Fixed income securities | 1,202 | 243 | 959 | — | 67.6 % | 50-75% |
| Alternative and other investments ⁽¹⁾ : | | | | | | |
| Real estate | 62 | — | 17 | 23 | 3.5 % | 1-10% |
| Private equity, private debt, and other investments | 222 | — | 189 | 18 | 12.5 % | 10-35% |
| Total International plan assets | <u>\$ 1,778</u> | <u>\$ 393</u> | <u>\$ 1,307</u> | <u>\$ 41</u> | <u>100.0 %</u> | |
| Total plan assets | <u>\$ 43,396</u> | <u>\$ 22,250</u> | <u>\$ 10,941</u> | <u>\$ 62</u> | | |

⁽¹⁾ Includes certain investments that are measured at NAV per share (or its equivalent).

⁽²⁾ Includes credit risk, foreign currency exchange risk and commodity risk.

⁽³⁾ Includes \$2.7 billion of cash held as collateral for market exposures, which is not subject to the target allocations.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

| December 31, 2023 | Total Assets ⁽¹⁾ | Level 1 | Level 2 | Level 3 | Percentage of Plan Assets | Percentage Target Allocation |
|---|--------------------------------|------------------|------------------|--------------|------------------------------|---------------------------------|
| Asset Category (U.S. Plans): | | | | | | |
| Cash and cash equivalents | \$ 1,018 | \$ 894 | \$ 124 | — | 2.3% | 1-7% |
| Equity securities | 10,164 | 3,448 | 6,716 | — | 23.3% | 15-45% |
| Fixed income securities | 25,673 | 17,299 | 8,374 | — | 58.9% | 30-70% |
| Alternative and other investments ⁽¹⁾ : | | | | | | |
| Hedge funds | 3,959 | 28 | 2,194 | — | 9.1% | 3-13% |
| Real estate | 2,575 | 393 | 77 | — | 5.9% | 3-15% |
| Private equity, private debt, and other investments | 6,188 | — | 169 | — | 14.2% | 5-35% |
| Total Alternative and other investments | 12,722 | 421 | 2,440 | — | | |
| Derivative and other instruments, net: | | | | | | |
| Equity risk contracts | (136) | 29 | (165) | — | (0.3%) | |
| Interest rate risk contracts | (5,877) | (20) | (5,857) | — | (13.5%) | |
| Other risk ⁽²⁾ | 25 | (1) | 26 | — | 0.1% | |
| Total Derivative and other instruments | (5,988) | 8 | (5,996) | — | | |
| Total U.S. plan assets | <u>\$ 43,589</u> | <u>\$ 22,070</u> | <u>\$ 11,658</u> | <u>—</u> | <u>100.0%</u> | |
| Asset Category (International Plans): | | | | | | |
| Cash and cash equivalents | \$ 71 | \$ 77 | \$ (6) | — | 3.8% | 1-10% |
| Equity securities | 109 | 20 | 89 | — | 5.8% | 1-10% |
| Fixed income securities | 1,392 | 312 | 1,080 | — | 73.5% | 50-75% |
| Alternative and other investments ⁽¹⁾ : | | | | | | |
| Real estate | 66 | — | 18 | 25 | 3.5% | 1-10% |
| Private equity, private debt, and other investments | 255 | — | 183 | 55 | 13.4% | 10-35% |
| Total International plan assets | <u>\$ 1,893</u> | <u>\$ 409</u> | <u>\$ 1,364</u> | <u>\$ 80</u> | <u>100.0%</u> | |
| Total plan assets | <u>\$ 45,482</u> | <u>\$ 22,479</u> | <u>\$ 13,022</u> | <u>\$ 80</u> | | |

⁽¹⁾ Includes certain investments that are measured at NAV per share (or its equivalent).

⁽²⁾ Includes credit risk, foreign currency exchange risk and commodity risk.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents the changes in the Level 3 instruments measured on a recurring basis for the years ended December 31, 2024 and 2023 (in millions):

| | Fixed Income Securities | Alternative and Other Investments | Total |
|---------------------------------|-------------------------|--------------------------------------|-------|
| Balance as of January 1, 2023 | \$ — | \$ 77 | \$ 77 |
| Actual Return on Assets: | | | |
| Assets Held at End of Year | — | 4 | 4 |
| Assets Sold During the Year | 2 | — | 2 |
| Purchases | 450 | 2 | 452 |
| Sales | (452) | (3) | (455) |
| Transfers Into (Out of) Level 3 | — | — | — |
| Balance as of December 31, 2023 | \$ — | \$ 80 | \$ 80 |
| Actual Return on Assets: | | | |
| Assets Held at End of Year | (1) | 1 | — |
| Assets Sold During the Year | 4 | (12) | (8) |
| Purchases | 38 | — | 38 |
| Sales | (10) | (28) | (38) |
| Transfers Into (Out of) Level 3 | (10) | — | (10) |
| Balance as of December 31, 2024 | \$ 21 | \$ 41 | \$ 62 |

There were no shares of UPS class A or class B common stock directly held in plan assets as of December 31, 2024 or 2023.

Expected Cash Flows

Information about expected cash flows for our pension and postretirement medical benefit plans is as follows (in millions):

| | U.S. Pension Benefits | U.S. Postretirement Medical Benefits | International Pension Benefits |
|---|--------------------------|---|--------------------------------|
| Expected Employer Contributions: | | | |
| 2025 to plan trust | \$ 1,170 | \$ 140 | \$ 10 |
| 2025 to plan participants | 28 | 93 | 7 |
| Expected Benefit Payments: | | | |
| 2025 | \$ 2,395 | \$ 209 | \$ 55 |
| 2026 | 2,529 | 199 | 61 |
| 2027 | 2,665 | 190 | 67 |
| 2028 | 2,800 | 179 | 74 |
| 2029 | 2,926 | 169 | 79 |
| 2030 - 2034 | 16,292 | 731 | 469 |

Our funding policy guideline for U.S. plans is to contribute amounts annually that are at least equal to the amounts required by applicable laws and regulations. International plans will be funded in accordance with local regulations. Additional discretionary contributions may be made when deemed appropriate to meet the long-term obligations of the plans. Expected benefit payments for pensions will be paid primarily from plan trusts. Expected benefit payments for postretirement medical benefits will be paid from plan trusts and corporate assets.

NOTE 6. MULTIEMPLOYER EMPLOYEE BENEFIT PLANS

We contribute to a number of multiemployer pension plans under the terms of collective bargaining agreements that cover our union-represented employees. These plans generally provide for retirement, death and/or termination benefits for eligible employees within the applicable collective bargaining units, based on specific eligibility and participation requirements, vesting periods and benefit formulas. The risks of participating in multiemployer plans are different from single-employer plans in the following respects:

- Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If we negotiate to cease participating in a multiemployer pension plan, we may be required to pay that plan an amount based on our allocable share of its underfunded status, referred to as a "withdrawal liability". However, cessation of participation in a multiemployer plan and subsequent payment of any withdrawal liability is subject to the collective bargaining process.
- If any of the multiemployer pension plans in which we participate enter critical status, and our contributions are not sufficient to satisfy any rehabilitation plan funding schedule, we could be required under the Pension Protection Act of 2006 to make additional surcharge contributions to the multiemployer pension plan in the amount of five to ten percent of the existing contributions required by our labor agreement. Such surcharges would cease upon the ratification of a new collective bargaining agreement and could not reoccur unless a plan re-entered critical status at a later date.

The discussion that follows sets forth the impact on our results of operations and cash flows for the years ended December 31, 2024, 2023 and 2022 from our participation in multiemployer pension plans. As part of the overall collective bargaining process for wage and benefit levels, we have agreed to contribute certain amounts to these plans during the contract period. The plans set benefit levels and are responsible for benefit delivery to participants. Future contributions to the plans are determined only through collective bargaining, and we have no additional legal or constructive obligation to increase contributions beyond the agreed-upon amounts (except potential surcharges under the Pension Protection Act of 2006 described above).

The number of employees covered by multiemployer pension plans in 2024 was relatively consistent compared to 2023, but decreased in 2023 relative to 2022 as we reduced union headcount due to lower volume. In each year, contribution rates increased in accordance with the terms of our collective bargaining agreements. There have been no other significant changes that affect the comparability of 2024, 2023 and 2022 contributions. We recognize expense for the contractually-required contributions for each period, and we recognize a liability for any contributions due and unpaid at the end of a reporting period.

Status of Collective Bargaining Agreements

We have approximately 314,000 employees in the U.S. employed under a national master agreement and various supplemental agreements with local unions affiliated with the IBT. These agreements are scheduled to expire on July 31, 2028.

We have approximately 10,000 employees in Canada employed under a collective bargaining agreement with the Teamsters which runs through July 31, 2025.

We have approximately 3,300 pilots who are employed under a collective bargaining agreement with the Independent Pilots Association. This collective bargaining agreement becomes amendable September 1, 2025.

We have approximately 1,900 airline mechanics who are covered by a collective bargaining agreement with Teamsters Local 2727 which becomes amendable November 1, 2026. In addition, approximately 3,000 of our auto and maintenance mechanics who are not employed under agreements with the Teamsters are employed under a collective bargaining agreement with the International Association of Machinists and Aerospace Workers ("IAM"). In July 2024, the IAM ratified a new National Master Agreement that expires on July 31, 2029.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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Multiemployer Pension Plans

The following table outlines our participation in multiemployer pension plans as of December 31, 2024, 2023 and 2022, and sets forth our calendar year contributions and accruals for each plan.

The *EIN/Pension Plan Number* column provides the Employer Identification Number ("EIN") and the three-digit plan number. The most recent Pension Protection Act zone status available in 2024 and 2023 relates to each plan's two most recent fiscal year ends. The zone status is based on information that we received from the plans' administrators and is certified by each plan's actuary. Plans certified in the red zone are generally less than 65% funded; plans certified in the orange zone are both less than 80% funded and have an accumulated funding deficiency, or are expected to have a deficiency in any of the next six plan years; plans certified in the yellow zone are less than 80% funded; and plans certified in the green zone are at least 80% funded.

The *FIP / RP Status Pending / Implemented* column indicates whether a financial improvement plan ("FIP") for yellow/orange zone plans, or a rehabilitation plan ("RP") for red zone plans, is either pending or has been implemented. As of December 31, 2024, all plans that have either a FIP or RP requirement have had the respective plan implemented. Our collectively-bargained contributions satisfy the requirements of all implemented FIPs and RPs and do not currently require the payment of any surcharges. In addition, minimum contributions outside of the agreed-upon contractual rates are not required.

For the plans detailed in the following table, the expiration date of the associated collective bargaining agreements is July 31, 2028, with the exception of the IAM National Pension Fund / National Pension Plan, which has a July 31, 2029 associated expiration date. For all plans detailed in the following table, we provided more than 5% of the total plan contributions from all employers for 2024, 2023 and 2022, as disclosed in the annual filing with the Department of Labor for each respective plan.

Certain plans have been aggregated in the *All Other Multiemployer Pension Plans* line in the following table, as contributions to each of these plans are not individually material.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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| Pension Fund | EIN / Pension Plan Number | Pension Protection Act Zone Status | | FIP / RP Status Pending / Implemented | UPS Contributions and Accruals (in millions) | | | Surcharge Imposed | |
|---|---------------------------|------------------------------------|-------|---------------------------------------|--|-----------------|-----------------|-------------------|----|
| | | 2024 | 2023 | | 2024 | 2023 | 2022 | | |
| Alaska Teamster-Employer Pension Plan | 92-6003463-024 | Red | Red | Yes | Implemented | \$ 11 | \$ 10 | \$ 10 | No |
| Central Pennsylvania Teamsters Defined Benefit Plan | 23-6262789-001 | Green | Green | No | NA | 85 | 82 | 75 | No |
| Eastern Shore Teamsters Pension Fund | 52-0904953-001 | Green | Green | No | NA | 10 | 10 | 10 | No |
| Employer-Teamsters Local Nos. 175 & 505 Pension Trust Fund | 55-6021850-001 | Red | Red | Yes | Implemented | 21 | 21 | 21 | No |
| Hagerstown Motor Carriers and Teamsters Pension Fund | 52-6045424-001 | Green | Green | No | NA | 13 | 13 | 13 | No |
| I.A.M. National Pension Fund / National Pension Plan | 51-6031295-002 | Red | Red | Yes | Implemented | 53 | 50 | 48 | No |
| International Brotherhood of Teamsters Union Local No. 710 Pension Fund | 36-2377656-001 | Green | Green | No | NA | 194 | 196 | 191 | No |
| Local 705, International Brotherhood of Teamsters Pension Plan | 36-6492502-001 | Green | Green | No | NA | 142 | 138 | 136 | No |
| Local 804 I.B.T. & Local 447 I.A.M.—UPS Multiemployer Retirement Plan | 51-6117726-001 | Green | Green | No | NA | 139 | 143 | 144 | No |
| Milwaukee Drivers Pension Trust Fund | 39-6045229-001 | Green | Green | No | NA | 62 | 62 | 62 | No |
| New England Teamsters & Trucking Industry Pension Fund | 04-6372430-001 | Red | Red | Yes | Implemented | 224 | 234 | 167 | No |
| New York State Teamsters Conference Pension and Retirement Fund | 16-6063585-074 | Red | Red | Yes | Implemented | 136 | 139 | 149 | No |
| Teamster Pension Fund of Philadelphia and Vicinity | 23-1511735-001 | Green | Green | No | NA | 98 | 98 | 100 | No |
| Teamsters Joint Council No. 83 of Virginia Pension Fund | 54-6097996-001 | Green | Green | No | NA | 98 | 98 | 98 | No |
| Teamsters Local 639—Employers Pension Trust | 53-0237142-001 | Green | Green | No | NA | 83 | 84 | 85 | No |
| Teamsters Negotiated Pension Plan | 43-6196083-001 | Green | Green | No | NA | 47 | 49 | 49 | No |
| Truck Drivers and Helpers Local Union No. 355 Retirement Pension Plan | 52-6043608-001 | Green | Green | No | NA | 28 | 28 | 30 | No |
| United Parcel Service, Inc.—Local 177, I.B.T. Multiemployer Retirement Plan | 13-1426500-419 | Green | Green | No | NA | 111 | 122 | 124 | No |
| Western Conference of Teamsters Pension Plan | 91-6145047-001 | Green | Green | No | NA | 1,255 | 1,254 | 1,310 | No |
| Western Pennsylvania Teamsters and Employers Pension Fund | 25-6029946-001 | Red | Red | Yes | Implemented | 45 | 46 | 46 | No |
| All Other Multiemployer Pension Plans | | | | | | 92 | 76 | 73 | |
| Total Contributions | | | | | | <u>\$ 2,947</u> | <u>\$ 2,953</u> | <u>\$ 2,941</u> | |

Agreement with the New England Teamsters and Trucking Industry Pension Fund

In 2012, we reached an agreement with the New England Teamsters and Trucking Industry Pension Fund ("NETTI Fund"), a multiemployer pension plan in which UPS is a participant, to restructure the pension liabilities for approximately 10,200 UPS employees represented by the Teamsters. As of December 31, 2024 and 2023, we had \$804 and \$813 million, respectively, recognized in *Other Non-Current Liabilities* and \$9 million as of December 31, 2024 and 2023 recorded in *Other current liabilities* in our consolidated balance sheets, representing the remaining balance of the NETTI Fund withdrawal liability. This liability is payable in equal monthly installments over a remaining term of approximately 38 years. Based on the borrowing rates currently available to us for long-term financing of a similar maturity, the fair value of the NETTI Fund withdrawal liability as of December 31, 2024 and 2023 was \$651 and \$710 million, respectively. We utilized Level 2 inputs in the fair value hierarchy to determine the fair value of this liability.

Agreement with the District 9 International Association of Machinists and Aerospace Workers Pension Trust

In 2024, we reached an agreement with the District 9 International Association of Machinists and Aerospace Workers Pension Trust ("IAM Fund"), a multiemployer plan in which UPS was a participant, to withdraw from the Fund and transfer the impacted UPS employees to the UPS Pension Plan. As of December 31, 2024, we had \$19 million recorded in *Other current liabilities* in our consolidated balance sheets, representing the IAM Fund withdrawal liability.

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Multiemployer Health and Welfare Plans

We also contribute to a number of multiemployer health and welfare plans covering both active and retired employees. Healthcare benefits are provided to participants who meet certain eligibility requirements as covered under the applicable collective bargaining unit. The following table sets forth our calendar year plan contributions and accruals. Certain plans have been aggregated in the *All Other Multiemployer Health and Welfare Plans* line, as the contributions to each of these plans are not individually material.

| | UPS Contributions and Accruals (in millions) | | |
|--|---|-----------------|-----------------|
| | 2024 | 2023 | 2022 |
| Health and Welfare Fund | | | |
| Bay Area Delivery Drivers | \$ 41 | \$ 40 | \$ 40 |
| Central Pennsylvania Teamsters Health & Pension Fund | 48 | 46 | 42 |
| Central States, South East & South West Areas Health and Welfare Fund | 3,849 | 3,712 | 3,497 |
| Delta Health Systems—East Bay Drayage Drivers | 37 | 39 | 39 |
| Joint Council #83 Health & Welfare Fund | 63 | 63 | 62 |
| Local 401 Teamsters Health & Welfare Fund | 24 | 23 | 22 |
| Local 804 Welfare Trust Fund | 131 | 131 | 129 |
| Milwaukee Drivers Pension Trust Fund—Milwaukee Drivers Health and Welfare Trust Fund | 64 | 64 | 62 |
| New York State Teamsters Health & Hospital Fund | 89 | 87 | 89 |
| Northern California General Teamsters (DELTA) | 202 | 206 | 211 |
| Northern New England Benefit Trust | 82 | 83 | 87 |
| Oregon / Teamster Employers Trust | 68 | 69 | 70 |
| Teamsters 170 Health & Welfare Fund | 22 | 21 | 25 |
| Teamsters Benefit Trust | 59 | 57 | 58 |
| Teamsters Local 175 & 505 Health and Welfare Fund | 20 | 20 | 20 |
| Teamsters Local 191 Health Fund | 30 | 29 | 17 |
| Teamsters Local 251 Health & Insurance Plan | 22 | 22 | 26 |
| Teamsters Local 638 Health Fund | 74 | 73 | 70 |
| Teamsters Local 639—Employers Health & Pension Trust Funds | 35 | 36 | 38 |
| Teamsters Local 671 Health Services & Insurance Plan | 24 | 24 | 25 |
| Teamsters Union 25 Health Services & Insurance Plan | 73 | 73 | 75 |
| Teamsters Western Region & Local 177 Health Care Plan | 1,109 | 1,076 | 1,035 |
| Truck Drivers and Helpers Local 355 Baltimore Area Health & Welfare Fund | 21 | 23 | 23 |
| Utah-Idaho Teamsters Security Fund | 53 | 54 | 54 |
| Washington Teamsters Welfare Trust | 83 | 88 | 88 |
| All Other Multiemployer Health and Welfare Plans | 108 | 109 | 129 |
| Total Contributions | \$ 6,431 | \$ 6,268 | \$ 6,033 |

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NOTE 7. GOODWILL AND INTANGIBLE ASSETS

The following table indicates the allocation of goodwill (in millions):

| | U.S. Domestic Package | International Package | Supply Chain Solutions | Consolidated |
|---------------------------------|--------------------------|--------------------------|---------------------------|-----------------|
| Balance as of January 1, 2023 | \$ 847 | \$ 492 | \$ 2,884 | \$ 4,223 |
| Acquired | — | 4 | 723 | 727 |
| Impairments | — | — | (125) | (125) |
| Currency / Other | — | 7 | 40 | 47 |
| Balance as of December 31, 2023 | \$ 847 | \$ 503 | \$ 3,522 | \$ 4,872 |
| Acquired | — | — | 4 | 4 |
| Divestiture | — | — | (495) | (495) |
| Currency / Other | — | (16) | (65) | (81) |
| Balance as of December 31, 2024 | <u>\$ 847</u> | <u>\$ 487</u> | <u>\$ 2,966</u> | <u>\$ 4,300</u> |

2024 Goodwill Activity

Goodwill acquired during 2024 was associated with our acquisition of certain locations of The UPS Store. It also reflects the 2024 completion of purchase accounting allocations from our 2023 acquisitions of MNX Global Logistics and Happy Returns, which are both reported within Supply Chain Solutions. In 2024, the decrease in goodwill balance is primarily due to the divestiture of our truckload brokerage business ("Coyote") within Supply Chain Solutions as discussed in note 8.

The remaining changes were due to the impact of changes in the value of the U.S. Dollar on the translation of non-U.S. Dollar goodwill balances.

2023 Goodwill Activity

Goodwill acquired during 2023 was primarily associated with our acquisitions of MNX Global Logistics and Happy Returns, which are both reported within Supply Chain Solutions. It also reflects the 2023 completion of purchase accounting allocations from our 2022 acquisition of Bomi Group. During 2023, we recorded non-cash goodwill impairment charges of \$125 million, comprised of: \$56 million related to our Roadie reporting unit, \$61 million related to our Delivery Solutions reporting unit, which represented all the goodwill associated with that reporting unit, and an immaterial charge resulting from the closure of a trade management services business within Supply Chain Solutions.

The remaining changes were due to the impact of changes in the value of the U.S. Dollar on the translation of non-U.S. Dollar goodwill balances.

Goodwill Impairment

We complete our annual goodwill impairment test as of July 1 on a reporting unit basis. The results concluded that the fair values of our reporting units were in excess of their respective carrying values. Approximately \$1.1 billion of our consolidated goodwill balance of \$4.3 billion is represented by our Global Freight Forwarding, Roadie and Global Logistics and Distribution reporting units which, based on our annual impairment evaluation, are exhibiting a limited excess of fair value above carrying value and reflect a greater risk of an impairment occurring in future periods.

Based on our review of managerial realignments, which occurred as of October 1, 2024, we have determined that our MNX Global Logistics and Marken businesses are now within a single operating segment and, based on criteria in ASC Topic 350, also represent a single reporting unit. We performed impairment analyses as of October 1, 2024, reflective of our reporting unit structures before and after the reporting unit change, and did not identify any impairment of goodwill in connection therewith.

We did not record any goodwill impairment charges in the years ended December 31, 2024 or 2022. In 2023, we recorded non-cash goodwill impairment charges of \$125 million, as described above.

Cumulatively, we have recorded \$1.2 billion of goodwill impairment charges in Supply Chain Solutions, while our International and U.S. Domestic Package segments have not recorded any goodwill impairment charges.

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Intangible Assets

The following is a summary of intangible assets as of December 31, 2024 and 2023 (in millions):

| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Value | Weighted-Average Amortization Period (in years) |
|------------------------------------|--------------------------|-----------------------------|-----------------------|--|
| December 31, 2024 | | | | |
| Capitalized software | \$ 6,088 | \$ (4,159) | \$ 1,929 | 6.9 |
| Licenses | 30 | (12) | 18 | 4.1 |
| Franchise rights | 348 | (55) | 293 | 20.0 |
| Customer relationships | 677 | (206) | 471 | 13.6 |
| Trade name | 109 | (26) | 83 | 10.2 |
| Trademarks, patents and other | 369 | (103) | 266 | 7.5 |
| Amortizable intangible assets | \$ 7,621 | \$ (4,561) | \$ 3,060 | 8.2 |
| Indefinite-lived intangible assets | 4 | — | 4 | |
| Total Intangible Assets | <u>\$ 7,625</u> | <u>\$ (4,561)</u> | <u>\$ 3,064</u> | |
| December 31, 2023 | | | | |
| Capitalized software | \$ 5,839 | \$ (3,900) | \$ 1,939 | |
| Licenses | 30 | (7) | 23 | |
| Franchise rights | 291 | (49) | 242 | |
| Customer relationships | 1,115 | (516) | 599 | |
| Trade name | 172 | (30) | 142 | |
| Trademarks, patents and other | 320 | (53) | 267 | |
| Amortizable intangible assets | \$ 7,767 | \$ (4,555) | \$ 3,212 | |
| Indefinite-lived intangible assets | 93 | — | 93 | |
| Total Intangible Assets | <u>\$ 7,860</u> | <u>\$ (4,555)</u> | <u>\$ 3,305</u> | |

The table as of December 31, 2024 above excludes intangible assets associated with Coyote, which was divested during the third quarter of 2024 as discussed in note 8. During 2023, we recorded an impairment of \$111 million related to the Coyote trade name within *Other expenses* in our statements of consolidated income. We did not record any impairments of indefinite-lived intangibles during 2024.

As of December 31, 2024, we do not have material indefinite-lived intangible assets. All of our other recorded intangible assets are deemed to be finite-lived and are amortized over their estimated useful lives. Impairment tests for these assets are performed when a triggering event occurs that may indicate that the carrying value of the intangible asset may not be recoverable. Additionally, a decision to sell or abandon an intangible asset before the end of its useful life may result in an impairment charge. Impairments of finite-lived intangible assets were \$71, \$8 and \$17 million in 2024, 2023, and 2022, respectively, and were recorded within *Other expenses* in our statements of consolidated income. For the year ended December 31, 2024, these charges represented trade name and capitalized software license impairments.

Amortization of intangible assets was \$648, \$597 and \$525 million in each of 2024, 2023 and 2022, respectively. Expected amortization of finite-lived intangible assets recorded as of December 31, 2024 for the next five years is as follows (in millions): 2025—\$633; 2026—\$556; 2027—\$479; 2028—\$398; 2029—\$296. Amortization expense in future periods will be affected by business acquisitions and divestitures, software development, licensing agreements, purchases of development areas or similar franchise rights and other factors.

As a result of our strategic actions under our *Efficiency Reimagined* initiatives, we are reviewing our software application infrastructure and expect that, as result of this review, it is reasonably possible that revisions to the useful lives of certain finite-lived intangible assets or early retirements will occur in future periods. See further discussion in note 18.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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NOTE 8. ACQUISITIONS & DISPOSITIONS

During 2024, the aggregate purchase price for acquisitions was \$71 million, net of cash acquired, which primarily related to the acquisition of franchise development areas for The UPS Store, which are recorded as intangible assets within Supply Chain Solutions.

On September 16, 2024, we completed the divestiture of Coyote, for net proceeds of \$1.002 billion. These proceeds are recognized within *Proceeds from disposal of businesses, property, plant and equipment* in the statements of consolidated cash flows. In connection with the completion of this divestiture, we recorded a pre-tax gain of \$156 million (\$152 million after tax) for the year ended December 31, 2024. The gain was recognized within *Other expenses* in the statements of consolidated income. We reported Coyote within our Forwarding businesses in Supply Chain Solutions.

The following table summarizes the carrying values of the assets and liabilities divested (in millions):

| | 2024 |
|-------------------------------------|-----------------|
| Assets: | |
| Cash and cash equivalents | \$ 20 |
| Accounts receivable, net | 405 |
| Other current assets | 34 |
| Operating lease right-of-use assets | 69 |
| Goodwill | 495 |
| Intangible assets, net | 195 |
| Other non-current assets | 18 |
| Total assets divested | <u>\$ 1,236</u> |
| Liabilities: | |
| Accounts payable | \$ 216 |
| Other current liabilities | 54 |
| Non-current operating leases | 68 |
| Other non-current liabilities | 38 |
| Total liabilities divested | <u>\$ 376</u> |
| Net assets divested | <u>\$ 860</u> |

In January 2025, we acquired Frigo-Trans and Biotech & Pharma Logistics, an industry-leading, complex healthcare logistics provider based in Germany, for approximately \$440 million. The acquisition is expected to increase our complex cold-chain logistics capabilities internationally.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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In 2023, we acquired Happy Returns, a technology-focused company that provides innovative end-to-end returns services, and MNX Global Logistics, a global time-critical and temperature-sensitive logistics provider. These businesses are reported within Supply Chain Solutions.

During 2023, we also acquired franchise development areas for The UPS Store, which are recorded as intangible assets within Supply Chain Solutions. Other acquisitions completed within International Package and Supply Chain Solutions during the period were immaterial.

The aggregate purchase price for acquisitions in 2023 was approximately \$1.3 billion, net of cash acquired. Acquisitions were funded using cash from operations.

The following table summarizes the final purchase price allocations (in millions):

| | 2023 |
|--|-------------|
| Cash and cash equivalents | \$ 18 |
| Accounts receivable | 60 |
| Other current assets | 8 |
| Property, Plant and Equipment | 10 |
| Operating Lease Right-Of-Use Assets | 24 |
| Goodwill | 739 |
| Intangible Assets ⁽¹⁾ | 554 |
| Other Non-Current Assets | 52 |
| Accounts Payable and other current liabilities | (56) |
| Non-Current Operating Leases | (19) |
| Deferred Income Tax Liabilities | (43) |
| Total purchase price | \$ 1,347 |

⁽¹⁾ Includes \$64 million for acquisitions of development areas for The UPS Store.

Goodwill recognized of approximately \$739 million is attributable to expected synergies from future growth. We assigned \$735 million of goodwill to Supply Chain Solutions and \$4 million to our International Package segment. A portion of the goodwill acquired is deductible for income tax purposes.

Intangible assets acquired of approximately \$554 million consist of \$253 million of customer relationships (amortized over a weighted average of 15 years), \$64 million of franchise rights (amortized over 20 years), \$165 million of developed technology and software (amortized over a weighted average of 11 years), \$45 million of trade names (amortized over a weighted average of 9 years) and \$27 million of other intangible assets (amortized over a weighted average of 3 years). The carrying value of accounts receivable approximates fair value.

Acquisition-related costs in 2023 were approximately \$12 million. These were expensed and included in *Other expenses* within our statement of consolidated income.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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In 2022, we acquired Delivery Solutions, a digital platform that optimizes customer deliveries across multiple networks and provides real-time customer tracking and notifications. We also acquired Bomi Group to accelerate our growth in healthcare logistics by expanding our international presence and increasing our cold chain capabilities in major European and Latin American markets. Delivery Solutions and Bomi Group are both reported within Supply Chain Solutions.

During 2022, we also acquired development areas for The UPS Store, which are recorded as intangible assets within Supply Chain Solutions.

The aggregate purchase price for acquisitions in 2022 was approximately \$755 million, net of cash acquired. Acquisitions were funded using cash from operations.

The following table summarizes the final purchase price allocations (in millions):

| | 2022 |
|--|---------------|
| Cash and cash equivalents | \$ 29 |
| Accounts receivable | 86 |
| Other current assets | 17 |
| Property, Plant and Equipment | 63 |
| Operating Lease Right-Of-Use Assets | 111 |
| Goodwill | 581 |
| Intangible Assets ⁽¹⁾ | 381 |
| Accounts Payable and other current liabilities | (150) |
| Non-Current Operating Leases | (85) |
| Long-Term Debt and Finance Leases | (183) |
| Deferred Income Tax Liabilities | (66) |
| Total purchase price | <u>\$ 784</u> |

⁽¹⁾ Includes \$113 million for acquisitions of development areas for The UPS Store.

Goodwill recognized of approximately \$581 million, including immaterial measurement period adjustments, was attributable to expected synergies from future growth, including synergies in our International Package segment. We allocated \$105 and \$476 million of goodwill to reporting units within International Package and Supply Chain Solutions, respectively. Deductible goodwill for income tax purposes was not material.

Intangible assets acquired of approximately \$381 million consisted of \$177 million of customer relationships (amortized over a weighted average of 15 years), \$113 million of franchise rights (amortized over 20 years), \$70 million of trade names (amortized over a weighted average of 5 years), \$14 million of technology (amortized over a weighted average of 6 years) and \$7 million in other intangibles (amortized over a weighted average of 5 years). The carrying value of accounts receivable approximated fair value.

Acquisition-related costs in 2022 were approximately \$25 million. These were expensed and included in *Other expenses* within the statement of consolidated income.

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NOTE 9. DEBT AND FINANCING ARRANGEMENTS

The carrying value of our outstanding debt obligations, as of December 31, 2024 and 2023 consists of the following (in millions):

| | Principal | | Carrying Value | |
|---|------------------|-----------|------------------|------------------|
| | Amount | Maturity | 2024 | 2023 |
| Commercial paper | \$ — | | \$ — | \$ 2,172 |
| Fixed Rate senior notes: | | | | |
| 2.800% senior notes | — | 2024 | — | 499 |
| 2.200% senior notes | — | 2024 | — | 400 |
| 3.900% senior notes | 1,000 | 2025 | 1,000 | 999 |
| 2.400% senior notes | 500 | 2026 | 499 | 499 |
| 3.050% senior notes | 1,000 | 2027 | 997 | 996 |
| 3.400% senior notes | 750 | 2029 | 748 | 747 |
| 2.500% senior notes | 400 | 2029 | 398 | 398 |
| 4.450% senior notes | 750 | 2030 | 746 | 745 |
| 4.875% senior notes | 900 | 2033 | 895 | 894 |
| 5.150% senior notes | 900 | 2034 | 894 | — |
| 6.200% senior notes | 1,500 | 2038 | 1,486 | 1,485 |
| 5.200% senior notes | 500 | 2040 | 495 | 494 |
| 4.875% senior notes | 500 | 2040 | 492 | 491 |
| 3.625% senior notes | 375 | 2042 | 369 | 369 |
| 3.400% senior notes | 500 | 2046 | 492 | 492 |
| 3.750% senior notes | 1,150 | 2047 | 1,138 | 1,138 |
| 4.250% senior notes | 750 | 2049 | 743 | 743 |
| 3.400% senior notes | 700 | 2049 | 689 | 689 |
| 5.300% senior notes | 1,250 | 2050 | 1,232 | 1,232 |
| 5.050% senior notes | 1,100 | 2053 | 1,083 | 1,083 |
| 5.500% senior notes | 1,100 | 2054 | 1,087 | — |
| 5.600% senior notes | 600 | 2064 | 590 | — |
| Floating rate senior notes: | | | | |
| Floating-rate senior notes | 1,775 | 2049-2074 | 1,755 | 1,545 |
| Debentures: | | | | |
| 7.620% debentures | 276 | 2030 | 279 | 280 |
| Pound Sterling notes: | | | | |
| 5.500% notes | 84 | 2031 | 83 | 84 |
| 5.125% notes | 572 | 2050 | 544 | 550 |
| Euro Senior Notes: | | | | |
| 1.625% notes | 732 | 2025 | 731 | 774 |
| 1.000% notes | 523 | 2028 | 521 | 551 |
| 1.500% notes | 523 | 2032 | 521 | 551 |
| Canadian Senior Notes: | | | | |
| 2.125% notes | — | 2024 | — | 566 |
| Finance lease obligations (see Note 11) | 455 | 2025-2118 | 455 | 472 |
| Facility notes and bonds | 320 | 2029-2045 | 320 | 320 |
| Other debt | 2 | 2025-2026 | 2 | 6 |
| Total debt | <u>\$ 21,487</u> | | <u>\$ 21,284</u> | <u>\$ 22,264</u> |
| Less: current maturities | | | <u>(1,838)</u> | <u>(3,348)</u> |
| Long-term debt | | | <u>\$ 19,446</u> | <u>\$ 18,916</u> |

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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Commercial Paper

We are authorized to borrow up to \$10.0 billion under a U.S. commercial paper program and €5.0 billion (in a variety of currencies) under a European commercial paper program. There was no commercial paper outstanding as of December 31, 2024. The amount of commercial paper outstanding under these programs in 2025 is expected to fluctuate.

Debt Classification

We have classified certain floating-rate senior notes that are redeemable at the option of the note holder as long-term debt in our consolidated balance sheets, due to our intent and ability to refinance the debt if the put option is exercised.

Debt Repayments

On May 21, 2024, our 2.125% Canadian Dollar senior notes with a principal balance of C\$750 million (\$550 million) matured and were repaid in full.

On September 3, 2024, our 2.200% senior notes with a principal balance of \$400 million matured and were repaid in full.

On November 11, 2024, our 2.800% senior notes with a principal balance of \$500 million matured and were repaid in full.

Debt Issuances

On May 22, 2024 we issued three series of notes in the principal amounts of \$900 million, \$1.1 billion and \$600 million. These notes bear interest at 5.150%, 5.500% and 5.600%, respectively, and mature on May 22, 2034, May 22, 2054 and May 22, 2064, respectively. Interest on the notes is payable semi-annually. Each series of notes is callable at our option at a redemption price equal to the greater of 100% of the principal amount, or the sum of the present values of scheduled payments of principal and interest, plus accrued and unpaid interest.

On May 28, 2024 we issued floating rate senior notes with a principal balance of \$13 million. These notes bear interest at a rate equal to the compounded Secured Overnight Financing Rate ("SOFR") less 0.350% per year and mature on June 1, 2074. Interest on the notes is payable quarterly. These notes are callable at various times after 30 years at a stated percentage of par value and are redeemable at the option of the note holders at various times after one year at a stated percentage of par value.

Fixed-Rate Senior Notes

Our fixed-rate notes pay interest semi-annually and allow for redemption by us at any time by paying the greater of the principal amount or a "make-whole" amount, plus accrued interest.

Reference Rate Reform

Our floating-rate senior notes that mature between 2049 and 2067 initially bore interest at rates that referenced the London Interbank Offer Rate ("LIBOR") for U.S. Dollars. As part of a broader program of reference rate reform, U.S. Dollar LIBOR rates ceased to be published after June 2023. Beginning July 1, 2023, we transitioned these notes to an alternative reference rate, SOFR, which was adopted in accordance with recommendations of the Alternative Reference Rates Committee.

Floating-Rate Senior Notes

We had floating-rate senior notes in the principal amount of \$500 million that matured in 2023. These notes bore interest at three-month LIBOR plus a spread of 45 basis points. The average interest rate on these notes for 2023 was 5.32%.

Our outstanding floating-rate senior notes with principal amounts totaling \$1.8 billion bear interest at either thirty-day, ninety-day or compounded SOFR, less a spread ranging from 4 to 35 basis points. These notes have maturities ranging from 2049 through 2074. Interest is payable monthly for notes maturing through 2053 and quarterly for notes maturing from 2064 through 2074.

The average interest rate on the outstanding floating-rate senior notes for 2024 and 2023 was 4.77% and 4.75%, respectively. These notes are callable at various times after 30 years at a stated percentage of par value, and redeemable at the option of the note holders at various times after one year at a stated percentage of par value. We have classified these floating-rate senior notes as long-term liabilities in our consolidated balance sheets, due to our intent and ability to refinance the debt if the put option is exercised.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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7.620% Debentures

The \$276 million debentures have a maturity of April 1, 2030. These debentures are redeemable in whole or in part at any time at our option. The redemption price is equal to the greater of the principal amount plus accrued interest, or the present value of remaining scheduled payments of principal and interest thereon discounted to the date of redemption at a benchmark treasury yield plus five basis points, plus accrued interest. Interest is payable semi-annually in April and October, and the debentures are not subject to sinking fund requirements.

Pound Sterling Notes

The Pound Sterling notes consist of two separate tranches, as follows:

- Notes with a principal amount of £66 million accrue interest at a fixed rate of 5.50% and are due in February 2031. Interest is payable semi-annually and these notes are not callable.
- Notes with a principal amount of £455 million accrue interest at a fixed rate of 5.125% and are due in February 2050. Interest is payable semi-annually. These notes are callable at our option at a redemption price equal to the greater of the principal amount plus accrued interest, or the present value of the remaining scheduled payments of principal and interest thereon discounted to the date of redemption at a benchmark U.K. government bond yield plus 15 basis points, plus accrued interest.

Euro Senior Notes

The Euro notes consist of three separate issuances, as follows:

- Notes with a principal amount of €700 million accrue interest at a fixed rate of 1.625% and are due in November 2025. Interest is payable annually. These notes are callable at our option at a redemption price equal to the greater of the principal amount, or the present value of the remaining scheduled payments of principal and interest thereon discounted to the date of redemption at a benchmark German government bond yield plus 20 basis points, plus accrued interest.
- Notes with a principal amount of €500 million accrue interest at a fixed rate of 1.00% and are due in November 2028. Interest is payable annually. These notes are callable at our option at a redemption price equal to the greater of the principal amount, or the present value of the remaining scheduled payments of principal and interest thereon discounted to the date of redemption at a benchmark comparable German government bond yield plus 15 basis points, plus accrued interest.
- Notes with a principal amount of €500 million accrue interest at a fixed rate of 1.50% and are due in November 2032. Interest is payable annually. The notes are callable at our option at a redemption price equal to the greater of the principal amount, or the present value of the remaining scheduled payments of principal and interest thereon discounted to the date of redemption at a benchmark comparable government bond yield plus 20 basis points, plus accrued interest.

Finance Lease Obligations

We have certain property, plant and equipment subject to finance leases. For additional information on finance lease obligations, see note 11.

Facility Notes and Bonds

We have entered into agreements with certain municipalities or related entities to finance the construction of, or improvements to, facilities that support our operations in the United States. These facilities are located around airport properties in Louisville, Kentucky; Dallas, Texas; and Philadelphia, Pennsylvania. Under these arrangements, we enter into a lease or loan agreement that covers the debt service obligations on the bonds issued by these entities, as follows:

- Bonds with a principal balance of \$149 million issued by the Louisville Regional Airport Authority associated with our Worldport facility in Louisville, Kentucky. The bonds are due in January 2029 and bear interest at a variable rate that is payable monthly. The average interest rates for 2024 and 2023 were 3.28% and 3.31%, respectively.
- Bonds with a principal balance of \$42 million issued by the Louisville Regional Airport Authority associated with our airfreight facility in Louisville, Kentucky. The bonds are due in November 2036 and bear interest at a variable rate that is payable monthly. The average interest rates for 2024 and 2023 were 3.21% and 3.29%, respectively.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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- Bonds with a principal balance of \$29 million issued by the Dallas/Fort Worth International Airport Facility Improvement Corporation associated with our Dallas, Texas airport facilities. The bonds are due in May 2032 and bear interest at a variable rate that is payable quarterly. The average interest rates for 2024 and 2023 were 3.26% and 4.42%, respectively.
- Bonds with a principal balance of \$100 million issued by the Delaware County, Pennsylvania Industrial Development Authority associated with our Philadelphia, Pennsylvania airport facilities. These bonds are due in September 2045 and bear interest at a variable rate that is payable monthly. The average interest rates for 2024 and 2023 were 3.18% and 3.26%, respectively.

Contractual Commitments

The following table sets forth the aggregate annual principal payments on our long-term debt and our projected aggregate annual purchase commitments (in millions):

| Year | Debt Principal | Purchase Commitments ⁽¹⁾ |
|--------------|------------------|-------------------------------------|
| 2025 | \$ 1,732 | \$ 2,925 |
| 2026 | 500 | 2,462 |
| 2027 | 1,000 | 701 |
| 2028 | 523 | 111 |
| 2029 | 1,150 | 7 |
| After 2029 | 16,125 | — |
| Total | \$ 21,030 | \$ 6,206 |

⁽¹⁾ Purchase commitments include estimates of future amounts yet to be recognized in our financial statements. In addition to the purchase commitments presented above, during the first quarter of 2025 we entered into an accelerated share repurchase agreement for \$1.0 billion worth of shares to be completed during the first quarter of 2025 and an agreement to purchase certain services totaling approximately \$400 million to be paid over 10 years, beginning in 2025. Purchase commitments entered into after December 31, 2024 are not reflected in the table above.

Purchase commitments represent contractual agreements for certain capital expenditures and pending acquisitions, that are legally binding, including contracts for aircraft, vehicles and facility construction projects. We are evaluating available financing alternatives with respect to our aircraft purchase commitments.

Sources of Credit

Letters of Credit

As of December 31, 2024, we had outstanding letters of credit totaling approximately \$1.7 billion issued in connection with our self-insurance reserves and other routine business requirements. We also issue surety bonds as an alternative to letters of credit in certain instances and, as of December 31, 2024, we had \$1.8 billion of surety bonds written.

Revolving Credit Facilities

We maintain two credit agreements with a consortium of banks. The first of these agreements provides revolving credit facilities of \$1.0 billion and expires on November 24, 2025. Amounts outstanding under this agreement bear interest at a periodic fixed rate equal to the term SOFR rate, plus 0.10% per annum and an applicable margin based on our then-current credit rating. The applicable margin from the credit pricing grid as of December 31, 2024 was 0.70%. Alternatively, a fluctuating rate of interest equal to the highest of (1) the rate of interest last quoted by The Wall Street Journal as the prime rate in the United States; (2) the Federal Funds effective rate plus 0.50%; or (3) the Adjusted Term SOFR Rate for a one month interest period plus 1.00%, may be used at our discretion.

The second agreement provides revolving credit facilities of \$2.0 billion and expires on November 25, 2029. Amounts outstanding under this facility bear interest at a periodic fixed rate equal to the term SOFR rate plus 0.10% per annum and an applicable margin based on our then-current credit rating. The applicable margin from the credit pricing grid as of December 31, 2024 was 0.70%. Alternatively, a fluctuating rate of interest equal to the highest of (1) the rate of interest last quoted by The Wall Street Journal as the prime rate in the United States; (2) the Federal Funds effective rate plus 0.50%; and (3) the Adjusted Term SOFR Rate for a one-month interest period plus 1.00%, plus an applicable margin, may be used at our discretion.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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If the credit ratings established by Standard & Poor's and Moody's differ, the higher rating will be used, except in cases where the lower rating is two or more levels lower. In these circumstances, the rating one step below the higher rating will be used. We are also able to request advances under these facilities based on competitive bids for the applicable interest rate. There were no amounts outstanding under our revolving credit facilities as of December 31, 2024.

Debt Covenants

Our existing debt instruments and credit facilities subject us to certain financial covenants. As of December 31, 2024 and for all prior periods presented, we have satisfied these financial covenants. These covenants limit the amount of secured indebtedness that we may incur, and limit the amount of attributable debt in sale-leaseback transactions, to 10% of net tangible assets. As of December 31, 2024, 10% of net tangible assets is equivalent to \$4.6 billion; however, we have no covered sale-leaseback transactions or secured indebtedness outstanding. We do not expect these covenants to have a material impact on our financial condition or liquidity.

Fair Value of Debt

Based on the borrowing rates currently available to us for long-term debt with similar terms and maturities, the fair value of long-term debt, including current maturities, was approximately \$20.3 and \$22.1 billion as of December 31, 2024 and 2023, respectively. We utilized Level 2 inputs in the fair value hierarchy of valuation techniques to determine the fair value of all of our debt instruments.

NOTE 10. LEGAL PROCEEDINGS AND CONTINGENCIES

We are involved in a number of judicial proceedings and other matters arising from the conduct of our business.

Although there can be no assurances as to the ultimate outcome, we have generally denied, or believe we have meritorious defenses and will deny, liability in pending matters, including (except as may be otherwise noted herein) the matters described below, and we intend to vigorously defend each matter. We accrue amounts associated with judicial proceedings and other contingencies when and to the extent a loss becomes probable and can be reasonably estimated. The actual costs of resolving legal proceedings may be substantially higher or lower than the amounts accrued on those claims.

For matters as to which we are not able to estimate a possible loss or range of losses, we are not able to determine whether any such loss will have a material impact on our operations or financial condition. For these matters, we have described the reasons that we are unable to estimate a possible loss or range of losses.

Judicial Proceedings

We are a defendant in a number of lawsuits filed in state and federal courts containing various class action allegations under state wage-and-hour laws. We do not believe that any loss associated with any such matter will have a material impact on our financial condition, results of operations or liquidity.

In October 2022, *Gratton v. United Parcel Service, Inc.*, was filed in the United States District Court for the Eastern District of Washington. Plaintiff sued UPS for various employment related claims. In the third quarter of 2024, the jury found in favor of the plaintiff only on his retaliation claim, awarding him \$39.6 million in compensatory damages and \$198 million in punitive damages. We have filed post-trial motions appealing the verdict as we believe a number of reversible errors have been committed entitling us to reverse the verdict substantially or in its entirety. In the fourth quarter of 2024, the punitive damage award was vacated in its entirety. In the first quarter of 2025, the court vacated the remainder of the jury's verdict and granted our motion for a new trial. As of December 31, 2024, we had accrued an immaterial amount in our consolidated balance sheet in connection with this matter.

In July 2023, *Baker v. United Parcel Service, Inc. (DE) and United Parcel Service, Inc. (OH)* was certified as a class action in federal court in the Eastern District of Washington. The plaintiff in this matter alleges that UPS violated the Uniformed Services Employment and Reemployment Rights Act. We are vigorously defending ourselves in this matter and believe that we have a number of meritorious defenses, and there are unresolved questions of law and fact that could be important to the ultimate resolution of this matter. Accordingly, we are not able to estimate a possible loss or range of loss that may result from this matter or to determine whether such loss, if any, would have a material adverse effect on our financial condition, results of operations or liquidity.

In October 2024, a securities class action, *Savage v. United Parcel Service, Inc. et al.*, was filed in the United States District Court for the Northern District of Georgia, naming the Company and certain current and former officers as defendants. This matter has been dismissed.

Other Matters

In August 2016, Spain's National Markets and Competition Commission ("CNMC") announced an investigation into 10 companies in the commercial delivery and parcel industry, including UPS, related to alleged nonaggression agreements to allocate customers. In May 2017, we received a Statement of Objections issued by the CNMC. In July 2017, we received a Proposed Decision from the CNMC. In March 2018, the CNMC adopted a final decision, finding an infringement and imposing an immaterial fine on UPS. We appealed the decision. In December 2022, a trial court ruled against us. We have filed an appeal before the Spanish Supreme Court. We are vigorously defending ourselves and believe that we have a number of meritorious defenses. There are also unresolved questions of law that could be important to the ultimate resolution of this matter. We do not believe that any loss from this matter would have a material impact on our financial condition, results of operations or liquidity.

As previously disclosed, the Securities and Exchange Commission (the "SEC") had investigated our controls and practices surrounding impairment analyses in connection with the divestiture of UPS Freight in April 2021. Such analysis led to a non-cash goodwill impairment charge being recorded during the quarter ended December 31, 2020. In March 2024, the SEC staff informed the Company that it disagreed with the timing of the impairment. The Company reached a negotiated resolution with the SEC, without admitting or denying the SEC's findings. In connection therewith, the Company agreed to pay a civil penalty, and agreed to remedial actions, training and process changes, many of which have already been implemented. The resolution did not have a material effect on the Company's financial condition, results of operations or liquidity.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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We are a party to various other matters that arose in the normal course of business. These include disputes with government authorities in various jurisdictions over the imposition of duties, fines, taxes and assessments from time to time. We are vigorously defending ourselves and believe that we have a number of meritorious defenses in these disputes. There are also unresolved questions of law that could be important to the ultimate resolution of these disputes. Accordingly, we are not able to estimate a possible loss or range of losses that may result from these disputes or to determine whether such losses, if any, would have a material impact on our financial condition, results of operations or liquidity.

We do not believe that the eventual resolution of any other matters (either individually or in the aggregate), including any reasonably possible losses in excess of current accruals, will have a material impact on our operations or financial condition.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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NOTE 11. LEASES

We have finance and operating leases for real estate (primarily package centers, airport facilities and warehouses), aircraft and engines, information technology equipment, vehicles and various other equipment used in operating our business. Certain leases for real estate and aircraft contain options to purchase, extend or terminate the lease.

Aircraft

In addition to the aircraft that we own, we charter aircraft to handle package and cargo volume on certain international trade lanes and domestic routes. Due to the nature of these agreements, primarily being that either party can cancel the agreement with short notice, we have classified these as short-term leases. A majority of our long-term aircraft operating leases are operated by a third party to handle package and cargo volume in geographic regions where, due to government regulations, we are restricted from operating an airline.

Transportation equipment and other equipment

We enter into both long-term and short-term leases for transportation equipment to supplement our capacity or meet contractual demands. Some of these assets are leased on a month-to-month basis and the leases can be terminated without penalty. We also enter into equipment leases to increase capacity during periods of high demand. These leases are treated as short-term as the cumulative right of use is less than 12 months over the term of the contract.

Some of our transportation and technology equipment leases require us to make additional lease payments based on the underlying usage of the assets. Due to the variable nature of these costs, these are expensed as incurred and are not included in the right of use lease asset and associated lease obligation.

The components of lease expense for the years ended December 31, 2024, 2023 and 2022 were as follows (in millions):

| | 2024 | 2023 | 2022 |
|----------------------------------|----------|----------|----------|
| Operating lease costs | \$ 912 | \$ 860 | \$ 736 |
| Finance lease costs: | | | |
| Amortization of assets | \$ 145 | \$ 119 | \$ 112 |
| Interest on lease liabilities | 23 | 18 | 14 |
| Total finance lease costs | 168 | 137 | 126 |
| Variable lease costs | 311 | 279 | 270 |
| Short-term lease costs | 1,079 | 1,166 | 1,499 |
| Total lease costs ⁽¹⁾ | \$ 2,470 | \$ 2,442 | \$ 2,631 |

⁽¹⁾ This table excludes sublease income for all periods presented as it was not material.

In addition to the lease costs disclosed in the table above, we monitor all lease categories for any indicators that the carrying value of the assets may not be recoverable. We recognized certain immaterial impairments, primarily within Supply Chain Solutions, for the years ended December 31, 2024, 2023 and 2022.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
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Supplemental information related to leases and location within our consolidated balance sheets as of December 31, 2024 and 2023 are as follows (in millions, except lease term and discount rate):

| | <u>2024</u> | | <u>2023</u> |
|---|-----------------|-----------|--------------|
| Operating Leases: | | | |
| Operating lease right-of-use assets | \$ 4,149 | \$ | 4,308 |
| Current maturities of operating leases | \$ 733 | \$ | 709 |
| Non-current operating leases | 3,635 | | 3,756 |
| Total operating lease obligations | <u>\$ 4,368</u> | <u>\$</u> | <u>4,465</u> |
| Finance Leases: | | | |
| Property, plant and equipment, net | \$ 657 | \$ | 856 |
| Current maturities of long-term debt, commercial paper and finance leases | \$ 104 | \$ | 104 |
| Long-term debt and finance leases | 351 | | 368 |
| Total finance lease obligations | <u>\$ 455</u> | <u>\$</u> | <u>472</u> |
| Weighted average remaining lease term (in years): | | | |
| Operating leases | | 10.4 | 10.8 |
| Finance leases | | 11.1 | 7.4 |
| Weighted average discount rate: | | | |
| Operating leases | 3.50 | % | 3.20 % |
| Finance leases | 3.84 | % | 3.88 % |

Supplemental cash flow information related to leases for the years ended December 31, 2024 and 2023 is as follows (in millions):

| | <u>2024</u> | | <u>2023</u> |
|--|-------------|----|-------------|
| Cash paid for amounts included in measurement of obligations: | | | |
| Operating cash flows from operating leases | \$ 877 | \$ | 835 |
| Operating cash flows from finance leases | 20 | | 17 |
| Financing cash flows from finance leases | 136 | | 126 |
| Right-of-use assets obtained in exchange for lease obligations: | | | |
| Operating leases | \$ 740 | \$ | 1,278 |
| Finance leases | 120 | | 209 |

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Future payments for lease obligations as of December 31, 2024 are as follows (in millions):

| | Finance Leases | Operating Leases |
|-----------------------------|-----------------------|-------------------------|
| 2025 | \$ 115 | \$ 847 |
| 2026 | 87 | 765 |
| 2027 | 55 | 659 |
| 2028 | 47 | 504 |
| 2029 | 38 | 388 |
| Thereafter | 207 | 2,049 |
| Total lease payments | 549 | 5,212 |
| Less: Imputed interest | (94) | (844) |
| Total lease obligations | 455 | 4,368 |
| Less: Current obligations | (104) | (733) |
| Long-term lease obligations | \$ 351 | \$ 3,635 |

As of December 31, 2024, we had additional leases which have not commenced of \$561 million. These leases will commence between 2025 and 2026 when we are granted access to the property, such as when we are able to begin constructing leasehold improvements or obtain a certificate of occupancy.

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 12. SHAREOWNERS' EQUITY

Capital Stock, Additional Paid-In Capital, Retained Earnings and Non-Controlling Minority Interests

We are authorized to issue two classes of common stock, which are distinguished from each other primarily by their respective voting rights. Class A shares of UPS are entitled to 10 votes per share, whereas class B shares are entitled to one vote per share. Class A shares are primarily held by UPS employees and retirees, as well as trusts and descendants of the Company's founders, and these shares are fully convertible into class B shares at any time. Class B shares are publicly traded on the New York Stock Exchange ("NYSE") under the symbol "UPS". Class A and B shares both have a \$0.01 par value, and as of December 31, 2024, there were 4.6 billion class A shares and 5.6 billion class B shares authorized to be issued. Additionally, there are 200 million preferred shares authorized to be issued, with a par value of \$0.01 per share. As of December 31, 2024, no preferred shares had been issued.

The following is a rollforward of our common stock, additional paid-in capital, retained earnings and non-controlling minority interests accounts for the years ended December 31, 2024, 2023 and 2022 (in millions, except per share amounts):

| | 2024 | | 2023 | | 2022 | |
|--|--------|-----------|--------|-----------|--------|-----------|
| | Shares | Dollars | Shares | Dollars | Shares | Dollars |
| Class A Common Stock: | | | | | | |
| Balance at beginning of year | 127 | \$ 2 | 134 | \$ 2 | 138 | \$ 2 |
| Stock award plans | 2 | — | 5 | — | 5 | — |
| Common stock issuances | 3 | — | 2 | — | 3 | — |
| Conversions of class A to class B common stock | (11) | — | (14) | — | (12) | — |
| Class A shares issued at end of year | 121 | \$ 2 | 127 | \$ 2 | 134 | \$ 2 |
| Class B Common Stock: | | | | | | |
| Balance at beginning of year | 726 | \$ 7 | 725 | \$ 7 | 732 | \$ 7 |
| Common stock purchases | (4) | — | (13) | — | (19) | — |
| Conversions of class A to class B common stock | 11 | — | 14 | — | 12 | — |
| Class B shares issued at end of year | 733 | \$ 7 | 726 | \$ 7 | 725 | \$ 7 |
| Additional Paid-In Capital: | | | | | | |
| Balance at beginning of year | | \$ — | | \$ — | | \$ 1,343 |
| Stock award plans | | (77) | | 425 | | 624 |
| Common stock purchases | | (212) | | (882) | | (2,462) |
| Common stock issuances | | 425 | | 467 | | 495 |
| Other ⁽¹⁾ | | — | | (10) | | — |
| Balance at end of year | | \$ 136 | | \$ — | | \$ — |
| Retained Earnings: | | | | | | |
| Balance at beginning of year | | \$ 21,055 | | \$ 21,326 | | \$ 16,179 |
| Net income attributable to controlling interests | | 5,782 | | 6,708 | | 11,548 |
| Dividends (\$6.52, \$6.48 and \$6.08 per share) ⁽²⁾ | | (5,594) | | (5,611) | | (5,363) |
| Common stock purchases | | (288) | | (1,368) | | (1,038) |
| Other ⁽³⁾ | | (73) | | — | | — |
| Balance at end of year | | \$ 20,882 | | \$ 21,055 | | \$ 21,326 |
| Non-Controlling Interests: | | | | | | |
| Balance at beginning of year | | \$ 8 | | \$ 17 | | \$ 16 |
| Change in non-controlling interests | | 17 | | (9) | | 1 |
| Balance at end of year | | \$ 25 | | \$ 8 | | \$ 17 |

⁽¹⁾ Includes a 1% excise tax applicable to share repurchases.

⁽²⁾ The dividend per share amount is the same for both class A and class B common stock. Dividends include \$ 195, \$239 and \$249 million for 2024, 2023 and 2022, respectively, that were settled in shares of class A common stock.

⁽³⁾ Includes adjustments related to certain stock-based awards.

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We repurchased 3.9, 12.8 and 19.0 million shares of class B common stock for \$500 million, \$2.3 billion and \$3.5 billion during the years ended December 31, 2024, 2023 and 2022, respectively. These repurchases were completed as follows:

- In August 2021, the Board of Directors authorized the company to repurchase up to \$5.0 billion of class A and class B common stock (the "2021 Authorization"). The share repurchases discussed above for the year ended December 31, 2022 were completed under this authorization. For the year ended December 31, 2023, we repurchased 0.5 million shares of class B common stock for \$82 million under this authorization.
- In January 2023, the Board of Directors terminated the 2021 Authorization and approved a new share repurchase authorization for \$5.0 billion of class A and class B common stock (the "2023 Authorization"). The share repurchases discussed above for the year ended December 31, 2024 were completed under the 2023 Authorization. For the year ended December 31, 2023, we repurchased 12.3 million shares for \$2.2 billion under the 2023 Authorization. As of December 31, 2024, we had \$2.3 billion available under this repurchase authorization.

In February 2025, we entered into an accelerated share repurchase agreement for \$1.0 billion worth of shares. This agreement is expected to settle in the first quarter of 2025. We do not anticipate further share repurchases in 2025.

Future share repurchases may be in the form of accelerated share repurchase programs, open market purchases or other methods we deem appropriate. The timing of share repurchases will depend upon market conditions. Unless terminated earlier by the Board of Directors, this program will expire when we have purchased all shares authorized for repurchase under the program.

Movements in additional paid-in capital in respect of stock award plans comprise accruals for unvested awards, offset by adjustments for awards that vest during the period.

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Accumulated Other Comprehensive Income (Loss)

We recognize activity in other comprehensive income for foreign currency translation adjustments, unrealized holding gains and losses on available-for-sale securities, unrealized gains and losses from derivatives that qualify as hedges of cash flows and unrecognized pension and postretirement benefit costs. The activity in accumulated other comprehensive income (loss) for the years ended December 31, 2024, 2023 and 2022 is as follows (in millions):

| | 2024 | 2023 | 2022 |
|---|-------------------|-------------------|-------------------|
| Foreign Currency Translation Gain (Loss), Net of Tax: | | | |
| Balance at beginning of year | \$ (1,248) | \$ (1,446) | \$ (1,162) |
| Translation adjustment (net of tax effect of \$(7), \$(15) and \$(17)) | (338) | 190 | (315) |
| Reclassification to earnings (net of tax effect of \$0, \$0 and \$2) | — | 8 | 31 |
| Balance at end of year | <u>\$ (1,586)</u> | <u>\$ (1,248)</u> | <u>\$ (1,446)</u> |
| Unrealized Gain (Loss) on Marketable Securities, Net of Tax: | | | |
| Balance at beginning of year | \$ (2) | \$ (11) | \$ (1) |
| Current period changes in fair value (net of tax effect of \$0, \$2 and \$(3)) | 1 | 7 | (12) |
| Reclassification to earnings (net of tax effect of \$0, \$1 and \$1) | — | 2 | 2 |
| Balance at end of year | <u>\$ (1)</u> | <u>\$ (2)</u> | <u>\$ (11)</u> |
| Unrealized Gain (Loss) on Cash Flow Hedges, Net of Tax: | | | |
| Balance at beginning of year | \$ (76) | \$ 167 | \$ (17) |
| Current period changes in fair value (net of tax effect of \$93, \$(28) and \$128) | 296 | (89) | 407 |
| Reclassification to earnings (net of tax effect of \$(41), \$(48) and \$(70)) | (129) | (154) | (223) |
| Balance at end of year | <u>\$ 91</u> | <u>\$ (76)</u> | <u>\$ 167</u> |
| Unrecognized Pension and Postretirement Benefit Costs, Net of Tax: | | | |
| Balance at beginning of year | \$ (2,432) | \$ (259) | \$ (2,098) |
| Net actuarial gain (loss) and prior service cost resulting from remeasurements of plan assets and liabilities (net of tax effect of \$(315), \$(793) and \$810) | (1,005) | (2,530) | 2,576 |
| Reclassification to earnings (net of tax effect of \$195, \$111 and \$(230)) | 624 | 357 | (737) |
| Balance at end of year | <u>\$ (2,813)</u> | <u>\$ (2,432)</u> | <u>\$ (259)</u> |
| Accumulated other comprehensive income (loss) at end of year | <u>\$ (4,309)</u> | <u>\$ (3,758)</u> | <u>\$ (1,549)</u> |

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Detail of the gains (losses) reclassified from accumulated other comprehensive income (loss) to the statements of consolidated income for the years ended December 31, 2024, 2023 and 2022 is as follows (in millions):

| | Amount Reclassified from AOCI | | | Affected Line Item in the Income Statement |
|--|--------------------------------------|-----------------|---------------|---|
| | 2024 | 2023 | 2022 | |
| Unrealized Gain (Loss) on Foreign Currency Translation: | | | | |
| Realized gain (loss) on business wind-down | \$ — | \$ (8) | \$ (33) | Other expenses |
| Income tax (expense) benefit | — | — | 2 | Income tax expense |
| Impact on net income | \$ — | \$ (8) | \$ (31) | Net income |
| Unrealized Gain (Loss) on Marketable Securities: | | | | |
| Realized gain (loss) on sale of securities | \$ — | \$ (3) | \$ (3) | Investment income (expense) and other |
| Income tax (expense) benefit | — | 1 | 1 | Income tax expense |
| Impact on net income | \$ — | \$ (2) | \$ (2) | Net income |
| Unrealized Gain (Loss) on Cash Flow Hedges: | | | | |
| Interest rate contracts | \$ (5) | \$ (10) | \$ (10) | Interest expense |
| Foreign currency exchange contracts | 176 | 213 | 304 | Revenue |
| Foreign currency exchange contracts | (1) | (1) | (1) | Investment income (expense) and other |
| Income tax (expense) benefit | (41) | (48) | (70) | Income tax expense |
| Impact on net income | \$ 129 | \$ 154 | \$ 223 | Net income |
| Unrecognized Pension and Postretirement Benefit Costs: | | | | |
| Prior service costs | \$ (154) | \$ (109) | \$ (94) | Investment income (expense) and other |
| Remeasurement of benefit obligation | (665) | (351) | 1,027 | Investment income (expense) and other |
| Curtailments and settlements of benefit obligations | — | (8) | 34 | Investment income (expense) and other |
| Income tax (expense) benefit | 195 | 111 | (230) | Income tax expense |
| Impact on net income | \$ (624) | \$ (357) | \$ 737 | Net income |
| Total amount reclassified for the year | <u>\$ (495)</u> | <u>\$ (213)</u> | <u>\$ 927</u> | Net income |

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Deferred Compensation Obligations and Treasury Stock

We maintain a deferred compensation plan whereby certain employees were previously able to elect to defer the gains on stock option exercises by deferring the shares received upon exercise into a rabbi trust. The shares held in this trust are classified as treasury stock, and the liability to participating employees is classified as a deferred compensation obligation within *Shareowners' Equity* in our consolidated balance sheets. The number of shares needed to settle the liability for deferred compensation obligations is included in the denominator in both the basic and diluted earnings per share calculations. Employees are generally no longer able to defer the gains from stock options exercised.

Activity in the deferred compensation program for the years ended December 31, 2024, 2023 and 2022 was as follows (in millions):

| | 2024 | | 2023 | | 2022 | |
|---|--------|---------------|--------|---------------|--------|----------------|
| | Shares | Dollars | Shares | Dollars | Shares | Dollars |
| Deferred Compensation Obligations: | | | | | | |
| Balance at beginning of year | | \$ 9 | | \$ 13 | | \$ 16 |
| Reinvested dividends | | 1 | | — | | 2 |
| Benefit payments | | (3) | | (4) | | (5) |
| Balance at end of year | | <u>\$ 7</u> | | <u>\$ 9</u> | | <u>\$ 13</u> |
| Treasury Stock: | | | | | | |
| Balance at beginning of year | — | \$ (9) | — | \$ (13) | — | \$ (16) |
| Reinvested dividends | — | (1) | — | — | — | (2) |
| Benefit payments | — | 3 | — | 4 | — | 5 |
| Balance at end of year | — | <u>\$ (7)</u> | — | <u>\$ (9)</u> | — | <u>\$ (13)</u> |

NOTE 13. STOCK-BASED COMPENSATION

In 2021, our shareholders approved our 2021 Omnibus Incentive Compensation Plan (the "Plan") under which we are authorized to issue non-qualified and incentive stock options, stock appreciation rights, restricted stock and stock units ("RSUs"), and restricted performance shares and performance units ("RPsUs", collectively with RSUs, "Restricted Units") underlying 25 million shares. Each award issued in the form of Restricted Units, stock options and other permitted awards reduces the share reserve by one share. We had 9 million shares available to be issued under the Plan as of December 31, 2024.

Our primary equity compensation programs are the UPS Long-Term Incentive Performance Award program (the "LTIP") and the UPS Stock Option program. We also grant Restricted Units to our Board of Directors (the "Board") as a component of their annual compensation and, from time to time, to individual employees as a retention mechanism. The awards issued under these programs are considered to be equity classified. The total expense recognized in our statements of consolidated income for these stock compensation programs during 2024, 2023 and 2022 was \$24 million, \$220 million and \$1.6 billion, respectively. The associated income tax benefit (expense) recognized in our statements of consolidated income during 2024, 2023 and 2022 was \$(18), \$42 and \$451 million, respectively. The cash income tax benefit received from the exercise of stock options and conversion of Restricted Units to class A shares during 2024, 2023 and 2022 was \$110, \$201 and \$352 million, respectively.

We maintain the UPS Management Incentive Award Program (the "MIP") for certain management employees. Employees may elect to receive cash or unrestricted shares of class A common stock under the MIP. Substantially all MIP awards are settled in cash, based on participant elections.

We also maintain an employee stock purchase plan which allows eligible employees to purchase shares of UPS class A common stock at a discount.

Management Incentive Award Program

Non-executive management eligibility under the MIP is determined annually by the executive officers of UPS. Executive officer eligibility is determined annually by the Compensation and Human Capital Committee of the Board (the "Compensation Committee"). The MIP is an incentive-based compensation program, with awards based on annual Company performance. Beginning 2023, MIP awards are paid in cash, unless a participant elects to receive all or a portion of the award in unrestricted shares of class A common stock. As of December 31, 2024, the MIP was classified as a compensation obligation within *Accrued wages and withholdings* in our consolidated balance sheets.

Prior to 2023, MIP awards were generally paid in one-half to two-thirds RPsUs, depending upon the recipient's level of seniority. The remainder of the award was electable in the form of cash or unrestricted shares of class A common stock, and was fully vested at the time of grant. Upon conversion, RPsUs resulted in the issuance of an equivalent number of shares of class A common stock after required tax withholdings.

During 2022, the Compensation Committee amended and restated the terms and conditions governing 2022 MIP RPsUs to provide that such awards would fully vest as of December 31, 2022. The elimination of a future service requirement for this award resulted in the recognition of an additional \$505 million of stock compensation expense in 2022, of which approximately \$431 million was recorded in U.S. Domestic Package. In 2023, the Compensation Committee approved the 2022 MIP awards and the compensation obligation was relieved. The RPsUs granted were recorded as additional paid-in capital on the measurement date.

Dividends earned on Restricted Units are reinvested in additional Restricted Units at each dividend payable date until conversion to class A shares occurs.

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The following table shows the change in non-vested Restricted Units under our equity compensation programs other than the LTIP (defined below) in 2024:

| | Restricted Units (in thousands) | Weighted-Average Grant Date Fair Value |
|------------------------------------|--|---|
| Non-vested as of January 1, 2024 | 58 | \$ 176.68 |
| Vested | (83) | 169.01 |
| Granted | 14 | 147.22 |
| Reinvested dividends | 41 | N/A |
| Forfeited / Expired | (5) | 154.27 |
| Non-vested as of December 31, 2024 | <u>25</u> | <u>\$ 177.76</u> |

The fair value of these Restricted Units is the NYSE closing price of class B common stock on the date of grant. The weighted-average grant date fair value of Restricted Units, other than awards granted under the LTIP, which are discussed below, granted during 2024, 2023 and 2022 was \$147.22, \$185.66 and \$223.72, respectively. The total fair value of these RPU's vested was \$11 million, \$1.1 billion and \$923 million in 2024, 2023 and 2022, respectively. As of December 31, 2024, there was \$ million of total unrecognized compensation cost related to non-vested Restricted Units, other than awards granted under the LTIP, which are discussed below. That cost is expected to be recognized over a weighted-average period of two years.

Long-Term Incentive Performance Award Program ("LTIP")

LTIP RPU's vest at the end of a three-year performance period, assuming continued employment with the Company (except in the case of death, disability or retirement, in which case immediate vesting occurs on a prorated basis). The number of RPU's earned is based on achievement of performance targets established on the grant date.

LTIP awards have performance targets that are equally weighted between adjusted earnings per share and adjusted cumulative free cash flow. The final number of RPU's earned is then subject to adjustment based on RTSR relative to the Standard & Poor's 500 Index. We determine the grant date fair value of these RPU's using a Monte Carlo model and recognize compensation expense (less estimated forfeitures) ratably over the vesting period, based on the number of awards expected to be earned.

The weighted-average assumptions used in our Monte Carlo models for each award year were as follows:

| | 2024 | 2023 | 2022 |
|--|-------------|-------------|-------------|
| Risk-free interest rate | 4.43 % | 3.89 % | 2.35 % |
| Expected volatility | 27.02 % | 30.23 % | 31.92 % |
| Weighted-average fair value of units granted | \$ 156.73 | \$ 198.78 | \$ 227.00 |
| Share payout | 101.92 % | 107.72 % | 107.37 % |

There is no expected dividend yield as units earn dividend equivalents.

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The following table shows LTIP RPU activity during the year ended December 31, 2024:

| | RPU (in thousands) | Weighted-Average Grant Date Fair Value |
|--|-----------------------|--|
| Non-vested as of January 1, 2024 | 1,268 | \$ 210.04 |
| Vested | (296) | 214.27 |
| Granted | 918 | 156.73 |
| Reinvested dividends | 90 | N/A |
| Performance adjustments ⁽¹⁾ | (320) | 226.71 |
| Forfeited / Expired | (259) | 184.89 |
| Non-vested as of December 31, 2024 | 1,401 | \$ 174.12 |

⁽¹⁾ Represents the incremental performance adjustment to RPUs with a performance period ending in 2024, which vested during the year.

The fair value of each LTIP RPU is based on the NYSE closing price of class B common stock on the date of grant. The weighted-average grant date fair value of LTIP RPUs granted during 2024, 2023 and 2022 was \$156.73, \$198.78 and \$227.00, respectively. The total fair value of LTIP RPUs vested during 2024, 2023 and 2022 was \$3, \$111 and \$239 million, respectively. As of December 31, 2024, there was \$104 million of total unrecognized compensation cost related to non-vested LTIP RPUs. That cost is expected to be recognized over a weighted-average period of one year and ten months.

Non-qualified Stock Options

Stock options may be granted under the Plan, and must have an exercise price at least equal to the NYSE closing price of UPS class B common stock on the date the option is granted.

We grant non-qualified stock options to a limited group of eligible senior management employees annually, in which the value granted is determined as a percentage of salary. Stock option grants vest over a five-year period with approximately 20% of the award vesting at each anniversary of the grant date (except in the case of death, disability or retirement, in which case immediate vesting occurs). Option grants expire 10 years after the date of the grant. Option holders may exercise their options via the payment of cash or class A common stock; new class A shares are issued upon exercise.

The following table provides an analysis of activity during 2024 relating to options to purchase shares of class A common stock:

| | Options (in thousands) | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value (in millions) |
|-------------------------------------|---------------------------|---------------------------------------|---|---|
| Outstanding at January 1, 2024 | 1,382 | \$ 127.91 | | |
| Exercised | (34) | 99.69 | | |
| Granted | 153 | 154.76 | | |
| Forfeited / Expired | (49) | N/A | | |
| Outstanding as of December 31, 2024 | 1,452 | \$ 130.08 | 5.08 | \$ 19 |
| Options Vested and Expected to Vest | 1,452 | \$ 130.08 | 5.08 | \$ 19 |
| Exercisable as of December 31, 2024 | 1,128 | \$ 119.92 | 4.26 | \$ 18 |

The fair value of each option grant is estimated using the Black-Scholes option pricing model. The weighted-average assumptions used by year, and the calculated weighted-average fair values of options, are as follows:

| | 2024 | 2023 | 2022 |
|--|----------|----------|----------|
| Expected dividend yield | 3.96 % | 3.54 % | 2.35 % |
| Risk-free interest rate | 4.25 % | 3.70 % | 2.39 % |
| Expected life in years | 6.13 | 5.93 | 7.50 |
| Expected volatility | 28.94 % | 28.31 % | 25.04 % |
| Weighted-average fair value of options granted | \$ 34.76 | \$ 41.08 | \$ 48.45 |

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The expected dividend yield is based on recent historical dividend yields for our stock, taking into account changes in dividend policy. The risk-free interest rate is based on the term structure of interest rates at the time of the option grant. The expected life represents an estimate of the period of time options are expected to remain outstanding. In determining this, we have relied upon a combination of the observed exercise behavior of our prior grants with similar characteristics and the contractual term of the grants. Expected volatilities are based on the historical returns on our stock and the implied volatility of our publicly-traded options.

We received cash of \$3, \$20 and \$14 million during 2024, 2023 and 2022, respectively, from option holders resulting from the exercise of stock options. The total intrinsic value of options exercised during 2024, 2023 and 2022 was \$2, \$15 and \$20 million, respectively. As of December 31, 2024, there was \$3 million of total unrecognized compensation cost related to non-vested options. That cost is expected to be recognized over a weighted-average period of three years and five months.

Discounted Employee Stock Purchase Plan

We maintain an employee stock purchase plan for all eligible employees. Under this plan, shares of UPS class A common stock may be purchased at quarterly intervals at 95% of the NYSE closing price of UPS class B common stock on the last day of each quarterly period. Employees purchased 0.8, 0.7 and 0.6 million shares at average prices of \$130.14, \$162.34 and \$180.80 per share, during 2024, 2023 and 2022, respectively. This plan is not considered to be compensatory, and therefore no compensation cost is incurred for the employees' purchase rights.

NOTE 14. SEGMENT AND GEOGRAPHIC INFORMATION

We have two reportable segments: U.S. Domestic Package and International Package, which are together referred to as our global small package operations. Our remaining businesses are reported as Supply Chain Solutions. Global small package operations represent our most significant business and are broken down into regional operations around the world. Regional operations managers are responsible for both domestic and export products within their geographic area. Supply Chain Solutions comprises the results of non-reportable operating segments that do not meet the quantitative and qualitative criteria of a reportable segment as defined under ASC Topic 280.

U.S. Domestic Package

U.S. Domestic Package operations include the time-definite delivery of letters, documents and packages throughout the United States.

During the quarter ended December 31, 2024, based on a change in our management reporting structure, we began presenting our U.S. air cargo product within our U.S. Domestic Package segment. This activity was previously reported within Supply Chain Solutions. This change aligns with how our chief operating decision maker reviews operating results to assess performance and allocate resources. Prior periods have been recast to conform to current year presentation with no changes to consolidated results.

International Package

International Package operations include delivery to more than 200 countries and territories worldwide, including shipments wholly outside the United States, as well as shipments with either origin or destination outside the United States. Our International Package reporting segment includes the aggregation of our operations in Europe, the Indian sub-continent, Middle East and Africa (together "EMEA"), Canada and Latin America (together "Americas") and Asia.

Supply Chain Solutions

Supply Chain Solutions includes our Forwarding, Logistics, digital and other businesses. Our Forwarding and Logistics businesses provide services in more than 200 countries and territories worldwide and include international air and ocean freight forwarding, customs brokerage, mail services, healthcare logistics, distribution and post-sales services. Our digital businesses leverage technology to enable a range of on-demand services such as same-day delivery, end-to-end return services and integrated supply chain and high-value shipment insurance solutions.

Segment information

We consider our Chief Executive Officer to be our chief operating decision maker ("CODM"). The CODM is responsible for setting the Company's strategic direction, managing overall operations, and is the main point of communication between the board of directors and key operational personnel within the organization.

The CODM utilizes operating profit as a primary measure of segment performance because it reflects the underlying business performance and provides the CODM with a basis for making resource allocation decisions. Operating profit is defined as income before investment income (expense) and other, interest expense and income tax expense. Operating profit is considered to be a primary measure of segment performance.

The CODM regularly reviews segment level expense details which include compensation, benefits and purchased transportation expenses when assessing operating segment performance. Compensation and benefits are separately assessed for Domestic Package whereas these categories are assessed together for International Package. These categories are the primary segment expenses used by the CODM to assess segment performance.

Certain expenses are allocated between the segments using activity-based costing methods. These activity-based costing methods require us to make estimates that impact the amount of each expense category that is attributed to each segment. Changes in these estimates directly impact the amount of expense allocated to each segment, and therefore the operating profit of each reporting segment. Our allocation methodologies are refined periodically, as necessary, to reflect changes in our businesses.

As we operate an integrated, global multimodal network, we evaluate many of our capital expenditure decisions at a network level. Accordingly, expenditures on property, plant and equipment by segment are not presented.

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Segment information for the years ended December 31, 2024, 2023 and 2022 is as follows (in millions):

| Year ended December 31, 2024 | U.S. Domestic | International | Total |
|--|-----------------|-----------------|------------------|
| Revenue | \$ 60,376 | \$ 17,960 | \$ 78,336 |
| <i>Reconciliation of revenue:</i> | | | |
| Other revenues ⁽²⁾ | | | 12,734 |
| Total consolidated | | | \$ 91,070 |
| Less: | | | |
| Compensation and benefits | | 3,783 | |
| Compensation | 20,839 | | |
| Benefits | 16,862 | | |
| Purchased transportation | 2,466 | 3,447 | |
| Other segment items ⁽¹⁾ | 15,864 | 7,539 | |
| Segment Operating profit/(loss) | \$ 4,345 | \$ 3,191 | \$ 7,536 |
| <i>Reconciliation of segment operating profit to income before income taxes:</i> | | | |
| Other profit/(loss) ⁽²⁾ | | | 932 |
| Other pension income (expense) | | | (396) |
| Investment income (expense) and other | | | 236 |
| Interest expense | | | (866) |
| Income Before Income Taxes | | | \$ 7,442 |
| Other Segment Disclosures: | | | |
| Segment assets | \$ 38,657 | \$ 18,300 | \$ 56,957 |
| Other assets ⁽²⁾ | | | 9,850 |
| Unallocated assets | | | 3,263 |
| Consolidated Assets | | | \$ 70,070 |
| Depreciation and amortization ⁽³⁾ | \$ 2,470 | \$ 777 | \$ 3,247 |
| Other depreciation and amortization ⁽²⁾ | | | 362 |
| Consolidated Depreciation and Amortization | | | \$ 3,609 |

⁽¹⁾ Other segment items for each reportable segment include repairs and maintenance, depreciation and amortization, fuel, other occupancy, allocated costs for our air network, information service, and general and administrative service expenses.

⁽²⁾ Revenue, Operating profit/(loss), Assets, and Depreciation and Amortization from segments below the quantitative thresholds are attributable to operating segments which provide supply chain solutions. These operating segments include our Forwarding, Logistics, Digital, and Other businesses.

⁽³⁾ The amounts of depreciation and amortization disclosed by reportable segment are included within the other segment items captions. These totals are presented after applying activity based costing methods to allocate expenses between segments as noted above.

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| Year ended December 31, 2023 | U.S. Domestic | International | Total |
|--|---------------|---------------|-----------|
| Revenue | \$ 60,205 | \$ 17,831 | \$ 78,036 |
| <i>Reconciliation of revenue:</i> | | | |
| Other revenues ⁽²⁾ | | | 12,922 |
| Total consolidated | | | \$ 90,958 |
| Less: | | | |
| Compensation and benefits | | 3,794 | |
| Compensation | 19,818 | | |
| Benefits | 16,859 | | |
| Purchased transportation | 2,555 | 3,391 | |
| Other segment items ⁽¹⁾ | 15,817 | 7,415 | |
| Segment Operating profit/(loss) | \$ 5,156 | \$ 3,231 | \$ 8,387 |
| <i>Reconciliation of segment operating profit to income before income taxes:</i> | | | |
| Other profit/(loss) ⁽²⁾ | | | \$ 754 |
| Other pension income (expense) | | | (95) |
| Investment income (expense) and other | | | 314 |
| Interest expense | | | (787) |
| Income Before Income Taxes | | | \$ 8,573 |
| Other Segment Disclosures: | | | |
| Segment assets | \$ 38,368 | \$ 17,587 | \$ 55,955 |
| Other assets ⁽²⁾ | | | 11,245 |
| Unallocated assets | | | 3,657 |
| Consolidated Assets | | | \$ 70,857 |
| Depreciation and amortization ⁽³⁾ | \$ 2,290 | \$ 742 | \$ 3,032 |
| Other depreciation and amortization ⁽²⁾ | | | 334 |
| Consolidated Depreciation and Amortization | | | \$ 3,366 |

⁽¹⁾ Other segment items for each reportable segment include repairs and maintenance, depreciation and amortization, fuel, other occupancy, allocated costs for our air network, information service, and general and administrative service expenses.

⁽²⁾ Revenue, Operating profit/(loss), Assets, and Depreciation and Amortization from segments below the quantitative thresholds are attributable to operating segments which provide supply chain solutions. These operating segments include our Forwarding, Logistics, Digital, and Other businesses.

⁽³⁾ The amounts of depreciation and amortization disclosed by reportable segment are included within the other segment items captions. These totals are presented after applying activity based costing methods to allocate expenses between segments as noted above.

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| Year ended December 31, 2022 | U.S. Domestic | International | Total |
|--|---------------|---------------|------------------|
| Revenue | \$ 64,611 | \$ 19,698 | \$ 84,309 |
| <i>Reconciliation of revenue:</i> | | | |
| Other revenues ⁽²⁾ | | | 16,029 |
| Total consolidated | | | \$ 100,338 |
| Less: | | | |
| Compensation and benefits | | 3,890 | |
| Compensation | 20,488 | | |
| Benefits | 16,603 | | |
| Purchased transportation | 3,333 | 3,773 | |
| Other segment items ⁽¹⁾ | 17,036 | 7,709 | |
| Segment Operating profit/(loss) | \$ 7,151 | \$ 4,326 | \$ 11,477 |
| <i>Reconciliation of segment operating profit to income before income taxes:</i> | | | |
| Other profit/(loss) ⁽²⁾ | | | \$ 1,617 |
| Other pension income (expense) | | | 2,251 |
| Investment income (expense) and other | | | 184 |
| Interest expense | | | (704) |
| Income Before Income Taxes | | | <u>\$ 14,825</u> |
| Other Segment Disclosures: | | | |
| Segment assets | \$ 38,303 | \$ 17,670 | \$ 55,973 |
| Other assets ⁽²⁾ | | | 10,407 |
| Unallocated assets | | | 4,744 |
| Consolidated Assets | | | <u>\$ 71,124</u> |
| Depreciation and amortization ⁽³⁾ | \$ 2,173 | \$ 761 | \$ 2,934 |
| Other depreciation and amortization ⁽²⁾ | | | 254 |
| Consolidated Depreciation and Amortization | | | <u>\$ 3,188</u> |

⁽¹⁾ Other segment items for each reportable segment include repairs and maintenance, depreciation and amortization, fuel, other occupancy, allocated costs for our air network, information service, and general and administrative service expenses.

⁽²⁾ Revenue, Operating profit/(loss), Assets, and Depreciation and Amortization from segments below the quantitative thresholds are attributable to operating segments which provide supply chain solutions. These operating segments include our Forwarding, Logistics, Digital, and Other businesses.

⁽³⁾ The amounts of depreciation and amortization disclosed by reportable segment are included within the other segment items captions. These totals are presented after applying activity based costing methods to allocate expenses between segments as noted above.

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Revenue by product type for the years ended 2024, 2023 and 2022 is provided in note 2, Revenue Recognition.

Geographic information for the years ended December 31, 2024, 2023 and 2022 is as follows (in millions):

| | 2024 | 2023 | 2022 |
|-----------------------|-------------|-------------|-------------|
| United States: | | | |
| Revenue | \$ 70,389 | \$ 71,749 | \$ 78,110 |
| Long-lived assets | \$ 33,173 | \$ 33,301 | \$ 32,002 |
| International: | | | |
| Revenue | \$ 20,681 | \$ 19,209 | \$ 22,228 |
| Long-lived assets | \$ 13,304 | \$ 13,687 | \$ 12,991 |
| Consolidated: | | | |
| Revenue | \$ 91,070 | \$ 90,958 | \$ 100,338 |
| Long-lived assets | \$ 46,477 | \$ 46,988 | \$ 44,993 |

Long-lived assets include property, plant and equipment, pension and postretirement benefit assets, long-term investments, goodwill and intangible assets.

No countries outside of the United States accounted for 10% or more of consolidated revenue for the years ended December 31, 2024, 2023 or 2022. For the years ended December 31, 2024, 2023 and 2022, Amazon.com, Inc. and its affiliates ("Amazon") represented 11.8%, 11.8%, and 11.3% of our consolidated revenues, respectively. Substantially all of this revenue was attributed to U.S. Domestic Package. Amazon accounted for approximately 12.8%, 15.8%, and 15.5% of *Accounts receivable, net*, included within our consolidated balance sheets as of December 31, 2024, 2023 and 2022, respectively.

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NOTE 15. INCOME TAXES

The income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 consists of the following (in millions):

| | 2024 | 2023 | 2022 |
|---------------------------------|-----------------|-----------------|-----------------|
| Current: | | | |
| U.S. Federal | \$ 1,093 | \$ 1,012 | \$ 2,006 |
| U.S. State and Local | 172 | 195 | 273 |
| Non-U.S. | 410 | 459 | 467 |
| Total Current | 1,675 | 1,666 | 2,746 |
| Deferred: | | | |
| U.S. Federal | 38 | 150 | 296 |
| U.S. State and Local | (30) | 20 | 136 |
| Non-U.S. | (23) | 29 | 99 |
| Total Deferred | (15) | 199 | 531 |
| Total Income Tax Expense | \$ 1,660 | \$ 1,865 | \$ 3,277 |

Income before income taxes includes the following components (in millions):

| | 2024 | 2023 | 2022 |
|---|-----------------|-----------------|------------------|
| United States | \$ 5,839 | \$ 6,246 | \$ 12,276 |
| Non-U.S. | 1,603 | 2,327 | 2,549 |
| Total Income Before Income Taxes | \$ 7,442 | \$ 8,573 | \$ 14,825 |

A reconciliation of the statutory federal income tax rate to the effective income tax rate for the years ended 2024, 2023 and 2022 consists of the following:

| | 2024 | 2023 | 2022 |
|--|---------------|---------------|---------------|
| Statutory U.S. federal income tax rate | 21.0 % | 21.0 % | 21.0 % |
| U.S. state and local income taxes (net of federal benefit) | 1.8 | 1.9 | 2.0 |
| Non-U.S. tax rate differential | — | (0.6) | 0.1 |
| FDII and GILTI, net ⁽¹⁾ | (1.2) | (0.9) | (0.7) |
| U.S. federal tax credits | (0.8) | (0.7) | (0.5) |
| Goodwill and other asset impairments | — | 0.1 | — |
| Net uncertain tax positions | 0.2 | (0.5) | 0.4 |
| Other | 1.3 | 1.5 | (0.2) |
| Effective income tax rate | 22.3 % | 21.8 % | 22.1 % |

⁽¹⁾ Foreign-Derived Intangible Income ("FDII") and Global Intangible Low-Taxed Income ("GILTI")

Our effective tax rate is affected by recurring factors, such as statutory tax rates in the jurisdictions in which we operate and the relative amounts of taxable income we earn in those jurisdictions. It is also affected by discrete items that may occur in any given year, but may not be consistent from year to year.

Our effective tax rate was 22.3% in 2024, compared with 21.8% and 22.1% in 2023 and 2022, respectively, primarily due to the effects of the aforementioned recurring factors and the following discrete tax items.

2024 Discrete Items

We recognized an income tax benefit of \$159 million related to pre-tax defined benefit pension and postretirement medical plan losses of \$665 million. This income tax benefit was generated at a higher average tax rate than the 2024 U.S. federal statutory tax rate because it included the effect of U.S. state and local and foreign taxes.

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We recorded pre-tax transformation strategy costs of \$322 million. As a result, we recorded an additional income tax benefit of \$77 million. This income tax benefit was generated at a higher average tax rate than the 2024 U.S. federal statutory tax rate due to the effect of U.S. state and local and foreign taxes.

We recorded asset impairment charges of \$108 million. As a result, we recorded an additional income tax benefit of \$7 million. This income tax benefit was generated at a higher average tax rate than the 2024 U.S. federal statutory tax rate due to the effect of U.S. state and local and foreign taxes.

We recorded a pre-tax expense of \$19 million in connection with a multi-employer pension plan withdrawal. As a result, we recorded an income tax benefit of \$ million. This income tax benefit was generated at a higher average tax rate than the 2024 U.S. federal statutory tax rate due to the effect of U.S. state and local taxes.

We recorded a pre-tax gain of \$156 million related to the divestiture of Coyote. As a result, we recorded additional income tax expense of \$ million. This income tax expense was generated at a lower average tax rate than the 2024 U.S. federal statutory tax rate due to the disposition generating capital losses for tax purposes that were not expected to be realized.

As we discussed in note 10, we paid \$45 million in connection with the settlement of a regulatory matter with the SEC. We did not record any additional income tax benefit related to these expenses, which were not deductible for tax purposes.

We recorded pre-tax expense of \$94 million in connection with a one-time payment for an international regulatory matter. We did not record any additional income tax benefit related to these expenses which are not deductible for tax purposes.

The recognition of excess tax benefits and deficiencies related to share-based compensation in income tax expense resulted in a net tax expense of \$2 million and increased our effective tax rate by 0.3%.

2023 Discrete Items

We recorded pre-tax transformation strategy costs of \$435 million. As a result, we recorded an additional income tax benefit of \$02 million. This income tax benefit was generated at a higher average tax rate than the 2023 U.S. federal statutory tax rate due to the effect of U.S. state and local and foreign taxes.

We recognized an income tax benefit of \$85 million related to pre-tax defined benefit pension and postretirement medical benefit plan losses of \$59 million. This income tax benefit was generated at a higher average tax rate than the 2023 U.S. federal statutory tax rate because it included the effect of U.S. state and local and foreign taxes.

We recorded goodwill and indefinite-lived intangible asset impairment charges of \$236 million. As a result, we recorded an additional income tax benefit of \$43 million. This income tax benefit was generated at a lower average tax rate than the 2023 U.S. federal statutory tax rate due to certain impairment charges not being deductible for tax purposes.

We recorded a pre-tax expense of \$61 million in connection with a one-time compensation payment made during the year. As a result, we recorded an additional income tax benefit of \$15 million. This income tax benefit was generated at a higher average tax rate than the 2023 U.S. federal statutory tax rate due to the effect of U.S. state and local and foreign taxes.

The recognition of excess tax benefits and deficiencies related to share-based compensation in income tax expense did not impact our effective tax rate for the year ended December 31, 2023.

2022 Discrete Items

We recognized an income tax expense of \$255 million related to pre-tax defined benefit pension and postretirement medical plan gains of \$1.1 billion. This income tax expense was generated at a higher average tax rate than the 2022 U.S. federal statutory tax rate because it included the effect of U.S. state and local and foreign taxes.

We recorded pre-tax transformation strategy costs of \$178 million. As a result, we recorded an additional income tax benefit of \$6 million. This income tax benefit was generated at a lower average tax rate than the 2022 U.S. federal statutory tax rate due to the effect of foreign taxes.

We recorded pre-tax expenses of \$505 million in connection with incentive compensation program design changes. As a result, we recorded an additional income tax benefit of \$121 million. This income tax benefit was generated at a higher average tax rate than the 2022 U.S. federal statutory tax rate due to the effect of U.S. state and local and foreign taxes.

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We recorded pre-tax expenses of \$76 million as a result of a reduction in estimated residual value for certain aircraft. As a result, we recorded an additional income tax benefit of \$18 million. This income tax benefit was generated at a higher average tax rate than the 2022 U.S. federal statutory tax rate due to the effect of U.S. state and local taxes.

The recognition of excess tax benefits and deficiencies related to share-based compensation in income tax expense resulted in a net tax benefit of \$5 million and reduced our effective tax rate by 0.6% during the year ended December 31, 2022.

Other Items

Beginning in 2012, we were granted a tax incentive for certain of our non-U.S. operations. In 2022, the tax incentive was renegotiated and extended through December 31, 2026. The tax incentive is conditional upon our meeting specific employment and investment thresholds. We have applied to exit this incentive effective January 1, 2025. The impact of this tax incentive decreased non-U.S. tax expense by \$24, \$15 and \$47 million (increased diluted earnings per share by \$0.03, \$0.02 and \$0.05) for 2024, 2023 and 2022, respectively.

Deferred income tax assets and liabilities are comprised of the following as of December 31, 2024 and 2023 (in millions):

| | 2024 | 2023 |
|---|------------|------------|
| Fixed assets and capitalized software | \$ (5,914) | \$ (5,974) |
| Operating lease right-of-use assets | (943) | (1,017) |
| Other | (612) | (605) |
| Deferred tax liabilities | (7,469) | (7,596) |
| Pension and postretirement benefits | 1,474 | 1,304 |
| Loss and credit carryforwards | 308 | 232 |
| Insurance reserves | 646 | 626 |
| Accrued employee compensation | 352 | 354 |
| Operating lease liabilities | 1,021 | 1,073 |
| Other | 367 | 480 |
| Deferred tax assets | 4,168 | 4,069 |
| Deferred tax assets valuation allowance | (182) | (119) |
| Deferred tax asset (net of valuation allowance) | 3,986 | 3,950 |
| Net deferred tax asset (liability) | \$ (3,483) | \$ (3,646) |
| Amounts recognized in our consolidated balance sheets: | | |
| Deferred tax assets | \$ 112 | \$ 126 |
| Deferred tax liabilities | (3,595) | (3,772) |
| Net deferred tax asset (liability) | \$ (3,483) | \$ (3,646) |

The valuation allowance increased by \$63 million, decreased by \$4 million and increased by \$1 million during the years ended December 31, 2024, 2023 and 2022, respectively.

We have a U.S. federal capital loss carryforward of \$409 million as of December 31, 2024, \$133 million of which expires on December 31, 2026, \$49 million of which expires on December 31, 2027 and the remainder of which expires on December 31, 2029.

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Further, we have U.S. state and local operating loss and credit carryforwards as follows (in millions):

| | 2024 | | 2023 | |
|---|------|-------|------|-----|
| U.S. state and local operating loss carryforwards | \$ | 1,043 | \$ | 762 |
| U.S. state and local credit carryforwards | \$ | 47 | \$ | 48 |

The U.S. state and local operating loss carryforwards and credits will begin to expire on various dates ranging from 2025 to indefinitely. We also have non-U.S. loss carryforwards of \$475 million as of December 31, 2024, the majority of which may be carried forward indefinitely. As indicated in the table above, we have established a valuation allowance for certain U.S. federal, state and non-U.S. carryforwards due to the uncertainty resulting from a lack of previous taxable income within the applicable tax jurisdictions and other limitations.

Undistributed earnings and profits ("E&P") of our foreign subsidiaries amounted to \$4.8 billion as of December 31, 2024. Currently, \$310 million of the undistributed E&P of our foreign subsidiaries is considered to be indefinitely reinvested and, accordingly, no deferred income taxes have been provided thereon. Upon distribution of those earnings in the form of dividends or otherwise, we would be subject to U.S. state and local taxes and withholding taxes payable in various jurisdictions. Determination of the amount of unrecognized deferred income tax liability is not practicable because of the complexities associated with its hypothetical calculation.

In December 2017, the United States enacted into law the Tax Cuts and Jobs Act (the "Tax Act"), requiring a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries. We elected to pay the tax over eight years based on an installment schedule outlined in the Tax Act. The remaining liability of \$62 million is reflected in current and non-current liabilities in our consolidated balance sheets based on the timing of payment. This balance will be paid in 2025 and 2026.

Additionally, the Organization for Economic Co-operation and Development ("OECD") has introduced a framework to implement a global minimum corporate tax of 15%, referred to as Pillar Two or the minimum tax directive. Many aspects of the minimum tax directive became effective beginning in 2024, with certain remaining impacts to be effective beginning in 2025. While it is uncertain whether the U.S. will enact legislation to adopt the minimum tax directive, certain countries in which we operate have adopted legislation, and other countries are in the process of introducing legislation, to implement the minimum tax directive. While we do not currently expect the minimum tax directive to have a material impact on our effective tax rate, our analysis is ongoing as the OECD continues to release additional guidance and countries implement legislation. To the extent additional changes take place in the countries in which we operate, it is possible that these legislative changes and efforts may increase uncertainty and have an adverse impact on our effective tax rates or operations.

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The following table summarizes the activity related to our uncertain tax positions (in millions):

| | Tax | Interest | Penalties |
|--|---------------|-----------------|------------------|
| Balance as of January 1, 2022 | \$ 480 | \$ 78 | \$ 2 |
| Additions for tax positions of the current year | 56 | — | — |
| Additions for tax positions of prior years | 25 | 30 | 2 |
| Reductions for tax positions of prior years for: | | | |
| Changes based on facts and circumstances | (9) | (1) | — |
| Settlements during the period | (10) | (1) | — |
| Lapses of applicable statute of limitations | (9) | (2) | — |
| Balance as of December 31, 2022 | <u>533</u> | <u>104</u> | <u>4</u> |
| Additions for tax positions of the current year | 26 | — | — |
| Additions for tax positions of prior years | 147 | 37 | 1 |
| Reductions for tax positions of prior years for: | | | |
| Changes based on facts and circumstances | (164) | (24) | (1) |
| Settlements during the period | (47) | (9) | — |
| Lapses of applicable statute of limitations | (3) | — | — |
| Balance as of December 31, 2023 | <u>492</u> | <u>108</u> | <u>4</u> |
| Additions for tax positions of the current year | 33 | — | — |
| Additions for tax positions of prior years | 52 | 33 | — |
| Reductions for tax positions of prior years for: | | | |
| Changes based on facts and circumstances | (81) | (11) | (1) |
| Settlements during the period | (33) | (5) | — |
| Lapses of applicable statute of limitations | (16) | (3) | — |
| Balance as of December 31, 2024 | <u>\$ 447</u> | <u>\$ 122</u> | <u>\$ 3</u> |

The total amount of gross uncertain tax positions as of December 31, 2024, 2023, and 2022 that, if recognized, would affect the effective tax rate was \$30, \$492, and \$533 million, respectively. Our continuing policy is to recognize interest and penalties associated with income tax matters as a component of income tax expense.

We file income tax returns in the U.S. federal jurisdiction, most U.S. state and local jurisdictions, and many non-U.S. jurisdictions. We have substantially resolved all U.S. federal income tax matters for tax years prior to 2016.

A number of years may elapse before an uncertain tax position is audited and ultimately settled. It is difficult to predict the ultimate outcome or the timing of resolution for uncertain tax positions. It is reasonably possible that the liability for uncertain tax positions could significantly increase or decrease within the next twelve months. Items that may cause changes to unrecognized tax benefits include the allowance or disallowance of deductions, the timing of deductions and the allocation of income and expense between tax jurisdictions. These changes could result from the settlement of ongoing litigation, the completion of ongoing examinations, the expiration of the statute of limitations, or other unforeseen circumstances. At this time, an estimate of the range of the reasonably possible change cannot be made.

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NOTE 16. EARNINGS PER SHARE

The earnings per share amounts are the same for class A and class B common shares as the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation.

The following table sets forth the computation of basic and diluted earnings per share (in millions, except per share amounts):

| | 2024 | 2023 | 2022 |
|---|----------|----------|-----------|
| Numerator: | | | |
| Net income attributable to common shareowners | \$ 5,782 | \$ 6,708 | \$ 11,548 |
| Denominator: | | | |
| Weighted-average shares | 854 | 855 | 868 |
| Deferred compensation obligations | — | — | — |
| Vested portion of restricted shares | 1 | 4 | 3 |
| Denominator for basic earnings per share | 855 | 859 | 871 |
| Effect of Dilutive Securities: | | | |
| Restricted performance units and contingent shares ⁽¹⁾ | 1 | 1 | 3 |
| Stock options | — | — | 1 |
| Denominator for diluted earnings per share | 856 | 860 | 875 |
| Basic Earnings Per Share | \$ 6.76 | \$ 7.81 | \$ 13.26 |
| Diluted Earnings Per Share | \$ 6.75 | \$ 7.80 | \$ 13.20 |

⁽¹⁾ Contingent shares relate to MIP awards that may be settled in cash or Class A common stock at the employees' election - see note 13.

Diluted earnings per share for the years ended December 31, 2024, 2023 and 2022 exclude the effect of 0.5, 0.3 and 0.1 million shares, respectively, of common stock that may be issued upon the exercise of employee stock options because such effect would be antidilutive.

NOTE 17. DERIVATIVE INSTRUMENTS AND RISK MANAGEMENT

Risk Management Policies

Changes in fuel prices, interest rates and foreign currency exchange rates impact our results of operations and we actively monitor these exposures. Where deemed appropriate, to manage the impact of these exposures on earnings and/or cash flows, we may enter into a variety of derivative financial instruments. We do not hold or issue derivative financial instruments for trading or speculative purposes.

Credit Risk Management

The forward contracts, swaps and options discussed below contain an element of risk that the counterparties may be unable to meet the terms of the agreements. We seek to minimize such risk exposures for these instruments by limiting the counterparties to banks and financial institutions that meet established credit guidelines. We may further manage credit risk through the use of bilateral collateral provisions and/or early termination rights utilizing master netting arrangements, whereby cash is exchanged based on the net fair value of derivatives associated with each counterparty when positions exceed certain amounts. During 2024, the terms of these arrangements were revised to include a threshold of \$250 million.

As of December 31, 2024, we did not hold any cash collateral. As of December 31, 2023, we held cash collateral of \$03 million under these agreements. Collateral is included in *Cash and cash equivalents* in our consolidated balance sheets and is unrestricted. As of December 31, 2024, no collateral was required to be posted with our counterparties. As of December 31, 2023, we were required to post \$13 million of collateral with our counterparties.

Types of Hedges

Commodity Risk Management

Currently, the fuel surcharges that we apply in our domestic and international package businesses are the primary means of reducing the risk of adverse fuel price changes on our business. In order to mitigate the impact of fuel surcharges imposed on us by outside carriers, we regularly adjust the rates we charge for our freight brokerage services.

Foreign Currency Risk Management

To protect against the reduction in value of forecasted foreign currency cash flows from our international package business, we maintain a foreign currency cash flow hedging program. Our most significant foreign currency exposures relate to the Euro, British Pound Sterling, Canadian Dollar, Chinese Renminbi and Hong Kong Dollar. We generally designate and account for these contracts as cash flow hedges of anticipated foreign currency denominated revenue.

We may also hedge portions of our anticipated cash settlements of principal and interest on certain foreign currency denominated debt. We generally designate and account for these contracts as cash flow hedges of forecasted foreign currency denominated transactions.

We hedge our net investment in certain foreign operations with foreign currency denominated debt instruments.

Interest Rate Risk Management

We may use a combination of derivative instruments to manage the fixed and floating interest rate mix of our total debt portfolio and related overall cost of borrowing.

We generally designate and account for interest rate swaps that convert fixed-rate interest payments into floating-rate interest payments as fair value hedges of the associated debt instruments. We designate and account for interest rate swaps that convert floating-rate interest payments into fixed-rate interest payments as cash flow hedges of the forecasted payment obligations.

We may periodically hedge the forecasted fixed-coupon interest payments associated with anticipated debt offerings by using forward starting interest rate swaps, interest rate locks or similar derivatives.

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Outstanding Positions

As of December 31, 2024 and 2023, the notional amounts of our outstanding derivative positions were as follows (in millions):

| | | 2024 | 2023 |
|-------------------------|-----|-------|-------|
| Currency hedges: | | | |
| Euro | EUR | 3,222 | 4,408 |
| British Pound Sterling | GBP | 536 | 663 |
| Canadian Dollar | CAD | 1,623 | 1,550 |
| Hong Kong Dollar | HKD | 4,160 | 1,822 |
| Chinese Renminbi | CNH | 6,065 | — |

As of December 31, 2024 and 2023, we had no outstanding commodity hedge positions.

Balance Sheet Recognition

The following table indicates the location in our consolidated balance sheets where our derivative assets and liabilities have been recognized, the fair value hierarchy level applicable to each derivative type and the related fair values of those derivatives.

We have master netting arrangements with substantially all of our counterparties giving us the right of offset for our derivative positions. However, we have not elected to offset the fair value positions of our derivative contracts recorded in our consolidated balance sheets. The columns labeled *Net Amounts if Right of Offset had been Applied* indicate the potential net fair value positions by type of contract and location in our consolidated balance sheets had we elected to apply the right of offset as of December 31, 2024 and 2023 (in millions):

| Asset Derivatives | Balance Sheet Location | Fair Value Hierarchy Level | Gross Amounts Presented in Consolidated Balance Sheets | | Net Amounts if Right of Offset had been Applied | |
|--|-------------------------------|----------------------------|--|---------------|---|--------------|
| | | | 2024 | 2023 | 2024 | 2023 |
| Derivatives designated as hedges: | | | | | | |
| Foreign currency exchange contracts | Other current assets | Level 2 | \$ 157 | \$ 95 | \$ 152 | \$ 73 |
| Foreign currency exchange contracts | Other non-current assets | Level 2 | 134 | 63 | 131 | 19 |
| Derivatives not designated as hedges: | | | | | | |
| Foreign currency exchange contracts | Other current assets | Level 2 | — | — | — | — |
| Total Asset Derivatives | | | <u>\$ 291</u> | <u>\$ 158</u> | <u>\$ 283</u> | <u>\$ 92</u> |
| Liability Derivatives | Balance Sheet Location | Fair Value Hierarchy Level | Gross Amounts Presented in Consolidated Balance Sheets | | Net Amounts if Right of Offset had been Applied | |
| | | | 2024 | 2023 | 2024 | 2023 |
| Derivatives designated as hedges: | | | | | | |
| Foreign currency exchange contracts | Other current liabilities | Level 2 | \$ 5 | \$ 26 | \$ — | \$ 4 |
| Foreign currency exchange contracts | Other non-current liabilities | Level 2 | 3 | 65 | — | 21 |
| Derivatives not designated as hedges: | | | | | | |
| Foreign currency exchange contracts | Other current liabilities | Level 2 | — | 1 | — | 1 |
| Total Liability Derivatives | | | <u>\$ 8</u> | <u>\$ 92</u> | <u>\$ —</u> | <u>\$ 26</u> |

Our foreign currency exchange rate and interest rate derivatives are largely comprised of over-the-counter derivatives, which are primarily valued using pricing models that rely on market observable inputs such as yield curves, foreign currency exchange rates and investment forward prices; therefore, these derivatives are classified as Level 2.

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Balance Sheet Location of Hedged Item in Fair Value Hedges

The following table indicates the amounts that were recorded in our consolidated balance sheets related to cumulative basis adjustments for fair value hedges as of December 31, 2024 and 2023 (in millions):

| Line Item in our Consolidated Balance Sheets in Which the Hedged Item is Included | 2024 | | 2023 | |
|---|---------------------------------------|---|---------------------------------------|---|
| | Carrying Amount of Hedged Liabilities | Cumulative Amount of Fair Value Hedge Adjustments | Carrying Amount of Hedged Liabilities | Cumulative Amount of Fair Value Hedge Adjustments |
| Long-term debt and finance leases | \$ 279 | \$ 4 | \$ 280 | \$ 4 |

Income Statement and AOCI Recognition of Designated Hedges

The following table indicates the amount of gains and (losses) that have been recognized in the statements of consolidated income for fair value and cash flow hedges, as well as the associated gain or (loss) for the underlying hedged item for fair value hedges for the years ended December 31, 2024 and 2023 (in millions):

| Location and Amount of Gain (Loss) Recognized in Income on Fair Value and Cash Flow Hedging Relationships | 2024 | | | 2023 | | |
|---|---------------|------------------|---------------------------------------|---------------|------------------|---------------------------------------|
| | Revenue | Interest Expense | Investment Income (Expense) and Other | Revenue | Interest Expense | Investment Income (Expense) and Other |
| Gain or (loss) on cash flow hedging relationships: | | | | | | |
| Interest Contracts: | | | | | | |
| Amount of gain or (loss) reclassified from accumulated other comprehensive income | — | (5) | — | — | (10) | — |
| Foreign Currency Exchange Contracts: | | | | | | |
| Amount of gain or (loss) reclassified from accumulated other comprehensive income | 176 | — | (1) | 213 | — | (1) |
| Total amounts of income and expense line items presented in the statement of income in which the effects of fair value or cash flow hedges are recorded | <u>\$ 176</u> | <u>\$ (5)</u> | <u>\$ (1)</u> | <u>\$ 213</u> | <u>\$ (10)</u> | <u>\$ (1)</u> |

The following table indicates the amount of gains and (losses) that have been recognized in AOCI for the years ended December 31, 2024 and 2023 for those derivatives designated as cash flow hedges (in millions):

| Derivative Instruments in Cash Flow Hedging Relationships | Amount of Gain (Loss) Recognized in AOCI on Derivatives | |
|---|---|-----------------|
| | 2024 | 2023 |
| Interest rate contracts | \$ — | \$ (1) |
| Foreign currency exchange contracts | 389 | (116) |
| Total | <u>\$ 389</u> | <u>\$ (117)</u> |

As of December 31, 2024, there were \$146 million of pre-tax gains related to cash flow hedges deferred in AOCI that are expected to be reclassified to income over the 12-month period ending December 31, 2025. The actual amounts that will be reclassified to income over the next 12 months will vary from this amount as a result of changes in market conditions. The maximum term over which we are hedging exposures to the variability of cash flows is approximately 3 years.

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The following table indicates the amount of gains and (losses) that have been recognized in AOCI within foreign currency translation adjustment for the years ended December 31, 2024 and 2023 for those instruments designated as net investment hedges (in millions):

| Non-derivative Instruments in Net Investment Hedging Relationships | Amount of Gain (Loss) Recognized in AOCI on Debt | |
|---|---|-------------|
| | 2024 | 2023 |
| Foreign denominated debt | \$ 127 | \$ (119) |
| Total | \$ 127 | \$ (119) |

Income Statement Recognition of Non-Designated Derivative Instruments

Derivative instruments that are not designated as hedges are recorded at fair value with unrealized gains and losses reported in earnings each period. Cash flows from the settlement of derivative instruments appear in the statement of consolidated cash flows within the same categories as the cash flows of the hedged item.

We may periodically terminate interest rate swaps and foreign currency exchange forward contracts or enter into offsetting swap and foreign currency positions with different counterparties. As part of this process, we de-designate our original hedge relationship.

Amounts recorded in the statements of consolidated income related to fair value changes and settlements of interest rate swaps and foreign currency forward contracts not designated as hedges for the years ended December 31, 2024 and 2023 (in millions) were as follows:

| Derivative Instruments Not Designated in Hedging Relationships | Location of Gain (Loss) Recognized in Income | Amount of Gain (Loss) Recognized in Income | |
|---|---|---|-------------|
| | | 2024 | 2023 |
| Foreign currency exchange contracts | Investment income (expense) and other | \$ (1) | \$ (7) |
| Total | | \$ (1) | \$ (7) |

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NOTE 18. TRANSFORMATION STRATEGY COSTS

As previously disclosed, we are undertaking an enterprise-wide transformation of our organization that includes various projects and initiatives, including workforce reductions and changes in processes and technology, that impact our global direct and indirect operating costs.

The table below presents transformation strategy costs for the years ended December 31, 2024, 2023 and 2022 (in millions):

| | 2024 | 2023 | 2022 |
|---|---------------|---------------|---------------|
| Compensation and benefits | \$ 213 | \$ 337 | \$ 46 |
| Total other expenses | 109 | 98 | 132 |
| Total Transformation Strategy Costs | \$ 322 | \$ 435 | \$ 178 |
| Income Tax Benefit from Transformation Strategy Costs | (77) | (102) | (36) |
| After-Tax Transformation Strategy Costs | \$ 245 | \$ 333 | \$ 142 |

Compensation and benefit costs under these programs are primarily related to severance costs incurred in conjunction with reductions in our workforce. We are primarily accounting for these separations under ASC Topic 712 as they have been, or will be, carried out under a plan which provides a contractual termination benefit to impacted employees. The nature of our separation initiatives has resulted in a relatively short period of time, typically less than one year, between the point at which the separation meets the criteria for recognition as an accrual and the point at which the separation is completed.

Other expenses incurred in furtherance of our transformation strategy have been primarily related to fees paid to third-party service providers that supported modernization of our corporate support functions, assisted in our strategic reviews and contributed to our financial systems transition and healthcare strategy.

The income tax effects of Transformation strategy costs are calculated by multiplying the amount of the adjustments by the statutory tax rates applicable in each tax jurisdiction.

Transformation strategy costs during the periods presented related to our Transformation 2.0, Fit to Serve and Network reconfiguration and *Efficiency Reimagined* programs. Total costs by program are shown in the table below for the years ended December 31, 2024, 2023 and 2022 (in millions):

| | 2024 | 2023 | 2022 |
|--|---------------|---------------|---------------|
| Transformation Strategy Costs: | | | |
| <i>Transformation 1.0</i> | \$ — | \$ 13 | \$ 50 |
| <i>Transformation 2.0</i> | | | |
| <i>Spans and layers</i> | — | 86 | 4 |
| <i>Business portfolio review</i> | 29 | 84 | 80 |
| <i>Financial systems</i> | 54 | 36 | 33 |
| <i>Other initiatives</i> | — | 4 | 11 |
| <i>Transformation 2.0 total</i> | 83 | 210 | 128 |
| <i>Fit to Serve</i> | 204 | 212 | — |
| <i>Network Reconfiguration and Efficiency Reimagined</i> | 35 | — | — |
| Total Transformation Strategy Costs | \$ 322 | \$ 435 | \$ 178 |

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Transformation 1.0:

Transformation 1.0 was a fundamental change in the Company's operating model, moving certain functions from a decentralized operating model supported by disparate technology to a centralized model, leveraging third-party offshore resources to supplement our internal resources. The Company completed Transformation 1.0 in 2023.

Transformation 2.0:

Based on efficiencies gained as a part of Transformation 1.0, and in connection with changes in our executive leadership in 2020, we identified and reprioritized certain then-current and future investments, including investments in our workforce, portfolio of businesses and technology (such projects, collectively, "Transformation 2.0"). Specifically, we identified opportunities to reduce spans and layers of management, began a review of our business portfolio and identified opportunities to invest in certain technologies, including financial reporting and certain schedule, time and pay systems, to reduce global indirect operating costs, provide better visibility, and reduce reliance on legacy systems and coding languages. Our organizational structure review indicated an opportunity to realize initial savings of approximately \$400 million with potential opportunities to save up to an additional \$240 million through the reduction of spans and layers of management with an anticipation that these savings would be recurring. The business portfolio review was expanded in 2022. As a result thereof, we determined to exit certain businesses that were not aligned with our corporate strategy and determined to make new investments into certain businesses, including healthcare-focused businesses, better aligned to our strategic targets. In connection therewith, we incurred costs primarily consisting of outside professional fees related to these reviews and other costs related to these transactions. Lastly, our review of our systems and technologies identified certain areas of our business that were reliant on outdated technologies. Our reviews determined that continued use of these legacy technologies would likely increase maintenance costs and that investments into new technologies would enhance our ability to leverage our data and allow us to establish a more flexible system architecture. As of December 31, 2023, we substantially completed our initiatives to reduce spans and layers of management and achieved savings in line with our anticipated benefits. Our ongoing efforts under Transformation 2.0 include initiatives related to our financial systems and our business portfolio review. As of December 31, 2024, we have incurred \$798 million of costs as part of Transformation 2.0. Transformation 2.0 initiatives are expected to conclude during 2025, with anticipated remaining costs of approximately \$90 million primarily related to completion of our technology initiatives.

Fit to Serve

During 2023, we began our "Fit to Serve" initiative intended to right-size our business through a workforce reduction of approximately 4,000 positions, primarily within management, and create a more efficient operating model to enhance responsiveness to changing market dynamics.

Accruals for separation costs of \$45 and \$205 million within Fit to Serve were included in our consolidated balance sheets as of December 31, 2024 and December 31, 2023, respectively. Separations accrued as of December 31, 2023 have been substantially completed and we expect that amounts accrued as of December 31, 2024 will be paid through the first half of 2025. As of December 31, 2024, we have incurred total costs of \$416 million and anticipate that we will incur additional costs of approximately \$45 million under Fit to Serve. Fit to Serve is expected to conclude in 2025.

Network Reconfiguration and Efficiency Reimagined

In the first quarter of 2025, as previously disclosed we entered into an agreement in principle with our largest customer to significantly reduce the volume we deliver for them. We expect volume from this customer to decline to approximately 50% of year end 2024 levels by mid-2026. We are making a deliberate shift in our business to increase our focus on growing higher yielding volume. We expect that these actions will result in reduced revenues within our U.S. Domestic Package segment, as described below, during 2025 relative to 2024.

In conjunction therewith, as disclosed on January 30, 2025, we are beginning a network reconfiguration within the U.S. which is expected to lead to consolidations of our facilities and workforce as well as an end-to-end process redesign through 2027. This network reconfiguration, which is an expansion of our *Network of the Future* program, is expected to result in exit activities that could result in the closure of up to 10% of our buildings in 2025, a reduction in the size of our vehicle and aircraft fleets, and a decrease in the size of our workforce, which we expect will lead to additional expense. The costs directly associated with these activities are in addition to operational costs that we may incur. We are not yet able to determine the specific assets or extent of our workforce that will be impacted by our network redesign, the timing of those future changes or

UNITED PARCEL SERVICE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

the associated charges we will incur and therefore are not currently able to provide an estimate of the total cost or the cost by period. We expect that impacted assets will remain in use during some or all of the periods of our network reconfiguration.

We expect to partially offset costs to complete our network reconfiguration through end-to-end process redesign carried out during our network reconfiguration through our *Efficiency Reimagined* initiatives. These initiatives are being undertaken to align our organizational processes to the operational changes expected to occur in our network reconfiguration and drive organizational efficiency. These initiatives are expected to yield approximately \$1.0 billion in annualized savings beginning in 2025. We incurred related costs of \$35 million for the three months ended December 31, 2024. We expect to incur related costs of approximately \$00 to \$400 million during 2025 and incremental costs in 2026 and 2027 to complete the program primarily associated with outside professional services and severance costs. Upon the completion of our network reconfiguration and *Efficiency Reimagined* initiatives, we expect to realize further benefits in subsequent periods from lower expense, including depreciation, compensation, benefit and other, as well as lower capital requirements.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, management, including our Principal Executive Officer and Principal Financial and Accounting Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based upon, and as of the date of, the evaluation, our Principal Executive Officer and Principal Financial and Accounting Officer concluded that the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported as and when required and is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial and Accounting Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

UPS management is responsible for establishing and maintaining adequate internal control over financial reporting for United Parcel Service, Inc. and its subsidiaries (the "Company"). Based on the criteria for effective internal control over financial reporting established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, management has assessed our internal control over financial reporting as effective as of December 31, 2024. The independent registered public accounting firm of Deloitte & Touche LLP, as auditors of the consolidated balance sheets of United Parcel Service, Inc. and its subsidiaries as of December 31, 2024 and the related statements of consolidated income, consolidated comprehensive income and consolidated cash flows for the year ended December 31, 2024, has issued an attestation report on our internal control over financial reporting, which is included herein.

Report of Independent Registered Public Accounting Firm

To the Shareowners and Board of Directors of
United Parcel Service, Inc.
Atlanta, Georgia

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of United Parcel Service, Inc. and subsidiaries (the "Company") as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated February 18, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Atlanta, Georgia
February 18, 2025

Item 9B. Other Information

Insider Trading Arrangements and Policies

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance
Information about our Executive Officers

| Name and Office | Age | Principal Occupation and Employment For the Last Five Years |
|---|------------|--|
| Carol B. Tomé Chief Executive Officer | 68 | Chief Executive Officer (2020 - present), Chief Financial Officer, The Home Depot, Inc. (2001 - 2019). |
| Norman M. Brothers, Jr. Executive Vice President; Chief Legal and Compliance Officer and Corporate Secretary | 57 | Chief Legal and Compliance Officer and Corporate Secretary (2020 - present), Senior Vice President, General Counsel and Corporate Secretary (2016 - 2020). |
| Nando Cesarone Executive Vice President; President, U.S. | 53 | President, U.S. (2020 - present), President, UPS International (2018 - 2020), Europe Region Manager (2016 - 2018). |
| Darrell Ford Executive Vice President; Chief Human Resources Officer | 60 | Chief Human Resources Officer (2021 - Present), Chief Human Resources Officer, DuPont (2018 - 2020), Chief Human Resources Officer, Xerox Corporation (2015 - 2018). |
| Matt Guffey Executive Vice President; Chief Commercial and Strategy Officer | 46 | Chief Commercial and Strategy Officer (2024 - present), Senior Vice President, Global Strategy (2020 - 2023), President, Corporate Strategy (2020), Marketing Department Manager (2019 - 2020), Product Senior Director (2016 - 2018). |
| Kate M. Gutmann Executive Vice President; President International, Healthcare and Supply Chain Solutions | 56 | President International, Healthcare and Supply Chain Solutions (2022 - present), Chief Sales and Solutions Officer, Executive Vice President, UPS Global Healthcare (2020 - 2022), Chief Sales and Solutions Officer; Senior Vice President The UPS Store and UPS Capital (2017 - 2019). |
| Bala Subramanian Executive Vice President; Chief Digital and Technology Officer | 53 | Chief Digital and Technology Officer (2022 - present), Chief Digital Officer, AT&T Inc. (2018 - 2022), Chief Digital Officer, Best Buy Co., Inc. (2017 - 2018). |
| Brian Dykes Executive Vice President; Chief Financial Officer | 47 | Chief Financial Officer (2024 - present), Senior Vice President, Global Finance and Planning (2023 - 2024), Senior Vice President, Treasury and Global Capital Markets (2020 - 2023), Vice President, Mergers & Acquisitions (2016 - 2020) |

Information about our directors will be presented under the caption "Our Board of Directors" in our definitive proxy statement for our meeting of shareowners to be held on May 8, 2025 (the "Proxy Statement") and is incorporated herein by reference.

Information about our Audit Committee will be presented under the caption "Our Board of Directors - Committees of the Board of Directors" and "Audit Committee Matters" in our Proxy Statement and is incorporated herein by reference.

Information about our Code of Business Conduct is presented under the caption "Where You Can Find More Information" in Part I, Item 1 of this report.

Information with respect to compliance with Section 16(a) of the Exchange Act will be presented under the caption "Ownership of Our Securities - Delinquent Section 16(a) Reports" in our Proxy Statement and is incorporated herein by reference.

Information about our policies and procedures regarding insider trading will be presented in our Proxy Statement under the caption "Corporate Governance – Insider Trading Policy" and is incorporated by reference herein.

Item 11. *Executive Compensation*

Information about our board and executive compensation will be presented under the captions "Our Board of Directors - Director Compensation" and "Executive Compensation" in our Proxy Statement and is incorporated herein by reference.

Information about our policies and procedures regarding the timing of equity incentive awards in relation to the disclosure of material, non-public information will be presented in our Proxy Statement under the caption "Other Compensation and Governance Policies - Equity Grant Practices" and is incorporated by reference herein.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

Information about security ownership will be presented under the caption "Ownership of Our Securities - Securities Ownership of Certain Beneficial Owners and Management" in our Proxy Statement and is incorporated herein by reference.

Information about our equity compensation plans will be presented under the caption "Executive Compensation - Equity Compensation Plans" in our Proxy Statement and is incorporated herein by reference.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

Information about transactions with related persons will be presented under the caption "Corporate Governance - Conflicts of Interest and Related Person Transactions" in our Proxy Statement and is incorporated herein by reference.

Information about director independence will be presented under the caption "Our Board of Directors - Director Independence" in our Proxy Statement and is incorporated herein by reference.

Item 14. *Principal Accountant Fees and Services*

Information about aggregate fees billed to us by our principal accountant will be presented under the caption "Audit Committee Matters - Principal Accounting Firm Fees" in our Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) *Documents filed as a part of this report:*

1. *Financial Statements.*

See Item 8 for the financial statements filed with this report.

2. *Financial Statement Schedules.*

None.

3. *Exhibits.*

See the Exhibit Index below for a list of the exhibits incorporated by reference into or filed with this report.

(b) *Exhibits Required To Be Filed*

See Item 15(a) 3 above.

(c) *Financial Statement Schedules Required To Be Filed*

See Item 15(a) 2 above.

Item 16. Form 10-K Summary

None.

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 3.1 | — Restated Certificate of Incorporation of United Parcel Service, Inc. (incorporated by reference to Exhibit 3.3 to Form 8-K filed on May 12, 2010). |
| 3.2 | — Amended and Restated Bylaws of United Parcel Service, Inc. (incorporated by reference to Exhibit 3.1 to Form 8-K, filed on May 9, 2023). |
| 4.1 | — Indenture dated as of December 18, 1997 (incorporated by reference to Exhibit T-3C to Form T-3 (No. 022-22295), filed on December 18, 1997⁽¹⁾). |
| 4.2 | — Indenture dated as of January 26, 1999 (incorporated by reference to Exhibit 4.1 to Pre-Effective Amendment No. 1 to Form S-3 (No. 333-08369), filed on January 26, 1999) ⁽¹⁾. |
| 4.3 | — Form of First Supplemental Indenture to Indenture dated as of January 26, 1999 (incorporated by reference to Exhibit 4.2 to Post-Effective Amendment No. 1 to Form S-3 (No. 333-08369-01), filed on March 15, 2000). |
| 4.4 | — Second Supplemental Indenture dated as of September 21, 2001 to Indenture dated as of January 26, 1999 (incorporated by reference to Exhibit 4 to Form 10-Q for the quarter ended September 30, 2001). |
| 4.5 | — Indenture dated as of August 26, 2003 (incorporated by reference to Exhibit 4.1 to Form S-3 (No. 333-108272), filed on August 27, 2003). |
| 4.6 | — First Supplemental Indenture dated as of November 15, 2013 to Indenture dated as of August 26, 2003 (incorporated by reference to Exhibit 4.2 to Form S-3ASR (No. 333-192369), filed on November 15, 2013). |
| 4.7 | — Second Supplemental Indenture dated as of May 18, 2017 (incorporated by reference to Exhibit 4.1 to Form 8-K, filed on May 18, 2017). |
| 4.8 | — Indenture dated as of September 30, 2022, between UPS and U.S. Bank Trust Company, National Association, as Trustee (incorporated by reference to Exhibit 4.4 to Form S-3 (File No.333-267664), filed on September 30, 2022). |
| 4.9 | — Indenture dated as of September 30, 2022, between UPS and Truist Bank, as Trustee (incorporated by reference to Exhibit 4.5 to Form S-3 (File No.333-267664), filed on September 30, 2022). |
| 4.10 | — Form of 6.20% Senior Notes due January 15, 2038 (incorporated by reference to Exhibit 4.3 to Form 8-K, filed on January 15, 2008). |
| 4.11 | — Form of 4.875% Senior Notes due November 15, 2040 (incorporated by reference to Exhibit 4.2 to Form 8-K, filed on November 12, 2010). |
| 4.12 | — Form of 3.625% Senior Notes due October 1, 2042 (incorporated by reference to Exhibit 4.3 to Form 8-K, filed on September 27, 2012). |
| 4.13 | — Form of Floating Rate Senior Notes due December 15, 2064 (incorporated by reference to Exhibit 4.1 to Form 8-K, filed on December 15, 2014). |
| 4.14 | — Form of Floating Rate Senior Notes due September 15, 2065 (incorporated by reference to Exhibit 4.1 to Form 8-K, filed on September 17, 2015). |
| 4.15 | — Form of 1.625% Senior Notes due November 15, 2025 (incorporated by reference to Exhibit 4.2 to Form 8-K, filed on November 20, 2015). |
| 4.16 | — Form of Floating Rate Senior Notes due March 15, 2066 (incorporated by reference to Exhibit 4.1 to Form 8-K, filed on April 1, 2016). |
| 4.17 | — Form of 2.40% Senior Notes Due November 2026 (incorporated by reference to Exhibit 4.2 to Form 8-K, filed on October 25, 2016). |
| 4.18 | — Form of 3.40% Senior Notes Due November 2046 (incorporated by reference to Exhibit 4.3 to Form 8-K, filed on October 25, 2016). |
| 4.19 | — Form of 1.00% Senior Notes Due November 2028 (incorporated by reference to Exhibit 4.1 to Form 8-K, filed on October 25, 2016). |
| 4.20 | — Form of Floating Rate Senior Notes due March 15, 2067 (incorporated by reference to Exhibit 4.1 to Form 8-K, filed on March 31, 2017). |
| 4.21 | — Form of 5.150% Senior Notes due 2034 (incorporated by reference to Exhibit 4.1 to Form 8-K, filed on May 22, 2024). |

- 4.22 — [Form of 4.875% Senior Notes due 2033 \(incorporated by reference to Exhibit 4.1 to Form 8-K, filed on February 27, 2023\).](#)
- 4.23 — [Form of 1.500% Senior Notes due November 15, 2032 \(incorporated by reference to Exhibit 4.2 to Form 8-K, filed on November 13, 2017\).](#)
- 4.24 — [Form of 5.050% Notes due 2053 \(incorporated by reference to Exhibit 4.2 to Form 8-K, filed on February 27, 2023\).](#)
- 4.25 — [Form of Floating Rate Senior Notes due 2073 \(incorporated by reference to Exhibit 4.1 to Form 8-K, filed on March 7, 2023\).](#)
- 4.26 — [Form of 5.500% Senior Notes due 2054 \(incorporated by reference to Exhibit 4.2 to Form 8-K, filed on May 22, 2024\).](#)
- 4.27 — [Form of 3.050% Senior Notes due November 15, 2027 \(incorporated by reference to Exhibit 4.6 to Form 8-K, filed on November 14, 2017\).](#)
- 4.28 — [Form of 3.750% Senior Notes due November 15, 2047 \(incorporated by reference to Exhibit 4.7 to Form 8-K, filed on November 14, 2017\).](#)
- 4.29 — [Form of Floating Rate Senior Notes due November 15, 2067 \(incorporated by reference to Exhibit 4.8 to Form 8-K, filed on November 14, 2017\).](#)
- 4.30 — [Form of 3.400% Senior Notes due March 15, 2029 \(incorporated by reference to Exhibit 4.1 to Form 8-K, filed on March 15, 2019\).](#)
- 4.31 — [Form of 4.250% Senior Notes due March 15, 2049 \(incorporated by reference to Exhibit 4.2 to Form 8-K, filed on March 15, 2019\).](#)
- 4.32 — [Form of 5.600% Senior Notes due 2064 \(incorporated by reference to Exhibit 4.3 to Form 8-K filed on May 22, 2024\).](#)
- 4.33 — [Form of 2.500% Senior Notes due September 1, 2029 \(incorporated by reference to Exhibit 4.2 to Form 8-K filed on August 16, 2019\).](#)
- 4.34 — [Form of 3.400% Senior Notes due September 1, 2049 \(incorporated by reference to Exhibit 4.3 to Form 8-K filed on August 16, 2019\).](#)
- 4.35 — [Form of 3.900% Senior Notes due 2025 \(incorporated by reference to Exhibit 4.1 to Form 8-K filed on March 25, 2020\).](#)
- 4.36 — [Form of 4.450% Senior Notes due 2030 \(incorporated by reference to Exhibit 4.2 to Form 8-K filed on March 25, 2020\).](#)
- 4.37 — [Form of 5.200% Senior Notes due 2040 \(incorporated by reference to Exhibit 4.3 to Form 8-K filed on March 25, 2020\).](#)
- 4.38 — [Form of 5.300% Senior Notes due 2050 \(incorporated by reference to Exhibit 4.4 to Form 8-K filed on March 25, 2020\).](#)
- 4.39 — [Form of Floating Rate Senior Notes due 2074 \(incorporated by reference to Exhibit 4.1 to Form 8-K filed on May 28, 2024\).](#)
- 4.40 — [Description of Securities \(incorporated by reference to Exhibit to Form 10-K for the year ended December 31, 2023\).](#)
- 10.1 — [UPS Retirement Plan Amendment and Restatement Effective January 1, 2014 \(incorporated by reference to Exhibit 10.1 to Form 10-K for the year ended December 31, 2014\).*](#)
- 10.1(a) — [Amendment No. 1 to UPS Retirement Plan, as Amended and Restated, effective as of June 30, 2016 \(incorporated by reference to Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2016\).*](#)
- 10.1(b) — [Amendment Four to the Amended and Restated UPS Retirement Plan effective June 23, 2017 \(incorporated by reference to Exhibit 10.2 to Form 8-K, filed on June 27, 2017\).*](#)
- 10.2 — [Amended and Restated UPS 401\(k\) Savings Plan, effective as of January 1, 2023 \(incorporated by reference to Exhibit 10.2 to Form 10-K for the year ended December 31, 2022\).*](#)
- 10.3 — [Amended and Restated Restoration Savings Plan, effective as of January 1, 2023 \(incorporated by reference to Exhibit 10.3 to Form 10-K for the year ended December 31, 2022\).*](#)

- 10.4 — [Amendment One to the Amended and Restated UPS Excess Coordinating Benefit Plan effective June 23, 2017 \(incorporated by reference to Exhibit 10.4 to Form 8-K, filed on June 27, 2017\).*](#)
- 10.4(a) — [UPS Excess Coordinating Benefit Plan, as Amended and Restated, effective as of January 1, 2012 \(incorporated by reference to Exhibit 10.5 to Form 10-K for the year ended December 31, 2012\).*](#)
- 10.5 — [United Parcel Service, Inc. 2012 Omnibus Incentive Compensation Plan \(incorporated by reference to Annex A to the Definitive Proxy Statement, filed on March 12, 2012\).*](#)
- 10.5(a) — [Form of Non-Employee Director Restricted Stock Unit Award Agreement \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2019\).*](#)
- 10.5(b) — [UPS Stock Option Program Terms and Conditions effective as of January 1, 2012 \(incorporated by reference to Exhibit 10.7\(4\) to the Form 10-K for the year ended December 31, 2011\).*](#)
- 10.6 — [Form of UPS Deferred Compensation Plan as Amended and Restated effective January 1, 2012 \(incorporated by reference to Exhibit 10.6 to Form 10-K for the year ended December 31, 2018\).*](#)
- 10.6(a) — [Amendment No. 1 to Amended and Restated UPS Deferred Compensation Plan \(incorporated by reference to Exhibit 10.7\(1\) to the Form 10-K for the year ended December 31, 2012\).*](#)
- 10.7 — [2015 Omnibus Incentive Compensation Plan \(incorporated by reference to Annex A to the Definitive Proxy Statement filed on March 24, 2015\).*](#)
- 10.8 — [2018 Omnibus Incentive Compensation Plan \(incorporated by reference to Annex A to the Definitive Proxy Statement filed on March 16, 2018\).*](#)
- 10.9 — [UPS Stock Option Program Amended and Restated Terms and Conditions effective November 8, 2018 \(incorporated by reference to Exhibit 10.8\(b\) to Form 10-K for the year ended December 31, 2018\).*](#)
- 10.10 — [United Parcel Service, Inc. Key Employee Severance Plan, effective March 20, 2024 \(incorporated by reference to Exhibit 10-1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024\).*](#)
- 10.11 — [Protective Covenant Agreement between UPS and Carol Tomé, dated March 11, 2020 \(incorporated by reference to Exhibit 10.2 to Form 8-K filed on March 13, 2020\).*](#)
- 10.12 — [Form of Protective Covenant Agreement between UPS and each of Nando Cesarone and Kate Gutmann \(incorporated by reference to Exhibit 10.19 to Form 10-K for the year ended December 31, 2020\).*](#)
- 10.13 — [United Parcel Service, Inc. Management Incentive Program Amended and Restated Terms and Conditions, effective March 20, 2024 \(incorporated by reference to Exhibit 10-2 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024\).*](#)
- 10.14 — [Employment offer letter agreement between UPS and Bala Subramanian, dated May 24, 2022 \(incorporated by reference to Exhibit 10.17 to Form 10-K for the year ended December 31, 2022\).*](#)
- 10.15 — [Protective Covenant Agreement between UPS and Bala Subramanian, dated May 24, 2022 \(incorporated by reference to Exhibit 10.18 to Form 10-K for the year ended December 31, 2022\).*](#)
- 10.16 — [United Parcel Service, Inc. Long-Term Incentive Performance Program Amended and Restated Terms and Conditions, effective March 20, 2024 \(incorporated by reference to Exhibit 10-3 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024\).*](#)
- 10.17 — [Form of Separation Agreement and General Release between the Company and Brian Newman \(incorporated by reference to Exhibit 10.1 to Form 10-Q for the quarter ended June 30, 2024\).*](#)
- 10.18 — [United Parcel Service, Inc. 2021 Omnibus Incentive Compensation Plan \(incorporated by reference to Annex A to the definitive proxy statement on Schedule 14A filed March 29, 2021\).*](#)
- 10.19 — [UPS Long-Term Incentive Performance Program Amended and Restated Terms and Conditions, effective as of March 22, 2023 \(incorporated by reference to Exhibit 10.3 to Form 10-Q for the quarter ended March 31, 2023\).*](#)
- 10.20 — [United Parcel Service, Inc. Stock Option Program Amended and Restated Terms and Conditions, effective March 20, 2024 \(incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024\).*](#)
- 10.21 — [Amended and Restated UPS 401\(k\) Savings Plan, effective as of January 1, 2025](#)
- 19 — [UPS Insider Trading Compliance Policy.](#)
- 21 — [Subsidiaries.](#)
- 23 — [Consent of Deloitte & Touche LLP.](#)

- 31.1 — [Certification of the Principal Executive Officer Pursuant to Rule 13a-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 — [Certification of the Principal Financial and Accounting Officer Pursuant to Rule 13a-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1 — [Certification of the Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2 — [Certification of the Principal Financial and Accounting Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 97 — [UPS Incentive-Based Compensation Clawback Policy \(incorporated by reference to Exhibit 97 to Form 10-K for the year ended December 31, 2023\).](#)
- 101 — The following financial information from the Annual Report on Form 10-K for the year ended December 31, 2024, formatted in Inline XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income (Loss), (iv) the Consolidated Statements of Cash Flows and (v) the Notes to the Consolidated Financial Statements.
- 104 — Cover Page Interactive Data File - The cover page from this Annual Report on Form 10-K for the year ended December 31, 2024 is formatted in iXBRL (included as Exhibit 101).

(1) Filed in paper format.

* Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, United Parcel Service, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED PARCEL SERVICE, INC.
(REGISTRANT)

By: _____ /s/ CAROL B. TOMÉ
Carol B. Tomé
Chief Executive Officer (Principal Executive Officer)

Date: February 18, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|-------------------|
| /s/ CAROL B. TOMÉ Carol B. Tomé | Chief Executive Officer (Principal Executive Officer) | February 18, 2025 |
| /s/ BRIAN DYKES Brian Dykes | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | February 18, 2025 |
| /s/ RODNEY C. ADKINS Rodney C. Adkins | Director | February 18, 2025 |
| /s/ EVA C. BORATTO Eva C. Boratto | Director | February 18, 2025 |
| /s/ MICHAEL J. BURNS Michael J. Burns | Director | February 18, 2025 |
| /s/ WAYNE M. HEWETT Wayne M. Hewett | Director | February 18, 2025 |
| /s/ ANGELA HWANG Angela Hwang | Director | February 18, 2025 |
| /s/ KATE E. JOHNSON Kate E. Johnson | Director | February 18, 2025 |
| /s/ WILLIAM R. JOHNSON William R. Johnson | Director | February 18, 2025 |
| /s/ FRANCK J. MOISON Franck J. Moison | Director | February 18, 2025 |
| /s/ CHRISTIANA SMITH SHI Christiana Smith Shi | Director | February 18, 2025 |
| /s/ RUSSELL STOKES Russell Stokes | Director | February 18, 2025 |
| /s/ KEVIN M. WARSH Kevin M. Warsh | Director | February 18, 2025 |

AMENDMENT NUMBER FOUR
TO THE
UPS 401(K) SAVINGS PLAN

WHEREAS, United Parcel Service of America, Inc. (the “Company”) and its affiliated corporations maintain the UPS 401(k) Savings Plan (the “Plan”), as amended and restated effective as of January 1, 2023;

WHEREAS, the Board of Directors of the Company reserved the right in Section 14.1 of the Plan to amend, modify or change the Plan from time to time; and

WHEREAS, this amendment to the Plan is adopted to comply with certain statutory requirements and implement Plan design changes regarding newly hired or re-hired participants on or after January 1, 2025 and require participants to meet certain employment requirements to be eligible for employer contributions.

NOW THEREFORE, pursuant to the authority vested in the Board of Directors of United Parcel Service of America, Inc. by Section 14.1 of the UPS 401(k) Savings Plan, such plan is hereby amended, effective as of the dates set forth below as follows:

1. Effective January 1, 2025, the PURPOSE section of the Plan is hereby amended by adding the following two new paragraphs at the end to read as follows:

Effective April 4, 2025, Participants may not purchase any additional shares in the UPS Stock Fund.

2. Effective January 1, 2025, Plan Section 3.1(b)(1)(i) is amended by adding the following new sentence at the very end of such Section to read as follows:

For Participants with an Employment Commencement Date, Reemployment Commencement Date, or a transfer from ineligible to Eligible Employee status, on or after January 1, 2025, the Default Enrollment Percentage shall be 3% of Eligible Compensation.

3. Effective January 1, 2025, Plan Section 4.1(a) is amended by adding a new second sentence immediately following the first sentence in the first paragraph to read as follows:

Notwithstanding the foregoing, effective January 1, 2025, no SavingsPLUS Contribution shall be made to any Participant who is not an Employee as of the last day of the Accounting Period.

4. Effective January 1, 2025, Plan Section 4.2(c) is amended by deleting the opening clause in its entirety and replacing it with a new clause to read as follows:

To be eligible to receive a UPS Retirement Contribution for a given Plan Year, the Participant must be an Employee as of the last day of any Plan Year beginning on or after January 1, 2025 and satisfy (i), (ii) and (iii) below (must satisfy only (ii) and (iii) for any Plan Year starting on or after January 1, 2023):

5. Effective January 1, 2025, Plan Section 4.2(c)(ii)(B) is amended by adding the following sentence to the end thereof:

Notwithstanding the preceding, for Plan Years beginning on or after January 1, 2025, a Participant who is not an Employee on the last day of the Plan Year shall not be eligible to receive any UPS Retirement Contribution for such Plan Year.

6. Effective January 1, 2025, Plan Section 4.3(c) is amended by deleting the opening clause in its entirety and replacing it with a new clause to read as follows:

To be eligible to receive a UPS Transition Contribution for a given Plan Year, the Participant must be an Employee as of the last day of any Plan Year beginning on or after January 1, 2025 and satisfy (i) through (iii) below:

7. Effective January 1, 2025, Plan Section 4.3(c)(ii) is amended by adding the following sentence to the end thereof:

Notwithstanding the preceding, for Plan Years beginning on or after January 1, 2025, a Participant who is not an Employee on the last day of the Plan Year shall not be eligible to receive any UPS Transition Contribution for such Plan Year.

8. Effective January 1, 2025, Plan Section 7.1(a) is amended by adding the text “(available for contributions made prior to April 4, 2025)” immediately following “UPS Stock” in the first sentence thereof.

9. Effective January 1, 2025, Plan Section 7.1 is amended by adding a new subsection (c) to read as follows:

(c) Notwithstanding anything to the contrary in this Plan, effective April 4, 2025, Participants shall not be able to purchase any additional shares in the UPS Stock Fund.

10. Effective January 1, 2025, Plan Section 7.7 is amended by adding the following new sentences at the end of such section to read as follows:

Effective April 4, 2025, the UPS Stock Fund will no longer be available as an Investment Option in the Plan for additional contributions, provided that contributions made on or before April 4, 2025 may remain invested in the UPS Stock Fund. Effective April 4, 2025, the UPS Stock Fund may grow due to investment earnings and dividends, provided that no additional funds may be contributed to the UPS Stock Fund.

11. Effective January 1, 2025, Plan Section 7.9 is amended by adding a new sentence at the end of such section to read as follows:

Effective April 4, 2025, there shall be no new purchases of UPS Stock in the Plan.

12. Effective January 1, 2025, Plan Section 8.1(a) is amended by adding the text “and SavingsPLUS Account (as described in Section 8.1(b))” at the end of the first sentence.

13. Effective January 1, 2025, Plan Section 8.1(a) is amended by adding the following new sentence at the very end of such Section to read as follows:

Each Participant with an Employment Commencement Date or Reemployment Commencement Date on or after January 1, 2025 shall become vested pursuant to the requirements in Section 8.1(b) with respect to his or her SavingsPLUS Account.

14. Effective January 1, 2025, Plan Section 8.1(b) is amended by adding the following new sentence at the very end of such Section to read as follows:

Each Participant with an Employment Commencement Date or Reemployment Commencement Date on or after January 1, 2025 shall be fully vested in his or her SavingsPLUS Account upon earning or being credited with three UPS Retirement Contribution Years of Service or, if earlier, the Participant’s attainment of age sixty-two (62).

15. Effective January 1, 2023, Sections 9.3(b) and 9.4 of the main Plan document, and Section 2.2(a) of Appendix 9.4 are amended by replacing “age 72 (age 70½, if the Participant was born before July 1, 1949)” with “the Applicable Age (as defined in Appendix 9.4).

16. Effective January 1, 2025, Appendix 4.2(B) is amended by adding a new sentence immediately following the table to read as follows:

Notwithstanding anything in this Appendix to the contrary, the UPS Retirement Contribution amount for each Participant with an Employment Commencement Date or Reemployment Commencement Date on or after January 1, 2025 shall be 3% of Eligible Compensation regardless of the number of his or her UPS Retirement Contribution Years of Service.

17. Effective January 1, 2023, a new Section 5.8 to Appendix 9.4 is added as follows:

5.8 Applicable Age. The age described in Code § 401(a)(9)(C)(v).

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* * * * *

IN WITNESS WHEREOF, the undersigned certify that United Parcel Service of America, Inc. based upon action taken by its Board of Directors has caused this Amendment Number Four to be adopted.

UNITED PARCEL SERVICE OF AMERICA, INC.

Norman M. Brothers, Jr. Brian Dykes

Director Director

Date Date



Insider Trading Policy



About this Policy

As a UPS employee, while performing your duties, you may learn information about UPS or another company that is not generally available to the public. As a result, you are considered an "insider" for purposes of the UPS Insider Trading Compliance Program (this "Policy") and U.S. securities laws. All UPS employees are responsible for keeping Company information confidential until it is widely disseminated and made public by UPS. The disclosure of material non-public information (i.e., information likely to affect the investment decisions of a reasonable investor), or the possession of material non-public information when making an investment decision, can result in a violation of the U.S. securities laws and this Policy.

This Policy applies to all UPS securities that you own, directly or indirectly, and regardless of how they were acquired (e.g., under a UPS compensation plan, by gift or through open market purchases).

When you possess material non-public information (also known as "inside information"), you are prohibited from buying or selling UPS securities or the securities of another company. You are also prohibited from "tipping" other persons to buy or sell UPS securities, regardless of whether you receive a benefit. This prohibition also applies to your family members, dependents, other members of your household, and entities controlled by you (as described below). Violations could result in your termination of employment, personal lawsuits against you, civil or criminal proceedings against you by the U.S. Securities and Exchange Commission (SEC), and proceedings against any person who bought or sold the securities based on a tip from the you. UPS and its managers also may be liable.

General Policy

Never share confidential or proprietary information (*i.e.*, information that may give UPS a competitive advantage) about UPS with anyone outside of UPS, except for those who have a business need to know such information. This includes your relatives, friends and former UPS employees. Disclosing confidential or proprietary information could disadvantage UPS and create liability for you.

In addition, never share material non-public information about the Company with anyone outside of UPS, including your relatives, friends and former UPS employees. You are also prohibited from selectively disclosing material non-public information, or disclosing information that is inaccurate or could be misinterpreted. Disclosure of partial information or selective disclosure may require that UPS disclose further information on a broader scale before it is ready to do so. Therefore, all inquiries for information from outside UPS must be handled carefully. Only designated individuals are authorized to speak on behalf of UPS and to disclose information publicly about UPS. Inquiries from financial analysts should be directed to Investor Relations. Press and other types of inquiries should be directed to UPS Public Relations. You are encouraged to read the UPS Disclosure Policy for more information. A copy of the policy can be found [here](#). If you believe that you or someone else may have inadvertently disclosed material non-public information, please contact Investor Relations as soon as possible.

If you invest in a company with which UPS does or may do business, you should be aware of potential issues relating to insider trading, conflicts of interest and misuse of confidential

information. This Policy applies to any financial or ownership interest in any company with which UPS currently does, or may in the future do, business, or competes with (including current and potential customers, suppliers, vendors, service partners and competitors).

Limitations and Restrictions on Trading in UPS Securities

Material Non-public Information

Material information about a public company is information that would be expected to (a) affect the decision of a reasonable investor to purchase, sell, or hold the company's securities, or (b) alter the market price of the company's securities, whether positive or negative.

You should assume that information about UPS is material if it would affect in any way your own consideration of whether to buy, sell or hold UPS securities. Examples of material non-public information about UPS include:

1. Earnings, financial or operating results, or volume or revenue statistics, whether for completed periods or relating to expectations for future periods.
2. Plans relating to its capital structure or outstanding securities, including issuances or repurchases of common stock or debt securities, and information about possible changes in the company's credit ratings.
3. New products and services, or trends in the utilization of the Company's products and services.
4. The gain or loss of a substantial customer or joint venture partner, or any significant change in the relationship with any important business partner.
5. Entering into or terminating any significant contract, including those relating to its facilities or its fleet, or relating to its customers or suppliers.
6. The status of negotiations relating to collective bargaining agreements or information about labor disputes or work stoppages.
7. The filing of litigation or claims against the Company, developments in pending actions or litigation, investigations or enforcement actions relating to the Company, or other claims against or contingent liabilities affecting the Company.
8. Planning, discussions or negotiation of a joint venture, acquisition, disposition or merger.
9. Changes in senior management, including promotions or retirements.
10. Any material impairment or change in the value of the Company's assets, restructuring or other unusual changes, or significant accounting or tax development.
11. Changes in dividend policies or payments.
12. A significant cybersecurity incident, such as a data breach, or any other significant disruption in the Company's operations or loss, potential loss, breach or unauthorized access of the Company's property or assets, whether at the Company's facilities or through the company's technology infrastructure.

This list is illustrative, and there are many other types of information and events that may be material at any particular time, depending on the circumstances. Where there is any possibility that an item may be considered material, you should treat it as such. You should confer with the Corporate Compliance and Ethics Department or the Corporate Legal Department if you want to review any specific situation.



Information is considered to be non-public until (a) it has been released and reported in widely available media outlets or included in publicly available documents filed with or furnished to the SEC, and (b) investors have had sufficient time to absorb the information. Information is generally considered to be public one full trading day after the information is released to the general public.

Trading Windows

A trading window is a designated time period during which an employee in trading group 2, 3 or 4 (as described below) may transact in UPS securities, provided that employee is not in possession of material non-public information. While the trading window is closed, employees in these groups may not transact in UPS securities. Information about the status of the trading window is available on UPSers.com, from the Corporate Compliance and Ethics Department and through the trading window information line.

The trading window generally opens following the first full day of trading after each quarterly earnings release. The trading window will generally close at the end of the second month of each quarter. However, you should not expect the trading window will open on any particular date, or remain open for any minimum period, since the trading window schedule may be modified as a result of significant corporate developments.

If you are in trading groups 2, 3 or 4, you are responsible for ensuring that the trading window is open prior to engaging in any transactions in UPS shares. This includes both placing any trading order with your broker and the broker's execution of the trading order.

If you are in trading groups 3 or 4, you must have all trading activities pre-cleared through the UPS Stock Transaction Pre-clearance process. By requesting pre-clearance, you affirm, among other things, you are not entering into transactions while in the possession of material non-public information. Stock Transaction Pre-clearance forms are available [here](#).

Even if the trading window is open, you may not transact in UPS securities if you possess material non-public information about UPS. This general prohibition applies to all transactions in UPS securities, including those that are specifically excluded from the trading window and pre-clearance restrictions in this Policy, such as initial enrollment and changes in investment elections under the UPS Discounted Employee Stock Purchase Plan or Dividend Reinvestment Plan (as described below).

Special Trading Restrictions

UPS reserves the right to impose special trading restrictions from time to time on all or any group of employees, officers or directors. This may occur when, in the judgment of the Corporate Legal Department, the special trading restrictions are warranted. During a special trading restriction period, you will not be permitted to purchase or sell UPS securities and you may or may not be allowed to execute transactions in UPS securities that would otherwise be permitted. You also may be prohibited from trading in the securities of other companies. UPS will notify you when any special trading restrictions go into effect and when they end.



Applicability of Trading Restrictions to Controlled Entities and Others

The trading restrictions that apply to you also apply to your spouse, dependents, and those living in your household, even if not related. If you are a member of trading groups 3 or 4, you must obtain pre-clearance for these people prior to their executing any trades in Company securities. If you are a member of trading groups 2, 3 or 4, these people may only enter into transactions when the trading window is open. In addition, you are prohibited from tipping or sharing confidential information with these people or any other persons outside of UPS. This Policy also applies to any entity (a) over which you have control or influence with respect to its transactions in securities (for example, if you are a member of an investment committee of an endowment) or (b) in which you have a material financial interest (for example, a trust of which you are a beneficiary).

Trading Groups

Depending on job responsibilities, access to information and other factors, individuals have been assigned to one of five trading groups. Your trading group is identified in the stock information box on the home page of UPSers.com. **You are responsible for knowing your trading group.** This Policy, including the trading restrictions, applies to all UPS employees, including employees on leave or on vacation. If you have any questions about your trading group please contact the Corporate Compliance Department.

Group 1: Members of trading group 1 are prohibited from transacting in UPS securities while in possession of material non-public information.

Group 2: Members of trading group 2 are prohibited from transacting in UPS securities while in possession of material non-public information and while the trading window is closed.

Group 3: Members of trading group 3 are prohibited from transacting in UPS securities while in possession of material non-public information, while the trading window is closed and without having their transactions pre-cleared by UPS.

Group 4: Members of trading group 4 are prohibited from transacting in UPS securities while in possession of material non-public information, while the trading window is closed, without having their transactions pre-cleared by UPS and reviewed by the Chief Legal and Compliance Officer. In addition, any gifts of UPS securities must be pre-cleared by UPS and reviewed by the Chief Legal and Compliance Officer.

Group 5: Members of trading group 5 are prohibited from transacting in UPS securities.

Specific Transactions in UPS Securities

This Policy applies to transactions involving both UPS class A and class B shares, regardless of how the transaction is executed. A summary of the application of trading restrictions to certain types of transactions in UPS securities follows.

Converting Class A Shares to Class B Shares

You are not subject to trading window restrictions or pre-clearance when converting UPS class A shares to class B shares, so long as there is no concurrent sale of the class B shares.



Derivative Securities and Hedging Transactions

Derivatives are securities contracts or arrangements where the value of the contract or arrangement varies in relation to the price of UPS securities. Derivative securities include exchange-traded put or call options, as well as individually arranged derivative transactions, such as variable prepaid forwards, equity swaps and collars. The purchase or sale of derivatives by UPS employees could motivate them to take actions that conflict with the long-term interests of other shareowners, or could create the appearance of misuse of inside information.

Accordingly, members of trading groups 3 and 4 are prohibited (a) from purchasing or selling derivative securities relating to UPS securities, and (b) from purchasing financial instruments (including variable prepaid forward contracts, equity swaps, collars, and exchange funds) that are designed to hedge or offset any decrease in the market value of UPS securities. The prohibition against transactions in derivatives does not apply to stock options or other interests issued under UPS employee benefit plans.

While the trading window is closed, trading group 2 employees are prohibited from entering into or closing a transaction under any derivative security relating to UPS securities or purchasing financial instruments that are designed to hedge or offset any decrease in the market value of UPS securities. Contact the Corporate Legal Department if you have any question as to whether a particular type of arrangement, derivative transaction or financial instrument is permitted under these Policies.

Pledging and Trading on Margin

UPS securities held on margin (or margined) or pledged as collateral may be sold without your consent if you fail to meet a margin call or if you default on a loan. As a result, a margin or foreclosure sale may result in unintentional insider trading. If you pledge your UPS securities or use UPS securities to secure a loan, you may be forced to take actions (for instance, depositing additional money or selling other securities) to satisfy margin requirements in order to avoid your lender or broker selling your UPS securities at a time that would result in a violation of insider trading laws or this Policy. Because of this risk, you should exercise caution when margining UPS securities or pledging UPS securities as collateral for a loan.

Members of trading group 4 are prohibited from pledging UPS securities as collateral for a loan and holding UPS securities in margin accounts, regardless of whether a loan or other margin credit has been obtained under such accounts. This Policy does not prohibit broker-assisted exercise or settlement of equity awards granted by UPS that involve an extension of credit only until the sale is settled.

Dividend Reinvestment Plan (DRIP) Transactions

You do not require pre-clearance and the trading window does not need to be open in order for you to enroll, change your dividend reinvestment or terminate your participation in the DRIP. However, if you possess material, non-public information about UPS, you are prohibited from entering into these transactions in the DRIP.



For optional cash purchases under the DRIP, if you are a member of trading groups 2, 3 or 4, such purchases must occur while the trading window is open. Also, if you are a member of trading groups 3 or 4, pre-clearance is required.

401(k) Savings Plan Transactions and Discounted Employee Stock Purchase Plan (DESPP) Transactions

Any transaction involving UPS securities within the UPS Savings Plan is subject to trading restrictions. Similarly, participation in the DESPP is also subject to trading restrictions. If you are a member of trading groups 2, 3 or 4, such transactions must occur while the trading window is open. If you are a member of trading groups 3 or 4, pre-clearance is required.

Employee Stock Option Exercises

You do not require pre-clearance and the trading window does not need to be open when the exercise price of a stock option is paid in cash or class A shares. However, if any UPS shares will be sold in order to pay the exercise price of the option, withholding taxes or transaction fees (a Cashless Exercise), then members of trading groups 2, 3 or 4 can only execute such Cashless Exercise transactions while the trading window is open, and pre-clearance is required for members of trading groups 3 and 4. These restrictions also apply to a cashless hold because some UPS shares are sold in these option exercises.

All stock option exercises must be executed through the UPS stock option program administrator. Contact the Investor Relations Department for information regarding your stock options. Any subsequent sale of UPS securities acquired upon exercise of stock options, regardless of the form of exercise, is subject to the trading restrictions applicable to your trading group.

Tax Withholding

This Policy does apply to your election to use UPS securities to satisfy tax withholding requirements upon the vesting of any restricted stock.

Rule 10b5-1 Trading Plans

Rule 10b5-1 under the Securities Exchange Act of 1934 (Rule 10b5-1) provides a defense from insider trading liability for transactions executed under written trading plans which meet certain criteria. These trading plans allow employees in all trading groups to purchase or sell UPS shares even when they possess material non-public information and without satisfying the trading window and pre-clearance requirements. The trading plan must comply with Rule 10b5-1 and must satisfy the following requirements:

1. The trading plan can only be established at a time when the employee does not possess material non-public information.
2. The trading plan cannot be established during a time when the trading window is closed.
3. No more than one trading plan may be entered into at any given time.
4. No more than one trading plan may be entered into during any 12-month period if the plan is designed to affect an open market purchase or sale of the total amount of UPS securities subject to the trading plan as a single transaction as contemplated by Rule 10b5-1(C)(1)(ii)(E) under the Securities Exchange Act of 1934.



5. Members of trading groups 3 and 4 must obtain pre-clearance before establishing or amending a trading plan.
6. Members of trading group 4 may only establish or amend a trading plan with the prior written approval of the Corporate Legal Department.
7. Members of trading group 4 must include a representation to UPS at the time the trading plan is adopted that (i) they are not aware of material non-public information and (ii) they are adopting the trading plan in good faith and not as a part of a plan or scheme to evade the prohibitions of Rule 10b5-1.

Delegation of Authority to an Approved Investment Manager

Employees in all trading groups (other than trading group 4) may have transactions in UPS securities executed on their behalf, even at a time when they possess material non-public information and without satisfying the trading window and pre-clearance requirements, if the transactions are executed pursuant to a written plan to delegate investment authority to an approved investment manager, which will make trading decisions without further input from the employee. Any such delegation must satisfy the following requirements:

1. The delegation can only be made at a time when the employee does not possess material, non-public information and, for persons in trading groups 2 and 3, when the trading window is open.
2. The delegation complies with the following: (a) the first transaction in UPS securities will be made in conformity with standard processing guidelines by the applicable Company administrator, (b) after delegating investment authority, the employee may not separately transact in any UPS securities in the account covered by the delegation for a minimum of 180 days, including the 180-day period following the employee's termination of the delegation, (c) the delegation does not permit the employee to exercise any subsequent influence over how, when or whether to effect transactions in the UPS securities, and (d) after terminating a delegation, an employee may not delegate investment discretion for the account to any investment manager for at least 180 days.
3. Members of trading group 3 must obtain pre-clearance before delegating investment discretion.
4. Upon termination of a delegation, employees are responsible for complying with all applicable trading restrictions.

Failure to comply with these requirements may result in a violation of U.S. securities laws and this policy. Contact the Corporate Legal Department with any questions before delegating any investment authority.

Short Sales

A short sale involves securities that a seller does not own at the time of sale or, if the securities are owned, where they will be delivered on a delayed basis. Selling securities "short" is consistent with an expectation that the price of the securities will decline, is often speculative in nature, and may have an adverse effect on the market price of the securities being sold. Short selling could indicate that an insider is trading on the basis of inside information, particularly when the trading occurs shortly before a major company announcement or event. Accordingly, our employees, officers, and directors are prohibited from engaging in short sales of UPS securities.



Standing Orders and Limit Orders

Purchases or sales of UPS securities resulting from standing orders, open orders or limit orders may result in the execution of orders without your control over the transaction or your awareness of the timing of the transaction. Accordingly, any standing orders should be used only for a very brief period and with detailed instructions to the broker who will execute the transaction. If you place any type of "good until cancelled" order, you must cancel the order prior to when the trading window closes or if you become aware of material non-public information. For any member of trading group 3 or 4, any such order must be executed or cancelled within five business days after you have obtained pre-clearance of your transaction. Standing orders under an approved Rule 10b5-1 Trading Plan, described above, are not subject to the limitations.

Transactions in Non-UPS Securities

Conflicts of Interest

Employees should avoid conflicts of interest in making investment decisions. Investment activities must be lawful and must not conflict, or even appear to conflict, with the interests of UPS.

Trading in Another Company's Securities

If you are aware of material non-public information about a company other than UPS, you should also refrain from disclosing that information or trading in that company's securities. Such activity may be both illegal and unethical. We must be particularly sensitive to conflicts of interest when considering investing in a company with which UPS does or might do business.

You may not make an investment in such a company if you have direct or indirect responsibility for the UPS relationship with that company or are in the line of authority for UPS's business relationship with that company if it would conflict, or even appear to conflict, with the interests of UPS. This means you should not have any financial or ownership interest in a company if it could cause you, or might be perceived by others to cause you, to choose between that interest and the interests of UPS.

Initial Public Offerings (IPOs)

You may not accept an offer to participate in an IPO, "directed share offer," or a so-called "friends and family" program in a company when the offer to participate in such a program arises because of your job with UPS. Such an offer generally is regarded as an improper "gift" raising issues of conflicts of interest and favoritism. Such an offer must be declined. This prohibition also applies to your spouse, dependents and those living in your household, even if not related.

Mutual Funds

Investments in mutual funds or similar investment vehicles, in which you do not directly influence the selection, sale, or purchase of a particular stock or security, generally do not present the same likelihood of a conflict of interest as purchases of shares of individual companies. Therefore, such investments generally are permissible.



For More Information

Risking liability for insider trading or creating a conflict of interest raises serious ethical and legal problems. Failure to adhere to this Policy can result in your dismissal, personal liability or SEC penalties.

If you have any questions, contact your manager. If you have concerns about potentially unethical or illegal conduct, you should discuss them with your manager, through the use of the UPS Open Door Policy, or you can call the UPS Ethics Hotline at 1-800-220-4126. Updates to this Policy can be found on the Corporate Compliance and Ethics website.

* * *



SUBSIDIARIES OF UNITED PARCEL SERVICE, INC.
As of December 31, 2024

| <u>Name of Subsidiary</u> | <u>Jurisdiction of Organization</u> |
|--|-------------------------------------|
| Bomi Holding S.r.l. | Italy |
| BT Property Holdings, Inc. | Delaware |
| BT Realty II, Inc. | Maryland |
| BT Realty, Inc. | Maryland |
| C.C. & E. I, L.L.C. | Delaware |
| Marken Logistics GmbH | Germany |
| Marken Limited | United Kingdom |
| Roadie, Inc. | California |
| The UPS Store, Inc. | Delaware |
| UPS Asia Group Pte. Ltd. | Singapore |
| United Parcel Service Canada Ltd. | Canada |
| United Parcel Service Co. | Delaware |
| United Parcel Service Czech Republic, s.r.o. | Czechia |
| United Parcel Service General Services Co. | Delaware |
| United Parcel Service Italia SRL | Italy |
| United Parcel Service Nederlands B.V. | Netherlands |
| United Parcel Service of America, Inc. | Delaware |
| United Parcel Service LLC & Co. OHG | Germany |
| United Parcel Service, Inc. | Ohio |
| UPICO Corporation | Delaware |
| UPINSCO, Inc. | Georgia |
| United Parcel Service Deutschland S.à.r.l. & Co. OHG | Germany |
| UPS Expedited Mail Services, Inc. | Delaware |
| United Parcel Service France SAS | France |
| UPS Global Treasury Plc | United Kingdom |
| UPS Grundstücksverwaltungs GmbH | Germany |
| UPS Limited | United Kingdom |
| UPS SCS, Inc. | Canada |
| UPS Supply Chain Solutions, Inc. | Delaware |
| United Parcel Service Oasis Supply Corporation | Delaware |
| MNX Global Intermediate Holdings, Inc | Delaware |
| UPS Worldwide Forwarding, Inc. | Delaware |
| UPS Parcel Delivery (Guangdong) Co., Ltd. | China |
| UPS Parcel Delivery Service Limited | Hong Kong |
| UPS International, Inc. | Delaware |

The names of particular subsidiaries are omitted pursuant to Item 601(b)(21)(ii) of Regulation S-K.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to Registration Statement No. 333-267664, Registration Statement No. 333-112329 on Form S-3 and Registration Statement Nos. 333-224928, 333-208151, 333-206239, 333-181436, 333-70708, 333-61112, and 333-256074 on Form S-8 of our reports dated February 18, 2025, relating to the consolidated financial statements of United Parcel Service, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP
Atlanta, Georgia
February 18, 2025

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Carol B. Tomé, certify that:

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

/s/ CAROL B. TOMÉ

Carol B. Tomé
Chief Executive Officer
(Principal Executive Officer)

February 18, 2025

CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER

I, Brian Dykes, certify that:

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

/s/ BRIAN DYKES

Brian Dykes
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

February 18, 2025

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with the Annual Report on Form 10-K of United Parcel Service, Inc. (the "Corporation") for the year ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chief Executive Officer of the Corporation, certifies that:

- (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 Corporation.

/s/ CAROL B. TOMÉ

Carol B. Tomé
Chief Executive Officer
(Principal Executive Officer)

February 18, 2025

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with the Annual Report on Form 10-K of United Parcel Service, Inc. (the "Corporation") for the year ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Executive Vice President and Chief Financial Officer of the Corporation, certifies that:

- (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 Corporation.

/s/ BRIAN DYKES

Brian Dykes
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

February 18, 2025