

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2025

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 001-09533



WORLD KINECT CORPORATION

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

9800 N.W. 41st Street, Miami, Florida 33178
(Address of Principal Executive Offices) (Zip Code)

59-2459427
(I.R.S. Employer
Identification No.)

(305) 428-8000
Registrant's telephone number, including area code

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	WKC	New York Stock Exchange

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

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

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

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

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

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

The registrant had a total of 55,544,560 shares of common stock, par value \$0.01 per share, issued and outstanding as of July 25, 2025.

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Part I — Financial Information

Item 1. Financial Statements

WORLD KINECT CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited - In millions, except per share data)

	June 30, 2025	December 31, 2024
Assets:		
Current assets:		
Cash and cash equivalents	\$ 403.2	\$ 382.9
Accounts receivable, net of allowance for credit losses of \$22.1 million and \$22.5 million as of June 30, 2025 and December 31, 2024, respectively	2,143.3	2,432.6
Inventories	474.9	513.5
Prepaid expenses	75.7	71.4
Short-term derivative assets, net	136.4	176.5
Other current assets	337.4	382.2
Total current assets	3,570.9	3,959.2
Property and equipment, net	451.3	513.3
Goodwill	825.8	1,181.7
Identifiable intangible assets, net	247.8	261.2
Other non-current assets	958.2	816.4
Total assets	\$ 6,054.0	\$ 6,731.8
Liabilities:		
Current liabilities:		
Current maturities of long-term debt	\$ 43.2	\$ 84.0
Accounts payable	2,536.4	2,726.5
Short-term derivative liabilities, net	73.8	91.5
Accrued expenses and other current liabilities	495.6	535.8
Total current liabilities	3,149.0	3,437.8
Long-term debt	775.2	796.8
Other long-term liabilities	525.0	541.2
Total liabilities	4,449.2	4,775.8
Commitments and contingencies		
Equity:		
World Kinect shareholders' equity:		
Preferred stock, \$1.00 par value; 0.1 shares authorized, none issued	—	—
Common stock, \$0.01 par value; 100.0 shares authorized, 55.5 and 56.7 issued and outstanding as of June 30, 2025 and December 31, 2024, respectively	0.6	0.6
Capital in excess of par value	—	30.0
Retained earnings	1,615.9	2,009.2
Accumulated other comprehensive income (loss)	(17.9)	(91.0)
Total World Kinect shareholders' equity	1,598.6	1,948.7
Noncontrolling interest	6.2	7.2
Total equity	1,604.8	1,955.9
Total liabilities and equity	\$ 6,054.0	\$ 6,731.8

The accompanying Notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

WORLD KINECT CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND
COMPREHENSIVE INCOME

(Unaudited – In millions, except per share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue	\$ 9,043.3	\$ 10,965.2	\$ 18,495.8	\$ 21,916.6
Cost of revenue	8,810.9	10,720.0	18,033.0	21,417.2
Gross profit	232.4	245.2	462.8	499.3
Operating expenses:				
Compensation and employee benefits	105.5	119.2	210.6	234.7
General and administrative	67.3	72.8	139.7	147.9
Goodwill and other asset impairments	398.6	2.4	443.1	2.4
Restructuring charges	6.0	5.6	21.0	5.8
Total operating expenses	577.5	200.0	814.5	390.9
Income (loss) from operations	(345.1)	45.2	(351.6)	108.5
Non-operating income (expenses), net:				
Interest expense and other financing costs, net	(25.7)	(27.5)	(48.5)	(56.4)
Other income (expense), net	(78.0)	98.9	(76.6)	95.0
Total non-operating income (expense), net	(103.6)	71.4	(125.1)	38.6
Income (loss) before income taxes	(448.7)	116.6	(476.8)	147.1
Provision for income taxes	(109.6)	9.7	(116.4)	13.0
Net income (loss) including noncontrolling interest	(339.1)	106.9	(360.4)	134.1
Net income (loss) attributable to noncontrolling interest	0.3	(1.4)	0.1	(1.6)
Net income (loss) attributable to World Kinect	\$ (339.4)	\$ 108.3	\$ (360.4)	\$ 135.7
Basic earnings (loss) per common share	\$ (6.06)	\$ 1.81	\$ (6.38)	\$ 2.27
Basic weighted average common shares	56.0	59.8	56.5	59.9
Diluted earnings (loss) per common share	\$ (6.06)	\$ 1.81	\$ (6.38)	\$ 2.25
Diluted weighted average common shares	56.0	60.0	56.5	60.3
Comprehensive income:				
Net income (loss) including noncontrolling interest	\$ (339.1)	\$ 106.9	\$ (360.4)	\$ 134.1
Other comprehensive income (loss):				
Foreign currency translation adjustments	61.7	11.2	74.3	(0.6)
Cash flow hedges, net of income tax expense (benefit) of \$0.5 and (\$0.7) for the three months ended June 30, 2025 and 2024, respectively, and net of income tax expense (benefit) of \$(0.4) and \$(1.1) for the six months ended June 30, 2025 and 2024, respectively	1.4	(1.8)	(1.1)	(2.8)
Total other comprehensive income (loss)	63.1	9.4	73.1	(3.4)
Comprehensive income (loss) including noncontrolling interest	(276.0)	116.3	(287.2)	130.7
Comprehensive income (loss) attributable to noncontrolling interest	0.3	(1.4)	0.1	(1.6)
Comprehensive income (loss) attributable to World Kinect	\$ (276.2)	\$ 117.7	\$ (287.3)	\$ 132.2

The accompanying Notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

WORLD KINECT CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Unaudited - In millions)

	Common Stock		Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total World Kinect Shareholders' Equity	Noncontrolling Interest Equity	Total Equity
	Shares	Amount						
Balance as of December 31, 2024	56.7	\$ 0.6	\$ 30.0	\$ 2,009.2	\$ (91.0)	\$ 1,948.7	\$ 7.2	\$ 1,955.9
Net income (loss)	—	—	—	(21.1)	—	(21.1)	(0.2)	(21.3)
Cash dividends declared	—	—	—	(9.6)	—	(9.6)	—	(9.6)
Amortization of share-based payment awards	—	—	6.8	—	—	6.8	—	6.8
Issuance (cancellation) of common stock related to share-based payment awards	0.2	—	—	—	—	—	—	—
Purchases of common stock tendered by employees to satisfy the required withholding taxes related to share-based payment awards	—	—	(3.6)	—	—	(3.6)	—	(3.6)
Purchases of common stock	(0.4)	—	(10.1)	—	—	(10.1)	—	(10.1)
Other comprehensive income (loss)	—	—	—	—	10.0	10.0	—	10.0
Balance as of March 31, 2025	56.6	0.6	23.1	1,978.5	(81.0)	1,921.2	7.0	1,928.3
Net income (loss)	—	—	—	(339.4)	—	(339.4)	0.3	(339.1)
Cash dividends declared	—	—	—	(11.0)	—	(11.0)	—	(11.0)
Amortization of share-based payment awards	—	—	2.4	—	—	2.4	—	2.4
Issuance (cancellation) of common stock related to share-based payment awards	0.3	—	—	—	—	—	—	—
Purchases of common stock tendered by employees to satisfy the required withholding taxes related to share-based payment awards	—	—	(2.4)	—	—	(2.4)	—	(2.4)
Purchases of common stock	(1.3)	—	(23.1)	(12.2)	—	(35.4)	—	(35.4)
Other comprehensive income (loss)	—	—	—	—	63.1	63.1	—	63.1
Distribution to noncontrolling interest	—	—	—	—	—	—	(1.1)	(1.1)
Balance as of June 30, 2025	55.5	\$ 0.6	\$ —	\$ 1,615.9	\$ (17.9)	\$ 1,598.6	\$ 6.2	\$ 1,604.8

The accompanying Notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

	Common Stock		Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total World Kinect Shareholders' Equity	Noncontrolling Interest Equity	Total Equity
	Shares	Amount						
Balance as of December 31, 2023	59.8	\$ 0.6	\$ 109.6	\$ 1,981.6	\$ (148.9)	\$ 1,943.0	\$ 6.7	\$ 1,949.6
Net income (loss)	—	—	—	27.4	—	27.4	(0.2)	27.2
Cash dividends declared	—	—	—	(10.1)	—	(10.1)	—	(10.1)
Amortization of share-based payment awards	—	—	5.9	—	—	5.9	—	5.9
Issuance (cancellation) of common stock related to share-based payment awards	0.1	—	—	—	—	—	—	—
Purchases of common stock tendered by employees to satisfy the required withholding taxes related to share-based payment awards	—	—	(1.2)	—	—	(1.2)	—	(1.2)
Other comprehensive income (loss)	—	—	—	—	(12.9)	(12.9)	—	(12.9)
Balance as of March 31, 2024	59.9	0.6	114.3	1,998.8	(161.7)	1,952.0	6.5	1,958.5
Net income (loss)	—	—	—	108.3	—	108.3	(1.4)	106.9
Cash dividends declared	—	—	—	(10.1)	—	(10.1)	—	(10.1)
Amortization of share-based payment awards	—	—	6.0	—	—	6.0	—	6.0
Issuance (cancellation) of common stock related to share-based payment awards	0.3	—	—	—	—	—	—	—
Purchases of common stock tendered by employees to satisfy the required withholding taxes related to share-based payment awards	—	—	(3.9)	—	—	(3.9)	—	(3.9)
Purchases of common stock	(1.1)	—	(29.4)	—	—	(29.4)	—	(29.4)
Other comprehensive income (loss)	—	—	—	—	9.4	9.4	—	9.4
Balance as of June 30, 2024	59.1	\$ 0.6	\$ 87.0	\$ 2,097.0	\$ (152.3)	\$ 2,032.3	\$ 5.1	\$ 2,037.4

The accompanying Notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

WORLD KINECT CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited - In millions)

	For the Six Months Ended June 30,	
	2025	2024
Cash flows from operating activities:		
Net income (loss) including noncontrolling interest	\$ (360.4)	\$ 134.1
Adjustments to reconcile net income including noncontrolling interest to net cash provided by operating activities:		
Unrealized (gain) loss on derivatives	13.6	46.4
(Gain) loss on sale of business	81.7	(96.0)
Depreciation and amortization	49.5	49.8
Noncash operating lease expense	18.9	16.0
Provision for credit losses	4.1	4.0
Share-based payment award compensation costs	9.2	11.8
Deferred income tax expense (benefit)	(139.8)	(31.5)
Unrealized foreign currency (gains) losses, net	2.3	14.1
Goodwill and other asset impairment charges	443.1	2.4
Other	12.4	11.7
Changes in assets and liabilities, net of acquisitions and divestitures:		
Accounts receivable, net	168.6	114.7
Inventories	20.0	18.5
Prepaid expenses	(7.6)	(10.4)
Other current assets	15.6	16.1
Cash collateral with counterparties	15.0	79.4
Other non-current assets	(56.2)	(66.5)
Change in derivative assets and liabilities, net	2.0	(4.2)
Accounts payable	(90.0)	(102.8)
Accrued expenses and other current liabilities	(73.3)	(45.9)
Other long-term liabilities	13.8	16.3
Net cash provided by (used in) operating activities	142.6	178.1
Cash flows from investing activities:		
Proceeds from sale of business, net of divested cash	23.4	200.4
Capital expenditures	(30.1)	(32.1)
Other investing activities, net	1.9	(4.5)
Net cash provided by (used in) investing activities	(4.8)	163.8
Cash flows from financing activities:		
Borrowings of debt	1,624.0	1,885.0
Repayments of debt	(1,682.8)	(1,896.1)
Dividends paid on common stock	(19.2)	(18.5)
Repurchases of common stock	(45.0)	(29.1)
Payments of deferred consideration for acquisitions	(0.4)	(50.9)
Other financing activities, net	(7.6)	(5.1)
Net cash provided by (used in) financing activities	(131.1)	(114.7)
Effect of exchange rate changes on cash and cash equivalents	13.6	(7.0)
Net increase (decrease) in cash and cash equivalents	20.3	220.3
Cash and cash equivalents, as of the beginning of the period	382.9	304.3
Cash and cash equivalents, as of the end of the period	\$ 403.2	\$ 524.6

Supplemental Disclosure of Noncash Investing and Financing Activities

Right of use assets obtained in exchange for new operating lease liabilities were \$22.9 million during the six months ended June 30, 2025.

The accompanying Notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

WORLD KINECT CORPORATION NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation, New Accounting Standards, and Significant Accounting Policies

General

World Kinect Corporation (the "Company") was incorporated in Florida in July 1984 and, along with its consolidated subsidiaries, is referred to collectively in this Quarterly Report on Form 10-Q ("10-Q Report") as "World Kinect," "we," "our" and "us."

We are a global energy management company offering fulfillment and related services across the aviation, marine, and land-based transportation sectors. We also supply natural gas and power in the United States and Europe along with a broad suite of other sustainability-related products and services.

The Condensed Consolidated Financial Statements and related Notes include our parent company and all subsidiaries where we exercise control, and include the operations of acquired businesses after the completion of their acquisition. The decision of whether or not to consolidate an entity requires consideration of majority voting interests, as well as effective economic or other control over the entity. The Condensed Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), the instructions to Form 10-Q, and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. GAAP for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the Notes included in our 2024 Annual Report on Form 10-K ("2024 10-K Report"). All intercompany transactions among our businesses have been eliminated.

Revenues, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be representative of those for the full year. All adjustments necessary for a fair statement of the financial statements, which are of a normal and recurring nature, have been made for the interim periods reported. The information included in this 10-Q Report should be read in conjunction with the Consolidated Financial Statements and accompanying Notes included in our 2024 10-K Report.

Due to rounding, certain amounts may not add; however, all percentages have been calculated using unrounded amounts.

New Accounting Standards

Accounting Standards Issued but Not Yet Adopted

Income Taxes. Accounting Standards Update ("ASU") 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, was issued in December 2023. ASU 2023-09 amends the guidance in Accounting Standards Codification ("ASC") 740, Income Taxes, to improve the transparency of income tax disclosures by amending the required annual rate reconciliation disclosures as well as requiring disclosure of income taxes paid disaggregated by jurisdiction. As amended, the rate reconciliation disclosure will be required to be presented on an annual basis in both percentages and reporting currency amounts, with consistent categories and greater disaggregation of information. The ASU also includes amendments intended to improve the effectiveness of income tax disclosures and eliminate certain existing disclosure requirements related to uncertain tax positions and unrecognized deferred tax liabilities. The amendments are effective for fiscal years beginning after December 15, 2024 and should be applied prospectively. Early adoption is permitted. The Company is currently evaluating the amendments to identify potential impacts to the Company's Notes to the Condensed Consolidated Financial Statements and processes and intends to provide the amended disclosures in our Form 10-K for the year ending December 31, 2025.

Expense Disaggregation. ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, was issued in November 2024. ASU 2024-03 does not change the expense captions an entity presents on the face of the income statement; rather, it requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements at each interim and annual period. The amendments require disclosure of the amounts of (a) purchases of inventory, (b) employee compensation, (c) depreciation, (d) intangible asset amortization, and (e) depreciation, depletion, and amortization recognized as part of oil- and gas-producing activities included in each relevant expense caption. The amendments also require disclosure of certain amounts that are already required to be disclosed under current guidance in the same disclosure as the other disaggregation requirements, a qualitative description of the amounts remaining in relevant expense captions that are not

separately disaggregated quantitatively, and the total amount of selling expenses and, in annual reporting periods, the entity's definition of selling expenses. ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments should be applied prospectively to financial statements issued for reporting periods after the effective date of the update or retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the amendments to identify potential impacts to the Company's Notes to the Consolidated Financial Statements and processes.

There are no other recently issued accounting standards not yet adopted by us that are expected, upon adoption, to have a material impact on the Company's Condensed Consolidated Financial Statements or processes.

Significant Accounting Policies

There have been no significant changes in the Company's accounting policies from those disclosed in our 2024 10-K Report. The significant accounting policies we use for quarterly financial reporting are disclosed in Note 1. Basis of Presentation, New Accounting Standards, and Significant Accounting Policies of the accompanying Notes to the Consolidated Financial Statements included in our 2024 10-K Report.

2. Accounts Receivable

Accounts Receivable and Allowance for Credit Losses

When we extend credit on an unsecured basis, our exposure to credit losses depends on the financial condition of our customers and macroeconomic factors beyond our control, such as global economic conditions or adverse impacts in the industries we serve, changes in energy prices and political instability.

We actively monitor and manage our credit exposure and work to respond to both changes in our customers' financial conditions and macroeconomic events. Based on the ongoing credit evaluations of our customers, we adjust credit limits based upon payment history and our customers' current creditworthiness. However, because we extend credit on an unsecured basis to most of our customers, there is a possibility that any accounts receivable not collected may ultimately need to be written off.

We had accounts receivable, net, of \$2.1 billion and \$2.4 billion and an allowance for expected credit losses, primarily related to accounts receivable, of \$23.1 million and \$23.7 million, as of June 30, 2025 and December 31, 2024, respectively. Changes to the expected credit loss provision during the six months ended June 30, 2025 resulted from the Company's assessment of reasonable and supportable forward-looking information, including global economic outlook considerations. Based on an aging analysis as of June 30, 2025, 94% of our accounts receivable were outstanding less than 60 days.

The following table sets forth activities in our allowance for expected credit losses (in millions):

	For the Six Months Ended June 30,			
	2025		2024	
Balance as of January 1,	\$	23.7	\$	20.8
Charges to allowance for credit losses		4.1		4.0
Write-off of uncollectible receivables		(4.8)		(3.9)
Recoveries of credit losses		0.3		0.7
Translation adjustments		(0.1)		—
Balance as of June 30,	\$	23.1	\$	21.6

Receivable Purchase Agreements

We have receivable purchase agreements ("RPAs") that allow for the sale of our qualifying accounts receivable in exchange for cash consideration equal to the total balance, less a discount margin, depending on the outstanding accounts receivable at any given time. Accounts receivable sold under the RPAs are accounted for as sales and excluded from Accounts receivable, net of allowance for credit losses on the accompanying Condensed Consolidated Balance Sheets. Fees paid under the RPAs are recorded within Interest expense and other financing costs, net on the Condensed Consolidated Statements of Income and Comprehensive Income.

During the six months ended June 30, 2025 and 2024, we sold receivables under the RPAs with an aggregate face value of \$5.6 billion and \$6.1 billion and recognized fees of \$16.5 million and \$20.3 million, respectively.

3. Acquisitions and Divestitures

2025 Divestitures

On April 9, 2025, we signed and closed on the sale of WFL (UK) Ltd., which represents our U.K. land fuels business (the "Watson Fuels disposal group"), for total estimated proceeds of \$42.8 million, of which \$23.6 million was collected in cash at closing (the "Watson Fuels sale"). As discussed in Note 6. Fair Value Measurements, during the three months ended March 31, 2025, we recognized an asset impairment charge of \$44.5 million with respect to the Watson Fuels disposal group assets. The Watson Fuels sale resulted in a pre-tax loss of \$81.7 million, net of costs to sell and after the reclassification of cumulative translation losses of \$55.1 million, that is included in Other income (expense), net within our Condensed Consolidated Statements of Income and Comprehensive Income for the three months ended June 30, 2025. The related tax benefit of \$6.3 million is included in the Provision for income taxes within our Condensed Consolidated Statements of Income and Comprehensive Income for the three months ended June 30, 2025. Prior to the Watson Fuels sale, the Watson Fuels disposal group was reported within our land segment. The Watson Fuels sale did not meet the criteria to be reported as a discontinued operation.

2024 Divestitures

On May 1, 2024, we completed the sale of our Avinode Group and our portfolio of aviation fixed-based operator software products (the "Avinode disposal group") for cash proceeds, net of cash sold, of \$200.1 million (the "Avinode sale"). The Avinode sale resulted in a pre-tax gain of \$96.0 million, net of costs to sell and after the reclassification of cumulative translation losses of \$17.1 million to net income, that is included in Other income (expense), net within our Condensed Consolidated Statements of Income and Comprehensive Income for the three months ended June 30, 2024. The related tax expense of \$12.4 million is included in the Provision for income taxes within our Condensed Consolidated Statements of Income and Comprehensive Income for the three months ended June 30, 2024. Prior to the Avinode sale, the Avinode disposal group was reported within our aviation segment. The Avinode sale did not meet the criteria to be reported as a discontinued operation.

4. Goodwill

The following table provides information regarding changes in goodwill during the six months ended June 30, 2025 (in millions):

	Aviation Segment	Land Segment	Total
As of December 31, 2024	\$ 354.4	\$ 827.3	\$ 1,181.7
Goodwill impairment	—	(359.0)	(359.0)
Adjustment for sale of business ⁽¹⁾	—	(18.2)	(18.2)
Other	—	15.0	15.0
Foreign currency translation of non-USD functional currency subsidiary goodwill	—	6.2	6.3
As of June 30, 2025	\$ 354.5	\$ 471.3	\$ 825.8

⁽¹⁾ See Note 3. Acquisitions and Divestitures for additional information.

Goodwill Impairment

We evaluate goodwill for impairment at the reporting unit level annually as of December 31, or more frequently if events or circumstances indicate that the carrying value may be impaired. During the second quarter of 2025, following our exit from the U.K. land fuels business, as part of the evolution of our strategy we completed our reassessment of the remaining business lines within the land reporting unit. Through this process, we updated key assumptions regarding certain lines of business and made related downward revisions to our long-term forecasts versus prior projections, reflecting both our efforts to optimize the land portfolio to focus on core activities with the highest return potential and the unanticipated persistence of macroeconomic pressures and underperformance against financial expectations. We determined that these circumstances indicated that it was more likely than not that the fair value of goodwill may be less than its carrying value, which required us to perform a quantitative impairment test as of June 30, 2025.

We calculated the fair value of the land reporting unit using a combination of both an income and market approach. Under the market approach, we use a selection of global companies that correspond to the reporting unit to derive a market-based multiple. Under the income approach, we calculate the fair value of the reporting unit based on the present value of estimated future cash flows. The estimated future cash flows are based on the best information

available as of the testing date, including our annual operating plan and current forecasts, terminal growth rates, working capital requirements and capital expenditures. The estimated cash flows are discounted using rates that correspond to a weighted-average cost of capital consistent with those used internally for investment decisions.

As a result of the quantitative impairment test performed, we concluded that the carrying value of the land reporting unit exceeded its estimated fair value. Accordingly, we recognized a goodwill impairment charge of \$359.0 million during the three months ended June 30, 2025, which is presented in the Goodwill and other asset impairments line in the Condensed Consolidated Statements of Income and Comprehensive Income, and represents a partial impairment of goodwill in our land reporting unit. The determination of fair value requires us to make significant estimates and assumptions related to the business and financial performance of the reporting unit. If our actual results differ significantly from the assumptions used to determine the fair value of the reporting unit, including our continued efforts to optimize the land portfolio, such impact could potentially result in additional goodwill impairment charges in future periods.

5. Derivative Instruments

We are exposed to a variety of risks, including, but not limited to, changes in the prices of commodities that we buy or sell, changes in foreign currency exchange rates, changes in interest rates, and the creditworthiness of each of our counterparties. While we attempt to mitigate these fluctuations through hedging, such hedges may not be fully effective.

Our risk management program includes the following types of derivative instruments:

Fair Value Hedges. Derivative contracts we hold to hedge the risk of changes in the price of our inventory.

Cash Flow Hedges. Derivative contracts we execute to mitigate the risk of price and interest rate volatility in forecasted transactions.

Non-designated Derivatives. Derivatives we primarily transact to mitigate the risk of market price fluctuations in swaps or futures contracts, as well as certain forward fixed price purchase and sale contracts to hedge the risk of currency rate fluctuations and for portfolio optimization.

The following table summarizes the gross notional values of our derivative contracts used for risk management purposes (in millions):

	Unit	June 30, 2025
Commodity contracts		
Long	BBL	70.9
Short	BBL	(75.4)
Foreign currency exchange contracts		
Sell U.S. dollar, buy other currencies	USD	(472.2)
Buy U.S. dollar, sell other currencies	USD	643.4

The majority of our foreign currency exchange contracts and the volume related to our commodities contracts are expected to settle within the next twelve months.

Assets and Liabilities

The following table presents the gross fair value of our derivative instruments and their locations on the Condensed Consolidated Balance Sheets (in millions):

Derivative Instruments		Gross Derivative Assets		Gross Derivative Liabilities	
		June 30, 2025	December 31, 2024	June 30, 2025	December 31, 2024
Condensed Consolidated Balance Sheets Location					
Derivatives designated as hedging instruments					
Commodity contracts	Short-term derivative assets, net	\$ —	\$ 4.0	\$ —	\$ 3.5
	Short-term derivative liabilities, net	16.2	13.9	13.1	18.9
Interest rate contracts	Short-term derivative assets, net	—	2.9	—	—
Total derivatives designated as hedging instruments		16.2	20.8	13.1	22.4
Derivatives not designated as hedging instruments					
Commodity contracts	Short-term derivative assets, net	173.6	230.8	37.2	65.7
	Other non-current assets	50.0	69.4	8.0	20.5
	Short-term derivative liabilities, net	101.9	86.7	178.0	174.4
	Other long-term liabilities	60.1	62.8	81.9	95.6
Foreign currency contracts	Short-term derivative assets, net	1.6	23.3	1.1	15.1
	Other non-current assets	—	0.7	—	0.3
	Short-term derivative liabilities, net	18.1	5.1	30.2	6.9
	Other long-term liabilities	0.7	0.1	1.6	0.6
Total derivatives not designated as hedging instruments		405.9	478.9	338.0	379.2
Total derivatives		\$ 422.1	\$ 499.6	\$ 351.0	\$ 401.6

For information regarding our derivative instruments measured at fair value after netting and collateral, see Note 6. Fair Value Measurements.

The following amounts were recorded on our Condensed Consolidated Balance Sheets related to cumulative basis adjustments for fair value hedges (in millions):

Line item in the Condensed Consolidated Balance Sheets in which the hedged item is included	Carrying Amount of Hedged Assets/(Liabilities)		Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Asset/(Liabilities)	
	June 30, 2025	December 31, 2024	June 30, 2025	December 31, 2024
Inventory	\$ 79.1	\$ 95.2	\$ 0.4	\$ 3.8

Earnings and Other Comprehensive Income (Loss)

Derivatives Designated as Hedging Instruments

The following table presents, on a pre-tax basis, the location and amount of gains (losses) on fair value and cash flow hedges recognized in income in our Condensed Consolidated Statements of Income and Comprehensive Income (in millions):

	For the Three Months Ended					
	June 30, 2025			June 30, 2024		
	Revenue	Cost of revenue	Interest expense and other financing costs, net	Revenue	Cost of revenue	Interest expense and other financing costs, net
Total amounts of income and expense line items in which the effects of fair value or cash flow hedged are recorded	\$ 9,043.3	\$ 8,810.9	\$ 25.7	\$ 10,965.2	\$ 10,720.0	\$ 27.5
Gains (losses) on fair value hedge relationships:						
Commodity contracts:						
Hedged item	—	(2.8)	—	—	1.1	—
Derivatives designated as hedging instruments	—	1.6	—	—	1.1	—
Gains (losses) on cash flow hedge relationships:						
Commodity contracts:						
Amount of gain (loss) reclassified from Accumulated other comprehensive income (loss) into net income	(9.9)	4.6	—	—	(0.2)	—
Interest rate contracts:						
Amount of gain (loss) reclassified from Accumulated other comprehensive income (loss) into net income	—	—	—	—	—	3.7
Total amount of income and expense line items excluding the impact of hedges	\$ 9,053.2	\$ 8,814.2	\$ 25.7	\$ 10,965.2	\$ 10,722.0	\$ 31.2
	For the Six Months Ended					
	June 30, 2025			June 30, 2024		
	Revenue	Cost of revenue	Interest expense and other financing costs, net	Revenue	Cost of revenue	Interest expense and other financing costs, net
Total amounts of income and expense line items in which the effects of fair value or cash flow hedged are recorded	\$ 18,495.8	\$ 18,033.0	\$ 48.5	\$ 21,916.6	\$ 21,417.2	\$ 56.4
Gains (losses) on fair value hedge relationships:						
Commodity contracts:						
Hedged item	—	(4.3)	—	—	3.2	—
Derivatives designated as hedging instruments	—	2.4	—	—	(2.2)	—
Gains (losses) on cash flow hedge relationships:						
Commodity contracts:						
Amount of gain (loss) reclassified from Accumulated other comprehensive income (loss) into net income	(9.7)	3.8	—	—	(0.6)	—
Interest rate contracts:						
Amount of gain (loss) reclassified from Accumulated other comprehensive income (loss) into net income	—	—	2.9	—	—	7.4
Total amount of income and expense line items excluding the impact of hedges	\$ 18,505.5	\$ 18,034.8	\$ 51.4	\$ 21,916.6	\$ 21,417.6	\$ 63.8

The following table presents, on a pre-tax basis, the amounts not recorded in Accumulated other comprehensive income (loss) due to intra-period settlement but recognized in Revenue and Cost of revenue in our Condensed Consolidated Statements of Income and Comprehensive Income (in millions):

Gain (Loss) Not Recorded in Accumulated other comprehensive income (loss) Due to Intra-Period Settlement	Location	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
		2025	2024	2025	2024
Commodity contracts	Revenue	\$ 3.8	\$ 0.9	\$ 9.5	\$ 1.3
Commodity contracts	Cost of revenue	\$ (5.1)	\$ 0.5	\$ (3.5)	\$ (1.1)

For the six months ended June 30, 2025 and 2024, there were no gains or losses recognized in earnings related to our fair value or cash flow hedges that were excluded from the assessment of hedge effectiveness.

As of June 30, 2025, on a pre-tax basis, \$1.0 million and \$1.4 million is scheduled to be reclassified from Accumulated other comprehensive income (loss) over the next twelve months as an increase to Revenue and an increase to Cost of revenue, respectively, related to designated commodity cash flow hedges that will mature within the next twelve months.

The following tables present the effect and financial statement location of our derivative instruments in cash flow hedging relationships on Accumulated other comprehensive income (loss) and in our Condensed Consolidated Statements of Income and Comprehensive Income (in millions):

Amount of Gain (Loss) Recognized in Accumulated other comprehensive income (loss), Net of Income Tax (Expense) Benefit	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Commodity contracts (Revenue)	\$ (5.1)	\$ —	\$ (4.5)	\$ (0.1)
Commodity contracts (Cost of revenue)	2.6	0.3	1.1	0.1
Interest rate contracts (Interest expense and other financing costs, net)	—	0.6	\$ —	\$ 2.2
Total gain (loss)	<u>\$ (2.5)</u>	<u>\$ 0.8</u>	<u>\$ (3.4)</u>	<u>\$ 2.2</u>

Amount of Gain (Loss) Reclassified from Accumulated other comprehensive income (loss) into Net income (loss), Net of Income Tax (Expense) Benefit	Location	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
		2025	2024	2025	2024
Commodity contracts	Revenue	\$ (7.3)	\$ —	\$ (7.1)	\$ —
Commodity contracts	Cost of revenue	3.4	(0.1)	2.7	(0.4)
Interest rate contracts	Interest expense and other financing costs, net	—	2.8	2.1	5.5
Total gain (loss)		<u>\$ (4.0)</u>	<u>\$ 2.7</u>	<u>\$ (2.2)</u>	<u>\$ 5.0</u>

Derivatives Not Designated as Hedging Instruments

The following table presents the amount and financial statement location in our Condensed Consolidated Statements of Income and Comprehensive Income of realized and unrealized gains (losses) recognized on derivative instruments not designated as hedging instruments (in millions):

Derivative Instruments - Non-designated	Location	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
		2025	2024	2025	2024
Commodity contracts	Revenue	\$ (8.6)	\$ (46.8)	\$ 4.5	\$ (124.9)
	Cost of revenue	3.2	(3.0)	(4.4)	3.1
		(5.4)	(49.8)	0.1	(121.8)
Foreign currency contracts	Revenue	3.0	0.1	1.5	(0.4)
	Other (expense), net	(13.9)	(2.0)	(17.6)	(4.1)
		(10.9)	(1.9)	(16.1)	(4.5)
Total gain (loss)		<u>\$ (16.3)</u>	<u>\$ (51.7)</u>	<u>\$ (16.0)</u>	<u>\$ (126.3)</u>

Credit-Risk-Related Contingent Features

We enter into derivative contracts which may require us to post collateral periodically. Certain of these derivative contracts contain credit-risk-related contingent clauses which are triggered by credit events, such as a credit downgrade or if certain defined financial ratios fall below an established threshold. The occurrence of these credit events may require us to post additional collateral or immediately settle the derivative instrument.

The following table presents the potential collateral requirements for derivative liabilities with credit-risk-contingent features (in millions):

	June 30, 2025	December 31, 2024
Net derivative liability positions with credit contingent features	\$ 30.3	\$ 40.9
Collateral posted and held by our counterparties	—	—
Maximum additional potential collateral requirements	<u>\$ 30.3</u>	<u>\$ 40.9</u>

6. Fair Value Measurements

The carrying amounts of cash and cash equivalents, net accounts receivable, accounts payable and accrued expenses and other current liabilities approximate fair value based on their short-term maturities. With the exception of the Convertible Notes, as discussed in Note 8. Debt, Interest Income, Expense, and Other Finance Costs, the carrying values of our debt and notes receivable approximate fair value as these instruments bear interest either at variable rates or fixed rates, which are not significantly different from market rates. The fair value measurements for our debt and notes receivable are considered to be Level 2 measurements based on the fair value hierarchy.

Recurring Fair Value Measurements

The following tables present information about our gross assets and liabilities that are measured at fair value on a recurring basis (in millions):

Fair Value Measurements as of June 30, 2025				
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total
Assets:				
Commodities contracts	\$ 144.6	\$ 241.8	\$ 15.4	\$ 401.8
Foreign currency contracts	—	20.3	—	20.3
Cash surrender value of life insurance	—	19.8	—	19.8
Total assets at fair value	<u>\$ 144.6</u>	<u>\$ 282.0</u>	<u>\$ 15.4</u>	<u>\$ 441.9</u>
Liabilities:				
Commodities contracts	\$ 169.5	\$ 138.2	\$ 10.5	\$ 318.2
Foreign currency contracts	—	32.9	—	32.9
Total liabilities at fair value	<u>\$ 169.5</u>	<u>\$ 171.0</u>	<u>\$ 10.5</u>	<u>\$ 351.0</u>

Fair Value Measurements as of December 31, 2024				
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total
Assets:				
Commodities contracts	\$ 157.4	\$ 300.8	\$ 9.4	\$ 467.6
Interest rate contract	—	2.9	—	2.9
Foreign currency contracts	—	29.1	—	29.1
Cash surrender value of life insurance	—	20.0	—	20.0
Total assets at fair value	<u>\$ 157.4</u>	<u>\$ 352.8</u>	<u>\$ 9.4</u>	<u>\$ 519.6</u>
Liabilities:				
Commodities contracts	\$ 165.9	\$ 209.1	\$ 3.7	\$ 378.7
Foreign currency contracts	—	22.9	—	22.9
Total liabilities at fair value	<u>\$ 165.9</u>	<u>\$ 232.0</u>	<u>\$ 3.7</u>	<u>\$ 401.6</u>

For our derivative contracts, we may enter into master netting, collateral and offset agreements with counterparties. These agreements provide us the ability to offset a counterparty's rights and obligations, request additional collateral when necessary, or liquidate the collateral in the event of counterparty default. We net the fair value of cash collateral paid or received against fair value amounts recognized for net derivative positions executed with the same counterparty under the same master netting or offset agreement.

We have elected to offset the recognized fair value amounts for multiple derivative instruments executed with the same counterparty in our financial statements when a legal right of offset exists. The following tables summarize those derivative balances subject to the right of offset as presented on our Condensed Consolidated Balance Sheets (in millions):

Fair Value as of June 30, 2025						
	Gross Amounts Recognized	Gross Amounts Offset	Net Amounts Presented	Cash Collateral	Gross Amounts without Right of Offset	Net Amounts
Assets:						
Commodities contracts	\$ 401.8	\$ 223.4	\$ 178.4	\$ 0.7	\$ —	\$ 177.7
Foreign currency contracts	20.3	19.8	0.5	—	—	0.5
Total assets at fair value	<u>\$ 422.1</u>	<u>\$ 243.1</u>	<u>\$ 178.9</u>	<u>\$ 0.7</u>	<u>\$ —</u>	<u>\$ 178.3</u>
Liabilities:						
Commodities contracts	\$ 318.2	\$ 223.4	\$ 94.8	\$ 20.9	\$ —	\$ 73.9
Foreign currency contracts	32.9	19.8	13.1	—	—	13.1
Total liabilities at fair value	<u>\$ 351.0</u>	<u>\$ 243.1</u>	<u>\$ 107.9</u>	<u>\$ 20.9</u>	<u>\$ —</u>	<u>\$ 87.0</u>

Fair Value as of December 31, 2024						
	Gross Amounts Recognized	Gross Amounts Offset	Net Amounts Presented	Cash Collateral	Gross Amounts without Right of Offset	Net Amounts
Assets:						
Commodities contracts	\$ 467.6	\$ 253.2	\$ 214.4	\$ 0.1	\$ —	\$ 214.3
Interest rate contract	2.9	—	2.9	—	—	2.9
Foreign currency contracts	29.1	20.7	8.5	—	—	8.5
Total assets at fair value	<u>\$ 499.6</u>	<u>\$ 273.9</u>	<u>\$ 225.8</u>	<u>\$ 0.1</u>	<u>\$ —</u>	<u>\$ 225.6</u>
Liabilities:						
Commodities contracts	\$ 378.7	\$ 253.2	\$ 125.5	\$ 12.1	\$ —	\$ 113.4
Foreign currency contracts	22.9	20.7	2.3	—	—	2.3
Total liabilities at fair value	<u>\$ 401.6</u>	<u>\$ 273.9</u>	<u>\$ 127.8</u>	<u>\$ 12.1</u>	<u>\$ —</u>	<u>\$ 115.6</u>

At June 30, 2025 and December 31, 2024, we did not present any amounts gross on our Condensed Consolidated Balance Sheets where we had the right of offset.

Concentration of Credit Risk

Our individual over-the-counter ("OTC") counterparty exposure is managed within predetermined credit limits and includes the use of cash-call margins when appropriate, thereby reducing the risk of significant nonperformance. At June 30, 2025, two of our counterparties with a total exposure of \$34.8 million represented over 10% of our credit exposure to OTC derivative counterparties, for which we held no cash collateral.

Nonrecurring Fair Value Measurements

During the first quarter of 2025, we identified an impairment indicator with respect to the Watson Fuels asset group within our land segment. We determined that the carrying amount was not recoverable and recognized an asset impairment charge of \$44.5 million during the three months ended March 31, 2025. The impairment is recorded within Goodwill and other asset impairments on the Condensed Consolidated Statements of Income and Comprehensive Income and reported in our land segment. The fair value of the asset group was determined based on a market approach using the estimated sale proceeds for the Watson Fuels sale. The measurement is

categorized as Level 2 within the fair value hierarchy. As discussed in Note 3. Acquisitions and Divestitures, we completed the Watson Fuels sale on April 9, 2025.

During the second quarter of 2025, we identified impairment indicators with respect to the Falmouth asset group within our marine segment as well as intangible assets related to certain trade names within our land segment. We determined that the carrying amount of the Falmouth asset group was not recoverable and recognized an asset impairment charge of \$31.6 million. The fair value of the asset group, excluding the related land, was determined to be nominal based on an income approach using a discounted cash flow methodology. As a result the full carrying amount of the long-lived assets, excluding the related land, was impaired. The fair value measurement is categorized as Level 3 within the fair value hierarchy. We also recognized an asset impairment charge of \$8.0 million related to certain trade names as a result of steps taken to consolidate branding within our land segment. We determined that the carrying value of the assets was not recoverable and recognized a full impairment of the related intangible assets. The fair value measurement is categorized as Level 3 within the fair value hierarchy. These asset impairment charges are recorded within Goodwill and other asset impairments on the Condensed Consolidated Statements of Income and Comprehensive Income during the three months ended June 30, 2025.

The fair values of nonrecurring assets or liabilities measured using Level 3 inputs were not material as of June 30, 2025. See Note 4. Goodwill for additional fair value disclosures related to the goodwill impairment recognized during the three months ended June 30, 2025.

7. Supplier Financing Programs

Under various supplier finance programs, we agree to pay counterparties engaged as paying agents the stated amount of confirmed invoices from our designated suppliers on the original maturity date of the invoices. Under certain of these arrangements, we may also pay fees for the supplier finance platform and related support.

Outstanding obligations confirmed under our supplier finance programs were \$148.1 million and \$168.8 million as of June 30, 2025 and December 31, 2024, respectively, and are included in Accounts payable within our Condensed Consolidated Balance Sheets.

8. Debt, Interest Income, Expense, and Other Finance Costs

Long-Term Debt

Our outstanding debt consists of the following (in millions):

	June 30, 2025	December 31, 2024
Credit Facility ⁽¹⁾	\$ —	\$ —
Term loan ⁽¹⁾	443.0	455.3
Convertible Notes ⁽²⁾	342.1	340.9
Finance leases	15.8	29.9
Other ⁽³⁾	17.5	54.7
Total debt	818.4	880.8
Less: Current maturities of long-term debt and finance leases	43.2	84.0
Long-term debt	\$ 775.2	\$ 796.8

⁽¹⁾ The Fourth Amended and Restated Credit Agreement matures in April 2027 and provides for a term loan as well as a revolving credit facility of up to \$1.5 billion (the "Credit Facility").

⁽²⁾ Our 3.250% Convertible Senior Notes due 2028 (the "Convertible Notes") were issued in June 2023 and mature on July 1, 2028, unless earlier converted, redeemed or repurchased. As of June 30, 2025 and December 31, 2024, the net carrying amount of the Convertible Notes includes the aggregate principal amount of \$350.0 million, net of unamortized debt issuance costs of \$7.9 million and \$9.1 million, respectively. As of June 30, 2025 and December 31, 2024, the fair value of the Convertible Notes was estimated to be approximately \$403.2 million and \$395.7 million, respectively, using the Level 2 observable input of quoted market prices in an inactive market.

⁽³⁾ Includes secured borrowings for the transfer of tax receivables of \$14.1 million (EUR 12.0 million) and \$50.3 million (EUR 48.5 million) as of June 30, 2025 and December 31, 2024, respectively.

Interest Income, Expense, and Other Financing Costs

The following table provides additional information about our Interest income (expense), and other financing costs, net (in millions):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Interest income	\$ 2.6	\$ 1.7	\$ 6.3	\$ 3.7
Interest expense and other financing costs	(28.2)	(29.2)	(54.8)	(60.0)
Interest expense and other financing costs, net	<u>\$ (25.7)</u>	<u>\$ (27.5)</u>	<u>\$ (48.5)</u>	<u>\$ (56.4)</u>

9. Commitments and Contingencies

On November 23, 2023, one of our subsidiaries submitted an erroneous bid in the Finnish power market. During the fourth quarter of 2023, the Company recognized related extraordinary losses totaling \$48.8 million. In December 2023, the subsidiary received a request for information from Energiavirasto, the Finnish energy regulatory authority ("EA") indicating that EA had initiated an investigation in relation to the events surrounding the erroneous bid submission. We have responded to the information requests and continue to cooperate with the investigation. At this time, we are unable to predict the outcome of this investigation, including whether the investigation will result in any action or fine against us.

We are also a party to various claims, complaints and proceedings arising in the ordinary course of our business including, but not limited to, environmental claims, commercial and governmental contract claims, such as property damage, demurrage, personal injury, billing and fuel quality claims, as well as bankruptcy preference claims and tax and administrative claims.

From time to time, we are also under review by various domestic and foreign tax authorities regarding indirect tax matters and are involved in various challenges and litigation in a number of countries, including, in particular, South Korea, where the amounts in controversy may be material. During 2016 and 2017, the South Korean branch of one of our subsidiaries received assessments totaling approximately \$25.4 million (KRW 34.3 billion) from the regional tax authorities of Seoul, South Korea. The assessments primarily consist of fines and penalties for allegedly failing to issue Value Added Tax ("VAT") invoices and report certain transactions during the period 2011-2014. These assessments do not involve failure to pay or collect VAT. We believe we have substantial defenses to these assessments and expect to continue to pursue available administrative and judicial remedies to resolve this matter.

We have established loss provisions for claims and other matters in which losses are probable and can be reasonably estimated. As of June 30, 2025, our reserves for such claims were not material. For those matters where a reserve has not been established and for which we believe a loss is reasonably possible, we believe that such losses will not have a material adverse effect on our Condensed Consolidated Financial Statements. However, any adverse resolution of one or more such claims, complaints or proceedings during a particular period could have a material adverse effect on our Condensed Consolidated Financial Statements or disclosures for that period.

Our estimates regarding potential losses and materiality are based on our judgment and assessment of the claims utilizing currently available information. Although we will continue to reassess our reserves and estimates based on future developments, our objective assessment of the legal merits of such claims may not always be predictive of the outcome and actual results may vary from our current estimates.

When we deem it appropriate and the amounts are reasonably estimable, we establish reserves for potential adjustments to our provision for the accrual of indirect taxes that may result from examinations or other actions by tax authorities. If events occur which indicate payment of these amounts is unnecessary, the reversal of the liabilities will result in the recognition of benefits in the period we determine the liabilities are no longer necessary. If our estimates of any of our federal, state, and foreign indirect tax liabilities are less than the ultimate assessment, it could result in a further charge to expense. Except with respect to the matters described above, we believe that the final outcome of any pending examinations, agreements, administrative or judicial proceedings will not have a material effect on our results of operations or cash flows.

See Note 12. Income Taxes for information regarding reserves for uncertain tax positions with respect to our income tax liabilities.

10. Shareholders' Equity

Cash Dividends

During the six months ended June 30, 2025, the Company's Board of Directors (the "Board") declared quarterly cash dividends of \$0.17 and \$0.20 per common share representing first and second quarter dividends of \$9.6 million and \$11.0 million, which were paid on April 16, 2025 and July 16, 2025, respectively. During the six months ended June 30, 2024, the Board declared quarterly cash dividends of \$0.17 per common share representing first and second quarter dividends of \$10.1 million and \$10.1 million, which were paid on April 16, 2024 and July 16, 2024, respectively.

Accumulated Other Comprehensive Income (Loss)

Our Accumulated other comprehensive income (loss) consists of foreign currency translation adjustments related to our subsidiaries that have a functional currency other than the U.S. dollar and unrealized gains (losses) from derivative instruments designated as cash flow hedges. The after-tax changes in Accumulated other comprehensive income (loss) by component were as follows (in millions):

	Foreign Currency Translation Adjustments	Cash Flow Hedges	Accumulated Other Comprehensive Income (Loss)
Balance as of January 1, 2025	\$ (92.2)	\$ 1.2	\$ (91.0)
Other comprehensive income (loss) before reclassifications	19.2	(3.4)	15.8
Amounts reclassified from Accumulated other comprehensive income (loss)	55.1	2.2	57.3
Balance as of June 30, 2025	<u>\$ (17.9)</u>	<u>\$ 0.1</u>	<u>\$ (17.9)</u>
Balance as of January 1, 2024	\$ (159.6)	\$ 10.8	\$ (148.9)
Other comprehensive income (loss) before reclassifications	(17.6)	2.2	(15.4)
Amounts reclassified from Accumulated other comprehensive income (loss)	17.0	(5.0)	11.9
Balance as of June 30, 2024	<u>\$ (160.3)</u>	<u>\$ 7.9</u>	<u>\$ (152.3)</u>

⁽¹⁾ During the six months ended June 30, 2025 and 2024, cumulative translation losses were reclassified from Other comprehensive income (loss) into net income. See Note 3. Acquisitions and Divestitures for additional information.

11. Revenue from Contracts with Customers

Disaggregated Revenue

The following table presents our revenues from contracts with customers disaggregated by major geographic areas in which we conduct business (in millions):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Aviation	\$ 230.2	\$ 289.1	\$ 493.4	\$ 587.2
Land	24.9	16.1	50.8	79.3
Marine	839.1	1,087.9	1,699.6	2,171.8
Asia Pacific	1,094.2	1,393.1	2,243.8	2,838.2
Aviation	1,165.4	1,281.7	2,010.1	2,197.8
Land	243.3	676.3	977.9	1,572.8
Marine	517.6	620.2	937.4	1,166.1
EMEA	1,926.4	2,578.2	3,925.4	4,936.7
Aviation	822.9	935.4	1,854.3	2,027.0
Land	—	247.4	—	494.6
Marine	155.5	163.0	411.3	428.5
LATAM	978.5	1,345.9	2,265.7	2,950.1
Aviation	2,501.6	2,857.5	5,003.9	5,687.8
Land	2,169.4	2,399.0	4,263.8	4,694.7
Marine	379.7	432.9	775.3	927.1
North America	5,050.7	5,689.4	10,043.0	11,309.6
Other revenues (excluded from ASC 606) ⁽¹⁾	(6.4)	(41.4)	18.0	(118.1)
Total revenue	\$ 9,043.3	\$ 10,965.2	\$ 18,495.8	\$ 21,916.6

⁽¹⁾ Includes revenue from derivatives, leases, and other transactions that we account for under separate guidance.

Accounts Receivable, Contract Assets and Contract Liabilities

The nature of the receivables related to revenue from contracts with customers and other types of contracts (excluded from ASC 606) are substantially similar, as they are both generated from transactions with the same type of counterparties (e.g., sale of fuel and storage that meet the definition of a lease with the same counterparty) and are entered into utilizing the same credit approval and monitoring procedures for all customers. As such, we believe the risk associated with the cash flows from the different types of receivables is not meaningful to separately disaggregate the accounts receivable balance presented on our Condensed Consolidated Balance Sheets. As of June 30, 2025 and December 31, 2024, the contract assets and contract liabilities recognized by the Company were not material.

12. Income Taxes

Our income tax provision and the respective effective income tax rates are as follows (in millions, except for income tax rates):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Provision for income taxes	\$ (109.6)	\$ 9.7	\$ (116.4)	\$ 13.0
Effective income tax rate	24.4 %	8.3 %	24.4 %	8.8 %

Our provision for income taxes for the three months ended June 30, 2025 includes a net discrete income tax benefit of \$12.3 million, of which a tax benefit of \$17.4 million relates to the Watson Fuels sale and related asset impairment charges, partially offset by a net tax expense of \$5.2 million related to return-to-provision adjustments and other changes in our reserves for uncertain tax positions.

Our provision for income taxes for the three months ended June 30, 2024 includes a net discrete income tax expense of \$4.9 million, of which a tax expense of \$9.1 million relates to the tax on gain on sale of Avinode and a tax expense of \$1.6 million relates to return-to-provision adjustments, partially offset by a net tax benefit of \$5.9 million primarily related to changes in our reserve for uncertain tax positions.

Our provision for income taxes for the six months ended June 30, 2025 includes a net discrete income tax benefit of \$11.7 million, of which a tax benefit of \$17.4 million relates to the Watson Fuels sale and related asset impairment charges and \$3.6 million relates to changes in our reserves for uncertain tax positions and the resolution of various worldwide tax matters, partially offset by a tax expense of \$2.6 million related to a valuation allowance recorded against the deferred tax assets of a foreign subsidiary and a net tax expense of \$6.8 million related to return-to-provision and other adjustments.

Our provision for income taxes for the six months ended June 30, 2024 includes a net discrete income tax benefit of \$0.2 million, of which a tax benefit of \$8.4 million relates to changes in our reserve for uncertain tax positions and a tax benefit of \$0.9 million relates to return-to-provision adjustments, partially offset by a net tax expense of \$9.1 million related to the tax on gain on sale of Avinode.

Our income tax provisions for the three and six months ended June 30, 2025 and 2024 were calculated based on the estimated annual effective income tax rates for the 2025 and 2024 years, respectively. The actual effective income tax rate for the 2025 year may be materially different for several reasons including differences between estimated versus actual results and the geographic tax jurisdictions in which the results are earned.

On July 4, 2025, the One Big Beautiful Bill Act was enacted in the United States. These changes in tax laws may affect recorded deferred tax assets and liabilities and our effective tax rate in current and future periods. Management is currently evaluating the potential impact of this new legislation; however, we do not anticipate that the changes will have a material impact on our Condensed Consolidated Financial Statements.

We have various tax returns under examination both in the U.S. and foreign jurisdictions. The most material of these is in Denmark, where one of our subsidiaries has been under audit since 2018. Through June 30, 2025, we have received final tax assessments for the 2013 through 2019 tax years of approximately \$124.6 million (DKK 788.7 million), and proposed tax assessments for the 2020 and 2021 tax years of approximately \$27.1 million (DKK 171.5 million), excluding interest, which would be material. We believe we have substantial defenses to these assessments and expect to continue to pursue available administrative and judicial remedies to resolve this matter.

An unfavorable resolution of one or more of the above matters could have a material adverse effect on our operating results or cash flows in the quarter or year in which the adjustments are recorded, or the tax is due or paid. As examinations are still in process or have not yet reached the final stages of the appeals process, the timing of the ultimate resolution or payments that may be required cannot be determined at this time.

13. Business Segments

We operate in three reportable segments consisting of aviation, land and marine. Our operating segments are determined based on the different markets in which we provide products and services, which are defined primarily by the customers (businesses and governmental) and the products and services provided to those customers. We use Income from operations as our primary measure of segment profit. Corporate expenses are allocated to the segments based on usage, where possible, or on other factors according to the nature of the activity.

Information concerning our revenue, significant segment expenses, and income from operations by segment is as follows (in millions):

For the Three Months Ended June 30, 2025				
	Aviation	Land	Marine	Total
Revenue	\$ 4,725.1	\$ 2,425.0	\$ 1,893.2	\$ 9,043.3
Segment expenses:				
Cost of revenue	(4,587.1)	(2,357.6)	(1,866.1)	(8,810.9)
Compensation and related costs	(29.0)	(34.9)	(8.2)	(72.1)
Incentive compensation	(6.6)	(2.6)	(2.2)	(11.4)
Corporate allocations ⁽¹⁾	(9.6)	(3.8)	(5.3)	(18.6)
Depreciation and amortization	(4.1)	(8.8)	(0.3)	(13.1)
Provision for credit losses	(1.1)	(0.5)	—	(1.6)
Goodwill and other asset impairments	—	(367.0)	(31.6)	(398.6)
Restructuring charges	(2.6)	(1.2)	(0.3)	(4.1)
Other segment expenses ⁽²⁾	(13.3)	(15.5)	(4.7)	(33.6)
Operating income - segment profit (loss)	71.7	(366.9)	(25.6)	(320.8)
Unallocated corporate expenses ⁽³⁾				(24.2)
Interest expense and other financing costs, net				(25.7)
Other income (expense), net				(78.0)
Income (loss) before income taxes				\$ (448.7)

For the Six Months Ended June 30, 2025				
	Aviation	Land	Marine	Total
Revenue	\$ 9,379.3	\$ 5,290.3	\$ 3,826.1	\$ 18,495.8
Segment expenses:				
Cost of revenue	(9,125.7)	(5,143.9)	(3,763.4)	(18,033.0)
Compensation and related costs	(56.2)	(74.7)	(16.4)	(147.3)
Incentive compensation	(10.4)	(3.5)	(3.3)	(17.2)
Corporate allocations ⁽¹⁾	(18.8)	(7.7)	(10.3)	(36.9)
Depreciation and amortization	(8.5)	(17.8)	(0.6)	(26.9)
Provision for credit losses	(2.3)	(1.9)	—	(4.2)
Goodwill and other asset impairments	—	(411.5)	(31.6)	(443.1)
Restructuring charges	(4.8)	(8.4)	(0.8)	(14.0)
Other segment expenses ⁽²⁾	(24.9)	(33.1)	(10.5)	(68.5)
Operating income - segment profit (loss)	127.8	(412.2)	(10.8)	(295.1)
Unallocated corporate expenses ⁽³⁾				(56.5)
Interest expense and other financing costs, net				(48.5)
Other income (expense), net				(76.6)
Income (loss) before income taxes				\$ (476.8)

For the Three Months Ended June 30, 2024				
	Aviation	Land	Marine	Total
Revenue	\$ 5,368.7	\$ 3,292.4	\$ 2,304.1	\$ 10,965.2
Segment expenses:				
Cost of revenue	(5,241.0)	(3,211.6)	(2,267.4)	(10,720.0)
Compensation and related costs	(29.1)	(44.6)	(8.6)	(82.4)
Incentive compensation	(6.2)	(2.8)	(3.0)	(12.0)
Corporate allocations ⁽¹⁾	(9.2)	(4.1)	(5.5)	(18.8)
Depreciation and amortization	(3.9)	(9.2)	(0.3)	(13.3)
Provision for credit losses	1.6	(2.5)	—	(1.0)
Goodwill and other asset impairments	—	(2.4)	—	(2.4)
Restructuring charges	(0.1)	(0.9)	(3.3)	(4.3)
Other segment expenses ⁽²⁾	(12.8)	(18.4)	(5.6)	(36.8)
Operating income - segment profit (loss)	68.0	(4.2)	10.4	74.2
Unallocated corporate expenses ⁽³⁾				(29.0)
Interest expense and other financing costs, net				(27.5)
Other income (expense), net				98.9
Income (loss) before income taxes				\$ 116.6

For the Six Months Ended June 30, 2024				
	Aviation	Land	Marine	Total
Revenue	\$ 10,512.9	\$ 6,709.0	\$ 4,694.6	\$ 21,916.6
Segment expenses:				
Cost of revenue	(10,276.8)	(6,530.9)	(4,609.6)	(21,417.2)
Compensation and related costs	(60.1)	(88.8)	(16.6)	(165.5)
Incentive compensation	(10.7)	(3.8)	(5.7)	(20.2)
Corporate allocations ⁽¹⁾	(18.6)	(8.4)	(10.9)	(37.9)
Depreciation and amortization	(8.4)	(18.6)	(0.6)	(27.6)
Provision for credit losses	(0.5)	(3.5)	—	(4.0)
Goodwill and other asset impairments	—	(2.4)	—	(2.4)
Restructuring charges	(0.1)	(1.2)	(3.3)	(4.6)
Other segment expenses ⁽²⁾	(25.8)	(37.2)	(10.8)	(73.8)
Operating income - segment profit (loss)	112.0	14.2	37.2	163.4
Unallocated corporate expenses ⁽³⁾				(54.9)
Interest expense and other financing costs, net				(56.4)
Other income (expense), net				95.0
Income (loss) before income taxes				\$ 147.1

⁽¹⁾ Includes allocations of compensation costs and general and administrative expenses.

⁽²⁾ Other segment expenses include professional fees, office expenses and general insurance, technology related expenses, travel and entertainment, and other general and administrative expenses.

⁽³⁾ Unallocated corporate expenses include corporate compensation costs and general and administrative expenses which are not allocated to the operating segments, as well as certain asset impairment charges related to equity investments at non-core businesses.

Information concerning our capital expenditures and depreciation and amortization by segment is as follows (in millions):

For the Three Months Ended June 30, 2025						
	Aviation	Land	Marine	Segment Total	Corporate - Unallocated	Consolidated
Depreciation and amortization ⁽¹⁾	\$ 7.3	\$ 14.0	\$ 0.8	\$ 22.1	\$ 1.7	\$ 23.8
Capital expenditures	8.3	3.8	1.2	13.4	1.6	15.0

For the Six Months Ended June 30, 2025						
	Aviation	Land	Marine	Segment Total	Corporate - Unallocated	Consolidated
Depreciation and amortization ⁽¹⁾	\$ 14.9	\$ 29.5	\$ 1.7	\$ 46.1	\$ 3.4	\$ 49.5
Capital expenditures	14.8	9.0	2.8	26.7	3.5	30.1

For the Three Months Ended June 30, 2024						
	Aviation	Land	Marine	Segment Total	Corporate - Unallocated	Consolidated
Depreciation and amortization ⁽¹⁾	\$ 6.6	\$ 14.8	\$ 0.9	\$ 22.3	\$ 2.1	\$ 24.4
Capital expenditures	8.2	5.7	0.6	14.5	0.1	14.6

For the Six Months Ended June 30, 2024						
	Aviation	Land	Marine	Segment Total	Corporate - Unallocated	Consolidated
Depreciation and amortization ⁽¹⁾	\$ 14.0	\$ 29.8	\$ 1.8	\$ 45.6	\$ 4.2	\$ 49.8
Capital expenditures	15.9	12.4	2.5	30.8	1.3	32.1

⁽¹⁾ Total depreciation and amortization as presented includes charges classified within cost of sales and operating expenses in our Condensed Consolidated Statements of Income and Comprehensive Income.

Information concerning our Accounts receivable, net of allowance for credit losses and Total assets by reportable segment is as follows (in millions):

	June 30, 2025	December 31, 2024
Accounts receivable, net:		
Aviation segment	\$ 1,130.1	\$ 1,166.2
Land segment	467.3	651.1
Marine segment	545.9	615.3
Total accounts receivable, net	\$ 2,143.3	\$ 2,432.6
Total assets:		
Aviation segment	\$ 2,499.4	\$ 2,548.2
Land segment	2,342.1	2,970.6
Marine segment	798.0	929.6
Total reportable segment assets	5,639.6	6,448.5
Corporate and other	414.4	283.3
Total assets	\$ 6,054.0	\$ 6,731.8

14. Earnings Per Common Share

The following table sets forth the computation of basic and diluted earnings per common share for the periods presented (in millions, except per share amounts):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Numerator:				
Net income (loss) attributable to World Kinect	\$ (339.4)	\$ 108.3	\$ (360.4)	\$ 135.7
Denominator:				
Weighted average common shares for basic earnings per common share	56.0	59.8	56.5	59.9
Effect of dilutive securities	—	0.2	—	0.4
Weighted average common shares for diluted earnings per common share	56.0	60.0	56.5	60.3
Basic earnings (loss) per common share	\$ (6.06)	\$ 1.81	\$ (6.38)	\$ 2.27
Diluted earnings (loss) per common share	\$ (6.06)	\$ 1.81	\$ (6.38)	\$ 2.25
Weighted average securities which are not included in the calculation of diluted earnings per common share because their impact is anti-dilutive or their performance conditions have not been met	1.6	1.3	1.6	1.2

15. Restructuring and Exit Activities

2025 Restructuring Plan

During the first quarter of 2025, in alignment with the efforts to rationalize our assets and operations, we began a company-wide transformation initiative designed to further streamline our operating model and enhance organizational efficiency and effectiveness (the "2025 Restructuring Plan"). As part of this initiative, we undertook cost management actions in response to the current and projected business needs, including the closure of certain open positions and the elimination of other roles to better align the workforce with our current strategic priorities. As a result, we recognized restructuring charges of \$15.0 million during the three months ended March 31, 2025, composed principally of severance costs.

As a component of this company-wide transformation initiative, in June 2025, we launched a program intended to optimize our global finance and accounting operations. We expect to complete the transition activities associated with the global finance and accounting optimization in the fourth quarter of 2026. As a result, we recognized restructuring charges of \$6.0 million during the three months ended June 30, 2025, composed of severance and other transition costs. We expect to recognize an additional \$15.0 million in transition costs and one-time charges associated with the planned initiatives during the second half of 2025 and the year ending December 31, 2026.

Rollforward of Restructuring and Exit Activity Accruals

The following table provides a summary of our accruals for severance and other compensation cost activities as well as other transition costs as part of current and previously completed restructuring plans and other exit activities (in millions):

	Aviation	Land	Marine	Corporate	Consolidated
Accrued charges as of December 31, 2024	\$ —	\$ 1.7	\$ —	\$ 0.3	\$ 2.0
Restructuring and exit activity charges	4.8	8.4	0.8	7.0	21.0
Paid during the period	(0.7)	(5.2)	(0.2)	(3.9)	(10.1)
Accrued charges as of June 30, 2025	\$ 4.1	\$ 4.9	\$ 0.6	\$ 3.4	\$ 12.9

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

The following discussion should be read in conjunction with our 2024 10-K Report and the unaudited Condensed Consolidated Financial Statements and related Notes in Item 1 – Financial Statements of this 10-Q Report. A reference to a "Note" herein refers to the accompanying Notes to the Condensed Consolidated Financial Statements contained in Item 1 – Financial Statements. The following discussion may contain forward-looking statements, and our actual results may differ materially from the results suggested by these forward-looking statements. Some factors that may cause our results to differ are disclosed in Item 1A – Risk Factors of our 2024 10-K Report.

Forward-Looking Statements

This 10-Q Report and the information incorporated by reference in it, or made by us in other reports, filings with the U.S. Securities and Exchange Commission (the "SEC"), press releases, teleconferences, industry conferences or otherwise, contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words "believe," "anticipate," "expect," "estimate," "project," "could," "would," "will," "will be," "will continue," "plan," or words or phrases of similar meaning. Specifically, this 10-Q Report includes forward-looking statements regarding (i) expectations regarding inflation and its impact on us, (ii) trade-related uncertainty, (iii) conditions in the aviation, land, and marine markets and their impact on our business, (iv) the impact of fuel prices and our working capital, liquidity, and capital expenditure requirements, (v) our expectations and estimates regarding tax, legal and accounting matters, including the impact on our financial statements, (vi) our hedging strategy, and (vii) estimates regarding the financial impact of our derivative and other trading contracts. These forward-looking statements are qualified in their entirety by cautionary statements and risk factor disclosures contained in our SEC filings.

These forward-looking statements are estimates and projections reflecting our best judgment and involve risks, uncertainties or other factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Although we believe the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Our actual results may differ materially from the future results, performance or achievements expressed or implied by the forward-looking statements.

Important factors that could cause actual results to differ materially from the results and events anticipated or implied by such forward-looking statements include, but are not limited to:

- the effects of tariffs and other trade restrictions, which can lead to continuing uncertainty and volatility in global financial and commodity markets, declining consumer confidence, lower personal and business travel and consequent demand for our fuel products;
- customer and counterparty creditworthiness and our ability to collect accounts receivable and settle derivative contracts;
- changes in the market prices of energy or commodities or extremely high or low fuel prices that continue for an extended period of time;
- adverse conditions in the industries in which our customers operate;
- our inability to effectively mitigate certain financial risks and other risks associated with derivatives and our physical fuel products;
- our ability to achieve the expected level of benefit from our restructuring activities and cost reduction initiatives;
- relationships with our employees and potential labor disputes associated with employees covered by collective bargaining agreements;
- our failure to comply with restrictions and covenants governing our outstanding indebtedness;
- the impact of cyber and other information technology or security related incidents on us, our customers or other parties;
- changes in the political, economic or regulatory environment generally and in the markets in which we operate, including as a result of geopolitical conflicts, including the current conflicts in Eastern Europe and the Middle East and the actions of the U.S. presidential administration;

- greenhouse gas reduction programs and other environmental and climate change legislation adopted by governments around the world, including cap and trade regimes, carbon taxes, increased efficiency standards and mandates for renewable energy, each of which could increase our operating and compliance costs as well as adversely impact our sales of fuel products;
- changes in credit terms extended to us from our suppliers;
- non-performance of suppliers on their sale commitments and customers on their purchase commitments;
- non-performance of third-party service providers;
- our ability to effectively integrate and derive benefits from acquired businesses;
- our ability to meet financial forecasts associated with our operating plan;
- lower than expected cash flows and revenues, which could impair our ability to realize the value of recorded intangible assets and goodwill;
- the availability of cash and sufficient liquidity to fund our working capital and strategic investment needs;
- currency exchange fluctuations;
- inflationary pressures and their impact on our customers or the global economy, including sudden or significant increases in interest rates or a global recession;
- our ability to effectively leverage technology and operating systems and realize the anticipated benefits;
- failure to meet fuel and other product specifications agreed with our customers;
- environmental and other risks associated with the storage, transportation and delivery of petroleum products;
- reputational harm from adverse publicity arising out of spills, environmental contamination or public perception about the impacts on climate change by us or other companies in our industry;
- risks associated with operating in high-risk locations, including supply disruptions, border closures and other logistical difficulties that arise when working in these areas;
- uninsured or underinsured losses;
- seasonal variability that adversely affects our revenues and operating results, as well as the impact of natural disasters, such as earthquakes, hurricanes and wildfires;
- declines in the value and liquidity of cash equivalents and investments;
- our ability to retain and attract senior management and other key employees;
- changes in U.S. or foreign tax laws, including changes resulting from the One Big Beautiful Bill Act, interpretations of such laws, changes in the mix of taxable income among different tax jurisdictions, or adverse results of tax audits, assessments, or disputes;
- our failure to generate sufficient future taxable income in jurisdictions with material deferred tax assets and net operating loss carryforwards;
- changes in multilateral conventions, treaties or other arrangements between or among sovereign nations;
- our ability to comply with U.S. and international laws and regulations, including those related to anti-corruption, economic sanction programs and environmental matters;
- the outcome of litigation, regulatory investigations and other legal matters, including the associated legal and other costs; and
- other risks, including those described in Item 1A – Risk Factors in our 2024 10-K Report, together with those described from time to time in our other filings with the SEC.

We operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for us to predict all of those risks, nor can we assess the impact of all of those risks on our business or the extent to which any factor may cause actual results to differ materially from those contained in any forward-looking statement. Further, forward-looking statements speak only as of the date they are made, and unless required by law, we expressly disclaim any obligation or undertaking to publicly update any of them in light of new information, future events, or otherwise. Any public statements or disclosures by us following this 10-Q Report that modify or

impact any of the forward-looking statements contained in or accompanying this 10-Q Report will be deemed to modify or supersede such forward-looking statements.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Business Overview

We are a global energy management company offering fulfillment and related services across the aviation, marine, and land-based transportation sectors. We also supply natural gas and power in the United States and Europe along with a broad suite of other sustainability-related products and services. We are principally engaged in the distribution of fuel and related products and services in the aviation, land, and marine transportation industries.

Restructuring and Exit Activities

During the fourth quarter of 2024, we decided to take actions to exit certain operations, including the rationalization of certain assets and associated personnel within our North American land business as well as the disposal of our operations in Brazil. As a result of the actions taken in 2024, during the three months ended December 31, 2024, we recognized asset impairment charges of \$3.1 million, wrote off accounts receivable totaling \$4.4 million, and recognized additional charges for severance and other compensation costs of \$1.4 million. As part of the asset rationalization initiatives, in April 2025, we signed and closed on the sale of WFL (UK) Ltd., which represents our U.K. land fuels business, for total estimated proceeds of \$42.8 million (the "Watson Fuels sale"). See Note 3. Acquisitions and Divestitures for additional information.

Aligned with these efforts, during the first quarter of 2025, we began the 2025 Restructuring Plan, a company-wide transformation initiative designed to further streamline our operating model and enhance organizational efficiency and effectiveness. As part of this initiative, we undertook cost management actions in response to the current and projected business needs, including the closure of certain open positions and the elimination of other roles, to better align the workforce with our current strategic priorities. As a result, we recognized restructuring charges of \$15.0 million during the three months ended March 31, 2025, composed principally of severance costs that could result in approximately \$30 million in annualized compensation related savings.

As a component of this company-wide transformation initiative, in June 2025, we launched a program intended to optimize our global finance and accounting operations. We expect to complete the transition activities associated with the global finance and accounting optimization in the fourth quarter of 2026. As a result, we recognized restructuring charges of \$6.0 million during the three months ended June 30, 2025, composed of severance and other transition costs. We expect to recognize an additional \$15.0 million in transition costs and one-time charges associated with the planned initiatives during the second half of 2025 and the year ending December 31, 2026. We expect this initiative to result in some initial cost savings beginning in 2026 and with increased savings in following years. Total cost savings for the five-year period from 2026 through 2030 are expected to be approximately \$80 million.

See Note 15. Restructuring and Exit Activities for additional information.

Reportable Segments

We operate in three reportable segments consisting of aviation, land, and marine. For additional discussion on our reportable segments, see "Reportable Segments" under Part I, Item 1 – Business in our 2024 10-K Report. Selected financial information with respect to our business segments is provided in Note 13. Business Segments.

Aviation Segment

Our aviation segment has benefited from growth in our fuel and related service offerings, as well as our enhanced logistics capabilities and the geographic expansion of our aviation fueling operations into additional international airport locations. Since 2023, we have successfully achieved higher returns in a high interest rate environment, driven in part by targeted improvements in working capital management consistent with our strategy to rationalize lower-return business activity.

In connection with our efforts to sharpen our portfolio of businesses and accelerate growth in our core businesses, we completed our sale of the Avinode Group and our portfolio of aviation FBO software products (the "Avinode sale") during the second quarter of 2024. See Note 3. Acquisitions and Divestitures for additional information.

Land Segment

In our land segment, we continue to focus on improving capital efficiency by optimizing asset utilization, leveraging the capabilities of our acquisitions, and realigning our operational platform. As discussed under "Restructuring and Exit Activities" above, in 2024 we decided to take actions to exit certain operations, including the rationalization of certain assets and associated personnel within our North American land business as well as the disposal of our operations in Brazil. In 2025, we launched an initiative designed to further streamline our operating model and enhance organizational efficiency and effectiveness. Additionally, on April 9, 2025, we closed the Watson Fuels sale.

During the second quarter of 2025, following our exit from the U.K. land fuels business, as part of the evolution of our strategy we completed our reassessment of the remaining business lines within the land reporting unit. Through this process, we updated key assumptions regarding certain lines of business and made related downward revisions to our long-term forecasts versus prior projections, reflecting both our efforts to optimize the land portfolio to focus on core activities with the highest return potential and the unanticipated persistence of macroeconomic pressures and underperformance against financial expectations. These changes led us to conclude that it was more likely than not that the fair value of the land reporting unit may be less than its carrying value. As a result, we conducted a quantitative impairment test as of June 30, 2025. The resulting goodwill impairment for the land reporting unit reflects our disciplined capital allocation strategy, which emphasizes portfolio optimization and a sharpened focus on areas aligned with our long-term growth objectives. See Note 4. Goodwill for additional information.

Marine Segment

Due to the generally spot nature of sales in our marine business, we have traditionally benefited from elevated fuel prices and volatility as well as a constrained credit environment. We believe that our marine business is well-positioned to generate relatively moderate levels of earnings in stable markets and provide additional value in volatile and credit constrained markets.

Macroeconomic Environment

Significant uncertainty remains regarding the extent to which recent changes in U.S. trade policy will impact international trade and demand for global transportation services. Tariffs and other trade restrictions can lead to continuing uncertainty and volatility in global financial and commodity markets, declining consumer confidence, lower personal and business travel and consequent demand for our fuel products. Additionally, in recent years, inflation in the United States and other jurisdictions in which we do business increased significantly, driven in part by supply chain disruptions, labor shortages and increased commodity prices, which generally resulted in higher costs. Inflation, however, decelerated in 2024 as supply chains stabilized.

In a rising cost environment, there may be offsetting benefits either inherent in certain parts of our business or that may result from proactive measures we take to reduce the impact of inflation on our net operating results. These benefits can include higher commodity prices that typically result in a constrained credit environment, often creating favorable market conditions that increase demand for our services, as well as our ability to renegotiate prices due to many of our sales contracts being 12 months or less in duration. Additionally, we take measures to mitigate the impact of increases in fuel prices through comprehensive hedging programs and the use of financial derivative contracts.

We have begun to see impacts associated with trade-related uncertainty. A significant or prolonged period of trade uncertainty or high inflation could adversely impact our results. Higher interest rates also typically increase the interest expense associated with our credit arrangements with banks and other parties that serve as important sources of liquidity for us, which can therefore negatively impact our results of operations for a particular period.

See "We extend credit to many of our customers in connection with their purchase of fuel and services from us, and our business, financial condition, results of operations and cash flows will be adversely affected if we are unable to collect accounts receivable," "Changes in the market prices of energy and commodities may have a material adverse effect on our business," "Our business depends on our ability to adequately finance our capital requirements and fund our investments, which, if not available to us, would impact our ability to conduct our operations," "Significant inflation and higher interest rates may adversely affect our business and financial condition," and "Our derivative transactions with customers, suppliers, merchants and financial institutions expose us to price and credit risks, which could have a material adverse effect on our business" in Item 1A. – Risk Factors in our 2024 10-K Report for additional discussion of these risks.

Results of Operations

Three Months Ended June 30, 2025 Compared to Three Months Ended June 30, 2024

Consolidated Results of Operations

The following provides a summary of our consolidated results of operations for the periods indicated (in millions, except per share amounts):

	For the Three Months Ended June 30,	
	2025	2024
Revenue	\$ 9,043.3	\$ 10,965.2
Cost of revenue	8,810.9	10,720.0
Gross profit	232.4	245.2
Operating expenses:		
Compensation and employee benefits	105.5	119.2
General and administrative	67.3	72.8
Goodwill and other asset impairments	398.6	2.4
Restructuring charges	6.0	5.6
Total operating expenses	577.5	200.0
Income (loss) from operations	(345.1)	45.2
Non-operating income (expenses), net:		
Interest expense and other financing costs, net	(25.7)	(27.5)
Other income (expense), net	(78.0)	98.9
Total non-operating income (expense), net	(103.6)	71.4
Income (loss) before income taxes	(448.7)	116.6
Provision for income taxes	(109.6)	9.7
Net income (loss) including noncontrolling interest	(339.1)	106.9
Net income (loss) attributable to noncontrolling interest	0.3	(1.4)
Net income (loss) attributable to World Kinect	\$ (339.4)	\$ 108.3
Basic earnings (loss) per common share	\$ (6.06)	\$ 1.81
Diluted earnings (loss) per common share	\$ (6.06)	\$ 1.81

Revenue. Our consolidated revenue for the three months ended June 30, 2025 was \$9.0 billion, a decrease of \$1.9 billion, or 18%, compared to the three months ended June 30, 2024, attributable to decreased revenue of \$867.5 million, \$643.6 million, and \$410.9 million in our land, aviation, and marine segments, respectively, as discussed further below.

Gross Profit. Our gross profit for the three months ended June 30, 2025 was \$232.4 million, a decrease of \$12.8 million, or 5%, compared to the three months ended June 30, 2024, attributable to decreased gross profit of \$13.4 million and \$9.6 million in our land and marine segments, respectively, partially offset by increased gross profit of \$10.2 million in our aviation segment, as discussed further below.

Operating Expenses. Total operating expenses for the three months ended June 30, 2025 were \$577.5 million compared to \$200.0 million for the three months ended June 30, 2024. The increase in operating expenses was primarily attributable to goodwill and other asset impairment charges of \$398.6 million recognized during the three months ended June 30, 2025, as discussed in Note 4. Goodwill and Note 6. Fair Value Measurements, partially offset by lower compensation and employee benefit costs and general and administrative expenses primarily driven by the sales of Avinode, Brazil, and Watson Fuels.

Non-Operating Income (Expense), net. For the three months ended June 30, 2025, we had net non-operating expense of \$103.6 million compared to net non-operating income of \$71.4 million for the three months ended June 30, 2024. The increase in non-operating expense of \$175.0 million during the three months ended June 30, 2025 was primarily attributable to the \$81.7 million loss on the sale of Watson Fuels during the three months ended June 30, 2025 compared to the \$96.0 million gain recognized on the sale of Avinode during the three months ended June 30, 2024, as discussed in Note 3. Acquisitions and Divestitures.

Income Taxes. For the three months ended June 30, 2025, we recognized an income tax benefit of \$109.6 million, compared to income tax expense of \$9.7 million for the three months ended June 30, 2024. The decrease of \$119.3 million was primarily attributable to lower income before income taxes as well as changes in the mix of our worldwide earnings, and a net discrete tax benefit of \$12.3 million compared to a net discrete tax expense of \$4.9 million for the three months ended June 30, 2024. See Note 12. Income Taxes for additional information.

Aviation Segment Results of Operations

The following provides a summary of our aviation segment results of operations for the periods indicated (in millions, except price per gallon):

	For the Three Months Ended June 30,		Change
	2025	2024	
Revenue	\$ 4,725.1	\$ 5,368.7	\$ (643.6)
Gross profit	\$ 138.0	\$ 127.7	\$ 10.2
Operating expenses	66.3	59.7	6.6
Income (loss) from operations	\$ 71.7	\$ 68.0	\$ 3.7
Operational metrics:			
Aviation segment volumes (gallons)	1,856.0	1,825.0	31.0
Aviation segment average price per gallon	\$ 2.31	\$ 2.74	\$ (0.43)

Revenues in our aviation segment were \$4.7 billion for the three months ended June 30, 2025, a decrease of \$643.6 million, or 12%, compared to the three months ended June 30, 2024. The decrease in revenue was driven by lower average prices, partially offset by an increase in volume. Average jet fuel price per gallon sold decreased by 16%. Total aviation volumes increased by 31.0 million gallons, or 2%, to 1.9 billion gallons.

Aviation segment gross profit for the three months ended June 30, 2025 was \$138.0 million, an increase of \$10.2 million, or 8%, compared to the three months ended June 30, 2024. The increase in gross profit was primarily attributable to higher profit contribution from our operated airport locations in Europe and our business and general aviation activities, partially offset by a decrease in gross profit attributable to the Avinode sale, which closed during the second quarter of 2024.

Income from operations in our aviation segment for the three months ended June 30, 2025 was \$71.7 million, an increase of \$3.7 million, or 5%, compared to the three months ended June 30, 2024, driven by the increase in gross profit discussed above, partially offset by an increase in operating expenses. The increase in operating expenses was primarily attributable to higher provision for credit losses compared to the three months ended June 30, 2024, which benefited from the recovery of a receivable previously written off as uncollectible, as well as increased restructuring charges as discussed under "Restructuring and Exit Activities" above, partially offset by lower compensation and general and administrative expenses associated with the Avinode sale.

Land Segment Results of Operations

The following provides a summary of our land segment results of operations for the periods indicated (in millions, except price per gallon):

	For the Three Months Ended June 30,		Change
	2025	2024	
Revenue	\$ 2,425.0	\$ 3,292.4	\$ (867.5)
Gross profit	\$ 67.4	\$ 80.8	\$ (13.4)
Operating expenses	434.3	85.0	349.2
Income (loss) from operations	\$ (366.9)	\$ (4.2)	\$ (362.6)
Operational metrics:			
Land segment volumes (gallons) ⁽¹⁾	1,343.3	1,449.2	(106.0)
Land segment average price per gallon	\$ 1.81	\$ 2.27	\$ (0.47)

⁽¹⁾ Includes gallons and gallon equivalents of British Thermal Units (BTU) for our natural gas sales and Kilowatt Hours (kWh) for our power business.

Revenues in our land segment were \$2.4 billion for the three months ended June 30, 2025, a decrease of \$867.5 million, or 26%, compared to the three months ended June 30, 2024. The decrease in revenue was driven by lower average fuel prices and a decrease in volume. Average fuel prices decreased by 21%. Total volumes decreased by 106.0 million, or 7%, to 1.3 billion gallons or gallon equivalents, primarily attributable to the sale of Watson Fuels and our fuel business in Brazil.

Land segment gross profit for the three months ended June 30, 2025 was \$67.4 million, a decrease of \$13.4 million, or 17%, compared to the three months ended June 30, 2024. The decrease in gross profit was primarily attributable to the Watson Fuels sale, which closed during the second quarter of 2025, the exit from certain North American land operations during the fourth quarter of 2024, and lower profit contribution from our liquid fuel business in North America principally as a result of reduced demand.

Loss from operations in our land segment for the three months ended June 30, 2025 was \$366.9 million compared to a loss from operations of \$4.2 million for the three months ended June 30, 2024. In addition to the decrease in gross profit discussed above, operating expenses increased due to goodwill and other asset impairment charges recognized during the three months ended June 30, 2025, as discussed in Note 4. Goodwill and Note 6. Fair Value Measurements, partially offset by reduced operating expenses associated with the sale of Watson Fuels in the second quarter of 2025 and the sale of our fuel business in Brazil. In addition, compensation and employee benefit costs were lower as a result of the 2025 Restructuring Plan initiatives, as discussed in "Restructuring and Exit Activities" above.

Marine Segment Results of Operations

The following provides a summary of our marine segment results of operations for the periods indicated (in millions, except price per metric ton):

	For the Three Months Ended June 30,		Change
	2025	2024	
Revenue	\$ 1,893.2	\$ 2,304.1	\$ (410.9)
Gross profit	\$ 27.0	\$ 36.7	\$ (9.6)
Operating expenses	52.6	26.3	26.3
Income (loss) from operations	\$ (25.6)	\$ 10.4	\$ (36.0)
<i>Operational metrics:</i>			
Marine segment volumes (metric tons)	3.9	4.2	(0.3)
Marine segment average price per metric ton	\$ 489.68	\$ 553.80	\$ (64.12)

Revenues in our marine segment were \$1.9 billion for the three months ended June 30, 2025, a decrease of \$410.9 million, or 18%, compared to the three months ended June 30, 2024. The decrease in revenue was driven by lower average fuel prices and a decrease in volume. The average price per metric ton of bunker fuel sold decreased by 12%. Total volumes decreased by 0.3 million metric tons, or 7%, to 3.9 million primarily due to lower demand in our resale businesses driven in part by continued market uncertainty with respect to international trade.

Marine segment gross profit for the three months ended June 30, 2025 was \$27.0 million, a decrease of \$9.6 million, or 26%, principally due to an unfavorable transaction tax settlement recognized in the second quarter of 2025 and weaker performance at certain marine physical inventory locations.

Loss from operations in our marine segment for the three months ended June 30, 2025 was \$25.6 million compared to income from operations of \$10.4 million for the three months ended June 30, 2024. In addition to the decrease in gross profit discussed above, operating expenses increased as a result of asset impairment charges recognized during the three months ended June 30, 2025, as discussed in Note 6. Fair Value Measurements, partially offset by lower restructuring charges and a reduction in general and administrative and incentive compensation costs.

Six Months Ended June 30, 2025 Compared to Six Months Ended June 30, 2024

Consolidated Results of Operations

The following provides a summary of our consolidated results of operations for the periods indicated (in millions, except per share amounts):

	For the Six Months Ended June 30,	
	2025	2024
Revenue	\$ 18,495.8	\$ 21,916.6
Cost of revenue	18,033.0	21,417.2
Gross profit	462.8	499.3
Operating expenses:		
Compensation and employee benefits	210.6	234.7
General and administrative	139.7	147.9
Goodwill and other asset impairments	443.1	2.4
Restructuring charges	21.0	5.8
Total operating expenses	814.5	390.9
Income (loss) from operations	(351.6)	108.5
Non-operating income (expenses), net:		
Interest expense and other financing costs, net	(48.5)	(56.4)
Other income (expense), net	(76.6)	95.0
Total non-operating income (expense), net	(125.1)	38.6
Income (loss) before income taxes	(476.8)	147.1
Provision for income taxes	(116.4)	13.0
Net income (loss) including noncontrolling interest	(360.4)	134.1
Net income (loss) attributable to noncontrolling interest	0.1	(1.6)
Net income (loss) attributable to World Kinect	\$ (360.4)	\$ 135.7
Basic earnings (loss) per common share	\$ (6.38)	\$ 2.27
Diluted earnings (loss) per common share	\$ (6.38)	\$ 2.25

Revenue. Our consolidated revenue for the six months ended June 30, 2025 was \$18.5 billion, a decrease of \$3.4 billion, or 16%, compared to the six months ended June 30, 2024, attributable to decreased revenue of \$1.4 billion, \$1.1 billion, and \$868.5 million in our land, aviation, and marine segments, respectively, as discussed further below.

Gross Profit. Our gross profit for the six months ended June 30, 2025 was \$462.8 million, a decrease of \$36.5 million, or 7%, compared to the six months ended June 30, 2024, attributable to decreased gross profit of \$31.7 million and \$22.3 million in our land and marine segments, respectively, partially offset by increased gross profit of \$17.5 million in our aviation segment, as discussed further below.

Operating Expenses. Total operating expenses for the six months ended June 30, 2025 were \$814.5 million compared to \$390.9 million for the six months ended June 30, 2024. The increase in operating expenses was primarily attributable to goodwill and other asset impairment charges of \$443.1 million recognized during the six months ended June 30, 2025, as discussed in Note 4. Goodwill and Note 6. Fair Value Measurements, and increased restructuring charges, as discussed in Note 15. Restructuring and Exit Activities. These increase were partially offset by lower compensation and employee benefit costs and general and administrative expenses primarily driven by the sales of Avinode, Brazil, and Watson Fuels, as well as reduced compensation costs associated with cost reduction initiatives as part of our restructuring program.

Non-Operating Income (Expense), net. For the six months ended June 30, 2025, we had net non-operating expense of \$125.1 million compared to net non-operating income of \$38.6 million the six months ended June 30, 2024. The increase in non-operating income of \$163.8 million during the six months ended June 30, 2025 was primarily attributable to the \$81.7 million loss on the sale of Watson Fuels during the six months ended June 30, 2025 compared to the \$96.0 million gain recognized on the sale of Avinode during the six months ended June 30, 2024, as discussed in Note 3. Acquisitions and Divestitures, partially offset by a decrease in interest expense, driven by a decrease in our average interest rates and daily borrowings, and an increase in foreign currency gains.

Income Taxes. For the six months ended June 30, 2025, we recognized income tax benefit of \$116.4 million, compared to income tax expense of \$13.0 million for the six months ended June 30, 2024. The decrease of \$129.4 million was primarily attributable to lower income before income taxes as well as changes in the mix of our worldwide earnings, in addition to a net discrete tax benefit of \$11.7 million as compared to a net discrete tax benefit of \$0.2 million for the six months ended June 30, 2024. See Note 12. Income Taxes for additional information.

Aviation Segment Results of Operations

The following provides a summary of our aviation segment results of operations for the periods indicated (in millions, except price per gallon):

	For the Six Months Ended June 30,		Change
	2025	2024	
Revenue	\$ 9,379.3	\$ 10,512.9	\$ (1,133.6)
Gross profit	\$ 253.6	\$ 236.2	\$ 17.5
Operating expenses	125.8	124.2	1.6
Income (loss) from operations	<u>\$ 127.8</u>	<u>\$ 112.0</u>	<u>\$ 15.8</u>
Operational metrics:			
Aviation segment volumes (gallons)	3,556.2	3,498.1	58.1
Aviation segment average price per gallon	\$ 2.40	\$ 2.80	\$ (0.40)

Revenues in our aviation segment were \$9.4 billion for the six months ended June 30, 2025, a decrease of \$1.1 billion, or 11%, compared to the six months ended June 30, 2024. The decrease in revenue was driven by lower average prices, partially offset by an increase in volume. Average jet fuel price per gallon sold decreased by 14%. Total aviation volumes increased by 58.1 million gallons, or 2%, to 3.6 billion gallons.

Our aviation segment gross profit for the six months ended June 30, 2025 was \$253.6 million, an increase of \$17.5 million, or 7%, compared to the six months ended June 30, 2024. The increase in gross profit during the six months ended June 30, 2025 as compared to the prior year was primarily attributable to higher profit contribution from our operated airport locations in Europe and our business and general aviation activities, partially offset by a decrease in gross profit attributable to the Avinode sale, which closed during the second quarter of 2024.

Income from operations in our aviation segment for the six months ended June 30, 2025 was \$127.8 million, an increase of \$15.8 million compared to the six months ended June 30, 2024. The increase in gross profit discussed above was partially offset by an increase in operating expenses of \$1.6 million primarily attributable to increased restructuring charges as discussed under "Restructuring and Exit Activities" above, higher provision for credit losses compared to the six months ended June 30, 2024, which benefited from the recovery of a receivable previously written off as uncollectible, and higher general and administrative and compensation costs associated with increased business and general aviation activity. These increased expenses were partially offset by lower compensation and general and administrative expenses associated with the Avinode sale.

Land Segment Results of Operations

The following provides a summary of our land segment results of operations for the periods indicated (in millions, except price per gallon):

	For the Six Months Ended June 30,		Change
	2025	2024	
Revenue	\$ 5,290.3	\$ 6,709.0	\$ (1,418.7)
Gross profit	\$ 146.4	\$ 178.1	\$ (31.7)
Operating expenses	558.6	163.9	394.7
Income (loss) from operations	<u>\$ (412.2)</u>	<u>\$ 14.2</u>	<u>\$ (426.4)</u>
<i>Operational metrics:</i>			
Land segment volumes (gallons) ⁽¹⁾	2,837.6	3,047.4	(209.8)
Land segment average price per gallon	\$ 1.86	\$ 2.20	\$ (0.34)

⁽¹⁾ Includes gallons and gallon equivalents of British Thermal Units (BTU) for our natural gas sales and Kilowatt Hours (kWh) for our power business.

Revenues in our land segment were \$5.3 billion for the six months ended June 30, 2025, a decrease of \$1.4 billion, or 21%, compared to the six months ended June 30, 2024. The decrease in revenue was driven by lower average fuel prices and a decrease in volumes. Average fuel prices decreased by 15%. Total volumes decreased by 209.8 million, or 7%, to 2.8 billion gallons or gallon equivalents, primarily attributable to the sale of Watson Fuels and our fuel business in Brazil.

Our land segment gross profit for the six months ended June 30, 2025 was \$146.4 million, a decrease of \$31.7 million, or 18%, compared to the six months ended June 30, 2024. The decrease in gross profit was primarily driven by lower profit contribution from our liquid fuel business in North America, principally as a result of reduced demand, as well as the exit from certain North American land operations during the fourth quarter of 2024 and the Watson Fuels sale, which closed during the second quarter of 2025.

Loss from operations in our land segment for the six months ended June 30, 2025 was \$412.2 million compared to income from operations of \$14.2 million for the six months ended June 30, 2024. In addition to the decrease in gross profit discussed above, operating expenses increased principally related to goodwill and other asset impairment charges recognized during the three months ended June 30, 2025, as discussed in Note 4. Goodwill and Note 6. Fair Value Measurements, and restructuring charges, as discussed in "Restructuring and Exit Activities" above, partially offset by reduced operating expenses associated with the sale of Watson Fuels in the second quarter of 2025 and the sale of our fuel business in Brazil. In addition, compensation and employee benefit costs were lower as a result of the 2025 Restructuring Plan initiatives.

Marine Segment Results of Operations

The following provides a summary of our marine segment results of operations for the periods indicated (in millions, except price per metric ton):

	For the Six Months Ended June 30,		Change
	2025	2024	
Revenue	\$ 3,826.1	\$ 4,694.6	\$ (868.5)
Gross profit	\$ 62.8	\$ 85.0	\$ (22.3)
Operating expenses	73.5	47.9	25.7
Income (loss) from operations	<u>\$ (10.8)</u>	<u>\$ 37.2</u>	<u>\$ (48.0)</u>
<i>Operational metrics:</i>			
Marine segment volumes (metric tons)	7.6	8.5	(0.9)
Marine segment average price per metric ton	\$ 504.30	\$ 552.90	\$ (48.61)

Revenues in our marine segment were \$3.8 billion for the six months ended June 30, 2025, a decrease of \$868.5 million, or 18%, compared to the six months ended June 30, 2024. The decrease in revenue was driven by a lower average prices, partially offset by a decrease in volume. The average price per metric ton of bunker fuel sold decreased by 9%. Total volumes decreased by 0.9 million metric tons, or 11%, to 7.6 million primarily due to lower demand in our resale businesses driven in part by continued market uncertainty with respect to international trade.

Our marine segment gross profit for the six months ended June 30, 2025 was \$62.8 million, a decrease of \$22.3 million, or 26%, principally due to an unfavorable transaction tax settlement recognized in the second quarter of 2025 in addition to lower bunker fuel prices and further reduced volatility that had benefited prior year results, as well as reduced demand and lower margins in our resale and physical businesses as a result of market uncertainty.

Loss from operations in our marine segment for the six months ended June 30, 2025 was \$10.8 million compared to income from operations of \$37.2 million for the six months ended June 30, 2024. In addition to the decrease in gross profit discussed above, operating expenses increased primarily as a result of asset impairment charges recognized during the three months ended June 30, 2025, as discussed in Note 6. Fair Value Measurements, partially offset by lower restructuring charges and a reduction in incentive compensation costs.

Liquidity and Capital Resources

Liquidity to fund working capital, as well as make strategic investments to further our growth strategy, is a significant priority for us. Our views concerning liquidity are based on currently available information and if circumstances change significantly, the future availability of trade credit or other sources of financing may be reduced, and our liquidity would be adversely affected accordingly.

Sources of Liquidity and Factors Impacting Our Liquidity

Our liquidity, consisting principally of cash and availability under our Credit Facility, as described below, fluctuates based on a number of factors, including the timing of receipts from our customers and payments to our suppliers, changes in fuel prices, as well as our financial performance.

Based on the information currently available, we believe that our cash and cash equivalents as of June 30, 2025 and available funds from our Credit Facility, together with cash flows generated by operations, are sufficient to fund our working capital and capital expenditure requirements for at least the next twelve months after the financial statements are issued and the foreseeable future thereafter.

Convertible Notes. On June 26, 2023, we issued \$350.0 million aggregate principal amount of 3.250% Convertible Senior Notes due 2028 (the "Convertible Notes") which mature on July 1, 2028, unless earlier converted, redeemed or repurchased. The Convertible Notes are senior, unsecured obligations that bear interest at a rate of 3.250% per year, payable semiannually in arrears on January 1 and July 1 of each year, beginning on January 1, 2024. The initial conversion rate was 35.1710 shares of common stock per \$1,000 principal amount of Convertible Notes, which is equivalent to an initial conversion price of approximately \$28.43 per share. The conversion rate is subject to adjustment upon the occurrence of certain events, but will not be adjusted for accrued and unpaid interest. Upon conversion, the Convertible Notes will be settled in cash up to the aggregate principal amount of the Convertible Notes to be converted, and in cash, shares of common stock or any combination thereof, at our option, in respect of the remainder, if any, of our conversion obligation in excess of the aggregate principal amount. See Note 8. Debt, Interest Income, Expense, and Other Finance Costs for additional information.

Credit Agreement. The Fourth Amended and Restated Credit Agreement (as amended, the "Credit Agreement"), matures in April 2027 and provides for a term loan as well as a revolving credit facility of up to \$1.5 billion (the "Credit Facility"). Our availability under the Credit Facility is limited by, among other things, our consolidated total leverage ratio, which is defined in the Credit Agreement and is based, in part, on our consolidated earnings before interest, taxes, depreciation and amortization, and share-based compensation, with such adjustments as specified therein, for the four immediately preceding fiscal quarters. The Credit Agreement generally limits the total amount of indebtedness we may incur to a consolidated total leverage ratio of not more than 4.75 to 1.

As a result of the foregoing, as well as other covenants and restrictions contained in our Credit Agreement, our availability under the Credit Facility may fluctuate from period to period. In addition, our failure to comply with the covenants contained in our Credit Agreement could result in an event of default. An event of default, if not cured or waived, would permit acceleration of any outstanding indebtedness under the Credit Facility and our term loan, trigger cross-defaults under certain other agreements to which we are a party, and impair our ability to obtain working capital advances and issue letters of credit, which would have a material adverse effect on our business, financial condition, results of operations and cash flows.

See Note 8. Debt, Interest Income, Expense, and Other Finance Costs for additional information.

Receivables Purchase Agreements. We also have accounts receivable programs under receivables purchase agreements ("RPAs") that allow us to sell a specified amount of qualifying accounts receivable and receive cash consideration equal to the total balance, less an associated fee, which varies based on the outstanding accounts receivable at any given time. The RPAs provide the constituent banks with the ability to add or remove customers from these programs in their discretion based on, among other things, the level of risk exposure the bank is willing to accept with respect to any particular customer. The fees the banks charge us to purchase the receivables from these customers can also be impacted for these reasons.

See Note 2. Accounts Receivable for additional information.

Future Uses of Liquidity

Cash is primarily used to fund working capital to support our operations as well as for strategic acquisitions and investments. There were no material changes in our expected future uses of liquidity from December 31, 2024 to June 30, 2025. For a discussion of these matters, refer to "Liquidity and Capital Resources" under Part II, Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations of our 2024 10-K Report.

Cash Flows

The following table reflects the major categories of cash flows for the six months ended June 30, 2025 and 2024 (in millions). For additional details, please see the unaudited Condensed Consolidated Statements of Cash Flows in this Quarterly Report on Form 10-Q.

	For the Six Months Ended June 30,	
	2025	2024
Net cash provided by (used in) operating activities	\$ 142.6	\$ 178.1
Net cash provided by (used in) investing activities	(4.8)	163.8
Net cash provided by (used in) financing activities	(131.1)	(114.7)

Operating Activities. For the six months ended June 30, 2025, net cash provided by operating activities was \$142.6 million, compared to \$178.1 million net cash provided during the six months ended June 30, 2024. The \$35.5 million decrease in operating cash flows was principally due to cash used in our derivative activities driven by increased collateral requirements, income tax payments, and a decrease in our net income adjusted for noncash items (see "Results of Operations" for further details of the drivers impacting our net income. These decreases were partially offset by increased cash provided by our RPA activity, as well as cash provided by the collection of transaction tax refunds during the six months ended June 30, 2025.

Investing Activities. For the six months ended June 30, 2025, net cash used in investing activities was \$4.8 million, compared to net cash provided of \$163.8 million during the six months ended June 30, 2024. The net cash used in investing activities for the six months ended June 30, 2025 was primarily driven by capital expenditures of \$30.1 million and asset acquisitions of \$13.0 million, partially offset by \$23.4 million net proceeds from the Watson Sale and \$18.0 million of cash received from the net repayment of notes receivable. Net cash provided by investing activities for the six months ended June 30, 2024 was primarily driven by net proceeds of \$200.4 million from the Avinode sale, as discussed in Note 3. Acquisitions and Divestitures, partially offset by capital expenditures of \$32.1 million.

Financing Activities. For the six months ended June 30, 2025, net cash used in financing activities was \$131.1 million compared to net cash used of \$114.7 million for the six months ended June 30, 2024. The net cash used in financing activities for the six months ended June 30, 2025 was principally attributable to net repayments of debt of \$58.8 million driven by the repayment of secured borrowings associated with the transfer of transaction taxes as well as net repayments under our Credit Facility, repurchases of common stock of \$45.0 million, and dividend payments of \$19.2 million. Net cash used in financing activities for the six months ended June 30, 2024 was primarily attributable to payments of deferred consideration related to prior acquisitions of \$50.9 million, repurchases of common stock of \$29.1 million, dividend payments of \$18.5 million, and net repayments under our Credit Facility of \$9.4 million.

Critical Accounting Estimates

The unaudited Condensed Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America. The significant accounting policies used are disclosed in Item 15 – Financial Statement Schedules, Note 1. Basis of Presentation, New Accounting Standards, and Significant Accounting Policies to the Consolidated Financial Statements in our 2024 10-K Report.

We make estimates and assumptions that affect the reported amounts on our unaudited Condensed Consolidated Financial Statements and accompanying Notes as of the date of the unaudited Condensed Consolidated Financial Statements. There have been no material changes to the Critical Accounting Estimates disclosed in our 2024 10-K Report.

Goodwill Impairment Assessment

We evaluate goodwill for impairment at least annually, and whenever events or changes in circumstances indicate it is more likely than not that the fair value of a reporting unit is less than its carrying value. These assessments require us to make accounting estimates that require consideration of forecasted financial information. Significant judgment is involved in performing these estimates.

A reporting unit is considered at risk when its fair value does not exceed its carrying amount by more than 10%. While our aviation reporting unit is not currently considered at risk, our land reporting unit has been considered to be at risk since the fourth quarter of 2024. As discussed in Note 4, Goodwill, during the second quarter of 2025 we identified a triggering event with respect to our land reporting unit and determined that it was more likely than not that the fair value of the reporting unit was less than its carrying value. We performed a quantitative impairment test and concluded that the carrying value of the land reporting unit exceeded its estimated fair value.

The assumptions used in these assessments, particularly the expected growth rates, the profitability embedded in the projected cash flows provided by our legacy and newly acquired businesses, the discount rate and the market-based multiples, are defined based on available information as of the testing date considering current market volatility and geopolitical risks. When testing goodwill at our reporting units, we also consider the volatility in the Company's market capitalization and evaluate the potential impact that this volatility may have on the estimated fair value of our reporting units. As a result, we recognized a goodwill impairment charge of \$359.0 million, which represents a partial impairment of goodwill in our land reporting unit. As of June 30, 2025, the remaining goodwill balances in our land and aviation reporting units were \$471.3 million and \$354.5 million, respectively. If our actual results differ significantly from the assumptions used to determine the fair value of the reporting unit, such impact could potentially result in additional goodwill impairment charges in future periods.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to our exposures to commodity price, interest rate, or foreign currency risk since December 31, 2024. Please refer to Part II, Item 7A - Quantitative and Qualitative Disclosures About Market Risk of our 2024 10-K Report for a complete discussion of our exposure to these risks.

For information about our derivative instruments at their respective fair value positions as of June 30, 2025, see Note 5. Derivative Instruments.

Item 4. Controls and Procedures

Management's Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and our Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required financial disclosure.

As of the end of the period covered by this 10-Q Report, we evaluated, under the supervision and with the participation of our CEO and CFO, the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon this evaluation, the CEO and CFO concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of June 30, 2025.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting during the three months ended June 30, 2025.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there is only the reasonable assurance that our controls will succeed in achieving their goals under all potential future conditions.

Part II — Other Information

Item 1. Legal Proceedings

From time to time, we are under review by the IRS and various other domestic and foreign tax authorities with regards to income tax and indirect tax matters and are involved in various inquiries, audits, challenges and litigation in a number of countries, and the amounts under controversy may be material. See Notes 12. Income Taxes and 9. Commitments and Contingencies within this 10-Q Report as well as Notes 11. Income Taxes and 12. Commitments and Contingencies within Part IV. Item 15 – Notes to the Consolidated Financial Statements in our 2024 10-K Report for additional details regarding certain tax matters.

We are also a party to various claims, complaints and proceedings arising in the ordinary course of our business including, but not limited to, environmental claims, commercial and governmental contract claims, such as property damage, demurrage, personal injury, billing and fuel quality claims, as well as bankruptcy preference claims and administrative claims.

In addition, Item 103 of Regulation S-K promulgated by the SEC requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and such proceedings involve potential monetary sanctions, unless we reasonably believe that the matter will result in no monetary sanctions, or in monetary sanctions, exclusive of interest and costs, of less than a specified threshold. We have elected to use a threshold of \$1 million for purposes of determining whether the disclosure of any such environmental proceeding is required.

We are not currently a party to any claim, complaint or proceeding that we expect to have a material adverse effect on our business or financial condition. However, any adverse resolution of one or more such claims, complaints or proceedings during a particular reporting period could have a material adverse effect on our Condensed Consolidated Financial Statements or disclosures for that period. See Note 9. Commitments and Contingencies for additional information.

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

Issuer Purchases of Equity Securities

The following table presents information with respect to repurchases of common stock made by us during the periods presented (in thousands, except average price paid per share):

Period	Total Number of Shares Purchased	Average Price Paid Per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ⁽²⁾
4/1/2025 - 4/30/2025	10	\$ 28.45	10	\$ 226,739
5/1/2025 - 5/31/2025	1,304	26.06	1,304	192,739
6/1/2025 - 6/30/2025	36	27.61	36	191,739
Total	1,350	\$ 26.12	1,350	\$ 191,739

⁽¹⁾ The average price paid per share excludes the impact of the 1% Federal excise tax owed pursuant to the Inflation Reduction Act.

⁽²⁾ On March 16, 2020, we announced that our Board approved a stock repurchase program authorizing \$200.0 million in common stock repurchases. On September 9, 2024, we announced that our Board approved an additional stock repurchase program authorizing \$200.0 million in common stock repurchases. These repurchase authorizations do not require a minimum number of shares of common stock to be purchased, have no expiration date, and repurchases may be initiated, suspended or discontinued at any time. As of June 30, 2025, approximately \$191.7 million remained available under our repurchase authorizations. The timing and amount of our repurchases will depend on market conditions, share price, securities law and other legal requirements and factors.

Item 5. Other Information

Rule 10b5-1 Trading Plans

During the three months ended June 30, 2025, none of our officers (as defined in Rule 16a-1(f) of the Exchange Act) or directors adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

The exhibits set forth in the following index of exhibits are filed as part of this 10-Q Report:

Exhibit No.	Description
<u>10.1</u>	World Kinect Corporation Form of Director Indemnification Agreement (incorporated by reference herein from Exhibit 99.2 to our Current Report on Form 8-K filed on April 25, 2025)
<u>10.2</u>	World Kinect Corporation 2025 Omnibus Plan (incorporated by reference herein from Annex A to the Company's Proxy Statement on Schedule 14A filed on April 25, 2025)*
<u>31.1</u>	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d — 14(a)
<u>31.2</u>	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d — 14(a)
<u>32.1</u>	Certification of Chief Executive Officer and Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
101	The following materials from World Kinect Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025, formatted in XBRL (Extensible Business Reporting Language); (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Income and Comprehensive Income, (iii) Condensed Consolidated Statements of Shareholders' Equity, (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to the Condensed Consolidated Financial Statements.
104	Cover page interactive file (formatted in Inline XBRL and contained in Exhibit 101)

*Management contracts and compensatory plans or arrangements required to be filed as exhibits to this form pursuant to Item 6.

Signatures

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

Date: August 1, 2025

World Kinect Corporation

/s/ Michael J. Kasbar

Michael J. Kasbar

Chairman and Chief Executive Officer

/s/ Ira M. Birns

Ira M. Birns

President and Chief Financial Officer

**Certification of the Chief Executive Officer
Pursuant to
Rule 13a-14(a) or 15d-14(a)**

I, Michael J. Kasbar, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of World Kinect Corporation for the period ended June 30, 2025;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2025

/s/ Michael J. Kasbar

Michael J. Kasbar

Chairman and Chief Executive Officer

**Certification of the Chief Financial Officer
Pursuant to
Rule 13a-14(a) or 15d-14(a)**

I, Ira M. Birns, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of World Kinect Corporation for the period ended June 30, 2025;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2025

/s/ Ira M. Birns

Ira M. Birns

President and Chief Financial Officer

**Certification of Chief Executive Officer and Chief Financial Officer
under Section 906 of the Sarbanes-Oxley Act of 2002
(18 U.S.C. § 1350)**

We, Michael J. Kasbar, the Chairman and Chief Executive Officer of World Kinect Corporation (the "Company"), and Ira M. Birns, the President and Chief Financial Officer of the Company, certify for the purposes of Section 1350 of Chapter 63 of Title 18 of the United States Code that, to the best of our knowledge,

- i. the Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2025 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- ii. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 1, 2025

/s/ Michael J. Kasbar

Michael J. Kasbar
Chairman and Chief Executive Officer

/s/ Ira M. Birns

Ira M. Birns
President and Chief Financial Officer

The foregoing certification is being furnished as an exhibit to the Report pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 and, accordingly, is not being filed with the Securities and Exchange Commission as part of the Report and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934 (whether made before or after the date of the Report, irrespective of any general incorporation language contained in such filing).
