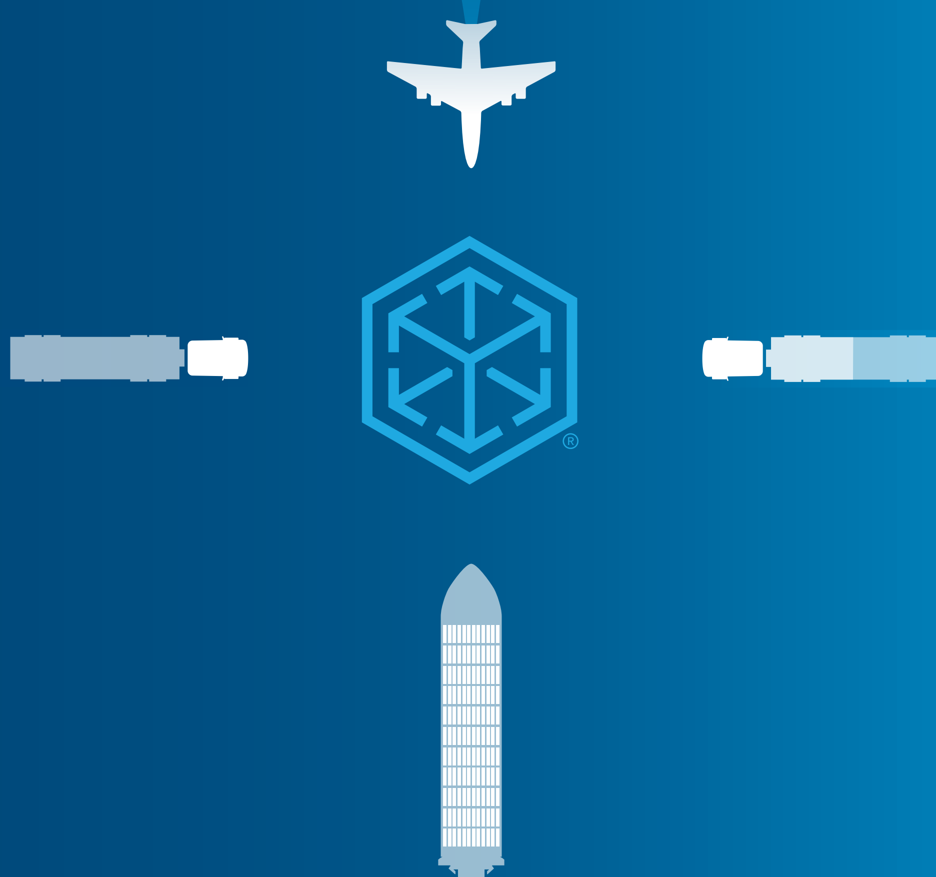


C.H. ROBINSON

# Annual Report 2024

CHRW | Nasdaq Listed

# Fellow shareholders

**We are on a journey to transform C.H. Robinson by raising the bar for ourselves and the logistics industry. After charting our path forward in 2023 to get Fit, Fast, and Focused, I challenged our organization to evolve from a culture of problem admiration to problem solving. To enable this, we began implementing a new operating model in January 2024 that is rooted in Lean methodology and aimed at creating a higher and more consistent level of execution.**

We implemented a regular cadence of scorecard reviews that measure critical inputs to the strategies for our enterprise, divisions, and functional support areas. We now look at input metrics on a more frequent basis, and this allows us to drive faster problem solving in an industry where time is critical rather than conducting an industrial autopsy based on output metrics. Our reviews are focused on prosecuting the business rather than the people and identifying, attacking, and solving problems with a greater sense of urgency and speed.

I'm proud of how our people are embracing these changes. Since putting the Robinson operating model in place, we're getting more comfortable with being vocally self-critical and driving transparency and accountability, making decisions faster and taking quick action on counter measures to improve our performance.

While we are still in the early stages of our transformation, the operating model is helping us execute a solid strategy even better, and we expect further improvement as we continue to cascade the model and problem-solving tools deeper into the organization and build operational muscle. Our expert logisticians are embracing the discipline needed to generate higher highs and higher lows across market cycles, resulting in a higher quality of volume, greater productivity, and an expansion of our gross profit and operating profit margins.

## 2024 Business Results

The prolonged North American freight recession that began in the middle of 2022 continued throughout 2024, with soft freight demand, excess carrier capacity, and suppressed freight rates. Although carrier capacity has exited the market, it has been at rates much slower than is typically seen at this stage of the market cycle.

Conversely, the global forwarding market experienced significant volatility in 2024. Most ocean carriers avoided the Suez Canal for the majority of 2024 due to the Red Sea conflict, which caused vessel re-routing, increased transit times, and strained global carrier capacity. Consequently, ocean freight rates were elevated compared to the prior year.

Within this environment, we have remained focused on what we can control. Disciplined pricing and capacity procurement efforts from the C.H. Robinson team and volume growth in Global Forwarding resulted in a 6% improvement in our adjusted gross profits. The disciplined execution enabled by our operating model and a continued focus on removing waste and manual touches from our processes led to productivity improvements in both North America Surface Transportation (NAST) and Global Forwarding of 30% or more over a two-year period. Within 2024, both divisions increased their overall volume and market share while reducing costs. This increased our operating leverage and resulted in a 30% year-over-year improvement in income from operations and a 42% increase in diluted earnings per share.

We also continued to provide differentiated service to our customers and carriers, and they continue to value the quality, stability, and reliability that we provide, as well as our financial strength that enables us to invest through cycles in value-added solutions. As we continue to improve the customer and carrier experience and our cost to serve, we're focused on ensuring that we're well positioned for the eventual freight market rebound, with a disciplined operating model that drives growth and additional operating leverage.

# Logistics like no one else™

## Enabling the Next Era of Profitable Growth

As we shared at our Investor Day in December, we are disrupting from within to deliver on our key strategies to drive incremental operating income through market share growth and expansion of our gross profit and operating margins. While we made noteworthy progress on these fronts in 2024, there is more runway for improvement.

We expect to continue growing market share by reclaiming share in targeted market segments and by leveraging our robust capabilities to power value-added services and solutions for customers and carriers that drive new volume to our four core modes—North American truckload and less than truckload (LTL) and global ocean and air—and expand our addressable market. Our combination of unmatched expertise, unrivaled scale, and tailored solutions enables us to deliver an exceptional customer experience and a compelling value proposition and provides a unique right to win.

We're also setting a new bar for the industry with our digital platform that leverages proven patterns and techniques from digital consumer platforms. As we lead the industry into an era of digital enablement, we're leveraging our scale and resulting information advantage to fuel our powerful AI and machine learning technology. With continued innovation in our digital brokerage and dynamic pricing and costing capabilities, we're responding surgically and faster than ever to dynamic market conditions by performing more frequent price discovery and enhancing the quality of the pricing that we deliver. This is resulting in improved gross profit margins across our portfolio, and we expect to make further progress on optimizing our yield.

We continue to automate tasks across the quote-to-cash lifecycle of an order, including quoting, order entry, load tenders, appointment scheduling, and other manual tasks. This enables us to reduce our response times and provide a better and more uniform experience for our customers and carriers. It also creates business model scalability, thereby enabling us to decouple headcount growth from volume growth and create greater operating leverage.

While we're using generative AI and other innovations to automate operational tasks, we are also leaning into the strength of our people in customer and carrier-facing roles. Our people have deep logistics expertise and longstanding relationships with our customers and carriers. By arming our talented people with innovative tools, we're enabling them to spend more time on exception management, relationship management, and value-added solutioning.

We will continue to leverage our team's expertise to set the bar for our industry, for our customers and for our carriers, to adapt to meet the evolving needs of the future, and to reassert our industry leadership. We will win for customers, carriers, and employees, which we expect will translate to sustainable and profitable growth for our shareholders.

On behalf of the senior leadership team and our Board of Directors, I would like to thank you for your continued trust and support. We appreciate your partnership, and we look forward to sharing our continued progress with you in the next year.

Sincerely,

Dave Bozeman
President and Chief Executive Officer

# Financial Highlights

**(dollars in thousands, except per share data)**

Legend
**2024**
2023

**Total Revenues**
**$17,724,956**
$17,596,443 +0.7%

**Adjusted Gross Profits***
**$2,765,014**
$2,604,608 +6.2%

**Adjusted Gross Profit Margin**
**15.6%**
14.8% +80 bp

**Income from Operations**
**$669,141**
$514,607 +30.0%

**Net Income**
**$465,690**
$325,129 +43.2%

**Diluted EPS**
**$3.86**
$2.72 +41.9%

**Cash Returned to Shareholders**
**$326,989**
70% of Net Income

**Return on Average Stockholders' Investment**
**29.7%**
2024 Net Income/Average Stockholders' Equity

**Dividends per Share**
**$2.46**
$2.44 +0.8%

*Adjusted gross profits is calculated as gross profit excluding amortization of internally developed software utilized to directly serve our customers and contracted carriers. For additional information, see Item 7 of Part II, Management's Discussion and Analysis of Financial. Condition and Results of Operations in our Annual Report on Form 10-K.

# Key Metrics

(dollars in thousands)

**83,000**
Active Customers

**450,000**
Contract Carriers on Our Platform

**14,000**
Employees Worldwide

## NAST

Adjusted Gross Profits
**$1,641,195**

Income from Operations
**$531,292**

**Largest Truckload Network in North America**

**Largest LTL 3PL in the U.S.**

## Global Forwarding

Adjusted Gross Profits
**$802,549**

Income from Operations
**$212,476**

Ocean
**1.38 Million TEUs Moved in 2024**

**#1 NVOCC from India to U.S.**

**#1 NVOCC from U.S. to Oceania**

**#3 NVOCC for Global U.S. Imports**

## All Other

Adjusted Gross Profits
**$321,270**

Robinson Fresh®
**One of the largest providers of fresh produce and floral end-to-end supply chain solutions in the grocery, retail, and foodservice industry**

C.H. Robinson Managed Solutions™
**$6 Billion in Freight Under Management**

2024 Truckload Shipments by Carrier Size


2024 Gross Revenues by Customer Industry

# Together, we keep the world moving forward. Every shipment. Every challenge. Every day.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

# FORM 10-K

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

**For the fiscal year ended December 31, 2024**

**or**

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

**For the transition period from ____ to _____**

**Commission File Number: 000-23189**

# C.H. ROBINSON WORLDWIDE, INC.

**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Delaware** | **41-1883630** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |

**14701 Charlson Road**
**Eden Prairie, Minnesota 55347**
**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: 952-937-8500**

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Common Stock, par value $0.10 per share | CHRW | The Nasdaq Global Select Market |

**Securities registered pursuant to Section 12(g) of the Act: None**

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Date 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 emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

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

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

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

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 28, 2024, was $10,299,490,294 (based upon the closing price of $88.12 per common share on that date as quoted on The Nasdaq Global Select Market).

As of February 12, 2025, the number of shares outstanding of the registrant's common stock, par value $0.10 per share, was 118,705,622.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Proxy Statement relating to its 2025 Annual Meeting of Stockholders (the "Proxy Statement") are incorporated by reference in Part III.

**C.H. ROBINSON WORLDWIDE, INC.**
**ANNUAL REPORT ON FORM 10-K**
**For the Year Ended December 31, 2024**

**TABLE OF CONTENTS**

[This page intentionally left blank]

## PART I

## ITEM 1. BUSINESS

**Overview**

C.H. Robinson Worldwide, Inc. ("C.H. Robinson," "the company," "we," "us," or "our") is one of the largest global logistics providers in the world, with consolidated total revenues of $17.7 billion in 2024. We deliver logistics like no one else. Companies around the world look to us to reimagine supply chains, advance freight technology and solve logistics challenges—from the simple to the complex. We are grounded in our promise to deliver exceptional customer success, using our expertise, scale and tailored solutions to help customers navigate increasingly complex global supply chains.

Operating throughout North America, Europe, Asia, Oceania, South America, and the Middle East, we help ensure the seamless delivery of goods across industries and continents. Our global suite of multimodal logistics services brings together the expertise of our people with custom technology differentiated by one of the largest datasets on shipments, routings, and carriers in the world. The Robinson Operating Model is the foundation of our strategy, execution, and accountability throughout the organization. Rooted in Lean principles, it has elevated our team and leaders to focus on accelerated opportunity identification and operational effectiveness in delivering value to our customers. Leveraging our rich datasets supported by the framework of the Robinson Operating Model, our culture has embraced a disciplined approach to continuous improvement and speed of decision making.

As one of the world's largest logistics platforms, our proprietary technology connects 83,000 customers and 450,000 carriers. We work closely with a global network of transportation companies, including contracted motor carriers, railroads, and ocean and air carriers. We utilize those relationships to efficiently and cost-effectively arrange the transport of our customers' freight. In 2024, our customers trusted us to manage approximately 37 million shipments and $23 billion in freight. As an integral part of our transportation services, we also provide a wide range of value-added logistics services, such as freight consolidation, drop trailer, cross-border logistics, customs brokerage and trade compliance, supply chain consulting and design, and fully managed third-party logistics ("3PL") and fourth-party logistics ("4PL") solutions.

Our global team of supply chain experts, differentiated technology, and integrated product portfolio across ocean, air, rail, and truck shipping bring unique value to the marketplace. Our global perspective across all links in the supply chain are critical in supporting shippers through market volatility and global supply chain disruptions. We are also a key driver of digital transformation in our industry. Our innovations with artificial intelligence ("AI"), machine learning, and data science benefit our customers and help power our growth strategy. We are expanding the use of generative AI in our industry, creating proprietary technology to perform work that defied automation for decades. Our customers get better service, faster speed-to-market and more cost savings, while our people are freed from repetitive, mundane tasks so they can focus on more strategic work. Our enhancements to our dynamic costing and pricing models are key contributors to expanding our operating margins and growing volume and market share.

In addition to transportation and logistics services, we also provide sourcing services under the trade name Robinson Fresh® ("Robinson Fresh"). Our sourcing services consist primarily of the buying, selling, and/or marketing of fresh fruits, vegetables, and other value-added perishable items. The foundation for much of our logistics expertise can be traced to this original business, founded in 1905, which gives us significant experience in handling produce and temperature controlled commodities. We supply fresh produce through a network of independent produce growers and suppliers. Our customers include grocery retailers, restaurants, foodservice distributors, and produce wholesalers. In many cases, we also arrange the logistics and transportation of the products we sell and provide related supply chain services, such as replenishment, category management, and managed procurement services. We have developed proprietary brands of produce and have exclusive licensing agreements to distribute fresh and value-added produce under recognized consumer brand names. The produce for these brands is sourced through a preferred grower network and packed to order through contract packing agreements. We have instituted quality assurance and monitoring procedures with each of these preferred growers.

*Segment information.* We have two reportable segments, North American Surface Transportation ("NAST") and Global Forwarding, with our remaining operating segments reported as All Other and Corporate. The All Other and Corporate segment includes Robinson Fresh, Managed Solutions, Other Surface Transportation outside of North America, and other miscellaneous revenues and unallocated corporate expenses. See additional disclosure in Note 8, *Segment Reporting*, to our consolidated financial statements.

NAST provides transportation and logistics services across North America through a network of offices in the United States, Canada, and Mexico. The primary services provided by NAST include truckload and less than truckload ("LTL") transportation brokerage services.

Global Forwarding provides transportation and logistics services through an international network of offices in North America, Europe, Asia, Oceania, South America, and the Middle East and also contracts with independent agents worldwide. The primary services provided by Global Forwarding include ocean freight services, air freight services, and customs brokerage.

Robinson Fresh provides sourcing services that primarily include the buying, selling, and/or marketing of fresh fruits, vegetables, and other value-added perishable items. Robinson Fresh sources products from around the world.

In November 2024, we launched C.H. Robinson Managed Solutions™ to address a growing gap in the marketplace for shippers wanting seamless access to 4PL services, 3PL, managed transportation and Transportation Management Services ("TMS") technology from one provider. Consulting services, logistics optimization, and day-to-day logistics management services formerly offered through our TMC division are now offered through Managed Solutions.

Other Surface Transportation revenues are primarily earned by our Europe Surface Transportation operating segment. Europe Surface Transportation provides transportation and logistics services, including truckload and LTL transportation services, across Europe. The sale of our Europe Surface Transportation business was announced in July 2024 and closed in February 2025.

**Sales**

*Transportation and Logistics Services*

C.H. Robinson provides freight transportation and related logistics and supply chain services. Our services range from commitments on a specific shipment to much more comprehensive and integrated relationships. We execute these services by investing in and retaining talented employees, developing innovative proprietary systems and processes, and utilizing a network of contracted transportation providers, including, but not limited to, contracted motor carriers, railroads, and ocean and air carriers. We make a profit that is driven by the value we provide our customers and the resulting difference between what we charge to our customers for the totality of services provided to them and what we pay to the transportation providers to transport the freight.

We provide the following transportation and logistics services:

- Truckload: Through our contracts with motor carriers, we have access to dry vans, temperature controlled vans, flatbeds, and bulk capacity. Through the use of our proprietary Navisphere platform®, we connect our customers with contracted motor carriers that specialize in their transportation lanes and product types, and we help contracted motor carriers optimize the usage of their equipment.

- LTL: LTL transportation involves the shipment of single or multiple pallets of freight. We primarily focus on shipments of a single pallet or larger, although we handle any size shipment. Through our contracts with motor carriers and the use of Navisphere, we consolidate freight and freight information to provide our customers with a single source of information on their freight. In many instances, we consolidate partial shipments for several customers into full truckloads.

- Ocean: As a licensed Non-Vessel Operating Common Carrier ("NVOCC") and freight forwarder, we consolidate shipments, determine routing, select ocean carriers, contract for ocean shipments, and/or provide for local pickup and delivery of shipments.

- Air: As a certified Indirect Air Carrier ("IAC") and freight forwarder, we organize air shipments and provide door-to-door service.

- Customs: Our customs brokers are licensed and regulated by U.S. Customs and Border Protection and other authoritative governmental agencies to assist importers and exporters in meeting regulatory and operational requirements governing imports and exports.

- Other Logistics Services: We provide intermodal transportation service, which is the shipment of freight in containers or trailers by a combination of truck and rail. In addition, we provide fee-based Managed Solutions, warehousing services, and other services.

Customers communicate their freight needs, typically on an order-by-order basis, to the C.H. Robinson team responsible for their account, either directly or through highly automated connections established between Navisphere and the customers' transportation management system. The C.H. Robinson team then ensures all necessary information regarding each shipment is available in Navisphere. We utilize the information from Navisphere and other available sources to select the best contracted carrier based on factors such as their service score, equipment availability, freight rates, and other relevant factors.

Once the contracted carrier is selected, we receive the contracted carrier's commitment to provide the transportation. During the time when a shipment is executed, we connect frequently, either electronically or manually, with the contracted carrier to track the status of the shipment to meet the unique needs of our customers.

For most of our transportation and logistics services, we are a service provider. By accepting the customer's order, we accept certain responsibilities for transportation of the shipment from origin to destination. The carrier's contract is with us, not the customer, and we are responsible for prompt payment of freight charges. In cases where we have agreed to pay for claims for damage to freight while in transit, we pursue reimbursement from the contracted carrier for the claims. In our Managed Solutions business, we are often acting as the shipper's agent. In those cases, the carrier's contract is typically with the customer, and we collect a fee for our services.

As a result of our logistics capabilities, our technology, our global suite of services, and integrated modes of transportation, some of our customers have us handle all, or a substantial portion, of their freight transportation needs. Our employees price our services to provide a profit to us for the totality of services performed for the customer. Our services to the customer may be priced on a spot market, or transactional basis, or prearranged contractual rates. Most of our contractual rate commitments are for one year or less and allow for renegotiation. As is typical in the transportation industry, most of these contracts do not include specific volume commitments. When we enter into prearranged rate agreements for truckload services with our customers, we usually have fuel surcharge agreements that allow for fuel to primarily act as a pass-through cost, in addition to the underlying linehaul portion of the rate.

We purchase most of our truckload services from our contracted truckload carriers on a spot market, or transactional basis, even when we are working with the customer on a contractual basis. In some cases, we may get advance commitments from one or more contracted motor carriers to transport contracted shipments for the length of our customer contract or to provide transportation services within dense transportation lanes. In those cases, where we have prearranged rates with contracted motor carriers, there is typically a calculated fuel surcharge based on a mutually agreed-upon formula.
While providing day-to-day transportation services, our employees often identify opportunities for additional logistics services as they become more familiar with our customers' daily operations and the nuances of our customers' supply chains. We offer a wide range of logistics services on a global basis that reduce or eliminate supply chain inefficiencies. We analyze customers' transportation rate structures, modes of shipping, and carrier selection. We identify opportunities to consolidate shipments for cost savings. We suggest ways to improve operating and shipping procedures and manage claims. We help customers minimize storage through transloading, crossdocking, drop trailer and other flow-through operations. Many of these services are provided in connection with providing the freight transportation, based on the nature of the customer relationship. Our breadth of value-added services also includes supply chain consulting and design, emissions analytics, customs brokerage and compliance, project logistics, warehousing, and cargo insurance—for which we are usually paid separately.

We have broadened our relationship with many of our customers by emphasizing integrated logistics solutions, resulting in our management of a greater portion of their supply chains. We often serve our customers through specially created teams and through multiple locations. Our transportation and logistics services are provided to numerous international customers through our worldwide network.

Transportation services accounted for approximately 95 percent of adjusted gross profits in 2024 and 2023 and 97 percent of adjusted gross profits in 2022. Adjusted gross profits is a non-GAAP financial measure calculated as total revenues less the total of purchased transportation and related services and the cost of purchased products sourced for resale. For additional information, see Item 7 of Part II, *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

The table below shows our adjusted gross profits by transportation mode, for the years ended December 31 (in thousands):

| | 2024 | 2023 | 2022 | 2021 | 2020 |
|---|---|---|---|---|---|
| Truckload | $ 1,072,691 | $ 1,039,079 | $ 1,561,310 | $ 1,280,629 | $ 1,071,873 |
| LTL | 572,169 | 550,373 | 632,116 | 523,365 | 457,290 |
| Ocean | 519,970 | 420,883 | 729,839 | 711,223 | 350,094 |
| Air | 135,901 | 123,470 | 198,166 | 225,286 | 151,443 |
| Customs | 107,480 | 97,096 | 107,691 | 100,539 | 87,095 |
| Other Logistics Services | 225,599 | 255,735 | 251,547 | 210,958 | 195,159 |
| Total | $ 2,633,810 | $ 2,486,636 | $ 3,480,669 | $ 3,052,000 | $ 2,312,954 |

*Sourcing*

Since we were founded in 1905, we have been in the business of sourcing fresh produce. Much of our logistics expertise can be traced to our significant experience in handling produce and other perishable commodities. Because of its perishable nature, produce must be rapidly packaged, carefully transported within tight timetables, usually in temperature controlled equipment, and quickly distributed to replenish high-turnover inventories maintained by our customers. In many instances, we consolidate an individual customer's produce orders into truckload quantities at the point of origin and arrange for transportation of the truckloads, often to multiple destinations. Our sourcing customer base includes grocery retailers, restaurants, foodservice distributors, and produce wholesalers.

Our sourcing services include inventory forecasting and replenishment, brand management, and category development services. We have various national and regional branded produce programs, including both proprietary brands and nationally licensed brands. These programs contain a wide variety of high quality, fresh bulk, and value-added fruits and vegetables. These brands have expanded our market presence and relationships with many of our retail customers. We have also instituted quality assurance and monitoring programs as part of our branded and preferred grower programs. Sourcing accounted for approximately five percent of our adjusted gross profits in 2024 and 2023 and three percent of our adjusted gross profits in 2022.

*Customer Relationships*

We work to establish long-term relationships with our customers and to increase the amount of business done with each customer by providing them with a full range of logistics services and people on whom they can rely. During 2024, we served 83,000 customers worldwide, ranging from Fortune 100 companies to small businesses in a wide variety of industries. During 2024, our largest customer accounted for approximately two percent of our consolidated total revenues.

We seek additional business from existing customers and pursue new customers based on our knowledge of the marketplace, our unique information advantage, and the range of logistics services we can provide. We believe our account management disciplines, expertise, tailored solutions, and technology enable our employees to better serve our customers by combining a broad knowledge of logistics and market conditions with a deep, data-driven, understanding of the specific supply chain issues facing individual customers and specific industries.

**Markets and Resources**

*Competition*

The transportation services industry is highly competitive and fragmented. We compete against traditional and non-traditional logistics companies, including transportation providers that own equipment, third-party freight brokers, technology matching services, internet freight brokers, carriers offering logistics services, on-demand transportation service providers, NVOCCs, IACs, and freight forwarders. We also buy from and sell transportation services to companies that compete with us.

In our sourcing business, we compete with produce brokers, produce growers, produce marketing companies, produce wholesalers, and foodservice buying groups. We also buy from and sell produce to companies that compete with us.

We often compete with respect to price, scope of services, or a combination thereof, but believe that our most significant competitive advantages are:

- People and relationships: Our knowledgeable, dedicated, and empowered people act as an extension of our customers' teams to innovate and execute their supply chain strategies. Our large number of unique, strong relationships provide global connections and valuable market knowledge;

- Global suite of services: A wide and integrated selection of services and products provide our customers with consistent capacity and service levels;

- Scale: Our customers leverage our significant capacity, broad procurement options, global data insights, and substantial shipment volumes for better efficiency, service, and marketplace advantages;

- Data, products, and technology: The combination of our expertise, scale and tailored solutions gives our technology an edge. We have one of the largest datasets of shipments, routings, and carriers in the world. Generative AI is especially powerful in our hands, helping us unlock the value in our vast amount of unstructured data and create new proprietary technology that leads the industry forward. We use our data and data analysts to drive smarter solutions and products for our customers. Our proprietary Navisphere platform provides agility, flexibility, global visibility, easy integration, broad connectivity, and advanced security;

- Network: Our combination of global capability, regional and local expertise, and scale gives our customers a strategic advantage in supply chain execution;

- Process: Proven processes and tailored solutions combine strategy with practical experience for customized action plans that succeed in the real world; and

- Stability: Our customers and our contract carriers rely on us to support critical elements of their business. Our financial strength, discipline, and consistent track record of success are a key foundation of our ability to sustainably meet their needs.

*Proprietary Information Technology and Intellectual Property*

Our technology brings the value of artificial intelligence, machine learning, data science, and analytics to our customers in order to help solve their most complex logistics challenges and drive the industry forward. With approximately 900 data scientists, engineers, and developers, we continue to make smart, talent-focused investments globally in this critical area and continue to build the next generation of tools and processes that change how supply chains function.

Our operations primarily use Navisphere, our global, multimodal transportation management system. It is essential for serving our customers and contract carriers and for managing our business. Most of our global network operates on Navisphere, using it to match customer needs with supplier capabilities, to collaborate, and to access centralized support resources to complete all facets of a transaction. In 2024, we managed approximately 37 million shipments for 83,000 customers utilizing the more than 450,000 contract carriers on our platform.

Navisphere and our other technology help our employees service customer orders, select the optimal mode of transportation, build and consolidate shipments, identify appropriate carriers, and manage exceptions, all based on customer-specific service parameters. Our data estate and scale provide our organization with the business intelligence to support decision-making in all areas of our business.

Navisphere gives customers one place to purchase, manage, and track their freight transportation around the world. It allows them to communicate worldwide with parties in their supply chain across languages, currencies, and continents. Navisphere also offers sophisticated business analytics, artificial intelligence, and data-driven tools to improve supply chain performance and meet increasing customer demands, including the following:

- Our advanced visibility tools allow our customers to see their freight across all modes and services globally in a single view. Details of shipment contents, shipment status, disruptions to shipments, and resulting adjustments to estimated time of arrival using artificial intelligence are provided for the customer to manage their supply chain exceptions. Collaboration, intelligent notifications, and performance scorecards allow customers to manage their supply chain and identify inefficiencies.

- Navisphere Insight™ uses data science to turn customers' raw freight data into valuable insights, surfacing trends in transportation performance and spend that can be used for decision-making in real time or over time. Analysis is provided down to the shipment and order level.

- Navisphere Optimizer™ helps customers minimize the travel time, distance, and total miles of their freight, while maximizing their trailer utilization and savings. It is used during the transportation planning process and dynamically selects the right route with the right mode and right carrier on the right day.

Navisphere is also integrated into 38 third-party transportation management systems and/or enterprise resource planning systems, allowing our dynamic pricing engine to directly deliver real-time quotes to customers when they have freight to be picked up or delivered. This eliminates the need for our customers to shop around and provides them an automated solution.

Enhancements to our dynamic costing and pricing models allow us to react to market signals more quickly and accurately. Through a combination of more inputs, an upgraded algorithm, and greater configurability, these proprietary data science models serve to optimize our purchasing of shipping capacity and the price we offer our customers.

We continue to drive digital transformation in our industry. Using generative AI and large language models, we have created proprietary technology that automates steps across the lifecycle of a shipment: from giving customers a price quote, to accepting a load, to setting appointments for pickup and delivery, to checking on the load in transit. Transactions are performed in seconds, giving customers greater efficiency, speed-to-market, and cost savings while improving employee productivity, as measured by shipments per person per day.

Some of the other industry-first tools we've launched include:

- Procure IQ®, which uses algorithms built by our data scientists and the largest freight shipment dataset in the industry to show shippers the optimal way to purchase transportation in each of their shipping lanes;

- Emissions IQ®, which gives shippers instant visibility into their carbon emissions and surfaces opportunities for reduction; and

- Market Rate IQ™, which reveals the patterns in a shipper's spot freight that they could change to increase savings.

Navisphere Carrier™ ("Navisphere Carrier") provides contracted motor carriers access to the functionality necessary to efficiently manage their relationships with C.H. Robinson. Contracted motor carriers can search and book available freight, provide online status updates, keep track of receivables, and upload scanned documentation. Many of our contracted motor carriers' favorite features of Navisphere Carrier are also available through our Navisphere Carrier mobile application for Android® and iOS® mobile operating systems.

Freightquote® by C.H. Robinson ("Freightquote") is a web-based, mobile-responsive offering designed to streamline the shipping process for small business customers, allowing the booking of freight without any shipping knowledge or expertise. Freightquote's small business customers can go online with their smart phone, tablet, or computer to book their LTL or truckload freight, track shipments, get proactive notifications, and pay for transportation services with a credit card.

We rely on a combination of cybersecurity, trademarks, copyrights, trade secrets, and nondisclosure and non-competition agreements to establish and protect our intellectual property and proprietary technology. Additionally, we have numerous registered trademarks, trade names, and logos in the United States and internationally. Our reliance on our intellectual property and proprietary technology subjects us to certain risks that, if realized, would negatively impact our operating results. For a description of such risks and their potential effect on our business, see Item 1A. of Part I, *Risk Factors.*

*Relationships with Transportation Providers*

We continually work on establishing contractual relationships with qualified transportation providers that meet both ours and our customers' service requirements to provide dependable services, favorable pricing, and available capacity during periods when demand for transportation equipment is greater than the supply. We own very little transportation equipment and do not employ the people directly involved with the delivery of our customers' freight, so these relationships are critical to our success.

In 2024, more than 450,000 transportation providers were on our platform, the vast majority of which are contracted motor carriers. To strengthen and maintain our relationships with contracted motor carriers, our employees regularly communicate with them and try to assist them by increasing their equipment utilization, reducing their empty miles, and repositioning their equipment. To make it easier for contracted motor carriers to work with us, we have a policy of making contracted motor carrier invoice payments upon receipt of proof of delivery in accordance with our standard payment terms. For those contracted motor carriers that would like a faster payment, we also offer expedited payment upon receipt of proof of delivery in exchange for a discount, along with offering in-trip cash advances.

Contracted motor carriers provide access to dry vans, temperature controlled vans, flatbeds, and bulk capacity. These contracted motor carriers are of all sizes, including owner-operators of a single truck, small and mid-size fleets, private fleets, and the largest national trucking companies. Consequently, we are not dependent on any one contracted motor carrier. In 2024, our largest truck transportation provider was less than one percent of our total cost of transportation, and contracted motor carriers that had fewer than 100 trucks transported approximately 73 percent of our truckload shipments. Every U.S. and Canadian motor carrier we do business with is required to execute a contract that establishes the motor carrier is acting as an independent contractor. At the time the contract is executed, and thereafter, through subscriptions with a third-party service, we confirm that each U.S. contracted motor carrier is properly licensed and insured, has the necessary federally issued authority to provide transportation services, and can provide the necessary level of service on a dependable basis. Our motor carrier contracts require the contracted motor carrier issue invoices only to, and accept payment solely from, us for the shipments they transport under their contract with us and allow us to withhold payment to satisfy previous claims or shortages. Our standard contracts do not include volume commitments, and typically, the initial contract rate is modified each time we confirm an individual shipment with a contracted motor carrier.

In our NVOCC ocean transportation business, we have contracts with most of the major ocean carriers, which support a variety of service and rate needs for our customers. We negotiate annual contracts that establish the predetermined rates we agree to pay the ocean carriers. The rates are negotiated based on expected volumes from our customers in specific trade lanes. These contracts are often amended throughout the year to reflect changes in market conditions.

We operate both as a consolidator and as a transactional IAC in the United States and internationally. We select air carriers and provide for local pickup and delivery of shipments. We execute our air freight services through our relationships with air carriers, charter services, block space agreements, capacity space agreements, and transactional spot market negotiations. Through charter services, we contract part or all of an airplane to meet customer requirements. Our block space agreements and capacity space agreements are contracts for a defined time period. The contracts include fixed allocations for predetermined flights at agreed upon rates that are reviewed periodically throughout the year. The transactional negotiations afford us the ability to capture excess capacity at prevailing market rates for a specific shipment.

**Seasonality**

Our operating results have been subject to seasonal trends as a result of, or as influenced by, numerous factors, including national holidays, weather patterns, consumer demand, economic conditions, and other similar and subtle forces. Although seasonal changes in the transportation industry have not had a significant impact on our cash flow or results of operations, we expect this trend to continue, and we cannot guarantee that it will not adversely impact us in the future.

**Government Regulation**

Our operations may be regulated and licensed by various federal, state, and local transportation agencies in the United States and similar governmental agencies in foreign countries in which we operate.

We are subject to licensing and regulation as a property freight broker and are licensed by the U.S. Department of Transportation ("DOT") to arrange for the transportation of property by motor vehicle. The DOT prescribes qualifications for acting in this capacity, including certain surety bonding requirements. C.H. Robinson is also licensed under, and subject to regulation by, the Federal Maritime Commission ("FMC") as an ocean transportation intermediary in the capacity as both a freight forwarder and NVOCC; we maintain separate bonds and licenses for each. We operate as a U.S. Department of Homeland Security certified IAC, providing air freight services, subject to commercial standards set forth by the International Air Transport Association ("IATA") and federal regulations issued by the Transportation Security Administration ("TSA"). C.H. Robinson performs customs brokerage services pursuant to its customs brokerage license issued by U.S. Customs and Border Protection ("CBP"). As a licensed customs broker, C.H. Robinson has experience working with other government agencies that maintain jurisdiction over certain customs entries. We also hold customs trade partnership against terrorism ("CTPAT") certification with CBP as both a customs broker and NVOCC.

Although Congress enacted legislation in 1994 that substantially preempts the authority of states to exercise economic regulation of motor carriers and brokers of freight, some intrastate shipments for which we arrange transportation may be subject to additional licensing, registration, or permit requirements. We contractually require and rely on the motor carrier transporting the shipment to ensure compliance with these types of requirements. We, along with the contracted motor carriers on which we rely to arrange transportation services for our customers, are also subject to a variety of federal and state safety and environmental regulations. Although compliance with the regulations governing licensees in these areas has not had a materially adverse effect on our operations or financial condition in the past, there can be no assurance that such regulations or changes thereto will not adversely impact our operations in the future. Violation of these regulations could also subject us to fines, as well as increased claims liability.

We buy and sell fresh produce under licenses issued by the U.S. Department of Agriculture ("USDA") as required by the Perishable Agricultural Commodities Act ("PACA"). Other sourcing and distribution activities may be subject to various federal and state food and drug statutes and regulations.

As a publicly traded company and issuer of stock, we are subject to and maintain compliance with various anti-corruption and anti-bribery statutes such as the U.S. Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act 2010, and certain other foreign countries' equivalent statutes or programs in the countries in which we operate.

We are subject to laws and regulations in the United States and other countries concerning the handling of personal information, including laws that require us to notify governmental authorities and/or affected individuals of data breaches involving certain personal information. These laws and regulations include, for example, the European General Data Protection Regulation and the California Consumer Privacy Act. Regulatory actions or litigation seeking to impose significant penalties could be brought against us in the event of a data breach or alleged non-compliance with such laws and regulations.

**Human Capital**

At C.H. Robinson, our employees connect the world and are the foundation of our success, creating value for our customers and contract carriers. They are supply chain experts and problem solvers who are committed to winning, and act as an extension of our customers' teams. Our customers and contract carriers consistently cite our people as the number one reason for choosing C.H. Robinson.

Our employees bring our enterprise strategy and the Robinson Operating Model to life through The Robinson Way, a comprehensive culture framework encompassing our company purpose, customer promise, and behavioral advantages (Authentic, Persistent, Accountable, Curious, United). This framework emphasizes delivering exceptional service and high value through our expertise, scale and tailored solutions. We believe The Robinson Way offers a clear understanding for employees on how their roles contribute to the company's success and provides a sense of purpose and direction. It emphasizes forging lasting relationships with integrity, honesty, and respect; committing to getting the job done right; owning successes and failures and learning from both; challenging the status quo; and working together to raise the bar. This framework not only aligns employees with the company's strategic goals but also creates a high-performance culture of engagement, recognition, and continuous improvement, ultimately enhancing career growth and job satisfaction.

We attract, retain, and reward exceptional talent through our performance culture, which is grounded in our purpose, and a commitment to their career development and growth. As a service company, we know that to succeed and win in the market we need to provide a workplace environment where our people believe they are empowered to succeed, can grow and learn, and are proud to work.

We are a global company with a large and varied customer and contract carrier base. We work with 83,000 customers across a wide variety of industries, with 450,000 contract carriers on our platform. As of December 31, 2024, we had a total of 13,781 employees in 38 countries. Our employees speak 70 languages and encompass four generations in the workplace. An important part of our commercial success is that our workforce reflects the communities where we live, work, and draw top talent from, as well as our customers and contract carriers. We leverage the unique perspectives, skills, and experiences of our global network of supply chain experts to create a stronger, more innovative and successful team. This leads to better solutions for our customers, contract carriers, and growers; drives our competitive advantage in recruiting and retaining top talent; and enhances our high-performance culture.

*Oversight and Governance*

Our Board of Directors and Talent and Compensation Committee oversee our human capital management efforts. They receive regular updates from our Chief Human Resources and Environmental, Social, and Governance ("ESG") Officer on key strategic initiatives, success measurements, and other relevant matters including hiring, retention, culture, employee engagement, succession planning, leadership, compensation, and benefits.

*Our People*

We lead the industry with a strong performance-driven team. We have 11,565 network employees, as presented below. The remaining employees support our network teams in Advanced Analytics and Data Science, Communications and Marketing, Finance, Human Resources, Legal, Product, and Technology and Engineering. Among our employees, 98 percent work full-time hours.

The following table illustrates our employee count by global region:

| | North America | Europe | Asia and the Middle East | Oceania | South America | Total |
|---|---|---|---|---|---|---|
| Network employees | 7,982 | 1,517 | 1,481 | 367 | 218 | 11,565 |
| Shared services employees | 1,541 | 416 | 208 | 24 | 27 | 2,216 |
| **Total Employees** | **9,523** | **1,933** | **1,689** | **391** | **245** | **13,781** |
| Contingent workers | 796 | 12 | 64 | 5 | 22 | 899 |

*Talent Acquisition, Engagement, and Retention*

C.H. Robinson attracts, engages, and retains top talent through our reputation for supply chain expertise, advanced technology, career opportunities, and our winning culture. We leverage proven recruitment marketing practices to increase talent brand awareness and drive high-quality applicant flow. We seek individuals who embody our behavioral advantages, are committed and driven, adaptable, team-oriented, and innovative problem solvers.

Generative AI has become a talent differentiator, starting with the hiring process. Candidates leveraging generative AI during interviews helps us identify continuous learners and innovators. Generative AI is rapidly enhancing our work, enabling our employees to create robust, meaningful, and actionable solutions.

Our employee turnover ratio in 2024, which is calculated as the number of employees who departed in the 12 months ended December 31, 2024, divided by the average number of employees in the 12 months ended December 31, 2024, was 23 percent. We actively drive retention by focusing on top drivers for our employees, including compensation, work-life balance, and career growth opportunities. This has enabled us to maintain a voluntary turnover rate of 13 percent, lower than companies of similar size and industry.

We regularly survey our employees and engage in focus groups to better understand what they value and how we can continuously enhance their experience. Our 2024 engagement survey generated a 70 percent engagement score. Strengths include manager capabilities, strong relationships, and understanding customer needs.

*Onboarding and Development*

We grow and develop our leaders and employees by offering opportunities for early-career individuals and seasoned experts to work on complex strategic projects for some of the world's largest companies. Our talent model prioritizes growing talent and leaders, as their experience, knowledge, relationships, and expertise become increasingly valuable over time.

We have a strategic approach to developing great leaders, leveraging our scale, global footprint, and relationships. At C.H. Robinson, 78 percent of our people leaders have been with us for more than five years, and over half for more than 10 years. We identify strong talent early and have a defined success profile illustrating what excellence looks like at C.H. Robinson. We use data to measure leadership effectiveness and support our people with strong, knowledgeable leaders, optimized through our operating model, technology tools, and culture.

Our onboarding process provides employees with a clear understanding of our culture, strategic goals, and growth opportunities. It includes training on proprietary technology systems, customer service philosophy, company culture, and differentiating behaviors. Onboarding is followed by on-the-job training and regular performance and development conversations.

Throughout their careers, employees have access to a digital learning platform supporting ongoing development through a variety of in-person and virtual leadership development and skill building programs. They can explore potential roles and career paths through an online resource center, that houses resources about performance, development and support, and rewards for their work.

*Wellness, Benefits, and Compensation*

At C.H. Robinson, we take a comprehensive view of supporting our employees' health and wellbeing. Our total rewards strategies support employees' health, wealth, and self, incorporating market-competitive pay and comprehensive benefit programs for all global employees.

We deliver highly competitive and meaningful benefit programs designed to meet the needs of our global workforce. Our benefit programs include healthcare, retirement benefits, and an employee assistance program in various global locations, providing additional no-cost access to behavioral health benefits and counseling. Benefits are reviewed annually to ensure competitiveness and clarity, incorporating employee feedback to meet a variety of needs.

Our incentives line up with our company goals and are performance-based. Our incentives reinforce an ownership mentality and reward employees for providing excellent service to customers, growing market share, and expanding operating margins. Top leaders across the organization are on the same compensation plan to drive and reward enterprise performance. It is heavily weighted to rewarding outcomes. Currently, 54 percent of total compensation is variable and performance based, and one-third of total compensation is in equity to align with our shareholders. For employees at the desk who work with customers and carriers, and their leaders, incentives are balanced between volume and margin. Our compensation plans are designed to act as a catalyst for sustainable, profitable growth. We are increasing compensation transparency, which helps drive the connection between pay and performance and supports our goal of providing visibility to our employees about career path opportunities in the organization.

Our equity compensation program is an important part of how we stay competitive from a total compensation perspective, as it incentivizes and rewards leadership for sustained enterprise performance. We heavily promote an ownership mentality as it's important our people feel deeply invested in the company's success. In our equity program, we grant equity to about 10 percent of our employees. Additionally, 32 percent of eligible employees participate in our employee stock purchase plan. Both aspects contribute to our internal ownership being broad and deep. Refer to Note 6, *Capital Stock and Stock Award Plans*, to our consolidated financial statements for further discussion related to our equity award plan design.

*Community Engagement*

C.H. Robinson and the C.H. Robinson Foundation invest in organizations that support our people, strengthen our industry, and make a positive impact on communities around the globe. Through our company and the C.H. Robinson Foundation, we contributed more than $4 million to approximately 1,125 charities in 2024. Our community engagement work is also a key part of our culture, and our employees are proud to give back and make a difference through giving and volunteerism. In 2024, employees donated $1 million, including matching gifts through our Employee Match Program, and volunteered more than 10,000 hours to the organizations and causes they care about most.

We provide funding through multiple programs including strategic industry grants that help the supply chain and logistics industry thrive; Twin Cities grants that strengthen our headquarters community of Minneapolis-Saint Paul; and employee-driven philanthropy through Robinson Cares, our signature giving and volunteer program. Additionally, the company and the C.H. Robinson Foundation support disaster relief and humanitarian aid, an employee relief fund, and scholarship programs for our employees and our contract carriers.

**Environmental Sustainability**

We prioritize work that drives long-term growth for the business by aligning with our enterprise strategy and stakeholder needs. We focus our sustainability efforts in three areas: helping customers meet their sustainability goals, working to reduce our own greenhouse gas emissions, and contributing to advancements in sustainability within the transportation industry.

The C.H. Robinson business model is based on finding efficiencies and reducing waste across supply chains. Our scope and scale, combined with our supply chain experts and advanced technology, position us to help our customers report and reduce emissions to meet sustainability-related goals and comply with associated regulations. Additionally, Robinson Fresh focuses on reducing waste through innovative technologies and sustainable packaging options across our product portfolio.

We measure and report on our Scope 1, 2, and 3 emissions in our annual sustainability report. We set a science-aligned below 2°C goal to reduce our Scope 1 and 2 carbon intensity by 40 percent by 2025. In 2023, we announced that we met and exceeded our goal two years early.

As a leader in our industry, we collaborate with non-profit and academic institutions on supply chain sustainability topics, including sponsorship of research and participation in working groups focused on innovation within the transportation industry.

Additional information about our human capital management and environmental sustainability initiatives, goals, and achievements are available in the sustainability report available on our website; however, the sustainability report is not incorporated by reference in, and is not a part of, this Annual Report on Form 10-K.

**Information about our Executive Officers**

The Board of Directors designates the executive officers annually. Below are the names, ages, and positions of the executive officers as of February 14, 2025:

| Name | Age | Position |
|---|---|---|
| David P. Bozeman | 56 | President and Chief Executive Officer |
| Michael Castagnetto | 48 | President of NAST |
| Angela K. Freeman | 57 | Chief Human Resources and ESG Officer |
| Damon Lee | 47 | Chief Financial Officer |
| Arun Rajan | 56 | Chief Strategy and Innovation Officer |
| Michael J. Short | 54 | President of Global Freight Forwarding |

David P. Bozeman was named the President and Chief Executive Officer in June 2023. Prior to joining C.H. Robinson, Dave served as Vice President, Ford Customer Service Division, and Vice President, Enthusiast Vehicles, for Ford Blue of Ford Motor Company, an automobile manufacturer, a position he held since August 2022. Prior to joining Ford, Dave was Senior Vice President, Amazon Transportation Services of Amazon.com, Inc., an electronic commerce and cloud computing company, from February 2017 to August 2022. Dave previously held leadership positions of increasing responsibility at Caterpillar Inc. and Harley-Davidson, Inc. Dave holds a Master of Science degree in Engineering Management from the Milwaukee School of Engineering and a Bachelor of Science degree in Manufacturing Design from Bradley University.

Michael Castagnetto became President of NAST in February 2024. Prior executive and management positions with the company include NAST Vice President of Customer Success from January 2023 to January 2024, Robinson Fresh President, from January 2020 to December 2022 and other management roles of increasing responsibility since 2013. Prior to these roles, Michael held various customer-facing roles within the company. He began his career with C.H. Robinson through the company's acquisition of FoodSource, Inc., in 2005. He is a board member of the Angel Foundation. He holds a Bachelor of Arts from Saint Mary's College of California.

Angela K. Freeman was named Chief Human Resources Officer in January 2015, and in October 2019, also became ESG Officer. She additionally serves as the Chair of the Board of the C.H. Robinson Foundation. Prior to her current roles, she served as Vice President of Human Resources from August 2012 to December 2014 and Vice President of Investor Relations and Public Affairs from January 2009 to August 2012. Previous positions at C.H. Robinson include Director of Investor Relations and Director of Marketing Communications. In addition to her responsibilities at C.H. Robinson, Angela currently serves on the Board of Directors of The Shyft Group, Inc., and on the Board of the University of North Dakota Alumni Association & Foundation. Prior to joining C.H. Robinson in 1998, Angela was with McDermott/O'Neill & Associates, a Boston-based public affairs firm. Angela holds a Bachelor of Arts degree and a Bachelor of Science degree from the University of North Dakota and a Master of Science degree from the London School of Economics.

Damon Lee was named Chief Financial Officer in June 2024. Previously, he served as Vice President and Chief Financial Officer of GE Commercial Engines and Services, the largest division of GE Aerospace, from August 2022 to May 2024, and as Vice President and Chief Financial Officer, Commercial Services of GE Aerospace from May 2021 to August 2022. Prior to joining GE Aerospace, Damon served as Vice President of Finance (CFO), Electrical Distribution Systems at Aptiv Corporation PLC from July 2018 to June 2021. He previously held positions of increasing responsibility at Precision Castparts Corp., Eaton Corporation plc, Newell-Rubbermaid (now Newell Brands Inc.), Ingersoll Rand Inc., and Mattel, Inc. Damon holds a Bachelor of Science degree and Master of Business Administration degree, both from Murray State University.

Arun Rajan was named Chief Strategy and Innovation Officer in June 2024. He previously served as the Company's Chief Operating Officer from October 2022 to June 2024, leading the Product, Technology, Data Science, Analytics, and Marketing organizations at C.H. Robinson. Arun joined C.H. Robinson as Chief Product Officer in September 2021. Prior to joining C.H. Robinson, Arun was the Chief Technology Officer of Whole Foods Market, part of Amazon, from September 2019 to July 2021. Arun also held leadership positions at Zappos, an online retail company, through its acquisition by Amazon, serving as Chief Operating Officer from April 2015 to August 2019, Acting Chief Operating Officer from September 2014 to March 2015, and Chief Technology Officer from 2009 to 2013. Prior to Zappos, Arun's leadership roles included serving as the Chief Technology Officer of One Kings Lane in San Francisco, Co-founder and Chief Technology Officer of New York City's Intent Media, Chief Technology Officer of Travelocity Europe and LastMinute.com in London, and Co-Founder and Chief Technology Officer of ITRadar.com in Minneapolis, Minnesota. Arun holds a Bachelor of Science degree in Computer Science from Pittsburgh State University and a Master of Science degree in Information Systems Management from the University of Arizona.

Michael J. Short was named President of Global Freight Forwarding in May 2015. He joined C.H. Robinson through the company's acquisition of Phoenix International in 2012 and is a veteran of the global forwarding industry. Prior to being named President of Global Freight Forwarding, Michael served as Vice President, Global Forwarding – North America. Prior to joining C.H. Robinson, he held a number of roles at Phoenix International, including Regional Manager, Sales Manager, and General Manager of the St. Louis office. He holds a Bachelor of Science degree from the University of Missouri.

**Investor Information**

We were reincorporated in Delaware in 1997 as the successor to a business existing, in various legal forms, since 1905. Our corporate office is located at 14701 Charlson Road, Eden Prairie, Minnesota, 55347-5088, and our telephone number is (952) 937-8500. Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Proxy Statement, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge through our website (www.chrobinson.com) as soon as reasonably practicable after we electronically file the material with the Securities and Exchange Commission. Information contained on our website is not part of this report.

**Cautionary Statement Relevant to Forward-Looking Information**

This Annual Report on Form 10-K, including our financial statements, *Management's Discussion and Analysis of Financial Condition and Results of Operations* in Item 7 of Part II of this report, and other documents incorporated by reference, contain certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When used in this Form 10-K and in our other filings with the Securities and Exchange Commission, in our press releases, presentations to securities analysts or investors, in oral statements made by or with the approval of any of our executive officers, the words or phrases "believes," "may," "could," "will," "expects," "should," "continue," "anticipates," "intends," "will likely result," "estimates," "projects," or similar expressions and variations thereof are intended to identify such forward-looking statements.

Except for the historical information contained in this Form 10-K, the matters set forth in this document may be deemed to be forward-looking statements that represent our expectations, beliefs, intentions, or strategies concerning future events. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience or our present expectations, including, but not limited to, factors such as changes in economic conditions, including uncertain consumer demand; changes in market demand and pressures on the pricing for our services; fuel price increases or decreases, or fuel shortages; competition and growth rates within the global logistics industry that could adversely impact our profitability and ability to achieve our long-term growth targets; freight levels and increasing costs and availability of truck capacity or alternative means of transporting freight; risks associated with seasonal changes or significant disruptions in the transportation industry; risks associated with identifying and completing suitable acquisitions; our dependence upon and changes in relationships with existing contracted truck, rail, ocean, and air carriers; risks associated with the loss of significant customers; risks associated with reliance on technology to operate our business; cybersecurity related risks; our ability to staff and retain employees; risks associated with operations outside of the United States; our ability to successfully integrate the operations of acquired companies with our historic operations or efficiently manage divestitures; climate change related risks; risks associated with our indebtedness; risks associated with interest rates; risks associated with litigation, including contingent auto liability and insurance coverage; risks associated with the potential impact of changes in government regulations including environmental-related regulations; risks associated with the changes to income tax regulations; risks associated with the produce industry, including food safety and contamination issues; the impact of changes in political and governmental conditions; changes to our capital structure; changes due to catastrophic events; risks associated with the usage of artificial intelligence technologies; risks associated with cybersecurity events; and other risks and uncertainties, including those described in Item 1A, Risk Factors. Forward-looking statements speak only as of the date they are made. We undertake no obligation to update these statements in light of subsequent events or developments.

## ITEM 1A. RISK FACTORS

The following are material factors that could affect our financial performance and could cause actual results for future periods to differ materially from our anticipated results or other expectations, including those expressed in any forward-looking statements made in this Annual Report on Form 10-K. We may also refer to this disclosure to identify factors that may cause actual results to differ from those expressed in other forward-looking statements, including those made in oral presentations such as telephone conferences and webcasts open to the public.

***Business environment and competition risk factors***

**Economic recessions could have a significant, adverse impact on our business.** The transportation industry historically has experienced cyclical fluctuations in financial results due to economic recessions, downturns in business cycles of our customers, interest rate fluctuations, currency fluctuations, and other economic factors beyond our control. Deterioration in the economic environment subjects our business to various risks, which may have a material and adverse impact on our operating results and cause us to not reach our long-term growth goals:

- Decrease in volumes: A reduction in overall freight volumes in the marketplace may reduce our opportunities for growth. A significant portion of our freight is comprised of transactional or spot market opportunities. The market may be impacted by supply chain disruptions or overall economic conditions. In addition, if a downturn in our customers' business cycles causes a reduction in the volumes of freight shipped by those customers, particularly in the retail, food, beverage, automotive, industrial, manufacturing, housing, chemicals, or technology industries, our operating results could be adversely affected.

- Credit risk and working capital: Some of our customers may face economic difficulties and may not be able to pay us, and some may go out of business. In addition, some customers may not pay us as quickly as they have in the past, which may cause our working capital needs to increase.

- Transportation provider failures: A significant number of our contracted transportation providers may go out of business, and we may be unable to secure sufficient equipment or other transportation services to meet our commitments to our customers.

- Expense management: We may not be able to appropriately adjust our expenses to changing market demands. In order to maintain high variability in our business model, it is necessary to adjust staffing levels to changing market demands. In periods of rapid change, it may be more difficult to match our staffing levels to our business needs. In addition, we have other expenses that are fixed for a period of time, and we may not be able to adequately adjust them in a period of rapid change in market demand.

**Higher carrier prices may result in decreased adjusted gross profit margin and increases in working capital.** Carriers can be expected to charge higher prices if market conditions warrant or to cover higher operating expenses. Our adjusted gross profits and income from operations may decrease if we are unable to increase our pricing to our customers. Increased demand for over the road transportation services and changes in regulations may reduce available capacity and increase motor carrier pricing. In some instances where we have entered into contract freight rates with customers, in the event market conditions change and those contracted rates are below market rates, we may be required to provide transportation services at a loss. As our volumes increase or we increase freight rates charged to our customers, the resulting increase in revenues may increase our working capital needs due to our business model, which generally has a higher length of days sales outstanding than days payables outstanding.

**Changing fuel costs and interruptions of fuel supplies may have an impact on our adjusted gross profit margin.** In our truckload transportation business, fluctuating fuel prices may result in a decreased adjusted gross profit margin. While our different pricing arrangements with customers and contracted motor carriers make it very difficult to measure the precise impact, we believe fuel costs essentially act as a pass-through cost to our truckload business. In times of fluctuating fuel prices, our adjusted gross profit margin may also fluctuate. Adjusted gross profit margin is a non-GAAP financial measure calculated as adjusted gross profits divided by total revenues. For additional information, see Item 7 of Part II, *Management's Discussion and Analysis of Financial Condition and Results of Operations.*

**Our dependence on third parties to provide equipment and services may impact the delivery and quality of our transportation and logistics services.** We do not employ the people directly involved in delivering our customers' freight. We depend on independent third parties to provide truck, rail, ocean, and air services and to report certain events to us, including but not limited to, shipment status information and freight claims. These independent third parties may not fulfill their obligations to us, or our relationship with these parties may change, which may prevent us from meeting our commitments to our customers. Our reliance on these third parties also could cause delays in reporting certain events, including recognizing claims. In addition, if we are unable to secure sufficient equipment or other transportation services from third parties to meet our commitments to our customers, our operating results could be materially and adversely affected, and our customers could switch to our competitors temporarily or permanently. Many of these risks are beyond our control, including:

- equipment and driver shortages in the transportation industry, particularly among contracted motor carriers;
- changes in regulations impacting transportation;
- disruption in the supply or cost of fuel;
- reduction or deterioration in rail service;
- geopolitical factors that may limit the availability of certain carriers;
- the introduction of alternative means of transporting freight; and
- unanticipated changes in freight markets.

**We face substantial industry competition.** Competition in the transportation services industry is intense and broad-based. We compete against traditional and non-traditional logistics companies, including transportation providers that own equipment, third-party freight brokers, technology matching services, internet freight brokers, carriers offering logistics services, and on-demand transportation service providers. We also compete against carriers' internal sales forces. In addition, customers can bring in-house some of the services we provide to them. We often buy and sell transportation services from and to many of our competitors. Increased competition could reduce our market opportunity and create downward pressure on freight rates, and continued rate pressure may adversely affect our adjusted gross profits and income from operations. In some instances where we have entered into contract freight rates with customers, in the event market conditions change and those contracted rates are below market rates, we may be required to provide transportation services at a loss.

**Our earnings may be affected by seasonal changes or significant disruptions in the transportation industry.** Results of operations for our industry generally show a seasonal pattern as customers reduce shipments during and after the winter holiday season. We believe this historical pattern has been the result of, or influenced by, numerous factors, including national holidays, weather patterns, consumer demand, economic conditions, and other similar and subtle forces. Although seasonal changes in the transportation industry have not had a significant impact on our cash flow or results of operations, we expect this trend to continue, and we cannot guarantee it will not adversely impact us in the future. The transportation industry may also be significantly impacted by disruptions such as port congestion and the availability of transportation equipment, as well as factors such as labor shortages, fuel prices, shifts in consumer demand toward more locally sourced products, and regulatory changes. These disruptions may impact the growth rates within the global logistics industry and our ability to provide transportation services for our customers, each of which may adversely impact our results of operations and operating cash flows.

**We may be unable to identify or complete suitable acquisitions and investments.** We may acquire or make investments in complementary businesses, products, services, or technologies. We cannot guarantee we will be able to identify suitable acquisitions or investment candidates. Even if we identify suitable candidates, we cannot guarantee we will make acquisitions or investments on commercially acceptable terms, if at all. The timing and number of acquisitions we pursue may also cause volatility in our financial results. In addition, we may incur debt or be required to issue equity securities to pay for future acquisitions or investments. The issuance of any equity securities could be dilutive to our stockholders.

**Our sourcing business is dependent upon the supply and price of fresh produce.** The supply and price of fresh produce is affected by weather and growing conditions, including but not limited to, flood, drought, freeze, insects, disease, and other conditions over which we have no control. Commodity prices can be affected by shortages or overproduction and are often highly volatile. If we are unable to secure fresh produce to meet our commitments to our customers, our operating results could be materially and adversely affected, and our customers could switch to our competitors temporarily or permanently. To assure access to certain commodities, we occasionally make monetary advances to growers to finance their operations. Repayment of these advances is dependent upon the growers' ability to grow and harvest marketable crops.

*Company risk factors*

**We rely on technology to operate our business, with the majority of our operating systems developed internally and supplemented by third-party technology, which may subject us to cybersecurity events and disruptions.** Our continued success depends on the effective operation and adaptation of these systems to meet the evolving needs of our customers and users. The automation of existing processes and the use of third-party technology and cloud network capacity may increase our exposure to cybersecurity risks and system availability reliance. We depend on our technology staff and third-party vendors to implement changes and maintain our systems efficiently. Failure to maintain, protect, and enhance our operating systems could result in a competitive disadvantage and loss of customers.

We process and maintain confidential, proprietary, personal, and sensitive information, including financial and business data. Our information technology systems, devices, storage, and applications, as well as those maintained by third-party providers, are vulnerable to damage, disruptions, and shutdowns due to cyberattacks, ransomware, malware, phishing, denial of service attacks, and other unauthorized access attempts. These incidents have occurred in the past and may happen again, potentially causing material service outages, inappropriate access, or other significant business interruptions. The frequency and sophistication of cyberattacks have increased globally, making it challenging to anticipate and prevent such events or mitigate their effects. Additionally, we may not immediately detect these incidents.

Given the interconnected nature of the supply chain and our significant industry presence, we may be an attractive target for cyberattacks. Many aspects of our operations depend on third-party networks and systems, which are also susceptible to cyber risks. While we have dedicated resources for security, privacy, and incident response, our processes may not be adequate to prevent or limit harm or to remediate incidents promptly.

A failure to prevent a cyberattack that impacts the performance, reliability, security, and availability of our systems could result in service interruptions, operational difficulties, inability to retain or attract customers, loss of revenues or market share, expose us to legal claims and government actions, liability to customers, reputational damage, and increased service and maintenance costs. Addressing these issues could be costly, and our insurance coverage may not be sufficient to cover all liabilities. These impacts could adversely affect our financial condition, results of operations, and growth prospects.

**Our international operations subject us to operational, financial, and data privacy risks.** We provide services within and between foreign countries on an increasing basis. Our business outside of the United States is subject to various risks, including:

- changes in tariffs, trade restrictions, trade agreements, and taxations;
- difficulties in managing or overseeing foreign operations and agents;
- limitations on the repatriation of funds because of foreign exchange controls;
- different liability standards;
- intellectual property laws of countries that do not protect our rights in our intellectual property, including but not limited to, our proprietary information systems, to the same extent as the laws of the United States;
- issues related to non-compliance with laws, rules, and regulations in the countries in which we operate including the U.S. Foreign Corrupt Practices Act and similar regulations. Failure to comply could result in reputational harm, substantial penalties, and operational restrictions; and
- global laws and regulations regarding the collection, use, processing, and transfer of personal information may impact our services by imposing restrictions on processing, increase legal claim liability, and increase regulatory scrutiny and fines. These requirements continue to evolve and vary by region and regime, which increases the risk of noncompliance and impacts operations, including additional expenses and resources necessary to manage compliant operations.

The occurrence or consequences of any of these factors may restrict our ability to operate in the affected region and/or decrease the profitability of our operations in that region.

As we continue to expand our business internationally, we expose the company to increased risk of loss from foreign currency fluctuations, as well as longer accounts receivable payment cycles. Foreign currency fluctuations could result in currency exchange gains or losses or could affect the book value of our assets and liabilities. Furthermore, we may experience unanticipated changes to our income tax liabilities resulting from changes in geographical income mix and changing international tax legislation. We have limited control over these risks, and if we do not correctly anticipate changes in international economic and political conditions, we may not alter our business practices in time to avoid adverse effects.

**Our ability to appropriately staff and retain employees is important to our business model.** Our continued success depends upon our ability to attract and retain motivated logistics professionals. In order to maintain high variability in our business model, it is necessary to adjust staffing levels to changing market demands. In periods of rapid change, it may be more difficult to match our staffing level to our business needs. We cannot guarantee we will be able to continue to hire and retain a sufficient number of qualified personnel. In addition, macroeconomic factors impacting the labor market may result in higher costs to hire and retain qualified personnel. Because of our comprehensive employee training program, our employees are attractive targets for new and existing competitors. Continued success depends in large part on our ability to develop successful employees into managers.

**We use, and may continue to expand our use of, machine learning and artificial intelligence ("AI") technologies to deliver our services and operate our business.** If we fail to successfully integrate AI into our platform and business processes, or if we fail to keep pace with rapidly evolving AI technological developments, including attracting and retaining talented AI developers and programmers and cybersecurity personnel, we may face a competitive disadvantage. At the same time, the use or offering of AI technologies may result in new or expanded risks and liabilities, including enhanced government or regulatory scrutiny, litigation, privacy and compliance issues, ethical concerns, confidentiality, reputational harm, and security risks. It is not possible to predict all of the risks related to the use of AI and changes in laws, rules, directives, and regulations governing the use of AI may adversely affect our ability to develop and use AI or subject us to legal liability. The cost of complying with laws and regulations governing AI could be significant and would increase our operating expenses, which could adversely affect our business, financial condition, and results of operations. Further, market demand and acceptance of AI technologies are uncertain, and we may be unsuccessful in efforts to further incorporate AI into our processes.

**We derive a significant portion of our total revenues and adjusted gross profits from our largest customers.** During 2024, our top 100 customers based on total revenue comprised approximately 34 percent of our consolidated total revenues and our top 100 customers based on adjusted gross profits comprised approximately 27 percent of our consolidated adjusted gross profits. Our largest customer comprised approximately two percent of our consolidated total revenues. The sudden loss of major customers could materially and adversely affect our operating results.

**We may be subject to the negative impacts of climate change, which could adversely impact our business and financial results.** The potential impacts of climate change may subject us to various risks, including:

- physical risks such as extreme weather conditions or other types of weather events, which could disrupt our operations;
- compliance costs and transition risks such as increased regulation on us and on our contracted transportation providers; and
- reputational and strategic risks due to shifts in customer demands such as customers requiring more fuel-efficient transportation, autonomous transportation modes, or increased transparency to carbon emissions in their supply chains.

Such impacts may disrupt our operations by adversely affecting our ability to procure services that meet regulatory or customer requirements and may negatively affect our results of operations, cash flows, and financial condition.

**We may have difficulties integrating acquired companies or efficiently managing divestitures.** For acquisitions, success depends upon efficiently integrating the acquired business into our existing operations. If we complete a large acquisition or multiple acquisitions within a short period of time, we may experience heightened difficulties integrating the acquired companies. We are required to integrate these businesses into our internal control environment, which may present challenges that are different than those presented by organic growth and that may be difficult to manage. If we are unable to successfully integrate and grow these acquisitions and to realize contemplated revenue synergies and cost savings, our business, prospects, results of operations, financial position, and cash flows could be materially and adversely affected.

Divestiture activity poses risks, and success depends upon efficiently managing the transition process. Failure to do so includes potential risks including disruption to our core operations, failure to deliver the anticipated value for shareholders, diverting management's attention from other strategic initiatives, negative impacts on our customer and carrier relationships, and the loss of key employees. The inability to successfully manage these risks may result in higher operating expenses, lost revenues, or other negative effects on earnings and our financial results.

**Our growth and profitability may not continue, or we may not achieve our long-term growth targets, which may result in a decrease in our stock price.** There can be no assurance that our long-term growth targets will be achieved or that we will be able to effectively adapt our management, administrative, and operational systems to respond to any future growth. Future changes in and expansion of our business, or changes in economic or political conditions, could adversely affect our operating margins. Slower or less profitable growth or losses could adversely affect our stock price.

**Our indebtedness could adversely impact our financial condition and results of operations.** Significant adverse economic and industry conditions could negatively affect our ability to pay principal and interest on our debt and limit our ability to fund working capital, capital expenditures, possible acquisitions, dividends, share repurchases, or other investments. If we are unable to generate sufficient cash flows to satisfy our debt obligations or refinance these debt obligations with commercially acceptable terms, it may adversely impact our financial position and results of operations. We may be unable to comply with the various restrictions and covenants under our indebtedness, which may result in default and our outstanding indebtedness may become immediately due and payable and adversely impact our financial position.

**We may be adversely impacted by changing interest rates.** We are exposed to changes in interest rates, primarily on our short-term debt that carries floating interest rates. Interest rates are highly sensitive to many factors, including governmental monetary policies, economic conditions, and other factors beyond our control. A significant increase in interest rates could adversely impact our financial position and results of operations.

***Governmental, regulatory, and legal risk factors***

**Changes to income tax regulations in the United States and other jurisdictions where we operate may increase our tax liability.** We are subject to income taxes in the United States and other jurisdictions where we operate. Changes to income tax laws and regulations in any of the jurisdictions where we operate could adversely affect our overall tax liability. The Organization for Economic Cooperation and Development ("OECD") reached agreement among various countries to implement a minimum 15 percent tax rate on certain multinational enterprises, commonly referred to as Pillar Two. Subsequently, multiple sets of administrative guidance have been issued. Many non-U.S. tax jurisdictions have either enacted legislation to adopt certain components of the Pillar Two Model Rules beginning in 2024, including the European Union Member States, with the adoption of additional components in later years, or announced their plans to enact legislation in future years. We are subject to these rules in certain jurisdictions in which we operate, and any expected tax impacts have been included in our results. As rules for more jurisdictions will become effective in 2025, we are continuing to evaluate the impact of these proposed and enacted legislative changes as new guidance becomes available. Some of these legislative changes could impact our effective tax rate and tax liabilities. Given the numerous proposed tax law changes and the uncertainty regarding such proposed legislative changes, the impact of Pillar Two could adversely impact our effective tax rate, financial position, and results of operations.

**We are subject to claims arising from our transportation operations.** We use the services of thousands of third-party transportation companies in connection with our transportation operations. From time to time, the drivers employed and engaged by the motor carriers with which we contract are involved in accidents, which may result in serious personal injuries. The resulting types and/or amounts of damages may be excluded by or exceed the amount of insurance coverage maintained by the contracted motor carrier. We contractually require all motor carriers we work with to carry at least $750,000 in automobile liability insurance. We also require all contracted motor carriers to maintain workers compensation and other insurance coverage as required by law. Most contracted motor carriers have insurance exceeding these minimum requirements, as well as cargo insurance in varying policy amounts. Railroads, which are generally self-insured, provide limited common carrier cargo loss or damage liability protection, generally up to $250,000 per shipment. Although these drivers are not our employees and all of these drivers are employees, owner-operators, or independent contractors working for the contracted motor carriers, from time to time, claims may be asserted against us for their actions or for our actions in retaining them. Claims against us may exceed the amount of our insurance coverage or may not be covered by insurance at all. A material increase in the frequency or severity of accidents, liability claims, workers' compensation claims, or unfavorable resolutions of claims could materially and adversely affect our operating results. In addition, significant increases in insurance costs or the inability to purchase insurance as a result of these claims could reduce our profitability. Our involvement in the transportation of certain goods, including but not limited to, hazardous materials, could also increase our exposure in the event one of our contracted motor carriers is involved in an accident resulting in injuries or contamination.

In North America, as a property freight broker, we are not legally liable for loss or damage to our customers' cargo. In our customer contracts, we may agree to assume cargo liability up to a stated maximum. We typically do not assume cargo liability to our customers above minimum industry standards in our international freight forwarding, ocean transportation, or air freight businesses on international or domestic air shipments. Although we are not legally liable for loss or damage to our customers' cargo, from time to time, claims may be asserted against us for cargo losses. We maintain a broad cargo liability insurance policy to help protect us against catastrophic losses that may not be recovered from the responsible contracted carrier. We also carry various liability insurance policies, including automobile and general liability, with a $125 million umbrella with up to a $10 million retention, an additional $10 million corridor retention, and a $6.5 million retention in various layers throughout the umbrella.

**Buying and reselling fresh produce exposes us to possible product liability.** Agricultural chemicals used on fresh produce are subject to various approvals, and the commodities themselves are subject to regulations on cleanliness and contamination. Product recalls in the produce industry have been caused by concern about particular chemicals and alleged contamination, often leading to lawsuits brought by consumers of allegedly affected produce. We may face claims for a variety of damages arising from the sale of produce, which may include potentially uninsured consequential damages. While we are insured for up to $125 million for product liability claims subject to a $500,000 per incident deductible, settlement of class action claims is often costly, and we cannot guarantee our coverage will be adequate or that it will continue to be available. If we have to recall produce, we may be required to bear the cost of repurchasing, transporting, and destroying any allegedly contaminated product, as well as associated consequential damages. We carry product recall and contamination insurance coverage of $30 million. A loss for which we are not adequately insured could materially affect our financial results. The coverage we currently have in place may not apply to a particular loss, or it may not be sufficient to cover all liabilities to which we may be subject. This policy has a retention of $3.5 million per incident. Any recall or allegation of contamination could affect our reputation, particularly of our proprietary and/or licensed branded produce programs, which could materially and adversely affect our operating results. Loss due to spoilage (including the need for disposal) is also a routine part of the sourcing business.

Any material litigation related to the above types of claims or claims arising from our transportation operations may require significant time from management and could cause us to incur substantial legal and related costs, which may include damages that could have a material adverse impact on our financial results.

**Our business depends upon compliance with numerous government regulations.** Our operations may be regulated and licensed by various federal, state, and local transportation agencies in the United States and similar governmental agencies in foreign countries in which we operate.

We are subject to licensing and regulation as a property freight broker and are licensed by the DOT to arrange for the transportation of property by motor vehicle. The DOT prescribes qualifications for acting in this capacity, including certain surety bonding requirements. For purposes of our Global Forwarding services, we are also subject to regulation by the FMC as an ocean freight forwarder and NVOCC, and we maintain separate bonds and licenses for each. We operate as a U.S. Department of Homeland Security certified IAC, providing air freight services, subject to commercial standards set forth by the IATA and federal regulations issued by the TSA. We provide customs brokerage services as a customs broker under a license issued by CBP, and we maintain CTPAT certification with CBP. Some customs entries fall within the jurisdiction of other authoritative governmental agencies (e.g., Food and Drug Administration, Fish and Wildlife Service, etc.). We also have and maintain other licenses as required by law.

We source fresh produce under a license issued by the USDA as required by PACA. We are also subject to various regulations and requirements promulgated by other international, domestic, state, and local agencies and port authorities. Our failure to comply with the laws and regulations applicable to entities holding these licenses could materially and adversely affect our results of operations or financial condition.

Legislative or regulatory changes can affect the economics of the transportation industry by requiring changes in operating practices or influencing the demand for, and the cost of providing, transportation services. As part of our logistics services, we operate owned or leased warehouse facilities. Our operations at these facilities include both warehousing and distribution services, and we are subject to various federal, state, and international environmental, work safety, and hazardous materials regulations. We may experience an increase in operating costs, such as security costs, as a result of governmental regulations that have been or will be adopted in response to terrorist activities and potential terrorist activities. No assurances can be given that we will be able to pass these increased costs on to our customers in the form of rate increases or surcharges, and our operations and profitability may be materially and adversely affected as a result.

United States Department of Homeland Security regulations applicable to our customers that import goods into the United States and our contracted ocean carriers can impact our ability to provide and/or receive services with and from these parties.

Enforcement measures related to violations of these regulations can slow and/or prevent the delivery of shipments, which may negatively impact our operations.

We cannot predict the impact future regulations may have on our business. Our failure to maintain required permits or licenses, or to comply with applicable regulations, could result in substantial fines or revocation of our operating permits and licenses.

**Our contracted transportation providers are subject to increasingly stringent laws protecting the environment, including transitional risks relating to climate change, which could directly or indirectly have a material adverse effect on our business.** Future and existing environmental regulatory requirements, including evolving transportation technology, in the United States and abroad could adversely affect operations and increase operating expenses, which in turn could increase our purchased transportation costs. We may also incur expenses as a result of regulators requiring additional climate-related disclosures regarding our contracted transportation providers that may be labor-intensive to report on. Until the timing, scope, and extent of such possible regulation becomes finalized, we cannot predict its effect on our company, but if we are unable to pass such costs along to our customers, our business could be materially and adversely affected. Even without any new legislation or regulation, increased public concern regarding greenhouse gas emissions by transportation carriers could harm the reputations of companies operating in the transportation and logistics industries and shift consumer demand toward more locally-sourced products and away from our services.

***General risk factors***

**We may be subject to negative impacts of changes in political and governmental conditions.** Our operations may be subject to the influences of significant political, governmental, and similar changes and our ability to respond to them, including:

- changes in political conditions and in governmental policies;
- changes in and compliance with international and domestic laws and regulations; and
- wars, civil unrest, acts of terrorism, and other conflicts such as the current conflict in the Red Sea, which is impacting the global freight market.

**We may be subject to negative impacts of catastrophic events.** A disruption or failure of our systems or operations in the event of a major earthquake, weather event, cyber attack, heightened security measures, actual or threatened terrorist attack, strike, civil unrest, pandemic, or other catastrophic event could cause delays in providing services or performing other critical functions. We are particularly vulnerable to these risks given the broad and global scope of our operations. A catastrophic event that results in the destruction or disruption of any of our critical business or information systems could harm our ability to conduct normal business operations and adversely impact our operating results.

## ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

## ITEM 1C. CYBERSECURITY

*Cybersecurity Risk Management and Strategy*

Our global reach and the ever-evolving threat landscape makes data security and privacy a critical priority for us. Our Chief Information Security Officer and their global cybersecurity team reports to our Chief Technology Officer and together, they are responsible for our network security, cybersecurity risk management processes, and business continuity. This team partners with leaders from all our global regions to align our cybersecurity risk management processes and strategic goals with our business priorities and ultimately mitigate cybersecurity risk at C.H. Robinson.

Our global cybersecurity team has experience and expertise with potential cybersecurity threats and supporting mitigation of the potential cybersecurity threats facing our organization and vulnerabilities facing our technology infrastructure. Our Director of Cybersecurity and Technology Risk Management has over a decade of experience leading cyber security oversight, and others on our global cybersecurity team have cybersecurity experience or certifications, such as the Certified Information Systems Security Professional, CompTIA, Offensive Security Certified Professional, Certificate of Cloud Security Knowledge, Global Information Assurance Certification, Certified Incident Handler certifications. We view cybersecurity as a shared responsibility, and we periodically perform simulations and tabletop exercises at a management level and incorporate external resources and advisors as needed. All employees are required to complete cybersecurity trainings at least once a year and have access to more frequent cybersecurity trainings. We also require employees in certain roles to complete additional role-based, specialized cybersecurity trainings. Program performance is reported to and monitored by senior leadership and the Audit Committee on a quarterly basis.

The Company maintains an Enterprise Risk Management ("ERM") program, which includes processes for key risk identification, mitigation efforts, and day-to-day management of risks, including cybersecurity risks. The ERM program is administered by our Internal Audit department and involves our global cybersecurity team, which possesses significant knowledge and expertise in the area of cybersecurity risks.

Our global cybersecurity team helps ensure the cybersecurity risks identified from the ERM program are incorporated into our overall cybersecurity program. Programs to address key cybersecurity risks have been put into place including layered coverage with focus areas and practices designed to address network and endpoint security, application security, and security operations. We also employ automated detection and event correlation techniques and alerting as well as integrate cyber threat intelligence into our processes. Our security operations center serves as the front line of these alerts and investigates and remediates threats as necessary. We also perform regular vulnerability assessments and penetration tests. Although it is difficult to determine the potential impacts from a cybersecurity incident, we may experience negative impacts such as reputational harm, inability to retain existing customers or attract new customers, exposure to legal claims and government action, among others. Previous attacks on our operating systems have not had a material financial impact on our operations, but we cannot guarantee future attacks will have little to no impact on our business. Furthermore, given the interconnected nature of the supply chain and our significant presence in the industry, we believe we may be an attractive target for such attacks. The impact of a cybersecurity incident may have a material adverse impact on our financial condition, results of operations, availability of our systems, and growth prospects, which makes cybersecurity risk management of critical importance to our organization.

Although we have internally developed the majority of our line of business applications, we also rely on technology provided by third parties. We have processes in place to oversee and identify risks from cybersecurity threats associated with the use of third-party technology including third-party risk management, process and partner intake risk assessments, and dedicated procurement functions. These processes help mitigate the risks associated with utilizing external technology platforms and help prevent disruptions to our business operations.

We also involve external cybersecurity experts to assess our cybersecurity program, risk management, and relevant internal controls. In addition to our cybersecurity programs and policies, the Company also purchases a cybersecurity risk insurance policy to limit its exposure to cybersecurity incidents.

We have processes and programs in place to meet our global compliance obligations and work with our employees and teams across the globe to ensure security and data protection principles are integrated into the way we do business every day. We utilize a set of controls that integrate guidance from the EU's General Data Protection Regulations and align with the U.S. National Institute of Standards and Technology's ("NIST") framework. We undergo a regular independent assessment of our operational and strategic maturity across NIST controls and summary performance is shared with senior leadership including our board of directors. In addition, we submit to independent assessments by external parties, including System and Organizational Controls ("SOC") 2 Type 2 audits, covering customer-facing and line-of-business applications to ensure all safeguards function as they should. These functions are also supported by internal compliance teams that perform additional layers of testing prior to SOC 2 Type 2 procedures.

Our Technology Continuity program follows industry standards for disaster recovery practices, including close alignment with ISO 27031:2011 and the Disaster Recovery Institute International's Professional Practices. Our program includes multiple components that act as an additional line of defense—among them are regular functional recovery and tabletop exercises; cybersecurity exercises; protected backups for critical data; recovery time objectives; and recovery point objectives, including achievability metrics, application criticality tiering, program audit and maintenance, awareness and training, business impact analysis, and risk evaluation and controls.

*Cybersecurity Governance*

The Board of Directors is tasked with oversight of the Company's cybersecurity, information governance, and privacy programs. The Audit Committee oversees our ERM program and receives semi-annual ERM updates, which include cyber-related risk items. In addition, our Audit Committee receives quarterly reports on cybersecurity from our Chief Technology Officer and our Director of Cybersecurity and Technology Risk Management. Our Director of Cybersecurity and Technology Risk Management and their global cybersecurity team has experience and expertise with potential cybersecurity threats and supporting mitigation of the potential cybersecurity threats facing our organization and vulnerabilities facing our technology infrastructure.

We have also established a cross-functional project team of subject matter experts from across the organization to quickly analyze, mitigate, and remediate potential cybersecurity incidents or vulnerabilities and comply with cybersecurity related reporting requirements. The details of any such cybersecurity incidents or threats are included in the quarterly reports to the Audit Committee.

## ITEM 2. PROPERTIES

Our corporate headquarters are in Eden Prairie, Minnesota. The total square footage of our three buildings, all of which we own, in Eden Prairie is 224,000. This total includes a data center of approximately 18,000 square feet.

We lease approximately 210 office locations in 36 countries across North America, Europe, Asia, South America, Oceania, and the Middle East. We lease a 201,000 square foot facility in Kansas City, Missouri, with an expiration date of April 2032, and a 207,000 square foot facility in Chicago, Illinois, with an expiration date of August 2033. In addition, we lease warehouse space totaling approximately 4.3 million square feet in 26 locations primarily within the United States and a data center in Oronoco, Minnesota, of approximately 32,000 square feet.

Most of our offices and warehouses are leased from third parties under leases with initial terms ranging from one to 15 years. Our office locations range in space from 1,000 to 207,000 square feet. Because we are a global enterprise characterized by substantial intersegment cooperation, properties are often used by multiple business segments.

We continue to optimize our real estate footprint across the network in consideration of expected staffing levels and flexible work arrangements. In 2024, we had a restructuring initiative related to the rationalization of our facilities footprint including the consolidation, early termination, or abandonment of office buildings under operating leases. Refer to Note 14, *Restructuring*, for further detail on our 2024 Restructuring Program. We will continue to assess our facilities footprint in the future to ensure we have the appropriate real estate footprint based on our current level of operations. We have not had difficulty in obtaining sufficient office space and believe we can renew existing leases or relocate to new offices as leases expire, if deemed necessary.

## ITEM 3. LEGAL PROCEEDINGS

We are not subject to any pending or threatened litigation other than routine litigation arising in the ordinary course of our business operations. For some legal proceedings, we have accrued an amount that reflects the aggregate liability deemed probable and estimable, but this amount is not material to our consolidated financial position, results of operations, or cash flows. Because of the preliminary nature of many of these proceedings, the difficulty in ascertaining the applicable facts relating to many of these proceedings, the inconsistent treatment of claims made in many of these proceedings, and the difficulty of predicting the settlement value of many of these proceedings, we are not able to estimate an amount or range of any reasonably possible losses. However, based upon our historical experience, the resolution of these proceedings is not expected to have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

# PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock began trading on The Nasdaq National Market on October 15, 1997, and currently trades on the Nasdaq Global Select Market under the symbol "CHRW".

On February 12, 2025, the closing sales price per share of our common stock as quoted on the Nasdaq Global Select Market was $97.55 per share. On February 10, 2025, there were 125 holders of record. On February 10, 2025, there were 289,082 beneficial owners of our common stock.

Our declaration of dividends is subject to the discretion of the Board of Directors. Any determination as to the payment of dividends will depend upon our results of operations, capital requirements, financial condition, and such other factors as the Board of Directors may deem relevant. Accordingly, there can be no assurance the Board of Directors will declare or continue to pay dividends on the shares of common stock in the future.

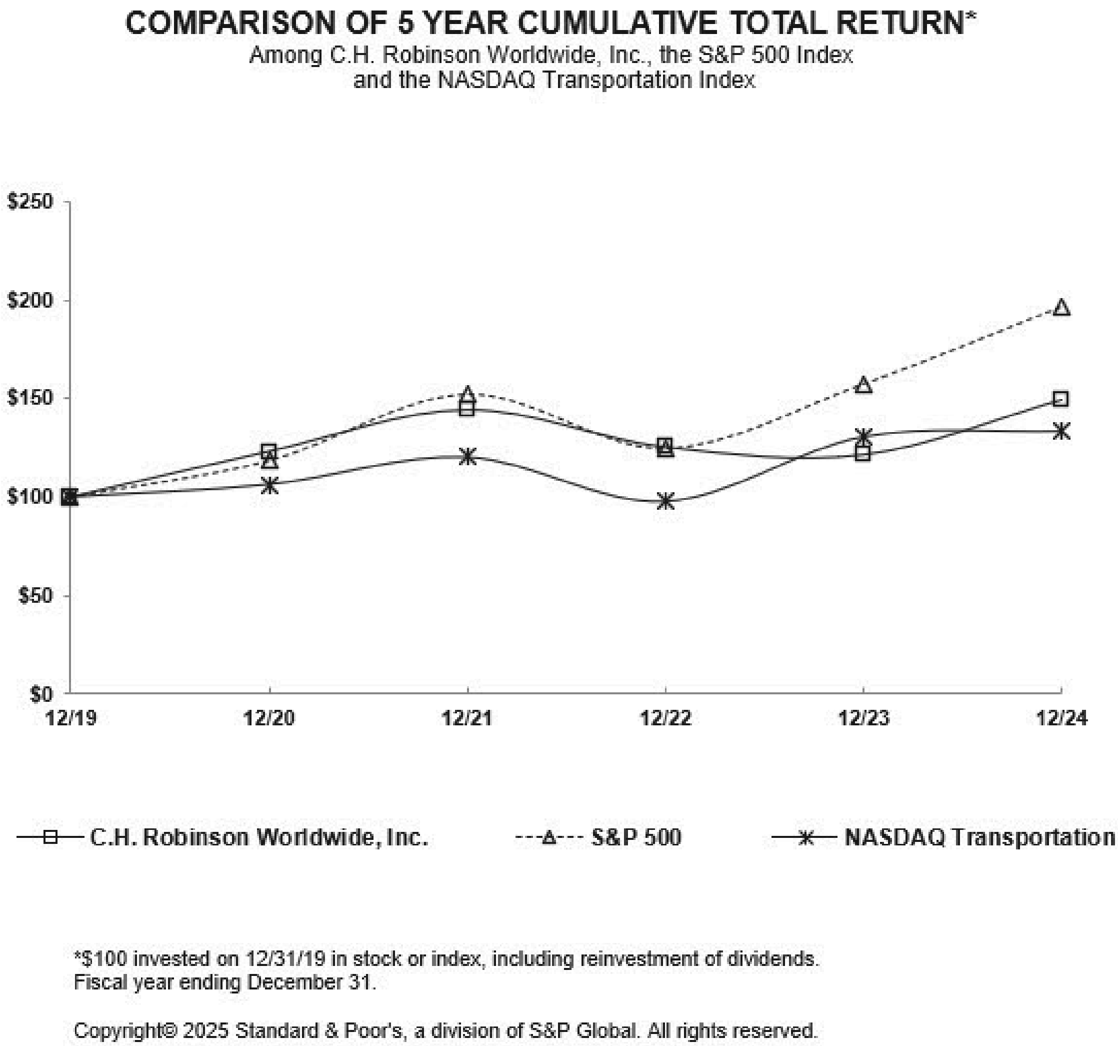
The following table provides information about company purchases of common stock during the quarter ended December 31, 2024:

| Period | Total Number of Shares Purchased [1] | | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs [2] |
|---|---|---|---|---|---|
| October 2024 | 2,182 | $ | 109.27 | — | 6,763,445 |
| November 2024 | 10,184 | | 106.69 | — | 6,763,445 |
| December 2024 | 67,479 | | 103.58 | — | 6,763,445 |
| Fourth quarter 2024 | 79,845 | $ | 104.13 | — | 6,763,445 |

(1) The total number of shares purchased includes: (i) no shares of common stock were purchased under the authorization described below; and (ii) 79,845 shares of common stock surrendered to satisfy statutory tax withholding obligations under our stock incentive plans.

(2) On December 9, 2021, the Board of Directors increased the company's share repurchase authorization by an additional 20,000,000 shares of common stock. As of December 31, 2024, there were 6,763,445 shares remaining for future repurchases. Repurchases can be made in the open market or in privately negotiated transactions, including Rule 10b5-1 plans and accelerated repurchase programs.

The graph below compares the cumulative 5-year total return of holders of C.H. Robinson Worldwide, Inc.'s common stock with the cumulative total returns of the S&P 500 index and the Nasdaq Transportation index. The graph tracks the performance of a $100 investment in our common stock and in each index (with the reinvestment of all dividends) from December 31, 2019 to December 31, 2024.




| | December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| **C.H. Robinson Worldwide, Inc.** | $ 100.00 | $ 123.02 | $ 144.14 | $ 125.27 | $ 121.38 | $ 149.17 |
| **S&P 500** | 100.00 | 118.40 | 152.39 | 124.79 | 157.59 | 197.02 |
| **Nasdaq Transportation** | 100.00 | 106.29 | 120.41 | 97.55 | 130.87 | 133.76 |

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

**ITEM 6. RESERVED**

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### OVERVIEW

C.H. Robinson Worldwide, Inc. ("C.H. Robinson," "the company," "we," "us," or "our") is one of the largest global logistics providers in the world, with consolidated total revenues of $17.7 billion in 2024. We deliver logistics like no one else. Companies around the world look to us to reimagine supply chains, advance freight technology, and solve logistics challenges—from the simple to the complex. We are grounded in our promise to deliver exceptional customer success, using our expertise, scale, and tailored solutions to help customers navigate increasingly complex global supply chains.

Our adjusted gross profits and adjusted gross profit margin are non-GAAP financial measures. Adjusted gross profits is calculated as gross profits excluding amortization of internally developed software utilized to directly serve our customers and contracted carriers. Adjusted gross profit margin is calculated as adjusted gross profits divided by total revenues. We believe adjusted gross profits and adjusted gross profit margin are useful measures of our ability to source, add value, and sell services and products that are provided by third parties, and we consider adjusted gross profits to be a primary performance measurement. Accordingly, the discussion of our results of operations often focuses on the changes in our adjusted gross profits and adjusted gross profit margin. The reconciliation of gross profits to adjusted gross profits and gross profit margin to adjusted gross profit margin is presented below (dollars in thousands):

| | Twelve Months Ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2024 | | 2023 | | 2022 | |
| **Revenues:** | | | | | | |
| Transportation | $16,353,745 | | $16,372,660 | | $23,516,384 | |
| Sourcing | 1,371,211 | | 1,223,783 | | 1,180,241 | |
| Total revenues | 17,724,956 | | 17,596,443 | | 24,696,625 | |
| **Costs and expenses:** | | | | | | |
| Purchased transportation and related services | 13,719,935 | | 13,886,024 | | 20,035,715 | |
| Purchased products sourced for resale | 1,240,007 | | 1,105,811 | | 1,067,733 | |
| Direct internally developed software amortization | 44,308 | | 33,620 | | 25,487 | |
| **Total direct costs** | 15,004,250 | | 15,025,455 | | 21,128,935 | |
| **Gross profits/Gross profit margin** | 2,720,706 | 15.3 % | 2,570,988 | 14.6 % | 3,567,690 | 14.4 % |
| Plus: Direct internally developed software amortization | 44,308 | | 33,620 | | 25,487 | |
| **Adjusted gross profits/Adjusted gross profit margin** | $ 2,765,014 | 15.6 % | $ 2,604,608 | 14.8 % | $ 3,593,177 | 14.5 % |

Our adjusted operating margin is a non-GAAP financial measure calculated as operating income divided by adjusted gross profit. We believe adjusted operating margin is a useful measure of our profitability in comparison to our adjusted gross profit, which we consider a primary performance metric as discussed above. The reconciliation of operating margin to adjusted operating margin is presented below (dollars in thousands):

| | Twelve Months Ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| Total revenues | $ 17,724,956 | $ 17,596,443 | $ 24,696,625 |
| Operating income | 669,141 | 514,607 | 1,266,782 |
| Operating margin | 3.8 % | 2.9 % | 5.1 % |
| | | | |
| Adjusted gross profit | $ 2,765,014 | $ 2,604,608 | $ 3,593,177 |
| Operating income | 669,141 | 514,607 | 1,266,782 |
| Adjusted operating margin | 24.2 % | 19.8 % | 35.3 % |

## MARKET TRENDS

The North America surface transportation market continued to experience excess carrier capacity relative to shipper demand throughout 2024, which resulted in an oversupplied and very competitive market. These conditions are typically referred to as a soft market and resulted in transportation rates at, or near, the estimated cost to operate a truck for much of 2024. Although carrier capacity has begun exiting the market, it has been at rates much slower than is typically seen at this stage of the market cycle. One of the key metrics we use to measure market conditions is the truckload routing guide depth from our Managed Solutions business. Routing guide depth represents the average number of carriers contacted prior to acceptance when procuring a transportation provider. Average routing guide depth has remained low throughout 2024 and finished the year at 1.3, representing that on average, the first carrier in a shipper's routing guide was executing the shipment in most cases. Average routing guide depth at the end of 2023 was 1.2 and held at that level before increasing slightly at the end of 2024.

The global forwarding market experienced significant volatility in 2024, impacted by re-routing, extended transit times, and improving demand. Most carriers avoided the Suez Canal for the majority of 2024 due to the Red Sea conflict, which increased transit times, straining global carrier capacity. Consequently, ocean freight rates have remained elevated compared to the prior year. Uncertainty remains on how the Red Sea conflict, along with geopolitical factors and new capacity entering the market, will impact the global forwarding market in 2025. The global air freight market has largely stabilized, although air freight costs remain elevated compared to the prior year. The elevated ecommerce export demand from Asia during much of 2024 resulted in the repositioning of air freight capacity to that trade lane, causing freighter capacity shortages in other trade lanes and driving up pricing in the market in certain trade lanes.

## BUSINESS TRENDS

Our 2024 surface transportation results were largely consistent with the trends discussed in the market trends section and similar to trends experienced in the prior year. The weak freight demand and excess carrier capacity in the market resulted in most shipments moving under committed pricing agreements and suppressed freight rates on the limited number of shipments reaching the spot market for most of 2024. Despite these challenging market conditions, we were able to improve our adjusted gross profit per transaction in 2024 compared to 2023 as a result of disciplined pricing and capacity procurement efforts leading to better adjusted gross profits per transaction within our transactional portfolio. Our average truckload linehaul cost per mile, excluding fuel surcharges, decreased approximately 5.5 percent during 2024. Our average truckload linehaul rate charged to our customers, excluding fuel surcharges, decreased approximately 5.0 percent during 2024.

Our 2024 Global Forwarding results were largely consistent with the trends discussed above in the market trends section. We experienced elevated purchased transportation costs in 2024 compared to the prior year, resulting in increased total revenues and cost of purchased transportation in ocean services. In 2024, the global forwarding market faced disruptions that led to a significant rise in freight rates. This contrasts with 2023, which saw weak demand and elevated levels of capacity. These market dynamics resulted in a notable increase in both total revenues and cost of purchased transportation compared to the previous year. Our total ocean freight volumes increased 5.5 percent while our air freight tonnage increased 17.0 percent in 2024 compared to the prior year.

## SELECTED OPERATING PERFORMANCE AND OTHER SIGNIFICANT ITEMS

The following summarizes select 2024 year-over-year operating comparisons to 2023:

- Total revenues increased 0.7 percent to $17.7 billion, primarily driven by higher pricing and volume in our ocean services, partially offset by lower pricing and volume in our truckload services.
- Gross profits increased 5.8 percent to $2.7 billion. Adjusted gross profits increased 6.2 percent to $2.8 billion, primarily driven by higher adjusted gross profit per transaction in our truckload and ocean services.
- Personnel expenses decreased 0.6 percent to $1.5 billion, primarily due to cost optimization efforts and productivity improvements, partially offset by higher variable compensation and higher restructuring charges related to workforce reductions. Average employee headcount decreased 10.3 percent.
- Other selling, general, and administrative ("SG&A") expenses increased 2.5 percent to $639.6 million, primarily due to a $44.5 million loss on the divestiture of our Europe Surface Transportation business. The prior year included

$19.6 million of charges, primarily related to the divestiture of our operations in Argentina. In addition, other SG&A expenses decreased across several expense categories in the current year.

- Income from operations totaled $669.1 million, up 30.0 percent from last year, due to an increase in adjusted gross profits, partially offset by the increase in operating expenses. Adjusted operating margin of 24.2 percent increased 440 basis points.
- Interest and other income/expenses, net totaled $89.9 million, which primarily consisted of $85.9 million of interest expense, which decreased $4.3 million versus last year due to a lower average debt balance. The current year results also included a $7.4 million net loss from foreign currency revaluation and realized foreign currency gains and losses.
- The effective tax rate for 2024 was 19.6 percent compared to 20.5 percent in 2023. The lower rate in the current year was driven by the impact of non-recurring discrete items and higher U.S. tax credits, partially offset by higher pre-tax income and lower foreign tax credits.
- Net income totaled $465.7 million, up 43.2 percent from a year ago. Diluted earnings per share increased 41.9 percent to $3.86.

**CONSOLIDATED RESULTS OF OPERATIONS**

The following table summarizes our results of operations (dollars in thousands, except per share data):

| | Twelve Months Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2024 | 2023 | % change | 2022 | % change |
| **Revenues:** | | | | | |
| Transportation | $ 16,353,745 | $ 16,372,660 | (0.1)% | $ 23,516,384 | (30.4)% |
| Sourcing | 1,371,211 | 1,223,783 | 12.0 % | 1,180,241 | 3.7 % |
| **Total revenues** | 17,724,956 | 17,596,443 | 0.7 % | 24,696,625 | (28.7)% |
| **Costs and expenses:** | | | | | |
| Purchased transportation and related services | $ 13,719,935 | $ 13,886,024 | (1.2)% | $ 20,035,715 | (30.7)% |
| Purchased products sourced for resale | 1,240,007 | 1,105,811 | 12.1 % | 1,067,733 | 3.6 % |
| Personnel expenses | 1,456,249 | 1,465,735 | (0.6)% | 1,722,980 | (14.9)% |
| Other selling, general, and administrative expenses | 639,624 | 624,266 | 2.5 % | 603,415 | 3.5 % |
| **Total costs and expenses** | 17,055,815 | 17,081,836 | (0.2)% | 23,429,843 | (27.1)% |
| **Income from operations** | 669,141 | 514,607 | 30.0 % | 1,266,782 | (59.4)% |
| Interest and other expense | (89,937) | (105,421) | (14.7)% | (100,017) | 5.4 % |
| **Income before provision for income taxes** | 579,204 | 409,186 | 41.6 % | 1,166,765 | (64.9)% |
| Provision for income taxes | 113,514 | 84,057 | 35.0 % | 226,241 | (62.8)% |
| **Net income** | $ 465,690 | $ 325,129 | 43.2 % | $ 940,524 | (65.4)% |
| **Diluted net income per share** | $ 3.86 | $ 2.72 | 41.9 % | $ 7.40 | (63.2)% |
| **Average employee headcount** | 14,386 | 16,041 | (10.3)% | 17,601 | (8.9)% |
| **Adjusted gross profit margin percentage**[1] | | | | | |
| Transportation | 16.1% | 15.2% | 90 bps | 14.8% | 40 bps |
| Sourcing | 9.6% | 9.6% | — bps | 9.5% | 10 bps |
| Total adjusted gross profit margin | 15.6% | 14.8% | 80 bps | 14.5% | 30 bps |

[1] Adjusted gross profit margin is a non-GAAP financial measure explained above.

The following discussion and analysis of our Results of Operations and Liquidity and Capital Resources includes a comparison of the twelve months ended December 31, 2024, to the twelve months ended December 31, 2023. A similar discussion and analysis that compares the twelve months ended December 31, 2023, to the twelve months ended December 31, 2022, can be found in Item 7, "*Management's Discussion and Analysis of Financial Condition and Results of Operations,*" of our 2023 Annual Report on Form 10-K filed with the SEC on February 16, 2024.

A reconciliation of our reportable segments to our consolidated results can be found in Note 8, *Segment Reporting,* in Part II, Financial Information of this Annual Report on Form 10-K.

**Consolidated Results of Operations—Twelve Months Ended December 31, 2024 Compared to Twelve Months Ended December 31, 2023**

**Total revenues and direct costs.** Total revenues and direct costs were essentially flat with the prior year with significant offsetting impacts from ocean and truckload services. Ocean transportation revenues and direct costs increased, driven by the volatile market conditions experienced in 2024, as discussed in the market trends section above, which significantly impacted carrier capacity and led to increased ocean freight rates. Conversely, truckload transportation revenues and direct costs decreased compared to the prior year. This decline in truckload pricing and purchased transportation costs was driven by the soft market conditions in surface transportation, characterized by an oversupply of carrier capacity throughout most of 2024. Our sourcing total revenue and direct costs increased, driven by higher average pricing with retail customers and increased case volume with foodservice customers.

**Gross profits and adjusted gross profits.** Our transportation adjusted gross profits increased due to higher adjusted gross profits per transaction in ocean and truckload services, in addition to increased volumes in our ocean service line. The higher adjusted gross profits per transaction in ocean services were driven by the challenges facing the global forwarding market, which resulted in elevated pricing. In truckload services, the increase was driven by the improved execution and disciplined pricing and capacity procurement efforts from our team within our transactional portfolio during 2024. Sourcing adjusted gross profits increased, driven by an increase in integrated supply chain solutions for retail and foodservice customers.

**Operating expenses.** Personnel expenses decreased, primarily due to cost optimization efforts including lower average employee headcount partially offset by higher variable compensation reflecting the improved results compared to the prior year. Other SG&A expenses increased primarily due to the divestiture of our Europe Surface Transportation business, which was partially offset by the impact of the divestiture of our Argentina operations in 2023 discussed below.

In addition to the above, our personnel expenses for 2024 included $24.1 million of severance and related personnel expenses related to our 2024 Restructuring Program. We also incurred $66.2 million in other SG&A expenses in 2024. These expenses were primarily due to a $44.5 million loss related to the divestiture of our Europe Surface Transportation business and $21.9 million related to our 2024 Restructuring Program.

Our personnel expenses for 2023 included $18.4 million of severance and related expenses related to our 2022 Restructuring Program. We also incurred $19.6 million of other SG&A expenses primarily related to the divestiture of our Argentina operations. Refer to Note 14, *Restructuring*, for further discussion related to our 2024 and 2022 Restructuring Programs. Refer to Note 15, *Divestitures*, for further discussion related to the divestiture of our Europe Surface Transportation business and Argentina operations.

**Interest and other income/expense, net.** Interest and other income/expense, net was $89.9 million, primarily consisted of $85.9 million of interest expense, which decreased $4.3 million compared to the prior year due to a lower average debt balance. The current year also included a $7.4 million unfavorable impact from foreign currency revaluation and realized foreign currency gains and losses. The prior year included a $24.4 million unfavorable impact from foreign currency revaluation and realized foreign currency gains and losses driven by a $16.4 million foreign currency loss related to the devaluation of the Argentine Peso.

**Provision for income taxes.** Our effective income tax rate was 19.6 percent in 2024 and 20.5 percent in 2023. The effective income tax rate for the twelve months ended December 31, 2024, was lower than the statutory federal income tax rate primarily due to the tax impact of U.S. tax credits and incentives and share-based payment awards, which reduced the effective tax rate by 5.3 percentage points and 1.8 percentage points, respectively. These impacts were partially offset by foreign tax credits and state income taxes, net of federal benefit, which increased the effective tax rate by 2.5 percentage points and 1.9 percentage points, respectively. The effective income tax rate for the twelve months ended December 31, 2023, was lower than the statutory federal income tax rate primarily due to the tax impact of foreign tax credits, U.S. tax credits and incentives, and the tax impact of share-based payment awards, which reduced the effective tax rate by 9.5 percentage points, 3.4 percentage points, and 2.7 percentage points, respectively. These impacts were partially offset by a higher tax rate on foreign earnings and the impact of a Section 199 domestic production activities settlement, which increased the effective tax rate by 5.8 percentage points and 4.7 percentage points, respectively.

**NAST Segment Results of Operations**

| (dollars in thousands) | Twelve Months Ended December 31, 2024 | 2023 | % change | 2022 | % change |
|---|---|---|---|---|---|
| **Total revenues** | $ 11,727,539 | $ 12,471,075 | (6.0)% | $ 15,827,467 | (21.2)% |
| **Costs and expenses:** | | | | | |
| Purchased transportation and related services | 10,086,344 | 10,877,221 | (7.3)% | 13,630,763 | (20.2)% |
| Personnel expenses | 669,611 | 662,037 | 1.1 % | 844,472 | (21.6)% |
| Other selling, general, and administrative expenses | 440,292 | 471,857 | (6.7)% | 518,930 | (9.1)% |
| **Total costs and expenses** | 11,196,247 | 12,011,115 | (6.8)% | 14,994,165 | (19.9)% |
| Income from operations | $ 531,292 | $ 459,960 | 15.5 % | $ 833,302 | (44.8)% |

| | Twelve Months Ended December 31, 2024 | 2023 | % change | 2022 | % change |
|---|---|---|---|---|---|
| **Average employee headcount** | 5,696 | 6,469 | (11.9)% | 7,365 | (12.2)% |
| **Service line volume statistics** | | | | | |
| Truckload | | | (2.5)% | | (4.5)% |
| LTL | | | 2.5 % | | (2.0)% |
| | | | | | |
| Adjusted gross profits[1] | | | | | |
| Truckload | $ 994,722 | $ 943,674 | 5.4 % | $ 1,463,363 | (35.5)% |
| LTL | 565,892 | 543,657 | 4.1 % | 626,744 | (13.3)% |
| Other | 80,581 | 106,523 | (24.4)% | 106,597 | (0.1)% |
| Total adjusted gross profits | $ 1,641,195 | $ 1,593,854 | 3.0 % | $ 2,196,704 | (27.4)% |

[1] Adjusted gross profits is a non-GAAP financial measure explained above.

**Twelve Months Ended December 31, 2024 Compared to Twelve Months Ended December 31, 2023**

**Total revenues and direct costs.** NAST total revenues and direct costs decreased, driven by lower pricing and purchased transportation costs and a decline in volume in truckload services. The lower pricing and purchased transportation costs in truckload services were driven by the soft market conditions experienced throughout 2024 as the market remained in a prolonged stage of oversupplied carrier capacity. These declines were partially offset by increased revenues and direct costs in LTL services driven by increased volumes.

**Gross profits and adjusted gross profits.** NAST adjusted gross profits increased, driven by truckload services due to higher adjusted gross profits per transaction partially offset by a decline in truckload service volumes. This improvement was driven by improved execution and disciplined pricing and capacity procurement within our transactional portfolio in 2024. Our average truckload linehaul rate per mile charged to our customers, which excludes fuel surcharges, decreased approximately 5.0 percent. Our truckload linehaul cost per mile, excluding fuel surcharges, decreased approximately 5.5 percent. Additionally, LTL services adjusted gross profits per transaction increased, driven by the improved execution and disciplined pricing efforts across our portfolio, in addition to an increase in volumes. NAST other adjusted gross profits decreased, primarily due to a decline in warehousing and intermodal adjusted gross profits.

**Operating expenses.** NAST personnel expenses increased, driven by an increase in variable compensation reflecting the improved results compared to the prior year. This increase was partially offset by cost optimization efforts, including lower average employee headcount in addition to lower allocated corporate expenses.

In addition to the above, NAST personnel expenses for 2024 included $10.2 million of severance and related personnel expenses. We also incurred $6.9 million in other SG&A expenses in 2024. These expenses were both associated with our 2024 Restructuring Program. Personnel expenses for 2023 included $1.1 million of severance and related personnel expenses associated with our 2022 Restructuring Program. Refer to Note 14, *Restructuring,* for further discussion related to our 2024 and 2022 Restructuring Programs.

The operating expenses of NAST and all other segments include allocated corporate expenses. Allocated personnel expenses consist primarily of stock-based compensation allocated based upon segment participation levels in our equity plans. Remaining corporate allocations, including corporate functions and technology related expenses, are primarily included within each segment's other SG&A expenses and allocated based upon relevant segment operating metrics.

**Global Forwarding Segment Results of Operations**

| | Twelve Months Ended December 31, | | | | |
|---|---|---|---|---|---|
| (dollars in thousands) | 2024 | 2023 | % change | 2022 | % change |
| **Total revenues** | $ 3,805,018 | $ 2,997,704 | 26.9 % | $ 6,812,008 | (56.0)% |
| **Costs and expenses:** | | | | | |
| Purchased transportation and related services | 3,002,469 | 2,308,339 | 30.1 % | 5,728,535 | (59.7)% |
| Personnel expenses | 371,576 | 366,464 | 1.4 % | 414,690 | (11.6)% |
| Other selling, general, and administrative expenses | 218,497 | 237,071 | (7.8)% | 219,419 | 8.0 % |
| **Total costs and expenses** | 3,592,542 | 2,911,874 | 23.4 % | 6,362,644 | (54.2)% |
| Income from operations | $ 212,476 | $ 85,830 | 147.6 % | $ 449,364 | (80.9)% |

| | Twelve Months Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2024 | 2023 | % change | 2022 | % change |
| **Average employee headcount** | 4,678 | 5,222 | (10.4)% | 5,712 | (8.6)% |
| **Service line volume statistics** | | | | | |
| Ocean | | | 5.5 % | | (5.0)% |
| Air | | | 17.0 % | | (6.5)% |
| Customs | | | 4.5 % | | (8.5)% |
| | | | | | |
| Adjusted gross profits[1] | | | | | |
| Ocean | $ 519,878 | $ 420,826 | 23.5 % | $ 729,453 | (42.3)% |
| Air | 134,289 | 121,978 | 10.1 % | 195,191 | (37.5)% |
| Customs | 107,485 | 97,095 | 10.7 % | 107,691 | (9.8)% |
| Other | 40,897 | 49,466 | (17.3)% | 51,138 | (3.3)% |
| Total adjusted gross profits | $ 802,549 | $ 689,365 | 16.4 % | $ 1,083,473 | (36.4)% |

[1]Adjusted gross profits is a non-GAAP financial measure explained above.

**Twelve Months Ended December 31, 2024 Compared to Twelve Months Ended December 31, 2023**

**Total revenues and direct costs.** Global Forwarding total revenues and direct costs increased, driven by higher pricing and purchased transportation costs in ocean services in addition to volume increases across all global forwarding transportation services. The higher pricing and purchased transportation costs in ocean services were driven by the volatile market conditions in 2024 discussed in the market trends section above, which significantly impacted carrier capacity and led to increased ocean freight rates in 2024. Additionally, disruptions in the ocean freight market resulted in increased air freight tonnage in 2024, driven by ocean freight conversions in many trade lanes. These ocean freight conversions, coupled with heightened ecommerce demand out of North Asia and stronger peak season volumes compared to 2023, elevated air freight costs in certain trade lanes in 2024. The volatile market conditions in 2024 contrasted with the weak demand, elevated capacity, and suppressed freight rates experienced in 2023.

**Gross profits and adjusted gross profits.** Global Forwarding adjusted gross profits increased, driven by higher adjusted gross profits per shipment and an increase in volumes in ocean services driven by the challenges facing the global forwarding market, which resulted in elevated pricing. This compared to a market characterized by weak freight demand and excess carrier capacity in 2023. Air freight adjusted gross profits increased due an increase in metric tons shipped which was partially offset by lower adjusted gross profits per metric ton shipped. The decrease in adjusted gross profits per metric ton shipped, was driven by sharp increases to the cost of air freight in certain trade lanes during 2024 compared to 2023. Customs adjusted gross profits increased, driven by higher transaction volumes and an increase in adjusted gross profits per transaction.

**Operating expenses.** Personnel expenses increased primarily due to increased variable compensation reflecting the improved results relative to the prior year. This increase was partially offset by cost optimization efforts, including lower average employee headcount. Other SG&A expenses decreased, as the prior year included an $18.0 million loss related to the divestiture of our Argentina operations. Additionally, other SG&A expenses declined in the current year related to lower allocated corporate expenses and lower amortization expenses following the completion of amortization of intangible assets from a prior acquisition. These decreases were partially offset by a higher provision for credit losses as the prior year benefited from a reduction to the allowance for credit losses.

In addition to the above, personnel expenses for 2024 included $6.9 million of severance and related personnel expenses. We also incurred $4.7 million in other SG&A expenses in 2024. These expenses were both associated with our 2024 Restructuring Program. Personnel expenses for 2023 included $3.8 million of severance and related personnel expenses. Other SG&A in 2023 included $18.2 million primarily related to disposal and exit activities, including asset impairments. These expenses were associated with our 2022 Restructuring Program and the divestiture of our Argentina operations. Refer to Note 14, *Restructuring*, for further discussion related to our 2024 and 2022 Restructuring Programs. Refer to Note 15, *Divestitures*, for further discussion related to the divestiture of our Argentina operations.

**All Other and Corporate Segment Results of Operations**

All Other and Corporate includes our Robinson Fresh and Managed Solutions segments, as well as Other Surface Transportation outside of North America and other miscellaneous revenues and unallocated corporate expenses.

| | Twelve Months Ended December 31, | | | | |
|---|---|---|---|---|---|
| (dollars in thousands) | 2024 | 2023 | % change | 2022 | % change |
| Total revenues | $ 2,192,399 | $ 2,127,664 | 3.0 % | $ 2,057,150 | 3.4 % |
| Loss from operations | (74,627) | (31,183) | N/M | (15,884) | N/M |
| Adjusted gross profits[1] | | | | | |
| Robinson Fresh | 146,310 | 131,216 | 11.5 % | 121,639 | 7.9 % |
| Managed Solutions | 113,770 | 116,196 | (2.1)% | 115,094 | 1.0 % |
| Other Surface Transportation | 61,190 | 73,977 | (17.3)% | 76,267 | (3.0)% |
| Total adjusted gross profits | $ 321,270 | $ 321,389 | — % | $ 313,000 | 2.7 % |

[1] Adjusted gross profits is a non-GAAP financial measure explained above.

**Twelve Months Ended December 31, 2024 Compared to Twelve Months Ended December 31, 2023**

**Total revenues and direct costs.** Total revenues and direct costs increased, driven by higher average pricing with retail customers and increased case volume with foodservice customers in our Robinson Fresh business. This increase was partially offset by a decline in European truckload pricing and volume in our Other Surface Transportation business resulting in a decline in total revenues and direct costs.

**Gross profits and adjusted gross profits.** Robinson Fresh adjusted gross profits increased due to an increase in integrated supply chain solutions for retail and foodservice customers. Managed Solutions adjusted gross profits decreased due to lower transaction volume. Other Surface Transportation adjusted gross profits decreased primarily due to a decrease in adjusted gross profits per transaction in European truckload and a decrease in European truckload volumes.

**Operating expenses.** Personnel expenses in 2024, for All Other and Corporate included $7.0 million of severance and related personnel expenses primarily associated with our 2024 Restructuring Program. We also incurred $54.5 million of other SG&A expenses in 2024, that included a $44.5 million loss related to the divestiture of our Europe Surface Transportation business. Personnel expenses in 2023, included $13.5 million of severance and related personnel expenses. We also incurred $1.5 million of other SG&A expenses in 2023. These expenses were associated with our 2022 Restructuring Program and the divestiture of our Argentina operations. Refer to Note 14, *Restructuring,* for further discussion related to our 2024 and 2022 Restructuring Programs. Refer to Note 15, *Divestitures*, for further discussion related to the divestitures of our Europe Surface Transportation business and Argentina operations.

## LIQUIDITY AND CAPITAL RESOURCES

We have historically generated substantial cash from operations, which has enabled us to fund our organic growth while paying cash dividends and repurchasing stock. In addition, we maintain the following debt facilities as described in Note 4, *Financing Arrangements* (dollars in thousands):

| Description | Carrying Value as of December 31, 2024 | Borrowing Capacity | Maturity |
|---|---|---|---|
| Revolving Credit Facility | $ 9,000 | $ 1,000,000 | November 2027 |
| Senior Notes, Series B | 150,000 | 150,000 | August 2028 |
| Senior Notes, Series C | 175,000 | 175,000 | August 2033 |
| Receivables Securitization Facility[1] | 446,792 | 500,000 | November 2025 |
| Senior Notes [1] | 596,857 | 600,000 | April 2028 |
| Total debt | $ 1,377,649 | $ 2,425,000 | |

[1] Net of unamortized discounts and issuance costs.

We expect to use our current debt facilities and potentially other indebtedness incurred in the future to assist us in continuing to fund working capital, capital expenditures, possible acquisitions, dividends, share repurchases, or other investments.

Cash and cash equivalents totaled $145.8 million as of December 31, 2024, and $145.5 million as of December 31, 2023. Cash and cash equivalents held outside the United States totaled $134.0 million as of December 31, 2024, and $142.8 million as of December 31, 2023. Working capital decreased from $828.7 million at December 31, 2023, to $644.7 million at December 31, 2024.

We prioritize our investments to grow our market share and expand globally in key industries, trade lanes, and geographies, and to digitize our customer, carrier, and internal tools to support our organic growth. We are continually looking for acquisitions, but those acquisitions must fit our culture and enhance our growth opportunities.

The following table summarizes our major sources and uses of cash and cash equivalents (dollars in thousands):

| Twelve months ended December 31, | 2024 | 2023 | % change | 2022 | % change |
|---|---|---|---|---|---|
| **Sources (uses) of cash:** | | | | | |
| Cash provided by operating activities | $ 509,084 | $ 731,946 | (30.4)% | $ 1,650,171 | (55.6)% |
| Capital expenditures | (74,288) | (84,111) | | (128,497) | |
| Sale of property and equipment | — | 1,324 | | 63,579 | |
| Cash used for investing activities | (74,288) | (82,787) | (10.3)% | (64,918) | 27.5 % |
| Repurchase of common stock | — | (63,884) | | (1,459,900) | |
| Cash dividends | (294,772) | (291,569) | | (285,317) | |
| Net (repayments) borrowings on debt | (204,000) | (394,000) | | 54,000 | |
| Other financing activities | 82,673 | 31,620 | | 71,671 | |
| Net cash used for financing activities | (416,099) | (717,833) | (42.0)% | (1,619,546) | (55.7)% |
| Effect of exchange rates on cash and cash equivalents | (8,152) | (3,284) | | (5,638) | |
| Net change in cash and cash equivalents, including cash and cash equivalents classified within assets held for sale | $ 10,545 | $ (71,958) | | $ (39,931) | |

**Cash flow from operating activities.** We generated significant cash flow from operating activities in 2024, driven by our strong operating results and increased net income. The increase to net income was offset by elevated freight rates in ocean services, driven by the factors discussed in the market trends and business trends sections above, which resulted in an increase in net operating working capital and negatively impacted our cash flow from operations. In 2023, our results were adversely impacted by weak freight demand and excess carrier capacity, which significantly decreased our net operating working capital and benefited our cash flow from operations. We continue to closely monitor credit and collections activities and the quality of our accounts receivable balance to minimize risk as well as work with our customers to facilitate the movement of goods across their supply chains while also ensuring timely payment.

**Cash used for investing activities.** Our investing activities consist primarily of capital expenditures and cash paid for acquisitions. Capital expenditures consisted primarily of investments in software, which are intended to deliver scalable solutions by transforming our processes, accelerating the pace of development, prioritizing data integrity, improving our customer and carrier experience, and increasing our efficiency to help expand our adjusted operating margins and grow the business.

During 2022, we sold an office building in Kansas City, Missouri, for a sales price of $55.0 million and recognized a gain of $23.5 million on the sale. We simultaneously entered into an agreement to lease the office building for 10 years.

We anticipate capital expenditures in 2025 to be approximately $75 million to $85 million.

**Cash used for financing activities.** We had net repayments on debt in 2024 and 2023 and net borrowings on debt in 2022. Net repayments in 2024 were primarily to decrease the outstanding balance on the Revolving Credit Facility and the Receivables Securitization Facility. Net repayments in 2023 were primarily to repay the Senior Notes Series A, which matured in August 2023, and the 364-Day Unsecured Revolving Credit Facility, which matured in May 2023. Net borrowings in 2022 were primarily to fund share repurchases and working capital needs in the first half of 2022.

The decrease in cash used for share repurchases was due to a significant decrease in the number of shares repurchased in 2023 compared to 2022 as minimal shares were repurchased in the second half of 2023. No shares were repurchased in 2024.

In December 2022, the Board of Directors increased the number of shares authorized to be repurchased by 20,000,000 shares. As of December 31, 2024, there were 6,763,445 shares remaining for future repurchases. The number of shares we repurchase, if any, during future periods will vary based on our cash position, other potential uses of our cash, and market conditions. Over the long term, we remain committed to our quarterly dividend and share repurchases to enhance shareholder value. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. We may seek to retire or purchase our outstanding Senior Notes through open market cash purchases, privately negotiated transactions, or otherwise.

We believe that, assuming no change in our current business plan, our available cash, together with expected future cash generated from operations, the amount available under our credit facilities, and credit available in the market, will be sufficient to satisfy our anticipated needs for working capital, capital expenditures, and cash dividends for at least the next 12 months and the foreseeable future thereafter. We also believe we could obtain funds under lines of credit or other forms of indebtedness on short notice, if needed.

As of December 31, 2024, we were in compliance with all of the covenants under our debt agreements.

## CRITICAL ACCOUNTING ESTIMATES

Our consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and the related disclosures. Because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 1, *Summary of Significant Accounting Policies*, of the Notes to the Consolidated Financial Statements, included in Item 8, *Financial Statements and Supplementary Data*, of this Annual Report on Form 10-K. We consider the following items in our consolidated financial statements to require significant estimation or judgment.

**REVENUE RECOGNITION.** At contract inception, we assess the goods and services promised in our contracts with customers and identify our performance obligations to provide distinct goods and services to our customers. Our transportation and logistics service arrangements often require management to use judgment and make estimates that impact the amounts and timing of revenue recognition.

*Transportation and Logistics Services.* As a global logistics provider, our primary performance obligation under our customer contracts is to utilize our relationships with a wide variety of transportation companies to efficiently and cost-effectively transport our customers' freight. Revenue is recognized for these performance obligations as they are satisfied over the contract term, which generally represents the transit period. The transit period can vary based upon the method of transport; generally, a number of days for over the road, rail, and air transportation, or several weeks in the case of an ocean shipment.

Recognizing revenue for contracts where the transit period is partially complete or completed and not yet invoiced at period end requires management to make judgments that affect the amounts and timing of revenue recognized at period end. As of December 31, 2024, we recorded revenue of $200.3 million for services we have provided while a shipment was still in-transit, but for which we had not yet completed our performance obligation or had not yet invoiced our customer compared to $189.9 million at December 31, 2023. The amount of revenue recognized for contracts where the transit period was partially complete increased as of December 31, 2024, compared to December 31, 2023, driven by the macroeconomic and industry factors impacting the cost of purchased transportation in ocean services. See Item 7 of Part II, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, for further information.

We utilize our historical knowledge of shipping lanes and estimated transit times to determine the transit period in cases where our customers' freight has not reached its intended destination. In addition, we analyze contract data for the first few days following the reporting date combined with our historical experience of trends related to partially completed contracts as of the reporting date to determine our right to consideration for the services we have provided where the transit period is partially complete or completed and not yet invoiced at period end. Differences in contract data for the first few days following the reporting date compared with our historical experience or disruptions such as weather events, port congestion, or other delays could cause the actual amount of revenue earned at period end to differ from these estimates.

Total revenues represent the total dollar value of revenue recognized from contracts with customers for the goods and services we provide. Substantially all of our revenue is attributable to contracts with our customers. Most transactions in our transportation and sourcing businesses are recorded at the gross amount we charge our customers for the services we provide and goods we sell. In these transactions, we are primarily responsible for fulfilling the promise to provide the specified good or service to our customer and we have discretion in establishing the price for the specified good or service. Additionally, in our sourcing business, in some cases we take inventory risk before the specified good has been transferred to our customer.

Customs brokerage, managed solutions, freight forwarding, and sourcing managed procurement transactions are recorded at the net amount we charge our customers for the service we provide because many of the factors stated above are not present. See also Note 1, *Summary of Significant Accounting Policies*, for further information regarding our revenue recognition policies.

**GOODWILL.** Goodwill represents the excess of the cost of acquired businesses over the net of the fair value of identifiable tangible assets and identifiable intangible assets purchased and liabilities assumed.

Goodwill is tested for impairment annually on November 30, or more frequently if events or changes in circumstances indicate that the asset might be impaired. Typically, we first perform a qualitative assessment to determine whether it is more likely than not that the fair value of our reporting units is less than their respective carrying value ("Step Zero Analysis"). If the Step Zero Analysis indicates it is more likely than not that the fair value of our reporting units is less than their respective carrying value, an additional impairment assessment is performed ("Step One Analysis").

When we perform a Step One Analysis, the fair value of each reporting unit is compared with the carrying amount of the reporting unit, including goodwill. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

In the Step One Analysis, the fair value of each reporting unit is determined using either a discounted cash flow analysis, the market approach, or a combination of both. Projecting discounted future cash flows requires the use of significant judgement to make significant estimates regarding future revenues and expenses, projected capital expenditures, changes in working capital, and the appropriate discount rate. Use of the market approach consists of comparisons to comparable publicly-traded companies that are similar in size and industry. Actual results may differ from those used in our valuations when a Step One Analysis is performed.

On July 27, 2024, we entered into an agreement to sell our Europe Surface Transportation business. The sale included the assets and liabilities of the Europe Surface Transportation business other than its proprietary technology platform (the "disposal group"). As a result of the divestiture, the Europe Surface Transportation disposal group was classified as held for sale as of December 31, 2024. We have tested the goodwill of the Europe Surface Transportation reporting unit as of December 31, 2024, by performing Step One Analysis, before measuring the fair value of the disposal group to be presented as held for sale. We determined that the $28.6 million goodwill balance was not impaired.

Our Europe Surface Transportation Step One Analysis was completed using a combination of the market approach and a discounted cash flow analysis. The market approach was completed to determine the fair value of the Europe Surface Transportation business, excluding its proprietary technology platform, and was equal to the agreed-upon sale price of the business. As the sale does not include a technology platform necessary to run the business, a discounted cash flow analysis was completed to determine the fair value of the Europe Surface Transportation proprietary technology platform. The computed fair value of the reporting unit exceeded its carrying value. As noted in Note 15, *Divestitures*, the sale of the Europe Surface Transportation disposal group was completed in February 2025.

As part of our annual Step Zero Analysis performed in 2024 for all other reporting units, there were no factors identified suggesting that it was more likely than not that the fair value was less than their respective carrying value. As such, a Step One Analysis was not completed for any other reporting units and no impairments have been recorded in any period presented in the financial statements.

**INCOME TAX RESERVES.** The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions across our global operations. We establish reserves when, despite our belief that our tax return positions are fully supportable, we believe that certain positions are likely to be challenged, and we may or may not prevail in full or in part. Under U.S. GAAP, if we determine a tax position, more likely than not, will be sustained upon audit based solely on the technical merits of the position, we recognize the benefit. We measure the benefit by determining the amount that is greater than 50 percent likely of being realized upon resolution. We presume all tax positions will be examined by a taxing authority with full knowledge of all relevant information.

We regularly monitor our tax positions and tax liabilities. We reevaluate the technical merits of our tax positions and recognize an uncertain tax benefit, or derecognize a previously recorded tax benefit, when there is (i) a completion of a tax audit, (ii) effective settlement of an issue, (iii) litigation of the issue, including appeals, (iv) a change in applicable tax law including a tax case or legislative guidance, or (v) the expiration of the applicable statute of limitations. Significant judgment is required in accounting for income tax reserves. Although we believe we have adequately provided for liabilities resulting from tax assessments by taxing authorities, positions taken by these tax authorities could have a material impact on our effective tax rate, consolidated earnings, financial position, and/or cash flows. Uncertain income tax positions are included in "Accrued income taxes" or "Noncurrent income taxes payable" in the consolidated balance sheets.

**DISCLOSURES ABOUT CONTRACTUAL OBLIGATIONS AND COMMERCIAL CONTINGENCIES**

The following table aggregates all contractual commitments and commercial obligations, due by period, which affect our financial condition and liquidity position as of December 31, 2024 (dollars in thousands):

| | 2025 | 2026 | 2027 | 2028 | 2029 | Thereafter | Total |
|---|---|---|---|---|---|---|---|
| Borrowings under credit agreements | $ 456,000 | $ — | $ — | $ — | $ — | $ — | $ 456,000 |
| Senior notes[1] | 25,200 | 25,200 | 25,200 | 607,350 | — | — | 682,950 |
| Long-term notes payable[1] | 14,440 | 14,440 | 14,440 | 164,440 | 8,050 | 207,200 | 423,010 |
| Maturity of lease liabilities[2] | 89,523 | 88,899 | 71,829 | 54,842 | 42,035 | 73,985 | 421,113 |
| Purchase obligations[3] | 76,604 | 36,751 | 21,319 | 19,727 | 21,538 | — | 175,939 |
| Total | $ 661,767 | $ 165,290 | $ 132,788 | $ 846,359 | $ 71,623 | $ 281,185 | $2,159,012 |

(1) Amounts payable relate to the semi-annual interest due on the senior and long-term notes and the principal amount at maturity.

(2) We maintain operating leases for office space, warehouses, office equipment, and trailers. See Note 10, *Leases*, for further information.

(3) Purchase obligations include agreements for services that are enforceable and legally binding and that specify all significant terms. As of December 31, 2024, such obligations primarily include ocean and air freight capacity, telecommunications services, third-party software contracts, maintenance contracts, and information technology related capacity. In some instances, our contractual commitments may be usage based or require estimates as to the timing of cash settlement.

We have no financing lease obligations. Long-term liabilities consist primarily of noncurrent taxes payable and long-term notes payable. Due to the uncertainty with respect to the amounts or timing of future cash flows associated with our unrecognized tax benefits as of December 31, 2024, we are unable to make reasonably reliable estimates of the period of cash settlement with the respective taxing authority. Therefore, $23.5 million of unrecognized tax benefits have been excluded from the contractual obligations table above. See Note 5, *Income Taxes*, to the consolidated financial statements for a discussion on income taxes. As of December 31, 2024, we do not have significant off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We had $145.8 million of cash and cash equivalents on December 31, 2024. Substantially all of the cash equivalents are in demand accounts with financial institutions. The primary market risks associated with these investments are liquidity risks.

We are a party to a credit agreement with various lenders consisting of a $1 billion revolving credit facility. Interest accrues on the revolving loan at a variable rate determined by a pricing schedule or the base rate (which is the highest of: (a) the administrative agent's prime rate, (b) the federal funds rate plus 0.50 percent, or (c) the sum of one-month SOFR plus a specified margin). There was $9 million outstanding on the revolving credit facility as of December 31, 2024.

We are a party to the Note Purchase Agreement, as amended, with various institutional investors with fixed rates consisting of: (i) $150 million of the company's 4.26 percent Senior Notes, Series B, due August 27, 2028, and (ii) $175 million of the company's 4.6 percent Senior Notes, Series C, due August 27, 2033. There was $325 million outstanding on the Senior Notes as of December 31, 2024. The fair value of the Senior Notes approximated $293.1 million as of December 31, 2024.

We issued Senior Notes through a public offering on April 9, 2018. The Senior Notes bear an annual interest rate of 4.2 percent payable semi-annually on April 15 and October 15, until maturity on April 15, 2028. Taking into effect the amortization of the original issue discount and all underwriting and issuance expenses, the Senior Notes have an effective yield to maturity of approximately 4.39 percent per annum. The fair value of the Senior Notes, excluding debt discounts and issuance costs, approximated $583.3 million as of December 31, 2024, based primarily on the market prices quoted from external sources. The carrying value of the Senior Notes was $596.9 million as of December 31, 2024.

We are a party to a Receivables Securitization Facility with various lenders, which provides an aggregate funding available of $500 million. Interest accrues on the facility at variable rates based on SOFR plus a margin. There was $446.8 million outstanding, net of unamortized issuance costs, on the Receivables Securitization Facility as of December 31, 2024.

A hypothetical 100-basis-point change in the interest rate would not have a material effect on our earnings. We do not use derivative financial instruments to manage interest rate risk or to speculate on future changes in interest rates. A rise in interest rates could negatively affect the fair value of our debt facilities.

### Foreign Exchange Risk

We frequently transact using currencies other than the U.S. Dollar, primarily the Chinese Yuan, Euro, Canadian Dollar, Mexican Peso, and Singapore Dollar. We operate through a network of offices in North America, Europe, Asia, Oceania, South America, and the Middle East. Due to the global nature of our business, we use our expertise and global logistics platform to connect shippers with transportation providers that are in different parts of the world to efficiently and cost-effectively move our customers' freight. This often results in a shipment involving multiple parties, currencies, and participating C.H. Robinson offices. This global cooperation often results in assets and liabilities, including intercompany balances, denominated in a currency other than the functional currency. In these instances, most commonly, we have balances denominated in U.S. Dollars in regions where the U.S. Dollar is not the functional currency, and vice versa. This results in foreign exchange risk.

The Company may seek to manage its exposure to the risk of fluctuations in foreign currency exchange rates through the use of foreign currency forward contracts although the impact of foreign currency forward contracts were not material as of and for the twelve months ended December 31, 2024.

Foreign exchange risk can be quantified by performing a sensitivity analysis assuming a hypothetical change in the value of the U.S. Dollar compared to other currencies in which we transact. Our primary foreign exchange risks are associated with the U.S. Dollar versus the Euro, Chinese Yuan, Singapore Dollar, and Mexican Peso. All other things being equal, a hypothetical 10 percent weakening of the U.S. Dollar against these currencies on December 31, 2024, would have decreased our net income by approximately $7.5 million and a hypothetical 10 percent strengthening of the U.S. Dollar against these on December 31, 2024, would have increased our net income by approximately $6.2 million. We are also exposed to foreign exchange risk associated with the U.S. Dollar versus the Hong Kong Dollar, although the Hong Kong Dollar is pegged to the U.S. Dollar.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of C.H. Robinson Worldwide, Inc.

**Opinion on the Financial Statements**

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

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 14, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

**Basis for Opinion**

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

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

**Critical Audit Matter**

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

***Revenue Recognition — Refer to Notes 1 and 9 to the financial statements***

*Critical Audit Matter Description*

Transportation and logistics revenue is recognized for performance obligations identified in the customer contract as they are satisfied over the contract term, which generally represents the transit period. Recognizing revenue at period end for contracts where the transit period is partially complete at period end or completed and not yet invoiced, requires management to make judgments that affect the amounts and timing of revenue recognized. At December 31, 2024, the Company recorded revenue of $200.3 million for services it provided while a shipment was still in-transit but for which the Company had not yet completed its performance obligation or had not yet invoiced the customer.

Auditing the estimate of the Company's revenue recorded for contracts where the transit period is partially complete or completed and not yet invoiced as of the reporting date required a high degree of auditor judgment when performing audit procedures and evaluating the results of those procedures.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to management's estimate of the revenue recorded for contracts where the transit period is partially complete or completed and not yet invoiced as of the reporting date included the following, among others:

- We tested the effectiveness of controls over revenue recognized over time, including management's controls over the identification of shipments in-transit, the portion of the transit period completed, and the estimate of contracts completed but not yet invoiced.
- We evaluated management's ability to identify the shipments in-transit and to estimate the revenue to be recorded for contracts where the transit period is partially complete or completed and not yet invoiced at the reporting date by:
- Performing a retrospective review of management's estimate for prior reporting periods.
    - Testing the accuracy and completeness of the data in the system-generated report utilized in management's revenue cutoff estimate with the assistance of our information technology specialists.
    - Assessing the estimate methodology for reasonableness, in light of recent market events or changes within the Company's operating environment.
    - Testing the mathematical accuracy of management's estimate.

/s/ Deloitte & Touche LLP
Minneapolis, Minnesota
February 14, 2025

We have served as the Company's auditor since 2002.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of C.H. Robinson Worldwide, Inc.

**Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of C.H. Robinson Worldwide, Inc. and subsidiaries (the "Company") as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated February 14, 2025, expressed an unqualified opinion on those financial statements.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota
February 14, 2025

**C.H. ROBINSON WORLDWIDE, INC.**
**CONSOLIDATED BALANCE SHEETS**
**(In thousands, except per share data)**

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| **ASSETS** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 145,762 | $ 145,524 |
| Receivables, net of allowance for credit loss of $13,285 and $14,229 | 2,383,709 | 2,381,963 |
| Contract assets, net of allowance for credit loss | 200,332 | 189,900 |
| Prepaid expenses and other | 102,166 | 163,307 |
| Assets held for sale | 137,634 | — |
| **Total current assets** | 2,969,603 | 2,880,694 |
| Property and equipment | 404,065 | 437,458 |
| Accumulated depreciation and amortization | (276,876) | (292,740) |
| Net property and equipment | 127,189 | 144,718 |
| Goodwill | 1,428,965 | 1,473,600 |
| Other intangible assets, net of accumulated amortization of $51,375 and $58,437 | 28,193 | 43,662 |
| Right-of-use lease assets | 334,738 | 353,890 |
| Deferred tax assets | 300,909 | 214,619 |
| Other assets | 108,329 | 114,097 |
| **Total assets** | $ 5,297,926 | $ 5,225,280 |
| | | |
| **LIABILITIES AND STOCKHOLDERS' INVESTMENT** | | |
| **Current liabilities:** | | |
| Accounts payable | $ 1,178,335 | $ 1,303,951 |
| Outstanding checks | 33,797 | 66,383 |
| Accrued expenses: | | |
| Compensation | 180,801 | 135,104 |
| Transportation expense | 153,274 | 147,921 |
| Income taxes | 9,326 | 4,748 |
| Other accrued liabilities | 173,318 | 159,435 |
| Current lease liabilities | 72,842 | 74,451 |
| Current portion of debt | 455,792 | 160,000 |
| Liabilities held for sale | 67,413 | — |
| **Total current liabilities** | 2,324,898 | 2,051,993 |
| Long-term debt | 921,857 | 1,420,487 |
| Noncurrent lease liabilities | 290,641 | 297,563 |
| Noncurrent income taxes payable | 23,472 | 21,289 |
| Deferred tax liabilities | 12,565 | 13,177 |
| Other long-term liabilities | 2,442 | 2,074 |
| **Total liabilities** | 3,575,875 | 3,806,583 |
| Commitments and contingencies | | |
| **Stockholders' investment:** | | |
| Preferred stock, $0.10 par value, 20,000 shares authorized; no shares issued or outstanding | — | — |
| Common stock, $0.10 par value, 480,000 shares authorized; 179,199 and 179,204 shares issued, 118,664 and 116,768 outstanding | 11,866 | 11,677 |
| Additional paid-in capital | 775,054 | 754,093 |
| Retained earnings | 5,786,337 | 5,620,790 |
| Accumulated other comprehensive loss | (110,402) | (80,946) |
| Treasury stock at cost (60,535 and 62,436 shares) | (4,740,804) | (4,886,917) |
| **Total stockholders' investment** | 1,722,051 | 1,418,697 |
| **Total liabilities and stockholders' investment** | $ 5,297,926 | $ 5,225,280 |

*See accompanying notes to the consolidated financial statements.*

## C.H. ROBINSON WORLDWIDE, INC.
## CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
### (In thousands, except per share data)

| | For the years ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| **Revenues:** | | | |
| Transportation | $ 16,353,745 | $ 16,372,660 | $ 23,516,384 |
| Sourcing | 1,371,211 | 1,223,783 | 1,180,241 |
| **Total revenues** | 17,724,956 | 17,596,443 | 24,696,625 |
| **Costs and expenses:** | | | |
| Purchased transportation and related services | 13,719,935 | 13,886,024 | 20,035,715 |
| Purchased products sourced for resale | 1,240,007 | 1,105,811 | 1,067,733 |
| Personnel expenses | 1,456,249 | 1,465,735 | 1,722,980 |
| Other selling, general, and administrative expenses | 639,624 | 624,266 | 603,415 |
| **Total costs and expenses** | 17,055,815 | 17,081,836 | 23,429,843 |
| Income from operations | 669,141 | 514,607 | 1,266,782 |
| Interest and other income/expenses, net | (89,937) | (105,421) | (100,017) |
| Income before provision for income taxes | 579,204 | 409,186 | 1,166,765 |
| Provision for income taxes | 113,514 | 84,057 | 226,241 |
| Net income | 465,690 | 325,129 | 940,524 |
| Other comprehensive (loss) income | (29,456) | 7,914 | (27,726) |
| **Comprehensive income** | $ 436,234 | $ 333,043 | $ 912,798 |
| | | | |
| **Basic net income per share** | $ 3.89 | $ 2.74 | $ 7.48 |
| **Diluted net income per share** | $ 3.86 | $ 2.72 | $ 7.40 |
| | | | |
| **Basic weighted average shares outstanding** | 119,805 | 118,551 | 125,743 |
| **Dilutive effect of outstanding stock awards** | 874 | 1,126 | 1,407 |
| **Diluted weighted average shares outstanding** | 120,679 | 119,677 | 127,150 |

*See accompanying notes to the consolidated financial statements.*

## C.H. ROBINSON WORLDWIDE, INC.
## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' INVESTMENT
## (In thousands, except per share data)

| | Common Shares Outstanding | Amount | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock | Total Stockholders' Investment |
|---|---|---|---|---|---|---|---|
| **Balance December 31, 2021** | 129,186 | $ 12,919 | $ 673,628 | $ 4,936,861 | $ (61,134) | $ (3,540,340) | $ 2,021,934 |
| Net income | | | | 940,524 | | | 940,524 |
| Foreign currency adjustments | | | | | (27,726) | | (27,726) |
| Dividends declared, $2.26 per share | | | | (286,945) | | | (286,945) |
| Stock issued for employee benefit plans | 1,364 | 136 | (21,017) | | | 92,552 | 71,671 |
| Stock-based compensation expense | — | — | 90,677 | | | — | 90,677 |
| Repurchase of common stock | (14,227) | (1,423) | | | | (1,455,290) | (1,456,713) |
| **Balance December 31, 2022** | 116,323 | 11,632 | 743,288 | 5,590,440 | (88,860) | (4,903,078) | 1,353,422 |
| Net income | | | | 325,129 | | | 325,129 |
| Foreign currency adjustments | | | | | 7,914 | | 7,914 |
| Dividends declared, $2.44 per share | | | | (294,779) | | | (294,779) |
| Stock issued for employee benefit plans | 1,091 | 110 | (47,364) | | | 78,874 | 31,620 |
| Stock-based compensation expense | — | — | 58,169 | | | — | 58,169 |
| Repurchase of common stock | (646) | (65) | | | | (62,713) | (62,778) |
| **Balance December 31, 2023** | 116,768 | 11,677 | 754,093 | 5,620,790 | (80,946) | (4,886,917) | 1,418,697 |
| Net income | | | | 465,690 | | | 465,690 |
| Foreign currency adjustments | | | | | (29,456) | | (29,456) |
| Dividends declared, $2.46 per share | | | | (300,143) | | | (300,143) |
| Stock issued for employee benefit plans | 1,896 | 189 | (63,629) | | | 146,113 | 82,673 |
| Stock-based compensation expense | — | — | 84,590 | | | — | 84,590 |
| **Balance, December 31, 2024** | 118,664 | $ 11,866 | $ 775,054 | $ 5,786,337 | $ (110,402) | $ (4,740,804) | $ 1,722,051 |

*See accompanying notes to the consolidated financial statements.*

## C.H. ROBINSON WORLDWIDE, INC.
## CONSOLIDATED STATEMENTS OF CASH FLOWS
## (In thousands)

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| **OPERATING ACTIVITIES** | | | |
| Net income | $ 465,690 | $ 325,129 | $ 940,524 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 97,160 | 98,985 | 92,776 |
| Provision for credit losses | 6,688 | (6,047) | (4,476) |
| Stock-based compensation | 84,590 | 58,169 | 90,677 |
| Deferred income taxes | (80,067) | (37,746) | (58,566) |
| Excess tax benefit on stock-based compensation | (9,411) | (11,319) | (13,662) |
| Loss on disposal groups held for sale | 32,794 | 17,698 | — |
| Other operating activities | 20,682 | 5,541 | (6,627) |
| Changes in operating elements: | | | |
| Receivables | (164,255) | 607,259 | 923,524 |
| Contract assets | (11,969) | 68,041 | 197,097 |
| Prepaid expenses and other | 60,740 | (39,048) | (28,495) |
| Right of use asset | (5,937) | 19,255 | (82,754) |
| Accounts payable and outstanding checks | (79,943) | (200,843) | (307,266) |
| Accrued compensation | 49,681 | (108,084) | 42,266 |
| Accrued transportation expense | 6,756 | (51,171) | (143,686) |
| Accrued income taxes | 15,545 | (2,284) | (69,817) |
| Other accrued liabilities | 12,791 | (11,991) | 2,371 |
| Lease liability | 5,076 | (16,500) | 83,084 |
| Other assets and liabilities | 2,473 | 16,902 | (6,799) |
| **Net cash provided by operating activities** | 509,084 | 731,946 | 1,650,171 |
| **INVESTING ACTIVITIES** | | | |
| Purchases of property and equipment | (22,653) | (29,989) | (61,915) |
| Purchases and development of software | (51,635) | (54,122) | (66,582) |
| Proceeds from sale of property and equipment | — | 1,324 | 63,579 |
| **Net cash used for investing activities** | (74,288) | (82,787) | (64,918) |
| **FINANCING ACTIVITIES** | | | |
| Proceeds from stock issued for employee benefit plans | 114,890 | 56,914 | 100,059 |
| Stock tendered for payment of withholding taxes | (32,217) | (25,294) | (28,388) |
| Repurchase of common stock | — | (63,884) | (1,459,900) |
| Cash dividends | (294,772) | (291,569) | (285,317) |
| Proceeds from long-term borrowings | 10,000 | — | 200,000 |
| Payments on long-term borrowings | (10,000) | — | — |
| Proceeds from short-term borrowings | 3,192,500 | 3,893,750 | 4,500,000 |
| Payments on short-term borrowings | (3,396,500) | (4,287,750) | (4,646,000) |
| **Net cash used for financing activities** | (416,099) | (717,833) | (1,619,546) |
| Effect of exchange rates on cash and cash equivalents | (8,152) | (3,284) | (5,638) |
| **Net change in cash and cash equivalents, including cash and cash equivalents classified within assets held for sale** | 10,545 | (71,958) | (39,931) |
| Less: net increase in cash and cash equivalents within assets held for sale | (10,307) | — | — |
| **Cash and cash equivalents, beginning of year** | 145,524 | 217,482 | 257,413 |
| **Cash and cash equivalents, end of year** | $ 145,762 | $ 145,524 | $ 217,482 |
| **Supplemental cash flow disclosures** | | | |
| Cash paid for income taxes | $ 131,827 | $ 155,936 | $ 429,096 |
| Cash paid for interest | 86,124 | 92,571 | 71,563 |
| Accrued share repurchases held in other accrued liabilities | — | — | 1,106 |

*See accompanying notes to the consolidated financial statements.*

C.H. ROBINSON WORLDWIDE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**BASIS OF PRESENTATION.** C.H. Robinson Worldwide, Inc., and our subsidiaries ("the company," "we," "us," or "our") are a global provider of transportation services and logistics solutions through a network of offices operating in North America, Europe, Asia, Oceania, South America, and the Middle East. The consolidated financial statements include the accounts of C.H. Robinson Worldwide, Inc., and our majority owned and controlled subsidiaries. Our minority interests in subsidiaries are not significant. All intercompany transactions and balances have been eliminated in the consolidated financial statements.

**USE OF ESTIMATES.** The preparation of financial statements, in conformity with accounting principles generally accepted in the United States, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates have been prepared on the basis of the most current and best information available, and our actual results could differ materially from those estimates.

**REVENUE RECOGNITION.** At contract inception, we assess the goods and services promised in our contracts with customers and identify our performance obligations to provide distinct goods and services to our customers. We have determined the following distinct goods and services represent our primary performance obligations.

*Transportation and Logistics Services.* As a global logistics provider, our primary performance obligation under our customer contracts is to utilize our relationships with a wide variety of transportation companies to efficiently and cost-effectively transport our customers' freight. Revenue is recognized for these performance obligations as they are satisfied over the contract term, which generally represents the transit period. The transit period can vary based upon the method of transport, generally a number of days for over the road, rail, and air transportation, or several weeks in the case of an ocean shipment. Determining the transit period and how much of it has been completed as of the reporting date may require management to make judgments that affect the timing of revenue recognized. When the customer's freight reaches its intended destination our performance obligation is complete. Pricing for our services is generally a fixed amount and is typically due within 30 days upon completion of our performance obligation, but can vary based on the nature of the service provided and certain other factors.

We also provide certain value-added logistics services, such as customs brokerage, fee-based managed solutions, warehousing services, and supply chain consulting and optimization services. These services may include one or more performance obligations, which are generally satisfied over the service period as we perform our obligations. The service period may be a very short duration, in the case of customs brokerage, or it may be longer in the case of warehousing, managed solutions, and supply chain consulting and optimization services. Pricing for our services is established in the customer contract and is dependent upon the specific needs of the customer but may be agreed upon at a fixed fee per transaction, labor hour, or service period. Payment is typically due within 30 days upon completion of our performance obligation, but can vary based on the nature of the service provided and certain other factors.

*Sourcing Services.* We contract with grocery retailers, restaurants, foodservice distributors, and produce wholesalers to provide sourcing services under the trade name Robinson Fresh® ("Robinson Fresh"). Our primary service obligation under these contracts is the buying, selling, and/or marketing of produce including fresh fruits, vegetables, and other value-added perishable items. Revenue is recognized when our performance obligations under these contracts are satisfied at a point in time, generally when the produce is received by our customer. Pricing under these contracts is generally a fixed amount and is typically due within 20 to 30 days of completion of our performance obligation, but can vary based on the nature of the service provided and certain other factors.

In many cases, as additional performance obligations, we contract to arrange logistics and transportation of the products we buy, sell, and/or market. These performance obligations are satisfied over the contract term consistent with our other transportation and logistics services. The contract period is typically less than one year. Pricing for our services is generally a fixed amount and is typically due within 30 days upon completion of our performance obligation, but can vary based on the nature of the service provided and certain other factors.

Total revenues represent the total dollar value of revenue recognized from contracts with customers for the goods and services we provide. Substantially all our revenues are attributable to contracts with our customers. Our adjusted gross profits are our total revenues less purchased transportation and related services, including contracted motor carrier, rail, ocean, air, and other costs, and the purchase price and services related to the products we source. Most transactions in our transportation and sourcing businesses are recorded at the gross amount we charge our customers for the services we provide and goods we sell. In these transactions, we are primarily responsible for fulfilling the promise to provide the specified good or service to our customers and we have discretion in establishing the price for the specified good or service. Additionally, in our sourcing business, in some cases, we take inventory risk before the specified good has been transferred to our customer. Customs brokerage, managed solutions, freight forwarding, and sourcing managed procurement transactions are recorded at the net amount we charge our customers for the services we provide because many of the factors stated above are not present.

**CONTRACT ASSETS.** Contract assets represent amounts for which we have the right to consideration for the services we have provided while a shipment is still in-transit but for which we have not yet completed our performance obligations or have not yet invoiced our customer. Upon completion of our performance obligations, which can vary in duration based upon the method of transport, and billing our customer, these amounts become classified within accounts receivable and are then typically due within 30 days.

**ACCRUED TRANSPORTATION EXPENSE.** Accrued transportation expense represents amounts we owe to vendors, primarily transportation providers, for the services they have provided while a shipment is still in-transit as of the reporting date.

**ALLOWANCE FOR CREDIT LOSSES.** Accounts receivable and contract assets are reduced by an allowance for expected credit losses. We determine our allowance for expected credit losses based on our past credit loss experience, our customers' credit risk ratings, and other customer specific and macroeconomic factors. We compute an expected loss ratio for each credit rating pool based upon our historical write-off experience and apply it to our accounts receivable (i.e., loss ratio approach). This approach is then supplemented by the professional judgment of management, primarily in consideration of recent developments, write-off experience, and risk concentrations, for purposes of determining the expected credit loss allowance.

**FOREIGN CURRENCY.** Monetary assets and liabilities denominated in foreign currency are remeasured to the functional currency of our foreign subsidiaries, which is generally their local currency, at the current exchange rate as of the end of each period. Foreign exchange gains and losses on these balances are recognized in interest and other income/expense, net in our consolidated statement of operations and comprehensive income. The functional currency accounts of our foreign subsidiaries are translated to our U.S. Dollar reporting currency at the end of each period. Translation adjustments are recorded in other comprehensive income (loss) in our consolidated statement of operations and comprehensive income (loss). Consolidated statement of operations and comprehensive income items are translated at the average exchange rate during the period. In cases where our foreign subsidiaries operate in a highly inflationary economy, their functional currency is considered to be our U.S. Dollar reporting currency.

**CASH AND CASH EQUIVALENTS.** Cash and cash equivalents consist primarily of bank deposits and highly liquid investments with an original maturity of three months or less from the time of purchase. Cash and cash equivalents held outside the United States totaled $134.0 million and $142.8 million as of December 31, 2024 and 2023, respectively. Approximately half of our cash and cash equivalents balance is denominated in U.S. Dollars although these balances are frequently held in locations where the U.S. Dollar is not the functional currency.

**PREPAID EXPENSES AND OTHER.** Prepaid expenses and other includes items such as software maintenance contracts, prepaid insurance premiums, other prepaid operating expenses, and inventories, consisting primarily of produce and related products held for resale.

**RIGHT-OF-USE LEASE ASSETS.** Right-of-use lease assets are recognized upon lease commencement and represent our right to use an underlying asset for the lease term.

**LEASE LIABILITIES.** Lease liabilities are recognized at commencement date and represent our obligation to make the lease payments arising from a lease, measured on a discounted basis.

**PROPERTY AND EQUIPMENT.** Property and equipment are recorded at cost. Maintenance and repair expenditures are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated life of the asset. Amortization of leasehold improvements is computed over the shorter of the lease term or the estimated useful life of the improvement.

We recognized the following depreciation expense (in thousands):

| | |
|---|---|
| 2024 | $ 35,967 |
| 2023 | 39,569 |
| 2022 | 38,102 |

A summary of our property and equipment as of December 31 is as follows (in thousands):

| | 2024 | 2023 |
|---|---|---|
| Furniture, fixtures, and equipment | $ 227,501 | $ 251,473 |
| Buildings | 61,286 | 58,586 |
| Corporate aircraft | 23,760 | 23,760 |
| Leasehold improvements | 89,213 | 91,234 |
| Land | 11,013 | 11,018 |
| Construction in progress | 617 | 1,387 |
| Less: accumulated depreciation and amortization | (282,483) | (292,740) |
| Net property and equipment [1] | $ 130,907 | $ 144,718 |

[1] Includes $3.7 million of net property and equipment for the Europe Surface Transportation disposal group, which is presented within assets held for sale on the condensed consolidated balance sheets as of December 31, 2024. Refer to Note 15, *Divestitures*, for further discussion related to the sale of our Europe Surface Transportation business.

**GOODWILL.** Goodwill represents the excess of the cost of acquired businesses over the net fair value of identifiable tangible assets and identifiable intangible assets purchased and liabilities assumed. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis (November 30 for us) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. See Note 2, *Goodwill and Other Intangible Assets*.

**OTHER INTANGIBLE ASSETS.** Other intangible assets include definite-lived customer lists and indefinite-lived trademarks. The definite-lived intangible assets are being amortized using the straight-line method over their estimated lives. Definite-lived intangible assets are evaluated for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. The indefinite-lived trademarks are not amortized. Indefinite-lived intangible assets are evaluated for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable, or annually, at a minimum. See Note 2, *Goodwill and Other Intangible Assets*.

**OTHER ASSETS.** Other assets consist primarily of purchased and internally developed software. We amortize software when it is put into service using the straight-line method over three years. We recognized the following amortization expense of purchased and internally developed software (in thousands):

| | |
|---|---|
| 2024 | $ 49,032 |
| 2023 | 38,803 |
| 2022 | 31,229 |

A summary of our purchased and internally developed software as of December 31 is as follows (in thousands):

| | 2024 | 2023 |
|---|---|---|
| Purchased software | $ 3,074 | $ 4,639 |
| Internally developed software | 188,950 | 212,363 |
| Less accumulated amortization | (92,621) | (114,473) |
| Net software | $ 99,403 | $ 102,529 |

**INCOME TAXES.** Income taxes are accounted for using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities using enacted rates.

Annual tax provisions include amounts considered sufficient to pay assessments that may result from examination of prior year tax returns; however, the amount ultimately paid upon resolution of issues raised may differ from the amounts accrued.

The financial statement benefits of an uncertain income tax position are recognized when more likely than not, based on the technical merits, the position will be sustained upon examination. Unrecognized tax benefits are, more likely than not, owed to a taxing authority, and the amount of the contingency that is greater than 50 percent likely to be realized can be reasonably estimated. Uncertain income tax positions are included in “Accrued income taxes” or “Noncurrent income taxes payable” in the consolidated balance sheets.

**COMPREHENSIVE INCOME (LOSS).** Comprehensive income (loss) consists primarily of foreign currency translation adjustments. It is presented on our consolidated statements of operations and comprehensive income.

**STOCK-BASED COMPENSATION.** We have issued stock awards, including stock options, performance-based restricted stock units and shares, and time-based restricted stock units, to our key employees and non-employee directors. The awards vest over three to five years, either based on the achievement of certain dilutive earnings per share, adjusted gross profits, adjusted operating margin targets, or the passage of time. The related compensation expense for each award is recognized over the appropriate vesting period. The fair value of each share-based payment award is established on the date of grant. For grants of restricted shares and restricted stock units, the fair value is established based on the market price on the date of the grant, discounted for post-vesting holding restrictions. The discounts on outstanding grants with post-vesting holding restrictions vary from 11 percent to 23 percent and are calculated using the Black-Scholes option pricing model-protective put method. Changes in expected volatility and risk-free interest rates are the primary reason for changes in the discount.

For grants of stock options, we use the Black-Scholes option pricing model to estimate the fair value of these share-based payment awards. The determination of the fair value of stock options is affected by our stock price and a number of assumptions, including expected volatility, expected term, risk-free interest rate, and dividend yield.

## NOTE 2: GOODWILL AND OTHER INTANGIBLE ASSETS

The change in the carrying amount of goodwill is as follows (in thousands):

| | NAST | Global Forwarding | All Other and Corporate | Total |
|---|---|---|---|---|
| December 31, 2022 balance | $ 1,188,076 | $ 206,189 | $ 76,548 | $ 1,470,813 |
| Foreign currency translation | 737 | 1,410 | 640 | 2,787 |
| December 31, 2023 balance | 1,188,813 | 207,599 | 77,188 | 1,473,600 |
| Foreign currency translation | (9,369) | (5,101) | (1,571) | (16,041) |
| December 31, 2024 balance[1] | $ 1,179,444 | $ 202,498 | $ 75,617 | $ 1,457,559 |

[1] Includes $28.6 million of goodwill for the Europe Surface Transportation disposal group, which is presented within assets held for sale on the condensed consolidated balance sheets. Refer to Note 15, *Divestitures*, for further discussion related to the sale of our Europe Surface Transportation business.

Goodwill is tested at least annually for impairment on November 30, or more frequently if events or changes in circumstances indicate the asset might be impaired. We first perform a qualitative assessment to determine whether it is more likely than not the fair value of our reporting units is less than their respective carrying value (“Step Zero Analysis”). If the Step Zero Analysis indicates it is more likely than not the fair value of our reporting units is less than their respective carrying value, an additional impairment assessment is performed (“Step One Analysis”).

On July 27, 2024, we entered into an agreement to sell our Europe Surface Transportation business. The sale included all assets and liabilities of the Europe Surface Transportation business other than its proprietary technology platform (the "disposal group"). As a result of the divestiture, the Europe Surface Transportation disposal group was classified as held for sale as of December 31, 2024. We have tested the goodwill of the Europe Surface Transportation reporting unit as of December 31, 2024, by performing a Step One Analysis, before measuring the fair value of the disposal group to be presented as held for sale and determined that the $28.6 million goodwill balance was not impaired.

Our Europe Surface Transportation Step One Analysis was completed using a combination of the market approach and a discounted cash flow analysis. The market approach was completed to determine the fair value of the Europe Surface Transportation business, excluding its proprietary technology platform, and was equal to the agreed-upon sale price of the business. As the sale does not include a technology platform necessary to run the business, a discounted cash flow analysis was completed to determine the fair value of the Europe Surface Transportation proprietary technology platform. The computed fair value of the reporting unit exceeded its carrying value. As noted in Note 15, *Divestitures*, the sale of the Europe Surface Transportation disposal group was completed with an effective date of February 1, 2025.

As part of our annual Step Zero Analysis performed in 2024 for all other reporting units, there were no factors identified suggesting that it was more likely than not that the fair value was less than their respective carrying value. As such, a Step One Analysis was not completed for any other reporting units and no goodwill or intangible asset impairment has been recorded in any previous or current period presented.

Identifiable intangible assets consisted of the following as of December 31 (in thousands):

| | 2024 | | | 2023 | | |
|---|---|---|---|---|---|---|
| | **Cost** | **Accumulated Amortization** | **Net** | **Cost** | **Accumulated Amortization** | **Net** |
| Finite-lived intangibles | | | | | | |
| Customer relationships[1] | $ 78,280 | $ (55,984) | $ 22,296 | $ 93,499 | $ (58,437) | $ 35,062 |
| Indefinite-lived intangibles | | | | | | |
| Trademarks | 8,600 | — | 8,600 | 8,600 | — | 8,600 |
| Total intangibles[1] | $ 86,880 | $ (55,984) | $ 30,896 | $ 102,099 | $ (58,437) | $ 43,662 |

[1] Amounts as of December 31, 2024, include $2.7 million of net intangible assets for the Europe Surface Transportation disposal group, which is presented within assets held for sale on the condensed consolidated balance sheets. Refer to Note 15, *Divestitures*, for further discussion related to the sale of our Europe Surface Transportation business.

Amortization expense for other intangible assets was (in thousands):

| | |
|---|---|
| 2024 | $ 12,161 |
| 2023 | 20,613 |
| 2022 | 23,445 |

Finite-lived intangible assets, by reportable segment, as of December 31, 2024, will be amortized over their remaining lives as follows (in thousands):

| | **NAST** | **Global Forwarding** | **Total** |
|---|---|---|---|
| 2025 | $ 7,857 | $ 2,210 | $ 10,067 |
| 2026 | 7,857 | 360 | 8,217 |
| 2027 | 1,310 | — | 1,310 |
| Total | | | $ 19,594 |

**NOTE 3: FAIR VALUE MEASUREMENT**

Accounting guidance on fair value measurements for certain financial assets and liabilities requires assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

- Level 1-Quoted market prices in active markets for identical assets or liabilities.
- Level 2-Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3-Unobservable inputs reflecting the reporting entity's own assumptions or external inputs from inactive markets.

A financial asset or liability's classification within the hierarchy is determined based on the lowest level of input that is significant to the fair value measurement.

**Assets and liabilities held for sale.** On July 27, 2024, we entered into an agreement to sell our Europe Surface Transportation business. The sale included all assets and liabilities of the business other than our proprietary technology platform. As a result of the divestiture the Europe Surface Transportation disposal group was classified as held for sale as of December 31, 2024. We measured the disposal group at its fair value less costs incurred to sell and recorded a $44.5 million pre-tax loss on the disposal group in twelve months ended December 31, 2024. The fair value of the assets and liabilities held for sale are classified as Level 2 in the fair value hierarchy based on the negotiated sale price, which is an observable market-based input. The sale closed with an effective date of February 1, 2025. Refer to Note 15, *Divestitures*, for further discussion related to the sale of our Europe Surface Transportation business.

The Company may seek to manage its exposure to the risk of fluctuations in foreign currency exchange rates through the use of foreign currency forward contracts. Foreign currency forward contracts are accounted for at fair value with the recognition of all derivative instruments as either assets or liabilities on the balance sheet, and changes in fair value recognized in interest and other income/expenses, net in the consolidated statements of operations and comprehensive income. These contracts are accounted for as non-designated hedges pursuant to ASC Topic 815, "*Derivatives and Hedging.*" Foreign currency forward contracts are classified under Level 2 of the fair value hierarchy and are measured using market-based rates. The impact of foreign currency forward contracts were not material as of and for the twelve months ended December 31, 2024.

We had no other Level 2 or Level 3 assets or liabilities as of and during the periods ended December 31, 2024 or 2023. There were no transfers between levels during the period.

**NOTE 4: FINANCING ARRANGEMENTS**

The components of our short-term and long-term debt and the associated interest rates were as follows (dollars in thousands):

| | Average interest rate as of | | | Carrying value as of | |
|---|---|---|---|---|---|
| | December 31, 2024 | December 31, 2023 | Maturity | December 31, 2024 | December 31, 2023 |
| Revolving Credit Facility | 5.58 % | 6.45 % | November 2027 | $ 9,000 | $ 160,000 |
| Senior Notes, Series B | 4.26 % | 4.26 % | August 2028 | 150,000 | 150,000 |
| Senior Notes, Series C | 4.60 % | 4.60 % | August 2033 | 175,000 | 175,000 |
| Receivables Securitization Facility [(1)] | 5.23 % | 6.25 % | November 2025 | 446,792 | 499,542 |
| Senior Notes[(1)] | 4.20 % | 4.20 % | April 2028 | 596,857 | 595,945 |
| Total debt | | | | 1,377,649 | 1,580,487 |
| Less: Current maturities and short-term borrowing | | | | (455,792) | (160,000) |
| Long-term debt | | | | $ 921,857 | $ 1,420,487 |

[(1)] Net of unamortized discounts and issuance costs.

## SENIOR UNSECURED REVOLVING CREDIT FACILITY

We have a senior unsecured revolving credit facility (the "Credit Agreement") with a total availability of $1 billion, which may be reduced by standby letters of credit. The Credit Agreement has a maturity date of November 19, 2027. Borrowings under the Credit Agreement generally bear interest at a variable rate determined by a pricing schedule or the base rate (which is the highest of (a) the administrative agent's prime rate, (b) the federal funds rate plus 0.50 percent, or (c) the sum of one-month SOFR plus a specified margin). As of December 31, 2024, the variable rate equaled SOFR and a credit spread adjustment of 0.10 percent plus 1.13 percent. In addition, there is a commitment fee on the average daily undrawn stated amount under the facility ranging from 0.07 percent to 0.15 percent. The recorded amount of borrowings outstanding, if any, approximates fair value because of the short maturity period of the debt; therefore, we consider these borrowings to be a Level 2 financial liability.

The Credit Agreement contains various restrictions and covenants that require us to maintain certain financial ratios, including a maximum leverage ratio of 3.75 to 1.00. The Credit Agreement also contains customary events of default.

## NOTE PURCHASE AGREEMENT

On August 23, 2013, we entered into a Note Purchase Agreement with certain institutional investors (the "Purchasers"). On August 27, 2013, the Purchasers purchased an aggregate principal amount of $500 million of our Senior Notes, Series A, Senior Notes Series B, and Senior Notes Series C (collectively, the "Notes"). Interest on the Notes is payable semi-annually in arrears. The fair value of the Notes approximated $293.1 million as of December 31, 2024. We estimate the fair value of the Notes primarily using an expected present value technique, which is based on observable market inputs using interest rates currently available to companies of similar credit standing for similar terms and remaining maturities and considering our own risk. If the Notes were recorded at fair value, they would be classified as Level 2 financial liability. Senior Notes Series A matured in August 2023.

The Note Purchase Agreement contains various restrictions and covenants that require us to maintain certain financial ratios, including a maximum leverage ratio of 3.50 to 1.00, a minimum interest coverage ratio of 2.00 to 1.00, and a maximum consolidated priority debt to consolidated total asset ratio of 10 percent.

The Note Purchase Agreement provides for customary events of default. The occurrence of an event of default would permit certain Purchasers to declare certain Notes then outstanding to be immediately due and payable. Under the terms of the Note Purchase Agreement, the Notes are redeemable, in whole or in part, at 100 percent of the principal amount being redeemed together with a "make-whole amount" (as defined in the Note Purchase Agreement), and accrued and unpaid interest with respect to each Note. The obligations of the company under the Note Purchase Agreement and the Notes are guaranteed by C.H. Robinson Company, a Delaware corporation and a wholly-owned subsidiary of the company, and by C.H. Robinson Company, Inc., a Minnesota corporation and an indirect wholly-owned subsidiary of the company. On November 21, 2022, we executed the third amendment to the Note Purchase Agreement to among other things, facilitate the terms of the Credit Agreement.

## U.S. TRADE ACCOUNTS RECEIVABLE SECURITIZATION

On November 19, 2021, we entered into a receivables purchase agreement and related transaction documents with Bank of America, N.A. and Wells Fargo Bank, N.A. to provide a receivables securitization facility (the "Receivables Securitization Facility"). The Receivables Securitization Facility is based on the securitization of a portion of our U.S. trade accounts receivable with a total availability of $500 million as of December 31, 2024. The interest rate on borrowings under the Receivables Securitization Facility is based on SOFR plus a credit spread adjustment of 0.10 percent plus 0.80 percent. In addition, there is a commitment fee on the average daily undrawn stated amount under the facility of 0.20 percent.

The recorded amount of borrowings outstanding under the Receivables Securitization Facility approximates fair value because it can be redeemed on short notice and the interest rate floats. We consider these borrowings to be a Level 2 financial liability.

The Receivables Securitization Facility contains various customary affirmative and negative covenants, and it also contains customary default and termination provisions, which provide for acceleration of amounts owed under the Receivables Securitization Facility upon the occurrence of certain specified events.

On November 7, 2023, we amended the Receivables Securitization Facility to extend the termination date of the facility to November 7, 2025. The total available remains $500 million, and we have the option to utilize an accordion feature, if needed, of an additional $250 million pursuant to the provisions of the Receivables Purchase Agreement, amended by the Receivables Purchase Amendment.

## SENIOR NOTES

On April 9, 2018, we issued senior unsecured notes ("Senior Notes") through a public offering. The Senior Notes bear an annual interest rate of 4.20 percent payable semi-annually on April 15 and October 15, until maturity on April 15, 2028. Taking into effect the amortization of the original issue discount and all underwriting and issuance expenses, the Senior Notes have an effective yield to maturity of approximately 4.39 percent per annum. The fair value of the Senior Notes, excluding debt discounts and issuance costs, approximated $583.3 million as of December 31, 2024, based primarily on the market prices quoted from external sources. The carrying value of the Senior Notes was $596.9 million as of December 31, 2024.

We may redeem the Senior Notes, in whole or in part, at any time and from time to time prior to their maturity at the applicable redemption prices described in the Senior Notes. Upon the occurrence of a "change of control triggering event" as defined in the Senior Notes (generally, a change of control of us accompanied by a reduction in the credit rating for the Senior Notes), we will generally be required to make an offer to repurchase the Senior Notes from holders at 101 percent of their principal amount plus accrued and unpaid interest to the date of repurchase.

The Senior Notes were issued under an indenture that contains covenants imposing certain limitations on our ability to incur liens; enter into sales and leaseback transactions above certain limits; and consolidate, merge, or transfer substantially all of our assets and those of our subsidiaries on a consolidated basis. It also provides for customary events of default (subject in certain cases to customary grace and cure periods), which include among other things nonpayment, breach of covenants in the indenture, and certain events of bankruptcy and insolvency. If an event of default occurs and is continuing with respect to the Senior Notes, the trustee or holders of at least 25 percent in principal amount outstanding of the Senior Notes may declare the principal and the accrued and unpaid interest, if any, on all of the outstanding Senior Notes to be due and payable. These covenants and events of default are subject to a number of important qualifications, limitations, and exceptions that are described in the indenture. The indenture does not contain any financial ratios or specified levels of net worth or liquidity to which we must adhere.

In addition to the above financing agreements, we have a $20 million discretionary line of credit with U.S. Bank of which $16.9 million is currently utilized for standby letters of credit related to insurance collateral as of December 31, 2024. These standby letters of credit are renewed annually and were undrawn as of December 31, 2024.

## NOTE 5: INCOME TAXES

C.H. Robinson Worldwide, Inc., and its 80 percent (or more) owned U.S. subsidiaries file a consolidated federal income tax return. We file unitary or separate state returns based on state filing requirements. With few exceptions, we are no longer subject to audits of U.S. federal, state and local, or non-U.S. income tax returns before 2020.

The company is no longer indefinitely reinvested with regard to the unremitted earnings of any foreign subsidiaries. The company remains indefinitely reinvested related to other taxable differences that may exist with regard to these subsidiaries.

In 2021, the Organization for Economic Cooperation and Development ("OECD") announced an Inclusive Framework on Base Erosion and Profit Shifting including Pillar Two Model Rules defining the global minimum tax, which calls for the taxation of large multinational corporations at a minimum rate of 15 percent. Subsequently, multiple sets of administrative guidance have been issued. Many non-U.S. tax jurisdictions have either recently enacted legislation to adopt certain components of the Pillar Two Model Rules beginning in 2024 (including the European Union Member States) with the adoption of additional components in later years or announced their plans to enact legislation in future years. We are subject to these rules in certain jurisdictions in which we operate, and any expected tax impacts have been included in our results. As rules for more jurisdictions will become effective in 2025, we will continue to evaluate the impact of enacted and pending legislation to Pillar Two Model Rules in the tax jurisdictions we operate in.

Income before provision for income taxes consisted of (in thousands):

| | Twelve Months Ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| Domestic | $ 336,328 | $ 287,524 | $ 799,553 |
| Foreign | 242,876 | 121,662 | 367,212 |
| Total | $ 579,204 | $ 409,186 | $ 1,166,765 |

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties, is as follows (in thousands):

| | As of December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| Unrecognized tax benefits, beginning of period | $ 16,916 | $ 39,056 | $ 37,302 |
| Additions based on tax positions related to the current year | 2,747 | 2,111 | 4,064 |
| Additions for tax positions of prior years | 2,168 | 1,268 | 3,016 |
| Reductions for tax positions of prior years | (582) | (91) | (247) |
| Lapse in statute of limitations | (1,182) | (2,346) | (5,026) |
| Settlements | (317) | (23,082) | (53) |
| Unrecognized tax benefits, end of the period | $ 19,750 | $ 16,916 | $ 39,056 |

Income tax expense considers amounts that may be needed to cover exposures for open tax years. We do not expect any material impact related to open tax years; however, actual settlements may differ from amounts accrued.

As of December 31, 2024, we had $23.5 million of unrecognized tax benefits and related interest and penalties, all of which would affect our effective tax rate if recognized. In the unlikely event these unrecognized tax benefits and related interest and penalties were recognized fully in 2024, the impact to the annual effective tax rate would have been 4.1 percent. We are not aware of any tax positions for which it is reasonably possible that the total amount of unrecognized tax benefit will significantly increase or decrease in the next 12 months. The total liability for unrecognized tax benefits is expected to decrease by approximately $1.1 million in the next 12 months due to lapsing of statutes.

We recognize interest and penalties related to uncertain tax positions in the provision for income taxes. During the years ended December 31, 2024, 2023, and 2022, we recognized approximately $0.7 million, $0.7 million, and $0.6 million in interest and penalties, respectively. We had approximately $3.7 million and $3.2 million for the payment of interest and penalties related to uncertain tax positions accrued within noncurrent income taxes payable as of December 31, 2024 and 2023, respectively. These amounts are not included in the reconciliation above.

The components of the provision for income taxes consist of the following (in thousands):

| | Twelve Months Ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| Tax provision: | | | |
| Federal | $ 135,807 | $ 55,149 | $ 153,349 |
| State | 23,081 | 4,014 | 33,309 |
| Foreign | 32,885 | 62,426 | 97,147 |
| | 191,773 | 121,589 | 283,805 |
| Deferred provision (benefit): | | | |
| Federal | (83,702) | (32,820) | (44,133) |
| State | (10,379) | 6,223 | (7,848) |
| Foreign | 15,822 | (10,935) | (5,583) |
| | (78,259) | (37,532) | (57,564) |
| Total provision | $ 113,514 | $ 84,057 | $ 226,241 |

A reconciliation of the provision for income taxes using the statutory federal income tax rate to our effective income tax rate is as follows:

| | Twelve Months Ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023[1] | 2022[1] |
| Federal statutory rate | 21.0 % | 21.0 % | 21.0 % |
| State income taxes, net of federal benefit | 1.9 | 2.1 | 2.1 |
| Section 199 deduction | — | 4.7 | — |
| Share-based payment awards | (1.8) | (2.7) | (1.2) |
| Foreign tax credits | 2.5 | (9.5) | (1.2) |
| Other U.S. tax credits and incentives | (5.3) | (3.4) | (2.0) |
| Foreign tax rate differential | (0.4) | 5.8 | 0.6 |
| Remeasurement of deferred tax balances | (1.1) | — | — |
| Business divestitures[2] | 1.3 | 0.9 | — |
| Section 162(m) limitations on compensation | 1.3 | 1.2 | 0.6 |
| Other | 0.2 | 0.4 | (0.5) |
| Effective income tax rate | 19.6 % | 20.5 % | 19.4 % |

(1) The amounts as of December 31, 2023 and 2022 have been adjusted to conform to current year presentation.

(2) Amounts in 2024 relate to the divestiture of our Europe Surface Transportation business. Amounts in 2023 relate to the divestiture of our Argentina operations. Refer to Note 15, *Divestitures*, for further discussion related to these divestitures.

Deferred tax assets (liabilities) are comprised of the following (in thousands):

| | As of December 31, | |
|---|---|---|
| | 2024 | 2023 |
| Deferred tax assets: | | |
| Lease liabilities | $ 72,532 | $ 74,495 |
| Compensation | 64,202 | 64,788 |
| Accrued expenses | 42,718 | 33,720 |
| Tax credit carryforward | — | 14,485 |
| Foreign affiliate prepayment | 49,409 | — |
| Foreign net operating loss carryforwards | 69,555 | 67,816 |
| Long-lived assets | 109,308 | 104,005 |
| Other | 32,855 | 22,220 |
| Total deferred tax assets (before valuation allowance) | 440,579 | 381,529 |
| Less: valuation allowance | (64,198) | (62,183) |
| Total deferred tax assets | 376,381 | 319,346 |
| Deferred tax liabilities: | | |
| Right-of-use assets | (64,686) | (68,764) |
| Intangible assets | (868) | (25,773) |
| Prepaid assets | (4,928) | (4,405) |
| Foreign withholding tax | (10,645) | (10,313) |
| Other | (6,910) | (8,649) |
| Total deferred tax liabilities | (88,037) | (117,904) |
| Net deferred tax assets | $ 288,344 | $ 201,442 |

We had foreign net operating loss carryforwards with a tax effect of $69.6 million as of December 31, 2024, and $67.8 million as of December 31, 2023. The net operating loss carryforwards will expire at various dates from 2025 to 2030, with certain jurisdictions having indefinite carryforward terms. We continually monitor and review the foreign net operating loss carryforwards to determine the ability to realize the deferred tax assets associated with the foreign net operating loss carryforwards. As of December 31, 2024 and 2023, we have recorded a valuation allowance of $64.2 million and $62.2 million, respectively, against the deferred tax asset related to the foreign operating loss carryforwards that are primarily in Luxembourg.

## NOTE 6: CAPITAL STOCK AND STOCK AWARD PLANS

**PREFERRED STOCK.** Our Certificate of Incorporation authorizes the issuance of 20,000,000 shares of preferred stock, par value $0.10 per share. There are no shares of preferred stock outstanding. The preferred stock may be issued by resolution of our Board of Directors at any time without any action of the stockholders. The Board of Directors may issue the preferred stock in one or more series and fix the designation and relative powers. These include voting powers, preferences, rights, qualifications, limitations, and restrictions of each series. The issuance of any such series may have an adverse effect on the rights of holders of common stock and may impede the completion of a merger, tender offer, or other takeover attempt.

**COMMON STOCK.** Our Certificate of Incorporation authorizes 480,000,000 shares of common stock, par value $0.10 per share. Subject to the rights of preferred stock, which may from time to time be outstanding, holders of common stock are entitled to receive dividends out of funds legally available, when and if declared by the Board of Directors, and to receive their share of the net assets of the company legally available for distribution upon liquidation or dissolution.

For each share of common stock held, stockholders are entitled to one vote on each matter to be voted on by the stockholders, including the election of directors. Holders of common stock are not entitled to cumulative voting. The stockholders do not have preemptive rights. All outstanding shares of common stock are fully paid and nonassessable.

**STOCK AWARD PLANS.** Stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense as it vests. A summary expense recognized within personnel expenses in our consolidated statements of operations and comprehensive income for stock-based compensation is as follows (in thousands):

| | 2024 | 2023 | 2022 |
|---|---|---|---|
| Stock options | $ 4,352 | $ 8,929 | $ 13,025 |
| Stock awards | 77,243 | 45,878 | 74,186 |
| Company expense on ESPP discount | 2,995 | 3,362 | 3,466 |
| Total stock-based compensation expense | $ 84,590 | $ 58,169 | $ 90,677 |

On May 5, 2022, our shareholders approved a 2022 Equity Incentive Plan (the "Plan") and authorized an initial 4,261,884 shares for issuance of awards thereunder. Upon approval of the Plan, no new awards may be made under our 2013 Equity Incentive Plan. The Plan allows us to grant certain stock awards, including stock options at fair market value, performance-based restricted stock units and shares, and time-based restricted stock units, to our key employees and non-employee directors. Shares subject to awards granted under the plan or our prior equity incentive plans that expire or are canceled without delivery of shares or that are settled in cash, generally become available again for issuance under the Plan. There were 1,678,776 shares available for stock awards under the Plan as of December 31, 2024.

**STOCK OPTIONS.** We have awarded stock options to certain key employees that vested primarily based on their continued employment. These awards were fully vested in 2024 and there is no remaining unrecognized compensation expense related to stock options as of December 31, 2024. The outstanding options have expiration dates between 2025 and 2030. Although participants can exercise options via a stock swap exercise, we do not issue reloads (restoration options) on the grants.

The following schedule summarizes stock option activity in the plans.

| | Options | Weighted Average Exercise Price | Aggregate Intrinsic Value (in thousands) | Average Remaining Life (years) |
|---|---|---|---|---|
| Outstanding as of December 31, 2023 | 4,790,897 | $ 78.83 | $ 39,138 | 4.3 |
| Exercised | (1,290,683) | 76.13 | | |
| Forfeitures | (8,216) | 79.10 | | |
| Outstanding as of December 31, 2024 | 3,491,998 | $ 79.83 | $ 82,024 | 3.6 |
| | | | | |
| Vested as of December 31, 2024 | 3,491,998 | $ 79.83 | | 3.6 |
| Exercisable as of December 31, 2024 | 3,491,998 | $ 79.83 | | 3.6 |

There were 162,347 potentially dilutive stock options for 2024 excluded from our diluted net income per share calculations because these securities' exercise prices were anti-dilutive (e.g., greater than the average market price of our common stock).

Information on the intrinsic value of options exercised is as follows (in thousands):

| | |
|---|---|
| 2024 | $ 34,519 |
| 2023 | 14,442 |
| 2022 | 43,353 |

**STOCK AWARDS.** We have awarded performance-based restricted shares, performance-based restricted stock units ("PSUs"), and time-based restricted stock units. Most of our awards granted prior to 2024 contain restrictions on the awardees' ability to sell or transfer vested awards for a specified period of time. The fair value of these awards is established based on the market price on the date of grant, discounted for post-vesting holding restrictions. The discounts on outstanding grants with post-vesting holding restrictions vary from 11 percent to 23 percent and are calculated using the Black-Scholes option pricing model-protective put method. The duration of the restriction period to sell or transfer vested awards, changes in the measured stock price volatility, and changes in interest rates are the primary reasons for changes in the discount. These grants are being expensed based on the terms of the awards.

We have awarded PSUs to certain key employees. These PSUs vest over a three-year period based on the achievement of certain dilutive earnings per share, adjusted gross profits, and adjusted operating margin targets. These PSUs contain an upside opportunity of up to 200 percent of target contingent upon obtaining certain targets mentioned above over their respective performance period.

The following table summarizes activity related to our PSUs as of December 31, 2024:

| | Number of Restricted Shares and Restricted Stock Units | Weighted Average Grant Date Fair Value |
|---|---|---|
| Unvested as of December 31, 2023 | 572,327 | $ 86.69 |
| Granted[1] | 364,794 | 73.43 |
| Performance-based grant adjustment[2] | 4,626 | 65.96 |
| Vested | (56,685) | 76.57 |
| Forfeitures[3] | (242,805) | 77.86 |
| Unvested as of December 31, 2024 | 642,257 | $ 83.25 |

[1]Amount represents PSU grants at target.

[2]Amount represents incremental shares issuable for achievement of performance metrics above target.

[3]Includes awards forfeited for not achieving performance targets.

The following table summarizes unvested PSUs by vesting period at target:

| First Vesting Date | Last Vesting Date | Performance Shares and Stock Units Granted, Net of Forfeitures | Weighted Average Grant Date Fair Value [1] | Unvested Performance Shares and Restricted Stock Units |
|---|---|---|---|---|
| December 31, 2023 | December 31, 2025 | 348,266 | $ 92.13 | 325,119 |
| December 31, 2024 | December 31, 2026 | 346,050 | 73.45 | 317,138 |
| | | 694,316 | $ 82.82 | 642,257 |

[1]Amount shown is the weighted average grant date fair value of PSUs granted, net of forfeitures.

We granted an additional 300,366 PSUs at target in February 2025. These awards have a weighted average grant date fair value of $96.75 and will vest over a three-year period and contain an upside opportunity of up to 200 percent based upon achieving cumulative three-year dilutive earnings per share targets.

*Time-Based Awards*

We have awarded time-based restricted stock unit awards to certain key employees. These time-based awards vest over a three-year period. In 2023, we also granted retention awards, which vest over a one-year to three-year period. These awards vest primarily based on the passage of time and the employee's continued employment and are being expensed based on the terms of the awards.

The following table summarizes activity related to our time-based restricted stock unit grants as of December 31, 2024:

| | Number of Restricted Shares and Stock Units | Weighted Average Grant Date Fair Value |
|---|---|---|
| Unvested as of December 31, 2023 | 1,019,276 | $ 87.36 |
| Granted | 653,221 | 74.90 |
| Vested | (826,671) | 81.34 |
| Forfeitures | (122,871) | 85.87 |
| Unvested as of December 31, 2024 | 722,955 | $ 83.22 |

We granted an additional 477,962 time-based restricted stock units in February 2025. These awards have a weighted average grant date fair value of $96.75 and will vest over a three-year period.

A summary of the fair value of stock awards vested (in thousands):

| | |
|---|---|
| 2024 | $ 71,587 |
| 2023 | 53,868 |
| 2022 | 74,186 |

As of December 31, 2024, there was unrecognized compensation expense of $142.0 million related to previously granted stock awards assuming maximum achievement is obtained on our PSUs. The amount of future expense to be recognized will be based on the passage of time and contingent upon obtaining certain targets mentioned above over their respective performance period.

**EMPLOYEE STOCK PURCHASE PLAN.** Our 1997 Employee Stock Purchase Plan allows our employees to contribute up to $10,000 of their annual cash compensation to purchase company stock. Purchase price is determined using the closing price on the last day of the quarter discounted by 15 percent. Shares are vested immediately. The following is a summary of the employee stock purchase plan activity (dollar amounts in thousands):

| | Shares Purchased By Employees | Aggregate Cost to Employees | Expense Recognized By the Company |
|---|---|---|---|
| 2024 | 224,578 | $ 16,973 | $ 2,995 |
| 2023 | 240,418 | 19,051 | 3,362 |
| 2022 | 229,705 | 19,643 | 3,466 |

**SHARE REPURCHASE PROGRAMS.** On December 9, 2021, the Board of Directors increased the company's share repurchase authorization by an additional 20,000,000 shares of common stock. As of December 31, 2024, we had 6,763,445 shares remaining under the share repurchase authorization. The activity under these authorizations is as follows (dollar amounts in thousands):

| | Shares Repurchased | Total Value of Shares Repurchased |
|---|---|---|
| 2024 Repurchases | — | $ — |
| 2023 Repurchases | 645,753 | 62,778 |
| 2022 Repurchases | 14,226,190 | 1,456,713 |

## NOTE 7: COMMITMENTS AND CONTINGENCIES

**EMPLOYEE BENEFIT PLANS.** We offer a defined contribution plan, which qualifies under section 401(k) of the Internal Revenue Code and covers all eligible U.S. employees. We can also elect to make matching contributions to the plan. Annual discretionary contributions may also be made to the plan. Defined contribution plan expense, including matching contributions, is as follows (in thousands):

| | |
|---|---|
| 2024 | $ 47,017 |
| 2023 | 45,854 |
| 2022 | 59,259 |

We contributed a defined contribution match of six percent in 2024, 2023, and 2022.

**LEASE COMMITMENTS.** We maintain operating leases for office space, warehouses, office equipment, trailers, and a small number of intermodal containers. See Note 10, *Leases*, for further information.

**LITIGATION.** We are not subject to any pending or threatened litigation other than routine litigation arising in the ordinary course of our business operations, including certain contingent auto liability cases as of December 31, 2024. For some legal proceedings, we have accrued an amount that reflects the aggregate liability deemed probable and estimable, but this amount is not material to our consolidated financial position, results of operations, or cash flows. Because of the preliminary nature of many of these proceedings, the difficulty in ascertaining the applicable facts relating to many of these proceedings, the inconsistent treatment of claims made in many of these proceedings, and the difficulty of predicting the settlement value of many of these proceedings, we are not able to estimate an amount or range of any reasonably possible additional losses. However, based upon our historical experience, the resolution of these proceedings is not expected to have a material effect on our consolidated financial position, results of operations, or cash flows.

## NOTE 8: SEGMENT REPORTING

Our segments are based on our method of internal reporting, which generally segregates the segments by service line and the primary services they provide to our customers. The internal reporting of segments is aligned with the reporting and review process used by our chief operating decision maker ("CODM"), our Chief Executive Officer. The accounting policies of our reportable segments are the same as those described in the summary of significant accounting policies. We do not report our intersegment revenues by segment to our CODM and do not believe they are a meaningful metric for evaluating the performance of our reportable segments.

Our CODM utilizes segment operating income as the primary measure to evaluate the performance of our reportable segments. Operating income is an important measure of our ability to optimize our cost structure through innovation of our proprietary operating systems and accelerating the capabilities of our workforce. It also guides the allocation of resources, including employees, technology investments, and capital resource investments to each segment. Additionally, operating income is also an important measure of our ability to maintain pricing discipline and driving profitable growth while effectively serving our customers and contract carriers. We consider operating income to be our primary performance metric. The review of segment performance and the allocation of resources occurs primarily in the annual budgeting process and through a regular cadence of operating reviews to monitor the progress of strategic initiatives included in our enterprise balanced scorecard.

We identify two reportable segments with all other segments included in "All Other and Corporate" as follows:

- **North American Surface Transportation:** NAST provides freight transportation services across North America through a network of offices in the United States, Canada, and Mexico. The primary services provided by NAST are truckload and less than truckload ("LTL") transportation services.
- **Global Forwarding:** Global Forwarding provides global logistics services through an international network of offices in North America, Asia, Europe, Oceania, South America, and the Middle East and also contracts with independent agents worldwide. The primary services provided by Global Forwarding include ocean freight services, air freight services, and customs brokerage.
- **All Other and Corporate:** All Other and Corporate includes our Robinson Fresh and Managed Solutions segments, as well as Other Surface Transportation outside of North America and other miscellaneous revenues and unallocated corporate expenses. Robinson Fresh provides sourcing services including the buying, selling, and/or marketing of fresh fruits, vegetables, and other value-added perishable items. Managed Solutions provides Transportation Management Services, or Managed TMS. Other Surface Transportation revenues are primarily earned by our Europe Surface Transportation segment. Europe Surface Transportation provides transportation and logistics services including truckload and LTL transportation services across Europe.

Reportable segment information as of, and for the years ended, December 31, 2024, 2023, and 2022, is as follows (dollars in thousands):

| | Twelve Months Ended December 31, 2024 | | |
|---|---|---|---|
| | NAST | Global Forwarding | Total |
| Revenues from external customers | $ 11,727,539 | $ 3,805,018 | $ 15,532,557 |
| Other revenues(1) | | | 2,192,399 |
| Total consolidated revenues | | | 17,724,956 |
| Less significant segment expenses: | | | |
| Purchased transportation and related services (2) | 10,086,344 | 3,002,469 | |
| Personnel expenses (2) | 669,611 | 371,576 | |
| Other selling, general, and administrative expenses (2) | 440,292 | 218,497 | |
| Segment operating income | 531,292 | 212,476 | 743,768 |
| Other operating income (loss)(1) | | | (74,627) |
| Total consolidated operating income | | | 669,141 |
| Interest and other income/expenses, net | | | (89,937) |
| Income before provision for income taxes | | | $ 579,204 |

| | Twelve Months Ended December 31, 2023 | | |
|---|---|---|---|
| | NAST | Global Forwarding | Total |
| Revenues from external customers | $ 12,471,075 | $ 2,997,704 | $ 15,468,779 |
| Other revenues[1] | | | 2,127,664 |
| Total consolidated revenues | | | 17,596,443 |
| Less significant segment expenses: | | | |
| Purchased transportation and related services [2] | 10,877,221 | 2,308,339 | |
| Personnel expenses [2] | 662,037 | 366,464 | |
| Other selling, general, and administrative expenses [2] | 471,857 | 237,071 | |
| Segment operating income | 459,960 | 85,830 | 545,790 |
| Other operating income (loss)[1] | | | (31,183) |
| Total consolidated operating income | | | 514,607 |
| Interest and other income/expenses, net | | | (105,421) |
| Income before provision for income taxes | | | $ 409,186 |

| | Twelve Months Ended December 31, 2022 | | |
|---|---|---|---|
| | NAST | Global Forwarding | Total |
| Revenues from external customers | $ 15,827,467 | $ 6,812,008 | $ 22,639,475 |
| Other revenues[1] | | | 2,057,150 |
| Total consolidated revenues | | | 24,696,625 |
| Less significant segment expenses: | | | |
| Purchased transportation and related services [2] | 13,630,763 | 5,728,535 | |
| Personnel expenses [2] | 844,472 | 414,690 | |
| Other selling, general, and administrative expenses [2] | 518,930 | 219,419 | |
| Segment operating income | 833,302 | 449,364 | 1,282,666 |
| Other operating income (loss)[1] | | | (15,884) |
| Total consolidated operating income | | | 1,266,782 |
| Interest and other income/expenses, net | | | (100,017) |
| Income before provision for income taxes | | | $ 1,166,765 |

[1] Other revenues and operating income (loss) are attributable to our Robinson Fresh and Managed Solutions segments, as well as Other Surface Transportation outside of North America and other miscellaneous revenues and unallocated corporate expenses.

[2] The significant expense categories and amounts align with the segment-level information that is regularly provided to the CODM.

Additional segment disclosures as of, and for the years ended, December 31, 2024, 2023, and 2022, is as follows (dollars in thousands):

| | NAST | Global Forwarding | All Other and Corporate | Consolidated |
|---|---|---|---|---|
| **December 31, 2024** | | | | |
| Depreciation and amortization | $ 20,670 | $ 10,602 | $ 65,888 | $ 97,160 |
| Total assets[1] | 2,874,701 | 1,335,178 | 1,088,047 | 5,297,926 |
| Average employee headcount | 5,696 | 4,678 | 4,012 | 14,386 |
| **December 31, 2023** | | | | |
| Depreciation and amortization | $ 23,027 | $ 19,325 | $ 56,633 | $ 98,985 |
| Total assets[1] | 3,008,459 | 1,094,895 | 1,121,926 | 5,225,280 |
| Average employee headcount | 6,469 | 5,222 | 4,350 | 16,041 |
| **December 31, 2022** | | | | |
| Depreciation and amortization | $ 23,643 | $ 21,835 | $ 47,298 | $ 92,776 |
| Total assets[1] | 3,304,480 | 1,507,913 | 1,142,171 | 5,954,564 |
| Average employee headcount | 7,365 | 5,712 | 4,524 | 17,601 |

[1] All cash and cash equivalents and certain owned properties are included in All Other and Corporate.

The following table presents our total revenues (based on location of the customer) and long-lived assets (including other intangible assets and other assets) by geographic regions (in thousands):

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| Total revenues | | | |
| U.S. | $ 14,872,311 | $ 14,795,659 | $ 20,696,448 |
| Other locations | 2,852,645 | 2,800,784 | 4,000,177 |
| Total revenues | $ 17,724,956 | $ 17,596,443 | $ 24,696,625 |

| | As of December 31, | | |
|---|---|---|---|
| | 2024 | 2023 | 2022 |
| Long-lived assets | | | |
| U.S. | $ 678,900 | $ 728,538 | $ 751,984 |
| Other locations | 220,458 | 142,448 | 142,529 |
| Total long-lived assets | $ 899,358 | $ 870,986 | $ 894,513 |

## NOTE 9: REVENUE FROM CONTRACTS WITH CUSTOMERS

A summary of our total revenues disaggregated by major service line and timing of revenue recognition is presented below for each of our reportable segments for the twelve months ended December 31, 2024, 2023, and 2022, as follows (dollars in thousands):

| | Twelve Months Ended December 31, 2024 | | | |
|---|---|---|---|---|
| | NAST | Global Forwarding | All Other and Corporate | Total |
| **Major service lines:** | | | | |
| Transportation and logistics services[1] | $ 11,727,539 | $ 3,805,018 | $ 821,188 | $ 16,353,745 |
| Sourcing[2] | — | — | 1,371,211 | 1,371,211 |
| Total | $ 11,727,539 | $ 3,805,018 | $ 2,192,399 | $ 17,724,956 |

| | Twelve Months Ended December 31, 2023 | | | |
|---|---|---|---|---|
| | NAST | Global Forwarding | All Other and Corporate | Total |
| **Major service lines:** | | | | |
| Transportation and logistics services[1] | $ 12,471,075 | $ 2,997,704 | $ 903,881 | $ 16,372,660 |
| Sourcing[2] | — | — | 1,223,783 | 1,223,783 |
| Total | $ 12,471,075 | $ 2,997,704 | $ 2,127,664 | $ 17,596,443 |

| | Twelve Months Ended December 31, 2022 | | | |
|---|---|---|---|---|
| | NAST | Global Forwarding | All Other and Corporate | Total |
| **Major service lines:** | | | | |
| Transportation and logistics services[1] | $ 15,827,467 | $ 6,812,008 | $ 876,909 | $ 23,516,384 |
| Sourcing[2] | — | — | 1,180,241 | 1,180,241 |
| Total | $ 15,827,467 | $ 6,812,008 | $ 2,057,150 | $ 24,696,625 |

[1] Transportation and logistics services performance obligations are completed over time.

[2] Sourcing performance obligations are completed at a point in time.

We typically do not receive consideration and amounts are not due from our customer prior to the completion of our performance obligations and as such contract liabilities as of December 31, 2024 and 2023, and revenue recognized in the twelve months ended December 31, 2024, 2023, and 2022, resulting from contract liabilities were not significant. Contract assets and accrued expenses—transportation expenses fluctuate from period to period primarily based upon changes in transportation pricing and costs and shipments in-transit at period end.

Approximately 89 percent, 90 percent, and 93 percent of our total revenues for the twelve months ended December 31, 2024, 2023, and 2022, respectively, are attributable to arranging for the transportation of our customers' freight for which we transfer control and satisfy our performance obligation over the requisite transit period. A days-in-transit output method is used to measure the progress of our performance as of the reporting date. We determine the transit period based upon the departure date and the delivery date, which may be estimated if delivery has not occurred as of the reporting date. Determining the transit period and how much of it has been completed as of the reporting date may require management to make judgments that affect the timing of revenue recognized. We have determined that revenue recognition over the transit period provides a faithful depiction of the transfer of goods and services to our customer as our obligation is performed over the transit period. The transaction price for our performance obligation under these arrangements is generally fixed and readily determinable upon contract inception and is not contingent upon the occurrence or non-occurrence of another event.

Approximately eight percent, seven percent, and five percent of our total revenues for the twelve months ended December 31, 2024, 2023, and 2022, respectively, are attributable to buying, selling, and/or marketing of produce including fresh fruits, vegetables, and other value-added perishable items. Total revenues for these transactions are recognized at a point in time upon completion of our performance obligation, which is generally when the produce is received by our customer. The transaction price for our performance obligation under these arrangements is generally fixed and readily determinable upon contract inception and is not contingent upon the occurrence or non-occurrence of another event.

Approximately three percent, three percent, and two percent of our total revenues for the twelve months ended December 31, 2024, 2023, and 2022, respectively, are attributable to value-added logistics services, such as customs brokerage, fee-based managed solutions, warehousing services, and supply chain consulting and optimization services. Total revenues for these services are recognized over time as we complete our performance obligation. Transaction price is determined and allocated to these performance obligations at their fixed fee or agreed upon rate multiplied by their associated measure of progress, which may be transactional volumes, labor hours, or time elapsed.

We expense incremental costs of obtaining customer contracts (i.e., sales commissions) due to the short duration of our arrangements as the amortization period of such amounts is expected to be less than one year. These amounts are included within personnel expenses in our consolidated statements of operations and comprehensive income. In addition, we do not disclose the aggregate amount of transaction price allocated to performance obligations that are unsatisfied as of the end of the period, as our contracts have an expected length of one year or less. Finally, for certain of our performance obligations, such as fee-based managed solutions, supply chain consulting and optimization services, and warehousing services, we have recognized revenue in the amount for which we have the right to invoice our customer as we have determined this amount corresponds directly with the value provided to the customer for our performance completed to date.

**NOTE 10: LEASES**

We determine if our contractual agreements contain a lease at inception. A lease is identified when a contract allows us the right to control an identified asset for a period of time in exchange for consideration. Our lease agreements consist primarily of operating leases for office space, warehouses, office equipment, and trailers. We do not have material financing leases. Frequently, we enter into contractual relationships with a wide variety of transportation companies for freight capacity and utilize those relationships to efficiently and cost-effectively arrange the transport of our customers' freight. These contracts typically have a term of twelve months or less and do not allow us to direct the use or obtain substantially all of the economic benefits of a specifically identified asset. Accordingly, these agreements are not considered leases.

Our operating leases are included on the consolidated balance sheets as right-of-use lease assets and lease liabilities. A right-of-use lease asset represents our right to use an underlying asset over the term of a lease, while a lease liability represents our obligation to make lease payments arising from the lease. Current and noncurrent lease liabilities are recognized on the commencement date at the present value of lease payments, including non-lease components, which consist primarily of common area maintenance and parking charges. Right-of-use lease assets are also recognized on the commencement date as the total lease liability plus prepaid rents. As our leases typically do not provide an implicit rate, we use our fully collateralized incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The incremental borrowing rate is influenced by market interest rates, our credit rating, and lease term and as such, may differ for individual leases.

Our lease agreements typically do not contain variable lease payments, residual value guarantees, purchase options, or restrictive covenants. Many of our leases include the option to renew for a period of months to several years. The term of our leases may include the option to renew when it is reasonably certain we will exercise that option, although these occurrences are seldom. We have lease agreements with lease components (e.g., payments for rent) and non-lease components (e.g., payments for common area maintenance and parking), which are all accounted for as a single lease component.

We do not have material lease agreements that have not yet commenced that are expected to create significant rights or obligations as of December 31, 2024.

Information regarding lease costs, other lease information, remaining lease term, and discount rate are presented below (dollars in thousands):

| | Twelve Months Ended December 31, | | |
|---|---|---|---|
| **Lease Costs** | **2024** | **2023** | **2022** |
| Operating lease expense[1] | $ 108,834 | $ 100,635 | $ 92,032 |
| Short-term lease expense | 4,109 | 5,377 | 7,151 |
| Total lease expense | $ 112,943 | $ 106,012 | $ 99,183 |

[1] Operating lease expense for the twelve months ended December 31, 2024, includes $13.0 million of restructuring charges related to rationalization of our facilities footprint including the early termination or abandonment of select office buildings under operating leases. Refer to Note 14, *Restructuring*, for further discussion related to our 2024 Restructuring Program.

| Other Lease Information | Twelve Months Ended December 31, 2024 | 2023 | 2022 |
|---|---|---|---|
| Operating cash outflows from operating leases | $ 97,743 | $ 97,880 | $ 91,702 |
| Right-of-use lease assets obtained in exchange for new lease liabilities | 85,233 | 66,473 | 161,886 |

| Lease Term and Discount Rate | As of December 31, 2024 | 2023 |
|---|---|---|
| Weighted average remaining lease term (in years) | 5.5 | 5.9 |
| Weighted average discount rate | 4.3 % | 3.9 % |

The maturity of lease liabilities as of December 31, 2024, were as follows (in thousands):

| Maturity of Lease Liabilities | Operating Leases[(1)] |
|---|---|
| 2025 | $ 89,523 |
| 2026 | 88,899 |
| 2027 | 71,829 |
| 2028 | 54,842 |
| 2029 | 42,035 |
| Thereafter | 73,985 |
| Total lease payments | 421,113 |
| Less: Interest | (47,090) |
| Present value of lease liabilities | $ 374,023 |

(1) Includes $10.5 million of operating lease liabilities for the Europe Surface Transportation disposal group, which is presented within liabilities held-for-sale on the condensed consolidated balance sheets. Refer to Note 15, *Divestitures*, for further discussion related to the sale of our Europe Surface Transportation business.

## NOTE 11. ALLOWANCE FOR CREDIT LOSSES

Our allowance for credit losses is computed using a number of factors, including our past credit loss experience and our customers' credit ratings, in addition to other customer-specific factors. We have also considered recent trends and developments related to the current macroeconomic environment in determining our ending allowance for credit losses for both accounts receivable and contract assets. The allowance for credit losses on contract assets was not significant.

A rollforward of our allowance for credit losses on our accounts receivable balance is presented below for the twelve months ended December 31, 2023, and 2024 (in thousands):

| | |
|---|---|
| Balance, December 31, 2022 | $ 28,749 |
| Provision | (5,702) |
| Write-offs | (8,818) |
| Balance, December 31, 2023 | 14,229 |
| Provision | 6,693 |
| Write-offs | (6,884) |
| Balance, December 31, 2024 [(1)] | $ 14,038 |

(1) Includes an immaterial allowance for credit losses for the Europe Surface Transportation disposal group, which is presented within assets held for sale on the condensed consolidated balance sheets. Refer to Note 15, *Divestitures*, for further discussion related to the sale of our Europe Surface Transportation business.

Recoveries of amounts previously written off were not significant for the twelve months ended December 31, 2024.

## NOTE 12: CHANGES IN ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss is included in the Stockholders' investment on our consolidated balance sheets. The recorded balance as of December 31, 2024 and 2023, was $110.4 million and $80.9 million, respectively, and is comprised solely of foreign currency adjustments, including foreign currency translation.

Other comprehensive loss was $29.5 million for the twelve months ended December 31, 2024, driven primarily by fluctuations in the Singapore Dollar, Australian Dollar, and the Euro. Other comprehensive income was $7.9 million for the twelve months ended December 31, 2023, driven primarily by fluctuations in the Euro and Polish Zloty.

## NOTE 13: RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

**Recently Adopted Accounting Standards:**

In November 2023, the FASB issued Accounting Standard Update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses regularly provided to the CODM. We adopted this standard in the fiscal year ended December 31, 2024, and have retrospectively updated our segment reporting disclosures accordingly in Note 8, *Segment Reporting*.

**Recently Issued Accounting Standards:**

In November 2024, the FASB issued Accounting Standard Update ("ASU") 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires disclosure of disaggregated information about certain income statement expense line items in the notes to the financial statements. The guidance in this ASU is effective for all public entities for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. The update may be applied either prospectively or retrospectively. Early adoption is permitted. The Company is currently evaluating the effects adoption of this guidance will have on our consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The guidance in this ASU expands the disclosure requirements for income taxes by requiring greater disaggregation of information in the income tax rate reconciliation and disaggregation of income taxes paid by jurisdiction. The guidance in this ASU is effective for all public entities for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the effects adoption of this guidance will have on our consolidated financial statements.

## NOTE 14: RESTRUCTURING

**2024 Restructuring Program**: In 2024, the Company announced a restructuring program (the "2024 Restructuring Program") to drive our enterprise strategy and reduce our cost structure. The 2024 Restructuring Program focused on waste reduction, reprioritizing our product and technology teams on fewer strategic initiatives, driving synergies across our portfolio of services, and unifying the go to market strategy of our divisions.

The major initiatives included 1) optimizing our management hierarchy, which includes a reduction in workforce; 2) reprioritizing the efforts of our product and technology teams to focus on fewer strategic initiatives to accelerate the capabilities of our platform to deliver market-leading outcomes for our customers, carriers, and employees; and 3) the rationalization of our facilities footprint including the consolidation, early termination, or abandonment of office buildings under operating leases.

In 2024, we recognized restructuring charges of $45.7 million primarily related to workforce reductions, an impairment of internally developed software, and charges related to reducing our facilities footprint including early termination or abandonment of office buildings under operating leases. We paid $21.6 million of cash related to the 2024 Restructuring Program in the twelve months ended December 31, 2024. The initiatives included in our 2024 Restructuring Program are complete with the remaining $4.0 million of restructuring reserves as of December 31, 2024 expected to be paid in 2025.

A summary of charges related to our 2024 Restructuring Program are presented below (in thousands):

| | Twelve Months Ended December 31, 2024 |
|---|---|
| Severance[(1)] | $ 22,072 |
| Other personnel expenses[(1)] | 1,785 |
| Other selling, general, and administrative expenses[(2)] | 21,876 |
| Total | $ 45,733 |

(1) Amounts are included within personnel expenses in our consolidated statements of operations and comprehensive income.

(2) Amounts are included within other selling, general, and administrative expenses in our consolidated statements of operations and comprehensive income.

The following table summarizes restructuring charges related to our 2024 Restructuring Program by reportable segment (in thousands):

| | Twelve Months Ended December 31, 2024 | | | |
|---|---|---|---|---|
| | NAST | Global Forwarding | All Other and Corporate | Consolidated |
| Personnel expenses | $ 10,176 | $ 6,872 | $ 6,809 | $ 23,857 |
| Other selling, general, and administrative expenses | 6,885 | 4,694 | 10,297 | 21,876 |

The following table summarizes activity related to our 2024 Restructuring Program and reserves included in our consolidated balance sheets (in thousands):

| | Accrued Severance and Other Personnel Expenses | Accrued Other Selling, General, and Administrative Expenses | Total |
|---|---|---|---|
| Balance, December 31, 2023 | $ — | $ — | $ — |
| Restructuring charges | 23,857 | 21,876 | 45,733 |
| Cash payments | (19,213) | (2,416) | (21,629) |
| Settled non-cash | — | (19,101) | (19,101) |
| Accrual adjustments[(1)] | (965) | (15) | (980) |
| Balance, December 31, 2024 | $ 3,679 | $ 344 | $ 4,023 |

(1) Accrual adjustments primarily relate to changes in estimates for certain employee termination costs, including those settling for an amount different than originally estimated and foreign currency adjustments.

**2022 Restructuring Program**: In 2022, we announced organizational changes to support our enterprise strategy of accelerating our digital transformation and productivity initiatives. The initiatives under our 2022 Restructuring Program were completed in 2023. We paid $3.6 million of cash related to the 2022 Restructuring Program in the twelve months ended December 31, 2024.

A summary of charges related to our 2022 Restructuring Program are presented below (in thousands):

| | Twelve Months Ended December 31, | |
|---|---|---|
| | 2023 | 2022 |
| Severance[(1)] | $ 14,358 | $ 18,872 |
| Other personnel expenses[(1)] | 1,814 | 2,662 |
| Other selling, general, and administrative expenses[(2)] | 1,304 | 15,150 |
| Total | $ 17,476 | $ 36,684 |

(1) Amounts are included within personnel expenses in our consolidated statement of operations and comprehensive income.

(2) Amounts are included within other selling, general, and administrative expenses in our consolidated statement of operations and comprehensive income.

The following table summarizes restructuring charges related to our 2022 Restructuring Program by reportable segment (in thousands):

| Twelve Months Ended December 31, 2023 | NAST | Global Forwarding | All Other and Corporate | Consolidated |
|---|---|---|---|---|
| Personnel expenses | $ 1,083 | $ 2,176 | $ 12,913 | $ 16,172 |
| Other selling, general, and administrative expenses | 8 | 197 | 1,099 | 1,304 |

| Twelve Months Ended December 31, 2022 | NAST | Global Forwarding | All Other and Corporate | Consolidated |
|---|---|---|---|---|
| Personnel expenses | $ 6,323 | $ 3,831 | $ 11,380 | $ 21,534 |
| Other selling, general, and administrative expenses | 3,175 | 3,174 | 8,801 | 15,150 |

The following table summarizes activity related to our 2022 Restructuring Program and reserves included in our consolidated balance sheets (in thousands):

| | Accrued Severance and Other Personnel Expenses | Accrued Other Selling, General, and Administrative Expenses | Total |
|---|---|---|---|
| Balance, December 31, 2022 | $ 18,976 | $ — | $ 18,976 |
| Restructuring charges | 16,172 | 1,304 | 17,476 |
| Cash payments | (30,477) | (415) | (30,892) |
| Settled non-cash | — | (907) | (907) |
| Accrual adjustments[1] | (888) | 18 | (870) |
| Balance, December 31, 2023 | 3,783 | — | 3,783 |
| Restructuring charges | 12 | — | 12 |
| Cash payments | (3,605) | — | (3,605) |
| Accrual adjustments[1] | (190) | — | (190) |
| Balance, December 31, 2024 | $ — | $ — | $ — |

[1] Accrual adjustments primarily relate to changes in estimates for certain employee termination costs, including those settling for an amount different than originally estimated and foreign currency adjustments.

## NOTE 15: DIVESTITURES

**Europe Surface Transportation Divestiture:** In 2024, we entered into an agreement to sell our Europe Surface Transportation business, which is included in our All Other and Corporate segment. The divestiture is part of our enterprise strategy to drive focus on profitable growth in our four core modes—North American truckload and LTL and global ocean and air—as engines to ignite growth and create the most value for our stakeholders. We have determined this divestiture does not represent a strategic shift that will have a major effect on our consolidated results of operations, and therefore the results of our Europe Surface Transportation business are not reported as discontinued operations. The sale included all assets and liabilities of the business other than our proprietary technology platform. The sale closed effective February 1, 2025.

As of December 31, 2024, the assets and liabilities of the Europe Surface Transportation disposal group are presented as held for sale at fair value less any direct costs incurred to sell as of December 31, 2024. We recognized a $32.8 million pre-tax loss on the disposal group classified as held for sale in 2024. Including the direct costs incurred to sell the business and the loss on the disposal group, the total pre-tax loss recognized was $44.5 million in 2024.

A summary of exit and disposal costs related to our Europe Surface Transportation divestiture included in our All Other and Corporate segment is presented below (in thousands):

| | Twelve Months Ended December 31, 2024 |
|---|---|
| Other selling, general, and administrative expenses[1] | $ 44,462 |
| Income tax benefits[2] | (800) |
| Total | $ 43,662 |

[1] Amounts are included within other selling, general, and administrative expenses in our consolidated statements of operations and comprehensive income and consist primarily of a $32.8 million pre-tax loss on the disposal group and direct costs to sell.

[2] Amounts are included within provision for income taxes in our consolidated statements of operations and comprehensive income.

A summary of assets and liabilities associated with the Europe Surface Transportation disposal group that are held for sale , is presented below (in thousands):

| | As of December 31, 2024 |
|---|---|
| Assets held for sale: | |
| Cash and cash equivalents | $ 10,307 |
| Receivables | 114,721 |
| Goodwill and other intangible assets | 31,297 |
| Right-of-use lease assets | 10,737 |
| Other assets | 3,366 |
| Valuation allowance | (32,794) |
| Total assets held for sale[1] | $ 137,634 |
| | |
| Liabilities held for sale: | |
| Accounts payable | $ 51,388 |
| Lease liabilities | 10,540 |
| Other liabilities | 5,485 |
| Total liabilities held for sale[1] | $ 67,413 |
| | |
| Cumulative translation loss of foreign entities to be sold[2] | $ 2,238 |

[1] Assets and liabilities held for sale are separately presented on the consolidated balance sheets.

[2] Cumulative translation loss of foreign entities to be sold is included within accumulated other comprehensive losses on the consolidated balance sheets.

**South American Divestiture:** In 2023, we announced a plan to divest our operations in Argentina to mitigate our exposure to the deteriorating economic conditions and increasing political instability there. We identified a local independent agent to continue serving our customers in the region. As a result of these actions, we recognized a $22.0 million pre-tax loss on divestiture in 2023 primarily related to disposal and exit activities including asset impairments and workforce reductions. The divestiture was completed near the end of 2023 for nominal consideration.

A summary of exit and disposal costs related to our South American divestiture is presented below (in thousands):

| | Twelve Months Ended December 31, 2023 |
|---|---|
| Severance and other personnel expenses[1] | $ 2,237 |
| Other selling, general, and administrative expenses[2] | 18,328 |
| Other miscellaneous expenses[3] | 1,420 |
| Income tax benefits[4] | (795) |
| Total | $ 21,190 |

[1] Amounts are included within personnel expenses in our consolidated statements of operations and comprehensive income.

[2] Amounts are included within other selling, general, and administrative expenses in our consolidated statements of operations and comprehensive income and consist primarily of a $17.7 million pre-tax loss on the disposal group.

[3] Amounts are included within interest and other income/expense, net in our consolidated statements of operations and comprehensive income.

[4] Amounts are included within provision for income taxes in our consolidated statements of operations and comprehensive income.

The following table summarizes exit and disposal costs related to our South American divestiture by reportable segment (dollars in thousands):

| | Twelve Months Ended December 31, 2023 | | | |
|---|---|---|---|---|
| | NAST | Global Forwarding | All Other and Corporate | Consolidated |
| Personnel expenses | $ — | $ 1,641 | $ 596 | $ 2,237 |
| Other selling, general, and administrative expenses | — | 17,961 | 367 | 18,328 |
| Other miscellaneous expenses | — | 1,420 | — | 1,420 |
| Income tax benefits | — | (795) | — | (795) |

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act") that are designed to provide reasonable assurance information required to be disclosed by us in reports we file or submit under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms; and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2024. Based upon that assessment, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2024.

### Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the three months ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

The Company's internal control over financial reporting is a process designed under the supervision of our Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2024, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013). Based on that assessment and the COSO criteria, management concluded that, as of December 31, 2024, the Company maintained effective internal control over financial reporting.

The Company's independent registered public accounting firm, Deloitte & Touche LLP, has audited the Company's internal control over financial reporting as of December 31, 2024, and has issued a report that is included in Item 8 of this Annual Report on Form 10-K.

## ITEM 9B. OTHER INFORMATION

During the three months ended December 31, 2024, none of our directors or officers adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

## ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Information with respect to our Board of Directors contained under the heading “Proposal 1: Election of Directors” in the Proxy Statement, is incorporated in this Form 10-K by reference. Information with respect to our executive officers is provided in Part I, Item 1 of this Form 10-K.

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, directors, and all other company employees performing similar functions. This code of ethics, which is part of our corporate compliance program, is posted on the Investors page of our website at www.chrobinson.com in the Governance Documents section under the caption “Code of Ethics.”

We intend to satisfy the disclosure requirement under Item 10 of Form 8-K regarding an amendment to, or waiver from, a provision of this code of ethics by posting such information on our website, at the web address specified above.

The information contained under the heading Insider Trading Policy in the Proxy Statement is incorporated in this Form 10-K by reference.

### ITEM 11. EXECUTIVE COMPENSATION

The information contained under the headings or subheadings “Compensation of Directors” and “Compensation Discussion and Analysis” (excluding the information presented under the subheading “Pay Versus Performance”) in the Proxy Statement is incorporated in this Form 10-K by reference.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

(a) Equity Compensation Plans

The following table summarizes share and exercise price information about our equity compensation plans as of December 31, 2024:

| Plan Category | Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants, and Rights | Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column) [1] |
|---|---|---|---|
| Equity compensation plans approved by security holders | 7,204,664 [2] | $ 79.83 [3] | 3,328,769 |
| Equity compensation plans not approved by security holders | 159,912 [4] | — | — |
| Total | 7,364,576 | $ 79.83 | 3,328,769 |

[1] Includes 1,649,993 shares available for issuance under our Employee Stock Purchase Plan and 1,678,776 shares that may become subject to future awards in the form of stock options, restricted stock units, performance shares and performance-based restricted stock units under the Plan.

[2] Represents 3,491,998 shares issuable upon exercise of outstanding stock options, 2,322,611 vested and 654,059 unvested restricted stock units, and 161,608 vested and 574,388 unvested performance stock units that will vest if target levels are achieved.

[3] Represents weighted average exercise price of outstanding stock options.

[4] Upon the appointment of our President and CEO, we issued 142,584 time-based restricted units and 91,016 performance stock units at target. As of December 31, 2024, 68,896 restricted stock units remained unvested and outstanding, and 23,147 vested and 67,869 unvested performance stock units that will vest if target levels are achieved.

(b) Security Ownership

The information contained under the heading “Security Ownership of Certain Beneficial Owners and Management” in the Proxy Statement is incorporated in this Form 10-K by reference.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information contained under the heading “Related Party Transactions” and “Director Independence” in the Proxy Statement is incorporated in this Form 10-K by reference.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information contained under the heading "Proposal 3: Ratification of the Selection of Independent Auditors" in the Proxy Statement is incorporated in this Form 10-K by reference.

## PART IV

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this report:

  (1) The Company's 2024 Consolidated Financial Statements and the Report of Independent Registered Public Accounting Firm are included in Part II, Item 8. Financial Statements and Supplementary Data.

    a. Deloitte & Touche LLP (PCAOB ID No. 34)

    b. Location: Minneapolis, Minnesota

  (2) All financial statement schedules are omitted as the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

(b) Index to Exhibits-Any document incorporated by reference is identified by a parenthetical referencing the SEC filing, which included the document. We will furnish a copy of any Exhibit at no cost to a security holder upon request.

## INDEX TO EXHIBITS

| Number | Description |
|---|---|
| 3.1 | Certificate of Incorporation of the Company (as amended on May 19, 2012, and incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, filed May 15, 2012) |
| 3.2 | Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed on November 23, 2022) |
| 4.1 | Description of Capital Stock (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on February 19, 2020) |
| 4.2 | Indenture, dated April 11, 2018, between C.H. Robinson Worldwide, Inc., and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 in the Company’s Current Report on Form 8-K filed on April 11, 2018) |
| 4.3 | First Supplemental Indenture, dated April 11, 2018, between C.H. Robinson Worldwide, Inc., and U.S. Bank National Association, as Trustee, relating to the 4.200% Notes due 2028 (incorporated by reference to Exhibit 4.2 in the Company’s Current Report on Form 8-K filed on April 11, 2018) |
| 4.4 | Form of Global Note representing the 4.200% Notes due 2028 (included in Exhibit 4.3) (incorporated by reference to Exhibit 4.2 in the Company’s Current Report on Form 8-K filed on April 11, 2018) |
| †10.1 | 1997 Omnibus Stock Plan (as amended May 18, 2006) (incorporated by reference to Appendix A to the Proxy Statement on Form DEF 14A, filed on April 6, 2006) |
| †10.2 | Amended and restated C.H. Robinson Worldwide, Inc., 2013 Equity Incentive Plan (incorporated by reference to Appendix A to the Proxy Statement on Form DEF 14A filed on March 29, 2019) |
| †10.3 | C.H. Robinson Worldwide Inc., 2022 Equity Incentive Plan, effective May 5, 2022 (incorporated by reference to Appendix A to the Proxy Statement on Form DEF 14A filed on March 22, 2022) |
| 10.4 | Credit Agreement Dated as of May 6, 2022 Among C.H. Robinson Worldwide Inc., the Lenders, and U.S. Bank National Association, as Administrative Agent (incorporated by reference to the Company’s Current Form on Form 8-K filed on May 11, 2022) |
| 10.5 | Fourth Omnibus Amendment dated November 21, 2022 among C.H. Robinson Worldwide, Inc., the guarantors and lenders party thereto and U.S. Bank National Association, as LC Issuer, Swing Line Lender and Administrative Agent for the lenders, to that certain Credit Agreement, dated as of October 29, 2012, by and among the C.H. Robinson Company Inc., the lenders, and U.S. Bank National Association, as LC Issuer, Swing Line Lender and Administrative Agent for the lenders, as previously amended (incorporated by reference to Exhibit 10.1 in the Company's Current Report on Form 8-K filed on November 23, 2022) |
| 10.6 | Third Amendment to Note Purchase Agreement dated as of November 21, 2022 by and among C.H. Robinson Worldwide, Inc., the noteholders party thereto and the guarantors party thereto (incorporated by reference to Exhibit 10.2 in the Company's Current Report on Form 8-K filed on November 23, 2022) |
| 10.7 | Form of C.H. Robinson Executive Separation and Change in Control Plan and Summary Plan Description For Eligible U.S. Employees (incorporated by reference to Exhibit 10.1 in the Company's Current Report on Form 10-Q filed on August 2, 2024) |
| 10.8 | Receivables Purchase Agreement, dated November 19, 2021, by and among C.H. Robinson Worldwide, Inc., C.H. Robinson Receivables, LLC, the various conduit purchasers, committed purchasers and purchaser agents from time to time party thereto, and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 23, 2021) |
| 10.9 | Second Amendment to the Receivables Purchase Agreement, dated July 7, 2022 by and among C.H. Robinson Worldwide, Inc., C.H. Robinson Receivables, LLC, and the various conduit purchasers, committed purchasers and purchaser agents, and administrative agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K on July 12, 2022) |
| 10.10 | Third Amendment to the Receivables Purchase Agreement, dated November 7, 2023, by and among C.H. Robinson Worldwide, Inc., C.H. Robinson Receivables, LLC, and the various conduit purchasers, committed purchasers and purchaser agents, and administrative agent. (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K on November 7, 2023) |
| 10.11 | Receivables Sale Agreement, dated November 19, 2021, by and among C.H. Robinson, Company Inc., and the other originators from time to time party thereto, C.H. Robinson Receivables, LLC, and C.H. Robinson Worldwide, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K on November 23, 2021) |
| 10.12 | First Amendment to the Receivables Sale Agreement, dated July 7, 2022 by and among C.H. Robinson Worldwide, Inc., C.H. Robinson Receivables, LLC, and the originators party thereto (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K on July 12, 2022) |
| 10.13 | Performance Guaranty, dated November 19, 2021, made by C.H. Robinson Worldwide, Inc., for the benefit of Bank of America, N.A, as administrative agent (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K on November 23, 2021) |

| | |
|---|---|
| 10.14 | Fourth Amendment to the Receivables Purchase Agreement, dated October 14, 2024, by and among C.H. Robinson Worldwide, Inc., C.H. Robinson Receivables, LLC, and the various conduit purchasers, committed purchasers and purchaser agents, and administrative agents (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report filed on November 1, 2024) |
| †10.15 | C.H. Robinson Worldwide, Inc., 2015 Non-Equity Incentive Plan (incorporated by reference to Appendix A to the Proxy Statement on Form DEF 14A, filed on March 27, 2015) |
| †10.16 | Form of Incentive Stock Option (Time-Based U.S.) Agreement (incorporated by reference to Exhibit 10.24 of the Company's Annual Report on Form 10-K for the year ended December 31, 2015) |
| †10.17 | Form of Performance Share Award Agreement (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019) |
| †10.18 | Form of Incentive Stock Option Award Agreement (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019) |
| †10.19 | Form of Key Employee Agreement (incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019) |
| †10.20 | Form of Restricted Stock Unit Award Agreement – U.S. Senior Leaders (incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020) |
| †10.21 | Form of Performance Stock Unit Award (EPS) Agreement – U.S. Senior Leaders (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020) |
| †10.22 | Form of Performance Stock Unit Award (AGP) Agreement – U.S. Senior Leaders (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020) |
| †10.23 | Form of Restricted Stock Unit Award Agreement - U.S. Senior Leaders (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021) |
| †10.24 | Form of Performance Stock Unit Award (EPS) Agreement - U.S. Senior Leaders (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021) |
| †10.25 | Form of Performance Stock Unit Award (AGP) Agreement - U.S. Senior Leaders (incorporated by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021) |
| †10.26 | Form of 2023 Retention Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 in the Company's Current Report on Form 8-K filed on January 3, 2023) |
| †10.27 | Form of 2023 Performance Stock Unit Award Agreement (incorporated by reference to Exhibit 10.4 in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023) |
| †10.28 | Form of 2023 Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.5 in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023) |
| †10.29 | Form of 2023 Non-Employee Director Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.6 in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023) |
| †10.30 | Employment offer letter agreement with David Bozeman dated June 4, 2023, including forms of equity award agreements (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 6, 2023) |
| †10.31 | Form of Performance Stock Unit Award Agreement - Senior Leadership Team and Chief Executive Officer (incorporated by reference to Exhibit 10.36 to the Company's Annual Report on 10-K filed on February 16, 2024) |
| †10.32 | Form of 2024 Restricted Stock Unit Award Agreement - U.S. Senior Leaders (incorporated by reference to Exhibit 10.37 to the Company's Annual Report on 10-K filed on February 16, 2024) |
| †10.33 | Form of 2024 Non-Employee Director Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.38 to the Company's Annual Report on 10-K for the year ended December 31, 2023) |
| †10.34 | Employment offer letter agreement with Damon Lee fully executed June 4, 2024 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 6, 2024) |
| *19.1 | Insider Trading Policy |
| *21 | Subsidiaries of the Company |
| *23.1 | Consent of Deloitte & Touche LLP |
| *24 | Powers of Attorney |
| *31.1 | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| *31.2 | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |

| | |
|---|---|
| *32.1 | Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| *32.2 | Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 97 | Compensation Recovery Policy (incorporated by reference to Exhibit 97 in the Company's Annual Report on Form 10-K for the year ended December 31, 2023) |
| *101 | The following financial statements from our Annual Report on Form 10-K for the year ended December 31, 2024, filed on February 14, 2025, formatted in Inline XBRL: (i) Consolidated Statements of Operations and Comprehensive Income for the years ended December 31, 2024, 2023, and 2022, (ii) Consolidated Balance Sheets as of December 31, 2024 and 2023, (iii) Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023, and 2022, (iv) Consolidated Statements of Stockholders' Investment for the years ended 2024, 2023, and 2022, and (v) the Notes to the Consolidated Financial Statements, tagged as blocks of text. |
| 104 | The cover page from the Current Report on Form 10-K formatted in Inline XBRL |

* Filed herewith

† Management contract or compensatory plan or arrangement required to be filed as an exhibit to Form 10-K pursuant to Item 15(c) of the Form 10-K Report

**ITEM 16. FORM 10-K SUMMARY**

None.

## SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Eden Prairie, State of Minnesota, on February 14, 2025.

**C.H. ROBINSON WORLDWIDE, INC.**

By: */s/ Damon J. Lee*
Damon J. Lee
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 14, 2025.

| Signature | Title |
|---|---|
| */s/ David P. Bozeman*<br>David P. Bozeman | Chief Executive Officer (Principal Executive Officer) |
| */s/ Damon J. Lee*<br>Damon J. Lee | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| *<br>Jodee A. Kozlak | Chair of the Board |
| *<br>James J. Barber, Jr. | Director |
| *<br>Kermit R. Crawford | Director |
| *<br>Timothy C. Gokey | Director |
| *<br>Mark A. Goodburn | Director |
| *<br>Mary J. Steele Guilfoile | Director |
| *<br>Henry J. Maier | Director |
| *<br>Michael H. McGarry | Director |
| *<br>Paige K. Robbins | Director |
| *<br>Paula C. Tolliver | Director |
| *<br>Henry W. Winship | Director |

*By: *\/s\/ Nicole H. Strydom*

Nicole H. Strydom

Attorney-in-Fact

# Corporate and Shareholder Information

## Board of Directors

**Jodee A. Kozlak, 62**
Chair of the Board,
C.H. Robinson Worldwide, Inc;
Former Executive Vice
President and Chief Human
Resource Officer,
Target Corporation
Director since 2013

**James J. Barber, Jr., 64**
Retired Chief Operating Officer,
United Parcel Service
Director since 2022

**David P. Bozeman, 56**
President and Chief Executive
Officer, C.H. Robinson
Worldwide, Inc.
Director since 2023

**Kermit R. Crawford, 65**
Retired President and
Chief Operating Officer,
Rite Aid Corporation
Director since 2020

**Timothy C. Gokey, 63**
Chief Executive Officer,
Broadridge Financial Solutions
Director since 2017

**Mark A. Goodburn, 62**
Retired Chairman and
Global Head of Advisory,
KPMG International
Director since 2022

**Mary J. Steele Guilfoile, 71**
Former Executive
Vice President,
JP Morgan Chase
Director since 2012

**Henry J. Maier, 71**
Retired President and
Chief Executive Officer,
FedEx Ground
Director since 2022

**Michael H. McGarry, 67**
Retired Executive Chairman
and Chief Executive Officer,
PPG Industries
Director since 2024

**Paige K. Robbins, 56**
Senior Vice President
and President, Grainger
Business Unit
Director since 2024

**Paula C. Tolliver, 60**
Retired Corporate Vice
President and Chief Information
Officer, Intel Corporation
Director since 2018

**Henry W. "Jay" Winship, 57**
Founder, President,
andManaging Member,
Pacific Point Capital LLC
Director since 2022

## Senior Leadership Team

**David P. Bozeman, 56**
President and Chief
Executive Officer

**Duncan Burns, 49**
Chief Communications Officer

**Michael Castagnetto, 48**
President of North American
Surface Transportation

**Angela K. Freeman, 57**
Chief Human Resources and
ESG Officer

**Jordan T. Kass, 52**
President of Managed Services

**Damon Lee, 48**
Chief Financial Officer

**Michael W. Neill, 54**
Chief Technology Officer

**Arun Rajan, 56**
Chief Strategy and
Innovation Officer

**Jim Reutlinger, 49**
Vice President of Enterprise
Strategy Program Management

**Jose E. Rossignoli, 47**
President of Robinson Fresh

**Michael J. Short, 54**
President of Global Forwarding

## Annual Meeting

The C.H. Robinson 2025 Annual Meeting of Shareholders will be completely virtual. You may attend the virtual meeting on May 8, 2025 at 1:00 p.m. Central Time by visiting: virtualshareholdermeeting.com/CHRW2025

## SEC Filings

Copies of the Annual Report on Form 10-K, filed with the Securities and Exchange Commission, are available to shareholders without charge upon request from C.H. Robinson Worldwide, Inc., attention Chuck Ives, 14701 Charlson Road, Eden Prairie, Minnesota 55347-5088, and are also available on our website: chrobinson.com

## Investor Relations Contact

**Chuck Ives**
Senior Director of Investor Relations
952-683-2508
chuck.ives@chrobinson.com

## Independent Auditors

Deloitte & Touche LLP
Minneapolis, Minnesota

## Transfer Agent & Registrar

Broadridge Financial Solutions
Lake Success, New York
800-353-0103

14701 Charlson Road | Eden Prairie, MN 55347-5076 | 952.937.8500
chrobinson.com