

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No. 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 8 September 2023



Worldline

Legal Entity Identifier (LEI): 549300CJMQNCA0U4TS33

(the “**Issuer**”)

Issue of Euro 600,000,000 4.125 per cent. Notes due 12 September 2028

Under the

Euro 4,000,000,000

Euro Medium Term Note Programme

SERIES NO: 3

TRANCHE NO: 1

Joint Lead Managers

BNP Paribas
CIC Market Solutions
Citigroup
Crédit Agricole CIB
Deutsche Bank
J.P. Morgan
Natixis
UniCredit

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 30 May 2023 which has been approved by the *Commission de surveillance du secteur financier* (the “CSSF”) on 30 May 2023 and the supplement to it dated 29 August 2023 which has been approved by the CSSF on 29 August 2023 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus as so supplemented in order to obtain all the relevant information. The Base Prospectus and the supplement to it are available for viewing on the website of the Luxembourg Stock Exchange (www.luxse.com) and on the Issuer’s website (www.worldline.com).

1. (i) Series Number: 3
- (ii) Tranche Number: 1
2. Specified Currency or Currencies: Euro (“EUR”)
3. Aggregate Nominal Amount:
 - (i) Series: EUR 600,000,000
 - (ii) Tranche: EUR 600,000,000
4. Issue Price: 99.858 per cent. of the Aggregate Nominal Amount
5. Specified Denominations: EUR 100,000
6. (i) Issue Date: 12 September 2023
- (ii) Interest Commencement Date: Issue Date
7. Maturity Date: 12 September 2028
8. Interest Basis: 4.125 per cent. Fixed Rate
(*further particulars specified below*)
9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount.
- 10 Change of Interest or Redemption/Payment Basis: Not Applicable
- 11 Put/Call Options: Make-Whole Redemption by the Issuer
Residual Maturity Call Option
Clean-Up Call Option
Put Option in case of Change of Control
(*further particulars specified below*)

- | | | |
|--------|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12 (i) | Status of the Notes: | Unsubordinated/Senior |
| (ii) | Date of corporate authorisations for issuance of Notes obtained: | Decision of the Board of Directors of the Issuer dated 25 April 2023 and decision of Gilles Grapinet, <i>Directeur Général</i> of the Issuer dated 5 September 2023 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-------|---------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 13 | Fixed Rate Note Provisions | Applicable |
| (i) | Rate of Interest: | 4.125 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date |
| (ii) | Interest Payment Date(s): | 12 September in each year commencing on 12 September 2024 up to and including the Maturity Date, not adjusted |
| (iii) | Fixed Coupon Amount: | EUR 4,125 per EUR 100,000 in nominal amount |
| (iv) | Broken Amount(s): | Not Applicable |
| (v) | Day Count Fraction (Condition 5(a)): | Actual/Actual-ICMA |
| (vi) | Determination Dates (Condition 5(a)): | 12 September in each year |
| 14 | Floating Rate Note Provisions | Not Applicable |
| 15 | Zero Coupon Notes provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-------|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 16 | Call Option | Not Applicable |
| 17 | Make-Whole Redemption by the Issuer | Applicable |
| (i) | Notice period: | As per Condition 6(c) |
| (ii) | Reference Security: | 0.25 per cent. Bundesobligation of Bundesrepublik Deutschland due August 2028, with ISIN DE0001102457 |
| (iii) | Reference Dealers: | As per Condition 6(c) |
| (iv) | Similar Security: | A reference bond issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of |

	comparable maturity to the remaining term of the Notes.
(v) Redemption Margin:	0.25 per cent. <i>per annum</i>
(vi) Party, if any, responsible for calculating the principal and/or interest due under Condition 6(c) (if not the Calculation Agent):	Not Applicable
18 Residual Maturity Call Option:	Applicable
Residual Maturity Redemption Date:	12 June 2028
19 Clean-Up Call Option:	Applicable
Clean-Up Percentage:	75 per cent.
20 Redemption following an Acquisition Event:	Not Applicable
21 Put Option	Not Applicable
22 Change of Control Put Option	Applicable
23 Final Redemption Amount of each Note	EUR 100,000 per Note of EUR 100,000 Specified Denomination
24 Early Redemption Amount	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(l)), on event of default (Condition 9) or under the clean-up call (Condition 6(i)):	EUR 100,000 per Note of EUR 100,000 Specified Denomination
(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)):	Yes
(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

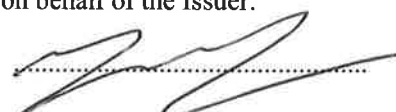
- 25** Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
- 26** Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: T2
- 27** Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 28** Representation of holders of Notes (Condition 11): *Masse*
- Name and address of the Representative:
- Association de représentation des masses de titulaires de valeurs mobilières (“ARM”)
11 rue Boileau
44000 Nantes
France
- Website: www.asso-masse.com
Email: asso.masse@gmail.com
- The Representative will receive a remuneration of EUR2,000 (*i.e.* 400 per year) payable upfront on or about the Issue Date.

THIRD PARTY INFORMATION

The description of rating provided in paragraph 2 of Part B of these Final Terms has been extracted from the website of S&P. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:


Duly authorised

PART B – OTHER INFORMATION

1. Admission to Trading

- (i) Admission to trading: Application has been made for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange and to be listed on the official list of the Luxembourg Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 3,950

2. Ratings

- Ratings: The Notes to be issued have been rated:
- S&P Global Ratings Europe Limited (“S&P”):
BBB
- According to S&P's rating system, obligations rated "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments on the obligation.
- S&P is established in the European Union, is registered under Regulation (EC) No. 1060/2009 (as amended) (the “CRA Regulation”) and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority’s website (www.esma.europa.eu/supervision/credit-rating-agencies/risk).

3. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in “Subscription and Sale” in the Base Prospectus and save for the commissions related to the issue of the Notes payable to the Joint Lead Managers so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business.

4. Reasons for the offer and Estimated Net Proceeds

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used by the Issuer for general corporate purposes.
- (ii) Estimated net proceeds: Euro 597,828,000

5. Yield Applicable
Indication of yield: 4.157 per cent. *per annum*

6. Operational Information

ISIN: FR001400KLT5

Common Code: 267988056

Depositories:

(a) Euroclear France to act as Central Depository: Yes

(b) Common Depository for Euroclear and Clearstream: No

Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [*currency*] producing a sum of: Not Applicable

7. Distribution

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: BNP Paribas
Citigroup Global Markets Europe AG
Crédit Industriel et Commercial S.A.
Crédit Agricole Corporate and Investment Bank
Deutsche Bank Aktiengesellschaft
J.P. Morgan SE
Natixis
UniCredit Bank AG

(B) Stabilisation Manager(s) (if any): Not Applicable

(iii) If non-syndicated, name of Dealer: Not Applicable

(iv) Prohibition of Sales to EEA
Retail Investors: Applicable

(v) Prohibition of Sales to UK Retail
Investors: Applicable