

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 19 of the Guidelines published by ESMA on 9 August 2023, 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.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes, has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); 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 manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the

Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 25 November 2024



Worldline

Legal Entity Identifier (LEI): 549300CJMQNCA0U4TS33

(the “**Issuer**”)

Issue of Euro 500,000,000 5.25 per cent. Notes due 27 November 2029

Under the

Euro 4,000,000,000

Euro Medium Term Note Programme

SERIES NO: 4

TRANCHE NO: 1

Global Coordinators and Joint Bookrunners

**BNP Paribas
Morgan Stanley Europe SE**

Joint Bookrunners

**Barclays
Crédit Agricole CIB
CIC Market Solutions
Deutsche Bank
Natixis**

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 21 June 2024 which has been approved by the *Commission de surveillance du secteur financier* (the “**CSSF**”) on 21 June 2024 and the supplement to it dated 7 November 2024 which has been approved by the CSSF on 7 November 2024 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: 4
- (ii) Tranche Number: 1
2. Specified Currency or Currencies: Euro (“**EUR**”)
3. Aggregate Nominal Amount:
 - (i) Series: EUR 500,000,000
 - (ii) Tranche: EUR 500,000,000
4. Issue Price: 99.464 per cent. of the Aggregate Nominal Amount
5. Specified Denominations: EUR 100,000
6. (i) Issue Date: 27 November 2024
- (ii) Interest Commencement Date: Issue Date
7. Maturity Date: 27 November 2029
8. Interest Basis: 5.25 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 23 May 2024 and decision of Marc-Henri Desportes, <i>Directeur Général</i> of the Issuer dated 21 November 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Applicable	
	(i)	Rate of Interest:	5.25 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	27 November in each year commencing on 27 November 2025 up to and including the Maturity Date, not adjusted
	(iii)	Fixed Coupon Amount:	EUR 5,250 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)):	27 November 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:	2.1 per cent. Bundesobligation of Bundesrepublik Deutschland due 15 November 2029, with ISIN DE0001102622
	(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:	0.50 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:	27 August 2029
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 (<i>au porteur</i>)
(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):	<i>Masse</i> 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 EUR 2,000 (<i>i.e.</i> 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 3,000

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 weaken the obligor's capacity to meet its financial commitments on the obligation. The addition of a minus (-) sign shows relative standing within the rating categories.

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/credit-rating-agencies/cra-authorisation).

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 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 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 applied by the Issuer for general corporate purposes, which will include, in part, the refinancing of its outstanding OCEANEs (0% 30 July 2025 EUR 600,000,000 Convertible/Exchangeable Bonds and 0% 30 July 2026 EUR 800,000,000 Convertible/Exchangeable Bonds).
- (ii) Estimated net proceeds: Euro 495,695,000

5. Yield

Applicable

Indication of yield: 5.375 per cent. *per annum*

6. Operational Information

ISIN: FR001400U2E7

Common Code: 294028838

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
Morgan Stanley Europe SE

Barclays Bank Ireland PLC
Crédit Agricole Corporate and Investment Bank
Crédit Industriel et Commercial S.A.
Deutsche Bank Aktiengesellschaft
Natixis

(B) Stabilisation Manager(s) (if any): BNP Paribas

(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