

**SECOND PROSPECTUS SUPPLEMENT DATED 19 MAY 2025
TO THE BASE PROSPECTUS DATED 21 JUNE 2024**



(incorporated as a société anonyme in France)
€4,000,000,000 Euro Medium Term Note Programme

This second prospectus supplement (the “**Second Prospectus Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus dated 21 June 2024 as supplemented by a first prospectus supplement dated 7 November 2024 (the “**Base Prospectus**”), prepared in relation to the Euro 4,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Worldline (the “**Issuer**”). The Base Prospectus constitutes a base prospectus for the purposes of article 8(1) of Regulation (EU) 2017/1129 of 14 June 2017, as amended (the “**Prospectus Regulation**”) and was approved in Luxembourg by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) in its capacity as competent authority under the Prospectus Regulation.

Application has been made for approval of this Second Prospectus Supplement to the CSSF in its capacity as competent authority pursuant to the Prospectus Regulation.

This Second Prospectus Supplement has been prepared pursuant to article 23(1) of the Prospectus Regulation, for the purposes of (i) incorporating by reference the Issuer's *Document d'Enregistrement Universel 2024* and the 2025 Q1 Press Release and (ii) incorporating recent events relating to the Issuer.

Save as disclosed in this Second Prospectus Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which may affect the assessment of the Notes since the publication of the Base Prospectus.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Second Prospectus Supplement.

To the extent there is any inconsistency between (a) any statement in this Second Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Copies of this Second Prospectus Supplement (a) may be obtained, free of charge, from the registered office of the Issuer during normal business hours, (b) will be available on the website of the Issuer (www.worldline.com) and (c) will be available on the website of the Luxembourg Stock Exchange (www.luxse.com).

The Issuer accepts responsibility for the information contained in this Second Prospectus Supplement and declares that, to the best of its knowledge, the information contained in this Second Prospectus Supplement is in accordance with the facts and that this Second Prospectus Supplement makes no omission likely to affect its import.

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RISK FACTORS

Part A entitled “*Risks Factors relating to the Issuer and the Group*” of the section entitled “*Risk Factors*” appearing on pages 16 to 17 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“Risk factors linked to the Issuer and its activity are described on pages 323 to 328 of the *Document d'Enregistrement Universel 2024* (as defined in “Documents Incorporated by Reference” below) and include the following:

Risk domain	Principal risks	Page number of the <i>Document d'Enregistrement Universel 2024</i>
Operational Risks	IT Systems, Infrastructure & Resilience	p. 323
	Information Security	p. 324
	Projects, Products & Service Quality	p. 324
	Human Resources	p. 325
	Third Parties	p. 325
Payment Sector Risks	Merchants Risk (incl. Credit Risk)	p. 326
	Card Schemes	p. 326
Compliance & Legal Risks	Regulatory Requirements (incl. Financial Crime)	p. 327-328
Strategic Risks	Competition & Market Trend	p. 328
Financial Risks	Customer Concentration	p. 328

”

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled “*Documents Incorporated by Reference*” appearing on pages 27 to 33 of the Base Prospectus is hereby deleted and replaced by the following:

“This Base Prospectus should be read and construed in conjunction with the pages set out in the cross-reference table below from the following documents:

- (1) the press release dated 23 April 2025 on quarterly information as at 31 March 2025 in French language published on the Issuer's website (the “**2025 Q1 Press Release**”);
- (2) the *document d'enregistrement universel 2024* of the Issuer for the financial year ended 31 December 2024 in French language, including the audited consolidated financial statements of the Issuer as at 31 December 2024 (the “**Document d'Enregistrement Universel 2024**”);
- (3) the *amendement au document d'enregistrement universel 2023* including the *rapport financier semestriel 2024* of the Issuer for the six-month period ended on 30 June 2024 in French language, including the consolidated financial statements of the Issuer as at 30 June 2024 (the “**Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024**”);
- (4) the press release dated 2 May 2024 on quarterly information as at 31 March 2024 in French language published on the Issuer's website (the “**2024 Q1 Press Release**”);
- (5) the *document d'enregistrement universel 2023* of the Issuer for the financial year ended 31 December 2023 in French language, including the audited consolidated financial statements of the Issuer as at 31 December 2023 (the “**Document d'Enregistrement Universel 2023**”);
- (6) the *document d'enregistrement universel 2022* of the Issuer for the financial year ended 31 December 2022 in French language, including the audited consolidated financial statements of the Issuer as at 31 December 2022 (the “**Document d'Enregistrement Universel 2022**”);
- (7) the terms and conditions of the notes contained in the base prospectus of the Issuer dated, 30 May 2023 (the “**2023 EMTN Conditions**”); and
- (8) the terms and conditions of the notes contained in the base prospectus of the Issuer dated, 22 June 2020 (the “**2020 EMTN Conditions**” and, together with the 2023 EMTN Conditions, the “**EMTN Previous Conditions**”).

Such pages shall be incorporated by reference in, and shall be deemed to form part of, this Base Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

The documents listed in (1) to (8) above and this Base Prospectus are available on the websites of the Issuer (www.worldline.com) and of the Luxembourg Stock Exchange (www.luxse.com).

Free translations in the English language of the 2025 Q1 Press Release, the *Document d'Enregistrement Universel 2024*, the *Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024*, the 2024 Q1 Press Release, the *Document d'Enregistrement Universel 2023* and the *Document d'Enregistrement Universel 2022* are available on the Issuer's website (www.worldline.com). Such English

translations are available for information purposes only and are not incorporated by reference in this Base Prospectus. The only binding versions are the French language versions.

No information in the website of the Issuer (www.worldline.com) nor the website itself forms any part of this Base Prospectus unless that information is incorporated by reference into this Base Prospectus.

For the purpose of the Prospectus Regulation, information can be found in the documents incorporated by reference in this Base Prospectus in accordance with the following cross-reference table (in which the numbering refers to the relevant items of Annex 7 of the Delegated Regulation).

Items of such Annex 7 of the Commission Delegated Regulation which are not listed in the cross-reference table below are also not relevant because included elsewhere in this Base Prospectus.

Any information not listed in the cross-reference list below but included in the documents incorporated by reference shall not form part of this Base Prospectus and is either not relevant for investors or covered elsewhere in this Base Prospectus. Any documents themselves incorporated by reference in the documents incorporated by reference in this Base Prospectus shall not form part of this Base Prospectus.

However, the information set out in sections “*Description of the Issuer*” or “*Recent Developments*” can complete, modify or supersede the information incorporated by reference.

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d’Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d’Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
SECTION 3		RISK FACTORS		
3.1	<p>A description of the material risks that are specific to the issuer and that may affect the issuer’s ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed ‘Risk Factors’.</p> <p>In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by</p>		<p>Pages 323 to 328</p> <p>The risks factors that are specific to the Issuer include the following:</p> <ul style="list-style-type: none"> • Operational Risks: <ul style="list-style-type: none"> ○ IT Systems, Infrastructure & Resilience (page 323); ○ Information Security (page 324); ○ Projects, Products & Service 	

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d'Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d'Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
	the content of the registration document.		<p>Quality (page 324);</p> <ul style="list-style-type: none"> ○ Human Resources (page 325); ○ Third Parties (page 325); • Payment Sector Risks: <ul style="list-style-type: none"> ○ Merchants Risk (incl. Credit Risk) (page 326); ○ Card Schemes (page 326); • Compliance & Legal Risks: <ul style="list-style-type: none"> ○ Regulatory Requirements (incl. Financial Crime) (pages 327-328); • Strategic Risks: <ul style="list-style-type: none"> ○ Competition & Market Trend (page 328); and • Financial Risks: <ul style="list-style-type: none"> ○ Customer Concentration (page 328). 	

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d'Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d'Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
SECTION 4		INFORMATION ABOUT THE ISSUER		
4.1	History and development of the Issuer			
4.1.1	The legal and commercial name of the Issuer.		Page 439	
4.1.2	The place of registration of the Issuer, its registration number and legal entity identifier (‘LEI’).		Page 439	
4.1.3	The date of incorporation and the length of life of the Issuer, except where the period is indefinite.		Page 439	
4.1.4	The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.		Pages 439 and 447	
4.1.5	Any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer’s solvency.	Pages 1 to 7	Pages 12-13 and 276	

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d'Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d'Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
SECTION 5		BUSINESS OVERVIEW		
5.1	Principal activities			
5.1.1	A brief description of the Issuer's principal activities stating the main categories of products sold and/or services performed; and		Pages 8, 39 to 41 and 46 to 61	
5.1.2	The basis for any statements in the registration document made by the Issuer regarding its competitive position.		Pages 18 to 20 and 46 to 61	
SECTION 6		ORGANISATIONAL STRUCTURE		
6.1	If the Issuer is part of a group, a brief description of the group and the Issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.		Page 443	
SECTION 7		TREND INFORMATION		
7.1	A description of: (a) any material adverse change in the prospects of the Issuer since the date of its last published audited financial statements; and (b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been	Page 5		

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d'Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d'Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
	published to the date of the registration document. If neither of the above are applicable then the Issuer should include (an) appropriate negative statement(s).			
SECTION 9		ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES		
9.1	Names, business addresses and functions within the Issuer of the following persons and an indication of the principal activities performed by them outside of that Issuer where these are significant with respect to that Issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.		Pages 335-336 and 340 to 353	
9.2	Administrative, management, and supervisory bodies conflicts of interests Potential conflicts of interests between any duties to the Issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such		Page 361	

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d'Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d'Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
	conflicts, a statement to that effect must be made.			
SECTION 10		MAJOR SHAREHOLDERS		
10.1	To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.		Pages 423 and 430	
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.		Page 430	
SECTION 11		FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
11.1	Historical financial information			
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the Issuer has been in operation and the audit report in respect of each year.		Pages 213 to 276	Pages 258 to 317
	balance sheet;		Page 218	Page 263
	income statement;		Page 217	Page 262

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d'Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d'Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
	cash flow statement and statement of changes in shareholders' equity; and		Pages 219-220	Pages 264-265
	accounting policies and explanatory notes		Pages 222 to 276	Pages 267 to 317
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002		Page 222	Page 267
11.1.5	Consolidated financial information If the Issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.		Pages 213 to 276	Pages 258 to 317
11.1.6	Age of financial information		Page 218	Page 263
11.2	Auditing of Historical financial information			
11.2.1	The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014. Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information		Pages 213 to 216	Pages 258 to 261

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d'Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d'Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
	<p>must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document:</p> <p>(a) a prominent statement disclosing which auditing standards have been applied;</p> <p>(b) an explanation of any significant departures from International Standards on Auditing.</p>			
11.2.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.		Not applicable	Not applicable
11.3	Legal and arbitration proceedings			
11.3.1	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the		Pages 329-330	

Annex 7 of the Delegated Regulation		2025 Q1 Press Release (page number of the document available on the weblink in (1) above)	Document d'Enregistrement Universel 2024 (page number of the document available on the weblink in (2) above)	Document d'Enregistrement Universel 2023 (page number of the document available on the weblink in (5) above)
	Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement.			
SECTION 12		MATERIAL CONTRACTS		
12.1	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.		Pages 307 to 309	

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued with the relevant EMTN Previous Conditions.

EMTN Previous Conditions	
2023 EMTN Conditions	Pages 32 to 90
2020 EMTN Conditions	Pages 36 to 69

Information contained in the documents incorporated by reference other than information listed in the table above is for information purposes only.”

RECENT DEVELOPMENTS

The section entitled “*Recent Developments*” appearing on page 95 to 97 of the Base Prospectus is completed by the following:

“Pierre-Antoine Vacheron has been appointed as Chief Executive Officer by the Issuer's Board of Directors during its meeting held on 25 February 2025.

Information required by item 9.1 of Annex 7 of the Commission Delegated Regulation (EU) 2019/980:

- (i) Name: Pierre-Antoine Vacheron.
- (ii) Function within the Issuer: Chief Executive Officer (*Directeur Général*).
- (iii) Business address: Tour Voltaire, 1 Place des Degrés CS81162 92059 Paris la Défense Cedex, France.
- (iv) Principal activities outside of the Issuer as at the date of this Base Prospectus: none.

Jérôme Grivet has been appointed as director (*administrateur*) proposed by Crédit Agricole S.A. to replace Olivier Gavalda at the Issuer's Board of Directors' meeting held on 23 April 2025. Such appointment is effective as from 23 April 2025 and will be confirmed at the Issuer's General Meeting on 5 June 2025.

Information required by item 9.1 of Annex 7 of the Commission Delegated Regulation (EU) 2019/980:

- (i) Name: Jérôme Grivet.
- (ii) Function within the Issuer: director (*administrateur*).
- (iii) Business address: Tour Voltaire, 1 Place des Degrés CS81162 92059 Paris la Défense Cedex, France.
- (iv) Principal activities outside of the Issuer as at the date of this Base Prospectus: Deputy Chief Executive Officer at Crédit Agricole S.A.; Director at Nexity; Director at CACEIS and CACEIS Bank; President of CACIF and Director at Covivio.

Information required by item 9.2 of Annex 7 of the Commission Delegated Regulation (EU) 2019/980: to the Issuer's knowledge, and except as disclosed in page 30 of this Base Prospectus, there are no potential conflicts of interest between the duties to the Issuer of the Board members and the Issuer's general management and their private interests and/or other duties.”

GENERAL INFORMATION

Paragraphs (3) to (5) of the section entitled “*General Information*” appearing on page 121 of the Base Prospectus are hereby deleted and replaced by the following:

- “(3) Except as disclosed in item 7.1 of the cross-reference list in the section “*Documents Incorporated by Reference*” of this Base Prospectus, there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2024.”
- (4) There has been no significant change in the financial position or financial performance of the Issuer or the Group since 31 March 2025.
- (5) Except as disclosed in item 11.3.1 of the cross-reference list in the section “*Documents Incorporated by Reference*” of this Base Prospectus, there has been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the period of twelve (12) months immediately preceding the date of approval of this Base Prospectus which may have, or have had in the recent past, a significant effect on the Issuer’s or the Group’s financial position or profitability.”

Paragraph (10) of the section entitled “*General Information*” appearing on page 122 of the Base Prospectus is hereby deleted and replaced by the following:

- “(10) The statutory auditors of the Issuer are Deloitte & Associés and Grant Thornton, who have audited the Issuer’s consolidated financial statements in accordance with generally accepted auditing standards in France for each of the two financial years ended on 31 December 2023 and on 31 December 2024. The auditors are independent statutory auditors with respect to the Issuer as required by the laws of France and under the applicable rules of the *Compagnie Nationale des Commissaires aux Comptes*. Their audit reports on these financial statements were issued with unqualified opinions. Deloitte & Associés and Grant Thornton are members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre*.”

**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SECOND PROSPECTUS
SUPPLEMENT**

On 19 May 2025

To the best of the Issuer's knowledge, the information contained or incorporated by reference in this Second Prospectus Supplement is in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility for the information contained in the Second Prospectus Supplement. The Issuer accepts responsibility for the information contained in the Final Terms in respect of any issue of Notes.

Worldline

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1 Place des Degrés
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France

Duly represented by:

Pierre-Antoine Vacheron, *Directeur Général* of the Issuer