

**FIRST PROSPECTUS SUPPLEMENT DATED 7 NOVEMBER 2024
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 first prospectus supplement (the “**First Prospectus Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus dated 21 June 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 First Prospectus Supplement to the CSSF in its capacity as competent authority pursuant to the Prospectus Regulation.

This First Prospectus Supplement has been prepared pursuant to article 23 of the Prospectus Regulation, for the purposes of (i) updating the outlook in the rating of the long-term debt of the Issuer, (ii) incorporating by reference the Issuer's *Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024* and (iii) incorporating recent events relating to the Issuer.

Save as disclosed in this First 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 First Prospectus Supplement.

To the extent there is any inconsistency between (a) any statement in this First 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 First 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 First Prospectus Supplement and declares that, to the best of its knowledge, the information contained in this First Prospectus Supplement is in accordance with the facts and that this First Prospectus Supplement makes no omission likely to affect its import.

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FRONT PAGE

The ninth paragraph appearing on page 1 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

“As of the date of this Base Prospectus, the long-term corporate rating of the Issuer by S&P Global Ratings Europe Limited (“**S&P**”) is BBB- (negative outlook). S&P is established in the European Union (“**EU**”) and is registered under Regulation (EC) No 1060/2009 on credit rating agencies (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 website of the ESMA (www.esma.europa.eu/supervision/credit-rating-agencies/risk) as of the date of this Base Prospectus and in accordance with such regulation. Notes issued under the Programme may be rated or unrated. Notes which are rated will have such rating as is assigned to them by S&P or such other relevant rating organisation as specified in the Final Terms. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation. S&P is not established in the United Kingdom (the “**UK**”) and is not registered in accordance with Regulation (EU) No 1060/2009 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”). The rating of S&P has been endorsed by S&P Global Ratings UK Limited in accordance with the UK CRA Regulation and has not been withdrawn. As such, the ratings issued by S&P may be used for regulatory purposes in the UK in accordance with the UK CRA Regulation.”

GENERAL DESCRIPTION OF THE PROGRAMME

The item entitled “*Rating*” of the section entitled “*General Description of the Programme*” appearing on page 14 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

“**Rating**”

The long-term corporate rating of the Issuer by S&P is BBB- (negative outlook). S&P is established in the European Union and is registered under Regulation (EC) No 1060/2009 on credit rating agencies (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 website of the European Securities and Markets Authority on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk) as the date of this Base Prospectus and in accordance with such regulation. S&P is not established in the United Kingdom (the “**UK**”) and is not registered in accordance with Regulation (EU) No 1060/2009 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”). The rating of S&P has been endorsed by S&P Global Ratings UK Limited in accordance with the UK CRA Regulation and has not been withdrawn. As such, the ratings issued by S&P may be used for regulatory purposes in the UK in accordance with the UK CRA Regulation.

Notes issued under the Programme may be rated or unrated. The rating, if any, will be specified in the relevant Final Terms. Where an issue of Notes is rated, its rating will not necessarily be the same as the rating assigned to the Issuer. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation. Credit ratings are subject to revision, suspension or withdrawal at any time by the relevant rating organisation. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change, reduction or withdrawal at any time by the assigning rating agency.”

RISK FACTORS

The sub-paragraph entitled “*Credit Risk of the Issuer*” of paragraph 1 entitled “*Economic and legal risks relating to the Note*” of part B entitled “*Risks Factors relating to the Notes*” of the section entitled “*Risk Factors*” appearing on page 17 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“As contemplated in Condition 3 (*Status of Notes*), the Notes and, where applicable, any relative Coupons, constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Issuer and (subject to the provisions of Condition 4 (*Negative Pledge*)) rank and will rank *pari passu*, without any preference among themselves and, subject to such exceptions as are from time to time mandatory under French law, equally and rateably with all other outstanding unsecured and unsubordinated obligations, present and future, of the Issuer. However, an investment in the Notes involves taking credit risk on the Issuer. If the credit worthiness of the Issuer deteriorates (as of the date of this Base Prospectus, the Issuer is rated BBB- (negative outlook) by S&P), it may not be able to fulfil all or part of its payment obligations under the Notes which could materially and negatively impact the Noteholders, and investors may lose all or part of their investment.”

The sub-paragraph entitled “*Market value of the Notes*” of paragraph 1 entitled “*Economic and legal risks relating to the Note*” of part B entitled “*Risks Factors relating to the Notes*” of the section entitled “*Risk Factors*” appearing on page 18 of the Base Prospectus are hereby deleted and replaced by the following:

“The market value of the Notes will be affected by the creditworthiness of the Issuer (as of the date of this Base Prospectus, the long-term debt rating of the Issuer by S&P is BBB- (negative outlook)), and a number of additional factors, including the value of an index, including, but not limited to, the volatility of an index, market interest and yield rates and the time remaining to the maturity date. Application will be made in certain circumstances to list and admit the Notes on the official list of the Luxembourg Stock Exchange and/or admit any Series of Notes issued hereunder to trading on the Regulated Market of the Luxembourg Stock Exchange and/or any other Regulated Market.

The value of the Notes depends on a number of interrelated factors, including economic, financial and political events in France or elsewhere, including factors affecting capital markets generally and the stock exchanges on which the Notes are traded. The price at which a Noteholder will be able to sell the Notes prior to maturity may be at a discount, which could be substantial, from the issue price or the purchase price paid by such Noteholder and result in losing all or part of their investment in the Notes.”

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 *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**”);
- (2) 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**”);
- (3) 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**”);
- (4) 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**”);
- (5) the terms and conditions of the notes contained in the base prospectus of the Issuer dated, 30 May 2023 (the “**2023 EMTN Conditions**”); and
- (6) 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 (6) 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 *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.

<p>Annex 7 of the Delegated Regulation</p>	<p><i>Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024</i></p> <p>(page number of the document available on the weblink in (1) above)</p>	<p><i>Document d'Enregistrement Universel 2023</i></p> <p>(page number of the document available on the weblink in (3) above)</p>	<p><i>Document d'Enregistrement Universel 2022</i></p> <p>(page number of the document available on the weblink in (4) above)</p>	
<p>SECTION 3</p>	<p>RISK FACTORS</p>			
<p>3.1</p>	<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 the content of the registration document.</p>	<p>Page 40</p>	<p>Pages 363 to 373</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"> ○ Information Security (pages 363-364); ○ Human Resources (page 364); ○ Resilience (page 365); ○ Third Parties (page 365); • Payment Sector Risks : 	

Annex 7 of the Delegated Regulation	<i>Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024</i> (page number of the document available on the weblink in (1) above)	<i>Document d'Enregistrement Universel 2023</i> (page number of the document available on the weblink in (3) above)	<i>Document d'Enregistrement Universel 2022</i> (page number of the document available on the weblink in (4) above)	
			<ul style="list-style-type: none"> ○ Merchants Risks (pages 366-367); ○ Card Schemes (pages 367); ● Compliance & Legal Risks : <ul style="list-style-type: none"> ○ Regulatory Requirements (page 368); ○ Data Privacy (page 369); ● Strategic Risks : <ul style="list-style-type: none"> ○ External Events (pages 370-371); ○ Competition & Market Trend (page 371); ○ Merger & Acquisition (page 372); and ● Financial Risks : <ul style="list-style-type: none"> ○ Customer Concentration (pages 372-373); 	

Annex 7 of the Delegated Regulation	<i>Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024</i> (page number of the document available on the weblink in (1) above)	<i>Document d'Enregistrement Universel 2023</i> (page number of the document available on the weblink in (3) above)	<i>Document d'Enregistrement Universel 2022</i> (page number of the document available on the weblink in (4) above)	
			<ul style="list-style-type: none"> ○ Power24 (page 373). 	
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 485	
4.1.2	The place of registration of the Issuer, its registration number and legal entity identifier ('LEI').		Page 485	
4.1.3	The date of incorporation and the length of life of the Issuer, except where the period is indefinite.		Page 485	
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 485, 493	
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 4 to 6, 23 to 24 and 37	Pages 14 to 18 and 344	

Annex 7 of the Delegated Regulation		<i>Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024</i> (page number of the document available on the weblink in (1) above)	<i>Document d'Enregistrement Universel 2023</i> (page number of the document available on the weblink in (3) above)	<i>Document d'Enregistrement Universel 2022</i> (page number of the document available on the weblink in (4) 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 6, 19 to 21 and 38 to 55	
5.1.2	The basis for any statements in the registration document made by the Issuer regarding its competitive position.		Pages 27 to 29 and 38 to 55	
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 489	
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;	Pages 41-42	Pages 386 to 403	

Annex 7 of the Delegated Regulation		<i>Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024</i> (page number of the document available on the weblink in (1) above)	<i>Document d'Enregistrement Universel 2023</i> (page number of the document available on the weblink in (3) above)	<i>Document d'Enregistrement Universel 2022</i> (page number of the document available on the weblink in (4) above)
	(b) partners with unlimited liability, in the case of a limited partnership with a share capital.			
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 conflicts, a statement to that effect must be made.		Page 412	
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.	Page 50	Pages 469 and 476	
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 476	
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	Pages 17 to 38	Pages 258 to 317	Pages 244 to 310

Annex 7 of the Delegated Regulation	<i>Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024</i> (page number of the document available on the weblink in (1) above)	<i>Document d'Enregistrement Universel 2023</i> (page number of the document available on the weblink in (3) above)	<i>Document d'Enregistrement Universel 2022</i> (page number of the document available on the weblink in (4) above)	
	operation and the audit report in respect of each year.			
	balance sheet;	Page 19	Page 263	Pages 251-252
	income statement;	Pages 17-18	Page 262	Pages 249-250
	cash flow statement and statement of changes in shareholders' equity; and	Pages 20-21	Pages 264-265	Pages 253-254
	accounting policies and explanatory notes	Pages 22 to 37	Pages 267 to 317	Pages 255 to 310
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 22	Page 267	Page 255
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 17 to 38	Pages 258 to 317	Pages 244 to 310
11.1.6	Age of financial information		Page 263	Pages 251-252
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.	Page 38 (limited review)	Pages 258 to 261	Pages 244 to 248

Annex 7 of the Delegated Regulation	<i>Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024</i> (page number of the document available on the weblink in (1) above)	<i>Document d'Enregistrement Universel 2023</i> (page number of the document available on the weblink in (3) above)	<i>Document d'Enregistrement Universel 2022</i> (page number of the document available on the weblink in (4) above)	
	<p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information 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	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 Issuer is aware), during a period covering at least the previous 12		Pages 374-375	

Annex 7 of the Delegated Regulation		<i>Amendement au Document d'Enregistrement Universel 2023 incluant le Rapport Financier Semestriel 2024</i> (page number of the document available on the weblink in (1) above)	<i>Document d'Enregistrement Universel 2023</i> (page number of the document available on the weblink in (3) above)	<i>Document d'Enregistrement Universel 2022</i> (page number of the document available on the weblink in (4) above)
	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.	Page 48	Pages 347-348, 372	

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:

“Marc-Henri Desportes, currently Deputy Chief Executive Officer and Head of Merchant Services of the Issuer, was appointed as Chief Executive Officer (*Directeur Général*) of the Issuer for an interim period, replacing Gilles Grapinet, at the Issuer's Board of Directors' meeting on 12 September 2024.

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

- (i) Name: Marc-Henri Desportes.
- (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: Independent board member of France Télévisions.

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

As at 7 November 2024, the share capital of the Issuer amounts to €192,826,218.92.

On 13 September 2024, the Issuer published the following press release:

Worldline governance evolution and Trading Update

Departure of Gilles Grapinet as CEO and member of the Board
Marc-Henri Desportes appointed as CEO for an interim period
FY2024 guidance adjusted

Paris, La Défense, September 13, 2024

Governance Update

Following the meeting on September 12, 2024, the Board of Directors announced Gilles Grapinet's departure as Chief Executive Officer and member of the Board of Worldline effective 30 September 2024.

The Chairman of the Board together with the Nomination Committee and with the support of an international search agency, will take the lead in the search for a new Chief Executive Officer and assess internal and external candidates, as per best governance practices.

When appointed following the search, the new CEO will work closely with the Board to determine the new strategic plan, which will be communicated to the investment community at an appropriate time. The capital market day initially scheduled on November 26th has been postponed to allow the new CEO to contribute to the strategic planning process.

The Board has decided to appoint Marc-Henri Desportes, currently Deputy Chief Executive Officer and Head of Merchant Services, as Chief Executive Officer for an interim period according to the succession plan. In this role, Marc-Henri will be responsible for overseeing the company's day-to-day operations and implementing the Board's strategic decisions.

Along with this announcement, Worldline reiterates its continued focus on executing Power24. The plan aims to accelerate Worldline's transformation into a more client-centric company, drive innovation, enhance operational efficiency, and position the Group for stronger future growth and margin improvement.

Wilfried Verstraete, Chairman of Worldline's Board of Directors, declared:

"On behalf of the Board of Directors and Group employees, I would like to thank the work performed by Gilles Grapinet as Chief Executive Officer of Worldline, moving the company forward as a leading global Paytech since its IPO, having provided the Group with a full pan-European footprint, a vast customer base and a unique network of strategic partnerships with leading financial institutions. Power24 and all our current major development initiatives will be pursued under the steer of Marc-Henri Desportes, whilst the next strategic plan of Worldline will be actively prepared to leverage all our remarkable assets for long-term development and strong value creation for all stakeholders."

Gilles Grapinet declared:

"For more than a decade, it has been an honor for me to build Worldline as one of the leading players in the global digital payment industry, delivering on our strategic and technological vision to create a leading pan-European Paytech with global reach, to overcome the historical sector fragmentation and operate at the scale of the single market for the benefit of all our business partners. I express my deepest gratitude to all the stakeholders, in particular to all our managers and colleagues for their remarkable commitment, which made this achievement possible over these intense years. As Worldline enters a new phase, I am fully confident that Marc-Henri Desportes will pursue to successfully execute Power24 to adapt to the current challenges. By leveraging all its assets and talents, I am convinced that Worldline has a very solid future ahead."

Guidance Update

Over the summer, Worldline experienced slow trading conditions coupled with specific performance issues in our Pacific business and on some global online verticals (e.g. travel).

As a result, additional action plans are being implemented, including measures on revenue generation and cash costs. Further detail will be provided during Worldline Q3 results announcement.

Worldline confirms that Power24 is fully on track to deliver circa € 220 million run-rate cash cost savings in 2025.

Consequently, Worldline resets its FY'24 guidance to reflect these developments:

- Revenue: c. 1.0% organic growth, which could increase subject to improved trading conditions

- Adjusted EBITDA: c. € 1.1bn
- FCF: c. € 0.2bn

Biography:

Marc-Henri Desportes

Since 2024, Marc-Henri Desportes has been managing the Merchant Services Global Business Line. After being General Manager in 2013, he was appointed in 2018 as Deputy CEO of Worldline to lead all its business lines and operations with an ambition to act every day to provide Worldline's clients with sustainable, trusted and secure solutions across the payment value chain, fostering their business growth wherever they are. Marc-Henri is a graduate of the Ecole Polytechnique and of the Ecole des Mines de Paris. He began his career at the French Ministry of Finances from 2000 to 2005. He joined the BNP Paribas group, in charge of audit coordination from 2005 to 2006, and became Chief Information Officer at BNL, BNP Paribas' Italian subsidiary. In 2009, he joined the Atos group as an ExCom Member and Director of the Global Innovation Business Development & Strategy Global Business Lines, then, Director of the High Technology Settlement Services and Specialized Activities Business Unit in July 2011.

FORTHCOMING EVENTS

- October 30, 2024: Q3 2024 revenue (after market close)

INVESTOR RELATIONS

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ABOUT WORLDLINE

Worldline [Euronext: WLN] helps businesses of all shapes and sizes to accelerate their growth journey – quickly, simply, and securely. With advanced payments technology, local expertise and solutions customised for hundreds of markets and industries, Worldline powers the growth of over one million businesses around the world. Worldline generated a 4.6 billion euros revenue in 2023. [worldline.com](https://www.worldline.com)

Worldline's corporate purpose ("raison d'être") is to design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. Worldline makes them environmentally friendly, widely accessible, and supports social transformation.

On 30 October 2024, the Issuer published the following press release:

Q3 2024 revenue

€ 1,163 million Group revenue, down 1.1% organically

Underlying growth on Worldline core activities remains positive

Mid-single digit organic growth in our core Merchant Services activities

Growth in Financial Services excluding large one-off re-insourcing
Continued acceleration in Mobility & Transactional Services

Streamlined Group profile

Leaner organization fueled by Power24
Cost base ready for Free Cash Flow generation acceleration

Ongoing execution to rebound and refocus Worldline

Merchant Services new leadership
Management actions in place to address specific challenges
Investment focused on value-added product roll-outs and growth accelerators
Portfolio pruning on some peripheral assets

All 2024 objectives confirmed

Organic revenue growth at c.1%
Adjusted EBITDA at c.€1.1bn
Free Cash-Flow at c.€0.2bn

Paris, La Défense, October 30 2024 – Worldline [Euronext: WLN], a global leader in payment services, today announces its revenue for the third quarter of 2024.

Marc-Henri Desportes, CEO of Worldline, said: *“Our Q3 results followed the trend we observed during the summer and represent a point from which we will rebound and refocus. The core of our business remains strong, while the execution of Power24 ensures that we will start 2025 with an optimized cost structure.*

We concentrate our investments on this solid core and take management actions on the isolated lower growth areas. We therefore aim to return progressively to mid-single-digit revenue growth in 2025. The arrival of Paul Marriott-Clarke, our new head of Merchant Services, the launch of embedded payments, and the ongoing set-up of our new CAWL joint venture are important steps in that direction.

Finally, after ten years of actively consolidating the payments landscape and with the aim to refocus our group, the time has come to prune non-synergistic peripheral activities.”

Q3 2024 revenue by Global Business Line

In € million	Revenue							
	Q3 2024	Q3 2023*	Organic growth (Published)	Organic growth (NNR)	Ytd Q3 2024	Ytd Q3 2023*	Organic growth (Published)	Organic growth (NNR)
Merchant Services	867	865	+0.2%	(2.7)%	2,525	2,471	+2.2%	+0.7%
Financial Services	211	230	(8.3)%	(8.2)%	668	694	(3.7)%	(3.6)%
Mobility & e-Transactional Services	85	81	+4.9%	+4.9%	259	253	+2.2%	+2.2%
Worldline	1,163	1,176	(1.1)%	(3.4)%	3,452	3,418	+1.0%	(0.2)%

* at constant scope and exchange rates

Worldline's Q3 2024 revenue reached **€ 1,163 million**, representing **-1.1% organic growth**. The Merchant Services division's performance was slightly positive despite a challenging macro-economic backdrop. On the one hand, business was resilient in some key geographies, and on the other hand it was negatively impacted by the termination of merchant contracts (fully finalized end Q1'24) and by some underperforming businesses for which management has taken decisive actions. In Financial Services, an M&A driven re-insourcing process at one of our largest customers drove a one-off negative performance despite positive underlying growth in Issuing and important wins in Instant Payment. Mobility & e-Transactional Services benefitted from positive momentum, notably in France, driven by differentiated offerings in Worldline Contact solutions.

Merchant Services

Merchant Services' **revenue** in Q3 2024 reached **€ 867 million**, representing **+0.2% organic growth (+c.5% excluding merchant terminations and specific challenges)** in a soft consumption context in Europe. Worldline continued to win market share in Southern Europe, while Central Europe recorded steady growth. The segment's more challenging businesses, namely Asia-Pacific and some specific Online verticals, as well as the merchant terminations that had started in Q3'23 and finalized end Q1'24, weighed on overall organic growth. The performance by division was the following:

- **Commercial Acquiring:** dynamic underlying growth driven notably by Central Europe (Germany and Switzerland) and Southern Europe, although impacted overall, as expected, by the termination of merchant contracts and slower activity in APAC.
- **Payment Acceptance:** this segment performed softly, mainly due to a marked slowdown in the Travel and Gaming online verticals.
- **Digital Services:** deceleration linked notably to temporary POS sourcing delays.

Worldline continued to record new wins during the quarter, such as Appart'City Emirates, Air Transat, Avantida and CCP.

Streamlined Group profile

The Power24 reorganisation was fully delivered in Q3, as planned. Implementation cash costs will remain unchanged at € 250 million, and we confirm the € 220 million run rate of cash costs savings in 2025 at a minimum.

In parallel, we are executing structural actions to improve our cash generation, with particular attention to capex prioritization towards growth initiatives and a continuous decrease of Integration and rationalization costs. These actions constitute a solid base from which Worldline will accelerate its free cash flow generation in the coming years.

Ongoing execution to rebound and refocus Worldline

New leadership for Merchant Services

On October 7, 2024, Worldline announced the appointment of Paul Marriott-Clarke as the new head of Merchant Services. M. Marriott-Clarke brings extensive expertise in the world of banking and payments. He most recently led the Customer & Digital business at Barclays UK, where he drove the bank's digital transformation, shifting the organization towards an agile and customer-centric model. He had previously served as PayPal Europe's CEO and PayPal's Chief Commercial Officer in the Europe, Middle East, and Africa region.

M. Marriott-Clarke will lead a Merchant Services segment that has been restructured into a more customer-focused organization around go-to markets, namely large enterprises and small and medium-sized businesses. The new management team will focus on deploying a differentiated product offering adapted to clients' specific needs to accelerate revenue growth.

Management actions in place to address specific challenges

Worldline's Merchant Services activity has been impacted by specific challenges, particularly in the Travel and Gaming online verticals and in APAC, for which management implemented action plans.

- In Australia, the business is not meeting our expectations. A new management team has been brought in and has started to turn the business around. Repricing actions are being implemented in agreement with Worldline's local banking partner to factor in our cost increases and secure a return to growth in Q4.
- In the online business, revenue was held back notably by lower demand in the Travel and Gaming verticals. Consequently, dedicated actions have been put in place such as a profound work to accelerate customer onboarding, i.e. volume ramp-up of already signed customers like Google or Turkish Airlines.
- As previously indicated, the impact of merchant terminations (maximum € 130 million on annual revenue) will no longer affect the reported growth by end-Q1'25 and with already a lesser impact in Q4'24.

Investment focused on value-added product roll-outs and growth accelerators

To secure Worldline's growth rebound, we are accelerating the work already engaged in releasing new products addressing new verticals or distribution channels while reinforcing banking distribution networks through partnerships.

On the new products release side, while the Group continues to successfully expand its Tap-on-Mobile solution, new releases have been launched to address new verticals and distribution channels, such as among others:

- Leveraging the partnership with OPP, Worldline has launched an innovative Embedded Payments solution in Europe for ISV's and marketplaces. OPP, coupled with Worldline's 50 years of payment expertise, will provide a new solution covering the full revenue ecosystem from global online acceptance to full acquiring capabilities. The solution is easy to use and integrate, flexible, fully compliant with the EU regulations particularly the GDPR, secure and flexible and comes with a full range of value-added capabilities.
- The result of a combined solution of Merchant Services and Financial Services, Worldline has launched "Bank Transfer by Worldline", a new account-to-account payment method which will be available in 14 European countries by the end of 2024.

Regarding our banking distribution networks, the implementation of the Group's roadmap has been pursued to open new markets (CAWL in France) or to reinforce our positions in new markets, such as Italy where we continue to grow by over 20%.

- The development of Worldline's strategic partnership in France with the operational set-up of CAWL, our joint-venture with Crédit Agricole, is fully on-track and as per plan, and we confirmed its go live date in 2025.
- Worldline continued its geographic expansion in 2024, particularly in Italy. The CCB partnership signed in Q1'24 is a strategic development that will ramp-up at the beginning of 2025 with the full migration of circa 60,000 merchants' portfolio on the Worldline platform. We will pursue our development in Italy, which is a very promising market and one of our highest growth contributors.

Portfolio pruning on some peripheral assets

After a decade of actively consolidating the European payments landscape, Worldline's management and Board are currently assessing the relevance of some peripheral assets in the portfolio that may not enjoy many synergies with the Group's other businesses.

This analysis is driven by the Group's strategic refocusing, with an objective of orderly execution to generate shareholder value.

2024 objectives confirmed

- Organic revenue growth of around 1%.
- Adjusted EBITDA of around € 1.1 billion.
- Free cash flow of around € 0.2 billion.

Appendices

RECONCILIATION OF Q3 2023 STATUTORY REVENUE WITH Q3 2023 REVENUE AT CONSTANT SCOPE AND EXCHANGE RATES

For the analysis of the Group's performance, Q3 2023 revenue at constant scope and exchange rates as presented below per Global Business Lines:

In € million	Revenue			
	Q3 2023	Scope effects**	Exchange rates effects	Q3 2023*
Merchant Services	868	-0.5	-3.2	865
Financial Services	232	-2.7	+0.3	230
Mobility & e-Transactional Services	81	+0.0	+0.3	81
Worldline	1,182	-3.2	-2.6	1,176

* At constant scope and September 2024 YTD average exchange rates

** At December 2023 YTD average exchange rates

Exchanges rates effect in Q3 were mainly due to appreciation of Swiss Franc and depreciation of Turkish Lira while scope effects are mainly related to scope adjustment in the Financial Services division.

2023 ESTIMATED PRO FORMA

FY 2023 estimated pro forma at constant scope is presented below (per Global Business Lines):

In € million	2023 estimated proforma							
	Q1*	Q2**	H1**	Q3***	Ytd Q3***	Q4***	H2***	FY
	Revenue	Revenue	Revenue	Revenue	Revenue	Revenue	Revenue	Revenue
Merchant Services	757	849	1 606	865	2 471	850	1 715	3 321
Financial Services	229	235	464	230	694	245	475	939
Mobility & e-Transactional Services	84	88	172	81	253	90	171	343
Worldline	1 070	1 172	2 242	1 176	3 418	1 185	2 361	4 603

In € million	Adj. EBITDA**	Adj. EBITDA***	Adj. EBITDA
Merchant Services	400	448	848
Financial Services	125	148	273
Mobility & e-Transactional Services	24	24	48
Corporate costs	-30	-29	-59
Worldline	518	591	1 109

In %	Adj. EBITDA %	Adj. EBITDA %	Adj. EBITDA
Merchant Services	24.9%	26.1%	25.5%
Financial Services	26.9%	31.2%	29.1%
Mobility & e-Transactional Services	13.7%	14.2%	13.9%
Corporate costs	-1.3%	-1.2%	-1.3%
Worldline	23.1%	25.0%	24.1%

*at March 2024 YTD average exchange rates

**at June 2024 YTD average exchange rates

***at September 2024 YTD average exchange rates

Main components of the scope effects in 2023 estimated pro forma:

Banco Desio added contribution of 3 months (integrated for 9 months in 2023 reported).

Scope adjustment within Financial Services division in Q3 2024.

PUBLISHED REVENUE TO NET NET REVENUE

In € million	Revenue						OG% Q3 Published	OG% Q3 Net Net
	Q3 2024 Published	Schemes & Partners fees	Q3 2024 Net Net	Q3 2023 Published*	Schemes & Partners fees	Q3 2023 Net Net		
Merchant Services	867	(238)	629	865	(218)	647	+0.2%	(2.7)%
Financial Services	211	(2)	209	230	(3)	227	(8.3)%	(8.2)%
Mobility & e-Transactional Services	85		85	81		81	+4.9%	+4.9%
Revenue	1,163	(240)	923	1,176	(221)	955	-1.1%	-3.4%

* at constant scope and exchange rates

In € million	Ytd Q3 2024			Ytd Q3 2023			OG% Ytd Q3 Published	OG% Ytd Q3 Net Net
	Published	Schemes & Partners fees	Net Net	Published*	Schemes & Partners fees	Net Net		
Merchant Services	2,525	(660)	1,865	2,471	(618)	1,853	+2.2%	+0.7%
Financial Services	668	(7)	661	694	(8)	685	(3.7)%	(3.6)%
Mobility & e-Transactional Services	259		259	253		253	+2.2%	+2.2%
Revenue	3,452	(666)	2,785	3,418	(626)	2,792	+1.0%	-0.2%

* at constant scope and exchange rates

Schemes & Partners fees = scheme fees + kickbacks PM03 + full buy-rate

FORTHCOMING EVENTS

- 26 February 2025: FY 2024 results

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DISCLAIMER

This document contains forward-looking statements that involve risks and uncertainties, including references, concerning the Group's expected growth and profitability in the future which may significantly impact the expected performance indicated in the forward-looking statements. These risks and uncertainties are linked to factors out of the control of the Company and not precisely estimated, such as market conditions or competitors' behaviours. Any forward-looking statements made in this document are statements about Worldline's beliefs and expectations and should be evaluated as such. Forward-looking statements include statements that may relate to Worldline's plans, objectives, strategies, goals, future events, future revenues or synergies, or performance, and other information that is not historical information. Actual events or results may differ from those described in this document due to a number of risks and uncertainties that are described within the 2022 Universal Registration Document filed with the French Autorité des marchés financiers (AMF) on April 30, 2024, under the filing number: D.24-0377 and its Amendment filed on August 2, 2024, under number D.24-0377-A01.

Revenue organic growth and Adjusted EBITDA improvement are presented at constant scope and exchange rate. Adjusted EBITDA is presented as defined in the 2023 Universal Registration Document. All amounts are presented in € million without decimal. This may in certain circumstances lead to non-material differences between the sum of the figures and the subtotals that appear in the tables. 2024 objectives are expressed at constant scope and exchange rates and according to Group's accounting standards.

Worldline does not undertake, and specifically disclaims, any obligation or responsibility to update or amend any of the information above except as otherwise required by law.

This document is disseminated for information purposes only and does not constitute an offer to purchase, or a solicitation of an offer to sell, any securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they have been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any U.S. are exempt from registration. The securities that may be offered in any transaction have not been and will not be registered under the U.S. Securities Act or the securities laws of any U.S. state and Worldline does not intend to make a public offering of any such securities in the United States.

GENERAL INFORMATION

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

“(3) Except as disclosed in the section “*Recent Developments*” of this Base Prospectus, there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2023.”

Paragraph (4) of the section entitled “*General Information*” appearing on page 121 of the Base Prospectus is hereby deleted and replaced by the following:

“(4) Except as disclosed in the sections “*Documents Incorporated by Reference*” and “*Recent Developments*” of this Base Prospectus, there has been no significant change in the financial position or financial performance of the Issuer or the Group since 30 September 2024.”

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 2022 and 2023 and have reviewed and rendered a review report on the Issuer’s condensed half-yearly consolidated financial statements in accordance with generally accepted auditing standards in France for the six-month period ended on 30 June 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 and their review report on these accounts were issued respectively with unqualified opinions and unqualified conclusion. Deloitte & Associés and Grant Thornton are members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre*.”

Paragraph (16) of the section entitled “*General Information*” appearing on pages 123-124 of the Base Prospectus is hereby deleted and replaced by the following:

“(16) The long-term debt rating of the Issuer by S&P Global Ratings Europe Limited (“**S&P**”) is BBB- (negative outlook). S&P is established in the European Union and is registered under Regulation (EC) No 1060/2009 on credit rating agencies (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 website of the European Securities and Markets Authority on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk) as the date of this Base Prospectus and in accordance with such regulation. S&P is not established in the United Kingdom (the “**UK**”) and is not registered in accordance with Regulation (EU) No 1060/2009 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”). The rating of S&P has been endorsed by S&P Global Ratings UK Limited in accordance with the UK CRA Regulation and has not been withdrawn. As such, the ratings issued by S&P may be used for regulatory purposes in the UK in accordance with the UK CRA Regulation.

Notes issued under the Programme may be rated or unrated. The rating, if any, will be specified in the relevant Final Terms. Where an issue of Notes is rated, its rating will not necessarily be the same as the rating assigned to the Issuer. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation. Credit ratings are subject to revision, suspension or withdrawal at any time by the relevant rating organisation. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change, reduction or withdrawal at any time by the assigning rating agency.”

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

On 7 November 2024

To the best of the Issuer's knowledge, the information contained or incorporated by reference in this First 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 First 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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France

Duly represented by:

Marc-Henri Desportes, *Directeur Général* of the Issuer