

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). 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 (“**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; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

**MIFID II product governance / Professional investors and eligible counterparties only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018, as determined by the manufacturers, 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.

**NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE, AS AMENDED FROM TIME TO TIME (THE “SFA”)** – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations**”), the Issuer has determined the classification of the Notes as capital markets products other than prescribed capital markets products (as defined in the CMP Regulations) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**PROHIBITION OF SALES TO CONSUMERS IN BELGIUM** – Notes issued under the Programme are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, “consumers” (*consument/consommateur*) within the meaning of the Belgian Code of Economic Law (*Wetboek van economisch recht/Code de droit économique*), as amended.

Final Terms dated 26 June 2020



**Worldline**

Legal Entity Identifier (LEI): 549300CJMQNCA0U4TS33

(the “**Issuer**”)

Issue of Euro 500,000,000 0.875 per cent. Notes due 30 June 2027

Under the

Euro 4,000,000,000

Euro Medium Term Note Programme

for the issue of Notes

SERIES NO: 2

TRANCHE NO: 1

**Joint Lead Managers**

**Barclays**  
**BNP Paribas**  
**Commerzbank**  
**Crédit Agricole CIB**  
**Morgan Stanley**  
**Natixis**  
**Société Générale**  
**UniCredit Bank**

## 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 22 June 2020 which has been approved by the *Commission de surveillance du secteur financier* (the “**CSSF**”) on 22 June 2020 which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (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 in order to obtain all the relevant information. The Base Prospectus is available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the Issuer’s website ([www.worldline.com](http://www.worldline.com)).

1. (i) Series Number: 2
- (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: 99.293 per cent. of the Aggregate Nominal Amount
5. Specified Denominations: EUR 100,000
6. (i) Issue Date: 30 June 2020
- (ii) Interest Commencement Issue Date  
Date:
7. Maturity Date: 30 June 2027
8. Interest Basis: 0.875 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  
Redemption following an Acquisition Event  
Put Option in case of Change of Control  
*(further particulars specified below)*

|           |      |  |   |
|-----------|------|--|---|
| <b>12</b> | (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 9 June 2020 and decision of Gilles Grapinet, <i>Directeur Général</i> of the Issuer dated 23 June 2020 |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

|           |                               |                                       |   |
|-----------|-------------------------------|---------------------------------------|---|
| <b>13</b> | Fixed Rate Note Provisions    | Applicable                            |   |
|           | (i)                           | Rate of Interest:                     | 0.875 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date      |
|           | (ii)                          | Interest Payment Date(s):             | 30 June in each year commencing on 30 June 2021 up to and including the Maturity Date |
|           | (iii)                         | Fixed Coupon Amount:                  | EUR 875 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)): | 30 June in each year  |
| <b>14</b> | Floating Rate Note Provisions | Not Applicable                        |   |
| <b>15</b> | Zero Coupon Notes provisions  | Not Applicable                        |   |

#### **PROVISIONS RELATING TO REDEMPTION**

|           |                                     |                     |  |
|-----------|-------------------------------------|---------------------|--|
| <b>16</b> | Call Option                         | Not Applicable      |  |
| <b>17</b> | Make-Whole Redemption by the Issuer | Applicable          |  |
|           | (i)                                 | Notice period:      | As per Condition 6(c)  |
|           | (ii)                                | Reference Security: | 0.250 per cent. Federal Government Bond of Bundesrepublik Deutschland due February 2027, with ISIN DE0001102416  |
|           | (iii)                               | Reference Dealers:  | As per Condition 6(c)  |
|           | (iv)                                | Similar Security:   | A reference bond issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes. |

|           |  |  |
|-----------|--|--|
| (v)       | Redemption Margin:   | 0.25 per cent. <i>per annum</i>                            |
| (vi)      | Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):   | Not Applicable   |
| <b>18</b> | Residual Maturity Call Option:   | Applicable   |
|           | Residual Maturity Redemption Date:   | 30 March 2027  |
| <b>19</b> | Clean-Up Call Option:  | Applicable   |
|           | Clean-Up Percentage:   | 80 per cent.   |
| <b>20</b> | Redemption following an Acquisition Event:   | Applicable   |
| (i)       | Acquisition Target:  | Ingenico Group (NYSE: ING) (“ <b>Ingenico</b> ”)           |
| (ii)      | Acquisition Completion Date  | 30 June 2021   |
| (iii)     | Acquisition Call Redemption Amount:  | EUR 100,500 per Note of EUR 100,000 Specified Denomination |
| <b>21</b> | Put Option   | Not Applicable   |
| <b>22</b> | Change of Control Put Option   | Applicable   |
| <b>23</b> | Final Redemption Amount of each Note   | EUR 100,000 per Note of EUR 100,000 Specified Denomination |
| <b>24</b> | 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 other 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

|   |  |
|---|--|
| <b>25</b> 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   |
| <b>26</b> Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates:           | Not Applicable   |
| <b>27</b> Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable   |
| <b>28</b> Representation of holders of Notes (Condition 11):  | <i>Masse</i><br><br>Name and address of the Representative:<br><br>Association de représentation des masses de titulaires de valeurs mobilières (« ARM »)<br><br>Centre Jacques Ferronnière<br>32 rue du Champ de Tir<br>CS 30812<br>44308 Nantes cedex 3<br>France<br><br>Website: <a href="http://www.asso-masse.com">www.asso-masse.com</a><br>Email: <a href="mailto:asso.masse@gmail.com">asso.masse@gmail.com</a><br><br>The Representative will receive a remuneration of EUR 2,100 payable on or about the Issue Date. |

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 4,100

### 2. Ratings

- Ratings: The Notes to be issued have been rated:
- S&P Global Ratings Europe Limited (“S&P”):  
BBB
- S&P is established in the European Union, is registered under Regulation (EC) No. 1060/2009 (as amended) (the “CRA Regulation”) and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority’s website ([www.esma.europa.eu/supervision/credit-rating-agencies/risk](http://www.esma.europa.eu/supervision/credit-rating-agencies/risk)).

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

Save as discussed in “Subscription and Sale” in the Base Prospectus and save for the commissions related to the issue of the Notes payable to the Joint Lead Managers and the fact that certain of the Joint Lead Managers or their affiliates may have a lending relationship with the Issuer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. Reasons for the offer and Estimated Net Proceeds

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used by the Issuer for (i) the pre-financing of the bridge loan facility entered into, among others, with the Joint Lead Managers in the context of the acquisition of Ingenico and/or (ii) general corporate purposes.
- (ii) Estimated net proceeds: Euro 494,965,000

### 5. Yield

- Indication of yield: 0.980 per cent. *per annum*

## 6. Operational Information

ISIN: FR0013521564

Common Code: 219734409

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 SA 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: Barclays Bank plc  
BNP Paribas  
Commerzbank Aktiengesellschaft  
Crédit Agricole Corporate and Investment Bank  
Morgan Stanley & Co. International plc  
Natixis  
Société Générale  
UniCredit Bank AG

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

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