WORLDLINE

2024

Universal Registration Document

Including the Integrated Report and the Annual Financial Report

Contents

The elements of the Annual Financial Report are identified by the AFR symbol AFR

WORLDLINE

UNIVERSAL REGISTRATION DOCUMENT 2024

Worldline is a global leader in the payments industry and provides its clients with sustainable, trusted and innovative solutions fostering their growth.

This document is a free translation into English of the original French *"Document d'Enregistrement Universel"*, hereafter referred to as the "Universal Registration Document", and is provided solely for information purposes. In case of discrepancy between the French and the English version, the French language version of the Universal Registration Document shall prevail.

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The original French version of the Universal Registration Document including the Annual Financial Report and the Integrated Report is a reproduction of the official version which has been prepared in ESEF format and filed on April 14, 2025 with the *Autorité des Marchés Financiers* (AMF), as competent authority under Regulation (EU) 2017/1129, without prior approval pursuant to article 9 of that regulation, and is available on the issuer's website www.worldline.com. The original French version of the Universal Registration Document may be used for the purposes of a public offering of securities or the admission of securities to trading on a regulated market if it is accompanied by a prospectus and, where applicable, a summary and any amendments to the Universal Registration Document. This set of documents is then approved by the AMF, in accordance with Regulation (EU) 2017/1129.

Notes

In this Universal Registration Document, the terms the "Company" or "Worldline" mean the Worldline SA parent company itself. The terms the "Group" and "Worldline Group" mean Worldline SA and its consolidated subsidiaries, collectively.

As table totals are based on unrounded figures, there may be discrepancies between these totals and the sum of their rounded component figures.

Forward-looking statements

This Universal Registration Document contains statements regarding the prospects and growth strategies of the Group. These statements are sometimes identified by the use of the future or conditional tense, or by the use of forward-looking terms such as "considers", "envisages", "believes", "aims", "expects", "intends", "should", "anticipates", "estimates", "thinks", "wishes" and "might", or, if applicable, the negative form of such terms and similar expressions or similar terminology. Such information is not historical in nature and should not be interpreted as a guarantee of future performance. Such information is based on data, assumptions, and estimates that the Group considers reasonable. Such information is subject to change or modification based on uncertainties in the economic, financial, competitive or regulatory environments. This information is contained in several sections of this Universal Registration Document and includes statements relating to the Group's intentions, estimates and targets with respect to its markets, strategies, growth, results of operations, financial situation, and liquidity. The Group's forward-looking statements speak only as of the date of this Registration Document. Absent any applicable legal or regulatory requirements, the Group expressly disclaims any obligation to release any updates to any forward-looking statements contained in this Registration Document to reflect any change in its expectations or any change in events, conditions or circumstances, on which any forward-looking statement contained in this Universal Registration Document is based.

Information incorporated by reference

In accordance with the requirements of article 19 of EU Regulation 2017/1129 dated June 14, 2017 relating to documents issued by issuers listed on markets of states members of the European Union, the following elements are enclosed by reference:

- The consolidated accounts for the year ended December 31, 2023 under IFRS as adopted by the European Union;
- The related Statutory Auditors' report; and
- The related Group management report;

presented within the 2023 Registration Document (*"Document d'Enregistrement Universel") filed with the Autorité des Marchés Financiers* (AMF) on April 30, 2024 under the filling number: D.24-0377.

- The consolidated accounts for the year ended December 31, 2022 under IFRS as adopted by the European Union;
- The related Statutory Auditors' report; and
- The related Group management report;

presented within the 2022 Registration Document (*"Document d'Enregistrement Universel") filed with the Autorité des Marchés Financiers* (AMF) on April 28, 2023 under the filling number: D.23-0371.

Information from third parties, expert certifications and interest declarations

Certain information found in this Universal Registration Document comes from third-party sources. The Company certifies that this information has been, to the best of its knowledge, faithfully reproduced and that to the knowledge of the Company based on the data published or provided by these sources, no fact has been omitted that would render this information inaccurate or misleading.

Information on the Market and Competitive Environment

This Registration Document contains information relating to the Group's markets and to its competitive position. Some of this information comes from research conducted by outside sources. This publicly available information, which the Company believes to be reliable, has not been verified by an independent expert, and the Company cannot guarantee that a third party using different methods to collect, analyse or compute market data would arrive at the same results. Unless otherwise indicated, the information contained in this Registration Document related to market shares and the size of relevant markets are the Group's estimates and are provided for illustrative purposes only.

Risk Factors

Investors should carefully consider the risk factors described in section C.3 Worldline Risk Management Framework of this Universal Registration Document. The occurrence of all or any of these risks could have an adverse effect on the Group's business, reputation, results of operation, financial condition or prospects. Furthermore, additional risks that have not yet been identified or that are not considered material by the Group at the date of the visa on this Registration Document could produce adverse effects.

Glossary

A glossary defining certain technical terms used in this Universal Registration Document can be found in section G.1 Glossary.

Global Reporting Initiative («GRI»)

Claims of reporting in accordance with the GRI Standards

As Worldline is a member of the Global Reporting Initiative ("GRI") community, this report is consistent with its standards. In this respect, please refer to the content tables in Sustainable report chapter.

This report is prepared in accordance with the GRI Standards.

A

Integrated Report

A

A.1 Worldline: a snapshot

Worldline is a global leader in payments technology, helping businesses accelerate their growth journey. Quickly, simply, and securely.

We are the largest PSP in Europe and #4 worldwide. With advanced technology, local expertise and solutions customised for hundreds of markets and industries, we power the growth of millions of businesses around the world.

Our solutions ensure secure payments and trusted transactional services along the entire payments value chain. We help businesses attract more customers, streamline payments processes, enter new markets, stay compliant, and grow more revenue.

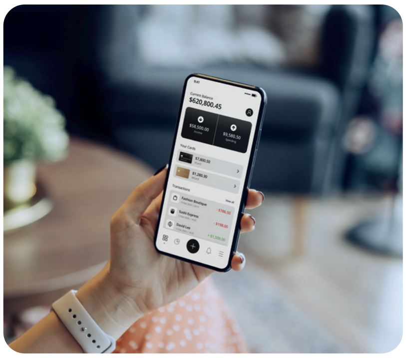
With global scale and a wide range of innovative solutions, we support our customers at every step of their journey. From starting their business to leading their industry.

2024 key figures

€4.6 billion
total revenue (+0.5% organically)

18,000+
experts

~40
countries



Merchant Services

Energising commerce with advances payment services

Worldline covers the full retail value chain, online and in-store, with a 360 degrees approach. We deliver a complete digital journey for retailers and their customers and facilitates consumer engagement *via* seamless services on any device – with payment at the heart of the shopping experience.

- **Commercial acquiring**
- **Acceptance**
- **Digital services**

c. €3.4 billion
2024 revenue
(c. 73% of Group revenue)

Financial Services

Engineering the most advanced payment processing platforms

Worldline provides modern payment solutions that help financial institutions meet their evolving customers' needs, ensure compliance, reduce complexity and support their digital transformation. We offer a unique combination of payment processing on an industrial scale as well as innovative solutions for payment and card-related transactions.

- **Issuing solutions**
- **Acquiring solutions**
- **Account payments**
- **Digital services**

c. €0.9 billion
2024 revenue
(c. 19% of Group revenue)

Mobility and e-Transactional Services

Enabling Tech for good. Beyond payments

Worldline is a trusted partner delivering end-to-end digital transactional services leveraging data and payment for a stronger customer and citizen engagement. We support our clients' digital transformation with the creation of innovative solutions and platforms which improve people's daily lives.

- **Trusted services**
- **Transport & mobility**
- **Omnichannel interactions**

c. €0.4 billion
2024 revenue
(c. 8% of Group revenue)

A

A.2 Formation of the Group

1972

Sligos[1] created in France for payment and electronic banking activities

1973

Sligos wins first ever contract for French card-based banking transactions

1991

Axime[2] created in France for electronic banking and processing

1997

Axime and Sligos merge to create Atos

2004

Creation of Atos Worldline, a subsidiary of Atos Origin

2006

Acquisition of Belgian payment networks Banksys and Bank Card Company

2014

Worldline is carved out from Atos, successful partial Initial Public Offering on Euronext Paris

2016

Creation of equensWorldline after a majority stake acquisition in Equens and Paysquare

Launch of Worldline's CSR programme, TRUST 2020

2017

Acquisitions of Cataps'[3] KB Smartpay (CZ), First Data Baltics, Digital River World Payments (SE), MRL Postnet (IN) and Diamis (FR)

2018

Acquisition of SIX Payment Services

2019

Acquisition of the minority stake in equensWorldline

2019 - 2020

Deconsolidation from Atos; Worldline joins the French stock index (CAC 40)

2020

Acquisition of Ingenico

2021

Acquisitions of Cardlink (GR), Handelsbanken's card-acquiring activities (Nordics), and strategic partnership signing with Axepta Italy

Launch of new CSR programme, Trust 2025

2022

Acquisition of Eurobank's merchant acquiring business (GR) and Axepta Italy

Obtaining a controlling stake in the commercial acquiring business of ANZ Bank (AUS)

Divestment of the Terminals, Solutions & Services (TSS) business inherited from Ingenico

2023

Acquisition of Banco Desio's merchant acquiring activities (IT)

Acquisition of a 40% stake in Online Payment Platform B.V (NL)

Agreement with Crédit Agricole to create a Joint-Venture (FR)

2024

Crédit Agricole and Worldline announce the launch of their JV named CAWL

Full acquisition of SoftPOS (PL)

Credem merchant acquiring activities acquisition (IT)

1 Majority-owned by Crédit Lyonnais
2 The Axime group resulted from the merger of SEGIN, SITB and SODINFORG
3 Cataps was a 100% subsidiary of the Komercní banka banking group

A

Wilfried Verstraete, Chairmain of Worldline

I am proud to have been in the role of Chairman of the Worldline Group's Board of Directors since 2024, following a transformative year in 2023 that tested our resilience and tenacity. In 2024, we embarked on an ambitious transformation through our plan, Power24. This initiative has strategically positioned us to thrive in a dynamic competitive landscape. We have launched several impactful products and maintained strong commercial momentum, reinforcing our commitment to innovation and growth.

Following a significant review, our Board of Directors has a streamlined structure that enhances its expertise and diversity. The Board now consists of 13 directors, including 2 employee directors, ensuring a rich blend of perspectives that reflect our commitment to inclusivity and strategic oversight.

As we look to 2025, Worldline is prepared for a robust recovery. Our focus is clear: we will strengthen our relationships with existing customers, gain new customers, introduce groundbreaking products, and maintain a solid financial base. With Pierre-Antoine Vacheron as our new Chief Executive Officer since 1 March, 2025, we are reinforcing our leadership in payment technologies. Pierre-Antoine brings over 30 years of industry experience and a history of successful transformation. His leadership will drive enhanced performance, improved customer experiences, and a culture that maximizes our potential.

I want to express my sincere gratitude to all of Worldline's incredible teams. Their determination and resilience, especially during challenging times, have been crucial to our progress. It is their unwavering commitment that empowers us to approach the future with confidence and ambition.

I would also like to extend my heartfelt thanks to our shareholders and investors. Your steadfast trust during turbulent times has been invaluable, and we are fully committed to exceeding your expectations as we move forward. Together, we are laying the groundwork for sustainable growth in 2025, all while remaining dedicated to innovation and delivering exceptional payment solutions that exceed our customers' needs.

The payment sector is more than just an industry; it is a vibrant and rapidly evolving arena filled with boundless opportunities for innovation. I am confident that Worldline is uniquely positioned to seize these opportunities, driving remarkable growth and exceptional performance as we continue to support our valued customers.

A

Pierre-Antoine Vacheron, Worldline's CEO

Worldline has the extensive expertise and global reach to uniquely address the needs of merchants and financial institutions in an ever changing payments landscape. This is the reason why I am thrilled to have taken on the role of CEO at Worldline.

Our challenge is to deliver appropriate organic growth and financial performance. 2025 will be a year where we focus on customer excellence, project delivery and on simplifying our platforms to be ever simpler, efficient and innovative, thus unleashing our growth potential.

Together with the Board of Directors, we will also develop a strategic plan to harness the many differentiating strengths of Worldline and reinforce our company as the most reliable partner of choice for our customers in a digital era.

I look forward to engaging with our customers, our partners and my colleagues at Worldline to build trust, foster growth and create enduring value for all our stakeholders.

A

A.3 2024 Key facts

January

- **Strategic partnership with Google** to redesign digital payments experiences
- **Crédit Agricole** becomes a long term **shareholder**
- **Partnership extended with Commerzbank** to offer instant payments (CH)

February

- Launch of Power24 **transformation programme**
- Expansion of **partnership with BNP Paribas Fortis** (BE)
- Worldline is certified **'Top Employer'** and **'Great Place to Work'** for the third consecutive year (IN)

March

- Exclusive negotiations with **Cassa Centrale Group (IT)**
- Crédit Agricole and Worldline announce the **launch of their joint venture**
- **First global online payment service provider to be authorised** by the Turkish Central Bank for international payments **in partnership with Lidio (TK)**

April

- Launch of the **first all-in-one ordering and payment kiosk** with Tabesto
- Crédit Agricole and Worldline unveil **CAWL, their new payment services brand**

May

- **Launch of virtual card issuing solution** for online travel agencies in partnership with Visa
- Worldline Belgium based study confirms **digital transactions are greener than cash**
- **Agreement with Banque Raiffeisen** for cloud-based instant payments processing (LU)

June

- **Wilfried Verstraete** appointed as the **new Worldline Chairman** during the Group's Annual General Meeting
- The Times names Worldline as a **Top 50 Employer for Gender Equality 2024 (UK)**
- Enhancement of payment solutions for luxury hospitality segment with **Preferred Hotels & Resorts**

July

- **Strategic partnership finalised with Cassa Centrale Group** in merchant acquiring (IT)
- Fintech company **BKN301 integrates Worldline's issuing and acquiring services** to bring innovative digital payments solutions
- Worldline, **Antenor and Selfly Store transform grab & go shopping** with seamless contactless payments

August

- **Launch of biometric technology with PayEye** to revolutionise cashless payment services (PL)
- Launch of the **first omnichannel payments platform:** Worldline One Commerce (IN)

September

- PAYONE launches **merchant-based payment solution Tap to Pay on iPhone** (DE)
- **Anadolubank Nederland N.V.** strengthens compliance with Worldline's **cloud-based instant payments solution**
- **Launch of an open platform card solution** in Hong Kong and Macau with BOCHK
- **Apointment of Marc-Henri Desportes as Chief Executive Officer ad interim** following the departure of Gilles Grapinet

October

- Worldline and OPP unveil groundbreaking **Embedded Payments solution** for platforms and marketplaces in Europe
- **New European account-to-account payment method** for merchants: **Bank Transfer by Worldline**
- Delivery of a **data-driven fraud** management solution with **Visa Acceptance Solutions**

November

- Signing of the **strategic partnership with Credem** for merchant acquiring activities (IT)
- **Tap to Pay on iPhone available for merchants** to accept contactless payments (NZ)

December

- **Partnership with Dubai-based payment gateway provider Telr** to empower global online businesses in the United Arab Emirates
- **Launch of Worldline FlexPricing**, a first of-its-kind feature designed specifically for Independent Software Vendors to **implement flexible pricing strategies** (US)

A

A.4 Group's Strategy, Technology, and competitive strengths

Strategy

Worldline's ambition is based in its leading position within the payment value chain, achieved following a decade of building scale through consolidations that have solidified its status as a pan-European payment powerhouse. Leveraging this unique market position and accelerating organic investments in technology and product development, Worldline has established itself as a European leader in payment technology. With a renewed focus on customer centricity and an organisational structure tailored to serve scalable and innovative solutions to small and medium-sized businesses, enterprise merchants as well as financial institutions, Worldline targets accelerated profitable growth, ensuring a sustainable value proposition for all stakeholders.

Worldline has built a unique payment company in Europe

Since 2014, Worldline has achieved its strategic ambitions set at the IPO through a rigorous growth and consolidation strategy. This journey has positioned Worldline as a pan-European leader with significant processing scale, geographic reach, and comprehensive coverage of the payment value chain, while also quadrupling its revenue through organic growth and accretive M&A operations.

The Merchant Services division now accounts for circa 73% of the Group's annual revenue, expanding its online and omnichannel capabilities to meet the evolving demands of its customers. By offering integrated instore and online payment solutions, Worldline has differentiated itself as a leading provider, catering to around 15% of the European retail sector and establishing itself as a key partner for any payment brands looking to penetrate the European market. Worldline also serves small and medium-sized businesses (SMBs) with localized digital solutions and an effective multi-channel go-to-market strategy.

In Financial Services, Worldline has more than doubled its size, becoming an essential partner for banks and financial institutions seeking to modernize their payment technology and improve their payment infrastructure amidst ever-evolving regulations and technology. This unique positioning has established Worldline as one of Europe's largest acquirers and transaction processors.

This consolidation has positioned Worldline in a favorable dynamic payment market, where large-scale specialized players like Worldline lead, as they can navigate the complexities of the European payments landscape, marked by evolving local regulations, diverse payment options, and high market fragmentation.

2024 – Accelerating transformation through strategic reorganization

Following a decade of strategic consolidation in the European payment market, Worldline has been through a year of transformation in 2024. The company's priority has shifted away from transformative acquisitions to focus on organic growth, product range expansion, distribution enhancements and operational efficiency to generate robust cash flows.

Our transformation plan, Power24, aims to accelerate the existing post-integration transformation efforts that leverage the benefits of a stabilised business scope, with the overarching goal of enhancing operational efficiency and competitiveness through a faster, more automated, and leaner organisation. Through Power24, Worldline completed in 2024 its reorganisation, renewed its management team, and realigned its fixed-cost base according to industry benchmarks. From a financial standpoint, the priority given to organic growth and the continued reduction of integration and rationalisation costs will enhance Worldline's free cash flow profile in the coming years.

A

2025 – Refocus and rebound

In 2025, our operational focus will shift towards customer centricity as a guiding principle across the company to restore our growth trajectory. After a year of transformation, management focus will be on customers' and partners' satisfaction as well as expansion to drive a successful rebound while maintaining continuous improvement efforts.

Our strategy for 2025 will entail a refocus of management attention towards core businesses, with defined action plans around the following priorities to rebound to profitable growth:

- In the Enterprise segment, the focus will be on targeting specific segments, cross-selling European acquiring services, and enhancing strategic partnerships.
- For Small and Medium Businesses (SMBs), efforts will center on creating an efficient digital customer journey, enhancing embedded payment solutions for Independent Software Vendors (ISVs) and partners, and developing competitive packages in new high-growth areas.
- In Financial Services, priorities are key products such as card issuing, multi-rail fraud prevention, account-to-account payments, and instant payments.
- Mobility and Transactional Services (MeTS) will concentrate on its three core product pillars—Trusted Services, Transport and Mobility, and Omnichannel Interactions—while expanding these offerings internationally.

To drive our 2025 strategy, Worldline will focus on continuous cost improvement and operational excellence. Key transversal initiatives include digitisation and process automation through GenAI, acceleration of data driven management, and enhancing IT resilience and operational excellence.

In parallel, our 2025 strategy will also involve selective portfolio pruning, targeting divestments of peripheral assets that have limited synergies with Worldline's core business.

2025 Outlook

- **Similar revenue growth rate in 2025 vs. 2024**[1]
- **Growth in unlevered Free Cash Flow vs. 2024**[2]

Further details regarding the 2025 trajectory will be provided during the Q1 2025 publication to take place on April 23rd, 2025.

Medium term ambitions

Through the transformation of our organisation, processes, and tools initiated in 2024 with Power24, Worldline aims to be the European leader in payment technology, outperforming within our key markets.

By capitalising on our strong market position, advanced technology, and robust distribution network, we will aim for a progressive reacceleration of revenue growth, exceptional customer satisfaction, and a reinforced commitment to corporate social responsibility.

Corporate Social Responsibility (CSR) strategy

Since 2014, the company has implemented a CSR strategy based on a materiality matrix that is regularly updated. This strategy defines the CSR ambitions of the company and is actioned through 5-year programmes called Trust. The Trust 2020 programme was launched in 2015 and the current programme, Trust 2025, is coming to a close. These programmes are directly connected with the company's strategy and are composed of projects with 5-year targets. The programmes aim to transform our company to ensure a higher level of resilience and meet new stakeholders' expectations in areas such as quality, security, customer satisfaction, ethics, social, environment and supplier engagement.

1 *Assuming current unchanged macro environment in our core geographies*
2 *Unlevered FCF: FCF before cash costs of net financial debt, see Non-IFRS financial measures in C.8.2 "Free cash flow*

A

Technology, R&D, patents and licences

Worldline operates its business as one global factory that serves each of the Group's Global Business Lines. Under this approach, Worldline continually seeks ways to leverage its industrial scale, processes based on standardised tools, shared best practices and efficient use of global resources to deliver services at competitive prices. Worldline's competence centres, IT platforms, data centres, and hardware are central assets in this effort.

IT platforms

Worldline engaged a strategy delivering global performance by consolidating onto its best-of-breed IT platforms leveraging the cloud technology transformation. In that frame, the Group "Move to Cloud" programme allows all its business divisions to benefit from the most appropriate infrastructure solution taken from "Worldline on-prem Cloud", "Client Private Cloud" or "Public Clouds" models. The business platforms consolidation enables the full delivery on the European continent of the scale benefits linked to the combined volumes of the former platforms, while freeing up capacities to invest in new technological innovations reducing at the same time, the ecological impact of data processing.

Data centres and hardware

The Group engaged a global strategy for data centres around the world to deliver the services in the best efficient and reliable way. In that frame, Worldline strengthen its operations in Europe in nine consolidated, interconnected, highly secure and fully redundant data centres distributed in three independent availability zones called "Cloud Areas". Worldline's European data centre hub covers an area of more than 9,500 sqm and runs approximately 22,000 servers physical devices and approximately 50,000 virtual machines with a storage capacity of approximately 40 PB of data. In total, Worldline's European hub data centres process approximately 85% of the Group's total transaction volumes. All of Worldline's European hub data centres are compliant with the Payment Card Industry Data Security Standard (PCI-DSS, 3DS and PIN) required for payment service providers to accept, transmit or store cardholder data. In a more general frame, the data centres operate by the Group are also certified under ISO 9001 (quality management), ISO 14001 (environmental management), as well as ISO 27001 (security). This without forgetting more specific certifications like SecNumCloud (France) or DK (Deutsche Kreditwirtschaft). All of these data centres meet at least Tier 3 classification of Uptime Institute. Worldline's European hub data centre facilities are also compliant with IT Infrastructure Library (ITIL V3), IT service management "best practice" standards and applicable banking standards. Worldline ensures that strict security measures are taken at all of the data centres it uses, including video surveillance, access control, a limited staff policy, infrastructure monitoring, annual risk management reviews, regular business continuity procedures and internal and customer audits. All over the world, where it suits its client needs, Worldline also operates onto additional highly secure and standard certified data centres provided by third party suppliers. In total, those additional data centres process approximately 15% of the Group's total transaction volumes. To benefit from maximum network connectivity, the Group uses several European telecommunications centres rented from external parties that are interconnected with its data centres through high-capacity optical fibre networks. Worldline's data centres, networks, servers, and telecommunications centres are operated and maintained by a global infrastructure and operations team of approximately 2,000 information technology experts.

Research and Development

Worldline actively seeks to promote a culture of innovation designed to spur its employees to greater creativity and encourage the design and implementation of value creating projects.

The Worldline Labs, Group's dedicated Research and Development teams, are a key enabler of its capacity for innovation and improvement of its products and solutions, a critical strength in an industry that is constantly evolving. The Worldline Labs are managed centrally from the Group's headquarters and comprise Research and Development engineers spread throughout the countries in which the Group operates. Many of the Group's Research and Development engineers are closely integrated within the Group's operational teams and focus primarily on incremental innovation, while other Research and Development engineers are focused on longer-term Research and Development projects dedicated to radical or disruptive innovation. The Worldline Labs supported a broader team of more than 4,500 engineers in the field working with clients to implement the Group's services. The Group's Research and Development expense amounted to € 229 million in 2024.

Intellectual property, patents, licences, usage rights, and other intangible assets

The Group owns most of the intellectual property that it uses in connection with its activity. As a result, the Group is usually able to develop its own technological solutions and to provide its products and services to clients without depending on competitors or other third parties.

The Group's intellectual property rights comprise a combination of complementary rights, including rights relating to technology, such as:

- know-how and trade secrets whose confidentiality is ensured by the Group's internal policy as well as by contractual provisions that are binding on the persons or entities with access to such information;
- software and information systems (which are protected by copyright) and databases. In accordance with the Group's intellectual property policy, software registration is used to ensure copyright protection;
- a portfolio of c.180 patents, filed in the geographic markets where the Group is most active, including Europe, the United States, Canada and India;
- rights to distinctive marks such as trademarks or domain names, in particular those including the name "Worldline", registered in all of the countries where the Group does business.

Going forward, the Group will continue for filing trademarks and patents relating to the Group's activity in accordance with the Group's intellectual property policy applied by the Group with respect to its own Research and Development projects, the primary objectives of which are the following: (i) to identify the intellectual property developed by the Group's entities; (ii) to evaluate their potential and optimise their usage; (iii) to determine the form of protection best suited to the Group's activity (for example, filing a patent or protecting the confidentiality of a trade secret); (iv) where necessary, to bring legal action against infringers and defend actions brought against the Group; and (v) to ensure that the Group remains independent with regard to intellectual property and that the majority of the intellectual property used by the Group belongs to it.

In addition, from time to time, some Group entities use open-source software, which may be used free of charge under licences that sometimes include an obligation to disclose the source code developed using the open-source software. The Group's internal intellectual property policy provides that management must closely monitor such use from both a technical and a legal perspective in order to avoid the risks of unmonitored use of open-source software and disclosure of source codes relating to the Group's proprietary software.

The Group is a respondent in very intellectual property labour claims and in the Group's opinion most of these claims have little or no merit and are provisioned appropriately (see section C.4 Legal Proceedings).

Worldline's competitive strengths

The payments ecosystem is undergoing considerable change: Fintechs and new entrants are attempting to disrupt existing models, big consolidations are now operational, and regulations continue to open up markets and remove certain barriers of entry. Worldline competes with both incumbents with global scale and reach and newer entrants with disruptive business models (Fintechs).

The Group has a unique combination to face this competition:

- Worldline is the leader for payment services and processing in Europe and has an expanding global footprint;
- Worldline has a comprehensive positioning across the extended payments value chain; and
- Worldline has a leading presence in next-generation payment services.

A major player in Europe with an expanding global footprint

Worldline is Europe's leading payment and electronic transactions service provider in terms of revenues and continues to reinforce this European leadership position. The Group holds leading market positions in Switzerland, Austria, Luxembourg, Belgium, the Netherlands, Germany, Lat*via* and Lithuania and is present in 38 countries.

Worldline is also one of the main online payment services providers in Europe.

The Group's status as one of Europe's leading players is coupled with its strong and growing presence in emerging markets such as India, China and Australia where it benefits from local growth and knowledge.

Scale allows the Group to:

- drive innovation;
- be price competitive;
- offer payment acceptance and acquisition services on a Pan-European scale; and
- attract large multi-national clients looking to outsource mission critical payment's activities or other digital data processing services.

The Group maintains a particularly broad base of customers across Global Business Lines characterised by long-standing and diversified relationships. This positioning constitutes the basement from which to pursue both organic and inorganic growth opportunities which are expected to arise in the sector. Worldline's track record of successful inorganic growth underlines its abilities and consolidates its competitive position and scale.

Over the recent years, Worldline has successfully expanded its reach through the acquisition and integration of several key players in the digital payment industry. Notable acquisitions include Banksys (Belgium), Equens (The Netherlands, Germany, Italy), Paysquare (Germany, The Netherlands), Digital River World Payments (USA, Brazil, Sweden), First Data Baltics (Lithuania, Lat*via*, Estonia), Venture Infotek and MRL Posnet (India), and Diamis (France). Additionally, the company has formed a strategic partnership with Komerční banka (Czech Republic). More recently, Worldline acquired SIX Payment Services (Switzerland, Austria, Luxembourg) in 2018 and Ingenico (Europe and Global) in 2020. These strategic moves have solidified Worldline's position as the European leader in digital payments and have cemented its reputation as a world-class payment services provider.

As part of its strategy to expand its presence across Europe through acquisition and partnerships with leading financial institutions, Worldline completed the last two years the creation of a joint venture with BNL banking group and the acquisition of 80% of Axepta Italy, as well as the acquisition of Cardlink SA, the leading Network Services Provider in Greece, the acquisition of Handelsbanken's card-Acquiring activities in the Nordics, the acquisition of Eurobank Merchant Acquiring activities coupled with a long-term commercial partnership with Eurobank aiming to leverage its strong banking network.

In 2022, the Group completed the acquisition of a controlling stake in the commercial acquiring business of ANZ and the creation of a 51%-49% joint-venture controlled by Worldline to operate and develop commercial Acquiring services in Australia with ANZ Bank, one of the largest banks in Asia-Pacific and Australia's 3rd largest acquirer with a c. 20% share of transaction volumes processed in Australia. Finally, in 2022, the Group completed the sale of its Terminals, Solutions & Services (TSS) business line to Apollo Fund and announced the acquisition of a majority stake in SoftPos.eu, and agreements to acquire a 40% stake in Online Payment Platform and the project to acquirer the merchant activities of Banco Desio in Italy. These agreements were then completed in 2023.

The expansion strategy continued in 2023 with the acquisition of the merchant portfolio of Banca del Fucino in Italy and, in particular, with the binding agreement signed with Credit Agricole to create a major player in merchant services in France. The agreement contemplates the creation of a joint company fully operational by 2025 combining Crédit Agricole's merchant acquiring footprint, French market intimacy and distribution power with Worldline's leading innovation, technology and global infrastructure marking a key milestone on Worldline's history as the French market is the largest market in Continental Europe by value of card payments.

In 2024, the Group has focused its efforts on repositioning and transforming its operating model through Power24, while investing in its core business, notably in Italy through the acquisition of CREDEM (to be finalized in 2025), which, after the partnerships signed with CCB and RCH, further strengthens its footprint in the country.

Comprehensive unique positioning across the extended payments value chain

The Group provides a wide range of solutions across the extended payments value chain. Worldline's business extends, from:

- The "core" electronic payment services traditionally offered to merchants and banks:
  - Commercial Acquiring;
  - Acquiring and Issuing Processing;
  - Payment Acceptance solutions;
  - SEPA transaction processing;
- to "extended" value-added services such as:
  - digital banking;
  - mobile authentication;
  - mobile payment & wallets;
  - private label cards;
  - loyalty programmes;
  - Open Banking connectivity;
  - omni-commerce services;
  - and innovative services provided to emerging new digital businesses (in the domains of Trusted Services, Transport & Mobility, Omnichannel interactions).

The Group's breadth of services allows providing flexible and tailored solutions addressing client needs and reducing their risk and upfront costs (*e.g.*, offering structure totally or partially based on transactional rather than on project builds).

By offering solutions across the payment value chain, the Group extracts more value at each point of the transaction lifecycle while relying less on specific Business Lines, solutions or technologies. The Group's policy of promoting the sharing of best practices, developments and synergies across Global Business Lines permits improved operational and production efficiencies throughout the Group. This virtuous circle leads to further value and fosters innovation. In particular, in 2023, The Group has launched its own Open Banking based payment mean under the name of "Bank Transfer by Worldline".

Furthermore, Worldline's positioning across the extended payments' ecosystem gives a complete perspective on the industry allowing to quickly react to change happening for regulatory or other reasons and to capitalise on new opportunities generated.

Leading presence in next-generation payment services

The payment services market is rapidly evolving and the Group is well-placed to capitalise on growth in next generations' payment services.

Worldline, also thanks to its in-house Acquiring solutions, has strong local online acceptance solutions in many European countries such as France, UK, Belgium, Spain, Germany, Netherlands, Italy, Greece, and Eastern Europe.

The Group is expanding its local payment products every day and develops end-to-end Open Banking services. This overall position is strengthened by multi-currencies online acceptance and collecting solutions that provide worldwide coverage. Specific focus is on Latin America and Asia-Pacific which are regions presenting particularly high growth in electronic payments.

In mobile payment solutions, the Group benefits from a neutral technology positioning, serving an array of banks and financial institutions, card payment schemes, merchants and telecommunications providers, and has the flexibility to offer both own-brand and white label solutions. Thanks to a clear strategy and strong R&D, Worldline has key assets for mobile payments, such as:

- PCI-DSS card container;
- strong software authentication (patented);
- host Card Emulation payment platform (patented); and
- EMVco compliant tokenisation platform.

The Group also offers mPOS devices and mobile payment solutions such as SoftPOS, which are targeting micro merchants, start-ups, and small businesses or specific sectors such as restaurants and movie theatres.

Whether through loyalty programmes and customer relationship management (CRM) services, solutions that capture data opportunities or other value-added services, the Group is continually expanding its portfolio of innovative payment-related solutions for its merchant clients, allowing them to engage and support their customers throughout the duration of the merchant-customer relationship – before, during and after sales.

A

Worldline is pursuing a dual approach in which local presence across many European markets as well as key presence globally is combined with specific merchant/industry vertical attention.

Taking a closer look at the various merchant demands regarding payment acceptance and check-out processing, it is increasingly becoming apparent that these are developments based on the specific requirements of the vertical into which a merchant can be categorised into.

In order to provide more value for merchants, Worldline has increased its focus on specific verticals to provide additional merchant value. Within the selected verticals are:

- Retail
- Grocery Retail & Quick Service Restaurants;
- Petrol;
- Travel & hospitality;
- Specialty retail;
- Self-Service Sales;
- Transportation;
- Vending;
- Parking & EV Charging.
- Digital commerce
  - E-Travel & airlines;
  - Marketplaces & B2B;
  - Regulated business
  - E-Retail;
  - Digital Goods & Services;
  - Gaming & Entertainment;
  - FX.

This approach has enabled the Group to work closely together with numerous global brands such as Lufthansa, Turkish Airlines, Monoprix, SPAR, Casio, MediaMarkt, Pearson, and many others.

The Group is well positioned to build long-standing relationships with these multi-national merchants, developing tailored value-added services and solutions to accommodate their changing needs as technology and trends in consumer behavior evolve.

In addition, many of the services provided in the Mobility & e-Transactional Services line, are highly innovative and Worldline leverages its expertise in the areas of payments, business processes digitization, large transaction processing and data analysis to help companies and Public Administrations in facing the strategic challenges brought by the digital transformation.

The Group considers these a major competitive advantage regarding most of its competitors, who often need to form consortia with other industry players to provide a similar range of services leading to issues in terms of responsibilities, risk coordination and client contractual relationships.

Finally, the Group has proven strength with its own intellectual property and Research and Development capabilities which are key enablers of its capacity for innovation and improvement. From the digital euro prototype, to biometrics, blockchain and Internet of Things, Worldline is on the cutting edge of this new payments' era and partnerships in all these areas with technology companies, universities and start-ups will secure the Group at the front line of the next R&D frontiers. In particular in 2023 Worldline supported the European Central Bank (ECB) in the front-end prototype testing of the digital-euro, the Central Bank Digital Currency which potential issuance has been investigated over the last two years.

A

A.5 Corporate Social Responsibility

CSR vision

How Worldline addresses the environmental challenges of a payment services company

Worldline is proud to underline our commitment to Corporate Social Responsibility (CSR), as demonstrated by our strategic alignment with the Corporate Sustainability Reporting Directive (CSRD). Since 2015, Worldline has engaged in extensive initiatives focused on Environmental, Social, and Governance (ESG) considerations. Our action plan, which includes the Trust 2020 and subsequent Trust 2025 targets, is designed to ensure that we remain at the forefront of responsible business practices. Through the current Trust 2025 programme, we have identified and prioritised ESG aspects that are of significant relevance to our industry.

In response to the CSRD, Worldline has conducted a comprehensive materiality assessment, which has reaffirmed the key topics addressed within our Trust 2025 programme. Consequently, Worldline is well-positioned to continue making a positive impact on its CSR challenges by advancing the objectives of the programme. This alignment underscores our proactive approach to addressing sustainability challenges within our industry of payment services. To achieve these targets, Worldline is implementing a range of action plans that specifically address each of the necessary ESG themes.

Leadership in environmental strategy and action

Since Worldline's IPO in 2014, addressing environmental challenges has been part of the company's priorities. We continue to play a leading role in this field. This leading position was further confirmed in 2024 by our CDP A-rating and an EcoVadis score of 86/100 for the third consecutive year.

Worldline's Trust 2025 commitments

#1	Guarantee delivery excellence and utmost quality of services
#2	Enhance customer experience through positive impact solutions
#3	Foster people development, well-being and engagement
#4	Promote fairness, diversity and inclusion for more equality and performance
#5	Increase sustainable procurement practices within our value chain
#6	Endorse ethics and confidence in all our activities
#7	Contribute to carbon neutrality

"The acceleration generated by the new ESG regulations will highlight the need to demonstrate the sustainability of business models. Worldline has been committed to this for many years."

Sébastien Mandron,
CSR Officer

A

Trust 2025

Topic	Indicator	2023	2024	Target 2025
Platforms secured & available	• Quality score – Contracts' & Platforms services availability & response	99.9856%	99.9870%	99.99%
	• Quality score – Platforms' services availability & response	99.9917%	99.9908%	99.99%
	• % of data subject' request answered in time and in compliance with Worldline privacy policy	99.6%	99.76%	100%
	• % of ISO 27001 certified sites according to the security policy	77%	87%	100%
Customer experience & innovation	• Customer Net Promoter Score	42	30	52
	• Sustainable offer revenue in €m	2,542	2,551	2 307
Talent attraction & retention/ People diversity	• Average number of Training hours per employee per year	21.28	25.40	32
	• Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64%	64%	69-70%
	• % of additional disabled workforce in the countries imposing legal requirements	(+)17%[1]	+17%[1]	20%
	• % of women within the management positions	26%	26%	35%
Sustainable procurement/ Ethics & Compliance	• % of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100%	100%	100%
	• % of total expenses assessed by EcoVadis out of strategic suppliers expenses	91.1%	95%	90%
	• % of alerts investigated and related actions plan defined within 2 months	98%	97%	100%
Climate change	• CO_2 emissions reduction (scope 1, 2)	-43%	-42%	-25%
	• % of CO_2 offseted emissions for scope 1,2, 3a	100%	100%	100%

1 *This percentage corresponds to the absolute change in the number of employees compared to the 2020 baseline*

Worldline's climate strategy

Worldline recognises the growing importance of sustainable operations and is committed to continuously improving our performance in this area.

We have designed and implemented a low-carbon environmental strategy. Consistent with international guidelines to align the commitments reached at the Paris UN Climate Change Conference (COP21) in 2015, our strategy factors in expectations from stakeholders, including customers in the countries where we operate, as well as civil society.

Worldline has aligned its mid- and long-term CO_2 emissions reduction objectives with the Science Based Targets initiative (SBTi), following the GHG Protocol. This includes scope 1 and 2 emissions, covering direct emissions from owned or controlled sources (scope 1) and indirect emissions from purchased electricity, steam, heating, and cooling (scope 2). Additionally, we address the entire scope 3, focusing on CO_2 emissions linked to customers and employees, as part of our broader value chain impact.

Driven by our strong climate commitment, Worldline aims to contribute to the objectives of COP21. The company has set a goal to reduce our CO_2 emissions by 90% by 2050, reinforcing our dedication to long-term sustainability and environmental responsibility.

Worldline, fully engaged in Green IT initiatives

Over the past 2 years, Worldline has been engaged in significant "Green IT" initiatives focused on IT production efficiency, internal IT sufficiency, IT service eco-design and the decarbonisation of payment transactions.

Our IT production efficiency programme focuses on 3 main pillars designed to reduce carbon emissions. Firstly, we actively prioritise the procurement of energy-efficient servers and components while continuously optimising existing systems to enhance energy performance. Secondly, our focus extends to optimising and monitoring energy efficiency within our infrastructures, conducting regular evaluations to improve data centre techniques and ensuring ongoing enhancements in Power Usage Effectiveness (PUE). In particular, our French data centres are ISO 50001 certified, underscoring our commitment to sustainable operations. Thirdly, Worldline is committed to reaching 100% renewable energy usage in offices and data centres by 2025 (currently with 92% coverage).

In addition, Worldline's efforts include rationalising IT equipment by optimising application distribution across servers, extending equipment lifespan, and promoting recycling. The "Move2Cloud" initiative further supports this. It migrates solutions to cloud infrastructures, including strategic partnerships with hyperscale providers like Google and adherence to high security standards. Through containerisation, we maximise resource efficiency, ensuring server capacities are utilised only when necessary, thereby minimising our environmental impact.

Regarding our internal IT sufficiency initiative, Worldline has deployed various actions to reduce the environmental impact of our corporate IT systems. This initiative targets the equivalent CO_2 (eCO_2) footprint in 2 areas: the impact of end-user devices and IT services. Our assessments indicate that over 80% of emissions from our corporate IT originate from end-user devices and software services. To mitigate the challenge, we are reviewing our IT devices policy with a view to reducing our CO_2 manufacturing footprint. This strategy is applied in our procurement policy and in the way the maintenance of devices are organised.

Our IT service eco-design initiative seeks to optimise the design of digital services to reduce hardware resource consumption, ultimately leading to lower energy usage and prolonged device lifespans by minimising the need for new hardware. Worldline actively participates in standardisation efforts for the eco-design of digital services, including contributions to the AFNOR SPEC 2201 in 2022 and the ongoing ISO/IEC TS 20125 for Digital Services Eco-Design. By engaging in the ISO/IEC TS 20125 development, Worldline is establishing best practices for the lifecycle of digital services, allowing our teams to assess eco-design maturity and identify areas for enhancement. This initiative positions us as a leader in sustainable digital solutions in addition to being compliant with international standards.

Worldline conducted 2 Life Cycle Analyses (LCA) in Belgium to compare the environmental impact of in-store bank card transactions with online transactions and cash transactions. The results, widely shared with customers and regulators, indicate that in-store digital payments can reduce eCO_2 emissions by up to 3 times, and by approximately 73% compared to cash transactions when fully optimised, including phone-to-phone transactions. The LCAs classify payment methods by their carbon footprints, revealing factors that affect their environmental impact. The research aims for a target of 1g eCO_2 per transaction for various payment methods, emphasising the potential for improvement while recognising the significant socio-economic changes brought by digital technologies. Overall, the findings highlight that cash transactions have a higher carbon footprint than electronic payments, offering insights for further optimisation of digital payment solutions. Full results of the Belgium-based study are avilable here.

Worldline's contribution to the United Nation Sustainable Development Goals

Worldline is committed to demonstrating its contribution towards the achievement of the United Nations Sustainable Development Goals (SDGs).
Since 2017, our company has carried out a detailed assessment to identify and measure our contribution to all SDGs through a two-step mapping analysis.

Examples of how our offerings and actions contribute to the SDGs:

SDG 3: Worldline participates in the development of good health and well-being by putting in place various initiatives devoted to foster well-being at work (flexible working, health care benefits, social initiatives). In this regard, Worldline is certified a Great Place to Work in 17 countries.

SDG 4: through our strong training programme, Worldline ensures that all learners acquire the knowledge and skills needed. In addition, we have set up various social initiatives, led by the Worldline Corporate Foundation, that enable employees to do voluntary work to support children in their education, working with existing associations in the field.

SDG 5: Worldline has various initiatives and objectives that aim to foster gender equity. These include Diversity and Inclusion Network, and KPIs related to the proportion of women in management positions.

SDG 7: with our data centres using renewable energies, Worldline participates in the development of clean energies. Worldline is preparing for ISO 50001 certification in all our data centres. Moreover, the actions we have implemented since 2023 following our energy consumption reduction initiatives have contributed to make more energy available for other needs.

SDG 8: our company encourages economic growth and the promotion of decent work through our solutions which have a positive impact, through our responsible purchasing policy applied throughout our supply chain and the integration of social standards in the management of the supply chain in question.

SDG 12: Worldline aims to achieve high quality waste management as part of our ISO 14001 certification programme for all our sites with more than 500 employees. For example, ISO certified sites have set management systems for all KPIs, involving all employees to implement environmentally friendly ways to conduct business, create awareness on current environmental topics throughout all departments, make sure that everything is well documented and supervised to avoid uncertainty and be reactive. In addition, we implement our sustainable procurement strategy.

SDG 13: Worldlines contributes to combatting climate change by annually assessing the greenhouse gas emissions of our value chain, following up on results by setting high standard goals to reduce emissions and actions to achieve them.

SDG 16: our company participates in building effective and accountable institutions by promoting the transparency and traceability of financial transactions and by actively combating corruption. This is one of the foundations of Worldline's Code of Ethics and Business Conduct. Furthermore, Worldline published in 2022 our Vigilance plan and is working on a renewed version.

A

Recognition by top non-financial ratings and rankings

In 2024, Worldline continues to be recognised as a leader in its sector by the principal non-financial ratings agencies.

- **Axylia:** A score.
- **CDP:** the rating was maintained at A-.
- **EcoVadis:** maintained a score of 86/100.
- **Ethifinance:** Worldline was recognised for the transparency of its extra-financial information by obtaining a score of 72/100.
- **ISS-ESG:** Worldline maintained its B- score and Prime status.
- **MSCI:** AA grade.
- **Vigeo Eiris (part of Moody's ESG Solution):** Worldline obtained a score of 61/100.

Worldline is also recognised by the **Financial Times** as one of **Europe's Climate Leaders 2024**. Worldline ranked as one of Europe's 400 Climate Leaders in the fourth edition of the Financial Times-Statista list, with a score of 71/100.

External partnerships

To stay abreast of the latest market trends and industry sustainability best practices, and thus develop its CSR performance, Worldline is an active member of the following networks and organisations:

United Nations Global Compact Reseau France: since 2020, Worldline represented by its CEO, is a member of the Board of Directors of the Global Compact Reseau France. Being a member of the Global Compact represents a real opportunity to join forces with a major institutional player in the field of sustainable development to accelerate the necessary transformations to accompany societal transitions. In this regard, Worldline is also committed to contribute to the United Nations Sustainable Development Goals (SDGs).

Sustainability Directors' Club (C3D): Worldline is a member of the Board of Directors of C3D which helps our company leverage best practices, market trends and have access to latest regulations. The CSR Officer of Worldline has been an administrator of the C3D since 2018.

International Organization for Standardization (ISO): Worldline collaborates with and funds ISO at the international level. We lead the ISO working group set up to draft international standards related to the eco-design of digital services. The technical specification (ISO 20125 Eco-design of digital services) written by this group defines and recommends eco practices for each phase of a digital service life cycle.

Observatory on Corporate Social Responsibility (ORSE): since 2019, Worldline is a member of the ORSE, making contributions to in-depth thinking relating to CSR best practice.

Global Reporting Initiative (GRI) Community: the Group is a member of the Community and supports the mission of the GRI to empower decision makers everywhere, through the GRI Standards.

A

Philanthropy

Worldline is deeply committed to having a positive impact on the economic and social development of the regions where our company operates. In this context, Worldline runs philanthropic initiatives and supports various causes, particularly focusing on education and the environment, with the aim of meeting the needs of the regions where we are present.

Since 2023, we have intensified our philanthropic efforts by establishing a formal philanthropic policy, creating a network of ambassadors, and introducing a new channel through the Worldline Corporate Foundation.

The Foundation aims to help as many people as possible improve their lives by addressing current social and environmental changes. It will operate in France and other countries (mainly near our sites and in Europe) by supporting, financing and providing support for projects of general interest. Particular attention will be paid to young people and women.

The General Manager of the Foundation (on behalf of group philanthropy) coordinates a philanthropy ambassadors network and drives the Social & Philanthropic Initiatives Committee which covers the following dimensions:

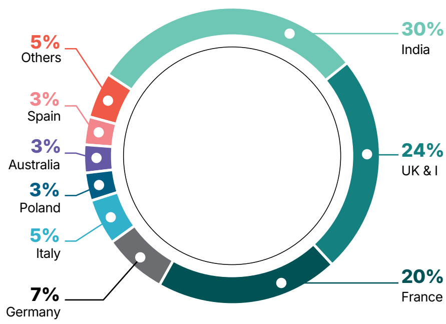
- Themes related to education and the environment;
- Priority audiences, such as young people and women, due to their greater vulnerability worldwide, and, more generally, actions that reduce gender inequalities;
- Various ways to contribute, such as in-kind donations, donation of time (mentoring or skills-based volunteering), financial donations, or company matching in case of employee-involved fundraising.

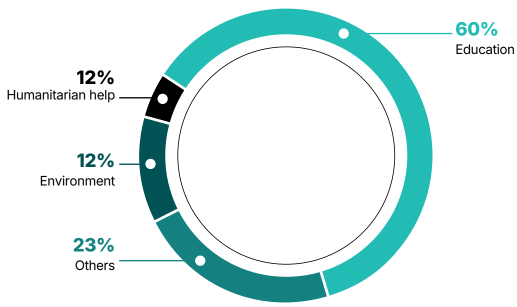
Social and Philanthropic initiatives

Social and philanthropic initiatives encompass the various programmes implemented by each country, tailored to local priorities and budgets. These initiatives are carried out in accordance with Worldline's compliance regulations.

Results

The total amount of donations for 2024 was €438,524.





A

Education, Mentoring, and Empowerment Initiatives

Worldline strongly believes that education is a fundamental driver of positive change. Given the high level of expertise required in the digital payments sector and the qualifications of its workforce, Worldline recognises the vital role of education in shaping futures. Consequently, our company actively supports projects that enhance or accelerate educational opportunities, alongside mentoring programmes designed to better equip the younger generation for entering the labour market. Here are a few non-exhaustive examples:

- Worldline India actively supports the NGO Catalysts for Social Action (CSA) which provides healthcare, hygiene services, and meals to children while promoting education, life skills, and vocational training to foster independence.
- In France, Worldline is dedicated to increasing women's representation in tech. We collaborate with the association "Elles Bougent" and "Femmes ingénieures" to challenge stereotypes in education. Additionally, since 2011, Worldline has sponsored "Energie Jeunes", a charity focused on equitable education access, allowing employees up to 5 days of leave annually to volunteer in underprivileged areas.
- In the UK, Worldline supports initiatives like the annual sponsorship of the London Transport Museum and the Railway Children charity, which helps vulnerable children. We also champion Women in Rail, promoting diversity and inclusion within the predominantly male railway sector.
- For over 25 years, Worldline Germany has partnered with the Monikahaus Family Centre in Frankfurt, providing educational assistance and childcare services, along with annual donations and fundraising activities.
- In Spain, Worldline engages with a Madrid community programme, allowing secondary school students to experience work environments and gain professional insights as part of their education.

Environmental sustainability is a key priority for Worldline and our company is actively committed to reducing our ecological footprint through the Trust 2025 programme. This ethos resonates strongly with employees, who passionately organise and back various Environmental causes.

As part of Sustainability Week and facilitated by our ambassadors, we successfully launched a global initiative called Clean-Up Day. This marks the first instance of coordinated efforts across 9 countries: Belgium, France, Germany, Greece, India, Italy, the Netherlands, Poland and the United Kingdom. The initiative engaged more than 200 Worldline employees across 22 locations, where participants dedicated a part of their time to collect litter around our Worldline sites, whilst raising awareness of environmental issues.

In addition, Worldline spearheaded a smartphone donation drive during Sustainability Week, encouraging employees to contribute their old devices to support communities lacking access to communication tools. Donated and non-functional devices were allocated to charitable organisations for recycling, thereby reducing electronic waste and fostering a circular economy. In total, 782 devices were collected across Austria, Belgium, France, Germany, Italy, Luxembourg, and the Netherlands.

Here are a few non-exhaustive examples of local actions:

- The Indivish Welfare Foundation aims to address water scarcity in Maharashtra's arid regions by restoring water bodies, desilting lakes and rivers, and facilitating rainwater harvesting. They also recharge wells and enrich fields with nutrient-rich silt. Worldline India funds the Jal-Sanjeevani project, which rehabilitates water bodies across 17 sites in Murbaad and Shahapur, enhancing water access for local communities.
- Worldline Germany participates annually in the J.P. Morgan Corporate Challenge, a charitable sporting event that promotes teamwork while supporting climate protection projects. This includes the planting of 10,000 trees in Ethiopia in 2024.

The Worldline Corporate Foundation

In October 2023 we established the Worldline Corporate Foundation. This foundation embodies and reflects the identity, values, and convictions of Worldline. It is designed to operate for an initial period of 5 years, with a first-year budget of €300,000. The Foundation is a legally independent entity with its own governance structure.

As it completes its first year, the Foundation has developed its own project funding programmes, which include multi-year projects, campaigns with projects submitted by employees, and global events for all staff. Operating as an independent entity, it will publish its first report in 2025 to present its activities and achievements.

A

A.6 The payments industry

The digital payments industry is complex and dynamic and Worldline expects it to continue to grow and evolve.

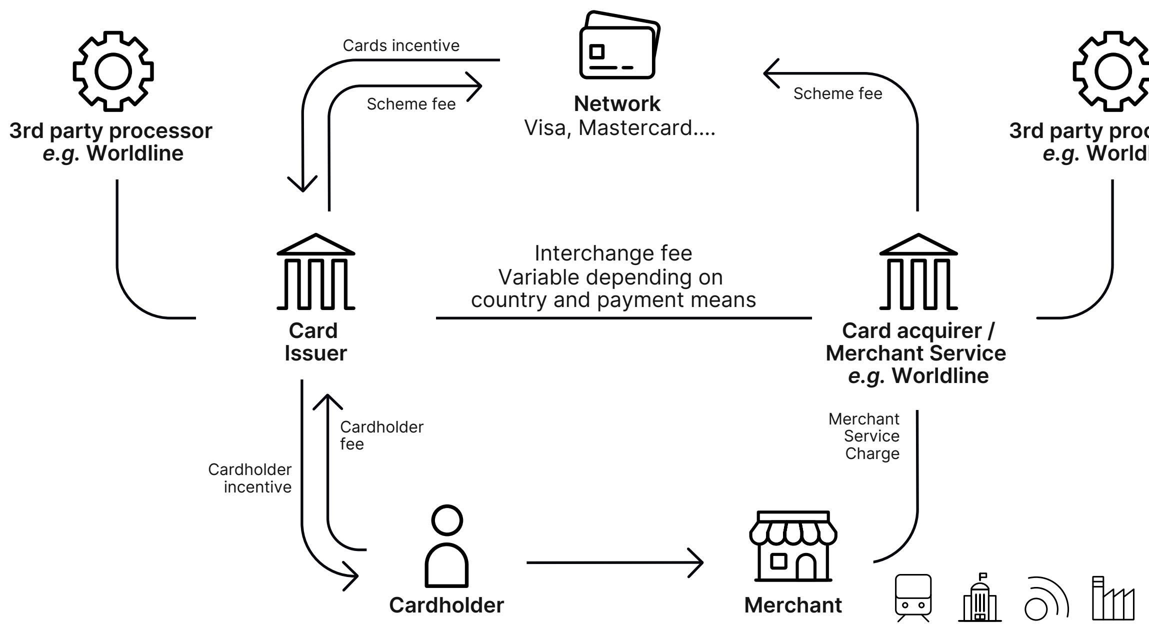
The basic principles in any payment are the same: there are always payers, payees and stakeholders who enable the exchanges of value to be done in a safe and secure manner. However, stakeholders continuously face challenges as they respond to trends, technological advances, regulations and an increasingly competitive environment where sustainability also is becoming more and more relevant. While the customer focuses on ever more seamless and integrated experiences, the processes to support electronic payments (both card and non-card based) are made up of complex infrastructures involving multiple parties, processes and technologies and within strong regulatory frameworks.

Worldline is a key enabler in this complex industry and supports multiple payment instruments along the whole value chain.

Card Payments

The most commonly known payment instrument is the card. Below is a typical four-party model, which clearly demonstrates the complexity of the ecosystem.

Today's typical four-party payments model



Source: Worldline.

The main parties involved in a typical card retail payment transaction include:

- **the card issuer:** banks and other financial institutions issue debit, credit or prepaid cards to individuals or corporations to be used as a payment method in face-to-face environments (card present) or online (card not present). The process of issuing and managing the cards and the process of authorising, clearing and settling payments are complex. As a result, many issuers partially or fully outsource their activities to so-called third-party issuer processors such as Worldline;
- **the merchant:** merchants sell good and/or services in exchange for payments. In order to do so they need acceptance solutions for card payments (both in-store and online);

A

- **the merchant services provider:** Merchant Services providers provide merchants with means (POS terminals, mobile POS (mPOS) Terminals, SoftPOS solutions or online payment gateways) to collect and send cards data and receive payment authorisations in stores, online and *via* mobile devices. Some of these means also come with additional functions, such as enhanced reporting, loyalty programmes, advertising services, quality surveys using payment Terminals, Dynamic Currency Conversion (DCC) services, etc;
- **the Acquirer:** Acquirers are banks, payment institutions or electronic money institutions providing merchants with access to card scheme networks (*e.g.,* Visa, MasterCard, CB, Bancontact, etc.) and merchant accounts. Commercial acquirers receive funds from issuing banks and deposit the proceeds, net of the "merchant service charge", in the respective merchant account. Like issuers, many acquirers partially or fully outsource their activities to third party acquiring processors that, in order to obtain payment authorisations, will typically route transaction data received from merchants' physical or online payment gateways to credit and debit card scheme networks (front-end processing) and then ensure that each transaction is appropriately cleared and settled into the merchant's bank account (back-end processing);
- **the Card scheme:** Card schemes settle card transactions between all of their member banks, typically through separate batch payment systems which set card scheme network rules and interchange fees and act as custodians and clearing houses for their respective card brands;
- **clearing and settlement system:**
  - clearing is a process through which the financial institutions involved in payment transactions exchange data about these payments to verify and reconcile the information and generate clearing files, including net outgoing amounts. No funds are transferred at this stage,
  - settlement is the exchange of funds between a card issuer and an acquiring bank to settle the payments to a merchant for the amount of each card sale that has been submitted to the card scheme.

Non-card based payments

There is a variety of non-card based payments on the market. Such methods, increasingly becoming common and with transformative potential include:

Credit transfers

A credit transfer is a form of Account-to-Account Payment order submitted by the payer to his financial institution. The amount of the order is then debited from the payer's account and credited to the payee's account.

Direct debits

A direct debit is a form of payment based on a prior mandate which authorises the payee's service provider to collect amounts from the payer's account at a specific frequency. It is widely used for regular bills such as telco and utilities.

Instant payments

Instant or real-time payments are credit transfers immediately processed with a 24/7/365 availability. They require immediate or close-to-immediate interbank clearing and settlement so that payers are immediately debited while payees are immediately credited.

Throughout the world, the number of real-time payment initiatives has grown substantially over recent years and will continue to increase. The EPC's (European Payments Council) SCT Inst (SEPA Instant Credit Transfer) scheme is operational since 2023.

As in the card example, such methods depend on the mechanisms to issue, accept, clear and settle the payment instrument. Many Financial Services providers also decide to outsource the processing of these payments to third party processors such as Worldline which was among the earliest CSMs (Clearing & Settlement Mechanism) adopting this kind of payment.

Instant Payments, given their advantages, are ideally suited to replace cash and cheques. Also, most of them are driven by mobile applications. While Pix and UPI, respectively in Brazil and India, have already demonstrated to be able to take market shares from debit cards and cash, FedNow in the US, but also WERO from EPI, Bizum in Spain or TWINT in Switzerland, as a wallet-based payment method based on Instant Payments, promise to be convenient alternatives to both cards and cash in their respective geographies.

Other alternative payment instruments

There are "alternative payment methods" that are becoming, particularly in the remote commerce landscape, increasingly popular. Some methods are nothing more than overlay methods that rely on the existing rails, others, such as cryptocurrencies, challenge existing rails.

Open banking

Open Banking payments refer to credit transfer in which third-party providers (TPPs) are able to initiate payments on behalf of customers through APIs (Application Programming Interfaces) providedby banks and other financialinstitutions. The Payment Service Directive 2 (PSD2) opened up this potential type of payment method requiring banks to provide APIs to access accounts and thus enabling a new classification of Payment Initiation Service Providers.

At the same time, Online Banking e-Payments (OBePs) follow the same concept and already existed before PSD2: iDEAL in the Netherlands or Bank transfer by Worldline are some examples of account-to-account alternative payment methods.

Designed to address e-Commerce payments as an alternative to cards, Open Banking and OBePs, are usually used in an online checkout process, where merchant redirects consumers to their online banking site where they log in and authorise a credit transferwith the given amount to the merchant. Once confirmed the consumer is redirected back to the merchant site.

Digital wallets

Digital wallets are instruments that store payment information for a variety of different payment methods (payment cards such as Visa/ MasterCard, private label cards and/or non-card based payments) enabling users to select one of them while paying. Example of well-known digital wallet are Google Wallet, Apple Wallet or Paypal.

Buy Now Pay Later (BNPL)

Buy now, pay later, or BNPL, is a type of instalment loan. It divides purchases into multiple equal payments, with the first due at checkout and the remaining billed at regular time intervals to consumers debit or credit cards until the purchase is paid in full. Differently to consumer credit, the consumer usually doesn't bear interests while the merchants is immediately credited of the sales amount less the costs charged from the BNPL provider.

Central Bank Digital Currencies (CBDCs)

CBDCs, or Central Bank Digital Currencies, are digital forms of currency issued by central banks, distinct from the electronic money typically provided by commercial banks. Often referred to as "Digital Cash," CBDCs are being actively explored or implemented by most major economies. They can be designed for wholesale use (between financial institutions) or retail use (for the general public). In 2024, wholesale CBDCs gained significant momentum, driven by initiatives from the Bank for International Settlements (BIS) and the European Central Bank (ECB), aiming to enhance cross-border transactions and efficiency. While wholesale CBDCs are growing, retail CBDCs remain the frontrunners, with over 10 countries running pilots or live projects. China leads the retail CBDC market with the widely used e-CNY, which has now become a standard in the Chinese payment landscape. Meanwhile, the ECB is pursuing one of the most ambitious projects: the Digital Euro, where a decision on whether to fully launch the Digital Euro is anticipated by the end of 2025.

Cryptocurrencies

Cryptocurrencies are decentralized digital assets built on blockchain technology, offering a secure, transparent, and borderless way to transfer value. In 2024, cryptocurrencies continue to gain traction, particularly in emerging markets, where they present an alternative to traditional financial systems. The second half of 2024 has seen a notable push from the United States, driving renewed interest in cryptocurrencies. Traditional players in the payment industry are increasingly investing in this space, with stablecoins emerging as a key use case. The market capitalization of stablecoins surged by 70% in 2024, reaching $200 billion. Financial institutions are closely monitoring these developments, recognizing the potential for mass adoption to significantly impact consumers and merchants. While adoption remains relatively low at this stage (cryptocurrencies are still predominantly used for investment) the momentum in payments is accelerating rapidly. This shift has the potential to transform the industry in the coming years.

Other payment solutions

In addition to core payment processing, the payment services ecosystem includes a series of “extended” stand-alone and value-added services to merchants and banks aimed at helping them grow their businesses and generate additional revenues. Such services include the following:

Solutions for traditional merchants

- **Omni-commerce Solutions.** Omni-commerce service providers assist retailers in designing, implementing, and enhancing online and mobile services and integrating them with in-store solutions to provide cross channel sales experiences that allow consumers to seamlessly transition between a retailer’s physical, online and mobile store. These services may include solutions such as electronic engagement wallet services that capture and leverage consumer data and digital signage and other solutions that bring aspects of the online commerce experience into the retailer’s physical store environment;
- **Loyalty Programme Solutions.** Loyalty programmes help retailers build customer relationships, reward them for their loyalty and provide retailers with valuable insights and sales promotions by leveraging data about customer behaviour gathered through the programme. In most cases, these programmes are based on loyalty cards tied to a specific brand and, to better implement and maximise these programmes, merchants often fully or partially outsource the related activities to third parties;
- **Private Label Card Issuer Solutions.** Private label cards are payment cards used by retailers to extend credit or provide prepaid gift cards to their customers. The largest users of these services are fuel retailers, department stores and consumer electronics retailers. In general, these cards are accepted as a means of payment only from the retailers that have issued them. Many payment service processors providing Issuing Processing services also offer private label Card Issuing and processing services to retailers;
- **Merchant and eMoney Wallets.** These instruments are usually based on mobile applications and QR-codes and are substantially closed-loop solutions that consumers can use to make payments. While merchant wallets, accessible from merchants’ mobile applications in secure containers, allow to make payments only at a specific retailer or merchant, other solutions can be used with any merchant or user which has opted for the same specific wallet. Also encompassing orchestrator and business rules, these wallets can enable full mobile purchases (payment + hardware management) for all kind of services at the point of sales (indoor cash registers, fuel stations’ outdoor payment terminals, EV charging, etc.) and can be in the case of merchant wallets, accelerators for merchants’ mobile centric strategies, boosting the usage of their mobile applications and generating a large range of customer data.

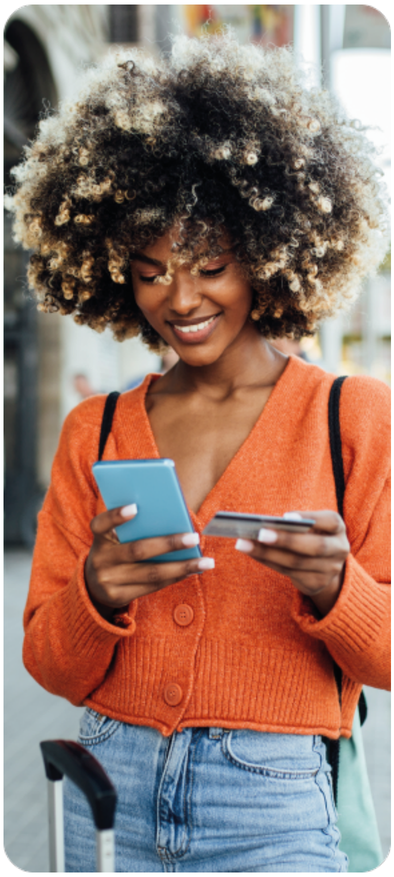
Value-added services for banks

- **Digital Wallet Services.** Banks often turn to third parties for assistance in designing, implementing, and running electronic wallet systems. Given their diffusion, digital wallets and tokenisation services are becoming a must-have offering that enables financial institutions to seize customer engagement and the targeted marketing opportunities enabled by the instrument;
- **Fraud Detection and Prevention Services.** The detection and prevention of fraud is an ongoing battle across all channels and payment instruments. As a result, continued investments in fraud-fighting technologies are required to stay one step ahead of continually evolving fraud patterns;
- **Authentication Services.** Authentication service providers offer banks solutions to provide highly secure methods of authentication for their users. Same examples are 3D Secure and biometrics authentication;
- **Data Analytics.** Data analytics and card-linked offer services provide banks with data mining solutions to analyse cardholders’ payment data and propose them targeted offers such as digital marketing or real time loyalty (when permitted by local regulators these instruments can target merchants too).

New digital businesses

The third component of the extended payment services ecosystem in which Worldline operates is services for emerging digital businesses with an embedded transactional feature (*e.g., e-Ticketing for Transport, Trusted digitisation for regulated sectors, Omnichannel interactions*). Leveraging the digital revolution these new players promote new Digital Services and new business models that have the potential to drive new transaction flows and create opportunities. Worldline brings payment and regulation expertise to these new markets in three main categories:

- **Transport and Mobility** for transport authorities, transport operators and municipalities. The new mobility landscape is contributing to the increased adoption of open payments across the world;
- **Trusted Services** for large organisations, central or local governments and former public monopolies organisations under strict regulations such as Telecom or Utilities. These businesses leverage digital contracts, legal archiving, electronic invoicing, electronic secured communications, track & trace solutions and paperless transactions in general to enable the digitisation of processes. Healthcare services and national digital identity schemes implementation are, together with taxes, fines and invoices electronic payments, the processes that are currently leveraging the most on these technologies;
- **Omnichannel Interactions.** This market, which includes Connected Living services such as connected homes and vehicles, industrial IoT, as well as consumer cloud and contact services, is undergoing strong growth and is generating several new transactional streams. The Group's expertise allows these players to realise ever more innovative solutions with the highest security and service standards.



Key market trends and drivers of change

The payment landscape is in the midst of a profound transformation influenced by five key macro-trends: the shift from cash to digital payment instruments, the emergence of new technologies, evolving consumer behaviors, regulatory changes, and the rise of new players in the market.

Cash displacement and digitisation

The transition from cash to non-cash payment methods continues to gather pace across both retail and wholesale sectors, driven by several interrelated factors:

Consumer expectations: as digital natives increasingly dominate the market, their preferences for simplicity, convenience, and speed in payments are reshaping expectations. Today's consumers expect seamless and user-friendly payment processes across all platforms. The demand for integration within digital journeys necessitates that businesses create frictionless payment experiences at every touchpoint, whether online, in-store, or through mobile applications.

Technological advancements: emerging technologies—such as biometrics, generative AI, and blockchain—are enabling the development of innovative payment solutions. For instance, biometrics can enhance security and authentication processes, thus making the payment experience smoother and more secure. Similarly, generative AI can be deployed to analyze consumer behavior, streamline transactions, and personalize marketing efforts.

Independent Software Vendors (ISVs): with the transformative capability to integrate payment solutions directly into their business management software, ISVs have become pivotal players in this digital shift. They enhance the value proposition offered to businesses, providing tailored solutions that facilitate the adoption and usage of non-cash payments. Their role as supplementary distribution channels is crucial in driving the transition to digital payments.

A

Expanding e-commerce and mobile channels

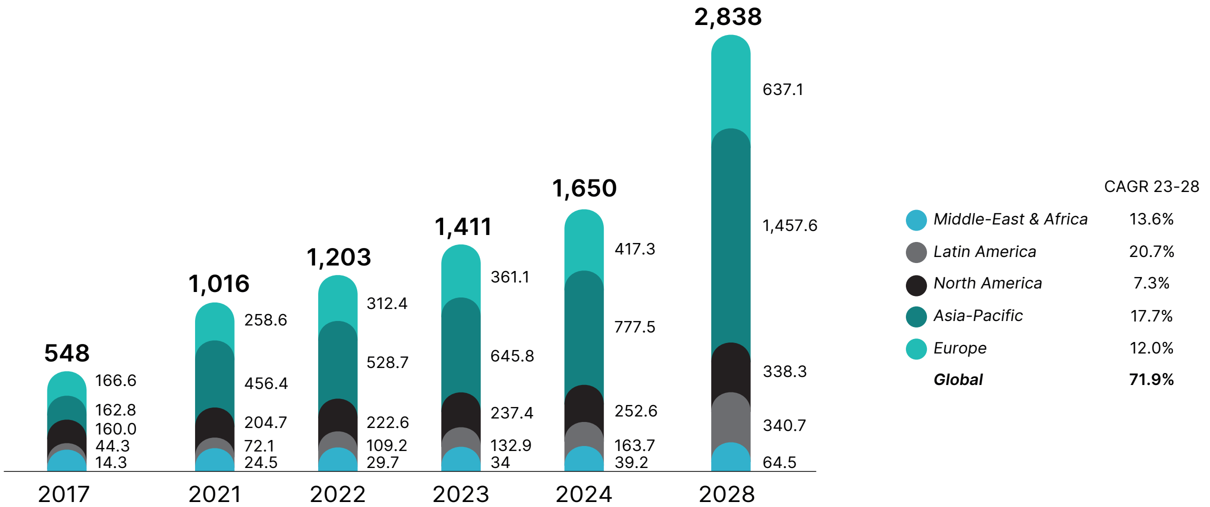
E-commerce growth: although the explosive growth in e-commerce witnessed during the COVID-19 pandemic has normalized in 2023, e-commerce still remains a critical driver of non-cash transactions. Analysts forecast that while growth rates will stabilize at lower levels compared to the heights observed during the pandemic, e-commerce will persist in outperforming traditional brick-and-mortar stores. This ongoing dominance underscores the importance of enhancing digital payment solutions tailored for online shopping to capture and facilitate transactions more effectively.

Mobile commerce expansion: mobile devices, particularly smartphones, have established themselves as vital channels for consumer transactions, often outpacing other methods. Banking apps have eclipsed traditional online banking, with forecasts indicating that by 2026, nearly 59% of e-commerce transaction values will be generated *via* mobile devices. To capitalize on this trend, businesses must focus on optimizing their mobile platforms, ensuring seamless navigation, and integrating mobile payment options to enhance user experiences.

Omnichannel: the evolution of omnichannel commerce is leading to an integrated shopping experience where offline and online interactions seamlessly blend. By understanding and anticipating consumer needs, businesses can significantly boost conversion rates and increase customer satisfaction.

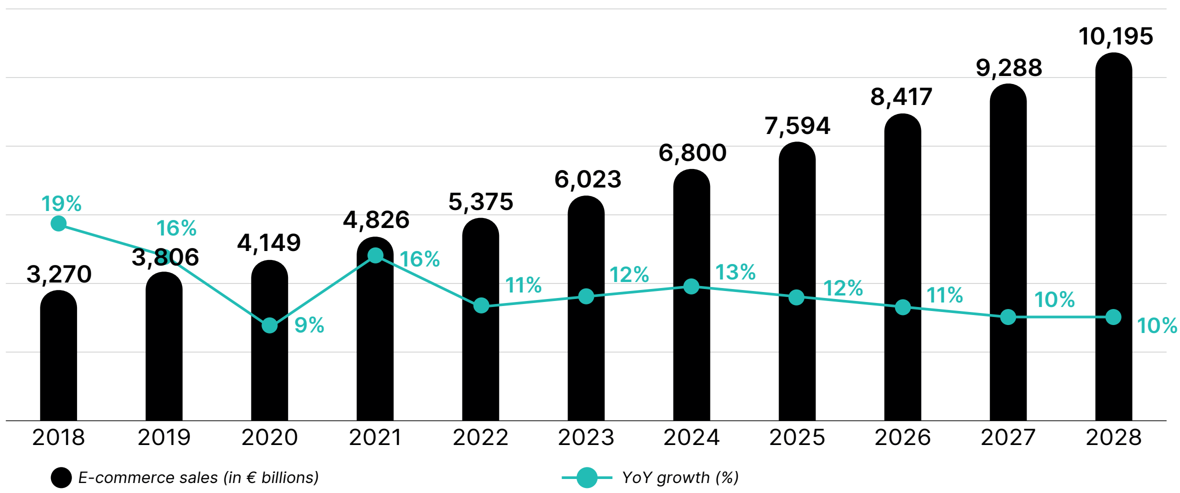
Number of worldwide non-cash transactions, by region

(IN BILLIONS)



*Note : *Forecasted figures were used when data was unavailable. Figures are forecasted for 2022 and beyond.*
Source: Capgemini Research Institute for Financial Services Analysis, 2023; ECB Statistical Data Warehouse; BIS Statistics Explorer; Countrie's central bank annual reports.

Global e-commerce sales



Source: GlobalData.

A

New entrants and market dynamics

The payment landscape is increasingly characterized by competition from new entrants as traditional players adapt to changing market dynamics

Major companies like Google, Apple, and various fintech startups are leveraging their technological capabilities and customer access to innovate payment solutions. This competitive pressure is not just challenging traditional banks and payment service providers but is transforming consumer expectations.

Challenger banks and digital-only solutions: new digital banks and financial tech companies are emerging, predicated on agility and convenience. These challenger banks are capitalizing on their ability to address gaps left by traditional banks, often offering innovative payment initiation and financial management services. This competitive dynamic necessitates incumbent banks to rethink their strategies, adopt modern business models, and shorten their development cycles while exploring revenue-sharing opportunities.

Rise of Integrated Software Vendors (ISVs): in the US, ISVs have established their status as key payment providers for SMBs, significantly reshaping the payment landscape. By embedding payment solutions within their management systems, ISVs empower businesses to streamline payment processes and enhance operational efficiency. In Europe, approximately 14,000 ISVs signify a growing yet fragmented market, indicating considerable potential for integration and collaboration as traditional payment systems evolve. They play a role acrros the entire value chain, from prospect customers to developers improving.

Regulatory evolution

The regulatory landscape is undergoing significant shifts that promise to reshape the payment industry

Open banking legislation and consumer protection: the forthcoming changes to the regulatory framework surrounding open banking—specifically the transition from PSD2 to the anticipated PSD3—signal a pivotal move toward fostering improved consumer access and security in financial services. The introduction of enhanced regulations aims to simplify compliance, improve customer protection, and pave the way for open finance and data-sharing models that can further democratize access to financial services.

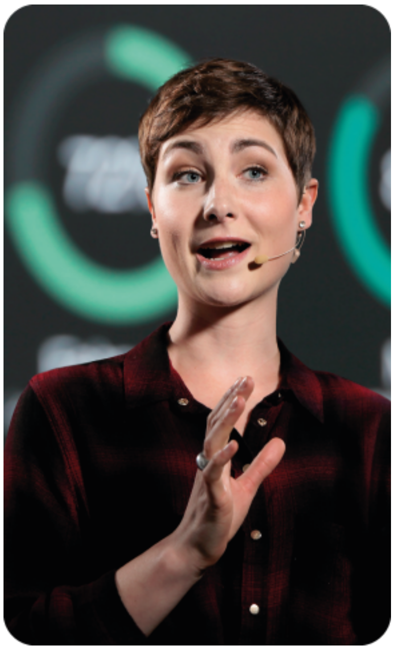
Digital currency and sustainable practices: global payment innovations are prompting regulators to establish frameworks for managing digital currencies and crypto assets. Europe is spearheading this initiative with legislation designed to secure transactions related to digital currencies and stablecoins. This comprehensive regulatory approach not only safeguards consumer interests but also presents opportunities for payment service providers to support merchants in offering diverse payment options, including emerging digital currencies.

Environmental responsibility: the sustainability imperative is also permeating the payment industry. New regulations are emerging that align payment solutions with environmentally friendly practices, imposing requirements for alternative fuel infrastructure and electric vehicle charging solutions. Such shifts create opportunities for transaction solutions that address both consumer convenience and regulatory expectations, enabling a smoother transition to eco-conscious payment processes.

Future outlook

Automation and Machine-to-Machine Transactions: the burgeoning interest in machine-to-machine (M2M) payments, while still focused on human interaction, indicates a shift toward automated transactions facilitated by devices capable of initiating payments without human intervention. The success of checkout-less stores exemplifies this trend, highlighting how technology can significantly enhance transaction efficiency. As consumer access to payment systems expands, the potential for new business models that leverage automated interactions is on the horizon.

Trust and security imperatives: as the payment industry embraces automation and advanced technology, maintaining consumer trust and ensuring robust security will be paramount. This shift will necessitate developments in smart authentication methods, including advanced biometrics and blockchain technology, to safeguard data integrity and transaction security in an increasingly interconnected world.



A.7 A regulated company

Worldline is a world-class leader in the payments and transactional services industry, with a global reach. The Group's ability to provide its clients with a geographically differentiated offer is a major strength, as we are able to position ourselves in each geographical region with the solutions that are best suited to local markets.

As a global payment services provider, Worldline faces various local regulations on payment services. It is of importance that Worldline keeps its knowledge up to date for business and regulatory purposes.

European regulation

Regulation of payment services in Europe

Licenced institutions in Europe are allowed to operate in their home member State in which they are licenced as well as in any other Host member State in which they are authorised to operate either pursuant to the European principal of free services provisioning, or through freedom of establishment *via* a branch located in the host member State or through an agent. Most of the licenced entities within Worldline have passported their licence in other European Member States.

Country	Licenced entity in Europe within Worldline Group	Licence	Regulator
Belgium	Worldline NV/SA	Payment institution licence	NBB
	Worldline Financial Solutions NV/SA	E-Money Institution Licence	
Luxembourg	Worldline Payment Services (Europe) SA	Payment institution licence Professionel des services financiers (PFS) licence	CSSF
	Cetrel SA	Professionel des services financiers (PFS) licence	CSSF
Sweden	Worldline Sweden AB	Payment institution licence	SFSA/ FinansInspektionen
	Bambora AB	Payment institution licence	
Netherlands	Global Collect Services BV	Payment institution licence	DNB
	equensWorldline SE	Settlement institution licence	
Czech Republic	GoPay s.r.o. Joint Venture	E-Money Institution Licence	CNB
Germany	PAYONE GmbH Joint Venture	E-Money Institution Licence	BAFin
United Kingdom	Worldline Merchant Services UK	Payment Institution	Financial Conduct Authority (FCA)
Greece	Worldline Merchant Acquiring Greece SA	Payment Institution	BOG
Italy	Worldline Merchant Services Italia S.p.A.	Payment Institution	BOI

The Group is in the process to require a licence to ACPR in France for its joint venture with Crédit Agricole.

In 2022, Worldline acquired a 40% stake in Online Payment Platform B.V., an online payment service provider regulated as a Payment Institution by the DNB.

The provision of payment services is a regulated activity that requires a licence when carried out in European Union member states (UK excluded) that have implemented the revised Payment Services Directive (PSD2) entered into force early 2018, which regulates payment services in domestic market.

Under this regulation, the following activities, in which the Group participates, are considered to be payment services:

- execution of payment transactions, including transfers of funds on a payment account with the user's payment service provider or with another payment service provider:

a) execution of direct debits, including one-off direct debits,

b) execution of payment transactions through a payment card or a similar device,

c) execution of credit transfers, including standing orders;

- execution of payment transactions where the funds are covered by a credit line for a payment service user:

a) execution of direct debits, including one-off direct debits,

b) execution of payment transactions through a payment card or a similar device,

c) execution of credit transfers, including standing orders;

- issuing of payment instruments and/or acquiring of payment transactions;
- money remittance;
- Payment Initiation Services;
- Account Information Services.

As a provider of these services, the Group is required to comply with certain administrative obligations and provide ancillary services, such as issuing confirmation receipts for transactions (in paper or electronic format), providing installation services, monitoring and maintaining hardware and software or developing client-oriented applications for terminals. The Group is subject to these requirements either as a result of its carrying out the activities of a payment institution, or in its role as subcontractor carrying out the activities of credit institutions. As a subcontractor, the Group acts as a processor on behalf of credit institutions and must therefore provide its services in compliance with the regulations applicable to credit institutions.

Finally, the Group has indirect access to the interbank payment systems, in order to carry out payment transactions and clearing operations processed in the context of the Group's Commercial Acquiring activities. The Group is thus subject to certain specific operational regulations developed by the companies that manage these interbank systems, such as the automated Clearing House processed by equensWorldline in the Netherlands which is supervised by the Dutch Central Bank ("DNB").

The Group has implemented an internal monitoring system to follow legislative and regulatory developments applicable to its activities.

Regulations applicable to outsourced creditand payment institution activities

Credit institutions can also be authorised to provide payment services. Like all activities exercised by credit institutions, these services can be outsourced, meaning that the institution entrusts to an external service provider, the running of its operational activities.

In accordance with application regulations, a credit institution's external service provider must comply with the control procedures established by the credit institution with respect to the services provided and must disclose any information that could impact its ability to perform the functions entrusted to it. For example, the Group issues payment cards and bank statements on behalf of its credit institution credit institution clients.

Similarly, a licenced payment institution may outsource some of its activities provided it complies with its internal controls procedures and provided it obtains the prior authorisation from the competent regulator should this outsourcing be critical, in line with the EBA guidelines on outsourcing and their local implementation by national regulators.

Regulation applicable to Re-insurance activities

Country	Licenced entity in Europe within Worldline Group	Licence	Regulator
France	Worldline Ré	Re-insurance licence	ACPR

A Reinsurance company, Worldline Ré, was set up in France and obtained the licence to operate by the French Prudential Supervision and Resolution Authority (ACPR) as of January 1, 2020. By this internal reinsurance company of the Group (called "captive reinsurance"), the Company intends to reinsure the Group's risks related to general, commercial and professional civil liability.

A

Regulation applicable outside of the European Economic Area

Due to new acquisitions and a more regulated payment landscape globally, Worldline is monitoring local payment legislation and regulatory requirements outside Europe closely.

- Australia and New Zealand Banking Group ("ANZ") and Worldline have entered in 2020 into a long-term strategic alliance under which ANZ will exclusively refer new merchants to the joint venture, and the joint venture will exclusively refer merchants to ANZ for banking products. The joint venture arrangement involves ANZ and Worldline which formed a newly created Merchant Acquiring group, with ANZ and Worldline holding a 49% and 51% interest respectively. Although no licence is required for performing Merchant Acquiring activities, the regulatory requirements will be closely monitored;
- Worldline Japan Ltd. received a registration with the Japan Ministry of Economy, Trade and Industry (METI)) in September 2021. This registration is a registration about Credit card number handling service provider under the "Instalment Sales Act" article 35-17-4 (1).
- the Reserve Bank of India (RBI) issued regulation for Payment Aggregators in March 2020 and Worldline ePayments India Private Limited applied for a licence under this new regulation and In December 2022 it received an in-principle authorisation to operate as an online Payment Aggregator (subject to provision of a system audit report within six months);
- Global Collect Services Asia Pacific Pte. Ltd. and Ingenico International (Singapore) Pte Ltd have applied for a licence with the MAS under the Payment Services Act ("PSA");
- in the UK, the Temporary Permission Regime ("TPR") allows EEA-based firms that were passporting into the UK at the end of the transition period (31 December 2020) to continue operating in the UK within the scope of their previous passport permission for a limited period after the end of the transition period. This is subject to having notified the FCA that they wanted to join the TPR before the end of the transition period. Worldline N.V./S.A., Ingenico Financial Solutions N.V., PAYONE GmbH, Bambora AB, Global Collect Services N.V. and Six Payment Services (Europe) SA ("TPR Firms") are currently within the TPR regime and need to obtain full authorisation by the FCA in the UK to continue to access the UK market. In June 2022 Worldline Merchant Services UK Ltd. submitted an authorisation request to the FCA for a Payment Institution licence on behalf of the Worldline TPR entities.

Protection of personal data

In connection with its business and internal activities, Worldline Group collects and processes personal data subject to personal data protection laws and regulations in Europe as well as in other regions in which Worldline Group operates. Such personal data processing is carried out on behalf of both Worldline Group companies themselves or their customers.

Personal data processing within the European Economic Area ("EEA")

Since May 25, 2018, the processing of personal data is regulated by the General Data Protection Regulation ("GDPR", 2016/679) within the European Union.

According to the GDPR, a company can only process personal data under certain conditions. As such, the processing should be fair and transparent, for a specified and legitimate purpose and limited to the data necessary to fulfil this purpose.

In this respect and in order to meet the GDPR requirements, each Worldline Group entity in the EEA conducts a compliance assessment of data processing ("CADP") in order to assess its processing activities involving personal data in accordance with the applicable data protection regulations.

Where a Worldline Group entity acts as data controller (such as for internal processing activities), it is subject to the following obligations:

- only to process personal data when the criteria set forth in GDPR and local laws and regulations for making data processing lawful have been met (GDPR, article 6). This is done when one of the following applies: that the person concerned has given his or her prior consent or the processing of personal data is necessary for the purposes of pursuing a legitimate interest or for the performance of a contract to which the person concerned is a party or to comply to a legal obligation or for a processing on behalf of the public interest;

- to ensure that the personal data is (i) processed fairly, lawfully and in a transparent manner, (ii) collected for specific, explicit and legitimate purposes, (iii) adequate, relevant and limited to what is necessary in relation to the purposes for which it is processed, (iv) accurate and, where necessary, kept up-to-date, (v) kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data is processed, and (vi) processed in a manner that ensures appropriate security of the personal data, including protection against unauthorised or unlawful processing and against accidental loss, destruction or damage;
- to be able to demonstrate compliance with the principles relating to processing of personal data;
- to take particular precautions before processing special categories of personal data (GDPR article 9, *e.g.*, health or biometric data) by assessing the potential risks stemming from such processing and by checking that the explicit consent of the person concerned was received or that the processing is based on one of the exceptions that permit such processing as provided for in applicable law implementing GDPR (for instance when processing is necessary to defend the vital interests of the person concerned or of another person, or when the processing relates to data that was manifestly made public by the person concerned or is necessary to recognise, exercise or defend a right before courts);
- to put in place technical and organisational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorised modification, dissemination or access, taking into account measures like pseudonymisation and encryption of personal data, ensuring availability thereof and implementing a process for regularly testing, assessing and evaluating the effectiveness of these technical and organisational measures;
- to inform data subjects about the fact that their personal data is being processed and (a) the identity and contact details of the data controller, (b) the contact details of the data protection officer, (c) the purpose of the processing as well as the legal basis, (d) if applicable the legitimate interest, (e) the recipients or categories of recipients of the personal data, (f) where applicable, the fact that Worldline intends to transfer personal data to a third country, (g) the period for which the personal data will be stored, (h) the existence of the right to request from the controller access to and rectification or erasure of personal data or restriction of processing concerning the data subject or to object to processing as well as the right to data portability, (i) the existence of the right to withdraw consent at any time, (j) the right to lodge a complaint with a supervisory authority, (k) whether the provision of personal data is a statutory or contractual requirement, or a requirement necessary to enter into a contract, as well as whether the data subject is obliged to provide the personal data and of the possible consequences of failure to provide such data, and (l) if applicable the existence of automated decision-making, including profiling;
- to refrain from transferring personal data outside of the EEA unless the European Commission considers that the recipient country ensures an adequate level of protection or the transfer is governed by contractual clauses of the type established by the European Commission;
- to only use data processors providing sufficient guarantees to implement appropriate technical and organisational measures;
- to maintain a record of processing activities as data controller;
- to follow the principles of data protection by design and data protection by default when designing solutions and preparing processing activities.

Where a Worldline Group entity acts as data processor on behalf and upon instructions of her clients, the Group provides guarantees that it will (i) put in place technical and organisational measures to protect personal data they have entrusted and provided, especially against accidental loss, unauthorised modification or dissemination, or malicious or unlawful access and (ii) process such data in accordance with the client's exclusive instructions and for no other purpose than those established by such client.

The Group especially fulfils the following obligations:

- to process such data in accordance with the client's exclusive documented instructions and for no other purpose than those established by such client;
- to put in place technical and organisational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorised modification, dissemination or access, taking into account measures like pseudonymisation and encryption of personal data, ensuring availability thereof and implementing a process for regularly testing, assessing and evaluating the effectiveness of these technical and organisational measures. These technical and organisational measures are part of the instructions of the controller;

A

- to not engage any other sub-processor without prior specific or general written authorisation of the data controller;
- to assist the data controller in ensuring compliance with the relevant obligations of GDPR;
- at the choice of the data controller, to delete or to return all the personal data to the data controller after the end of the provision of services relating to processing, and to delete existing copies;
- to make available to the data controller all information necessary to demonstrate compliance with the relevant obligations of GDPR;
- to maintain a record of processing activities as data processor;
- to follow the principles of data protection by design and data protection by default when designing solutions and preparing processing activities.

In order to ensure a coordinated and harmonised approach respecting the applicable national laws, the Group has adopted a set of policies related to personal data protection that are applicable to all of its entities and their employees. The privacy various policies are founded on three key pillars:

(i) a set of principles based on those set forth in the GDPR;

(ii) a set of procedures that ensure that such principles are implemented; and

(iii) a training program for all Group employees, tailored to their positions and responsibilities.

To comply with requirements regarding notification of Data Protections Authorities as well as data subjects in the case of personal data breach, the Group has implemented a process for personal data breach notification built on the Group's policy related to personal data protection.

To handle data subject request and exercise of their rights, Worldline has implemented processes, tool, and controls to ensure response and proper handing in due time as per the GDPR requirements. The Group's compliance with the various national laws and effective implementation of the above-described policy is ensured and managed by a personal data protection network, relying on a twofold legal and technical expertise, composed of Data Protection Officers appointed in Worldline Group entities which are coordinated at a first level by a Head of Data Protection for each Global Business Line and at the higher level the Global Data Protection Officer, in charge of the Global Privacy Office and reporting to the Global Head of Compliance.

The measures described above have been put in place to comply with GDPR. Continuous improvements and regular synchronisation with the Group Data Protection Community ensures consistent compliance.

Data processing carried out outside the European Economic Area

The Worldline Group carries out personal data processing operations in countries outside of the EEA. Such processing activities are in some instances conducted on behalf of customers themselves located outside the EEA, while in other cases it is conducted on behalf of customers located within the EEA to whom the Worldline Group provides "offshore" services as an integral part of the services it offers.

Although there is no international regulations that harmonise all of the principles applicable to personal data protection, the regulatory framework applicable within the EEA is seen as the high water mark due to its strict and pioneering nature and given the influence it has had and is having on legislations that have emerged in numerous countries that have used the GDPR as a standard, such as in Latin America (Brazil with the LGPD), in Switzerland (Federal Act on Data Protection (FADP). and in Asia (new laws in Japan, in South Korea and the PIPL in China).

The protection offered by the GDPR travels with the data, meaning that the rules protecting personal data continue to apply regardless of where the data lands The GDPR provides different tools to frame data transfers outside of the EEA and through the provision of appropriate safeguards and on condition that enforceable rights and effective legal remedies are available for individuals. Such appropriate safeguards include contractual arrangements with the personal data importer, using notably the new standard contractual clauses approved by the European Commission in June 2021 (Standard Contractual Clauses or "SCC").

These contractual clauses allow Worldline entities to transfer such data out of the European Union to other Group entities in a secured fashion and with appropriate safeguards.

Worldline executed a roadmap accordingly notably with implementing data transfer impact assessments and taken actions to ensure compliance with the required level of protection of personal data in accordance with the GDPR, the European Data Protection Board ("EDPB") guidelines and the supplementary measures following the European Court of Justice 2020 ruling ("Schrems II").

A.8 Worldline's business model

The presentation of the Company's business model according to the International Integrated Reporting Council (IIRC) recommended framework is an expectation of the French transposition of the European Directive 2014/95/EU on the declaration of extra-financial performance (Refer to section A). This is an opportunity for Worldline to lay and strengthen the foundation for its value creation for all its stakeholders, including customers, employees, partners, investors or local communities in which the Company operates.

The IIRC framework defines the business model as "the chosen system of inputs, business activities, outputs and outcomes that aims to create value over the short, medium and long term", meaning the system that converts the resources of the Company, through its activities, into outputs (products and services, as well as waste for instance) and eventually outcomes (internal and external consequences for the capitals/resources, positive and negative) to fulfil its strategic objectives and create value. The IIRC guidelines and consideration of inputs, outputs and outcomes aims to help clarify the organisation's positive and negative impacts on the six capitals considered in this framework: financial, manufactured, human, intellectual, natural and social and relationship capital as described below.

Financial capital	Manufactured capital	Intellectual capital	Human capital	Social and relationship capital	Natural capital
Financial capital includes all the cash funds available to the organisation to be used in its own business.	Manufactured capital includes real estate or leased properties, administrative offices, IT and logistics platforms in which the Company carries out its business; it also includes the equipment necessary for carrying out its operations, as well as the stocks of the products marketed.	Intellectual capital includes the processes and internal procedures that are useful for corporate management, largely based on knowledge and activities aimed at ensuring the quality and safety of the products sold.	Human capital includes the wealth of competencies skills and knowledge of those who work within the Company, as well as governance bodies.	Social and relationship capital includes intangible resources attributable to Company relationships with key external individuals (customers, suppliers, and institutions) that are necessary to enhance the Company's image, reputation as well as customer satisfaction.	Natural capital includes the Company's activities that have a positive or negative impact on the natural environment, where the other five capitals operate.

Thus, such guidelines aim to encourage companies to take a broader view of the concept of value creation, as well as integrating and aligning financial and extra-financial performance.

Based on the literature study and review of current reporting practices, Worldline published its business model according to the IIRC guidelines, including: its relationship to the six capitals, its business activities and strategy, its products and services (through its Business Lines), as well as its relationships with its main stakeholders and its main contribution to the United Nations Sustainable Development Goals.

A

Worldline's business model

Inputs

Resources and Challenges

Financial
Solid financial profiles
- Market trust & consolidation capabilities

Manufactured
Robustness of industrial platforms and data infrastructure
- Business Excellence: Quality, security and reliability

Terminals supply chain

Intellectual
Partnerships, innovation, R&D
- Innovation & foresight of technological evolutions

Human
18,112 employees as follow:

Headcounts	Closing Dec 2024
France	3 804
India	2 674
Germany	2 562
Belgium	1 221
Netherlands	1 015
Others	6 836
Worldline	**18 112**

- Talent acquisition & retention, people development
- Gender equity
- Diversity & inclusion

Social and relationship
Market intelligence & Regulation
- Customer satisfaction
- Ethics, human rights & compliance

Technological know-how
- Societal contribution

Environment
Electrical Energy
- CO_2-eq emissions

Data centres
- Renewable energy

IT appliances

Outputs

Worldline business

WORLDLINE

Worldline at the heart of the action through 3 key strengths

Merchants | **Banks** | **Administrations**

Global presence
Growth Partnerships
~40 countries

Unique positioning
End-to-end solutions Innovation
Partners & Fintechs
Payment means

Commitment to sustainability
Quality attractiveness
Chanels

Our 360° communication
- for our customers
- for our society
- for our environment
- for our shareholders
- for our people

As the European leader at the heart of the payments value chain, Worldline designs and operates leading digital payments and transactional solutions that handle billions of highly critical transactions on a daily basis.

A

Worldline business lines & results

Worldline's positioning across the extended payments ecosystem affords it an overview of the industry, permitting it to react quickly to regulatory or other changes and to capitalise on new opportunities generated by them. Our objective is to enable sustainable economic growth and reinforce trust and security by making solutions that are environmentally friendly, accessible to all and support societal transformations.

c.€4.6 BN

2024 revenue

Merchant services

73%

Energising commerce with advanced payment services

Financial services

19%

Engineering the most advanced payment processing platforms

Mobility and e-transactional services

8%

Bringing payment and regulation expertise to new markets

2024 value

Value creation for stakeholders

SDGs

Financial

Investors & shareholders

- +0.5% revenue organic evolution
- 23.1% Adjusted EBITDA margin
- €201 million free cash flow

Manufactured

Suppliers & Customers

- Quality score – Contracts' services availability & response: 99.9870%
- Quality score – Platforms' services availability & response: 99.9908%
- 95.0% of total expenses assessed by EcoVadis out of strategic suppliers expenses

Intellectual

Customers

- €229 million in R&D expense in 2024
- A portfolio of c.180 patents

Human

Employees

- 64% employee satisfaction on GPTW Trust Index
- 25.29 hours of training per employee per year, on average
- 25.9%of women within the management positions

Social and relationship

Customers, Communities, Public Bodies

- Customer Net Promoter Score: 30
- 0 significant fines for non compliance
- 86% of spending in local purchases
- Total revenue of «sustainability offerings»: €2,551 Millions

Environment

Communities, Public Bodies

- Eco-efficiency in data centres
- Contribution to carbon neutrality
- 87% renewable energy

A

A.9 Human resources

Listening to Worldliners

Worldline is committed to being a responsible employer and creating value for all Worldliners. In this respect, we pay particular attention to listening to all our employees. In 2024, we launched our latest employee survey in cooperation with the Great Place to Work Institute. Participation worldwide reached 64% (versus 70% in 2023), and 5,000+ comments were collected. 11 countries were certified as a “best place to work”. Feedback from the Great Place to Work® surveys is discussed at Executive Committee level, while action plans are designed in each business unit and country.

Worldline is also certified as a Top Employer in 17 countries worldwide, and also has Top Employer status in Europe and Asia Pacific. This world-leading certification (based on data-driven audits and benchmarks) sets high standards for Worldline people practices in most of its locations.

Worldline launched various initiatives to support employees throughout Power24, the Group's 2024 transformation plan, ensuring that managers and employees have access to the necessary resources and support during this time of change. In the second half of the year, we enhanced the frequency and scope of communications, fostering connections among employees while increasing access to top management. We also continue to improve employee experience through enhanced onboarding processes and new in-house learning and development programmes to support strategy and employee growth.

Worldline is proud to commit to social dialogue with the Works Councils in the countries in which we operate. Since 2023, Worldline has an agreement and supports communication with a European Works Council (22 countries), aiming at enhancing dialogue with employee representatives across Europe; this represents 70% of Worldline’s employee footprint. This dialogue was reinforced considerably in 2024 throughout the deployment of Power24, Worldline’s transformation initiative to address structural and cyclical changes in the markets.

Sourcing, up/re-skilling, and mobility

To support our continued market growth and coverage in 2024, we hired 2,000+ people in technology labour markets, with a strong emphasis on Eastern Europe and India. In this context, specific training on multicultural leadership was offered to Worldline managers in 2024.

Worldline’s sourcing strategy focuses on staffing critical workforce segments for paytech architecture, development, project and product management, compliance, and security. We will continue to promote our commitment to our internal hiring practice to ensure the best possible development of staff in a fast-changing business environment.

Worldline also prioritises internships, apprenticeships and graduate employment in Europe and India (500+ apprentices and interns hired in 2024). The Worldline internal job market is being continuously developed to boost internal mobility and talent promotion. In 2024, Worldline concluded a successful internal hiring process for a further 500+ employees.

Finally, to enhance strategic workforce planning, hiring, career management and internal mobility, the implementation of the Worldline Workforce Architecture was rolled out along with a new Grading, Competency & Skills Management framework. More than 15,000 job roles were assigned in early 2024. The new global grading levels will go live in 2025. Competency sets and levels have been defined for all Worldline roles and are currently in place. As a next step, core competency & skills management processes will be defined to ensure relevant skills are up to date for each role and employees can match and develop their current competency & skill set. Career, mobility, learning paths and recommendations will be customised for continuous employee development. Competency & skills data will also support strategic workforce planning processes such as sourcing, recruitment, up- and re-skilling.

Developing and growing talents

All Worldliners are offered a full set of technology and management training modules to support their personal development: 25,000+ learning opportunities are available. The adoption rate of Worldline's digital learning platform increased by 50% in 2024.

Our "Be Future Ready" series, launched in 2024, focuses on strategic topics such as generative AI and cloud in 10 sessions. Over 7,000 employees joined the sessions throughout the series. In 2024, 9,000+ employees also attended the "Learning Fridays" (introduced in 2023). Worldline's "Curious Learners Club" currently has over 2,300 members.

10 strategic learning pathways were identified to support business needs and develop Worldliners. The Google cloud pathway accounted for 28,000+ learning hours. Worldline supported 269 leaders through 3 leadership programmes which ran across 15 cohorts (a 45% increase from 2023). The programme was rated 8 out of 10 for usefulness and 8.5 out of 10 participants committed to applying the learning.

94 of Worldline's top talents were given the opportunity to attend the Worldline Academy which develops them as leaders and strategic and transformational thinkers (up 33% from 2023). We also rolled out a programme to support product managers to become "CEO of their product". Of the 128 product managers who attended, 91 achieved certifications. 8.5 out of 10 would recommend this course to others. Worldline inducted 950 employees at a global level in addition to local induction programmes (programme rated 4.65 out of 5).

Nurturing a diverse and inclusive workspace

Worldline places particular emphasis on diversity and inclusion. Several global initiatives have been implemented to strengthen gender diversity (mentoring, coaching, women's networks, remuneration adjustments, elimination of gender bias in job offers etc.) which has resulted in a continuous increase of women hirings (45% versus 38% in 2023), talent programmes' gender balance (36% vs 32% in 2023) and a stable proportion of women in the Executive Committee and Business Management committees (33%). In 2024, 70 women participated in the Empow'HER'ment global programme, designed to accompany women to reach the next level, allowing them to develop ownership of their careers and leverage their strengths. Since its creation, the UNITE network has organised various awareness initiatives to highlight progress and celebrate diversity and inclusion across our geographies. Approximately 800 employees belong to this diversity and inclusion network. In addition, Worldline's international expansion continuously strengthens the multicultural diversity within our company.

A

A.10 Procurement and suppliers

Procurement organization

The Procurement function actively contributes to Worldline's operational and economic performance by adopting a systematic total cost of ownership method. This ensures the continuity of supplies for best operating conditions as well as the quality of products and services purchased. To meet Worldline's performance objectives, the Procurement function defines strategies per procurement category and per global business line (GBL), while implementing optimisation levers in order to reduce external spend. This procurement strategy is implemented in collaboration with the requestors and business owners.

The Procurement function integrates 2 levels: a global level and a regional level. The main principle is that procurement activities are centralised and operated at the global level where this creates value for Worldline (especially for purchases with global suppliers, similar needs, potential for massification, synergies, etc.). Therefore, the Procurement function manages at global level strategies, overall procurement performance, processes and tools as well as sustainable procurement.

The global level organization includes:

- A Chief Procurement Officer ("CPO");
- A Procurement Excellence Office;
- 4 Category Management teams (IT, Workforce, Indirect, Manufacturing / CapEx & Car Fleet).

Procurement activities are decentralized at the regional level when proximity prevails (local market, supply, local specificities), and these activities are coordinated at the global level.

The Procurement function analyses markets, selects and manages the Group's relationships with suppliers of externally-sourced goods and services needed for Worldline's business and internal requirements. However, the formalisation of the request needs and the monitoring of supplier satisfaction and of delivery are the responsibility of the requestor / operational business owner.

As part of the Power24 plan, Worldline has also implemented knowledgeable and agile competency centres:

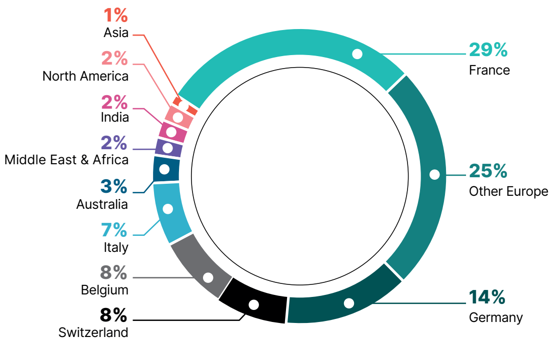
- A competency centre dedicated to sourcing, in order to secure and optimise supply chains;
- A competency centre dedicated to purchasing (in GBL), in order to be closer to business needs;
- A competency centre dedicated to process to pay (P2P) management in order to process efficiently and compliantly all P2P matters.

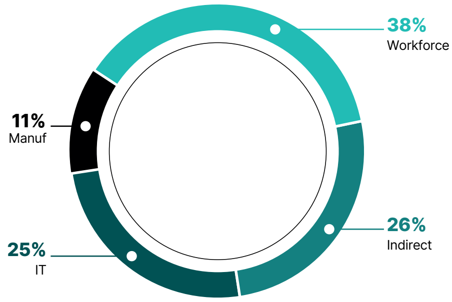
In 2024, thanks to these organisational and process improvements, Worldline reduced its average time to pay a supplier. Also, newly acquired Worldline entities (PAYONE, Prepaid, Axepta, Cardlink, etc.) were integrated into the global SAP and P2P tooling set for an enhanced centralisation and consolidation of vendor management and processes, leading to increased efficiency and better monitoring.

Procurement key purchase categories

The Procurement function is articulated around 4 main purchase categories: IT, Workforce, Indirect, and Manufacturing / CapEx & Car Fleet. The primary categories of products and services sourced externally, which account for the majority of procurement costs, comprise: IT hardware and software (used for data centres' maintenance and project development), subcontracted services such as software development and maintenance, and telecommunications services due to the extensive data processing required by Worldline business. In 2024, the Group's main suppliers were notably IBM, Dell, Oracle, HPE, SAP, Orange, Proximus. Other important categories of products and services include point of sale (POS) terminals provided mainly by companies such as Ingenico, Castles or NEWPOS. Worldline also has indirect costs, including significant postal services-related costs due to our bank processing activities in Belgium (with suppliers such as La Poste and bpost).

Worldline monitors its spend (purchasing expenses from external providers) through a monthly dashboard for performance and KPI monitoring. In 2024, Worldline total spend reached approximately €1.25 billion for around 7,600 vendor legal entities (Tier 1) in 70 countries. The breakdown of Worldline's spend by main purchase categories and by supplier countries is as follows:





Please note that most of our Tier 1 vendors are registered in European countries, thus reducing the inherent country risk. Worldline also pays close attention to its subcontractors (working on Worldline projects and employed by external suppliers).

Procurement key ESG challenges

One of the duties of the Procurement function is to mitigate business risk. In addition to striving to ensure continuous cost negotiations, agreements are also implemented to reduce risks of supply shortages as well as any ambiguity of services supplied. Worldline aims to identify critical points in the supply chain and develop objectives to guarantee multiple components and availability of service suppliers.

Beyond business risk, Worldline's main objective is to ensure that we integrate into our strategy and properly monitor our environmental, social and governance (ESG) risks as part of our "double materiality" approach. For procurement, this involves how Worldline assesses and mitigates our suppliers' ESG risks (i.e. risks relating to climate change, respect of human rights, over-dependency, as well as vendor country risk, compliance risks - sanctions, politically exposed persons (PEP), anti-corruption-, etc.), in compliance with applicable regulations (Duty of Care, anti-bribery & anti-corruption laws, etc.), along with continuously levelling up corporate social responsibility (CSR) standards in Worldline's purchasing practices. To this end, Worldline operates a global and comprehensive sustainable procurement strategy.

Worldline Sustainable Procurement strategy articulates around three main axes:

1. Ensuring supplier due diligence through comprehensive risk assessments.
2. Promoting responsible purchasing practices within the procurement team.
3. Improving continuously Worldline suppliers' ESG performance.

In accordance with the French Duty of Care law, Worldline relies on these 3 strategic axes to further develop and deepen our responsible procurement actions as part of our Vigilance Plan. This sustainable procurement strategy is aligned with the framework and expectations described in the international organisation for standardisation's ISO 20400 standard.

Sustainable procurement governance is under the responsibility of the Worldline CPO and managed by a dedicated sustainability procurement team to strengthen this dimension across the procurement department. As one of Worldline's 4 CSR pillars, coordination and alignment of objectives and performance monitoring with the CSR department is ensured through the sustainable procurement board. This board meets with the CPO and the CSR officer on a quarterly basis.

In 2024, Worldline also signed up the Sustainable Procurement and Supplier Relations charter, a French initiative with global ambitions, thus demonstrating the Group's continuous endeavors to level up ethical practices and ESG standards across its value chain. The signing of this charter is a first step toward recognizing our practices, with the ambition to obtain the Sustainable Procurement and Supplier Relations label, the first and only label based on the international ISO 20 400 standard.

To implement its actions in the most efficient and relevant manner, Worldline relies on a supplier categorisation in our core supplier database. All suppliers are divided into 3 categories at vendor legal entities level:

- Class A: Annual spend above or equal to 250k€
- Class B: Annual spend between 25k€ =< X < 250k€
- Class C: Annual spend below 25k€

As the CSR assessments and reviews are mostly conducted at parent company level, the "strategic supplier" status is used to list all vendor parent companies with at least one legal entity that is part of the Class A category (excluding one-off spend and not addressable suppliers).

This supplier classification at parent company level, set by the buyers during the vendor on-boarding phase and reviewed on a monthly basis, enables the procurement team to apply different follow-ups and risk monitoring depending on the status of the supplier.

For more information, refer to section B.4.2 of this report.

A

A.11 Group's businesses

Merchant Services

Interview with Paul Marriott-Clarke, Head of Merchant Services

What were the key developments in the Merchant Services industry in 2024?

The Merchant Services industry experienced transformative advancements influenced by several key macro-trends. Digitalisation continued to be the driving force behind industry evolution, with card usage in Europe witnessing substantial growth, even as the transition away from cash demonstrated slight signs of deceleration. This dynamic underscores an urgent imperative for merchants to not only adapt but to innovate their payment methods proactively, ensuring they meet the evolving expectations of today's consumers.

Regulatory changes have played a pivotal role in reshaping the market landscape, as European policymakers seek to create a more integrated and cohesive payment ecosystem. These regulations are geared towards fostering enhanced competition while simultaneously improving authentication standards, ultimately increasing security and trust for both merchants and consumers alike.

Moreover, the rise of account-to-account (A2A) payments presents significant opportunities for merchants to broaden their payment offerings. With these payment solutions being actively refined and expanded in Europe, there is strong momentum toward a future landscape where A2A methods could become the norm.

The advent of new competitive players – including digital wallets, super apps, and consolidated payment services – has invigorated the market. This diversification enriches consumer choice as well as empowering local and niche players to secure their foothold in an increasingly crowded arena, boosting overall market dynamism.

Finally, the rising prevalence of software vendors delivering embedded payment services is redefining how merchants integrate payment functionality. This shift is leading to streamlined operations, reduced friction in the payment process, and deeper customer engagement – ultimately allowing merchants to focus more on their core business objectives while benefiting from increased operational efficiency.

As these developments unfold, the Merchant Services industry in 2024 is poised for significant growth and innovation, reflecting the ongoing adaptation to a fast-evolving economic landscape.

What were the key business milestones for Worldline Merchant Services in 2024?

Worldline Merchant Services celebrated several key business milestones that cemented our leadership in the payments industry. A standout achievement was the launch of Bank Transfer by Worldline – a new account-to-account payment solution – which expanded our service portfolio to effectively address the growing demand for efficient and versatile payment solutions. This innovation enhances payment flexibility and positions us favourably in a competitive landscape increasingly focused on client choice.

We also made remarkable progress in the realm of Embedded Payments, with the launch of a joint solution with our partner Online Payment Platform (OPP), streamlining transaction processes by helping platforms and marketplaces directly integrate payment solutions. This integration significantly enriches customer experiences for merchants, allowing for smoother, more efficient transactions that cater to the evolving needs of their clientele.

Additionally, we advanced the capabilities of Worldline Tap on Mobile, introducing support for new use cases and extending compatibility with iOS devices. This expansion allows merchants to accept payments effortlessly *via* mobile, reflecting our dedication to adapting to emerging consumer behaviours that favour convenience and flexibility.

Strategically, our partnership with Visa to launch a virtual card issuing solution specifically targeting the online travel agency (OTA) market marks a significant diversification of our service offerings. This collaboration enhances our repertoire beyond traditional payment processing and what is more it improves cash flow for OTAs by leveraging our combined networks to provide superior payout financial solutions.

Furthermore, we significantly bolstered our presence in strategic markets. In France, we introduced CAWL, a new brand for payment services created in partnership with Crédit Agricole, with the goal of supporting local merchants through innovative payment solutions. In Italy, our strategic agreements with key banks and technology partners such as Cassa Centrale Banca (CCB), Credem, and RCH, pave the way for new growth opportunities in this vital region, reinforcing our commitment to expansion and excellence in service delivery.

Overall, these milestones underscore Worldline Merchant Services' unwavering commitment to delivering innovative solutions and unparalleled service to our merchant customers, ensuring we remain at the forefront of the rapidly evolving payments landscape.

What are your business focus and ambitions for 2025?

At Worldline, our ambitions for 2025 are to comprehensively focus on a strong customer-centric approach, ensuring our services to merchants drive growth in an increasingly digital landscape. We are committed to reinforcing our local presence while simultaneously delivering robust global solutions tailored to meet the specific needs of our diverse customer base.

For our Enterprise customers, we intend to become their trusted solutions partner, focusing on deepening our customer relationships in key selected segments, building on our European acquiring strengths and scaling further strategic partnerships. This concentrated effort will enable us to drive sustainable growth and provide our enterprise customers with the innovative tools they need to thrive in a competitive environment.

For our Small and Medium-sized Business (SMB) customers, we aspire to be more than just a payment services provider; we aim to be the local partner that supports every aspect of their digital journey, including value-added services beyond payments. Our goal is to offer comprehensive SMB packages that include tailored solutions and embedded payment technologies, ensuring they have the resources and support necessary to succeed in the digital economy.

In addition, we envision a transformational leap in our digital offerings by rapidly digitising our operations and strengthening our global platforms. This will boost our ability to serve customers effectively and adapt to the evolving marketplace. We recognise that the pace of digital transformation is accelerating, and we are committed to staying ahead of this curve to facilitate seamless integration and exceptional user experiences.

By 2025, Worldline aims to be at the forefront of enabling merchant success in a digital-first world, driving innovation while ensuring that our services remain aligned with our customers' ambitions. We look forward to empowering businesses of all sizes to harness the full potential of digital payments and services.

A

Main Merchant Services activities in 2024

Key developments

Global highlights:

Strategic partnerships

- Worldline partnered with Visa to launch a virtual card issuing solution specifically tailored for online travel agencies, streamlining payout operations within the travel sector.
- Worldline and Google announced a strategic partnership to redesign digital payment experiences using cloud-based innovation, enhancing capabilities for merchants worldwide.
- TrueLayer partnered with Worldline to offer instant payouts, deposits, and seamless sign-ups *via* Worldline Payment Orchestration, advancing payment speed and efficiency.
- Our growth powering EV charging payments has accelerated, thanks to key commercial partnerships with companies such as Kempower, Road, and AMPECO.
- A collaboration with Datalogic was established to enrich customer experiences across various industries, integrating advanced payment solutions.
- Gr4vy announced a partnership with Worldline to elevate global e-commerce payments, providing fresh opportunities for extensive international merchant services.

Market expansion

- In France, Worldline unveiled CAWL, a new payment services brand developed in collaboration with Crédit Agricole, aiming to support local merchants with innovative payment solutions.
- In Italy, significant agreements were formed with Cassa Centrale Banca (CCB) and CREDEM to offer Worldline merchant acquiring capabilities to more than 85,000 merchants. Furthermore, the partnership between Worldline and RCH, resulting in RCH Pay, will combine state-of-the-art RCH POS terminals with Worldline payments services in a one-stop-shop solution for merchants and represents a decisive step towards embedded payments.
- In terms of geographic expansion, Worldline partnered with Opn in Thailand to empower international e-commerce companies to connect with Thai consumers. Worldline became the first global online payment service provider authorised by the Turkish Central Bank in partnership with Lidio. Additionally, initiatives to empower global online businesses continued in the strategically vital United Arab Emirates.

Product launches

- Worldline and OPP unveiled the groundbreaking Embedded Payments solution tailored for platforms and marketplaces throughout Europe.
- The launch of Bank Transfer by Worldline, a new account-to-account payment method rolled out in 14 European countries, will enable smoother transactions.
- The Tap to Pay on iPhone solution was launched across various markets, including Germany, Austria, New Zealand, Italy, and the Czech Republic, significantly enhancing contactless payment options.
- Worldline collaborated with Tabesto to launch the first all-in-one ordering and payment kiosk, improving the dining experience for end customers.
- The partnership with Visa Acceptance Solutions aims to deliver a comprehensive, data-driven fraud management solution, ensuring secure transaction environments.
- Collaborations with Antenor and Selfly Store led to the introduction of innovative grab-and-go machines featuring seamless contactless payments.
- The AI Smart Search for Developer Portal was launched in partnership with iO, aiming to enhance developer experiences.

Local highlights:

Regulatory milestones

- The RBI granted authorisation to Worldline ePayments India Private Limited to operate as an online payment aggregator, marking a significant step towards advancing digital payment capabilities in India.

Product launches

- Our Worldline Food Services Payments Suite was launched in France and Spain, enriching the payment experience for restaurants and their guests.
- In collaboration with Eurobank in Greece, we launched the Worldline All-in-One solution to transform easily and securely a POS terminal into a cash register for 4 verticals (Retail, Hospitality, Ordering & Booking). Worldline's innovation in Greece was further recognised with the "Fintech of the Year" award for the second consecutive year.
- We launched BLIK code payments on the Worldline Tap on Mobile platform, facilitating convenient transactions for users in Poland.
- In India, we unveiled Worldline One Commerce, the country's first omnichannel payments platform, aimed at transforming how merchants handle payments.
- The Worldline FlexPricing solution was introduced to empower software vendors to maximise their revenue streams effectively in North America.

Partnerships

- Worldline initiated a partnership with mPTech, deploying our Tap on Mobile app on HAMMER smartphones to support mobile payments in Poland.
- A strategic partnership was formed with Surfboard Payments to enhance seamless payment solutions for businesses in Sweden.
- Worldline partnered with 3ioNetra to revolutionise donation management for temples and trusts in India.
- Collaboration with NetteCap allowed Worldline to facilitate quick and easy Z Report integration in Fiscal POS terminals in Turkey.

- Worldline teamed up with XPAY to provide innovative payment and fiscal solutions on Android mobile devices in Poland.
- Worldline and PayEye are set to launch biometric technology to enhance cashless payment services in Poland.
- In India, a partnership with Forthcode was established to provide in-flight payment solutions on Android POS systems.

Key commercial successes

- Worldline and Inetum were entrusted by the Regional Government of Andalusia with the Omnichannel payment methods service, showcasing our capability in public sector projects.
- Thanks to the Worldline Pay & Drive solution integrated in the MAES mobile app, buying fuel at gas stations in Belgium is now possible in a few clicks on smartphones.
- Worldline is actively digitising various Central and State Government departments across India with our integrated payment application on Android POS, reflecting our commitment to improving governmental payment processes.
- In India, Worldline launched industry-first Merchant Engagement Program – Maitri for bank partners to help build a stronger, deeper, and more meaningful association with merchants.
- The partnership with Medicine in Poland has provided customers with express payment options instore and facilitated home delivery, optimising the retail experience.

Worldline's position in the Merchant Services space

Worldline stands out in the Merchant Services space due to its distinctive competitive strengths and unique selling propositions (USPs).

Global presence with local expertise

As a true global player, Worldline operates in over ~40 key locations worldwide, combining extensive international reach with strong local expertise. This enables a nuanced understanding of diverse markets and customer needs, empowering the company to tailor solutions effectively, even extending beyond payments.

High-touch service model

The emphasis on local sales and customer service teams differentiates Worldline from our competitors. This localised approach fosters high-touch interactions, cultivating long-lasting relationships with merchants. By prioritising customer engagement and support, we reinforces our service model, ensuring that customers receive timely assistance and personalised solutions.

Deep partner connections and expertise

Worldline boasts robust connections with partners across various sectors, coupled with deep expertise in key verticals. This network enables the company to leverage innovative solutions and collaborate effectively, helping merchants optimise their operations and navigate the complexities of the payment landscape.

Comprehensive service offering

The combination of terminal know-how and a full-service offering in key markets creates a strong foundation for growth across various verticals. Worldline's ability to provide integrated solutions ensures that merchants can rely on a single partner for all their payment needs, simplifying their operational processes.

Fit for purpose multi-local omnichannel offering

Worldline's adaptable omnichannel solutions cater to the specific requirements of different regions. This multi-local approach ensures that merchants can effectively engage with their customers across multiple channels, enhancing customer experience and driving sales.

These competitive strengths position Worldline as a leader in the merchant services landscape. Our unique combination of global solutions and local customisation serves as a key differentiator, enabling us to deliver exceptional value and foster long-standing relationships with our customers.

Main solutions for SMBs and Enterprises

Worldline Merchant Services provides a global offering that encompasses Terminals, Tap on Mobile, Online Payments, and Acquiring solutions, tailored to meet the needs of businesses of all sizes.

For Small and Medium-sized Businesses (SMBs), we offer dedicated SMB packages that ensure easy access to payment solutions through a diverse distribution network. This includes direct sales, digital platforms, banking channels, and sales partnerships, including Independent Software Vendors (ISVs). Our focus on regional and multi-channel distribution empowers SMBs to strengthen their customer engagement and streamline payment processes seamlessly.

For Enterprise customers, our strategic solutions encompass Omnichannel acceptance & acquiring, Global Collect, and Payment Orchestration. These offerings are designed to support high-volume transactions across 4 key verticals: Retail, Self-service, Travel & Hospitality, and Digital. By leveraging these advanced solutions, enterprises can optimise their payment workflows, improve customer experiences, and drive operational efficiency in an increasingly digital marketplace.

Worldline Merchant Services is committed to delivering a focused portfolio of agile and innovative services that cater to both SMBs and Enterprises, enabling them to thrive in a competitive environment.

A

Innovation highlight in 2024

Worldline Merchant Services introduced a pioneering Embedded Payments solution specifically designed for platforms and marketplaces, in collaboration with OPP (Online Payment Platform), a leading provider specialised in payments for these segments This cutting-edge technology allows businesses to integrate payment processing seamlessly into their existing systems without disrupting the user experience.

The solution facilitates real-time transaction processing online, ensuring that payments occur instantaneously at the point of sale. By embedding payment capabilities directly into their platforms, businesses can offer customers a simplified and cohesive online checkout experience. Users can complete their transactions without being redirected to separate payment gateways, reducing friction and lowering the likelihood of cart abandonment.

Key features of the Embedded Payments solution include customisable payment flows, supporting various payment methods, including credit cards, digital wallets, and alternative payment options. Additionally, the system comes equipped with advanced security measures, including tokenisation and fraud detection tools, ensuring a secure transaction environment.

By leveraging insights from OPP, the Embedded Payments solution also enables businesses to gain valuable analytics on customer behaviour and transaction trends.

Overall, this innovative offering not only streamlines the payment process but also enables platforms and marketplaces to compete effectively in the rapidly evolving e-commerce landscape.

Our customer-centric strategy for 2025

In 2025, Worldline's Merchant Services will reinforce our customer focus through a transformative digital experience for our merchants and operations, ultimately driving business growth and operational scalability. Leveraging AI technologies will be central to this initiative, facilitating a seamless and efficient interaction at every touchpoint.

For Small and Medium-sized Businesses (SMBs), the digital experience will prioritise simplicity, enabling mass onboarding and support for straightforward applications. This includes embedding payment solutions through strategic partnerships, which will streamline the transaction process for SMBs and increase their operational efficiency.

For Enterprise customers, the focus will be on creating a seamless experience that simplifies operations across geographies. By offering a consistent and easy to manage digital interface, enterprises can improve their operational efficiencies while ensuring that customers receive a reliable and dedicated service no matter where they are located. The strategy also includes an ambitious goal of outperforming best-in-class e-commerce players in terms of authorisation rate optimisation.

To support these enhancements, a multi-year programme has been established to systematically address legacy systems while prioritising customer service and operational resilience. This reinvestment in modern, agile digital infrastructure will further enable a superior customer experience.

Defining the pathway to become the partner of choice by 2027 is also a key focus. We are realigning our Merchant Services partner organisation to address new go-to-market segments, focusing on both SMB and Enterprise markets. For SMBs, this involves a strategic emphasis on the Independent Software Vendor (ISV) market and adopting a vertical-driven approach to partner management.

Finally, building a great culture with engaged and committed employees who blend product excellence with a customer-centric focus will be fundamental to achieving these goals. By fostering an environment that prioritises collaboration and innovation, Worldline Merchant Services will be well placed to meet the needs of our customers and drive sustained growth in the coming years.

A

A

Financial Services

Interview with Alessandro Baroni, Head of Financial Services

What were the key developments in the financial services industry in 2024?

2024 has been an eventful year for financial institutions. In a context of challenging macroeconomic conditions due to inflation, high interest rates and political and economic uncertainty, several key trends left their mark on the financial services industry. First of all, the development and deployment of new technologies continued to accelerate in 2024. For financial institutions, the need to keep up with these developments was more apparent than ever before. Whether related to artificial intelligence (AI), cloud-based instant payments, issuing processing, or the modernisation of legacy payment infrastructure, accelerated digital transformation continued to be crucial in the financial services sector.

As many of our customers continued their digital transformation journey in the past year, we helped them respond to changing regulations and manage the risks and rewards of the latest technological developments. The dramatic evolution of technological developments, in particular AI, highlighted the importance of robust fraud management strategies so that financial institutions can respond to the increased threat of cyberattacks and fraud.

Besides the developments mentioned above, there have been significant changes in the regulatory environment in 2024. Financial institutions had to prepare for a raft of new EU rules requiring further digitalisation, modernisation and openness (e.g. new Settlement Finality Directive) across the industry. A notable example is the EU Instant Payments regulation, which instituted new norms for account-to-account and instant payments. The rules will open a critical chapter for the payments industry where instant payments will become mandatory for banks in the EU, and European citizens and companies will be able to experience the benefits that instant payments provide.

Another important regulatory development is the Digital Operational Resilience Act (DORA), which is an EU regulation intended to ensure that the financial sector can maintain its services even in the face of disruptions, thereby protecting customers and the broader financial system. With the DORA regulation in force as of 17 January 2025, financial institutions are now required to follow stringent guidelines for safeguarding against ICT-related incidents. These include measures for protection, detection, containment, recovery, and repair.

As we move forward, it is clear that embracing innovation and regulatory compliance will be key for financial institutions to thrive in this evolving landscape and better serve their customers in the years ahead.

What were the key business milestones for Financial Services in 2024?

Overall, our activities in 2024 formed the basis for further growth through strategic collaborations, contract extensions and renewals, innovative solutions, and a focus on enhancing customer experiences across various markets. An important milestone was our strategic partnership with Google to enhance digital payment solutions using cloud technologies, speeding up time-to-market for customers.

In preparation for the EU's upcoming Instant Payments regulation, we signed agreements with several banks for our cloud-based Instant Payments solution. In January 2025, the first banks went live on this innovative platform. Additionally, we strengthened our partnerships with multiple customers, including Commerzbank, to expand our instant payment capabilities.

Furthermore, we renewed our partnership for our customer-centric Issuing solutions with several customers in various regions, including BNP Paribas Fortis in Belgium and OP Bank in the Nordics. In addition, we extended our partnership with BKN301 for international debit/pre-paid cards.

What's more, we successfully migrated Visa card portfolios for Consorsbank and ING Germany to our advanced Card Issuing Processing solutions, which demonstrates Worldline's capabilities to manage complex projects that support banks in their digital transformation journeys. We also extended our position in the Asia-Pacific with the launch of our innovative cloud-native open platform Card solution with the Bank of China in Hong.

What are your business focus and ambitions for 2025?

In a payments landscape constantly shaped and reshaped by new digital technologies and regulations, staying one step ahead is critical. We recognise the impact of continual waves of new regulations, which drive innovation and new payment rails such as instant payments, open banking, and central bank digital currencies (CBDCs). Our commitment to enhancing cyber resilience, security, and customer trust will remain paramount as we forge ahead.

Additionally, we aim to accelerate the adoption of modern technologies, harnessing cloud capabilities and API-first approaches to unlock new delivery models, along with a thoughtful integration of generative AI and automation to enhance efficiency and innovation. In terms of business, some of our key focus areas, in which we have already proven our capabilities, we are launching advanced products and solutions. For example, we will extend our issuing capabilities with a verticals-based approach towards the corporate market segment. In addition, we are deploying cloud-based instant payment solutions that allow fast onboarding for our customers.

As we operate in an increasingly competitive landscape marked by significant costs associated with legacy technology and the emergence of new entrants, more and more leading financial institutions are exploring the benefits of sourcing their payments operations from a specialised pan-European payment processor like Worldline. We are dedicated to regularly adapting and fine-tuning our offerings to ensure they are modern and future-proof.

To meet evolving market needs, we will focus on delivering next-level customer experiences while striking the right balance in the payment mix as new rails emerge, such as the Digital Euro. We will remain vigilant in our efforts to maintain security and ensure compliance. As we support our customers in navigating their digital transformation strategies, we will assess the best mix of in-house capabilities and outsourcing to optimise their operations and service delivery.

Furthermore, as the EU's DORA regulation will apply to financial institutions as from January 2025, our compliance and IT security solutions are ready to help our customers build resilience into their business and continuously meet regulatory demands.

The same applies for other regulatory requirements, such as Verification of Payee (VoP). To timely comply with the new requirements for SEPA Instant Credit Transfer transactions, it's essential for banks to ensure their systems are ready for the operational challenges posed by this change. Worldline offers a VoP solution that is fully compliant with the final version of the European Payment Council (EPC) scheme rule book and is already officially registered as a Routing and Verification Mechanism (RVM) within the EPC organisation.

At Worldline, we are both a provider of sustainable solutions and a sparring partner, bringing innovation and price competitiveness and ensuring regulatory compliance. We are seeking to reshape and build the payment landscape, in Europe as well as globally, by collaborating with industry-leading partners, banks and fintechs. The world of payments is moving fast and our dedicated experts are eager to help our customers to grow their businesses in the years to come.

A

Main Financial Services activities in 2024

Key developments

Overall, 2024 proved to be a transformative year for Worldline Financial Services, characterised by innovation, expansion, and a steadfast commitment to delivering superior value to our customers. In 2024, Worldline expanded our market presence through strategic partnerships, enhancing our ecosystem to provide comprehensive services that address the diverse needs of our customers.

In January 2024, Worldline and Google announced their strategic partnership to enhance digital payments experiences with cutting-edge cloud-based technologies from Google Cloud. Google will work with Worldline to facilitate seamless online payments for Google's customers in Europe. The strategic partnership between Google and Worldline will ultimately create a powerful ecosystem of improved product offerings delivering added-value to merchants and banks, and setting a faster pace for continued innovation. By combining our expertise and specialised knowledge and resources, Google and Worldline will be able to deliver improved payment experiences for our respective customers, and accelerate time-to-market.

Following the EU's Instant Payments regulation, which took effect as of January 2025, banks and payment service providers were faced with a demand for urgent upgrades. As a front-runner in instant payments offering innovative solutions, numerous banks signed agreements with Worldline for our cloud-based Instant Payments processing solution.

Banque Raiffeisen was Worldline's first customer for our cloud-based instant payments solution in Luxembourg. During the course of the year, contracts were also signed with Anadolubank Nederland N.V. and with GarantiBBVA International N.V. Using Worldline's modern cloud infrastructure thanks to the partnership with Google, Worldline enables these banks to seamlessly comply with the new EU Instant Payments regulation. The banks will benefit from smarter and quicker onboarding processes, TIPS connectivity and Worldline's value-added services for transaction sanction screening and stand-in account checks. In the beginning of January 2025, Worldline's cloud-based Instant Payments solution went live for all the aforementioned banks.

These multi-year agreements signify a potential path forward for other mid-size banks, aiming to stay compliant while accelerating their digital transformation.

Worldline extended our strategic partnership with BKN301, a Banking-as-a-Service fintech company that continues to grow in the digital payment services market. BKN301 integrates Worldline's Issuing and Acquiring services, ensuring an innovative, excellent customer experience and secure, fast and reliable transactions.

In terms of solidifying and expanding our business, numerous partnerships agreements with our customers were concluded or extended. Worldline and Commerzbank expanded and enriched their partnership to include instant payments in Switzerland, enabling Commerzbank to offer its customers in Austria, France, Italy, the Netherlands, Spain and the United Kingdom to send and receive real-time transfers in euros, and to process instant payments in Switzerland in Swiss francs.

In the issuing space, we extended our partnership with BNP Paribas Fortis, the Belgian subsidiary of the French multinational bank and financial services provider BNP Paribas, for at least 5 years, focusing on the delivery of best-in-class and customer-centric issuing solutions.

Another milestone was the successful completion of the migration of Consorsbank's Visa Card Portfolio from the existing legacy mainframe solution to Worldline's cutting-edge customer-centric issuing processing solution. As a testament to the success of the migration and hosting of Consorsbank's Visa Card Portfolio, the issuing contract between Consorsbank and Worldline – building on a relationship already since 2007 with several contract extensions – will be continued in the following years.

In addition, ING Germany chose to migrate its Visa Debit card portfolio to Worldline's host-free, fully digital platform. These migrations offer both Consorsbank and ING Germany access to expanded European economies of scale and ensure compliance with future market requirements and regulations, while also providing added value and an optimised digital customer experience through localising a global platform. The successful completion demonstrates Worldline's capabilities to manage complex projects that support banks in their digital transformation journeys.

In October, Worldline announced a partnership with BOCHK – the Bank of China (Hong Kong) – to launch its open platform card solution in Hong Kong. BOCHK will leverage Worldline's innovative cloud-native application to further enhance customer experience and expand customer offering with its new Mastercard multi-currency debit card. This partnership reflects the growing trend in the payments industry towards adopting open platform solutions, with BOCHK – Worldline's first customer for our open platform card solution in Hong Kong – setting a precedent for other financial institutions in the region.

Based on Worldline's open banking capabilities, a partnership agreement was signed with RiskQuest. Both partners will join forces to create an open banking-based credit risk analysis solution that is tailored to the unique needs of the Dutch market, and enables connections to 3,500+ banks in 20 European countries through a single API connection. The partnership will further enhance Worldline's Credit Insight solution which was launched in 2024.

Worldline Financial Services also continued to solidify our prominent position in the Italian payments market. Gruppo Cassa Centrale, Italy's leading cooperative banking group, and Worldline Italia entered into a strategic partnership in merchant acquiring. The collaboration covers the provision of services along the value chain of digital payment acceptance and international acquiring, for the 1,480 bank branches of the Group's 66 member banks affiliated with Cassa Centrale across Italy.

The rollout of the European Payments Initiative's (EPI) digital wallet, Wero, began in 2024 and will continue into 2025 and beyond. As a shareholder in the initiative, Worldline has the expertise to guide financial institutions through this development. After our successful migration to iDEAL 2.0 with related APIs, several customers chose Worldline to help them process Wero transactions. Other major banks in the Dutch community are following rapidly.

Worldline's position in the Financial Services space

As a pan-European partner for financial institutions, Worldline Financial Services, empowers them with modern multi-rail payment services in Europe and across the globe. With a built-in focus on our customers' needs, we offer advanced solutions that help reduce costs and modernise technology by replacing outdated, inefficient legacy systems. We ensure compliance with new standards and regulatory requirements while effectively managing risks through robust security measures that prioritise stability, security and protection against cyberattacks. Our commitment to continuous optimisation streamlines operations, thus driving efficiency and agility. Additionally, we empower banks to accelerate innovation by meeting the demand for more sophisticated products tailored to adapt to evolving payment schemes.

This enables our customers to transform their business and operating models, manage risks and fraud and anticipate regulatory changes anywhere in the world. Leveraging Worldline's scale and end-to-end service portfolio, Financial Services works closely together with partners and customers to help them grow their business.

As a forward-thinking partner, Worldline Financial Services is equipped to support financial institutions in navigating the complexities of the financial landscape while driving growth and innovation. Our customer base consists of regulated and non-regulated financial institutions, including central banks and banking communities, credit institutions, payment and e-money institutions. Covering the full payments value chain and providing unique pan-European reach, Worldline stands out in the Financial Services space due to our distinctive competitive strengths.

Comprehensive payment solutions: Worldline offers an extensive range of payment services, including issuing, transaction processing, digital banking, and payment gateway solutions, catering to various industries and business sizes.

Strong regulatory compliance: with a deep understanding of evolving regulations, Worldline ensures that our services comply with the latest standards, providing peace of mind to customers concerning legal requirements and risk management.

Risk control & cybersecurity expertise: Worldline prioritises security with industry-leading measures, offering robust cyber resilience to protect customers against potential threats and ensuring the integrity of transactions.

Innovative technology adoption: by leveraging modern technologies such as cloud, APIs, automation and AI, Worldline fosters innovation and enhances the customer experience through cutting-edge solutions that meet rapidly changing market demands.

Focus on customer experience: Worldline is dedicated to providing exceptional customer experiences, utilising data analytics and insights to tailor services and improve engagement across various touchpoints.

Global reach with local expertise: operating in multiple markets worldwide, Worldline combines global capabilities with localised knowledge, ensuring that businesses receive tailored services that fit regional needs and nuances.

Adaptability and agility: Worldline's services are designed to be flexible and scalable, allowing businesses to adapt quickly to market changes, integrate the next generation of payment methods, and stay competitive.

Ecosystem partnerships: Worldline collaborates with various technology partners and fintechs to create an integrated ecosystem, providing customers access to a wide range of complementary services and innovations.

Sustainable practices: Worldline is committed to sustainable development, integrating eco-friendly practices into our operations and offering customers solutions that align with their sustainability goals.

Multiple customer delivery models: as every customer is unique, Worldline offers a dynamic deployment strategy, allowing our customers to choose a delivery model that suits their needs best. This ranges from software licensing, Software-as-a-Service (SaaS) to full business process outsourcing (BPO).

These competitive strengths have been recognised by the market for years, and form the basis for multi-year partnerships with our customers. By continuously focusing on customer needs and staying abreast of technological developments, Worldline Financial Services is committed to delivering exceptional value and fostering long-standing relationships with our customers.

A

Main solutions

Worldline Financial Services provides innovative payment solutions to hundreds of financial institutions across the globe that help them accelerate their digital transformation, improve customer experiences, strengthen customer relationships, ensure compliance, reduce complexity and lower their costs. Our solutions also protect them and their customers against the increasing risk of fraud and cybercrime through sophisticated fraud risk management solutions. Worldline Financial Services solutions are grouped in 4 business areas, and offered *via* multiple delivery and deployment models to meet the needs of businesses of all sizes.

Issuing Solutions

Worldline offers a broad variety of modular solutions along the entire issuing value chain. We have 4 highly customisable offers, each serving different business purposes: Worldline Essential Card Issuing,

Worldline Commercial Card Issuing, Worldline @Scale Card Issuing and Worldline On Prem and Cloud. Each of these customisable offers can be tailored to suit our customers' needs, from essential card issuing services, to fully outsourcing their card legacy system to our modern platform, enabling access to innovative solutions and industry-leading card issuing services that ensure compliance at all times.

Acquiring Solutions

Worldline offers a complete portfolio of advanced Acquiring Processing solutions that provide all necessary services to manage payments and complete transaction processing for a wide range of cards, products and brands across all payment channels and in a multitude of currencies. Our portfolio covers the entire range of Acquiring Processing services including POS Acquiring, ATM Acquiring eCommerce Acquiring services, as well as ATM Management and Mobility Authorisation solutions. All major card schemes and currencies across a wide range of payment devices and protocols are supported.

Account Payment Solutions

Worldline offers financial institutions a complete and modular end-to-end set of solutions that cover the full range of needs in the domain of Account Payments, including Back-Office Payments Processing, Clearing & Settlement services, Messaging & Connectivity services as well as Liquidity management solutions. We help our customers to transform their existing infrastructure and enable them to handle all payment types for their customers, while ensuring compliance.

Digital Services

The world of banking is unrecognisable from a decade ago as customer lifestyles, technological developments and new forms of competition continue to influence the sector. We help our customers to strengthen their digital positioning and engage their customers with advanced and innovative digital services in the field of digital banking, identity and authentication, and open banking leveraging PSD2, and beyond. Our solutions cover use cases such as daily banking management, digital interactions, Strong Customer Authentication, e-commerce transactions, digital identity, AIS and PIS, credit checking, sustainable banking, business financial management, digital currencies, CBDCs, e-brokerage, asset management and many others.

Multiple Delivery models

We know every customer is unique. That is why we offer a dynamic deployment strategy, allowing our customers to choose a delivery model that suits their needs best. This ranges from software licensing, Software-as-a-Service (SaaS) to full business process outsourcing (BPO), where customers can fully outsource their payment business processes. Our customers can also select the infrastructure that is right for them, from traditional data centre to cloud. To make our services even more flexible and responsive, we work hard to modernise our software assets and make them completely cloud-based.

Innovation highlights in 2024

2024 can be characterised as a solid year for bringing product innovations to market. As a result of the regulatory tailwind on instant payments, Worldline Financial Services launched our cloud-based instant payments processing solution to the market, offering an unparallelled onboarding speed for financial institutions. Furthermore we have started to provide our transactional open banking backbone to our Bank Transfer by Worldline solution which was launched in 2024. This solution offers merchants an account-to-account payment option, in addition to traditional payment cards and other alternative payment means.

On the technological front, our strategic partnership with Google positions us to provide even better cloud solutions. We set the basis for scaling the use of hyper automation and generative AI in our solutions, to enhance our products and superpower our people.

All of this puts us at the forefront of financial technology innovation and helps us not only to transform our own services, but also to shape the future of digital payments as a whole.

Our customer-centricity strategy for 2025

Worldline Financial Services aims to be the go-to partner for all providers of payment services, empowering them with modern multi-rail payment services in Europe and beyond. We are committed to reinforcing our customer focus by implementing a comprehensive strategy aimed at meeting and exceeding customer and end-user expectations, ultimately driving business growth and operational scalability. Our approach is centred on several key initiatives that will not only strengthen our existing relationships but also allow us to anticipate and fulfil future market needs.

To begin with, we will maintain a laser focus on understanding the expectations of our customers and the needs of their end-users. By doing so, we can proactively identify emerging trends and respond with tailored solutions that drive value, always aiming to provide best-fit, best-value, product-based services.

Additionally, we plan to leverage customer proximity and our established customer relationships to enhance our offerings, enabling our customers to seamlessly access the full range of our innovative services.

Central to our vision is the development of customer-driven products. We will harness composable API-based services, leveraging the broadest solution suite in Europe. This flexibility will empower our customers to create customised solutions that meet their unique requirements.

Moreover, we are investing in multi-rail platforms including the development of new rails such as the European Payments Initiative (EPI) and the Digital Euro, thereby positioning Worldline at the forefront of payment innovation.

Recognising the complex nature of our customers' business, we will offer a comprehensive spectrum of delivery options that cater to their diverse operational needs. Our commitment to flexibility and responsiveness will be a cornerstone of our service delivery, always prioritising customer service and operational resilience.

To achieve our ambitious goals, we will accelerate our operating leverage initiatives by making full use of cloud-based technology, optimised sourcing strategies, automation and AI. These efforts will enhance efficiency and scalability, allowing us to better serve our customers and capture market opportunities. Our modern, agile digital infrastructure will further enable a superior customer experience.

Finally, we will focus on providing Software as a Service (SaaS) solutions specifically tailored for lower-tier financial institutions, empowering them with the tools they need to compete effectively in a rapidly evolving landscape.

In order to achieve this, it is crucial to have engaged and committed employees who put the interests of our customers first. Therefore, we foster an environment that stimulates collaboration, innovation, development and growth in order to allow our knowledgeable experts to truly make a difference.

Through the type of initiatives described above, Worldline Financial Services aims to transform our customer engagement approach, ensuring that we remain not just a service provider, but a trusted partner dedicated to the success of our customers.

Mobility & e-Transactional Services

Caroline Jéséquel, Head of Mobility & e-Transactional Services

What were the key developments across the Mobility & e-Transactional Services industry in 2024?

Mobility & e-Transactional Services offers customers innovative solutions designed to accelerate and enhance consumer, citizen and patient experiences. Our new digital services and business models take advantage of the increasing digitisation of the physical world at the same time as encouraging sustainable mobility, reducing energy consumption and securing data through paytech integrations.

Our Trusted Services has seen increased demand from public bodies, specifically education and health, as they embrace digitisation, especially in France and Germany. In the private sector there has been increasing demand for secure digital solutions provoked by regulatory changes.

Our Transport and Mobility continued to provide critical services to transport operators in the UK and France as they too accelerate their digitisation and support government policy in encouraging social and sustainable mobility.

Our Omnichannel interactions is being revolutionised by AI as brands look to meet the ever increasing expectations of consumers.

What were the key business milestones for Mobility & e-Transactional Services in 2024?

As the desire for digitisation increases and accelerates through the application of AI we have seen demand rise across our 3 strategic pillars:

Trusted Services continues to be heavily involved in providing solutions which address the need to digitise the public sector for the combined benefit of improved citizen experience and efficiency of service. Our partnership with Secunet in the German healthcare market is a prime example of this where this transformation has just started and will flourish in 2025.

Transport and Mobility benefits from the acceleration of changing consumer preferences towards more sustainable travel. After delivering the first Mobility as a Service (MaaS) project in the UK we are seeing similar projects in France. We were selected to implement the MaaS in the Pays de la Loire region. We also have been selected to deliver the pilot for "Titre Unique" launched by the Ministry of Transport in France, a nationwide digital standard for ticketing which could revolutionise access to transport.

Finally the journey to automation and AI-powered insights has led to a steady increase in demand for **Omnichannel Interactions** including technologies such as augmented agent prompt responses and automated conversation summaries. All of this has led to increased volumes across our platforms.

Throughout 2024 we have updated our 5-year strategic plan to support our ambition to become an international leader for the industries we serve, ensuring trust in digital services and leveraging our solutions at scale. We evolved our operating model, orientating ourselves to industry verticals leveraging our portfolio of products and solutions, which has allowed our 3 strategic pillars to unite the countries in which they operate and prepare us to address new international markets.

To accelerate both domestic and international growth we are also embracing innovation through diversity, including partners such as Google, with whom we held a hackathon to advance products across all 3 strategic pillars. We have incorporated many of these ideas into our product roadmaps.

The acceleration of our strategy, in both markets and operations, has been delivered whilst maintaining operational excellence. This was illustrated at the Paris Olympic and Paralympic Games 2024 where we demonstrated our resilience in security and scale for the various government organisations we serve, for example the e-ticketing system for the Paris area which supported millions of tourists and users during the Olympic games.

What are your business focus and ambitions for 2025?

Digitisation is a trend which continues to accelerate in all the industries we serve, especially the public sector and health in Europe where the benefits for consumers, citizens and patients are yet to be fully realised.

EU rules such as the updated eIDAS regulation on digital identity and authentication, and specifically the Digital Identity Wallet, will mean organisations, large and small, must adapt to new ways of working for consumers and employees alike. Mobility & e-Transactional Services is already taking part in large-scale pilots with the EU and with our heritage in digital transactions and payments we are well positioned to bring new services to consumers.

The manufacturing market will soon be required under EU rules to provide digital product passports (DPP) to encourage a more circular economy that addresses the triple challenge of the energy crisis, climate change and the sourcing of rare earth materials. Our expertise in tracking and tracing tobacco products combined with our partner network has helped us pivot to address this important challenge.

Consumers, citizens and their governments are increasingly concerned about the impact of climate change. Public transportation is part of the solution to tackle this challenge. We are excited by the prospect of advancing the customer experience to make public transport the preferred choice. Our MaaS platform and transport operations solutions help authorities and operators achieve this goal across Europe and beyond. We expect an increase in demand for shared and public mobility and we see this not only as an environmental concern but also an opportunity for improved social mobility. The opening of market competition across the EU will help accelerate this, and innovative technologies such as our alternative payment wallet can increase the availability and affordability of services for citizens.

Brands from all vertical markets are constantly competing to retain and attract consumers whilst increasing customer satisfaction. We serve over 150 clients in Europe with our omnichannel interactions suite, thereby strengthening their customer relationships at a time of inflation and uncertainty. As part of our services to our banking customers we support banks in addressing new regulatory compliance, for example the EU's Digital Operational Resilience Act (DORA).

Through our transformation and evolved go-to-market strategies we are set to accelerate our profitable growth by scaling our 3 strategic pillars of Trusted Services, Transport and Mobility, and Omnichannel Interactions by deepening our penetration into existing markets, and expanding into new ones.

We are powering this growth through investment in both our people and products. We have hired and assigned people to grow our international markets. We are investing in training and development so that our people can harness the disruptive potential of AI. All of this will enable us to continue our technological evolution and revolution providing services to our customers who have a relentless focus on their consumers, citizens and patients. Our commitment to product investment will increase. A primary area of focus is the industrialisation of AI, and we will work with our strategic partners to develop new capabilities and open new markets.

A

The Mobility & e-Transactional Services vision

Tech for good. Beyond payments.

Our vision is to improve the daily lives of citizens and consumers by delivering secure digital services which inherently benefit people and the planet by addressing the huge societal challenges and opportunities we face today. In particular, these services include:

- continuing to digitise public and health services for the benefit of millions of citizens in Europe on a daily basis and to bring efficiencies to public services
- making public transport accessible, powering social and sustainable mobility
- securing and improving omnichannel customer experience between consumers and brands
- embracing AI as the need for trusted, secure and industrialised AI evolves.

Already present in Austria, France, Germany, Spain and the UK, Mobility & e-Transactional Services ambition in the coming years is to become the European specialist in digital trust, leveraging our solutions at scale.

Main solutions

Business portfolio: services and solutions

All 3 of our strategic pillars can have significant potential as businesses introduce new digital services to adapt to our changing world.

Our **Trusted Services** deliver solutions that secure public and private sector data around citizens and consumers. We help organisations accelerate their digital transformation by securing and authenticating their digital journeys.

In a world where many processes are being digitised at an accelerated rate, trust is key to encourage citizens, patients or customers, to adopt on a large scale the services offered by the public sector including health, mobility or distribution, thereby generating billions of electronic interactions containing highly sensitive data.

To ensure the highest level of availability, integrity, confidentiality and interoperability, Worldline has ultra-secure B2B2C exchange platforms that operate our Trusted Services regardless of the nature of the business of our customers. These include Payment Services Austria (digital identity), French National Agency for Secure Documents (biometric passports and electronic national identity cards), Philip Morris International (Tax Control Suite), French Local authorities (support for people who have lost employment or find it difficult to integrate), German Health cards for policyholders, French Services and Payment Agency (Energy Voucher).

Transport and Mobility enables citizens to consume transport services according to their habits and preferences. Our ultimate goal is to enable the frictionless movement of people in a safe, secure and convenient way. We do this with a portfolio of solutions and services for public transport authorities, passenger transport operators, government agencies and infrastructure providers.

With this in mind, we want to be a major European and international enabler allowing a maximum number of consumers to buy, pay for and consume mobility services in order to support the development of sustainable, low-carbon and inclusive mobility options. To reach this objective, we provide a product suite that caters for all aspects of payments in public transport including:

- Revenue settlement services, service planning, resource allocation and real time proactive decision support
- Digital Ticketing, including solutions based on open payment, leveraging payment capability
- MaaS solutions that allow the general public to consume multi-modal mobility services in an easy and fluid way.

Mobility & e-Transactional Services is the leading supplier of rail operations systems to the train operating companies in the UK. Our ticketing, validation and payment systems are used by a large number of franchised railway routes in the UK as well as the Eurostar high-speed rail network across Europe.

We regularly roll out new projects such as in the French Grand Est region where a cross-border ticketing solution with Germany has been implemented, and the new e-ticketing system for the Region Île-de-France, a highly innovative project in Europe which includes digitising transport tickets on smartphones.

Our **Omnichannel Interactions** help brands better engage with consumers and citizens by allowing them to communicate through their preferred channel. As a result, interaction quality, along with productivity, are increased. This is further accelerated through the application of AI to provide new insight, assist agents and improve customer experience.

Mobility & e-Transactional Services delivers a cloud-hosted Customer Experience Suite that helps brands optimise their interaction with their consumers, whether it is through classical channels such as phone and email or through SMS, live chat, social media messaging, video, chatbots or callbots.

Key customers include BNP Paribas Group (in Belgium, France Italy and Luxembourg), LCL, SNCF, and CNAF while also supporting the customer communications of many European banks, mainly located in Belgium, Germany, Luxembourg and The Netherlands.

Innovation highlights in 2024

Innovation is a thread which runs throughout Mobility & e-Transactional Services with a dedicated team animating a global community covering all departments and strategic pillars. We believe that good ideas can come from anywhere, and our organisational structure and governance has been designed to nurture them. Using our collective intelligence, Worldliners have built a pipeline of ideas, and by investing ring-fenced budgets they have successfully converted these into proof of concepts, many of which have been scaled into products. Ideas have taken the form of open innovation with customers and partners, product enhancements and new products.

Working with customers is key to maximising creativity. In 2024 we held 64 workshops with customers and partners. An example of this is the Design Sprint event we held with Google where design thinking techniques were applied to products from across the 3 strategic pillars to accelerate the development of new capabilities that could be brought to market.

Through our innovation community, and events such as the Google Hackathon, we bring new capabilities to existing products across all 3 strategic pillars. In the case of Omnichannel Interactions, in 2024 we developed our AI-created automated call summaries.

Furthermore we have brought entirely new products and services to market. This includes applied innovation to deliver a payment orchestration wallet to a national rail operator. The wallet allows for multiple payment types to be centralised for consumers allowing them to merge options such as vouchers, refunds and classical card payments, ultimately making travel more accessible.

Our customer-focused strategy for 2025

In 2024, we organised our business around 3 strategic pillars. These pillars allow us to build intimacy with our customers by specialising in their vertical markets and focusing on the needs of their consumers, citizens and patients. In 2025, we will build on this to become closer to our customers.

We have established a strategic Customer Centricity programme across our senior management community. This programme comprises 4 topic areas, each of which will have a multidisciplinary team assigned. Teams will have representation from each of our strategic pillars plus transversal teams. It is our strong belief that the Customer Centricity programme will benefit from diverse teams covering different disciplines, countries, genders and contexts from across our business.

The 4 topic areas are:

- **Knowledge and understanding:** improving our knowledge and understanding of customers, market needs and expectations
- **Engagement:** improving the way we interact with our customers and prospects
- **Delivery:** ensuring and increasing customer satisfaction
- **Growth:** fostering customer loyalty and our ability to grow with our customers through product and service innovation.

A

A.12 2024 Key figures and Revenue profile

2024 Key figures

"As we anticipated, 2024 was a year of transition for Worldline, during which additional challenges emerged. However, we proactively addressed these issues while successfully repositioning the company through the execution of our Power24 plan. Thanks to a strong cost discipline implemented by the finance teams, we navigated this transition effectively, reinforcing our confidence in the future.

Our business remained strong in our core markets and continued to accelerate in new markets such as Italy. Power24 has already started to deliver its first benefits, notably by mitigating external pressures such as inflation. As a result, our adjusted EBITDA reached €1,070 million, demonstrating our ability to absorb cost increases and maintaining profitability.

As we committed, some Free Cash Flow parameters have improved, driven by lower Capex, lower restructuring and integration costs excluding Power24, and disciplined working capital management. This positive trend is expected to continue, further strengthening our financial flexibility.

Worldline will continue to actively manage its debt maturity profile, including a targeted leverage under our new definition (including IFRS16) of c1.5 times, which we expect to reach by end 2025, and maintain strong financial liquidity."

Grégory Lambertie,
Group Chief Financial Officer

2024 Results

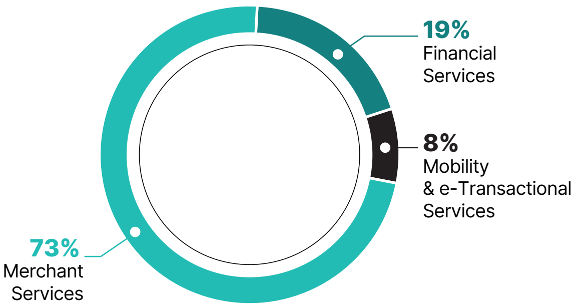
€4.6 billion
total revenue
(+0.5% organically)

€1,070 million
Adjusted EBITDA
(23.1% Adj. Ebitda margin)

€201 million
free cash flow
(18.8% Adjusted EBITDA conversion)

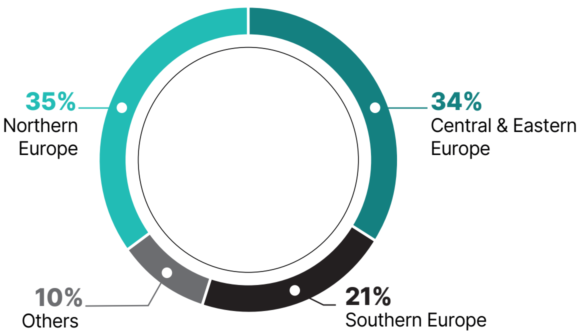
A

Revenue profile



(In € million)	2024 revenue
Merchant Services	3,390
Financial Services	891
Mobility & e-Transactional Services	351
WORLDLINE	**4,632**

Europe is the Group's main operational base, generating circa 90% of total revenue in 2024.

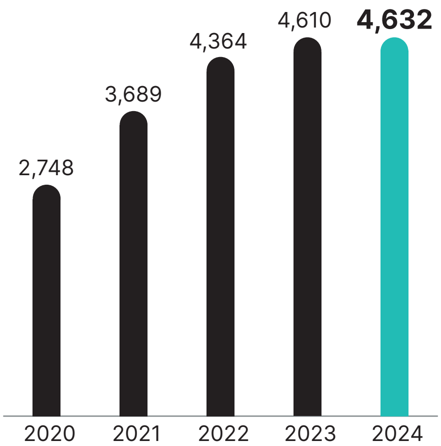


(In € million)	2024 revenue
Northern Europe	1,609
Central & Eastern Europe	1,580
Southern Europe	970
Others	472
WORLDLINE	**4,632**

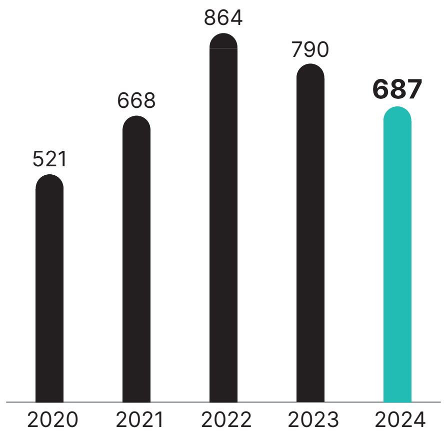
A

Key graphs

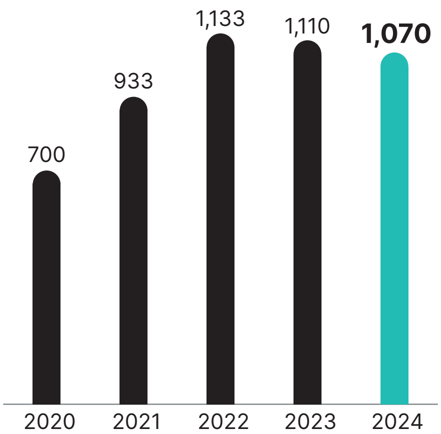
5-years revenue evolution
(in € million)



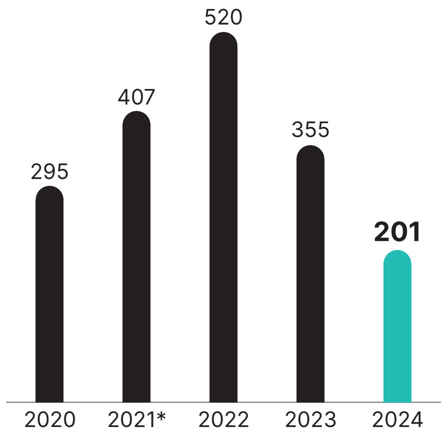
5-years operating margin evolution
(in € million)



5-years Adjusted EBITDA evolution
(in € million)

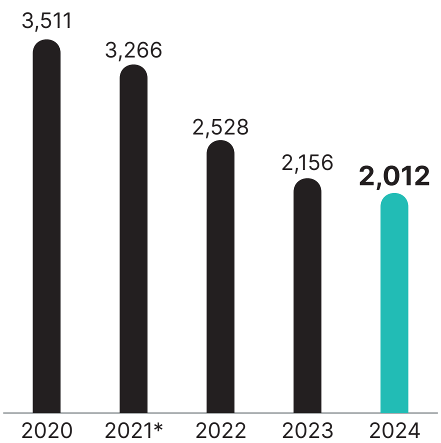


5-years free cash flow evolution
(in € million)



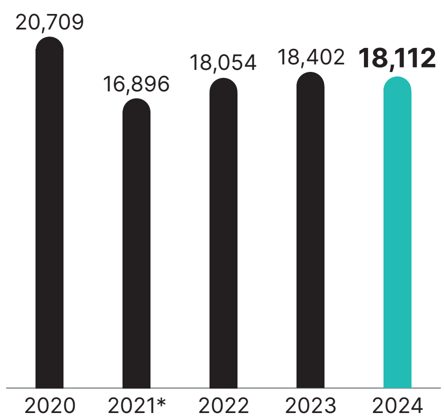
* *Before IFRS 5*

5 years net debt including IFRS 16 evolution
(in € million)



* *Before IFRS 5*

5-years employee evolution



* *excluding 3 815 from TSS*

A

A.13 Worldline's governance

Operational Executive Committee

The Operational Executive Committee leads and implements Worldline's overall strategy and business ambitions, for the benefit of clients, employees, shareholders and society as a whole.

The Committee is organised as follows:

Alessandro Baroni
Head of Financial Services

Lisa Coleman
Head of Operational Performance

Paul Marriott-Clarke
Head of Merchant Services

Christophe Duquenne
Chief Technology & Operations

Pierre-Antoine Vacheron
Chief Executive Officer

Florence Gallois
Chief People Officer

Caroline Jéséquel
Head of Mobility & e-Transactional Services

Charles-Henri de Taffin
General Secretary, Head of Legal & Compliance

Joe Katz
Chief Risk Officer

Grégory Lambertie
Chief Financial Officer

Strategic Executive Board

The Strategic Executive Board discusses and decides specific strategic orientations and significant projects or initiatives deemed necessary for the Group. The Strategic Executive Board gathers all Executive Committee's members as well as the following members:

Ottmar Bloching

PAYONE CEO

Pierre-Emmanuel Degermann

Head of M&A and Development, Head of Strategy, Public & Regulatory Affairs

Sébastien Mandron

CSR Officer

Pascal Mauzé

Chief Revenue Officer, Financial Services

Vincent Roland

Head of Strategic Developments and Partnerships

Venkata Sriramagiri

Head of Worldline Global Services

A

Board of Directors

Wilfried Verstraete

Chairman of the Board of Directors of Worldline Independent Director

Aldo Cardoso

Independent director

Giulia Fitzpatrick

Director

Olivier Gavalda

Director

Mette Kamsvåg

Independent director

Marie-Christine Lebert

Employee Director

Agnès Park

Independent Director

Daniel Schmucki

Director

Nazan Somer Özelgin

Independent Director

Thierry Sommelet

Independent Director

Sylvia Steinmann

Independent Director

Michael Stollarz

Director

Stephan Van Hellemont

Employee Director

Representatives of the Social and Economic Committee

Vincent Danten

Representative (incumbent) of the UES Worldline Social and Economic Committee

A

Works and membership of the Board of Directors in 2024

64%* Independence (incl. Chairman)

64%* of non-French nationalities

46%* Feminisation rate

Board work in 2024**

13 Members

96% Attendance

59.5 years old Average age

19 Meetings

4 Executives sessions

Investment Committee

6 Members

67% Independance

100% Attendance

5 Meetings

Nomination Committee

4 Members

75% Independance

99% Attendance

12 Meetings

Social and Environmental Responsibility Committee

4 Members

67% Independance (incl. Chairwoman)

100% Attendance

4 Meetings

Audit and Risks Committee

5 Members

80% Independance (incl. Chairman)

88% Attendance

14 Meetings

Remuneration Committee

5 Members

75% Independance (incl. Chairman)

99% Attendance

10 Meetings

* *As of the date of this Universal Registration Document, employee directors are not taken into account when calculating independence and gender diversity, in accordance with the law and the recommendations of the AFEP-MEDEF Code.*

** *At December 31, 2024.*

B

Sustainability report

B

B.1 General disclosures(ESRS 2)

B.1.1 Basis for preparation

B.1.1.1 General Basis for preparation of sustainability statements (BP-1)

The Group releases the **Universal Registration Document** (URD) which is an annual report published on the Worldline website, free of access. It includes different parts such as the present Sustainability report. The informations related to sustainability were established as part of legal and reglementary rules due to the transposition of the CSRD on the publication of information on corporate sustainability (Corporate Sustainability Reporting Directive).

The whole report was established on a consolidated basis involving the same scope as the financial statements (with relevant changes to be found in NOTE 3 Main changes in the scope of consolidation, page 224). The reporting perimeter includes the full set of key performance indicators and the results of the CSRD double materiality assessment in accordance with the CSRD regulation. The reports cover the financial year from 1 January 2024 to 31 December 2024. It gathers information on the environmental, social and societal impacts of Worldline and its entities. The report includes all entities acquired before the end of 2024. The scope of consolidation of the sustainability report is aligned with the scope of the financial section of the URD. As mentioned in the finance section, the 2024 CSR reporting scope covers all 41 countries[1] where Worldline is implemented.

It complies with the GRI Standards and in compliance with Directive 2013/34/EU of the European Parliament and of the Council of the European Union, without utilising the exemption of divulgation of information.

In addition, since 2020 Worldline reports are aligned with the SASB 'Software & IT Services' framework.

This information has been prepared in a first-time application context characterized by uncertainties regarding the interpretation of texts, reliance on estimates, the absence of established practices and frameworks, as well as an evolving internal control system.

Several key points require attention, particularly in this first-time application context:

- The double materiality assessment process was conducted in accordance with the provisions of the standard. Future updates will incorporate feedback from the statutory auditors and emerging best practices.
- Some quantitative data rely on estimates of Worldline Group's management and may include uncertainties, as specified in section « *Sources of estimation and outcome uncertainty* ». These uncertainties, judgments, and estimates are detailed for the main relevant indicators in the sustainability report.

Additionally, some disclosure requirements could not be produced in this first reporting exercise due to the unavailability of data at the Group level. The affected quantitative indicators are listed in section Sources of estimation and outcome uncertainty**.**

The following quantitative indicator could not be produced: percentage of payments aligned with the company's standard payment terms in number of days by main supplier category.

For the scope 1 and 2 the level of uncertainty is medium, as estimates have had to be made for energy consumption indicators and for refrigerant gases from third-party data centres, due to the unavailability of information.

- The Group is defining plans to ensure these data points will be reported within a reasonable timeframe.
- Lastly, the adaptation of the internal control process to the new standard's requirements is underway. We will continue the efforts initiated this year in the coming reporting cycles.

For the scope 3 the level of uncertainty is quite high. The expected response rate from stakeholders was not sufficient, leading to estimates and uncertainties.

Reporting process

Worldline's reporting is managed by the CSR team and a network of contributors in all countries and entities. Most non-financial information is collected and consolidated in a dedicated ESG data collection tool such as KPI related to human ressources. Some information is collected beforehand in dedicated tools, as is the case for extra-financial information in the People Section. Some information is collected during individual discussions with contributors. The data provided by the various contributors is then consolidated at the global level.

This reporting year is an important milestone for Worldline with the publication of its first sustainability statement, in compliance with the requirements of the Corporate Sustainability Reporting Directive (CSRD). This document takes over the Non-Financial Performance Statement (DPEF).

It is important to emphasize that this first sustainability statement was prepared within a fluctuant context due to (i) the major changes required by the CSRD in how information is presented, and (ii) the late publication of guidance documents, such as those related to the climate transition plan.

With the CSRD, Worldline will continue its transformation and the development of increasingly sustainable practices to conduct its operations in the most environmentally and socially responsible manner. Thus, this first sustainability statement is part of a necessary process of continuous improvement, and in the coming years, it will be essential to refine, expand, and enhance the published information.

1 *Argentina, Australia, Austria, Belgium, Brazil, Canada, China, Czech Republic, Denmark, Estonia, Finland, France, Germany, Great Britain, Greece, Hong Kong, Hungary, India, Indonesia, Italy, Japan, Latvia, Lithuania, Luxembourg, Malaysia, Malta, Netherlands, New Zealand, Norway, Poland, Portugal, Philippines, Romania, Russia, Singapore, Spain, Sweden, Switzerland, Taiwan, Turkey, United States.*

Scope- Value chain covered

The Group's value chain is detailed in the Integrated Report, page 39, 40 and 41 of the Universal Reporting Document.

Regarding the description of its value chain, note that Worldline takes into account all stakeholders of the downstream and upstream chain.

Worldline has not used the option to omit a specific piece of information corresponding to intellectual property, know-how or the results of innovation, nor has used its right to omit a specific piece of information corresponding to intellectual property, know-how or the results of innovation.

B.1.1.2 Disclosure in relation to specific circumstances (BP-2)

Time horizons

The time horizon chosen at Worldline is aligned with the CSRD requirements.

- ***Short term: reference period in financial statements;***
- ***Mid-term: until 5 years;***
- ***Long term: more than 5 years.***

Value chain estimation

More details available in section B.2.6. Carbon footprint and performance (E1-6) of the present document.

Sources of estimation and outcome uncertainty

More details available on each KPI separately, their source of estimation or uncertainty are mentioned.

The preparation of certain information requires the use of estimates and assumptions, particularly. The sources of these estimates and their levels of uncertainty are provided in the relevant sections, covering the assumptions used, historical data, and forward-looking data.

For the scope 1 and 2, estimation have been made for indicators included in the report:

- Energy consumption: estimation have been made for the last quarter of 2024 as the data was not available. Most of the estimation methods used are approximation based on unit square footage, or data from the previous year with a provision calculated on the percentage increase compared with year n-1, using data from the previous year where relevant, or an average based on consumption in the three months preceding December.
- CO2e of refrigerant gases : estimation are based on the sum of the square metres of buildings included in the scope of environmental reporting, multiplied by an emission factor in kgCO2e/m² that we have calculated from ADEME's Base Carbone.
- The significant estimates, inherent to certain calculation methodologies used by the Group, primarily concern greenhouse gas emissions—particularly Scope 3 emissions related to procurement, more details in section Calculation Change.

For this report, most estimations have been made in the scope 3 calculations.

Details are available in section B.2.6.3 GHG calculations : sources, methodologies and assumptions.

Each year, the Group is working on the improvement of the calculation method.

Changes in preparation or presentation of sustainability information

The changes in methodology were mostly on the GHG emissions part, section B.2.6 Carbon footprint and performances (E1-6). All changes included in the section B.2.6 Carbon footprint and performances regarding scope 3, are as follows:

Reclassification: The lease of real estate has been reclassified from category 1 (purchased goods and services) to category 8 (upstream leased assets) in accordance with GHG protocol recommendations. Impact: 30,696 tCO2e. The 2023 data related to the scope 3 has not been restated according o the 2024 perimeter and methodology.

Calculation Change:

The emission factors for scopes 3.1 and 3.2 have been updated based on the latest information from the ADEME database or according to the nature of the expenditures. Impact: 3,243 tCO2e on the 2023 proforma.

Category 3: All scope 1 and 2 energy consumptions are now converted into CO2e emissions using upstream conversion factors from the Department for Business, Energy & Industrial Strategy, whereas in 2023, the emission calculations for this category relied on Quantis conversion factors.

Category 7: Until now, emissions were calculated based on an emission factor provided by the US Department of Transportation data (USDOT 2014). In 2024, the data will be sourced from a survey conducted in 2023 among our employees regarding their commuting methods and the number of days they are present on-site. Impact: - 830 kgCO_2e per employee in 2024.

Reporting errors in prior periods

No errors were found in the previous sustainability report.

Disclosures stemming from other legislation or generally accepted sustainability reporting pronouncements

Worldline publishes sustainability reports according to GRI and SASB standard. The following information in chapter A.1.3 Other applicable legislation fall under the standards.

Worldline is also subject to:

- Conflict of interest, as per French Sapin 2 Law.
- Insider Trading, as per Regulation (EU) No 596/2014 on market abuse ("MAR Regulation")
- Money laundering : FATF recommandations and Wolfsberg Guidelines

The policies and actions related to these legislations are described in section A.1.3. Other applicable legislations.

Incorporation by reference

Information	Code	Section in the Sustainability report
Employees expenses	ESRS S1-6 50(f)	C.4 Consolidated financial statement
Administrative management competences	GOV-1	E. Corporate Governance and Capital
Risk management and internal controls over sustainability reporting	GOV-5	D.2 Worldline Risk Management Framework
Business model and value chain	SBM-1	A. Integrated Report

B.1.1.3 Other applicable legislations

Conflict of interest

Worldline undertakes to ensure that all decisions taken by anyone of its employees within the framework of professional duty are taken objectively and impartially, in the interest of Worldline and not based on personal interest, whether financial or family. Consequently, employees are asked to inform the Company in the event they would be in a situation of conflict of interest with Worldline's competitors, partners, customers or suppliers. In 2023 Worldline has updated the Global Conflict of Interest policy to improve Worldline's Conflict and Interest Declaration Process. In 2022, Worldline has automated its process of declaration of Conflict of Interest for new employees through the Human Resources onboarding application.

Our action plan for 2025 will focus on improving the digitalization and automatization of the process for existing employees.

Prevention of tax evasion

Tax compliance: Worldline aims to comply with tax laws, rules, and regulations in the countries where the Group operates. In this respect, the Group pays the right amount of tax in the countries where it generates profits and value is created. This behaviour is achieved in accordance with domestic and international rules and standards as well as applying the OECD principles to transactions within the Group. Hence, the cross-border intercompany transactions within the Group are based on the arm's length principle and are documented in each country according to the local and international transfer pricing rules and disclosed to the local authorities whenever required.

Tax risk management: Given the complexity of the international tax environment, a certain degree of tax risk and uncertainty is inherent in the Group's business activities, due to challenges in the application of local laws and regulations, errors when completing tax returns and regular audits by the tax authorities. However, the Group is committed to disclose all relevant facts and circumstances to the tax authorities. Where disagreements over the interpretation of tax laws arise, the Group works proactively to seek to resolve all issues by agreement, where possible, and reach acceptable and sustainable solutions to lower its exposure to risks.

Moreover, Worldline manages the tax-related matters with integrity, do not enter aggressive or artificial tax planning scheme disconnected from its actual operations and seeks to mitigate the risk level regarding its operations by ensuring a strong care is applied in relation to all processes which could affect compliance with its tax obligations.

The risks are identified and managed locally by local tax managers or local CFO, with the support of external advisors in the event of uncertainty or complexity. They provide a regular report to the Group Tax Director who supervises and monitors the tax risks management to find the best solution to mitigate them.

Tax function: Worldline's tax strategy is approved by the Group Chief Financial Officer, member of the Executive Committee, who delegates its executive management – *i.e.* definition, monitoring and supervision – to the Group Tax Director. Local tax managers – who report to the Group Tax Director – have the responsibility to liaise with local finance & business teams as well as external advisors to ensure the correct application of the tax strategy and compliance with applicable national and international tax laws.

The tax department is organised around a corporate team and local internal or external specialists working closely with the operations, aiming to support the business in the development of the operations and to ensure the Group competitiveness. As such, it seeks to minimise double taxation, ensure compliance with applicable tax laws and regulations, minimise tax exposure, benefit from available tax incentives, reliefs and exemptions in line with tax legislation and the business of the Group.

Tax transparency: To prevent any case of tax avoidance, where tax law is subject to interpretation, the Group may take a written opinion to support the decision-making process or may engage transparent discussions with tax authorities to secure alignment on interpretation of tax rules. Moreover, the Group complies with its reporting obligations, as regards the Country-by-Country Report (CbCR), which is prepared and filed according to the French tax law and the international guidelines.

Regarding the country-by-country reporting it has not been carried out this year, but it will be in the future.

Financial Crime compliance (FCC) : AML, terrorism financing, export control and sanctions

Anti-Money Laundering and Countering the Financing of Terrorism (AML/CFT)

The global market for payment services and solutions is characterised by rapidly evolving technologies, stringent regulatory requirements, increasing standardisation trends and a heightened customer focus on cost awareness, process control and risk management. The regulatory landscape is expanding beyond a traditional banking focus to englobe the payment services and solutions industry. As new participants enter the payment value chain, the resulting complexity and interdependencies underscore the growing need for robust regulation and specialized expertise within companies like Worldline, ensuring compliance in an increasingly stringent regulatory environment. As Europe's leading payment services provider, Worldline combines long-standing proven expertise in traditional mass payment systems (issuing, acquiring, intra- and interbank payment processing) and innovative e-commerce and mobile payment solutions. The Group provides Europe's most comprehensive end-to-end service portfolio for payments and card transactions and offers cross-border availability of value-added services for banks, financial institutions and corporations.

The Euro system, part of the European Central Bank, promotes the safety and efficiency of payment, clearing and settlement systems under its oversight mandate. The systems play important roles not only in the stability and efficiency of the financial sector and the euro area economy as a whole, but also in the smooth conduct of the single monetary policy of the euro area and in the stability of the single currency. The Euro system oversight of Financial Market Infrastructures is based on the internationally recognized CPSS-IOSCO Principles for Financial Market Infrastructures (PFMIs), adopted by the ECB's Governing Council in June 2013 as the standards for Euro system oversight of all types of FMIs in the euro area under the Euro system's responsibility.

A significant aspect of the legal and regulatory framework applicable to the payment services industry is the compliance with AML/CFT laws and regulations and applicable Sanctions Regimes (local, European and Global). In this context, Worldline strives to operate in accordance with legislation relating to the fight against money laundering, the financing of terrorism and sanctions breaches.

As such, it considers the international AML/CFT related standards, the European legislative framework with, as core reference, the 4th EU AML Directive (AMLD4[1]) and the 5th EU AML Directive (AMLD5), along with subsequent amending[2] or supplementing rules as well as national AML/CFT laws and regulations. A permanent regulatory watch ensures Worldline to keep up updated on new legal and regulatory initiatives at international, national or local level.

Effective Financial Crime Compliance program is critical for preserving market integrity and the global financial framework. These regulations help mitigate the risk of financial abuse. Proper Know Your Customer/(Ongoing)Customer Due Diligence procedures (KYC/OCDD), alongside robust transaction monitoring and reporting of suspicious activities and transactions, are indispensable components for compliance and for reducing financial crime within the payment sector.

Worldline regulated entities subject to AML laws and regulations have a FCC function in place including an Anti-Money Laundering Officer (AMLO) responsible for implementing the AML/CFT regulatory requirements. Likewise, AMLOs functionally report to the CEO designated as senior AML manager member of the management body, at ultimate responsible for ensuring compliance with AML/CFT laws.

Sanctions and Export controls

Worldline ensures compliance with Sanctions and export control regulations by conducting screening of customers and transactions against international and national sanctions lists. The procedures foresee the reporting of information to the competent authorities when required. Worldline strives not to process or engage in dealing with Specially Designated Nationals (SDN) or Blocked Persons, except to the extent provided by law.

Following the escalation of the conflict in Ukraine in February 2022, Worldline is in the process of winding down activities and presence in Russia and this, in accordance with the rules in force and with the authorisation of the General Directorate of the Treasury (France/Decision No.123510).

Finally, Worldline is not directly and/or indirectly, engage in the sale, provision, or export of dual-use goods or technologies.

Financial sector

More and more social and ethical aspects have been implemented into the basic requirements of companies in the financial industry. Worldline strives to meet the highest standards in duty of vigilance regulation, Sapin II (anti-bribery and anti-corruption regulation) and modern slavery act where applicable.

Worldline's Cyber-Security Strategy is based on the "Guidance on cyber-resilience for financial market infrastructures" (Bank for International Settlements, BIS-International Organisation of Security Commissions, IOSCO) and the "Framework for Improving Critical Infrastructure Cyber-Security" of the National Institute of Standards and Technology (NIST). Utilising these frameworks assures Worldline is continuously improving its resilience against cyber-attacks.

1 *Regulation (EU) 2015/847 of the European Parliament and of the Council of May 20, 2015 on information accompanying transfers of funds and repealing Regulation (EC) No 1781/2006 (Text with EEA relevance) is also covered*

2 *AMLD4 is amended (not repealed) by AMLD5: Directive (EU) 2018/843 of the European Parliament and of the Council of May 30, 2018 amending Directive (EU) 2015/849 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing and amending Directives 2009/138/EC and 2013/36/EU (Text with EEA relevance). Directive (EU) 2018/1673 of the European Parliament and of the Council of October 23, 2018 on combating money laundering by criminal law, brings a new definition of the underlying offenses leading to money laundering and reinforce the sanctions.*

As a Financial Market infrastructure, Worldline further ensures compliance with applicable laws, rules and regulations and customer expectations through key standardised certifications, such as ISO 27001 (Information Security), ISO 22301 (Business Continuity), ISO 9001 (Quality), PCI-DSS (Payment Card Processing) which support the Company's ambition and, together with the ISAE 3402, provide this high level of assurance. Moreover, Worldline is contributing to the initiatives of the European Commission and the entire payment ecosystem to define and improve the payment value chain to reduce risks, facilitate competition and transparency while encouraging innovation and standardisation for the benefit of the consumer and the merchant.

Evaluation of the ethical behaviour of partners: Intermediaries, consortium partners or consultants assisting Worldline in the development or maintenance of its activities are examined before the start of a commercial relationship: behaviour and knowledge of ethics are essential criteria to which commitment is required prior to any relationship.

Competition in Business: a policy stipulates the main rules of fair competition to adhere to through meetings with potential and known competitors. Worldline treats its customers, suppliers, partners and intermediaries with respect and shall not take unfair advantage nor practice discriminatory conditions. Consequently, Worldline refuses that its employees or third parties when assisting the Company in developing business, take part in an agreement, understanding or concerted practice which would contravene the applicable laws and regulations concerning anti-competitive practices.

The PSD2[1] is a European Directive for the regulation of payment services and payment service providers, whose objectives are to increase the security of payment transactions, strengthen consumer protection, promote innovation and increase competition in the market. The European legislator is working on an update to the PSD, the so-called PSD 3.

Transfer of funds. Worldline complies with the requirements of the Regulation of May 20, 2015 on information accompanying fund transfers.

Health sector

Worldline's activity in the e-health sector is reflected in services that include the development of information systems that process and host personal health data. This data is particularly critical since it is confidential and personal information, as highlighted in the GDPR: "*personal data relating to the physical or mental health of a person, including the providing health care services, which reveals information about the state of health of that person*"[2] . The software development and hosting activities related to these sensitive data require a specific compliance with a normative and regulatory framework.

Since 2009, Worldline participates to and integrates definitions of several standards in the software development, interoperability and security of health e-services, in synergy with the French digital health agency (*agence du numérique en santé* or ANS). The French Health Information Systems Interoperability Framework (CI-SIS) is among the main standards that have emerged, as well as the health information systems security policy (PGSSI-S). Since 2005, Worldline has also participated several times in the "IHE Connectathon", an annual European meeting which approves the interoperability of the developed solutions and allows displaying true expertise in interoperability.

The Company conducts a systematic and continuous monitoring of these standards, their evolution and their implementation, to ensure its customers the guarantee of compliance with the state of the art, and the control of these standards by Worldline's experts. For instance, references and solutions developed by Worldline include two computer security standards that became applicable in 2018: The "INS-C" referencing, the "DMP-Compatibility" certification (intended to validate the software's ability to interface with the shared medical record (DMP) implemented by the CNAM).

In November 2017, then in August 2020, CNAM entrusted Worldline with the generalisation of the DMP for all French citizens.

Thus, Worldline Group has been one of the first providers as from 2010 to be granted authorisation for the hosting of personal health data (HDS approval). In 2019, several approvals were operational through various projects operated by Worldline. The Company also took part in consultation processes driven by ANS in order to build a certification reference system based on its own feedback and pragmatic bases. Thus, Worldline renewed in 2019 its authorisation and got this new certification for personal health data hosting (based on the new HDS requirements framework from ANS).

1 *The content of PSD2 Directive is implemented inside the processes. In the Book of intern control (Blue Book), controls have been setup to cover it. Self-assessments and tests are executed annually to assess the risk. The results of the self-assessment and tests generate action plan to improve the processes.*

2 *Article 4(15) GDPR.*

B

B.1.2 Governance

B.1.2.1 The role of the administrative, management and supervisory bodies (GOV-1)

B.1.2.1.1 Composition, diversity and expertise

More details available in the chapter E. Corporate Governance and Capital. Worldline has two employee Representative at Board level.

The skills of the members of the competence bodies enable them to cover the Group's material ESG issues.

KPIs Composition, diversity and expertise	2024	2023
Number of women in Board members	5	6
Percentage of women at the Board	45.5%	43%
Percentage of women at the EXCOM	30%	36%
Percentage of independent Board members	64%	N/A
Number of Executive members among the Board	0	N/A
Number of non-executive members among the Board	13	N/A

B.1.2.1.2 Board of directors, roles, and responsibilities

More details available in the chapter E. Corporate Governance and Capital.

The Board's Internal Rules indicates the role of the Board and its Committees with regards to corporate and social responsibility matters.

The **Board of Directors** determines the directions that the Company shall take regarding its activities and ensure their implementation, in accordance with its corporate interest. They endeavour to promote long-term value creation by the Company by considering the social and environmental aspects of its activities. The Board of Directors acts on the recommendation of the Chief Executive Officer and in conjunction with the Social and Environmental Responsibility Committee. It defines the multi-annual strategic guidelines for sustainable development, notably around climate.

The Board of Directors is informed annually by the general management of the results achieved in this field. It examines annually, if necessary, the opportunity to adapt the action plan or modify the objectives. It regularly reviews, in relation to the strategy it has defined, the opportunity and risks, such as financial, legal, operational, social, and environmental risks, as well as the measures taken accordingly.

The board of directors was informed about the IROs detected through the double materiality analysis process. The material IROs were mentioned on all 3 ESG aspects.

Board of Directors' Committees' roles

1. Audit aud Risks committee

The Board of Directors' Audit and Risks Committee shall formulate all opinions and recommendations to the Board of Directors within the areas described here below. The committee shall particularly receive from the Board of Directors the assignment:

With respect to the financial and extra-financial information:

- to complete comparable examination for extra-financial information in particular the process of elaboration and control in coordination with the Social and Environmental Responsibility Committee;
- to meet, whenever it deems necessary, CSR management;
- to review the Corporate Sustainability Reporting Directive's reporting (financial and extra-financial) prepared with the Social and Environmental Responsibility Committee**.**

The examination of the accounts by the committee shall be accompanied by a note from the auditors emphasizing the essential points. Not only of the financial results, but also of:

- the accounting options adopted;
- the complementary report to the Audit and Risks Committee provided for by applicable law;
- as well as a note from the financial director describing the risk exposure including those of a social and environmental nature and any significant off-balance sheet commitments made by the Company.

With respect to the internal control and risk management for financial and non-financial information:

- to examine the risk mapping and the main risks, including but not limited to cyber, social, and environmental risks. They also examine the related action plans and their progress and targets. The social and environmental risks are reviewed and followed in coordination with the Social and Environmental Responsibility Committee;
- to monitor the effectiveness of the internal audit on procedures relating to the preparation and procesing of financial and non-financial accounting information.

The double materiality matrix and its process, including the related IROs, have been presented to and confirmed by the SER and Audit and Risks Committee session.

2. Social and Environmental Responsibility Committee

Within its relevant fields of competence, **the Social and Environmental Responsibility Committee** has the task of preparing, processing, and monitoring to facilitate the work of the Board of Directors, for the review of:

- the Group's social and environmental responsibility strategy, including the climate strategy, as well as the review of its implementation;
- the impacts of the Group's social and environmental responsibility strategy and the rollout of the related initiatives;

- the definition of CSR indicators & targets and their follow up;
- the Group's practices in respect of responsible purchasing;
- the Group's social and environmental responsibility commitments considering the challenges specific to the Group's business and objectives, in such areas as well being at work, diversity and environment;
- the evaluation of the risks and opportunities regarding social and environmental performance, in coordination with Audit and Risks Committee;
- the social and environmental responsibility components to be included by the Remuneration Committee in the framework of the executive remuneration policy, in particular:
  - the alignment with the corporate social responsibility strategy;
  - the level of achievement of those criteria
- the social and environmental responsibility components to be included by the Nomination Committee in the framework of the non-discrimination and diversity policy within the management bodies;
- the social and environmental policies considering their impact in terms of economic performance;
- the annual statement on extra-financial performance (which will be replaced by the Corporate Sustainability Reporting Directive's report). The committee gives an opinion to the Board on this statement;
- the summary of ratings awarded to the Group by rating agencies and in extra-financial analysis.

The committee is in charge of coordinating the works on CSR matters with the other committees in their respective scope, so the committee keeps the overview of the committees works in that respect. For this purpose, it assists the Board of Directors with its analysis of the matters within the above scope.

The double materiality matrix and its process, including the related IROs, have been presented to and confirmed by the SER and Audit and Risks Committee session.

The internal rules of the Board of Directors provide that the **Social and Environmental Responsibility Committee** shall be composed of a minimum of three and of a maximum of five members. They are appointed by the Board of Directors from amongst its members having regard to their experience and expertise. The Committee shall consist of a majority of independent directors under the meaning defined by the internal rules of the Board of Directors and in accordance with the AFEP-MEDEF Code to which the Company refers. Its chairperson is appointed from amongst the independent members following a recommendation from the Nomination Committee. The Social and Environmental Responsibility Committee has the following members at the date of this Universal Registration Document:

- Agnès Park (Chairwoman and independent director);
- Giulia Fitzpatrick (Vice President);
- Sylvia Steinmann (independent director);
- Stephan Van Hellemont (director representing the employees).

3. Nomination Committee

Within its relevant fields of competence, the Board of Directors' **Nomination Committee** has the task of:

- reviewing the main human resources' components, initiatives, and indicators of the corporate social responsibility strategy. In particular, the Nomination Committee shall ensure that the general management implements a policy of non-discrimination and diversity within the Company's management bodies. It relies on the work of the Social and Environmental Responsibility Committee for this purpose.

4. Remuneration Committee

Within its relevant fields of competence, in coordination with the Social and Environmental Responsibility Committee and relying on its works in that respect, the Board of Directors' **Remuneration Committee** has the task of:

- making proposals on the inclusion of criteria related to social and environmental responsibility in the variable compensation structure of the corporate officers, in alignment with the corporate social responsibility strategy,
- review the level of achievement of those criteria,
- and review the main aspects of variable compensation in relation to the social and environmental responsibility strategy.

B.1.2.1.3 Other roles and responsibilities

The Corporate Social Responsibility Officer

The Corporate Social Responsibility Officer reports directly to Worldline's CEO. He is responsible for the Company's CSR strategy, monitoring the sustainability initiatives and promoting CSR values with internal and external stakeholders. The CSR Officer is responsible for a department composed of a team of four employees dedicated to CSR and four employees dedicated to the ISO 14001 certification. The department has the responsibility of rolling out Worldline action plans at the Group level, as well as to communicate them internally and externally.

The CSR Officer steers internal and external CSR communication actions, thus contributing to employee commitment. Each business and corporate function has the responsibility to implement the CSR strategy and to provide support for the CSR objectives (Trust 2025 targets).

The CSR Officer manages the implementation of the CSRD in the whole company by coordinating the compliance, risk, financial and other relevant departments.

The environmental and climate board

The CSR officer also attends the environmental and climate board meeting quarterly. It is chaired by the Global Climate & Environmental Manager. Other members namely the global environmental manager, the ISO 14001 global manager, the country environment managers, the Regional Facility Managers, the global Data centre manager, and members of procurement in charge of company cars are persons in charge of the Global Greenhouse gases footprint reduction plan and the regional environment managers.

The environmental and climate board meeting follows up the plan execution, the ISO 14001 certification status and the Environmental Trust 2025 objectives.

B.1.2.2 Information provided and sustainability matters addressed by Worldline's administrative, management and supervisory bodies (GOV-2)

The various governance bodies and the information they provide are described in section A.2.1.2 Borad of directors, roles and responsibilities. This chapter describes the exchanges between the various bodies and the way in which they take ESG issues into account.

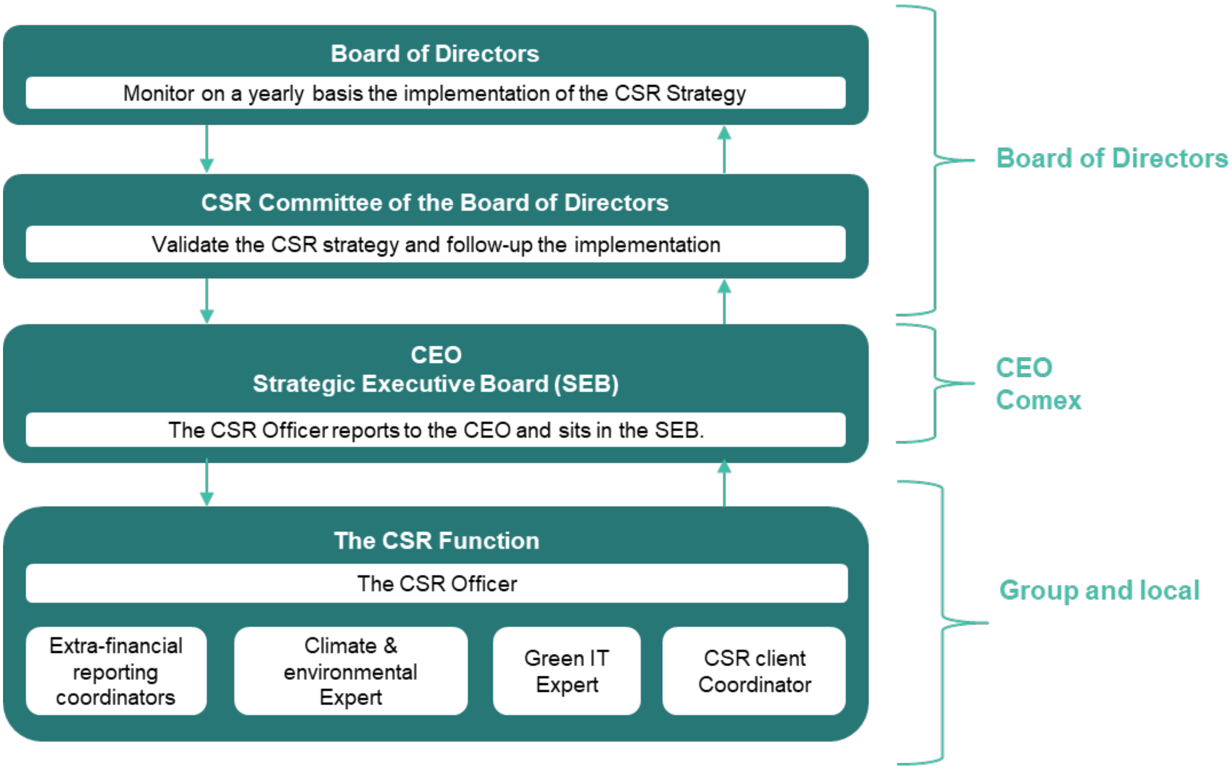
The TRUST plan formalises our strategic priorities, providing a framework for implementing action plans and monitoring progress through our KPIs. All the ESG issues in the TRUST programme were addressed and monitored during the year.

The list of material IROs was finalised and was the subject of a detailed presentation by the CSR Officer.

Analysis of the IROs will help to enrich the strategic thinking of the Board of Directors and Executive Management and to prepare the next ESG roadmap. It will also help to enrich the analysis of Group risks, including in the process of major transactions.

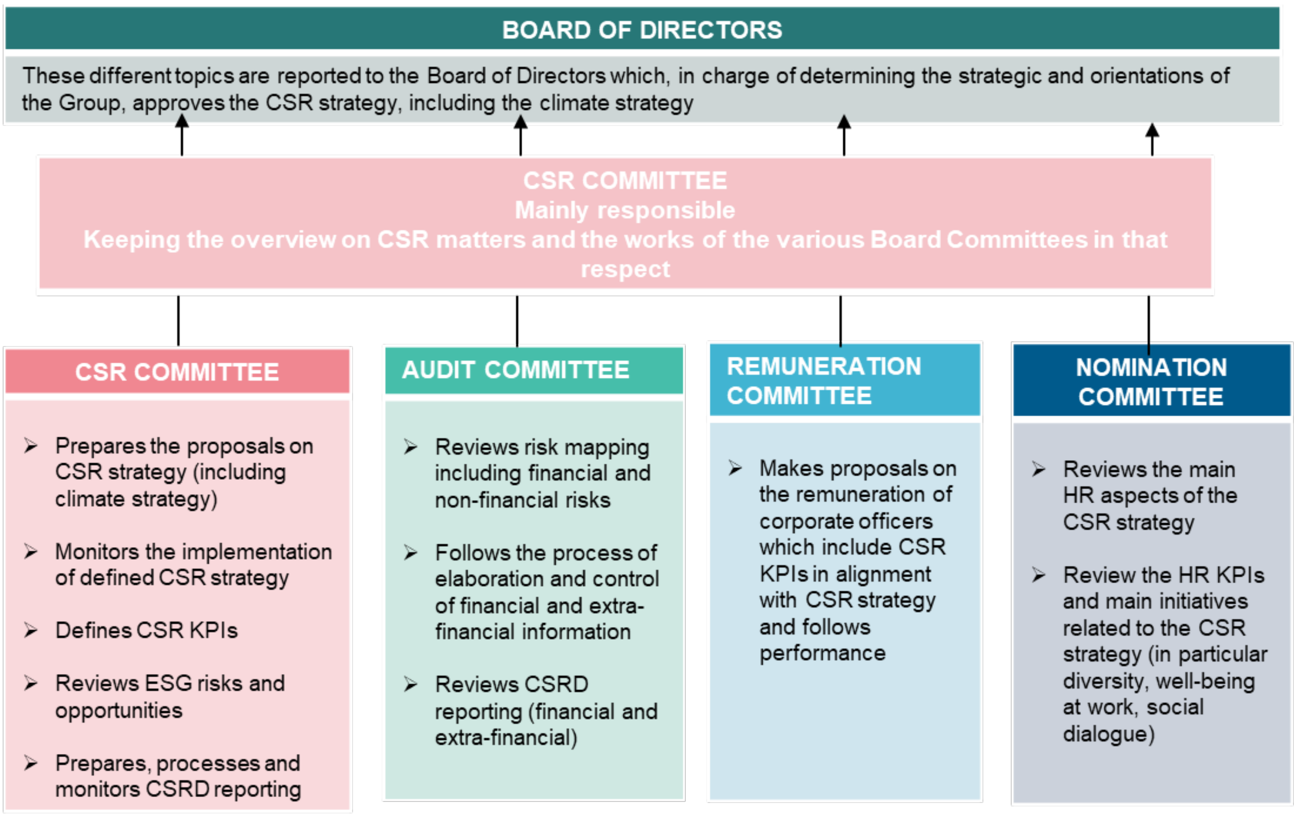
For greater clarity, details of the formal exchanges between the various governance bodies are shown in the diagrams below.

Infographic 1: Information on sustainability matters between administrative, management and supervisory bodies



B

Infographic 2: Breakdown of responsabilities and roles of administrative, management and supervisory bodies



B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)

Worldline rewards its employees, as well as Executive Company Officers, for delivering excellent performance to support the Group in achieving its short-term and long-term strategy. This method allows for the management to be aligned with the company's values and model.

Worldline operates on the base of the compensation policy which is revised at least every three years by the Board of Directors, upon the recommendation of the Remuneration Committee and, in all cases, upon renewal of the mandate of each Executive Company Officer. The Board of Directors supervises implementation of the compensation policies in accordance with the resolutions approved by the Shareholders' General Meeting.

Policies

To support the ambitions and objectives of Trust 2025, the Corporate Sustainability Responsibility Program ("CSR") of Worldline, the short-term and long-term compensation of the CEO and of the other concerned eligibles to those plans include external performance criteria relating to Trust 2025 since 2022.

Worldline has been committed to a voluntary Corporate Social Responsibility (CSR) approach reflecting compliance, transparency and a high level of engagement within its ecosystem. Building on the success of its Trust 2025. This edition aims to confirm and accelerate the progress made in terms of CSR, by covering new issues linked to the evolution of market trends and the Group's growth strategy, by raising the level of ambition and commitment and by establishing stronger governance. Worldline intends to maintain its CSR leadership in its sector for the years to come, by applying ESG best practices and involving all its stakeholders in this approach to create a positive impact for its ecosystem, our society and our planet at large. By revising its double materiality matrix, Worldline confirmed the relevance of the strategic axis covered. The TRUST 2025 targets have been developed internally, in alignment with the matrix and the business model. The analysis provided a baseline in 2020 and clear, ambitious but realistic targets from each department and their expert opinion. The KPI maintained to follow the evolution of the targets are therefore providing an overview of the efficacity of each action plan underneath.

To achieve its goal of being the CSR leader in the payment sector, Worldline has articulated its CSR strategy around different targets:

Subject	Indicators
Platforms secured & available	1. Contracts' services availability & response
	2. Platforms' services availability & response
	3. Percentage of data subject' request answered in time and in compliance with Worldline privacy policy
	4. Percentage of ISO 27001 certified sites according to the security policy
Customer experience & innovation	5. Net promoter score
	6. Sustainable offer revenue (in millions of euros)
Talent Attraction & Retention/People Diversity	7. Average number of training hours per employees per year
	8. Percentage of disabled workforce in the countries imposing legal requirements
Sustainable procurement/Ethics & Compliance	9. Percentage of suppliers evaluated by EcoVadis woot a score below 45 having an action plan to solve critical findings identified
	10. Percentage of suppliers evaluated by EcoVadis out of strategic suppliers' expenses
	11. Percentage of alters investigated and related actions plan defined within two months
Climate change	12. Percentage of CO2 emissions offset for scopes 1, 2, 3.6

Actions

Worldline is committed to regularly review the CSR KPI's included in its short-term and long-term compensation to align it with market practices and Group CSR strategy, subject to Board of Directors decision, on the recommendation of the Remuneration Committee.

Metrics

For the short-term compensation: 10% of the bonus target payout is linked to the achievement of 12 combined CSR criteria (mentioned in the column field of the table below) detailed in section D.2.1.1.2 of the 2023 URD (such as Climate changes, Sustainable Procurement, Ethics & Compliance, People Diversity).

For the long-term compensation: : The current performance shares plan presented is the one granted in 2024. However, please note that Worldline has offered performance shares and stock options plans in the past.

15% of the vesting of the performance shares is subject to the achievement of combined CSR indicators part of Trust 2025, relating to the environmental Group commitment and relating to "people" engagement and gender diversity:

- CO^2 emission reduction in scopes 1 and 2 as part of "Science Based Target Initiative (SBTi)", conditioning 7,5% of the total vesting;
- External and internal non-financial criteria relating to employee satisfaction and diversity, conditioning 7,5% of the total vesting, aiming at measuring the improvement of the employee's engagement and the improvement of the women's percentage in management positions.

Those criteria are set by the Board of Directors, on the Remuneration Committee's recommendation.

Metrics	2024	2023
Proportion of variable remuneration dependent on sustainability- related targets and/or impacts of the CEO	77%	N/A
Proportion of variable remuneration dependent on sustainability-related targets and/or impacts of EXCOM members	100%	N/A

Topic	Indicator	2023	2024	Target 2025
Platforms secured & available	Quality score – Contracts' services availability & response	99.9856%	99.9870%	99.99%
	Quality score – Platforms' services availability & response	99.9917%	99.9908%	99.99%
	% of data subject' request answered in time and in compliance with WL privacy policy	99.6%	99.76%	100%
	% of ISO 27001 certified sites according to the security policy	77%	87.3%	100%
Customer experience & innovation	Customer Net Promoter Score	42	30	52
	Total revenue of "sustainability offering" (M€)	2,542	2,551	2,307
Talent attraction & retention / People diversity	Average number of Training hours per employee per year	21.28	25.29	32
	Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64%	64%	69-70%
	% of additional disabled workforce in the countries with legal requirements / targets*	(+)17%(*)	+18%[1]	20%
	% of women within the management positions	26%	26%	35%
Sustainable procurement / Ethics & Compliance	% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100%	100%	100%
	% of total expenses assessed by EcoVadis out of strategic supplier expenses	91%	95.3%	90%
	% of alerts investigated and related actions plan defined within 2 months	98%	97%	100%
Climate change	CO_2 emissions reduction (scope 1 and 2)	-43%(*)	-45%	-25%
	% of CO_2 offset emissions for scope 1,2, 3.6	100%	100%	100%

* *This revenue is estimated based on the allocation of purchases and scoring of offers of 2023 offers.*

1 *This percentage corresponds to the absolute change in the number of employees compared with the 2020 baseline.*

B.1.2.4 Statement on Due Diligence (GOV-4)

GOV-4 – Core elements of due diligence	Paragraphs in the sustainability statement
(a) Embedding due diligence in governance, strategy and business model	A.2 Governance + A.3 Strategy, business model and value chain (SBM-1)
(b) Engaging with affected stakeholders in all key steps of the due diligence	A.4 CSR team Interests and views of stakeholders (SBM-2)
(c) Identifying and assessing adverse impacts	A.5 IROs and their interaction with strategy and business model (SBM-3) + A.6 Description of the process to identify and access material IROs (IRO-1)
(d) Taking actions to address those adverse impacts	More details available on actions of S1+E1+S4+G1
(e) Tracking the effectiveness of these efforts and communicating	More details available on KPI

B.1.2.5 Risk management and internal controls over sustainability reporting (GOV-5)

More details available in the chapter D. Worldline Risk Management Framework.

Environment, Social & Governance (ESG) risk management

In line with the Corporate Sustainability Reporting Directive (CSRD) and the French Law on the Duty of Vigilance, Worldline has adjusted its methodology to ensure that all entities use the same approach to manage, measure and report on impacts, risks and opportunities (IROs) related to ESG topics.

Some adaptations are brought to the methodology to respond to the specificities of ESG Financial and Impact materiality. Overall:

- The assessment of the Financial materiality follows the Risk Management methodology;
- The assessment of the Impact materiality (i.e. on people and the environment) is notably partly informed by the Duty of Vigilance exercise and follows a specific assessment methodology.

IROs identification is in determining what may impact Worldline and/or stakeholders over the short-, medium- and long-term. Impacts include those connected with Worldline's own operations and value chain, including through products and services or business relationships, considering both a pessimistic and optimistic projection.

The risk assessments on Worldline's suppliers have been updated to consider the latest CSRD requirements. In 2024 Worldline has conducted the assessment on a sample of 64 new Partners, selected based on a high-level evaluation of the risks they may be exposed to, with regards to their type of activities and the countries they operate. Our strategy is to direct our attention towards the new supplier to comprehensively assess the efficiency of the updated processes and to ensure that all potential risks are sufficiently mitigated.

More details available in A.2.7 Worldline's integrated strategy (SBM-1).

B.1.2.6 Business model and value chain

More details available in the section A. Integrated Report of this present document.

Subject	Integrated Report section
Key activities	A.1 Worldline: a snapshot, A.8 Worldline's business model, A.6 the payment industry.
Resources	A.1 Worldline: a snapshot, A.8 Worldline's business model, A.12 2024 Key figures and revenue profile
Headcount of employees	A.8 Worldline's business model
Distribution channels	A.4 Group strategy, technology and comptetitive strengths, A.6 The payment industry
Customer segment	A.6 The payment industry
Value chain	A.4 Group strategy, technology and comptetitive strengths

Headcount of employees by geographical areas	2024	2023
Total	18,112	18,402
Asia	3,336	N/A
Europe	14,022	N/A
Latin America	49	N/A
North America	158	N/A
Oceania	547	N/A

B.1.2.7 Worldline’s integrated strategy (SBM-1)

Worldline operates as the European leader in the payments and transactional services sector. With a robust global presence and a strong commitment to innovation, Worldline serves as the preferred technology partner for a diverse range of clients, including merchants, banks, third-party acquirers, public transport operators, government agencies, and industrial firms across multiple sectors. Our dedicated workforce of approximately 18,112 employees in 41 countries delivers sustainable, trusted, and secure solutions throughout the payment value chain, supporting our clients’ growth objectives worldwide.

Worldline’s service portfolio encompasses Merchant Services, Financial Services, and Mobility & e-Transactional Services, including both domestic and cross-border commercial acquiring for in-store and online transactions, highly secure payment processing, a comprehensive range of payment terminals, as well as e-Ticketing and Digital Services tailored to industrial applications.

As Worldline expands its global footprint, our commitment to excellence, innovation, and sustainability positions us to drive the evolution of the European payments industry. We aim to redefine the way payments are made, lifestyles are shaped, and businesses operate. Through the strategic integration of innovative capabilities, cutting-edge technology, and expertise in advanced payment solutions—both physical and digital—Worldline provides the solutions necessary to support the anticipated growth of our merchants.

Moreover, in order to tackle the social and environmental challenges of its time and toaddress the expectations of our diverse stakeholders, including customers, and to navigate both threats and opportunities, Worldline has embedded its Corporate Social Responsibility (CSR) strategy at the core of its business operations.There is no significative difference concerning sustainability objectives between clients’ Groups, geographic zones and products.

The programme Trust 2025, established since 2010, validated by the governance bodies, expresses established priorities to answer its material sustainability questions. In this framework and with those targets, Worldline manages all its actions, allowing orldline to respond to environmental and societal challenges. The list of challenges and targets is detailed in section B.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3).

The Trust 2025 programme and associated actions have enabled a number of transformations to be achieved within the company, which have been recognised by customers, investors and stakeholders.

Impacts and ressources are detailed in the business model in section A.1 Worldline: a snapshot, A.8 Worldline’s business model, A.12 2024 Key figures and revenue profile of the Integrated report. The value chain of the payment industry is described in section A.4 Group strategy, technology and comptetitive strengths of the Integrated Repport. The positioning of Worldline in the table “Today’s typical four-party payments model” of the Integrated Report.

B

B.1.3 CSR team Interests and views of stakeholders (SBM-2)

The following table presents the Company's main stakeholders, their key expectations, and the channels through which they communicate it all. This enables the Group's strategy to be adjusted in line with their expectations, while ensuring that value is created for everyone. The interests and views of stakeholders provided to governance bodies are described in section A.2.1.2 Board of directors, roles, and responsibilities.

Stakeholder	Expectations	Worldline value creation	Dialogue
Customers Worldline is part of a fast-evolving environment with a significant percentage of its revenue generated from a limited number of customers.	Innovation, platforms availability, security, data privacy.	Satisfaction surveys, innovation workshop and solutions, respect of highest ethical standards (GDPR…)	Roadshows, customer event, customer survey, innovative meeting, CSR presentation.
Employees Worldline relies on the talent of its people to ensure continuously innovative solutions.	Compensation and benefits, working conditions and organisation, social dialogue, talent and expert management, diversity.	Well-being, learning and growing, gender equity, talent and expert programs, local employment.	Sustainability week, Workers councils' presentation, international webinars, Deep-dive sessions, e-learning, whistleblowers' line.
Suppliers and partners Worldline uses the know-how of several partners who provide IT hardware, software & services (suppliers) and work on projects (start-ups).	Sustainable relations, costs, responsibility procurement.	Fair business practices through a charter for partners, promotion of CSR through EcoVadis rating.	EcoVadis questionnaires, yearly supplier session, CSR roadshows.
Public bodies Worldline complies with international and local laws, rules and regulations.	Compliance, reputation, data privacy, promotion of the e-payment sector.	Market trust and growth, respect of Human Rights and of the environment consolidation of ethics standards.	Recurring audits, communication with regulators.
Communities Worldline engages to operate and develop its business.	Positive economic and social impacts, environment protection, Human rights, anti-corruption.	Contribution to highest ethics and environmental standards, local associations, local employment.	Based on demand and legal/ regulatory watch.
Investors and analysts Worldline ensures investor's trust to continue to develop.	Profitability, transparency, risk management, governance.	Comprehensive reporting, investor roadshows, analyst day.	Investor roadshow, one to one session, investor day.

B.1.4 IROs and their interaction with strategy and business model (SBM-3)

The table presented below summarises Worldline's main impacts, risks and opportunities identified through an in-depth materiality analysis carried out in 2023 and 2024.

The roadmap provides a link between the material ESG issues for Worldline, the DR from the CSRD, and the actions being taken to address them.

As mentioned above, the Trust 2025 transformation programme addresses all the most material challenges.

A more detailed description of the impacts, risks and opportunities is available at the beginning of each section indicated.

Topic	Sub-topic	IROs Name	Positive impact	Negative impact	Risks	Opportunities	URD chapter
ESRS E1							
Climate change adaptation	Worldline client portfolio and internal infrastructure	Extreme weather events	-	WL fails to adapt its facilities to climate change impacting workers' health and safety	Worldline facilities exposure	-	B.2.2
Climate change mitigation		Creation of a high ecological risk merchant category	-	-	WL stakeholders (banks, regulators or consumers) are creating a high ecological risk merchant category built around Airlines and Hotels making WL stop business with airlines and Hotels customers	-	B.2.2
		Low emissions zones	-	-	-	Ability to address shifting preferences of WL customers and prospects and increased demand for sustainable offers	B.2.2
		Open Payments	-	-	-	Ability to address shifting preferences of WL customers and prospects and increased demand for sustainable offers	B.2.2
		Green IT - Carbon Neutrality offers	-	Incapacity to decrease WL energy consumption, leading to GHG emissions impacting the environment	Inability to meet shifting preferences of WL customers and prospects and increased demand for sustainable IT	-	B.2.2
		Carbon tax impact for customers	-	-	WL customers are exposed to significant taxes on their carbon emissions that limit their capacity to invest in WL solutions	-	B. 2.2
Energy	Offices and data centre energy	Mismanaged energy consumption	-	-	Inability to optimize energy consumption and associated costs	-	B. 2.2.7
		Energy shortage	-	-	Increased energy prices and associated extra costs	-	B.2.2.7

Topic	Sub-topic	IROs Name	Positive impact	Negative impact	Risks	Opportunities	URD chapter
ESRS S1							
		Attraction/ retention of experts, talents, skills & training	-	-	Failure of the organization to sufficiently staff positions with employees with the relevant skill sets	-	B.3.1.8
	Training & skills	Workforce development and well-being	-	Inability to meet employees' expectations regarding well-being at work, personal development, fair and attractive company culture	Lack of training and reskilling of employees resulting in delivery disruption and incidents, inability to meet customers' expectations and enhance Worldline's competitiveness.	-	B.3.1.9
		Earthquakes	-	WL fails to adapt its facilities to climate change impacting workers' health and safety in case of earthquakes	Exposure of WL assets to earthquakes and associated damages.	-	B.3.1.9
		Physical hazards	-	Employees are exposed to unsafe working conditions (ergonomic, noise, temperature) resulting in breach with labour law, fines, compensations and reputational impacts	Employees are exposed to unsafe working conditions (ergonomic, noise, temperature) resulting in breach with labor law, fines, compensations and reputational impacts (même description que pour l'impact négatif	-	B.3.1.9
Own Workforce		Workplace hazards - Fire	-	A more or less well-managed outbreak of fire within Worldline premises which might result in potentially harmed employees (injuries, fatalities)	A more or less well-managed outbreak of fire within Worldline premises which might result in material damage and potentially harmed employees (injuries, fatalities), leading to restoration costs, fines and financial compensations	-	B.3.1.9
	Health and Safety	Psychosocial hazards	-	Employees are exposed to coercive or stressful working conditions due to unsafe design and management of work activities	Employees are exposed to coercive or stressful working conditions due to unsafe design and management of work activities resulting in breach with labor law, fines, compensations and reputational impacts.	-	B.3.1.9
		Workplace hazard - Altercation	-	Employees are exposed to violent individuals	-	-	B.3.1.9
		Chemical hazards	-	Employees may be exposed to chemicals present in their working environment. For example, Worldline employees could be exposed locally to chemicals present in cleaning and maintenance products, printer toners and inks, office supplies and electronic waste.	-	-	B.3.1.9

Topic	Sub-topic	IROs Name	Positive impact	Negative impact	Risks	Opportunities	URD chapter
	Working conditions	Working conditions	-	Employees are exposed to abusive working conditions (extensive overtime)	-	-	B.3.1.9
		Precarious job situation	-	Precarious situation and uncertainty for Worldliners (precarious contracts, fixed-term contracts, etc.)	-	-	B.3.1.10
		Freedom of association	-	Worldliners not being able to participate in union activities or political activities	-	-	B.3.1.10
	Equal treatment for all	Gender equality	Improvement of women's access to technical, digital professions and leadership positions	-	Inability to provide a gender equal work environment leading to difficulty in attracting and retaining talents, breach in labour law and reputational impacts	-	B.3.1.11
	Inclusion and Diversity	Harassment	-	Employees are exposed to sexual or psychological harassment coming from peers or management	Employees are exposed to sexual or psychological harassment coming from peers or management (lack of staff prevention training/individual misconduct) resulting in breach with labor laws, fines, compensations and reputational impacts.	-	B.3.1.11
		Discriminations	-	Employees are exposed to discrimination in recruitment, promotion or remuneration	Employees are exposed to discrimination in recruitment, promotion or remuneration resulting in breach with labor laws, fines, compensations and reputational impacts	-	B.3.1.11
		Discriminations towards person with disabilities	-	Persons with disabilities are exposed to discrimination in recruitment, promotion or remuneration	-	-	B.3.1.11
	Modern Slavery	Modern Slavery	-	WL employs workforces in illegal or improper conditions (forced labour & child labour)	WL conducts activities where it is legal for children to work	-	B.3.1.12
ESRS S2							
Workers in the value chain	Working conditions and health and safety in the value chain	Mismanaged sourcing impacts (social)	-	Health & Safety or Human rights violations impacting workers in Worldline supply chain.	-	-	B.3.2
		Human Rights	-	Health & Safety or Human rights violations impacting workers in Worldline supply chain.	-	-	B.3.2

B

Topic	Sub-topic	IROs Name	Positive impact	Negative impact	Risks	Opportunities	URD chapter
ESRS S4							
Consumers and end-users	Data privacy of end-users	Personal data breach	-	-	Security incident leading to a personal data breach.	-	B.3.3.3
		Information Security - social engineering	-	A sophisticated Advanced Persistent Threat (APT) Group launches a multi-phased social engineering attack targeting a high-level employee with access to critical financial systems.	A sophisticated Advanced Persistent Threat (APT) Group launches a multi-phased social engineering attack targeting a high-level employee with access to critical financial systems	-	B.3.3.3
	Platform resilience	Cloud services disruptions	-	Services for internal and external business activities are unavailable or discontinued (ex. Cloud disruption impacting Worldline services)	Services for internal and external business activities are unavailable or discontinued (ex. Cloud disruption impacting Worldline services)	-	B.3.3.2
ESRS G1							
Business conduct	Corporate culture	Internal Fraud	-	Employees or persons working for Worldline commit theft, misappropriate assets, falsify financial statements	Employees or persons working for Worldline commit theft, misappropriate assets, falsify financial statements	-	B.4.1
		Information Security - insider threat	-	A disgruntled professional with access to internal systems discovers a critical vulnerability in a legacy financial application.	A disgruntled professional with access to internal systems discovers a critical vulnerability in a legacy financial application	-	B.4.1
	Relationship with suppliers	Suppliers payment	-	Economic threat for suppliers in case of non-compliance with payment deadlines (across the entire supply chain, tier 1, 2, and beyond)	Inability to pay suppliers in time leading to loss of trust, contracts.	-	B.4.2
	Protection of whistle-blowers	Whistleblower protection mechanisms	-	Failure to protect whistleblowers leading to increased social and environmental inequalities	-	-	B.4.1
	Corruption and bribery	Bribery, Corruption	-	Misuse of power within the organisation such as offering or accepting bribes or engaging in corrupt practices	Loss of public trust, legal penalties, impairing local market practices. Possibly regulatory fines, regulatory sanctions and scrutiny.	-	B.4.1
	Payment integrity	Financial crime	-	Use of financial system for criminal activities (terrorism, money laundering...)	Financial systems are wrongly used directly or indirectly through intermediaries	-	B.4.1

B.1.5 Description of the process to identify and assess material IROs (IRO-1)

In preparation for the forthcoming implementation of the Corporate Sustainability Reporting Directive (CSRD) effective from 2025, Worldline has conducted a double materiality analysis in 2023 and 2024 to identify key sustainability matters and define its reporting scope, with the support of a specialised consultancy firm.

A preliminary assessment was performed in 2023, informed by external sources to assess exposure to physical climate risks. This assessment was reused and subsequently refined in 2024 with the relevant internal experts to enhance existing assessments, collect additional external insights and cover the whole spectrum of matters to comply with CSRD requirements. Each year, the Group will continue to refine the analysis, it is steered by the Risk team.

The process aligned with the Group Risk Management Framework and unfolded -as follows:

Phase 1: Identification of Impacts, Risks, and Opportunities (IROs)

The first step focused on identifying relevant sustainability matters for Worldline, assessing the associated impacts, risks, and opportunities (IROs), and excluding non-material concerns. This analysis leveraged risk scenarios linked to sustainability matters, which could potentially generate financial risks and opportunities or exert positive or negative impacts on society and the environment.

This phase included multiple workshops with subject matter experts from diverse internal departments such as CSR, Finance, Human Resources, Compliance, Procurement, and Risk. A comprehensive list of IROs was created based on the sustainability matters detailed in the CSRD (more details available in table AR.16), resulting in the identification of 68 risks and opportunities along with 52 impacts.

These IROs were then mapped across Worldline's value chain (upstream, internal operations) and assessed over short, medium, and long-term horizons, as defined in section BP-2.

To identify IROs related to physical and transition climate risks, Worldline has undertaken a thorough analysis of its operational and value chain activities to identify potential impacts from climate events and regulatory shifts. This assessment involved gathering detailed data on specific exposures to climate events and potential regulatory transitions, leveraging tools like scenario analysis and engaging with stakeholders. This strategy includes continuous monitoring and regular updates to ensure adaptability to evolving climate-related developments.

The IRO analysis did not highlight any significant gap in term of geographical zone, type of client nor activity.

Phase 2: Scoring of IROs

The scoring process was performed through 32 workshops involving 26 internal experts-from across the Group (Security officers, Data centres managers, HR professionals, Business Lines, Environmental experts…). Worldline's risk management team used existing risk mapping scales to evaluate financial materiality based on magnitude (e.g., service continuity, reputation, customer impact, compliance) and likelihood, rated on a scale from 1 to 5.

For impact materiality, the assessment included two approaches:

1. Impacts on people (workers, end-users and local communities) and the environment were assessed using a dedicated impact scale based on human rights, health and safety, environmental considerations, and impacts on stakeholder;
2. Impacts on other groups of stakeholders (suppliers, customers, public authorities) were assessed using a dedicated impact scale based on availability, clients, reputation, compliance, financial.

The severity, scope, and irreversibility of both positive and negative impacts were evaluated to categorise them.

Our approach drew inspiration from the range of scenarios presented within the SSP framework, considering both the more pessimistic and optimistic projections to inform a robust and balanced assessment of potential future impacts. However, recognizing the limitations of data availability in our first year, we adapted these scenarios to create a bespoke methodology. This initial approach will serve as a valuable starting point for iterative improvements in future years.

For each IRO, a score was calculated by multiplying impact and likelihood scores, on a scale from 1 to 25. IROs were then categorized and averaged by sustainability matters relative to the CSRD topics to offer a succinct overview of the double materiality matrix.

Phase 3: Determination of Materiality Threshold

The materiality threshold was defined in accordance with the Group Risk Management Framework, which segments the materiality matrix into three zones:

- For highly material IROs (score above 13);
- For material IROs (score between 5 and 12);
- For non-material IROs (score below 4).

Applying these criteria, 24 risks/opportunities and 30 impacts were identified as material. These were visualised in a double materiality matrix, indicating financial and impact materiality scores for each risk scenario.

Worldline based its approach on the characterisation of the impact as required by EFRAG, taking into account severity and probability.

B

B.1.6 Double materiality analysis: results (IRO-2)

Based on the definition of impact materiality on the one hand and financial materiality on the other, here is in the first table, the issues considered as material and, in a second table, the non-material issues.

Material issues

Topic	Sub-topic	Sub-sub-topic	Theme in the report
Climate change adaptation/mitigation	-	-	Climate change
Energy	-	-	Energy consumption and mix
Own Workforce	Working conditions	Secure employment	Working conditions
		Adequate wages	
		Work-life balance	
		Working conditions	
		Collective bargaining, including rate of workers covered by collective agreements	
		Freedom of association, the existence of works councils and the information, consultation and participation rights of workers	
		Health and safety	Health and safety
	Equal treatment and opportunities for all	Measures against violence and harassment in the workplace	
		Employment and inclusion of persons with disabilities	Equal treatment and opportunities for all
		Diversity	
		Training and skills development	Training and skills development
		Gender equality and equal pay for work of equal value	Gender equality
	Other work-related rights	Child Labour	Human rights and modern slavery
		Forced Labour	
Workers in the value chain	Working conditions	Health and safety	Workers in the value chain
	Other work-related rights	Child Labour	
		Forced Labour	
Consumers and end-users	Information-related impacts for consumers and/or end-users	Access to (quality) information	Platform resilience
		Privacy	Data protection on all the value chain
Business Conduct	Corporate culture	-	Internal Fraud
		-	Corporate culture and business conduct
	Protection of whistle-blowers	Prevention and detection including training	
	Corruption and bribery	Prevention and detection including training	Prevention and detection of corruption and bribery
		Incidents	
	Management of relationships with suppliers including payment practices	-	Relationship with suppliers
	Payment integrity	-	Payment integrity

The Circular economy appears as non-material based on the study performed. The circular economy is covering the activity of the selling / leasing payment terminals for which the associated 2023 revenue is around 5% of activity while Worldline's other activities are based on digital services availability which is Worldline's core business.

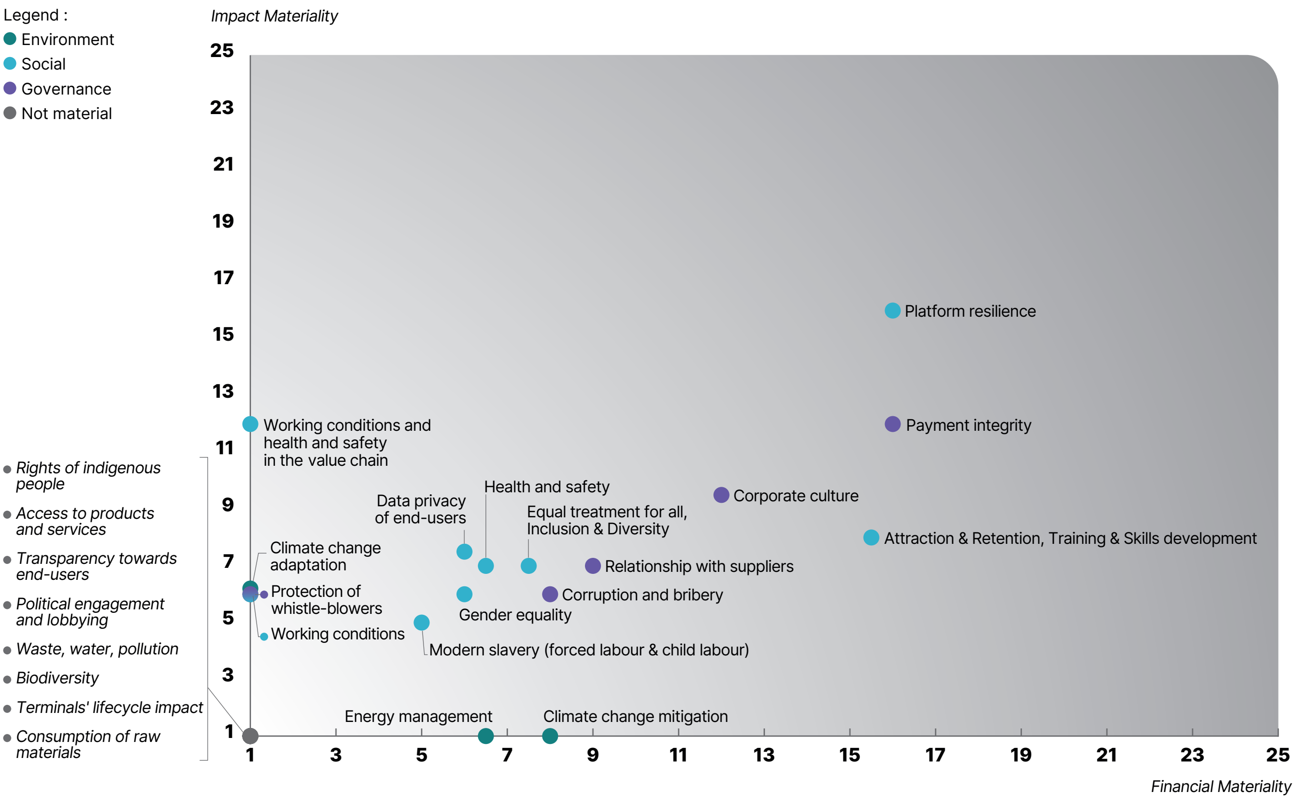
Not material and not relevant matters

Topical ESRS	Sustainability matters covered in topical ESRS		Short justification
	Topic	**Sub-topic**	
ESRS E2	Pollution	-	Not directly linked to Worldline's value chain as its core business is digital services.
ESRS E3	Water & marine resources	-	Data centres are closed-circuit systems.
ESRS E4	Biodiversity and ecosystems	-	Not directly linked to Worldline's value chain as its core business is digital services.
ESRS E5	Circular Economy	-	Worldline is a service provider. Its activity related to payment terminals is not significant and as such circular economy related to its equipment is not considered material.
ESRS S3	Affected communities	-	Given the locations of its various offices, there is no risk of affecting local populations, including indigenous peoples.
ESRS S4	Consumers and end users	Social inclusion of consumers and/or end users	Worldline is not distributing payments, products and services directly towards consumers and/or end-users.
ESRS G1	Business conduct	Animal welfare	Not relevant: not directly linked to Worldline's value chain as its core business is digital services.

Results

Worldline used the list of sub-topics and sub-sub-topics to assess their level of materiality (impact materiality and financial materiality) in relation to its activities.

The impact on Worldline's business through its financial materiality is represented on the abscissa. Worldline's impact on society and the environment, through its materiality of impact, is represented on the ordinate.



B.1.7 List of datapoints in cross-cutting and topical standards that derive from other EU legislation

Disclosure Requirement and related datapoint	SFDR (1) reference	Pillar 3 (2) reference	Benchmark Regulation (3) reference	EU Climate Law (4) reference
ESRS 2 GOV-1 Board's gender diversity paragraph 21 (d)	Indicator number 13 of Table #1 of Annex 1		Commission Delegated Regulation (EU) 2020/1816 (5), Annex II	
ESRS 2 GOV-1 Percentage of board members who are independent paragraph 21 (e)		Delegated Regulation (EU) 2020/1816, Annex II		
ESRS 2 GOV-4 Statement on due diligence paragraph 30	Indicator number 10 Table #3 of Annex 1			
ESRS 2 SBM-1 Involvement in Activities related to fossil fuel activities paragraph 40 (d) i	Indicators number 4 Table #1 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 (6) Table 1: Qualitative information on Environmental risk and Table 2: Qualitative information on Social risk	Delegated Regulation (EU) 2020/1816, Annex II	
ESRS 2 SBM-1 Involvement in activities related to chemical production paragraph 40 (d) ii	Indicator number 9 Table #2 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II	
ESRS 2 SBM-1 Involvement in activities related to controversial weapons paragraph 40 (d) iii	Indicator number 14 Table #1 of Annex 1		Delegated Regulation (EU) 2020/1818 (7), Article 12(1)	Delegated Regulation (EU) 2020/1816, Annex II
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco paragraph 40 (d) iv			Delegated Regulation (EU) 2020/1818, Article 12(1)	Delegated Regulation (EU) 2020/1816, Annex II
ESRS E1-1 Transition plan to reach climate neutrality by 2050 paragraph 14				Regulation (EU) 2021/1119, Article 2(1)
ESRS E1-1 Undertakings excluded from Paris-aligned Benchmarks paragraph 16 (g)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book-Climate Change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 12.1 (d) to (g), and Article 12.2	
ESRS E1-4 GHG emission reduction targets paragraph 34	Indicator number 4 Table #2 of Annex 1		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate change transition risk: alignment metrics	Delegated Regulation (EU) 2020/1818, Article 6
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors) paragraph 38	Indicator number 5 Table #1 and Indicator n. 5 Table #2 of Annex 1			
ESRS E1-5 Energy consumption and mix paragraph 37	Indicator number 5 Table #1 of Annex 1			
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors paragraphs 40 to 43	Indicator number 6 Table #1 of Annex 1			
ESRS E1-6 Gross Scope 1, 2, 3 and Total GHG emissions paragraph 44	Indicators number 1 and 2 Table #1 of Annex 1	Article 449a; Regulation (EU) No 575/ 2013; Commission Implementing Regulation (EU) 2022/ 2453 Template 1: Banking book – Climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 5(1), 6 and 8 (1)	
ESRS E1-6 Gross GHG emissions intensity paragraphs 53 to 55	Indicators number 3 Table #1 of Annex 1	Article 449a Regulation (EU) No 575/ 2013; Commission Implementing Regulation (EU) 2022/ 2453 Template 3: Banking book – Climate change transition risk: alignment metrics	Delegated Regulation (EU) 2020/1818, Article 8(1)	

Disclosure Requirement and related datapoint	SFDR (1) reference	Pillar 3 (2) reference	Benchmark Regulation (3) reference	EU Climate Law (4) reference
ESRS E1-7 GHG removals and carbon credits paragraph 56			Regulation (EU) 2021/1119, Article 2(1)	
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks paragraph 66		Delegated Regulation (EU) 2020/1818, Annex II Delegated Regulation (EU) 2020/1816, Annex II		
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66 (a)		Article 449a Regulation (EU) No 575/ 2013; Commission Implementing Regulation (EU) 2022/ 2453 paragraphs 46 and 47; Template 5: Banking book - Climate change physical risk: Exposures subject to physical risk		
ESRS E1-9 Location of significant assets at material physical risk paragraph 66 (c)		Article 449a Regulation (EU) No 575/ 2013; Commission Implementing Regulation (EU) 2022/ 2453 paragraphs 46 and 47; Template 5: Banking book - Climate change physical risk: Exposures subject to physical risk		
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes paragraph 67 (c)		Article 449a Regulation (EU) No 575/ 2013; Commission Implementing Regulation (EU) 2022/ 2453 paragraph 34; Template 2: Banking book - Climate change transition risk: Loans collateralised by immovable property - Energy efficiency of the collateral		
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities paragraph 69		Delegated Regulation (EU) 2020/1818, Annex II		
ESRS E2-4 Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	Indicator number 8 Table #1 of Annex 1 Indicator number 2 Table #2 of Annex 1 Indicator number 1 Table #2 of Annex 1 Indicator number 3 Table #2 of Annex 1			
ESRS E3-1 Water and marine resources paragraph 9	Indicator number 7 Table #2 of Annex 1			
ESRS E3-1 Dedicated policy paragraph 13	Indicator number 8 Table 2 of Annex 1			
ESRS E3-1 Sustainable oceans and seas paragraph 14	Indicator number 12 Table #2 of Annex 1			
ESRS E3-4 Total water recycled and reused paragraph 28 (c)	Indicator number 6.2 Table #2 of Annex 1			
ESRS E3-4 Total water consumption in m3 per net revenue on own operations paragraph 29	Indicator number 6.1 Table #2 of Annex 1			
▶ C1 ESRS 2- SBM 3 - E4 paragraph 16 (a) i ◀	Indicator number 7 Table #1 of Annex 1			
▶ C1 ESRS 2- SBM 3 - E4 paragraph 16 (b) ◀	Indicator number 10 Table #2 of Annex 1			
▶ C1 ESRS 2- SBM 3 - E4 paragraph 16 (c) ◀	Indicator number 14 Table #2 of Annex 1			
ESRS E4-2 Sustainable land / agriculture practices or policies paragraph 24 (b)	Indicator number 11 Table #2 of Annex 1			
ESRS E4-2 Sustainable oceans / seas practices or policies paragraph 24 (c)	Indicator number 12 Table #2 of Annex 1			
ESRS E4-2 Policies to address deforestation paragraph 24 (d)	Indicator number 15 Table #2 of Annex 1			
ESRS E5-5 Non-recycled waste paragraph 37 (d)	Indicator number 13 Table #2 of Annex 1			

Disclosure Requirement and related datapoint	SFDR (1) reference	Pillar 3 (2) reference	Benchmark Regulation (3) reference	EU Climate Law (4) reference
ESRS E5-5 Hazardous waste and radioactive waste paragraph 39	Indicator number 9 Table #1 of Annex 1			
ESRS 2- SBM3 - S1 Risk of incidents of forced labour paragraph 14 (f)	Indicator number 13 Table #3 of Annex I			
ESRS 2- SBM3 - S1 Risk of incidents of child labour paragraph 14 (g)	Indicator number 12 Table #3 of Annex I			
ESRS S1-1 Human rights policy commitments paragraph 20	Indicator number 9 Table #3 and Indicator number 11 Table #1 of Annex I			
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labour Organisation Conventions 1 to 8, paragraph 21		Delegated Regulation (EU) 2020/1816, Annex II		
ESRS S1-1 Processes and measures for preventing trafficking in human beings' paragraph 22	Indicator number 11 Table #3 of Annex I			
ESRS S1-1 Workplace accident prevention policy or management system paragraph 23	Indicator number 1 Table #3 of Annex I			
ESRS S1-3 Grievance/ complaints handling mechanisms paragraph 32 (c)	Indicator number 5 Table #3 of Annex I			
ESRS S1-14 Number of fatalities and number and rate of work-related accidents paragraph 88 (b) and (c)	Indicator number 2 Table #3 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II	
ESRS S1-14 Number of days lost to injuries, accidents, fatalities or illness paragraph 88 (e)	Indicator number 3 Table #3 of Annex I			
ESRS S1-16 Unadjusted gender pay gap paragraph 97 (a)	Indicator number 12 Table #1 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II	
ESRS S1-16 Excessive CEO pay ratio paragraph 97 (b)	Indicator number 8 Table #3 of Annex I			
ESRS S1-17 Incidents of discrimination paragraph 103 (a)	Indicator number 7 Table #3 of Annex I			
ESRS S1-17 Non-respect of UNGPs on Business and Human Rights and OECD Guidelines paragraph 104 (a)	Indicator number 10 Table #1 and Indicator n. 14 Table #3 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818 Art 12 (1)	
ESRS 2- SBM3 – S2 Significant risk of child labour or forced labour in the value chain paragraph 11 (b)	Indicators number 12 and n. 13 Table #3 of Annex I			
ESRS S2-1 Human rights policy commitments paragraph 17	Indicator number 9 Table #3 and Indicator n. 11 Table #1 of Annex 1			
ESRS S2-1 Policies related to value chain workers paragraph 18	Indicator number 11 and n. 4 Table #3 of Annex 1			
ESRS S2-1 Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines paragraph 19	Indicator number 10 Table #1 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)	
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labour Organisation Conventions 1 to 8, paragraph 19			Delegated Regulation (EU) 2020/1816, Annex II	
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain paragraph 36	Indicator number 14 Table #3 of Annex 1			

Disclosure Requirement and related datapoint	SFDR (1) reference	Pillar 3 (2) reference	Benchmark Regulation (3) reference	EU Climate Law (4) reference
ESRS S3-1 Human rights policy commitments paragraph 16	Indicator number 9 Table #3 of Annex 1 and Indicator number 11 Table #1 of Annex 1			
ESRS S3-1 Non-respect of UNGPs on Business and Human Rights, ILO principles or OECD guidelines paragraph 17	Indicator number 10 Table #1 Annex 1		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)	
ESRS S3-4 Human rights issues and incidents paragraph 36	Indicator number 14 Table #3 of Annex 1			
ESRS S4-1 Policies related to consumers and end-users' paragraph 16	Indicator number 9 Table #3 and Indicator number 11 Table #1 of Annex 1			
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines paragraph 17	Indicator number 10 Table #1 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II	Delegated Regulation (EU) 2020/1818, Art 12 (1)
ESRS S4-4 Human rights issues and incidents paragraph 35	Indicator number 14 Table #3 of Annex 1			
ESRS G1-1 United Nations Convention against Corruption paragraph 10 (b)	Indicator number 15 Table #3 of Annex 1			
ESRS G1-1 Protection of whistle-blowers paragraph 10 (d)	Indicator number 6 Table #3 of Annex 1			
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws paragraph 24 (a)	Indicator number 17 Table #3 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II	
ESRS G1-4 Standards of anti-corruption and anti-bribery paragraph 24 (b)	Indicator number 16 Table #3 of Annex 1			

B

B.2 Environment

B.2.1 Information related to European Green taxonomy

The **Green Taxonomy Regulation**[1] **(Regulation 2020/852)** of the 18 June 2020 establishes the basis for the EU taxonomy by setting eligibility conditions and also the 3 overarching conditions that an economic activity must meet to qualify as aligned.

The conditions are the following:

- The activity contributes substantially to one or more of the environmental objectives listed below;
- The activity does not significantly harm (DNSH) any of the environmental objectives listed below;
- The activity is carried out in compliance with the minimum safeguards.

This Regulation establishes six climate and environmental objectives:

- Climate change mitigation;
- Climate change adaptation;
- Sustainable use and protection of water and marine resources;
- Transition to a circular economy;
- Pollution prevention and control;
- Protection and restoration of biodiversity and ecosystems.

This analysis results in calculating the following KPIs:

- The proportion of eligible or aligned Worldline Revenue;
- The proportion of eligible or aligned Worldline Capital expenditure (CapEx);
- The proportion of Worldline operating expenses (OpEx) that is eligible or aligned.

B.2.1.1 Eligible activities

Worldline identified the following economic activities for which it could calculate eligible KPIs and alignment:

Climate change mitigation (CCM)

- 6.5. Transport by motorbikes, passenger cars and light commercial vehicles;
- 7.3. Installation, maintenance and repair of energy efficiency equipment;
- 7.4. Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings);
- 7.5. Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings;
- 7.7. Acquisition and ownership of buildings;
- 8.1. Data processing, hosting and related activities.

Transition to circular economy (CE)

- 4.1. Provision of IT/OT data-driven solutions;
- 5.1. Repair, refurbishment, remanufacturing;
- 5.2. Sale of spare parts;
- 5.4. Sale of second-hand goods;
- 5.5. Product-as-a-service and other circular use- and result-oriented service models.

B.2.1.2 Reporting scope

The scope of the analysis for the activities related to the climate change mitigation (CCM) is including all Worldline entities and the methodology for assessment of the alignment on these activities is consistent versus the previous years. It includes all Worldline activities related to data processing which is Worldline core business on all business lines. This specifically also includes the management of our corporate vehicle fleet, the leasing of new offices for our employees, as well as our efforts to make our real estate assets (offices and data centres) more efficient.

From 2023, we included additional activities related to the transition to circular economy (CE). Even though the terminal activity did not emerge as material in the double materiality analysis, it represents a part of Merchant Services business line which can combine its processing solutions with terminal sales or terminal rentals. The analysis focuses on the consideration of the circular economy for these products.

Eligible activities are identified on the basis of the delegated regulations Climate (mainly 2021/2139 and 2023/2485) and Environment (2023/2486). The Taxonomy 2020/852 regulation sets out the main principles of the Taxonomy and refers to the delegated regulations to determine the eligibility and alignment of economic activities.

1 *eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32020R0852*

B.2.1.3 Methodology and Internal organisation

Eligible activities are identified on the basis of the delegated regulations Climate (mainly 2021/2139 and 2023/2485) and Environment (2023/2486). The Taxonomy 2020/852 regulation sets out the main principles of the Taxonomy and refers to the delegated regulations to determine the eligibility and alignment of economic activities:

- Climate change mitigation: Règlement Délégué Climat (2021/2139) annexe 1;
- Circular Economy : Règlement Délégué - (UE) 2023/2486 de la commission du 27 juin 2023 complétant le Règlement (UE) 2020/852, annexe II

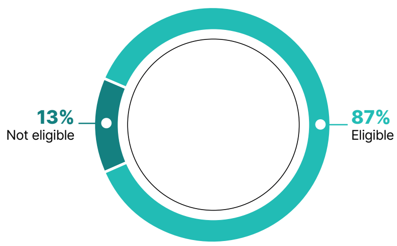
Eligible activities must follow certain technical criteria: (i) screening of substantial criteria; (ii) verification of the conformity of DNSH criteria; (iii) verification of the respect of minimum safeguards.

Worldline has implemented a mixed governance between finance and CSR to support the implementation of European regulation within the company. The project is led by the CSR department, which is responsible for regulatory watch, identifying eligible and aligned activities for Worldline and liaising with internal stakeholders to measure alignment and set up projects related to the substantial criteria implementation (substencial contribution and DNSH). The departments involved are Production services teams, Procurement teams, Real estate teams, Facility management teams and Merchant Services Operations.

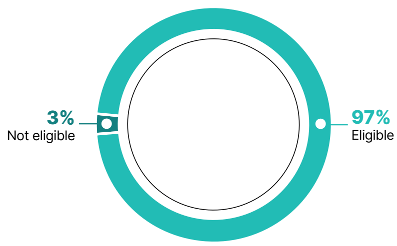
The Worldline Global FP&A team in Finance provides all eligible KPIs from financial tools and calculate the eligible Revenue per data centre to contribute to the analysis of the 8.1. activity.

B.2.1.4 General results

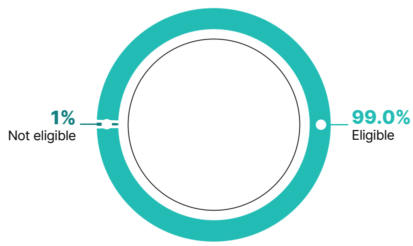
€4,028 m (87.0%)
eligible Revenue



€416.9 m (97.0%)
eligible CapEx



€ 143.1 m (99.5%)
eligible OpEx[1]



In 2024, in accordance with the European regulation on Green Taxonomy, Worldline calculates its Revenue, capital expenditures (CapEx) and Operating Expenditures (OpEx) eligibility and alignment, which corresponds to:

- 87% of Worldline Revenue is eligible to EU Green Taxonomy Regulation. Eligible Revenue amounts to €4,028 million. Worldline main activities are related to the activity 8.1 Data processing, hosting and related activities which represents 95% of eligible revenue. In 2024, it is not possible to demonstrate alignment on the Revenue with respect to this activity. As in 2023, the lack of alignment is attributable to the inability to meet the substantial criterion related to global warming potential.
- 97% of Worldline's Capital Expenditures (intangible and tangible assets, increase in Right of Use according to IFRS 16) are eligible under the Green Taxonomy regulation. Eligible CapEx amounts to €416.9 million.In 2024, €14.7 million are aligned (*i.e.* 3.54% of eligible CapEx) mainly in the activity 6.5.
- 99.5% of Worldline's OpEx considered by the EU green taxonomy are eligible which amounts to €143.1 million. As a reminder, to take into account the restriction of the EU taxonomy on this KPI, we considered four OpEx categories: maintenance and repair, building renovation, short-term lease and non-capitalised R&D costs which represent a total of €143.9 million[2]. This amounts to 4.0% of Worldline total OPEX of €3,562 million.

In 2024, €0.3 million are aligned. (*i.e.* 0.2% of eligible OpEx) mainly in the activity 7.5 Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings.

As in 2023, Worldline's activities mainly contribute to the climate change mitigation objective in 2024.

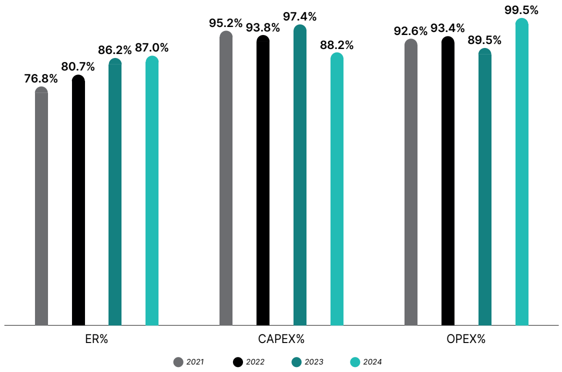
1 *Considered OpEx include direct non-capitalised costs that relate to Research and Development, building renovation measures, short-term lease, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment by the undertaking or third party to whom activities are outsourced that are necessary to ensure the continued and effective functioning of such assets (source: supplementing Regulation (EU) 2021/2178 – Annex 1 to 5 – Annex 1 -1.1.3.1).*

2 *Considered OpEx include direct non-capitalised costs that relate to Research and Development, building renovation measures, short-term lease, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment by the undertaking or third party to whom activities are outsourced that are necessary to ensure the continued and effective functioning of such assets (source: supplementing Regulation (EU) 2021/2178 – Annex 1 to 5 – Annex 1 -1.1.3.1).*

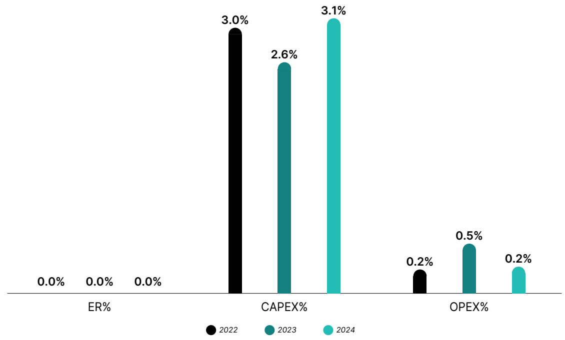
B.2.1.5 2021-2024 evolution

As the Green taxonomy objectives and activities remain consistent compared to 2023, as a result, the eligibility rate remains high as Worldline business mainly consists in processing solutions for its clients. CapEx and OpEx aligned costs remain consistent compared to 2023.

Eligibility evolution 2021-2024



Alignment evolution 2022-2024



B.2.1.6 Results per activity

Environmental objective	Activity #		ER *(€m)*	CAPEX *(€m)*	OPEX *(€m)*
		Published	**4,631.9**	**429.6**	**3,561.5**
		Considered	**4,631.9**	**429.6**	**143.9**
Climate change mitigation	6.5	Transport by motorbikes, passenger cars and light commercial vehicles		20.7	
	7.3	Installation, maintenance and repair of energy efficiency equipment		0.2	0.1
	7.4	Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)		0.1	0.0
	7.5	Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings		0.0	0.2
	7.7	Acquisition and ownership of buildings		72.0	
	8.1	Data processing, hosting and related activities	3,844.1	311.9	122.8
Transition to circular economy	4.1	Provision of IT/OT data-driven solutions	61.7	0	6.0
	5.1	Repair, refurbishment, remanufacturing	13.5	0.8	8.3
	5.2	Sale of spare parts	2.5	0	0
	5.4	Sale of second-hand goods	2.6	0.3	0
	5.5	Product-as-a-service and other circular use- and result-oriented service models	104.1	11.0	5.6
		Eligible	4,028.4	416.9	143.1
		In percentage of published (Revenue, CapEx) / considered (OpEx)	87.0%	97.0%	99.5%
		Not eligible	603.5	12.8	0.8

B

Environmental objective	Activity #		ER *(€m)*	CAPEX *(€m)*	OPEX *(€m)*
		Published	**4,631.9**	**429.6**	**3,561.5**
		Considered	**4,631.9**	**429.6**	**143.9**
Climate change mitigation	6.5	Transport by motorbikes, passenger cars and light commercial vehicles	0	11.3	0
	7.3	Installation, maintenance and repair of energy efficiency equipment	0	0.2	0.1
	7.4	Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	0	0.1	0
	7.5	Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	0	0	0.2
	7.7	Acquisition and ownership of buildings	0	3.2	0
	8.1	Data processing, hosting and related activities	0	0	0
Transition to circular economy	2.3	Collection & transport of hazardous & non-hazardous waste	0	0	0
	2.6	Depollution and dismantling of end-of-life product	0	0	0
	4.1	Provision of IT/OT data-driven solutions and software	0	0	0
	5.1	Repair, refurbishement, remanufacturing	0	0	0
	5.2	Sale of spare parts	0	0	0
	5.4	Sale of second-hand goods	0	0	0
	5.5	Product-as-a-service and other circular use- and result-oriented service models	0	0	0
		Aligned	0	14.7	0.3
		In percentage of eligible	0%	3.5%	0.2%
		In percentage of published (Revenue, CapEx) / considered (OpEx)	0%	3.4%	0.2%
		Eligible not aligned	4,028.4	402.1	142.8

B.2.1.7 Respect of the minimum safeguards

To ensure compliance with the minimum safeguards, Worldline carried out an analysis based on the four themes detailed in the "Final report on minimum guarantees" published by the European Sustainable Finance Platform in October 2022[1]: (i) human rights; (ii) anti-corruption; (iii) taxation; (iv) fair competition;

Human rights

Worldline is committed to respecting recognised human rights and fundamental freedoms. The Group has never been convicted of a severe human rights violation. No matters referred to an OECD National Contact Point (NCP) have been accepted for consideration, and no allegations against the Group have been validated and reported on the website of the Business and Human Rights Resource Centre (BHRRC) . Worldline observes the UN Guiding Principles'. Worldline commitment towards Human Rights is highlighted in our Code of Ethics, Human Rights Policy and Modern Slavery Act.

The Group has implemented reasonable vigilance measures aimed at preventing serious risks to human rights as described in detail in section B.3.1.12 Human Rights and Modern Slavery (S1-1.20),(S1-1.21), (S1-1.22) and (S1-17) and is steadily improved in light of the Guiding Principles, notably through the following actions:

- A CSR risk map, updated annually, which serves to identify and assess the Group's adverse impacts on human rights and fundamental freedoms. For the 2024 reporting year, the following risks were considered to be material for the human right stakes regarding working conditions (prevention of forced or child labour). More details available on Worldline 2024 double materiality assessment (section B.1.6. Double materiality analysis: results (IRO-2).
- The whistleblowing mechanism deployed to facilitate the reporting of serious violations of human rights or fundamental freedoms or serious harm to the environment or to human health and safety
- The Sustainable procurement policy ensuring Worldlines due diligence through its suppliers' risk assessments
- The Business partner's commitment to integrity charter, that summarizes the principles and requirements we ask our Partners to comply with

If the Group observes an adverse impact on human rights or fundamental freedoms, it is committed to implementing appropriate remedial measures section B.3.1.12 Human Rights and Modern Slavery (S1-1.20),(S1-1.21), (S1-1.22) and (S1-17).

Anti-corruption

Neither the Group nor any of its corporate officers have been convicted of corruption. The Group has anti-corruption procedures in place and a Compliance department which assists Worldline in carrying out its mission with integrity and in accordance with applicable laws and regulations and the highest ethical standards. To enhance employee's awareness, Worldline is training employees on the Code of Ethics and launched a specific anti-corruption training for exposed functions. To know more about how Worldline's prevention measures, more details available in section B.4.1.5 Prevention and Detection of corruption and bribery (G1-4).

Taxation

Each country where Worldline operates is under the responsibility of a Cluster Tax Leader, who is accountable for the taxation of the countries within their scope. Regular communication occurs informally between the regional tax team and the central tax team, as well as through a series of tax committees that also form the basis of tax governance and approval procedures. External service providers are engaged on an ad hoc basis, for instance, when the company requires additional resources or expertise. To ensure robust tax governance, the tax function supports the financial management of the countries concerning the implementation of internal controls to assist in the accurate calculation and payment of taxes. The tax function also collaborated with the internal control team to determine the appropriate audit tests for key controls for tax purposes.

Worldline strives to determine the appropriate tax treatment for all its business transactions to ensure that it pays the correct amount of tax at the right time, in accordance with the tax laws of the territories in which the Group operates. Regarding uncertainties related to the application of tax legislation, Worldline engages in discussions with the relevant tax authority to achieve certainty for both Worldline and the concerned tax authority. Worldline adopts a low-risk tax approach and does not engage in artificial tax arrangements. The Group aims to conduct intercompany transactions in accordance with OECD principles and the Anti-Tax Avoidance Directive (ATAD). Each year, Worldline submits a country-by-country report to the French tax authorities, demonstrating that the company is not engaged in an artificial tax optimization scheme. This document is available to foreign tax administrations upon request from the French tax authorities. Planned transactions are analyzed according to the principles outlined in The EU Council Directive 2011/16 (Council Directive 2011/16/EU of 15 February 2011 on administrative cooperation in the field of taxation and repealing Directive 77/799/EEC)(DAC6).

Fair competition

Worldline is carrying out its activities in a manner consistent with all applicable competition laws and regulations and is committed to proactively monitoring competitive challenges on two main fronts: first, in the context of its acquisition activities, and second, as part of its day-to-day operations. The implications related to acquisition activities are carefully analyzed by our mergers and acquisitions (M&A) teams. Furthermore, the specific challenges faced by business entities are addressed locally and summarized in a document shared with all relevant stakeholders to ensure a common understanding of regulatory issues.

Additionally, the "business in competition" policy establishes the guidelines that all Worldline entities must strictly adhere to.

Worldline ensures that its employees are aware of the importance of complying with competition laws and regulations in their mandatory trainings and Worldline has not been convicted of any anti-competitive practices in 2024.

As a result, all Worldline eligible activities comply with the minimum safeguards principles.

1 *https://finance.ec.europa.eu/system/files/2022-10/221011-sustainable-finance-platform-finance-report-minimum-safeguards_en.pdf*

B.2.1.8 Respect of DNSH Criterion on Appendix A

To be considered as aligned, the eligible activities (mentionned below) must fulfil the DNSH related to the climate change adaptation objective: climate risk and opportunity analysis (Appendix A of the COMMISSION DELEGATED REGULATION (EU) 2021/2139).

Worldline has performed a Climate Risk & Opportunity analysis to better meet the information needs of its stakeholders regarding Climate adaptation and to better measure the climate impacts that Worldline needs to address to increase its resilience. This analysis performed on Worldline main sites is complying with the Appendix A detailed in the green taxonomy regulation except for activity 6.5 as the company cars are not attached to a specific site but to employees addresses. This analysis is carried out in three steps (i) identification of the most significant R&O, (ii) evaluation of impacts, and (iii) assessment of climate-related R&O. Mitigation actions by R&O were then listed.

The most significant R&O are identified in Worldline's climate risks and opportunities detailed in the section B.2.2.1 Material impacts, risks and opportunities and their interaction with strategy and business model (E1.SBM_3) andB.2.2.3 Description of the processes to identify and assess material climate- related impacts, risks and opportunities.

B.2.1.9 Activities highlights

B.2.1.9.1 Activity 6.5 – Transport by motorbikes, passenger cars and light commercial vehicles

Eligibility

As Worldline manages a fleet of company cars of M1N1 category, the corresponding CapEx increase under IFRS 16 are eligible for the activity 6.5. €20.7 million were booked under IFRS 16 for company cars acquired in 2024.

Alignment with the substantial contribution criteria

As part of its 2025 CO_2e reduction plan, the Group continues to switch all its company cars fleet to full electric and hybrid electric. In 2023, €10.6 millions of CapEx was attributable to vehicles leased with CO_2 emissions of less than 50 gCO_2/km. In 2024, the investment remain significant with €11.4 million. An additional criteria is the car's belonging to categories M1N1.

Alignment with specific DNSH criteria

The Appendix A of the Green taxonomy regulation regarding the Climate Risk analysis can not be performed on Worldline company cars as they are attached to employees addresses and do not belong to specific Worldline sites. More details available in the section section B.2.1.8 Respect of DNSH Criterion on Appendix A.

To achieve alignment in accordance with the Green Taxonomy Regulation, other technical criteria :

- Reuse and reparability of vehicles in their use phase: In 2023, we aimed to verify that our primary lessors had established policies to handle the end-of-life phase, as well as the reuse and reparability of vehicles, either independently or with third parties; this alignment was confirmed in the Worldline's 2024 review;
- Tyres have to comply with external rolling noise and with Rolling Resistance Coefficient requirements; even if we couldn't check formally this criterion, for new vehicles leased in the European countries, this criterion is considered valid.
- Compliance with the most recent applicable stage of the Euro 6 light-duty emission type-approval and with emission thresholds for clean light-duty vehicles: only Worldline company cars in Europe were considered aligned with this criteria, i.e. €11.3 million.

Compliance with minimum safeguards

Investments and costs incurred for the activity 6.5 are carried out in compliance with minimum guarantees as described in section B.2.1.8 Respect of DNSH Criterion on Appendix A.

Consequently, Worldline can align €11.3 million CapEx in 2024 for its fleet of company cars located in Europe.

Methodology

Worldline's eligible CapEx for company cars under IFRS 16 are booked in a dedicated account. 100% of the amount is eligible as per activity 6.5. Worldline entities monitor their vehicle fleets locally and the manufacturer's data on the vehicles CO_2e emissions in g/km. We can then determine which company vehicles have CO_2e emissions of less than 50 g/km. In 2023, entities also directly asked our lessors about the reuse and reparability criteria. They reviewed that this criteria was still valid for 2024.

B.2.1.9.2 Activity 7.3 – Installation, maintenance and repair of energy efficiency equipment

To reduce its energy consumption, Worldline invests and maintains equipment's int its offices and data centres that fall into the 7.3 category.

Eligibility and alignment with the substantial contribution criterion

To assess eligibility and alignment amounts, Worldline collected investments and OpEx corresponding to the criteria substantially contributing to climate change mitigation.

Thus, we identified:

- CapEx related to the installation and replacement of energy efficient light sources: €0.1 million has been incurred for France and Italy in 2024 to install LED lightings;
- CapEx related to the installation, replacement, maintenance and repair of heating, ventilation and air conditioning (HVAC) and water heating systems: in 2024, €0.1 million were engaged for offices and data centres in France and Belgium;

- OpEx related to the installation, replacement, maintenance and repair of heating, ventilation and air conditioning (HVAC) and water heating systems: in 2024, €0.1 million were incurred for the upgrade and maintenance of HVAC systems in our data centres in France and Luxemburg.

As a result, in 2024, on the 7.3. activity, Worldline can report a €0.1 million eligible OpEx and €0.2 million eligible Capex substantially contributing to climate change mitigation.

Alignment with DNSH criteria

The specific locations of investments and costs incurred for the activity 7.3 are covered by the climate risk analysis carried out by Worldline on all its activities as described section B.2.1.8 Respect of DNSH Criterion on Appendix A.

The components and materials comply with the criteria set out in Appendix C of the Delegated Act of the European Taxonomy: chemical components counter- indicated in Appendix C were not identified in investments nor OpEx of Worldline's activity 7.3 in 2024.

Alignment with minimum guarantees

Investments and costs incurred for the activity 7.3 are carried out in compliance with minimum guarantees as described in section B.2.1.7 Respect of minimum safeguards.

Consequently, 100% of Worldline OpEx and CapEx reported in the 7.3 activity are aligned with the European Green Taxonomy.

Methodology

The costs were collected by the Facility Management teams of each entity and by the data centre managers.

B.2.1.9.3 Activity 7.4 – Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)

The purpose of installing charging stations for electric vehicles is to streamline the transition from a fleet predominantly composed of combustion engine vehicles to one that mainly consists of electric vehicles. This investment has a beneficial impact on the environment.

Eligibility and alignment with the substantial contribution criterion:

Following the implementation of its new car policy, Worldline has launched a vast programme to install charging stations at its main sites for all sites concerned. In addition, by 2028, employees with a company electric car will have a charging point installed at their home to ease their comfort as drivers. Electric charging plugs have already been installed at various sites in 2023 and the project continues in 2024.

In 2024, in Belgium, €0.1 million CapEx are eligible to the climate change mitigation objective under activity 7.4.

Alignment with specific DNSH criteria

The investments and costs incurred for the activity 7.4 are covered by the climate risk analysis carried out by Worldline on all its activities as described in section B.2.1.8 Respect of DNSH Criterion on Appendix A.

Alignment with minimum guarantees

Investments and costs incurred for the activity 7.4 are carried out in compliance with minimum guarantees as described in section B.2.1.7 Respect of minimum safeguards.

Consequently, out of the €0.1 million CapEx, 100% are aligned with the European Green Taxonomy.

Methodology

The costs were collected by the Facility Management teams of each entity.

B.2.1.9.4 Activity 7.5 – Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings

Eligibility and alignment with the substantial contribution criteria

To reduce its energy consumption and carbon footprint, Worldline invested in real-time consumption measurement tools in its office buildings to identify the most consuming categories and target them first in its reduction initiatives. Worldline also invested in presence monitors in circulation and common areas to dim lighting when no one is present in the area.

As a result, Worldline's eligible OpEx for activity 7.5 in 2024 are as follows: €0.2 million in its datacentres in France, Belgium, Luxemburg and Germany. These costs are contributing substantially to the climate change mitigation objective.

Alignment with specific DNSH criteria

The investments and costs incurred for the activity 7.5 are covered by the climate risk analysis carried out by Worldline on all its activities for its main sites as described in section B.2.1.8 Respect of DNSH Criterion on Appendix A.

Alignment with minimum guarantees

Investments and costs incurred for the activity 7.5 are carried out in compliance with minimum guarantees as described in section B.2.1.8 Results for the climate change mitigation objective.

Consequently, of these €0.2 million, 100% are aligned with the European Green Taxonomy.

Methodology

Costs were collected by the Facility Management teams of each entity and by the data centre managers.

B.2.1.9.5 Activity 7.7 – Acquisition and ownership of buildings

Eligibility

As Worldline leases office space for its employees, the related Right of Use increase is eligible in activity 7.7 Acquisition and ownership of buildings. In 2024, Worldline reported an eligibility of €72.0 million for the increase in Right of Use on real estate activities under IFRS 16.

Alignment with the substantial contribution criteria

To consider alignment on this activity, the following criteria must be met:

For buildings constructed before the 31st of December 2020, the building has at least a class A Energy Performance Certificate (EPC). The building can alternatively be in the top 15% of the national or regional building stock in terms of operational primary energy demand (OPED).

In 2024, Worldline new office in Riga constructed in 2019 meets all the energy performance criteria :

- The building energy performance is classed as A. Through that certification, it answers substantial alignment criterias of category 7.7 for all building built before 31/12/2020;
- The building is a large non-residential building and is operated efficiently through energy performance monitoring and assessment meeting . The monitoring and evaluation is carried out by the lessor.

The relocation of employees to buildings with a high-energy performance certificate is a contributory factor in climate change mitigation.

Alignment with DNSH criteria

The specific locations investments and costs incurred for the activity 7.7 are covered by the climate risk analysis carried out by Worldline on Worldline main its activities for its main sites as described in section B.2.1.8 Respect of DNSH Criterion on Appendix A.

Alignment with minimum guarantees

Investments and costs incurred for the activity 7.7 are carried out in compliance with minimum guarantees as described in section B.2.1.8 Results for the climate change mitigation objective.

Consequently, €3.2 million out of €72.0 million eligibility are aligned with the European Green Taxonomy.

Methodology

The Rights of Use under IFRS 16 have been extracted from our financial tool on a dedicated account. The information on new buildings is tracked in a centralized database and each site manager collects the required information from the lessors to provide evidence of alignment.

B.2.1.9.6 Activity 8.1 – Data processing, hosting and related activities

Eligibility

As a payment and electronic transactions service provider. Worldline is mainly eligible to 8.1 Data processing, hosting and related category. We have thus identified on this activity:

- €3,844 million eligible Revenue (*i.e.* 95.4% of Worldline eligible Revenue);
- €312 millions eligible CapEx (*i.e.* 75% of Worldline eligible CapEx);
- €123 million eligible OpEx (*i.e.* 86% of Worldline OpEx considered as per the EU taxonomy definition).

Alignment with the substantial contribution criteria

To be aligned in the category 8.1, two substantial criteria must be met:

The implementation of all relevant practices listed as "expected practices" in the most recent version of the European Code of Conduct on Data Centre Energy Efficiency (CoC). On this first criterion, following interviews with Worldline's hosting providers, we could establish that 75% of Worldline's activities were hosted in data centres in line with the Code of Conduct in 2023 (on a declarative basis).

The Global Warming Potential (GWP) of the refrigerants used in the data centre cooling system must not exceed 675. For this second criterion, in our own data centres and those of our hosting providers, the maximum of 675 could not be met. First, this criterion is very restrictive compared to the EU regulation currently in place for refrigerants. In addition, cooling systems have a life span above 10 years, making it difficult to meet the criterion for infrastructure older than 2 years. From 2023, the Procurement team included this criterion in our questionnaire for selecting future hosting providers.

As the criterion relating to compliance with a GWP of less than 675 cannot be met, Worldline does not report any activity aligned with the Green Taxonomy on category 8.1. in 2024.

Methodology

The alignment criteria for category 8.1. on the European taxonomy are related to data centres management. To calculate alignment on the eligible Revenue, we first allocated Worldline Revenue in data centres where Worldline's activities are processed, using the following methodology:

- First, we extracted the revenue by country/legal entity/ business line from our financial database;
- We consolidated the list of our data centres by country;
- Then, based on the data centres presence in the country, the Revenue of each legal entity was allocated to the different data centres.

We interviewed our external providers to assess their compliance with the European Code of Conduct on Data Centre Energy Efficiency and whether the Global Warming Potential (GWP) of the refrigerants used in their cooling systems did not exceed 675. We also conducted this work internally. In 2024, the criterion related to the Global Warming Potential was still not met.

B.2.1.10 Results for the transition to circular economy objective

In 2023 we conducted a screening of Worldline's activities to determine which ones could be eligible with the following objectives:

- Sustainable use and protection of water and marine resources;
- Transition to a circular economy;
- Pollution prevention and control; and
- Protection and restoration of biodiversity and ecosystems.

Through its terminal activities and its track and trace solution, from 2023, Worldline could report eligibility on transition to a circular economy.

Despite the non materiality of its terminal activity, Worldline chooses to report eligibility on the "transition to a circular economy" objective. This focus will help to emphasize the measure to be implemented for the widespread adoption of the circular economy in this activity.

In 2024, eligible amount for OpEx for circular economy activities (terminals) has been refined to better match the taxonomy definition, resulting in significantly lower OpEx for related activities compared to 2023.

B.2.1.10.1 Activity 4.1 - Provision of IT/OT data-driven solutions and software

Worldline can report eligibility on:

- Merchant Services - Terminal Management System solutions

Collecting, processing, transferring, and storing data from equipment, products or infrastructure during their use or operation enables real-time monitoring and analysis of resource flows and processes within the production. By optimizing resource usage and reducing inefficiencies, these technologies help minimize waste generation and promote resource efficiency.

Eligibility

In Merchant Service business line, we offer Terminal Management System solutions to maintain and update remotely the client's terminal estate. They include a mix of maintenance and deployment activities, as well as development and maintenance costs of the platform itself. The scope covers all terminals maintained in the field.

In 2024, Worldline has identified €40.9 million eligible Revenue on this activity, €6.04 million OpEx.

Alignement with the substantial contribution criteria

For remote monitoring and predictive maintenance systems, at least two of the following capabilities specified in points (a) to (d) are met in their full scope:

(a) Alerting the user to abnormal sensor values, and assessing the status of the product, equipment, or infrastructure, detecting wear and tear or electrical issues, and drawing conclusions about the exact nature of abnormal operating conditions by means of advanced analytical methods;

Worldline Terminal Management System solution is alerting to abnormal sensor values and is assessing the status of the terminal. It is able to suggest, plan and launch remotely software upgrades and repair.

(b) Predicting the expected remaining lifetime of a product, equipment, or infrastructure, and recommending measures to extend the remaining lifetime;

Worldline Terminal Management System solution is not predicting the remaining lifetime of the equipment. It operates at solution level. It can alert on the software obsolescence and plan updates to ensure that the equipment can continue to function properly.

(c) Predicting an upcoming product, equipment or infrastructure failure and recommending measures to prevent such failure;

Worldline Terminal Management System solution is not predicting upcoming failure of the terminal.

(d) Providing recommendations about the highest value next use cycle, such as reuse, recovering components through parts harvesting for remanufacture, or recycling, taking into consideration a combination of factors regarding the product's condition

Worldline Terminal Management System solution is not predicting upcoming failure of the terminal.

As only one substantial criteria could be met, Worldline will not align any Revenue, Capex, Opex in 2024.

Methodology

The indicators are collected by entities locally and consolidated by Merchant Service Finance department.

- Mobility and eTransactional services - Track and trace

IT/OT solutions provide visibility into supply chain operations and facilitate collaboration among stakeholders, including suppliers, manufacturers, and customers. By promoting transparency and traceability, these technologies help identify inefficiencies, mitigate risks, and foster cooperation in achieving circularity goals across the value chain.

Eligibility

With its track and trace solution, Worldline is a leader in the context of the European Tobacco Products Directive (TPD) to assist the European Union in combating counterfeiting and illegal trade in tobacco products. The Group is now extending beyond the TPD with its global equivalent, the Framework Convention on Tobacco Control (FCTC), as well as non-tobacco products.

The track and trace Worldline serialisation engine helps to see the exact provenance of products through a secure digital code. The entire production and value chain is covered by the tracking data, from manufacturer through to end of life of the product, with a high level of security. Its benefits regarding transition to circular economy are: (i) provide proof for sustainability claims (ii) improve customer satisfaction and brand loyalty (iii) provide access to the necessary product information to economic actors, including repair shops, recyclers, (iv) help extend product life cycle, therefore decrease wastes.

In 2024, Worldline has identified €20.8 million eligible Revenue on the 4.1 activity.

Alignment with the substantial contribution criteria

For tracking and tracing software and IT/OT systems, at least one of four capabilities specified in points (a) to (d) is met in its full scope:

(a) Providing identification, tracking and tracing of materials, products and assets through value chains in order to make accessible structured data (such as material content, substances, environmental information) required for lifecycle assessments or material declarations according to relevant standards, such as Commission Recommendation 2021/2279, ISO 14067:2017 or ISO 14040:2006, and sharing of such data with value chain partners, consumers, and other economic actors in compliance with relevant standards regarding data modelling, interoperability, data privacy and data security;

With regards to its support for the Tobacco Products Directive, Worldline track and trace solution totally fullfills this first criteria.

(b) Provisioning and sharing of documents and data directly supporting the repair and maintenance of products and equipment, such as repair instruction, test equipment, wiring and connection diagrams, diagnostic fault and error codes, disassembly instructions;

In 2024, Worldline track and trace Revenue and costs are not related to the repair and maintenance of products and equipments.

(c) Supporting reverse logistics, including the take-back of products for remanufacturing, refurbishment or recycling, by managing steps and transactions in the take-back process, such as pick-up order placement, tracking of sales transaction data, decomposition of product into materials to be re-injected into circular material flows, and by optimising decisions to prevent downcycling and maximise resource recovery. Digital product passports meeting the minimum requirements in Union law are not considered as taxonomy aligned;

In 2024, Worldline track and trace Revenue and costs are not related to reverse logistics and recycling.

(d) Supporting optimisation and intensification of the use of products, through circular business models such as providing products as a service or peer-to-peer sharing.

In 2024, Worldline track and trace Revenue and costs are not related to reverse logistics and recycling.

Though Worldline track and trace solution meets one of the four critieria, we can not justifiy the following :

(a) techniques are adopted that support the reuse and use of secondary raw materials and reused components, and the solutions are designed for high durability, recyclability, easy disassembly, adaptability and upgradability;

(b) measures are in place to manage and recycle waste at the end-of life, including through decommissioning contractual agreements with recycling service providers, reflection in financial projections or official project documentation ;

(c) preparation for re-use, recovery or recycling operations, or proper treatment including the removal of all fluids and a selective treatment are performed in accordance with Annex VII to Directive 2012/19/EU.

For this reason we consider Worldline tranck and trace solution does not meet the Green taxonomy substantial criteria.

Worldline will thus not declare any alignment on the 4.1 activity.

Methodology

The indicators for eligibility are collected by finance from the financial tool.

B.2.1.10.2 Activity 5.1 - Repair, refurbishment and remanufacturing

Repairing products instead of replacing them helps to extend their lifespan, thereby reducing the demand for new goods. By maximizing the utility of existing products, repair reduces the overall consumption of resources and energy associated with manufacturing new items.

Eligibility

Whether during the warranty period of the device or because the customer purchased a repair service, Worldline is responsible for handling the repair of the terminals it sells. There are different levels of repair. First level repairs are managed in our own warehouses or in partner warehouses. Second and third level repair are handled by our suppliers, which then return the terminal. Remanufacturing is less common as it requires recertification and is usually subcontracted to our suppliers.

In 2024, Worldline has identified €13.5 million eligible Revenue on this activity and €0.8 million CapEx and €8.3 million OpEx.

Alignment with the substantial contribution criteria

Though the activity aims at extending terminal lifetime, due to database update and consolidation, in 2024, we can not justify that repairing refurbishing and remanufacturing the terminal estate will extend its lifetime.

For this reason, the substantial criteria are not met and that alignment can be considered on the activity 5.1.

Methodology

The indicators are collected by entities locally and consolidated by Merchant Service Finance department.

B

B.2.1.10.3 Activity 5.2 - Sale of spare parts

By providing access to spare parts, companies enable clients to repair and maintain their products, extending their lifespan. This reduces the frequency of product replacements and contributes to resource conservation by maximizing the utility of existing goods.

Eligibility

Worldline does not purchase spare parts from its manufacturers to manage its own repair service except in Turkey where we can report €2.5 million Revenue related to the Sale of spare parts.

Alignment with the substantial contribution criteria

We cannot justify the compliance with some substantial contribution criteria such as certifying that the packaging used for the sale of spare parts is made out of 65% of recycled products.

For this reason, we will consider substantial contribution criteria are not met and the activity 5.2 is not aligned.

Methodology

The indicators are collected by entities locally and consolidated by Merchant Service Finance department.

B.2.1.10.4 Activity 5.4 - Sale of second-hand goods

The sale of second-hand goods plays a key role in advancing the circular economy by conserving resources, reducing waste, promoting reuse and repair, offering affordable access to goods, and encouraging conscious consumption.

Eligibility

Although possible, Worldline sells a few second hands products. Second-hand terminals are used for rental purposes and then are included in the 5.5 activity.

In 2024, Worldline has identified €2.6 million eligible Revenue on this activity and €0.3 million CapEx.

Alignment with the substantial contribution criteria

1. The activity consists of selling a second-hand terminal that had been used for its intended purpose by a customer potentially after its prior cleaning, repair, refurbishment or remanufacturing.
2. The sold terminal is covered by a sales contract;
3. Where the product has been repaired, refurbished or remanufactured before reselling, the activity implements a waste management plan that ensures that the product's materials and components that have not been reused in the same product, are recycled through the WEEE directive.
4. The packaging is made out of paper but we cannot justify that it is made out of 65% of recycled products.

Revenue, Capex and Opex eligible on the 5.4 activity are not meeting all substantial contribution criteria and are therefore not aligned.

Methodology

The indicators are collected by entities locally and consolidated by Merchant Service Finance department.

B.2.1.10.5 Activity 5.5 – Product-as-a-service and other circular use- and result-oriented service models

Eligibility

Through its terminal renting model Worldline offers to its small merchants, Worldline aims to extend the lifecycle of the terminals, although we do not yet capture this information. Terminals are typically leased for a minimum period of 36 months depending on the legal entity, and the contract is tacitly renewable. Most of the time, it is renewed, and the average contract duration is approximately the terminal lifespan. The terminal that returns to stock can be reintroduced into the circuit for another client on another contract. There is no incentive for the merchant to renew their equipment. A new product is only necessary when compliance deadlines are approaching or when the customers realize that it might be economically preferable for them to purchase the terminal at its residual value or switch to a cheaper model.

From the perspective of transitioning to a circular economy, it appears that over 50% of the rental fleet consists of second-hand terminals, which promotes resource efficiency. Instead of each merchant purchasing a new item, multiple users can share the same product over time, thereby maximizing its utility and reducing the overall resources required for its production.

The Terminal renting business model is tailored for mass market and small merchants. It represents a significant part of Worldline terminal activity.

In 2024, Worldline has identified €104.1 million eligible Revenue on this activity, €11.0 million CapEx and €5.6 million OpEx.

Alignment with the substantial contribution criteria

The contractual terms and conditions ensure that all the following sub-criteria are met:

(a) there is an obligation for Worldline to take back the used terminal at the end of the contractual agreement;

(b) there is an obligation for the customer to give back the used terminal at the end of the contractual agreement;

(c) Worldline remains owner of the product;

(d) the customer pays for access to and use of the terminal.

But, due to database update and consolidation process in 2024, Worldline can not justifiy the activity leads to an extended lifespan or increased use intensity of the terminal.

For this reason, we will not align any Revenue, Capex nor Opex on the 5.5 activity in 2024.

Methodology

The indicators are collected by entities locally and consolidated by Merchant Service Finance department.

B.2.1.11 Tables

B.2.1.11.1 2024 Revenue

Financial year 2024		Year 2024		Substantial Contribution Criteria						DNSH criteria ('Does Not Significantly Harm')(h)									
Economic Activities (1)	Code (a) (2)	Turnover (3)	Proportion of Turnover, year N (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water and marine resources (7)	Pollution (8)	Circular Economy(9)	Biodiversity and ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water and marine resources (13)	Pollution (14)	Circular Economy (15)	Biodiversity and ecosystems (16)	Minimum Safeguards (17)	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category enabling activity (19)	Category transitional activity (20)
Text		€M	%	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%	0%	0%	0%	0%	0%	0%								0%		
Of which Enabling		0	0%	0%	0%	0%	0%	0%	0%								0%	E	
Of which Transitional		0	0%	0%													0%		T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g)																			
				EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)										
Data processing, hosting and related activities	CCM 8.1	3 844,1	83,0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								80,7%		
Collection & transport of hazardous & non-hazardous waste	CE 2.3	0,0	0%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Depollution and dismantling of end-of-life product	CE 2.6	0,0	0%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Provision of IT/OT data-driven solutions and software	CE 4.1	61,7	1,3%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Repair, refurbishement, remanufacturing	CE 5.1	13,5	0,3%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Sale of spare parts	CE 5.2	2,5	0,1%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Sale of second-hand goods	CE 5.4	2,6	0,1%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Product-as-a-service and other circular use- and result-oriented service models	CE 5.5	104,1	2,2%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Turnover of Taxonomyeligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		4 028,4	87,0%	83,0%	0%	0%	0%	4,0%	0%								80,7%		
A. Turnover of Taxonomy eligible activities (A.1+A.2)		**4 028,4**	**87,0%**	**83,0%**	**0%**	**0%**	**0%**	**4,0%**	**0%**								**80,7%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy non-eligible activities		604	13,0%																
TOTAL		**4 632**	**100%**																

Proportion of turnover/Total turnover

ENG	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0%	83,0%
CCA	0%	0%
WTR	0%	0%
CE	0%	4,0%
PPC	0%	0%
BIO	0%	0%

B.2.1.11.2 2024 Capex

Financial year 2024	Year 2024			Substantial Contribution Criteria						DNSH criteria ('Does Not Significantly Harm')(h)									
Economic Activities (1)	**Code (a) (2)**	**CapEx (3)**	**Proportion of CapEx, year N (4)**	**Climate Change Mitigation (5)**	**Climate Change Adaptation (6)**	**Water and marine resources (7)**	**Pollution (8)**	**Circular Economy(9)**	**Biodiversity and ecosystems (10)**	**Climate Change Mitigation (11)**	**Climate Change Adaptation (12)**	**Water and marine resources (13)**	**Pollution (14)**	**Circular Economy (15)**	**Biodiversity and ecosystems (16)**	**Minimum Safeguards (17)**	**Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) CapEx, year N-1 (18)**	**Category enabling activity (19)**	**Category transitional activity (20)**
Text		**€M**	**%**	**Y; N; N/EL (b) (c)**	**Y; N; N/EL (b) (c)**	**Y; N; N/EL (b) (c)**	**Y; N; N/EL (b) (c)**	**Y; N; N/EL (b) (c)**	**Y; N; N/EL (b) (c)**	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**Y/N**	**%**	**E**	**T**
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	11,3	2,4%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0%		
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	0,2	0%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0,2%	E	
Installation, maintenance and repair of energy efficiency equipment	CCM 7.4	0,1	0%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0,2%	E	
Installation, maintenance and repair of energy efficiency equipment	CCM 7.5	0	0%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0%	E	
Acquisition and ownership of buildings	CCM 7.7	3,2	0,7%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	2,7%		
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		14,7	3,1%	3,1%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	3,0%		
Of which Enabling		11,5	2,4%	3,1%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	0,3%	E	
Of which Transitional		3,2	0,7%	0%						Y	Y	Y	Y	Y	Y	Y	0%		T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g)																			
				EL; N/EL (f)	**EL; N/EL (f)**	**EL; N/EL (f)**	**EL; N/EL (f)**	**EL; N/EL (f)**	**EL; N/EL (f)**										
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	9,5	2%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								2,1%		
Acquisition and ownership of buildings	CCM 7.7	68,7	14,5%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								2,9%		
Data processing, hosting and related activities	CCM 8.1	311,9	66%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								85,7%		
Repair, refurbishement, remanufacturing	CE 5.1	0,8	1,4%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Sale of second-hand goods	CE 5.4	0,3	0,1%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Product-as-a-service and other circular use- and result-oriented service models	CE 5.5	11	2,3%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
CapEx of Taxonomyeligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		402,1	85,1%	82,5%	0%	0%	0%	2,5	0%								90,8%		
A. CapEx of Taxonomy eligible activities (A.1+A.2)		**416,9**	**82.2%**	**85,7%**	**0%**	**0%**	**0%**	**2,5**	**0%**								**93,8%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy non-eligible activities		**55,7**	**11,8%**																
TOTAL		**472,6**	**100%**																

Proportion of CapEx/Total CapEx

	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	3,1%	85,7%
CCA	0%	0%
WTR	0%	0%
CE	0%	2,5%
PPC	0%	0%
BIO	0%	0%

B.2.1.11.3 2024 Opex

Financial year 2024		Year 2024		Substantial Contribution Criteria						DNSH criteria ('Does Not Significantly Harm')(h)									
Economic Activities (1)	Code (a) (2)	OpEx (3)	Proportion of OpEx, year N (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water and marine resources (7)	Pollution (8)	Circular Economy(9)	Biodiversity and ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water and marine resources (13)	Pollution (14)	Circular Economy (15)	Biodiversity and ecosystems (16)	Minimum Safeguards (17)	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) OpEx, year N-1 (18)	Category enabling activity (19)	Category transitional activity (20)
Text		€M	%	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y; N; N/EL (b) (c)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	0,1	0,1%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0,2%	E	
Installation, maintenance and repair of energy efficiency equipment	CCM 7.5	0,2	0,1%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0,0%	E	
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0,3	0,2%	0,2%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	0,2%		
Of which Enabling		0,3	0,2%	0,2%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	0,2%	E	
Of which Transitional		0	0%	0%													0%		T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g)																			
				EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)										
Data processing, hosting and related activities	CCM 8.1	122,8	85,4%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								93,2%		
Provision of IT/OT data-driven solutions and software	CE 4.1	6	4,2%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Repair, refurbishement, remanufacturing	CE 5.1	8,3	5,8%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Sale of spare parts	CE 5.2	0	0%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Sale of second-hand goods	CE 5.4	0	0%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Product-as-a-service and other circular use- and result-oriented service models	CE 5.5	5,6	3,9%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
OpEx of Taxonomyeligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		142,8	99,2%	85,4%	0%	0%	0%	13,9%	0%								93,2%		
A. OpEx of Taxonomy eligible activities (A.1+A.2)		**143,1**	**99,5%**	**85,6%**	**0%**	**0%**	**0%**	**13.9%**	**0%**								**93,4%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy non-eligible activities		**0,8**	**0,5%**																
TOTAL		**143,9**	**100%**																

Proportion of OpEx/Total OpEx*

	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0,2%	85,4%
CCA	0%	0%
WTR	0%	0%
CE	0%	13,9%
PPC	0%	0%
BIO	0%	0%

* *as per taxonomy definition*

Other

Row	Nuclear energy related activities	
1	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
	Fossil gas related activities	
4	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

B.2.2 Climate Change (ESRS E1)

B.2.2.1 Climate-related governance and incentive schemes (E1.GOV-3)

The environmental and climate governance – including environment risks management –, is under Worldline CEO's responsibility and managed by Worldline CSR Officer.

There are 3 managers working under the CSR manager.

- The **climate manager** is responsible for the Environmental and Climate domains and oversees defining the climate strategy in alignment with the Carbon Neutrality strategy validated by the Board of Directors
- The **green IT manager** is responsible for completing the green IT strategy and align it with Worldline's business model.
- The **ISO 14001 manager** is responsible of the Environment Management System (EMS), in line with the ISO 14001 standard. The EMS seeks to address environmental and climate issues specific to sites and introduce regular additional actions to reduce Worldline's environmental footprint. The ISO 14001 manager is supported by Country Environment Managers and local environmental teams on each site.

ISO 14001 and 5001 certification deployment programs

Worldline seeks ISO 14001 certification for its main office's sites (over 500 permanent employees) and all its own strategic data centres. In total in 2024:

- 10 strategic sites of Worldline are certified, which represents 82% of the audit coverage;
- 2 sites of less than 500 employees are also certified (Vendôme and Dassault).
- Around 50% of Worldline employees are located at ISO 14001 certified sites.

Worldline started a 50001 certification programme.

ISO 14001	2024	2023
Number of sites certified ISO 14001	10	10

Integration of climate-related performance in incentive schemes **[E1.GOV-3]**

Remuneration criteria	Target	Maximum amount if target is reached	2024 performance	Amount paid	% of the remuneration recognised in the current period that is linked to climate related considerations [1]
Short term incentive cash for Senior Executives	0.83% Sustainability-related incentive schemes (short-term) are not directly linked to the SBTi CO_2 emission target	1.08%	100%	0.83%	Not possible to split as composite KPIs
Long term Incentive for Senior Executive	The structure of the LTI plan is reviewed yearly – in the last LTI Plan (i.e. 2024 Plan), 7,5% of the acquisition is conditioned by environmental KPIs – the 2024 Plan will vest in 2027. In 2024, the LTI 2022 vested and 5% of the acquisition was conditioned by environmental KPIs (Rating obtained for Carbone Disclosure Program). Variable remuneration schemes linked to (short-term) sustainability are not directly linked to the SBTi CO_2 emissions target. 7,5% of long-term incentives are well aligned with SBTi CO_2 emission target.	9.75%			7.5% based on CO^2 emission targets (E1-4)

1 Indicator associated to ESRS2-GOV 3

B.2.2.2 Material impacts, risks and opportunities and their interaction with strategy and business model (E1.SBM_3)

Impacts : More details on climate impacts of the Group available on section B.2.2.6 Carbon footprint and performance (E1-6)

Risks and opportunities

A 2024-2030 scenario analysis, realised through workshops and interviews with Worldline experts, identified key climate-related risks and opportunities of the Group. The following table summarizes the key findings, including estimated financial impacts, mitigation strategies (for risks) and optimisation strategies (for opportunities). While none of the assessed risks are currently considered severe, the analysis highlights potential financial consequences and growth opportunities:

Worldline main climate gross R&O for 2030	R&O description and main consequences	Likelihood, Magnitude, Financial impact[1]	Monitoring and mitigation actions
Risk 1 – Climate change adaptation Acute Extreme weather events (storms, floods,…) Chronic Rising temperatures	• The forecasted increase in extreme weather events poses a potential risk for Worldline direct operations. A 2023 assessment highlighted data centre vulnerability, particularly third-party facilities in risk-prone areas, to storms and flooding, potentially causing service disruptions and revenue loss. While supply chain disruptions further threaten production capacity, office impact is considered limited due to remote work capabilities. • Rising temperatures pose additional risks through increased data centre cooling costs and reduced labour productivity. Even with air conditioning, high heat days negatively affect office efficiency. • A 2024 risk scenario analysis, involving cross-functional experts, evaluated potential financial impacts from these climate-related risks, informing our risk mitigation strategies and resilience planning.	Likelihood : Unlikely Magnitude : Moderate Estimated financial impact range : • Likely case scenario : 150 k€ • Severe case scenario : 2.5 M€	• Worldline integrates climate change risk assessment into its site selection process, notably during its 2024 facility management plan. In addition, Worldline leverages on third-party event monitoring services to track significant alerts and establishes on-site facility management contacts to proactively monitor and mitigate potential impacts on its facilities and equipment. • Worldline maintains ongoing monitoring of data centre operations and potential disruptions. Expanding its ICT (Information and Communication Technology) continuity plan as part of DORA regulation also enhances data recovery and duplication processes. Robust business continuity strategies are in place for critical data centre contracts, enabling service transfer to alternative locations in the event of a major incident. • Worldline uses a Safety and Emergency Response Tool (SERT) that is activated in areas where an event has occurred to ensure employees' safety. • Worldline is enhancing monitoring of cooling and air conditioning energy consumption and implementing improvements to enhance energy efficiency and reduce electricity costs. • Worldline prioritizes the selection of highly efficient and resilient data centre equipment.
Risk 2 – Climate change mitigation Transition Carbon tax, Carbon Neutrality targets, Airlines and high ecological risk merchants	• If policies were to fully align with the 2°C target in a Sustainable Development Scenario (SDS), 100% of global GHG emissions could be taxed by 2030. This would likely increase Worldline's costs, primarily through increased prices from suppliers subject to new carbon taxes, notably on most energy intensive products and services. While Worldline is currently relatively unaffected by carbon pricing, 80% of our operating countries have already implemented some form of carbon pricing mechanisms. • Failure to meet net-zero targets, or lagging behind competitors in doing so, presents a risk of market share loss due to increased investment costs. Short-term risk is currently limited due to the early stage of net-zero transitions. However, by 2030, failure to achieve net-zero targets poses a significant risk of losing clients. • Shifting demographics, driven by climate migration and extreme weather events, combined with evolving policies and consumer mindsets regarding climate change, are influencing purchasing habits. This impacts sales at Worldline's merchant clients, notably in sectors like petrol. Reduced car and short-haul air travel in Europe, driven by regulation and consumer behaviour, and the emergence of a high ecological risk merchant category (e.g., airlines and hotels) by stakeholders further exemplify this trend.	Likelihood : Possible Magnitude : Significant Estimated financial impact range : • Likely case scenario : 13 € • Severe case scenario : 48 M€	• Enhance monitoring of Worldline's direct exposure to carbon pricing mechanisms across operating countries (regulatory watch) and expand Scope 3 GHG emissions monitoring to assess supply chain exposure. • Partner with suppliers to reduce indirect (Scope 3) GHG emissions and incorporate environmental clauses into purchasing policies. • Achieve Worldline's Science-Based Targets (SBTs) to limit GHG emissions and mitigate exposure to carbon pricing. • Reduce equivalent CO2 emissions by increasing reliance on renewable energy sources. • Prioritize local suppliers to minimize transportation-related emissions. • Identify customers most significantly impacted by climate change transition risks based on Corporate Sustainability Reporting Directive (CSRD) declarations.

Worldline main climate gross R&O for 2030	R&O description and main consequences	Likelihood, Magnitude, Financial impact[1]	Monitoring and mitigation actions
Risk 3 – Energy management Transition Energy consumption & shortage	• Worldline's primary energy risk lies in inefficient electricity consumption, particularly within data centres, driving higher costs and a larger carbon footprint. Key contributors include operating unused equipment, using outdated technology, inefficient cooling practices, and occupying suboptimal office buildings. Fuel inefficiency, though less impactful, arises from inadequate generator maintenance and reliance on generators during outages. • Supply disruptions from natural disasters, geopolitical events, or supplier issues pose a significant threat. While fuel reserves provide a limited buffer, extended shortages jeopardize business continuity. Market volatility, driven by political instability and potential infrastructure damage from natural disasters, further threatens energy security and affordability. • These risks translate into increased operating expenses, capital expenditures for efficiency upgrades and potential revenue loss from service disruptions.	Likelihood : Unlikely Magnitude : High Estimated financial impact range : • Likely case scenario : 5.6 M€ • Severe case scenario : 11.5 M€	• Worldline employs robust energy management practices, notably as our data centre adhere to ISO 50001 standards, utilizing smart meters, optimized airflow, and efficient equipment to minimize energy consumption. Worldline ensures efficient fuel usage through rigorous generator maintenance, optimized testing protocols, and regular fuel quality analysis. Priority is set on employee training and regularly decommission unused equipment. • For third-party data centres and cloud services, Worldline actively monitor supplier energy performance (reduction and renewable transition), integrating stringent energy requirements into procurement and considering location and geopolitical risks. Contracts include comprehensive business continuity plans and promote diversified energy sources. Worldline monitors supplier financial health and market trends, applying enhanced due diligence for electricity-intensive suppliers
Opportunity 1 – Sustainable offers Low Emission Zones	Worldline recognizes growth opportunities related to the increasing adoption of Low Emission Zones (LEZs). These opportunities leverage on our MeTS portfolio, with the development and implementation of solutions such as control equipment, cameras, and license plate recognition technology. New environmental regulations restricting car traffic based on pollution levels are driving demand for these solutions. With 12 LEZs already established in France and numerous others across Europe (including Italy, Germany, Spain, Norway, Sweden, Denmark, Netherlands, and the United Kingdom), this represents a substantial and expanding market for Worldline's innovative solutions. This market expansion translates into increased revenue potential and strengthens Worldline's position as a key player in sustainable urban mobility.	Likelihood : Possible Magnitude : Moderate Estimated financial impact range : • Baseline case scenario : 10 M€ • Optimistic case scenario : 25 M€	• Identify and prioritise relevant solutions that could contribute to the Mobility as a Service market offer. • Partner with relevant actors and start-ups to build a competitive offer.
Opportunity 2 – Sustainable offers Open Payments	The growing demand for Open Payment solutions within the public transportation sector represents a significant growth opportunity for our MTS business. This trend is driven by the increasing adoption of electronic payments, the diversification of payment methods, and a rise in public transportation usage due to environmental concerns and new regulations. Worldline has already successfully deployed Open Payment solutions that demonstrate strong market adoption and positive financial impacts. Beyond public transport, Worldline sees further potential to extend Open Payment to other mobility services such as self-service bicycle hire, taxis, and carpooling. This expansion represents future revenue potential and solidifies Worldline's position as a leader in innovative and sustainable urban mobility solutions.	Likelihood : Likely Magnitude: Significant Estimated financial impact range : • Baseline case scenario : 20 M€ • Optimistic case scenario : 50 M€	• Identify and prioritise relevant solutions that could contribute to the Mobility as a Service market offer. • Partner with relevant actors and start-ups to build a competitive offer.

B.2.2.3 Description of the processes to identify and assess material climate- related impacts, risks and opportunities

More details available in the section B.1.5 Description of the process to identify and assess IROs (IRO-1).

B.2.2.4 Transition Plan for climate change mitigation (E1-1)

Worldline's preliminary transition plan 2024 has been validated at the highest level of management. It frames an environmental and energy policy including actions and targets as well as specific KPIs to pilot and measure the progress of each action. It is detailed in the section B.2.2. Climate Change (ESRS E1), as a response to the material IROs above-mentioned.

The table below summarises major the elements required by publication requirement E1-1 and more details available in the specific sections.

Elements of the preliminary climate transition plan ([E1-1.§16]	Corresponding section
(a) GHG emission reduction targets Compatibility with limiting global warming to 1.5°C, in line with the Paris Agreement	B.2.2.5 Policies (E1-2) B.2.2.9 GHG Removals and GHG mitigation projects financed through carbon credit (E1-7) Currently Worldline doesn't have formal GHG reduction targets. Nevertheless, Worldline is engaged on an ambition to reduce GHG emsisions, on a 1.5°C for scope 1&2 and a well below 2°C trajectory for scope 3. These ambitions are validated by SBTi in 2025.
(b) Explanation of the decarbonisation levers identified. Key actions planned, including: - Changes to the portfolio of products and services - Adoption of new technologies in its own activities or value chain	The quantification of expected reductions due to the decarbonisation levers have not yet been identified; however, Worldline has put in place actions to reduce its emissions in its own operations and value chain. More details on section B. 2.2.8 Actions in relation to climate change policies (E1-3).
(c) Description and quantification of the company's investments and financing to support the implementation of the transition plan. Including reference to taxonomy-aligned capex and capex plans.	Currently unavailable: the transition plan is in progress.
(d) Qualitative assessment of locked-in GHG emissions potentially associated with the company's main assets and products. If achievement of the company's targets is at risk: plans in place to manage its GHG-intensive and energy-intensive assets and products.	Currently unavailable: the transition plan is in progress.
(e) (For NACE codes B.05, C.19, D.35.1, D.35.3, G.46.71) : CAPEX, CAPEX plans, OPEX for aligning its economic activities with the criteria of taxonomy	Not affected
(f) Significant amounts of Capex invested during the year in relation to economic activities linked to coal, oil and gas.	0%
(g) Exclusion from the EU Paris-aligned Benchmarks	No
(h) Description of how the transition plan is integrated and aligned with the company's overall strategy and financial planning	B.1.3 Strategy, business model and value chain
(i) Information on whether the transition plan has been approved by the governance bodies	Yes, more details available in section B.1.2.1. The role of the administrative, management and supervisory bodies (GOV-1).
(j) Progress made by the company in implementing the transition plan	More details available for the preliminary transition plan in section B.2.2.6 Carbon footprint and performance (E1-6). Then, More details available in section B.2.2.8 Action and resources in relation to climate change policies (E1-3) to section Action and resourcing.

B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change

B.2.2.5.1 Climate change mitigation and energy efficiency

Worldline's global Environmental and Energy Policy has been reviewed and updated in 2024. The purpose of this policy is to frame the environmental and energy strategy and main actions, as part of Corporate Social Responsibility (CSR) of Worldline Group. It provides the main principles and high-level generic guidelines, to set up actions over short- and long-term process.

Objectives of the policy

The policy addresses climate change mitigation and energy efficiency by providing clear guidelines for action plans to be developed on site and guidelines for the TRUST 2025 targets.

Description, key actions

This policy addresses the fight against climate change by :

- acting permanently to measure and reduce the environmental impact of activities;
- having an efficient energy management by continuously improving the energy efficiency of Data Centres;
- influencing our entire downstream value chain by involving suppliers to comply with our suppliers' commitment to the Business Partner's Commitment to Integrity;
- having an impact on our internal value chain by involving all employees to be engaged in the Environmental and Energy Policy.

Scope

The policy applies to all Worldline entities and operations worldwide and all office sites and Data Centres. It is being implemented by the corresponding teams which are: Corporate Social Responsibility, Environmental Management System, Facility Management and Data Centre. The CEO is held accountable for its implementation.

Ambitions and time horizon (E1-4)

Worldline's ambition is to reduce its GHG emissions by 1.5°C for scopes 1 and 2 and by 2°C for scope 3. These medium-term ambitions have been validated by the SBTi in 2025. Long-term ambitions are currently being validated by SBTi.

Worldline's objective is to reduce its greenhouse gas emissions in line with the ambitions approved by the SBTi initiative. The targets for reducing CO2 emissions are currently being finalised. The environmental objectives are defined in the Trust 2025 programme, in line with the dual materiality analysis and the company's business model. The company is focusing on objectives that are aligned with its strategy.

Time horizon	Scope	Approach	Ambition
Short Term *2022 --> 2030*	Scopes 1 & 2 (market-based) 100%	1,5°C ACA- Absolute Contraction Approach	-42%
	Scope 3 - 100%	Well Below 2°C ACA- Absolute Contraction Approach	-25%
Long Term *2022 --> 2050*	Scopes 1 & 2 (market-based) 100%	Net-Zero ACA- Absolute Contraction Approach	-90%
	Scope 3 - 100%	Net-Zero ACA- Absolute Contraction Approach	-90%

Ambition 2022-2030

Aligned with our current ambitions, Worldline's TRUST2025 program comprehensively addresses its ESG aspects. Since 2016, Worldline has implemented a low-carbon environmental strategy aligned with the commitments from the Paris UN Climate Change Conference (COP21).

To define ambitions on scope 1,2 and 3, Worldline used the absolute contraction approach (ACA), based on the SBT framework. For scope 1 and 2, the trajectory is 1.5°C and wellbelow 2°C for scope 3.

Worldline chose 2022 as a base year because of the sale of its business TSS (terminals) in 2021. The year 2022 was therefore the first year for the new WL perimeter.

More details available in section B.1.3 CSR team interests and views of stakeholders (SMB-2).

Worldline's approach – Net zero strategy for scopes 1, 2 and 3.1

Contributing to Carbon Neutrality by 2050 implies a reduction of 90% of the emissions between 2022 and 2050. This ambition applies to Worldline's scopes 1 & 2 and suppliers (Scope 3. 1- purchased goods and services). The 10% remaining emissions must be sequestrated in carbon sinks.

Worldline's approach to contribute to Carbon Neutrality by 2050, aims to progressively move its $eqCO_2$ emissions compensation scheme from credit purchasing to investment in environmental projects able to sequestrate all $eqCO_2$ emissions.

Resource allocated

The human resources in the pertinent teams are working on bringing the project to life. Those teams are the CSR and EMS teams accompanied by the facility management (FM) and the data centres' teams (DC).

Financial resources

More details available in section B.2.2.9 GHG removals and GHG mitigation projects financed through carbon credits (E1-7).

B.2.2.5.2 Climate change adaptation

The current environmental and energy policy will need to be updated to tackle the issue of adaptation or set up a standalone policy, based on the climate related identified risks and opportunities.

The financial impacts will need to be refined in order to set up actions plan (e.g.: inflation due to carbon taxes that would significantly impact the mid-term purchasing power ; identification of client's type potentially weakened by climate change: Airlines, hotels, ...).

Worldline has actions towards renewable energy but the topic is not covered under the environmental and energy policy. It does nevertheless cover energy management and climate change adaptation.

KPIs and targets will need to be defined based on the future policy and action plan.

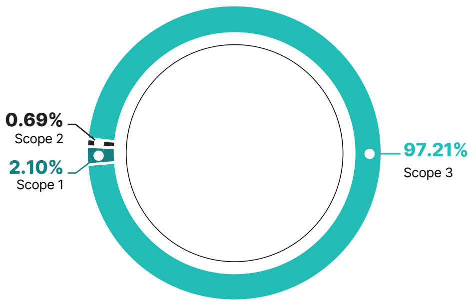
B.2.2.6 Carbon footprint and performance (E1-6)

B.2.2.6.1 Overview of Worldline's total emissions

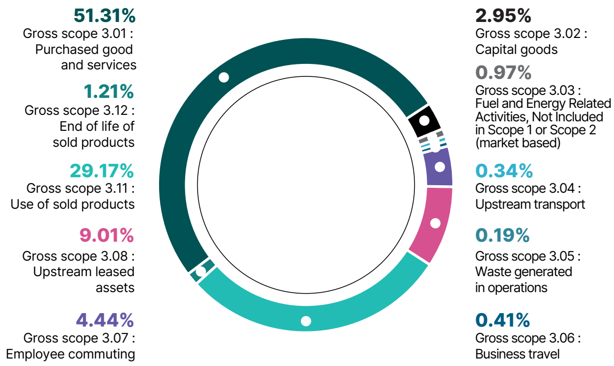
In 2024, Worldline's total emissions amounted to 350,356 tons of eqCO_2. The majority of emissions come from scope 3: emissions from scope 3 represent 97% of total emissions. Within scope 3, the category with the highest emissions is scope 3.1 purchased goods and services, representing 51,31% of scope 3 emissions.

The scope 3.6 (business travel) represents around 0.41% of the Group carbon footprint.

Overview of Worldline's emissions in tCO_2



Our Scope 3 emissions per category



The carbon footprint in terms of carbon intensity by revenue

GHG intensity per net revenue	Base year 2022	2023	2024	% 2024/2023	% 2024/2022
Total GHG emissions (location-based)	**N/A**	**N/A**	**357,745**	**N/A**	**N/A**
Total GHG emissions (market-based)	354,227	325,152	350,356	+7.75%	-1.09%
Net revenue	4,350M	4,610M	4,631M	-0.67%	+5.26%
GHG emissions intensity	74	71	76	+7%	+2%

B

B.2.2.6.2 Scope details and variations

Teq CO_2	2022 Base year	2023	2024	Variation 2024/2023	Variation 2024/2022
Gross GHG emissions Scope 1 (tCO2eq)	6,627	7,187	7,347	+2.22%	+10.86%
Gross Scope 2 GHG emissions (location-based)	10,696	10,827	9,812	-9.37%	-8.26%
Gross Scope 2 GHG emissions (market-based)	2,482	2,875	2,423	-15.72%	-2.37%
3.1 Purchased goods and services (outsourcing, data centre hosting, outsourced managed IT infrastructure services, telco-network, IT subcontracting)	203,714	157,134	174,739	+11.20%	-14.22%
3.2 Capital goods (IT equipment: networks, storage, servers and individual IT devices)	22,009	15,521	10,044	-35.29%	-54.37%
3.3 Fuel and energy related activities (market based)	N/A	N/A	N/A	-	-
3.3 Fuel and energy related activities (location based)	2,153	2,419	3,316	+37.10%	+54.04%
3.4 Upstream transport and distribution (infrastructures for energy production)	321	484	1,145	+136.63%	+256.79%
3.5 Waste generated in operations (IT equipment end of life W3E)	2,092	644	639	-0.79%	-69.46%
3.6 Business travel (plane, train, taxi, private cars, rental cars)	3,017	2,437	1,410	-42.16%	-53.28%
3.7 Employee commuting (public transport and individual cars)	30,624	28,839	15,118	-47.58%	-50.63%
3.8 Upstream leased assets (building and car lease)	9,666	7,448	30,696	+312.14%	+217.57%
3.11 Use of sold products (manufacturing, transport, usage of payment transactions footprint related to physical devices)	71,523	96,421	99,365	+3.05%	+38.93%
3.12 End of life treatment of sold products (end of life of payment transactions footprint related to physical devices)	N/A	3,743	4,114	+9.92%	-
Gross Scope 3 GHG emissions (teqCO2)	345,119	315,090	340,587	+8.09%	-1.31%
Gross Scopes 1, 2, 3 and Total GHG emissions - financial and operational control (market based)	354,228	325,152	350,357	+7.75%	-1.09%

TRUST 2025: CO_2e emission reduction	2024/2019	2023/2019
Target Trust 2025 : CO2e emissions reduction (scope 1,2)	-45%	-43%
CO2e emissions reduction (scope 1,2, 3.6)	-65%	-61%

Preliminary Transition Plan for climate change mitigation (Teq CO_2)	2023/2022	2024/2023
Achieved GHG emission reductions	-29,076	+25,204

B

B.2.2.6.3 GHG calculations: Sources, methodologies and assumptions

Scope	Application	Scope	Sources, calculations, uncertainties
Scope 1	Combustion of fossil fuels used for the energy consumption of • Worldline's offices • Worldline's data centres • Thermic company cars • Cooling gases leaks	Emissions from offices with more than 30 employees are included. Countries with less than 30 employees in total in its offices are excluded. Employee coverage represents 99.2% of the total workforce of Worldline Emissions from data centres of more than 50 sqm, managed by Worldline and third parties. Excluding data centres of less than 50 sqm, the surface covers 92% of Worldline's data centres Emissions related to refrigerant gas leaks for offices and data centres managed by Worldline are included.	Electricity invoices Emission factors from BEIS, IEA Uncertainties: Gases leaks are estimated based on the square meters of all WL offices Except for France and Belgium. The information of square meter came from the WL Real Estate data base. The square meters are then multiplied by an emission factor from ADEME. Calculation : (square meters *emission factor)/1000
Scope 2	• District heating consumption (regular electricity and renewable electricity) • Electricity consumption from: Worldline's offices (regular electricity and renewable electricity) Worldline's data centres (regular electricity and renewable electricity) Electric company cars		Electricity invoices Emission factors from BEIS, IEA. Estimations of CO2 emissions linked to AC systems (from rented DC) are based on an estimated PUE per DC.
Scope 3	• 3.1 emissions related to the purchase of goods and services This category includes all the products and services sourced externally by Worldline in 2024. The main purchase category in terms of costs comprises IT hardware and software, subcontracted services such as software development and maintenance and telecommunications services. The Group uses these products and services in connection with its data centres and project development needs. Other indirect purchases relate to the management of the company itself (facilities, marketing, communication, etc.).	All Worldline entities purchases captured in Worldline Procurement database.	The highest granularity level of the purchase identification is the Bcode. The Bcode is assigned a corresponding monetary conversion factor from ADEME to calculate their carbon footprint based on the spend, using the GHG protocol method. To be noted, for minor purchases for which Bcodes were not available, an average monetary ratio was applied.
	• 3.2 Capital goods This category includes all upstream (i.e., cradle-to-gate) emissions from the production of capital goods purchased or acquired by Worldline in 2024.	All Worldline entities purchases captured in Worldline Procurement database.	The highest granularity level of the purchase identification is the Bcode. The Bcode is assigned a corresponding monetary conversion factor from ADEME to calculate their carbon footprint based on the spend, using the GHG protocol method. To be noted, for minor purchases for which Bcodes were not available, an average monetary ratio was applied.
	• 3.3 Fuel and energy related activities (market based) This category includes emissions related to the production of fuels and energy purchased and consumed in 2024 that are not included in scope 1 or scope 2. For instance, it includes energy related to the production of electricity used by Worldline data res or offices, energy related to the production of fuel for company cars. More details available in GHG Protocol scope 3.3	Scope 1 and scope 2 perimeter i.e. offices with more than 30 employees included (Countries with less than 30 employees in total in its offices excluded).	All scope 1 and 2 energy consumptions are converted in CO2e emissions with the upstream conversion factors from Department for Business, Energy & Industrial Strategy (BEIS) – 2021. For offices and data centers emission calculation, we multiplied the full year consumption in KWh by the upstream emission factors per country from UL 360 (source: Department for Business, Energy & Industrial Strategy (BEIS) – 2021). For company cars, we did the same process. In addition, we calculated an emission factor using the ADEME data base to obtain an universal metric of carbon emission. It allowed us to addition both emissions whether it was electricity, fuel or gas.
	• 3.4 Upstream transport and distribution This category includes Transportation and distribution of products or third-party transportation and distribution services purchased in 2024.	All Worldline entities purchases captured in Worldline Procurement database.	The highest granularity level of the purchase identification is the Bcode. The Bcode is assigned a corresponding monetary conversion factor from ADEME to calculate their carbon footprint based on the spend, using the GHG protocol method. To be noted, for minor purchases for which Bcodes were not available, an average monetary ratio was applied.

B

Scope	Application	Scope	Sources, calculations, uncertainties
	• 3.5 Waste generated in operations This category includes emissions from third-party disposal and treatment of waste generated in 2024. It mainly concerns emissions related to the treatment of W3E (Waste Electrical and Electronic Equipment).	All Worldline entities purchases captured in Worldline Procurement database	The highest granularity level of the purchase identification is the Bcode. The Bcode is assigned a corresponding monetary conversion factor from ADEME to calculate their carbon footprint based on the spend, using the GHG protocol method. To be noted, for minor purchases for which Bcodes were not available, an average monetory ratio was applied.
	• 3.6 Business travel This category includes emissions from the transportation of employees for business related activities in vehicles owned or operated by third parties, such as air travels, trains, taxi, and the use of private cars.	Countries with less than 30 employees in total in its offices are excluded.	The calculation of air and train travels are calculated with an extraction from Amex (Global travel tool) and taxi and The gasoline of cars are calculated from expense reports that are converted in CO2e emissions using ADEME emission factors • Plane/Train Travel - CO2 Emissions (tCO2eq)= The first part of the data is from an extraction of CO2 and km per country from Amex platform. The second part come from train expenses from expense account are converted from local currencies to euros and then we make an estimation per country included in the report, based on the amount in euros, the most common destination of the country made by train, the km of the round trip and its average price in euros. Then, it gives the average price of the trip/ the total km of the roundtrip and the price of the kilometers multiplied by the amount spent in euros. We take the total for this journey as well as the CO2 emitted (from Amex) between the point of departure and the point of arrival. We then obtain the tons of CO2 emitted by the expenditure by multiplying the result of the price per km multiplied by the amount in euros by the CO2 emitted by the journey from Amex, then dividing by the total distance of the journey from Amex. • Taxi Travel - CO2 Emissions (tCO2eq)= We take the amount in euro from expense account and search the price of the kilometer in euros of the country, then we divide the two numbers and it gives the total km travelled in taxi for the country. To have the equivalent in CO2, we enter the kilometers and UL360 make to conversion in CO2 with UL emission factors (=0,20 kg/vkm). • CO2 Emissions Private Vehicle Travel= We take the amount in euro and the price of liter in euro of the country, we divide them and the result is the total of liters consumed. Then we take the average consumption consumption of car per 100 kilometers and we divide it by the total liters consumed and it gives the km travelled.
	• 3.7 Employee commuting This category includes emissions from the transportation of Worldline employees between their homes and their worksites (mainly automobile, two wheels, bus, rail, or soft mobility means) in 2024. It does not include emissions from teleworking.	Worldline employees commuting habits derived from a 2023 survey sent to 17,558 Worldline employees in 38 countries and 127 sites i.e. 95,4% of headcounts coverage.	The initial sample of the survey consisted of 17,558 employees. We received responses from 11% of the participants, so we considered this result as the total number of employees.The calculation has been made on the transportation usage reported by the employees across: cars, public transportation, motorbike, bicycles, ...

Scope	Application	Scope	Sources, calculations, uncertainties
	• 3.8 Upstream leased assets This category includes emissions from the operation of assets that are leased in 2024 and not already included in the reporting company's scope 1 or scope 2 inventories. Main emissions are related to the operating lease of Worldline offices or company cars.	All Worldline entities purchases captured in Worldline Procurement database.	The highest granularity level of the purchase identification is the Bcode. The Bcode is assigned a corresponding monetary conversion factor from ADEME to calculate their carbon footprint based on the spend, using the GHG protocol method. To be noted, for minor purchases for which Bcodes were not available, an average monetary ratio was applied.
	• 3.11 Use of sold products This category includes emissions from the use of services sold in 2024 i.e. the use of instore and ecommerce transactions which represent the main services sold by Worldline to its clients R	Worldline full scope has been extrapolated from the volumes of e-commerce and online transactions within the Merchant Services Business line, which Revenue represents over 72% of total Worldline Revenue.	This calculation is founded on the life cycle analysis of a payment transaction. In the digital payment transaction, all components have been assessed, such as: credit cards, payment terminals, data centres and payment receipts. For this perimeter, environmental impacts have been assesed accorded to market practices. (study disclosed in 2024)
	• 3.12 End of life treatment of sold products This category includes the total expected end-of-life emissions from all products sold in 2024. This includes the end-of-life emissions for all products integrated into the in-store and e-commerce transaction life cycle assessments, specifically tickets, terminals, and cards.	Worldline full scope has been extrapolated from the volumes of e-commerce and online transactions within the Merchant Services Business line, which Revenue represents over 72% of total Worldline Revenue.	This calculation is founded on the life cycle analysis of a payment transaction (study disclosed in 2024)

B.2.2.7 Energy consumption and mix (E1-5)[1]

Energy consumption and mix	2024	2023	Variation 2024/2023
Energy consumption (MWh)	85,722	73,586	+16.49%
Fossil energy consumption (MWh)	26,857	14,442	+85.96%
Energy consumption from nuclear sources (MWh)	N/A	N/A	N/A
Fuel consumption from renewable sources (MWh)	N/A	N/A	N/A
Share of consumption from nuclear sources in total energy consumption (%)	N/A	N/A	N/A
Consumption of purchased or acquired electricity, heat, steam and cooling from renewable sources (MWh)	58,762	N/A	N/A
Consumption of self-generated energy (non-fuel)	103	N/A	N/A
Renewable energy consumption (MWh)	58,865	59,144	-0.47%
Renewable energy production (MWh)	103	N/A	N/A
Non-Renewable energy Consumption (MWh)	26,857	3,746	+616.95%
Non-Renewable energy production (MWh)	N/A	N/A	N/A
Share of renewable sources in total energy consumption (%)	87%	92%	-5.43%

B.2.2.8 Actions and resources in relation to climate change policies (E1-3)

Worldline is currently working on developing a transition plan aligned with the Paris Agreement. Worldline did not calculate precisely yet the contribution of each lever of de-carbonation on the trajectory, neither the associated financial plan.

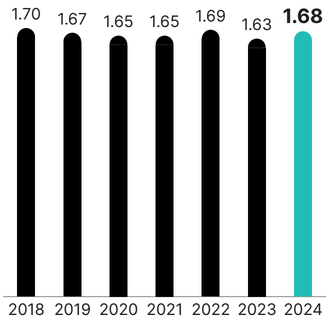
B.2.2.8.1 In our operations

Worldline identified all carbon levers following the work on its carbon footprint, elaborated since 10 years with specialised consultants and experts.

1 *SASB TC-SI-130a.1*

Decarbonation lever #1 - Energy savings in data centres (Scope 2)

(a) Evolution of the Power Usage Effectiveness of our data centres (PUE)[1]



Regarding its own data centres (Dassault, La Pointe, Vendôme, and Brussels), Worldline is engaged on a permanent improvement programme related to energy efficiency articulate around three pillars:

Selecting the most energy-efficient servers and components

Carefully choose **equipment** used in its data centres with the highest environmental and energy-efficiency standards at the time of purchase and constantly optimising the existing systems.

Leverage technologies like the **server virtualisation** in all its data centres to reduce the number of physical servers (systematically implemented since 2009), resulting in less transport of hardware, less waste and packaging, and reduced need to enlarge or build new data centres.

Optimise the lightings in rooms and technical areas with LEDs.

Optimising the use of its resources to save energy

i. Increase the data centre room temperatures to the maximum levels compliant with the operating standards of servers.

ii. Use an additional adiabatic system in the peak periods of temperature to help the air conditioning systems.

iii. Organise rooms alternately in cold aisles and hot aisles.

Monitoring and checking the energy-effectiveness of its infrastructures

iv. Conduct every 4 years since 2015 an energy audit, as well as an ISO 14001 audit on an annual basis, to regularly challenge and improve the data centre infrastructure and techniques used to ensure continuous energy efficiency and PUE improvement. In addition, Worldline French datacentres are certified ISO 50001 since 2023.

v. Use an infrastructure management solution (DCIM) for very precise, real-time monitoring of energy consumption and monitoring monthly the PUE.

More generally, Worldline follows the European code of conduct for data centres.

Performance

All these different measures allow Worldline to continue to improve the average Power Usage Effectiveness of its 3 strategic data centres from an average of 1.93 in 2010, to an objective of 1.65 (achieved since 2020).

In addition to PUE enhancement, all the data centres at La Pointe, Dassault, Vendôme, Brussels are ISO 14001 certified. This certification also provides new levers on IT waste reduction, especially on the server recycling process. The Company aims to consolidate all its operational activities on its 3 strategic data centres in the coming years.

Regarding energy consumption per server, the current average is 80 watts per server. The table below shows both the percentage of virtualisation and the energy consumption per server.

Location	% virtual servers	Watt per server
Dassault	75%	51
Vendôme	60%	73
Brussels	45%	114

For example, in the Vendôme data centre, the Watt per server ratio has decreased from 96 in 2020 to 71 in 2024, showing the constant average energy consumption per server (despite PUE increase):

2020: 96

2021: 94

2022: 84

2023: 73

2024: 71

Besides, Worldline promotes energy efficiency with its suppliers for rented third-party data centres. For the selection of new third-party data centres sites, energy-efficiency as well as localisation with respect to climate risks are new criteria included in the decision-making process.

To continue the improvement of its data centres and to optimize the space saved by the virtualization project, Worldline has decided to close its oldest datacentre "Seclin La Pointe LP1" by moving the content to the Cloud in the Dassault datacentre This ongoing process explains the reason why the average PUE increases a little bit in 2024 comparing to 2023.

1 *PUE (power usage effectiveness) : The PUE is the total energy consumed by the data centre divided by the energy consumed by IT equipment*

For 2025, Worldline will continue to work on the improvement of the PUE of its data centres, especially around the optimisation of la Pointe.

Decarbonation lever #2 - Energy savings in our offices (Scope 2)

For all offices directly managed by the Facility Management team, Worldline is engaged on a permanent energy efficiency programme. Which aims to reduce year after year the energy consumed in its buildings.

In 2024, various initiatives were implemented across French sites to reduce the carbon footprint while optimising energy efficiency. One of the most impactful measures was the systematic replacement of traditional light bulbs with LED alternatives, which not only consume up to 80% less energy but also have a significantly longer lifespan.

In regions such as the Benelux Union and the Nordic countries, Worldline enhanced its energy efficiency by transitioning its ventilation systems from gas to heat pumps, on 100% of the offices of the zone.

Our offices in India are transitioning to LED lighting solutions and installing light sensors to optimise energy usage. Furthermore, in India, we are providing fans as an alternative to air conditioning during periods when fewer employees are present onsite.

In 2025, the ventilation and cooling system will also be changed in Hoofddorp to reduce our environmental impact. In line with our commitment to sustainability, across all properties leased by the company, we are continuously :

i. Improving the efficiency of our heating and cooling systems,

ii. Striving to minimise our occupied square footage by optimising building management practices (closing underutilised buildings, rearranging spaces to maximise efficiency, and using improved insulation techniques).

Additionally, in all our buildings, awareness campaigns and a general seminar on climate change were launched to encourage employees to adopt more environmentally friendly behaviours (switching off lights, using less energy-intensive devices, having tips for home office energy saving).

By 2025, Worldline plans to enlarge the energy efficiency programme to the main European offices.

Decarbonation lever #3 – Renewable energy program in our offices and data centres (Scope 2)

For all Worldline sites, Worldline is deploying renewable energy contracts.

The Company aims at switching 100% of its energy supplies to Renewable Energy (REN) by 2025.

iii. For offices, the Company will sign local renewable energy contracts, when available, or purchase renewable energy certificates (RECs).

iv. For data centres, all fully owned company data centres are covered by local renewable energy contracts. Going forward, the Company will reach 100% renewable energy for rented data centre space, either by having the supplier to sign a local renewable energy contract, or by purchasing renewable energy certificates (RECs).

At the end of 2024, the renewable energy coverage is 87%.

Decarbonation lever #4 – Commuting and business travel (Scopes 1, 2 and 3)

For all employees, Worldline is promoting year after year, a mobility actions to decrease CO2 emissions related to commuting and business travel.

Emissions related to commuting and business travel are broken down into the 3 different scopes :

- Emissions related to the thermic company cars belong to the scope 1 and, in 2024 amounted to 4,584 t eqCO_2;
- Emissions related to the electric company cars belong to the scope 2 and, in 2024, amounted to 358 t eqCO_2;
- Emissions related to business travels belong to the scope 3 (category 3.6). It includes emissions related to plane (80%), train, taxi and the use of private car when used between offices. In 2024, these emissions amounted to 1,410 t eqCO_2;
- Emissions related to employee commuting belong to the scope 3 (category 3.7) and, in 2024, amounted to 15,118 t eqCO_2.

***(b)* Business travel: an updated travel policy**

Worldline's Group travel policy has been updated in 2024 to consider the environmental footprint of business travel. In this regard, air booking is highly reduced for any travel whose transfer time is equal or below four hours by rail. Additionally, air travel is not allowed when the train can be used.

***(c)* Car fleet**

The Group is gradually replacing its company cars with electric and hybrid cars. At the end of 2024, 33% of the fleet was electric. Moreover, with a target of 2028, employees with a company electric car will have a charging station installed at home to ease their comfort as a driver. The total of the fleet should be switched to electrical engines by 2030. Most cars will already be electric or plugin hybrid.

***(d)* Commuting- alternatives to the private car**

In 2024, Worldline decided to refine the calculation of its CO2 emissions related to commuting to better assess how they can promote the soft mobility among their employees.

The Environment team has therefore built a questionnaire aiming at collecting commuting habits.

The survey was sent to 17,558 Worldline employees in 38 countries and 127 sites. With a response rate of 27.1%.

From this survey, depending of the geographies and distance from work, the objective will be to encourage employees towards more sustainable means of transport.

- **Public transportations**. Worldline has been financing the public transportation cards of its employees for many years
- **Bicycles**. Worldline employees can now benefit from an allowance for the purchase of a bicycle and a parking space.

By 2025, Worldline will finalise its decarbonisation action plan covering all dimensions mentioned.

Decarbonation lever #5 – Eco design solutions

In 2024, Worlldine has launched a new programme to reduce CO2 emissions of digital services through the review of development methods. This programme targets all Worldline's developers, project managers, and people in charge of the run.

***(a)* Eco-design of digital services**

This action aims at optimizing the design of digital services to minimize the hardware resources used. This will lead to a reduction of the energy consumption and to extend the lifespan of the IT devices.

Furthermore, Worldline is actively engaged in the standardization efforts around eco design of digital service. Worldline participated, in 2022, to the publication of the AFNOR SPEC 2201, a best practice guide to eco-design of digital services.

Following this first publication, Worldline has taken the lead of the ISO working Group set up to draft international standards in this area (JTC 1/SC 39/WG 4 - Eco-design of digital services). The specification document, ISO/IEC TS 20125 Digital Services eco design, has been submitted to a committee draft for validation. The first release is planned to be published in the middle of 2025.

By actively contributing to the specifications of ISO/IEC TS 20125, Worldline acquires the ability to define best practices for development, maintenance, and operation by leveraging the ISO/IEC TS 20125 framework. This contribution allows Worldline's teams to assess the "eco-conception" maturity level, facilitating the identification and implementation of improvement areas.

***(b)* Research project into reducing the number of equipment**

Scaling Up Platform Capabilities. Within Worldline's data centre legacy applications, the number of active servers is scaled to meet the peak demand of the application. The number of serveurs is excessively high during off-peak periods, leading to a significant overconsumption of resources compared to what could potentially be achieved. Current research efforts are focused on dynamically scaling the number of allocated servers by powering them on and off in response to fluctuating demand. Ongoing investigations are aimed at implementing this model in a production environment. Going further, Cloud (Hyperscale) technologies are also studied to achieve better platform scalability.

In the coming years, Worldline plan to deploy the eco-design programme.

B.2.2.8.2 On our client and supplier side (Scope 3)

Decarbonation lever #1 – Suppliers goods and services

In 2023, Worldline has engaged a large supplier programme covering main suppliers.

Worldline's suppliers for goods and services represents the largest part of our eqCO_2 emissions. With 157 134 tons of eqCO_2 in 2023, it represents 97% of Group eqCO_2 total emissions.

In this respect, Worldline has set up a supplier action plan to involve its suppliers in reducing their eqCO_2 emissions. We collaborate with main suppliers to reduce our carbon impact include Google, Dell, Hewlett-Packard, Orange, Amazon, Hitachi… These companies are key partners in our efforts, and we regularly meet with them to share our expected carbon trajectory and identify concrete reduction opportunities.

In this regard, the CSR team is currently building a Carbon Neutrality supplier programme dedicated to reducing eqCO_2 emissions from suppliers. This programme consists of four phases:

1. Carbon Neutrality alignment

Since 2023, Worldline called and met with its strategic suppliers representing a large part of the eqCO_2 emissions in order to answer different questions regarding (i) their Carbon Neutrality trajectory; (ii) their GHG emissions reduction objectives (and whether or not they were aligned with the SBTi) and (iii) their action plan in the short, medium and long term to reduce their environmental footprint. As to the question pertained to the GHG emissions, it was specifically asked to calculate the eqCO_2 emissions corresponding to the sales to Worldline.

2. Formal contracts

The Worldline Carbon Neutrality commitment implies the formal involvement of our suppliers.

- To do so, Worldline asked its suppliers agree to the following by no later than the first anniversary of the agreement: ***Calculate and communicate to Worldline, the carbon footprint for scopes 1, 2, and 3 as defined by Decree No. 2022-982 of July 1, 2022, regarding greenhouse gas emissions assessments, covering all significant items, and subsequently at least once every three years.***
- Have scopes 1, 2, and 3 verified by a third party (auditor or qualified third-party provider authorized to conduct carbon assessments) if the calculations were not performed by a qualified third party authorized to do so.
- Publish a transition plan that meets the requirements of the European directive on corporate sustainability reporting (Corporate Sustainability Reporting Directive/CSRD).
- Implement an action plan to reduce greenhouse gas emissions based on decarbonization levels.
- Submit short-term and "Carbon Neutrality" reduction targets to the Science Based Targets Initiative (SBTi).

By no later than January 15 of each year, Worldline asks in the clause that starting from the second year of the Agreement, the supplier:

- Transmits to Worldline, the carbon footprint (including methodology and results) related to the products and/or services provided based on the revenue generated in the previous year.

B

3. Supplier monitoring

These emissions will need to be followed yearly to ensure that each supplier meets its eqCO_2 emission reduction targets and, in the longer term, its Carbon Neutrality trajectory.

4. Yearly arbitration

Based on the respective performances of the various suppliers, it will be necessary to evaluate those with whom Worldline wishes to continue its contractual relationship.

5. Results

As the 2023 consultation with numerous suppliers came to an end, Worldline decided to follow up on IT research from our supplier's equipment and clouds to obtain a more exact vision of their net emissions. The goal was to have precise numbers and action plans on how to reduce their emissions to comply with our targets on scope 3.

By 2025, Worldline aims to have implemented its supplier programme, able to collect Carbon Neutrality supplier's commitments and first real CO2 emissions data (related to products and services sold to Worldline).

Decarbonation lever #2 – Digital payment lifecycle analysis

End of 2023, Worldline published the life cycle analysis of the payment transaction for digital payment transactions instore and on-line. This study named "Accelerating the decarbonisation of payments" - Towards 1g eqCO_2 per transaction: recommendations based on life cycle assessments" has been written and directed by Patrice Geoffron, a professor of economics at the University Paris-Dauphine-PSL. It covers the full value chain of the digital payment transaction.

The study concludes that in-store digital payment transaction can be optimised and thus reduce eqCO_2 emissions by 3. Furthermore, compared to the cash transaction, the eqCO_2 emissions are reduced by 4 (-73% reduction) with a complete optimisation of the in-store transaction, including phone-to-phone payments.

Scope and added value of the life cycle assessments initiated by Worldline.

In this context, Worldline has commissioned two life cycle assessments (LCAs), in Belgium, with the following objectives: firstly, compare the environmental footprint of an in-store bankcard transaction with its online equivalent; and, secondly, to compare the results obtained with a cash transaction.

For in-store transactions, the footprint was 2.45g eqCO2, mainly due to ticket printing (42%), the payment card (34%) and the payment terminal (20%).

Thanks to the optimisation of the Digital Payment Transaction, emissions are divided by 3 as the ticket, the bank card and terminal are subtracted. The eqCO_2 emissions related to an in-store transaction optimised is 0.74g rather than 2.45g of eqCO_2. it corresponds to a break of magnitude that is consistent in Europe with the Fit for 55 ambitions from the European Union.

Taking the standard in-store cash transaction as a reference, the associated eqCO_2 emissions (excluding mobility part) are 2.8 g of eqCO_2. Compared to the optimised in-store Digital Payment Transaction, the cash emissions are 4 times more in terms of eqCO_2 emissions, including phone-to-phone payments..

In the e-commerce scenario, the footprint of online transactions was 11.9g eqCO_2, due to the Belgian authentication device being the main contributor (75%), followed by the smartphone (15%) and the card (7%).

Several optimisations can be implemented such as Eliminating authentication by terminal to 3g eqCO_2, replace the Bank card by a token is going to reduce an additional reduction of 0.8 g eqCO_2, reducing the transaction to significantly less than 1g (0.4g).

The second study showed that the environmental impact of a cash payment based on an ATM withdrawal is 19.5g eqCO_2. Most of this impact (80%) is due to the cash dispenser. Since in Belgium, an average of seven payments are done with one withdrawal, this brings the average cash payment transaction to 2.8 g eqCO_2. Consequently, the environmental impact of cash payments is linked to the number of transactions carried out with a single cash withdrawal. To compare cash to electronic payment transactions on the same basis, the environmental cost generated by the mobility to get the cash at the ATM must be considered, adding then 34g eqCO_2 to the 2.8g eqCO_2 of the transaction.

Targeting payments of 1g eqCO_2: nature of the objective and potential levers to be activated.

The LCAs commissioned by Worldline identify the possibilities of achieving transactions at 1g eqCO_2 per unit for different payment methods. Except for cash payments, this objective appears feasible for the other payment methods assessed, provided that the printing of tickets is eliminated in the short term, and, in the longer term, that the provision of a bankcard is made optional (using a smartphone for the same functions).

Next steps for moving forward

Focusing on electronic payment transactions, this study illustrates the additional possibilities for optimising digital payments.

These different optimising solutions are as follows:

- Banks need to extend the life of cards and terminals while promoting e-cards to install on available devices;
- Merchants need to convince customers to dispense with tickets and consider new solutions able to have Digital Payment transaction directly between two phones;
- Legal regulators need to make it possible not to print the cardholder and merchant receipts;
- Payment providers need to optimise their systems to ensure the lowest eqCO_2 footprint;
- Terminal manufacturers need to reduce their equipment's environmental footprint while increasing their life cycle;

In 2024, we launched a communication campaign in Europe to spread the study across Worldline ecosystems and emphasis the key levers of carbon emissions reductions. The targets are:

- The e-payment eco-system: financial institutions, regulators, retail and financial media;
- Our top 150 clients in bank and retail.

Those actions target to drive a dynamic of payment sobriety, not only at Worldline, but among all players in payment and e-commerce. In 2025, the study will be updated through a new life cycle analysis, considering the evolution of the usages and technologies.

Decarbonation lever #3 – Internal IT (Scopes 2 and 3)

Year 2023	Second-hand Laptop	New Laptop	Transferred Laptop	Refurbished Laptop	Grand Total
Number of Laptops	3,273	3,386	2,775	142	9,576
CO_2e/year (kg)	262,658	274,216	230,745	6,153	773,773
Savings of CO_2e/year (kg) made compared to "New Laptops for all"	262,658	-	230,745	6,153	499,557

Since 2023, Worldline has engaged on its internal IT perimeter a study aiming to quantify and reduce CO2 emissions linked to devices, software and services.

At the Group level, actions have been implemented to reduce the environmental impact of Worldline's corporate IT system. These aim to decrease the eqCO2 footprint in two dimensions: firstly, the environmental footprint of end-user devices, and secondly, the use of services. The results of our assessment indicated that the primary sources of impacts for Worldline Corporate IT are end-user devices and software & IT services, which account for more than 80% of emissions from Corporate IT.

For devices, reduction actions occur at three levels:

(a) Decreasing the number of procured devices by promoting principles for mobile phones, reducing screens where appropriate, limiting convenience laptop changes, and supporting virtualization for longer laptop use;

(b) Minimizing manufacturing impact by prioritizing "green" procurement and adding refurbished devices to the catalogue;

(c) And reducing usage impact through energy-saving measures for laptops and eliminating idle consumption.

For services, three actions can be highlighted:

(a) Best practices as to the use of collaboration technology have been shared towards all employees;

(b) Other practices around Cloud technology have been reviewed;

(c) And the environmental footprint is now a new procurement criterion for service renewal.

As of now, our initiatives have shown results:

- A massive effort to limit the purchase of new laptops and adoption of sustainable practices have led to avoiding 760 tCO2e in laptop carbon emissions. 68% of laptops provided in 2023-2024 were second-hand laptops compared to 8% in 2021.
- Allowing our employees to employ a single mobile device, specifically by using their personal mobile phones for work (BYOD), resulted in a savings of 32 tCO2e.
- Our device policy has been updated to promote refurbished and second-hand laptops; e-SIM usage and a single screen policy.
- Various campaigns have raised employee awareness of sustainable practices, engaging up to 9,000 Worldliners in a digital cleanup that saved approximately 12 tons of CO2e.
- The evaluation of laptop power consumption led to a review of laptop configurations based on sustainable practices and the introduction of a new energy-efficient configuration. These actions have avoided 58 tCO2e.

In 2025, we will focus on continuing our current plan, solidifying successful initiatives, enhancing footprint measurement, expanding to data centres with the Move to Cloud project, and addressing new uses like Generative AI. With our renewed laptop contract, we'll prioritize low-carbon hardware.

Decarbonation lever #4 – Rationalisation of data centres

Since 2023, Worldline has engaged on its production IT perimeter a study aiming to quantify and reduce CO2 emissions linked to devices, software and services.

In addition to actions on data centre infrastructure, we are constantly improving the rationalization of IT equipment's :

i. We adjust the distribution of applications on servers to optimize their workload and to improve the global PUE;

ii. When purchasing, we select equipment's not only for their technical performances, but also for their power efficiency and environmental footprint;

iii. We have extended the lifespan of equipment when possible and pay particular attention to recycling.

B

Distribution of applications on servers

A daily up-to-date CMDB (Configuration Management Database), to precisely track the installed devices is mandatory and key to have an exhaustive and accurate view of the whole technical items. Several processes are put in place to control the updating.

The dismantling of unused technical items (e.g. servers, switches...) is a point of attention to be sure that when an item is no more used it is disconnected electrically, then decommissioned and recycled as soon as possible.

Migration to the cloud

With the Move2Cloud action plan, we operate the migration of the products and solutions to the Cloud:

- Public cloud: we are willing to move to the hyperscale's like Google with whom we announced a partnership in January 2024;
- Private Cloud: we already operate essential e-payment services on our own cloud Global Infrastructure;
- SecNumCloud : the SecNumCloud reference system proposes a set of security rules to be followed, guaranteeing a high level of technical, operational and legal standards in France. Our company is one of 4 secnumcloud-qualified hosting providers.

To make the most of the cloud, we often adapt the digital services, generally towards CaaS (Container as a Service) containerization. We were one of the first IT players to commercially implement this technology in France in 2017 and have since widely deployed this know-how in our teams.

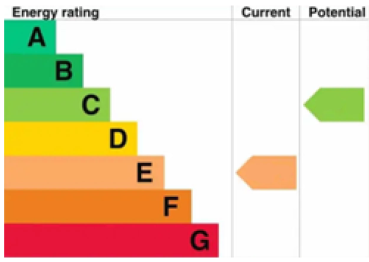
The environmental benefit is a rationalization of IT resources. Containers are automatically enabled and disabled according to traffic, so that servers are only called upon when needed. Combined with cloud operators' strategy of optimizing resources and energy, the environmental impact on data centres is reduced.

Identifying the best levers of carbon emissions reductions on the IT infrastructure

We launched studies called "Production IT Digital Sufficiency". The first one, applied to our private cloud led to physically move all IT equipment's from a Datacentre in the Netherlands to a Datacentre owned in France in 2024. This operation moved 40 racks and 951 IT equipment's (including 405 servers) for a reduction of 29% of the eqCO2 emissions of this perimeter. In 2025, next actions are planned on the same platform to reach -50% of emissions compared to 2023 (at equivalent size). A second study is on-going on the 4 main Datacentres owned by Worldline, which represents 55% of electricity consumption of all Datacentres.

A scoring of the application's energy consumption

Our Technical Architecture team has created in 2023 EcoFriendly Scoring, a tool-indicator to estimate the energy class of the application's hosting. This diagnosis is based on many parameters like system (physical server, virtualization, containerization), processor type, Operating System version, number of datacentres and platform size, number of test environments, data volumes and replications, programming language. The result is displayed like an energy class, with a suggested target ("Potential" below) :

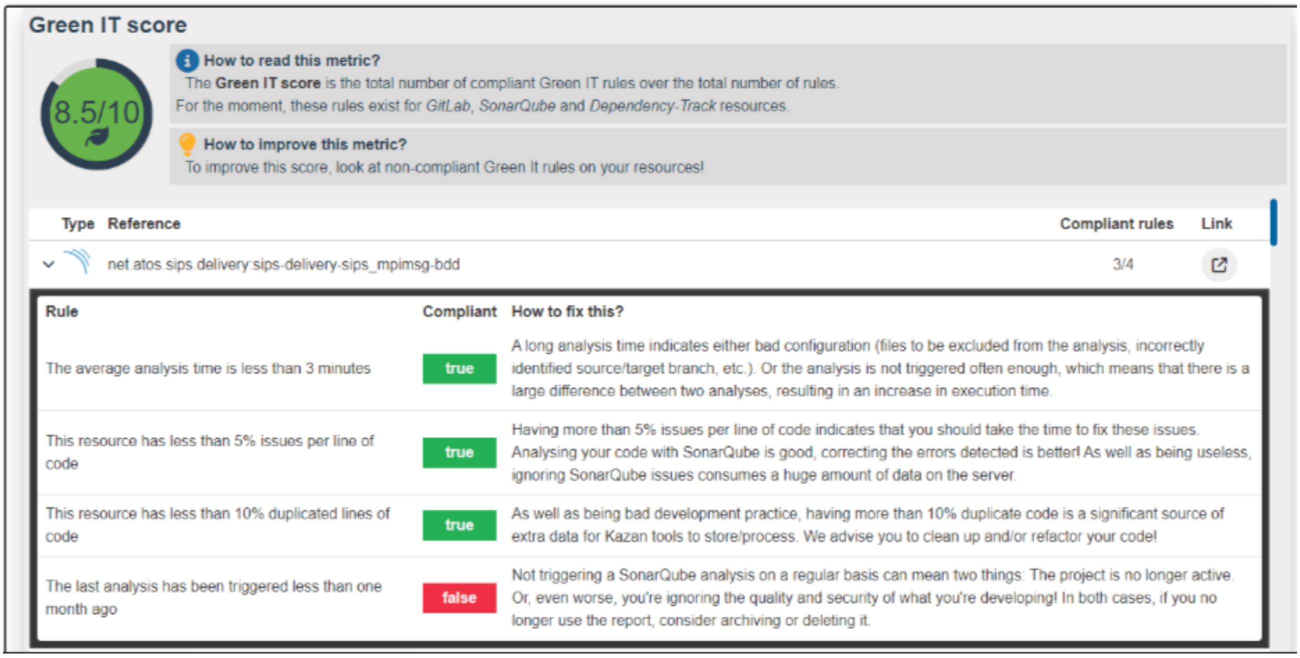


In its first version, this tool gives an indication of the energy class of the platform, enabling the team and the client to become aware of the current level of maturity and improve the score. Since mid-2023, EcoFriendly Scoring is played for all architecture changes passing through the Architecture Advisory Board (ARB). In future versions, it is planned to identify components that consume energy and recommend an architectural alternative.

Software optimizations

For digital services development, we also investigate software optimizations. Notably, Rust has been selected by our Software Architecture team as a best-in-class programming language, especially in terms of energy consumption. Rust is twice as efficient as Java when measuring energy, time and memory. Rust is officially recommended to the Worldline developers since 2023.

To make developers aware of the environmental impact of their source code, we display a Green IT score in our Kazan forge on Gitlab (programming tools). Then, the developer can see where the code must be improved and launch the proper actions to enhance the efficiency of the source code then reduce the energy consumption.



Type	Reference	Compliant rules	Link
	net.atos.sips.delivery:sips-delivery-sips_mpimsg-bdd	3/4	

Rule	Compliant	How to fix this?
The average analysis time is less than 3 minutes	true	A long analysis time indicates either bad configuration (files to be excluded from the analysis, incorrectly identified source/target branch, etc.). Or the analysis is not triggered often enough, which means that there is a large difference between two analyses, resulting in an increase in execution time.
This resource has less than 5% issues per line of code	true	Having more than 5% issues per line of code indicates that you should take the time to fix these issues. Analysing your code with SonarQube is good, correcting the errors detected is better! As well as being useless, ignoring SonarQube issues consumes a huge amount of data on the server.
This resource has less than 10% duplicated lines of code	true	As well as being bad development practice, having more than 10% duplicate code is a significant source of extra data for Kazan tools to store/process. We advise you to clean up and/or refactor your code!
The last analysis has been triggered less than one month ago	false	Not triggering a SonarQube analysis on a regular basis can mean two things: The project is no longer active. Or, even worse, you're ignoring the quality and security of what you're developing! In both cases, if you no longer use the report, consider archiving or deleting it.

Combining the development of AI with environmental impact

The processing capabilities of AI (Artificial Intelligence) have become impressive but require extraordinary learning and processing resources.

Worldline Labs is anticipating the issue by seeking to optimize consumption through smaller but sufficient models, working on data quality rather than quantity, reusing pre-trained models and implementing a series of best practices.

In 2025, Worldline will continue to launch new projects to reduce its CO2 emissions related to production IT.

B

B.2.2.9 GHG removals and GHG mitigation projects financed through carbon credits (E1-7)

B.2.2.9.1 Worldline's offsetting programme

After reduction of emissions, the residual emissions are compensated to fulfil our ambition strategy (see also B.2.2.5 Policies and targets). At this stage, and as specified in the TRUST 2025 programme, emissions to be offset are Scope 1, 2 and 3.6 emissions. Worldline plans to progressively target the other categories of scope 3, while pursuing reduction initiatives.

As to the type of project, Worldline finances two projects outside its value chain.

Carbon credits cancelled in the reporting year	2024	2023
Target Trust 2025 : Percentage of CO2e neutralised emissions for scope 1,2, 3.6	100%	100%
Amount of carbon credits outside the undertaking's value chain in metric tons of CO2eq and cancelled in the reporting period	12,000	N/A
Amount of carbon credits outside the undertaking's value chain in metric tons of CO2eq planned to be cancelled in the future and whether they are based on existing contractual agreements or not	N/A	N/A
GHG mitigation projects financed through carbon credits: shares for each recognised Quality Standard	6% of Label Bas Carbone 94% of VCS	N/A
GHG mitigation projects financed through carbon credits: shares of projects in the EU	6% of projects in Europe	N/A
GHG mitigation projects financed through carbon credits: shares of projects that qualifies as a corresponding adjustment under article 6 of the Paris agreement	N/A	N/A
GHG mitigation projects financed through carbon credits: shares of Reduction Projects	94%	N/A
GHG mitigation projects financed through carbon credits: shares of Removal Projects	6%	N/A

FIRST PROJECT: ZENYETTA

Typology	Wind in India
Size	105 MW
Project duration	25 years
Localisation	Madhya Pradesh
Tons of CO2eq avoided	11,313

India's coal-based power industry is the most resource-wasting and polluting in the world. Installing wind turbine generators of a total 105MW capacity is the main objective of the Zenyatta project, which would produce clean electricity using renewable wind resources. The project era is located in the central Indian districts of Ujjain and Dewas in the state of Madhya Pradesh. In an electrical grid highly reliant on fossil fuels, wind power generation lessens the requirement for electricity generation. This decreases the quantity of greenhouse gases released into the environment and air pollution, both of which have detrimental effects on the health of the local population.

The initiative support other key social and environmental aspect through SDG 3 (Good Health and Well-being) by funding healthcare initiatives, benefiting 9,921 individuals, including 2,480 who received direct support through project revenue. Under SDG 4 (Quality Education), infrastructure improvements in local schools have enhanced educational opportunities for 175 students. For SDG 8 (Decent Work and Economic Growth), it has created 48 direct jobs during construction and operation, ensuring long-term stability for local workers. Additionally, 74 training sessions were held to support skill development and workforce empowerment.

The project follows the ACM0002 methodology under the Verified Carbon Standard (VCS) to quantify emission reductions. It compares actual renewable energy generation to a baseline scenario where electricity would have been produced from fossil fuels. Emissions avoided are calculated using a Combined Margin (CM) approach, ensuring accurate and conservative estimates. Energy generation is monitored through Joint Meter Readings (JMR), with results verified by independent third parties to ensure transparency and reliability.

More precisely, this methodology is for "Consolidated Baseline Methodology for grid connected electricity generation from renewable sources" and small scale methodology AMS-I.D. It places a limit of 4 W/m^2 on the power density of hydroelectric power plants (HEPP) to prevent methane emission from vegetation in the submerged area.

B

SECOND PROJECT: ESTUARY RESTAURATION

Typology	Estuary Project
Size	5.68 hectares
Project duration	30 years
Localisation	Gironde
Tons of CO2eq sequestered	687

The Estuary Restauration Project involves the replanting of 5.68 hectares of forest that was destroyed by a wildfire in Belin-Béliet, France (33830). The aim of the program is to reforest the land with maritime pine, with secondary species such as cork oak and warty birch at the edges, which can act as firebreaks. Maritime pine has been present in the region for over 200 years and has been successfully planted here thanks to the damp soils of the Médoc. It is well adapted to sandy soils and has good resistance to heat waves thanks to its shallow roots. As for hardwoods, their elasticity in relation to their water requirements makes them ideal species for ensuring their establishment and longevity.

The initiative makes substantial contributions to multiple Sustainable Development Goals (SDGs). It tackles SDG 15 (Life on Land) by promoting reforestation with a diverse mix of local tree species, preserving natural habitats, and supporting pollinators through the maintenance of beehives. Under SDG 13 (Climate Action), the project helps remove CO_2 from the atmosphere, aligning with France's carbon neutrality goals. For SDG 12 (Responsible Consumption and Production), the initiative implements sustainable forestry management practices, reducing soil degradation and minimizing disturbance through improved plantation techniques. Additionally, SDG 8 (Decent Work and Economic Growth) is supported through local job creation, the development of regional forestry industries, and knowledge sharing in sustainable land management practices.

The project follows the Label Bas Carbone's Reboisement methodology, which aims at restoring existing forest and ensures accurate measurement of carbon sequestration through a structured process. It begins with baseline establishment, assessing the carbon stock lost due to the fire and defining the sequestration potential of the reforested land. Next, carbon storage calculations use growth models and field data to estimate the CO_2 absorption capacity of the newly planted forest. The project undergoes monitoring and verification, with regular audits to track tree survival rates, growth, and carbon sequestration performance. Finally, certification and credit issuance involve independent third-party verification, ensuring that only verifiable emissions reductions are credited under the Label Bas Carbone standard.

B.2.2.10 Internal carbon pricing (E1-8)

Worldline does not use internal carbon pricing because it is not relevant for Worldline.

B.2.2.11 Anticipated financial effects (E1-9)

Worldline has not yet calculated the financial effects of the transition plan.

B.3 Social

B.3.1 Own Workforce (ESRS S1)

B.3.1.1 Governance (S1.GOV)

Worldline business requires a skilled and performing workforce. It is therefore critical for Worldline to put a particular emphasis and effort on talent attraction & retention, skills development, career evolution, health and safety, work-life balance, inclusion, diversity and equal treatment for all. Worldline wishes to be an exemplary employer among its peers and commits to respect human rights.

A special attention is brought to talent attraction & acquisition through a dynamic employer branding (social networks, campus presence, social activities, professional networks, conferences), an attractive referral program (where employees can refer talents and get rewarded) and efficient processes, digital tools to ensure a proper candidate experience and onboarding.

A proactive retention strategy is ensured thanks to regular follow-up of attrition metrics and a continuous surveillance on adequate wage, quality leadership, skills and career development, health and safety in the workplace, work-life balance.

Skills and career development is a particular point of attention in the highly skilled technology sector Worldline. Major initiatives include: a significant training & learning strategy soon coupled with a skills identification & development process; a constantly improved career evolution offer boosted by increasing internal mobility.

Worldline thrives to ensure excellent working condition through health & safety in all its workplaces, as well as a proper work-life balance for all its employees.

As an employer of choice, to respect Human Rights and as a firm believer that innovation is a consequence of diversity, Worldline ensure equal treatment for all, diversity and inclusion.

Lastly, Worldline accompanies employees throughout their professional cycle including exit, respecting employees' rights throughout restructuring times (Power 24 in 2024).

The actions in section B.3.1 are steered internally. Resources dedicated to social actions are not currently tracked action by action. When available, Worldline discloses the appropriated indicator to follow the effectiveness of the action. Social targets are defined in the Trust 2025 programme, in alignment with the double materiality analysis and the business model of the company. The company is focusing on targets aligned with its strategy.

B.3.1.2 Overview of our workforce: employees (S1-6) and non-employees (S1-7)

Worldline headcount slighted decreased over 2024, mainly due to the Worldline's transformation in response to both structural and cyclical Markets' changes (Power 2024 project). Geographical distribution has evolved with the continuous effort to find the right experts in the right workforce markets. Age pyramid and gender distribution are stable.

Worldline activity is largely based on projects (customers' onboarding, technology evolutions ...). To face this variable workload, Worldline employs a number of contractors and self-employed experts. This temporary resource is integrated into the Worldline working environment, particular attention is brought to integrating technology know-how to ensure business continuity and sustainability.

Metrics	Scope	2024	2023	Methodology
Number of employees	All Worldline entities are included in the reporting scope. All internals (permanent and temporary contract, full time or part time), active and inactive, excluding apprentices and interns and subcontractors.	18,112	18,402	Worldline Headcount is measuring the number of employees under a Worldline contract (i.e. included in Worldline' Employment payroll) at the end of the defined period.
Number of women employees by headcount		6,468	6,438	
Number of men employee by headcount		11,644	11,964	Headcount closing M = Headcount closing (M-1) + In (M) – Out (M). M" being the month of reporting "M-1" being the prior month Note: Legal staff refers to the headcount allocated by legal entity. Each legal entity belongs to a country.
Number of non-employees		5,766	5,854	Non-employees in an undertaking's own workforce include both individual contractors supplying labour to the undertaking ("self-employed people") and people provided by undertakings primarily engaged in "employment activities" (NACE Code N78).
Number of employees who have left the company during the reporting period		2,334	2,322	Departure movement = All terminated employees in a defined period.
Rate of employee turnover in the reporting period		12.8%	12.7%	Total "OUT" includes all headcount that left the Worldline headcount. P = number of months in the calculation period. Average headcount in the period has to be calculated as follows = (Opening headcount of the period + Monthly closing headcount for each month in the period)/ (P+1)
Global absenteeism rate		3.6%	3.24%	Absenteeism rate =(Absences days*100)/(Contractual FTE employees prioritized *22 days)

Number of employees per geography	2024	2023	%2023
Number of employees for Main countries (India, France and Germany).	9,037	9,194	-1.71%
Number of employees in France	3,801	N/A	N/A
Number of employees in India	2,674	N/A	N/A
Number of employees in Germany	2,562	N/A	N/A
Number of employees in Asia	3,336	3,002	+11.13%
Number of employees in Europe	14,022	14,634	-4.18%
Number of employees in Latin America	49	154	-68.18%
Number of employees in North America	158	56	+182.14%
Number of employees in Oceania	547	556	-1.62%

Metrics	2024	2023
Number by head count or full time equivalent (FTE) of permanent employees	17,951	18,217
Number by head count or full time equivalent (FTE) of permanent women employees	6,369	6,336
Number by head count or full time equivalent (FTE) of permanent men employees	11,582	11,869
Number by head count or full time equivalent (FTE) of temporary employees	161	184
Number by head count or full time equivalent (FTE) of temporary women employees	99	95
Number by head count or full time equivalent (FTE) of temporary men employees	62	102
Number by head count or full time equivalent (FTE) of non-guaranteed hours employees	0	N/A
Number by head count or full time equivalent (FTE) of non-guaranteed hours of women employees	0	N/A
Number by head count or full time equivalent (FTE) of non-guaranteed hours of men employees	0	N/A
Number of non-employees in the undertaking's own workforce	5 ,766	5,854

B.3.1.3 Material impacts, risks and opportunities and their interaction with strategy and business model (S1.SBM-3)

During the double materiality assessment review for 2024, Worldline identified all of its own workforce social issues as being material.

For each specific social theme, all identified Impact Risk & Opportunities (IROs) are both short-term and material; thus, efforts have been consistently maintained.

B.3.1.4 Interest and views of employees (S1.SBM-2)

Social dialogue is a fundamental part of Worldline culture. The Works Councils (*hereinafter* WC) are one of the main stakeholders of the Company. Worldline acknowledges that employee representatives must play a comprehensive role concerning the most important and confidential topics faced by the Company.

In most of countries where the Company operates, there are employee representatives (all the countries in Europe - part of the European Works Council - that have at least 50 employees, including United Kingdom and Switzerland). The employee representatives meet local management on a regular basis, and attend extraordinary meetings to address specific topics, notably acquisitions and transformations. The strategy is then presented to our social partners who provide their consultative opinion.

The Special Negotiation Body has achieved its work to create this future European Works Council at the initiative of Management in 2020. This agreement has been signed on January 17, 2023.

The agreement includes topics for consultation that are above of the law requirement as Worldline considers that the involvement of the European Works councils in large transnational topics is important for the company in its competency area.

The EWC is up and running. In 2024 three ordinary meetings took place (two more than what is contemplated in the law) as well as an additional meeting upfront of a communication with the Select Committee to have them informed on due time of important matters as key stakeholders.

B.3.1.5 Processes for engaging with own workers and workers' representatives about impacts (S1-2) and processes to remediate negative impacts and channels for own workers to raise concerns (S1-3)

The overall responsibility for ensuring proper engagement of own workers and representatives as well as channelling raised concerns lays with the Group Chief People Officer.

Social dialogue

The consultation and social dialogue process at Worldline aims to ensure transparency, address employee concerns, comply with legal obligations, and maintain a positive social climate. Regular meetings are held with employee representatives, such as unions and works councils, in all countries to discuss strategic decisions and working conditions. A report is shared after each meeting to ensure follow-up.

In the case of major changes, such as restructuring or the introduction of new technologies, worker representatives are informed and consulted in advance. Questions raised during these consultations receive formal responses.

In terms of human resources, annual collective negotiations are conducted to discuss remuneration, social benefits, and working conditions. A Health and Safety Committee meets regularly to discuss initiatives aimed at improving employee well-being, based on internal surveys.

In France and at the European level, an annual report is published to present key figures of the company and share information to track the impact of social policies on employees.

In 2024, the deployment of the "Power24" project has been particularly notable. In February 2024, Worldline Group outlined its restructuring plan aimed at accelerating the post-integration transformation to enhance competitiveness and support future growth and profitability goals.

Starting from February 2024, in accordance with social regulations in the countries where the Group operates, the Group Management engaged with employee representative bodies at both the Group level and within individual countries in the necessary social processes for deploying the Power24 plan.

The Group Management initiated a consultation process with the European Works Council (EWC) from February to April 2024. This consultation involved four one-day meetings allowing for quality exchanges between EWC members and Group Management.

Similarly, in European countries, information or consultation processes with local economic committees were implemented from February to August 2024, including in Germany, France, Belgium, the Netherlands, Sweden, Austria, Italy, Luxembourg, the Czech Republic, Romania, and Finland. These processes involved numerous meetings and exchanges between local employee representatives and management, particularly in five countries where collective departure plans on a voluntary and/or mandatory basis were implemented (Germany, France, Belgium, the Netherlands, Sweden).

To support social dialogue with employees, several communication channels have been established, both at the Group and country levels, from October 2023 to July 2024. This includes webinars with top management (CEO, CHRO, Business Lines leaders) and the support on the Group's intranet site (presentations by GBL, publication of the EWC's opinion, webinar recordings, etc.).

Key performance indicators include the number of meetings held with employee representatives at local, national, and European levels, as well as the follow-up rate for questions raised during these consultations. For example, during the Power24 consultation process, 84 questions from European Works Council (EWC) members were addressed. The number of collective agreements signed, such as the two agreements related to Power24 in France, also serves as a measure of progress. Additionally, participation rates in webinars and employee information sessions are monitored to ensure effective communication.

Efforts to improve employee well-being will be reinforced by conducting internal surveys to measure the impact of health and safety initiatives, with the results and corrective actions discussed during Health and Safety Committee meetings. Furthermore, Worldline will implement the provisions of collective agreements signed in France and other countries, ensuring compliance and effective execution. The impact of voluntary or mandatory departures linked to the Power24 project will also be assessed to minimize any negative consequences.

Collective Bargaining

We ensure that all employees are informed about their rights to participate in works councils and engage in collective bargaining. Through awareness/trainings and resources, we empower our workforce to actively shape their work environment. We also uphold robust information and consultation rights, providing regular updates on company performance and involving employee representatives in decision-making processes.

By encouraging participation through global surveys and focus groups, we capture diverse viewpoints, reflecting our workforce's needs in our policies. By fostering a culture that values freedom of association, Worldline aims to create an inclusive environment where employees contribute to organizational success, enhancing morale and driving innovation.

B.3.1.6 Policies related to own workforce (S1-1)

The policies in place to manage the material impacts, risks and opportunities related to own workforce are listed below.

The below table describes Worldline policies addressing the management of its own workforce, covering Human Capital Development, Equal opportunities and inclusion, Working conditions and quality of life at work.

These policies explicitly address Worldline positioning in terms of:

- Human rights respect;
- Trafficking in human beings, forced labour or compulsory labour and child labour;
- Discrimination (racial and ethnic origin, colour, gender identity, sexual orientation, disability, age, religion, political opinion, national extraction or social origin, other forms of discrimination covered by EU regulation and national law), including harassment;
- Equal opportunities, diversity and inclusion (including groups at risks).

Policy	Description of key content	Description of scope	Description of level accountable for the implementation		Consideration given to interests of key stakeholders	Availability to stakeholders
Talent Management Policy	Talent Management Activities + Processes and Development Opportunities: This document clarifies the rules surrounding Talent management at Worldline	All Worldline entities and operations worldwide, all office sites and data centre	Head of Worldline HR	NA	Involving contributors from: Human Resources, Management, and Employee Representatives. Feedback sessions were held to gather insights, ensuring that the performance management policy aligns with the interests and needs of all key stakeholders.	This document is available on Worldline SharePoint for all Worldline group
Learning and Developmen t Policy	Learning and Development Policy + Principles for Global Mandatory Learning: This policy aims to establish Worldline's Learning and Development principles regarding global mandatory training initiatives.	All Worldline employees	Global head of People Development & Engagement	GDPR; ISO 9001; ILO Standards; PCI Compliance; Local Labour Laws.	Involving contributors from: Employees, Managers, Human Resources, and the People Development & Engagement Team. Through collaborative discussions and needs assessments, insights were gathered to ensure that the Learning and Development Policy effectively addresses the diverse interests and needs of all stakeholders, promoting personal and professional growth for all employees while aligning with business objectives.	This document is available on Worldline SharePoint for all Worldline group

Policy	Description of key content	Description of scope	Description of level accountable for the implementation		Consideration given to interests of key stakeholders	Availability to stakeholders
Performance Management Policy	global learning offerings and refers also to local policies and regulator's requirements where they apply.	All Worldline Group current and future businesses	Global head of People Development & Engagement	ISO 9001; GDPR; International Labour Organization (ILO) Standards; Equal Opportunity Employment Laws; Worldline Management System (WMS).	Involving contributors from: Talent Acquisition, Human Resources, Hiring Managers, and Employees. Through collaborative discussions, insights were gathered to ensure that the recruitment policy aligns with the interests and needs of diverse stakeholders, promoting an inclusive and effective hiring process.	This document is available on Worldline SharePoint for all Worldline group
Worldline Recruitment Policy	Talent Acquisition Policy + Global Approach and Standardized Processes: This document outlines Worldline's global approach to Talent Acquisition, detailing common processes, principles, and messaging for recruiting both external and internal candidates across all operational countries.	All Worldline employees for all Worldline Legal entities	Head of Talent acquisition	GDPR; International Labour Organization (ILO) Standards; Equal Employment Opportunity (EEO) Laws; Local Employment Regulations; Worldline Management System (WMS).	Involving contributors from: Talent Acquisition, Human Resources, Hiring Managers, and Diversity and Inclusion Teams. Through collaborative sessions and feedback mechanisms, insights were gathered to ensure the recruitment policy aligns with the interests and needs of all key stakeholders, fostering an inclusive and effective hiring process.	This document is available on Worldline SharePoint for all Worldline group
Worldline Global Internal Mobility Policy	Internal Mobility as a Strategic Driver + Opportunities for Skill Development and Career Advancement	All Worldline employees who qualify for Internal Mobility	Head of Worldline HR	Worldline Business Traveller Policy; Worldline Mobility Policies; Worldline Compliance with Local Employment Laws; Use of External Service Providers for Immigration and Tax Services.	Worldline Global Internal Mobility Policy: enhancing employee career development opportunities + ensuring equitable promotion processes, fostering internal talent retention, and aligning with business needs through structured mobility initiatives.	This document is available on Worldline SharePoint for all Worldline group
Worldline Gender Equity in Recruitment Policy	Worldline Gender Equity Policy for Recruitment + Commitment to Equal Opportunity and Gender Equality in Talent Acquisition	Worldline Group Talent Acquisition CoE, HR Community, Hiring Managers and all other Worldline employees	Head of Talent acquisition	GDPR (General Data Protection Regulation); ILO Conventions (International Labour Organization); Equal Opportunity Employment Laws (specific to the regions where Worldline operates); UN Sustainable Development Goals	Involving contributors from: Human Resources, Management, Employee Representatives, and Diversity Advocacy Groups. Through feedback sessions and collaborative workshops, insights were gathered to ensure that the policy meets the interests and needs of all key stakeholders, fostering an inclusive and equitable recruitment process.	This document is available on Worldline SharePoint for all Worldline group
International New Hire policy	International New Hire Policy + Assistance for International Relocation: This policy facilitates the relocation of new recruits to Worldline who are currently residing outside the country of employment.	All entities across the Worldline Group	Head of Corporate Global Mobility	Immigration Compliance; Tax Regulations; External Service Providers; Employment Law Compliance. International Labour Organization (ILO) Standards; Local Employment Laws	Involving contributors from: Global Mobility Team, Human Resources, Talent Acquisition, and local HR departments. Through collaborative discussions and feedback sessions, insights were gathered to ensure that the international relocation process aligns with the diverse interests and needs of all key stakeholders, facilitating a smooth transition for new employees.	This document is available on Worldline SharePoint for all Worldline group

Policy	Description of key content	Description of scope	Description of level accountable for the implementation		Consideration given to interests of key stakeholders	Availability to stakeholders
WLM-HRM-0000-018 Worldline Recruitment Policy	Talent Acquisition Policy + Consistent Recruitment Principles: This policy outlines Worldline's global approach to Talent Acquisition, specifying common processes and messages for recruiting candidates across all operating countries, ensuring uniformity for all employees involved in the recruitment process.	all Worldline employees for all Worldline Legal entities	Head of Talent acquisition	ISO 9001; GDPR; Equal Employment Opportunity Commission (EEOC) Standards; UN Global Compact Principles; International Labour Organization (ILO) Conventions	Stakeholder Engagement Framework: engaging contributors from Talent Acquisition, Human Resources, Hiring Managers, Workforce Management, Compliance, and Diversity & Inclusion teams. Based on these collaborative discussions, a comprehensive analysis of recruitment practices was conducted to enhance alignment with organizational objectives	This document is available on Worldline SharePoint for all Worldline group
Worldline Employee Lifecycle Policy	Employee Lifecycle Approach + Pre-, On-, Re-, and Offboarding Processes: This document outlines Worldline's global employee lifecycle approach, providing information and support to stakeholders involved in the onboarding and offboarding processes to ensure a successful and engaging experience for all new hires and employees.	All external hires joining the Worldline Group	Head of Talent acquisition	RGPD; Data Protection Compliance; External Service Provider Assurance; International Data Transfer Regulations	Talent Acquisition CoE& Global Employee Services; Local Recruitment Office & Local HR Office; Hiring (Line Manager); Employee; Buddy; Corporate IT	This document is available on Worldline SharePoint for all Worldline group.
Worldline Campus Management Policy	Student and Graduate Relations Policy + Commitment to Labour Market Engagement: Worldline has made it its policy to establish a strong relation to the labour market of students and graduates.	All entities across the Worldline Group	Head of Talent acquisition	GDPR; Worldline Data Protection Policies; Employment Law Compliance; Campus Management Guidelines	Talent Acquisition & Global Employee Services; Local Recruitment Office & Local HR Office; Hiring (Line Manager)	This document is available on Worldline SharePoint for all Worldline group.
International Transfer policy	International Transfer Policy + Knowledge Transfer and Talent Retention: This policy facilitates filling local roles on an indefinite basis, focusing on knowledge and skill transfer while aiding talent retention, and it offers employees a compensation package aligned with their peers in the host country.	All entities across the Worldline Group	Head of Corporate Global Mobility	Visa and Work Permit Compliance; Tax and Social Security Regulations; Global Mobility Support Services; International Transfer Guidelines.	Talent Acquisition & Global Employee Services; Local Recruitment Office & Local HR Office; Hiring (Line Manager)	This document is available on Worldline SharePoint for all Worldline group.
Worldline Employer Branding & Recruitment Marketing Policy	Worldline Employer Branding Activities + Objectives for Attraction and Retention through Employee Value Proposition, Cohesive Messaging, and Cross-Functional Collaboration.	Worldline Group and all its affiliated entities	Head of Talent acquisition	Worldline Global Recruitment Policy; Worldline Gender Equity Policy; Worldline Employer Branding Initiatives; Tier 1 University Partnerships.	Worldline Campus Management Policy: focusing on relationships with Tier 1 universities + targeting diverse hiring practices, promoting inclusion across campus activities, and engaging in strategic employer branding initiatives to enhance visibility and attract top talent.	This document is available on Worldline SharePoint for all Worldline group.

B

Policy	Description of key content	Description of scope	Description of level accountable for the implementation		Consideration given to interests of key stakeholders	Availability to stakeholders
International Remote Work policy	Worldline Corporate Policy Objectives + Aiming to Attract and Retain a Diverse Workforce, Provide Competitive Benefits, Support Flexible Working Cultures, and Facilitate Global Opportunities.	All entities across the Worldline Group	Head of Corporate Global Mobility	Worldline Global Mobility Policies; Worldline Business Traveller Policy; Worldline Compliance with Local Immigration Laws; Use of External Service Providers for Relocation Services.	Worldline International Remote Work Policy: enabling flexible work arrangements for employees + ensuring compliance with local regulations, managing cross-border taxation, and providing robust support for international relocations.	This document is available on Worldline SharePoint for all Worldline group
Worldline Commuters Policy	International Commuter Assignments Guidance + Support for Compliance and Minimizing Disruption: This document offers general guidance on International Commuter Assignments at Worldline, ensuring employees receive practical support to navigate labour law, tax, social security, payroll, immigration, and other compliance aspects.	This guidance applies to International Commuter Assignments[1] • who live in one country but are employed and work in another country (less than100% of time worked in one country) • who have more than one contract employment in more than one country Exclusions:The following are not Commuters:• occasional business trips for purposes such as training, client meetings or conferences.• less than 36 days of presence in a Host Country in a calendar year.	Head of Talent acquisition	Worldline Business Traveller Policy; Worldline Global Mobility Policies; Worldline Compliance with Local Labour Laws; Use of External Service Providers for Immigration and Tax Compliance.	Worldline Commuters Policy: focusing on employee support for international assignments + ensuring compliance with local labour laws, offering competitive relocation packages, and providing assistance through external service providers for immigration and tax compliance.	This document is available on Worldline SharePoint for all Worldline group
Local plus assignment policy	Local Plus Assignment Policy + Knowledge Transfer and Temporary Resourcing: This policy facilitates the temporary transfer of knowledge and capabilities in new markets, aids talent retention, and supports client delivery while offering employees a compensation package aligned with their peers in the host country, along with relocation assistance benefits.	All entities across the Worldline Group	Head of Corporate Global Mobility	ISO 9001; ISO 45001; ISO 26000; UN Global Compact; Task Force on Climate-related Financial Disclosures (TCFD)	Local Plus Assignment Policy: emphasizing consideration of key stakeholder (locally assigned employees) interests by involving contributors from Global Mobility, Human Resources, Finance, Compliance, and external service providers.	This document is available on Worldline SharePoint for all Worldline group

1 *Worldline employees who live in their country of employment and work in another country (less than 100% of time worked in one country), who live in one country but are employed and work in another country (less than100% of time worked in one country), who have more than one contract employment in more than one country.*

Policy	Description of key content	Description of scope	Description of level accountable for the implementation		Consideration given to interests of key stakeholders	Availability to stakeholders
Long Term Assignment policy	Long Term Assignment Policy + Leadership Development and Succession Planning: This policy applies to critical leadership roles and supports leadership development temporarily, providing a market-competitive assignment package to ensure that assignees are neither financially advantaged nor disadvantaged during their assignment.	All entities across the Worldline Group	Head of Corporate Global Mobility	Local labour laws; international compliance standards; tax regulations; Worldline's Global Mobility Policies.	Local Plus Assignment Policy: focusing on stakeholder interests by involving contributors from: Global Mobility, Human Resources, Finance, Compliance, and external service providers	This document is available on Worldline SharePoint for all Worldline group
Group Health and Occupational Safety Policy	This policy is built around the nine core principles of risk prevention. These principles guide our approach to minimizing workplace hazards and fostering a culture of shared responsibility for safety.	All Worldline employees for all Worldline Legal entities	Head of Worldline HR	EU's Framework Directive 89/391/ EECand National Laws	Group Health and Occupational Safety Policy involving contributors from: Human Resources, Social Relationship, Security and Risk departments. Stakeholders include all Worldline Employees.	This document is available on Worldline SharePoint for all Worldline group
Human Rights Policy	The aim of the Worldline Human Rights Policy is to provide a single, clear and cohesive view of Worldline's approach to managing human rights in the workplace. It establishes a framework for ensuring the dignity and equality of all individuals, irrespective of race, gender, religion, or any other characteristic.	All Worldline entities and operations worldwide, all office sites and data centre	Head of Worldline HR	The Universal Declaration of Human Rights- The UN's International Covenant on Civil and Political Rights- The UN's International Covenant on Economic, Social and Cultural Rights- The ILO Declaration on Fundamental Principles and Rights at Work- The UN's Guiding Principles on Business and Human Rights- The OECD Guidelines for Multinational Enterprises- The OECD Due Diligence Guidance for Responsible Business Conduct.	Human Rights Policy focusing involving contributors from Human Resources, Risk & Compliance departments. Stakeholders include all Worldline employees	This document is available on Worldline SharePoint for all Worldline group and on our external website (Corporate Social Responsibility | Worldline Global) for any interested parties

Details of these policies are developped in the sections corresponding to each social theme.

B

B.3.1.7 Gender Equality (S1-8)

B.3.1.7.1 Material impacts, risks and opportunities and their interaction with gender equality (S1.SBM-3)

Gender equality

Risks and dependencies	Opportunities
Worldline recognizes the risk of failing to provide a gender-equal work environment. This could lead to difficulties in attracting and retaining talent, potential breaches of labour laws related to equal pay and opportunities, and negative reputational impacts.	N/A
Negative impacts	**Positive impacts**
Failure to effectively promote gender equality and ensure equal pay for equal work can infringe upon fundamental human rights and negatively impact female employees. Persistent gender inequality can limit women's access to opportunities for professional development and advancement, perpetuating existing pay gaps and contributing to a sense of undervaluing and discrimination within the workforce.	Promoting gender equality can improve women's access to technical and digital professions, as well as leadership positions within Worldline.

Related IRO
Gender equality

B.3.1.7.2 Policies and targets related to gender equality

The policy related to gender equality, more details available in section B.3.1.11.2. Policy related to equal treatment and opportunities for all and targets (S1-1) and (S1-5).

For the Trust 2025 target information, more details available in section B.1.2.3. Integration of sustainability-related performance in incentive schemes (GOV-3) to section Policies.

B.3.1.7.3 Performances: gender equality (S1-9) – See also 3.1.11.3

Metrics[1]	2024	2023	Target 2025
Target TRUST 2025: Percentage of women within management positions	26%	26%	35%
Number of women at top management level	61	N/A	-
Percentage of women at top management	45%	N/A	-
Number of women by headcount	6,468	6,438	100%

B.3.1.7.4 Actions related to gender equality .

Action#1 - Gender Equity Program

The Gender Equity programme was launched in 2017 and is still a key element of the Group Trust 2025 commitment. This programme aims to ensure that the Company applies the principle of equity for management positions.

Although the fields of IT and engineering mostly appeal to men, Worldline employs a significant proportion of female employees worldwide and constantly strives to improve this proportion.

In management positions, defined as GCM grade greater or equal to 6, the target of the Trust 2025 programme is to reach 35% women by 2025.

Finally, in 2024, 7 women were Board members out of 16 members[2].

Managerial processes are systematically including diversity indicators, to ensure the effectiveness of the program. The percentage of women is taken into account in (i) compensation, (ii) training, participation in internal events, (iii) seminars, (iv) promotions and (v) expert networks. This monitoring enables the teams to ensure that its employees have equal access to all the processes delivered by the Group, as part of an ongoing process.

Implementation of the Gender Equity programme and local initiatives : see 3.1.11.4 Actions related to equal treatment and opportunities for all, Action #6.

B.3.1.8 Training, skills and carrier development (S1-13)

Worldline is committed to creating a culture where continuous learning drives both individual and company growth. The learning programs aren’t just about acquiring skills—they’re a strategic investment in empowering our workforce to tackle tomorrow's challenges in the fast-evolving payments industry.

1 *SASB TC-SI-330a.3*

2 *As per Article L. 22-10-7 of the French Commercial Code, directors representing employees are not taken into account when determining the gender diversity ratio.*

B.3.1.8.1 Material impacts, risks and opportunities related to training, skills and carrier development (S1.SBM-3)

Attraction & Retention, Training & Skills development

Risks and dependencies	Opportunities
In case the organization fails to adequately staff positions with employees possessing the necessary skill sets, it may lead to vacant roles, decreased performance, a lack of knowledge transfer, and insufficient succession planning, especially on experienced employees. These challenges could further result in project delivery disruptions, operational incidents and a weakened competitive position.	Investing in skills development programs enhances employee productivity and innovation, leading to increased revenue and profitability. These initiatives enhance Worldline's employer brand, attracting and retaining top talents.
Negative impacts	**Positive impacts**
In case the organization fails to effectively manage and develop employees' skill sets, Worldline may struggle to meet employees' expectations regarding workplace well-being, personal development, and impact the overall attractiveness of the company.	Investing in employee skills and well-being fosters individual growth. Upskilling and reskilling initiatives empower employees, enhancing their job satisfaction, career prospects and engagement at work.

Related IROs
Attraction/retention of experts, talents, skills & training
Workforce development and well-being

Talent acquisition and career development

As a constantly growing company, attracting and retaining skilled and enthusiastic people is key. That is why Worldline focuses on its employee careers and development as a priority, through several programmes that offer personalised career management, internal mobility and support schemes and that are considered as a crucial source of motivation by employees.

Skills development

In a rapidly evolving market, sustaining competitive advantage, companies must learn faster than their competitors, maintain knowledge about new products and processes, leverage expertise-based insights on what is happening in the outside environment and produce creative solutions using the knowledge and skills of all within the organisation. Given the critical aspect of learning in an innovative and high-skilled industry leader in a context of continuous change, Worldline puts a specific priority on the skills development and knowledge sharing of its employees to keep the organisation dynamic and prepared for change. In this regard, Worldline continuously strives to be a learning organisation and regularly thinks about how to bring learning to its people in different ways.

B.3.1.8.2 Policy related to training, skills and carrier development (S1-1) and targets (S1-5)

Our policy provides a structured framework to ensure that all employees have access to the necessary tools and resources to enhance their skills, advance their careers, and contribute to the company's long-term success. This policy is an essential part of our broader business strategy to develop talent, encourage internal mobility, and ensure that we are well-positioned for future challenges.

Our training programs are designed to:

- Support skill development in key areas relevant to both organizational goals and employees' career aspirations, including technical, leadership, and soft skills;
- Offer specialized training tracks for leadership roles, emerging technologies, and cross-functional capabilities;
- Promote external certifications and partnerships with recognized educational institutions to enhance employees' professional qualifications.

At Worldline, we place significant emphasis on internal mobility, which enables us to leverage the talent already within the organization while providing employees with meaningful career growth opportunities. The elements of our career development policy include:

- Clear Career Pathways for both technical and managerial roles, offering employees defined growth opportunities;
- Internal Mobility Programs, with a target of 30% of all new hires sourced internally, reinforcing our commitment to promoting from within.
- Succession Planning to identify and develop future leaders, with personalized coaching and mentoring to prepare them for senior roles within the organization.

We aim to achieve measurable outcomes that reflect the effectiveness of our training and career development programs.

Our target for 2025 under our Trust 2025 initiative is to ensure that each employee completes 32 learning hours per year, providing them with the necessary resources to stay ahead of industry trends and maintain their professional competencies. Other key targets include:

- Internal Mobility Target: At least 30% of hiring conducted through internal promotions and transfers.

- Leadership Development: Ensuring that employees identified as future leaders have access to tailored development programs.
- Employee Engagement: Continuous surveys and feedback sessions to assess the impact of training initiatives on employee satisfaction and performance

These targets were established through collaboration with key stakeholders, drawing on collective input from surveys and consultations to ensure they align with both organizational objectives and workforce priorities. The 32-hour target is grounded in internal data and industry benchmarks, reflecting the diverse needs of both global and local workforces while incorporating trends in digital skills training.

Key metrics, including training hours and completion rates, are tracked to measure progress. Quarterly reviews ensure that targets are met, with advanced analytics used to track performance. Key performance indicators (KPIs) are shared transparently with stakeholders to maintain accountability.

Feedback from Global Business Lines (GBL) and country teams is integrated into future training strategies. For instance, the positive response to continuous feedback mechanisms such as Learning Fridays influenced the organization of the "Be Future Ready" sessions. Regular consultations with stakeholders foster continuous improvement and ensure the training programs evolve in line with workforce needs.

B.3.1.8.3 Performances (S1-13)

Topic	Indicator	2023	2024	Target 2025
Talent attraction & retention / People diversity	Average number of Training hours per employee per year	21.28	25.29	32
	Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64%	64%	69-70%
	% of additional disabled workforce in the countries with legal requirements / targets	(+)17%	(+)18%	(+)20%
	% of women within the management positions	26%	26%	35%

Metrics	Scope	2024	2023	Target year	Target
[S1-13 83b]	Group, except, School trainees, paid or unpaid, Externals, Apprentices				
Trust 2025: Average number of *training* hours per employee		25.29	21.28	2025	32h
Average number of training hours per women employee		22.56	19.29		
Average number of training hours per men employee		26.80	22.36		
[S1-13 83a]					
Percentage of employees that participated in regular performance and career development reviews[1]		74%[2]	N/A		
Percentage of women employees that participated in regular performance and career development reviews		67%	N/A		
Percentage of men employees that participated in regular performance and career development reviews		78%	N/A		

B.3.1.8.4 Actions related to training, skills and carrier development (S1-4)

Worldline relies on its people to achieve its business objectives. In order to attract the most qualified talents of tomorrow on the market, reward performance and innovation collectively and individually, motivate, retain, and accompany employees' career development within the Company, Worldline has designed an appealing, cost effective, fair, market competitive and flexible total remuneration policy, in line with its business strategy, objectives, values and long-term interests. All information on compensation and benefits that also participate to actively retain our skilled employees are in the chapter B.3.1.11 Equal treatment and opportunities for all.

Action #1 – Talent acquisition

Worldline's talent acquisition strategy is focused on an ongoing process, as presented hereafter. This action aims at ensuring an industry-benchmark level of talents acquisition and onboarding. Industry-standards metrics are used to track efficiency (time-to-hire evolution, successful completion rate of onboarding processes, attrition of recently-hired employees). A professional team of 50+ specialist (recruiter, marketers ...) are dedicated to this activity.

Being recognised as a first-choice employer as part of our employer brand

To be recognised as an employer of choice and a value-driven organisation, Worldline has set up a wide recruiting campaign on different platforms and *via* online and on-site career events with the objective to recruit trainees, young professionals and seasoned experts, always with a long-term engagement in mind. Worldline strives to grow organically by hiring new people to our organisation, so the realisation of our hiring plan has highest priority. The number of new hires (more details on section B.3.1.2. Overview of our workforce: employees (S1-6) and non employees (S1-7)) in 2024 was in line with hiring plans.

1 *SASB TC-SI-330a.2*
2 *In order to be compliant with the CSRD, the scope of this Key Performance Indicator (KPI) has been revised to incorporate additional countries and employees.*

As a part of our employer brand, being a first-choice employer is also ensured by our various certifications accredited from GPTW- Great Place to Work and Top Employers Institute. Worldline has succeeded in being certified year after year (GPTW since 2015, Top Employer since 2020). In 2024, Worldline is certified again.

Welcoming and on boarding new joiners

Building on its long history marked by significant acquisitions, Worldline has developed a solid expertise in newcomers' welcoming and integration with the objective to ease the onboarding in the Company's business, culture and values. The Group constantly improves its entire lifecycle at Worldline. With this strong focus on the employee, it makes sure that a new joiner has all the necessary tools and access on their first day. Worldline's onboarding App also ensures that every new joiner is welcomed properly and is given a good level of information both on the global culture and topics but also on local processes.

Efficiency of this onboarding process still need to be fully analytically characterized.

Action #2 – Career development and Talent management

At Worldline, Career Development and talent management are strategic priorities. Every employee has the potential to evolve into a talent, demonstrating high performance and leadership capabilities. See below the description of processes in place to support this strategy. The effectiveness of these programmes has been recognised, notably with the EFMD Global Excellence in Practice Gold Award last year, highlighting Worldline's commitment to fostering tomorrow's leaders and enhancing business success.

Annual People Reviews

The annual "People Review" process is integral to our growth strategy, identifying high-performing individuals with leadership potential and creating personalized development plans. It also serves to identify potential successors and where any gaps might exist. We prioritize internal mobility.

In 2024, Worldline delivered the One WL Academy talent program for 92 of our top talents and 269 participants completed our leadership programs. Worldline also launched mentoring for talents. In 2025, the plan is to expand the leadership programs and the mentoring opportunities. In addition, Worldline will launch 360-reviews and a more comprehensive coaching offering.

The effectiveness of these initiatives is evaluated through employee feedback, progression metrics, and alignment with organizational goals.

People Performance management

Worldline is fully committed to deploying a standardized performance management process for all employees across all countries. This process provides a structured framework that empowers employees to drive their career development. It involves setting clear objectives, individual development planning, feedback discussions, and performance appraisals. Managers provide essential information to help employees develop their skills and achieve business goals. A communication campaign is sent to all employees each semester, reminding them of the expected benefits of these performance discussions. Additionally, managers can attend training and webinars to enhance their skills in conducting effective appraisals and objective-setting discussions. The effectiveness of this performance management process is tracked through the completion rate of performance reviews and objectives, ensuring alignment with business goals and tracking overall employee development progress. Underpinning all of the above is ensuring managers are making fair decisions and training on these topics includes a focus on unconscious bias.

The Individual Development Plan (IDP)

The Individual Development Plan (IDP) is a career and development tool designed to help Worldline employees create a personalized growth path, aligning with their career aspirations and both mid- and long-term development objectives. At least once a year, each employee engages in an IDP discussion with their manager to identify development needs and outline the relevant actions required for growth. Throughout the year, we maintain consistent communication, including the use of video showcases to highlight the IDP process and its benefits. The effectiveness of the IDP process is tracked through monitoring development progress, the completion of IDP actions, and the alignment of goals with business needs.

Career & Internal Mobility

Worldline offers a set of career alternatives through vertical or lateral promotions to ensure its employees' growth and long-term employability: management, technical and functional expertise, project management, sales, support functions, etc. As part of the Internal First initiative, The Company's ambition is that 30% of all hiring is performed internally. This initiative is facilitated by the following actions:

- Deployment of a group-wider internal career platform covering all job openings including Worldline joint ventures;
- Career and job events introducing open opportunities and hiring campaigns within the Company;
- Career Talks for individually discussing employee career objectives, opportunities and needs;
- Career newsletters informing employees on job opportunities.

B

In addition to the managerial career path, other internal career paths have been developed:

- The expert career paths through the Worldline Expert community
- Global Mobility : the right people in the right roles and in the right location
- Implementation of a new job family architecture to facilitate the career development.

In 2022 Worldline has started building a new harmonised job family architecture that will replace older models (GCM and ICL capability models).

This new architecture aims also at developing a sense of professional belonging, provide a clear framework for the employee career development while keeping unchanged their contract, job title, tasks and objectives.

In 2025, we will launch a dynamic Career Development Path feature, empowering employees to explore potential career journeys linked to their current role and discover new opportunities that align with their aspirations.

Action #3 – Skills development

Worldline's Comprehensive Learning Framework: Empowering Employees for Success

Worldline's learning framework is a distinctive and strategic approach to employee development, designed to equip its workforce with the skills and knowledge necessary to excel in their roles and drive the company's growth. By leveraging cutting-edge technology and fostering a collaborative learning culture, Worldline ensures its employees are continuously developing relevant skills. The framework highlights live learning experiences, offering practical insights and fostering adaptability to new technologies. Additionally, peer-to-peer learning initiatives enhance collaboration and knowledge sharing. This comprehensive approach cultivates a culture of continuous learning and innovation, aligning employees with the company's strategic goals and preparing them for future challenges and opportunities.

A broad Learning Portfolio: 25000+ Learning Opportunities

With a portfolio of over 25 000 learning opportunities, Worldline ensures that employees have access to a diverse and up-to-date range of learning resources. This vast selection combines digital platforms like LinkedIn Learning, Percipio, and SpeeXX with virtual instructor-led training, and home-grown trainings covering a variety of topics from digital technologies and payment domains to leadership, soft skills, and role-specific training.

Integrating Live Learning Experiences

Worldline integrates live learning sessions into the framework to create interactive experiences that enhance learning. The bi weekly Learning Fridays sessions provide employees with practical insights from experts, while the "Be Future Ready" series launched in 2024 focuses on strategic topics e.g. Generative AI and Google Cloud, ensuring employees stay ahead of industry developments. These live sessions foster a culture of continuous learning and adaptation to new technologies. More than 7000 employees have joined one of the session of the 2 weeks program "Be Future Ready"

Additionally, country-specific webinars were available, tailored to the unique needs of our diverse global workforce. These interactive webinars offer targeted knowledge, enabling employees in different regions to engage with learning experiences that are most relevant to their local markets.

Fostering Peer-to-Peer Learning

This approach enhances the effectiveness of training programs and fosters a collaborative, knowledge-sharing culture. Employees benefit from learning directly from one another, building strong professional networks while continuously refining their skills.

Key initiatives like Communities of Practice, i.e. Curious Learners' Club, encourage employees to share insights and best practices. The Internal Trainer's Club further leverages the knowledge of experienced employees, who deliver training based on the needs expressed by their colleagues.

Worldline also organizes several hackathons to stimulate innovation, teamwork, and problem-solving. These events not only foster experiential learning but also allow employees to collaborate on solving real-world challenges. Additionally, digital skills campaigns focused on emerging technologies like GenAI and open Q&A sessions provide employees with opportunities to engage in interactive learning environments, enhancing understanding and skill retention.

Strategic Learning Initiatives: Aligning with Business Goals

To ensure our learning strategy aligns with corporate objectives, business leadership actively engages to identify strategic learning themes. These initiatives are not only designed to develop the workforce but also ensure that the skills employees acquire contribute directly to the company's success. Key areas of focus include Google Cloud, Generative AI, Product Management, Project Management, Agile, SAFeAgile, DevOps, Leadership, Sales Effectiveness, Intercultural Skills, and Software Architecture Resilience. This alignment ensures that employees are developing competencies that support both their personal career growth and the organization's broader goals.

Commitment to Learning Hours: Empowering Employee Growth

As part of our commitment to employee development, Worldline strives to ensure every employee accumulates a minimum of 32 learning hours per year in 2025. For 2024, the average amount of learning hours per employee is 25.4 hours. Effectiveness is measured in terms of the success of learnings for live classes and satisfaction rates when available.

- **Learning Analytics and Reporting**: Regular tracking of learning hour completion rates and participation trends, ensuring progress is on target;
- **Managerial Oversight**: Empowering managers to encourage team participation and follow up on learning progress, fostering a culture of continuous development;

- **Resource Allocation**: Investing in diverse learning platforms, curated training content, and expert facilitators to ensure accessibility, inclusivity, and relevance for all employees;
- **Employee Engagement and Communication**: Ongoing campaigns, newsletters, and internal events to promote awareness of learning opportunities.

These efforts are complemented by transparent reporting mechanisms that ensure accountability and provide insights into the tangible outcomes of our learning programs, fostering a culture of continuous improvement.

Mentoring, Reverse Mentoring and Group Coaching development programmes

Talents have the opportunity to be part of a "Coaching Programme" dedicated to them. It is an opportunity for Worldline's employees with high potential who are encountering a transition phase or who need to improve specific soft skills. They benefit from individualised and personalised support from a certified coach to reach their goals and professional objectives.

Every year, Worldline empowers over 80 employees to unlock their maximum capabilities through coaching and are committed to expanding this initiative to foster a widespread coaching culture within our organization.

In 2024, the average satisfaction rate from coaches on sessions was 4.8 out of 5.

B.3.1.9 Health and safety (S1-14)

B.3.1.9.1 Impacts, risks and opportunities related to health and safety (S1.SBM-3)

Health and safety

Risks and dependencies	Opportunities
Failure to ensure employee health and safety exposes Worldline to significant financial risks. Workplace incidents (physical, chemical, psychosocial hazards, fire, altercations, natural disasters) result in direct costs (compensation, legal fees, remediation) and indirect costs (lost productivity, increased insurance premiums). Reputational damage from safety failures impacts investor confidence, client relationships, and talent acquisition, further impacting profitability. This risk is especially heightened in 2024 due to the Power24 program.	N/A
Negative impacts	**Positive impacts**
Workplace accidents and incidents (physical, chemical, psychosocial, fire, altercations, natural disasters) can cause injuries, illnesses, and even fatalities, severely impacting employees' physical and mental well-being. Exposure to psychosocial hazards, such as stress and harassment, can lead to mental health issues and decreased job satisfaction. This undermines employee morale, trust in management, and the overall work environment.	N/A

Related IROs
Earthquake
Physical hazards
Chemical hazards
Psychosocial hazards
Workplace hazards - Fire
Workplace hazard - Altercation

Worldline is committed to promoting health, safety, and the improvement of working conditions across all its locations, ensuring that these efforts are tailored to the specific needs of each country while aligning with the Group's overarching principles.

To address these priorities, Worldline has established various committees, initiatives, and partnerships at local and regional levels. These structures foster collaboration among employee representatives, management, and specialized stakeholders such as occupational health professionals. Their purpose is to identify risks, implement preventive measures, and ensure compliance with applicable health and safety standards.

Many actors within the organization contribute to this shared responsibility: occupational health teams, human resources, facility management, and managers all play active roles. Furthermore, local health and safety committees are in place to assess workplace conditions, propose improvements, and monitor the implementation of action plans. In some locations, these committees are supported by dedicated training programs, such as mental health awareness sessions for HR and managers, to enhance their ability to support employees.

In certain countries, Worldline has implemented centralized health and safety structures to optimize coordination and ensure a unified approach across legal entities. These efforts include regular consultations, risk assessments, and targeted action plans developed in collaboration with employee representatives.

B.3.1.9.2 Policy related to health and safety (S1-1) and targets (S1-5)

Our approach to providing a safe and healthy working environment, captured within an in-progress policy (health and occupational safety policy) includes regular risk assessments, safety training programs, and the promotion of best practices to prevent workplace accidents and occupational hazards. We prioritize the well-being of our workforce by fostering a culture of safety awareness, encouraging employees to actively participate in health and safety initiatives.

In addition, we maintain open and regular channels for employees to report safety concerns and suggest improvements.

Worldline thrives to assess and prevent health and safety risks at work. The Occupational Health & Safety (OHS) monitors and acts upon the incident reporting tool (e.g. DUERP in France) for all Worldline sites on an annual basis.

The target for Worldline is to provide a safe and healthy working environment for its employees through regular risk assessments, safety training programs, and the promotion of best practices designed to prevent workplace accidents and occupational hazards. The company is committed to fostering a culture of safety awareness, where employees are encouraged to actively participate in health and safety initiatives, ensuring their well-being is prioritized.

Key performance indicators include the number of risk assessments conducted annually, the percentage of employees trained in safety protocols, and the number of reported safety concerns raised by employees. The effectiveness of health and safety initiatives will be measured by the reduction in workplace accidents and improvements in employee morale and productivity. The tab below shows the KPI's on health and safety indicators followed by the Group. Worldline has not formalised a target related to the health and safety of its employees, but its permanent ambition is to improve the health and safety of its employees through its actions.

B.3.1.9.3 Performances (S1-14)

Metrics	2024	2023
Number of fatalities as a result of work-related injuries and work-related ill health	0	N/A
Number of fatalities as a result of work-related injuries and work-related ill health of other workers working on the undertaking's sites	0	N/A
Number of cases of recordable work related ill health, subject to legal restrictions on the collection of data	0	N/A
Nb of days lost to work-related injuries and fatalities from work-related accidents, work-related ill health and fatalities from ill health	1,231	N/A
Number of recordable work-related accidents	70	N/A
Rate of recordable work-related accidents	1.8%	N/A

B.3.1.9.4 Actions related to health and safety (S1-4)

The action plan for 2024 includes the continuous promotion of health and safety through training programs and the regular review of safety procedures across all Worldline sites. The Occupational Health & Safety (OHS) committees continue to collaborate (In France for instance, the "Comité pour la Prévention" et the "Protection au Travail" (CPPT) update the Risk Assessment Reference Document _ DUERP_ annually. Worldline will also maintain open channels for employees to report safety concerns and suggest improvements, ensuring ongoing communication and improvement of safety practices across the company.

Action #1 – Assessing and preventing health and safety risks at work

Worldline respects Health & Safety regulations in all countries it operates in. Worldline is certified ISO 45001 in Spain.

Across the Group, regular inspections, audits, and training programs are conducted to ensure compliance with legal requirements and to strengthen the culture of prevention. These initiatives also include ongoing collaboration with local authorities and external advisors to enhance workplace safety.

Worldline takes a proactive approach by convening health and safety committees on a regular basis—monthly, quarterly, or as needed—to address issues such as workplace ergonomics, emergency planning, and proposed improvements. These meetings provide a platform for constructive dialogue and ensure that employee concerns are addressed promptly.

Worldline respects Health & Safety regulations in all countries it operates in. Worldline is certified ISO 45001 in Spain.

Worldline implements initiatives to create awareness on well-being and health prevention. More generally, Worldline provides financial support to its employees on sport or fitness activities in its main geographies and special chairs or desks. For instance:

- Medical checks are conducted for all employees on a regular basis in major Worldline sites;
- Worldline has a doctor present in the office regularly as well as trainings on nutrition, resilience and exercises in Austria;
- Worldline Belgium has set up a dedicated Seniority Plan for older employees (50+ & 55+), including topics such as knowledge sharing or medical check-up. The entity also offers other initiatives to all its employees: sport week (with tai chi, yoga, football, fitness or dance activities), health sessions with experts notably relating to healthy food, health check-up;
- In Luxembourg, the HR department works with the operational doctor ASTF. One employee representative is dedicated to health and safety and works together with the so called "chosen employees" appointed by Management. They both take care of the health and safety of our employees;
- In Belgium and the Netherlands, a dedicated approach with special care has been developed to accompany the employees who return from long term illness;
- In Germany, some locations are providing fruit baskets for employees on a weekly basis;
- In Luxembourg and in Paris La Défense, fitness rooms are offered.

The target for Worldline is to assess and prevent health and safety risks across all locations, ensuring compliance with legal requirements and strengthening a proactive culture of prevention. The company conducts regular inspections, audits, and training programs and collaborates with local authorities and external advisors to enhance workplace safety.

Key performance indicators (KPIs) include the number of inspections and audits conducted, the percentage of employees trained in health and safety protocols, and the number of health and safety committee meetings held.

Additionally, compliance with ISO 45001 certification in Spain is monitored, along with the number of employees participating in well-being and health prevention programs.

The action plan for 2024 includes continued proactive engagement with health and safety committees, which meet regularly to discuss issues such as workplace ergonomics, emergency planning, and proposed improvements. All actions cited will be continued in the coming years.

Action#2 – Assessing and preventing psychosocial risks at work

The target for Worldline is to proactively assess and mitigate psychosocial risks, including harassment, bullying, discrimination, and inappropriate behaviour, in order to ensure the mental well-being of all employees.

- Since 2020, Worldline has implemented in France the *Worldline for Me platform* allowing employees to access several psychological and health support services;
- Since 2021, Worldline has set up training courses to support employees on the following topics: the return to sites, adaptation to the new Digital Workspace environment, adoption of new work practices post sanitary crisis;
- In Austria and Germany, Worldline also provide psychological help via an external provider.

To support the Employees in case they face a situation of harassment, bullying, discrimination or inappropriate behaviour, a continuous effort is made to promote the use of the integrity line over the entire Worldline Group on the top of the related policy and trainings.

Key performance indicators (KPIs) include the number of employees accessing support services, the percentage of employees trained in psychosocial risk prevention, and the usage rate of the integrity line. The effectiveness of training and awareness campaigns will also be tracked.

The action plan for 2024 focuses on reinforcing existing efforts to prevent psychosocial risks. Additionally, Worldline has introduced training courses to assist employees in adapting to the new Digital Workspace environment, with a particular focus on the return to physical offices and adjusting to post-pandemic work practices.

Action #3 - Training first aid volunteers at the workplace

Volunteer employees at every site are entitled to receive training funded by the Company in order to learn basic first aid and occupational risks. The training leads to a qualification recognized on a national level.

More specifically, in Austria, Luxembourg, Belgium, Germany, France, Italy, The Netherlands and Spain real life exercises and regular fire drills trainings are planned during the year on main sites. They involve all employees and the employees responsible for first aid at each site.

Key performance indicators (KPIs) include the number of employees trained as first aid volunteers, the frequency of training courses, the participation rate in fire drills and real-life exercises, and the number of workplace incidents handled by trained volunteers. All actions cited will be continued in the coming years.

B.3.1.10 Working conditions (S1-15)

B.3.1.10.1 Impacts, risks and opportunities related to working conditions (S1.SBM-3)

Working conditions

Risks and dependencies	Opportunities
Job insecurity fosters high turnover, increasing recruitment costs and skill gaps. Abusive working conditions (overtime, low pay) significantly increase the likelihood of labour law breaches, leading to fines, compensation claims, and reputational damage. These conditions also contribute to health issues, further escalating costs. Restrictions on employee rights (union activities, expression) also pose a risk of legal action and reputational harm, although the likelihood varies depending on location.	N/A
Negative impacts	**Positive impacts**
If Worldline fails to provide a healthy working environment that respects workers' well-being, guarantees job stability, and adheres to labour laws, employees may face precarious and abusive working conditions that impact their physical, mental, or psychological health, and limit their access to essential needs and fundamental freedoms.	N/A

Related IROs
Abusive working conditions (extensive overtime, inadequate compensation...)
Job stability
Workforce's privacy

B

B.3.1.10.2 Policy related to work-life balance (S1-1) and targets (S1-5)

Worldline is dedicated to fostering a working environment where the allocation of working time supports both productivity and the well-being of our employees. Worldline recognizes that fair and balanced working hours are essential for maintaining engagement, health, and performance across our workforce. The policies on working time are designed to respect legal regulations while also accommodating the diverse needs of our employees, eventhough the Group did not formalise any target regarding this topic.

The approach emphasizes working hours flexibility.

Strict compliance with all legal requirements regarding working hours, including limits on daily and weekly work hours and mandatory rest periods.

Recognizing that different roles may have varying demands; we also implement role-specific guidelines to tailor working time expectations. For employees in critical roles, we offer additional resources and support to manage workloads, thus avoiding burnout and promoting a healthy work-life balance.

At the country level and according to the local labour laws, Worldline tracks key indicators such as average working hours, overtime rates, and employee feedback on work-life balance. As this is done at Country level, no global targets are defined, Country-specific regulatory controls apply.

The Group has also a specific policy to promote work-life balance. For more details, more details available in B.3.1.6. Policies related to own workforce (S1-1).

Most countries are covered by collective agreements. For employees not covered by collective agreements in European countries, Worldline implements local internal processes. Agreements determine working conditions, employment terms, social benefits, salaries, working hours, and other aspects of employment. These guidelines are often based on Human Resources best practices and comply with local labour laws in each country.

Worldline aims at ensuring full compliance with local labour regulations through collective agreements, while establishing minimum standards for working conditions, salaries, hours, and other aspects of employment. These agreements are essential for avoiding legal risks, preventing potential disputes, and promoting positive labour relations. In France, all agreements are shared on French Labour Administration (DRIEETS) open platform.

B.3.1.10.3 Performances (S1-15) and (S1-8)

Metrics	Scope	2024	2023
Percentage of employees entitled to take family-related leaves	All Worldline entities are included in the reporting scope All internals (permanent and temporary contract, full time or part time), active and inactive, excluding apprentices and interns and subcontractors	100%	N/A
Percentage of entitled employees that took family-related leaves		3.5%	N/A
Percentage of entitled women employees that took family-related leaves		5.9%	N/A
Percentage of entitled men employees that took family-related leaves		2.1%	N/A

Metrics	2024	2023
Percentage of its total employees covered by collective bargaining agreements	45.2%	N/A
Global percentage of employees covered by workers' representatives, reported at the country level for each EEA country in which the undertaking has significant employment (France and Germany)	100%	-
Percentage of own employees covered by collective bargaining agreements within coverage rate by country with significant employment (France)	100%	N/A
Percentage of own employees covered by collective bargaining agreements within coverage rate by country with significant employment (Germany)	5.5%	N/A
Percentage of its own employees covered by collective bargaining agreements per Region outside the EEA Latin America (Brazil)	100%	N/A
Percentage of its own employees covered by collective bargaining agreements per Region outside the EEA Oceania (Australia)	28%	N/A
Percentage of its own employees covered by collective bargaining agreements per Region outside the EEA Others	0%	N/A

B.3.1.10.4 Actions related to working conditions (S1-4)

Action #1 – Prevent excessive overtime

Worldline is committed to creating a working environment that balances productivity and employee well-being through fair and flexible working hours.

Worldline monitors working hours to prevent excessive overtime and ensure employees have time to recharge, offering fair compensation when overtime is necessary. Tailored guidelines for different roles help manage workloads effectively, promoting a healthy work-life balance and preventing burnout. To continuously improve our practices, we pay attention to key indicators such as average working hours, overtime rates (Time Plan tool), and employee feedback (continuously and/or withing performance interviews), allowing us to adapt to the evolving needs of our workforce.

Action #2 – Initiatives to foster dialogue and well-being among employees

In addition to Worldline's general actions that foster employee satisfaction in the area of career development, training, compensation and benefits, the Company also focuses its efforts to foster its employees'-wellbeing. Worldline is convinced that this wellbeing entails three actions:

- Encourage social dialogue to promote human rights and high standards of working conditions: more information in section B.3.1.12 Human Rights and modern slavery (S1-&-20), (S1-&-21), (S1-1-22) and (S1-17);
- Ensure fairness & efficiency through diversity promotion: More details available in section B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16);
- Embrace a continuous improvement dynamic to move towards its ambition of remaining a Great Place to Work®.

Regarding this last point and thanks to the results of its annual survey, Worldline has identified and implemented several significant well-being initiatives through its local entities with different purposes structured in three levels:

1. **Top-down initiatives.** Indeed, reports from the GPTW survey (see below) showed a strong need for information and communication on news and business strategies across all countries:

- **Management roadshows** to better communicate about the Company vision, business priorities, challenges, on-going projects and achievements;
- **Global and local awareness actions to provide Worldline business and well-being related information to all employees on a regular basis.** In addition to global newsletters managed on a worldwide level, some entities issue their own publications;
- **Mental health support**: the Covid-19 pandemic has amplified the need to better support our employees to better handle stress related to work. This has been prolonged as a good practice in all the countries where this was done during the covid time. Therefore, employee assistance programme focused on mental health is provided in most of Worldline geographies;
- **Enhanced communication**: In 2024, we launched several initiatives aimed at improving communication These initiatives include regular CEO all-hands calls and the introduction of the "Ask Me Anything" call series, which allows employees to engage directly with our CEO. During these sessions, he shares insights on the company's performance, future plans, and significant updates, while also encouraging employees to ask questions and engage in open dialogue regarding important updates. Additionally, we have increased efforts to communicate and celebrate our achievements and strategic;
- **Empowering Managers During Times of Change:** We emphasized the importance of equipping managers to successfully navigate transitions and lead their teams through periods of change. To support them, notably deploying the Managerial Transformation Toolkit, which includes valuable resources such as webinars on team formation, interactive sessions on fostering courageous conversations, and an accessible platform for practical HR information tailored to specific countries. This comprehensive support framework empowers managers to implement necessary adjustments and foster a resilient team culture.

2. **Bottom-up initiatives** to encourage dialogue, improve the integration of employees' expectations and foster the employees' team spirit:

- **Establishing working groups** to encourage dialogue and better understand employees' expectation and identify specific actions to respond to those expectations;
- **Working conditions actions.** Worldline Logistics & Housing team constantly strives to improve the work environment of employees, whether through the renovation of the buildings, by adding new spaces, or by making space organisation more efficient, which fosters interactions, motivation and productivity. To this end, the team conducts an annual survey for each building, which leads to improvement plans that are discussed with Workers Council.

3. **Networking and teambuilding initiatives.** In addition to the annual *Wellbeing at worldline* week organised in all countries, other networking or sportive events take place across all geographies all year long. Employees also have the opportunity to contribute to social initiatives for local communities:

- **Networking events** are organised in all regions. There are various initiatives that have been launched by Worldline employee. With notably the UNITE Network activities where employees joined their efforts to organised various initiatives to increase inclusive behaviours and share their very unique lived experience;
- **Sportive events** are also highly valued as part of the well-being programme.

4. **We measure the effectiveness of our programs through an annual Great Place to Work® survey.** In 2024, the Group achieved a participation rate of 64%. the This result is indicative of employees' willingness to share their views and suggestions, and it is important to note that the recent Power 24 initiative (organizational restructuring) may have influenced this participation rate.

Action #3 - SMART working conditions

Working conditions are part of Worldine standard and are kept at an industry-standard level, a necessity to attract and retain employees.

Worldline fosters SMART working conditions and gives priority to permanent and full-time working relations with its employees: 99% of people in the total workforce are under a permanent employment contract and 92% of these people work full time. Nevertheless, the Group strives to ease part-time work situation on request of employee if this latter considers that it is better for his or her work-life balance.

B

97% of Worldline employees can continue to work from home. Worldline takes and hybrid approach between working from home *vs.* in the office and will allow max 50% of the time in home working.

The success of this continuous initiative is indirectly seen through attraction/attrition/retention level (employee sustanaible well-being though working conditions).

In 2024, an initiative was launched to audit and analyse the office occupancy and usage. Actions are planned in 2025 to further improve location and office attractivity.

Action #4- Collective bargaining and work councils relations

To determine salaries and benefits, Worldline often refers to market studies and compensation analyses in each country where it operates. This ensures competitiveness in attracting and retaining talent while respecting local practices.

Actions are led at country-level by local Human Resources teams, following discussion with employee representatives, and are a continuous effort to ensure employees interest are taken into account.

Even in the absence of collective agreements, Worldline remains subject to national labour regulations in each country. This includes minimum requirements regarding working hours, paid leave, health and safety, and protection against unfair dismissal. Worldline ensures that its policies comply with these legal frameworks.

Key performance indicators (more details available in section B.3.1.10.3. Performances) include:

- The number of countries where collective bargaining agreements are in place, as well as the percentage of employees covered by these agreements;
- Monitoring the renewal and negotiation of collective agreements, as seen in countries like the Netherlands, Belgium, Austria, and Spain, is essential. For countries without collective agreements, Worldline ensures that internal processes comply with local labour laws, such as those related to working hours, paid leave, and protection against unfair dismissal;
- The success of annual salary review negotiations;
- The absence of employees' strike or demonstration.

The 2024 action plan consists in continusoulsly engaging in collective bargaining, particularly in countries where agreements are due for renewal, such as the Netherlands, Belgium, and Luxembourg. In Austria, Worldline will implement an action plan related to well-being, resilience, social engagement, diversity, and leadership, following successful negotiations in 2024.

In the coming years, Worldline aims to broaden the scope of existing policies and agreements to more effectively address employee concerns. This will involve ensuring that works councils actively participate in discussions. Furthermore, Worldline is committed to upholding and enhancing fundamental worker rights, ensuring their protection throughout negotiations and adjustments to internal policies.

Tracking indicators will include the number of countries with active works councils or employee representative bodies, along with the frequency and effectiveness of consultations with these Groups. Monitoring the integration of employee feedback into internal policies and the subsequent changes made will also be crucial.

B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)

B.3.1.11.1 Impacts, risks and opportunities related to Equal treatment and opportunities for all (S1.SBM-3)

Equal treatment and opportunities for all

Risks and dependencies	Opportunities
In case Worldline fails to ensure an inclusive, fair and equitable working environment, leading to discrimination (in recruitment, promotion, or remuneration, particularly against persons with disabilities), inappropriate working conditions, or exposing employees to psychological or sexual harassment, the Group may breach labour laws and face fines, compensation claims, and reputational damage. A lack of diversity also directly impacts financial performance by limiting Worldline's ability to understand and serve diverse customer segments effectively. This leads to missed market opportunities, ineffective marketing campaigns, reduced innovation, and decreased customer loyalty. The resulting reputational damage further impacts investor confidence and access to capital.	N/A
Negative impacts	**Positive impacts**
Employees experiencing harassment, discrimination, or unfair treatment suffer diminished well-being, decreased morale, and reduced job satisfaction. This can lead to increased stress, anxiety, and even health problems. Discrimination against persons with disabilities creates barriers to employment and limits their opportunities for professional development.	N/A

Related IROs
Discriminations
Discriminations towards person with disabilities
Adequate Wage

B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)

Worldline acknowledges, respects and promotes diversity (such as sex, race, colour, ethnic or social origin, genetic features, language, religion or belief, political or any other opinion, membership of a national minority, property, birth, disability, age or sexual orientation) while aiming to ensure that all employees are paid a fair wage. Worldline has implemented a transparent total reward policy. Worldline ensures that decisions around promotions, bonuses, salary adjustments and any other incentives are free from bias. Worldline is also committed to development and progression, particularly supporting women in leadership roles and ensuring diversity in hiring processes.

Worldline aims at ensuring that all employees are paid a fair wage. This leads Worldline to maintain a fair and responsible pay structure by ensuring that the highest paid executive’s compensation does not disproportionately exceed the median salary of the workforce, fostering equity and sustainability across the Group.

The Company commits to provide a secure working environment, that entails no discrimination and promote fair and ethical behaviours within its workforce through the Gender Equity policy.

To materialise our commitment, out of our 4 Trust 2025 People KPI, 2 are related to Diversity and inclusion. We strive to increase the proportion of women in managerial position up to 35% and increase the number of employees with disability by +20% by 2025.

Information available in section B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3).

B.3.1.11.3 Performances (S1-9), (S1- 10), (S1-11), (S1-12) and (S1-16)

Metrics[1]	Scope	2024	2023
Percentage of employees that earn the applicable adequate wage	All Worldline entities are included in the reporting scope. All internals (permanent and temporary contract, full time or part time), active and inactive, excluding apprentices and interns and subcontractors.	99.98%	N/A
Annual total remuneration ratio of the highest paid individual to the median annual total remuneration for all employees (excluding the highest-paid individual) (S1-16.97b)	Members defined by the shareholder's meeting on the Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) for Worldline SA.	14.7%	N/A
Gender pay gap (remuneration)	All Worldline entities are included in the reporting scope. All internals (permanent and temporary contract, full time or part time), active and inactive, excluding apprentices and interns and subcontractors.	14.43%	N/A

Metrics	Scope	2024	2023
Number of employees under 30 years old	All Worldline entities are included in the reporting scope. All internals (permanent and temporary contract, full time or part time), active and inactive, excluding apprentices and interns and subcontractors.	2,719	3,496
Number of employees between 30-50 years old		11,132	10,673
Number of employees over 50 years old		4,261	4,232
Number of women at top management	All Worldline entities are included in the reporting scope. All internals (permanent and temporary contract, full time or part time), active and inactive, excluding apprentices and interns and subcontractors.	61	N/A
Percentage of women at top management		45%	N/A
Target Trust 2025: % of additional disabled workforce in the countries with legal requirements / targets*[19]	Following types of employees are taken into account in this indicator when the seniority is above 3 months: - Employees with a permanent contract (permanent contract personnel) - Employees with a fixed-term contract (non-permanent contract personnel) - Employee working full time - Employee working part time School trainees/interns are now included in the reporting scope. The following categories of employees are excluded from the reporting scope: Employees whose contract is suspended pending return to work (parental leave, sabbatical, enterprise-creation leave, etc.) - Casual workers - Subcontractors - Outside service providers	+18%	+17%
Percentage of persons with disabilities amongst its employees subject to legal restrictions on the collection of data	All employees (permanent and temporary contract, full time or part time), active and inactive, excluding apprentices and interns and subcontractors	1.73%	N/A

1 *SASB TC-SI-330a.3*

B.3.1.11.4 Actions related to equal treatment and opportunities for all (S1-4)

Actions related to Compensation & Benefits are defined following industry-level benchmarks (Worldline wishes to constantly remain competitive for its employees). Their relevance and efficiency are checked at least annually through Worldline recurrent processes, external benchmarking and key indicators such as attrition or GPTW detailed results.

Action#1 – Fair remuneration and compensation

Through its Total Reward Policy, Worldline aims to ensure that all employees are paid a fair wage, i.e. a wage that meets the needs of the worker and his/her family, considering the country's economic and social conditions, in line with the applicable benchmarks and internal equity. Worldline also ensures that all legal requirements are met in terms of minimum wages, either based on local legislation or on collective labour agreements, depending on the countries.

Regular analysis of local market practices allows us to ensure that remuneration in all of our countries of implementation is, on the one hand, higher than the local minimum wages and, on the other hand, in line with the market remuneration and social benefits, ensuring that we consider any changes in the cost of living in each location. At the time these metrics are issued, the world's economy has faced and is still facing inflation rates unseen for the past 30 years, The policy aims to ensure that it remains in line with the macro-economic context, while pending cost affordability.

Salary review campaigns are implemented across all regions, ensuring all employees earn a fair wage, in line with applicable local market practices. Continuous efforts are made to address wage inequality, eliminate pay gaps and support employees.

The following key principles and commitments drive our thinking and planning for related decisions at group and local levels:

- Providing competitive remuneration packages in line with local market practice;
- Rewarding performance of eligible employees through short-term incentive plans;
- Associate employees with the long-term performance and results of the Group as well as shareholder's interests via employee shareholding plans;
- Ensuring retention via long-term incentives;
- Providing essential coverage for employees through benefits schemes compliant with local legislation and aiming at providing as much as possible flexibility to employees to choose the level and/or type of benefits which best fit their individual needs, circumstances, family situation and/or life cycle stage.

Worldline is promoting a success-based reward culture through recognition award programmes, enabling managers to immediately reward their teams for exceptional performance or contribution.

Compensation Rules

The objective of the Group short-term bonus plan is to focus managerial effort on the achievement of key objectives that drive shareholder value.

Worldline short-term bonus plan is based on financial criteria (mainly revenue, operating margin, free cash flow and order entry), and non-financial criteria (such as individual qualitative objectives, which may include quality and/or staff development objectives). Depending on local regulations and/or negotiated local collective labour agreements, deviations from these Group short-term bonus guidelines may apply once approved by the Group Chief People Officer. The key performance indicators are set and reviewed on a regular basis.

To support the ambitions and objectives developed within the framework of Trust 2025 and better align with market practices, Worldline decided in 2022 to introduce a combined performance criterion including some of the indicators that are an integral part of the Group's Corporate Social Responsibility program, TRUST 2025, in the short-term variable compensation of corporate officers for the second half of the year, applicable also in the calculation of the Senior Management through the Group multiplier.

Bonus targets are defined and weighted according to their importance to Worldline's business. To reinforce the mitigation of the risks relating to unacceptable behaviour:

- The scope of the financial objectives is determined collectively and based on audited financial targets as defined in the Company Budget;
- All pay-out curves are capped;
- Any bonus paid by Worldline can be reclaimed or reduced by Worldline when:
- It has been granted on incorrect information concerning the realisation of certain goals and achievements having led to a restatement of the financial results,
- The beneficiary did not adhere to the standards regarding suitability and proper behaviour,
- The beneficiary was found guilty by a final Court decision and/or responsible for conduct/behaviour that resulted in a decrease in the financial position of the Company. No variable compensation will be paid to the concerned eligible employee if he/she is dismissed for gross negligence or with good cause.

Action #2 - Profit sharing agreements and incentive schemes

Profit Sharing Agreements

<u>For Worldline Social and Economic Unit:</u>

Profit sharing is a mandatory measure in France for companies or "Social and Economic Unit" ("SEU") with at least 50 employees, providing for the redistribution of a "special profit-sharing reserve", if such a reserve is made available at the end of the calendar year. Within the current scope of the SEU Worldline, a profit-sharing agreement has been signed on May 28, 2019 for an indefinite period and is still active.

<u>For Worldline E-Commerce Solutions France (former Ingenico E-Commerce Services):</u>

No Profit Sharing

<u>For Worldline Prepaid Services France (former Ingenico Prepaid Services France):</u>

No Profit Sharing

B

Action#3 – Group Saving Plan

In order to remain competitive in the industry (using reward benchmarks), a Group Savings Plan was concluded for the benefits of Worldline employees on October 6, 2014 for an indefinite duration, and is still active. This plan is available to adhering companies of the Worldline Group, and offers employees of these companies, with more than three months seniority, the possibility to subscribe to Worldline shares in company mutual funds ("fonds commun de placement d'entreprise" – "FCPE"), in the framework of the employee shareholding plan "Boost" of Worldline.

Stock-Options/Performance Shares

The characteristics of the performance shares and stock-options plans are identical to the plan described in section E Corporate Governance and Capital on the benefit of the Senior Executive Officers.

Performance shares and/or stock-options plans are allocated each year. The details of those plans are available in the Registration Document for the concerned year.

Action#4 - Employee Social Protection

Worldline ensures that all its employees are covered by social protection to mitigate income loss during major life events. This coverage is provided through local public schemes and additional social protection programs offered directly by the company in each country of operation.

Global Coverage

All Worldline employees, regardless of their status or country of assignment, are protected against income loss associated with the following life events:

- **Sickness:** All employees are covered, either through public social security schemes or internal benefits provided by Worldline, to offset income loss due to health issues;
- **Unemployment:** Employees have access to income protection in cases of involuntary unemployment, starting from the moment they begin employment with Worldline, through national unemployment insurance or in-house compensation mechanisms;
- **Employment Injury and Acquired Disability:** Coverage is guaranteed for all employees in case of work-related accidents or permanent disabilities, either through public programs or, if needed, Worldline's internal benefits;
- **Maternity Leave:** Worldline upholds and, in certain cases, supplements social security systems in the countries where it operates, ensuring income continuity for employees on maternity leave;
- **Retirement:** All Worldline employees are enrolled in public or private pension schemes, providing steady income upon retirement.

In every country where Worldline operates, the employee benefits must respect the Group guidelines and be aligned with local market practices.

Concerned with having a Group standard for its employees, Worldline has developed an international benefits initiative named "Worldline Global Care" program. This program reflects our commitment and is aiming to guarantee a set of group benefits to Worldline employees whatever their country of employment:

- **Life:** Worldline is committed to cover 100% of permanent employees in case of death, with a minimum of 12 monthly base salary;
- **Medical and Disability:** provided it is prevalent locally, Worldline aims to offer to employees medical and disability coverage beyond legal requirements and aligned with local market practices;
- **Home Office:** the Group enables all employees to work from home on average 50% of their working time.

Providing other affordable and sustainable local benefits differentiators as long as they are compliant with local legislation, aligned with Corporate Social Responsibility requirements, market practices, and - whenever possible and appropriate - , fostering as much as possible flexibility for the employees.

On top of the "Worldline Global Care Program", depending on the country, the benefits programs offered may include some or all the following benefits to fit with employee's needs and be flexible where possible, while ensuring market practices alignment:

- **Pension and Retirement Schemes.**
- **Insured Benefits**
  - Medical, Dental, Vision and Hospital care Benefits.
  - Disability and death/survivor Benefits

All benefits programs offered are compliant with local requirements, such as social security and tax requirements.

Action#5 – Gender Equity Steering Committee

Gender Equity Steering Committee has established a purposeful gender equity top twenty guidelines structured around the three pillars: "Women attraction", "Women development and promotion" and "Women retention". These pillars are supported, at global and local level, by the Human Resources teams, who are responsible for formalising, promoting and deploying in all Worldline regions, the adjusted HR rules and actions to reach exemplary equal treatment for men and women in terms of recruitment, development, promotion and retention.

The "Women attraction" pillar is aiming to provide concrete levers to better attract women and men talents and strengthen inclusivity in profiles Worldline recruits. These guidelines consist notably in ensuring that women and men are equally represented in all IT school partnerships, external events or corporate communication. The Company has also required from the people in charge of its recruitments to ensure that the pool of applicant is systematically comprised of both women and men candidates to systematically prevent discrimination. Additionally, 50 global job descriptions have been reviewed to be more inclusive, gender-fair and enlarge the number of candidates that can see themselves in it. This has been achieved with the support of the Textio platform of augmented writing providing neutral tone alternative suggestions when required. These job descriptions, available to all employees, can be used when creating a job requisition in Worldline tooling. Worldline has launched the "I am Remarkable" programme for all employees, to support women and underrepresented group, to best promote their achievements. These workshops are held on a monthly basis.

The "Women development and promotion" pillar was designed to grant development opportunities aligned with Worldline's diversity and enable the Company to give to all employees, women and men, an equal chance to reach their full potential. As such, Worldline deploys trainings fostering both women and men leadership. We strive to reach at least 32% of women in every Talent and Leadership programmes that we launch (The leadership programmes are at 33% and the talent programmes at 36%). In 2023, the program Empow'HER'ment global program was launched. This program was designed to accompany women to reach out the next level.

Efficiency of the gender equity initiatives tranpires on a medium/long term basis the male/female ratios at the global/ management company level.

Action#6 - Taking disability into account

For twelve years, Worldline has been implementing specific programmes for people with disabilities at various sites, mostly in France and in collaboration with employee representative bodies. Such programmes aim to better train and integrate people with disabilities, which involves their co-workers. Besides, Worldline commits to take into account disabilities in its sustainable procurement decisions, through the involvement of the sheltered workshops sector. These sheltered workshops are places of employment that provides opportunities for differently able people.

Worldline is deploying comprehensive actions plan at global and country level to:

- Raise awareness of hiring teams, managers and employees about disability at work: as an example, during the Global Accessibility Awareness Day (GAAD), various initiatives were launched in the countries, like in Germany, Austria and Switzerland with their local partner MyAbility;
- Remove recruitment barrier: local partnership with specialised stakeholders were formalised in various countries (MyAbility, Specialisterne, Talent Handicap TAKpełnosprawni, with Ability Hub);
- Support employees with disability to remain at work;
- Strengthen communication which are digital inclusive internally and externally.

At local level, Worldline has signed an agreement with French employee representative bodies which is valid till 2025. This agreement concerns the employment and professional inclusion of people with disabilities. Moreover, particular attention is paid to the integration of people with disabilities to adapt the workstation if necessary (customising the devices, etc.) or to provide awareness session for co-workers, in agreement with the person concerned.

Workplace adjustments have been made in France, Belgium, Germany and Italy's main sites. Premises upgrade systematically consider accessibility for people with disabilities (with dedicated parking slots, adapted furniture, disabled-friendly toilets, special tables, specific phones for hearing-impaired persons, etc.).

Action#7 - Worldline's commitment outside the company

Worldline also organised expert conference days, workshops and trainings around digital accessibility as well as training programmes for all its employees in order to foster the inclusion of people with disabilities in their teams, notably through the following initiatives:

- Actions are held throughout the year to better understand the consequences of illnesses and situations of disability through convivial moments such as shows or sports competitions;
- In France, sign language lessons are provided to make communication between deaf employees and their colleagues easier;
- All these initiatives aim to support employees and applicants who are permanently or temporarily disabled and encourage co-workers to be open-minded about disabilities.

The effectiveness of the program is measured by the percentage of disabled people within our workforce, in countries where this is permitted by law.

B.3.1.12 Human rights and modern slavery (S1-1.20), (S1-1.21), (S1-1,22), and (S1-17)

B.3.1.12.1 Governance and organization.

Modern slavery is a topic which is of importance to different Global Functions, whose policies determine the actions required at both global and local or entity level. Legal and Compliance are responsible for ensuring that legal and ethical requirements are met, both within the organisation, and within any other contractual relationships.

- Compliance would investigate any concerns raised about any abuse of human rights;
- Human Resources look after the interests of employees;
- Procurement manages the selection, and ongoing management of suppliers;
- and the Corporate Social Responsibility (CSR) team helps manage the company's CSR strategy.

This cross-departmental approach ensures that risk related to human rights and modern slavery is considered throughout the company and that there are appropriate policies in place.

B.3.1.12.2 Material impacts, risks and opportunities related to modern slavery.

Modern slavery (forced labour & child labour)

Risks and dependencies	Opportunities
If Worldline fails to prevent illegal or improper employment conditions, such as forced labour and child labour, non-compliance with labour laws and human rights standards can lead to substantial fines, legal fees, and costly remediation efforts. Reputational damage from association with modern slavery can severely impact investor confidence, client relationships, and the ability to attract and retain talent.	N/A
Negative impacts	**Positive impacts**
If Worldline does not prevent illegal or improper employment conditions, such as forced labour and child labour, workers, particularly children, may suffer exploitation, abuse, and denial of fundamental human rights, including access to education, healthcare, and freedom. The negative impacts extend beyond the immediate victims to broader societal concerns about human rights and ethical business practices.	N/A

Related IROs
Modern slavery

B.3.1.12.3 Policies and targets related to human rights

Overall, Worldline's policies fall into two complementary areas :

- The Group policies, which establish the minimum standards which must be observed throughout the Group, for instance any legal requirements that are applicable to all legal entities regardless of the country of operation;
- Local policies, which reflect the needs of local legislation or operational needs.

Worldline Group policies are developed by the relevant Global team through a process of writing, review, consultation with workers' councils where applicable, and each have a sponsor to ensure that the tone from the top is maintained and the involvement and commitment of senior management is visible.

In a context of changing regulations, payment and digital companies are confronted with ethical, compliance, human rights and corruption challenges. In this regard, Worldline strives to endorse ethics and confidence in all its activities. Furthermore, all of these challenges are also examined within its value chain.

Humans Rights Policy

Worldline's Human Rights policy is a detailed policy giving an overview of human rights in a business environment. Its scope is Worldline as a company, all the Worldline employees as well as third parties working with Worldline. Its purpose consists in formalizing a general commitment to respect human rights and to comply with the international conventions on Human Rights. It has been approved by the Global Head of Ethics and Anti-Corruption, the Group head of Human Resources and CSR Officer. The policy is published internally and as well on Worldline internet pages and available for all external parties. It refers to employment practices: diversity and inclusion, non-discrimination, child labour/minimum age work, forced/ bonded/compulsory labour, freedom of association/collective bargaining and right to strike, health and safety, working conditions (including working hours), no harsh or degrading treatment/ harassment as well as the social impact on supply chain management and corruption and bribery. At local level, more attention is given to physical and mental health in the context of strenuous jobs. Worldline assessed the risk of potential Human Rights issues connected to our employees.

Worldline is determined to embed the respect and promotion of human rights into every function, role, and dimension of its business. As a signatory of United Nations Global Compact (UN GC) since 2016 which includes commitments to International Labour Organisation (ILO) conventions, Worldline ensures the protection of international labour rights in its organisation and its value chain and states that it is not engaged and has not been suspected/accused in any form of breaches on international labour rights. The Company supports and respects the principles of the Universal Declaration of Human Rights of 1948, the Council Directive 2000/78/EC of November 27, 2000 establishing a general framework for equal treatment in employment and occupation (hereinafter: 'the Employment Equality Directive'), the OECD Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business, and Human Rights, the ILO (87 or 98) Declaration on Fundamental Principles and Rights at Work, as well as UN International Covenant on Civil and Political Rights or UN International Covenant on Economic, Social and Cultural Rights.

It is more important for Worldline to ensure compliance with the following principles of labour rights in all its geographies given that 20,5% of its total employees in 2024 worked in sensitive countries (e.g. China, India, Singapore, United States, Indonesia, Hong Kong, Malaysia):

- Supporting and respecting the protection of internationally proclaimed human rights;
- Making sure that Worldline is not complicit in human rights abuses, including harassment;
- Upholding the freedom of association and speech and the effective recognition of the right to collective bargaining;
- Rejecting of all forms of forced and compulsory labour;
- Supporting United Nations Convention on the Rights of the Child and ensuring effective abolition of child labour.

Code of Ethics

The Worldline's human rights commitments are also set by its Code of Ethics.

B

Business Partner Commitment to Integrity Charter

Respecting Human Rights is integrated all along the Company's value chain through the Business Partner's Commitment to Integrity charter that is included in all suppliers' and partners' contracts (4.2 Management of relationship with suppliers (G1-2), including Payment practices (G1-6)). In this document, it is stipulated that they must not make use of child or forced labour, practice or support any psychological or physical coercion and must respect individual and collective liberties and comply with labour laws.

Adding to these policies as well many employment policies developed by the Human Resources teams.

The different above-mentioned documents introduce the right of any Group employee, stakeholder or partner to disclose behaviour or actions deemed inconsistent with the mentioned values and principles, through the Compliance alert system (More details available in section B.4.1.4 Corporate culture and business conduct policies).

Targets

Worldline has not had any reports of known or suspected modern slavery in its supply chains. The ability to investigate all Compliance Alerts in line with stated procedures and in a timely manner, so that action plans may be defined where required and implemented as quickly as is feasible, is of the utmost importance. (More details available in section 4.1.4 Corporate culture and business conduct policies)

In addition to the measures already deployed within Worldline, to address the risk of human rights and modern slavery, our key actions in 2025 will still focus on reinforcing awareness. On a larger time period, closer monitoring will be implemented.

B.3.1.12.4 Performance (S1-17)

Metrics	2024	2023
Number of incidents of discrimination, including harassment, reported in the reporting period	20	N/A
Number of complaints filed to National Contact Points for OECD Multinational Enterprises	0	N/A
Number of complaints filed through channels for people in the undertaking's own workforce to raise concerns (including grievance mechanisms), excluding those already reported above	40	N/A
Amount of fines, penalties, and compensation for damages linked to incidents and damages for the severe human rights incidents	0	N/A
Amount of fines, penalties and compensation for damages for severe human rights breaches (e.g. forced labour, human trafficking or child labour)	0	N/A
Amount of material fines, penalties, and compensation for damages as a result of the incidents and complaints of discrimination including harassment	0	N/A
Amount of material fines, penalties, and compensation for damages for discrimination including harassment	0	N/A
Number of severe human rights issues and incidents connected to own workforce that are cases of non-respect of UN Guiding Principles and OECD Guidelines for Multinational Enterprises	0	N/A
Number of severe human rights incidents connected to the undertaking's workforce in the reporting period	0	N/A
Nb of work-related incidents and/or complaints and severe human rights impacts within its own workforce and any related material fines or sanctions for the reporting period	0	N/A

B.3.1.12.5 Action plans related to human-rights

More details available in section B.4.1.4 Corporate culture and business conduct policies, which describes :

- Compliance Alert System, for information on the channels available for individuals to raise concerns at Worldline.
- The Code of Ethics' training, updated in 2024 with a specific dedicated section on Human Rights, providing better and deeper insight in this subject. Focus has been put as well on communication over the Company through multiple messages and posts in various languages of the importance Worldline assigns to Human Rights.
- Integrity line tool update

For Human Rights subjects through the global sustainable procurement strategy, more information available in section B.4.2.5. Actions related to sustainable procurement. In 2024, there were no cases of violation of severe human rights (Modern Slavery, Child Labour, Human Trafficking) reported within Worldline or its value chain.

In 2024, 20 cases of Harassment, Bullying, Discrimination were investigated. More information available in section B.4.1.4 Corporate culture and business conduct policies.

In addition to the measures already deployed within Worldline, to address the risk of human rights and modern slavery, our key actions in 2025 will still focused on reinforcing awareness. On al larger time perimeter, closer monitoring will be implemented.

B

B.3.2 Workers in the value chain (ESRS S2)

B.3.2.1 Material impacts, risks and opportunities and their interaction with workers in the value chain (ESRS 2 SBM-3)

Working conditions and Human Rights in the value chain

Risks and dependencies	Opportunities
Human rights violations and health and safety incidents among suppliers can lead to substantial fines and legal costs resulting from non-compliance with regulations. Supply chain disruptions caused by supplier instability or reputational damage can lead to increased procurement costs, delays in product delivery, and potential loss of revenue. Reputational damage from association with unethical labour practices can negatively impact investor confidence, client relationships, and the ability to attract and retain talent.	N/A
Negative impacts	**Positive impacts**
Workers may experience physical injuries, illnesses, psychological harm, and denial of fundamental rights, such as fair wages, safe working conditions, and freedom of association. These violations perpetuate cycles of poverty and inequality, undermining human dignity and social justice.	N/A

Related IRO
Mismanaged sourcing impacts (social)

There exists a potential risk associated with the mismanagement of sourcing practices. This risk could primarily revolve around the possibility of these vendors employing workers illegally or fostering a workplace culture that includes harassment or bullying. Such occurrences need to be addressed, not only because of their potential impact on our operational integrity and corporate reputation but, more critically, due to the inherent human rights issues involved.

The aforementioned risks could manifest in various ways: for instance, if a vendor were found to be engaging in illegal employment practices, we would face a need to swiftly terminate the contract. In most scenarios, sourcing a replacement vendor is feasible and can generally be accomplished without substantial delays, as most of our smaller vendors do not operate in a manner that is financially dependent on our company. Consequently, should the need arise to sever ties, our exposure to any significant reputational damage would likely be minimal but actions would need to be taken due to the severity of a fundamental obligation to uphold human dignity and respect within our value chain.

In terms of financial impact, the cost of replacing such vendors is projected to remain low. Notably, while there could be scenarios requiring up to 18 months to divest from a financially dependent vendor, these cases are rare exceptions rather than the rule. To secure a work environment that is free from abuse and exploitation, our proactive sourcing strategy encompasses rigorous vetting processes, ensuring that we collaborate with vendors who adhere to ethical employment standards and foster a positive work culture. This is developed in the section 3.2.3 Process to remediate negative impacts, channels for value chain workers to raise concerns (S2-3).

B.3.2.2 Policies related to value chain workers (S2-1)

Worldline has embedded its process to remedy negative impacts related to workers in value chain (human rights and health & safety risks) within its general **Sustainable Procurement policy**[1] and actions described in the section B.*4.4 Management of relationships with* suppliers of this report. The most senior level Worldline Group that is accountable for the implementation of this policy is Worldline Chief Procurement Officer. The policy is also sponsored by Worldline CFO. It is both for internal and external audience, as this policy as published on Worldline website.

These policies and their related procedures enable Worldline to monitor compliance with the UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work or OECD Guidelines for Multinational Enterprises.

Other policies from other departments complete these documents, such as the Business Partners Due Diligence policy, Workforce policy, etc.

As described in the section B.*4.4 Management of relationships with* suppliers of this report, Worldline has a ***Business partner's commitment to integrity***[2] charter, which summarizes the principles and actions all Worldline partners should comply with. Thus, it encourages suppliers to follow the principles of the United Nations Global Compact in the areas of human rights, labour, environmental preservation, and anti-corruption. All new suppliers and not only suppliers with a contract must agree with the principles of this charter thanks to the onboarding process. This charter is also annexed to supplier contracts as often as possible.

1 *https://worldline.com/content/dam/worldline/global/documents/brochures/en-wl-policy-document.pdf*
2 *https://worldline.com/content/dam/worldline/global/documents/reports/worldline-business-partners-integrity-charter.pdf*

B.3.2.3 Process to remediate negative impacts, channels for value chain workers to raise concerns (S2-3)

Sustainable procurement aims to ensure that suppliers respect human rights, labour law as well as environmental protection. These action plans respond to the material IROs identified in section B.3.2 Workers in the value chain (ESRS S2). All processes to manage Human right and health & safety in our value chain are embedded in the process put in place for suppliers risk due diligence and for ESG overall actions with our suppliers.

To be noted, EcoVadis assessment is used notably for its Human Rights pillar as far as this section S2 is concerned, but this assessment also provides other key information relating to the suppliers environmental and ethic performance.

Worldline is deeply engaged in the discussion with the suppliers on environmental and social dimensions. Nevertheless, Worldline does not have formalised yet a framework to ensure recuring direct dialogues with workers in the value chain or workers representatives.

However, through the whistleblowing tool, all workers in the value chain and works representatives can report human rights concern and this alter system is made available within the supplier charter systematically shared during suppliers discussion.
More details available in the human rights section in the chapter B.3.1.12 Human rights and modern slavery. That encompasses human rights processes for the supply chain.

More details available in section B.4.2 Management of relationship with suppliers ((G-1), including Payment practices (G1-6).

Action#1 - Ensure due diligence through its suppliers' risk assessments

In order to identify and assess material impacts and risks from its supply chain, Worldline has notably implemented a global vendor due diligence process. Its objective is to discover any corruption, ethical/ human rights abuse or risks associated with a vendor to ensure and maintain integrity within the supply chain in compliance with all anti-corruption and Duty of Care regulations.

Due diligence encompasses two sequential steps:

- First, a due diligence at vendor legal entity level (managed by the Procurement team);
- Second, a due diligence at engagement level (managed by the Third-Party Risk teams).

In this end-to-end process, Global Procurement team works hand in hand with Global Compliance and Global Third-party Risk team to ensure a consistent, smooth and systematic process implementation. All supplier legal entities are addressed through this process.

Procurement teams guarantee a proper risk assessment during the onboarding through a global and unique tool. This step is a prerequisite before entering into a contract with a vendor. It includes a phase of collecting and checking information from the vendor, as well as sharing with them Worldline's expectations in terms of CSR (such as relevant charters, regulations and United Nations principles), a phase of checking the vendor against international databases (financial stability, sanctions lists and PEPs, etc.), and a phase of mapping the risks inherent to the vendor country and the category of purchase (industry). Thanks to these different batches of information, the Procurement team can set a risk scoring on the vendor (low, medium, or high) according to predefined criteria to potentially trigger additional approval workflow and decide whether to continue with this vendor, whether it is acceptable to work with a particular vendor. It also enables tailored risk investigation and mitigation actions depending on the risk level and on the risk type.

Another risk assessment phase takes place at the engagement level (to better manage risks relating to the product or service provided by the supplier, i.e. outsourcing, security, data protection, business continuity and money laundering risks). This step is managed by the Global Third-Party Risk team in coordination with the Procurement and Compliance teams. This process notably enables us to comply with the European Banking Authority (EBA) requirements by providing a registry of outsourcing services and identifying critical outsourcing, or the new DORA regulation.

Action #2 - Engage strategic suppliers to improve their CSR performance

To assess the CSR practices and mitigate the ESG risks of its Strategic suppliers, Worldline has implemented its own EcoVadis supply chain platform, inviting its Strategic suppliers to get assessed by the extra-financial rating agency EcoVadis and to share their scorecard in the Worldline platform. As soon as a supplier is identified as strategic by the buyer, the invitation from EcoVadis platform is triggered. This platform enables a closer and real-time monitoring of supplier ESG performance and support Worldline and suppliers with poor ratings in the elabouration of Corrective Action plans to improve.

As part of its TRUST 2025 programme, Worldline must reach 90% of the spend done with strategic suppliers covered by an EcoVadis rating, and 100% of suppliers rated below 45/100 must be encouraged by Worldline to implement action plans to increase their CSR performance. This intermediate step is essential before any breach of contract, in a continuous improvement approach. However, if a supplier refuses to participate in an EcoVadis' assessment or is not willing to cooperate with Worldline to improve its CSR performance, this supplier risks losing its contract with Worldline eventually. An escalation plan is in place to take measures in this regard, including on-site audit as an ultimate option to mitigate risk for relevant supplier activities such as hardware manufacturing.

Action#3 – Develop dialogue and communication channels with suppliers

The implementation of Worldline Sustainable Procurement strategy also entails a deepened dialogue with strategic suppliers. In 2024, Worldline Procurement team organize a dedicated CSR training for strategic SMEs to support and encourage their CSR improvement plans and/or extra-financial assessments, but also, more specifically, the setting of their carbon footprint reduction objective and NetZero commitment.

In parallel to this event, Worldline has continued to conduct one-to-one interviews with specific suppliers on CSR topics, especially with poor EcoVadis performers (=<45/100). A series of interviews with strategic suppliers was also conducted in H1 2024 to initiate the supply chain carbon footprint reduction plan.

In 2024, Worldline carried out its first on-site CSR audit, as an escalation action, at the premises of one of its terminal manufacturer suppliers. The audit concluded that there were no major non-conformities or human rights violations. In addition, Worldline also launched in 2024 a new communication channel with Worldline's subcontractors to monitor the respect of their Human rights and health and safety. This channel took the form of a workers survey initiative, sending a satisfaction survey to all Worldline subcontractors having access to Worldline system.

B.3.2.4 Taking actions on material impacts on value chain workers and approaches to managing material risks and pursuing material opportunities related to value chain workers (S2-4)

The effectiveness of the actions related to respect of Human rights within the value chain is reflected by the following KPIs table. The Trust 2025 targets for Sustainable Procurement have been set involving Worldline CPO and the CSR Officer, following a proposition from the Procurement team dedicated to Risks, Compliance and Sustainability based on market best practices. The setting of these targets and the tracking of performance did not involve Worldline own workforce or workers' representatives. The methodology used to define these targets was to focus on a list of strategic suppliers at parent company level to strengthen communication channel and leverage these partnerships to level up CSR standards. This strategic suppliers list must represent at least 60% of the total spend. The scope is the total spend of all Worldline entities.

The target and the results are monitored and reviewed on a monthly basis together with the procurement spend update. It enables Worldline to ensure that the progress is in line with what had been initially planned.

Metrics	Scope	2024	2023	Target 2025
Target Trust 2025: Percentage of expenses assessed by EcoVadis (out of the strategic supplier expenses).	Group	95.3%	91%	92%
Target Trust 2025: Percentage of suppliers evaluated by EcoVadis with a score below 45 which are encouraged to have an action plan to solve critical findings identified.	Group	100%	100%	100%
Percentage of strategic suppliers evaluated by EcoVadis	Group	86.6%	86%	-

In 2024, Worldline increased the representativity of its strategic suppliers spend out of the total spend, while facing significant changes in the strategic suppliers list. 143 strategic suppliers at ultimate company level (parent when it exists or legal entity) have been listed and the spend done with strategic suppliers represented 63% of the total Worldline spend. In this context, Worldline exceeded its TRUST2025 target to reach 95% of its strategic spend covered by an EcoVadis assessment, representing 86.6% of the strategic suppliers in terms of number . The average score of Worldline suppliers assessed is 66.1/100, which is above rating average of all companies assessed by EcoVadis globally. 100% of the suppliers rated below 45/100 in one of the EcoVadis pillar or in the overall rating have been encouraged to have an action plan to solve critical findings identified.

To be noted, 6 EcoVadis scorecards have a human rights pillar with a rating below 45/100, which Worldline qualifies as severe human rights issues /incidents connected to its supply chain. No Worldline alert was raised on suppliers side in 2024.

B

B.3.3 Consumers and end-users (ESRS S4)

B.3.3.1 Process to engage with end-users and channels for consumers and end-users to raise concerns (S4-2) and (S4-3)

We identified the potential negative impacts as follow:

- Failure to give inclusive access to all to WL products and services (cases of discrimination);
- Enabling access to online payment for excluded market segments;
- Cloud services disruption;
- Personal Data breach;
- Information Security – social engineering.

Therefore, Worldline has developed different actions to come in contact with its end-users to be aware of any concern and/or comments they might have towards the challenges they face:

- Plateform resilience;
- Data protection.

These are entity-specific topics for Worldline regarding Consumers and end-users.

Worldline, having only indirect relations with its end-users. The clients that are indeed in relation with the end-users are assuming the process to engage and or to raise concerns.

B.3.3.2 Platform resilience

B.3.3.2.1 Material impacts, risks and opportunities, links with business model and strategy related to platform resilience (S4.SBM-3)

Platform resilience

Risks and dependencies	Opportunities
In the event of service unavailability or disruption affecting internal or external business operations, such as cloud service outages, Worldline may face potential direct revenue losses due to operational downtime. The severity of the impact is directly related to the duration and scope of the disruption. Additionally, there are risks of indirect losses, including client dissatisfaction, negative impacts on reputation, and potential contractual penalties for failing to meet SLAs.	N/A
Negative impacts	**Positive impacts**
In the event of unavailability or disruption of Worldline's services for external business activities, the dependency on cloud services means that a single point of failure can cascade throughout the entire payment ecosystem, impacting multiple stakeholders, including customers and end-users. Consequently, Worldline's customers may face similar financial risks as Worldline, including direct revenue losses, harmed company's brand image, and potential contractual penalties.	N/A

Related IRO
Cloud services disruptions

B.3.3.2.2 Policies related to access to platform resilience (S4-1)

As a leader in the payment sector in Europe and a large employer in these markets, Worldline has a strong responsibility regarding business continuity and resilience towards its stakeholders.

Worldline has implemented a resilience approach to ensure proactive measures are in place, aligned with both business and technology strategies, to ensure business continuity plans and regularly testing them across various scenarios, in line with international standards (ISO 22301 Business Continuity Management Systems).

The primary goal is to ensure Worldline's ability to respond promptly to major disruptions while also protecting its reputation, people and customers. Business Continuity is focused on developing and managing plans and solutions to safeguard its people, processes, premises, technologies, and reputation. Through a resilient framework in both business and technology, Worldline ensures operational continuity while prioritizing excellence and protection its reputation.

As a standard holistic management process, the BC & Resilience policy provides a framework for building operational resilience with the capability for an effective response that safeguards the interest of its key stakeholders, reputation, brand and value-creating activities.

Being a key priority within Worldline, Resilience is supported by senior management. It also involves all departments' contribution and is driven by a resilience community of experts and key competencies

Worldline commits to:

- **Service availability:** resume (critical) business functions and the resources that supports them within the agreed timeframe with each customer (and according to service level agreements defined in contract);
- **Response time:** respond to and mitigate the impacts of disasters and crises in a timely and effective manner (and according to service level agreements defined in contract);

- **Confidence:** ensure confidence of customers in Worldline ability to handle disruptions and prevent damage to Worldline reputation in a harmonised way;
- **Resilience Compliance:** ensure regulatory compliance and alignment with best practices. In a context of a geopolitical evolution and evolving external threats, the need for heightened monitoring and proactive response is becoming key to anticipate and mitigate potential impacts.

The BC & Resilience policy is applicable to all Worldline Group entities (including Joint Ventures) and is compliant with the ISO 22301 International standard. Based on risk analysis assessment, BC strategy aims at covering various scenarios.

To ensure end-to-end resilience approach, Worldline has a comprehensive Resilience and Business Continuity Framework, with a focus on:

- Business Recovery and strategy;
- Technology and ICT resilience;
- Vendor and partner Resilience;
- Crisis Leadership and testing.

B.3.3.2.3 Performances and targets (S4-5)

KPI related to platform resilience	2024	2023	Target 2025
Target Trust 2025: Net promoter score	30	42	52
Target Trust 2025: Quality score – Platforms' services availability & response	99.9908%	99.9917%	99.99%
Target Trust 2025: Quality score – Contracts' services availability & response	99.9970%	99.9956%	99.99%
The number of complaints received from consumers and/or end-users during the reporting period[22]	N/A	N/A	N/A

To ensure a fast, efficient and coordinated response in case of crisis, a Global Crisis Management instance aims at coordinating the response with key stakeholders and partners and to ensure business continuity of Group's service. Regular awareness and simulations are regularly conducted.

To respond to a crisis scenario, Worldline uses an external alerting suite to ensure resilient communication and that Crisis management teams can implement the process validated at Worldline Group level in a timely and effective manner. Such process can include the mobilisation of Crisis Management Team (CMT) at global and local levels, in charge of coordinating and managing the crisis.

While our TRUST 2025 KPI on quality focuses on large-scale clients rather than individual end-users, we maintain a robust and dedicated with client relationship management framework ensuring clear communication, responsiveness, and tailored support throughout the partnership lifecycle.

For the TRUST 2025 target information, more details are available in section 1.2.3. Integration of sustainability-related performance in incentive schemes (GOV-3) to section Policies.

The objectives are defined in the Trust 2025 programme, in line with the doubble materiality analysis and the company's business model. The company focuses on objectives that are aligned with its strategy.

B.3.3.2.4 Actions regarding platform resilience (S4-4)

Action #1 – Resilience and Business continuity Management System

To ensure business continuity, Worldline has implemented a comprehensive framework to help effectively manage potential disruptions, reduce their impact, and swiftly recover from them. By adhering to ISO 22301, Worldline demonstrates its commitment to maintaining robust business continuity practices and ensuring the reliability of its services.

The framework meets ISO 22301 approach as well as industry best practices. Thus it provides a structured approach to business continuity management, encompassing several key topics:

1. Business Impact Analysis (BIA) and identification of critical services:

- Identification of critical business functions, interdependencies, and critical resources required to operate at an acceptable level;
- Evaluation of the impact from different angles (financial, reputational, contractual, legal, regulatory) in case of activity disruption
- Evaluation of risks resulting in business interruption and analysis of the potential impact.
- Prioritization of activities and associated resources recovery based on impact assessment and specific requirements (SLAs)

2. Business Continuity Strategies and plans:

- Development and implementation of strategies to ensure the prioritized continuity of activities
- Ensuring key continuity actions and practical information are defined and formalized within continuity plans
- Ensuring business requirements are reflected within the Information and Communication Technology Disaster Recovery (ICT DR) solutions and plans ;
- Implementation of fast mitigation response and recovery actions. Activation of crisis management strategies and coordination.

3. Resilience test program:

- Review of detailed Business Continuity Plans (BCP) and implementation through regular training, drills, and simulations;
- Regular testing of the ICT DR and BC solutions to identify gaps and improve their effectiveness;
- Testing implemented recovery and crisis management strategies to ensure their effectiveness.

4. Monitoring and assessment:

- Continuously monitor the performance of the BCMS through resilience key performance indicators (KPI), supported by Senior Management oversight and abitration as part of BC steering committees
- Conduct regular reviews to ensure compliance with ISO 22301 and alignment with BCMS
- Continuous monitoring of ICT DR solutions and linked effectiveness to update continuity plans and solutions based on lessons learned and technological advancements.

By following these different steps, Worldline BCMS ensures a continuous improvement of its business continuity and resilience program, for operational continuity as well as ICT DR resilience.

Worldline BC & Resilience policy is certified ISO22301 and applies to specific scopes.

Action #2 - Operational Resilience for the Olympic and paralympic Games

For numerous companies in France, the Paris 2024 Olympics and Paralympics Games represented an exceptional event to cope with.

Considering the overall market expectations and visibility, Worldline has adopted exceptional measures to support this unique moment and associated challenges.

In preparation for the 2024 Olympics and Paralympics Games, Worldline implemented dedicated resilience measures considering the following topics:

- Platform resilience: as an exceptional event, the Olympic Games was considered as a critical period considering the market visibility.
- Reinforce Sites and datacenters ***protection***: reinforcement has been put in place to ensure a higher protection level against potential threats, in line with local authorities' recommendations.
- Employees' safety: remote working strategy adapted to align with government recommendations. Additionally, follow-up was made regarding travel protocols
- Cybersecurity: reinforced setup, cyber monitoring in collaboration with local authorities and partners
- Customers & Partners: as part of the peak period, specific complementary measures linked to the platforms' capacity were reviewed to ensure customers' expected transactions volumes could be handled. In addition, key contact points were identified and available during the whole period of the Games.
- Crisis management: preparation made to cope with potential threats to ensure fast activation and efficient response

During the Olympics and Paralympics Games, Worldline implemented a dedicated global command center to ensure a coordinated oversight and real-time monitoring of platform performance in liaison with partners and market ecosystem.

The command center was coordinated by Global Resilience and involved more than a hundred members from various activities and competencies including.

Thanks to the full mobilization of Worldline teams during the Games, services and platforms remained stable despite the increased level of threats linked to the exceptional event.

Action #3 - ICT resilience infrastructure

In order to deliver highly available services to its customers, Worldline has implemented a global framework at two levels to ensure business continuity regardless of context: first, a secure and redundant technical infrastructure and second, a monitoring team that is responsible for ensuring that applications, network and servers remain fully operational to deliver the services to its customers.

During 2024, Worldline conducted initiatives to ensure critical environments end-to-end resilience in line with best practices, through a comprehensive analysis involving platforms ecosystems.

In order to circulate key ICT resiliency skills and awareness, Worldline organized various sessions such as:

- Resilience tech webinars involving key members such as architecture department to cover strategic aspects such as cloud, hybrid cloud and exit strategies;
- Webinar series to promote ICT resilience cultrure, in particular for platform owners, cloud competency center and devops organizations

1. **Continuity by design embedded in Worldline's platforms**

Worldline ensures highly available services through a redundant system at multiple levels which includes robust base hardware (redundant components, RAID, etc.), sub-services running on several distinct servers, servers located in separate data centres, data centres located in different countries. This design allows high global resiliency, preventing a single element outage to generate unavailability of the global service. Worldline integrates the high availability requirement at the earliest design step of all platforms. In the case of a breakdown, traffic is directed to another available site, ensuring that users can always reach an available service. Similar redundancy principles are applied for servers, databases and storage, to prevent any single point of failure. Data replication ensures that business continuity can be achieved, with several technologies available depending on the RTO/RPO (Recovery Time Objective/Recovery Point Objective).

2. **Continuous monitoring & testing processes to ensure highest possible platform availability**

Regular tests to verify the redundancy effectiveness and the robustness of the platforms. Security audits, penetration tests and scans are regularly performed for each key component of the Company's infrastructure to check the redundancy effectiveness and the robustness of the platforms. Moreover, a patching process is in place to ensure state-of-the-art software, and to cover the security risks detected by the software vendors or open-source community.

Monitoring of Worldline data centres and services delivered to its customers by a 24/7 First Line Support team and fully automated and industrialised processes. The First Line Support team receives training to obtain a broad range of technical skills. The team is dispatched on two different sites to ensure a non-stop service in case of major disaster and provided with reliable monitoring tools to:

- Ensure the permanent follow-up of the correct availability of the customer services;
- Fix any incident with a maximum of autonomy in accordance with the Service Level Agreements (SLA) defined with customers, notably thanks to monitoring tools that enable to analyse information received in a global context and then predefine a procedure to be applied;

- Track all the incidents and report to the management, notably thanks to the monitoring tools that enable to automatically detect and send to a centralised tool any risks of potential dysfunction, any alert or action launched;
- Coordinate with the second Level Support teams if needed.

Eventually, Global IT Disaster Recovery testing plan is implemented to monitor overall testing effectiveness in line with Worldline platforms continuity targets.

Platform ICT DR tests are organized to ensure the coverage of various technological disaster scenario at different complexity levels. . To keep improving and steering the overall ICT DR strategy, regular reporting updates areshared with senior management and to the Executive Committee as part of a dedicated BC & Resilience dashboard.

Action #4 - Preparing for the DORA regulation

In a context of rising digitalization and multiplication of regulation for the financial sector to manage systemic risks, a new EU regulation DORA (Digital Operational Resilience Act) will enter into force on January 17th, 2025. Worldline is addressing the new requirements to comply to the new regulation with focus on regulated entities. A program is set with focus on: ICT framework, ICT Third Party risk management, Advanced testing, Regulatory and incident Management.

As part of the various ICT resilience initiatives, Worldline global DORA program is driven by reinforcing the overall strategy, measures and controls linked to its critical environments, while remaining aligned with the regulatory requirements.

This alignment leverages Worldline's existing ICT resilience and best practices while positioning the organization as a leader in operational resilience within the industry.

By actively pursuing these initiatives, Worldline is not only ensuring compliance with DORA but also demonstrating a firm commitment to operational resilience. The continuous enhancement of our infrastructure, processes, and testing methodologies reinforces our ability to meet the highest standards of resilience, security, and availability.

These efforts position Worldline as a leader in operational resilience, capable of navigating future challenges with confidence while safeguarding the reliability and continuity of our services.

B.3.3.3 Data protection on all the value chain (entity-specific sustainability matter)

B.3.3.3.1 Material impacts, risks and opportunities, links with business model and strategy related to data protection (S4.SBM-3)

Data privacy of end-users

Risks and dependencies	Opportunities
Data breaches, whether caused by malicious actors or internal failures, lead to substantial direct costs, including incident response, investigation, data recovery, and legal fees. Reputational damage from a data breach can severely impact investor confidence, client relationships, and the ability to attract and retain customers. Regulatory fines and penalties for non-compliance with data protection regulations can significantly impact profitability.	N/A
Negative impacts	**Positive impacts**
In case Worldline does not implement effective data privacy and information security measures to prevent end-user data breaches, end-users may be exposed to violations of their privacy. Data breaches expose sensitive personal information, violating users' privacy and leading to identity theft, potential financial loss, and emotional distress.	N/A

Related IROs
Personal data breach
Information Security - social engineering

Every day, Worldline processes large volumes of personal data for its own use and on behalf of its customers. As a fundamental right, personal data, used in the day-to-day business from both Worldline's customers and employees are managed to comply with the strictest applicable regulations. Worldline also leverages the stakes raised by the increasing processing of personal data as a differentiating criterion, thereby guaranteeing a high level of protection to its employees' and customers' personal data. In this regard, Worldline complies with data protection regulations, limits to the strict minimum required the processing of personal data for the running of its operations.

Consistent with this approach, Personal Data Protection was prioritised among the four most significant sustainability business risks identified by Worldline.

B.3.3.3.2 Data protection policy (S4-1) and targets (S4-5)

The Group data protection policies are owned by the Worldline Group Data Privacy Office. Local data protection officers can be involved in drafting and reviewing the policies where necessary.

All Worldline Group data protection policies must be approved any endorsed by defined approval bodies, specifically:

- At Group level, the approval body is the Compliance and Data Protection Committee;
- For Worldline regulated entities, the approval body is the board of director of each entity;

- For other Worldline entities, the approval body is the person(s) who has authority to approve a policy and for ensuring proper implementation.

Once approved and endorsed, the Group data protection policies will be communicated to all Worldline employees via internal communication channels such as newsletters, Intranet and the data protection SharePoint.

The first pillar of data protection is the Worldline Data Protection Policy that sets up protection principles based on the provisions of the EU General Data Protection Regulation (GDPR). The policy is compulsory for all Group entities and their employees.

To identify, mitigate and monitor data privacy risks, Worldline follows the data protection assessment process defined within the Worldline Data Protection Assessment Policy.[1]

Additionally, in the event of a personal data breach, Worldline Personal Data Breach Policy outlines the procedures and steps to be followed and how to handle such personal data breach, especially with regards to applicable data protection laws. This policy is also designed to ensure that the organization responds quickly and appropriately to any personal data breaches, to minimize any potential damage.

In case a data subject has a complaint or a request regarding their data privacy rights, they can contact Worldline's data protection officer in charge at any time via the dedicated web form or the contact details listed in Worldline's Privacy Notice. All valid data subject requests and complaints shall be handled in accordance with the framework set out in Worldline Subject Request Policy and applicable data protection laws.

Worldline only retains personal data for as long as necessary or as required by laws. The Worldline Personal Data Retention Policy describes the organization's obligations as well as key principles and methods around data retention and subsequent deletion of personal data which are no longer required.

Worldline's data protection procedures are also managed within Worldline Security policy, which supports incidents risk mitigation.

The Group security organization has defined a set of Global Security and Safety policies, standards, guidelines and mitigating measures to address the security and cyber-attack risks. It encompasses notably protections against DDoS (Distributed Denial of Service) & ransomware attacks, ongoing monitoring of vulnerabilities & obsolescence, awareness sessions for all employees. Further to that action, Worldline also benefits from its own Cyber Defense Center which ensures a permanent monitoring of potential threats.

Furthermore, Worldline's suppliers are also compliant with the GDPR and are contractually obliged to comply with it and the privacy standards.In case of an intentional action leading to a data breach, disciplinary actions are foreseen by the Code of Ethics. The objectives are defined in the Trust 2025 programme, in line with the double materiality analysis and the company's business model. The company focuses on objectives that are aligned with its strategy.

Furthermore, the internal audit planning also covers data protection by performing audits every year locally and globally.

Worldline Data Protection commitments

Worldline structured its data protection policy to focus on and achieve the following commitments:

- Ensure data protection as standard in Worldline solutions to address data protection already during the design stage. Defined procedures ensure that "Privacy by design" is embedded in all processing of personal data by Worldline and as early as possible. As a result, Worldline implements data protection by design and by default, considering the nature, scope and context of the processing activity as well as possible risks and state of the art technologies;
- Achieve 100% of Compliance Assessment of Data Processing performed on active processing activities to ensure adequate measures to protect personal data in Worldline's systems. The deployment and use of practical and effective tools such as Compliance Assessment of Data Processing has allowed Worldline to comply fully with its data protection obligations. Worldline assessed the overall inventory of processing activities and already covered most of these by Compliance Assessment of Data Processing. In 2023, 88% of all processing activities have been covered by Compliance Assessment of Data Processing;
- Answer to 100% of data subject' request in time and in compliance with Worldline privacy policy by 2025 (part of Trust 2025 commitment). The rolling out of a dedicated tooling monitoring data subject request has enabled Worldline to better operationalise, streamline and harmonise a centralised intake process. In 2023, 99.6% of data subject rights have been answered in time.

In 2024 Worldline managed all complaints, data subjects' requests and data breaches, following the internal data protection processes in time thus fully complying with the data protection regulations. No fines were imposed on Worldline nor any investigations by a data protection authority occurred.

Based on Worldline's Trust 2025 targets, the data protection department is focusing on actions that will improve the data subject requests management process and is working towards a better protection of personal data. They are measuring the effectiveness of all actions through the KPI down below. The intended outcome is for Worldline to protect all personal data for customers and people using Worldline services.

1 *SASB TC-SI-230a.2*

B.3.3.3.3 Performances and targets (S4-5)

KPI related to data protection	2024	2023	2025 target
Target TRUST 2025: Percentage of data subject' request answered in time and in compliance with Worldline privacy policy	99.76%	99.6%	100%

For the TRUST 2025 target information, more details are available on section 1.2.3. Integration of sustainability-related performance in incentive schemes (GOV-3) to section Policies.

- Regarding the two metrics required by the SASB Standard :"Number of users whose information is used for secondary purposes" [1];
- "(1) Number of law enforcement requests for user information, (2) number of users whose information was requested, (3) percentage resulting in disclosure " [2].

The two metrics have not been reported as they fall outside the scope of Worldline. The first one does not apply to Worldline as it does not carry out processing based on secondary purposes. The second one mainly concerns companies based in the United-States and/or where American privacy laws apply.

Regarding the percentage involving personally identifiable information (PII) (Description of approach to identifying and addressing data security risks, including use of third-party cybersecurity standards), as Worldline is internally monitoring the number or personal data breach in accordance to the GDPR, therefore disclosing the percentage of personal data breaches (wider scope and a different meaning from the GDPR's definition) in which personally identifiable information (PII) would constitute a second and potentially conflicting reporting which does not appear to be relevant as the number of personal data breach is already internally monitored and duly recorded.

Regarding the number of users affected ((1) Number of data breaches, (2) percentage that are personal data breaches, (3) number of users affected)[3], Worldline does not report this specific information. As a matter of fact, Worldline mainly acts a data processor and has not access to users. As it is acting mainly in this capacity, any obligation to disclose the number of users affected lies with its customers such as merchants or financial institutions acting as data controllers.

Regarding "Total amount of monetary losses as a result of legal proceedings associated with user privacy " [4] , devoted to the total amount of monetary losses as a result of legal proceedings associated with user privacy, Worldline did not disclose this information as being too sensitive.

Regarding the list of countries where core products or services are subject to government-required monitoring, blocking, content filtering or censoring (List of countries where core products or services are subject to government required monitoring, blocking, content filtering, or censoring), [5]it is not disclosed by Worldline yet.

B.3.3.3.4 Actions regarding data protection on all the value chain (S4-4)

To demonstrate Worldline's commitment to data protection and privacy, ensuring that personal data is handled responsibly and in compliance with relevant laws and regulations, Worldline has been taking several actions as outlined in its Data Protection Statement and related policies, specifically:

Action #1 – Establish Worldline data protection organization

Worldline has established a network of data protection officers and coordinators at group, business line and local entity levels, led by the Worldline Group Head of Data Protection, reporting directly to the Group Chief Compliance Officer. Close collaboration and regular exchanges within this network of data protection officers and coordinators ensures governance for the data processing of both Worldline's employees and its customers. This network of data protection officers and local coordinators aims to support the implementation of privacy law and policies in all activities: in the daily routines, assessments, recording processing activities, both at group and local level. Thus, Worldline manages the data protection of its organisation led by the Group Head of Data Protection, to assure overall compliance to data protection regulations and a reporting to the highest management level.

In case of any privacy issue or concern, Worldline employees have the possibility to contact the data protection officer dedicated to their legal entity. The list of data protection officers is mentioned in Worldline's Privacy Notice.

Action #2 – Set up and monitor data protection policies, processes and guidelines in line with data protection principles

Worldline ensures that all its activities, which involves the processing of personal data, at all times comply with GDPR principles, ensuring that data is processed exclusively in accordance with client instructions. Worldline has established data protection policies, processes and guidelines that provide guidance and list all requirements needed to ensure compliance with data protection laws, especially with GDPR. This ensures that personal data is adequately protected across the company.

To ensure data protection as a standard in its solutions, Worldline addresses privacy considerations from the product and service designing phase, illustrating its compliance with the GDPR requirements of privacy by design and by default. A range of security measures to protect IT systems and physical security measures are implemented at sites. This includes technical and organizational measures to safeguard personal data against accidental loss, unauthorized modification, disclosure, and malicious or illegal access.

1 *SASB TC-SI-220a.2*
2 *SASB TC-SI-220a.4*
3 *SASB TC-SI-230a.1*
4 *SASB TC-SI-220a.3*
5 *SASB TC-SI-220a.5*

Worldline maintains a documentation of all data processing activities to ensure traceability and compliance. Personal data is processed exclusively in accordance with client instructions and for no other purpose and is documented in a dedicated registry of processing activities.

The Worldline data protection organization periodically reviews and updates the data protection policies and processes to reflect changes in applicable laws, regulations, and regulatory guidance.

Action #3 – Enhance data privacy awareness within the Worldline Group

To further enhance data privacy awareness, Worldline conducted a comprehensive training overhaul in 2024, increasing mandatory training frequency and expanding the training curriculum to include new privacy topics relevant to recent regulatory changes. This ongoing training initiative will continue through 2025, with additional modules planned for emerging challenges such as artificial intelligence and personal data transfer outside the EEA.

1. **Tracking and Assessing Effectiveness of Actions and Initiatives**

Worldline systematically tracks the effectiveness of its data protection initiatives through a combination of metrics and internal audits. Each DPO prepares reports that evaluate compliance levels within their respective areas, including any breaches and corrective actions taken.

2. **Planned Actions for 2025**

The Worldline Global Data Privacy Office has developed a roadmap with a focus on several key areas:

Continued implementation and refinement of legal mechanisms to facilitate smooth international data transfers while ensuring compliance with regulatory standards. Data Limitation: Initiatives aimed at minimizing the data collected and processed to only what is necessary for business operations, reducing the risk of data breaches.

AI Governance: Establishing comprehensive governance frameworks for the use of artificial intelligence in data processing, ensuring ethical and compliant use of AI technologies while protecting consumer interests.

B

B.4 Governance (G1)

B.4.1 Governance and Business Conduct (G1-GOV1)

The Group presents in this section the main risks and opportunities identified in its Double Materiality Risk Map with regards to Corporate Culture and more specifically Ethical Business Conduct issues.

B.4.1.1 General principles

The Worldline Group Compliance Policy sets forth the principles regarding to the positioning and governance of the Compliance Function at Worldline Group. The Compliance Function assists Worldline to carry out its mission with integrity and in accordance with applicable legal and regulatory requirements and the highest ethical standards.

The Policy reflects the compliance organization under the Secretary General. The updated Policy provides not only details on the Group and Local Compliance Function's organisation, but also on the Board and Top Management roles and responsibilities. Worldline Group has the following objectives related to Compliance:

- Preventing and mitigating of Compliance Risks;
- Embedding in all its activities, Worldline is compliant with rules and ethical principles applicable to the company and aligned with Worldline's Code of Ethics, Integrity policies and Compliance policies;
- Establishing and maintaining effective Compliance management and control systems, including monitoring and reporting;
- Promoting a culture of Compliance and integrity within Worldline, its business and its employees.

The aim is to prevent loss of integrity, as well as financial, legal and reputational damage and also to protect each company within the Worldline Group and/or one of its employees from prosecution or sanctions due to non-compliance with rules. Worldline's Compliance Function acts as part of the second line, within the three lines model used within Worldline.

This three-lines-of-defence structure is in place in all countries where Worldline operates and can be defined as follows:

- **Front line staff and management in operations and support functions.** Internal control and systems as well as the culture developed and implemented by these managerial units is crucial in ensuring compliance;
- **Risk management and Compliance Functions.** These functions provide the oversight and the tools, systems and advice necessary to support, challenge and monitor the first line in identifying, managing and monitoring risks and ensuring compliance;
- **Internal audit function.** This function provides a level of independent assurance such that the risk, compliance management and internal control framework works as designed.

B.4.1.2 Organisation (G1.GOV-1)

The increased importance of compliance subjects in the enlarged organisation, with more regulated entities, required an enforced team to ensure group and local compliance coverage. Expertise has been increased since November 2020 by assigning teams globally and on business line level to follow-up on key subjects: Financial security (money-laundering, sanctions, export controls), Data Privacy, Ethics, Anti-Corruption and Third-Party Management and Regulatory Compliance.

Changes made to the structure aim to achieve a clear and lighter reporting throughout all levels (entity, GBL, Group to Board), an improved connection with top management focusing on priorities and progress of the risk-based Compliance Programme, and a stronger involvement of the business and enhancing cooperation and alignment between first and second line, sharing achievements and future requirements on Compliance.

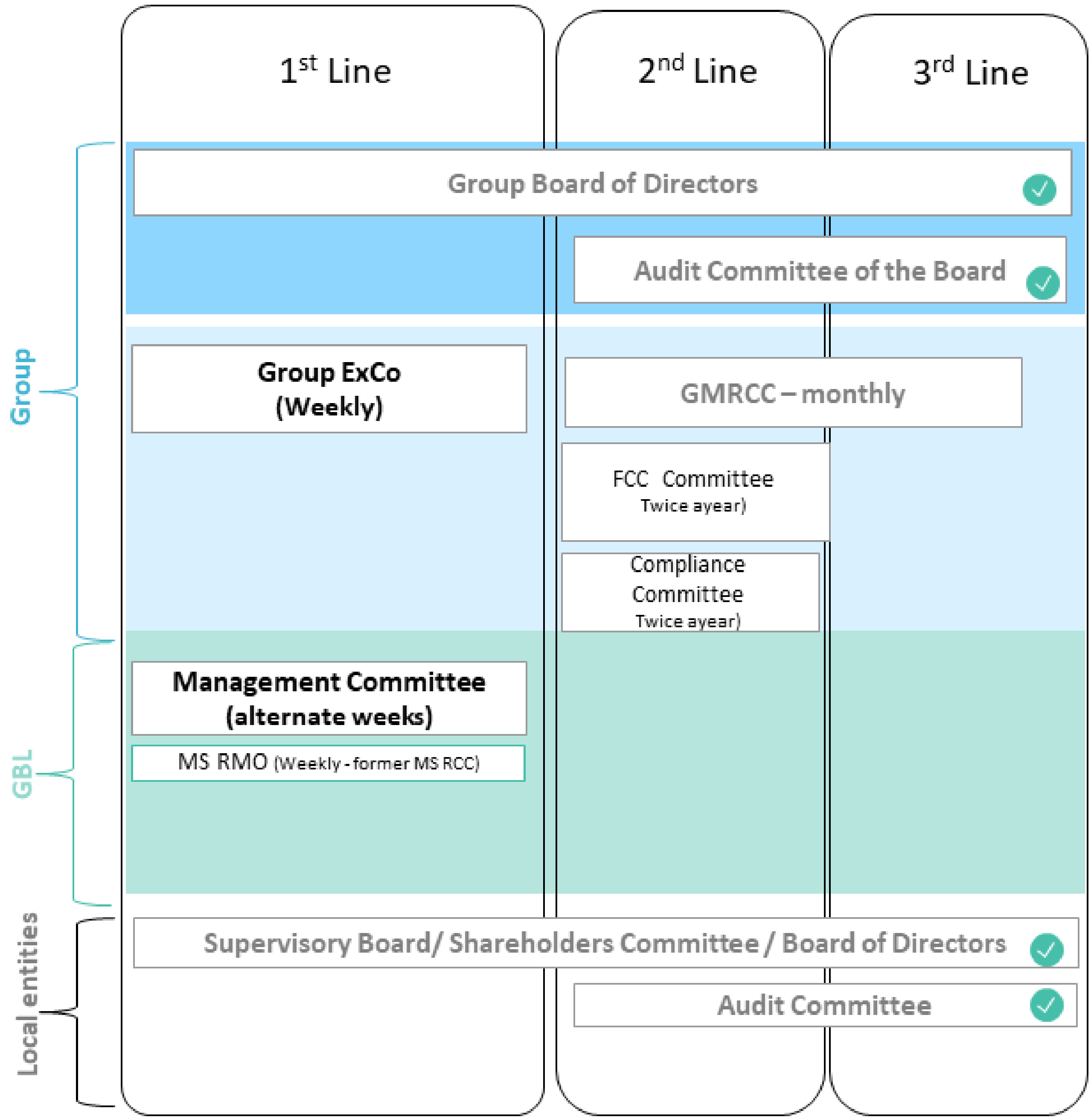
The **Global Head of Compliance** has a direct reporting line to Worldline General Council and direct access to the CEO for compliance issues. The Global Head of Compliance relies on experts at global and local level within the managerial units to deploy compliance matters across the Group. The bridge with the Legal and Contract Management department is made *via* regular formal and informal exchanges.

Meeting structures have evolved towards an extended Compliance structure on global level, reporting directly to the Worldline General Council and as such sharing Compliance topics with the highest level of management.

The Risk Management Committee and the GMRCC have been merged to streamline governance and reduce the frequency of meetings, resulting in a unified global Compliance Committee focused on group-level issues, with Executive Committee members invited to participate.

To ensure effective communication, alignment concerning information presented to Board and Audit Committees is maintained through appropriate representation and regular one-on-ones between GBL and Group leadership. The Audit Risk Committee has been discontinued, and a specific Financial Crime committee has been established and will operate separately, with its reporting line shifting from the Group Chief Compliance Officer to the General Secretary effective October 2024.

Changes made to the structure aims to achieve a clear & lighter reporting throughout all levels (entity, GBL, Group to Board), an improved connection with top management focusing on priorities and progress of the risk-based Compliance Programme, and a stronger involvement of the business and enhancing cooperation and alignment between first and second line, sharing achievements and future requirements on Compliance.



Legally Mandatory (dependent on entity)

B

B.4.1.3 Material impacts, risks and opportunities and their interaction with governance and business conduct (G1.SBM-3.IRO-1)

Corporate culture

Risks and dependencies	Opportunities
Inadequate dissemination of Worldline's corporate culture, stemming from insufficient empowerment, training, or specific contextual factors (e.g., P24), creates significant financial risks. The potential for insider threats, including theft, asset misappropriation, financial statement falsification, and unauthorized access to sensitive data or systems, leads to direct financial losses from fraudulent transactions and operational disruptions. These disruptions include business downtime, data recovery costs, increased security spending, potential regulatory fines, lawsuits (especially related to data breaches), and reputational damage impacting investor confidence and client relationships. The interconnectedness of these risks means that a single incident can trigger multiple financial consequences.	N/A
Negative impacts	**Positive impacts**
Inadequate dissemination of Worldline's corporate culture, stemming from insufficient empowerment, training, or specific contextual factors (e.g., P24), employees or individuals working for Worldline may experience a lack of purpose and diminished well-being at work.	A strong ethical culture, fostered through empowerment, training, and open communication, generates substantial positive social impacts.

Related IROs
Information Security - insider threat
Internal Fraud
Lack of empowerment and training regarding ethical practices

Protection of whistleblowers

Risks and dependencies	Opportunities
A lack of robust reporting mechanisms and insufficient safeguards against retaliation leads to undetected operational breaches, which can range from minor inefficiencies to major violations with severe legal and financial consequences. The lack of trust stemming from a failure to protect whistleblowers can damage the company's reputation, leading to loss of client trust, decreased investor confidence, and difficulty attracting and retaining talent. Furthermore, undetected breaches can escalate, leading to more significant damage over time.	Implementing clear reporting channels, guaranteeing confidentiality, and providing robust protection against retaliation will encourage employees to report potential misconduct early. This proactive approach minimizes the risk of operational breaches escalating into major incidents, thereby reducing financial losses and legal liabilities. Demonstrating a commitment to whistleblower protection enhances the company's reputation, builds trust with clients and investors, and strengthens its ethical standing.
Negative impacts	**Positive impacts**
A lack of robust reporting mechanisms and insufficient safeguards against retaliation discourages employees from reporting potential misconduct and lead to loss of employee trust and decreased morale.	Safeguarding confidentiality and providing robust protection against retaliation improves employee morale and engagement result from a culture of openness and accountability.

Related IROs
Protection of Whistleblowers

B.4.1.4 Corporate culture and business conduct policies

Code of Ethics

The Code of Ethics is the backbone of the Company's ethics. The Code makes a direct reference to Worldline Corporate Values, establishing ethical practices as the backbone of Worldline's business strategy: Innovation, Excellence, Cooperation and Empowerment. These principles imply that Worldline treats its employees as well as third parties with integrity, based on merit and qualifications, prohibiting any form of discrimination. The Code of Ethics also reminds employees the need to act honestly, impartially and with integrity in their day-to-day work, and in compliance with the legal framework applicable to each country where Worldline conducts its business. To this end, the Code of Ethics has been included in the employee's employment contract since 2011. Suppliers, partners and third parties who assist Worldline in its business activities must commit to respecting the principles of the Code.

The Code of Ethics and all related material are updated regularly to ensure compliance with the latest laws & regulations and continuous coverage of the company's ethical business risks.

The Code of Ethics introduces the right of any Group employee to disclose behaviour or actions deemed inconsistent with the values and principles of the Code of Ethics.

Worldline also has implemented a new whistleblowing mechanism for several years: The Integrity Line.

The Integrity Line is an external tool available to Worldline Employees, its Third Parties and all other stakeholders, to enable and encourage them to report their concerns. This system also covers the grievances claims.

More information available in the section below on Worldline Compliance alert system.

Compliance alert system

The Global Compliance Alert policy is compliant with the latest transposition of local laws while implementing the Whistleblower Directive (Directive (EU) 2019/1937). It also takes into account the latest guidelines of the French Anti-Corruption Agency.

The Global Compliance Alert policy:

- Gives more specifications on the admissibility and different steps to be followed;
- Provides an updated description on external reporting and public disclosure as well as the management of information.

Any case that falls under the Compliance Alert Policy is reported to the Global Head of Ethics and Anti-Corruption, who will report semesterly to the Compliance & Data Protection Committee an overview of the cases investigated. All governance matters as far as compliance is concerned are described in chapter D. Worldline risk management frameworkin this document.

Appropriate remedial recommendations following an alert investigation are determined in collaboration with the relevant stakeholders from the task force involved in the case analysis and reporting. These might include as well the improvement of internal processes and internal controls.

After maximum 1 year, a follow-up on the recommendations defined is performed. The Global Compliance Alerts policy gives an overview on how the Group acts on prevention, detection and reaction of compliance breaches including the protection of the person who is raising the alert. Roles and responsibilities are clearly set and guidelines on confidentiality and information management included. However, all alerts that reveal fraudulent behaviour, significant lapses or material shortcomings in internal controls can result in corrective measures and/or disciplinary measures and/or legal action.

To encourage its Employees, Third Parties and other Stakeholders to raise their concerns or report any violation of the Code of Ethics and values, Worldline is continuously improving its alert system. Over the past 4 years Worldline:

- Enhanced communication on the whistleblowing mechanism established. An e-learning on avoiding retaliation has been published and is accessible to all employees. Presentations have also been delivered to Human Resources and the managers to inform them of their roles in case of a Compliance Alert;
- Updated the Global Compliance Alert policy in regards of requirements of the Whistleblower Directive (Directive (EU) 2019/1937), and the latest guidelines of the French Anti-Corruption Agency (As described in section E.3.3.2);
- Redefined the KPIs related to Compliance Alerts to ensure effective monitoring * (As described in section E.8).
- Updated the application to improve user-experience.

According to the French legislation, regarding the alert system, any changes to the procedure/tool must be mentioned to the staff representatives as a minimum. Local requirements on social processes are followed for all countries. The policy is reviewed regularly and when changes are made, the Human Resources department is consulted.

Protection of Whistleblowers

The Compliance alert system has been established in line with the requirements of the French Data Protection Authority (CNIL) and the European Directive of December 2021. Line management, the Global Head of Ethics and Anti-Corruption, the local Whistleblowing Officers and Human Resources are points of contact for any employee raising an alert, ensuring that the rights of employees, and the sender or subject of the alert, are protected accordingly. The employee who raises the alert is assured complete confidentiality in relation to the alert. The employee shall not be subjected to any penalty or retaliatory measure or discrimination, provided that they acted in good faith and without the intention to cause harm, even if the events relating to the alert prove inaccurate or no action is subsequently taken. Disciplinary measures are taken against anyone who will try to impede, directly, or indirectly, the Reporter from raising its concerns. Anonymous reports will be considered, except if not permitted by local laws.

Alert Reporting

60 alerts highlighting breaches with Worldline's Code of Ethics have been deemed admissible. 100% of the alerts have been acknowledged with 7 days, they all have been acted upon and for 97 % of the alerts a specific investigation plan was defined within 2 months.

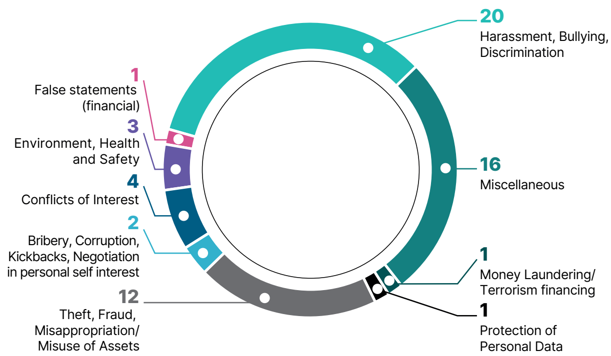
For 2 alerts it took longer than 2 months to establish the investigation plan due to their complexity.

20 alerts reported were related to Harassment, Bullying and Discrimination. None of the alerts have been identified as proven cases of Harassment, Bullying and Discrimination, however in some cases mediation or training has been given to the persons involved in order to improve tense situations.

No alerts concerning severe human rights violation, including cases for non-respect of UN Guiding Principles and OECD Guidelines for Multinational Enterprises, were raised through the whistleblowing mechanism. No complaints have been filed to National Contact Points for OECD Multinational.

No proven cases of corruption has been raised or detected through the whistleblowing mechanism. refer

Even if the Global Compliance Alerts policy is internal, the main areas of focus are published in the external Anti-Corruption Policy and the Code of Ethic.



	Received	Amissible Case Number - EQS	Non Admissible
External	2	2	0
Internal	69	58	11
Total	71	71	71

Specific Policies

In addition to its Code of Ethics and its Global Alert Policy -Whistleblowing, Worldline has implemented global policies in the following areas to cover the risks of unethical behaviour:

Policy	Description of key content	Description of scope	Description of level accountable for the implementation	Availability to stakeholders
Conflict of interests Policy	The Conflict of Interests Policy illustrates some of the different conflicts of interests' situations that an employee could face during their current work-life and the way to manage such circumstances	All Worldline employees	Compliance & Human Resources Function	Compliance SharePoint
Anti-Fraud Policy	The Anti-Fraud Policy sets out the position of Worldline, responsibilities, and actions regarding fraud, prevention, and what actions will be taken if fraud is suspected or detected. It aims to facilitate the development of a culture that supports the prevention of it, detection of, and appropriate response to fraud.	Worldline Group, its organizational entities, executives and third parties that have a business relationship with Worldline.	Compliance	Compliance SharePoint

Targets

To develop the trust of its stakeholders while processing financial and sensitive data, Worldline integrates business ethics as an absolute requirement and has no tolerance for unethical behaviour, be it within its organisation or in its supply chain. Such expectations are covered by Worldline's significant extra-financial "Ethics & Value Chain" gross risks, that structures this chapter and for which mitigation measures are described as follows. The Trust 2025 programme emphasises on the below objectives:

- 100% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified;
- 95.3% of total expenses assessed by EcoVadis out of strategic suppliers' expenses.

To achieve these two objectives by 2025, Worldline's action plan is threefold:

First, implementing a systematic segmentation of its supplier database to identify more accurately its strategic suppliers and have dedicated CSR expectations and monitoring towards them;

Second, integrating the CSR performance (assessed through the EcoVadis rating) as an integral part of the overall performance assessment for strategic suppliers by making the rating mandatory through contract clauses and further negotiations levers;

Third, setting minimum expectation score for strategic suppliers evaluated through the Ecovadis rating so that the supplier can continuously improve its CSR performance and reach an acceptable score as defined by Worldline and in accordance with EcoVadis' medals levels. In this regard, Worldline communicates its expectations towards low performer suppliers at least annually, and offers them support in defining an improvement roadmap, through dedicated one-to-one exchanges at the initiative of the supplier.

97% of alerts investigated and related actions plan defined within 2 months.

More details in the Trust 2025 targets are available in section B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)

More details available in B.4.2 Management of relationships with suppliers (G1-2), including payment practices (G1-6).

B.4.1.4.1 Actions related to business conduct

Action #1 – Training & Awareness

Awareness on ethical topics is a key component of a strong corporate culture.

The Company aims to disseminate the values and principles of integrity entailed in the Code of Ethics so that all its employees embrace them. To achieve this goal, Worldline provides a comprehensive and mandatory online training to all employees which is updated yearly.

Worldline imposes to all its new employees an e-learning on the Code of Ethics, regardless of their jobs function, country and hierarchical level. This training aims to ensure a better understanding of Worldline's Code of Ethics and promotes the adoption of fair practices daily.

The 2024 Code of Ethics training provided a focus on the topics of Respect in the workplace, Anti-Corruption, Fraud and Human Rights. In 2025, with the launch of the updated Code of Ethics, extra subjects will be covered such as dealing with third parties, health and safety, social media, fair competition, privileged information, donations and philanthropic activities, conflicts of interest, health and safety, corporate social responsibility (Environment & Human Rights including harassment and discrimination)

In 2024, 97% of Worldline employees completed the programme.

Internal communications are also provided to employees at their onboarding and through their life within Worldline. To this end, the Group has created a dedicated intranet page related to business conduct subjects (policies, useful contacts, sites, guidelines, templates, etc.) for all employees. A communication plan on business conduct and the prevention of corruption is also established every year.

In 2024, for the GDPR anniversary, the Ethics Day, and the Anti-Corruption Day, several webinars have been held. They provided more information to employees on specific subjects and increased the Compliance departments visibility.

The Compliance department also issued a global survey to assess employee's knowledge of the Compliance Ethics and Anti-Corruption subjects and processes along with a section allowing them to propose improvements on the Compliance department activities.

Action #2 - Automatization of conflicts of interests declaration

Worldline is continuously enhancing its program. Over 2024, Worldline has work on improving the automatization of the processes.This automatization will simplify the employee declarations. The aim is to suppress potential roadblocks and ensure a better overview of the conflict of interest over the entire Group. With this purpose in mind, the Compliance and IT teams along with Human Resources have worked on creating a conflict of interest declaration tool with an integrated workflow and audit trails.

In 2025, Worldline plans to deploy a new Conflict of Interest declaration tool to ease the employee declarations.

Action #3 - Compliance alert system and protection of the whistleblowers

In 2025 our actions on our alert system will focus on improving our process in order to prevent and detect any kind of potential penalty or retaliation or discrimination.

B.4.1.5 Prevention and detection of corruption and bribery (G3)

B.4.1.5.1 Material impacts, risks and opportunities and their interaction with strategy and business model (G3.SBM-3.IRO-1)

Corruption and bribery

Risks and dependencies	Opportunities
If there is misuse of power within the organization, such as offering or accepting bribes or engaging in corrupt practices, Worldline may suffer financial impacts. Loss of public trust can lead to decreased investor confidence, impacting access to capital and potentially reducing the company's valuation. Legal penalties, including fines and sanctions from regulatory bodies, can severely impact profitability. Increased regulatory scrutiny leads to higher compliance costs and potential operational disruptions.	A strong ethical culture, reinforced through comprehensive training and clear policies, reduces the risk of misconduct and minimizes the potential for financial penalties and reputational damage. Proactive risk assessments and due diligence processes help identify and mitigate potential vulnerabilities. This proactive approach can lead to significant cost savings by avoiding legal fees, fines, and reputational damage.
Negative impacts	**Positive impacts**
A culture that tolerates or facilitates such misconduct undermines trust in the organization, damaging employee morale and potentially fostering an environment of fear and intimidation. These practices can contribute to social instability and inequality, eroding public trust in institutions and undermining the rule of law.	A culture of integrity and transparency fosters trust among employees, clients, and stakeholders, enhancing morale and improving collaboration. Promoting ethical conduct contributes to a fairer and more equitable business environment, benefiting society as a whole.

Related IROs
Bribery, Corruption

B

B.4.1.5.2 Policies

As a signatory of the United Nations Global Compact since 2016, and with the appointment of Worldline to the Board of Directors of the Global Compact France in 2020, Worldline has implemented several internal policies and processes to prevent compliance risks such as bribery, corruption, violations of competition laws, export control laws, and fraud in general all along its value chain.

The policies outlined below are enforced across the Company. There have been no complaints from customers or suppliers regarding corruption. To proactively address this, following policies have been established and put into practice.

Anti-Bribery and Anti-Corruption policy (regarding gifts or benefits): Worldline Anti-Bribery and Anti-Corruption policy is organised by subjects and includes detailed examples of corruption situations. The subjects covered include gifts and invitation, dealing with governments & public officials, interaction with third parties, hiring people, contributions, donation and sponsorships, and facilitation payments. The policy is also supplemented by specific guidelines on how to deal with gifts & invitations. Internal fraud has been removed from the scope of this policy as it is covered in a standalone policy.

These documents apply all Worldline's employees and is accessible on the Compliance intranet.

The Compliance department is accountable for the implementation and communication of the Anti-Bribery and Anti-Corruption policy.

The policy is reviewed regularly and when important changes are made, the modification must be mentioned to the staff representatives as a minimum. Local requirements on social processes are followed for all countries.

B.4.1.5.3 Actions

Action #1 – Training and Awareness

The Anti-Corruption training is giving a generic context on the zero-tolerance of corruption within the company. Furthermore, details are shared on how to deal with Gifts and Invitations, what to do with Conflicts of Interests and the necessity to have a proper Due Diligence on Third Parties. Topics on fraud, insider trading, fair competition might complement the training. With the review of the training material, areas are considered where compliance alerts might have been notified or corruption risks identified.

In 2024, this specific for exposed employees training has been reviewed to focus on the corruption risks identified in the 2023 corruption risk map. The scope of the employees that might be exposed to corruption has been reviewed to ensure a more qualitative coverage. In 2024, exposed employees have been identified within the following functions: Top management, Internal Audit, Management assistance, Compliance, Strategy, PRA, M&A, Risk management, Real Estate, Procurement, Marketing, Legal and contract manager, Finance and, Sales. Therefore, 1957 employees have been identified and 94% completed this anti-corruption training.
The Executive Committee (EXCOM) and the Board of Directors are also required to participate in anti-corruption training. This initiative is essential to establish a strong "tone at the top," and serve in ensuring that our leaders exemplify the values we uphold, guiding our employees and stakeholders towards a shared commitment to combating corruption and promoting ethical business practices.

In 2024, 89% of the Executive Committee and 91% of the Board members have followed the anti-corruption training.

By equipping our leadership and employees with the knowledge and tools to identify and address corruption risks, we not only enhance our governance framework but also foster a culture of transparency and integrity throughout the organization.

In addition, the mandatory data protection training has been updated. In 2024, 98% of the employees have completed this training.

The resources used are not developed further on this section because they have not been calculated.

Trainings	2023	2024
Percentage of members of the Board trained in anti-corruption and anti-bribery	N/A	100%
Percentage of members of the EXCOM trained in anti-corruption and anti-bribery	N/A	89%
Percentage of functions-at-risk covered by anti-corruption and anti-bribery training programmes	93 %	94%

Action #2 - Automatisation

In 2025, Worldline plans to implement a new gifts and invitation declaration tool to facilitate the declaration and its monitoring for all Worldline Group.

The tool interface will be more user friendly to encourage employees to declare.

The tool will include an automatic workflow and a dashboard to provide a better overview and monitoring of the gifts and invitation.

The resources used are not developed further on this section because they have not been calculated.

B.4.1.6 Confirmed incidents of corruption and bribery (G1-4)

No proven case of corruption has been raised or detected through the whistleblowing mechanism.

In 2024, no significant fine (fine above € 20,000) for non-compliance or claim related to corruption was reported for Worldline.

In 2024, no cases deemed critical were reported at global level.

Metrics	2023	2024
Amount of fines for violation of anti-corruption and anti-bribery laws	0	0
Number of convictions for violation of anti-corruption and anti-bribery laws	0	0

B.4.2 Management of relationships with suppliers (G1-2), including Payment practices (G1-6)

For Worldline procurement department presentation and 2024 general data, more details available in the section Integrated Report.

This section is complementary to the chapter B.3.2 Workers in the value chain (S2), as sustainable procurement is a part of vigilance practices regarding human rights.

B.4.2.1 Scope of reporting

Regarding the description of its value chain, note that Worldline's reporting focuses on its Tier 1 suppliers, as these are the only suppliers that are registered in its database. For some exception, Worldline can also target Tier 2 suppliers (which Worldline does not pay directly) as Strategic for CSR specific actions.

Worldline calculates its Key Performance Indicators related to spend based on the core SAP database for all Worldline Group.

For the products and services provided, Worldline discloses the total spend with external suppliers in 2024, which amounts to 1.25 billion euros. Regarding the market served, Worldline explains in this section its geographical supplier location, but Worldline is not able to present detailed information on the size and relative importance of the markets as this information is not collected on a proprietary basis.

In relation to the organisation of its supply chain, note that Worldline does not profile suppliers by type of service / type of business relationship in its database except for suppliers tagged as strategic. All supplier profiles related to CSR risks are performed through Worldline's EcoVadis supply chain platform.

B.4.2.2 Material impacts, risks and opportunities related to sustainable procurement[1]

Relationship with suppliers

Risks and dependencies	Opportunities
Damaged trust and strained contractual relationships can lead to supply chain disruptions, impacting service delivery and potentially causing financial losses through missed deadlines, penalties, and reputational damage. Loss of key suppliers due to financial instability can disrupt operations, increasing procurement costs and hindering business continuity.	N/A
Negative impacts	**Positive impacts**
Worldline's failure to manage supplier relationships effectively, particularly late payments, creates significant negative social and economic impacts. Late payments can cause financial hardship for suppliers, potentially impacting their ability to meet payroll obligations, invest in their businesses, and maintain employment levels. This can have cascading effects throughout the supply chain, affecting smaller businesses and workers at all tiers.	N/A

Related IROs
Inability to pay suppliers in time leading to loss of trust, contracts

1 *SASB TC-SI-550a.2*

B

B.4.2.3 Policies related to sustainable procurement

The Procurement department sets out its strategy, vision and principles throughout the below policies:

- **Global Procurement policy** (incl. all vendor management processes, whatever the vendor type)
  - Key content of this policy : Procurement overall strategy, organization, code of conduct, overview of sustainable practices and vendor risk assessments, procurement processes and tools, reporting, vendor relationship guiding principles;
- **Sustainable Procurement policy** (completed by a due diligence vendor onboarding guide)
  - Key content of this policy : Sustainable Procurement strategy, supplier due diligence and risk assessments, ethic and sustainable purchasing practices, supplier ESG performance;
- **Procurement Code of Conduct policy** (signed on a yearly basis by all procurement team
  - Key content of this policy : professionalism and courtesy, commitment to integrity, respect of competition law, sustainable sourcing, reporting and disciplinary measures.

These three Procurement policies are applicable for all entities of the Worldline Group. The most senior level accountable for the implementation of these policies is the Chief Procurement Officer. Worldline commits to align with the principles of the ISO 20400 norm through the implementation of the Sustainable Procurement policy notably. In 2024, Worldline signed the charter "Relations Fournisseurs Achats Responsables" as part of its commitment to align with best practices set up in the ISO 20400 norm.

Supplier commitment charter

Worldline also shares its values and commitments with all its external business partners through a unique document, the ***Business partner's commitment to integrity*** charter, available on the Worldline website.

Conflict minerals guidelines

In addition, Worldline also released a commitment letter towards the Responsible Minerals Initiative signed by the CSR Officer. If the charter already mentions the requirement of a conflict-free supply chain, Worldline published on its website a dedicated letter aiming at providing hardware suppliers (of terminals and data centre components for instance), with a policy, expectations, and specific guidelines on how to assess their minerals sourcing. Indeed, Worldline is committed to ensuring that the minerals used in its hardware's components are neither sourced from conflict regions (e.g., Democratic Republic of Congo, Rwanda, Tanzania, Uganda, Zambia), nor finance armed groups. In this regard, the Company strongly supports the efforts of the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. Therefore, the letter clearly states that Worldline's Electronic Manufacturing Services suppliers should comply with the following principles:

1. Take steps to determine if their products contain conflict minerals.
2. If so, inform Worldline and adopt due diligence policy and procedures to assure that metals including (but not limited to) 3TG (tin, tungsten, tantalum and/or gold) metals and cobalt in their products or components do not directly or indirectly benefit armed groups.
3. Identify all smelters in their supply chain that supply metals including (but not limited) to the 3TG and Cobalt. If they do not source directly from smelters, they must cascade this request to their suppliers.
4. Provide further evidence and statements on responsible sourcing when requested, especially during audits that may be conducted to verify compliance with the regulation.

Worldline also shares in this letter a list of conflict-free validated smelters available on the Responsible Minerals Initiatives (RMI) website.

Procurement Code of conduct

Furthermore, Worldline's employees who perform procurement-related activities on behalf of the Company or who have regular contacts with suppliers must abide by a strict Code of Conduct. All the members of the Procurement department must take notice and sign this document establishing the elementary rules each employee must follow in the performance of their work. The Procurement Code of Conduct is applicable to the entire Worldline Group, and each entity is responsible for implementing the applicable objectives and principles (in accordance with national legislation and regulations). Failure to comply with this Code of Conduct may result in disciplinary actions, up to and including termination of employment.

B.4.2.4 Performances

The effectiveness of the actions related to sustainable procurement is reflected by the following KPIs table.

Metrics	Scope	2024	2023	Target 2025
% of strategic suppliers evaluated by EcoVadis	Group	86%	86%	-
% of expenses assessed by EcoVadis out of strategic suppliers expenses	Group	95%	91%	90%
% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	Group	100%	100%	100%
Average time Worldline takes to pay an invoice in number of days (DPO)	Group	60	-	-

Moreover, in 2024, 84% of the buyers in the Procurement team have been trained on Sustainable Procurement topics and 86% of the total spend was done with local suppliers (i.e., when vendor is in the same country of the purchase owner).

In 2024, Worldline has also monitored a new KPI percentage of spending done with Strategic suppliers which are Small-and-Medium-Enterprises (SMEs) (<1,000 Full-Time-Employee), notably to better identify dependencies issues and support vulnerable suppliers.

B

B.4.2.5 Actions related to sustainable procurement

Responsible purchasing rules aim to ensure that suppliers respect human rights, labour law and environmental protection. These action plans respond to the material IROs identified in section B.3.2 Workers in the value chain.

Action#1 - Promote responsible purchasing practices in the supplier selection

Sustainability should be an integral part of the decision-making process for selecting new partners. To achieve this, the Chief Procurement Officer has set the following sourcing rules for all buyers to implement:

- Trigger a mandatory Request for Proposals (RFP) for any purchase >=25k€ (with different offers);
- Integrate systematically (in addition to the Business Partner's Commitment to Integrity charter) general CSR questions applicable to all kind of RFPs -these questions are scored so that the potential suppliers can be more easily compared on ESG performance/ CSR maturity;
- Weight ESG performance at least 10% in the overall selection-decision process;
- Add where relevant -according to the purchasing category- other ESG criteria such as:
  - Sectorial ESG criteria: labels (ex: Energy Star®), refurbished materials, extended life duration, compliance with specific regulations or initiatives such as the European Union Green taxonomy - see paragraph hereafter.
  - For strategic suppliers, request the supplier to provide information on the CO2e emission per product/service (per unit sold) offered as part of Worldline Net Zero commitment cascading to supply chain.
  - Favouring companies classified as "sheltered workshops" (EA/ESAT status in France), i.e., which employ people with disabilities, in different activities - namely facility management, information processing, event organization- to contribute to inclusivity of vulnerable populations.
  - Within the framework to optimize our cost based and massify our purchasing spends in Worldline, we must promote business with suppliers with whom we already have a Master Agreement to cover the full scope. They usually have local branches in the same country as the Worldline Legal entity buying. The objective is to have a global/local approach to reduce our environmental footprint, when possible, as per the Global Reporting Initiative (GRI) to contribute positively to the economy & inclusion of territories.

The *Guidelines for Sustainable Sourcing* is an internal document made available for buyers and that consolidates this framework and all recommendations to better integrate CSR criteria in the sourcing process, including the presentation of the different sectorial regulations and initiatives (labels, partnership, etc.) to consider depending on the purchase category. More specifically, for Worldline activities to be eligible to the EU Green taxonomy, buyers must include in RFPs for hardware and data centrecentres equipment the following criteria:

- Compliance with European RoHS (Restriction of Hazardous Substances) directive (relating to chemical substances use and disposal);
- Compliance with European Directive 2009/125/EC (relating to product eco-design);
- Energy Star® label on hardware equipment (including within tier data centre for private cloud);
- Compliance with the European data centre energy efficiency code of conduct (validated by an independent third party) – applicable for tier data centre;
- Use of refrigerant gases in data centre infrastructures with a GWP (Global Warming Potential) of less than 675 - applicable for Worldline data centre and tier data centre;
- The collection and processing of end-of-life equipment sold to Worldline by the provider (in compliance with the European Union's WEEE (Waste Electrical and Electronic Equipment) directive).

Also, at least once a year, a dedicated online seminar training on sustainable procurement (CSR/compliance) topics is organized for the procurement employees. This training aims to share compliance guidelines, regulatory evolution, new processes, and internal documents to integrate in the day-to-day buyer missions, all to level up CSR standards and expectations towards suppliers.

Action#2 – Set up binding CSR contract clause

To enhance the binding agreements with suppliers relating to compliance and CSR topics, Worldline has also designed a CSR and compliance contract clause. This clause is integrated into the general Worldline Purchasing Terms & Conditions by default. It is to be systematically integrated to any specific contract between Worldline and a supplier reviewed by the Legal team. This CSR clause compels the partner to align with the *Business partner's commitment to integrity* charter and may require a sustainability rating to be provided within the first year of the contract with Worldline, notably for Worldline strategic suppliers.

Other clauses relating to security, audit, data protection, outsourcing, etc. are integrated in the supplier contract when deemed relevant by the Legal and Risk teams according to engagement risk analysis. More specifically regarding outsourcing activities, the contract must contain clauses relating to the continuity and security of the outsourced activities within the scope of the contract, including the requirement to establish, implement and maintain a contingency plan for disaster recovery and periodic testing of backup facilities, as well as termination and exit mechanisms, which allow the activities provided by the Third Party to be transferred to another outsourcing Third Party or to be reincorporated into the Outsourcing Institution when necessary.

B

Action#3 – Support of vulnerable suppliers

As part of Worldline ethical behaviours toward its suppliers, the Group has enhanced its specific action towards vulnerable suppliers (i.e., small, or medium suppliers (SMEs) and/or suppliers with economic dependency towards Worldline).

Economic dependency is defined as 25% of the total revenue of the supplier made with Worldline. Such dependency represents for Worldline both a compliance/legal risk in case of contract termination, but also a business risk in case of supply breach.

Action plan towards suppliers with economic dependency:

- Identify suppliers concerned in class A category;
- Write down in each contract renewal that Worldline does not wish to generate more than 25% of their total revenue and insert a dedicated clause in this regard in the supplier contract;
- Provide 18 months' notice according to the article L442-1 of the Code of Commerce.

A Small or medium enterprise (SME) is defined in terms of number of employees: below 1,000 Full-Time-Employee. This threshold is notably based on EcoVadis sustainability benchmark.

Measures to be considered as part of the action plan towards SMEs:

- Implement specific actions for them such as CSR dedicated training, Request for proposal (RFP) accessibility, etc.
- Further monitor percentage of total annual strategic spend done with SME
- Consider specific process aimed at preventing past due payment for SMEs

Payment practices

As part of Worldline *Sustainable Procurement policy* and actions toward its suppliers, new payments related KPIs have been defined. The underlying objective of these KPIs is to monitor closely the Group's payment practices, with a specific attention on the respect of due payment terms for vulnerable (SME) suppliers.

In this regard, the KPI *Average time it takes Worldline to pay an invoice in number of days* is monitored monthly by the finance department and has reduced reaching 60 days in 2024.

Standard payment terms at Worldline is 60 days, whatever the supplier size, even if there are some cases where it can be below 60 days depending on the agreement.

Concerning the % of its payment aligned with these standard terms DPO per suppliers, Worldline is unable to provide a KPI fully aligned with the DPO calculation as the finance department doesn't have the granularity of the DPO calculation at supplier level.

B

B.4.3 Payment integrity

B.4.3.1 Material impacts, risks and opportunities, links with business model and strategy

Payment integrity

Risks and dependencies	Opportunities
In the event that Worldline's financial systems are misused for criminal activities, directly or indirectly through intermediaries, Worldline may face fines due to legal actions and penalties imposed by regulatory bodies. Reputational damage from association with financial crimes can lead to loss of clients, investors, and talented employees. The severity of these impacts is dependent on the scale and nature of the criminal activity, as well as the effectiveness of Worldline's anti-financial crime controls.	N/A
Negative impacts	**Positive impacts**
In the event that Worldline's financial systems are misused, directly or indirectly through intermediaries, there is a risk of inadvertently facilitating criminal activities. Inaction could contribute to the facilitation of money laundering and terrorism financing, with broader societal consequences. Furthermore, the interconnectedness of financial systems means that a breach in one area could have cascading effects throughout the broader financial ecosystem.	N/A

Related IROs	
Financial crime	ESG_045

There are multiple factors indicating that the security threat landscape is continuously changing:

- Attack surface is expanding (endpoints, networks, mobile devices, internet of things, cloud systems, industrial systems, etc.);
- Attack actors are increasingly structured (insiders, hacktivists, organised crime, nation sponsored, etc.);
- Attack vectors are more targeted and complex (ransomware, cross-platform malware, IoT botnet, swift boating/hoax, watering hole, spear phishing, DDoS smoke screening, etc.).

To respond to the development of new digital usages and their inherent risks in terms of cyber-security, Worldline has reinforced in 2019 and 2020 its governance and management processes to fight against cyber-attacks and data breaches.

More details available in section B.1.1.3. Other applicable legislations.

B.4.3.2 Policies

Worldline uses a centralized Global Information Security Management System (ISMS) that complies with ISO 27001, PSD2, DORA and GDPR, managed by "Risk, Resilience and Security" department.

The ISMS systematically manages company information, encompassing people, processes, and IT systems, guided by a risk management process. Its aim is to safeguard all Worldline assets, including those managed on behalf of customers. The ISMS is regularly updated to facilitate continuous improvement. Integrated Physical Security and Safety policies prevent inappropriate behaviours within and outside Worldline environments.

Worldline Security Strategy

Worldline's Security Strategy, aligned with the NIST (National Institute of Standards and Technology) Cybersecurity Framework, underpins how we manage cyber threats through five key functions:

- Identify: Evaluate cybersecurity risks and prioritize actions across all systems and assets.
- Protect: Implement safeguards against attacks to mitigate consequences.
- Detect: Use advanced monitoring to identify security incidents swiftly.
- Respond: Establish protocols to effectively handle and neutralize threats.
- Recover: Maintain resilience plans to restore affected services and capabilities.

Security risk assessments conducted by the "Risk, Resilience and Security" (R2S) department ensure the refinement of security strategies and reinforce local cybersecurity programs.

B.4.3.3 Performances and targets

Metrics	2024	2023	Variation 2024/2023
Target TRUST 2025: Percentage of ISO 27 001 certified sites according to the security policy	87.3%	77%	+13.38%
Nb of outstanding legal proceedings currently for late payments	0	NA	-

Train Worldline employees yearly regarding cyber-security threats. Worldline places a high priority on educating its employees about cybersecurity threats to bolster data security awareness. In 2024, 98% of our employees successfully completed PCI-DSS specific content and general "Security and Safety Awareness" training. Additionally, we provided specialized "Secure Coding" training for our development teams, with 89% participation. This comprehensive training approach underscores the critical role our staff plays in the organization's overall security posture. Every internal employee, contractor, and consultant must adhere to Worldline's stringent security policies and guidelines.

To ensure our training is effective and engaging, Worldline's experts have developed a robust curriculum tailored to our operational environment. This includes interactive and dynamic content, such as integrated videos and features, to enhance learning. Given the increasing prevalence of phishing attacks, we conduct periodic phishing simulations. These exercises expose employees to simulated phishing emails, sharpening their awareness and enhancing the organization's defenses against such vulnerabilities.

Continue to keep Incident resolution at 100% consistent with security policy. Incidents are reported and root causes are well understood to avoid re-occurrence. Ensuring that incidents are resolved in alignment with security policies remains a top priority for Worldline. In 2024, we achieved a 90.1% compliance rate with our security policy, a slight drop due to a scope expansion and stricter resolution time requirements. When compared to 2023 with equivalent parameters, our compliance would have been 97.6%. This reflects the challenges and complexities involved in managing a continuous improvement of security incident management.

Our approach involves detailed incident reporting and root cause analysis to prevent recurrence and provides essential insights for security risk assessments. This practice is crucial as we deliver services globally, requiring diligent oversight. Consistent coordination between the Worldline Group Security team and regional Security Officers ensures thorough monitoring and follow-up on security incidents. Notably, there was a significant reduction in incident numbers in 2024 compared to 2023, attributed to improved classification of security events within the Corporate IT scope.

B.4.3.4 Actions regarding payment integrity

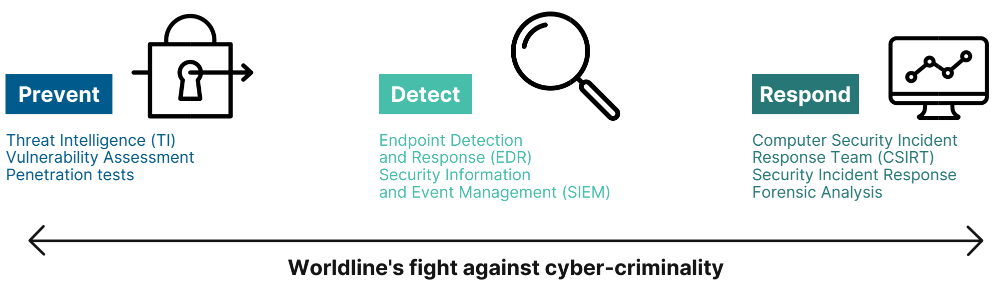
To ensure payment integrity, Worldline has engaged for years, a global programme covering all activities of the Group, for which the recuring actions are described below.

Action #1 - Worldline Global Information Security Management System (ISMS)

Worldline's Global ISMS, harmonized across all entities, enforces security policies through a risk management-centric approach. Regular updates ensure compliance and continuous improvement, incorporating comprehensive safety and physical security policies.

Action #2 - Maintain a high level of operational security with our Cyber Defense Centre

Worldline's Cyber Defense Centre is at the core of our cybersecurity strategy, addressing threats through a comprehensive approach centred on the three pillars of prevention, detection, and response. This multi-faceted strategy ensures that Worldline not only anticipates cyber threats but also effectively manages and mitigates risks as they arise.



Prevention

A proactive approach is embedded in our strategy to thwart potential threats before they materialize:

- *Threat Intelligence (TI)*: Worldline implements sophisticated threat intelligence to navigate an ever-changing threat landscape. This involves monitoring and analyzing a plethora of digital channels, including dark web forums, social media platforms, vendor security advisories, and vulnerability repositories. By gathering data from these sources, we can anticipate threats and prioritize actions to address vulnerabilities effectively. Threat Intelligence allows us to pre-emptively neutralize potential exploits that could compromise our business operations and regulatory compliance.
- *Vulnerability Assessment:* Routine vulnerability assessments are conducted to identify and address weaknesses across our IT infrastructure. These assessments ensure timely notification of stakeholders regarding vulnerabilities, accompanied by advice on remediation and the availability of patches. Security experts assess vulnerabilities using the Common Vulnerability Scoring System (CVSS) to prioritize threats based on severity.
- *Penetration Testing and Red Team Exercises:* We regularly conduct penetration tests on IT platforms to identify potential vulnerabilities before cybercriminals can exploit them. These tests culminate in detailed audit reports outlining vulnerabilities, potential exploitation scenarios, and remediation plans. Additionally, red team exercises carried out by third-party experts simulate real-world hacker attack scenarios, testing the resilience of our detection systems and incident response protocols.

Detection

Advanced tools and methodologies are in place to swiftly identify and assess potential security incidents:

- *Endpoint Detection and Response (EDR):* In the face of evolving threats, traditional antivirus solutions are often insufficient. Our EDR services empower us to detect sophisticated threats automatically by continuously monitoring endpoints for suspicious activities. This capability significantly reduces attacker dwell time and accelerates incident response efforts, ensuring that threats are swiftly managed before they cause significant harm.
- *Security Information and Event Management (SIEM):* SIEM technology is deployed to facilitate real-time analysis of security events across our network, including logs from security devices, servers, and applications. Key functionalities of SIEM include data aggregation, correlation, and alert generation. By linking related events, SIEM provides a cohesive view of potential security incidents, allowing our security operations centre (SOC) to monitor continuously and address anomalies effectively.

Response

When detection systems identify security threats, our response protocols are activated to contain and mitigate potential impacts:

- *Computer Security Incident Response Team (CSIRT):* Worldline's CSIRT plays a critical role in our response strategy by analysing security incidents, assessing severity, and devising action plans to mitigate threats. This team coordinates with relevant stakeholders to ensure rapid containment, escalation, and remediation. In incidents requiring deeper investigation, CSIRT employs forensic analysis techniques to trace the origin and evolution of threats, ensuring comprehensive resolution and future prevention.

B

- *Collaborative Efforts and Continuous Improvement:* Our response strategy is bolstered by collaboration between internal teams and external partners. Regular training and simulations keep our response capabilities sharp, while lessons learned from incidents feed into our continuous improvement cycle, enhancing both prevention and detection mechanisms for lasting resilience.

Worldline's dedication to a robust cybersecurity framework implementation is evidenced by our investment in cutting-edge technologies and processes, ensuring that we remain a step ahead of potential threats. Through our Cyber Defense Centre, we maintain a vigilant posture, safeguarding our organisations, and our clients' data while affirming our commitment to world-class security standards.

Action#3 - Maintain a full coverage of security certifications and adapt to new cyber-security requirements coming from regulators.

Worldline's commitment to security is evidenced by our ISO 27001 Multi-Site Certification program with EY, covering additional ISO standards. This framework ensures consistent security practices across our operations. Regular training programs and phishing simulations foster employee awareness. Our incident management aligns with international standards, with rigorous monitoring ensuring proactive action on security anomalies.

In conclusion, Worldline adopts rigorous measures to protect its intellectual property and information assets. Through robust legal and compliance frameworks, we ensure all sensitive data handling adheres to appropriate regulations and standards.

Action #4 - Our specific strategy for mobile security challenges

Worldline recognizes that the majority of internet access now occurs via mobile applications, which are particularly vulnerable to cyber threats. The accelerated digital shift, further driven by mobile banking and telework adaptations post-COVID-19, underscores the urgency for robust mobile security measures. To protect data managed via mobile applications, Worldline's strategy is built on four pillars to tackle these evolving challenges and protect sensitive data across various sectors, including banking, healthcare, transportation, and retail:

1. Creation of the Worldline Mobile Security Centre:

Established over a decade ago, this centre unites experts in device security, cryptography, and data science. It collaborates with R&D and presales teams to integrate emerging technologies, gauge market trends, and offer critical support to product developers. The centre's security initiatives protect over 30 million mobile devices across multiple sectors, securing upwards of 500 million transactions in 2022 alone.

2. Implementation of an Adaptive Security Paradigm

- Anticipation of New Market Needs, with innovative predictive analytics and AI technologies;
- Development of a Research Centre for Digital Identity and Authentication since 2020.

B.5 Report of one of the Statutory Auditor on the certification of sustainability information

Report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852 of Worldline SA

Year ended December 31, 2024

To the Annual General Meeting of Worldline SA.

This report is issued in our capacity as statutory auditors of Worldline SA. It covers the sustainability information and the information required by Article 8 of Regulation (EU) 2020/852, relating to the year ended December 31, 2024 and included in section B "Sustainability Report" of the management report (hereafter named "Sustainability Report").

Pursuant to Article L. 233-28-4 of the French Commercial Code, Worldline SA is required to include the above-mentioned information in a separate section of its management report. This information has been prepared in the context of the first-time application of the Articles, a context characterized by uncertainties regarding the interpretation of the requirements and regulations, the use of significant estimates, the absence of established practices and frameworks in particular for the double materiality assessment, and an evolving internal control system. This information enables an understanding of the impact of the activity of Worldline SA on sustainability matters, as well as the way in which these matters influence the development of the Group's business, results, and situation. Sustainability matters include environmental, social, and corporate governance matters.

Pursuant to Article L. 821-54 paragraph II of the aforementioned Code, our responsibility is to carry out the procedures necessary to issue a conclusion, expressing limited assurance, on:

- compliance with the sustainability reporting standards adopted pursuant to Article 29 ter of Directive (EU) 2013/34 of the European Parliament and of the Council of 14 December 2022 (hereinafter ESRS for European Sustainability Reporting Standards) of the process implemented by Worldline to determine the information reported, and compliance with the requirement to consult the social and economic committee provided for in the sixth paragraph of Article L. 2312-17 of the French Labor Code;
- compliance of the sustainability information included in the Sustainability Report of the management report with the requirements of Article L. 233-28-4 of the French Commercial Code, including the ESRS; and
- compliance with the reporting requirements set out in Article 8 of Regulation (EU) 2020/852.

This engagement is carried out in compliance with the ethical rules, including independence, and quality control rules prescribed by the French Commercial Code.

It is also governed by the H2A guidelines on Limited assurance engagement on the certification of sustainability information and verification of disclosure requirements set out in Article 8 of Regulation (EU) 2020/852.

In the three separate sections of the report that follow, we present, for each of the sections of our engagement, the nature of the procedures that we carried out, the conclusions that we drew from these procedures and, in support of these conclusions, the elements to which we paid particular attention and the procedures that we carried out with regard to these elements. We draw your attention to the fact that we do not express a conclusion on any of these elements taken individually and that the procedures described should be considered in the overall context of the formation of the conclusions issued in respect of each of the three sections of our engagement.

Finally, where deemed necessary to draw your attention to one or more disclosures of sustainability information provided by Worldline SA in its management report, we have included an emphasis of matter(s) in the paragraphs hereafter.

Limits of our engagement

As the purpose of our engagement is to express limited assurance, the nature (choice of techniques), extent (scope) and timing of the procedures are less than those required to obtain reasonable assurance.

Furthermore, this engagement does not provide guarantee regarding the viability or the quality of the management of Worldline SA, in particular it does not provide an assessment of the relevance of the choices made by Worldline SA in terms of action plans, targets, policies, scenario analyses and transition plans, which would go beyond compliance with the ESRS reporting requirements.

It does, however, allow us to express conclusions regarding the Entity's process for determining the sustainability information to be reported, the sustainability information itself, and the information reported pursuant to Article 8 of Regulation (EU) 2020/852, as to the absence of identification or, on the contrary, the identification of errors, omissions or inconsistencies of such importance that they would be likely to influence the decisions that readers of the information subject to this engagement might make.

Any comparative data is not covered by our engagement.

Compliance with the ESRS of the process implemented by Worldline SA to determine the information reported, and compliance with the requirement to consult the social and economic committee provided for in the sixth paragraph of Article L. 2312-17 of the French Labor Code

Nature of procedures carried out

Our procedures consisted in verifying that:

- the process defined and implemented by Worldline SA has enabled it, in accordance with the ESRS, to identify and assess its impacts, risks and opportunities related to sustainability matters, and to identify the material impacts, risks and opportunities, that led to the publication of the sustainability information disclosed in its Sustainability Report; and
- the information provided on this process also complies with the ESRS.

Furthermore, we have verified compliance with the obligation to consult the Social and Economic Committee.

Conclusion of the procedures carried out

On the basis of the procedures we have carried out, we have not identified any material errors, omissions or inconsistencies regarding the compliance of the process implemented by Worldline SA with the ESRS.

We inform you that, as of the date of this report, the consultation of the social and economic committee provided for in the sixth paragraph of Article L. 2312-17 of the French Labor Code has not yet been performed.

Elements that have received particular attention

We hereby present the elements that have been the subject of particular attention in relation to our assessment of the compliance of the process implemented by Worldline SA with the ESRS for determining the disclosed information.

Concerning the identification of stakeholders

The information relative to the identification of stakeholders is mentioned in section B.1.3 “CSR team interests and views of stakeholders” of the Sustainability Report.

We have obtained an understanding of the analysis conducted by the entity to identify stakeholders and have examined the available documentation.

Concerning the identification of impacts, risks, and opportunities

The information relative to the identification of impacts risk and opportunities is mentioned in section B.1.5 “Description of the process to identify and assess material IROs” of the Sustainability Report.

We have obtained an understanding of the process implemented by the Group concerning the identification of its impacts (both negative and positive), risks, and opportunities (“IROs”), actual or potential, related to the sustainability matters mentioned in paragraph AR 16 of the “Application Requirements” of the ESRS 1 standard, as presented in section B.1.5 “Description of the process to identify and assess material IROs” of the Sustainability

We have obtained an understanding of the list of IROs identified by the Group, including, notably, the description of their distribution within its own operations, and value chain, as well as their time horizons (short, medium, long term), and have assessed the consistency of this list with our knowledge of the Group.

Concerning the assessment of impact materiality and financial materiality

The information relative to the assessment of impact materiality and financial materiality is mentioned in section B.1.5 “Description of the process to identify and assess material IROs” of the Sustainability Report.

Through interviews with Management and inspection of available documentation, we have obtained an understanding of the process implemented by the Group to assess impact materiality and financial materiality, and assessed its compliance with the criteria defined by ESRS 1.

In particular, we have assessed how the Group established and applied the materiality criteria for the information defined in ESRS 1, including those related to the establishment of threshholds for determining the following material information disclosed:

- with respect to the indicators relating to the material IROs identified in accordance with the relevant ESRS thematic standards;
- with respect to entity-specific information.

We have also assessed the qualitative and quantitative analyses conducted by the Group to determine the materiality of the IROs.

Compliance of the sustainability information included in the Sustainability Report with the requirements of Article L. 233-28-4 of the French Commercial Code, including with the ESRS

Nature of procedures carried out

Our procedures consisted in verifying that, in accordance with legal and regulatory requirements, including the ESRS:

- the disclosures provided enable to understand the general basis for the preparation and governance of the sustainability information included the Sustainability Report, including the basis for determining the information relating to the value chain and the exemptions from disclosures used;
- the presentation of this information ensures its readability and understandability;
- the scope chosen by Worldline SA for providing this information is appropriate; and
- on the basis of a selection, conducted in accordance with our analysis of the risks of non-compliance of the information provided and the expectations of its users, this information does not contain any material errors, omissions or inconsistencies, i.e. that are likely to influence the judgement or decisions of users of this information.

Conclusion of the procedures carried out

Based on the procedures we have carried out, we have not identified material errors, omissions or inconsistencies regarding the compliance of the sustainability information included in the Sustainability Report with the requirements of Article L. 233-28-4 of the French Commercial Code, including with the ESRS.

Emphasis of Matter

Without qualifying the conclusion expressed above, we draw your attention to the information disclosed in section B.1.1.1. “General Basis for preparation of sustainability statements (BP-1)” of the Sustainability Report, which outlines the context of the initial application and the unavailability of certain quantitative information.

Elements that received particular attention

- Information provided in application of environmental standards (ESRS E1-E5)

Information reported in relation to climate change is mentioned in section B.2.2 “Climate Change (ESRS E1)” of the Sustainability Report.

We set out below the elements that have been the subject of particular attention in relation to our assessment of the compliance of this information with the ESRS.

Our procedures, notably, consisted of assessing the appropriateness of the presented information in section B.2.2. “Climate change (ESRS E1)” of the Sustainability Report and its overall consistency with our knowledge of the Group.

Regarding the information published in respect to the greenhouse gas emissions:

- We have obtained an understanding of the protocol for establishing the greenhouse gas emissions inventory used by the Group to establish its greenhouse gas emissions and have considered its application methods for a selection of emission categories within Scope 1 and Scope 2 emissions.
- For physical data (such as energy consumption), we have, on a sampling basis, reconciled the underlying data used to prepare the greenhouse gas emissions inventory with substantiating documentation.
- Regarding Scope 3 emissions, we have assessed the information collection process. We have also considered the appropriateness of the emission factors used, the calculation of the related conversions, as well as the calculation and extrapolation assumptions, considering the inherent uncertainty linked to the state of scientific or economic knowledge and the quality of the external data used.

Compliance with the reporting requirements set out in Article 8 of Regulation (EU) 2020/852

Nature of the procedures carried out

Our procedures consisted in verifying the process implemented by Worldline SA to determine the eligible and aligned nature of the activities of the entities included in the consolidation.

They also involved verifying the information reported pursuant to Article 8 of Regulation (EU) 2020/852, which involves the verification of:

- the compliance with the rules applicable to the presentation of this information to ensure its readability and understandability;
- on the basis of a selection, the absence of material errors, omissions or inconsistencies in the information provided, i.e. information likely to influence the judgement or decisions of users of this information.

Conclusion of the procedures carried out

Based on the procedures we have carried out, we have not identified any material errors, omissions or inconsistencies relating to compliance with the requirements of Article 8 of Regulation (EU) 2020/852.

Elements that recived particular attention

We determined that there was no such information to communicate in our report.

Paris-La Défense, Marche 7,2025

French original signed by

Josselin Vernay

DELOITTE & ASSOCIES

B.6 Tables

B.6.1 TCFD Framework

Themes	TCFD recommendations	Source of the information
Governance	a) Role of the Board of Directors in corporate climate governance	A.1.2.2., C.1
	b) Role of the management in corporate climate governance	A.1.2.2., C.1
Strategy	a) Description of climate risks and opportunities on the short, medium and long term	C.2.3
	b) Integration of risks and opportunities in company's business model, strategy, and investments	C.2.3
	c) Assessment of the Company's resilience to climate risks considering different climate scenarios including a "2°C" scenario or lower	C.2.3
Risk management	a) Climate Risk Identification and Assessment Process	C.2.3; F.2.3.7
	b) Climate risk management Process	C.2.3, F.2.3.7
	c) Integration into the business risk management process	C.2.3, F.2.3.7
Metrics & targets	a) Financial and non-financial indicators used as part of the Company's climate strategy	C.7
	b) Greenhouse gas emission balance of scopes 1 and 2 and, if appropriate, scope 3	C.3.1.1.1
	c) Company climate goals and results achieved in pursuit of these goals	C.3.1.2, C.3.1.3

B.6.2 GRI content index

Worldline has reported in accordance with the GRI Standards for the period January 2024 to December 2024.

GRI 1 : Foundation 2021 in the GRI content index to demonstrate adherence to the reporting requirements and principles.

For the Content Index – Advanced Service, GRI Services reviewed that the GRI content index has been presented in a way consistent with the requirements for reporting in accordance with the GRI Standards, and that the information in the index is clearly presented and accessible to the stakeholders. The service was performed on the English version of the report.

GRI CONTENT INDEX ADVANCED SERVICE 2025

GRI Standard	Disclosure title	Additional information	Location of information	Omission
General disclosures				
Organisation and its reporting practices				
GRI 2: General Disclosures 2021	Disclosure 2-1 Organizational details	These informations are described in the Integrated Report	B.1.1.2 Disclosure in relation to specific circumstances (BP-2)	
			B.1.2.1 The role of the administrative, management and supervisory bodies (GOV-1)	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.2.1.3 Other roles and responsibilities	
			B.1.2.1.2 Board of directors, roles, and responsibilities	

GRI Standard	Disclosure title	Additional information	Location of information	Omission
	Disclosure 2-2 Entities included in the organization's sustainability reporting		B.2.1.2 Reporting scope	
			B.4.1 Governance of business conduct (G1.GOV-1)	
			B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	
			B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
			B.4.1.4 Corporate culture and business conduct policies (G1-1	
			B.4.2.2 Material impacts, risks and opportunities related to sustainable procurement	
			B.3.3.1 Process to engage with end-users and channels for consumers and end-users to raise concerns (S4-2) and (S4-3)	
			B.4.3.1 Performances and targets	
			B.4.1.4 Corporate culture and business conduct policies (G1-1)	
			B.1.2 Governance	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
	Disclosure 2-3 Reporting period, frequency and contact point		B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
	Disclosure 2-4 Restatements of information		B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
	Disclosure 2-5 External assurance		B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
Activities and workers				
GRI 2: General Disclosures 2021	Disclosure 2-6 Activities, value chain and other business relationships		B.3.3.3 Data protection on all the value chain (entity-specific sustainability matter)	
	Disclosure 2-7 Employees	Please note that there has not been any significant fluctuations in the number of employees during the reporting period	B.3.1.8 Training, skills and carrier development (S1-13)	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	
	Disclosure 2-8 Workers who are not employees		B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	

B

GRI Standard	Disclosure title	Additional information	Location of information	Omission
Governance				
GRI 2: General Disclosures 2021	Disclosure 2-9 Governance structure and composition		B.4.1 Governance of business conduct (G1.GOV-1)	
			B.1.2.1 The role of the administrative, management and supervisory bodies (GOV-1)	
	Disclosure 2-10 Nomination and selection of the highest governance body		B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
	Disclosure 2-11 Chair of the highest governance body			Not applicable: the chair of the highest governance body is not a senior executive in the organisation
	Disclosure 2-12 Role of the highest governance body in overseeing the management of impacts		B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.4.1.2 Organisation (G1.GOV-1)	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
	Disclosure 2-13 Delegation of responsibility for managing impacts		B.4.1.2 Organisation (G1.GOV-1)	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
	Disclosure 2-14 Role of the highest governance body in sustainability reporting		B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
			B.4.1.2 Organisation (G1.GOV-1)	
	Disclosure 2-15 Conflicts of interest		B.4.1.4 Corporate culture and business conduct policies (G1-1)	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
	Disclosure 2-16 Communication of critical concerns	This information is mentioned in the Integrated Report		
	Disclosure 2-17 Collective knowledge of the highest governance body		B.1.2.7 Worldline's integrated strategy (SBM-1)	
	Disclosure 2-18 Evaluation of the performance of the highest governance body		B.1.2.1.2 Board of directors, roles, and responsibilities	
	Disclosure 2-19 Remuneration policies		B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
			B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
			B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	

GRI Standard	Disclosure title	Additional information	Location of information	Omission
	Disclosure 2-20 Process to determine remuneration		B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
			B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
	Disclosure 2-21 Annual total compensation ratio			
Strategy, policies and practices				
GRI 2: General Disclosures 2021	Disclosure 2-22 Statement on sustainable development strategy	This information is part of the integrated Report		
	Disclosure 2-23 Policy commitments		B.1.6. Double materiality analysis: results (IRO-2)	
			B.3.1.8.2 Policy related to training, skills and carrier development (S1-1) and targets (S1-5)	
			B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.4.1.4 Corporate culture and business conduct policies (G1-1)	
			B.4.1.4 Corporate culture and business conduct policies (G1-1)	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
	Disclosure 2-24 Embedding policy commitments		B.1.6. Double materiality analysis: results (IRO-2)	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
	Disclosure 2-25 Processes to remediate negative impacts	Please note that our whistleblowing tool does also covers grievances claims	B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.2 Governance	
	Disclosure 2-26 Mechanisms for seeking advice and raising concerns		B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.1.2 Governance	
	Disclosure 2-27 Compliance with laws and regulations		B.3.3.3.3 Performances	
			B.2.1.2 Reporting scope	
			B.1.2 Governance	
			B.2.2.1 Climate-related governance and incentive schemes (E1.GOV-3)	
	Disclosure 2-28 Membership associations			

B

GRI Standard	Disclosure title	Additional information	Location of information	Omission
Stakeholders engagement				
GRI 2: General Disclosures 2021	Disclosure 2-29 Approach to stakeholder engagement		B.1.6. Double materiality analysis: results (IRO-2)	
			B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
	Disclosure 2-30 Collective bargaining agreements		B.3.1.10.4 Actions related to working conditions (S1-4)	
Material topics				
GRI 3: Material Topics 2021	Disclosure 3-1 Process to determine material topics		B.1.5. Description of the process to identify and assess material IROs (IRO-1)	
			B.1.6. Double materiality analysis: results (IRO-2)	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.5. Tables	
	Disclosure 3-2 List of material topics		B.1.6. Double materiality analysis: results (IRO-2)	
Material topics				
Relationship with suppliers				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.1.2.7 Worldline's integrated strategy (SBM-1)	
Relationship with suppliers				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.1.2.7 Worldline's integrated strategy (SBM-1)	
			B.4.2.5 Actions related to sustainable procurement	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.1.2.1.3 Other roles and responsibilities	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
GRI 204: Procurement Practices 2016	Disclosure 204-1 Proportion of spending on local suppliers		B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
Prevention and detection of corruption and bribery				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.4.1 Governance and business conduct (G1-GOV1)	
			B.1.2 Governance	
			B.4.1.1 General principles	
			B.4.1.5 Prevention and detection of corruption and bribery (G1-3)	
			B.B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	

GRI Standard	Disclosure title	Additional information	Location of information	Omission
GRI 205: Anti-corruption 2016	Disclosure 205-1 Operations assessed for risks related to corruption		1.1.1. General Basis for preparation of sustainability statements (BP-1)	
	Disclosure 205-2 Communication and training about anti-corruption policies and procedures		B.1.2.1.2 Board of directors, roles, and responsibilities	
	Disclosure 205-3 Confirmed incidents of corruption and actions taken		B.4.1.6 Confirmed incidents of corruption and bribery (G1-4)	
Payment integrity				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.4.3 Payment integrity	
			B.4 Governance	
GRI 207: Tax 2019	Disclosure 207-1 Approach to tax		B.1.2 Governance	
	Disclosure 207-2 Tax governance, control, and risk management		B.1.1.3 Other applicable legislation	
	Disclosure 207-3 Stakeholder engagement and management of concerns related to tax		B.1.2 Governance	
	Disclosure 207-4 Country-by-country reporting		B.1.1.3 Other applicable legislation	
Environment				
Energy consumption and mix				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.4.3.1 Performances and targets	
			B.4.1 Governance of business conduct (G1.GOV-1)	
			B.4.2.5 Actions related to sustainable procurement	
			B.1.2.5 Risk management and internal controls over sustainability reporting (GOV-5)	
			B.2.2.1 Climate-related governance and incentive schemes (E1.GOV-3)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.1.2.1.3 Other roles and responsibilities	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
			B.1.6. Double materiality analysis: results (IRO-2)	

B

GRI Standard	Disclosure title	Additional information	Location of information	Omission
GRI 302: Energy 2016	Disclosure 302-1 Energy consumption within the organization		B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	Disclosure 302-2 Energy consumption outside of the organization		B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	Disclosure 302-3 Energy intensity		B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	Disclosure 302-4 Reduction of energy consumption		B.1.2.5 Risk management and internal controls over sustainability reporting (GOV-5)	
			B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	Disclosure 302-5 Reductions in energy requirements of products and services		B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
Climate change				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.4.2.5 Actions related to sustainable procurement	
			B.1.2.5 Risk management and internal controls over sustainability reporting (GOV-5)	
			B.2.2.1 Climate-related governance and incentive schemes (E1.GOV-3)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.1.2.1.3 Other roles and responsibilities	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
			B.1.2.5 Risk management and internal controls over sustainability reporting (GOV-5)	
			B.1.2.5 Risk management and internal controls over sustainability reporting (GOV-5)	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
			B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
			B.2.2 Climate Change (ESRS E1)	
			B.1.6. Double materiality analysis: results (IRO-2)	
GRI 305: Emissions 2016	Disclosure 305-1 Direct (Scope 1) GHG emissions		B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	Disclosure 305-2 Energy indirect (Scope 2) GHG emissions		B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	Disclosure 305-3 Other indirect (Scope 3) GHG emissions		B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	Disclosure 305-4 GHG emissions intensity		B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	

GRI Standard	Disclosure title	Additional information	Location of information	Omission
	Disclosure 305-5 Reduction of GHG emissions		B.2.2.1 Climate-related governance and incentive schemes (E1.GOV-3)	
			B.1.2.5 Risk management and internal controls over sustainability reporting (GOV-5)	
			B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	Disclosure 305-6 Emissions of ozone-depleting substances (ODS)			
	Disclosure 305-7 Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions			
Social				
Workers in the value chain				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.3.2.4 Taking actions on material impacts on value chain workers and approaches to managing material risks and pursuing material opportunities related to value chain workers (S2-4)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.3.2 Workers in the value chain ESRS (S-2)	
			B.3.2.1 Material impacts, risks and opportunities and their interaction with workers in the value chain (ESRS 2 SBM-3)	
Human rights and modern slavery				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.3.1.12 Human rights and modern slavery (S1-1.20), (S1-1.21), (S1-1,22), and (S1-17)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.3.1 Own Workforce (ESRS S1)	
Working conditions				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.3.1.10 Working conditions (S1-15)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.1.2.1.3 Other roles and responsibilities	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
			B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
GRI 401: Employment 2016	Disclosure 401-1 New employee hires and employee turnover		B.3.1.2 Overview of our workforce: employees (S1-6) and non-employees (S1-7)	
			B.3.1.8.1 Impacts, risks and opportunities related to training, skills and carrier development (S1.SBM-3)	
	Disclosure 401-2 Benefits provided to full-time employees that are not provided to temporary or parttime employees		B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
	Disclosure 401-3 Parental leave		B.3.1.10 Working conditions(S1-15)	

B

GRI Standard	Disclosure title	Additional information	Location of information	Omission
Health and safety				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
GRI 403: Occupational Health and Safety 2018	Disclosure 403-1 Occupational health and safety management system		B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
	Disclosure 403-2 Hazard identification, risk assessment, and incident investigation		B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
	Disclosure 403-3 Occupational health services		B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
	Disclosure 403-4 Worker participation, consultation, and communication on occupational health and safety		B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
	Disclosure 403-5 Worker training on occupational health and safety		B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
	Disclosure 403-6 Promotion of worker health		B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
	Disclosure 403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships		B.3.1.9 Health and safety (S1-14)	Information unavailable/ incomplete: Regarding GRI 403-7, Worldline did not report it as the information is not available. Worldline did not report it as Worldline does not have a Global Health and Safety policy yet. It is handled at local levels so far. Worldline is intending to draft it in the coming years.
	Disclosure 403-8 Workers covered by an occupational health and safety management system		B.3.1.11.2 Policy related to equal treatment and opportunities for all (S1-1) and targets (S1-5)	
	Disclosure 403-9 Work-related injuries		B.3.1.10.4 Actions related to working conditions (S1-4)	
	Disclosure 403-10 Work-related ill health		B.3.1.10.4 Actions related to working conditions (S1-4)	

GRI Standard	Disclosure title	Additional information	Location of information	Omission
Training and skills development				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.3.1.8 Training skills and carrier development (S1-13)	
			B.3.1 Own workforce (ESRS S1)	
			B.1.2.1.3 Other roles and responsibilities	
			B.3.1.4 Interests and views of employees (S1.SBM-2)	
			B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.3.1.6 Policies related to own workforce (S1-1)	
			B.1.1.2. Disclosure in relation to specific circumstances (BP-2)	
GRI 404: Training and Education 2016	Disclosure 404-1 Average hours of training per year per employee		B.3.1.8 Training skills and carrier development (S1-13)	
			B.3.1.10.2 Policy related to work-life balance (S1-1) and targets (S1-5)	
	Disclosure 404-2 Programs for upgrading employee skills and transition assistance programs		B.3.1.8 Training skills and carrier development (S1-13)	
	Disclosure 404-3 Percentage of employees receiving regular performance and career development reviews		B.3.1.8 Training skills and carrier development (S1-13)	
Gender equality				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.3.1.7 Gender equality (S1-8)	
			B.3.1 Own Workforce (ESRS S1)	
			B.3.1.3 Material impacts, risks and opportunities and their interaction with strategy and business model (S1.SBM-3)	
Equal treatment and opportunities for all				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.3.1 Own workforce (ESRS S1)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	
GRI 405: Diversity and Equal Opportunity 2016	Disclosure 405-1 Diversity of governance bodies and employees		B.4.1 Governance of business conduct (G1.GOV-1)	
			B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.4.1.4 Corporate culture and business conduct policies (G1-1)	
			B.4.1.4 Corporate culture and business conduct policies (G1-1)	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	
	Disclosure 405-2 Ratio of basic salary and remuneration of women to men		B.1.2.1.2 Board of directors, roles, and responsibilities	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	

GRI Standard	Disclosure title	Additional information	Location of information	Omission
Consumers and end-users				
Plateform resilience				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.3.3 Consumers and end-users (ESRS 4)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.3.3.2 Platform resilience	
Data protection on all the value chain				
GRI 3: Material Topics 2021	Disclosure 3-3 Management of material topics		B.3.3.3 Data protection on all the value chain (entity-specific sustainability matter)	
			B.1.1.1. General Basis for preparation of sustainability statements (BP-1)	
			B.3.3.3.1 Material impacts risks and opportunities links with business model and strategy related to data protection (S4.SBM-3)	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
GRI 418: Customer Privacy 2016	Disclosure 418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data		B.4.1 Governance and business conduct (G1-GOV1)	
			B.3.1.11.4 Actions related to equal treatment and opportunities for all (S1-4)	
Governance				
Internal fraud				
GRI 3: Material topics 2021	Disclosure 3-3 Management of material topics		B.4.1 Governance and business conduct (G1-GOV1)	
			B.4.1.3 Material Impacts, risks and opportunities and their interaction with governance and buriness conduct(G1.SBM-3.IRO1)	
			B.4.1.5 Prevention and detection of corruption and bribery (G1-3)	
Corporate culture and business conduct				
GRI 3: Material topics 2021	Disclosure 3-3 Management of material topics		B.4.1 Governance and business conduct (G1-GOV1)	
			B.1.2.1.3 Other roles and responsibilities	
			B.1.3. CSR team Interests and views of stakeholders (SBM-2)	
			B.4.1.4 Corporate Culture Policies (G1-1)	
			B.4.1 Governance of business conduct (G1.GOV-1)	
			B.2.2.1 Climate-related governance and incentive schemes (E1.GOV-3)	

GRI Standard	Disclosure title	Additional information	Location of information	Omission
Worldline's specific disclosure				
	WL1 Service disponibility rate		B.4.1 Governance of business conduct (G1.GOV-1)	
			B.3.1.11.4 Actions related to equal treatment and opportunities for all (S1-4)	
	WL2 Innovation		B.4.1 Governance and business conduct (G1-GOV1)	
	WL3 Number of security incidents		B.4.2.5 Actions related to sustainable procurement	
			B.4.1 Governance and business conduct (G1-GOV1)	
	WL5 Shareholding plans		B.4.1 Governance and business conduct (G1-GOV1)	
			B.1.2.3 Integration of sustainability-related performance in incentive schemes (GOV-3)	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	
	WL6 Recruitment		B.4.1 Governance and business conduct (G1-GOV1)	
			B.B.3.1.8 Training, skills and carrier development (S1-13)	
			B.3.1.8.1 Impacts, risks and opportunities related to training, skills and carrier development (S1.SBM-3)	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	
	WL7 Gender equity		B.4.1 Governance and business conduct (G1-GOV1)	
			B.4.1.4 Corporate culture and business conduct policies (G1-1)	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	
	WL8 Number of innovation workshops		B.4.1 Governance and business conduct (G1-GOV1)	
			B.2.1.4 General results	
	WL9 Intergenerational Collaboration		B.4.1 Governance and business conduct (G1-GOV1)	
	WL10 Waste		B.4.1 Governance and business conduct (G1-GOV1)	
			B.2.2.1 Climate-related governance and incentive schemes (E1.GOV-3)	
			B.2.2.5 Policies (E1-2) and targets (E1-4) related to climate change	
	WL11 Taking into account employee expectations		B.4.1 Governance and business conduct (G1-GOV1)	
			B.3.1.8.1 Impacts, risks and opportunities related to training, skills and carrier development (S1.SBM-3)	
			B.3.1.10.4 Actions related to working conditions (S1-4)	
			B.3.1.11 Equal treatment and opportunities for all (S1-9), (S1-10), (S1-11), and (S1-16)	
	WL17 Evaluation of the CSR performance of suppliers		B.4.1 Governance and business conduct (G1-GOV1)	
			B.1.2 Governance	
	WL4 Sustainable innovation		B.1.6. Double materiality analysis: results (IRO-2)	
			B.1.2.7 Worldline's integrated strategy (SBM-1)	
			B.3.1.10.4 Actions related to working conditions (S1-4)	

B

B.6.3 SASB-PDF – Issued IFRS Standards

TOPIC	METRIC	CATEGORY	UNIT OF MEASURE	CODE	LOCATION OF INFORMATION
Environmental Footprint of Hardware Infrastructure	(1) Total energy consumed,(2) percentage grid electricity and(3) percentage renewable	Quantitative	Gigajoules (GJ)*, Percentage (%)	TC-SI-130a.1	B.2.2.7. Energy consumption and mix (E1-5 and SDG 7)
	(1) Total water withdrawn, (2) total waterconsumed; percentage of each in regionswith High or Extremely High BaselineWater Stress	Quantitative	Thousand cubic metres (m^3),Percentage (%)	TC-SI-130a.2	Nonmaterial topic (More details available in section 1.6. Double materiality analysis (IRO-2)
	Discussion of the integration of environmental considerations into strategic planning for data centre needs	Discussions and analysis	N/A	TC-SI-130a.3	B.2.2.8 Actions and resources in relation to climate change policies (E1-3)
Data Privacy &Freedom of Expression	Description of policies and practices relating to targeted advertising and user privacy	Discussions and analysis	N/A	TC-SI-220a.1	B.3.3.3.3 Performances and targets (S4-5)
	Number of users whose information is used for secondary purposes	Quantitative	Number	TC-SI-220a.2	B.3.3.3.3 Performances and targets (S4-5)
	Total amount of monetary losses as a result of legal proceedings associated with user privacy	Quantitative	Presentation currency	TC-SI-220a.3	They have not been reported as they fall outside the scope of Worldline
	(1) Number of law enforcement requests for user information, (2) number of users whose information was requested, (3) percentage resulting in disclosure	Quantitative	Number, Percentage (%)	TC-SI-220a.4	B.3.3.3.3 Performances and targets (S4-5)
	List of countries where core products or services are subject to government required monitoring, blocking, content filtering, or censoring	Discussions and analysis	N/A	TC-SI-220a.5	B.3.3.3.3 Performances and targets (S4-5)
Data Security	(1) Number of data breaches, (2) percentage that are personal data breaches, (3) number of users affected	Quantitative	Number, Percentage (%)	TC-SI-230a.1	B.3.3.3.3 Performances and targets (S4-5)
	Description of approach to identifying and addressing data security risks, including use of third-party cybersecurity standards	Discussions and analysis	N/A	TC-SI-230a.2	B.3.3.3.2 Data protection policy (S4-1) and targets (S4-5)
Recruiting &Managing aGlobal, Diverse& SkilledWorkforce	Percentage of employees that require a work visa	Quantitative	Percentage (%)	TC-SI-330a.1	N/A
	Employee engagement as a percentage	Quantitative	Percentage (%)	TC-SI-330a.2	B.3.1.8.3 Performances (S1-13)
	percentage of (1) gender and (2) diversity group representation for (a) executive management, (b) non-executivemanagement, (c) technical employees, and (d) all other employees	Quantitative	Percentage (%)	TC-SI-330a.3	B.3.1.7.3 Performances: gender equality (S1-9) B.3.1.11.3 Performances (S1-9), (S1- 10), (S1-11), (S1-12) and (S1-16)
Intellectual Property Protection &CompetitiveBehaviour	Total amount of monetary losses as a result of legal proceedings associated with anti-competitive behaviour regulations	Quantitative	Presentation currency	TC-SI-520a.1	N/A
Managing Systemic Risks from Technology Disruptions	Number of (1) performance issues and (2) service disruptions; (3) total customer downtime	Quantitative	Number, Days	TC-SI-550a.1	N/A
	Description of business continuity risks related to disruptions of operations	Discussions and analysis	N/A	TC-SI-550a.2	B.4.2.2. Material impacts, risks and opportunities related to sustainable procurement

* *for reasons of understanding and alignment with the CSRD regulation, we use MWH and here is the calculation for transforming in GJ for all our figures*

B

B.7 Worldline's vigilance plan

The vigilance plan is not included into Worldline's sutainability report.

Integration of Vigilance Plan into CSRD Project (2024)

In 2024, Worldline has integrated its work and risk assessments related to the duty of vigilance into the compliance process associated with the Corporate Sustainability Reporting Directive (CSRD). This integration reflects the overlapping themes addressed by both regulations, as detailed in our Sustainability Report.

This section provides a clear and concise overview of Worldline's vigilance plan (the "Plan"). It outlines the methodology used to identify risks associated with serious harm to human rights, fundamental freedoms, health and safety, and the environment, along with the measures implemented to prevent these risks.

The Plan has been updated based on the efforts of the CSRD Project, which comprises representatives from various departments, including CSR, Risk Management, Compliance, Legal, Procurement, Human Resources, and Finance. A Steering Committee, made up of leaders from these departments, oversees the project's progress and reviews strategic steps and decisions.

In line with the French Duty of Vigilance law, our Vigilance Plan includes the following components:

- A risk mapping process to identify, analyze, and prioritize significant risk threats.
- Plans for risk mitigation, prevention, and monitoring.
- An alert mechanism for collecting reports concerning potential risks.
- A monitoring system to evaluate the effectiveness of the implemented measures.

Risk Assessment

2024 Vigilance Plan risk assessment has been updated and reinforced as part of the CSRD Project.

Worldline has identified, analyzed, and prioritized the following risks through a double materiality risk assessment. The risk classification is based on the severity of the risks and their likelihood of occurrence in the context of the Group's activities and value chain. For more details on the process used to identify and assess material issues, please refer to our *Sustainability Report, Section on "Description of the Process to Identify and Assess Material IROs (IRO-1)."*

Risk domains and subrisks assessed include:

- Human Rights and Fundamental Freedoms:
- Child and Forced Labour
- Collective Bargaining: Including the percentage of workers covered by collective agreements
- Freedom of Association: Including the existence of works councils and the rights of workers to information, consultation, and participation
- Affected Communities
- Adequate Wages
- Secure Employment

Health and Safety:

- Working Conditions
- Work-Life Balance
- Measures Against Violence and Harassment in the Workplace
- Employment and Inclusion of Persons with Disabilities
- Diversity
- Training and Skills Development
- Gender Equality and Equal Pay for Work of Equal Value

Environment:

- Extreme Weather Events (i.e. storms, floods, wildfires, droughts, and landslides)
- Temperature Increases
- Mismanaged Energy Consumption (i.e.water and energy use)
- Pollution
- Carbon Footprint
- Mismanaged IT Product Consumption: (i.e. lifecycle impact of terminals)
- Biodiversity Impact

The results of this assessment are illustrated in Worldline double materiality risk map (please refer to our Sustainability Report, Section 1.6 "Double Materiality Analysis: Results (IRO-2)"). These findings are utilized by various stakeholders to define action plans and remediation measures.

B

Risk Mitigation Action Plans

Each identified risk is addressed through specific policies, actions, and monitoring plans. The correspondence table below, details the relevant sections of the Sustainability Report that describe the mitigation and prevention plans that have been implemented.

1 Scope	2 Risk Domains	3 References
4 Worldline's entities	Environment	Section 2 Environment p.96 to 129
	Human Rights	Section 3 Social p.100 to 133
	Health and Safety	Section 3 Social p.143 to 145
11 Worldline's Value Chain		Section 2 Environment p.96 to 129, Section 3 Human Rights p.100 to 133 Section 4.2 Management of relationships with suppliers(G1-2), including Payment practices (G1-6), p.174 to 176

Alert System

Worldline has established a dedicated alert system known as the **Integrity Line (EQS)**. This mechanism enables Worldline employees, as well as third parties, to report any concerns or allegations regarding violations of the Worldline Code of Ethics (or any code of professional conduct applicable in certain entities of Worldline), as well as violations of local laws and regulations or any wrongdoing.

Allegations related to violations of Human Rights, Environmental issues, or Health & Safety can be reported through the Integrity Line.

For more details about the alert system, whistleblower protection, and a report on alerts received in 2024, please refer to Section 4.1.4, "Corporate Culture and Business Conduct Policies," of the Sustainability Report (p. 169 to 171).

C

Financials

C.1 Operational review

Worldline's **FY 2024 revenue** reached **€4,632 million**, representing **+0.5% organic revenue growth** with a slowdown in the second half of the year driven by an overall soft consumption context, the re-insourcing process of a large customer in Financial Services and some specific challenges in Merchant Services over the summer.

The Group's Adjusted EBITDA reached **€1,070 million** in FY 2024, representing **23.1% of revenue,** down from 2023, mainly due to a challenging environment in Merchant Services and Financial Services.

Free cash flow: **€201 million** or **18.8%** adjusted EBITDA conversion rate, impacted by the Power24 plan which represented €139 million.

All guidance parameters provided in September, 2024 were achieved despite an adverse context.

C.1.1 Statutory to constant scope and foreign exchange rates reconciliation

For the analysis of the Group's performance, 2024 revenue and adjusted EBITDA are compared to 2023 revenue and adjusted EBITDA at constant scope and exchange rates.

Reconciliation between 2023 reported revenue and adjusted EBITDA, and 2023 revenue and adjusted EBITDA at constant scope and foreign exchange rates is presented below per Global Business Lines:

	Revenue			
(In € million)	**FY2023**	**Scope effect[2]**	**Exchange rates effect**	**FY 2023[1]**
Merchant Services	3,324.7	+2.7	-1.8	3,325.6
Financial Services	944.1	-5.6	+1.0	939.5
Mobility & e-transactional Services	341.6	0.0	+2.0	343.7
WORLDLINE	**4,610.4**	**-2.9**	**+1.2**	**4,608.7**

1 *At constant scope and December 2024 YTD average exchange rates.*

2 *At December 2023 YTD average exchange rates.*

	Adjusted EBITDA			
(In € million)	**FY2023**	**Scope effect[2]**	**Exchange rates effect**	**FY 2023[1]**
Merchant Services	847.0	+0.6	+2.0	849.7
Financial Services	274.6	-1.8	+0.7	273.5
Mobility & e-transactional Services	48.2	-0.8	+0.5	48.0
Corporate costs	(59.4)	0.0	-0.0	(59.5)
WORLDLINE	**1,110.5**	**-1.9**	**+3.2**	**1,111.7**
as a % of revenue	*24.1%*			*24.1%*

1 *At constant scope and December 2024 YTD average exchange rates.*

2 *At December 2023 YTD average exchange rates.*

Exchanges rate effects in FY were mainly due to the depreciation of the Turkish Lira against Euro and the appreciation of the Swiss Franc, while scope effects are mainly related to the integration of Banco Desio in the Merchant Services division and the disposal of Consulting & Services entity in Germany.

C.1.2 Performance by Global Business Line

(In € million)	Revenue FY2024	Revenue FY 2023*	Revenue Organic change	Adjusted EBITDA FY2024	Adjusted EBITDA FY 2023*	Adjusted EBITDA Organic change	Adjusted EBITDA % FY2024	Adjusted EBITDA % FY 2023*	Adjusted EBITDA % Organic change
Merchant Services	3,389.6	3,325.6	+1.9%	815.2	849.7	-4.1%	24.0%	25.5%	-150 bps
Financial Services	891.5	939.5	-5.1%	241.6	273.5	-11.7%	27.1%	29.1%	-200 bps
Mobility & e-transactional Services	350.8	343.7	+2.1%	67.9	48.0	+41.6%	19.4%	14.0%	+541 bps
Corporate costs	0.0	0.0	+0.0%	(54.3)	(59.5)	+8.6%	-1.2%	-1.3%	+12 bps
WORLDLINE	**4,631.9**	**4,608.7**	**+0.5%**	**1,070.4**	**1,111.7**	**-3.7%**	**23.1%**	**24.1%**	**-101 BPS**

* *At constant scope and exchange rates*

C.1.2.1 Merchant Services

Merchant Services **revenue** in FY 2024 reached **€3,390 million**, representing an organic growth of **+1.9%**. Despite a good momentum in our core geographies such as Central Europe and Southern Europe, Merchant Services' performance was impacted by softer macroeconomic conditions during the year, the termination of some of our online merchants as planned and specific performance issues in our Asia-Pacific business and in some global online verticals over the summer.

By division, the growth was mainly led by:

- *Commercial Acquiring:* Soft performance despite solid growth in Southern Europe offset by the termination of some online contracts and the soft macroeconomic context, in particular in Northern Europe, as well as by some temporary headwinds in Asia-Pacific;
- *Payment Acceptance*: A contrasted performance between a promising first half driven by news wins in the Enterprise perimeter and a second half impacted by specific issues experienced over the summer in some online verticals;
- *Digital Services*: Broadly stable with solid growth driven by POS roll-out in Germany in the first half of 2024 offset in the second half by lower hardware activity than planned.

During the first half, Merchant Services' commercial activity was healthy, particularly in the EV charging vertical, in which Worldline already has a strong franchise with an estimated market share of c.25%, notably through new contracts with Ampeco and EnerCharge.

On the distribution side, Worldline reinforced its footprint in the fast-food industry with Tabesto, the order-taking and payment specialist. This ISV partnership will take place in 36 countries and will promote SoftPos Worldline Tap on Mobile technology to enhance ordering and payment kiosk experience. Worldline also signed a joint strategic partnership with Wix.com Ltd, the leading SaaS website builder platform. For Worldline's small and medium enterprise customers, this collaboration will bring a best-in-class platform to create, manage and grow their online presence, and ultimately increase revenues, and for Wix users, it will enable access to Worldline's local payments and banking solutions to better meet customer expectations.

Throughout 2024, the commercial momentum was also supported by numerous wins and renewals for both Instore Omnichannel and Online X-Border activities, with among others, Luxair, IWG, Nort consulting, Cdiscount, Appart'City, Emirates, Air Transat, Paypal, and Qatar Airways.

Despite a challenging context, key performance indicators progressed:

- Worldline's acquiring merchant base welcomed c. 50,000 new merchants onboarded on the Group platform, reaching 1.45 million merchants as of end of December 2024;
- Acquiring MSV reached €495 billion in FY 2024, up circa 3%.

2024 Merchant Services' **adjusted EBITDA** amounted to **€815 million**, **24.0% of revenue**, impacted by online contract termination along the year and a less favorable country mix coupled with some hardware delivery delays in the 2nd half of the year.

C.1.2.2 Financial Services

Financial Services **revenues** in 2024 reached **€891 million**, down by **5.1%** compared with FY 2023. The continued positive momentum in acquiring and issuing processing was more than offset by the large one-off re-insourcing process that started in the second quarter of 2024 in the Account Payments activity. The performance by division was the following:

- *Card-based payment processing activities (Issuing Processing and Acquiring Processing)*: Good performance led by additional revenues generated by sustained volumes and good achievements in Asia Pacific.
- *Digital Banking:* Lower activity, mainly due to decreasing volumes in France and the Netherlands, overshadowing higher customer demand for Sanctions Securities and Monitoring solutions;
- *Account Payments*: Activity was impacted by lower volumes linked to the one-off re-insourcing of a large client, while the rest of the business grew slightly thanks notably to new wins in instant payments.

Financial Services signed several contracts in 2024 such as Consorbank and Anadolubank Nederland N.V. In Q2 2024, Financial services' activity was marked by a significant contract signed with Banque Raiffeisen in Luxembourg, Worldline's first client on its cloud-based instant payments solution. Using Worldline's modern cloud infrastructure enabled by a partnership with Google, Worldline will provide the bank with the means to send and receive instant payments as mandated by the EU's Instant Payments Regulation.

In the 4th quarter, Financial Services maintained a positive commercial momentum and recorded new wins including with Argenta in issuing, Dimoco in open banking and Garanti Bank in instant payments

FY 2024 **adjusted EBITDA** reached **€242 million**, representing **27.1% of revenue**. After a solid resilience based on strict costs control in H1'25, has been impacted in H2'25 by the full effect of a contract reinsourcing.

C.1.2.3 Mobility & e-Transactional Services

Mobility & e-Transactional Services **revenue** reached **€ 351 million**, **up 2.1% organically,** mainly driven by increased activity in France in Trusted Services and new projects won in the second half of 2024 in the Omnichannel interactions division**.** The performance by division was the following:

- *Trusted Services*: Strong growth driven by good momentum in France, thanks to our Digital Workplace solution, and in Germany through new projects in e-health.
- *Transport & Mobility*: Broadly stable with lower activity in the rail industry partly offset by increased volumes in ticketing in France.
- *Omnichannel Interactions*: Good performance thanks to strong growth in the second half of 2024 supported by higher volumes and project deliveries.

Worldline delivered a good commercial performance in Mobility & e-Transactional Services in 2024, in H1 with the signing of a contract renewal with PMU thanks to our Worldline secure safe solution. This solution offers secure services to online gaming operators operating in France and a collection platform within a CSPN-qualified safe to comply with the French regulatory framework. Worldline also continued to expand our presence by signing a contract renewal with a major Leader in ticketing for shows and sporting events providing our integrated ticketing and payment solution. Finally, we signed an agreement with a major energy company to renew the maintenance and evolution contract for its payment and loyalty applications

In the second half, two large companies extended their partnership with Worldline's Contact solution: BNP Paribas group for its retail banking and insurance entities in Europe and Diot-Siaci, a leading insurance and reinsurance brokerage group. These wins demonstrate Worldline's know-how in Contact solutions and ability of MeTS to leverage its latest investment efforts, especially in AI technologies.

In the fourth quarter, Mobility & e-Transactional Services signed a new 5-year contract with Transport for Wales Rail Limited, and notably won contracts in France with Pays de la Loire to improve mobility services and with the Ministère des Transports linked to the experimentation of a unique, national transport ticket.

Mobility & e-Transactional Services' **adjusted EBITDA** reached **€68 million** in FY 2024, representing **19.4% of revenue**. mainly driven by significant improvement in workforce management as well as the rationalization of our infrastructure costs.

C.1.2.4 Corporate costs

Corporate costs amounted to **€54 million** in FY 2024, representing **1.2% of total Group revenue** compared with €59.5 million in FY 2023, benefitting from the implementation of rigorous cost control in support functions.

C.1.3 Human resources

The total headcount is 18,112 at the end of December 2024, which is a reduction of 290 (-1.6%) staff over the year and 159 staff compared to H1 2024. This decrease was due to the staff reduction plan POWER24, which was partially compensated by the reinforcement of support centers in low-cost countries, both in Europe and Asia. Indeed, the reduction is split between -909 headcounts (-6.8%) in high-costs countries and +619 headcounts (+12.4%) in low-costs countries.

Headcount	Opening Jan-24	Hiring	Leavers	Dismiss / Restruc	Others	Closing Dec-24
Southern Europe	5,646	350	-264	-84	-81	5,567
Central & Eastern Europe	5,057	584	-329	-223	-165	4,924
Northern Europe	4,065	243	-234	-275	-108	3,691
Asia Pacific & America	3,634	688	-302	-122	32	3,930
Worldline	**18,402**	**1,865**	**-1,129**	**-704**	**-322**	**18,112**

C.2 2025 outlook

- **Similar revenue growth rate in 2025 vs. 2024*** with progressive acceleration in H2'25 after an H1'25 performance slightly below Q4'24 growth rate
- **Growth in unlevered Free Cash Flow vs. 2024****

Further details regarding the 2025 trajectory will be provided during the Q1 2025 publication to take place on April 23rd, 2025

(*) Assuming current unchanged macro environment in our core geographies

(**) Unlevered FCF: FCF before cash costs of net financial debt, see Non-IFRS financial measures in C.8.2 "Free cash flow"

C.3 Financial review

C.3.1 Income statement

The Group reported a net loss (attributable to owners of the parent company Worldline SA) of €297.0 million for the full year 2024 (compared to a net loss of 817.3 million for the full year 2023). The normalized net income attributable to owners of the parent before unusual and infrequent items (net of tax) in 2024 is €433.5 million, representing 9.4% of revenue, compared to €521.3 million in 2023.

C

C.3.1.1 Reconciliation from operating margin to net income

(In € million)	12 months ended December 31, 2024	% revenue	12 months ended December 31, 2023	% revenue
Operating margin	**686.7**	**14.8%**	**789.8**	**17.1%**
Other operating income/(expenses)	(582.0)		(1,659.8)	
Operating income	**104.7**	**2.3%**	**(870.0)**	**(18.9)%**
Net financial income/(expenses)	(406.0)		(48.2)	
Tax charge	(10.6)		(40.2)	
Share of net profit/(loss) of associates	(0.1)		(1.0)	
Non-controlling interests	15.1		142.0	
Net income/loss – Attributable to owners of the parent	**(297.0)**	**(6.4%)**	**(817.3)**	**(17.7)%**
Normalized net income – Attributable to owners of the parent	**433.5**	**9.4%**	**521.3**	**11.3%**

C.3.1.2 Adjusted EBITDA

Adjusted EBITDA represents the underlying operational performance of the current business and is analyzed in the operational review.

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023	Variation
Operating margin	**686.7**	**789.8**	**(103.1)**
+ Depreciation of fixed assets	350.3	298.3	51.9
+ Net book value of assets sold/written off	6.7	4.3	2.4
+/- Net charge/(release) of pension provisions	9.8	(0.8)	10.5
+/- Net charge/(release) of provisions	17.0	18.7	(1.8)
ADJUSTED EBITDA	**1,070.4**	**1,110.4**	**(40.0)**

C.3.1.3 Other operating income and expenses

Other operating income and expenses represent a net cost of €582.0 million in 2024. The following table presents this amount by nature:

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Integration and acquisition costs	(87.6)	(142.7)
Rationalization and associated costs	(232.9)	(62.5)
Equity based compensation & associated costs	(10.7)	(24.8)
Customer relationships and acquired technologies amortization	(260.0)	(283.1)
Goodwill impairment	0.0	(1,147.0)
Other items	9.2	0.4
TOTAL OTHER OPERATING INCOME AND EXPENSES	**(582.0)**	**(1,659.8)**

Integration and acquisition costs reached €87.6 million, decreasing by €55.1 million, in relation with the ramp-down of integration and synergy implementation cost related to past acquisitions. The main costs of the period related to:

- Transformations costs for €49.3 million consisting of two main items :
  - projects to reinforce AML/CFT (Anti Money Laundering / Countering Financing of terrorism), and compliance mainly for operationalization, in particular on previously acquired scopes. These costs consist mainly on expenses to adjust processes and system like merchant onboarding diligences, processes of storage of related information, etc;
  - IT transformation projects, mainly Move to cloud.
- Costs in relation with integration of JV representing €27.4 million, principally for the set-up of the jointly held entity in Australia with ANZ, and the start of the jointly held entity in France with Crédit Agricole.

Rationalization and associated costs of €232.9 million are mainly related to Power24 implementation costs (see note 4 "Other significant events of the year", section "Power24").

In 2023, goodwill impairment of €1,147.0 million was related to the decrease in value of Merchant Services GBL (see note 9.1 "Goodwill").

C.3.1.4 Net financial expenses

Net financial expenses amounted to €406.0 million for the period (compared to an expense of €48.2 million in 2023) and are made up of:

- Income of net financial debt of €8.5 million (against a net cost of €2.9 million in 2023); and
- Net other financial expenses (including the impact of foreign exchange) of €414.6 million (€45.3 million expense in 2023).

The income of net financial debt of €8.5 million in 2024 is mainly made up by the following effects:

- The interests linked to straight bonds (€38.0 million) and convertible bonds (€11.5 million);
- The income interests from cash and cash equivalents (€49.1 million);
- The profit generated by the bonds reimbursement (€8.6 million) - see Note 4 "Other significant events of the year";

The variation compared to last year is explained by the increase of interests linked to straight bonds (increase of €14.8 million), partially offset by the increase on income interests from cash and cash equivalents in 2024 (increase of €30.6 million).

The net other financial expenses of €414.6 million in 2024 is mainly composed of:

- Foreign exchange loss for €40.9 million (loss of €26.7 million in 2023), mainly driven by hyperinflation in Argentina and Turkey for a negative impact of €37.5 million;
- Financial interests on lease liability (IFRS 16) for an expense of €12.8 million (€7.9 million in 2023);
- Pension financial costs for €6.7 million (€5.1 million in 2023). The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (see note 14 “Post-employment and similar long-term benefits”);
- The recognition in the consolidated income statement of a €10.2 million profit related to the change in fair value (€7.0 million) and disposal of the Visa shares (€3.1 million) at December 31, 2024 (compared to €6.3 million profit in 2023);
- The negative change in fair value of other financial instruments for €346.8 million, mainly related to the negative fair value of Poseidon Holdco preferred shares for €349 million (negative fair value for an amount of €4 million in 2023) - see Note 4 "Other significant events of the year";
- Other financial expenses for €24.0 million;
- Other financial income for €6.5 million.

C

C.3.1.5 Corporate tax

The 2024 tax expense is €10.6 million for a loss before tax of €301.4 million. The annualized Effective Tax Rate (ETR) is - 3.5% (-4.4% in 2023). In 2024, after the restatement of the fair value of the Poseidon Holdco's preferred shares of €349 million, the annualized Effective Tax Rate (ETR) is 22.4% (17.6% in 2023 after the restatement of the goodwill impairment of €1,147.0 million). The increase in Effective Tax Rate (ETR) is mainly driven by the decrease of equity-based compensation, which generated a lower non-deductible loss compared to 2023, and the negative impacts of 2023 tax true-ups.

C.3.1.6 Non-controlling interests and associates

The 2024 net loss attributable to non-controlling interests and associates December 31, 2024 is €15.1 million mainly related to the participations in Worldline Australia Pty Ltd and PAYONE, compared to net loss for €142.0 million in 2023.

C.3.1.7 Normalized net income

The normalized net income is defined as net income excluding unusual and infrequent items (attributable to the owners of the parent), net of tax. For 2024, the amount is €433.5 million, compared to €521.3 million in 2023.

(In € million)	**12 months ended December 31, 2024**	**12 months ended December 31, 2023**
Net income - Attributable to owners of the parent	**(297.0)**	**(817.3)**
Other operating income and expenses (Group share)	508.5	1,443.9
Financial loss on fair value of preferred shares (Group's share)	349.0	0.0
Financial gain on Visa shares disposal (Group share)	(3.1)	0.0
Tax impact on unusual items	(123.9)	(105.2)
Normalized net income - Attributable to owners of the parent	**433.5**	**521.3**

C.3.1.8 Earnings per share

The weighted average number of shares amounts to 282,567,142 shares for the period. At December 31, 2024 (same as December 31, 2023) there are no potentially dilutive instruments as all equity instruments are potentially relutive.

In € million - attributable to the owner of the parent	**12 months ended December 31, 2024**	**% revenue**	**12 months ended December 31, 2023**	**% revenue**
Net income [a]	**(297)**	**(6.4)%**	**(817.3)**	**(17.7)%**
Diluted net income [b]	**(297)**	**(6.4)%**	**(817.3)**	**(17.7)%**
Normalized net income - continued [c]	433.5	9.4%	521.3	11.3%
Normalized diluted net income - continued [d]	433.5	9.4%	521.3	11.3%
Average number of shares [e]	282,567,142		282,110,764	
Diluted average number of shares [f]	282,567,142		282,110,764	
In €				
Basic EPS [a] / [e]	**(1.05)**		**(2.90)**	
Diluted EPS [b] / [f]	**(1.05)**		**(2.90)**	
Normalized basic EPS [c] / [e]	**1.53**		**1.85**	
Normalized diluted EPS [d] / [f]	**1.53**		**1.85**	

C

C.3.2 Cash flow

(in € million)	12 months ended December 31, 2024	12 months ended December 31, 2023 (Restated) (*)
Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization (Adjusted EBITDA)	**1,070.4**	**1,110.4**
Capital expenditures	(281.5)	(332.9)
Lease expenditures (Lease under IFRS16)	(116.6)	(105.7)
Change in working capital requirement	(72.4)	(18.6)
Cash from operation	**599.9**	**653.2**
Taxes paid	(141.2)	(102.2)
Income (cost) of net financial debt	3.3	(2.9)
Integration and acquisition costs	(87.6)	(143.0)
Rationalization & associated costs in other operating income	(163.2)	(51.5)
Other changes	(10.1)	1.5
Free Cash Flow	**201.0**	**355.1**
Net material acquisitions and disposal	(22.9)	60.3
Capital increase	21.1	6.0
Portion of convertible bonds in equity / debt	(13.3)	(11.5)
Net Long term financial investments	(7.3)	(2.8)
Variance in lease liabilities	(57.4)	(18.5)
Dividends (paid) / received	(12.1)	(18.4)
Other movements	24.3	(12.8)
Change in net cash/(debt)	**133.5**	**357.4**
Opening net cash/(debt)	**(2,155.6)**	**(2,528.3)**
Change in net cash/(debt)	133.5	357.4
Foreign exchange rate fluctuation on net cash/(debt)	10.1	15.3
CLOSING NET CASH/(DEBT)	**(2,012.1)**	**(2,155.6)**

* *Including IFRS 16 lease liabilities (see note 4 Other significant event of the year)*

Free cash flow represents the change in net cash or net debt, excluding equity changes, dividends paid, impact of foreign exchange rate fluctuations on opening net cash balance, and excluding net acquisitions, financial investments and disposals.

At the end of December 31, 2024, the free cash flow reached €201.0 million, compared to €355.1 million in 2023.

Adjusted EBITDA of €1,070.4 million, reached 23.1% of revenue.

Capital expenditures amounted to €281.5 million or 6.1% of revenue. The part related to investments in software platforms through capitalized costs, in connection with the modernization of proprietary technological platforms, amounted to €187.2 million.

The negative **change in working capital requirement** is €72.4 million. This decrease is mainly explained by less trade payables in 2024 compared to 2023 (see note 17.1 "Trade payables and note payables").

The Group may factor part of its account receivables in the normal course of its day-to-day treasury management. As at December 31, 2024, the net amount received for factored receivables is €44.1 million (€39.8 million in 2023).

From time to time, the Group may also factor some other receivables as part of its treasury management. As at December 31, 2024, the net amount received for factored receivables (tax credit) is €10.9 million.

Cash-out related to **taxes paid** reached €141.2 million.

Net inflow related to **income (cost) of financial debt paid** of €3.3 million is mainly related to interests on straight bonds and convertible bonds, income from the early bonds reimbursement and the interest on cash and cash equivalent.

Cash outflow linked to **rationalization and associated costs** represented €163.2 million mainly explained by the Power24 plan (see note 4 "Other significant events of the year", section "Power24").

Integration costs and acquisition costs of €87.6 million are mainly explained by:

- Transformations costs for €49.3 million consisting of two main items :
  - projects to reinforce AML/CFT (Anti Money Laundering / Countering Financing of terrorism), and compliance on previously acquired scopes. These costs consist mainly on expenses to adjust processes and system like merchant onboarding diligences, processes of storage of related information, etc;
  - IT transformation projects, mainly Move to cloud.
- Costs in relation with integration of JV representing €27.4 million, principally for the set-up of the jointly held entity in Australia with ANZ, and the start of the jointly held entity in France with Crédit Agricole.

Other changes affecting the Free Cash Flow resulted in a negative impact of €10.1 million, compared to a positive impact of €1.5 million at the end of December 2023. This can be explained by the negative effects of exchange rates, hyperinflation and financial fees.

The net impact of material acquisitions and disposal for €22.9 million mainly come from:

- A deferred payment from Apollo funds received related to the disposal of TSS;
- A payment to TSS related to tax adjustment;
- A price adjustment on the merchant portfolio acquired in 2023 from Banco Desio;

- The revaluation of put options on non-controlling interests related to Eurobank and Axepta;
- The share buy-back program;
- A payment for the exercise of the call option on 45% non-controlling interests in SoftPOS.

In 2024, the €21.1 million **capital increase** correspond to :

- The capital increase of Worldline Australia subscribed by ANZ, its non-controlling shareholder;
- The capital increase of CAWL subscribed by Crédit Agricole.

Net debt increase effect of **convertible bonds** reached €13.3 million, from discounting and capitalized interests.

Net long term financial investments amounted to €7.3 million.

The negative **variation in lease liabilities** amounted to €57.4 million, mainly due to the new lease contracts signed during the period.

Other movements are impacted by the sale of Visa shares.

Foreign exchange rate fluctuation, which is determined on debt or cash exposure by country, had a positive impact of €10.1 million.

After the change in the Group's net debt definition (see note 4 "Other significant events of the year"), the 2023 financial year have been adjusted as follows:

(in € million)	12 months ended December 31, 2023 (Published)	Lease liabilities (IFRS 16)	12 months ended December 31, 2023 restated
Opening net cash/(debt)	**(2,201.9)**	**(326.4)**	**(2,528.3)**
Change in net cash/(debt)	376.0	(18.5)	357.4
Foreign exchange rate fluctuation on net cash/(debt)	15.3	0.0	15.3
CLOSING NET CASH/(DEBT)	**(1,810.7)**	**(344.9)**	**(2,155.6)**

C.3.2.1 Investments

Investments of 2024

In 2024, the Group’s total capital expenditures (purchases of tangible and intangible assets recorded in the balance sheet) are €281.5 million. These capital expenditures comprised principally:

Capitalized production costs, which relate to the IT platforms core to the Group’s products, totaled €187.2 million in 2024. This amount was invested primarily in software development in two main areas (i) creating new products or improving existing products with new features (ii) rendering the Group’s processing platform compliant with new Regulations.

Other purchases of tangible and intangible assets encompass (i) investments in shared infrastructures, infrastructures that are not dedicated to a single client, which consist principally in software, servers, network and storage equipment and (ii) investments in infrastructure dedicated to specific clients, mainly dedicated servers and terminals leased to clients.

The following table shows capital expenditures (purchases of tangible and intangible assets) by type of expenditure for the periods indicated:

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Capitalized production	187.2	192.0
Other purchases of tangible and intangible assets	94.3	140.9
TOTAL CAPITAL EXPENDITURES (PURCHASES OF TANGIBLE AND INTANGIBLE ASSETS)	**281.5**	**332.9**

Financial Investments

In 2024, the Group's financial investments paid mainly concerned investments in non-consolidated entities.

In 2023, the Group’s net financial investments (amounts received or paid for financial assets) were an inflow for €60.3 million, mainly from the disposal of the remaining 15.04% of TSS to Apollo for €297.0 million, net of the acquisitions of Banco Desio and Banca del Fucino merchant's portfolios for €125.2 million, and the revaluation of put options on non-controlling interests.

C.3.2.2 Significant existing or planned property, plant and equipment

As at December 31, 2024, the Group held property, plant and equipment with a total net value of approximately €213.3 million, consisting mainly of the equipment (particularly information technology equipment) used in its production centers, more specifically its data centers. The Group leases almost all of its property & plant while IT equipment is generally purchased.

Property, plant and equipment held or leased by the Group consists primarily of the following:

Administrative buildings and offices for the Group's administrative and commercial needs, in all the countries in which the Group operates. The principal sites leased are located in France (in particular the Seclin site where its biggest operational unit is based as well as the Paris La Défense site where the Company has its registered offices), in Belgium, in Switzerland, in the Netherlands, in Italy, in Germany, in Sweden, in Spain, in Luxembourg, in Poland, in Austria, in the United Kingdom, in the USA, in Malaysia, in Singapore, and in Australia and New Zeeland;

The Group's main data centers are located in France (at its Seclin site as well as in Vendôme - only owned building site), in Belgium (at its Brussels site), in Luxembourg, and in Germany (at its Frankfurt site). The Group leases data centers facilities in France, in the Netherlands, in Italy, in Luxembourg, in Germany, in Sweden, in Spain, in Turkey, in the USA, in Canada, in Argentina, in Australia, in New Zealand, and in India. In Switzerland the Group buys infrastructures services from SIX Group and in the UK, Spain and Germany the Group buys infrastructures services from Atos.

The Group also rents, from third parties connected with its own data centers, four European telecommunications centers (located in France, Belgium and Germany).

Technical data center infrastructure, furniture, equipment (primarily information technology equipment) and data center servers, which the Group owns through its local subsidiaries;

Assembly plant in the United Kingdom for the manufacture of kiosks.

The Group believes that the usage rate of its various tangible fixed assets is consistent with its activity and projected growth, as well as with its current and planned investments.

Lastly, the Group uses on-demand infrastructures from public cloud providers, among others Amazon Web Services, Google Cloud and Microsoft Azure. These contracts are considered as opex.

C.3.3 Financing policy

Financing structure

Worldline's expected liquidity requirements are currently fully covered by the gross cash, the long-term committed credit facilities, and cash generation.

On December 20, 2018, Worldline (as borrower) signed a five-year revolving credit facility (the "Facility") for an amount of €600 million, maturing in December 2024 with an option for Worldline to request the extension of the Facility maturity date until December 2025. In October 2019, a first extension has been requested and approved by the banks. The Facility maturity date was December 2024.

In October 2020, a second extension was requested and approved by the banks for an amount of €554 million. The new date of final maturity was December 2025.

In January 2021, following lender's approvals, an existing €750 million revolving credit facility at the level of Ingenico Group SA (as borrower), maturing in July 2023 was amended and extended as follows: modification of the borrower which is now Worldline S.A., decrease of the amount from €750 million to €450 million, improved margin conditions and financial commitments/covenants, and maturity extended to January 2024. On December 27, 2022, lenders agreed to extend further the facility until December 2025.

On July 4, 2024, Worldline signed a €1,125 million Revolving Credit Facility ("RCF") with a maturity date of July 2029. The RCF includes two one-year extension options at the lenders' discretion. The RCF is supported by a pool of 17 international banks.

The RCF replaces the previously existing €450 million and €600 million Revolving Credit Facilities maturing in December 2025. Both facilities were therefore cancelled on the same day.

At December 31, 2024, the RCF was not drawn upon.

Worldline has entered a "Negotiable European Commercial Papers" program (NEU CP) on April 12, 2019 to optimize its financial charges and improve Group's cash for a maximum initial amount of €600 million increased to €1,000 million in December 2020. At December 31, 2024, the outstanding amount of the program was €60 million.

On July 30, 2019, Worldline has issued interest- free bonds convertible into new shares and/or exchangeable for existing shares of Worldline (OCEANE) for an amount of €600 million due to mature on July 30, 2026, unless the bonds have been subject to early reimbursement, conversion or purchase and cancellation.

Worldline subsequently issued, on September 18, 2019, bonds for an amount of €500 million. Such bonds matured on September 18, 2024, and pay interest of 0.25% per annum on the outstanding principal amount. These bonds are rated BBB- by S&P Global Ratings in line with the latest corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation. Worldline proceeded to the reimbursement of these bonds at maturity date on September 2024.

These two bonds have financed the acquisition of the 36.4% minority stake of equensWorldline which was paid entirely in cash during September 2019.

In June 2020, in the context of the financing of the cash component of the acquisition of Ingenico (shares and OCEANE bonds), under a €4 billion EMTN (Euro Medium Term Note) program listed in Luxembourg and dated June 22, 2020, Worldline completed two bonds issuances for an amount of €500 million each. The first bond issue matured on June 30, 2023 and paid interest of 0.50% per year (fully reimbursed. The second bond issue is due to mature on June 30, 2027, and pays interest of 0.875% per year on the outstanding principal amount. The bonds are rated BBB- by S&P Global Ratings, in line with the latest corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation. The bonds are listed on the Luxembourg Stock Exchange.

In July 2020, Worldline issued interest-free OCEANE bonds for an amount of circa €600 million due to mature on July 30, 2025, unless they are subject to early reimbursement, conversion or purchase and cancellation. Proceeds have been used to finance the acquisition of Ingenico.

In December 2020, Worldline placed a tap issue of OCEANE bonds for an amount of circa €200 million maturing on July 30, 2026 fully fungible with the OCEANE bonds due 2026 issued in July 2019.

Following the acquisition of Ingenico, the following additional debt was borne by Worldline:

- On September 2017, Ingenico has completed a bond issuance for an amount of € 600 million. The bond issue matured on September 2024 and produced interest of 1.625% per year. Worldline replaced Ingenico and was then the borrower. An issuer substitution was approved in a General Meeting of the bonds holders held on May 2021.
- In May 2018, Ingenico entered into two Schuldschein for an amount of respectively €25 million and €30 million. The maturity of these Private Placements is May 2025, and they paid interest of 1.677% per year on their respective outstanding principal amounts. Following the signature in June 2021 of borrower substitution and amendment agreements with the lenders, Worldline replaced Ingenico and is now the borrower.

In May 2023, Worldline proceeded to a tender offer on its two bonds due in September 2024 and bought back:

- €245.3 million of the existing €600 million 1.625% bonds due in September 2024;
- €140.3 million of the €500 million 0.25% bonds due in September 2024.

The bonds redeemed have been cancelled.

In September 2023, Worldline issued a new €600 million bond under the existing EMTN program, maturing on September 12, 2028, and paying interest at 4,125% per annum on the outstanding principal amount. These bonds are rated BBB- by S&P Global Ratings in line with the latest corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation.

In September 2024, Worldline reimbursed at maturity the remaining amounts of these two bonds, bought back in May 2023:

- €354.7 million for its 1.625% bonds;
- €359.7 million for its 0.25% bonds.

In November 2024, Worldline issued a new €500 million bond under the existing EMTN program, maturing on November 27, 2029, and paying interest at 5,25% per annum on the outstanding principal amount. These bonds are rated BBB- by S&P Global Ratings in line with the latest corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation.

In November 2024, Worldline repurchased OCEANE 2025 for an amount of €200 million and OCEANE 2026 for an amount of €50 million (See note 4 Other significant events of the year).

Investment grade rating

On 24 September 2024, Standard & Poor’s Global updated Worldline‘s rating to an “investment grade” BBB- issuer credit rating with a revised negative outlook and a short-term A-3 credit rating.

After 2024 results publication, on 27 March 2025, Standard & Poor's Global updated its analysis and maintained Worldline's rating to an "Investment grade" BBB- issuer credit rating with a revised negative outlook and a short-term A-3 credit rating.

Investment policy

Worldline's policy is to lease its offices and other property, whether administrative or technical. Certain other fixed assets such as IT equipment and company cars may be financed through leases depending on the cost of financing and the most appropriate type of financing for each new investment.

C.4 Consolidated financial statements

C.4.1 Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2024

This is a translation into English of the statutory auditors' report on the consolidated financial statements of Worldline issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Worldline General Meeting of Shareholders,

Opinion

In compliance with the engagement entrusted to us by the Shareholders' Meeting, we have audited the accompanying consolidated financial statements of Worldline for the year ended December 31, 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*code de commerce*) and the French Code of Ethics (*code de déontologie*) for statutory auditors for the period from January 1, 2024 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we bring your attention to the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period, as well as our responses to those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. and we do not provide a separate opinion on specific items of the consolidated financial statements.

C

Measurement of *goodwill*

"Note 9.1 – Goodwill" to the consolidated financial statements

Key Audit Matter	Our response
As disclosed in Note 9.1 to the consolidated financial statements, the net value of goodwill at December 31, 2024 is €9,000.3 million. Goodwill was allocated to Cash Generating Units (CGU) for impairment testing. Your Group considers that the CGUs correspond to the three service lines defined by IFRS 8, with these CGUs or groups of CGUs representing the lowest level at which goodwill is monitored within the Group for internal management purposes. As at December 31, 2024, goodwill was therefore allocated to three operating segments: - Commercial Services: €7,679.5 million; - Financial Services: €1,294.3 million; - Mobility & Transactional Web Services: €30.0 million. The recoverable amount of goodwill was measured at the 2024 year-end based on its value in use, using discounted cash flow forecasts. The values in use were estimated using the cash flow forecasts of the latest three-year business plan, as approved by the Executive Committee and the Board of Directors, extrapolated over two additional years to have a total period of five years. Furthermore, the Group was assisted by an external valuation specialist to estimate the values in use. Based on the impairment tests, no impairment was recognized for fiscal 2024. We considered that the measurement of goodwill was a key audit matter given its material value on the Group's balance sheet and Management's estimates determining its recoverable amount and in particular the assumptions adopted concerning projected performance, discount rates and perpetual growth rates.	As part of our work, we obtained an understanding of: - the process for preparing and approving the estimates and assumptions adopted by Management as part of impairment tests and; - the methods used by the governance bodies to approve the results of these tests. We assessed the appropriateness of the model used to determine the value in use of the CGUs. We examined the key data and assumptions used to determine the value in use of goodwill, assessed the sensitivity of valuations to these assumptions and verified the calculations performed by your Group with the assistance of our valuation specialists. Our work on the values in use primarily centered around the methods of determining forecast cash flows for which we assessed: - the consistency of the basic data recorded with the 2025 budget, approved by the Executive Committee and the Board of Directors, as well as Management estimates based on the latest three-year business plan and the extrapolation of cash flows over two years; - consistency with past performance and market outlooks; - the discount rates, examining the determination and their consistency with underlying market assumptions, with the assistance of our internal valuation specialists. We also assessed the appropriateness of the information disclosed in Note 9.1 to the consolidated financial statements, in particular the key assumptions and sensitivity analysis.

Recognition of revenue from transactional activities

"Note 5 - Revenue, segment information" to the consolidated financial statements

Key Audit Matter	Our response
Revenue from services relating to transactional activities in the Commercial Services and Financial Services business sectors is recognized in the period in which the transactions are processed. These activities are dependent on numerous IT applications which make it possible to collect and measure all transactions going through the Group's various payment processing IT platforms. We considered the recognition of revenue from transactional activities to be a key audit matter due to the complexity of the IT architecture and the very large volume of transactions.	We obtained an understanding of and tested the internal control system related to securing the flows recognized in the Group's revenue; our IT specialists assisted us in implementing the following procedures: - testing the general IT controls of the main IT applications that process revenue flows from transactional activities; - testing the operational efficiency of automated or manual controls which improve the validity and completeness of accounting data recorded. Finally, based on a sample of customer contracts, we verified the compliance of the accounting treatment adopted by the Group to the various types of revenue flow, with regard to the clauses included in the contracts.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information pertaining to the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Other Legal and Regulatory Verifications or Information

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (*code monétaire et financier*), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of December 17, 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Worldline by the Shareholders' Meetings held on June 30, 1997 for Deloitte & Associés and April 30, 2014 for Grant Thornton.

As of December 31, 2024, Deloitte & Associés and Grant Thornton were in the 28th year and 11th year of total uninterrupted engagement, which is the 11th year for both firms since securities of the Company were admitted to trading on a regulated market.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Accounts Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as significant audit findings. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration referred to in Article 6 of Regulation (EU) no. 537/2014, confirming our independence pursuant to the rules applicable in France as defined in particular by Articles L.821-27 to L.821-34 of the French Commercial Code and in the French Code of ethics for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards .

Neuilly-sur-Seine and Paris-La Défense, March 7, 2025

The Statutory Auditors

Grant Thornton	Deloitte & Associés
French member of Grant Thornton International	
/DSS2/	/DSS1/
Vincent FRAMBOURT	Josselin Vernay

C.4.2 Consolidated Income Statement

(In € million)		12 months ended December 31, 2024	12 months ended December 31, 2023
Revenue	Note 5.2	**4,631.9**	**4,610.4**
Personnel expenses	Note 6.1	(1,475.2)	(1,427.3)
Operating expenses	Note 6.2	(2,470.0)	(2,393.3)
Operating margin		**686.7**	**789.8**
% of revenue		**14.8%**	**17.1%**
Other operating income and expenses	Note 6.3	(582.0)	(1,659.8)
Operating income		**104.7**	**(870.0)**
% of revenue		**2.3%**	**(18.9)%**
Financial expenses		(605.4)	(177.8)
Financial income		199.4	129.6
Net financial expenses	**Note 7**	**(406.0)**	**(48.2)**
Net income before tax		**(301.4)**	**(918.2)**
Tax charge	Note 8.1	(10.6)	(40.2)
Share of net profit/(loss) of associates		(0.1)	(1.0)
NET INCOME / LOSS		**(312.1)**	**(959.3)**
Of which : **- attributable to owners of the parent**		**(297.0)**	**(817.3)**
- attributable to non-controlling interests	**Note 13.2**	**(15.1)**	**(142.0)**
Weighted average number of shares		282,567,142	282,110,764
Basic earnings per share *(in €)*	**Note 13.3**	**(1.05)**	**(2.90)**
Diluted weighted average number of shares		282,567,142	282,110,764
DILUTED EARNINGS PER SHARE *(IN €)*	**NOTE 13.3**	**(1.05)**	**(2.90)**

C.4.3 Consolidated statement of comprehensive income

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Net Income / loss	**(312.1)**	**(959.3)**
Other comprehensive income		
- Items to be reclassified subsequently to profit / (loss):	**(6.0)**	**52.1**
Fair-value change of financial instruments	0.8	0.8
Fair value - Equity portion of Convertible bonds repurchased	24.4	0.0
Exchange differences on translation of foreign operations	(31.2)	51.4
- Items not reclassified to profit / (loss):	**13.4**	**(29.7)**
Actuarial gains and (losses) generated in the period on defined benefit plan	18.1	(40.4)
Deferred tax on non-recyclable items	(4.8)	10.7
Total other comprehensive income	**7.4**	**22.4**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	**(304.7)**	**(936.9)**
Of which:		
- attributable to owners of the parent	(284.8)	(788.6)
- attributable to non-controlling interests	(19.9)	(148.3)

C.4.4 Consolidated statement of financial position

C.4.4.1 Assets

(In € million)		As at December 31, 2024	As at December 31, 2023
Goodwill	Note 9.1	9,003.8	9,058.8
Other Intangible assets	Note 9.2	2,194.9	2,424.1
Tangible assets	Note 9.3	213.3	243.9
Right-of-use	Note 10.1	364.0	312.1
Non-current financial assets	Note 16.3.1	372.6	744.9
Investments in associates		29.1	29.3
Deferred tax assets	Note 8.3	57.8	30.7
Total non-current assets		**12,235.5**	**12,843.8**
Inventories	Note 11.1	72.2	97.7
Trade accounts and notes receivables	Note 11.2	681.9	690.9
Current taxes		58.5	37.4
Other current assets	Note 11.3	234.7	229.5
Assets linked to intermediation activities	Note 12	4,339.7	5,878.5
Current financial instruments	Note 16.3.2	35.6	58.1
Cash and cash equivalents	Note 16.3.3	1,766.4	1,896.0
Total current assets		**7,189.0**	**8,888.1**
TOTAL ASSETS		**19,424.5**	**21,731.9**

C.4.4.2 Liabilities and shareholders' equity

(In € million)		As at December 31, 2024	As at December 31, 2023
Common stock		192.8	192.4
Additional paid-in capital		5,922.7	7,990.1
Consolidated retained earnings		2,266.7	1,023.7
Translation adjustments		160.7	186.2
Net income attributable to the owners of the parent		(297.0)	(817.3)
Equity attributable to the owners of the parent		**8,245.9**	**8,575.1**
Non-controlling interests	Note 13.2	976.0	989.1
Total shareholders' equity		**9,221.9**	**9,564.2**
Provisions for pensions and similar benefits	Note 14	186.5	190.6
Non-current provisions	Note 15	63.1	77.8
Non-current financial liabilities	Note 16.4	2,496.3	2,755.5
Deferred tax liabilities	Note 8.3	341.9	424.7
Non-current financial instruments	Note 10.3	292.1	258.2
Other non-current liabilities		2.5	5.9
Total non-current liabilities		**3,382.3**	**3,712.7**
Trade accounts and notes payables	Note 17.1	661.8	756.0
Current taxes		156.9	180.2
Current provisions	Note 15	30.4	13.9
Current financial instruments	Note 16.6	0.2	1.8
Current portion of borrowings	Note 16.4	879.9	951.2
Liabilities linked to intermediation activities	Note 12	4,339.7	5,878.5
Current lease liabilities	Note 10.3	110.3	86.7
Other current liabilities	Note 17.2	641.3	586.8
Total current liabilities		**6,820.3**	**8,455.0**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**19,424.5**	**21,731.9**

C.4.5 Consolidated cash flow statement

(In € million)		12 months ended December 31, 2024	12 months ended December 31, 2023
Profit / (loss) before tax		**(301.4)**	**(918.2)**
Depreciation of assets	Note 9.2 & 9.3	240.8	200.2
Depreciation of right-of-use	Note 10.1	109.5	98.2
Net charge / (release) to operating provisions		26.7	18.1
Net charge / (release) to financial provisions		6.7	5.6
Net charge / (release) to other operating provisions		59.6	(2.7)
Impairment of long – term assets /Customer relationships amortization (PPA)	Note 9.2 & 9.3	260.0	1,430.1
Losses / (gains) on disposals of fixed assets		4.3	14.8
Net charge for equity-based compensation		11.1	23.9
Losses / (gains) on financial instruments and other financial items		390.8	25.8
Net cost of financial debt	Note 7	8.5	16.8
Cash from operating activities before change in working capital requirement, financial interest and taxes		**816.7**	**912.6**
Taxes paid		(141.2)	(102.2)
Change in working capital requirement		(72.4)	(18.6)
Net cash from/ (used in) operating activities		**603.1**	**791.8**
Payment for tangible and intangible assets		(281.5)	(332.9)
Proceeds from disposals of tangible and intangible assets		5.7	1.3
Net operating investments		**(275.8)**	**(331.6)**
Amounts paid/received for acquisitions	Note 3	(35.9)	(163.6)
Proceeds from disposals of financial investments		45.6	286.4
Amounts paid/received for long-term investments		17.0	(3.8)
Cash and cash equivalents of companies purchased during the period		0.0	0.2
Cash and cash equivalents of companies sold during the period		(1.2)	(0.3)
Dividend received from long-term investments		4.5	0.5
Net long-term investments		**30.0**	**119.3**
Net cash from/ (used in) investing activities		**(245.8)**	**(212.4)**
Capital Increase		0.0	6.0
Capital increase subscribed by non-controlling interests		21.1	0.0
Purchase and sale of treasury stock		(7.4)	0.0
Dividends paid to non-controlling interests		(16.4)	(18.9)
New borrowings	Note 16.4	573.1	632.7
Lease payments	Note 10.2	(103.7)	(97.9)
Financial interests on lease liability	Note 10.2	(12.8)	(7.8)
Repayment of long and medium-term borrowings	Note 16.4	(1,025.9)	(927.3)
Net cost of financial debt paid		4.0	5.9
Other flows related to financing activities		(17.2)	(8.4)
Net cash from/ (used in) financing activities		**(585.2)**	**(415.8)**
Increase/ (decrease) in net cash and cash equivalents		**(227.9)**	**163.7**
Opening net cash and cash equivalents		**1,726.5**	**1,551.9**
Increase/ (decrease) in net cash and cash equivalents	Note 16.3.3	(227.9)	163.7
Impact of exchange rate fluctuations on cash and cash equivalents		9.7	10.9
CLOSING NET CASH AND CASH EQUIVALENTS	**NOTE 16.3.3**	**1,508.3**	**1,726.5**

C.4.6 Consolidated statement of changes in shareholder's equity

(In € million)	Number of shares at period-end (in thousands)	Common Stock	Additional paid-in capital	Retained earnings	Translation adjustments	Net income	Equity attributable to the owners of the parent	Non controlling interests	Total shareholders' equity
At January 1, 2023	**281,769.8**	**191.6**	**7,981.0**	**776.4**	**135.5**	**299.2**	**9,383.3**	**1,154.7**	**10,538.1**
Increase of capital	1,205.2	0.8	8.8	-	-	-	9.7	25.0	34.7
Appropriation of prior period net income	-	-	-	299.2	-	(299.2)	-	-	-
Dividends paid to the shareholders	-	-	-	-	-	-	-	(18.9)	(18.9)
Equity-based compensation	-	-	-	23.9	-	-	23.9	-	23.9
Remeasurement effects of put option	-	-	-	(65.1)	-	-	(65.1)	-	(65.1)
Scope changes	-	-	-	23.8	-	-	23.8	(23.8)	-
Changes in Treasury stock and others	-	-	-	(3.3)	-	-	(3.3)	-	(3.3)
Other	-	-	0.2	(9.2)	-	-	(8.5)	0.4	(8.2)
Transactions with owners	**1,205.2**	**0.8**	**9.0**	**269.2**	**-**	**(299.2)**	**(19.6)**	**(17.3)**	**(36.9)**
Net income of the period	-	-	-	-	-	(817.3)	(817.3)	(142.0)	(959.3)
Other comprehensive income	-	-	-	(21.9)	50.7	-	28.8	(6.3)	22.4
Total comprehensive income for the period	**-**	**-**	**-**	**(21.9)**	**50.7**	**(817.3)**	**(788.6)**	**(148.3)**	**(936.9)**
AT DECEMBER 31, 2023	**282,975.0**	**192.4**	**7,990.1**	**1,023.7**	**186.2**	**(817.3)**	**8,575.1**	**989.1**	**9,564.2**
Increase of capital	593.0	0.4	2.3	-	-	-	2.7	-	2.7
Appropriation of prior period net income	-	-	-	(817.3)	-	817.3	-	(0.0)	(0.0)
Dividends paid to the shareholders	-	-	-	-	-	-	-	(16.4)	(16.4)
Equity-based compensation	-	-	-	11.1	-	-	11.1	-	11.1
Remeasurement effects of put option	-	-	-	(20.6)	-	-	(20.6)	-	(20.6)
Scope changes	-	-	-	(1.4)	-	-	(1.4)	1.4	-
Changes in Treasury stock and others	-	-	-	(10.2)	-	-	(10.2)	-	(10.2)
Other	-	-	(2,069.6)	2,043.7	-	-	(26.0)	21.8	(4.2)
Transactions with owners	**593.0**	**0.4**	**(2,067.4)**	**1,205.2**	**-**	**817.3**	**(44.4)**	**6.8**	**(37.6)**
Net income of the period	-	-	-	-	-	(297.0)	(297.0)	(15.1)	(312.1)
Other comprehensive income	-	-	-	37.8	(25.5)	-	12.2	(4.9)	7.4
Total comprehensive income for the period	**-**	**-**	**-**	**37.8**	**(25.5)**	**(297.0)**	**(284.8)**	**(19.9)**	**(304.7)**
AT DECEMBER 31, 2024	**283,568.0**	**192.8**	**5,922.7**	**2,266.7**	**160.7**	**(297.0)**	**8,245.9**	**975.9**	**9,221.9**

C.4.7 Notes to the consolidated financial statements

C

NOTE 1 General information

Worldline S.A., the Worldline group's parent company, is a public limited company (*Société Anonyme*) under French law whose registered office is located at Tour Voltaire, 1 place des Degrés, 92800 Puteaux, France. The Company is registered with the Registry of Commerce and Companies of Nanterre under the reference 378 901 946 RCS Nanterre. Worldline S.A. shares are traded on the Euronext Paris market under ISIN code FR0011981968. The shares are not listed on any other stock exchange. Worldline S.A. is the only listed company in the Group. The Company is governed by a Board of Directors.

Worldline activities are organized around three Global Business Lines: Merchant Services, Financial Services and Mobility & e-Transactional Services.

These consolidated financial statements were approved by the Board of Directors on February 25, 2025. The consolidated financial statements will then be submitted to the approval of the General Meeting of Shareholders scheduled to take place on June 5, 2025.

NOTE 2 Accounting rules and policies

2.1. Basis of preparation of consolidated financial statements

Pursuant to European Regulation No. 1606/2002 of July 19, 2002, the consolidated financial statements for the twelve months ended December 31, 2024 have been prepared in accordance with the applicable international accounting standards, as endorsed by the European Union as at December 31, 2024. The international standards comprise the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), the International Accounting Standards (IAS), the interpretations of the Standing Interpretations Committee (SIC) and the International Financial Reporting Interpretations Committee (IFRIC). Accounting policies applied by the Group comply with those standards and interpretations.

Changes in accounting policies

The Group applied the following standards, interpretations and amendments effective as of January 1, 2024 that had no material impact on the Group financial statements. Notably, the Group did not enter any reverse factoring agreement.

- Amendments to IAS 1 – Non-Current Liabilities with Covenants;
- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback;
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements. The Group is not part of any reverse factoring agreement as at December 31, 2024.

Focus on Amendment to IAS 12 – International Tax Reform and Pilar Two Model Rules

In October 2021, over 130 countries agreed to implement a minimum tax regime on profits for large multinational companies, known as "Pillar 2". In December 2021, the OECD published a model set of rules ("Global Anti-Base Erosion Rules" or "GloBE"), essentially taken up in a directive adopted in December 2022 by the European Union. The companies concerned will have to calculate an effective tax rate (ETR) in accordance with the GloBE rules in each of the jurisdictions in which they operate, and will be liable for an additional tax ("top-up tax") if this rate is lower than the minimum rate of 15%.

The amendment to IAS 12, to be applied retrospectively from January 1, 2023, stipulates that an entity is not required to recognize or disclose deferred tax assets and liabilities associated with income taxes arising under Pillar 2 rules. This amendment was approved by the European Union on November 8, 2023.

Pillar 2 legislation has been in place since 1 January 2024, and the Group has applied the “safeharbor” simplification measures. The impact of income taxes arising from Pillar 2 rules is not material neither in terms of consolidated income statement nor effective tax rate.

At the date of the present consolidated financial statements, there was no standard, interpretation and amendment published by the IASB for application for periods beginning as of January 1, 2024 and not yet approved by the European Union.

The Group did not choose the early adoption the following new standards, interpretations and amendments with application not mandatory within the European Union as of January 1, 2024 in its consolidated financial statements:

- Amendments to IAS 21 – Effect of changes in foreign exchange rates;
- Amendments to IFRS 9 and IFRS 7 – Classification and measurement of financial assets;
- IFRS 18 – Presentation and disclosures in financial statements;
- IFRS 19 – Subsidiaries without public accountability.

The potential impact of such standards is still being assessed at Group level.

Transaction of entities under common control

In order to better reflect the economics of those transactions between entities under common control the Group has elected to account for the assets and liabilities of acquired companies under common control, at their historical value in the IFRS consolidated account of Worldline. Difference between the purchase price and the net assets is recognized directly in retained earnings.

Accounting estimates and judgments

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions to determine the value of assets and liabilities, income and expense in the financial statements and disclosures of contingent assets and liabilities at the closing date.

Due to uncertainties inherent in the estimation process, the Group regularly revises its estimates based on currently available information. Final outcomes could differ from those estimates.

The key estimates and judgment used in preparing the Group's consolidated financial statements relate mainly to:

Accounting estimates and judgments	Notes
Goodwill impairment test	Note 9.1
Other fixed assets impairment test	Note 9.2
Revenue recognition and associated costs on long-term contracts	Note 5
Capitalization of development costs	Note 9.2
Valuation of assets acquired and liabilities assumed in a business combination	Note 3
Presentation of assets and liabilities linked to intermediation activities	Note 12

Worldline's exposure to the situation in Ukraine and Russia

On March 18, 2022, Worldline issued a press release to inform the public of the Group's exposure to the conflict in Ukraine and Russia, in accordance with company policy and the recommendations of European Securities and Market Authority (ESMA) as relayed by Autorité des Marchés Financiers (AMF).

Given the development of the situation in Ukraine and the geopolitical context, the Worldline Group has acted, in compliance with its corporate policies, the immediate implementation of all the applicable international sanctions to Russia and will pursue doing so as long as necessary. At that time, the Group confirmed that its Russia-related activities were limited, representing only around 1.5% of its estimated pro forma annual sales for 2021. This exposure was primarily through its online acceptance business, operated from outside Russia and allowing domestic consumers to transact online with non-Russian international Merchants. More broadly, while the Group has no business exposure to Ukraine other Eastern European neighboring countries to Russia and Ukraine (Poland, Hungary, Romania, Slovakia, Moldova, Estonia, Lithuania, and Latvia), represented only approximately 0.5% of the Group's revenues in 2024. The majority (87%) of this revenue was derived from transaction processing activities (Financial Services) in the Baltic region. These activities remain unaffected by the current conflict in Ukraine.

Worldline retains a legacy legal entity in Russia associated with Terminals, Solutions and Services (TSS), which was excluded from the scope of the TSS sale. The business was wound down in accordance with international sanctions, and activities in Russia have been discontinued in compliance with applicable regulations. In 2024, the net asset of the Russian entity were fully impaired, amounted €0.6 million.

Consideration of risks related to climate change

The global Group's current exposure to the climate change consequences on short term is limited. The short-term identified environmental risks did not warrant consideration in the financial statements.

Worldline is continuously reviewing and improving its value chain to reduce its environmental impact. In addition, the Group is committed to contributing to carbon neutrality through the reduction of its carbon footprint related to scopes 1, 2 and 3, transitioning to renewable energy, and prioritizing responsible purchasing practices.

The deployment of this program is reflected in Worldline's accounts through operational investments, research and development expenses.

Within the CSRD exercise, Worldline completed its in-depth analysis of its exposure to climate risks. The results did not indicate a need to modify the Group's strategic plan, which already incorporates these elements.

C

Consolidation methods

Subsidiaries

Subsidiaries are entities controlled directly or indirectly by the Group. The Group controls an entity when it has power over that entity, when it is exposed to variable benefits from that entity and, when due to its power over that entity, has the ability to influence the benefits that it draws from it. The existence and effect of potential voting rights that are currently exercisable or convertible, the governance arrangements including the representation in the governing body with strategic and operational decision-making power over the relevant activities, the rules for appointing key management personnel as well as the contractual relationships and material transactions are considered when assessing whether the Group controls another entity. Subsidiaries are included in the consolidated financial statements from the date on which control is transferred to the Group. They are excluded from the consolidation from the date on which control ceases.

Associates

Associates are entities over which the Group has significant influence but not control or joint control, generally, but not systematically, accompanying a shareholding of between 20 and 50 percent of the voting rights. Investments in associates are accounted for by the equity method.

Translation of transactions denominated in foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement under the heading "Other financial income and expenses", except where hedging accounting is applied. The Group has applied IAS 29 to its subsidiary in Argentina and Turkey. Accordingly, the non- cash assets and liabilities of these subsidiaries, as well as their income statements, have been restated to reflect changes in the general purchasing power of their functional currency, resulting in a gain or loss that is recorded under financial result. In addition, the financial statements of these countries are translated at the closing rate for the period, as required by the standard

Rounding

These consolidated financial statements are presented in euro, which is the Group's functional currency. All figures are presented in € million with one 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. The policies set out above have been applied in consistency with all years presented.

C

NOTE 3 Main changes in the scope of consolidation

Acquisitions

Accounting policies/principles

Business combination

A business combination may involve the purchase of another entity, the purchase of all the net assets of another entity or the purchase of some of the net assets of another entity that together form one or more businesses. When identifying whether an operation is a business combination, the Group assesses the existence of inputs, outputs and acquired processes or workforce. Major services contracts involving staff and asset transfers that enable the Group to develop or significantly improve its competitive position within a business or a geographical sector are accounted for as business combinations when fulfilling the definition of a business under IFRS 3.

Valuation of assets acquired and liabilities assumed of newly acquired subsidiaries

Business combinations are accounted for according to the acquisition method. The consideration transferred in exchange for control of the acquired entity is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree.

Non-controlling interests are measured either at fair value or at the entity's proportionate interest in the net identifiable assets of the acquiree. The Group determines on a case-by-case basis which measurement option to be used to recognize non-controlling interests.

Direct transaction costs related to a business combination are expensed to the income statement when incurred and presented as part of the Other Operating Income.

During the first consolidation, all the assets, liabilities and contingent liabilities of the subsidiary acquired are measured at their fair value.

Purchase of non-controlling interests and sale of interests in a controlled subsidiary

Purchase of non-controlling interests and sale transactions of interests in a controlled subsidiary that do not change the status of control are recorded through shareholders' equity (including direct acquisition costs).

If control in a subsidiary is lost, any gain or loss is recognized in net income. Furthermore, if an investment in the entity is retained by the Group, it is re-measured to its fair value and any gain or loss is also recognized in net income.

2024 scope changes

Creation of CAWL, joint-venture with Crédit Agricole

In March 2024, Worldline and Crédit Agricole announced the creation of their jointly held entity for digital payment services for merchants in France, after receiving unconditional authorization from the European Commission. Worldline has a majority stake in the entity of 50% + 1 action, and consolidates it globally (see Note 19 Related Parties).

Exercise of the call option on 45% non-controlling interests in SoftPOS

In October 2024, Worldline exercised its call option on the remaining 45% of non-controlling interests in SoftPOS.eu and paid €11.0 million. As a reminder, in October 2022, Worldline acquired a 55% stake in SoftPOS.eu, a Warsaw-based fintech that converts Android devices into secure payment terminals.

2023 scope changes

Acquisition of 40% stake in Online Payment Platform

In January 2023, Worldline acquired a 40% stake in Online Payment Platform B.V. (OPP), a Dutch online Payment Service Provider with a dedicated payment. solution for marketplaces and platforms and a specific focus in the C2C segment. OPP is accounted for using the equity method.

NOTE 4 Other significant events of the year

WL 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.

The Board has decided to appoint Marc-Henri Desportes, former 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.

The departure of Gilles Grapinet add the following significant impacts on the Group financials:

- increase of the pensions liability through the OCI for €0.9 million and P&L for €0.5 million;
- forfeiture of 186,775 vesting free shares and 88,925 vesting stock options, decreasing the IFRS 2 expense and related social charges accrued for by the Group for a total of €0.5 million;
- compensatory allowance for €3.9 million.

Power24

Considering market trends and the deteriorating macroeconomic environment, Worldline announced in October 2023 Power24, its planned post-integration transformation ambition to reinforce Worldline competitiveness and enhance its operational efficiency as well as its investment capacity to support its future, which would be based on four main pillars:

- transformation in product and platform development, including the widespread adoption of agile working methods and an effort to standardize and simplify platforms, improving time-to-market and generating productivity gains;
- modernization and technological development initiatives (e.g., automation of key processes) to support the Group's innovations;
- simplification of the organization, resizing of certain teams, reduction of managerial layers, and improvement in managerial scope;
- strengthening cost reduction initiatives led by procurement teams and accelerating projects to relocate activities to geographies with lower costs.

In early February 2024, Worldline presented its Power24 plan to the European Work Council; followed by a presentation to the Work Councils of each countries where the plan is deployed (mainly France, Germany, Belgium, Netherlands, Switzerland, Sweden).

The Group implements the plan through its Global Business Lines (GBLs) and their target operating model. The implementation costs are expected to reach circa €250 million in total as rationalization costs in other operating expenses, mainly in 2024 and 2025.

In order to secure some key employees, a retention plan, split in cash and shares, has been granted (see Note 6.3. Other operating income and expenses).

In 2023, the Group incurred costs for €6.0 million, to define and structure the plan, in other operating expenses.

In 2024, Worldline recognized €202.6 million in P&L related to:

- social costs for €165.4 million (see Note 6.3 Other operating income and expenses and Note 15 – Provisions for risks), either unpaid (€75.7 million) or already incurred (€89.7 million), including notably severance pay and substitute leave;
- project costs for €44.6 million including the retention plan (see Note 6.3 Other operating income and expenses), and
- the estimated curtailment effect on the post-employment liabilities for circa €7.4 million (see Note 6.3 Other operating income and expenses, Note 14. Post-employment and similar long-term benefits and Note 15 – Provisions for risks).

Additional costs will be potentially recognized in 2025 and 2026, relating to local initiatives or costs than cannot be accrued before the service is performed.

Increase in capital in the jointly held entity in Australia.

In May 2024, Worldline and ANZ increased the capital of their jointly held in Australia by a total amount of €39.7 million, of which €19.3 million by ANZ.

New Syndicated Revolving Credit Facility

On July 4, 2024, Worldline signed a €1,125 million Revolving Credit Facility, with a maturity extended to July 2029. This facility includes two one-year extension options at the lenders' discretion. It is available for general corporate purposes and do not include any financial covenant.

This facility replaces and the existing €450 million and €600 million revolving credit facilities maturing in December 2025, and is supported by a pool of 17 international banks, including new lenders. Both facilities were therefore cancelled on the same day following the signing of the new facility.

At December 31, 2024, this facility was not drawn upon.

Maturity of Straight Bonds due September 2024

In September 2024, Worldline reimbursed at maturity its 1.625% bonds due September 2024 issued in 2017 (the "Series A Bonds") and on its 0.25% bonds due September 2024 issued in 2019 (the "Series B Bonds"), on which a partial buy back had already been performed in May 2023.

The reimbursement amounted to €354.7 million for the Series A Bonds and to €359.7 million for the Series B Bonds.

Share Buyback Program

In September 2024, Worldline launched a share buyback program, until October 1, 2024, for the purpose of buying back its own shares up to a maximum of 1,200,000 shares (0.42% of WL SA share capital). The shares are intended to be delivered to beneficiaries of performance share plans, stock-option plans or share purchase plans.

The share buyback was completed in September 2024 for the total 1,200,000 shares, for a total value of €7.4 million.

November 2024 Straight Bond Issue

On November 27, 2024, Worldline has successfully placed a €500 million bond maturing in November 2029 and bearing a coupon of 5.250%. Net proceeds of the issue will be applied by Worldline for its general corporate purposes which may include, in whole or in part, refinancing of existing indebtedness, including its outstanding OCEANEs. The bonds are listed on the Luxembourg Stock Exchange.

The related financial debt is accounted for at amortized costs (see note 16.4 “financial liabilities”).

November 2024 Convertible Bond Buyback

On November 29, 2024, Worldline bought back 1,716,738 “2025 OCEANE” bonds and 519,481 “2026 OCEANE” bonds in an aggregate principal amount of €259 million, representing approximately 34.2% of the aggregate number of the 2025 OCEANE bonds and 8.9% of the aggregate number of the 2026 OCEANE bonds initially issued.

The repurchase price amounted to a total consideration of approximately €250 million. The repurchased bonds were cancelled after the repurchase in accordance with their respective terms and conditions.

The repurchase generated the recognition of:

- A net financial gain of €8.6 million for the debt portion of convertible bonds;
- A net financial gain in equity of €1.8 million for the equity portion of convertible bonds.

Adjustment of Fair Value of Poseidon Holdco Preferred Shares

On September 30, 2022, Worldline completed the disposal of its 84.96% stake in the share capital of its subsidiary TSS (Terminals, Solutions & Services), and the remaining 15.04% was disposed on January 1, 2023. The consideration received by Worldline included Preferred Shares of the entity Poseidon Holdco, TSS acquiring entity, representing 12,7% of its share capital and 5% of its voting right. At the signing date, the value of the Preferred shares was estimated at €640 million, and accounted as Financial assets at fair value through profit or loss according to IFRS 9 Financial instruments. It is reminded that the exit date is at Apollo's sole decision. In 2024, TSS activity experienced a severe slowdown in all of its key markets, particularly in the US. It led to a strong decrease in revenue and margin, and Ingenico management revised downward the ambitions of the Company Business Plan. Poseidon Holdco Preferred shares were reassessed according to the updated business plan leading to a fair value of €290 million for an assumption of sale by Apollo estimated at end of 2029 2029 (instead of end of 2026 previously considered, as following the Business plan reduction, it is very likely that exit horizon will be postponed), hence a financial expense of €349 million compared to the value at December 31, 2023.

Change in the Group's definition of net debt

Prior the 2024 financial year, the Group's net debt consisted of the following items:

- total borrowings (bonds, finance leases, short and long-term bank loans, securitization and other borrowings),
- short-term financial assets and liabilities bearing interest with a maturity of less than 12 months,
- less cash and cash equivalents (transferable securities, cash at bank and in hand).

In 2024, the Group decided to broaden its definition of debt by including IFRS 16 lease liabilities in order to align with market practices. This update better reflects the group's full range of financial commitments and enhances the transparency and comparability of its financial statements. Consequently, the paragraph C.3.2 "Cash Flow" and the note 16.5 "Change in net debt/cash over the period" have been adjusted for the 2023 financial year.

NOTE 5 Revenue, segment information

5.1. Revenue

Accounting policies/principles

Worldline's main sources of revenue are fees from the management and processing of transactions (either financial or non-financial), sale or rent of payment terminals, sale of specific IT solutions and sale of software licenses.

Multiple arrangements services contracts

The Group may enter multiple-element arrangements, which may include combinations of different goods or services. Revenue is recognized for each distinct performance obligation which is separately identifiable from other items in the arrangement and if the customer can benefit from it.

When a single contract contains multiple distinct performance obligations, the total transaction price is allocated between the different performance obligations based on their stand-alone selling prices. The stand-alone selling prices including usual discounts granted are determined based on the list prices at which the Group sells the goods or services separately. Otherwise, the Group estimates stand-alone selling prices using a cost-plus margin approach and/or the residual approach.

Worldline applies the practical expedient of IFRS 15 and recognizes revenue when invoiced as invoicing is phased with delivery to the customer. In some specific contracts, invoicing of the run embeds performance obligation which are not fully phased with the invoicing flow. In that case, revenue allocated to this dedicated performance obligation is recognized as soon as the performance obligation is achieved.

As Worldline is providing stand-alone value to its customers as part of the build phases, build phases will be considered as a separate obligation under IFRS 15 and revenue will be recognized with respect to contract costs.

At a point of time versus over time recognition

Revenue is recognized when the Group transfers the control of a good or service to the customer, either at a point in time or over time.

Income from contracts concluded by the Group with customers for the sale of goods, whether intangible (e.g. software licenses) or tangible (e.g. payment terminals) represent a performance obligation. Revenue is recognized at a point in time, when control of the asset is transferred to the customer, which is generally when the software is made available to the customer or when the equipment is delivered.

Where other contractual undertakings constitute separate performance obligations, a portion of the transaction price is allocated to them.

For recurring services, the revenue is recognized over time as the customer simultaneously receives and consumes the benefit provided by the Group's performance as the Group performs. If the Group has a right to invoice a customer at an amount that corresponds directly with its performance to date, the revenue is recognized at that amount. Otherwise, revenue is recognized on a straight-line basis or based on the costs incurred if the entity's efforts are not rendered evenly throughout the period covered by the service.

When the Group builds an asset or provides specific developments, revenue is recognized over time, generally based on costs incurred, when (i) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced, or (ii) the performance does not create an asset with an alternative use and the Group has an enforceable right to payment, by the contract and/or local regulations, for the performance completed to date. Otherwise, revenue is recognized at a point in time.

Total projected contract costs are based on various operational assumptions such as forecast volume or variance in the delivery costs that have a direct influence on the level of revenue and possible forecast losses on completion that are recognized. A provision for onerous contract is booked if the future unavoidable costs to fulfil a contract are higher than its related benefits.

Incremental costs to acquire a multi-year service contracts are capitalized and amortized over the life of the contract.

Costs to fulfil a contract mainly relate to the development of platforms, software or other technical solutions either acquired by the client or used in fulfilling other performance obligations in the contract. If they do not create an asset for the Group, those costs are capitalized as contract assets only if they are expected to be recovered. They are subsequently recognized in P&L in accordance with the recognition of revenue of the related performance obligations.

Variable remunerations

On transaction processing contracts, the transaction price is dependent on future volumes or transactions. In that case, the Group assesses the expected value of the future processing revenue before allocating it, as needed, to the performance obligations in the contract.

The Group's expected volume discounts are analyzed by customer. Determining whether a customer is likely to be entitled to a rebate will depend on the customer's rebate entitlement history and cumulative purchases to date.

Principal versus agent

Revenue generated by acquiring activities is recognized net of interchange fees charged by issuing banks. The Group does not provide a service of integrating the service performed by the issuing bank and is not responsible for the execution of this service. These fees are transferred to the merchant in a pass-through arrangement and are not part of the consideration to which the Group is entitled in exchange for the service it provides to the merchant. In contrast, scheme fees paid to the payment schemes (Visa, MasterCard, Bancontact…) are accounted for in expenses as fulfillment costs and recognized as revenue when the associated service is rendered to merchants. The Group provides commercial acquiring services by integrating the services purchased from the payment schemes.

When the Group resells telecommunication embedded and IT services purchased from third-party suppliers, it performs an analysis of the nature of its relationship with its customers to determine if it is acting as principal or as agent in the delivery of the good or service.

5.2. Segment information

Accounting policies/principles

According to IFRS 8, reported operating segments profits are based on internal management reporting information that is regularly reviewed by the chief operating decision maker, and is reconciled to Group profit or loss. The chief operating decision maker assesses segments profit or loss using a measure of operating profit. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company Chief Executive Officer who makes strategic decisions.

The internal management reporting is designed based on Global Business Lines (Merchant Services, Financial Services, and Mobility & e-Transactional Services). Global Business Lines have been determined by the Group as key indicators by the chief operating decision maker. As a result, and for IFRS 8 requirements, the Group discloses Global Business Lines (GBL) as operating segments. Each GBL is managed by a dedicated member of the Executive Committee.

The P&L indicators as well as the fixed assets have been allocated according to these GBL segments. On adjusted EBITDA, a part of the cost related to Global Structures has not been allocated by GBL. Regarding Group Assets, the shared assets not allocated by GBL primarily relate to shared infrastructure delivering mutualized services to those three GBL.

The activities covered by each operating segment as well as their geographical footprint are as follows:

Operating segments	Business divisions	Geographical areas
Merchant Services	Commercial Acquiring, Omnichannel Payment Acceptance and Digital Services	Argentina, Australia, Austria, Belgium, Brazil, Canada, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, India, Italy, Japan, Latvia, Lithuania, Luxembourg, New-Zealand, Nordic countries, Poland, Slovakia, Spain, Switzerland, Turkey, the Netherlands, the United Kingdom, USA.
Financial Services	Issuing Processing, Acquiring Processing, Digital Banking, Account Payments	Austria, Belgium, China, Estonia, Finland, France, Germany, Hong Kong, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Singapore, Spain, Switzerland, Taiwan, the Netherlands and the United Kingdom.
Mobility & e-Transactional Services	Trusted Digitization, e-Ticketing, e-Consumer & Mobility	Austria, Belgium, France, Germany, Spain, Luxembourg and the United Kingdom.

Geography is not a managerial axis followed by the Group. Inter-segment transfers or transactions are entered into under normal commercial terms and conditions that would also be available to unrelated third parties. No external customer generates more than 10% of total Group sales.

The operating segment information for the period was the following:

(In € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Total Group
12 months ended December 31, 2024				
Revenue by Global Business Lines	**3,389.6**	**891.5**	**350.8**	**4,631.9**
% of Group revenue	73.2%	19.2%	7.6%	100.0%
12 months ended December 31, 2023				
Revenue by Global Business Lines	**3,324.7**	**944.1**	**341.6**	**4,610.4**
% of Group revenue	72.1%	20.5%	7.4%	100.0%

The "Merchant Services" external revenue is presented net of interchange bank commissions.

Operating margin and Adjusted EBITDA

The underlying operating performance on the Group ongoing business is presented within operating margin. Operational performance of each GBL is measured through the Adjusted EBITDA (Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization), as defined in the template below.

(In € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Global structures	Total Group
12 months ended December 31, 2024					
Adjusted EBITDA	**815.2**	**241.6**	**67.9**	**(54.3)**	**1,070.4**
% revenue	24.1%	27.1%	19.4%	(1.2%)	23.1%
12 months ended December 31, 2023					
Adjusted EBITDA	**847.0**	**274.6**	**48.2**	**(59.4)**	**1,110.4**
% revenue	25.5%	29.1%	14.1%	(1.3%)	24.1%

Adjusted EBITDA represents the underlying operational performance of the current business and is determined as follows:

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023	Variation
Operating margin	**686.7**	**789.8**	**(103.1)**
+ Depreciation of fixed assets	350.3	298.3	51.9
+ Net book value of assets sold/written off	6.7	4.3	2.4
+/- Net charge/(release) of pension provisions	9.8	(0.8)	10.5
+/- Net charge/(release) of provisions	17.0	18.7	(1.8)
ADJUSTED EBITDA	**1,070.4**	**1,110.4**	**(40.0)**

C

The assets detailed below by Global Business Lines are reconciled to total assets as follows:

(In € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Shared (*)	Total Group
As at December 31, 2024					
Total fixed assets by Global Business Lines	**9,958.8**	**1,681.3**	**123.9**	**12.0**	**11,776.1**
Goodwill net	**7,679.5**	**1,294.3**	**30.0**	**0.0**	**9,003.8**
% of Group goodwill	*85.3%*	*14.4%*	*0.3%*	*0.0%*	*100.0%*
Other intangible assets	**1,888.4**	**258.8**	**35.7**	**12.0**	**2,195.0**
Tangible assets	**158.9**	**38.1**	**16.3**	**0.0**	**213.3**
Right-of-Use	**232.0**	**90.0**	**42.0**	**0.0**	**364.0**

* *part of intangible and tangible assets are not directly attributable to one single Global Business Line as they are mutualized assets usable and shared between the three GBL*

(In € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Shared (*)	Total Group
As at December 31, 2023					
Total fixed assets by Global Business Lines	**10,131.0**	**1,733.4**	**103.6**	**70.9**	**12,038.9**
Goodwill net	**7,735.8**	**1,293.4**	**29.6**	**0.0**	**9,058.8**
% of Group goodwill	*85.4%*	*14.3%*	*0.3%*	*0.0%*	*100.0%*
Other intangible assets	**2,055.6**	**325.6**	**27.0**	**15.9**	**2,424.1**
Tangible assets	**168.1**	**41.4**	**12.3**	**22.0**	**243.9**
Right-of-Use	**171.5**	**72.9**	**34.6**	**33.0**	**312.1**

* *part of intangible and tangible assets are not directly attributable to one single Global Business Line as they are mutualized assets usable and shared between the three GBL*

The geographical segment information for the period was the following:

(In € million)	Northern Europe (*)	Central & Eastern Europe(**)	Southern Europe (***)	Other	Total Group
12 months ended December 31, 2024					
External revenue by geographical area	**1,609.3**	**1,580.3**	**970.5**	**471.9**	**4,631.9**
% of Group revenue	34.7%	34.1%	21.0%	10.2%	100.0%
12 months ended December 31, 2023					
External revenue by geographical area (****)	**1,628.2**	**1,591.2**	**923.5**	**467.5**	**4,610.4**
% of Group revenue	35.3%	34.5%	20.0%	10.1%	100.0%

* *Including Belgium for €464.0 million (€513.0 million in 2023) and Netherlands for €464.0 million (€474.4 million in 2023)*

** *Including Germany for €813.6 million (€849.8 million in 2023) and Switzerland for €554.7 million (€543.0 million in 2023)*

*** *Including France for €554.2 million (€558.4 million in 2023).*

**** *Estonia, which was presented in Central & Eastern Europe, is now presented in Northern Europe*

This geographical view is based on seller countries and may concern other geographies on online activities.

The fixed assets are mainly composed of *goodwill* and capitalized development expenses which are non-attributable by geographical area because they are allocated to several areas. The rest is composed of tangible assets which are not significant. Therefore, it is not relevant to present the non-current assets by geographical area.

NOTE 6 Operating income and expenses

6.1. Personnel expenses

Accounting policies/principles

Personnel expenses

They mainly include wages, salaries & social security charges, payroll tax, training costs and profit-sharing.

(In € million)	12 months ended December 31, 2024	% Revenue	12 months ended December 31, 2023	% Revenue
Wages, salaries & social security charges	(1,456.7)	31.4%	(1,416.7)	30.7%
Tax, training, profit-sharing	(8.7)	0.2%	(11.3)	0.2%
Net (charge)/release to provisions for pensions and similar Benefits	(9.8)	0.2%	0.7	(0.0)%
TOTAL PERSONNEL EXPENSES	**(1,475.2)**	**31.8%**	**(1,427.3)**	**31.0%**

6.2. Non-personnel operating expenses

Accounting policies/principles

Subcontracting costs

Subcontracting costs consist of the cost for subcontracted services, roughly half of which is typically IT subcontracting, mostly on a time & materials basis. The other half comes from other outsourced services, which notably include data center outsourcing, payroll provider, etc. The level of these expenses in any given period is mainly driven by the number of projects in the project phase, some aspects of which the Group may decide to outsource rather than handle in-house, and customer volumes, which drive costs that are dependent on volume, such as printing, mailing and statement activity.

Scheme fees

Include the fees paid to Visa, MasterCard, Bancontact (Belgium debit card scheme) and other local card schemes as part of the Group's Commercial Acquiring activities. As disclosed in note 5.1 "Revenue", the Group recognizes its revenue gross of scheme fees, and scheme fees are included in operating expenses.

Operating costs

Operating costs mainly include operating and professional fees from third parties, SaaS and short-term rent expenses, telecommunication costs and diverse tax expenses. They notably include the expenses related to energy consumption in the Group. Worldline's data centers and offices mainly rely on renewable energies. Worldline is not part of any PPA nor VPPA.

Capitalized production costs

Operating expenses are reported net of capitalized production costs. Costs of specific application development for clients or technology solutions made available to a group of clients with a useful life of the underlying asset greater than one year are capitalized.

(In € million)	12 months ended December 31, 2024	% Revenue	12 months ended December 31, 2023	% Revenue
Subcontracting costs	(496.4)	10.7%	(602.7)	13.1%
Operating costs	(635.8)	13.7%	(574.7)	12.5%
Hardware and software purchase	(251.2)	5.4%	(258.4)	5.6%
Scheme fees	(792.3)	17.1%	(724.1)	15.7%
Maintenance costs	(86.6)	1.9%	(97.9)	2.1%
Subtotal non-personnel expenses	**(2,262.4)**	**48.8%**	**(2,257.8)**	**49.0%**
Depreciation of assets	(240.7)	5.2%	(200.2)	4.3%
Depreciation of right-of-use	(109.5)	2.4%	(98.2)	2.1%
Net (charge)/release to provisions	(26.1)	0.6%	(17.5)	0.4%
Gains/(Losses) on disposal of assets	(6.5)	0.1%	(4.3)	0.1%
Trade Receivables write-off	(11.9)	0.3%	(7.4)	0.2%
Capitalized Production	187.2	(4.0)%	192.0	(4.2)%
Subtotal other expenses	**(207.5)**	**4.5%**	**(135.5)**	**2.9%**
TOTAL OPERATING EXPENSES	**(2,470.0)**	**53.3%**	**(2,393.3)**	**51.9%**

Depreciation of assets represents amortization charges of intangibles and tangibles assets, excluding customer relationship, acquired technologies and patent amortization recognized at fair value of assets acquired in a business combination which are presented in other operating income and expenses (see note 6.3 “Other operating income and expenses”).

The increase in scheme fees is related to both an increase from Visa and Master Card and a volume effect.

6.3. Other operating income and expenses

Accounting policies/principles

“Other operating income and expenses” covers income or expense items corresponding to:

- Integration & acquisition (e.g., synergy plan implementation costs, M&A acquisition costs, compliance costs);
- Rationalization costs (e.g., staff reorganization, plans related to business combinations, severance plans, transformation plans, real estate costs (e.g., office & Datacenter consolidation));
- The cost of equity based compensation plans;
- The amortization of the customer relationships and patents; and
- Other costs / income related to major litigation, and capital gains and losses on the disposal of tangible and intangible assets, significant impairment losses on assets other than financial assets, or any other item that is infrequent and unusual.

If a restructuring plan qualifies for “other operating expenses”, the related real estate rationalization & associated costs expenses regarding premises and buildings is also presented in “other operating expenses”.

Equity-based compensation

Stocks options and performance shares are granted to management and certain employees at regular intervals. These equity-based compensations are measured at fair value at the grant date using the Black and Scholes option-pricing model. The fair value of the plan is determined at the grant date on the basis of the fair value of the share at that date. Changes in the fair value of options, as well as changes in assumptions such as personnel turnover and fulfillment of performance conditions, after the grant date have no impact on the initial valuation but does impact the global expense at the end of the plan. The fair value of the instrument is recognized in “other operating income and expenses”, on a straight-line basis over the period during which those rights vest, using the straight-line method, with the offsetting credit recognized directly in equity.

Employee Share Purchase Plans offer employees the opportunity to invest in Group’s shares at a discounted price. Shares are subject to a lock-up period restriction. Fair values of such plans are measured taking into account:

- The exercise price based on the average opening share prices quoted over the 20 trading days preceding the date of grant;
- The percent discount granted to employees; and
- The number of free shares granted linked to the individual subscriptions.

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Integration and acquisition costs	(87.6)	(142.7)
Rationalization and associated costs	(232.9)	(62.5)
Equity based compensation & associated costs	(10.7)	(24.8)
Customer relationships and acquired technologies amortization	(260.0)	(283.1)
Goodwill impairment	0.0	(1,147.0)
Other items	9.2	0.4
TOTAL OTHER OPERATING INCOME AND EXPENSES	**(582.0)**	**(1,659.8)**

Integration and acquisition costs reached €87.6 million, decreasing by €60.2 million, in relation with the ramp-down of integration and synergy implementation cost related to past acquisitions. The main costs of the period related to:

- Transformations costs for €49.3 million consisting of two mains items :
  - projects to reinforce AML/CFT (Anti Money Laundering / Countering Financing of terrorism), and compliance on previously acquired scopes. These costs consist mainly on expenses to adjust processes and system like merchant onboarding diligences, processes of storage of related information, etc ;
  - IT transformation projects, mainly Move to cloud.
- Costs in relation with integration of JV representing €27.4 million, principally for the set-up of the jointly held entity in Australia with ANZ, and the start of the jointly held entity in France with Crédit Agricole.

Rationalization and associated costs of €232.9million are mainly related to Power24 implementation costs (see note 4 "Other significant events of the year", section "Power24").

In 2023, goodwill impairment of €1,147.0 million was related to the decrease in value of Merchant Services GBL (see note 9.1 "*Goodwill*").

6.3.1. Equity-based compensation

Equity-based compensation for €10.7 million expenses in 2024 (€24.8 million in 2023) is mainly related to 2020, 2021, 2022, 2023 and 2024 free share plans, to 2020, 2021, 2022 and 2023 stock option plans, to the 2024 retention plan, to the variable remuneration of the former Chief Executive Officer and ad interim Chief Executive Officer and to some social charges linked to those plans.

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Free share plans	4.6	21.6
Stock option plans	(0.3)	0.8
Retention Plan	6.1	0.0
Variable Remuneration of the CEO	0.1	0.0
Employee share purchase plans	0.0	2.8
Others	0.2	(0.4)
TOTAL EQUITY-BASED COMPENSATION	**10.7**	**24.8**

2022 and 2023 resizing of LTI plans

On the period, the Group decided to resize the stock-options and free shares plans granted in 2022 and 2023.

Following the profit warning announced on October 25, 2023 the Board of Directors has decided to lower the 2024 & 2025 targets of the performance conditions for the 2022 & 2023 LTI plans. However, the resizing of this plan:

- limits the overall vesting of the concerned LTI plans to a maximum of 70% of the granted shares; and
- excludes the Senior Executive Officers and Executive Company Officers members

C

6.3.2. Free share plans

Rules governing the significant free shares plans are as follows:

- To receive the share, the grantee must generally be an employee or a corporate officer of the Group or a company employee related to Worldline at the time of grant and vesting;
- Vesting is also conditional on both the continued employment condition and the achievement of performance criteria, financial and non-financial;
- Prior to 2024 the financial performance criteria relate to the following indicators:
  - Group revenue organic growth;
  - Group adjusted EBITDA ; and
  - Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (FCF).
- The 2024 free share plan included a criteria relating to the share price performance.

For all ongoing significant free share plans prior to 2024, financial performance criteria are representing

80% of performance criteria conditioning the total vesting. The remaining 20% relate to Corporate Social Responsibility criteria.

For the 2024 financial performance criteria including the share price performance are representing 85% of performance criteria conditioning the total vesting. The remaining 15% relate to Corporate Social Responsibility criteria.

The vesting period varies according to the plans rules but never exceeds 3.5 years.

The number of shares to be vested is subject to the achievement of internal performance conditions, based on the elasticity curves defined for each performance criterion. In any case, the average acquisition rate is limited to 100%.

For these plans, there is no lock-up period once the free shares are definitively vested.

All performance shares plans give the right to Worldline shares delivery.

The plans impacting the 2024 charge for €4.6 million are detailed as follows:

Grant Date	October 28, 2020	May 27, 2021	June 9, 2022	June 8, 2023	July 25, 2023	September 16, 2024
Number of shares granted initially	560,401	685,935	1,159,545	1,296,560	14,950	2,355,830
Of which number of shares initially granted to TSS beneficiaries	166 015 (*)	107 050 (*)	-	-	-	-
Share price at grant date (€)	62.14	77.81	38.95	36.56	34.50	6.12
Vesting Date(s)	June 11, 2023 + September 7, 2023 + October 16, 2023	May 27, 2024	June 9, 2025	June 8, 2026	June 8, 2026	June 13, 2027
Expected Life	3 years (**)	3 years	3 years	3 years	3 years	3 years
Lock-up period	-	-	-	-	-	-
Risk-free interest rate	-	-	-	-	-	-
Expected dividend yield	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%
Fair value of shares granted (in €)	60.38	75.28	37.69	35.37	34.50	10,48 & 4,80
EXPENSE RECOGNIZED IN 2024 (IN € MILLION)	**(0.5)**	**0.7**	**0.7**	**(0.4)**	**0.1**	**3.9**

* *In 2022, shares granted to TSS beneficiaries were subject to accelerated vesting for an amount of €10.7 million booked in discontinued operations*

** *Considering the initial grant date of 2020 Ingenico Performance Shares plans granted by Ingenico on June 11, September 7, and October 16, 2020, which were substituted by the 2020 Worldline Performance Shares plan granted on October 28, 2020.*

6.3.3. Stock option plans

Rules governing the stock options plans are as follows:

- To exercise the option, the grantee must generally be an employee or corporate officer of the Group or a company employee related to Worldline at the time of grant and vesting;
- Vesting is conditional on both the continued employment condition and the achievement of performance criteria, financial and non-financial;
- The financial performance criteria are the following:
  - Group organic revenue growth;
  - Group adjusted EBITDA ; and
  - Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (FCF).

For all ongoing stock-option plans, financial performance criteria are representing 80% of performance criteria conditioning the total vesting. The remaining 20% of the performance criteria conditioning the total vesting are relating to Corporate Social Responsibility.

The vesting period varies according to the plans rules but never exceeds 3.5 years.

The number of options to be vested is subject to the achievement of internal and external performance conditions, based on the elasticity curves defined for each criterion. In any case, the average acquisition rate is limited to 100%.

The option expiration date never exceeds 10 years after the grant date.

The exercise of the option is equity-settled.

Due to the sharp decrease in reach of performance conditions for the 2022 and 2023 plans, the total IFRS2 expense to be recognized overtime decreased, so in 2024, the Group recognized a total income of €0.3 million on stock options detailed as follows:

Grant Date	2024 *(in € million)*	Number of options initially granted	Vesting Date	Number of options vested
June 9, 2020	0.0	101,120	June 9, 2023	94,255
May 27, 2021	0.1	117,150	May 27, 2024	49,023
June 9, 2022	(0.3)	193,530	June 9, 2025	-
June 8, 2023	(0.0)	191,670	June 8, 2026	-
TOTAL STOCK-OPTIONS	**(0.3)**	**603,470**		**143,278**

The characteristics of each current stock option plan are detailed as follows:

Grant Date	June 9, 2020	May 27, 2021	June 9, 2022	June 8, 2023
Number of options granted	101,120	117,150	193,530	191,670
Share price at grant date (€)	67.6	77.8	39.0	36.6
Strike price (€)	69.7	81.4	39.7	40.7
Vesting date	June 9, 2023	May 27, 2024	June 9, 2025	June 8, 2026
Expected volatility	24%	28%	32%	33%
Expected maturity of the plan	5 years	5 years	5 years	5 years
Risk-free interest rate	(0.142)%	(0.450)%	1.451%	2.771%
Expected dividend yield	1.10%	1.10%	1.10%	1.10%
Fair value of options granted (€)	**11.5**	**14.9**	**10.2**	**9.8**
EXPENSE RECOGNIZED IN 2024 (IN € MILLION)	**0.0**	**0.1**	**(0.3)**	**(0.0)**

The change of outstanding stock-options during the period was as the following:

	12 months ended December 31, 2024		12 months ended December 31, 2023	
	Number of shares	Weighted average strike price *(in €)*	Number of shares	Weighted average strike price *(in €)*
Outstanding at the beginning of the year	**1,905,731**	**38.7**	**1,825,561**	**37.8**
Granted during the year	-	-	191,670	40.7
Forfeited during the year	(149,102)	52.4	(20,750)	65.8
Exercised during the year	-	-	(90,750)	18.8
Outstanding at the end of the year	**1,756,629**	**37.6**	**1,905,731**	**38.7**
Exercisable at the end of the year, below year-end stock price (*)	0.0	0.0	0.0	0.0

* *Year-End stock price: €8.478 at December 31, 2024, and €15.67 at December 31, 2023.*

6.3.4. Retention Plan

In the context of Power24, in order to secure some key employees, a retention plan split in cash and shares has been granted.

The charges related to the portion paid in cash is accounted within the rationalization and associated costs.

The portion paid in shares is accounted for within equity based compensation & associated costs and is subject to presence conditions and the achievement of consolidated cost savings from the Power24 restructuring plan.

The expense recognized in the consolidated financial statements is spread over the vesting period, at the rate at which the services rendered by the beneficiaries are obtained by the Group.

Grant Date	**May 24th, 2024**
Number of shares granted initially	994,875
Share price at grant date (€)	11.3
Vesting Dates	March 31, 2025 & March 31, 2026
Expected Life	1 year & 2 years
Lock-up period	-
Risk-free interest rate	-
Expected dividend yield	1.1%
Fair value of shares granted (in €)	**11.14**
EXPENSE RECOGNIZED IN 2024 *(IN € MILLION)*	**6.1**

6.3.5. Variable remuneration of the former Chief Executive Officer and ad interim Chief Executive Officer

Following a Board of Directors decision, and as approved by the June 13th, 2024, General Shareholder Meeting, the 2023 variable annual compensation of the Chief Executive Officer and ad interim Chief Executive Officer (set at 49.5% of the target variable annual compensation) will be paid in the form of performance shares subject to a two-year vesting period and to a performance condition relating to the evolution of the Worldline share price.

Grant Date	**June 13, 2024**
Number of shares granted initially	29,055
Share price at grant date (€)	10.8
Vesting date	June 13, 2024
Final acquisition date	June 13, 2026
Plan duration for acquisition	2 years
Expected dividend yield	1.1%
Fair value of shares granted (in €)	**1.62**
EXPENSE RECOGNIZED IN 2024 (IN € MILLION)	**0.0**

NOTE 7 Financial result

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Interest expenses on bond loan	(38.0)	(23.2)
Interest charges long term debt	(0.9)	(0.9)
Interest expenses on convertible bonds	(11.5)	(11.5)
Net interest from cash and cash equivalents	49.1	18.5
Others	9.8	14.3
Income (cost) of net financial debt	**8.5**	**(2.9)**
Net foreign exchange losses	(2.6)	(1.8)
Hyperinflation	(37.5)	(29.0)
Gains / Losses on derivatives instruments	(0.8)	4.1
Foreign exchange gain (losses)	**(40.9)**	**(26.7)**
Financial component of retirement expenses and the cost of other post-employment benefits	(6.7)	(5.1)
Variation of fair value and Disposal Visa shares	10.2	6.3
Variation of the fair value of other financial assets/debts	(346.8)	2.0
Financial interests on lease liability (IFRS 16)	(12.8)	(7.9)
Impairment on other financial assets	(0.0)	0.0
Other financial expenses	(24.0)	(17.3)
Other financial income	6.5	3.3
Other financial income (expenses)	**(373.6)**	**(18.6)**
TOTAL FINANCIAL RESULT	**(406.0)**	**(48.2)**

Net financial expenses amounted to €406.0 million for the period (compared to an expense of €48.2 million in 2023) and are made up of:

- Income of net financial debt of €8.5 million (against a net cost of €2.9 million in 2023); and
- Net other financial expenses (including the impact of foreign exchange) of €414.6 million (€45.3 million expense in 2023).

The income of net financial debt of €8.5 million in 2024 is mainly made up by the following effects:

- The interests linked to straight bonds (€38.0 million) and convertible bonds (€11.5 million);
- The income interests from cash and cash equivalents (€49.1 million);
- The profit generated by the bonds reimbursement (€8.6 million) - see Note 4 "Other significant events of the year";

The variation compared to last year is explained by the increase of interests linked to straight bonds (increase of €14.8 million), partially offset by the increase on income interests from cash and cash equivalents in 2024 (increase of €30.6 million).

The net other financial expenses of €65.6 million in 2024 is mainly composed of:

- Foreign exchange loss for €40.9 million (loss of €26.7 million in 2023), mainly driven by hyperinflation in Argentina and Turkey for a negative impact of €37.5 million;
- Financial interests on lease liability (IFRS 16) for an expense of €12.8million (€7.9 million in 2023);
- Pension financial costs for €6.7 million (€5.1 million in 2023). The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (see note 14 “Post-employment and similar long-term benefits”);
- The recognition in the consolidated income statement of a €10.2 million profit related to the change in fair value (€7.0 million) and disposal of the Visa shares (€3.1 million) at December 31, 2024(compared to €6.3 million profit in 2023);
- The negative change in fair value of other financial instruments for €346.8 million, mainly related to the negative fair value of Poseidon Holdco preferred shares for €349 million (negative change fair value for an amount of €4 million in 2023);
- Other financial expenses for €24.0 million;
- Other financial income for €6.5 million.

The tables below illustrate the financial result broken down into expenses and income:

(In € million)	Expenses	Income	Total 2024
Income (cost) of net financial debt	(134.7)	143.2	8.5
Foreign exchange gains (losses)	(44.0)	3.1	(40.9)
Other financial income (expenses)	(426.8)	53.1	(373.6)
TOTAL FINANCIAL RESULT	**(605.4)**	**199.4**	**(406.0)**

(In € million)	Expenses	Income	Total 2023
Income (cost) of net financial debt	(92.0)	89.1	(2.9)
Foreign exchange gains (losses)	(42.3)	15.6	(26.7)
Other financial income (expenses)	(43.5)	24.9	(18.6)
Total Financial result	**(177.8)**	**129.6**	**(48.2)**

C

NOTE 8 Income tax

Accounting policies/principles

Measurement of recognized tax loss carry-forwards

Deferred tax assets are recognized on tax loss carry-forwards when it is probable that taxable profit will be available against which the tax loss carry-forwards can be utilized. Estimates of taxable profits and utilization of tax loss carry forwards are prepared on the basis of profit and loss forecasts as included in the 5-year business plans (other durations may apply due to local specificities).

IFRIC 23

The Group applies IFRIC 23 on the accounting for income tax when there is uncertainty over tax treatments. A liability is recognized in the consolidated financial statement when a tax risk arising from positions taken by the Group, or one of its subsidiaries, is considered as probable, assuming that the tax authorities have full knowledge of all relevant information when making their examination.

8.1. Current and deferred taxes in income statement

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Current taxes	(128.6)	(114.6)
Deferred taxes	118.0	74.4
TOTAL CURRENT AND DEFERRED TAXES	**(10.6)**	**(40.2)**

8.2. Effective tax rate

The difference between the French standard tax rate and the Group Effective tax rate is explained as follows:

	12 months ended December 31, 2024	Effective tax rate	12 months ended December 31, 2023	Effective tax rate
Profit before tax	(301.4)		(918.2)	
French standard tax rate	25.8%		25.8%	
Theoretical tax charge at French standard rate	**77.8**	**25.8%**	**237.2**	**25.8%**
Permanent differences due to goodwill impairment	(0.0)	0.0%	(295.3)	(32.2%)
Impact of permanent differences	(72.6)	(16.2%)	11.7	1.3%
Differences in foreign tax rates	12.2	(24.6%)	11.5	1.3%
Movement on recognition of deferred tax assets	(4.1)	1.1%	(4.1)	(0.4%)
Equity-based compensation	(2.8)	5.6%	(6.1)	(0.7%)
Change in deferred tax rates	(5.5)	11.1%	(3.2)	(0.4%)
Withholding taxes	(3.2)	7.6%	(1.3)	(0.1%)
Other	(12.4)	18.5%	9.5	1.0%
GROUP TAX EXPENSE	**(10.6)**		**(40.2)**	
EFFECTIVE TAX RATE		**(3.5%)**		**(4.4%)**

The 2024 tax expense is €(10.6) million for a loss before tax of €301.4million. The annualized Effective Tax Rate (ETR) was -3.5% (-4.4% in 2023). In 2024, excluding the depreciation of the Poseidon Holdco's preferred shares of €349 million, the annualized Effective Tax Rate (ETR) is 22.4% (17.6% in 2023 after the restatement of the goodwill impairment of €1,147.0 million).

The increase in ETR is mainly driven by:

- The decrease of equity-based compensation, which generated a lower non-deductible charge compared to 2023;
- The negative impacts of 2023 tax true-ups;
- The negative weight impact on the ETR in the differences in foreign tax rates (-24.6% in 2024 vs. 1.3% in 2023), mainly due to Switzerland.

C

8.3. Deferred taxes in the statement of financial positions

(In € million)	As at December 31, 2024	As at December 31, 2023
Deferred tax assets	57.8	30.7
Deferred tax liabilities	(341.9)	(424.7)
NET DEFERRED TAX	**(284.2)**	**(394.0)**

8.4. Breakdown of deferred tax assets and liabilities by nature

(In € million)	Tax losses carry forward	Intangible assets recognized as part of PPA	Fixed assets	Pensions	Other	Total
At January 1, 2023	**60.6**	**(462.9)**	**(50.1)**	**8.7**	**(19.5)**	**(463.1)**
Charge to profit or loss for the year	25.3	85.1	(12.8)	2.9	(26.1)	74.4
Change of scope	(0.2)	0.0	0.0	0.2	0.0	0.0
Charge to equity	0.0	0.0	(0.1)	10.2	0.3	10.4
Reclassification	(3.9)	0.0	0.0	0.0	3.9	0.0
Exchange differences	(0.4)	(1.2)	(0.1)	(0.0)	(13.8)	(15.7)
As at December 31, 2023	**81.4**	**(379.0)**	**(63.2)**	**22.0**	**(55.1)**	**(394.0)**
Charge to profit or loss for the year	47.7	65.0	(10.1)	0.2	15.3	118.0
Change of scope	0.0	0.0	0.0	(0.0)	0.1	0.1
Charge to equity	0.0	0.0	0.0	(4.9)	(0.3)	(5.2)
Reclassification	0.0	0.0	0.0	0.0	(0.0)	0.0
Exchange differences	(0.9)	1.2	0.0	0.1	(3.5)	(3.1)
AS AT DECEMBER 31, 2024	**128.2**	**(312.8)**	**(73.2)**	**17.3**	**(43.5)**	**(284.2)**

In 2024, the variation of the net deferred tax position compared to December 31, 2023 is mainly due to the increase in tax losses carry forward over the period and the amortization related to PPA.

In 2023, the variation of the net deferred tax position compared to December 31, 2022 is mainly due to the amortization related to PPA.

8.5. Tax losses carry forward schedule (basis)

	As at December 31, 2024			As at December 31, 2023		
(In € million)	Recognized	Unrecognized	Total	Recognized	Unrecognized	Total
2025	0.0	0.0	0.0	1.7	0.0	1.7
2026	1.1	0.0	1.1	3.5	0.0	3.5
2027	0.3	0.0	0.3	0.5	0.0	0.5
2028	0.0	0.0	0.0	0.0	0.0	0.0
Tax losses available for carry forward for 5 years and more	50.0	22.8	72.8	39.4	21.7	61.1
Ordinary tax losses carry forward	**51.5**	**22.8**	**74.3**	**45.1**	**21.7**	**66.7**
Evergreen tax losses carry forward	**439.1**	**110.4**	**549.5**	**270.5**	**111.0**	**381.5**
TOTAL TAX LOSSES CARRY FORWARD	**490.6**	**133.2**	**623.8**	**314.6**	**133.8**	**448.5**

Countries with the largest tax losses available for carry forward are France (€144.1 million), Luxembourg (€124.6 million), Australia (€121.4 million), Greece (€51.7 million), Sweden (€28.4 million) and India (€23.4 million).

8.6. Deferred tax assets not recognized by the Group

(In € million)	As at December 31, 2024	As at December 31, 2023
Tax losses carry forward	36.5	35.6
Temporary differences	17.6	16.9
TOTAL DEFERRED TAX ASSETS NOT RECOGNIZED BY THE GROUP	**54.1**	**52.5**

C

NOTE 9 Goodwill and fixed assets

9.1. Goodwill

Accounting policies/principles

Goodwill is allocated to the Group Cash Generating Units (CGU) which correspond to the three operating segments disclosed in note 5.2 “Segment information”. Goodwill is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

Impairment tests

Goodwill is not amortized and is subject to an impairment test performed at least annually by comparing its carrying amount to the recoverable amount of the related CGU at the closing date.

In 2024, the recoverable amount of a CGU is based on the higher of its fair value less cost to sell and its value in use. The value in use is calculated using cash flow projections drawn up on the basis of the latest 5-year plan, as approved by the Executive Committee and the Board of Directors. The fair value (less costs to sell) corresponds to the amount that could be obtained from the sale of the asset (or the CGU), in an arm's-length transaction between knowledgeable and willing parties, less the costs of disposal. It can be determined using an observable market price for the asset (or the CGU) or using discounted cash flow projections, that include estimated future cash inflows or outflows expected to arise from future restructuring or from improving or enhancing the asset’s performance.

These calculations require the use of estimates, such as the calculation of Business Plans from which future cash-flows are deducted and Discount Rates.

Discounted Cash Flows (DCF) are made per CGU, taking into account each market dynamics (Higher Growth for Merchant Services, mid-digit growth for Financial Services and Mobility & e-transactional services) as well as synergies potentials for margin improvements.

Discount rates are applied by CGU based on the Group’s weighted average cost of capital and adjusted to take into account specific tax rates. The Group considers that the weighted average cost of capital should be determined based on a historical equity risk premium, in order to reflect the long-term assumptions factored in the impairment tests.

Goodwill impairment test is prepared annually for Year-End, or more often whenever events or circumstances indicate that the carrying amount could not be recoverable.

Such events and circumstances include but are not limited to:

- Significant deviance of economic performance when compared with budget;
- Significant worsening of the economic environment;
- Loss of a major client;
- Significant increase in interest rates.

The impairment loss is first recorded as an adjustment of the carrying amount of the goodwill allocated to the CGU and remainder of the loss, if any, is allocated pro rata to the other long-term asset of the unit.

(In € million)	As at December 31, 2023	Disposal Depreciation	Exchange rate fluctuations	As at December 31, 2024
Gross value	10,213.8	(0.0)	(63.4)	**10,150.4**
Impairment loss	(1,155.0)	(0.0)	8.4	**(1,146.6)**
CARRYING AMOUNT	**9,058.8**	**(0.0)**	**(55.0)**	**9,003.8**

(In € million)	As at December 31, 2022	Disposal Depreciation	Exchange rate fluctuations	As at December 31, 2023
Gross value	10,183.4	(0.1)	30.5	**10,213.8**
Impairment loss	0.0	(1,147.0)	(8.0)	**(1,155.0)**
CARRYING AMOUNT	**10,183.4**	**(1,147.1)**	**22.5**	**9,058.8**

In 2024, there was no change in the gross value of the goodwill, except the impact of exchange rate fluctuation.

(In € million)	As at December 31, 2024	As at December 31, 2023
Merchant Services	7,679.5	7,735.8
Financial Services	1,294.3	1,293.4
Mobility & e-transactional services	30.0	29.6
Total goodwill per cash generating units	**9,003.8**	**9,058.8**

Impairment testing

At December 31, 2024, the recoverable amount of the Group CGU's was determined based on the value in use, according to IAS 36. The value in use were determined based on Discounted Cash Flows (DCF) and were derived from the 3Y Business Plan +2 years extrapolated of the Company.

Over this 5YP, the compound annual growth rate of revenues reaches 6.7% for the group and the improvement of adjusted EBITDA margin is factored at +320bps, from 24.3% of the Revenue in 2024 to 27.5% in 2029.

The terminal value is calculated after the three-year Business Plan period +2 years extrapolated, using an estimated perpetuity growth rate of 2.25%. This rate reflects specific perspectives of the payment sector.

For all CGUs, the discount rate took into account the cost of the lease debt: the discount rate of Merchant Services was set at 8.40%, Financial Services at 8.40% and Mobility & e-Transactional Services at 8.30%. Compared to 2023, the discount rates decreased by 85 bps for Merchant Services and by 40 bps for Financial Services due to a combination of effects : the decrease of interest rates, the implementation of the Power 24 plan for which a specific risk premium of 25 bps was added last year to the discount rate and the downward revision of MS growth ambition in the period 2025-2029 compared to last year Business Plan to which a specific 40 Bps risk premium was attached. No geographical distinction was integrated in the WACC (Weighted Average Cost of Capital), as the Group operates mainly in Europe.

On the basis of impairment tests carried at year-end, no impairment was recorded as at December 31, 2024.

	Perpetuity gross rate		WACC	
(In %)	As at December 31, 2024	As at December 31, 2023	As at December 31, 2024	As at December 31, 2023
Merchant Services	2.25%	2.25%	8.40%	9.25%
Financial Services	2.25%	2.25%	8.40%	8.80%
Mobility & e-transactional services	2.25%	2.25%	8.30%	8.30%

Sensibility table reveals the following headroom/(impairment):

(In € million)	Increase of WACC +50 bps	Decrease of PGR -50 bps	Increase of WACC and decrease of PGR of 50 bps	Decrease of Adj. EBITDA of -100 bps *
Merchant Services	(281.0)	(143.8)	(836.2)	82.8
Financial Services	882.7	918.2	732.9	998.7
Mobility & e-transactional services	525.3	533.9	483.5	541.7
TOTAL	**1,127.0**	**1,308.3**	**380.2**	**1,623.2**

* *the 100 bps reduction applies only to normative flows*

A variation plus or minus 50 basis points of the key parameters (discount rate and perpetual growth rate) did not reveal the existence of any risk of impairment for Financial Services and Mobility & e-transactional services CGUs. For Merchant Services, such variations would have led to an impairment of €836.2 million. The impact of the discount rate alone would result in an impairment of €281.0 million, and the impact of the perpetual growth rate alone would result in an impairment of €143.8 million.

C

9.2. Intangible assets

Accounting policies/principles

Intangible assets other than goodwill consist primarily of software and internally developed IT solutions as well as software and customer relationships and technologies acquired in relation with a business combination.

Internally Developed intangible assets

Development expenses correspond to assets developed for the own use of the Group, to specific implementation projects for some customers or innovative technical solutions made available to a group of customers. These projects are subject to a case-by-case analysis to ensure they meet the appropriate criteria for capitalization.

Capitalized development expenditure is amortized in operating margin on a straight-line basis over a useful life between 3 and 12 years, for which two categories can be identified:

For internal software development with fast technology serving activities with shorter business cycle and contract duration, the period of amortization will be between 3 and 7 years;

For internal software development with slow technology obsolescence serving activities with long business cycle and contract duration, the period of amortization will be between 5 and 12 years with a standard scenario at 7 years. It is typically the case for large mutualized payment platforms.

Intangible assets acquired in a business combination

An intangible asset related to the customer relationships and backlog brought during a business combination is recognized as customer relationships.

The value of the developed technology acquired is derived from an income approach based on the relief from royalty method. This method relies on (i) assumptions on the obsolescence curve of the technology and (ii) the theoretical royalty rate applicable to similar technologies, to determine the discounted cash flows expected to be generated by this technology over their expected remaining useful life. The cost approach may also be implemented as a secondary approach to derive an indicative value for consistency purposes. This method relies on assumptions of the costs that should be engaged to reproduce a similar new item having the nearest equivalent utility as the asset being valued. If technology is believed to be the most important driver for the business, an Excess Earning method could also be implemented.

Customer relationships, patents, technologies and trademarks acquired as part of a business combination are amortized on a straight-line basis over their expected useful life, generally between 8 and 15 years; any related depreciation is recorded in other operating expenses.

Impairment of intangible assets other than goodwill

At the end of each reporting period of the financial information, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. This is also applied to R&D costs capitalized, for which the Group considers as an indicator of impairment loss (i) the use of the technology, (ii) the volumes processed and (iii) the potential effect of decommissioning following migration to other technologies, and to customer relationships for which the Group considers as an indicator of impairment loss (i) the loss of historical clients representing at least 5% of the revenue, (ii) the growth revenue vs the previous year and (iii) the profitability of the current year.

(In € million)	Software & Licenses	Customer Relationships	Acquired technology and other	Other assets	Total
Gross value					
At January 1, 2024	**1,243.9**	**2,041.2**	**724.7**	**56.4**	**4,066.3**
Additions	20.3	3.0	0.0	4.0	27.4
R&D capitalized	187.2	0.0	0.0	0.0	187.2
Disposals	(74.6)	0.0	0.0	(4.7)	(79.3)
Exchange differences	(6.9)	(11.5)	(2.8)	0.4	(20.8)
Other	13.2	(5.7)	0.0	(3.6)	4.0
At December 31, 2024	**1,382.9**	**2,027.0**	**721.9**	**52.7**	**4,184.6**
Accumulated depreciation					
At January 1, 2024	**(656.1)**	**(610.0)**	**(326.3)**	**(49.7)**	**(1,642.2)**
Depreciation charge for the year	(160.2)	(153.2)	(87.7)	0.5	(400.5)
Impairment for the year	(5.4)	(16.2)	(2.9)	0.0	(24.5)
Disposals/reversals	71.2	0.0	0.0	1.1	72.3
Exchange differences	5.5	3.7	1.1	(0.6)	9.7
Other	(8.1)	0.0	0.2	3.4	(4.5)
At December 31, 2024	**(753.1)**	**(775.6)**	**(415.7)**	**(45.2)**	**(1,989.7)**
Net value					
AT JANUARY 1, 2024	**587.8**	**1,431.2**	**398.4**	**6.7**	**2,424.1**
AT DECEMBER 31, 2024	**629.8**	**1,251.4**	**306.2**	**7.5**	**2,194.9**

(In € million)	Software & Licenses	Customer Relationships/ Patent	Acquired technology and other	Other assets	Total
Gross value					
At January 1, 2023	**995.8**	**1,908.7**	**714.9**	**77.0**	**3,696.4**
Additions	18.2	125.4	0.0	17.1	160.7
R&D capitalized	192.0	0.0	0.0	0.0	192.0
Disposals	(11.7)	0.0	0.0	(1.1)	(12.8)
Exchange differences	0.1	7.1	9.8	0.1	17.1
Other	49.5	0.0	0.0	(36.6)	12.9
At December 31, 2023	**1,243.9**	**2,041.2**	**724.7**	**56.4**	**4,066.3**
Accumulated depreciation					
At January 1, 2023	**(540.0)**	**(405.3)**	**(240.1)**	**(43.6)**	**(1,229.0)**
Depreciation charge for the year	(122.6)	(155.5)	(82.0)	(1.9)	(362.0)
Impairment for the year	0.0	(45.7)	0.0	0.0	(45.7)
Disposals/reversals	5.4	0.1	0.0	0.7	6.2
Exchange differences	0.1	(3.5)	(4.2)	(0.4)	(7.9)
Other	1.0	0.0	0.0	(4.7)	(3.7)
At December 31, 2023	**(656.1)**	**(610.0)**	**(326.3)**	**(49.7)**	**(1,642.2)**
Net value					
At January 1, 2023	**455.9**	**1,503.4**	**474.7**	**33.4**	**2,467.4**
At December 31, 2023	**587.8**	**1,431.2**	**398.4**	**6.7**	**2,424.1**

Development capitalized cost is related to the modernization of proprietary technological platforms.

In 2024, the total of R&D costs reached €229.2 million out of which €187.2 million are capitalized and €42.0 million remain in expenses.

C

9.3. Tangible assets

Accounting policies/principles

Tangible assets are recorded at acquisition cost. They are depreciated on a straight-line basis over the following expected useful lives:

- Buildings: 20 years;
- Fixtures and fittings: 3 to 20 years;
- IT equipment:
  - Computer hardware: 3 to 5 years;
  - Terminals: 4 to 5 years;
- Other assets:
  - Vehicles: 4 to 5 years;
  - Office furniture and equipment: 3 to 10 years.

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1, 2024	**124.8**	**523.3**	**46.7**	**694.9**
Additions	6.4	43.0	8.1	57.6
Disposals	(8.1)	(117.1)	(8.0)	(133.3)
Exchange differences	(0.1)	2.1	(3.8)	(1.9)
Scope out	(0.2)	(1.7)	0.1	(1.8)
Other	0.5	9.9	(9.6)	0.8
At December 31, 2024	**123.3**	**459.4**	**33.5**	**616.2**
Accumulated depreciation				
At January 1, 2024	**(80.6)**	**(346.6)**	**(23.7)**	**(450.9)**
Depreciation charge for the year	(9.2)	(64.4)	(2.3)	(76.0)
Disposals/Reversals	8.0	109.6	6.4	123.9
Exchange differences	0.0	(2.2)	(0.3)	(2.5)
Scope out	0.1	2.3	0.1	2.6
Other	(0.1)	(2.0)	2.0	(0.0)
AT DECEMBER 31, 2024	**(81.7)**	**(303.3)**	**(17.8)**	**(402.9)**
Net value				
AT JANUARY 1, 2024	**44.2**	**176.7**	**23.0**	**243.9**
AT DECEMBER 31, 2024	**41.6**	**156.1**	**15.7**	**213.3**

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1, 2023	**126.0**	**516.2**	**35.1**	**677.4**
Additions	9.1	80.5	9.0	98.6
Disposals	(1.4)	(66.6)	(2.2)	(70.2)
Exchange differences	(0.4)	(0.5)	7.2	6.2
Other	(8.5)	(6.3)	(2.3)	(17.2)
At December 31, 2023	**124.8**	**523.3**	**46.7**	**694.9**
Accumulated depreciation				
At January 1, 2023	**(79.4)**	**(353.0)**	**(18.0)**	**(450.4)**
Depreciation charge for the year	(8.9)	(64.9)	(2.5)	(76.4)
Disposals/Reversals	1.2	63.0	1.2	65.4
Exchange differences	0.2	1.6	(0.4)	1.5
Other	6.3	6.7	(4.1)	9.0
At December 31, 2023	**(80.6)**	**(346.6)**	**(23.7)**	**(450.9)**
Net value				
At January 1, 2023	**46.6**	**163.2**	**17.2**	**227.0**
At December 31, 2023	**44.2**	**176.7**	**23.0**	**243.9**

Tangible capital assets of the Group mainly include computer equipment used in the production centers, particularly in the processing datacenters, and terminals rented to merchants. Land and buildings are mostly composed of technical infrastructures of datacenters.

NOTE 10 Right-of-use assets & lease liabilities

10.1. Right-of-use assets under IFRS 16

Accounting policies/principles

Right-of-use assets and lease liabilities are classified under three subcategories, land and buildings (e.g. offices), IT equipment (e.g. servers and computers) and other assets (e.g. POS terminals).

The Group applies its judgment to determine the lease term for the real estate lease contracts in which it is a lessee and that include renewal or early termination options, analyzing whether those sites are strategic or not. In most cases, the contracts relate to offices for which the location is not strategic, so the Group retains the contractual end date.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rates. These rates are determined for all the currencies and geographies of the Group, by maturity, and are calculated by taking for each currency a reference in debt quotation by maturity (bullet rate) and adding up a spread corresponding to the entity's cost of financing. When the Group identifies a change in the calculation hypotheses from a material change in lease circumstances (probable exercise of extension or termination options, residual value guarantee amount, etc.), the related leases are re-measured.

Following the IFRS Interpretation Committee opinion, the Group compared the lease terms of its contracts and the residual useful lives of the underlying non-removable leasehold improvements, and did not identify major deviation.

The Group uses the IFRS16 exemption option for the following cases which are recorded on a straight-line basis in profit or loss over the life of the lease:

- Short term leases related to other assets;
- Low value assets.

Right-of-use (RoU) assets break down as follows, by type of underlying asset :

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2024	**384.8**	**138.4**	**62.7**	**586.0**
Additions	72.0	53.5	63.7	189.2
Disposals	(38.4)	(17.8)	(13.9)	(70.1)
Exchange differences	0.5	0.6	(0.2)	0.9
Other	(0.4)	0.0	0.0	(0.4)
Scope out	0.1	(8.4)	0.0	(8.3)
AT DECEMBER 31, 2024	**418.7**	**166.3**	**112.3**	**697.2**
Accumulated depreciation				
As at January 1, 2024	**(193.4)**	**(54.7)**	**(25.9)**	**(273.9)**
Depreciation charge for the year	(47.8)	(41.7)	(20.0)	(109.5)
Disposals/Reversals	25.0	10.6	10.3	45.9
Exchange differences	(0.4)	(0.4)	0.0	(0.8)
Other	0.2	0.0	0.0	(0.2)
Scope out	(0.1)	5.4	0.0	5.3
At December 31, 2024	**(216.5)**	**(81.3)**	**(35.5)**	**(333.3)**
Net value				
AS AT JANUARY 1, 2024	**191.5**	**83.7**	**36.9**	**312.1**
AT DECEMBER 31, 2024	**202.2**	**85.0**	**76.7**	**364.0**

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1, 2023	**375.1**	**81.7**	**44.6**	**501.4**
Additions	33.5	73.6	27.1	134.2
Disposals	(26.0)	(18.2)	(9.4)	(53.6)
Exchange differences	1.8	1.7	(0.0)	3.5
Other	0.4	(0.3)	0.5	0.5
At December 31, 2023	**384.8**	**138.4**	**62.7**	**586.0**
Accumulated depreciation				
At January 1, 2023	**(162.5)**	**(25.5)**	**(19.8)**	**(207.7)**
Depreciation charge for the year	(46.6)	(37.8)	(13.8)	(98.2)
Disposals/Reversals	16.6	8.9	8.3	33.9
Exchange differences	(0.9)	(0.5)	0.0	(1.3)
Other	(0.1)	0.1	(0.6)	(0.6)
At December 31, 2023	**(193.4)**	**(54.7)**	**(25.9)**	**(273.9)**
Net value				
At January 1, 2023	**212.7**	**56.2**	**24.8**	**293.7**
At December 31, 2023	**191.5**	**83.7**	**36.9**	**312.1**

In 2024, the variation of the gross value of right use compared to December 31, 2023 is related to new lease agreements for real estate, terminals and IT equipment, mainly Long Term Infracstructure Agreement (LTIA).

10.2. Lease liabilities

Lease liabilities are composed as follows:

(In € million)	Total lease liability
Gross value	
As at January 1, 2023	**326.4**
Additions	133.8
Reimbursement	(117.3)
Exchange differences	2.1
Other	(0.1)
As at December 31, 2023	**344.9**
Additions	189.2
Reimbursement	(130.3)
Exchange differences	0.2
Other	0.2
Scope out	(1.9)
AT DECEMBER 31, 2024	**402.3**

10.3. Maturity schedule Lease liabilities

(In € million)	Up to 1 year	1 to 5 years	Over 5 years	TOTAL
TOTAL	**108.5**	**247.5**	**46.4**	**402.3**

C

NOTE 11 Inventories, Trade accounts and other current assets

11.1. Inventories

Accounting policies/principles

Inventory which mainly consists in payment terminals, are assessed at the lower of cost or net realizable value. Inventory cost is determined according to the weighted average method and include the acquisition costs and incidental expenses.

(In € million)	As at December 31, 2024	As at December 31, 2023
Terminals & consumables	76.9	101.7
Allowances on inventories	(4.7)	(3.9)
TOTAL INVENTORIES	**72.2**	**97.7**

11.2. Trade accounts and notes receivables

Accounting policies/principles

Trade accounts and notes receivable

Trade accounts and notes receivable are recorded initially at their fair value and subsequently at their amortized value. The nominal value usually represents the initial fair value for trade accounts and notes receivable. In case of deferred payment over one year, where the effect is significant on fair value, trade accounts and notes receivables are discounted. Where appropriate, a provision is raised on an individual basis to take likely recovery problems into account.

Expected credit losses allowance

For trade receivables outstanding for more than 31 days, the Groups considers the need for depreciation on a case-by-case basis through a quarterly review of its balances.

Trade accounts factoring

On a regular basis, the Group enters into factoring transactions over various geographies, where it transfers substantially all risks and rewards on the covered trade receivables to a financing partner. The factoring transactions are mainly conducted in France, the Netherlands, Belgium, Switzerland, Spain and the United-Kingdom, and have the following characteristics:

- The credit risk is borne by the financing partner with no recourse against the Group;
- There is no variable rate related to overdue payments;
- There is no current account with the financing partner, who has no debit power on any Group account would the end debtors default.

Under such factoring agreements, the Group assesses it can derecognize the factored trade receivables when the related rights and obligations are transferred to the financing partner.

Assets related to Contracts

Assets related to contracts include contract assets (as defined by IFRS 15) and trade invoices to be issued.

(In € million)	As at December 31, 2024	As at December 31, 2023
Assets related to contracts	311.7	298.0
Trade receivables	427.4	445.8
Expected credit losses allowance	(57.1)	(52.9)
Net asset value	**681.9**	**690.9**
Contract liabilities (*)	(153.9)	(155.3)
Net accounts receivables	**528.1**	**535.7**
Number of days sales outstanding (DSO)	**29**	**31**

* *Contract liabilities are presented in other current liabilities, see note 17.2 "other current liabilities"*

Net accounts receivables represents 11.4% of 2024 revenue (11.6% at end of 2023).

As of December 31, 2024, the Group sold without recourse receivables for a total amount of €44.4 million and received from its financing partner €44.1 million in liquidity.

Ageing of past due receivables

(In € million)	As at December 31, 2024	As at December 31, 2023
0-30 days overdues	25.0	25.2
30-60 days overdues	12.7	17.2
60-90 days overdues	11.3	6.4
Beyond 90 days overdues	43.1	41.8
TOTAL GROSS OVERDUE RECEIVABLES	**92.1**	**90.6**

11.3. Other current assets

(In € million)	As at December 31, 2024	As at December 31, 2023
VAT receivables	41.2	39.7
Prepaid expenses	75.0	72.0
Other receivables & current assets	109.7	114.9
Advance payment	8.8	2.9
TOTAL OTHER CURRENT ASSETS	**234.7**	**229.5**

Other receivables and current assets mainly include tax credit research, social receivables and advance payments made on behalf of trade partners. As at December 31, 2024, the Group sold without recourse other receivables (tax credit research) for a total amount of €11.9 million, and received from its financing partner €10.9 million in liquidity.

Prepaid expenses are mostly related to software licenses, rental expenses, support contracts and long-term maintenance.

NOTE 12 Intermediation activities

Accounting policies/principles

As part of its merchant services activity, in particular for commercial acquiring and collecting business, the Group provides intermediation between merchants, credit card issuers, and end consumers. The expected funds corresponding to the end consumer's payment as well as funds received and not yet remitted to merchants are recorded as balance sheet assets in specific accounts, i.e., excluded from cash and cash equivalents. The counterparty is a payable due to merchants. All assets and liabilities directly related to intermediation are isolated on dedicated accounts.

The balance sheet assets related to intermediation activities include:

- Receivables against credit card issuers, in connection with transactions conducted on behalf of merchants but not yet settled by the companies that issued the cards;
- Funds received for transactions not yet settled for merchants and transactions reimbursable to consumers.

Liabilities related to intermediation activities on the balance sheet comprise mainly:

- Liabilities in connection with funds from consumers that have not yet been transferred to merchants;
- Liabilities in connection with merchant warranty deposits;
- Bank financing related to merchant remittance.

Through this intermediation activity, Worldline and its affiliates are facing cash fluctuations due to the lag that may exist between the payment to the merchants and the receipt of the funds from the payment schemes (Visa, MasterCard or other schemes).

Some funds may be remitted to merchants even before they have been received by the Group from the credit card issuers. The duration of this merchant pre-financing is generally one or two days. To avoid drawing on its cash to provide this upfront remittance to merchants, the Group may use specific bank financing.

(In € million)	**As at December 31, 2024**	**As at December 31, 2023**
Receivables linked to intermediation activities	2,042.2	3,916.9
Funds related to intermediation activities	2,297.4	1,961.6
TOTAL ASSETS LINKED TO INTERMEDIATION ACTIVITIES	**4,339.7**	**5,878.5**
Payables linked to intermediation activities	3,842.7	5,554.1
Credit facilities specific to intermediation activities	496.9	324.4
TOTAL LIABILITIES LINKED TO INTERMEDIATION ACTIVITIES	**4,339.7**	**5,878.5**

The decrease in assets and liabilities is mainly related to a calendar effect (January 1, 2024, was a Monday, against a Wednesday for January 1, 2025), as settlement is only performed on working day.

NOTE 13 Shareholder equity

13.1. Equity attributable to the owners of the parent

During this year 2024, 592,988 new shares were created following the exercise of performance shares plan.

As at December 31, 2024, 283,567,969 shares of €0.68 par value each were outstanding. Worldline S.A. share capital was increased from €192,422,987.08 as at January 1st, 2024, to €192,826,218.90 as at December 31, 2024.

13.2. Non-controlling Interests

Accounting policies/principles

The share of profit or loss attributable to non-controlling shareholders is recognized in equity attributable to non-controlling interests. Similarly, the share of dividends payable is recognized in equity attributable to non-controlling interests.

(In € million)	As at December 31, 2023	2024 Income	Capital Increase	Dividends	Scope Changes	Other	As at December 31, 2024
PAYONE	775.3	12.3	0.0	(16.4)	0.0	0.0	771.9
Worldline Australia Pty Ltd	227.2	(25.9)	19.4	0.0	0.0	0.0	215.3
Worldline Merchant Services Italia S.p.A	(4.7)	(0.9)	0.0	0.0	0.0	0.6	(4.9)
Worldline Merchant Acquiring Greece	(7.9)	(0.1)	0.0	0.0	0.0	0.0	(8.1)
Other	(0.9)	(0.5)	1.7	0.0	1.4	0.0	1.7
Total non-controlling interests	**989.1**	**(15.1)**	**21.2**	**(16.4)**	**1.4**	**0.6**	**976.0**

In 2024, the total capital increase is mainly due to €19.4 million in Worldline Australia Pty Ltd subscribed by its non-controlling shareholder ANZ. The Group interest rate in the entity stayed unchanged as Worldline Group subscribed a proportional capital increase.

The scope change corresponds to the exercise of Worldline call option on the remaining 45% of non-controlling interests in SoftPOS.eu and paid €11.0 million. As a reminder, in October 2022, Worldline acquired a 55% stake in SoftPOS.eu, a Warsaw-based fintech that converts Android devices into secure payment terminals.

(In € million)	As at December 31, 2022	2023 Income	Capital Increase	Dividends	Scope Changes	Other	As at December 31, 2023
PAYONE	881.2	(88.4)	0.0	(18.4)	0.0	1.0	775.3
Worldline Australia Pty Ltd	273.2	(39.5)	0.0	0.0	0.0	(6.5)	227.2
Worldline Merchant Services Italia S.p.A	(0.1)	(5.4)	25.0	(0.5)	0.0	(23.7)	(4.7)
Worldline Merchant Acquiring Greece	(0.0)	(7.9)	0.0	0.0	0.0	0.0	(7.9)
Other	0.4	(0.8)	0.0	0.0	0.4	(0.8)	(0.8)
Total non-controlling interests	**1,154.7**	**(142.0)**	**25.0**	**(18.9)**	**0.4**	**(30.0)**	**989.1**

The non-controlling interests and associates as at December 31, 2023 was €989.1 million related to the participation in Worldline Australia Pty Ltd and PAYONE.

13.3. Earnings per Share

The weighted average number of shares amounts to 282,567,142 shares for the period. As at December 31, 2024 (same as December 31, 2023), there are no potentially dilutive instruments as all equity instruments are potentially relutive.

(In € million and shares)	12 months ended December 31, 2024	% of revenue	12 months ended December 31, 2023	% of revenue
NET INCOME [A]	**(297.0)**	**(6.4)%**	**(817.3)**	**(17.7)%**
DILUTED NET INCOME [B]	**(297.0)**	**(6.4)%**	**(817.3)**	**(17.7)%**
Average number of shares [c]	282,567,142		282,110,764	
Impact of dilutive instruments	0		0	
Diluted average number of shares [d]	**282,567,142**		**282,110,764**	
(In €)				
BASIS EPS [A] / [C]	**(1.05)**		**(2.90)**	
DILUTED EPS [B] / [D]	**(1.05)**		**(2.90)**	

NOTE 14 Post-employment and similar long-term benefits

Accounting policies/principles

Long-term employee benefits are granted by the Group through defined contribution and defined benefit plans.

Costs relating to defined contribution are recognized in the Operating Margin based on contributions due, in respect of the accounting period when the related services have been accomplished by beneficiaries.

The valuation of the Group's defined benefit obligations is based on a single actuarial method known as the "projected unit credit method". This method includes the formulation of specific assumptions which are periodically updated, in close liaison with external actuaries.

Plan assets are measured at their fair value, based on valuations and asset ceiling calculations provided by the external custodians of pension funds and following complementary investigations carried-out when appropriate.

Expenses and income related to defined benefit plans that impact the income statement are recognized in the Group's Operating Margin, except for interest income and expenses on defined benefits obligations and plan assets which are recognized in "other financial income and expenses"

The net total liability recognized in the Group's balance sheet in respect of post-employment and other long-term benefits plans amounts to €175.4 million at December 31, 2024 (compared to a net total liability of €184.4 million at December 31, 2023). This net total liability is the difference of a total defined benefit obligation of €757.6 million and a total fair value of plan assets of €582.8 million with an asset ceiling limitation of €0.6 million.

Worldline Group's defined benefit obligations at December 31, 2024, are located predominantly in Switzerland (48% of total obligations), Germany 19%, Belgium 13%, the United Kingdom 9%, and France 7%.

The amount recognized as an expense for defined contribution plans is €46.2 million for the year 2024 (2023: €20.8 million).

14.1. Characteristics of significant plans and associated risks

In Switzerland, the obligations flow from a legacy defined benefit plans, exceeding the minimum mandatory pension benefit required by the Swiss law (BVG). Pension contributions are paid by both the employees and the employer and are calculated as a percentage of the covered salary. The rate of contribution depends on the age of the employee. At retirement, the employees' individual savings capital is multiplied by the conversion rate, as defined by the pension fund regulations, and can be paid out as either a lifetime annuity or a lump-sum payment. In the event of disability, the pension plan pays a disability pension until ordinary retirement age. In the event of death before retirement, the pension plan pays a spouse pension for life.

In Germany, the majority of obligations flow from defined benefit pension plans which are closed to new entrants. The plans are subject to the German regulatory framework, which has no funding requirements, but does include compulsory insolvency insurance (PSV). The plans are however partially funded *via* either an insurance company or a Contractual Trust Agreement (CTA). The CTA is governed by a professional independent third party. The investment strategy of the insurance contract is set by the CTA's Investment Committee composed of employer representatives.

In Belgium, the majority of obligations flow from a defined benefit pension plan which is closed to new entrants and a defined contribution plan with a minimum investment return guaranteed by the Group on both employer and employee contributions, open to new entrants.

The defined benefit plan is subject to the Belgian regulatory framework where funding requirements are based on a 6.0% discount rate and prescribed mortality statistics. In case of underfunding, a deficit must be supplemented immediately. The plan is insured with a professional insurance company which sets the investment strategy.

The defined contributions plan with guaranteed return is subject to the Belgian regulatory framework. In case of underfunding when the employee leaves for retirement, the deficit must be supplemented. The plan is insured with a technical return (which is now set by the insurers below the legal minimum guaranteed return) as well as with a possible profit share provided by the insurance company, which also sets the investment strategy.

The Group's obligations are also generated by legacy defined benefit plans **in the UK** (closed to new entrants) and **in France** (open to new entrants) and, to a lesser extent, by legal or collectively bargained end of service benefit plans and other long-term benefits such as jubilee plans.

These plans do not expose Worldline to any specific risks that are unusual for these types of benefit plans. Typical risks include increase in inflation, longevity, decrease in discount rates and adverse investment returns.

Worldline recognized all actuarial gains and losses and asset ceiling effects generated in the period in other comprehensive income for pension plans and through expense for the other long-term benefits plans.

14.2. Events in 2024

Following the launch of Power24 in the first half of the year, the Group put in place a restructuring plan resulting a decrease in the Group net liability of €7.4 million recognized as income from plan curtailment in other operating income.

- The Corporate bond interest rate market was volatile during 2024 fiscal year for all major zones/countries. Since December 31, 2023, the discount rates increased significantly in the United Kingdom by around 100bps, and decreased in the Euro zone by around 5bps ~ 20bps and by 55bps in Switzerland.

Due to market conditions as at December 31, 2024, the main plan in Switzerland is in surplus situation under IAS 19. Based on the IFRIC 14 calculation, the surplus representing about €11.1 million has been fully recognized on the balance sheet.

In the UK, the cumulated net defined benefit position is a net liability of €2.2 million as at December 31, 2024 (compared to a net liability position of €5.1 million as at December 31, 2023). This is mainly due to current market conditions, with a combined effect of an increase in the discount rate and an underperformance of the plan assets, resulting in a gain of around €3.1 million.

14.3. Amounts recognized in the financial statements

The amounts recognized in the balance sheet rely on the following components, determined at each benefit plan's level:

(In € million)	As at December 31, 2024	As at December 31, 2023
Prepaid pension asset – post employment plans	11.1	6.2
Accrued liability – post employment plans	(177.6)	(182.5)
Accrued liability – other long term benefits	(8.8)	(8.1)
NET AMOUNTS RECOGNIZED – TOTAL	**(175.4)**	**(184.4)**
Reconciliation of prepaid/(accrued) Benefit cost (all plans)		
Funded status-post employment plans	(166.0)	(144.5)
Funded status-other long term benefit plans	(8.8)	(8.1)
Asset ceiling limitation at December 31st	(0.6)	(31.8)
PREPAID/(ACCRUED) PENSION COST	**(175.4)**	**(184.4)**

The net consolidated impacts that explain the variation of the net Group liability are the following:

(In € million)	2024	2023
Net asset/(liability) at January 1	**(184.4)**	**(137.5)**
Net periodic pension cost	(30.7)	(28.9)
Benefits paid by the employer	6.7	2.7
Employer contributions	15.2	19.5
Amounts recognized in Other Comprehensive Income	18.1	(40.6)
Exchange rate	(0.3)	0.4
NET ASSET/(LIABILITY) AT DECEMBER 31	**(175.4)**	**(184.4)**

Of which a net periodic expense impacting the Group income statement (excluding impact from exchange rates) of €30.7 million.

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Service cost (net of employees contributions)	31.4	21.5
Past service cost, Settlements	(7.4)	(0.2)
Actuarial (gain)/loss in other long term benefits	(0.0)	2.5
Operating expense	**24.0**	**23.8**
Interest cost	19.2	19.9
Interest income	(13.0)	(15.7)
Interest cost on the effect of the asset ceiling	0.6	0.9
Financial expense	**6.7**	**5.1**
Net periodic pension cost – Total expense/(profit)	**30.7**	**28.9**
Of which, net periodic pension cost – post employment plans	*30.1*	*25.6*
Of which, net periodic pension cost – other long term benefits	*0.5*	*3.2*

The Group's defined benefit obligations (before effect of plan assets) varied as follows:

(In € million)	**2024**	**2023**
Defined benefit obligation –post employment plans at January 1	*728.2*	*635.7*
Defined benefit obligation – other long term benefits at January 1	*8.1*	*4.7*
Defined Benefit Obligation at January 1	**736.3**	**640.4**
Exchange rate impact	7.2	16.7
Service cost (net of employees contributions)	31.4	21.5
Interest cost	19.2	19.9
Employees contributions	8.6	9.0
Past service cost, Settlements	(16.4)	(0.2)
Business combinations/(disposals)	(0.0)	(0.0)
Benefits paid	(50.5)	(25.1)
Actuarial (gain)/loss - change in financial assumptions	8.4	37.9
Actuarial (gain)/loss - change in demographic assumptions	3.2	(1.9)
Actuarial (gain)/loss - experience results	10.1	18.2
Defined benefit obligation at December 31	**757.6**	**736.3**
Defined benefit obligation –post employment plans at December 31	*748.8*	*728.2*
Defined benefit obligation – other long term benefits plans at December 31	*8.8*	*8.1*

The weighted average duration of the liability is 13.8 years.

The Group's plan assets varied as follows:

(In € million)	**2024**	**2023**
Fair value of plan assets at January 1	**583.7**	**543.1**
Exchange rate impact	6.8	17.1
Actual return on plan assets	21.3	17.3
Employer contributions	15.2	19.5
Employees contributions	8.6	9.0
Benefits paid by the fund	(43.8)	(22.4)
Settlements	(9.0)	0.0
FAIR VALUE OF PLAN ASSETS AT DECEMBER 31	**582.8**	**583.7**

14.4. Actuarial assumptions

Worldline's obligations are valued by independent actuaries, based on assumptions that are periodically updated. These assumptions are set out in the table below:

	United Kingdom		Eurozone		Switzerland	
	2024	2023	2024	2023	2024	2023
Discount rate as at December 31	5.50%	4.50%	3.15% ~ 3.50%	3.20% ~ 3.70%	0.95%	1.50%
Inflation assumption as at December 31	3.45%	3.45%	2.10%	2.10%	0.75%	1.50%

The inflation assumption is used for estimating the impact of indexation of pensions in payment or salary inflation based on the various rules of each plan.

Sensitivity of the defined benefit obligations of the significant plans to the discount rate and inflation rate assumptions is as follows:

	Discount rate +50 bps	Inflation rate + 25 bps
United Kingdom main pension plan	(6.5%)	3.0%
Swiss main pension plan	(6.3%)	0.1%
German main pension plans	(7.8%)	3.1%
Belgian main pension plan	(4.3%)	1.0%
French main pension plans	(7.2%)	3.9%

These sensitivities are based on calculations made by independent actuaries and do not include cross effects of the various assumptions. They do however include effects that the inflation assumption would have on salary increase assumptions, pension increase and other hypotheses.

14.5. Plan assets

Plan assets were invested as follows:

	As at December 31, 2024	As at December 31, 2023
Equity	29.7%	28.8%
Bonds	16.0%	15.3%
Real Estate	20.6%	23.5%
Cash and Cash equivalent	15.8%	15.2%
Other	17.9%	17.2%

14.6. Summary net impacts on profit and loss and cash

The net impact of defined benefits plans on the Group's financial statements can be summarized as follows:

Profit and Loss impacts

	12 months ended December 31, 2024			12 months ended December 31, 2023		
(In € million)	Post-employment	Other LT benefit	Total	Post-employment	Other LT benefit	Total
Operating margin	(30.9)	(0.5)	(31.4)	(20.8)	(3.0)	(23.8)
Financial result	(6.4)	(0.2)	(6.7)	(4.9)	(0.2)	(5.1)
OOI	7.3	0.2	7.4	0.0	0.0	0.0
TOTAL (EXPENSE)/PROFIT	**(30.1)**	**(0.5)**	**(30.7)**	**(25.6)**	**(3.2)**	**(28.9)**

Cash impacts

The cash impact of pensions in 2024 was mainly composed of cash contributions to pension or insurance funds for €15.2 million, the remaining part of €6.7 million being benefit payments directly made by the Group to the beneficiaries.

Contributions to pension or insurance funds in 2025 are expected to be of €18.9 million.

C

NOTE 15 Provisions

Accounting policies/principles

The Group uses actuarial assumptions and methods to measure provisions. Provisions are recognized when:

- The Group has a present legal, regulatory, contractual or constructive obligation as a result of past events; and
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- The amount has been reliably quantified.

Provisions are discounted when the time value effect is material. Changes in discounting effects at each accounting period are recognized in financial expenses.

Litigation and claims

The Group is engaged in a number of claims and judicial and arbitral proceedings that have arisen in the normal course of its business. These claims and proceedings are regularly reviewed by the Legal Department and are covered by provisions if the Group considers that it is probable that an outflow of resources will be necessary to cover the risk incurred and that such an outflow can be reliably estimated, it being understood that events that occur during the proceedings may necessitate a reassessment of the risk.

(In € million)	As at December 31, 2023	Charge	Release used	Release unused	Other (*)	As at December 31, 2024	Current	Non- current
Labor	11.6	174.8	(134.8)	(28.1)	0.7	24.2	20.3	3.9
Litigations and contingencies	67.1	11.9	(3.7)	(13.8)	5.2	66.6	10.1	56.5
Other	13.0	0.1	(2.6)	(2.1)	(5.8)	2.6	0.0	2.6
TOTAL PROVISIONS	**91.7**	**186.8**	**(141.2)**	**(43.9)**	**0.1**	**93.5**	**30.4**	**63.1**

(*) Other movements mainly consists of reclassification within the categories and currency conversion adjustments.

(In € million)	As at December 31, 2022	Charge	Release used	Release unused	Other (*)	As at December 31, 2023	Current	Non- current
Litigation and contingencies	100.2	15.5	(29.1)	(10.0)	2.1	78.7	7.4	71.3
Other	7.1	8.9	(2.5)	(3.3)	2.7	13.0	6.5	6.5
TOTAL PROVISIONS	**107.4**	**24.4**	**(31.6)**	**(13.3)**	**4.9**	**91.7**	**13.9**	**77.8**

(*) Other movement mainly corresponds to currency conversion adjustments.

In 2024, the variation in labor provisions is mainly related to the Power24 plan. Power24 Plan is mostly completed by the end of 2024. Therefore the initial amount of the estimated cost booked as a provision in HY24 balance sheet has been divided in 2 parts in the Balance sheet of December 31st, 2024 :

- the amount still to be paid in 2025 and beyond has been classified as an Other current liability for €55.6 million and;
- the portion not completely certain in its amount remained as a Provision for €20.1 million (see Note 4 "Other significant events of the year").

The closing position of litigation and contingencies provisions of €66.6 million includes a number of litigations issues, guarantees given on disposals and other disputes with clients and suppliers.

The Legal department and the lawyers of the Group as well as the related functions (such as HR and Tax) closely monitor these situations with a view to minimize the ultimate liability.

NOTE 16 Financial assets and liabilities

16.1. Market Risk and management policy

Foreign exchange risk

The majority of the Group's income, expenditure and liabilities are denominated in euro. In 2024, 68.2% of the Group's revenue was generated in eurozone countries whereas 31.8% was generated in non-euro zone countries, including 12% in Swiss francs, 3.8% in Australian dollars and 2.9% in British pounds.

Since the Group's financial statements are denominated in euros, its income is affected by the relative value of the euro versus the currency of the non-euro zone countries in which it generates revenue (currency translation exposure).

In terms of currency transaction exposure (i.e., a mismatch between the currencies in which revenue is generated and costs are incurred), the Group considers its exposure to be limited as its costs in the eurozone are generally incurred in euros and its revenue is generated in euros and in non-Eurozone countries it generally makes its sales and incurs the majority of its operating expenses in the local currency.

Group's objective is to hedge significant future risks (purchase or sale commitments) and risks already on the balance sheet (currency payables and receivables). The foreign exchange risks hedged are generated by the purchase and sale in foreign currencies of goods and services; financial assets or liabilities in foreign currencies (in particular, in relation to the financing of subsidiaries); investments in foreign subsidiaries and M&A transactions. Financial instruments used to hedge are spot forward purchase and sale contracts, foreign exchange options and forex swaps (See note 16.6 and 16.2).

Interest rate risk

On December 20, 2018, Worldline (as borrower) signed a five-year revolving credit facility (the "Facility") for an amount of €600 million, maturing in December 2023 with an option for Worldline to request the extension of the Facility maturity date until December 2025. In October 2019, a first-year extension has been requested and approved by the banks. The Facility maturity was therefore extended to December 2024. In October 2020, a second 1-year extension has been requested and approved by the banks for an amount of €554 million. The new date of final maturity was December 2025.

On January 2021, following lender's approvals, an existing €750 million revolving credit facility at the level of Ingenico S.A. (as borrower) maturing in July 2023 was amended as follows: modification of the borrower which is now Worldline S.A., decrease of the amount from €750 million to €450 million, updated margin conditions and financial commitments ("covenants"), extension of the maturity to January 2024. On December 27, 2022, lenders agreed to extend further the facility until December 2025.

On July 4, 2024, Worldline signed a €1.125bn Revolving Credit Facility (RCF) with a maturity extended to July 2029. The RCF includes two one-year extension options at the lenders' discretion. The RCF is supported by a pool of 17 international banks including new lenders.

The RCF replaces the existing €450m and €600m Revolving Credit Facilities maturing in December 2025. Both facilities were therefore cancelled on the same day. At December 31, 2024, the facility was not upon.

If these facilities were to be drawn down, the Group would be subject to interest rate risk since the applicable interest rate on is based on Euribor. In addition, the Group would also face higher interest rate in the event of a downgrade of Worldline's rating by Standard & Poor's.

Worldline has entered a "Negotiable European Commercial Papers" program (NEU CP) on April 12, 2019, to optimize its financial expense and improve the Group's cash position for an initial maximum amount of €600 million increased to €1,000 million in December 2020. As at December 31, 2024, the total amount outstanding under the program was €60 million.

The Group is subject to fluctuations in interest rates on commercial paper issuance. Other components of gross borrowings are mainly bonds with fixed interest rates.

Liquidity risk

Although the Group has a demonstrated capacity to generate significant levels of free cash flow, its ability to repay its borrowings as planned (See note 16.4 Financial liabilities) will depend on its future operating performance and may be affected by other factors (economic environment, conditions in the debt market, compliance with legislation, regulatory changes, etc.). In addition, the Group will allocate a significant part of its cash flow to the payment of principal and interest on its debt at maturity, and in the absence of refinancing, this could reduce the funds available to finance its day-to-day operations, investments, acquisitions or dividend payments.

The Group has an investment grade credit rating from Standard & Poor's Global Ratings (BBB- with negative outlook), following the latest update published by Standard & Poor's Global Rating on September 24, 2024, which testifies the robustness of the Group's business model and its balance sheet.

The Group considers that managing liquidity risk, including liquidity needs for intermediation activities, depends primarily on having access to diversified sources of financing in terms of origin and maturity. This approach represents the basis of the Group's financing policy.

C

Credit and/or counterparty risk

Credit and/or counterparty risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group believes that it has limited exposure to concentrations of credit risk due to the size and diversity of its customer base. The Group's greatest credit risk position relates to its financial institution customers.

The Group is also exposed to certain credit risks related to its merchant acquiring activity. For each transaction accepted by the customer's bank, the Group grants the merchant a performance guarantee relating to the payment made by the cardholder. The performance guarantee is materialized in the form of an accounting entry in the intermediation debt owed to merchants for the transaction upon acceptance by the cardholder's bank. The intermediation debt is paid when the funds for the authorized payment transaction are transferred to the merchants, generally on a daily basis. However, the Group may be exposed to a credit risk in the event of non- payment by the cardholder or the payment scheme. In addition, the Group offers a "service rendered" guarantee to the cardholder. Thus, if the merchant goes bankrupt (or ceases trading) before the product or service purchased by the cardholder is delivered, the cardholder may request reimbursement of the transaction amount. The exposure to credit risk is particularly significant where services are purchased by e-Commerce well in advance of actual delivery (such as ticket purchase services from travel agencies). Deposits can also be made by merchants at the initiation or during the course of a customer relationship with the Group.

On other activities, the Group may also be exposed to credit risk on its receivables which could lead in payment defaults. The Group manages this invoice risk through individual or mass market assessment based on customer's probability of default, terms of payments, revenue flows and invoice recurrence. The riskier a customer, the shorter the payment terms, strengthened by secured payments (prepayments, bank guaranties, insurances).

16.2. Overview of Financial Items and Fair-Value

The Group's financial assets and liabilities are detailed in the following table.

As a reminder, the levels or fair-value for fair-value measurement purposes are:

- Level 1: fully observable data from active markets;
- Level 2: observable data not qualified for level 1 (data on inactive markets, data on active markets for similar items, credit spreads, etc.);
- Level 3: unobservable data.

(In € million)	Note	December 31, 2024	December 31, 2023	Accounting Method
Non-Consolidated Investments	Note 16.3.1	355.3	711.4	Fair-Value through P&L, level 3
Investments in Associates		29.1	29.3	Equity method
Other Non-current financial assets	Note 16.3.1	6.2	27.3	Fair-Value through P&L, level 3
Derivative Instruments - Assets	Note 16.3.2	2.6	0.3	Fair-Value through P&L or Equity (if documented by a hedging relationship), level 2
Other current financial assets	Note 16.3.2	33.0	57.8	Fair-Value through P&L, level 3
Cash and Cash Equivalents	Note 16.3.3	1,766.4	1,726.5	
FINANCIAL ASSETS - TOTAL		**2,192.7**	**2,552.5**	
Straight Bonds	Note 16.4.1	1,602.4	1,820.4	Amortized Cost
Convertible Bonds	Note 16.4.1	1,128.9	1,374.1	Split Accounting: Amortized Cost + Equity Component
Other borrowings	Note 16.4.1	55.5	55.5	Amortized Cost
Put Options on non-controlling interests	Note 16.4	245.1	236.8	Present value of the redemption amount, level 3
Current portion of Financial Liabilities	Note 16.4	86.1	50.4	Amortized Cost, level 3
Derivative instruments - Liabilities	Note 16.6	0.2	1.8	Fair-Value through P&L or Equity (if documented by a hedging relationship), level 2
Overdrafts	Note 16.4	258.1	169.5	
Financial Liabilities excl. lease liabilities		**3,376.4**	**3,708.5**	
Lease Liability	Note 10.2	402.3	344.9	Amortized Cost
FINANCIAL LIABILITIES - TOTAL		**3,778.7**	**4,053.4**	

For the current and non-current items valued at amortized cost, the comparison between the carrying value at December 31, 2024, and the fair-value or these items (except for lease liabilities as permitted by IFRS 7.29) is as follows:

(In € million)	Non-Current Portion	Current Portion	Carrying Value	Fair-Value	Fair-Value level and valuation method
Straight Bonds	1,590.3	12.1	1,602.4	1,569.1	Level 1, market measurement
Convertible Bonds	735.6	393.3	1,128.9	1,077.9	Level 1, market measurement
Other borrowings	0.00	55.5	55.5	54.7	Level 2, reference to open market
TOTAL	**2,325.9**	**461.0**	**2,786.8**	**2,701.7**	

Carrying value corresponds to the total financial debt value in the consolidated financial statements. All OCEANE convertible bonds were recorded at issuance using the split accounting method, with a financial debt component accounted for at amortized cost, and an equity component whose carrying value has been fixed at the date of issuance. Straight bond nominal carrying value amounts to €1,602.4 million also includes accrued interests for €12.1 million.

The breakdown of straight and convertible bonds is presented in the Note 16.4.1 with their main features.

C

16.3. Financial assets

Accounting policies/principles

Investments in non-consolidated companies

The Group holds shares in companies without exercising significant influence or control. Investments in non-consolidated companies are recognized at their fair value through P&L. For listed shares, fair value corresponds to the share price at the closing date.

Visa preferred shares

Under IFRS 9, the analysis applied is the approach for debt instrument. The accounting treatment of debt instruments is determined by the business model of the financial instrument and the contractual characteristics of the incoming cash flows of the financial instruments. The understanding is that Visa's Convertible preferred stock does not pass the SPPI (Solely Payment of Principal and Interests) test because the cash flows generated by those stock include an indexation to the value of the Visa shares, and such equity indexation gives rise to a variability that do not solely represent a payment of principal and interests. In this situation, the accounting treatment of the debt instruments is fair value through P&L.

Preferred Shares Ingenico

Preferred shares are evaluated in the balance sheet at Fair value. The assessment of the Fair value is based on the DCF (including risk free rate and volatility assessment) of the Business Plan of the Company using Black & Scholes model with various probabilities, the estimated date of exit and sale of the company by Apollo, and the share of sale value between Apollo and Worldline as per the Shareholder Agreement.

Cash and cash equivalents

Cash and cash equivalents include cash at bank and financial instruments such as money market securities. Such financial instruments are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. They are held for the purpose of meeting short-term cash commitments and have a short maturity, in general three months or less from the date of acquisition. Some instruments, such as term deposits, that have at inception a longer maturity but provide for early withdrawal and a capital guarantee may also be classified as cash equivalents under certain circumstances. Money market securities are recognized at their fair value. Changes in fair value are recorded in the income statement under "other financial income and expenses".

The money-market funds are measured at their fair value through profit and loss. Term deposits investments are measured at amortized cost.

For entities having subscribed to the Group cash pooling agreement, the cash/debt balance sheet positions which are linked to this agreement are mutualized and only the net position is presented in the consolidated balance sheet, it is a notional cash pool.

The cash and cash equivalents are held with bank and financial institutions counterparties, the majority of which are rated A- to AA-. Impairment on cash and cash equivalents (other than money market funds measured at fair value through profit or loss) is calculated based on S&P default probability.

C

16.3.1. Non-current financial assets

(In € million)	As at December 31, 2024	As at December 31, 2023
Pension prepayments	11.1	6.2
Fair value of non-consolidated investments net of impairments	355.3	711.4
Other	6.2	27.3
TOTAL NON-CURRENT FINANCIAL ASSETS	**372.6**	**744.9**

The non-consolidated investments includes mainly:

- Preferred shares of Poseidon Holdco with a fair value estimated to €290.0 million as of December 31, 2024 (€639 million in 2023). These shares were contributed to Worldline by Apollo on September 30, 2022, as part of TSS disposal and represent 12.7% of Poseidon Holdco share capital and 5% of its voting rights (see note 4 "Other significant events of the year");
- Visa Shares for €6.2 million as at December 31, 2024, versus €27.3 million as at December 31, 2023. In 2024, Worldline sold part of its Visa Shares.

Other includes deposits and securities held by Worldline. The €27.3 million in 2023 mainly related to the non-current part of the deferred payments from TSS disposal for an amount of €21.7 million ; which was reclassified in current financial assets in 2024.

16.3.2. Current financial assets

(In € million)	As at December 31, 2024	As at December 31, 2023
Assets derivatives	2.6	0.3
Other current financial assets	33.0	57.8
TOTAL CURRENT FINANCIAL ASSETS	**35.6**	**58.1**

Other current financial assets include as at December 31, 2024, €22.4 million related to the deferred payment to be received by Apollo funds as a counterparty to TSS disposal as of September 30, 2022.

In 2023, other current financial assets mainly correspond to the deferred payment by Apollo funds, which was received in March 2024 (€49.6 million).

16.3.3. Cash and cash equivalents

(In € million)	As at December 31, 2024	As at December 31, 2023
Cash and cash equivalents	1,521.4	1,756.0
Money market funds	245.0	140.0
Total cash and cash equivalents	**1,766.4**	**1,896.0**
Overdrafts	(258.1)	(169.5)
TOTAL NET CASH AND CASH EQUIVALENTS	**1,508.3**	**1,726.5**

In several countries (India, China, Brazil, Argentina for the main ones) where the Group operates, there may be restrictions on the immediate convertibility and/or transferability of currencies; the cash remaining usable in the country. If the latter is deemed excessive in relation to the needs in the country, local liquidity risks or the level of remuneration obtained locally, the situation is managed *via* intra-group loans or *via* dividend distributions.

In addition, the Group has pledged some cash deposit in order to secure lease payments to third parties. It may be substituted by the Group for bank guarantee at any time (see note 18 “Off-balance sheet commitments”).

16.4. Financial liabilities

Accounting policies/principles

Bonds and Long-term debts

Bonds and long-term debts are recognized initially at fair value, net of directly attributable issuance costs. They are subsequently measured at amortized cost. The calculation of the effective interest rate takes into account interest payments, amortization of the related issuance costs, as well as any premium/discount on issuance .

Convertible bonds are accounted for using the split accounting method, including a financial debt at amortized cost, and an equity instrument valued at bond issue. The value of the equity instrument is not updated until derecognition of the convertible bond.

Classification of Current and Non-Current Financial Liabilities

In accordance with IAS 1, a financial liability is classified as current if it is due within twelve months after the reporting date or if the entity does not have an unconditional right to defer its settlement beyond this period. All other financial liabilities are classified as non-current. The amendments to IAS 1 (Classification of Liabilities as Current or Non-current) clarify in particular that the classification as a non-current liability should be based on existing rights at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting date.

Convertible bonds are classified as non-current if their contractual maturity exceeds twelve months and the entity has an unconditional right to defer repayment. They are classified as current if early redemption is possible or if no unconditional deferral right exists.

Put options on non-controlling interests

Put options are accounted for as financial debts valued at present value of the redemption amount. The Group assessed that for the existing put options, before put exercise, there was no transfer of the risks and benefits of the related equity portion in the subsidiary, so the related non-controlling interests are accounted as such in the Group's shareholder's equity. The put options fair-value is the present value of the expected future payment, and the gains and losses on fair-value changes including discount rate change effect are recognized in equity in non-controlling interests. In case of a loss on fair-value change, any portion in excess of the amount of related non-controlling interests is recognized in equity attributable to the owners of the parent.

	As at December 31, 2024			As at December 31, 2023		
(In € million)	**Current**	**Non-current**	**Total**	**Current**	**Non-current**	**Total**
Straight Bonds	12.1	1,590.3	1,602.4	725.7	1,094.7	1,820.4
Convertible bonds	393.3	735.6	1,128.9	0.0	1,374.1	1,374.1
Other borrowings	55.5	0.0	55.5	0.5	55.0	55.5
Put Options on non-controlling interests	74.7	170.5	245.1	5.1	231.7	236.8
Current portion of Financial Liabilities	86.1	0.0	86.1	50.4	0.0	50.4
Overdrafts	258.1	0.0	258.1	169.5	0.0	169.5
TOTAL FINANCIAL LIABILITIES EXCL. LEASE LIABILITIES	**879.9**	**2,496.3**	**3,376.2**	**951.2**	**2,755.5**	**3,706.7**

Current accounts with a short-term maturity – less than one month – have no remuneration.

Other short-term borrowings are composed of the *Schuldschein* borrowings (see C.3.3 "Financing Policy").

In 2024, put options on non-controlling interests for a total of €245.1 million are related to *Worldline Merchant Acquiring Greece* (Eurobank) and *Worldline Merchant Service Italia S.p.A* (Axepta) acquisitions. As at December 31, 2023, put options on non-controlling interests for a total of €236.8 million are related to Eurobank, Axepta, and SoftPOS acquisitions.

C

16.4.1. Straight bonds, convertible bonds and long-term debts follow up

Main characteristics	Maturity	June 2027	September 2028	November 2029
	Nature	**Straight bonds 7 years**	**Straight bonds 5 years**	**Straight bonds 5 years**
Nature		Unsecured Fixed Rate Note	Unsecured Fixed Rate Note	Unsecured Fixed Rate Note
Issue date		June 2020	September 2023	November 2024
Maturity date		June 2027	September 2028	November 2029
Issue size *(in € million)*		**500.0**	**600.0**	**500.0**
Cash received *(in € million)*		**496.5**	**597.8**	**495.7**
Coupon		0.9%	4.1%	5.3%
Yield to maturity		1.0%	4.2%	5.4%
Conversion exchange ratio		N/A	N/A	N/A
Early reimbursement option		N/A	N/A	N/A
Valuation methodology		Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)
Fees *(in € million)*		**1.8**	**2.7**	**3.1**
Call option *(in € million)*		0.0	0.0	0.0
Debt component at inception *(in € million)*		494.6	597.3	494.2
Equity component at inception *(in € million)*		0.0	N/A	N/A
Effective interest rate (EIR)		1.0%	4.2%	5.5%

Main characteristics	Maturity	May 2025	May 2025	July 2025	July 2026	July 2026
	Nature	**Schuldschein 7 years**	**Schuldschein 7 years**	**Convertible bond 5 years** (**)	**Convertible bond 5.7 years**	**Convertible bond 7 years** (**)
Nature		Loan agreement	Loan agreement	OCEANE	OCEANE	OCEANE
Issue date				July 2020	December 2020 (*)	July 2019
Maturity date		May 2025	May 2025	July 2025	July 2026	July 2026
Issue size *(in € million)*		**25.0**	**30.0**	**395.0**	**200.0**	**546.4**
Cash received *(in € million)*		**25.0**	**30.0**	**419.9**	**225.8**	**584.6**
Coupon		1.7%	1.7%	0.0%	0.0%	0.0%
Yield to maturity		1.7%	1.7%	(1.2%)	(2.1%)	(1.1%)
Conversion exchange ratio		N/A	N/A	1 share per bond	1 share per bond	1 share per bond
Early reimbursement option		N/A	N/A	From July 2023 to the maturity date	From July 2024 to the maturity date	From July 2024 to the maturity date
Valuation methodology		Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Split accounting (IAS 32)	Split accounting (IAS 32)	Split accounting (IAS 32)
Fees *(in € million)*		**0.0**	**0.0**	**3.7**	**0.7**	**5.2**
Call option *(in € million)*		0.0	0.0	4.8	2.1	4.2
Debt component at inception *(in € million)*		25.0	30.0	380.9	195.5	505.2
Equity component at inception *(in € million)*		N/A	N/A	36.6	29.6	74.7
Effective interest rate *(EIR)*		1.7%	1.7%	0.7%	0.4%	1.1%

* *Linked to initial convertible bonds issued in July 2020*
** *In Novembre 2024, 9% and 34% of respectively 7 years OCEANE 2019 and 5 years OCEANE 2020 was buyback by the Group*
The information presented here only corresponds to the portion remaining in the Group's Convertible bonds liabilities (See note 4)

16.4.2. Financial debt in currencies

(In € million)	EUR	SEK	AUD	Other Currencies	Total
December 31, 2024	3,024.1	188.0	107.6	56.4	3,376.1
December 31, 2023	3,463.6	90.1	74.2	78.7	3,706.7

16.4.3. Non-current financial debt maturity

(In € million)	2026	2027	2028	2029	>2029	Total
Convertible bonds	735.6	0.0	0.0	0.0	0.0	735.6
Straight bonds	0.0	498.1	597.9	494.3	0.0	1,590.3
Other borrowings	0.0	0.0	0.0	0.0	0.0	0.0
Put options on non-controlling interests	166.5	4.0	0.0	0.0	0.0	170.5
As at December 31, 2024 long-term debt	**902.1**	**502.1**	**597.9**	**494.3**	**0.0**	**2,496.3**

(In € million)	2025	2026	2027	2028	>2028	Total
Convertible bonds	593.3	780.9	0.0	0.0	0.0	**1,374.2**
Straight bonds	0.0	0.0	497.3	597.4	0.0	**1,094.7**
Other borrowings	55.0	0.0	0.0	0.0	0.0	**55.0**
Put options on non-controlling interests	81.4	150.3	0.0	0.0	0.0	**231.8**
As at December 31, 2023 long-term debt	**729.6**	**931.2**	**497.3**	**597.4**	**0.0**	**2,755.6**

In 2024, the debt repayment schedule (based on non-actualized contractual cash-flows) is as follows:

		Expected undiscounted cash flows, including interests payments					
(In € million)	Net Carrying Value at December 31, 2024	Due within 1 year	Due within 2 years	Due within 3 years	Due within 4 years	Due after 5 years	Total
Convertible bonds	1,128.9	396.0	747.4	0.0	0.0	0.0	**1,143.4**
Straight bonds	1,604.1	55.4	55.4	553.2	643.8	524.1	**1,831.8**
Other borrowings	53.8	55.4	0.0	0.0	0.0	0.0	**55.4**
Put options on non-controlling interests	245.1	75.4	186.5	4.0	0.0	0.0	**265.9**
Short-term financial liabilities	86.1	86.1	0.0	0.0	0.0	0.0	**86.1**
Derivative instruments - liabilities	0.2	0.2	0.0	0.0	0.0	0.0	**0.2**
Overdrafts	258.1	258.1	0.0	0.0	0.0	0.0	**258.1**
TOTAL FINANCIAL LIABILITIES EXCL. LEASE LIABILITIES	**3,376.4**	**926.5**	**989.3**	**557.2**	**643.8**	**524.1**	**3,640.9**

C

16.5. Change in net cash/(debt) over the period

(In € million)	As at December 31, 2024	As at December 31, 2023 (Restated) (*)
Non-current financial debt	(2,496.3)	(2,755.5)
Current portion of financial debt	(879.9)	(951.2)
Cash and cash equivalents	1,766.4	1,896.0
Lease liabilities	(402.3)	(344.9)
TOTAL NET CASH/(DEBT)	**(2,012.1)**	**(2,155.6)**

(*) Including IFRS 16 lease liabilities (see note 4 Other significant event of the year)

(In € million)	As at December 31, 2024	As at December 31, 2023 (Restated) (*)
Opening net cash/(debt)	**(2,155.6)**	**(2,528.3)**
New bonds : straight and convertible	(499.9)	(604.9)
Repayment or conversion of bonds : straight and convertible	971.7	887.6
Increase of put options on non-controlling interests	(13.4)	(63.7)
Decrease of put options on non-controlling interests	5.1	12.9
Increase of other borrowings	(41.6)	(19.5)
Repayment of other borrowings	5.7	21.2
Variance in lease liabilities	(57.4)	(18.5)
Variance in net cash and cash equivalents	(227.9)	163.7
Impact of exchange rate fluctuations	9.7	10.9
Net impact of interests	(8.6)	(17.1)
CLOSING NET CASH/(DEBT)	**(2,012.1)**	**(2,155.6)**

** Including IFRS 16 lease liabilities (see note 4 Other significant event of the year)*

The variations on cash/(debt) over the period is mainly due to:

- Commercial papers increase of €35.0 million;
- Puts on minority interests increase of €(13.4) million, due to the revaluation of put options on non-controlling interests related to Worldline Merchant Acquiring Greece (Eurobank) and Worldline Merchant Service Italia S.p.A (Axepta). The decrease relates to the exercise of the SoftPOS put option.
- Bonds increased by €499.9 million due to the new bond €500 million subscribed on November 27, 2024, maturing on November 27, 2029 (see note 4 "other significant event of the year").
- Bonds and convertible bonds decreased by €971.7 million, in relation with:
  - the reimbursement (for the remaining portions of €359.7 million and €354.7 million) of the Bond €500 million and the Bond €600 million at the expiry date (September 2024 – see note 4 “other significant events of the year”);
  - the repurchase of the OCEANE 2025 and 2026 respectively for an amount of €204.1 million and €52.6 million (see note 4 "Other significant event of the year").

After the change in the Group's net debt definition *(see note 4 Other significant events of the year)*, the 2023 financial year have been adjusted as follows:

(In € million)	As at December 31, 2023 (Published)	Lease liabilities (IFRS 16)	As at December 31, 2023 (restated)
Non-current financial debt	(2,755.5)	0.0	(2,755.5)
Current portion of financial debt	(951.2)	0.0	(951.2)
Cash and cash equivalents	1,896.0	0.0	1,896.0
Lease liabilities	0.0	(344.9)	(344.9)
TOTAL NET CASH/(DEBT)	**(1,810.7)**	**(344.9)**	**(2,155.6)**

(In € million)	As at December 31, 2023 (Published)	Lease liabilities (IFRS 16)	As at December 31, 2023 (restated)
Opening net cash/(debt)	**(2,201.9)**	**(326.4)**	**(2,528.3)**
New bonds : straight and convertible	(604.9)	0.0	(604.9)
Repayment or conversion of bonds : straight and convertible	887.6	0.0	887.6
Increase of put options on non-controlling interests	(63.7)	0.0	(63.7)
Decrease of put options on non-controlling interests	12.9	0.0	12.9
Increase of other borrowings	(19.5)	0.0	(19.5)
Repayment of other borrowings	21.2	0.0	21.2
Variance in lease liabilities	0.0	(18.5)	(18.5)
Variance in net cash and cash equivalents	163.7	0.0	163.7
Impact of exchange rate fluctuations	10.9	0.0	10.9
Net impact of interests	(17.1)	0.0	(17.1)
Other flows related to financing activities	0.0	0.0	0.0
CLOSING NET CASH/(DEBT)	**(1,810.7)**	**(344.9)**	**(2,155.6)**

C

16.6. Derivatives and Hedge Accounting

Accounting policies/principles

Derivative financial instruments

The Group uses derivative financial instruments to hedge its foreign exchange arising from its operating, financing and investing activities. Those instruments are initially measured at fair value, i.e. the price that would be received when selling an asset or paid when transferring a liability in an orderly transaction between market participants at the measurement date.

The accounting for fair value changes in derivative instruments depends on whether they are qualified as hedge accounting.

For derivative instruments designated as **hedging instruments**, the Group uses three types of hedges:

- Cash flow hedges ("CFH"): the effective portion of the gain or loss on the derivative instruments is recognized in other comprehensive income and, subsequently, reclassified to profit or loss when the hedged item affects profit or loss. The ineffective portion of the gain or loss is recognized immediately in financial result.
- Hedge of a net investment in a foreign operation: the effective portion of the gain or loss on the hedging instrument is initially recognized in other comprehensive income and, subsequently, reclassified to profit or loss upon disposal of the investment, either on a full-basis, in case of loss of control, or up to the Group's share otherwise. The ineffective portion of the gain or loss is recognized immediately in financial result
- Fair value hedges of recognized assets and liabilities: the hedged items are measured at fair value in the statement of financial position. Changes in fair value are recognized in the income statement and offset by the effective portion of changes in fair value of the derivative instruments.

Hedge accounting is applied when, at the inception of the hedging relationship, there is a formal designation and documentation of the hedging relationship, and it meets all the hedge effectiveness requirements at inception and throughout the duration of the hedge.

Change in fair value for **other derivative instruments** are recognized in financial result.

The fair value of forward exchange contracts is measured based on models commonly used in active markets for a similar instrument at the reporting date (level 2).

Initial recognition of foreign exchange hedging instruments and subsequent accounting for changes in their value are carried out in accordance with IFRS 9.

In accordance with IFRS 13, the Group takes default risk into account when measuring its derivative hedging instruments. That involves the following:

- The risk of default by the Group on a derivative that is a liability (own credit risk);
- The risk of counterparty default on a derivative that is an asset (counterparty credit risk).

The Group's method for assessing own and counterparty credit risk is based on a calculation of the implied credit risk on senior fixed-rate bonds traded in the secondary market.

If a hedging instrument is used to hedge risk arising from the Group's operating activities or financing activities, its impact on profit or loss is reported in "net finance costs". Premiums/discounts of financial instrument are accounted for in financial result.

Fair value of derivative instruments at the reporting date

(In € million)	As at December 31, 2024	As at December 31, 2023
Interest rate derivative instruments	**0.0**	**0.0**
Foreign exchange derivative instruments	**2.4**	**(1.5)**
Current assets	2.6	0.3
Current liabilities	(0.2)	(1.8)
TOTAL HEDGING INSTRUMENTS	**2.4**	**(1.5)**

Breakdown of instruments by hedging policy

(In € million)	As at December 31, 2024	As at December 31, 2023
Instruments designated as cash flow hedges	**0.2**	**(0.3)**
Foreign exchange forward contracts	0.3	(0.1)
Foreign exchange swap	(0.1)	(0.3)
Instruments not designated as cash flow hedges	**2.2**	**(1.3)**
Foreign exchange swap	2.2	(1.3)
TOTAL HEDGING INSTRUMENTS	**2.4**	**(1.5)**

NOTE 17 Trade Payables and other current liabilities

17.1. Trade payables and note payables

(In € million)	As at December 31, 2024	As at December 31, 2023
Trade payables and note payables	661.8	756.0
Advance payments*	(8.8)	(2.9)
Prepaid expenses*	(75.0)	(72.0)
NET ACCOUNTS PAYABLE	**578.0**	**681.1**
NUMBER OF DAYS PAYABLE OUTSTANDING (DPO)	**60**	**82**

* *Note 11.3 "other current assets"*

Trade payables and note payables are expected to be paid within one year. Prepaid expenses are mostly related to software licenses, rental expenses, support contracts and long-term maintenance.

The Group is not part of any reverse factoring agreement as at December 31, 2024.

The Days Payable Outstanding (DPO) amounts to 60 days in 2024 (82 days in 2023). The decrease is mainly related to the decrease in trade payables, reflecting more optimized management of supplier payments in 2024, despite an increase in purchases cost in the last few months of 2024.

17.2. Other current liabilities

(In € million)	As at December 31, 2024	As at December 31, 2023
Contract liabilities	153.9	155.3
Employee-related liabilities	201.5	143.3
Social security and other employee welfare liabilities	81.1	62.5
VAT payable	80.2	80.1
Other operating liabilities	124.6	145.6
TOTAL OTHER CURRENT LIABILITIES	**641.3**	**586.7**

Contract liabilities mainly consist in advance payments on the initial phases of processing contracts, deferred income and credit notes.

Other operating liabilities includes payables on fixed assets and fees on business account cards services that Worldline delivers to merchants of the hospitality and retail sector particularly in UK.

Employee-related liabilities, as well as social security and other employee welfare liabilities, are increasing in 2024, mainly due to the Power24 plan. As the identification of employees that will leave the Group is largely completed at the end of 2024, the amounts due and payable in 2025 and beyond are now liabilities and not anymore provisions (as accounted the announcement of the plan).

C

NOTE 18 Off-balance sheet commitments

18.1. Contractual commitments

The table below illustrates the minimum future payments for firm obligations and commitments over the coming years.

(In € million)	As at December 31, 2024	Maturing			As at December 31, 2023
		Up to 1 year	1 to 5 years	Over 5 years	
Operating leases	38.4	9.9	28.5	0.0	8.7
Non-cancellable purchase obligations	241.7	45.3	175.2	21.2	235.7
TOTAL COMMITMENTS	**280.1**	**55.1**	**203.8**	**21.2**	**244.4**

Non-cancellable purchase obligations mainly relate to contractual engagements towards SIX Group AG (see note 19 "Related parties") and Google Cloud partnership.

On top of the numbers presented here above, and in the frame of the sale of TSS, Worldline is engaged to buy from TSS a certain percentage of its annual spending of terminal value.

18.2. Guarantees

(In € million)	As at December 31, 2024	As at December 31, 2023
Bank guarantees	**77.8**	**84.4**
Operational - Performance	18.1	22.6
Operational - Bid	0.3	0.3
Operational - Advance Payment	0.6	0.0
Financial or Other	58.8	61.5
Parental guarantees	**682.9**	**654.9**
Operational - Performance	118.8	134.9
Operational - Other Business *Orientated*	475.5	438.6
Financial or Other	88.5	81.4
Pledges	**1.1**	**2.3**
TOTAL GUARANTEES	**761.9**	**741.6**

For various large long-term contracts, the Group provides parental guarantees to third parties. The Group has pledged some cash deposits in order to secure payments to third parties. They may be substituted by bank guarantees at any time.

18.3. Other commitments

Commitments received

(In € million)	As at December 31, 2024	As at December 31, 2023
Guarantee received on acquisitions of companies	1,908.7	1,971.1
Other commitment received	0.0	0.0
TOTAL	**1,908.7**	**1,971.1**

Commitments given

(In € million)	As at December 31, 2024	As at December 31, 2023
Guarantee given on disposal of companies	2,288.4	2,803.2
Other commitment given	0.0	0.0
TOTAL	**2,288.4**	**2,803.2**

Other commitments received and given by the Group decreased respectively by 62.5 million euros and 514.8 million euros following the expiration of the related commitment periods.

NOTE 19 Related parties

Accounting policies/principles

The related parties include:

- Worldline's reference shareholders (SIX Group AG and its subsidiaries which are not part of the Worldline's consolidation scope);
- The corporate officers of the Group – natural persons, defined as persons who have the authority and responsibility for planning, directing and controlling the activity of the Group, namely members of the Board of Directors (including the Chairman ad interim), as well as the Chief Executive Officer ad interim and the Deputy Chief Executive Officer.
- The corporate officers of the Group – legal persons, defined as entities who are corporate officers and notably members of the Board of Directors (notably Crédit Agricole and by extension all entities that are controlled by Crédit Agricole); and
- The entities that are jointly controlled by the Group or on which the Group has significant influence, the entities that are a post-employment defined benefit plan for the benefit of the employees of the Group or the entities that are controlled or jointly controlled by a member of the key management personnel of the Group.

With SIX Group AG

The main transactions with this related party are composed of:

- The re-invoicing of the premises;
- The invoicing of delivery services such as personnel costs or use of delivery infrastructure;
- The invoicing of administrative services;
- The interest expenses related to the financial items.

These transactions are entered into at market conditions

The related party transactions are detailed as follows:

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Revenue	41.1	40.0
Operating income / (expenses)	(51.9)	(59.0)

The receivables and liabilities included in the statement of financial position linked to the related parties are detailed as follows:

(In € million)	As at December 31, 2024	As at December 31, 2023
Trade accounts and notes receivables	117.6	190.9
Other current assets	0.2	4.3
Trade accounts and notes payables	8.3	2.6
Other current liabilities	0.0	19.8

The off-balance sheet commitments regarding the related parties are detailed as follows:

		Maturing			
(In € million)	As at December 31, 2024	Up to 1 year	1 to 5 years	Over 5 years	As at December 31, 2023
Contractual engagements	188.2	49.9	138.4	0.0	232.4
TOTAL COMMITMENTS	**188.2**	**49.9**	**138.4**	**0.0**	**232.4**

The contractual engagements are mainly related to LTIA (Long Term Infrastructure Agreement).

With the Group Crédit Agricole

The main transactions with this related party can be split in two categories.

Transactions with / in relation to CAWL

Crédit Agricole is the non-controlling shareholder of CAWL, jointly held entity controlled by Worldline and fully consolidated.

In this respect, the Worldline Group, including CAWL, has entered specific agreements, that notably include:

- *Framework Partnership agreement:* this agreement formalizes the conditions of implementation and the operational principles of the partnership. The framework partnership agreement also defines the reciprocal exclusivity commitments between the parties, the scope of the partnership and the characteristics of CAWL and its relationship with the parties. It sets out the respective commitments of the parties under the successive phases of the partnership as described below:
  - A first phase taking the form of a commercial partnership through joint commercial responses; and
  - A second phase taking the form of an industrial partnership for merchant electronic payment services combining acceptance services and acquisition services, through CAWL.
- *CAWL Shareholder's agreement:* this agreement organizes the parties' relations within CAWL and define their respective rights and obligations as shareholders. The shareholders' agreement provides for the conditions under which the parties cooperate within CAWL; the rights and obligations of the parties in relation to the governance of CAWL; the rights and obligations of the parties involved in holding and transferring the shares making up CAWL's capital.
- *Business Referral Agreement:* This agreement sets forth the terms and conditions pursuant to which some Credit Agricole Group Banks will distribute Worldline services in France to their customers.
- *Support Services Agreement:* This agreement sets forth the terms and conditions pursuant to which Crédit Agricole Payment Services shall provide support services to CAWL.

These related parties transactions have the following impacts in the Group financial positions:

(In € million)	12 months ended December 31, 2024
Revenue	0.0
Operating income / (expenses)	4.8

(In € million)	As at December 31, 2024
Trade accounts and notes receivables	0.4
Other current assets	0.0
Trade accounts and notes payables	0.9
Other current liabilities	2.5

Transactions with other Worldline entities

As Provider of Financial Services, Worldline has business relationship with entities from the Group Crédit Agricole, in various geographies. Transactions mainly comprise:

- The re-invoicing of the premises;
- The invoicing of delivery services such as personnel costs or use of delivery infrastructure;

These transactions are entered into at market conditions.

These related parties transactions have the following impacts in the Group financial positions:

(In € million)	12 months ended December 31, 2024
Revenue	34.0
Operating income / (expenses)	(1.6)

(In € million)	As at December 31, 2024
Trade accounts and notes receivables	5.9
Other current assets	0.0
Trade accounts and notes payables	0.0
Other current liabilities	0.7

As with various financial institutions, some Group companies entered into current account agreements with some companies of the group Crédit Agricole under arm's length terms and conditions. In addition, as financial institution, Crédit Agricole entities provide financing services to Worldline SA, along with other banking partners. These transactions are entered into at market conditions.

Cost of corporate officers of the Group

In 2024, the expenses related to corporate officers included:

- Those related to the former Worldline Chief Executive Officer for the period until 30 September 2024 and its compensatory allowance (see note 4 "Other significant event of the year");
- Those related to the Worldline Chief Executive Officer ad interim for the period from October 1 to December 31;
- Those related to the former Deputy Chief Executive Officer for the period until September 30;
- The cost of the members of the Board (Director's fees expensed in 2024); and
- Those related to the Chairman of the Board of Directors (both ad interim and new Chairman).

The distribution of the expense recorded in the consolidated financial statements for corporate officers of the Group is as follows:

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023
Short-term benefits	2.5	3.1
Employer contributions (*)	0.6	1.2
Post-employment defined benefit	3.9	0.0
Performance shares & stock-options plans (**)	0.2	1.7
TOTAL COST OF CORPORATE OFFICERS OF THE GROUP	**7.2**	**6.0**

** Employer contributions due on fixed and variable salary, as well as on all ongoing Worldline stock-options and performance shares, granted to corporate officers.*

*** Performance share and stock-options plans" IFRS2 expense related to all ongoing Worldline performance share and stock-options granted to corporate officers.*

NOTE 20 Main entities part of scope of consolidation as of December 31, 2024

Entity	Country	Consolidation method	% of control as at 31 December 2024
FRANCE			
Worldline SA	France	Global integration	100%
Mantis SA	France	Global integration	100%
Worldline Participation 1	France	Global integration	100%
INTOUCH	France	Equity method	33%
Worldline Ré	France	Global integration	100%
Santéos	France	Global integration	100%
Worldline France SAS	France	Global integration	100%
Similo	France	Global integration	100%
Worldline e-Commerce Solutions France S.A.S	France	Global integration	100%
Worldline Prepaid Services France S.A.S	France	Global integration	100%
Worldline Business Support S.A.S.	France	Global integration	100%
Retail International Holding S.A.S.	France	Global integration	100%
Worldline IGSA S.A	France	Global integration	100%
Worldline MS France S.A.S	France	Global integration	100%
Consoprotect SAS	France	Global integration	100%
equensWorldline France	France	Global integration	100%
CAWL S.A	France	Global integration	50%
Europe excluding France			
Worldline Payment Services (Germany) GmbH	Germany	Global integration	100%
Worldline Germany GmbH	Germany	Global integration	100%
Worldline Healthcare GmbH	Germany	Global integration	100%
Worldline PAYONE Holding GmbH	Germany	Global integration	60%
PAYONE GmbH	Germany	Global integration	60%
Credit & Collections Service GmbH	Germany	Global integration	60%
equensWorldline GMBH_HTTS	Germany	Global integration	100%
Worldline Austria Holding GmbH	Austria	Global integration	100%
Worldline Austria GmbH	Austria	Global integration	100%
Worldline Financial Services (Europe) SA, Austria branch	Austria	Global integration	100%
PAYONE GmbH - Austria	Austria	Global integration	60%
Worldline NV/SA	Belgium	Global integration	100%
Worldline e-Commerce Solutions BV / SRL	Belgium	Global integration	100%
equensWorldline Belgium	Belgium	Global integration	100%
Bambora Danmark A/S	Denmark	Global integration	100%
Bambora Online A/S	Denmark	Global integration	100%
Bambora AB Sweden - Denmark	Denmark	Global integration	100%
Worldline Iberia SA	Spain	Global integration	100%
Worldline MS Iberia, S.L.U.	Spain	Global integration	100%
Worldline Payment Estonia	Estonia	Global integration	100%
equensWorldline Finland	Finland	Global integration	100%
Bambora AB, Finland branch	Finland	Global integration	100%

Entity	Country	Consolidation method	% of control as at 31 December 2024
ELECTRONIC TRANSACTION NETWORK MANAGEMENT & OPERATING CO. SOCIETE ANONYME CARDLINK	Greece	Global integration	100%
Worldline Merchant Acquiring Greece	Greece	Global integration	80%
Worldline Financial Services (Europe) SA, Hungary branch	Hungary	Global integration	100%
Retail Enterprise Italia SpA	Italy	Global integration	100%
Worldline Merchant Services Italia S.p.A	Italy	Global integration	80%
Worldline Financial Services (Europe) SA, Italia branch	Italy	Global integration	100%
equensWorldline SE - Branch Italy	Italy	Global integration	100%
SIA Worldline Latvia	Latvia	Global integration	100%
UAB Worldline Lietuva	Lithuania	Global integration	100%
Worldline Financial Services (Europe) SA	Luxembourg	Global integration	100%
Worldline Luxembourg SA	Luxembourg	Global integration	100%
Worldline Investissement Sàrl	Luxembourg	Global integration	100%
equensWorldline Luxembourg	Luxembourg	Global integration	100%
DevCode Payment Malta Ltd.	Malta	Global integration	100%
equensWorldline SE	Netherlands	Global integration	100%
PaySquare NV	Netherlands	Global integration	100%
equensWorldline NV	Netherlands	Global integration	100%
Worldline e-Commerce Solutions B.V.	Netherlands	Global integration	100%
Global Collect Services B.V.	Netherlands	Global integration	100%
Online Payment Platform B.V	Netherlands	Equity method	40%
Global Collect B.V.	Netherlands	Global integration	100%
SoftPos Spólka Akcyjna	Poland	Global integration	100%
Worldline Financial Services (Europe) SA, Poland branch	Poland	Global integration	100%
Worldline MS Iberia, S.L. – Portugal	Portugal	Global integration	100%
Worldline Czech Republic s.r.o.	Czech Republic	Global integration	100%
GoPay s.r.o.	Czech Republic	Global integration	100%
Worldline Payment Services (Europe) SA, Czech Republic branch	Czech Republic	Global integration	100%
Worldline Business Services Romania S.R.L	Romania	Global integration	100%
Worldline Sweden AB	Sweden	Global integration	100%
Bambora Group AB	Sweden	Global integration	100%
Bambora AB	Sweden	Global integration	100%
Bambora Device AB	Sweden	Global integration	100%
DevCode Payment AB	Sweden	Global integration	100%
equensWorldline SE - Branch UK	United Kingdom	Global integration	100%
Worldline Merchant Services UK Ltd	United Kingdom	Global integration	100%
Worldline IT Services UK Limited	United Kingdom	Global integration	100%
Worldline e-commerce Solutions (UK) ltd	United Kingdom	Global integration	100%
Worldline Financial Services (Europe) SA, UK branch	United Kingdom	Global integration	100%
Worldline Schweiz AG	Switzerland	Global integration	100%
Worldline Financial Services (Europe) SA, Slovenia branch	Slovenia	Global integration	100%
Worldline, organizacná zložka	Slovakia	Global integration	100%
Bambora AB Sweden - Norway	Norway	Global integration	100%
Bambora Device AB Sweden - Norway	Norway	Global integration	100%

C

Entity	Country	Consolidation method	% of control as at 31 December 2024
REST OF THE WORLD			
Worldline US, Inc.	USA	Global integration	100%
Worldline e-Commerce Solutions, Inc.	USA	Global integration	100%
Bambora Holding Corp.	USA	Global integration	100%
Global Collect Services USA, Inc.	USA	Global integration	100%
Bambora Corp.	USA	Global integration	100%
Worldline SMB US Inc.	USA	Global integration	100%
Sub-1 S.A.	Argentina	Global integration	100%
Worldline Services Australia Pty Ltd	Australia	Global integration	100%
Bambora Online Pty Ltd	Australia	Global integration	100%
Worldline Australia Pty Ltd	Australia	Global integration	51%
Worldline Payment Solutions Australia Pty Ltd	Australia	Global integration	51%
Worldline Brazil Serviços Ltda.	Brazil	Global integration	100%
Bambora Inc.	Canada	Global integration	100%
Worldline (China) Co Ltd	China	Global integration	100%
Global Collect Services China Limited	China	Global integration	100%
Worldline International (Hong Kong) Co Ltd	China	Global integration	100%
Worldline Global Services Private Limited	India	Global integration	100%
MRL Posnet Pvt Ltd	India	Global integration	100%
Worldline India Pvt Ltd	India	Global integration	100%
Worldline ePayments India Private Limited	India	Global integration	100%
Global Collect India Private Limited	India	Global integration	100%
PT Worldline International Indonesia	Indonesia	Global integration	100%
Worldline Japan Limited	Japan	Global integration	100%
Worldline International (Malaysia) Sdn Bhd	Malaysia	Global integration	100%
GC Holdings Malaysia Sdn. Bhd.	Malaysia	Global integration	100%
Retail Enterprise NAR MX S.A. de C.V.	Mexico	Global integration	100%
Global Collect México, S. de R.L. de C.V.	Mexico	Global integration	100%
Paymark Limited	New Zealand	Global integration	100%
Worldline Payment International Philippines Inc	Philippines	Global integration	100%
Global Collect Services Asia Pacific Pte. Ltd.	Singapore	Global integration	100%
Ingenico Payments and Services Pte Ltd	Singapore	Scope out	100%
Worldline (Taiwan) Ltd.	Taiwan	Global integration	100%
Worldline POS Teknoloji Çözüm ve Servisleri	Turkey	Global integration	100%

C

NOTE 21 Information on subsidiaries with significant non-controlling interests

The impact of these entities on the Group main income and balance sheet aggregates is summarized below (information presented at 100% before elimination of intragroup transactions). The information is gathered per CGU. All non-controlling interests are related to the Merchant Services CGU.

(In € million)	**12 months ended December 31, 2024**
Revenue	**1,058.3**
Operating Margin	176.3
Net Profit/(Loss)	**(20.5)**
Net income attributable to the owners or the parent	*(8.8)*
Net income attributable to non-controlling interests	*(11.7)*
(In € million)	**As at December 31, 2024**
Non-current assets	3,593.5
Current assets	2,490.7
TOTAL ASSETS	**6,084.2**
Equity	**3,507.5**
Equity attributable to the owners or the parent	*2,191.0*
Equity attributable to non-controlling interests	*1,316.5*
Non-current Liabilities	252.3
Current Liabilities	2,324.3
TOTAL EQUITY AND LIABILITIES	**6,084.2**

C

NOTE 22 Auditors' Fees

	Deloitte				Grant Thornton			
	Deloitte & Associés		Network		Grant Thornton		Network	
(In € Thousands and %)	Fees	%	Fees	%	Fees	%	Fees	%
Audit and limited review of individual and consolidated financial statements								
Parent company	524	41%	0		373	54%	0	
Subsidiaries	370	29%	1,573	88%	259	37%	1,851	100%
Sub-total Audit	**894**	**70%**	**1,573**	**88%**	**631**	**91%**	**1,851**	**100%**
Certification of sustainability information								
Parent company	330	26%	0		0		0	
Services other than certification of financial statements and sustainability information								
Parent company	47	4%	0		24	3%	0	
Subsidiaries	0		209	12%	40	6%	4	0%
Sub-total Non Audit	**377**	**30%**	**209**	**12%**	**64**	**9%**	**4**	**0%**
TOTAL FEES 2024	**1,271**	**100%**	**1,782**	**100%**	**695**	**100%**	**1,855**	**100%**

In 2024, non-audit services cover services provided at the request of the entity, which correspond mainly to (i) the statutory auditor's certification of consolidated sustainability information, as provided for under article L. 232-6-3[1] of the French Commercial Code, (ii) due diligence, (iii) tax services, authorized by local legislation, in some foreign subsidiaries, and (iv) assurance report SOC2.

	Deloitte				Grant Thornton			
	Deloitte & Associés		Network		Grant Thornton		Network	
(In € Thousands and %)	Fees	%	Fees	%	Fees	%	Fees	%
Audit and limited review of individual and consolidated financial statements								
Parent company	452	51%	0		363	52%	0	
Subsidiaries	361	41%	1,618	89%	238	34%	1,664	99%
Sub-total Audit	**813**	**92%**	**1,618**	**89%**	**601**	**86%**	**1,664**	**99%**
Non audit services								
Parent company	75	8%	0		98	14%	0	
Subsidiaries	0		200	11%	0		21	1%
Sub-total Non Audit	**75**	**8%**	**200**	**11%**	**98**	**14%**	**21**	**1%**
TOTAL FEES 2023	**888**	**100%**	**1,818**	**100%**	**699**	**100%**	**1,686**	**100%**

In 2023, non-audit services related to services provided at the Company's request and notably correspond to (i) certificates and reports issued as independent third party on the human resources, environmental and social information pursuant to article of the French Commercial Code, (ii) due diligence, (iii) tax services, authorized by local legislation, in some foreign subsidiaries, and (iv) assurance report SOC2.

NOTE 23 Subsequent events

Credem acquisition

On January 13 2025, Worldline MS Italia acquired a merchant portfolio from Credito Emiliano S.p.A (Credem). In addition, Credem and Worldline MS Italia signed a long-term, up to 15 years, commercial agreement for the distribution of Worldline's products and services through Credem's network. In accordance with IFRS 3 and IAS 38, a customer relationship will be recorded for €95.0 million.

WL Governance Update

Following the meeting on February 25, 2025, the Board of Directors announced that Pierre-Antoine Vacheron will be taking on the role of Chief Executive Officer effective 1 March 2025.

C

C.5 Parent company financial statements

C.5.1 Statutory auditors' report on the financial statements for the year ended December 31, 2024

This is a translation into English of the statutory auditors' report on the financial statements of Worldline issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Worldline General Meeting of Shareholders,

Opinion

In compliance with the engagement entrusted to us by the Shareholders' Meeting, we have audited the accompanying financial statements of Worldline for the year ended December 31, 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as of December 31, 2024 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Accounts Committee.

Basis for the Unqualified Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors for the period from January 1, 2024 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on specific items of the financial statements.

C

Measurement of equity securities

Note "Accounting principles, rules and methods - Financial assets" and Note 3 "Financial assets" to the financial statements

Key Audit Matter	Our response
As of December 31, 2024, equity securities are recorded on the balance sheet at a net carrying amount of €7,416 million, or 73% of total assets. They are recorded at acquisition cost on initial recognition and impaired, where necessary, based on their value in use. As described in the Note "Accounting principles, rules and methods - Financial assets" to the financial statements, the estimated value in use is determined based on the share of recalculated net equity and the profitability outlook. The profitability outlook, determined using cash flow forecasts based on Global Business Line (GBL) business plans approved by Management and a terminal value, requires Management to exercise judgment, particularly concerning cash flow assumptions If the value in use of equity securities is lower than their acquisition cost, a provision for impairment loss is recognized in the amount of the difference. As of December 31, 2024, (i) an additional impairment loss relating to the securities of Worldline IGSA totaling €265 million was recorded as well as (ii) an additional impairment loss for the securities of Worldline Australia Pty Ltd for €69.6 million. Provisions for the impairment of equity securities totaled €3,402 million at the year-end, mainly comprising the provision for impairment of Worldline IGSA securities for €3,257 million. Given the materiality of equity securities in the balance sheet, the impairment recognized for the securities at the fiscal year-end and the sensitivity of valuation models to the assumptions used to determine cash flows, we considered the valuation of equity securities to be a key audit matter.	Our assessment of the measurement of the fair value of equity securities, whose value is close to or lower than the net carrying amount, is based on the process implemented by your Company to determine the value in use of equity securities. Our work mainly consisted in assessing the reasonableness of projected cash flows recorded for the valuation of equity securities, and in particular: • obtaining cash flow forecasts for the relevant entities and comparing them with the business plans by GBL approved by Management and the Board of Directors; • checking the consistency of the assumptions adopted with the historical performance of the Group, the GBLs and the entities, and confirming future growth forecasts, primarily through interviews with Management. Furthermore, we reviewed the methods used to determine the discount and perpetual growth rates and their consistency with underlying market assumptions, with the help of our internal valuation specialists. For the valuation of Worldline IGSA equity securities, our work consisted in comparing the carrying amount of these securities with their value in use, taking into account: • the cash flow forecasts used to determine the value in use of Worldline IGSA by performing the work described above; • the valuation at December 31, 2024 of the preferred shares of Poséidon Bidco, the holding company for the acquisition of the TSS activity, held by Worldline IGSA, for which the model and the main assumptions underlying their fair value measurement were reviewed with the assistance of our financial instrument valuation experts. We also assessed the appropriateness of the disclosure in Note 3 to the financial statements, particularly regarding the key assumptions used to measure Worldline IGSA securities.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law and regulations.

Information given in the management report and in the other documents addressed to shareholders with respect to the financial position and the financial statements

We have no comments to make on the fair presentation and consistency with the financial statements of the information given in the Board of Directors' management report and in the documents addressed to shareholders with respect to the financial position and the financial statements.

We attest the fair presentation and consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code.

Information relating to corporate governance

We attest that the Board of Directors' report on corporate governance contains the information required by Articles L.225-37-4, L.22-10-9 and L.22-10-10 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled thereby, included in the scope of consolidation. Based on this work, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code, we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Other Legal and Regulatory Verifications or Information

Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of December 17, 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Worldline by the Shareholders' Meetings held on June 30, 1997 for Deloitte & Associés and April 30, 2014 for Grant Thornton.

As of December 31, 2024, Deloitte & Associés and Grant Thornton were in the 28th year and 11th year of total uninterrupted engagement, which is the 11th year for both firms since securities of the Company were admitted to trading on a regulated market.

Responsibilities of Management and those charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Accounts Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Accounts Committee

We submit a report to the Accounts Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as significant audit findings. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Accounts Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Accounts Committee with the declaration referred to in Article 6 of Regulation (EU) no. 537/2014, confirming our independence pursuant to the rules applicable in France as defined in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code and in the French Code of ethics for statutory auditors. Where appropriate, we discuss with the Accounts Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards

Neuilly-sur-Seine and Paris-La Défense, March 7, 2025

The Statutory Auditors

Grant Thornton	Deloitte & Associés
French member of Grant Thornton International	
Vincent FRAMBOURT	Josselin VERNAY

C.5.2 Statutory auditors' special report on regulated agreements

General Meeting of Shareholders held to approve the financial statements for the year ended December 31, 2024

This is a free translation into English of the statutory auditors' special report on regulated agreements that is issued in the French language and is provided solely for the convenience of English-speaking readers. This report on regulated agreements should be read in conjunction and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code (code de commerce) and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Worldline General Meeting of Shareholders,

In our capacity as statutory auditors of your company (the "Company"), we hereby report to you on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, as well as the reasons justifying that such agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying other such agreements, if any. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (code de commerce), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements previously approved by the shareholders' meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents

Agreements submitted to the approval of the Annual General meeting

Agreements authorized and entered into during the year

Pursuant to Article L.225-40 of the French Commercial Code, we have been notified of the following agreement, entered into during the year and previously authorized by the Board of Directors.

Amendment to the employment contract suspension agreement signed with Mr. Marc-Henri Desportes, Chief Executive Officer of the Company for an interim period

Person concerned: Mr. Marc-Henri Desportes, Interim Chief Executive Officer of the Company from October 1, 2024 to February 28, 2025.

Nature and purpose: it is recalled that Mr. Marc-Henri Desportes had been appointed as Deputy Chief Executive Officer of the Company as of August 1, 2018 and that his permanent employment contract concluded on June 1, 2014 had been suspended as of August 1, 2018, for the duration of his duties as Deputy Chief Executive Officer. As mentioned in the second part of this report, this suspension had been materialized by an agreement which provides for a certain number of conditions and defines the conditions for a return to salaried activity by Mr. Marc-Henri Desportes at the end of his term of office, without him having to lose the rights and benefits he would have enjoyed if he had remained an employee. Mr. Marc-Henri Desportes was appointed Chief Executive Officer of the Company for an interim period by the Board of Directors on September 12, 2024. In this context, an amendment to the contract suspending the employment contract was signed on September 13, 2024, the purpose of which is to confirm the continued application of this contract concluded between Mr. Marc-Henri Desportes and the Company on June 1, 2014, for the duration of Mr. Marc-Henri Desportes' term of office as Chief Executive Officer, and to take into account the duration of this term of office for the calculation of seniority.

Terms and conditions: this amendment to the employment contract suspension contract entered into between Mr. Marc-Henri Desportes and the Company was authorized by your Board of Directors on September 13, 2024 for application as of October 1, 2024.

Reasons justifying that the agreement is in the Company's interest: your Board of Directors considered that it is in the interest of the Company to conclude the amendment to the contract suspending the employment contract of Mr. Marc-Henri Desportes, in particular to facilitate an orderly transition of the Company's general management after the departure of Mr. Gilles Grapinet as Chief Executive Officer and the appointment of Mr. Marc-Henri Desportes as Chief Executive Officer for an interim period.

Agreements previously approved by the Annual General meeting

Agreements approved in prior years

a) With continuing effect during the year

Pursuant to Article R.225-30 of the French Commercial Code (code de commerce), we have been informed that the execution of the following agreements, previously approved by prior General Meetings of Shareholders, has remained in force during the year.

Employment contract suspension agreement signed with Mr. Marc-Henri Desportes, Deputy Chief Executive Officer until October 1, 2024

Person concerned: Mr. Marc-Henri Desportes, Deputy Chief Executive Officer of the Company until October 1, 2024

Nature and purpose: During a meeting on July 21, 2018, your Board of Directors authorized in advance the signing of an agreement to suspend the employment contract of Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, beginning from August 1, 2018 and for the duration of his duties as Deputy Chief Executive Officer. This agreement was signed on July 23, 2018.

Mr. Marc-Henri Desportes' employment contract has been suspended for the term of his office and will be automatically reactivated when his term in office comes to an end, for whatever cause (including dismissal for any reason). This agreement includes a clause to include seniority acquired during his term in office and a clause concerning compensation and individual and collective benefits upon the resumption of the employment contract.

As mentioned in the first part of this report, this agreement was the subject of an amendment dated September 13, 2024, following the appointment of Mr. Marc-Henri Desportes, as Chief Executive Officer of the Company for an interim period.

Partnership Framework Agreement signed between the Company and Crédit Agricole S.A., Crédit Agricole Payment Services, LCL, the 39 Regional Funds of Crédit Agricole Mutuel, Réunion Télécom and C2MS

Persons concerned:

- Mrs. Agnès AUDIER, member of the Board of Directors of the Company until June 13, 2024 and member of the Board of Directors of Crédit Agricole S.A.
- Mr. Olivier GAVALDA, member of the Board of Directors of the Company as of June 13, 2024 and Deputy Chief Executive Officer of Crédit Agricole S.A

Nature and purpose: on July 25, 2023, your Board of Directors previously authorized the signing of a framework agreement in connection with the planned partnership between Crédit Agricole and Worldline (the "Framework Agreement") that would result in the creation of a joint venture, owned mostly by Worldline (50% of the share capital plus one share) and fully consolidated in its scope of consolidation (the "Joint Venture").

Terms and conditions: the Framework Agreement, signed by the parties on July 28, 2023, formalizes the implementation conditions and operating principles of the partnership. It also defines the mutual exclusivity commitments between the parties, the partnership's application scope, the Joint Venture's characteristics and the relations between the Joint Venture and the partners. The Framework Agreement also specifies the respective commitments of the parties in the successive phases of the partnership as described below:

- a first phase in the form of a commercial partnership through joint commercial responses, in particular through the creation, announced in March 2024, of the Joint Company called CAWL, in which Worldline holds a majority stake in the entity of 50% + 1 share;
- a second phase (from 2025) taking the form of an industrial partnership for merchant electronic payment services combining acceptance services and acquiring services, through CAWL, after the latter has obtained the regulatory approvals necessary for its activity and subject to the satisfaction of certain technical conditions defined in the Framework Agreement.

b) Without effect during the year

In addition, we have been informed of the continuation of the following agreement, previously approved by prior General Meetings of Shareholders, which had no effect during the year.

Second Settlement Agreement with SIX Group AG

Persons concerned:

- SIX Group AG, shareholder holding more than 10% of the voting rights;
- Mr. Jos Dijsselhof, non-voting member on your Board of Directors and Chief Executive Officer of SIX Group AG;
- Mrs. Giulia Fitzpatrick, Director of your Company appointed upon the suggestion of SIX Group AG;
- Mr. Lorenz von Habsburg Lothringen, Director of your Company and of SIX Group AG;
- Mr. Daniel Schmucki, Director of your Company and Chief Financial Officer of SIX Group AG.

Nature and purpose: On November 30, 2018, Worldline acquired the Payment Services division of SIX Group AG. As part of the finalization of certain post-closing transactions relating to this acquisition of SIX Payment Services, particularly the adjustment of the sale price, your Company and SIX Group AG signed a Second Settlement Agreement on June 9, 2020, which in particular aimed to formally document SIX Group AG's commitment to pay Worldline the amount of the price adjustment (CHF 58,975,000) and to agree SIX Group AG's commitment to compensate Worldline up to a maximum of CHF 2,800,000 for the potential consequences of an ongoing dispute. This agreement was authorized by the Board of Directors on June 9, 2020.

Agreements approved during the past financial year

We have also been informed of the implementation, during the past financial year, of the following agreement, already approved by the Annual General Meeting of June 13, 2024, based on a special report by the statutory auditors on April 24th, 2024.

Shareholders' agreement between the Company, Crédit Agricole S.A, Estey SAS and CAWL

Persons concerned:

- Mrs. Agnès AUDIER, member of the Board of Directors of the Company until June 13, 2024 and member of the Board of Directors of Crédit Agricole S.A.
- Mr. Olivier GAVALDA, member of the Board of Directors of the Company as of June 13, 2024 and Deputy Chief Executive Officer of Crédit Agricole S.A.

Nature and purpose: as provided by Framework Agreement concluded in July 2023, as mentioned previously, on March 18, 2024 your Board of Directors previously authorized a shareholders' agreement (the "Shareholders' Agreement") with Crédit Agricole S.A., Estey SAS and the Joint Venture, CAWL, in order to create the latter, the subject of the first phase of the Framework Agreement.

Terms and conditions: the Shareholders' Agreement signed on March 19, 2024 aims to organize the relations of the parties within the Joint Venture and define their respective rights and obligations as Joint Venture shareholders, particularly in terms of governance and the ownership and transfer of shares comprising the share capital.

The Shareholders' Agreement has a term of thirty years, renewable by tacit renewal for successive ten-year periods.

Neuilly-sur-Seine and Paris-La Défense, on April 4, 2025

The Statutory Auditors

Grant Thornton	Deloitte & Associés
French member of Grant Thornton International	
Vincent FRAMBOURT	Josselin VERNAY

C.5.3 Worldline SA financial statements

C.5.3.1 Balance sheet

ASSETS

(In € thousand)	Notes			December 31, 2024	December 31, 2023
		Gross value	Amortization	Net value	Net value
Intangible fixed assets	Note 1	110,390	-19,425	90,965	95,599
Tangible fixed assets	Note 2	2,210	-1,326	885	1,259
Participating interests	Note 3	12,625,680	-3,402,403	9,223,277	9,526,641
Other investments	Note 3	0	0	0	0
Loans, deposits and other financial investments	Note 3	1,119	0	1,119	31
Total fixed assets		**12,739,399**	**-3,423,154**	**9,316,245**	**9,623,530**
Advances paid on orders in progress	Note 4	7,659	0	7,659	0
Trade accounts and notes receivable	Note 4	18,967	-243	18,724	47,346
Other receivables	Note 5	28,229	0	28,229	37,978
Cash and securities	Note 6	741,468	-11,721	729,746	537,080
Total current assets		**796,323**	**-11,964**	**784,358**	**622,404**
Prepaid expenses	Note 7	8,357	0	8,357	8,666
Redemption premiums on bonds	Note 7	4,520	0	4,520	2,824
Forex Exchange asset		266	0	266	64
Deferred charges	Note 7	9,511	0	9,511	7,136
TOTAL ASSETS		**13,558,376**	**-3,435,119**	**10,123,257**	**10,264,623**

LIABILITIES AND SHAREHOLDERS' EQUITY

(In € thousand)	Notes	December 31, 2024	December 31, 2023
Common stock		192,826	192,423
Additional paid-in capital		5,677,188	7,744,568
Legal reserves		19,160	19,160
Other reserves and retained earnings		0	66,172
Net income for the period		-382,136	-2,135,804
Shareholders' equity	**Note 8**	**5,507,039**	**5,886,520**
Provisions for contingencies and losses	**Note 9**	**18,031**	**9,824**
Borrowings	Note 10	4,506,809	4,275,305
Payments on account		0	1,423
Trade payables and associated accounts	Note 11	56,195	64,986
Tax and social security	Note 11	19,163	19,311
Debts on fixed assets and associated accounts	Note 11	1,708	3,269
Other liabilities	Note 11	13,929	3,498
Total liabilities		**4,597,805**	**4,367,793**
Forex Exchange liability	Note 12	383	487
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**10,123,257**	**10,264,623**

C

C.5.3.2 Income statement

(In € thousand)	Notes	December 31, 2024	December 31, 2023
Sales of goods		12	6
Sales of services		132,088	116,956
Revenue	**Note 13**	**132,100**	**116,961**
Operating subsidies		-13	193
Reversals of depreciations and provisions; transfers of costs		17,615	22,688
Other income		22,726	21,350
Total operating income		**172,429**	**161,192**
Cost of sales		0	0
Other purchases and external charges		-76,701	-83,444
Taxes (other than corporation tax)		-902	-1,416
Wages & salaries		-35,047	-35,200
Social security costs		-21,739	-16,551
Depreciation, amortization and provisions		-8,735	-8,812
Other expenses		-58,541	-45,181
Total operating expenses		**-201,665**	**-190,604**
Operating result		**-29,237**	**-29,411**
Financial income		120,072	143,784
Financial expenses		-423,886	-2,251,846
Net financial result	**Note 14**	**-303,813**	**-2,108,062**
Non-recurring items income		7,823	8,337
Non-recurring items expenses		-55,984	-18,051
Non-recurring items result	**Note 15**	**-48,160**	**-9,714**
Employee profit sharing		190	-435
Corporate income tax	Note 16	-1,116	11,818
NET INCOME FOR THE PERIOD		**-382,136**	**-2,135,804**

C.5.4 Notes to Worldline SA statutory financial statements

C.5.4.1 Activity

Worldline S.A. is the parent company of the Worldline Group and holds directly or indirectly investments in the Group's subsidiaries. Consequently, Worldline publishes consolidated financial statements.

Worldline S.A. carries the Group's external debt and funds its affiliates. As at December 31, 2024, the gross value of investments in associates equals to €10,819 million and receivables related to investments in associates equal to €1,807 million. In 2024, an additional €335.5 million impairment related to investments in associates was accounted for, see note 3 "Financials assets".

In addition, Worldline SA as such supports a significant share of the costs related to the Group's overhead, corporate and central functions. The Company has therefore set up financial flows with its subsidiaries to reflect the services rendered by the parent company to the Group companies.

Thus, for 2024, the turnover amounts to €132.1 million and is split as:

- €109.9 million for corporate activities, notably management fees and brand licensing (out of which Group Service Agreement represent €87.7 million and Trademark Fees represent €22.2 million);
- €22.2 million recharges of insurance, trainings and costs related to IT.

C.5.4.2 Highlights

On January 16, 2024, Worldline and Google announced strategic partnership to enhance digital payments experiences with cloud-based innovation. Worldline selected Google Cloud technology to boost its digital transformation and continue to streamline its operations. As part of this expanded partnership, Worldline will also serve as one of Google's key payment providers in Europe and across multiple geographies. Worldline aims to provide Google customers with more advanced payment options, support for more payment networks, improved cross-border conversion, and a more streamlined customer experience.

On June 13, 2024, Worldline hosted its Shareholders' General Meeting chaired by Mr. Georges Pauget, Interim Chairman of the Board of Directors. All the others resolutions submitted by the Board of Directors were adopted, in particular:

- the Company and consolidated accounts for the financial year ended on December 31st, 2023;
- the renewal of the term of office as director of Mrs. Nazan Somer Özelgin and Mr. Daniel Schmucki, for a period of three years;
- the ratification of the co-optation of Mr. Wilfried Verstraete as director and its re-appointment for a new term of office of three years; and
- the appointment of three new directors, Mrs. Agnès Park, Mrs. Sylvia Steinmann and Mr. Olivier Gavalda for a period of three years.

Following the Shareholders' Meeting and as announced on March 21, 2024, the Board of Directors decided, upon recommendation of the Nomination Committee, to appoint Mr. Wilfried Verstraete as Chairman of the Board of Director

On July, 5, 2024, Worldline announced the successful refinancing of its credit lines with a new €1,125 million Syndicated Revolving Credit Facility ("RCF"). This transaction is part of the global financing strategy of Worldline to actively manage its debt maturity profile and further strengthen its financial liquidity. Worldline is rated BBB- by Standard & Poor's and is committed to maintain its Investment Grade Rating.

Governance Update, September 13, 2024

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, former 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.

On November 21, 2024, Worldline successfully placed a €500 million bond maturing in November 2029 and bearing a coupon of 5.250%. The offering was oversubscribed by a highly diversified investor base, confirming the confidence in Worldline's business model and credit profile.

On November 25, 2024, the Group announced the repurchase of part of its outstanding bonds convertible into new shares and/or exchangeable for existing shares maturing in July 2025 and July 2026 for a total amount of approximately €250 *million.*

See *note 3 "Financial Borrowings"*

C.5.4.3 Rules and accounting methods

The financial statements of Worldline S.A. have been prepared in accordance with generally accepted accounting principles in France and with the provisions of the French General Accounting Plan (*plan comptable général – Règlement ANC n°2014-03*, and its following updates). General conventions were applied, and notably :

- Principle of prudence;
- Principle of going concern;
- Permanence of the accounting methods from one exercise to another;
- Cut off principle.

As a principle, items are booked based on historical cost. The annual accounts are established and presented in thousands of euros.

Intangible assets

Intangible assets are booked at their acquisition cost and consist mainly of software, licenses, merger deficit.

Software created for an internal use and development costs of application used for operational needs are recognized as an asset, since 2024, following the ANC's section 2023-05 which amends the PCG.

Software is amortized on a straight-line basis over their expected useful life, not exceeding 3 years.

The Worldline brand is not depreciated but is subject to an impairment test for each annual closing.

Tangible assets

The tangible fixed assets are evaluated at their acquisition value excluding any financial expenses.

The depreciation calculation is based on a straight-line method over the useful life of the assets, as follows:

- Buildings: 20 years;
- Fixtures and fittings: 5 to 20 years;
- Computer hardware: 3 to 5 years;
- Vehicles: 4 years;
- Office furniture and equipment: 5 to 10 years.

Financial assets

Financial assets consist of participating interests and other financial investments (security deposit, loans).

Financial assets are initially booked at their acquisition cost. An impairment loss is recognized when the acquisition cost exceeds the value-in-use.

The value-in-use takes into account Group share in shareholders' equity or discounted projected cash flows.

Profitability prospects are based on cash flow expectations which are established on Global Business Lines 3-year-plan approved by the management, and a terminal value.

Trade accounts and notes receivable

Trade accounts and notes receivable are recorded at their nominal value. They are individually analyzed and, if necessary, are subject to an impairment loss.

For trade receivables outstanding for more than 31 days, the Groups considers the need for depreciation on a case-by-case basis through a quarterly review of its balances.

Securities

Securities are recorded at their acquisition cost. They are impaired when their carrying amount is lower than their book value.

Provisions

Provisions are recognized if the following three conditions are met:

- Worldline has a present legal, regulatory, contractual, or constructive obligation because of past events;
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- The amount has been reliably quantified.

Pensions

Following the IFRIC decision on pension liabilities, the ANC amended its Recommendation 2013-02 on November 5, 2021, by introducing a choice of methods to allow companies to align with the IAS 19 calculation method introduced by IFRIC.

Worldline S.A. liabilities are valuated based on that new recommendation.

In addition, Worldline S.A. evaluates and books its pension provision following the “corridor” method. Worldline recognizes in its income statement the actuarial gains and losses exceeding a normal fluctuation margin of 10% at year-end. This amortization is made on the remaining working lives of the beneficiaries of each plan.

Loans

The Company has taken the option of spreading its debt issuance costs over the term of the loan as authorized by section 212-11 of the PCG.

Revenue

In 2024, Worldline SA revenues are mainly composed by 3 natures of revenues:

- Invoicing of support services to affiliates based on Group Service Agreements;
- Invoicing of Trademark Fees to affiliates;
- Recharges of costs as insurances, trainings and IT Costs.

Non-recurring income and expenses

"Non-recurring income and expenses" include exceptional items coming from ordinary activities and extraordinary items.

Exceptional items from ordinary activities are those whose achievement is not related to the current operation of the business either because they are unusual in amount or impact or because they rarely occur.

Tax consolidation agreement

As per article 223-a of the French tax Code, Worldline SA has signed a group tax consolidation agreement with its French subsidiaries taking effect from January 1, 2015. Subsidiaries that are part of Worldline tax consolidation are :

- Worldline Participation 1 S.A.;
- Similo S.A.S.;
- Santeos S.A.;
- Worldline France S.A.S. (formerly Worldline Bourgogne S.A.S.);
- equensWorldline SE French branch;
- Mantis S.A.S.;
- Worldline Ré S.A.;
- Retail International Holding S.A.S.;
- Worldline IG S.A.;
- Worldline MS France S.A.S.;
- Worldline E-Commerce Solutions S.A.S.;
- Worldline Prepaid Services France S.A.S.;
- Worldline Business Support S.A.S.;
- Consoprotec S.A.S.

Worldline SA, as the parent company of the Group, is designated as the only entity liable for the corporate tax of the Group tax consolidation.

The agreement respects the neutrality principle to the extent that, during the integration period within the Group, each entity must report in its account a tax income or expense equal to what it would report if it was not integrated in the Group.

The Group tax consolidation benefits from indefinably usable loss carry forward.

C.5.4.4 Notes to the financial statements

C

NOTE 1 Intangible fixed assets

Intangible fixed assets evolution table

(In € thousand)	December 31, 2023	Increase	Decrease	December 31, 2024
Softwares	22,857	133	0	22,990
Brands and similar rights	87,400	0	0	87,400
Gross value of intangible fixed assets	**110,257**	**133**	**0**	**110,390**
Amortization of Softwares	-14,658	-4,767	0	-19,425
Depreciation of Brands and similar rights	0	0	0	0
Total amortization & depreciation	**-14,658**	**-4,767**	**0**	**-19,425**
Net value of Softwares	8,199	-4,634	0	3,565
Net value of Brands and similar rights	87,400	0	0	87,400
Net value of intangible fixed assets	**95,599**	**-4,634**	**0**	**90,965**

The Worldline brand of €87.4 million is not depreciated and is subject to an impairment test, based on discounted cash flows method, for each annual closing.

The valuation of the Brand has been derived from a global 5 year business plan. The terminal value is calculated after the 5-year period using an estimated perpetuity growth rate of 2.25%. The WACC is equal to 8.40%.

NOTE 2 Tangible fixed assets

Tangible fixed assets evolution table

(In € thousand)	December 31, 2023	Increase	Decrease	December 31, 2024
Fixtures and fittings	1,890	21	0	1,911
Other tangible assets	246	53	0	300
Tangible assets in progress	0	0	0	0
Gross value of tangible fixed assets	**2,136**	**74**	**0**	**2,210**
Amortization of Fixtures and fittings	-737	-420	0	-1,157
Amortization of Other tangible assets	-140	-29	0	-169
Amortization of Tangible assets in progress	0	0	0	0
Total amortization and depreciation	**-877**	**-449**	**0**	**-1,326**
Net value of value of Fixtures and fittings	1,153	-399	0	755
Net value of value of Other tangible assets	106	24	0	130
Net value of value of Tangible assets in progress	0	0	0	0
Net value of tangible fixed assets	**1,259**	**-374**	**0**	**885**

C

NOTE 3 Financial assets

Financial assets evolution table

(In € thousand)	December 31, 2023	Increase	Decrease	December 31, 2024
Investments in associates	10,778,782	39,732	0	10,818,515
Receivables related to investments in associates	1,814,776	5,882	13,493	1,807,165
Other investments	0	1,111	0	1,111
Loans and accrued interests	11	26	37	0
Deposits	20	0	12	8
Gross value of financial assets	**12,593,589**	**46,752**	**13,542**	**12,626,798**
Depreciation of Investments in associates	-3,066,917	-335,486	0	-3,402,403
Depreciation of Receivables related to investments in associates	0	0	0	0
Depreciation of Other investments	0	0	0	0
Depreciation of Loans and accrued interests	0	0	0	0
Depreciation of Deposits	0	0	0	0
Total amortization and depreciation	**-3,066,917**	**-335,486**	**0**	**-3,402,403**
Net value of Investments in associates	7,711,865	-295,754	0	7,416,111
Net value of Receivables related to investments in associates	1,814,776	5,882	13,493	1,807,165
Net value of Other investments	0	1,111	0	1,111
Net value of Loans and accrued interests	11	26	37	0
Net value of Deposits	20	0	12	8
Net value of financial assets	**9,526,671**	**-288,734**	**13,542**	**9,224,395**

The increase in investment in associates of €39.7 million is mainly related to:

- The buyout of Worldline IGSA for €2.6 million, in the framework of liquidity contract;
- The buyout of the minority interests of Softpos for €11 million;
- The capital increase in the European EPI interim company for €5.7 million;
- The capital increase subscription in the company WL Australia for €20.4 million.

The increase in other investments of €1.1 million corresponds to an investment in Partech Venture in 2024

The increase in receivables related to investments in associates of €5.9 million corresponds to the accrued interests for €5.8 million and to the revaluation of the Softpos' loan for €0.1 million.

The decrease in receivables related to investments in associates of €13.5 million corresponds to:

- The global reimbursement of €6 million related to a loan to Cardlink;
- The reimbursement of €1.2 million related to a loan to WL Taiwan (€1 million) and WL MS UK (€0.2 million);
- The Interests received in 2024 for €6.2 million

As of December 31, 2024, a depreciation of €335.5 million has been recognized, mainly related to Worldline IGSA (€265 million) and Worldline Australia Pty LTD (€69.6 million).

The valuation of IGSA has been derived from a 5 year business plan in relation to the Worldline Merchant Services Global Business Line (GBL) business plan, as all IGSA entities belong to this GBL. The business plan reaches a Compound Annual Growth Rate of revenues of 7.4% and the adjusted EBITDA margin at the end of the period represents 27.4% in line with the global business line trajectory. The terminal value is calculated after the 5-years period using an estimated perpetuity growth rate of 2.25%. The WACC is equal to 8.40%. Compared to 2023, the discount rates decreased by 85 bps due to a combination of effects : the decrease of interest rates, the implementation of the Power 24 plan for which a specific risk premium of 25 bps was added last year to the discount rate and the downward revision of MS growth ambition in the period 2025-2029 compared to last year Business Plan to which a specific 40 Bps risk premium was attached.

The valuation of IGSA includes the valuation of the Preferred shares of Poseidon Holdco, with a fair value estimated to €290.0 million as of December 31, 2024 (€639 million in 2023).

Sensitivity analysis has been performed by adding 50 basis points to the WACC and decreasing by 50 basis points the Perpetual Growth Rate (PGR). The results (impairment value) are shown in the schedule below:

Worldline IGSA Impairment - Sensitivity table		**PGR**	
(in € thousand)		1.75%	2.25%
WACC	8.40%	-516,017	-265,113
	8.90%	-783,484	-571,119

Maturity of loans and other financial assets

(In € thousand)	Gross value at December 31, 2024	<1 year	1 to 5 years
Receivables related to investments in associates	1,807,165	5,797	1,801,368
Loans and accrued interests	0	0	0
Deposits	8	8	0
TOTAL LOANS AND OTHER FINANCIAL ASSETS	**1,807,173**	**5,805**	**1,801,368**

Main subsidiaries and affiliates

(In € thousand)	Gross value at December 31, 2024	Net value at December 31, 2024	% of interest	Revenue	Share capital	Dividend received	Net income at December 31, 2024	Shareholders' equity
A – Subsidiaries (≥ 50% of interest)								
France								
Worldline IGSA	7,701,695	4,444,655	100%	9,571	63,112	0	11,070	3,746,728
Worldline France SAS	87,991	87,991	100%	403,218	58,061	0	-22,453	10,094
Santeos	4,294	4,294	100%	1,612	1,500	0	6	1,969
Worldline Ré sa	3,000	3,000	100%	2,200	3,000	0	2,862	9,784
Worldline participations	2,462	36	100%	0	37	0	-2	21
Similo SAS	600	600	100%	9,743	322	0	0	0
Benelux								
EquensWorldline SE	1,324,934	1,324,934	60%	688,029	369,620	13,221	-3,883	867,023
Worldline NV / SA	1,281,702	1,281,702	100%	602,332	211,030	0	59,828	2,098,677
Worldline SA (Luxembourg) *	33,900	33,900	100%	901	33,819	0	37,063	312,182
Others								
Worldline Australia Pty Ltd (Australia)	327,339	195,309	51%	363,014	120,784	0	-38,668	85,633
Softpos (Poland)	15,991	15,991	100%	2,252	25	0	2,252	-569
Worldline (Taïwan)	900	0	100%	ND	ND	0	ND	ND
B - Others (less than 50%)								
Intouch SAS	13,323	3,315	ND	ND	ND	-	ND	ND
Other investments in associates	20,384	20,384	ND	ND	ND	-	ND	ND
TOTAL INVESTMENTS IN ASSOCIATES	**10,818,515**	**7,416,111**						

* *figures of financial statements as at December 31, 2023*

C

NOTE 4 Trade accounts and notes receivable

(In € thousand)	Gross value at December 31, 2024	Depreciation	Net value at December 31, 2024	Net value at December 31, 2023
Advances paid on orders in progress	7,659	0	7,659	0
TOTAL ADVANCES PAID ON ORDERS IN PROGRESS	**7,659**	**0**	**7,659**	**0**
Trade accounts and notes receivable	6,253	-154	6,099	38,646
Doubtful debtors	104	-89	15	15
Invoices to be issued	12,610	0	12,610	8,685
TOTAL TRADE ACCOUNTS AND NOTES RECEIVABLE	**18,967**	**-243**	**18,724**	**47,346**

Advances paid on orders in progress of €7.7 million correspond to invoices issued in 2025, paid in advance at year end 2024.

NOTE 5 Other receivables

(In € thousand)	December 31, 2024	December 31, 2023
Debtor suppliers	2,245	2,645
Staff	46	28
Social security receivables	6	1
Tax (Corporation tax, VAT, R&D tax credit…)	10,460	19,074
Group current accounts	15,448	16,141
Other	24	89
TOTAL OTHER RECEIVABLES	**28,229**	**37,978**

Other receivables and current assets mainly include research tax credit, social receivables and advance payments made on behalf of trade partners. As at December 31, 2024, the Group sold without recourse other receivables (tax credit) for a total amount of €11.9 million, and received from its financing partner €10.9 million in liquidity; the difference corresponds to the bank's holdback for an amount of €0.6 million, and to the bank's fees paid for an amount of €0.4 million.

Maturity of trade accounts and other receivables

(In € thousand)	December 31, 2024	≤1 year	>1 year
Doubtful debtors	104	104	0
Trade accounts	18,863	18,863	0
Debtor suppliers	2,245	2,245	0
Staff	46	46	0
Social security receivable	6	6	0
Tax (corporate tax, VAT, R&D tax credit…)	10,460	10,460	0
Groupe current accounts	15,448	15,448	0
Other	24	24	0
TOTAL RECEIVABLES	**47,197**	**47,197**	**0**

Accrued income

(In € thousand)	December 31, 2024	December 31, 2023
Invoices to be issued	12,610	8,685
Other receivables	6,150	6,300
TOTAL ACCRUED INCOME	**18,760**	**14,985**

NOTE 6 Cash and securities

(In € thousand)	Gross value at December 31, 2024	Depreciation	Net value at December 31, 2024	Net value at December 31, 2023
Securities	576,769	11,721	565,048	296,085
of which Worldline Treasury stock	21,711	11,721	9,990	4,829
of which UCITS	245,000	0	245,000	139,965
of which Bank Deposit	310,058	0	310,058	151,290
Cash at bank	164,698	0	164,698	240,995
TOTAL CASH AND SECURITIES	**741,468**	**11,721**	**729,746**	**537,080**

Securities are composed of:

- Worldline SA treasury stock for €21.7 million. These shares are intended or assigned to be delivered to beneficiaries of performance or retention shares plans, share purchase plans or stock-option plans;
- UCITS (Undertakings for Collective Investments in Transferable Securities) for €245 million, mainly invested in monetary funds;
- Deposit made for €310 million, with maturity from 1 to 12 months.

During fiscal year 2024, 1,200,000 Worldline SA shares were purchased at an average price of €6.14 each, and no treasury shares were sold. Those shares are assigned to be delivered to beneficiaries of performance or retention shares plans.

The total of Worldline SA treasury stock reach at 1,508,765 shares, splitted between intented shares and assigned shares, as follows:

Intented shares

On the basis of the historical price of treasury shares held to date (€46.44), the gross amount of the portfolio of the 308,765 intented shares is at €14,321,053.40 as of December 31, 2024.

For information, Worldline SA share price was €8.48 as of December 31, 2024. Consequently, given the decline in the market value of the Worldline SA share, an impairment loss of €2.2 million was recognized over the year. As of December 31, 2024, The total depreciation of intented shares amounts to €11.7 million.

Assigned shares

The 1,200,000 Worldline SA shares purchases in 2024, which amounts to €7,372,087.08 (average price per share €6.14) have been assigned to performance and retention shares plans.

In accordance with French regulation, those shares are not subject to impairment.

C

NOTE 7 Deferred charges

(In € thousand)	December 31, 2024	December 31, 2023
Prepaid expenses	8,357	8,666
Deferred charges	9,511	7,136
Redemption premiums on bonds	4,520	2,824
TOTAL PREPAID	**22,388**	**18,626**

PREPAID EXPENSES

(In € thousand)	December 31, 2024	December 31, 2023
Maintenance		920
Licences	7,133	1,791
Other external expenses	1,224	5,955
TOTAL OPERATIONAL PREPAID EXPENSES	**8,357**	**8,666**

Other external expenses are mostly IT costs paid in 2024 and relating to future periods, such as servers, computers, licences.

DEFERRED CHARGES

(In € thousand)	December 31, 2023	Increase	Decrease	December 31, 2024
OCEANE	3,369	0	1,863	1,506
BOND	2,749	3,073	789	5,032
RCF	1,018	3,300	1,346	2,973
TOTAL DEFERRED CHARGES	**7,136**	**6,373**	**3,998**	**9,511**

Deferred charges mainly concern the costs related to the issuance of the OCEANE bonds (€1.5 million) and other bonds (€5 million).

The increase of €6.4 million consists in the costs related to the new bond issued last November of €500 million, for €3.1 million, and fees for €3.3 million, related to the new RCF, in replacement of the previous one, subscribed in july 2024 for an amount of €1,125 million;

The decrease of €4 million consists in:

- the reversal of €1.9 million related to the buy-back operation on November 2024 *(see note 10 Financials Borrowings)*;
- the reversal of €1.3 million related to the previous RCF's deferred charges.

REDEMPTION PREMIUM ON BONDS

(In € thousand)	December 31, 2023	Increase	Decrease	December 31, 2024
BOND	2,824	2,680	984	4,520
Total redemption premiums on bonds	**2,824**	**2,680**	**984**	**4,520**

The bonds issued on September 18, 2019, for €500 million led to book a redemption premium of €2.5 million to be spread on its maturity (5 years). A part of this bond has been reimbursed in May 2023 for €140.3 million.

As of June 30, 2020, two new bonds were issued:

- €500 million bond, due on June 30, 2023 (3 years duration);
- €500 million bond, due on June 30, 2027 (7 years duration).

Those new loans led to book two redemption premiums:

- €0.4 million redemption premium spread over 3 years;
- €3.5 million redemption premium spread over 7 years.

On May 20, 2021, transfer to Worldline SA of Ingenico SA bond for an amount of €600 million maturing on September 13, 2024.

On June 24, 2021, Ingenico S.A. Schuldschein was transferred to Worldline S.A. for €25 million, maturing on May 29, 2025.

On June 30, 2021, Ingenico S.A. Schuldschein was transferred to Worldline S.A. for €30 million, maturing on May 29, 2025.

On September 12, 2023, €600 million bond, due on September 2028 (5 years duration).

As of November 27, 2024, a new bond was issued for €500 million, due on November 27, 2029 (5 years duration)

This new loan led to book a redemption premium of €2.7 million redemption premium spread over 5 years.

NOTE 8 Shareholders' equity

COMMON STOCK

	December 31, 2024	December 31, 2023
Number of shares	283,568	282,975
Nominal value (in euros)	0.68	0.68
Common stock (in thousands of euros)	**192,826**	**192,423**

As of December 31, 2024, the Company's share capital amounted to €192,826,218.92, divided into 283,567,969 fully paid-up shares of €0.68 par value each.

Compared to December 31, 2023, the share capital was increased of €403,231.84 (592,988 shares) corresponding to:

- €202,575.40 corresponding to the issuance of 297,905 common stocks related to Performance share plans (2021 : 297 705 & plan 2023 : 200);
- €200,656.44 corresponding to the issuance of 295,083 common stocks related to the liquidity contracts concluded for the Worldline IGSA's beneficiaries.
- No common stocks for the "Boost 2022" employee shareholding plan have been issued in 2024.

CHANGES IN SHAREHOLDERS' EQUITY

(In € thousand)	December 31, 2023	Dividends paid	Appropriation of previous year result	Capital increase	Others	Net income current year	December 31, 2024
Common stock	192,423	0	0	403	0	0	192,826
Additional paid-in capital	7,744,568	0	0	2,251	-2,069,632	0	5,677,188
Legal reserve	19,160	0	0	0	0	0	19,160
Retained earnings	66,172	0	-2,135,804	0	2,069,632	0	0
Net income for the period	-2,135,804	0	2,135,804	0	0	-382,136	-382,136
TOTAL SHAREHOLDERS' EQUITY	**5,886,520**	**0**	**0**	**2,655**	**0**	**-382,136**	**5,507,039**

The increase in the additional paid-in capital of €2.3 million is mainly related to the liquidity contracts concluded for the acquisition of Ingenico by Worldline S.A. It is composed as follows:

- €2.5 million from liquidity contracts;
- reduction of €0.2 million from Performance share plans 2021 & 2023.

NOTE 9 Provisions

(In € thousand)	December 31, 2023	Charges	Releases used	Releases unused	December 31, 2024
Pensions	7,953	945	117	740	8,041
Litigations and contingencies	185	1,026	0	15	1,196
Other provisions	1,686	15,429	8,321	0	8,794
TOTAL PROVISIONS	**9,824**	**17,401**	**8,438**	**755**	**18,031**

The amounts of other provisions' charges are mainly composed by the departures in the Power24 plan for an amount of €8.1 million, and by the stock options' retention plan for €7 million.

The releases used are mainly composed by the cost of departures within the year for €4.3 million, and the confirmed & scheduled costs for departures in 2025 for €2.3 million, which have been reclassified in social liabilities at year end 2024.

Pensions

In 2019, the Group has set up a supplementary defined benefits pension plan to comply with regulatory changes introduced by the "*Loi Pacte*". Commitments related to this plan amount to €2.5 million as of December 31, 2024.

Evolution of the provision for pension and supplementary defined benefits pension plan in 2024 is presented below:

(In € thousand)	Pensions	Others	Total
Pensions at January 1, 2024	5,643	2,310	7,953
Service cost	-226	177	-49
Interest cost	237	96	333
Contributions paid	-80	0	-80
Others	0	-117	-117
Pensions at December 31, 2024	**5,574**	**2,466**	**8,041**
Unrecognized gains and losses	1,000	1,092	2,093
Retirement commitments at December 31, 2024	**6,574**	**3,559**	**10,133**

Changes in the commitment for pension indemnities (excluding supplementary pensions) during the year and the reconciliation with the provision at year-end are as follows:

(In € thousand)	Pensions
Commitment at January 1, 2024	**7,362**
Service cost	-428
Interest cost	237
Contributions paid	0
Actuarial gains and losses generated during the period	-495
Others	-101
Commitment at December 31, 2024	**6,574**
Unrecognized actuarial gains and losses	-1,000
Pensions provision at December 31, 2024	**5,574**

Evaluation is carried out on an individual basis and main parameters of the calculation are described below:

- Discount rate: 3.40%;
- Wage's inflation: 1.9%;
- Estimated turnover rate:
  - Executives (*i.e.*, "cadres"): decreasing according to age (from 10.60% at the age of 30 years old to zero as from 55 years old);
  - Non-executives (*i.e.*, "non-cadres"): decreasing according to age (from 6.20% at the age of 30 years old to zero as from 45 years old).

NOTE 10 Financial borrowings

CLOSING NET DEBT

(In € thousand)	<1 year	1 to 5 years	>5 years	December 31, 2024	December 31, 2023
Bank overdraft	1,617,362	0	0	1,617,362	927,818
Bonds	462,590	2,346,390	0	2,808,980	3,281,534
Redemption premiums on bonds (OCEANE)	2,875	15,812	0	18,687	39,156
Other borrowings	60,000	0	0	60,000	25,000
Group current accounts	1,780	0	0	1,780	1,796
Total borrowings	**2,144,607**	**2,362,202**	**0**	**4,506,809**	**4,275,305**
Group current accounts	15,448	0	0	15,448	18,174
Securities	576,769	0	0	576,769	296,085
Cash at bank	164,698	0	0	164,698	240,759
Closing net debt	**1,387,692**	**2,362,202**	**0**	**3,749,894**	**3,720,288**

As at December 31, 2024, bonds are composed of:

Main characteristics	July 2019	June 2020	July 2020	December 2020	September 2023	November 2024
	Convertible bond 7 years (**)	**Straight bonds 7 years**	**Convertible bond 5 years (**)**	**Convertible bond 5.7 years**	**Convertible bond 5 years**	**Straight bonds 5 years**
Nature	Oceane	Unsecured Fixed Rate Note	OCEANE	Oceane	Unsecured Fixed Rate Note	Unsecured Fixed Rate Note
Issue date	July 2019	June 2020	July 2020	December 2020 (*)	September 2023	November 2024
Maturity date	July 2026	June 2027	July 2025	July 2026	September 2028	November 2029
Issue size (in € million)	546.4	500.0	395.0	200.0	600.0	500.0
Cash received (in € million)	584.6	496.5	419.9	225.8	597.8	495.7
Coupon	0.0%	0.9%	0.0%	0.0%	4.1%	5.3%
Yield to maturity	(1.1%)	1.0%	(1.2%)	(2.1%)	4.2%	5.4%
Conversion exchange ratio	1 share per bond	N/A	1 share per bond	1 share per bond	N/A	N/A
Early redemption option	From July 2024 to the maturity date	N/A	From July 2023 to the maturity date	From July 2024 to the maturity date	N/A	N/A
Fees (in € million)	5.2	1.8	3.7	0.7	2.7	3.1
Call option (in € million)	4.2	0.0	4.8	2.1	0.0	0.0

Linked to initial convertible bonds issued in July 2020

- *In November 2024, 9% and 34% of respectively 7 years OCEANE 2019 and 5 years OCEANE 2020 was buyback by the Group*

The information presented here only corresponds to the portion remaining in the Group's Convertible bonds liabilities.

Difference between cash received, and issue size is recognized through profit and loss over the duration of the financing.

On July 30, 2019, Worldline issued interest-free bonds, convertible into new shares and/or exchangeable into existing shares (OCEANE bonds) of Worldline for an amount of €600 million maturing on July 30, 2026, unless the bonds have been early redeemed, converted or purchased followed by cancellation.

In June 2020, as part of the financing of the cash component of the acquisition of Ingenico (Shares and OCEANEs), as part of a €4 billion EMTN (Euro Medium Term Note) listed in Luxembourg and signed on June 22, 2020, Worldline issued two bonds of €500 million each. The first bond issue matures on June 30, 2023, and generates interest of 0.50% on the outstanding capital amount. The second bond issue matures on June 30, 2027, and generates interest of 0.875% on the outstanding capital amount.

In July 2020, Worldline issued interest-free bonds, convertible into new shares and/or exchangeable into existing shares of Worldline for an amount of €600 million maturing on July 30, 2025, unless the bonds have been early redeemed, converted or purchased followed by cancellation. The proceeds of these bonds were also used to finance the acquisition of Ingenico.

In December 2020, Worldline placed an additional issue of interest-free bonds convertible into new and/or exchangeable shares of Worldline for an amount of €200 million maturing on July 30, 2026, fully fungible with the OCEANE bonds maturing in 2026 issued in July 2019.

Following the acquisition of Ingenico, additional debts were transferred to the Worldline Group.

In September 2023, Worldline issued a new €600 million bond under the existing EMTN program, maturing on September 12, 2028, and paying interest at 4.125% per annum on the principal amount outstanding principal. These bonds are rated BBB- by S&P Global Ratings in line with the latest corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation.

In September 2024, Worldline redeemed:

- its €354.7 million of the €600 million 1,625% bonds due on September 13, 2024;
- its €359.7 million of the €500 million 0.25% bonds due on September 18, 2024.

On November 27, 2024, Worldline issued a bond of €500 million, matures on November 27, 2029, and generates interest of 5.25% on the outstanding capital amount.

On November 29, 2024 Worldline proceeded to a tender offer on its two convertible bonds OCEANE and bought back as follows:

- €205 million of the existing €600 million convertible bond OCEANE due in July 2025;
- €54 million of the existing €600 million convertible bond OCEANE due in July 2026.

In July 2024, Worldline's €600 million and €450 million facilities have been replaced by a new facility of €1,125.

NOTE 11 Trade accounts, Notes payable and other liabilities

(In € thousand)	December 31, 2024	December 31, 2023
Accounts payable and invoices to be received	56,195	64,986
Staff	10,015	5,801
Social security and other employee welfare liabilities	7,946	8,003
Tax	1,202	5,507
Intercompany current account liabilities	5,432	0
Debts on fixed assets	1,708	3,269
Other liabilities	8,497	3,498
TOTAL PAYABLES	**90,995**	**91,064**

MATURITY OF TRADE ACCOUNTS AND OTHER LIABILITIES

(In € thousand)	December 31, 2024	<1 year	1 to 5 years	>5 years
Accounts payable and invoiced to be received	56,195	56,195	0	0
Staff	10,015	10,015	0	0
Social security and other employee welfare liabilities	7,946	7,946	0	0
Tax	1,202	1,202	0	0
Intercompany current account liabilities	5,432	5,432	0	0
Debts on fixed assets	1,708	1,708	0	0
Other liabilities	8,497	8,497	0	0
TOTAL PAYABLES	**90,995**	**90,995**	**0**	**0**

ACCRUED LIABILITIES

(In € thousand)	December 31, 2024	December 31, 2023
Invoices to be received	48,844	50,619
Tax and social security	14,818	11,666
Accrued interests on bonds & cash pooling	16,408	14,685
Other accrued liabilities	75	1,423
TOTAL ACCRUED LIABILITIES	**80,144**	**78,393**

NOTE 12 Foreign Exchange Liability

(In € thousand)	December 31, 2024	December 31, 2023
Foreign Exchange Liability	383	487
TOTAL FOREIGN EXCHANGE LIABILITY	**383**	**487**

NOTE 13 Revenue

REVENUE SPLIT PER NATURE AND GEOGRAPHICAL AREAS

	December 31, 2024		December 31, 2023	
(In € thousand)	Value	%	Value	%
Corporate activities - Group Service Agreement	87,732	66%	80,088	68%
Corporate activities - Trade Mark Fee	22,173	17%	21,629	18%
Recharges	22,195	17%	15,245	13%
TOTAL REVENUE BY NATURE	**132,100**	**100%**	**116,961**	**100%**
France	31,989	24%	15,774	13%
Foreign countries	100,111	76%	101,188	87%
TOTAL REVENUE BY GEOGRAPHICAL AREAS	**132,100**	**100%**	**116,961**	**100%**

Relationship between Worldline S.A. and its subsidiaries are governed by the following conventions and agreements:

- Management fee contract;
- Support services contract;
- Trademark and domain name license agreement;
- Real estate sublease agreement;
- Patent and software concession agreement;
- Contract for the grant of other intellectual property rights;
- Framework contract for Research and Development.

Thus, for 2024, the turnover amounts to €132.1 million and is split as follows:

- €109.9 million for corporate activities, notably management fees and brand licensing (out of which Group Service Agreement represent €87.7 million and Trademark Fees represent €22.2 million);
- €22.2 million recharges of insurance, trainings and costs related to IT.

NOTE 14 Financial result

(In € thousand)	December 31, 2024	December 31, 2023
Dividends received	13,221	38,753
Investment banking revenue	11,088	7,777
Revenue from receivables on investments	48,417	47,916
Exchange gains	2,398	5,510
Revenue from other financial investments	176	21,694
Redemption premium on bond	20,468	18,120
Other financial income	22,618	3,471
Release of investments depreciation	1,686	543
Reversal of other provisions	0	0
Total financial income	**120,072**	**143,783**
Interests on borrowings	-78,021	-54,347
Depreciation of investments	-335,486	-2,185,129
Other financial provisions	-5,261	-10,145
Foreign exchange losses	-4,921	-1,904
Net losses on disposals of transferable securities	-196	-321
Total financial expenses	**-423,886**	**-2,251,846**
NET FINANCIAL RESULT	**-303,813**	**-2,108,063**

The dividends received in 2024 for an amount of €13.2 million paid by equensWorldline SE. As a reminder, in 2023, Worldline S.A. received a dividend from equensWorldline SE for an amount of €38.7 million.

Investment banking revenue of €11.1 million corresponds to cash pooling's interests received from subsidiaries.

The €48.4 million revenue from receivables on investments corresponds to interests on loans to the subsidiaries, in particular with Worldline SA/NV (Belgium), following the reorganization of Merchant & Terminal Services in 2020, and with Worldline Luxemburg, for an amount of €17.4 million.

Other financial income of €22.6 million are composed by bank's interests received from the UCITS (€6.8 million), by positive conversion of the Oceane's buy-back (€8.6 million), and from positive current accounts (€7.8 million).

Interests on borrowings are related to bonds, and are increasing comparing to 2023, due to the subscription to the new bonds in 2024, with a higher interest rate.

For depreciation of investments, see note 3 "Financial assets".

NOTE 15 Non-recurring items

(In € thousand)	December 31, 2024	December 31, 2023
Proceed from disposal of intangible and tangible assets	0	0
Proceed from disposal of financial investments	0	377
Reversal of provision	7,391	0
Other income	432	7,960
Total non-recurring income	**7,823**	**8,337**
Net book value of intangible and tangible assets sold	0	0
Net book value of financial investments sold	0	-377
Provisions for liabilities and charges	-12,997	-125
Other expenses	-42,987	-17,550
Total non-recurring expenses	**-55,984**	**-18,051**
NON-RECURRING ITEMS RESULT	**-48,160**	**-9,714**

The main highlight for the non-recurring items result corresponds to Power24, its planned post-integration transformation ambition to reinforce Worldline competitiveness. In 2024, Worldline SA recognized €13 million in provisions for liabilities and charges, with a reversal of €7.4 million corresponding to the real departure's costs, during the year.

Other expenses are mostly composed of internal projects carried by the parent company that are unusual and infrequent, and generally related to integrations and acquisitions, rationalization and reorganization costs.

NOTE 16 Taxes

Tax consolidation agreement

Worldline fiscal tax group presents indefinably usable loss carry forward which reach €144.7 million (as a taxable basis) at year-end.

Decrease and increase of the future tax charge of Worldline taxed separately

At year-end, decreases and increases of the future tax charge basis were broken down as follows:

(In € thousand)	Basis decrease	Basis increase
Temporary differences	166,224	266
TOTAL TEMPORARY DIFFERENCES	**166,224**	**266**

No deferred tax assets or liabilities had been recognized.

BREAKDOWN BETWEEN NET INCOME ON ORDINARY ACTIVITIES AND NON-RECURRING ITEMS

(In € thousand)	Before tax	Computed tax	Net amount
Net income on ordinary activities	-333,050	0	-333,050
Non recurring items, tax credit and employee participation	-47,970	-1,116	-49,086
TOTAL CORPORATE TAX	**-381,020**	**-1,116**	**-382,136**

The computed tax of (€1.1 million) is explained by:

- the income research tax credit (CIR) of €0.6 million
- the income consolidation tax with a bonus of €1.8 million
- the year end 2023's adjustment of corporate taxes with french's subsidiaries, for (€3.5 million), declared in may 2024.

NOTE 17 Off-balance sheet commitments

COMMITMENTS GIVEN

(In € thousand)	December 31, 2024	December 31, 2023
Bank guarantees	33,493	37,998
Parental guarantees	618,955	397,932
Pledge of a cash deposit	0	0
Currency swap	79,221	82,692
TOTAL COMMITMENTS GIVEN	**731,669**	**518,622**

For various large long-term contracts performed by its subsidiaries, Worldline SA provides parental guarantees to their contracting parties.

COMMITMENTS RECEIVED

(In € thousand)	December 31, 2024	December 31, 2023
Commitments received	0	0
TOTAL COMMITMENTS RECEIVED	**0**	**0**

NOTE 18 Related parties

The following tables present transactions between Worldline SA and its controlled subsidiaries:

INCOME STATEMENT

(In € thousand)	December 31, 2024	December 31, 2023
Financial income	61,059	89,410
Non-recurring expenses	-2,003	-2,506
Non-recurring income	19,967	8,337
TOTAL	**79,023**	**95,241**

ASSETS

(In € thousand)	December 31, 2024	December 31, 2023
Trade accounts and notes receivable	18,695	35,751
Group current accounts	15,448	16,141
Other current assets	1,641	3,374
TOTAL	**35,784**	**55,266**

LIABILITIES

(In € thousand)	December 31, 2024	December 31, 2023
Trade accounts and notes payable	6,861	1,836
Group current accounts	1,780	1,796
Other current liabilities	12,157	82
TOTAL	**20,798**	**3,714**

In 2024, all transactions carried out between Worldline SA and related parties were performed at normal market conditions.

NOTE 19 Other information

AVERAGE WORKFORCE PER CATEGORY

	December 31, 2024	December 31, 2023
Engineers and managerial staff	346	362
Employees, technicians and supervisory staff	37	46
TOTAL EMPLOYEES AVERAGE	**383**	**408**

Cost of key management personnel of the Group

In 2024, the expenses related of Worldline's top management personnel executives included:

- That of the Chairman of the Board of Director;
- Those of the Chief Executive Officer;
- Those of the Deputy Chief Executive Officer.

The total amount of direct and indirect remuneration of all kinds awarded for the fiscal year 2024 to the members of the management (Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer) and to the Directors for their duties, amounts to €7.2 million.

This sum notably includes the fees to be paid in 2025 to the Directors, for the fiscal year 2024, amounting to €1.0 million.

NOTE 20 Subsequent events

WL Governance Update

Following the meeting on February 25, 2025, the Board Of Directors announced that Pierre-Antoine Vacheron will be taking on the role of Chief Executive Officer effective 1 March 2025.

C.6 Other financial information relating to Worldline SA

C.6.1 Worldline SA five years financial summary (from parent company financial statements)

Accounting year end *(in € thousand)*	**December 31, 2024**	**December 31, 2023**	**December 31, 2022**	**December 31, 2021**	**December 31, 2020**
Duration *(in months)*	12	12	12	12	12
SHARE CAPITAL AT YEAR END:					
Share capital *(in € thousand)*	192,826	192,423	191,603	190,730	189,812
Number of common shares outstanding:					
• Ordinary	283,567,969	282,975,000	281,770,000	280,484,817	279,136,000
Maximum number of future shares to be created:					
• Through conversion of convertible bonds	0	0	0	0	0
• Through exercise of equity warrants	0	0	0	0	0
OPERATIONS AND RESULTS OF THE CURRENT YEAR:					
Operating revenue	132,100	116,961	111,939	296,151	448,448
Income before taxes, profit sharing, amortization and provisions	-48,392	37,995	23,536	106,695	-26,980
Income taxes	1,116	11,818	24,075	33,431	1,116
Profit sharing	-190	-435	-207	-1,939	-2,686
Amortization and provisions	332,818	-2,185,182	18,769	-892,553	-21,818
Net income/(losses)	-382,136	-2,135,804	66,173	-754,366	-50,638
Distributed income	0	0	0	0	0
EARNINGS PER SHARE (IN €):					
but before amortization and provisions	-0.17	0.17	0.17	0.49	-0.10
Net earning	-1.35	-7.55	0.23	-2.69	-0.18
Dividend per share	0	0	0	0	0
EMPLOYEE DATA:					
Average number of employees during the year	383	408	400	1,559	2,739
Total payroll	35,047	35,200	33,755	90,381	139,171
Total benefits	21,739	16,551	14,971	41,330	69,143

C.6.2 Statement used to present information on supplier and customer payment terms mentioned in article D. 441-6 of the French Commercial Code

	Article D. 441 I. -1° of the French Commercial Code: Invoices received not paid as of the closing date and where the term of payment is due					
Trade Payables Invoices sent, not paid	**0 day (indicative)**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 days and more)**
(A) Late payment tranche						
Number of concerned invoices	339	136	55	8	55	254
Total amount of invoices concerned including tax	4,083,613 €	2,933,352 €	434,063 €	-36,449 €	-172,245 €	3,158,720 €
Percentage of the total amount of purchases for the fiscal year including tax	4.6%	3.3%	0.5%	-0.0%	-0.2%	3.6%
(B) Excluded invoices of (A) related to disputes or unrecognized receivables						
Number of excluded invoices						
TOTAL AMOUNT OF EXCLUDED INVOICES INCLUDING VAT						
(C) Reference payment terms used (contractual or legal deadline - article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used to calculate late payments	Contractual deadlines : 30 and 60 Days - at invoice date (Intercompanies)					

	Article D. 441 I. -1° of the French Commercial Code: Invoices received not paid as of the closing date and where the term of payment is due					
Trade Receivables Invoices received, not paid	**0 day (indicative)**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 days and more)**
(A) Late payment tranche						
Number of concerned invoices	3	228	123	46	350	747
Total amount of invoices concerned including tax	**346,950 €**	**1,534,882 €**	**-5,455,385 €**	**1,244,125 €**	**2,447,816 €**	**-228,562 €**
Percentage of turnover of purchases for the fiscal year including tax	0.2%	1.0%	-3.4%	0.8%	1.5%	-0.1%
(B) Excluded invoices of (A) related to disputes or unrecognized debts *						
Number of excluded invoices						
TOTAL AMOUNT OF EXCLUDED INVOICES INCLUDING VAT						

(C) Reference payment terms used
(contractual or legal deadline - article L. 441-6 or article L. 443-1 of the French Commercial Code)

Payment terms used to calculate late payments — *Contractual deadlines : 30 and 60 Days - at invoice date (Intercompanies)*

* *Disputed supplier invoices for which credit note is awaited are excluded.*

C.7 Related party transactions

C.7.1 Agreements entered into with SIX Group AG in relation with the acquisition of SIX Payment Services

As a reminder, Worldline and SIX Group AG entered into a master agreement on May 14, 2018, relating to the acquisition by Worldline of the payment services division of SIX Group AG. In the context of this acquisition completed on November 30, 2018, the following agreements have been, notably, entered into between Worldline and SIX Group AG:

- A Second Settlement Agreement signed on June 9, 2020, in the context of finalizing certain post-closing actions. These actions include in particular: (i) finalizing and definitively closing the accounts used to complete the acquisition; (ii) formalizing SIX Group AG's commitment to pay Worldline the amount of the price adjustment set at CHF 58,975,000; (iii) waiving the right to reclaim issues that have already been taken into account in the final accounts for the execution of the transaction, (iv) resolving certain pending issues following the completion of the acquisition as well as (v) agreeing to a commitment by SIX Group AG to indemnify Worldline for the maximum amount of CHF 2,800,000 for any contingent liabilities due to an ongoing dispute. The signature of this Second Settlement Agreement was authorized by the Board of Directors on June 9, 2020, and approved by the Shareholders' General Meeting on May 20, 2021 (4th resolution);
- A Shareholders' Agreement between SIX Group AG and Worldline (the "**SIX Group AG Agreement**"). As a consequence of the distribution by Atos SE of Worldline shares on May 7, 2019, the SIX Group AG Agreement has been amended. This amendment was authorized by the Board of Directors and approved by the Shareholders' General Meeting on April 30, 2019. A very limited number of technical provisions contained in the SIX Group AG Agreement and its amendment are still in force and relate in particular with the cooperation between Worldline and SIX Group in order to facilitate any transfer by SIX Group of Worldline securities in a manner that does not disrupt the orderly trading of the securities provided that costs relating to such cooperation shall be borne by SIX Group. Given that the remaining commitments constitute customary commitments entered into under usual conditions, the Shareholders' Agreement does not qualify any longer as a regulated-party agreement.
- A series of agreements relating to commercial, IT infrastructure services, transitional services, trademarks, real estate agreements and governance-related agreements:
  - **Commercial agreement relating to services to the Swiss banking ecosystem (SBSA)**
    - **Parties to the SBSA:** a Worldline Group entity (Worldline Switzerland AG – ex-SIX Payment Services AG) as service provider and a SIX Group entity (SIX BBS AG – ex-Swisskey AG) as service recipient;
    - **Duration:** 10 years as from November 30, 2018;
    - **Purpose:** under this Swiss Banks Services Agreement (the "**SBSA**") governed by Swiss law, SIX BBS AG is the recipient of services such as debit card processing, Automated Teller Machine processing and TWINT finance processing to the Swiss banking ecosystem, long-term oriented quality of services and best in-class innovation;
    - **Important provisions:** the termination provisions may, in particular, be triggered in the event of a direct or indirect change of control of Worldline Switzerland AG (including, inter alia, where the legal or beneficial ownership of over 50% of its capital or similar is acquired by another entity, where it is merged with or into another unaffiliated entity, where all or substantially all of its assets are transferred, or where the power to direct or cause the direction of the management and policies of Worldline Switzerland AG or the power to elect the majority of its Board members is acquired by another entity);
    - **Amount:** in 2024, Worldline Switzerland AG invoiced SIX BBS AG in connection with the SBSA for approximately €32.9 million.
  - **IT infrastructure services agreement (Long Term Infrastructure Agreement – "LTIA")**
    - **Parties:** a Worldline Group entity (Worldline Switzerland AG – ex-SIX Payment Services AG) as service recipient and a SIX Group company (SIX Group Services AG) as service provider;
    - **Duration:** 10 years as from November 30, 2018,
    - **Purpose:** under the LTIA, Worldline Switzerland (and its affiliates) receive certain services including system services, network services, security and compliance services, IT operations services and service desk services from SIX Group Services AG necessary for the continuation of the payment services business without interruption;
    - **Amount:** in 2024, Worldline Switzerland AG paid to SIX Group Services AG a total of €41.2 million in connection with the LTIA;
  - **Real-estate agreements**
    - **Parties:** a SIX Group entity (SIX Management AG) as service provider and a Worldline Group entity (SIX Payment Services AG) as service recipient;
    - **Purpose:** facilities management agreements relating to certain facilities services in respect of properties in Zurich (Switzerland);
    - In addition, sub-lease or lease agreements have been entered into with SIX Management AG pursuant to which SIX Group entities, acting as proprietors or main tenants, lease or sublease business-related property in Central and Eastern Europe to Worldline's entities;
    - **Amount:** in 2024, Worldline Group paid to SIX Group a total of €9.3 million in connection with the foregoing real-estate agreements.

C

- **Trademark agreement**

  A trademark license agreement has been entered into between SIX Group AG as licensor and various Worldline Group entities as licensees, pursuant to which certain trademarks of SIX Group AG are licensed to these entities for use for the purpose of continuing the payment services business without interruption. This agreement is effective for a duration of 5 years (*i.e.* until November 30, 2023). This trademark license has been granted to Worldline as part of the acquisition of SIX Payment Services free of charge. At the time of purchase price allocation, such right to use the SIX brand represented an intangible asset of €3.7 million, fully amortized over 12 months. Therefore, the trademark license has no longer an impact from an accounting point of view and no royalties are paid.

- **Other agreements**

  Some of Worldline Group companies (which were part of SIX Payment Services) provide services to certain SIX Group companies, inter alia, for the purposes of monitoring services, pricing solutions, data integration and sub-contracting of certain customer agreements.

  In 2024, Worldline Group paid SIX Group a total of €1.4 million in connection with the foregoing agreements.

C.7.2 Agreements entered into in relation with the acquisition of Ingenico Group

As a reminder, in the context of the acquisition of Ingenico Group, Worldline entered into the following agreements with Deutscher Sparkassen Verlag GmbH (“**DSV Group**”) on June 8, 2020:

- A Business Combination Agreement (“**BCA**”) in order to formalize their agreement, in particular the definition of the conditions surrounding the contribution by Worldline of its Merchant Services activities in Germany and Austria to PAYONE and the acquisition by the Worldline Group of the Swiss-based activity of PAYONE (a joint venture created with DSV Group). The BCA has been amended on January 25, 2021, and on November 25, 2021, after authorization by the Board of Directors and then approved by the General Meetings on May 20, 2021 (5th resolution) and on June 9, 2022 (7th resolution). The purposes of the amendments were respectively to postpone the closing date and to finalize the post-closing operations (for more details please see section E.8.2 of the 2021 Universal Registration Document).
- A shareholder’s agreement setting forth the rules of governance of PAYONE and the appointment of a representative of DSV at the Board of Directors of Worldline SA.

In addition, as a reminder (see sections E.8 and G.2.3.1 of the 2021 Universal Registration Document for more details), Worldline has entered into some agreements with BPI France Participations and SIX Group AG which provide for the appointment of representatives of the latter to the Board of Directors of Worldline.

C.7.3 Agreements entered into with Crédit Agricole in relation with the JV CAWL

Crédit Agricole is the non-controlling shareholder of CAWL, jointly held entity controlled by Worldline and fully consolidated.

In this respect, the Worldline Group, including CAWL, has entered specific agreements, that notably include:

- *Framework Partnership agreement:* this agreement formalizes the conditions of implementation and the operational principles of the partnership. The framework partnership agreement also defines the reciprocal exclusivity commitments between the parties, the scope of the partnership and the characteristics of CAWL and its relationship with the parties. It sets out the respective commitments of the parties under the successive phases of the partnership as described below:
  - A first phase taking the form of a commercial partnership through joint commercial responses; and
  - A second phase taking the form of an industrial partnership for merchant electronic payment services combining acceptance services and acquisition services, through CAWL.
- *CAWL Shareholder’s agreement:* this agreement organizes the parties' relations within CAWL and define their respective rights and obligations as shareholders. The shareholders' agreement provides for the conditions under which the parties cooperate within CAWL; the rights and obligations of the parties in relation to the governance of CAWL; the rights and obligations of the parties involved in holding and transferring the shares making up CAWL's capital.
- *Business Referral Agreement:* This agreement sets forth the terms and conditions pursuant to which some Credit Agricole Group Banks will distribute Worldline services in France to their customers.
- *Support Services Agreement:* This agreement sets forth the terms and conditions pursuant to which Crédit Agricole Payment Services shall provide support services to CAWL.

C

C.8 Non-IFRS financial measures

C.8.1 Adjusted EBITDA

In addition to IFRS measures, the Group uses an additional performance measure, Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization (Adjusted EBITDA), which excludes from operating margin the impact of depreciation and certain other expenses detailed in the table below. Adjusted EBITDA is a non-IFRS measure and has no standard definition. As a result, the definition used by the Group may not correspond to the definitions given to the same term by other companies. Adjusted EBITDA should not be used in lieu of IFRS measures.

The following table provides a reconciliation of operating margin to adjusted EBITDA, on a consolidated basis.

(In € million)	12 months ended December 31, 2024	12 months ended December 31, 2023	Variation
Operating margin	**686.7**	**789.8**	**(103.1)**
+ Depreciation of fixed assets	350.3	298.3	51.9
+ Net book value of assets sold/written off	6.7	4.3	2.4
+/- Net charge/(release) of pension provisions	9.8	(0.8)	10.5
+/- Net charge/(release) of provisions	17.0	18.7	(1.8)
ADJUSTED EBITDA	**1,070.4**	**1,110.4**	**(40.0)**

C.8.2 Free Cash Flow

In addition to cash flow calculated in accordance with IFRS, the Group presents the non-IFRS indicators “Cash from operation”, “Unlevered Free Cash Flow” and “Free Cash Flow”. These indicators are calculated based on adjusted EBITDA, which is calculated as described above.

The following table sets forth a reconciliation of adjusted EBITDA to Cash Flow from Operation, then from Cash Flow from Operation to Unlevered Free Cash Flow, and then from Unlevered Free Cash Flow to Free Cash Flow, for the periods indicated.

In € million	12 months ended December 31, 2024	12 months ended December 31, 2023
Adjusted EBITDA	**1,070.4**	**1,110.4**
Capital expenditures	(281.5)	(332.9)
Lease expenditures (Lease under IFRS16)	(116.6)	(105.7)
Change in working capital requirement	(72.4)	(18.6)
Cash from operation	**599.9**	**653.2**
Taxes paid	(141.2)	(102.2)
Rationalization & associated costs in other operating income	(163.2)	(51.5)
Integration and acquisition costs	(87.6)	(143.0)
Other changes*	(10.1)	1.5
Unlevered Free Cash Flow	**197.7**	**358.0**
Income (cost) of net financial debt	3.3	(2.9)
FREE CASH FLOW	**201.0**	**355.1**

* *"Other changes" include other operating income and expense with cash impact (excluding reorganization, rationalization and associated costs, integration costs and acquisition costs), and other financial items with cash impact, net long term financial investments excluding acquisitions and disposals.*

The following table sets forth a reconciliation of “Cash from operations” calculated on the basis set forth above to “Net cash flow from operating activities” on an IFRS basis.

In € million	**12 months ended December 31, 2024**	**12 months ended December 31, 2023**
Cash from operation	**599.9**	**653.2**
- Operating Investments	281.5	332.9
- Lease expenditures (Lease under IFRS 16)	116.6	105.7
Income tax paid	(141.2)	(102.2)
Rationalization and associated costs (from other operating income and expense)	(163.2)	(51.5)
Integration and acquisition costs	(87.6)	(143.0)
Other operating income and expense	(2.9)	(3.3)
Other financial income and expense	0.0	0.0
Net cash flow from operating activities	**603.1**	**791.**

C

C.8.3 NET DEBT

In addition to financial debt calculated in accordance with IFRS, the Group presents the net debt calculated as follows:

- total borrowings (bonds, finance leases, short and long-term bank loans, securitization and other borrowings);
- short-term financial assets and liabilities bearing interest with a maturity of less than 12 months;
- less cash and cash equivalents (transferable securities, cash at bank and in hand);
- IFRS 16 lease liabilities.

The following table provides a summary of the Group's net debt:

(In € million)	**As at December 31, 2024**	**As at December 31, 2023**
Non-current financial debt	(2,496.3)	(2,755.5)
Current portion of financial debt	(879.9)	(951.2)
Cash and cash equivalents	1,766.4	1,896.0
Lease liabilities	(402.3)	(344.9)
TOTAL NET CASH/(DEBT)	**(2,012.1)**	**(2,155.6)**

C.8.4 EBITDA

In addition to operating margin calculated in accordance with IFRS, the Group presents “EBITDA” calculated from operating margin as described below. This indicator is used for top managers' incentives.

The following table provides a reconciliation of operating margin to EBITDA for the periods indicated.

(In € million)	**12 months ended December 31, 2024**	**12 months ended December 31, 2023**
Operating margin	**686.7**	**789.8**
Depreciation of fixed assets	350.3	298.3
Net book value of assets sold/written off	6.7	4.3
Net charge/(release) of pension provisions	9.8	(0.8)
Net charge/(release) of provisions	17.0	18.7
Rationalization and associated costs (from other operating income and expense)	(232.9)	(62.5)
Integration and acquisition costs	(87.6)	(142.7)
EBITDA	**749.9**	**905.2**

D

Worldline risk management framework

D.1 Context

The fast-evolving payment landscape and Worldline's ambition to be the European leader in payments technology and true payments partner, placing our customers' needs at the center of our activities, demands robust and proactive risk management. The Group's transformation ambitions, combined with the complexity of its environment and associated uncertainties, require a well-structured organization to ensure effective risk mitigation. Risk management is, therefore, embedded in Worldline's strategy and processes, supporting both operational and strategic decision-making to help achieve the Group's objectives. Unmanaged risks, if realized, could have a significant adverse impact on Worldline's ambitions. To address this, the Group embraces a continuous risk assessment process and applies targeted internal controls.

Worldline's matrix organization structure combines Global Business Lines (GBLs) with regional and functional management through Support Functions. This setup enables a multidimensional view of operations, where risks are assessed and monitored across business lines and functions.

The Group operates a three lines model, with the Risk Management, Compliance, Security, and Resilience departments as the second line, and Internal Audit as the third. The second line plays a critical role in overseeing the risk management framework and implementing effective controls, while Internal Audit provides independent assurance to senior management on governance and control standards.

Risk management activities and the implementation of risk responses are closely monitored by executive management. Additionally, a consolidated risk view is regularly presented to the Group Audit Committee.

Worldline's risk management framework also takes into account the requirements of various regulators overseeing licensed Worldline entities and is regularly reviewed with them.

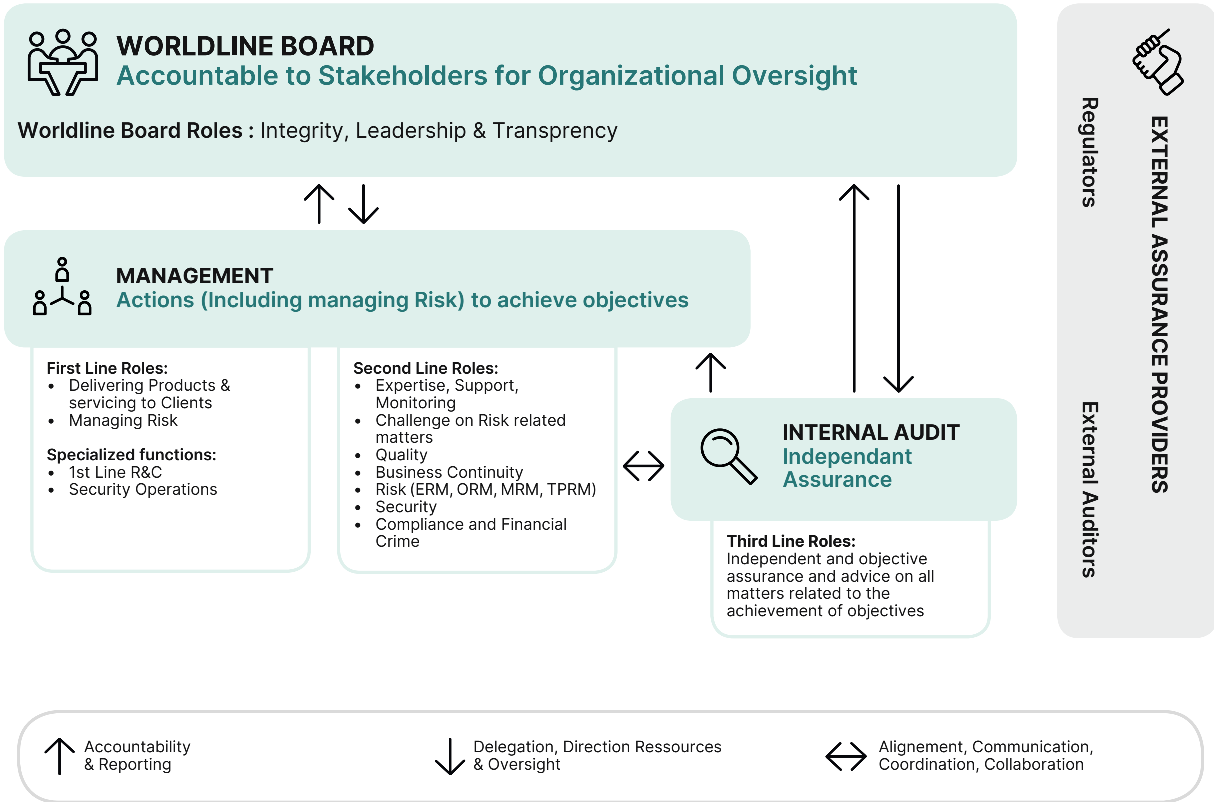
Investors are encouraged to review the Universal Registration Document carefully, particularly the risk factors outlined in this chapter. The specific risks detailed in section D.3 are those that, if they materialize, could significantly impact the Group's objectives. Additionally, investors should be aware that other risks may exist which are not yet identified, or whose impact may not currently be considered material.

D.2 A tailor made framework

At Worldline, a risk is defined as the possibility that events will occur that affect the achievement of Worldline's strategy and business objectives.

Risk management is an integral part of the Group's activities. Its organization, the corresponding governance, as well as the dedicated activities deployed for a transversal management of risks are described in the paragraphs below.

The risk management organization is consistent with the Institute of Internal Auditors' Three Lines Model.



The first line is responsible for the day-to-day implementation of activities and processes. As such, it oversees implementing effective internal controls as risk and control owners.

Risk management activities are pure second line players providing oversight as well as tools, systems and guidance necessary to support, challenge and monitor the first line in identifying, managing and monitoring risks. Accordingly, and as the first line, the second line is regularly audited by Internal Audit to provide reasonable assurance on the Second line oversight.

Since early 2024, the Risk, Resilience & Security are directly reporting to the Group CEO.

D.2.1 Worldline risk management Organization

Risk management at Worldline is a shared responsibility across all employees, with the tone set from the top by the Board, which actively oversees the organization's risk profile and monitors the risk management framework through its Audit Committee. The Executive Committee is tasked with managing risks strategically, ensuring a balanced approach that allows Worldline to achieve its objectives while also safeguarding:

- Compliance with applicable laws and regulations,
- Reliability of financial information, and
- Operational effectiveness and efficiency.

Worldline's governance requires close risk monitoring and involvement at all levels of the organization, including both Group and Global Business Lines (GBLs). This is achieved through a global risk management structure composed of specialized Group risk teams that oversee central functions and guide local risk teams that are embedded in each GBL.

The Group's risk management framework is based on international standards, particularly the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission) and ISO 31000 guidelines. This alignment ensures Worldline meets stakeholder expectations, including those of regulators, customers, partners, and external auditors. Core risk management principles are defined at the Group level and are mandatory for all entities. The framework is periodically adapted through addendums to meet the unique needs of each business activity.

D.2.2 A dedicated governance

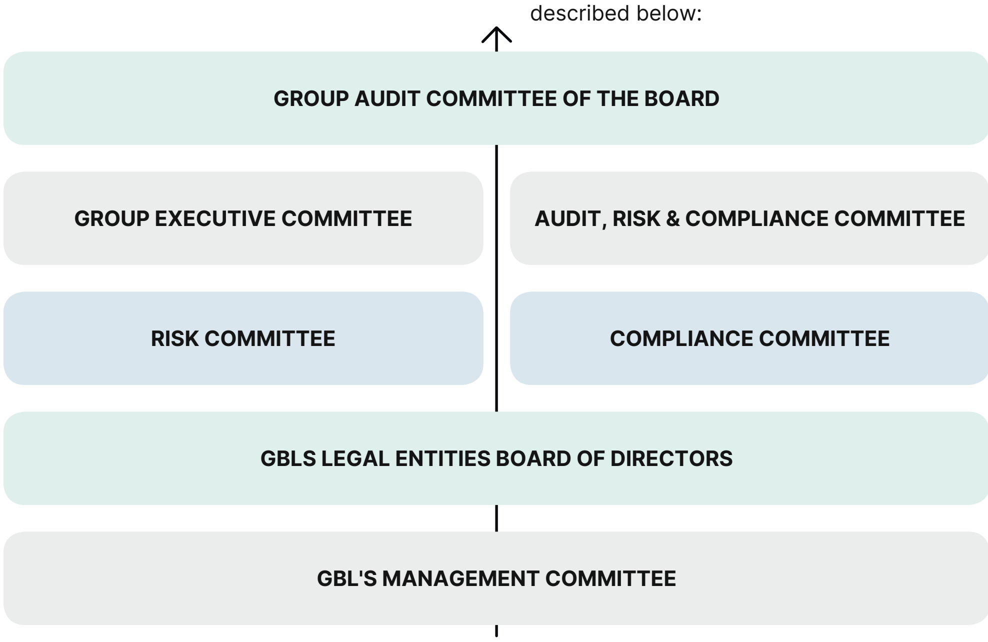
The Company's governance structure aims to ensure that relevant and reliable information is effectively communicated in a timely manner to the relevant stakeholders.

Top-down and bottom-up communication channels are defined within each function to cascade instructions and get feedback on their execution & corresponding risks.

Worldline distributes information throughout the organization on a need-to-know basis, including management's messages on objectives and quality of service as well as risk management, through several channels, including but not limited to:

- Regular management communication;
- Internal risk newsletters; • Risk, Resilience and Security SharePoint site
- The global Governance, Risk & Compliance tool.

Formal reporting lines have been defined based on the operational and the functional structures. This reporting structure is aligned to standard formats and concerns both financial and non-financial information as well as operational performance. At Group level, the main bodies to supervise the deployment of the risk management activities are described below:



Board of Directors supported by the Audit Committee of the Board

The Board of Directors prepares governance rules outlining the Board's role supported by its committees, who report on the quality of internal controls. The Audit Committee is informed of the content and the implementation of internal control procedures used to ensure the reliability and accuracy of financial information and operations and stays informed about the proper implementation of internal controls.

It is materialized by a regular review conducted by the Group Audit Committee of the Board of the status of principal risks. This is completed by specific deep dives when needed. On a quarterly basis, the Audit Committee also conducts a thorough analysis of all the major critical contracts and major litigations.

Group Executive Committee

Executive managers are responsible and accountable for achieving the Group's business and strategic objectives, as well as for overseeing day-to-day operations within their areas. They receive regular risk reports specific to their areas, ensuring transparency and providing updates on the progress of defined actions to support effective decision-making.

Group Merchant Risk and Compliance Committee

At Group management level, the Global Compliance Function reports twice a year on compliance matters to the Compliance Committee. The reporting covers Ethics & Anti-Corruption, regulatory compliance and Data Protection and focuses on compliance policies and processes, risk overviews and action plans, main programs and projects, awareness strategy and progress, main regulatory compliance evolution as well as follow-ups of audit actions. Since October 2024, Financial Crime Compliance is split from the Global Compliance function and reports directly to the General Secretary. A separate Financial Crime Compliance Committee has been established starting in 2025.

The Group Merchant Risk Committee gathers once a month focusing on Merchant related risks (this includes monitoring the merchant risk portfolio in line with the risk appetite as well as decisions on individual merchant cases requiring approval by the top management)

The Committee is chaired by the Group Chief Executive Officer. Permanent members of the Committee include in particular the Group Chief Financial Officer, the Group Chief Operations Officer, the Group Chief Risk Officer and each Head of GBL as well as Group Head of Compliance and Group Legal Operations.

GBLs Management Committee

The GBL risk management teams provide regular reporting to each GBL management, enabling effective risk monitoring and timely decision-making at the appropriate level. This structure ensures direct communication between risk teams and business units, allowing for rapid alerts on emerging threats and quick action on risk-related issues.

GBL management can then determine and implement appropriate risk responses accordingly.

Local Board of Directors

In accordance with local regulations & laws, local Boards of Directors are established for concerned entities. In such a case, the same principles as the ones described for Group level are applied.

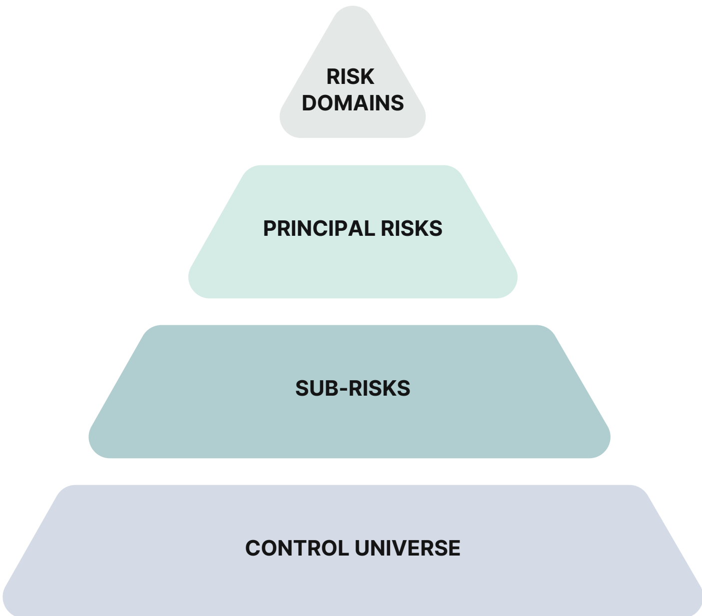
D.2.3 Risk management activities & tools

D.2.3.1 Main principles

The risk management team operates as a second-line function, supporting the business in identifying, assessing, and monitoring risks across the organization. This includes oversight of bids, projects, operations, IT systems, and third-party relationships. The function is structured into specialized teams, each focusing on specific risk types. At the Group level, centralized steering defines the principles and policies to be applied by GBL risk teams.

Dedicated risk managers within each GBL implement key components of the risk framework locally, supporting the business in establishing effective risk management processes. They promote risk awareness within their areas, maintain centralized risk registers, deliver training to business units, and advise senior management on appropriate risk responses and escalation paths when necessary.

The Risk Taxonomy



D.2.3.2 Key elements for combined assurance

In line with the three lines model, the overall objective is to provide a combined assurance to all stakeholders on the effectiveness of the implemented internal control and risk management processes. To achieve this, the risk management framework has been cascaded down to all entities & functions through the global risk management policy.

A key element of the risk policy is the Worldline risk taxonomy, which is the reference shared with Group Internal Audit and other 2nd line functions. It allows consistency and facilitates consolidation through departments. The heatmap, risk evaluation criteria and thresholds are defined and used by all stakeholders.

D.2.3.3 Global risk management Functions

D.2.3.3.1 Enterprise and operational risk management

Enterprise Risk Management (ERM) provides a holistic approach to identifying, assessing, managing, and monitoring risks across an entire organization. ERM aims to provide a framework that enables the organization to understand the interconnected nature of various risks and to manage them in alignment with overall business objectives. To create the unified view of risk a central risk register is maintained and translated into a risk heatmap highlighting the top risks. Both the risk register and risk heatmap are revised on a regular basis under the sponsorship of senior management.

Risks are collated from across the business and rated consistently by applying standard impact and likelihood scales. Based on the taxonomy developed within Worldline, this assessment covers potential risks related to:

- Finance;
- Operations, including the delivery of services and products, employees, the performance of internal systems, security and safety;
- Legal and Compliance;
- Strategy and Environmental, Social and Governance risks; and
- Payment sector, including customer fraud or merchant default risk

Operational risk management is defined as the risk of loss resulting from inadequate or failed internal processes, systems or people, or from external events. More broadly, it is the risk that may affect Worldline's resilience and ability to execute its business plan. While Enterprise Risk Management is focusing more on providing a holistic top-down view to support strategic decision making, operational risk is focusing on more specific assessments of processes, functions or systems and ensuring adequate controls are put in place to mitigate inherent risks in the business.

Internal control is at the heart of the risk management activities and defined as set of processes, procedures, and mechanisms that an organization implements to ensure the integrity of its financial reporting, operational effectiveness, regulatory compliance, and asset protection. These controls are designed to provide reasonable assurance that the organization achieves its objectives in an orderly and efficient manner.

The main referential for Worldline's Internal Control activities is the Group's Control Universe (BlueBook) which is deployed across the GBLs through the local risk officers .The BlueBook includes key control activities of the Group and does not only cover the financial processes, but also various other areas such as delivery, procurement, human resources, as well as risk and compliance activities (*e.g.* security, legal, sustainability).

The BlueBook is updated and distributed throughout the Group every year, considering new or changed services or processes and related control activities. This document evolves along with the processes and the emerging risks.

Some controls are part of dedicated frameworks, for specific purposes (*e.g.* certifications, client assurance reports) and should be considered as sub-parts of the BlueBook (*e.g.* Financial reporting, ISAE 3402, PCI DSS, etc.).

The effectiveness of the control framework is monitored by the 2nd line through specific Key Performance Indicators (KPIs), Process at risk assessments, control self-assessment questionnaires and control testing campaigns and reported to the executive management on a recurring basis.

Next to the control monitoring activities driven by the risk function, regular assessments are performed by "independent auditors" including:

External Auditors:

- ISO Auditors: following an audit plan covering ISO standards for quality (ISO 9001), Security (ISO 27001); Environment (ISO 14001) and IT service (ISO 20000); PCI DSS certification
- External Financial Auditors: focused on the reliability of financial information;
- Service auditors (performing ISAE 3402 audits): focused on key controls implemented to ensure the effectiveness of processes that support the services in scope of the ISAE 3402 (for Worldline clients).

Internal Audit:

Being Worldline's Third line, Group Internal Audit (GIA) tasks contribute to the Internal Control activity: following a risk-based annual audit plan, GIA assesses both Support Functions and Operations. Internal Audit ensures that the Internal Control procedures are properly enforced and supports the improvement of the process.

In 2024, Internal Audit carried out a total of 78 audit assignments (including investigations at the request of general management) assessing the functioning of Internal Control system: in the domain of support functions (Finance, Human Resources, Purchasing, Sales) and related to Operations/core business. All assignments have been finalized by the issuance of an audit report including action plans to be implemented by the related managerial unit.

Furthermore, twice a year, a full review of open recommendations is performed by Internal Audit with concerned owners and reported to the Group Executive Committee and to the Audit Committee. In 2024, 86% of audit recommendations, with a rating medium or higher, have been implemented in due time.

This governance is regularly reviewed and challenged by the Internal Audit department. The team operates in accordance with a consistent methodology and approach. In addition, dedicated points of contact are identified within regulated entities when necessary.

The Audit Committee & Executives receive regular reports on the execution of the audit plan (assignments, objectives, results and recommendations). Internal Audit remains in contact with the statutory auditors to ensure effective coordination between internal and external audit.

Working towards combined assurance, the yearly audit plan is executed under a risk-based approach, taking into consideration all inputs from risk management teams.

In 2024, Internal Audit maintained the French Institute for Internal Audit's (IFACI) certification. This accreditation attests to the quality of the Internal Audit (IA) function, the level of compliance with international standards.

Internal audit also actively helps payment institutions meeting their regulatory requirements in order to retain their regulatory status. To this end, an annual assessment of the control environment has therefore been included in the audit plan.

D.2.3.3.2 Internal controls related to financial information

D.2.3.3.2.1 Systems related to accounting and financial information

Worldline's internal control system is linked to the internal control reference framework prescribed by the AMF (*Autorité des Marchés Financiers*). Accordingly, the financial governance of the Group relies on a set of global financial processes, that are part of the Internal Control system and that call for specific attention due to their sensitivity:

- Financial Operations: General Accounting, Terminal Inventory Management, Invoicing & Cash Collection, Intermediation Accounting, Taxes, Insurance, Pension and Consolidation
- Controlling processes: Bidding & Invest, Management Reporting, Budget & Planification
- Expertise processes: Treasury, Procurement, Real Estate and Facility Management

D.2.3.3.2.2 Local and Group financial organization

The management of the Finance function is performed through the Finance Management Committee (MANCO) chaired by the Group CFO.

This Committee is held on a weekly basis gathering the managers of the main functions within the Finance organization. This Committee deals with transversal topics that are critical for the Group and with operational topics and GBL-specific issues.

Group Finance department oversees the steering of the financial processes, especially through the financial consolidation, the monitoring of financial compliance matters, the supply of expertise and the control of the reported financial information. It reviews accounting options, significant accounting items, as well as potential internal control weaknesses and initiates required corrective actions when needed.

D.2.3.3.2.3 Group finance policies and procedures

Group Finance has drawn up a number of Group policies and procedures to control how financial information is recorded and processed by subsidiaries. These policies and procedures were discussed with the statutory auditors before issuance and include the following:

- Group Accounting Manual : accounting principles, guidelines on how financial information must be prepared, with common presentation and valuation standards. They also specify the accounting principles in order to prepare budgets, forecasts and submit actual financial reporting required for Group consolidation purposes.
- Instructions and timetable: Financial reporting including budget of the entities, revised budget and annual and half-yearly financial statements by subsidiary is carried out in a standard format and within a timetable defined by specific instructions and procedures. Group Finance liaises with statutory auditors to coordinate the annual and half-year closing processes.

Training and information sessions are organized regularly in order to circulate these policies and procedures within the Group. A dedicated intranet site is accessible to all accounting staff, which facilitates the sharing of knowledge and issues raised by members of the financial community.

D.2.3.3.2.4 Information systems

Information systems play a key role in the establishment and maintenance of the Internal Control system related to accounting and financial information, enabling automated preventive controls, but also monitoring and analysis capabilities.

An integrated ERP system supports the production of accounting and financial information in most of the subsidiaries within the Group except mostly for those recently acquired. These subsidiaries are onboarded following a roadmap in the connect project to integrate this ERP.

A unified reporting and consolidation tool is used for financial information (operational reporting and statutory figures). Each subsidiary reports its financial statements on a standalone basis in order to be consolidated at Group level. There is no intermediary consolidation level and all accounting entries linked to the consolidation remain under the direct control of Group Finance. Off-balance sheet commitments are reported as part of the mainstream financial information and are reviewed by Group Finance.

D.2.3.3.2.5 Monitoring and control

In addition to the defined financial processes, monitoring and control processes aim to make sure that accounting and financial information complies with all the defined policies, rules and instructions.

Financial reporting controls (which are integrated in the BlueBook) are updated periodically and have been rolled out at local level. It requires the main subsidiaries to complete a substantial tool on a monthly/quarterly/half-year basis to formalize key internal controls performed over financial cycles and provide appropriate back-up to support closing positions.

Representation letters are provided during the annual and half-year accounts preparation, when the management and head of finance of each subsidiary are required to certify in writing that:

- They have complied with the Group's accounting rules and policies;
- They are not aware of any cases of proven or potential fraud that may have an impact on the financial statements;
- The estimated amounts resulting from the assumptions made by management enable the Company to execute the corresponding actions; and
- To the best of their knowledge, there have been no major dysfunctions in the control systems in place within their respective subsidiaries.

The review of the internal control procedures associated with financial information processing is captured by Group Internal Audit, working together with Group Finance to identify the main risks and adjust their audit planning accordingly.

D.2.3.3.2.6 Outlook

In 2025, we aim to continue the standardization and harmonization of our processes through investments in data-driven solutions and automation.

Initiatives and corresponding action plans identified through the risk heatmap exercise per process as well as within Internal Audits report will continue to be checked and aligned to ensure that proper attention is given to those topics, jointly with internal control activities to ensure that management control of risks remain satisfying.

Group Internal Audit will pursue the internal review program updated following the risk assessment performed in 2024 and will monitor the implementation of its recommendations.

D.2.3.4 Insurances

Notably based on the work conducted by the risk management team, Worldline Group identifies the principal insurable risks and quantifies their potential consequences and defines the policy with respect to insurances.

The Worldline Group entities are covered by the master insurance policies maintained by Worldline, under which they are insured parties and which are centrally negotiated by the Worldline Group. The policies offer coverage for risks regarding property damage and business interruption, general and commercial liability and professional indemnity, cyber-criminality, crime, Directors & Officers liability, and others.

As such, Worldline Group is covered for General and Commercial Liability and Professional Indemnity insurance.

Also, Worldline's property damage and business interruption policy is valid until December 31, 2025.

The Group is insured under certain other policies covering other insurable risks for an amount adequate for the type of and size of risks incurred. Deductibles are set at a level intended to encourage efficient risk management and to control premium costs.

The Group also maintains policies required for regulatory reasons.

Worldline Group formed in 2019 a dedicated reinsurance company which it wholly owns, Worldline Ré. This reinsurance company covers the Worldline Group in respect of certain portions of the General and Commercial Liability and Professional Indemnity policies. The insured risks of the dedicated reinsurance company are also monitored by the subscription Committee of the reinsurance company, and that capital and technical reserves are sufficient for the risks incurred.

D

D.2.3.5 Specific risk management activities

Merchant risk management

Acquirers like Worldline face several types of merchant risks, including credit risk and fraud risk. Credit risk arises when merchants default on their financial obligations, potentially leading to losses for the acquirer (e.g., chargebacks due to services not rendered). Fraud risk involves exposure to chargebacks and fraudulent transactions, which can harm the acquirer's reputation and financial stability. Both risks are monitored by a dedicated Merchant Risk Management team that together with the operational teams continuously monitors the quality of our merchant base and their transaction patterns.

Third party risk management

The increasing complexity of the information technology activities along with the larger number of stakeholders providing services to Worldline, has led to the establishment of a dedicated function to oversee third parties (both suppliers and partners). A standard methodology has been defined in line with the best practices (e.g., from the European Banking Authorities or the requirements outlined in the Digital Operational Resilience Act), and it includes various criteria linked with financial analysis, security, business continuity & compliance aspects, with an aim to reduce unwanted risk exposure to third parties.

Projects, Bids & Contracts risk management

Risk management is a fundamental component of Worldline’s operations, encompassing every stage of the bid and contracting process— from initiation to expiration— and extending throughout project delivery across the organization. Worldline ARROW comprises a comprehensive set of procedures and tools, providing a standardized approach to bid execution. The company employs a robust risk management system that enables the assessment and mitigation of business risks throughout a project's lifecycle, seamlessly integrated with the oversight and approval processes for new contracts. This ensures that Worldline can deliver projects effectively while providing an early warning system for any potential difficulties or deviations from original objectives.

In product development and internal projects, Worldline adheres to the INVEST process, which outlines the approach and tools for effective risk management in these areas. The INVEST process assesses the necessary investment level, aligns with market targets, and reaffirms the Group’s commitment to internal project and product development. This continuous risk management framework supports thorough analysis and treatment of risks, ensuring that internal initiatives remain on track and aligned with the organization’s strategic goals.

Environment, Social & Governance (ESG) risk management

In line with the Corporate Sustainability Reporting Directive (CSRD) and the French Law on the Duty of Vigilance, Worldline has adapted its methodology to measure and report on impacts, risks and opportunities (IROs) related to ESG topics. The core piece of the adapted methodology is to include a double materiality assessment:

- The assessment of the Financial materiality follows the Risk Management methodology
- The assessment of the Impact materiality (i.e. on people and the environment) is partly informed by the Duty of Vigilance exercise and focuses on how Worldline’s operations impact people and the planet in the short, medium, and long term.

Security risk management

The Group has put in place a specific function to manage security risk, covering security architecture & policies, security awareness, access and security management (*e.g.* review of access to production systems, data and functions, access to cardholder data by the banks and cryptographic key management).

Security risk management measures relate, in particular, but not exclusively, to physical measures, network, system security, protection of personal data, vulnerability management, security patches, logical access, intrusion detection, logging and monitoring, incident response.

The Group’s risk management process analyses security-related threats and vulnerabilities to prevent any unwanted increase in risk exposure.

A formal security awareness program is maintained to ensure that all staff are aware of the importance of security. On a yearly basis, all employees of the Group have to attend this program and to acknowledge that they have read and understood the security policies and procedures of the Group.

Incident response plans are developed and ready for immediate deployment in the event of any system breach.

Postmortem analysis is set up to mitigate the repetition of incidents in the different areas of Worldline with a specific attention to the Major incidents and payment activity.

D.3 Risk factors

The above-mentioned risk management activities allowed the Group management to select, and rank in priority order, the risk factors specific to the Group which are the most material. Furthermore, this exercise is based on the Risk Taxonomy developed by Worldline to ensure adequate mapping with its needs. They are classified by importance (decreasing in magnitude after taking into account the mitigating measures taken by the Group).

The sections D.3.1 to D.3.4 describe the Group's major risks, *i.e.* which could have a material, adverse impact on its business or results (or its ability to achieve its objectives) and/or a possible likelihood to occur, classified within the five different risk domains. The materiality of the risks has been assessed based on the probability of their occurrence and the expected magnitude of their negative impact. The table below provides a summarized overview of the main risk categories:

Risk Domain	Principal Risk	Risk level
Operational Risks	IT Systems, Infrastructure & Resilience	●●●
	Information Security	●●●
	Projects, Products & Service Quality	●●●
	Human Resources	●●
	Third Parties	●●
Payment Sector Risks	Merchant Risk (incl. Credit Risk)	●●
	Card Scheme	●●
Compliance & Legal Risks	Regulatory Requirements (inc. Financial Crime)	●●●
Strategic Risks	Competition & Market Trend	●●●
Financial Risks	Customers concentration	●●

All material impacts, risks and opportunities related to Environment, Social and Governance topics as well as mitigations strategies are described in the section "sustainability report"(pages 71 to 180).

D.3.1 Operational Risks

D.3.1.1 IT system & Infrastructure / Resilience

The Group depends heavily on the efficient and uninterrupted operation of core systems, including its computer systems, software, servers, data centers and cloud computing. The services the Group delivers are designed to continuously, securely and reliably process very complex transactions-most of the time in real-time and provide reports and other information on those transactions, all at very high volumes and processing speeds. Any failure to deliver an effective and secure service, or any performance issue that would result in significant processing or reporting errors, could have a material adverse effect on a potentially large number of users, the Group's business and, ultimately, its reputation. This is of particular importance for some of the activities that are systemic in some of the countries where Worldline operates. Obsolescence also remains a key risk, potentially impacting service stability and security due to the challenges inherent in modernizing our infrastructure, which directly affects operational resilience.

The Olympic Games of Paris 2024 have triggered a particular attention as an event of such magnitude implies changes in the day-to-day organization as well as an increased activity on platforms covering the French scope. The activities of Worldline platforms demonstrated strong availability and continuity during this specific period as no incident occurred.

Risk Management

The Business Continuity & Resilience function within the Risk, Resilience & Security organization, part of the 2nd Line, is supporting the 1st Line in the identification of its critical assets. Based on this identification, adequate business continuity plans are defined to face various scenarios (e.g. resulting from internal or external factors). This notably encompasses redundancies between data centers or data back-up in real time.

While we are actively working to mitigate risks through initiatives like accelerating migration to the cloud and addressing obsolescence issues, being conscious that it will not be possible to protect the assets from all threats, the key focus of the Group is to develop its resilience. With that aim, regular crisis simulations such as data recovery tests are executed.

D.3.1.2 Information Security

The Group's visibility, or the visibility of the customers brands for which it processes data, in the global payment and Digital Services industry may attract cyber-criminals to conduct attacks on its systems that could compromise the security of its data or cause interruptions in the operations of its businesses, eventually exposing the Group to increased costs, litigation and other liabilities. The sensitivity of activities, geopolitical tensions and increasing sophistication of cyber-crime contribute to intensify this risk.

As part of its business, the Group operates various services that involve the collection, accounting and management of cash inflows and outflows for different parties operating across the payment services chain. The Group electronically receives, processes, stores and transmits sensitive business information of its clients. In addition, depending on the services offered, the Group collects and processes a significant amount of sensitive personal consumer data, including names and addresses, bank account data, payment history records, personal medical data and tax information, among other consumer data. The availability, confidentiality and integrity of the client and consumer information that resides on the infrastructure and information systems processed by the Group is critical to the successful operation of its business.

An information breach in the system and loss of confidential information such as credit card and bank account numbers and related information could have a longer and more significant impact on the Group's business operations than a hardware failure and could result in claims against the Data Controller for misuse of personal information, such as identity theft. The loss of confidential information could result in the payment of damages and reputational harm and therefore have a material adverse effect on the Group's business, results of operations or financial condition.

Risk Management

As a result, risks related to cyber-attack, security of systems and data protection are highly significant for the Group in terms of impact and likelihood and are therefore proactively and closely monitored. This permanent monitoring is realized by the 1st and 2nd lines security functions. The Group security organization has defined a set of Global Security and Safety policies, standards, guidelines and mitigating measures to address the security and cyber-attack risks. It encompasses notably protections against DDoS (Distributed Denial of Service) & ransomware attacks, ongoing monitoring of vulnerabilities & obsolescence, awareness sessions for all employees. Further to that action, Worldline also benefits from its own Cyber Defense Center which ensures a permanent monitoring of potential threats.

D.3.1.3 Projects, Products & Service Quality

The payments landscape in which Worldline operates is undergoing rapid transformation, marked by the emergence of new payment methods and technologies at an unprecedented rate. To thrive in this dynamic environment, it is essential for Worldline to stay ahead of these developments and adapt to changing market demands, particularly the growing influence of payment aggregators and Independent Software Vendors (ISVs) that integrate payment solutions directly into their offerings. Worldline is dedicated to enhancing its global service portfolio while remaining attentive to local customer needs, ensuring a customer-centric approach at every level.

As global interactions within complex technical ecosystems increase and change accelerates, the inherent risk of operational incidents rises. Such incidents could undermine the reliability, robustness, availability, and profitability of our services and products. Therefore, Worldline places a strong emphasis on a thorough Core IT governance and maintaining state-of-the-art operational standards for these processes. In addition, the customer service processes are managed and improved meticulously to assure satisfaction of customer needs and experience.

Risk Management

Worldline adheres to a rigorous customer bidding and investment approval process that not only prioritizes the commercial aspects of each deal or project but also seeks to identify and manage associated risks. In addition to overseeing risk management during the sales and development phases, Worldline diligently monitors the quality of its services through Service Level Agreements performance (SLAs) and other mechanisms, such as Customer Satisfaction and Loyalty Scores. This oversight is supported by a dedicated Operational Excellence department at Group level, which ensures that best practices are defined, utilized and that customer feedback is disseminated throughout the organization as part of a program of Continuous Improvement.

D.3.1.4 Human Resources

All the Group's businesses functions are at the intersection of rapidly changing technological, social, economic and regulatory developments that require a wide-ranging set of expertise and intellectual capital. For the Group to successfully compete and grow, it must attract, retain and develop the necessary personnel who can provide the needed expertise across the entire spectrum of the Group's intellectual capital needs.

The market for qualified personnel, particularly in the area of information and payment technology, is highly competitive at an international scale with competition on talents as well as on some specific skills, increasing the risk related to people retention and acquisition.

As part of its strategy, the Group's ability to retain talents and key competences is essential as well as attract needed expertise for transformation.

Failing in those domains might impact the Company as it may limit the organization's ability to provide high quality services as contractually agreed, followed by penalties/ claims, loss opportunities or loss of customers and reputation damage.

Further to these elements, Worldline announced in October 2023, its "Power 2024" plan to accelerate Worldline's post-integration transformation and reinforce its competitiveness. First, a social dialogue has been launched and pursued throughout 2024 with relevant employee representative bodies in the Group. With a strong people focus, this plan implementation has been successfully carried out and led to enhanced operational efficiency across the organization. Specific attention is still relevant to prevent employee disengagement and turnover, particularly among key people, that could affect our operational performance.

Risk Management

The Group has implemented a strong program to face these challenges by increasing its ability to attract new resources with faster decision making & onboarding. Internal talent profiles are also regularly identified in order to develop retention plans which encompass some specific training (e.g. Worldline Academy Program).

The Group has put significant efforts into the attractiveness and recruitment to be able to reach its objectives in terms of people. The Group also participates yearly in numerous internal and external surveys and local assessment programs (such as Great Place to Work, Top Employer and others) to evaluate its attractiveness, retention capacity and elaborate collaborative action plans.

On the Power 2024 side, the plan has been designed with the implication of various internal stakeholders in order to define the best operational target. The progress of the plan was strictly followed by the Executive Committee, within each stream level with a dedicated governance. Moreover, some specific initiatives are taken to ensure adequate internal communication, involvement of teams, training, measures to retain key people and talents.

Worldline is also continuing to enhance safety policies and internal controls to ensure a secure and productive workspace environment.These combined efforts aim to maintain a strong and engaged workforce throughout the transformation period and position the Group for future success.

D.3.1.5 Third parties

Worldline collaborates with a diverse array of third parties, creating essential dependencies while also introducing new risks. The interconnectedness of systems heightens our exposure to various threats, particularly as cybercriminals increasingly exploit vulnerabilities in vendor systems to target organizations like ours. Consequently, Worldline must remain vigilant, as incidents such as cyberattacks, operational failures, or even the bankruptcy of third-party providers can adversely affect our services. As an Euronext-listed company with multiple payment institution licenses across different jurisdictions, Worldline is subject to a range of legal and regulatory requirements, including the Digital Operational Resilience Act (DORA). We are therefore obligated to ensure that all third-party suppliers comply with the necessary standards.

Risk Management

The management of third-party relationships involves a collaborative approach that includes the Purchasing department, business units, and the Third-Party Risk team. The Purchasing department oversees the overall relationship with suppliers, handling tasks such as supplier identification, selection, contract negotiations, and implementing cost-saving strategies, while also addressing broader issues like sustainable procurement practices. The business units take responsibility for specifying the required goods and services and monitoring quality, cost, and operational performance indicators.

To support these functions, the Third-Party Risk Management team employs a dedicated methodology to assess potential partnerships both before entering into an agreement and throughout the entire lifecycle of the relationship. Subject matter experts from the second line of defense, including those in Security, Resilience, and Compliance, contribute essential insights to adequately manage risks associated with third-party engagements, such as outsourcing arrangements and ICT services subject to regulatory oversight.

Worldline continuously monitors the evolution of its key dependencies on third parties, proactively developing and enhancing contingency plans as needed to mitigate any potential risks.

D

D.3.2 Payment Sector

D.3.2.1 Merchants Risk

In the realm of payment processing and due to its specificities, Worldline, as its competitors, face various types of risks induced by merchants. Thereof two main risks for payment service providers are:

- **Financial merchant risks**: The exposure to credit risk in connection with its Commercial Acquiring activities and for its acceptance business, depending on the contracts with the acquirers. In the event of a dispute between a cardholder and a merchant that is not resolved in favor of the merchant, the transaction is "charged back" to the merchant and the purchase price is credited or otherwise refunded to the cardholder. In the context of the Group's commercial acquiring business (and in some cases its acceptance business), if the Group is unable to collect such amounts from the merchant's account or reserve account (if applicable), or if the merchant refuses or is unable, due to closure, bankruptcy or any other reason, to reimburse the Group for a chargeback, the Group bears the loss for the amount of the refund paid to the cardholder. The level of risk varies depending on the volume and value of the transaction processed for each merchant and the time period that exists between the date of payment by the final consumer and the date of delivery or performance of the service.
- **Non-financial merchant risks**: The operationalization of the regulations and schemes rules through the merchant onboarding implies development and strict application of dedicated processes. The objective of these processes is in particular to ensure the integrity and solvability of the merchants by conducting screening, due diligence and KYC at the onboarding, and then on a periodic basis. This is realized through the review of a defined set of documents shared by merchants and external information gathered about the merchant. These activities rely on dedicated tools as well as on dedicated employees with specific skills. Failures in this process could lead to a situation where merchants could be onboarded or kept in the portfolio that are outside Worldline's risk appetite.

Risk Management

The management of these risks is done through the 1st Line Merchant Management Risk Operations (RMO) team, which is overseen by the relevant 2nd Line functions, i.e. Group Merchant Risk management & Financial Crime Compliance. The Group Merchant Risk Management function provides oversight and steering of Merchant risks across jurisdictions and is responsible for establishing and maintaining the Group merchant risk policies & standards, including the respective merchant acquisition and acceptance requirements.

The non-financial and financial merchant risks are operationally managed by the 1st line teams within the GBLs who monitor and assess the financial soundness of merchants as well as their business models prior to onboarding. To manage financial risks Worldline relies on various types of guarantees to secure its financial position (e.g. collateral build up, delegation of insurance, etc.). To manage non-financial risks Worldline relies on a stringent set of merchant acceptance rules and requirements defining exactly which merchants can be accepted under which conditions.

D.3.2.2 Card Schemes

Card schemes (or Card Brands) are central payment networks defining conditions for financial organizations to issue payment products (e.g. credit/debit card) as well as conditions for acquiring transactions. Several card schemes exist whether they could be global or local, Visa and MasterCard being the two largest global brands. In order to provide its transaction processing services, the Group must be a member (commercial acquirer) and be registered as a processor of payment schemes in the geographies where the Group provides such services. The relationship with these card networks is based on a contractual agreement, thus any change in network rules or standards, including their interpretation and implementation, that increases the cost of doing business or limits the Group's ability to provide transaction processing services to or through its merchants or partners, could adversely affect its business, financial condition or results of operations.

Furthermore, the Group may be unable to maintain its membership as a commercial acquirer or registration as processor of such payment schemes, which may be due to a misalignment with the payment schemes' rules or guidelines (e.g. major security or fraud incidents). If this results in the suspension or cancellation of the Group's registration, the Group may no longer be able to provide acquiring or processing services to the affected customers.

As such, the Group and its customers are subject to card network rules that could subject it or its customers to a variety of fines or penalties that may be levied by card networks for certain acts or omissions. In addition, from time to time, card networks increase the fees charged to their members and their processors.

Risk Management

Worldline has set up a centralized scheme management team, which has a holistic view of scheme related topics and is able to facilitate the organization in a structured and centralized manner (e.g. to manage licenses and facilitate scheme compliance process to ensure alignment with the rules). Additionally, Worldline has individual employees within its 1st and 2nd Line risk departments who, from 2nd Line perspective ensure that Card scheme rules are embedded in Worldline's merchant related policies and procedures, and who from 1st Line perspective ensure that merchants comply with Card scheme rules stipulated.

D.3.3 Compliance & Legal Risks

D.3.3.1 Regulatory requirements (Including Financial Crime)

The Group is subject to various stringent regulations in areas such as competition law, payment regulations, anti-corruption efforts, dual-use goods export controls, data protection, labor laws, human rights, international sanctions, anti-money laundering (AML), counter-terrorism financing (CTF), and, to a lesser extent, tariffs and trade barriers. Non-compliance with these laws across the different jurisdictions in which the Group operates—particularly in Europe—may lead to severe consequences, including the suspension or revocation of licenses, management changes, service limitations, and financial penalties. In particular, failing to meet regulations for payment institutions and systemic processors could materially affect the Group's business and reputation.

Regulatory expectations around financial crime compliance are evolving, driven by initiatives like the EU AML Package, which includes the Sixth AML Directive and the establishment of the new EU Anti-Money Laundering Authority (AMLA) to harmonize AML enforcement. Additionally, increased enforcement of global sanctions from the EU, UN, and OFAC emphasizes the need for rigorous transaction screening and supply chain integrity.

Recent years have seen heightened regulation in the payments industry, spurred by advances in internet, mobile, and IP-based communications, which have introduced new confidentiality regulations. Compliance requirements now include:

- Additional regulatory filings for maintaining payment institution licenses
- Registration of agents with supervisory authorities
- Establishing local contact points for regulators
- Enhanced reporting obligations related to fraud and incidents

The Group also adheres to the Regulatory and Technical Standards on Strong Customer Authentication (SCA) and secure communication as stipulated in PSD2, particularly for e-commerce card transactions.

The regulatory landscape for digital transactions and emerging payment technologies, including cryptocurrencies, is also tightening. Upcoming frameworks such as the Markets in Crypto-Assets Regulation (MiCA) and the Digital Operational Resilience Act (DORA) impose new compliance obligations for payment service providers, requiring improved cybersecurity, fraud detection mechanisms, and resilience testing against financial crime risks.

To comply with applicable regulations, especially those governing payment institutions and credit institution subcontractors, the Group must meet numerous requirements concerning its IT infrastructure, internal controls, and reporting procedures. Adhering to these changing standards entails significant costs, which could adversely impact the Group's financial performance. The Group is subject to regular audits from regulatory authorities in the jurisdictions where it operates, including Belgium (Banque Nationale de Belgique - BNB), Germany (German Federal Financial Supervisory Authority - BaFin), the Dutch regulatory authority (De Nederlandsche Bank - DNB), Sweden (Finansinspektionen), the UK (Financial Conduct Authority - FCA), Luxembourg (Commission de Surveillance du Secteur Financier - CSSF), Italy (Bank of Italy - BoI), and Greece (Bank of Greece – BoG). These audits assess the effectiveness of internal controls, risk management, and compliance with relevant regulations. Increased scrutiny on financial crime prevention mandates firms to demonstrate the efficacy of their AML frameworks, transaction monitoring, and sanctions compliance through regular risk assessments. Non-compliance identified during audits may lead to remedial actions requiring efforts which could have material adverse effects on financial performance and could potentially result in measures taken by the authorities including financial and other sanctions.

Risk management

The compliance foundation relies on all employees, managers, and executives within the Worldline Group to ensure compliance within their respective areas through established processes and controls. The Compliance Function is part of the Second Line team, providing frameworks, policies, guidelines, description of control objectives and advice to the First Line to ensure adherence to regulations, especially concerning ethics, payment regulations, anti-corruption, financial crime, and data protection.

The Compliance team is also regularly reviewing the potential compliance risks faced by the Group and supporting the 1st Line in defining the actions to be engaged.

It oversees the compliance activities across the entities and specifically supervises the deployment of the various aspects of the Group's Code of Ethics and Business Conduct and ensures that compliance policies are consistent across the Group. Additionally, it steers various projects to enhance the Group´s compliance program.

At the Group level, two distinct compliance teams exist:

1. Financial Crime Compliance (FCC) Team: Responsible for setting the Group's financial crime risk strategy, developing AML and sanctions policies, conducting enterprise-wide financial crime risk assessments, and liaising with regulators on financial crime matters. The FCC collaborates with local AML Officers (AMLOs) to ensure consistent implementation of AML, CTF, and sanctions policies, incorporating new regulatory changes such as the EU AMLA framework and enhanced KYC/UBO obligations.
2. Global Compliance Team: This team oversees compliance with the Group's Code of Ethics, Business Conduct, Data Protection, and Regulatory Compliance across various operational areas. The Global Compliance Team plays a crucial role in assisting the organization in the effective management of compliance-related matters. This includes identifying key compliance risks and highlighting significant compliance incidents as well as emerging risks. The team is responsible for evaluating these risks and proposing appropriate mitigation actions. Additionally, the Global Compliance Team ensures that management is kept informed of ongoing regulatory changes and developments, along with their potential impact on the organization.

D.3.4 Strategic Risks

D.3.4.1 Competition & market trend

The global payments and digital services market, in which our Group operates, is characterized by rapid technological advancements, the introduction of new products and services, evolving industry standards, shifting customer preferences, and the emergence of non-traditional competitors. To maintain our competitive edge, it is imperative for the Group to anticipate and swiftly respond to these dynamic market conditions. This necessitates substantial investment in research and development, as well as the optimization of our technological infrastructure, including payment processing and IT platforms, to capitalize on market growth and the introduction of new services.

While we are committed to developing innovative solutions to support the ongoing digital transformation of retailers and other businesses, there is a risk that we may not keep pace with these changes. Failure to continuously develop and introduce appealing and innovative services, or to effectively realign and rationalize offerings post-acquisition, could diminish the desirability of our services to clients. Delays in launching new or updated services, an inability to differentiate our offerings, or misjudging market demand could materially impact our business, financial condition, and operational results.

Risk management

To address these challenges, the Group maintains continuous monitoring of market trends, new products, services, and innovations. This vigilance enables us to adapt our portfolio to accommodate emerging payment methods. Our strategy and business development teams, along with the internal Worldline Innovation networks, actively track changes by collaborating with selected partners, academics, and startups to foster and develop innovations. Sales transformation initiatives are enhancing networks across various countries and organizations, facilitating cross-fertilization and the extension of our global business line value proposition.

The Group has established a comprehensive set of programs and mitigating measures to address innovation risks. We promote a culture of innovation at all levels through internal initiatives targeting employees, such as the Expert Community and Tech Forum and through customer-focused workshops and strategic partnerships. Additionally, Worldline has launched several initiatives to reinforce our commitment to customer centricity. We continue to strengthen partnerships with diverse payment providers, ensuring a comprehensive customer offering with best-in-class solutions delivered seamlessly.

D.3.5 Financial Risks

D.3.5.1 Customer Concentration

The Group's overall revenue is spread among a relatively large number of customers. Nevertheless, within certain Group's GBLs and key geographic areas in which the Group operates, a significant percentage of revenue is attributable to a limited number of customers. Given these concentrations, the loss of a customer or a market could have a significant impact on the Group's business, particularly if the Group loses key customers for the business lines mentioned above.

The Group's largest client contracts (mostly FS) typically vary in length from three to five years. At the end of a contract's term, the Group's clients have a choice to either renegotiate their contract with the Group, increase or decrease its scope, seek out the Group's competitors to provide the same or similar services or cease outsourcing the relevant activity. Failure to renew client contracts could negatively impact the Group's business. In addition, customers may seek price reductions from the Group when seeking to renew or extend contracts, or when the clients' business experiences significant volume changes. Furthermore, certain clients may seek lower prices previously agreed with the Group due to pricing competition, other economic needs or pressures being experienced by the customer. If the Group is unsuccessful in retaining high renewal rates and contract terms that are favorable to it, the Group's business, results of operations or financial condition may be adversely affected.

Risk management

The Group is monitoring the concentration it has in certain geographic areas as well as types of customers and activities. Limits have been defined on Merchant Services for certain activities for or type of customers and activities especially and are monitored by the Merchant risk management team. This approach allows the Group to avoid too significant risk concentration in a certain kind of activity.

To attract new clients and decrease the concentration of clients in some geographic areas and business lines, the Group is exploiting the market evolution and promotes the diversity of its portfolio.

Moreover, and particularly for Financial Services, the activities performed by Worldline are not easy to insource or migrate to competitors, creating a certain stickiness and long-term view for the related contracts.

D.4 Legal Proceedings

The Group is involved in legal, administrative and regulatory proceedings in the ordinary course of business. The Group records a provision in cases that it considers likely to result in financial loss to the Company or one of its subsidiaries, where the amount of such loss can reasonably be estimated.

The low level of claims and litigation is attributable in part to self-insurance incentives and the vigorous promotion of the quality of the services performed by the Group and the intervention of a fully dedicated Risk Management department, which effectively monitors contract management from offering through delivery and provides early warnings on potential issues. All potential and active significant claims and disputes are carefully monitored, reported and managed in an appropriate manner and are subject to legal reviews by the Group Legal department. Such legal proceedings are reported to the Audit Committee of Worldline.

Processes and policies are deployed in order to ensure the identification, at an early stage, of the litigation risks and its regular follow-up in collaboration with the various functions and managers.

In the context of the disposal of TSS, certain limited guarantees were granted to the purchaser (in particular for commercial and IP related claims see section D.4.2) as well as tax matters (see section D.4.3 of the 2024 Universal Registration Document) under specific terms and conditions provided within the transaction documentation. This was recorded against the net income of discontinued operations.

Group management considers that sufficient provisions have been made.

D.4.1 Labor claims

There are approximately 18,000 employees in the Group and relatively few labor claims. In almost every jurisdiction there are no or very few claims.

The Group is a respondent in few labor claims and in the Group's opinion most of these claims have little or no merit and are provisioned appropriately. In 2024, the variation in labor provisions is mainly related to the Power24 plan (see section note 4 - Other significant events of the year in section B.4.7 - Notes to the consolidated financial statements).

The labor claims have been provisioned for an overall amount of € 24.2 million as inscribed in the consolidated financial statements for the year ended December 31, 2024.

D.4.2 Commercial and IP related claims

There are a small number of commercial claims across the Group (including inherited from the SIX Payment Services and Ingenico acquisitions as well as resulting from operational incidents) in relation to the size of the Group and its activity.

The Group is also facing a small number of IP cases (including inherited from the SIX Payment Services and Ingenico acquisitions) most of which are, in the Group's opinion, considered as claims of a speculative nature in which the claims are considered as inflated and not founded.

The total amount of the provisions for commercial litigation risks and contingencies in the consolidated accounts for the year ended December 31, 2024, to cover for the identified commercial claims and litigations, added up to € 66.6 million.

D.4.3 Tax claims

The Group is involved in a number of routine tax claims, audits and litigations. Such claims are usually solved through administrative non-contentious proceedings. These claims have no material effect on the financial condition or results of the Company or the Group and are provisioned appropriately.

As of December 31, 2024, €1.1 million was recorded as provision by the Group concerning tax litigation. The provisions for tax claims concern VAT risks.

D.4.4 Miscellaneous

As customary in the payment industry, the Group is regularly subject to audits of diverse scope and nature by the regulatory authorities in particular of the countries in which it holds a license (See Section D.3.3.1 Regulatory Requirements) and audits are currently ongoing. In Germany, in 2023, in connection with ongoing audits, the financial supervisory authority BaFin required Payone GmbH in particular not carrying out transactions for certain specific customers within the online merchants' portfolio notably due to conditions of onboarding and monitoring of such clients, which led PayOne to terminate some specific relationships with partners and merchants in Germany. Following the conclusion of this audit, a special monitor was appointed by BaFin to oversee the measures' deployment and ensure their successful implementation while PayOne GmbH has already implemented measures designed to ensure in particular that it does not carry out transactions for such business customers. The monitor commenced activities in early February 2025 and is collaborating with Payone GmbH's teams to assess progress, evaluate control effectiveness, and monitor the execution of the action plan. While potential additional measures could not be excluded, PayOne GmbH is cooperating fully and remains fully engaged, supporting the monitor's work and ensuring steady progress on all required measures.

As of the date of this Universal Registration Document, other than the matters described above, the Group is not aware of any governmental, legal, judicial or arbitration proceedings likely to have, or which has had over the past 12 months, a material effect on the financial condition or results of operations of the Company or the Group.

E

Corporate Governance and Capital

E.1 Corporate Governance

This report on Corporate Governance has been drawn up by the Board of Directors in conjuction with the Nomination Committee and the Remuneration Committee, in accordance with Article L.225-37 of the French Commercial Code (last paragraph). This report has been approved by the Board of Directors meeting of March 27, 2025. It contains in particular information related to:

- the functioning of the Company's administrative and management bodies; and
- the compensation of Company Officers.

E.1.1 Compliance with the AFEP-MEDEF Code – Corporate Governance Framework

The Company complies with the December 2022 version of the AFEP and MEDEF Code of Corporate Governance for listed companies (the "AFEP-MEDEF Code") which can be found on the AFEP and MEDEF websites. In accordance with the "comply or explain" rule[1] and the Board of Director's annual assessment dated March 27, 2025 on the Company's implementation of governance principles, the Company considers complying with the recommendations of the AFEP-MEDEF Code. No deviation is to be reported.

AFEP-MEDEF Code recommendation	Explain
	• N/A

As a reminder and as explained in previous years, following the 2019 announcement by Atos SE of its distribution in kind of circa 23.5% of Worldline's share capital to its shareholders and as from February 1st, 2019, Gilles Grapinet no longer held any duties or responsibilities within Atos. Gilles Grapinet has dedicated his entire time to carrying out his duties as Chief Executive Officer of Worldline until September 30, 2024. Following his change in status, Gilles Grapinet lost his supplementary pension entitlements previously accrued in line with the performance criteria in the Atos supplementary pension plan.

In this respect, the Board of Directors of Worldline held on March 15, 2019 then decided, upon recommendations of the Nomination and Remuneration Committees, that the entitlements previously accrued by Gilles Grapinet, Chief Executive Officer within Atos (when Worldline was controlled and consolidated by Atos SE) should not have been affected as a result of his change of status and decided to put in place the following compensation mechanism. Worldline undertook to compensate Gilles Grapinet, Chief Executive Officer, subject to performance criteria, in the event of a force departure (except for gross fault), provided no professional activity is carried on upon retirement. This is to compensate Gilles Grapinet for the loss of entitlements built up in his ten years at Atos group under the Atos supplementary pension plan. Such allowance might, assuming it is paid in one lump sum, exceed or be lower than two years' remuneration (fixed and variable).

The aggregate of the following:

- this allowance;
- entitlements built up under the now frozen 2019 supplementary pension regime ("Loi Pacte"); and
- entitlements built up under a future supplementary pension regime;

may under no circumstances exceed the equivalent of the annuity provided for under the Atos supplementary pension plan, *i.e.*, €291,000 per annum when Gilles Grapinet claims his pension rights (base plan).

Since 2019, in accordance with the 'comply or explain' rule, the conditions relating to the supplementary pension and the compensatory allowance put in place for the benefit of Gilles Grapinet have been explained by the Board of Directors to the shareholders insofar as they could have led to a deviation from the recommendation of the AFEP-MEDEF Code according to which the severance pay should not exceed two years of annual fixed and variable remuneration (article 26.5.1). As a reminder, these commitments have been approved each year by the Shareholders' Meeting since 2019 as part of the ex-ante and ex-post vote on remuneration (refer to section G.2.1 of the 2019 Universal Registration Document).

The Board of Directors on 12 September 2024 noted that the performance conditions and the condition relating to the forced departure of Gilles Grapinet had been met. On the recommendation of the Remuneration Committee, the Board of Directors decided that the compensatory allowance would take the form of a payment under an "Article 82" contract. Worldline SA then paid a premium net of insurer fees under the compensatory allowance in the amount of €2,651,201 on a life insurance policy (article 82) with the insurer Crédit Agricole Assurances 'Predica' in January 2025.

However, these commitments do not constitute a deviation from the recommendations of the AFEP-MEDEF Code insofar as no severance pay has been paid to an Executive Officer and the amount of the insurance premium paid to the insurance company under the compensatory allowance on a life insurance contract (article 82) is less than two years of annual fixed and variable remuneration. For more information on the compensatory allowance, see the paragraph 'compensatory allowance' below.

Details of the Company's implementation of the AFEP-MEDEF Code can be found on Worldline's website.

1 *Emanating from Article L. 22-10-10 4° of the French Commercial Code and article 28.1 of the AFEP-MEDEF Code.*

E.1.2 Management

E.1.2.1 Mode of Governance

Since October 25, 2021, the roles of Chairperson of the Board of Directors and Chief Executive Officer are dissociated. Following the death of Bernard Bourigeaud, Chairman of the Board of Directors, on December 14, 2023, the Board of Directors held on December 15, 2023, upon recommendation of the Nomination Committee and in accordance with the succession plan, unanimously decided to entrust Georges Pauget, Lead Director until that time, with the interim chairmanship of the Board of Directors until the appointment of a new Chairman of the Board of Directors, particularly in view of his regular involvement in the preparation of Board and Committee meetings and his knowledge of the Group and its governance structure, his active role and his long, rich and valuable experience, notably in the governance of listed companies. On this occasion, the Board of Directors, upon recommendation of the Nomination Committee, initiated works on updating the succession plan and took the first steps in the process of selecting a new Chairman of the Board.

Upon recommendation of the Nomination Committee, the Board of Directors decided on March 20, 2024 to co-opt Wilfried Verstraete as independent director to replace Bernard Bourigeaud with a view to submitting his candidacy for the position of Chairman of the Board of Directors following the 2024 Shareholders' Meeting. This decision is part of a new step in the Company's strategic development and ongoing transformation. It also reflects the Board's desire to appoint an individual with first-rate executive experience in France and internationally, capable of leading far-reaching transformations in complex industries, and recognized for his expertise, particularly in financial services. In order to ensure an effective and smooth transition in line with the rules of good governance, the Board of Directors asked Georges Pauget, Interim Chairman of the Board of Directors since December 15, 2023, to continue as Chairman until Wilfried Verstraete is elected.

The Shareholders' Meeting of June 13, 2024 approved the ratification of Wilfried Verstraete's co-optation and the renewal of his term of office as director for a three-year period. On the same date, the Board of Directors, upon recommendation of the Nomination Committee:

- confirmed the Company's governance structure, based on the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer;
- appointed, with immediate effect, Wilfried Verstraete as non-executive Chairman of the Board of Directors, to replace Georges Pauget, interim Chairman of the Board of Directors, for the duration of his mandate; and
- confirmed Gilles Grapinet and Marc-Henri Desportes in their respective positions as Chief Executive Officer and Deputy Chief Executive Officer for the duration of their mandate.

Marc-Henri Desportes, as Deputy Chief Executive Officer, supported the Chief Executive Officer and supervised operational activities (in particular operations, business lines, transformation & Project Management Officer). This allowed the Chief Executive Officer to focus on more strategic matters including acquisitions, bank partnerships and advocating for the Group's interests on major industry bodies in the payments ecosystem[1].

Selection of the new Chief Executive Officer

On September 12, 2024, the Board of Directors decided to terminate Gilles Grapinet's terms of office as Chief Executive Officer and Director, effective September 30, 2024. In collaboration with the Nomination Committee and with the support of an international recruitment firm, the Board of Directors initiated the process of selecting a Chief Executive Officer in line with best governance practices, in order to define the Company's new strategic plan. In accordance with the succession plan, the Board of Directors has decided to appoint Marc-Henri Desportes as Chief Executive Officer for an interim period.

At the end of the selection process for the new Chief Executive Officer initiated in September 2024, the Board of Directors on February 25, 2025, upon recommendation of the Nomination Committee, finally decided to select Pierre-Antoine Vacheron as Chief Executive Officer. Consequently, Marc-Henri Desportes has resigned from his position as interim CEO with effect from February 28, 2025 and the Board of Directors has decided to appoint Pierre-Antoine Vacheron as Chief Executive Officer effective March 1, 2025. The Board of Directors has determined that the Company required a new external profile and is confident that Pierre-Antoine Vacheron will bring a fresh perspective to Worldline. His term as Chief Executive Officer will end at the conclusion of the General Meeting that will be called in 2029 to approve the financial statements for the 2028 fiscal year.

Pierre-Antoine Vacheron was appointed based on his rich past experience in the payments and banking sectors, as well as his managerial and strategic expertise. He brings extensive knowledge and a deep understanding of the pan-European payments sector, having established the Merchant & Acquiring Services business at Ingenico and later transformed the Payments division of Groupe BPCE. He will also contribute international experience, notably acquired over several years in the Netherlands, along with a strong strategic vision combined with a successful operational experience. He has demonstrated effective leadership and has solid experience in reorganisation, combined with proven operational expertise and a proven track record in performance management. In line with the Group's transformation ambitions, Pierre-Antoine Vacheron has also streamlined several acquired fintechs by merging them into a single platform and has previously led multiple reorganizations in his capacity as Chief Financial Officer. His priorities will include transforming the Company's performance, enhancing the client experience, and strengthening the talent pool and the Company's culture.

Balance in the Distribution of Powers

The Board of Directors considers that a balanced corporate governance is assured in particular by virtue of:

- the dissociation of the roles of Chairperson of the Board of Directors and Chief Executive Officer;

1 *Such as, for example, European Payment Initiative (EPI)*

- a particularly high rate of independent directors within the Board of Directors and its specialized committees;
- the presence of employee directors at the Board of Directors, the Remuneration Committee, and the Social and Environmental Responsibility Committee; and
- the limitations placed on the Chief Executive Officer's powers.

This governance structure, underpinned by the Internal Rules of the Board of Directors (the "Board's Internal Rules"), offers the necessary guarantees to ensure best governance practices.

Roles and missions of the Chairman of the Board of Directors

In accordance with Article 21 of the Company's Bylaws and with the Board's Internal Rules, the Chairman of the Board of Directors prepares, organizes and directs the work of the Board, sets the agenda and reports to the Annual General Meeting. He ensures that the Company's governing bodies operate smoothly and that decisions taken by the Board are properly implemented. In particular, he ensures that the directors are able to fulfill their duties.

Limitations on the powers of the Chief Executive Officer

The Chief Executive Officer has the broadest powers to act in the Company's name in all circumstances. This is subject to the corporate purpose and the powers expressly granted by law to Shareholders' Meetings and the Board of Directors.

The Board's Internal Rules provide for limitations on any powers beyond these any decision must be subject to prior authorization by the Board of Directors. The Board of Directors must give it prior approval any strategic investments projects and major transactions. Prior approval is required for the following decisions:

- purchase or sale of shareholdings exceeding € 50 million;
- purchase or sale of assets exceeding € 50 million;
- purchase of assets or shareholdings outside of the Group's usual activities exceeding € 50 million;
- purchase or sale of real estate assets exceeding € 25 million;
- strategic alliances or partnerships exceeding € 50 million or that could have a structural impact on the Group;
- parental company guarantees exceeding the scope of the delegation granted to the Chief Executive Officer;
- acquisition by a third party of an interest in a material Group subsidiary;
- financing and borrowing in excess of € 100 million; and
- any material transaction outside the scope of ongoing activities or the defined strategy (exceeding € 25 million or deemed material to the Group).

Independence and powers of the Board of Directors and Committees

The membership of the Board of Directors and its diversity policy underpin the balance of powers. This is in particular due to the high proportion of independent directors (64%)[1], enabling the Board of Directors to fully exercise its oversight responsibilities. The Committees are all chaired by independent directors, with the exception of the Nomination Committee and the Investment Committee according to the past agreements with SIX Group AG (see section E.8 of the 2021 Universal Registration Document).

1 *At the date of the present Universal Registration Document*

Succession plan

Each year, the Board of Directors, in conjunction with the Nomination Committee, examines the succession plan for Executive Company Officers in the event of any unforeseen vacancy. It verifies that the plan is in line with the Group's needs and culture.

In 2024, following the departure of Gilles Grapinet, then Chief Executive Officer, the Board of Directors implemented the succession plan and appointed Marc-Henri Desportes, until then Deputy Chief Executive Officer, as Chief Executive Officer for an interim period.

The Chairman of the Board together with the Nomination Committee and with the support of an international search agency, took the lead in the selection for a new Chief Executive Officer and assessed internal and external candidates, as per best governance practices. Pierre-Antoine Vacheron has been appointed as Chief Executive Officer effective March 1, 2025.

E.1.2.2 Executive Committee

The Chief Executive Officer is supported in his duties by an Executive Committee. For more details, please see Worldline's governance section in the Integrated Report included in the present Universal Registration Document.

E.1.2.3 Gender Diversity Policy within management Bodies

In 2021, the Company launched its *Trust 2025* program (after the success of *Trust 2020*) with the aim of confirming and accelerating the work carried out in terms of social and environmental responsibility, particularly the promotion of diversity. Several Group initiatives have been implemented to promote and strengthen gender diversity within the Group. This is reflected in particular by a steady increase of the proportion of women on the Executive Committee.

The Board of Directors ensures that Executive Company Officers implement a policy of non-discrimination and diversity, particularly in terms of the balanced representation of women and men within management bodies. As of December 31, 2024, 30% of the Executive Committee was made up of women (vs. 36% in 2023 and 23% in 2022). The Company intends to continue increasing the representation of women within the Executive Committe.

Moreover, as part of its corporate social responsibility strategy, the Company also aims to increase the representation of women in managerial positions. In 2024, 26% of managerial positions is held by women (same as 2023). The goal is to reach 35% by 2025. A more detailed description of policies and indicators is given in Chapter B of this Universal Registration Document.

Lastly, as part of the multi-year variable remuneration of Executive Company Officers, the Board of Directors, on the recommendation of the Remuneration Committee, has set a target for increasing the representation of women in managerial positions, in line with the *Trust 2025* program (for further information, please refer to Section E.2 of this Universal Registration Document).

E.1.3 The Board of Directors: Membership and organizational principles

E.1.3.1 Works and membership of the Board of Directors

64%* Independence (incl. Chairman)

64%* of non-French nationalities

46%* Feminisation rate

Board works in 2024**

13 Members

59.5 years old Average age

96% Attendance

19 Meetings

4 Executives sessions

Investment Committee

6 Members

67% Independence

100% Attendance

5 Meetings

Nomination Committee

4 Members

75% Independence

99% Attendance

12 Meetings

Social and Environmental Responsibility Committee

4 Members

67% Independence (incl. Chairwoman)

100% Attendance

4 Meetings

Audit and Risks Committee

5 Members

80% Independence (incl. Chairman)

88% Attendance

14 Meetings

Remuneration Committee

5 Members

75% Independence (incl. Chairman)

99% Attendance

10 Meetings

* *As of the date of this Universal Registration Document, employee directors are not taken into account when calculating independence and gender diversity, in accordance with the law and the recommendations of the AFEP-MEDEF.*

** *As of December 31, 2024*

Principles and objectives governing the composition of the Board of Directors

Each year, the composition of the Board of Directors, the skills of its members and the diversity that characterizes it are assessed in order to establish priorities and ensure a balanced Board.

This balance takes into account the level of independence, gender balance, diversity and skillsets required for the Board of Directors.

Its objective is also to ensure an adequate representation of the main shareholders and strategic partners of the Company, in accordance with past and existing agreements resulting from strategic transactions made by the Group[1], such as SIX Group AG, Crédit Agricole S.A., Bpifrance and DSV group.

In that respect, it is recalled that the Board of Directors, upon recommendation of the Nomination Committee, established the following principles:

- equal treatment of directors: all directors' mandates will have been considerated at stake to allow the Board and the Nomination Committee to review and resize the composition of the Board of Directors (irrespective of when they are to be reappointed under the current staggered reappointment process);
- balanced and adequate representation of key shareholders and strategic partners is discussed in line with past agreements;
- comply with legal requirements and recommendations of the AFEP-MEDEF Code;
- maintain a high level of independence;
- maintain complementary and adequate profiles and skillsets with strong experience and expertise.

Changes to the composition of the Board of Directors in 2024

The Nomination Committee initiated, as soon as 2021, discussions and works on the objective of reducing the number of directors. The objective was to reduce the size of the Board of Directors, which had been increased following the acquisition of Ingenico.

Upon recommendation of the Nomination Committee, the Board of Directors decided in early 2022 to reduce its size with a target to thirteen directors (plus two employee directors[2] and one representative of the Social and Economic Committee) by 2024.

Following the death of Bernard Bourigeaud on December 14, 2023, the Board of Directors, upon recommendation of the Nomination Committee and in accordance with the succession plan, decided on December 15, 2023 to entrust Georges Pauget, Lead Director, with the interim chairmanship of the Board of Directors until the appointment of a new Chairman of the Board of Directors.

Upon recommendation of the Nomination Committee, the Board of Directors decided on March 20, 2024 to co-opt Wilfried Verstraete as independent director to replace Bernard Bourigeaud. It was agreed that Wilfried Verstraete's candidacy as Chairman would be proposed to the Board of Directors, subject to ratification of his co-option by the Shareholders' Meeting on June 13, 2024.

In 2024, the Board of Directors, in conjuction with the Nomination Committee, pursued its ambition to reduce the number of directors as the Company embarks on a new strategic phase, while enabling adequate representation of the Company's main shareholders and strategic partners on the Board of Directors and guaranteeing an appropriate level of independence, gender, diversity and skills.

During the 2024 Shareholders' Meeting, the shareholders:

- ratified the co-optation of Wilfried Verstraete and renewed his director's term of office for a three-year period;
- renewed the term of office of two directors for a three-year period: Nazan Somer Özelgin* and Daniel Schmucki; and
- appointed three new directors for a three-year period: Agnès Park*, Sylvia Steinmann* and Olivier Gavalda (upon proposal of Crédit Agricole).

During the meeting of the Board of Directors meeting following the 2024 Shareholders' Meeting, it was decided upon recommendation of the Nomination Committee:

- to acknowledge the non-renewal of the terms of office of Agnès Audier, Danielle Lagarde and Lorenz von Habsburg Lothringen, which expired at the end of the Shareholders' Meeting of June 13, 2024;
- to acknowledge the resignation of Gilles Arditti, Caroline Parot and Georges Pauget from their terms of office as directors, effective at the end of the Shareholders' Meeting of June 13, 2024;
- to acknowledge the renewal of the terms of office of Nazan Somer Özelgin* and Daniel Schmucki for a three-year period;
- to appoint, with immediate effect, Wilfried Verstraete as Chairman of the Board of Directors, in replacement of Georges Pauget, Interim Chairman of the Board of Directors, for the duration of his directorship;
- to acknowledge the appointment of Agnès Park*, Sylvia Steinmann* and Olivier Gavalda as directors for a three-year period;
- to approve the new composition of the Board's Committees following the Shareholders' Meeting on June 13, 2024; and
- to acknowledge the compliance with the AFEP-MEDEF Code in terms of composition and independence of (i) the Audit and Risks Committee, (ii) the Nomination Committee and (iii) the Remuneration Committee ; the Board of Directors was then composed of 14 directors as initially announced.

At the date of this Universal Registration Document and following the departure of Gilles Grapinet in September 2024, the Board of Directors therefore comprises 13 directors (including two employee directors), of whom 64% are independent, 46% are women and 64% are foreign nationals (employee directors are not taken into account when calculating this percentage).

* independent director

E

1 In particular, the Business Combination Agreement signed by Worldline and Ingenico, the Letter-Agreement signed by Worldline and SIX Group AG, the shareholder's agreement signed by Worldline and Deutscher Sparkassen Verlag GmbH and the agreement signed by Worldline and Bpifrance Participations described in section E.8 of the 2021 Universal Registration Document.

2 In accordance with the Loi Pacte.

E.1.3.1.2 Balanced and complementary membership

The composition of the Board of Directors and its committees complies with the recommendations of the AFEP-MEDEF Code.

Personal Details					**Experience**	**Position on the Board of Directors**				
Name	**Age**	**Gender**	**Nationality**	**Number of shares held**	**Number of corporate offices in other listed companies**	**Independence[1]**	**Date of first appointment**	**End of term of office**	**Seniority**	**Committee member**
Wilfried Verstraete Chairman of the Board of Directors	66	♂	🇧🇪	10,000	0	✓	March 20, 2024	AGM 2027	1	Remuneration* Nomination** Investment
Aldo Cardoso	69	♂	🇫🇷	2,000	1	✓	June 13, 2014	AGM 2026	10	Audit and Risks* Investment
Giulia Fitzpatrick	65	♀	🇺🇸 🇮🇹	2,000	0		November 30, 2018	AGM 2026	6	Nomination* Remuneration** Social and Environmental Responsibility**
Olivier Gavalda	61	♂	🇫🇷	750	1		June 13, 2024	AGM 2027	<1	Investment
Mette Kamsvåg[2]	54	♀	🇳🇴	3,000	2	✓	April 30, 2019	AGM 2025	5	Audit and Risks Investment
Agnès Park	54	♀	🇫🇷 🇰🇷	2,000	0	✓	June 13, 2024	AGM 2027	<1	Social and Environmental Responsibility* Nomination Remuneration
Daniel Schmucki	56	♂	🇨🇭	750	0		March 19, 2020	AGM 2027	5	Investment* Audit and Risks
Nazan Somer Özelgin	61	♀	🇹🇷	2,000	2	✓	October 28, 2020	AGM 2027	4	Audit and Risks
Thierry Sommelet	55	♂	🇫🇷	750	2	✓	October 28, 2020	AGM 2026	4	Nomination Remuneration Investment
Sylvia Steinmann	60	♀	🇩🇪	1,500	0	✓	June 13, 2024	AGM 2027	<1	Audit and Risks Social and Environmental Responsibility
Dr. Michael Stollarz[2]	58	♂	🇩🇪	1,570	0		October 28, 2020	AGM 2025	4	
Employee directors										
Marie-Christine Lebert	62	♀	🇫🇷	400[3]	0		May 17, 2019	AGM 2026	5	Remuneration
Stephan Van Hellemont	57	♂	🇧🇪	2,000[3]	0		June 8, 2023	AGM 2026	1	Social and Environmental Responsibility

At the date of the present Universal Registration Document
AGM: Annual General Meeting
** Chairperson ** Vice-Chairperson*
1 The analysis of the independence of each director can be found in section E.1.4.5.
2 Shareholders will be asked to reappoint these directors at the Annual General Meeting.
3 In line with the Board's Internal Rules, employee directors are exempt from the obligation to own Worldline shares.

Audit and Risks Committee · *Nomination Committee* · *Remuneration Committee* · *Social and Environmental Responsibility Committee* · *Investment Committee*

E.1.3.1.3 Changes proposed at the 2025 General Meeting

In the context of the 2024 Shareholders' Meeting, the Board of Directors, in conjuction with the Nomination Committee, has completed its works initiated in 2021, in view to reducing the number of directors, while strenghtening its international diversity and the variety of expertise and skills represented.

The objectives and legal constraints in terms of gender diversity, nationality and independence were reviewed and taken into consideration in defining changes to the composition of the Board of Directors in 2025.

As part of its review of candidates for appointment or renewal, the Board of Directors, in conjunction with the Nomination Committee, examined the candidates' profiles, experience and the skills they bring to the Board. They also ensured that members did not hold an excessive number of directorships, particularly in listed companies, enabling them to devote the necessary time and attention to their duties.

The Board of Directors also took into account their contribution to its work and that of its Committees if necessary, and their individual attendance rates.

Upon recommendation of the Nomination Committee, the Board of Directors therefore proposes to the 2025 Shareholders' Meeting to renew the mandates of Mette Kamsvåg (independent director) and of Dr. Michael Stollarz (DSV) for a period of three years.

The Board of Directors considers Mette Kamsvåg as independent director in compliance with the criteria of the AFEP-MEDEF Code to which the Company refers.

Assuming the approval of the resolutions regarding the approval of the mandate of these two Directors by the Shareholders' Meeting of June 5, 2025, the current Board of Directors would still be made up of thirteen Directors, including two employee directors. Its membership will include 64% of independent directors, 46% of women and 64% of foreign nationals (employee directors are not taken into account when calculating these percentages).

E.1.3.1.4 Directors' Biographies

Wilfried Verstraete

Key skills:

- Management
- Governance
- Technology
- Risks
- Finance
- Strategy, M&A

Attendance rates 2024:

- Board of Directors: 100%
- Remuneration Committee: 100%
- Nomination Committee : 100 %
- Investment Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés
CS81162
92059 Paris La Défense Cedex – France

Number of shares:** *10,000*

Date of birth (and age):
May 6, 1958 (66 years old)

Nationality: *Belgian*

First appointment: *March 20, 2024*

Reappointment: *June 13, 2024*

Term expires on:
2027 AGM deliberating on the 2026 financial statements

Chairman of the Board of Directors (since June 13, 2024)

Independent Director (since March 20, 2024)

Chairman of the Remuneration Committee (since June 13, 2024)

Vice-Chairman of the Nomination Committee (since June 13, 2024)*

Member of the Investment Committee (since March 20, 2024)

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Wilfried Verstraete is a highly experienced international executive with a remarkable track record in technology-driven financial services. He began his career as an internal auditor and then gained extensive management experience within the France Telecom ecosystem, serving as the CFO for crucial divisions of the Group.
Later, he transitioned to Allianz in Munich as the CFO of AGCS, the corporate and specialty business. Subsequently, in early 2009, he was appointed Group CEO of Euler Hermes (now Allianz Trade), a subsidiary of Allianz SE. During his tenure, he managed the global financial crisis and the Covid period.
Over his twelve-year leadership at Euler Hermes, Wilfried Verstraete successfully transformed the organisation from a traditional trade credit insurer into a fully integrated, agile, and undisputed market leader offering cutting-edge digital solutions to clients. He also played a pivotal role in its global technology overhaul, aligning aspirations with capabilities.
Wilfried Verstraete possesses a strong international focus as he has worked in many countries.
He holds a graduate degree in economics from Vrije Universiteit Brussels and a Master in Financial Management from Vlaamse Economische Hogeschool, Brussels (Belgium).
He also completed the International Executive Program at INSEAD (France) and the Advanced Corporate Strategy and Management for CEOs Program at INSEAD (Singapore).

Main activity

- *Director of companies*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

France
- Chairman of Worldline Corporate Foundation

Outside the Worldline Group

France
- Member of the Supervisory Board of Allianz Trade Group SA

Foreign countries:
- Member of the Supervisory Board of Allianz Germany (Germany)
- Chairman of the Board of Directors of Allianz Trade Brussels (Belgium)
- Chairman of the Board of Directors of Allianz Trade North America (USA)
- Chairman of the Board of Directors of Solunion (Spain)
- Director of Orange Belgium (Belgium)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Director of Euler Hermes Re Zurich*** (until May 2024)
- Chairman of the Board of Management and Chief Executive Officer of Allianz Trade (until December 2020)
- Member of the Supervisory Board of Allianz Versicherung AG

** Member of the Nomination Committee since March 20, 2024*
*** At the date of the present Universal Registration Document*
**** Listed company*

E

Aldo Cardoso

Key skills:
- Management
- Finance, Audit
- M&A, Strategy
- Governance

Attendance rates 2024:

- Board of Directors: 100%
- Audit and Risks Committee: 100%
- Investment Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés
CS81162
92059 Paris La Défense Cedex – France

Number of shares:** *2,000*

Date of birth (and age): *March 7, 1956 (69 years old)*

Nationality: *French*

First appointment: *June 13, 2014*

Reappointment: *June 8, 2023*

Term expires on: *2026 AGM deliberating on the 2025 financial statements*

Independent Director

Chairman of the Audit and Risks Committee

Member of the Investment Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Aldo Cardoso is a graduate of the Ecole Supérieure de Commerce de Paris and holds a master's degree in business Law and is a Certified Public Accountant.
From 1979 to 2003, Aldo Cardoso held several successive positions at Arthur Andersen, including: consultant, partner (1989), Chief Executive Officer audit and financial advisory France (1993-1996), member of the Board of Directors of Andersen Worldwide (1996), Chairman of the Board of Directors (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003).
Since 2003, he is a Director and Senior Advisor of French and foreign companies.

Main activity

- *Director of companies*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024	Other positions and offices held during the last five years
Within the Worldline Group *None*	**Within the Worldline Group** *None*
Outside the Worldline Group Foreign countries: • Director of DWS* (Germany) • Chairman of Société monégasque de l'électricité et du gaz (Monaco)	**Outside the Worldline Group** France: • Chairman of the Board of Directors of Bureau Veritas* (until 2023) • Director of Imerys* (until 2023) Foreign countries: • Director of Ontex* (Belgium) (until December 2022)

** Listed company*
*** At the date of the present Universal Registration Document*

Giulia Fitzpatrick

Key skills:

- Technology
- Payment Services, Banking sector,
- Finance
- Audit, Risks
- CSR

Attendance rates 2024:

- Board of Directors: 89%
- Nomination Committee: 100%
- Remuneration Committee: 100%
- SER Committee: 100%
- Audit and Risks Committee: 80%

Business address:

Räspweg 11 – CH-8126 Zumikon, Switzerland

Number of shares[**]: *2,000*

Date of birth (and age):

December 29, 1959 (65 years old)

Nationality: *Italian and American*

First appointment:

November 30, 2018

Reappointment: *June 8, 2023*

Term expires on: *2026 AGM deliberating on the 2025 financial statements*

Chairwoman of the Nomination Committee (since June 13, 2024)

Vice-Chairwoman of the Remuneration Committee (since June 13, 2024)

Vice-Chairwoman of the Social and Environmental Responsibility Committee (since June 13, 2024)[*]

Member of the Audit and Risks Committee (until June 13, 2024)

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Giulia Fitzpatrick is a non-Executive Director on profit and not-for-profit Boards in the capacity as Chairwoman and/or Board member .
She has 30+ years' senior executive experience in transforming organizations for premier global financial services and agricultural firms with deep knowledge of technology, risk management, finance and operations with a focus on digital & innovation.
She has a proven track record in leading organizations in complex and fast-changing international environments across the US, Europe, Asia and South America and has worked for global financial services firms such as Bankers Trust, National Securities Clearing Corporation, Instinet, Merrill Lynch and UBS and at Bunge Ltd, one of the largest agricultural commodities processors.
Giulia Fitzpatrick holds a MBA in Finance and a MA in International Studies from the Wharton School and University of Pennsylvania, respectively.

Main activities

- *Financial Services Expert*
- *Technology & Digitalization Expert*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Member of the Supervisory Board of Zabka Group
- Director of Swiss Data Alliance AG
- Director, member of the Nomination and Remuneration Committee and of the Risk and Compliance Committee and Chairwoman of the Customer Experience Forum of Quintet Private Bank (Luxembourg)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director and Chairwoman of the IT & Digitalization Committee of PostFinance AG (until september 2024)
- Chairwoman of Quintet Private Bank AG (Switzerland) (until September 2022)

** Previously member of this Committee*
*** At the date of the present Universal Registration Document*

E

Olivier Gavalda

Key skills:

- Banking sector
- Management
- Finance & Strategy
- Governance

Attendance rates 2024:

- Board of Directors: 75%
- Investment Committee: 100%

Business address:

12, place des États-Unis, 92127 Montrouge Cedex France

Number of shares[**]**:** *750*

Date of birth (and age):

November 10, 1963 (61 years old)

Nationality: *French*

First appointment: *June 13, 2024*

Term expires on: *2027 AGM deliberating on the 2026 financial statements*

Director (since June 13, 2024)

Member of the Investment Committee (since June 13, 2024)

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Olivier Gavalda has spent his entire career at Crédit Agricole.

He joined Crédit Agricole du Midi in 1988, successively holding the positions of Organisation Project Manager, Branch Manager, Training Manager and Head of Marketing.

In 1998, he joined Crédit Agricole Ile-de-France as Regional Director.

In 2002, he was appointed Deputy Chief Executive Officer of Crédit Agricole Sud Rhône-Alpes, in charge of Development and Human Resources.

In 2007 he became Chief Executive Officer of Crédit Agricole Champagne Bourgogne.

In 2010, he joined Crédit Agricole S.A. as Head of the Regional Banks Division.

In 2015, he was appointed Deputy Chief Executive Officer in charge of the Development, Customer and Innovation Division.

In 2016, he became Chief Executive Officer of Crédit Agricole Ile-de-France.

Olivier Gavalda holds a Master's degree in Econometrics and a DESS (post-graduate diploma) in organisation/computing from Arts et Métiers.

Main activity

- *Deputy Chief Executive Officer of Crédit Agricole S.A.*[*] *(CEO effective May 14, 2025)*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

None

Outside the Worldline Group

France:

- Deputy Chief Executive Officer of Crédit Agricole S.A.[*]
- Chairman of the Board of Directors and Chairman of the Nomination Committee of Crédit Agricole Consumer Finance
- Chairman of Idia
- Director of Crédit Agricole Assurances
- Director of Institut Format Crédit Agricole Mutuel
- Director of Crédit Agricole Santé et Territoire
- Director of Crédit Agricole Transitions et Energies

<u>As Crédit Agricole's permanent representative</u>:

- Vice-Chairman and Director of Predica
- Director of Crédit Agricole Assurances Retraite
- Director of Pacifica

Foreign countries:

- Vice-Chairman and Director of Crédit Agricole Italia

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Chairman of Crédit Agricole Group Infrastructure
- Director of Crédit Agricole Corporate Investment Bank
- CRAM IDF's representative and Manager of Crédit Agricole Technologies et Services
- Director of SAS La Boétie

Foreign countries:

- Director of Crédit Agricole SRBIJA (Serbie)

** Listed company*

*** At the date of the present Universal Registration Document*

Mette Kamsvåg

Key skills:

- Management
- Finance
- CSR
- IT, Technology
- Payment Services

Attendance rates 2024:

- Board of Directors: 89%
- Audit and Risks Committee: 93%
- Investment Committee: 100%

Business address:
Fannesfjordsveien 118, 6421 Molde, Norway

Number of shares****:** *3,000*

Date of birth (and age):
January 17, 1971 (54 years old)

Nationality: *Norway*

First appointment: *April 30, 2019*

Reappointment: *June 9, 2022*

Term expires on: *2025 AGM deliberating on the 2024 financial statements*

Independent Director

Member of the Audit and Risks Committee

Member of the Investment Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Mette Kamsvåg has twenty years' experience in the IT and payment services sectors.
She has been a member of the management of BBS and Nets for fifteen years with responsibility for sales, products and business development.
She was CEO of Nets from 2011 to 2014.
Since 2014, she has been on the Board of several companies and is currently an active Board member of SpareBank1 SMN. She is currently chair of the Boards of group.ONE, WebMed and SmartCraft ASA.
She has deep knowledge of the payment services, in particular as regards the Nordic markets.
She holds a master in Business and Economics from BI Norwegian School of Management.

Main activity

- *Advisor at M-K Consulting AS*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Chairwoman of the Board of Directors of group.ONE
- Director of SpareBank 1 SMN*
- Chairwoman of the Board of Directors of SmartCraft ASA*
- Chairwoman of the Board of Directors of WebMed AS

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Chairwoman of the Board of Directors of Maritech Systems AS (until April 2024)
- Chairwoman of the Board of Directors of Norkart AS (until July 2023)
- Director of SIVA AS (until August 2021)

* *Listed company*
** *At the date of the present Universal Registration Document*

E

Agnès Park

Key skills:

- Industry, Life Science, High Tech
- Human Resources
- Corporate Social Responsibility
- Transformation
- Governance

Attendance rates 2024:

- Board of Directors: 100%
- SER Committee: 100%
- Nomination Committee: 100%
- Remuneration Committee: 100%

Business address:

100, rue de Courcelles 75017 Paris - France

Number of shares[**]: *2,000*

Date of birth (and age):

August 20, 1970 (54 years old)

Nationality: *French and South-Korean*

First appointment: *June 13, 2024*

Term expires on: *2027 AGM deliberating on the 2026 financial statements*

Independent Director (since June 13, 2024)

Chairwoman of the Social and Environmental Responsibility Committee (since June 13, 2024)

Member of the Nomination Committee (since June 13, 2024)

Member of the Remuneration Committee (since June 13, 2024)

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Agnès Park is a trained lawyer and has also studied human resources.

She began her career in 1994 at Daewoo and then at Chevrolet/General Motors as a corporate lawyer.

In 1999, she was appointed Director of Human Resources for one of General Motors' subsidiaries in France and Southern Europe.

In 2007, she joined Varian Medical System, an American medical high tech company, where she successively held the positions of HR Director for France and Belgium, then HR Director for Western Europe and finally HR Director for Europe, Middle East, Africa and India in 2018.

In 2019, Agnès Park joined the Pierre Fabre Group as Vice President of Human Resources for the Pharmaceutical Division. The same year, she was appointed Deputy General Manager in charge of Human Resources and Ethics.

Agnès Park joined the Valeo Group on June 27th 2022, as Group Chief Human Resources Officer.

Agnès Park holds a Master Degree in International Business Law (University of Paris II), an Executive Master of Strategic HR Management from HEC (Paris) and an Executive Coaching Certificate from INSEAD.

Main activity

- *Group Chief Human Resources Officer at Valeo[*]*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024	Other positions and offices held during the last five years
Within the Worldline Group	**Within the Worldline Group**
• Director of Worldline Corporate Foundation	*None*
Outside the Worldline Group	**Outside the Worldline Group**
None	*None*

[*] *Listed company*
[**] *At the date of the present Universal Registration Document*

E

Daniel Schmucki

Key skills:

- Finance
- Audit, Risks
- Payment Services & Banking sector
- Corporate Strategy & Investment

Attendance rates 2024:

- Board of Directors: 100%
- Investment Committee: 100%
- Audit and Risks Committee: 85%

Business address:

SIX Group AG Pfingstweidstrasse 110 CH-8021 Zurich, Switzerland

Number of shares*: *750*

Date of birth (and age):

June 6, 1968 (56 years old)

Nationality: *Swiss*

First appointment: *March 19, 2020*

Reappointment: *June 13, 2021*

Term expires on: *2027 AGM deliberating on the 2026 financial statements*

Chairman of the Investment Committee

Member of the Audit and Risks Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Daniel Schmucki is a member of the Executive Board at SIX Group AG and has been Chief Financial Officer since March 2017.
From 1994 to 1999 he has held various finance positions at Bosch group in Switzerland and Germany.
In 1999, he took on the role of Head of Controlling, Treasury and Investor Relations at Flughafen Zürich AG, which he held for nine years.
In 2008, he was promoted to Chief Financial Officer and Managing Director of Global Airport Operations and then Deputy CEO. He held this position until 2017, before he moved to SIX Group AG, a Financial Markets Infrastructure company. He is since also a member of the Executive Committee.
He is a qualified Chartered Accountant.

Main activity

- *Chief Financial Officer of SIX Group AG*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Chairman of the Board of Directors of SIX Global Services AG
- Director of SIX BBS AG
- Director of SIX Repo AG
- Director of SIX Swiss Exchange AG
- Director of Bolsas y Mercados Españoles (BME)
- Director of SIX Financial Information AG
- Director of Zoo Zürich

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Director of SECB Swiss Euro Clearing Bank GmbH (until March 2020)
- Director of Flaschenpost Services AG (until February 2020)

* *At the date of the present Universal Registration Document*

E

Nazan Somer Özelgin

Key skills:

- Audit, Risks Compliance
- Finance
- Banking sector

Attendance rate 2024:

- Board of Directors: 100%
- Audit and Risks Committee: 88%

Business address:

Tour Voltaire – 1, place des Degrés CS81162 92059 Paris La Défense Cedex – France

Number of shares[**]: *2,000*

Date of birth (and age): *November 6, 1963 (61 years old)*

Nationality: *Turkish*

First appointment: *October 28, 2020*

Reappointment: *June 13, 2024*

Term expires on: *2027 AGM deliberating on the 2026 financial statements*

Independent Director

Member of the Audit and Risks Committee (since June 13, 2024)

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Nazan Somer Özelgin has an undergraduate degree from the Business Administration Faculty of the Bosphorus university of Istanbul. She qualified as a Certified Public Accountant in 1993.

She is a member of the Supervisory Board of Unicredit Romania and Zagrebacka Banka (Unicredit Croatia). She is a Board Director of Mapfre Insurance (Turkey) of which she is the Chairwoman. She is Deputy Chair, Chairwoman of the Risk Committee and member the Audit Committee of Zagrebacka Banka (Croatia). In addition she is the Chairwoman of the Audit Committee and a member of the Risk Committee and Nomination Committee at Unicredit Romania. She is also a Board Director of Alpha Bank Romania since November 2024 which is a temporary mandate until the merger of Alpha Bank Romania with Unicredit Romania (targeted as August 2025) also holding Audit Committee Chair, Risk Committee member and Nomination Committee member responsibilities under this temporary mandate.

She has also been a member of the Board of Directors, Chairwoman of the Audit Committee and member of the Corporate Governance Committee of TAV Airport Operations Holding (Groupe ADP) since March 2024.

She was previously Executive Vice President in charge of Retail Banking and a member of the Executive Committee of Yapi Kredi Bank, one of the largest bank in Turkey from 2009 to 2018. She joined Yapi Kredi Bank in 2000 as Executive Vice President in charge of personal banking. Between 2003 and 2009, she served as Executive Vice President in charge of payment systems and consumer lending. From 2009 to 2018, she was member of the Executive Committee managing the retail business line end to end and leading many transformation projects including but not limited to digital transformation of the bank.

She worked for Arthur Andersen Turkey between 1988 and 2000. She was the partner in charge of financial sector in her final two years at Arthur Andersen Turkey. During her career at Arthur Andersen, she also held responsibilities for financial sector clients in Bucharest and Sofia. She also assumed auditing and financial consultancy responsibilities for companies in various sectors such as banking and finance sectors. In addition she ran various internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector.

Main activity

- *Independent Director of companies*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Member of the Supervisory Board, Chairwoman of the Audit Committee and member of the Risk Committee, Nomination Committee of Unicredit (Romania)
- Deputy Chairwoman of the Supervisory Board, Chairwoman of the Risk Committee and Audit Committee member of Zagrebacka Banka[*] (Unicredit Croatia)
- Chairwoman of the Supervisory Board of Mapfre Sigorta A.S. Turkey (Turkey)
- Director, Chairwoman of the Audit Committee and member of the Corporate Governance Committee of TAV Airport Operations[*]
- Director, Chairwoman of the Audit Committee and member of the Nomination Committee of Alpha Bank Romania (Romania)
- Chairwoman of Istanbul Golf Club
- Member of the Advisory Board of Darussafaka (Foundation)
- Member of the Trustee Board of Bosphorus university of Istanbul (Turkey)

Other positions and offices held during the last five years

Within the Worldline Group

France

- Director of Worldline IGSA[*] (until 2020)

Outside the Worldline Group

Foreign countries:

- Deputy Chair of the Supervisory Board, Chairwoman of the Audit Committee, member of the Risk Committee and Remuneration Committee of Unicredit Slovenia (Slovenia) (until January 2025)

* *Listed company*
** *At the date of the present Universal Registration Document*

Thierry Sommelet

Key skills:

- Technology
- Investment, M&A
- Governance
- CSR
- Banking sector

Attendance rate 2024:

- Board of Directors: 89%
- Investment Committee: 100%
- Nomination Committee: 92%
- Remuneration Committee: 90%

Business address:

Bpifrance 6-8 boulevard Haussmann
75009 Paris, France

Number of shares:** *750*

Date of birth (and age):

December 10, 1969 (55 years old)

Nationality: *French*

First appointment:

October 28, 2020

Reappointment: *June 8, 2023*

Term expires on: *2026 AGM deliberating on the 2025 financial statements*

Independent Director

Member of the Investment Committee

Member of the Nomination Committee

Member of the Remuneration Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Thierry Sommelet is Director of the Capital Development department in charge of the Technology, Media and Telecom sectors and a member of the Executive Committee of Bpifrance Investissement.
He has twenty years' investment experience in listed and unlisted companies in the Technologies, Media and Telecom (TMT) sector.
He began his career in the capital markets at Crédit Commercial de France in 1992 in Paris and later in New York.
He subsequently became Manager of the financial engineering team at Renaissance Software in London and then joined the media company InfosCE as Deputy Chief Executive Officer in 2001.
In 2002, he joined the Investments and Digital Holdings department of Caisse des Dépôts et Consignations, a French Public entity, which he headed up in 2007.
After joining Fonds stratégique d'investissement in 2009, Thierry Sommelet became part of the team at Bpifrance Investissement when it was created in 2013.
He graduated from the Ecole Nationale des Ponts et Chaussées (ENPC), Civil Engineering School in Paris. He also holds a MBA from INSEAD.

Main activity

- *Director of the Capital Development department at Bpifrance Investissement, Head of Technology, Media and Telecom*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

- Director of Worldline Corporate Foundation

Outside the Worldline Group

France:
As Bpifrance Investissement' permanent representative:
- Member of the Supervisory Board of IDEMIA Group and IDEMIA France

As Bpifrance Participations' permanent representative:
- Director and member of the Strategy and Technology Committee of Orange*
- Director, Chairman of the Governance & Social Responsibility Committee and member of the Audit Committee of Vantiva*

Other positions and offices held during the last five years

Within the Worldline Group

France:
In his own name:
- Director of Worldline IGSA* (until October 2020)

Outside the Worldline Group

France:
As Bpifrance Investissement' permanent representative:
- Member of the Supervisory Board of Tiger Newco (until December 2020)

In his own name:
- Director of Soitec* (until July 2022)
- Director of Talend* (until July 2021)
- Chairman of the Supervisory Board of Greenbureau (until December 2020)

* *Listed company*
** *At the date of the present Universal Registration Document*

Sylvia Steinmann

Key skills:

- IT, Technology
- Financial services
- Strategic thinking
- Business and Digital Transformation
- Process engineering and Operations
- Cyber Resilience and Compliance

Attendance rates 2024:

- Board of Directors: 100%
- Audit and Risks Committee: 100%
- SER Committee: 100%

Business address:

Untere Bruech 110 - 8706 Meilen - Switzerland

Number of shares*: *1,500*

Date of birth (and age):

January 18, 1965 (60 years old)

Nationality: *German*

First appointment: *June 13, 2024*

Term expires on: *2027 AGM deliberating on the 2026 financial statements*

Independent Director (since June 13, 2024)

Member of the Audit and Risks Committee (since June 13, 2024)

Member of the Social and Environmental Responsibility Committee (since June 13, 2024)

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Sylvia Steinmann studied business administration and information technology at the Technische Universität Berlin and the Massachusetts Institute of Technology.

She began her career as an IT and financial services consultant with McKinsey, before joining Swiss Re, where she headed the IT Strategy and Planning department. Sylvia Steinmann then spent several years as Chief Information Officer for the Financial Service Business Arm at SwissRe and was a member of the Executive Team.

Sylvia Steinmann pursued her career at Zurich Insurance (Chief Operating Officer of Global IT) and the logistics company DHL (Chief Information Officer of Global Forwarding and Freight).

Before joining Swiss Life, Sylvia Steinmann had been Chief Information Officer of the medical diagnostics company SYNLAB International in Munich since 2017.

From 2018 until 2023, Sylvia Steinmann was the Chief Information and Transformation Officer at Swiss Life Switzerland and a member of the Management Board.

Main activity

- *Director of companies*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

None

Outside the Worldline Group

France:

- Member of the Supervisory Board and member of the Audit Committee and the Risk Committee of BayernLB (Germany)
- Member of the Fachbeirat Tourismus Bergerlebnis – Berchtesgaden
- Vice-Chairwoman of Board of HomeOwners Association - Aruba

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:
None

Foreign countries:

- Member of the Global CIO Board of SwissLife AG
- Member of the Board of SYNLAB Schweiz AG

** At the date of the present Universal Registration Document*

E

Dr. Michael Stollarz

Key skills:

- Management
- Investments
- Banking
- IT, Technology

Attendance rate 2024:

- Board of Directors: 100%

Business address:
Deutscher Sparkassen Verlag Am Wallgraben 115 Stuttgart, D-70565 Germany

Number of shares at 2024/12/31: *1,570*

Date of birth (and age): *June 17, 1966 (58 years old)*

Nationality: *German*

First appointment: *October 28, 2020*

Reappointment: *June 9, 2022*

Term expires on: *2025 AGM deliberating on the 2024 financial statements*

Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Dr. Michael Stollarz has been Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV group) since January 2018.
He began his career with an apprenticeship in banking.
After a series of internships at Westdeutscher Handwerkskammertag and Hornblower Fischer, he joined the publishing house Handelsblatt as legal counsel. He was quickly promoted to Head of the Investment department.
In 2007, he was appointed to the Executive Committee. In particular, he was responsible for the digitalization of the Group, specialized media and corporate publishing.
After twelve years at Handelsblatt, he took over the management of Hubert Burda International GmbH as Director of Digital Strategy and Managing Director of the International Affairs branch.
He was then founding partner at Executive Interim Partners GmbH and Managing Director at Flick Gocke Schaumburg shortly afterwards.
He later joined the DSV group. In addition to his role as Chief Executive Officer of the DSV group, he is a member of several Supervisory Boards, Advisory Boards and Committees.
He has also been manager of Otto Schmidt Beteiligungsgesellschaft since 2016.
He holds a doctorate in law.

Main activity

- *Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV group)*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

Foreign countries:
- Vice Chairperson of the Shareholders' Committee of Worldline PAYONE Holding GmbH

Outside the Worldline Group

Foreign countries:
- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (Germany)
- Manager of Otto Schmidt Beteiligungsgesellschaft GmbH (Germany)
- Member of the Executive Committee of the German Savings Banks Association (DSGV) (Germany)
- Chairman of the Advisory Board of S-Markt & Mehrwert GmbH & Co. KG (Germany)
- Chairman of the Advisory Board of S-Communication Services GmbH (Germany)
- Member of the Supervisory Board of qards GmbH (Germany)
- Member of the Supervisory Board of EURO Kartensysteme GmbH (Germany)
- Vice-Chairman of the Supervisory Board of paydirekt GmbH (Germany)
- Member of the Supervisory Board of Bad Homburger Inkasso GmbH (Germany)
- Member of the Board of Directors of German Savings Bank Foundation for international collaboration (Germany)

Other positions and offices held during the last five years

Within the Worldline Group

France:
- Director of Worldline IGSA* (until October 2020)

Foreign countries:
- Member of the Shareholders’ Committeeof Ingenico PAYONE Holding GmbH (Germany)
- Chairman and member of the Supervisory Board of PAYONE GmbH (Germany)

Outside the Worldline Group

None

* *Listed company*
** *At the date of the present Universal Registration Document*

Marie-Christine Lebert

Key skills:

- CSR
- Payment Services
- IT, Technology

Attendance rates 2024:

- Board of Directors: 95%
- Remuneration Committee: 100%

Business address:

19 rue de la Vallée Maillard
41000 Blois, France

Number of shares[**]: *400[***]*

Date of birth (and age):

January 28, 1963
(62 years old)

Nationality: *French*

First appointment: *May 17, 2019*

Reappointment: *June 8, 2023*

Term expires on: *2026 AGM deliberating on the 2025 financial statements*

Employee Director

Member of the Remuneration Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Marie-Christine Lebert joined Atos as a programmer analyst in 1986, working in the payments sector.
She has worked as an international Project Leader, with over twenty years of experience in project and application portfolio management as well as team management.
From 2000, she has engaged herself in employee representation exercising high level of responsibilities as successively secretary and treasurer of local and international Works Boards.
From 2001 to 2017, she assumed the highest function as vice-secretary and secretary of the European Works of Atos group, after having initiated and taken part to the prior negotiations to the establishment of this European Social dialog.
All these roles have provided her with a deep knowledge of French and European social dialogue, and a solid understanding of the Group's and sectors economy, organizations, jobs and conditions, technological environments and human aspects.
Marie-Christine Lebert gained her first experience in the Atos group Board of Directors and in particular, she took over the Vice Chair of the CSR Committee.
She is trained as part of the Board Member Certification at IFA/IEP Paris and the Executive Education in Finance at HEC Paris.

Main activity

- *Project Leader at Worldline[*]*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held on December 31, 2024

Within the Worldline Group

None

Outside the Worldline Group

France:
- National Secretary of Cfdt Cadres
- Co-Chair of the Employee Directors' Group at Institut Français des Administrateurs (IFA)
- Director of Forum pour l'investissement responsable (FIR)
- Director of France Active Investissement

Foreign countries:
- Chair of the UNI European Federation's Cadres Group

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

None

* *Listed company*
** *At the date of the present Universal Registration Document*
*** *Employee directors are exempted from the obligation to hold Company shares.*

Stephan Van Hellemont

Key skills:

- IT, Technology
- Payment Services
- Finance

Attendance rates 2024:

- Board of Directors: 100%
- SER Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés CS81162
92059 Paris La Défense Cedex – France

Number of shares[**]**:** *2,000*[***]

Date of birth (and age): *September 20, 1967 (57 years old)*

Nationality: *Belgian*

First appointment: *June 8, 2023*

Term expires on: *2026 AGM deliberating on the 2025 financial statements*

Employee director

Member of the Social and Environmental Responsibility Committee (since June 13, 2024)

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Stephan Van Hellemont is Transversal Major Incident Manager.
In his role, Stephan Van Hellemont is notably in charge of the management of business-critical incidents across Europe and the rest of the world. In addition, he coordinates the onboarding of the escalation process.
During his long career, mainly in the secure payment services sector, Stephan Van Hellemont has gained significant experience in the areas of PCI compliance, data confidentiality, ITIL processes, ISO27001 auditing and vulnerability management.
Stephan Van Hellemont has had the opportunity to work and gain experience in Worldline's three main business lines, which has given him a very broad understanding of the business portfolio, organization and governance. He was a member of the local Belgian Works Council and the Health and Safety Committee. Stephan Van Hellemont was a member of the negotiating group for the implementation of the agreement for the creation of the Worldline European Works Council.
Stephan Van Hellemont joined Atos in 1991.

Main activity

- *Transversal Major Incident Manager at Worldline*[*]

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2024	Other positions and offices held during the last five years
Within the Worldline Group	**Within the Worldline Group**
None	*None*
Outside the Worldline Group	**Outside the Worldline Group**
None	None

* *Listed company*
** *At the date of the present Universal Registration Document*
*** *Employee directors are exempted from the obligation to hold Company shares.*

E.1.3.2 Diversity Policy of the Board of Directors

In accordance with the recommendations of the AFEP-MEDEF Code, each year the Board of Directors carries out an in-depth assessment of its membership and that of its committees, with particular emphasis on criteria such as gender equality, nationality, age, qualifications and experience. At its meeting on December 13, 2024, the Board of Directors reviewed its diversity policy, upon recommendation of the Nomination Committee. This policy is reflected in the varied and complementary representation of Board members, who are distinguished by their skills, career paths, training, age, independence and nationality.

The diversity policy applied by the Board of Directors in selecting members, the goals it sets itself, the procedures applied and the outcomes are described below.

Criteria	Objectives	Implementation and outcomes
Independence of the Board of Directors	Comply with the recommendations in the AFEP-MEDEF Code on Board independence, which require a minimum percentage of 50%	• As of the date of this Universal Registration Document, 64%[1] of directors are qualified as independent (see section E.1.3.5), i.e. much higher than recommended by the principles of the AFEP-MEDEF Code.
Gender equality of the Board of Directors	Comply with legal provisions governing gender equality, which require a minimum of 40% of each gender (articles L. 225-18-1 and L. 22-10-3, of the French Commercial Code)	• As of the date of this Universal Registration Document, 5 members of the Board of Directors are women, i.e., 46%[1] of its members, in compliance with the applicable legal provisions. • The Audit and Risks Committee as well as the Social and Environmental Responsibility Committee have a majority of women.
Age of Board members	Comply with the statutory provisions limiting to one-third the members of the Board over 70 years old (article 14 of the Company's Bylaws).	• As of December 31, 2024, the Board of Directors has members aged from 54 to 68, with an average age of 59.5 years.
Employee directors	Comply with legal provisions and article 16 of the Company's Bylaws.	• The Board of Directors has 2 employee directors. • The employee representation within the Board of Directors is in line with legal provisions and the Company's Bylaws.
Directors' nationality	Reflecting Worldline's international presence and its European leadership.	• As of the date of this Universal Registration Document, the Board of Directors has 7 foreign directors, representing 64% of its members (excluding employee directors). • The current ratio is satisfactory and faithfully reflects the Group's identity, footprint and strategy.
Complementarity and adequacy of profiles and competencies	Representation of diverse and complementary expertise and experience.	• Directors have extensive professional experience in various industries on high profile positions and are serving or have served as directors or Company Officers of listed or unlisted French and/or foreign companies. • The diversity of skills is reflected in the profiles of the Board members, who possess expertise in various areas, including management particularly at an international level, governance, strategy/investment, audit/risks, finance, IT/Digital/Tech and transformation/restructuration, especially in the payment services, banking, IT and technology services as well as retail and investment sectors. • The new directors whose appointments were approved at the 2024 Shareholders' Meeting have further strenghtened its skills particularly in banking and financial services, technology and digital, transformation, HR and CSR, in line with the Group's strategic challenges and ambitions.
Number of directors	Reaching a measured number of directors to ensure collegiality	• Since 2021, the Board has committed to reduce the number of its members as the Company embarks on a new strategic phase. The Board has achieved this reduction by enhancing its international diversity and the variety of expertise represented. • This resizing exercise was completed at the end of the 2024 Shareholders' Meeting (see section E.1.3.1), reducing in consequence the number of directors. • As of December 31, 2024, the number of directors is 13 (including two employee directors).

1 Employee directors are not taken into account when calculating independence and gender diversity, in accordance with the law and the recommendations of the AFEP-MEDEF.

E.1.3.3 Selection of Directors

In accordance with article 9.3.1 of the Board's Internal Rules, the Nomination Committee has a special procedure for selecting and appointing directors (in particular independent directors). This procedure summarized hereunder is in line with the highest corporate governance standards. It takes into account the diversity policy defined each year by the Board of Directors, upon recommendation of the Nomination Committee, as presented above and the competence needs.

When looking to recruit new Board members, the Nomination Committee first assesses the complementarity of the skillsets, experience, expertise and diversity of the existing Board of Directors. It then identifies those particular skills and diversity that will have the most impact on the collegiality, complementarity and effectiveness of the Board of Directors. In determining the appropriate profile for the new member, the Nomination Committee looks in particular at:

- the proportion of independent directors;
- appropriate representation of shareholders and strategic partners;
- the diversity policy of the Board of Directors; as well as
- the expectations of the Board of Directors itself as expressed in its annual self-assessment of its composition and functioning.

Once the need for a new director has been identified, appropriate procedures are put in place by the Nomination Committee, in consultation with the Chairperson of the Board of Directors and the support of the Secretary of the Board, and if necessary, an external consultant, to determine the process and timeline, define the profile, identify potential candidates and proceed with their selection.

Interviews with these candidates are then conducted, particularly with members of the Nomination Committee, with a view to making a recommendation to the Board of Directors. The Nomination Committee ensures that the candidate's profile is in line with the sought-after skills and experience, as well as their availability, absence of conflicts of interest, and, if applicable, independence in accordance with the criteria defined in the AFEP-MEDEF Code.

The Board of Directors reviews the work of the Nomination Committee, meets on the candidate(s) proposed by the Committee, deliberates and proposes, where appropriate, its appointment of the selected candidate as a director for approval by the Shareholders' Meeting. Exceptionally and under certain conditions, the Board of Directors may co-opt directors, subject to subsequent ratification by the shareholders at the next following meeting.

Additionally, a specific selection process exists for directors representing employee and shareholders in accordance with Article 16 of the Company's Bylaws. The first employee director is appointed by the Company's Social and Economic Committee, while the second is appointed by the European Works Council. The employee shareholder representative director is elected by the Shareholders' Meeting from among the candidate or candidates designated by the employee shareholders. In fact, the supervisory boards of mutual investment funds must notify the Chairman of the Board of Directors of the identity of the candidate or candidates elected within their ranks prior to the Shareholders' Meeting. The Board of Directors may decide to recommend the appointment of a candidate to the Shareholders' Meeting.

Director selection process

#1 Process
- Determination of the envisaged selection process
- Support from external firm if necessary.
- Setting of the timetable.

#2 Profile
- Assessment of the complementarity of skills, experience and expertise within the Board in accordance with the defined diversity policy.
- Definition of needs.
- Definition of the profile sought.

#3 Candidatures
- Establishment of procedures by the Nomination Committee to determine the process for selecting candidates.
- Review of the candidatures.
- Identification of potential candidates with a view to selection.

#4 Selection
- Interviews with selected candidates by the Nomination Committee.
- Review of the suitability with the profile sought and defined at the beginning of the selection process.
- Review of the availability, absence of conflicts of interest and independence, where applicable, of the selected candidates.
- Recommendation of the Nomination Committee to the Board of Directors.

#5 Decision
- Review by the Board of Directors of the candidates selected by the Nomination Committee.
- Deliberation by the Board of Directors on the selected candidates.

→ Proposal for appointment by the Shareholder's Meeting.

→ Co-optation by the Board of Directors and proposed ratification by the Shareholder's Meeting.

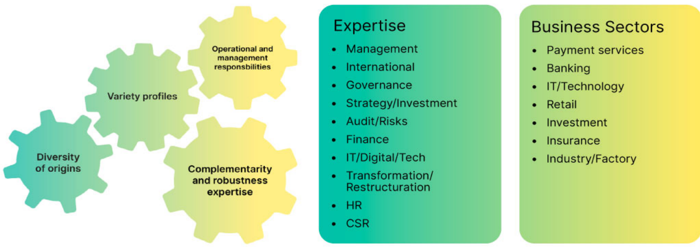
E.1.3.4 Directors' skills

In accordance with its diversity policy, the Board of Directors, in conjunction with the Nomination Committee, ensures that its composition is complementary in terms of skills, experience, and expertise. The variety and richness of the directors' profiles should enable the Board to understand the specificities of the Company and address strategic challenges collegially.

The current composition of the Board is rich in diversity and complementary experiences and expertise in various fields.

The Board and the Nomination Committee ensure that the evolution of the skills identified within the Board is in line with the Company's strategic orientations, its needs and values. The composition of the Board of Directors is thus assessed each year to define skills and needs priorities.

The evolution of the Board's composition set in motion since 2021 and finalized in 2024 reflects the intention to ensure collegiality and to maintain complementary skills and profiles as well as a diversity of experiences, genders and nationalities within the Board.



	Expertises										Sectors						
	Management	International	Governance	Strategy/Investment	Audit/Risks	Finance	IT/Digital/Tech	Transformation/ Restructuration	HR	CSR	Payments Services	Banking	IT/Technology	Retail	Investment	Insurance	Industry/Factory
Wilfried Verstraete	Mastery	Mastery	Mastery	Mastery	Mastery	Mastery	Knowledge	Mastery	Knowledge	Notions	Notions	Mastery	Mastery	Knowledge	Knowledge	Mastery	Knowledge
Aldo Cardoso	Mastery	Mastery	Mastery	Mastery	Mastery	Mastery	Knowledge	Mastery	Notions	Notions	Knowledge	Knowledge	Knowledge	Notions	Mastery	Notions	Mastery
Giulia Fitzpatrick	Mastery	Mastery	Mastery	Knowledge	Mastery	Mastery	Mastery	Mastery	Knowledge	Mastery	Mastery	Mastery	Mastery	Mastery	Knowledge	Notions	Mastery
Olivier Gavalda	Mastery	Knowledge	Mastery	Mastery	Mastery	Mastery	Mastery	Knowledge	Mastery	Knowledge	Knowledge	Mastery	Notions	Knowledge	Mastery	Knowledge	Notions
Mette Kamsvåg	Mastery	Mastery	Mastery	Mastery	Mastery	Knowledge	Knowledge	Knowledge	Knowledge	Knowledge	Mastery	Mastery	Mastery	Mastery	Mastery	Notions	Knowledge
Marie-Christine Lebert	Knowledge	Knowledge	Mastery	Notions	Notions	Notions	Mastery	Mastery	Knowledge	Mastery	Mastery	Notions	Mastery	Mastery	Notions	Notions	Notions
Agnès Park	Mastery	Mastery	Mastery	Knowledge	Knowledge	Knowledge	Knowledge	Mastery	Mastery	Mastery	Notions	Notions	Mastery	Mastery	Notions	Notions	Mastery
Daniel Schmucki	Mastery	Mastery	Mastery	Mastery	Mastery	Mastery	Knowledge	Mastery	Knowledge	Notions	Mastery	Mastery	Knowledge	Mastery	Mastery	Notions	Mastery
Nazan Somer Özelgin	Mastery	Mastery	Mastery	Knowledge	Mastery	Mastery	Knowledge	Mastery	Knowledge	Knowledge	Mastery	Mastery	Knowledge	Mastery	Knowledge	Mastery	Knowledge
Thierry Sommelet	Knowledge	Mastery	Mastery	Mastery	Knowledge	Mastery	Mastery	Knowledge	Mastery	Mastery	Knowledge	Knowledge	Mastery	Knowledge	Mastery	Notions	Notions
Sylvia Steinmann	Mastery	Mastery	Mastery	Mastery	Mastery	Knowledge	Mastery	Mastery	Mastery	Knowledge	Knowledge	Mastery	Mastery	Notions	Knowledge	Mastery	Mastery
Dr. Michael Stollarz	Mastery	Mastery	Mastery	Mastery	Mastery	Knowledge	Knowledge	Knowledge	Knowledge	Knowledge	Mastery	Mastery	Mastery	Knowledge	Mastery	Notions	Knowledge
Stephan Van Hellemont	Notions	Mastery	Knowledge	Notions	Mastery	Knowledge	Mastery	Knowledge	Knowledge	Knowledge	Mastery	Knowledge	Mastery	Mastery	Notions	Notions	Notions
% per skill	87%	92%	96%	77%	87%	75%	73%	81%	63%	60%	73%	77%	83%	73%	67%	44%	62%

Notions
Knowledge
Mastery or position held

E.1.3.5 Independence of Directors

E.1.3.5.1 Definition of an Independent Director

The AFEP-MEDEF Code defines an independent director as someone who *"has no relationship of any kind whatsoever with the corporation, its group or the management that may interfere with their freedom of judgment."*

The latter also includes a certain number of criteria used to determine whether a director can be qualified as independent.

AFEP-MEDEF Code Criteria (article 10)

Criterion 1 – Employee or corporate officer within the past five years
The director must not be, or shall not have been during the course of the previous five years: • An employee or executive officer of the Company; • An employee, executive officer or director of a company consolidated within the Company; • An employee, executive officer or director of the Company's parent company or of a company consolidated within the parent company.
Criterion 2 – Cross-directorships
The director must not be an executive officer of a company in which: • The Company holds a direct or indirect directorship; or in which • An employee appointed as such or an executive officer of the Company (currently in office or having held such office during the previous five years) holds a directorship.
Criterion 3 – Significant business relationships
The director must not be (or be linked directly or indirectly to) a customer, supplier, commercial banker, investment banker or consultant: • That is material for the Company or its Group; or for which • The Company or its Group represents a significant portion of its activity.
Criterion 4 – Family ties
The director must not be related by close family ties to a company officer.
Criterion 5 – Auditor
The director must not have been an auditor of the Company within the previous five years.
Criterion 6 – Period of office exceeding twelve years
The director must not have been a director of the Company for over twelve years. The loss of the status of independent director occurs on the date at which this twelve year period is reached.
Criterion 7 – Status of non-executive officer
A non-executive officer cannot be considered to be independent if they are paid variable compensation in cash or in the form of securities or any compensation related to the performance of the Company or its Group.
Criterion 8 – Status of the major shareholder
Directors representing, or appointed on the proposal of, major shareholders of the Company or its parent company may be considered independent, provided these shareholders are not party to controlling the Company. Nevertheless, above 10% of the share capital or voting rights, the Board of Directors, upon a report from the Nomination Committee, should systematically review a director's qualification as independent in the light of the make-up of the Company's share capital and the existence of a potential conflict of interest.

Independence criteria relating to the material nature of the relationship with the Company (criterion 3)

In accordance with the recommendations of the AFEP-MEDEF Code, as part of the assessment of the materiality of the relationship with the Company or Worldline's Group, the Board of Directors, at its meeting of December 13, 2024, on the recommendation of the Nomination Committee, retained (as in the previous year) the following criteria:

- a quantitative criterion, being the consolidated turnover of 1% by the Company with a group within which a Worldline Director holds a function and/or a mandate, corresponding to general market practice;
- qualitative criteria, namely:
  i. the length and continuity of the business relationship (seniority of the relationship or impact of potential contract renewals, etc.),
  ii. the importance or intensity of the relationship (potential economic dependence), and
  iii. the structure of the relationship (Director free of any interest, etc.).

It is specified that when assessing the materiality of the relationship with the Company or its Group as detailed above, the Board of Directors analyses the quantitative criterion in combination with the qualitative criteria.

E.1.3.5.2 Annual review of the Independence of Directors

In light of article 1 of the Board's Internal Rules and the recommendations in the AFEP-MEDEF Code, the status of independent director is discussed annually by the Nomination Committee and reviewed by the Board of directors in light of the quantitative and qualitative criteria. This is also carried out each time a director is appointed and when his term of office is renewed. This review by the Nomination Committee and the Board of Directors took place at the meetings of December 10 and 13, 2024, respectively. The Nomination Committee on February 19, 2025 and the Board of Directors on February 25, 2025 updated their analysis.

During this annual review, the Nomination Committee closely reviewed the independence of:

- Nazan Somer Özelgin in light of the 2024 business relations between Worldline and the companies in which she holds offices (respectively UniCredit on the one hand and TAV Airports Operations on the other hand) (AFEP-MEDEF Code, § 10.5.3);
- Thierry Sommelet in light of the respective shareholdings and voting rights of Bpifrance Participations and Caisse des Dépôts et Consignations in Worldline's share capital, and in view of the business relations maintained with Worldline in 2024 (AFEP-MEDEF Code, § 10.5.3 and § 10.7).

Following its review, the Board of Directors concluded that the aforementioned contextual factors were not such as to affect the respective independence of these Directors:

- In the case of Nazan Somer Özelgin: although the overall turnover with UniCredit in 2024 is estimated at c. 1% of the turnover of the Group at December 31, 2024, it represents a small portion of the Group's turnover with many other banks. Also, although UniCredit is one of the banks financing the Group, it is one of many banks amongst which the funding is widely distributed. In addition, the absence of an executive position within UniCredit and the absence of involvement in any UniCredit topic involving Worldline were noted. In the case of TAV Airports Operations, it was noted that no turnover was achieved in 2024 by Worldline with the TAV Airports group, as well as with its main shareholders (i.e. Aéroports de Paris, Tepe İnşaat and Sera Yapı Enden). The absence of an executive position within Tav Airports Operations was also considered;
- In the case of Thierry Sommelet: although he was appointed on the proposal of Bpifrance, which is a shareholder in Worldline, it was noted that the level of participation in the Company's share capital is 5% and that it holds 8.2% of the voting rights (at December 31, 2024), well below the 10% threshold and not such as to question his independence. Furthermore, Worldline's overall turnover with Bpifrance in 2024 represents only 0.01% of the Group's consolidated turnover.

The Nomination Committee and the Board of Directors also concluded that the following members could not be considered as independent:

- Giulia Fitzpatrick and Daniel Schmucki, appointed as directors upon proposal of SIX Group AG, due to the level of SIX Group AG's shareholding in Worldline (10.5% of the share capital and 18.2% of the voting rights at December 31, 2024) in addition to the extent of the business relations between both groups in 2024. The fact that Daniel Schmucki is Chief Financial Officer of SIX Group AG was also taken into account;
- Olivier Gavalda, appointed Director upon proposal of Crédit Agricole, due to the level of Crédit Agricole's shareholding in Worldline (7% of the share capital and 6% of the voting rights at December 31, 2024) and the importance of the existing business relationships in 2024 with Crédit Agricole S.A. in which Olivier Gavalda is Deputy Chief Executive Officer (CEO effective May 14, 2025);
- Dr. Michael Stollarz due to the existing business relations in 2024 between the Group and Deutscher Sparkassen Verlag GmbH (DSV Group) in which he is Chief Executive Officer;
- Marie-Christine Lebert and Stephan Van Hellemont, as employee directors.

The Nomination Committee and the Board of Directors have qualified the following members as independent, having considered that all independence critera were satisfied:

- Aldo Cardoso;
- Mette Kamsvåg;
- Agnès Park;
- Nazan Somer Özelgin;
- Thierry Sommelet;
- Sylvia Steinmann; and
- Wilfried Verstraete.

Hence, as of the date of this Universal Registration Document, the Board of Directors has 7 independent members out of 11 (employee directors not being taken account), representing a 64% independence rate, well above the 50% rate recommended by the AFEP-MEDEF Code.

E

The table below shows the detailed assessment of the independence of directors based on the above-mentioned criteria following the review by the Nomination Committee on December 10, 2024 and February 19, 2025, as well as the Board of Directors on December 13, 2024 and February 25, 2025.

Criteria*	**Aldo Cardoso**	**Giulia Fitzpatrick**	**Olivier Gavalda**	**Mette Kamsvåg**	**Marie-Chrisrine Lebert**	**Agnès Park**	**Daniel Schmucki**	**Nazan Somer Özelgin**	**Thierry Sommelet**	**Sylvia Steinmann**	**Dr. Michael Stollarz**	**Stephan van Hellemont**	**Wilfried Verstraete**
Criterion 1: Employee or corporate officer within the past fixe years	✓	✓	✓	✓	✖	✓	✓	✓[1]	✓[1]	✓	✓	✖	✓
Criterion 2: Cross-directorships	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3: Significant business relationships	✓	✓	✖[2]	✓	✓	✓	✖	✓	✓	✓	✖[3]	✓	✓
Criterion 4: Family ties	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5: Auditor	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6: Period of office exceeding twelve years	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 7: Status of non-executive officer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8: Status of the major shareholder	✓	✖	✖	✓	✓	✓	✖	✓	✓	✓	✓	✓	✓
Independent	✓	✖	✖	✓	✖	✓	✖	✓	✓	✓	✖	✖	✓

* *In this table, ✓ represents an independence criterion that is satisfied and ✖represents an independence criterion that is not satisfied.*

1 *Their independent directorship at the level of Worldline IGSA (formerly Ingenico) was held before it was included in the Worldline scope of consolidation. They qualified as independent directors within the Board of Directors of Worldline IGSA in accordance with the AFEP-MEDEF Code applied by Ingenico Group SA. These directors were assessed as independent at the time of the acquisition of Ingenico by Worldline and the contemplated governance was designed to welcome new directors coming from Ingenico as a key aspect of the friendly acquisition and this was part of the announcement of the transaction before its massive approval by the shareholders. Also, the cumulated duration of the mandates held by these directors within Ingenico Group SA and then Worldline remain less than 12 years.*

2 *Olivier Gavalda is Deputy CEO of Crédit Agricole S.A. (CEO effective May 14, 2025), shareholder and partner of Worldline.*

3 *Michael Stollarz is CEO of Deutscher Sparkassen Verlag GmbH (DSV Group), Worldline's partner in the joint-venture (Joint-venture Payone).*

E.1.3.6 Lead Director

The Board of Directors decided to appoint a Lead Director on March 19, 2020. This decision was taken in a context where the functions of Chairperson of the Board of Directors and Chief Executive Officer were combined. In line with the highest corporate governance standards, the Board of Directors has, upon recommendation of the Nomination Committee, decided to retain the Lead Director even though the roles are now split.

As per the Board's Internal Rules, the Lead Independent Director has, in particular, the following powers and responsibilities:

- ensuring that directors are provided with the information necessary to fulfil their duties;
- organizing, at least two meetings in a year held in the absence of the Executive Officers;
- to review meeting agendas, in consultation with the Chairperson of the Board of Directors and/or the Secretary of the Board of Directors; the Lead Director may ask for the inclusion of additional items on the agenda;
- be consulted, notably by the Chairperson of the Nomination Committee, ahead of the appointment and reappointment of directors;
- to ask the Chairperson of the Board of Directors to call Board meetings to discuss specific matters;
- overseeing the yearly assessment of the work of the Board of Directors and of the Committees and to report on this evaluation to the Board of Directors together with the Board Secretary; and
- bringing to the attention of the Board of Directors any conflict of interest that they have personally identified or was reported to them.

The Lead Director maintains regular and open dialogue with the directors, in particular with the independent directors, for whom they may act as spokesperson vis-à-vis management, other directors and the Board Secretary. The Lead Director may also hold discussions with shareholders, in consultation with the Chief Executive Officer, and after reporting to the Chief Executive Officer and the Board of Directors.

The Board's Internal Rules also provide that should the Chairperson and Vice-Chairperson of the Board of Directors be absent or if there is no Vice-Chairperson, the Board of Directors shall be chaired by the Lead Director.

Following the death of Bernard Bourigeaud on December 14, 2023, the Board of Directors meeting of December 15, 2023, upon recommendation of the Nomination Committee and in accordance with the succession plan, decided to entrust Georges Pauget, Lead Director until then, with the interim chairmanship of the Board of Directors until the appointment of a new Chairman of the Board of Directors.

Following the appointment of Wilfried Verstraete as Chairman of the Board of Directors and the departure of Georges Pauget at the end of the 2024 Shareholders' Meeting, the Company has not appointed a new Lead Director so far.

E.1.3.7 Employee Representation on the Board of Directors

E.1.3.7.1 Representation of Employee Shareholders

As of December 31, 2024, the shares held by the employees of the Company or of its subsidiaries[1] represented 0.8% of the share capital, i.e less than the 3% threshold at which representation is required by law (see section E.3).

E.1.3.7.2 Employee Directors

In accordance with the provisions of Article L.22-10-7 of the French Commercial Code, the UES Worldline Social and Economic Committee renewed the mandate of Marie-Christine Lebert[2] on May 30, 2023 for a three-year period. The European Works Council, set up in January 2023, appointed during its meeting of May 10, 2023 Stephan Van Hellemont as employee director.

The terms of office of the two employee directors is a three-year period. Their terms of office will therefore expire at the end of the Shareholders' Meeting to be held in 2026 to approve the 2025 financial statements.

E.1.3.7.3 Social and Economic Committee's Representation

The representative of the Social and Economic Committee, namely Vincent Danten, or his substitute, is invited to attend Board meetings, without voting rights.

E.1.3.8 Directors' Training

As per the recommendations of the AFEP-MEDEF Code, each director receives, following their appointment and throughout their term of office, the training necessary for the performance of his duties, in particular to enable him to understand Worldline's activities, risks and organisation, and to develop specific skills according to his needs and profil.

The training and workshop program is drawn up each year by the Board of Directors. This program includes interactive workshops, sessions on presenting the Group's businesses, organization, risks, strategy in particular with respect to corporate social responsibility, and the Group's governance.

In 2024, directors received training and lead workshops on the following topics:

- Business strategy and market trends;
- Risks management;
- Corporate Social Responsability (CSR);
- Compliance;
- Security; and
- IT and Technology (including AI, Cyber-Security).

In addition, a strategic seminar organized under the supervision of the Chairman and the management, and involving most of the key managers, is held every year for all directors to discuss the various dimensions of the Group's strategy in light of the market trends and the Company's specific needs.

1 *As defined in the provisions of Article L.225-180 of the French Commercial Code.*

2 *Marie-Christine Lebert was first appointed on May 17, 2019.*

Employee directors are also provided with a tailored training as soon as they take office. This training specifically covers finance and corporate governance. Specific training is also offered to directors appointed to the Audit and Risks Committee on the Company's specific accounting, financial or operational processes, as well as to directors appointed to the Social and Environmental Responsibility Committee in particular on climate change.

In addition, following their appointment, all new directors are provided with the Company's corporate documentation[1]. They receive the information necessary to get to know and to to understand Worldline, its business activity, its culture and its accounting, financial and operational specificities. The directors are also made aware of their obligations under stock market regulations applying to directors of listed companies. They receive regular documentation and information about the Company, its business and environment. They have the opportunity to interact directly with Executive Management.

E.1.3.9 Shareholding Obligations

Since 2017, the Board's Internal Rules stipulated that, throughout their term of office, each director[2] must own at least seven hundred and fifty (750) shares in the Company.

As of the date of this Universal Registration Document:

- all directors met this requirement except for employee directors as permitted under French law and the Company's Bylaws;
- Board members have not agreed to any restriction on their right to dispose of their interest in the Company's capital, with the exception of the rules to the prevention of insider trading and the recommendations of the AFEP-MEDEF Code imposing an obligation to retain shares.

Given the contemplated increase of the compensation policy for the Board of Directors, the challenges faced by the Group and its low share price, the Board of Directors of February 25, 2025, upon recommendation of the Remuneration Committee, decided to increase the number of the Company's shares to own at 2,000 from the 2026 General Meeting. The Board of Directors also recommended to directors to hold a number of the Company's shares representing at least one year's annual fixed remuneration.

E.1.3.10 Statements of Company Officers

To the Company's knowledge:

- as of the date of this Universal Registration Document, there are no family ties between members of the Company's Board of Directors and senior management;
- over the course of the past five years:
  - i. none of the above has been convicted of fraud,
  - ii. none of the above has been involved in a bankruptcy, receivership or liquidation,
  - iii. no accusations have been made or official public sanctions handed down against any of the above by statutory or regulatory authorities (including designated professional bodies), and
  - iv. none of the above has been disqualified by a court from being a member of the administrative, management or supervisory body of any company, or from being involved in the management or running of any company.

E.1.3.11 Potential Conflicts of Interest and Agreements

To the Company's knowledge, and subject to the relationships and agreements described in section C.7, as of the date of this document, there are no:

- potential conflicts of interest between the duties to the Company of the Board members and the Company General Management, and their private interests and/or other duties;
- pacts or agreements of any kind with shareholders, clients, suppliers or others;
- service contracts binding the members of the Board of Directors to the Company or to one of its subsidiaries and providing for the granting of benefits.

E.1.3.12 The Board's Internal Rules

The Company's Board of Directors regularly reviews its Internal Rules, setting forth in particular:

- rules on Board membership, operation and role of the Board, remuneration of directors, assessment of the work of the Board of Directors, information of directors;
- the role, remit and operating rules of the Board of Directors' committees;
- the specific missions and prerogatives which can be assigned to a director and to the Lead Director;
- the assessment of the functioning of the Board of Directors and its Committees;
- the reserved matters of the Board of Directors; and
- the confidentiality obligations imposed on directors.

The Board's Internal Rules were last updated by decision of the Board of Directors on June 13, 2024. The Directors' Charter and the Guide to the Prevention of Insider Trading are appended to the Board's Internal Rules. The full version of the Board's Internal Rules is available on the website.

They are summarized in various sections of this Universal Registration Document. The other main provisions of the Board's Internal Rules are summarized below.

E.1.3.12.1 Information Provided to Directors

The Company is required to provide to its directors with any information that is necessary for their effective participation in the work of the Board of Directors. The same applies during the life of the Company where the importance or urgency of the information so requires. This includes any relevant information, including critical information, concerning the Company and particularly articles in the press and financial analysis reports.

Directors are informed, in due course and at the latest at the Board Meeting called to approve the annual and half-yearly financial statements, of the Company's financial and cash-flow position as well as its material commitments.

1 *Including the Company's Bylaws, the Board's Internal Rules (including the Director's Charter and the Insider Trading prevention guide) and the AFEP-MEDEF Code.*

2 *Except for employee directors.*

The Board of Directors is regularly updated on market developments, the competitive environment and the key challenges facing the Company including in the area of corporate and social responsibility.

A director may ask the Chairperson for any complementary information he deems necessary to carry out his duties notably in light of meeting agendas. Should a director feel that he has not been put in a position to deliberate in full knowledge of the facts, it is his duty to indicate such to the Board of Directors and to obtain the necessary information.

Acceptance of Further Corporate Offices

The Company Officers and the directors shall ask the Board of Directors and the Nomination Committe for its view before accepting any new directorship in a listed or unlisted company wether French or foreign outside the Group.

Possibility of Assigning Special Duties to a Director

Where the Board of Directors decides to assign special duties to one (or more) members or to a third party (or parties), it must detail the main aspects of these duties. Where the person or persons entrusted with these duties are Board members, they may not participate in the vote.

On the basis of this decision, a draft letter of engagement is drawn up at the initiative of the Chairperson and submitted to the Nomination Committee and the Lead Director if any, for their opinion, which:

- set out the precise purpose of the engagement;
- determine the form that the report on the engagement should take;
- set the length of the engagement;
- establish, where applicable, the remuneration payable to the person carrying out the engagement and the terms of payment; and
- provide, where applicable, for a ceiling on the reimbursement of travel expenses and expenses incurred by the person in question in connection with the performance of the duties.

The report of the assignment must be communicated by the Chairperson of the Board of Directors to the Directors (and to the censor(s) if any).

Compliance with the SIX Group AG Agreement

The Board of Directors must comply with the terms of the SIX Group AG Agreement (see section E.8 of the 2021 Universal Registration Document).

E.1.3.12.2 Extracts from the Director's Charter

Worldline's Directors' Charter summarizes the duties and responsibilities of Board members. This Charter covers in particular the following points:

- prohibition to hold a corporate office and an employment contract;
- protecting Company's interests;
- attendance, diligence;
- loyalty;
- independence;
- confidentiality;
- trading in the Group's securities;
- conflicts of interests; and
- information of members.

The following sections are taken from the director' Charter which is available on the Company's website.

Appointment

Before accepting their offices, each Director must be aware of their rights and obligations. In particular, they must acknowledge:

- the laws and regulations governing the office;
- the provisions of the Company's Bylaws;
- the Board's Internal Rules containing the Director' Charter; and the Guide on the Prevention of Insider Trading.

Directors must personally hold at least the number of registered shares as required by the Internal Rules of the Board of Directors[1]. If he doesn't own such shares upon appointment, he must acquire them within six months of their appointment.

Prohibition on Having a Corporate Office and an Employment Contract

An employee who becomes either Chairperson and/or Chief Executive Officer must undertake to suspend or terminate their employment contract with the Company (should such an employment contract exist), either through mutual agreement termination or by resigning.

Protecting Company's interests

Each director represents all shareholders.

They must at all times act in the interests of said shareholders and in the interests of the Company.

They must warn the Board of Directors of any event brought to their attention that they feel may affect the Company's interests.

Conflicts of Interest

Directors must strictly avoid any conflict between their own moral and material interests and those of the Company.

Directors must inform the Board of Directors of any conflict of interest, even a potential one.

They must strictly refrain from participating in discussions or decisions on such matters where he would be subject to a conflict of interest.

A conflict of interest arises when a director or a member of their family may:

- Personally benefit from the way the Company's business is conducted; or may
- Maintain a relationship of any kind with the Company, its affiliates or Executive management that may compromise the director's freedom of judgment (particularly as client, supplier, investment banker, legal representative).

Attendance – Diligence

In accepting their office, each director agrees to take the necessary time and care to properly perform their duties.

Unless prevented from doing so, each director must attend all Board meetings and, where applicable, the meetings of any Board Committees on which they sit.

1 *See section E.1.3.9.*

They must keep themselves informed on the work and specifics of the Company, including its stakes and values, where necessary asking management for any further information they need to perform their roles.

Directors may request any documentation they feel is necessary to properly discuss matters to decide on the agenda.

If a director feels they are not in full possession of the facts, it is their duty to inform the Board of Directors and request any necessary information.

Loyalty

Each director has a duty of loyalty towards the Company.

They may not act in any way that harms the interests of the Company or other companies or entities within Worldline Group.

They must act in good faith at all times.

They may not take on responsibilities on a personal basis in any company or business that directly competes in any area with the Company, without prior approval from the Chairperson of the Board of Directors and the Chairperson of the Nomination Committee.

Independence

Directors must work in complete independence.

They undertake to preserve their independence of analysis, judgment, decision-making and action in all circumstances.

They shall refrain from being influenced by any factor outside the corporate interests they are undertaking to protect.

They alert the Board of Directors to any factor of which they have knowledge that they believe may affect the Company's interests.

Confidentiality

Directors are required to uphold professional secrecy. This goes beyond a mere obligation to be discrete enshrined in law as regards any information obtained during or outside Board meetings.

They commit to keep strictly any non-public information acquired in the course of their duties and with regard to the content of the debates and meetings of the Board of Directors and its Committees.

Inside Information - Trading in Company Securities

Directors shall strictly refrain from using any inside information to which they have access for their personal benefit or the benefit of anyone else.

They must not trade in the Company's shares except in accordance with legal and regulatory provisions.

They commit to comply with the Guide on the Prevention of Insider Trading approved by the Board of Directors.

Directors must inform the *Autorité des Marchés Financiers* and the Company, of any transactions involving the Company's shares, in accordance with the rules in force.

E.1.3.13 Regulated Agreements

E.1.3.13.1 Informations on Regulated Agreements

In accordance with the provisions of article L. 225-40-1 of the French Commercial Code, the Board of Directors on December 13, 2024 reviewed the regulated agreements which authorized by the Board and entered into by the Company during the 2024 financial year and previous financial years but still in force in 2024. These are as follows:

- the agreement relating to the suspension of Marc-Henri Desportes' employment contract approved by the 2019 Shareholders' Meeting[1];
- the amendment of the suspension of Marc-Henri Desportes' employment contract authorized by the Board of Directors on September 12, 2024 following his appointment as Chief Executive Officer for an interim period, which will be submitted for approval to the 2025 Shareholders' Meeting;
- the framework partnership agreement with the Crédit Agricole Group approved by the 2024 Shareholders' Meeting;
- the shareholders' agreement between Worldline, Crédit Agricole S.A., Estey SAS and Cawl approved by the 2024 Shareholders' Meeting; and
- the Second Settlement Agreement concluded with SIX Group AG approved by the 2021 Shareholders' Meeting (described in Section C.7 of this Universal Registration Document).

With regard to agreements authorized and entered into in previous financial years, the Board of Directors has assessed whether these agreements continue to meet the criteria assessed at the time they were authorized.

The main terms of these agreements and their rationale are detailed and presented in the special report of the Statutory Auditors on regulated agreements in section C.5.2 of this Universal Registration Document and are also availaible on our website.

E.1.3.13.2 Procedure for Assessing Regulated Agreements

The Board of Directors has established a process for regularly assessing agreements subject to the regulated agreements procedure and agreements relating to ordinary transactions entered into normal conditions.

In this respect, an Ad Hoc Committee comprising the Group Chief Financial Officer, the Group General Counsel and the Head of Internal Audit, has been set up. This Committee is in charge of reviewing the terms of regulated agreements and submitting them, as the case may be, to the Chairperson of the Board of Directors. In the event of a tie, the Committee must consult the Chairperson of the Audit and Risks Committee who has a casting vote.

The work of the Ad Hoc Committee is presented to the Board of Directors annually alongside the annual review of regulated agreements which continue during the fiscal year. The Board of Directors examines the appropriateness of the qualification criteria for assessing agreements that are current and entered into under normal conditions. Information on the regulated agreements entered into by Worldline can be found on Worldline's website.

1 *For additional information on this agreement, see section B.5.2 of the 2018 Universal Registration Document.*

E

E.1.4 Operation of the Board of Directors

E.1.4.1 Board and Committee's Meetings attendance in 2024

Overall Attendance*

Board of Directors	Audit and Risks Committee	Nomination Committee	Remuneration Committee	Investment Committee	Social and Environmental Responsibility Committee
96%	88%	99%	99%	100%	100%

Individual Attendance*

	Board of Directors					
Wilfried Verstraete (Chairman)[1]	100%	-	100%	100%	100%	-
Gilles Grapinet[2]	100%	-	-	-	100%	100%
Gilles Arditti[3]	91%	80%	-	-	100%	-
Agnès Audier[3]	100%	-	-	-	-	100%
Aldo Cardoso	100%	100%	-	-	100%	-
Giulia Fitzpatrick	89%	80%	100%	100%	-	100%
Olivier Gavalda[4]	75%	-	-	-	100%	-
Lorenz von Habsburg Lothringen[3]	100%	-	100%	100%	100%	-
Mette Kamsvåg	89%	93%	-	-	100%	-
Danielle Lagarde[3]	100 %	-	100%	100%	-	100%
Marie-Christine Lebert	95%	-	-	100%	-	-
Agnès Park[4]	100%	-	100%	100%	-	100%
Caroline Parot[3]	82%	80%	-	-	-	-
Georges Pauget[3]	100%	-	100%	100%	-	-
Daniel Schmucki	100%	85%	-	-	100%	-
Nazan Somer Özelgin	100%	88%	-	-	-	-
Thierry Sommelet	89%	-	92%	90%	100%	-
Sylvia Steinmann[4]	100%	100%	-	-	-	100%
Dr. Michael Stollarz	100%	-	-	-	-	-
Stephan Van Hellemont	100%	-	-	-	-	100%

** These tables show the attendance rates of the Board's standing committees. They do not include the Ad Hoc Committe, which was set up temporarily and for which the overall attendance rate is 100% in 2024.*
1 Term of office effective March 20, 2024
2 Term of office ending September 30, 2024;
3 Term of office expiring at the end of the Shareholders' Meeting of June 13, 2024
4 Term of office effective at the end of the Shareholders' Meeting of June 13, 2024.

E.1.4.2 The works of the Board of Directors

Mission

The Board of Directors is responsible for determining the Company's strategy and direction and for overseeing its implementation, whilst being mindful of social and environmental considerations of its activity. It deals with all matters relating to the smooth running of the Company and settles matters of concern to it through its deliberations.

The Board of Directors, acting on a proposal from the Chief Executive Officer and in conjuction with the Social and Environmental Responsibility Committee, defines the strategic guidelines for sustainable development over the next few years, particularly with regard to climate change. It is informed annually by General Management of the results obtained in this area, and examines any need to adapt guidelines or objectives.

Moreover, the Board of Directors:

- appoints Company Officers;
- annually reviews the independence of directors;
- may set limits on the powers of the Executive Company Officers;
- reviews and approve the report on corporate governance;
- convenes and sets the agenda for Shareholders' General Meetings;
- undertakes any controls and verifications it deems fit;
- controls and audits the fairness of the financial statements; and
- reviews and approves the financial statements, communication with shareholders and the market.

The Board of Directors endeavors to promote the creation of long-term value by the Company by having regard to the social and environmental aspects of its operations. It regularly reviews strategic opportunities and risks[1] as well as the measures taken in response.

The Board of Directors ensures mechanisms are implemented to prevent and detect corruption and influence peddling.

It also ensures that Executive Officers apply a policy of non-discrimination and diversity. This is notably with regard to balanced gender representation on governing bodies (For further information, please refer to section E 1.2.3 of this Universal Registration Document).

Operating Rules

As per the Board's Internal Rules, the Board of Directors shall meet at least four times a year and as often as is necessary in the Company's interests. Meetings are called by its Chairperson. Board meetings shall follow the agenda set by the Chairperson and communicated to directors. Whenever possible, the necessary documentation for their preparation shall be sent to directors together with the agenda.

The Board of Directors shall elect a Chairperson from amongst its members, who shall be a natural person. If the Board of Directors deems it appropriate, it may also appoint one or more Vice-Chairpersons. It shall determine the term of their offices, which may not exceed their term of office as director. The Board of Directors may terminate these appointments at any time. The Board of Directors appoints a secretary who may be chosen from amongst directors or otherwise.

In accordance with the provisions of Article L. 225-37 of the French Commercial Code, Board meetings may be held by any means of video-conferencing or telecommunication allowing for the identification of directors and guaranteeing their actual participation[2].

Directors wishing to attend a Board Meeting via videoconferencing or other means of telecommunication as described above must inform the Chairperson by email at least 24 hours in advance of the meeting so that the Chairperson can facilitate the request.

For the purposes of calculating the quorum and majority, directors participating in the meeting via videoconference or other means of telecommunication shall be deemed present. Steps must be taken to identify each speaker and verify the quorum. Otherwise, the Board Meeting must be adjourned.

The preceding provisions relating to participation in Board meetings via videoconferencing or other means of telecommunication shall not apply to the approval of the decisions covered by the provisions of Articles L. 232-1 and L. 233-16 of the French Commercial Code. These relate to the preparation of:

- the preparation of the Company's annual financial statements and management report; and
- the preparation of the Group's consolidated financial statements and management report.

Decisions and representation rules

Directors may elect to be represented at Board meetings by another director.

Each director may only represent one colleague at any Board Meeting.

The Board of Directors may only validly deliberate if at least one half of its members are present.

Decisions are taken by a majority of members present or represented.

If the votes are tied, the Chairperson of the Board of Directors shall cast the deciding vote.

1 *Such as financial, legal, operational, social and environmental risks.*

2 *I.e., at least transmitting the voices of participants and having the technical capabilities to enable continuous and simultaneous retransmission of the discussions to allow them to participate in Board meetings.*

Review of 2024

19 Meetings – Attendance Rate: 96%

The Board of Directors met **19 times** in 2024. The average attendance rate at Board meetings was **96%**.

A strategic seminar dedicated to the Board of Directors and certain members of management was held as well on July 9 and 10, 2024 and focused in particular on Group strategy and transformation, its development, business activities, market trends and artificial intelligence.

In 2024, the Board of Directors discussed the following matters amongst others:

Strategy

- Review of Group strategy and positioning, market trends and the competitive landscape as well as the portfolio
- Review of strategic projects, investments and acquisitions
- Review of the Group's development and growth strategy at operational level
- Crédit Agricole's partnership and creation of a joint-venture (Cawl)
- Follow-up of the implementation of the CSR and climate change strategy

Performance and finance

- Review of the Group's business, economic situation and performance, in particular with regard to predefined criteria as well as the market and competitors
- Group performance and activities
- Analysis of the financial and extra-financial perfomance
- Review of debt and financing strategy for 2024
- Follow-up of the accelerated transformation plan of the Group (Power24)
- Implementation of a new syndicated Revolving Credit Facility
- Renewal of the EMTN program
- Bond issuing in the context of the EMTN program
- Implementation of a share purchase program
- Financial communication

Audit, risks and compliance

- Review and closing of the annual and consolidated financial statements for 2023 and the consolidated half-yearly financial statements for 2024
- Review of performance and forecasts as well as guidance
- Review of the budget and objectives
- Review of the mapping of the Group's major risks and its evolutions
- Mapping of anti-corruption risks
- Internal control and internal audit
- Monitoring specific risks
- Monitoring regulatory matters and key interactions with regulators
- Monitoring the Group's compliance initiatives: prevention and detection of corruption and influence peddling

Ethics and CSR

- Review of climate strategy
- Follow-up of the Group's actions with regards to ethics
- Review of the extra-financial performance declaration (sustainability report
- Follow-up and implementation of CSR regulations (taxonomy, CSRD, carbon neutrality, etc.)
- Review of the Declaration on Modern Slavery for 2023
- Review of the Company's and corporate social responsability initiatives and performance (TRUST 2025)

Governance

- Review of the composition of the Board and its Committees
- Work on resizing the Board of Directors
- Selection process for the new Chairman of the Board of Directors and new directors
- Selection process for the Chief Executive Officer
- Internal assessment of the Board of Directors and its Committees
- Review of the diversity and non-discrimination policy within the Board of Directors and management bodies
- Monitoring of the constant improvement plan of the Board's functioning
- Review of the succession plan
- Monitoring of the shareholders and proxies dialogue

Compensation and human resources

- Definition of the 2024 compensation policy applicable to Company officers
- Assessment of the 2023 targets for the variable compensation of Executive Company Officers
- Allocation of performance shares to employees and Executive Company Officers
- Implementation of a retention plan for the main senior managers and employees
- Adjustement of the performance conditions for the variable remuneration of Executive Company Officers
- Works on the new employee share ownership plan (Boost)
- Monitoring of the Group's talents management

Session of the Board of Directors Without the Company Executive Officers

Article 1.5 of the Board's Internal Rules provides that directors must meet at least twice a year without the Executive Company Officers. These meetings are arranged with the assistance of the Board Secretary, upon proposal of the Lead Director if applicable. The Chairman of the Board of Directors chairs those executive sessions.

In 2024, the Directors held four meetings without the presence of the Executive Company Officers.

At these meetings, they notably discussed the running of the Company, its performance, its governance and the succession plan.

E.1.5 Operation of the Board Committees

The Board of Directors is assisted in by the five standing committees listed below.

These Committees are responsible for reviewing those matters within their remit referred to them by the Board of Directors or its Chairperson. The Committees are solely advisory, with the Board of Directors being the sole decision-making body. The Committees are tasked with making proposals and recommendations. These are then discussed at Board meetings with the support of the documentation provided by the Committees.

The rules governing the operation and powers of each committee can be found in the Board's Internal Rules. These rules are reviewed each year by the Board of Directors. The membership, remit, powers and procedural rules of these Committees are set out below.

Board Committees meet as often as the Company's corporate interests require. Depending on the meeting agenda, and if necessary, a joint session between several Committees may be organized to deal with issues for which the participation of members of two separate Committees is necessary or appropriate.

Following the profit warning on the 2023 third quarter results, the Board of Directors on November 16, 2023 assigned a specific mission to an Ad Hoc Committee composed of the Chairman of the Board of Directors, Agnès Audier*, Aldo Cardoso* (Chairman of the Audit and Risks Committee), Giulia Fitzpatrick, Caroline Parot*, Daniel Schmucki (Chairman of the Investment Committee), and Thierry Sommelet*.

(*independent director).

This Committee's mission included in particular:

- assisting and advising the General Management and the Board of Directors on any situation or event that may impact the Company's activity and results; and
- making recommendations to the Board of Directors and General Management.

The Ad Hoc Committee met twice in the first quarter 2024 with an attendance rate at 100%. It dealt in particular with the Company's financial performance, investors relations and financial communication.

E.1.5.1 Audit and Risks Committee

In 2024

14 Meetings

5 Members

88% Attendance

80% Independence (incl. Chairman)

Membership (Articles 9.2.4 and 9.3.3 of the Board's Internal Rules)

The Audit and Risks Committee may have up to six members. In accordance with the recommendations of the AFEP-MEDEF Code, at least two-thirds of such members must in principle be appointed from amongst the independent Board members.

The Audit and Risks Committee has the following members at the date of the Universal Registration Document:

- Aldo Cardoso (Chairman) (independent director);
- Mette Kamsvåg (independent director);
- Nazan Somer Özelgin (independent director);
- Sylvia Steinmann (independent director);
- Daniel Schmucki.

All Audit and Risks Committee members have financial and accounting expertise (see section E.1.3.4 Membership of the Board of Directors presenting the Directors' biographies and skills).

The term of office of Audit and Risks Committee members is the same as their term of office as Board members.

An Audit and Risks Committee member may be reappointed at the same time as such member is reappointed to the Board of Directors.

The Chairperson of the Audit and Risks Committee is appointed from amongst its independent members by the Board of Directors, upon proposal of the Nomination Committee.

The Audit and Risks Committee may not include any Executive Company Officer.

The appointment or reappointment of the Chairperson of the Audit and Risks Committee is proposed by the Nomination Committee. It is subject to special review by the Board of Directors in accordance with the recommendations in the AFEP-MEDEF Code.

The Committee's secretary may be any person appointed by the Chairperson of the Committee or with the Chairperson's approval.

Missions (article 9.3.3 of the Board's Internal Rules)

The Audit and Risks Committee's missions are:

- assisting the Board of Directors by analyzing the accuracy and fairness of the Company's corporate and consolidated financial statements.
- overseeing the quality of internal controls and of the information disclosed to shareholders and the markets.
- providing the Board of Directors with opinions and recommendations in the areas described below.
- follow the implementation of the procedure for assessing regulated-party agreements. This procedure is described in section E.1.3.12.2 of this Universal Registration Document and, where necessary, involves the Chairperson of the Audit and Risks Committee.
- follow the implementation of the charter regarding the approval of services outside of the auditing of the annual financial statements.

The Board of Directors has tasked the Audit and Risks Committee with the following responsibilities.

On the financial and extra-financial information:

- to monitor the financial and extra-financial reporting process and if necessary issue recommendations or proposals to ensure its integrity;
- to examine the budget, the guidance and the medium and long term plans, to give an assessment on them;
- to proceed with the prior examination of and give its opinion on the draft annual, half-yearly and, as the case may be, quarterly statutory and consolidated financial statements prepared by the Finance department;
- to examine the relevance and the permanence of the accounting principles and rules used to draw up the statutory and consolidated accounts of the Company and to alert any failure to comply with these rules; to complete comparable examination for extra-financial information in particular the process of elaboration and control in coordination with the Social and Environmental Responsibility Committee;
- to be presented with the evolution of the scope of consolidated companies and to receive, where applicable, any necessary explanations;
- to meet, whenever it deems necessary, with the statutory auditors, general management, Financial and Accounting management, CSR management, internal audit management, risks and compliance management or any other member of management. Such meetings may take place, when appropriate, without the presence of general management;
- to examine, prior to their publication, the draft reports of activity, profit and loss accounts and all accounts (including provisional accounts) drawn up for the needs of specific, significant operations (such as contributions, mergers, payment of advances on dividends, etc.), and particularly those that may create a conflict of interest;
- to examine the Company's sustainability report in the context of the CSRD regulation (financial and extra-financial) prepared by the Social and Environmental Responsibility Committee;
- to review the financial documents distributed by the Company upon approval of the annual accounts, as well as important financial documents and press releases before their publication and potentially give an assessment of such documents;
- to report on the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and the role the Committee played in the process.

On the external control of financial and extra-financial information:

- to examine questions relating to the appointment or reappointment of the Company’s statutory auditors and to issue its recommendation to the Board of Directors on the statutory auditors proposed to appointment at the Shareholders’ General Meeting;
- to monitor the conduct of the engagement entrusted to the statutory auditors and to take account of the findings and conclusions of the *Haut Conseil du Commissariat aux Comptes* following the audits carried out;
- to approve the provision of services by the statutory auditors or by their network to the Company or its subsidiaries, other than the auditing of the financial statements and the services required by law;
- the Committee bases its recommendations on an analysis of the risks to the independence of the statutory auditors and on the safeguards in place;
- to ensure that the statutory auditors act in compliance with their duty of independence.

On internal control and risk management of the financial and extra-financial information:

- to evaluate, together with the persons responsible at Group level, the efficiency and quality of the Group’s internal control systems and procedures relating to the preparation and processing of accounting, financial and non-financial information;
- to examine the material off-balance sheet risks and undertakings;
- to assess the significance of any malfunctions or weakness communicated to the Committee;
- to meet with the head of Internal Audit, to give its opinion as to the organization of the Internal Audit department, and to stay informed as to its planned work. The Audit Committee must receive the reports of the internal auditors or a periodic summary of such reports;
- to assess the reliability of the systems and procedures used to prepare the financial statements;
- to review the methods and procedures used in reporting and processing accounting and financial information;
- to examine the risk mapping and the main risks, including but not limited to cybersecurity, social and environmental risks, as well as related actions plans and progress; being specified that the CSR risks will be reviewed and followed in coordination with the Social and Environmental Responsibility Committee;
- to assess post-closing financial impacts and risks of external growth and integration operations after the completion of said operations;
- to review the reports on the main contracts and projects in particular those carrying a high-risk profile as well as major ongoing litigations;
- to review regularly the roadmap and its progress as well as the main updates on security, risk and compliance to be made by the managers in charge;
- to be informed by the general management, or by any other means, of any claims by third parties or any internal information revealing any criticism of the accounts documents or internal control procedures of the Company, as well as of procedures implemented for this purpose and the remedies for such claims or criticisms;
- to monitor the effectiveness of the internal audit of the procedures relating to the preparation and processing of accounting and extra-financial information;
- to obtain regular updates on the financial position, cash position and any material undertakings and risks and to examine the procedures adopted to evaluate and manage those risks; and
- to report to the Board of Directors on the performance of its duties. It also informs it on the results of the assignment to certify financial statements, on the manner in which this assignment has contributed to the integrity of financial information and its role in the process. It also informs the Board without delay of any difficulties encountered.

Operating Rules (articles 9.2 and 9.3.3 of the Board's Internal Rules)

The Audit and Risks Committee may validly deliberate either in person, by telephone or videoconferencing, when called by the Chairperson or Secretary of the Committee, provided at least half its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means. Decisions of the Audit and Risks Committee must be approved by a majority of members present or represented at the meeting, with each member having one vote.

The Audit and Risks Committee meets as often as necessary and, at least, twice a year on the occasion of the preparation of the annual and half-yearly financial statements. Meetings must be prior to the Board of Directors' meeting and, whenever possible, at least two days before such meeting when the Audit and Risks Committee's agenda includes the review of the annual or half-yearly financial statements due to be reviewed by the Board of Directors.

The Audit and Risks Committee should meet with the statutory auditors along with those responsible for finance, accounting and treasury matters. The Audit and Risks Committee's review of the financial statements should be accompanied by a presentation from the statutory auditors highlighting the key audit matters. This presentation must, in particular, cover:

- any adjustments resulting from the audit;
- any significant weaknesses in internal control identified during the audit; as well as
- the accounting methods chosen.

It should also be accompanied by:

- the complementary report to the Audit and Risks Committee provided for by law; and
- a presentation from the Chief Financial Officer detailing the Company's risk exposure including social and environmental risks, and its material off-balance-sheet commitments.

As far as internal audit and risk control are concerned, the Audit and Risks Committee must meet with those responsible for internal audit. It should be informed of planned internal audits and receive reports or a regular summary of those reports. The Audit and Risks Committee may call upon outside experts if necessary.

In 2024, the Audit and Risks Committee benefited from the Company's in-house and external expertise along with the Statutory Auditors who attended meetings at the request of the Committee Chairperson.

Review of 2024

In 2024, the Audit and Risks Committee notably adressed the following matters:

- the 2023 annual and consolidated financial statements;
- the 2024 half-yearly financial statements;
- the related draft financial press releases;
- the 2024 forecasts and their adjustments;
- the 2025 budget;
- the monitoring of the Company's accelerated transformation program (Power24);
- the forward-looking management documentation;
- the Group's exposure to inflation and increasing energy costs and related scenarios regarding the Group's financial trajectory;
- the annual work plan of the Group's Internal Audit department and its internal audit report;
- Worldline's risk management monitoring, the Group's risk mapping (in particular risks associated with the Worldline's activity and environment, merchant risks, most critical contracts, cyber environments, compliance, as well as major litigation and provisions) and the organisation of the Risks, Resilience and Security department;
- the anti-corruption risk mapping and the organization of the compliance department as well as the compliance roadmap with regular updates;
- the organization, framework and roadmap of compliance especially for combating financial crime, in particular money laundering;
- the review of the debt and financing status of the Group for 2024 as well as the implementation of associated financial transactions;
- regulatory matters and interactions with regulators;
- review of CSRD matters, in particular the appointment of the sustainability auditor, in coordination with the Social and Environmental Responsibility Committee; and
- the budget for audit fees for Statutory Auditors.

The Committee heard the intermediate and final reports of the Statutory Auditors on the annual and half-yearly financial statements, as well as the reports of their other work in connection with their audit engagement.

E.1.5.2 Nomination Committee

In 2024

12 Meetings

4 Members

99% Attendance

75% Independence

Membership (article 9.3.1 of the Board's Internal Rules)

The Nomination Committee has at most five members, most of whom must be independent directors. It does not include any Executive Officer. The Committee's members shall be appointed by the Board of Directors from amongst its members and taking into account, in particular, their independence, experience and expertise.

The terms of office of Nomination Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Chairperson of the Nomination Committee is appointed by the Board of Directors.

The Committee's Secretary may be any person appointed by the Chairperson of the Committee or with the Chairperson's approval.

The Nomination Committee has the following members at the date of this Universal Registration Document:

- Giulia Fitzpatrick (Chairwoman);
- Wilfried Verstraete (Vice-Chairman and independent director);
- Agnès Park (independent director); and
- Thierry Sommelet (independent director).

The Chairman of the Board of Directors is Vice-Chairman of the Nomination Committee and thus participates in the works of the Committee. The Chief Executive Officer is associated with the works of the Committee. However, he does not attend Committee deliberations relating to his personal case.

Missions (article 9.3.1 of the Board's Internal rules)

The Nomination Committee's missions are:

- to research and review applications for appointment to the Board of Directors, its Committees or as an officer function;
- to form opinions regarding these candidates and make recommendations to the Board of Directors;
- organize a procedure to select future directors;
- review the independence of the directors annually;
- review any situation involving a conflict of interest for a director;
- review the main components, initiatives and performance indicators related to human resources in the context of the Company's corporate social responsibility and environmental strategy by relying on the works of the Social and Environmental Responsibility Committee (ensuring in particular that the General Management implements a non-discrimination and diversity policy within the management bodies).

Operating Rules (articles 9.2 and 9.3.1. of the Board's Internal Rules)

The Nomination Committee may validly deliberate either in person, by telephone or videoconferencing, when called by the Chairperson or the Secretary of the Committee, provided at least half its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means.

Decisions of the Nomination Committee must be approved by a majority of the members at the meeting, each member having one vote.

The Nomination Committee meets as necessary and, in any event, at least three times a year, in particular before the meeting of the Board of Directors deciding on the independence of Board members.

The Nomination Committee may call on outside experts if necessary.

Review of 2024

In 2024, the Nomination Committee notably adressed the following matters:

- review of Board and Committee membership (diversity, complementary of experience, independence, gender, other positions, etc.);
- proposals related to the resizing and the evolution of the Board of Directors and its Committee's composition;
- review of the Company's governance mode;
- follow-up on the governance recommendations in the AFEP-MEDEF Code;
- review of the independence of directors and the absence of conflict of interests;
- follow-up on the diversity and non-discrimination policy within the Board of Directors and the management bodies;
- conducting the internal assessment of the Board of Directors and its Committees;
- review of the succession plan of the Board of Directors and executive management ;
- conducting the selection process of the Chairman of the Board of Directors;
- review of requirements in terms of profiles and skills and search for candidates with an external firm, resulting in the nomination of three new directors;
- designation of an Interim Chief Executive Officer; and
- conducting the selection process of a new Chief Executive Officer.

E.1.5.3 Remuneration Committee

In 2024[1]

10 Meetings

5 Members

99% Attendance

75% Independence (incl. Chairman)

1 *Marie-Christine Lebert, employee director, is not taken into account for the calculation of independence.*

Membership (article 9.3.2 of the Board's Internal Rules)

The Remuneration Committee has at most five members. The majority of these members must be independent directors. In accordance with the recommendations in the AFEP-MEDEF Code, no Executive Officer may sit on the Committee and it must have an employee director.

Remuneration Committee members shall be appointed by the Board of Directors from amongst its members having regard, in particular, to their independence, experience and expertise. The Chairperson of the Remuneration Committee is appointed by the Board of Directors from amongst the independent members in accordance with the AFEP-MEDEF Code, on the recommendation of the Nomination Committee.

The terms of office of Remuneration Committee members runs alongside their terms of office as Board member. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Committee's Secretary may be any person appointed by the Chairperson of the Committee or with the Chairperson's approval.

The Remuneration Committee had the following members at the date of this Universal Registration Document:

- Wilfried Verstraete (Chairman and independent director);
- Giulia Fitzpatrick (Vice-Chairwoman);
- Marie-Christine Lebert (employee director);
- Agnès Park (independent director); and
- Thierry Sommelet (independent director).

Missions (article 9.3.2 of the Board's Internal Rules)

The Remuneration Cmmittee's missions are:

- making proposals regarding the compensation policy of Executive Company Officers and directors;
- assist in drafting the section of the corporate governance report devoted to shareholders' information on Company Officers' compensation;
- developing the employee profit-sharing policy for the Company and its subsidiaries;
- making proposals regarding the granting of stock options and/or performance shares to Executive Company Officers and to employees of the Company and its subsidiaries;
- setting the annual total amount of director compensation for submission to the Annual General Meeting and define the rules governing the allocation of said sum amongst the directors. These rules have regard in particular to the attendance by directors at the various meetings of both the Board of Directors and the Committees on which they sit, the level of responsibility incurred by directors, the time they are required to devote to their duties as well as the best pratices;
- issuing a prior opinion on any proposal for exceptional remuneration put forward by the Board of Directors with a view to compensate one of its members, in accordance with the provisions of Article L. 225-46 of the French Commercial Code;
- making observations and/or recommendations on the pension and provident plan, benefits-in-kind and pecuniary rights of the Company Officers; and
- making recommendations on the inclusion of criteria related to social and environmental responsibility in the Executive Company Officers' variable compensation in coordination with the Social and Environmental Responsibility Committee, and in line with the Company's corporate social responsibility strategy; and review the level of achievement of these criteria and the main aspects of variable compensation in relation to corporate social responsibility strategy.

Operating Rules (articles 9.2 and 9.3.2. of the Board's Internal Rules)

The Remuneration Committee may validly deliberate in person, by telephone or videoconferencing, when called by the Chairperson or Secretary of the Committee, provided at least half of its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means.

Decisions of the Remuneration Committee are made by a majority vote of the members at the meeting, each member having one vote. They meet as necessary and, in any event, prior to any meeting of the Board of Directors deciding on the fixing of the compensation of members of Company Officers or on the allocation of the compensation of directors.

The Chief Executive Officer participates to the works of the Committee with respect to proposals relating to the long-term incentive policy.

The Remuneration Committee may call on outside experts as necessary.

Review of 2024

In 2024, the Remuneration Committee notably adressed the following matters:

- definition of the 2024 compensation policy for Company Officers and directors;
- evaluation of Executive Company Officers' performance with respect to the 2023 compensation policy and determining compensation;
- review of the targets for the variable compensation of the Executive Company Officers;
- conversion of the 2023 variable annual compensation of Executive Company Officers into shares;
- proposals relating to the amount of the Chairman of the Board of Directors' compensation and of the compensation for directors to be proposed to the Shareholders' Meeting and the terms and conditions for granting this compensation;
- compensation for the Chairman of the Board of Directors and the directors for the 2023 financial year and estimates for 2024;
- review of the compliance of Executive Company Officers compensation with the recommendations in the AFEP-MEDEF Code;
- proposals regarding the granting of performance shares plans in favor of the employees and the Group's Executive Company Officers;
- proposals related to a retention plan in the context of the Power24 program and the implementation of a share buyback program;
- assessment of the performance conditions of current performance share and stock option plans;
- proposals regarding the structure and the envelopp of the 2025 LTI plan;
- works related to the structure of the variable compensation of the Executive Company Officers, in particular levelling of the financial performance indicators considering the macro-economic context of inflation and the subsequent pressure on the Company's costs;
- works of the new employee share ownership plan (Boost); and
- setting financial conditions of the Chief Executive Officer's departure and those relating to the appointment of the Chief Executive Officer for an interim period.

E.1.5.4 Investment Committee

In 2024

5 Meetings	**6** Members
100% Attendance	**67%** Independence

Membership (articles 9.2. and 9.3.4 of the Board's Internal Rules)

The Investment Committee is composed of at least three and up to eight members, appointed by the Board of Directors from among its members.

The terms of office of Investment Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

Committee members are appointed by the Board of Directors from amongst its members having regard in particular to their independence, experience and expertise.

The Investment Committee has the following members at the date of this Universal Registration Document:

- Daniel Schmucki (Chairman);
- Wilfried Verstraete (independent director);
- Aldo Cardoso (independent director);
- Olivier Gavalda;
- Mette Kamsvåg (independent director); and
- Thierry Sommelet (independent director).

Missions (article 9.3.4 of the Board's Internal Rules)

The Investment Committee's missions are:

- analysing the Company's main perspectives, opportunities and external growth projects undertaken by the Company; and
- examine the investment strategy and the topics related to the Company's business scope.

Operating Rules (articles 9.2 and 9.3.4. of the Board's Internal Rules)

The Investment Committee may validly deliberate in person, by telephone or videoconferencing, when called by the Chairperson or Secretary of the Committee, provided at least half of its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means.

Decisions of the Investment Committee are approved by a majority of the members at the meeting, each member present at the meeting having one vote.

The Investment Committee meet as necessary.

To carry out its duties, the Investment Committee may interview Company or Group managers whose expertise is useful to its work.

The Committee may call on outside experts as necessary.

Review of 2024

In 2024, the Investment Committee notably adressed the following matters:

- various strategic projects, in particular the follow-up of the implementation of the partnership with Crédit Agricole (creation of the joint-venture Cawl) and acquisition of merchant acquiring business of Credito Emiliano;
- follow-up on post-merger integration and synergies programs;
- the Company's strategic roadmap from an operational and acquisitions perspective;
- review of strategic projects, investments and partnerships, as well as areas for development and growth at operational level;
- works on the Company's strategic plan for the coming years;
- follow-up of the Group's accelerated transformation program (Power24);
- review of the macro-economic evolutions and market trends (transformation of the payment industry, development in technologies, evolution in the competitive landscape), portfolio and positioning.

E.1.5.5 Social and Environmental Responsibility (SER) Committee

In 2024[1]

4 Meetings	**4** Members
100% Attendance	**67%** Independence (incl. Chairwoman)

1 Stephan Van Hellemont, employee director, is not taken into account for the calculation of independence.

Membership (article 9.3.5 of the Board's Internal Rules)

The Social and Environmental Responsibility Committee has a minimum of three and a maximum of five members. They are appointed by the Board of Directors from amongst its members having regard to their experience and expertise.

It must have a majority of independent directors. Its Chairperson is appointed from amongst the independent members following a recommendation from the Nomination Committee.

The terms of office of Social and Environmental Responsibility Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Social and Environmental Responsibility Committee has the following members at the date of this Universal Registration Document:

- Agnès Park (Chairwoman and independent director);
- Giulia Fitzpatrick (Vice-Chairwoman);
- Sylvia Steinmann (independent director); and
- Stephan Van Hellemont (employee director).

Operating Rules (articles 9.2 and 9.3.5. of the Board's Internal Rules)

The Social and Environmental Responsibility Committee may validly deliberate in person, by telephone or videoconferencing, when called by the Chairperson or Secretary of the Committee, provided at least half of its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means.

Decisions of the Social and Environmental Responsibility Committee are made by a majority of the members at the meeting, each member present at the meeting having one vote.

The Social and Environmental Responsibility Committee meet as necessary.

Missions (articles 9.2 and 9.3.5 of the Board's Internal Rules)

The missions of the Social and Environmental Responsibility Committee are to examine:

- the Group's social and environmental responsibility strategy, including the climate strategy and its implementation;
- the impacts of the Group's social and environmental responsibility strategy and the implementation of the projects related to this strategy;
- the definition of the indicators of social and environmental responsibility and their monitoring;
- the Group's practices in respect of responsible purchasing;
- the Group's social and environmental responsibility commitments in light of the challenges specific to the Group's business and objectives, in particular in such areas as well-being at work, diversity and the environment;
- the evaluation of the risks and opportunities with regard to social and environmental performance, in coordination with the Audit and Risks Committee;
- the social and environmental responsibility components to be included by the Remuneration Committee in the framework of the executive remuneration policy, in particular the inclusion of criteria related to social and environmental responsibility in the variable compensation structure of the corporate officers' in alignment with the corporate social responsibility strategy, the review of the level of achievement of those criteria and the review of the main aspects of variable compensation in relation to the social and environmental responsibility strategy in coordination with the Remuneration Committee;
- the social and environmental policies having regard to their impact in terms of economic performance;
- the social and environmental responsibility components to be included by the Nomination Committee in the framework of the non-discrimination and diversity policy within the management bodies;
- the review of the sustainability report, the Committee issuing an opinion on it; and
- the review of ratings awarded to the Group by rating agencies and extra financial analyses.

Lastly, the Committee is also responsible for coordinating work on social and environmental responsibility issues with the other committees in their respective areas, so that the Committee maintains an overview of the work of the committees in this respect.

Review of 2024

In 2024, the Social and Environmental Responsibility Committee adressed the following matters:

- review of the Extra-Financial Performance Statement included in the 2023 Universal Registration Document;
- review of the climate strategy;
- works related to the follow-up of the CSRD regulation and its implementation (in coordination with the other committees within their respective scope and with joint sessions as needed), in particular the review of the double materiality matrix, the appointment of the sustainability auditor, the allocation of tasks to the various committees (in coordination with the Audit and Riskd Committee) and the review of the sustainability report;
- review of the performance and strategy in terms of diversity;
- review of the objectives and action plan of the Group regarding Global carbon neutrality (United Nations objectives) and of the suppliers program;
- review of the environmental impacts related to IT support;
- review of the external analysis on the carbon print of digital payments systems;
- review of the Company's positioning in terms of extra-financial assessments in relation to the market trends;
- review of the Trust 2025 program's results, costs and next steps;
- in alignment with the Remuneration Committee, review of the underlying KPIs and associated targets for 2024 in line with Trust 2025 objectives;
- in alignment with the Remuneration Committee, review of the KPIs and associated targets relating to the CSR external performance condition for the variable compensation of the Executive Company Officers;
- in alignment with the Remuneration Committee, review of the target setting of the 2025 external performance condition associated to the annual cash variable compensation for the Executive Company Officers and LTIs; and
- review of the philanthropy and donations activities in 2024, in particular the social initiatives and works of the Worldline Foundation.

E.1.6 Assessment of the works of the Board of Directors

In line with its highest corporate governance standards, Worldline goes beyond the recommendations of the AFEP-MEDEF Code and completes every year a formal assessment of the Board of Directors and its Committees. In 2025, this assessment was conducted internally under the supervision of the Chairman of the Board of Directors and the Nomination Committee, with the support from the Board Secretary.

In view of the significant renewal of the Board of Directors at the close of the 2024 Shareholders' Meeting, it was considered more appropriate to assess internally the work and operation of the Board as from June 13, 2024.

The assessment was conducted on the basis of a questionnaire sent to each Board member. The main areas explored and evaluated were notably:

- The functioning of the Board of Directors and its Committees as well as their respective contribution and performance since June 13, 2024;
- Their new composition since the 2024 Shareholders' Meeting;
- The culture and dynamics of the Board of Directors;
- The partnership between the Board of Directors and the management team;
- The effectiveness of the leadership of the Board of Directors and its Committees;
- The matters covered by the Board and its Committees, in particular their involvement in defining the Group's strategy and in the major decisions relating to its implementation; and
- The Board's commitment to corporate social responsibility.

Overall, the Directors expressed a positive view of both the Board of Directors and its Committees, reflecting significant improvements in engagement and dynamics since the 2024 Shareholders’ Meeting.

The internal assessment notably highlighted the following key aspects:

- The recent changes and continuous improvements in the Board’s composition reinforcing the complementary of competences (in particular in IT/Tech, People and CSR) and profiles (more diverse and international). They have resulted in enhanced cohesion and a more engaged governance structure, fostering constructive discussions and collaboration among members;
- Directors unanimously acknowledged the effective leadership of Chairman, Wilfried Verstraete, which has been pivotal in restoring a positive dynamic within the Board;
- Committee members have recognized further effectiveness of the Committees since the 2024 Shareholders’ Meeting, citing a well-balanced structure and composition that enable comprehensive coverage of key topics and efficient contribution to the works of the Board. Additionally, supporting materials and reports provided to the Board are viewed as high-quality;
- The collaboration between the Board of Directors and the management team, which is highly transparent and trusting, continues to be reinforced;
- The shared appreciation amongst directors of the high quality of support and level of commitment of the Board Secretary and its team remained as previous years another point of excellence;
- Directors acknowledged that CSR-related topics are more regularly discussed during Board meetings, allowing more involvement from each of them in this area. This shift has positive, contributed to positioning CSR as an integral component of Worldline’s overall strategy.

The encouraging and improving results of the assessment indicate that the changes made to the Board's composition and structure since the 2024 Shareholders’ Meeting have fostered a productive and positive dynamic. The arrival of the new Chief Executive Officer presents an opportunity to further strengthen this partnership with management and sustain this positive momentum.

While solid foundations are in place and good progress were made despite the challenging context, there are still opportunities to further enhance the overall efficiency of the Board and its Committees as well as their interactions with management. These areas for improvement are integrated into the constant Board improvement plan, with the objective of continuously adding value, enhancing fluidity and efficiency in governance processes, and contributing to greater transparency and informed decision-making.

Within the dynamics of last year, the Board of Directors and its Committees are spending even more time on strategy and extra-financial topics[1] and it will be even more the case this year in ordinary meetings, thematic sessions or the Board strategic seminar.

1 *In particular competitive landscape, industry trends, strategy and business initiatives, risk, compliance, CSR, Human Resources, technology and cybersecurity and new regulations.*

E.2 Compensation of Company Officers

E.2.1 Compensation policies of the Company Officers for 2025

The compensation policies of the Company Officers are established in accordance with the provisions of article L. 22-10-8 of the French Commercial Code. They are proposed by the Remuneration Committee and approved by the Board of Directors. It is then submitted to the vote of the Shareholders' General Meeting.

They were approved by the Board of Directors on February 25, and March 27, 2025 upon recommendation of the Remuneration Committee.

E.2.1.1 Compensation policies of the Company Officers

Worldline believes in rewarding all employees, as well as Executive Company Officers, for delivering excellent performance to support the Group in achieving its short-term and long-term strategy. The Executive Company Officers refer to the Chief Executive Officer.

E.2.1.1.1 General principles

Setting and reviewing of the compensation policies

The compensation policies for the Executive Company Officers are set according to a strict decision-making process of the Board of Directors taken on the recommendations of the Remuneration Committee, which aim, amongst other things, to:

- ensure consistency and balance between the compensation policy applied to the Executive Company Officers and the one applied to the managers and employees of the Group, in accordance with the Company's corporate interest;
- contribute to the Group's long-term business strategy;
- support the Group's commitment to corporate environmental and social responsibility (CSR), in particular in terms of climate; and
- ensure that Executive Company Officers' interests are aligned with shareholders' interests.

The total compensation policy applicable to each Executive Company Officer is set following the below four key principles:

Balance and Consistency	Competitiveness	Pay for Performance	Alignment with shareholders' interests
Balance: between the Company's corporate interest, market practices, and the performance of the Executive Company Officers as well as other stakeholders of the Company. **Consistency:** the various components of the compensation for Executive Corporate Officers to stay coherent and measured compared to the average and median compensation of employees of the Company and of all the entities of the Group in France by applying the equity ratio metric.	**Market practices:** level of total compensation for Executive Corporate Officers is reviewed and compared with market practices and analyses for similar positions in companies considered as the most comparable in terms of market capitalization, headcount, revenue, activities and international environment (SBF120 companies). **Fixed portion of the compensation for Executive Corporate Officers:** determined by considering the level and complexity of their responsibilities, their experience and seniority, particularly within the Group.	Prioritizes a predominant variable portion associated with annual and multi-year objectives. **Performance conditions:** a major portion of Executive Corporate Officers' compensation is subject to the fulfillment of financial and non-financial performance conditions (75% of total compensation).	**Multi-year equity compensation for Executive Corporate Officers:** • in the form of a grant of performance shares, the maximum amount of which is set at 50% of their maximum total compensation. • subject to financial and non-financial performance conditions (internal and external).

E

The compensation policy is revised regurlarly by the Board of Directors, upon the recommendation of the Remuneration Committee and, in all cases, upon nomination or renewal of the term of office of each Executive Company Officer. During this review, the Remuneration Committee must take into account the changes in employees' employment and compensation conditions prior to formulating its recommendations and proposals to the Board of Directors.

In case of potential annual evolutions of the fixed and variable compensation, the Board of Directors will make sure that this evolution remains moderated and fulfill the principles exposed in this section E.2.1.1.1. and will explain the underlying reasons.

Exceptional compensation

The Board of Directors may, upon the recommendation of the Remuneration Committee, decide to grant exceptional compensation in very specific circumstances or upon the recruitment of a new Executive Company Officer. These circumstances must be clearly communicated and duly justified.

This exceptional compensation may not exceed the maximum monetary compensation of the Executive Company Officer (including both fixed and maximum annual variable remuneration). It may take the form of a cash payment and/or a grant of shares.

This compensation will be (i) duly justified and (ii) subject to approval by the General Meeting.

Implementing the compensation policies

The Board of Directors supervises implementation of the compensation policies in accordance with the resolutions approved by the Shareholders' General Meeting. On the Remuneration Committee's recommendation, the Board of Directors sets the objectives for each performance indicator that forms the basis for Executive Company Officers' variable compensation (annual variable compensation in cash and/or shares and multi-year variable equity compensation). It also defines the elasticity curves that enable a faster increase or decrease in the amount of variable compensation due, according to the progress of the Group's medium term ambition, aligned with the market guidance.

No performance criteria set for the variable compensation requires a qualitative appraisal from the Board of Directors. Indeed, whether they are financial or non-financial, all of those criteria are measurable and their achievement is audited.

Adjustments to the application of the compensation policies

The Board of Directors, upon recommendation of the Remuneration Committee, may alter the total compensation policies in exceptional circumstances pursuant to Article L.22-10-8 of the French Commercial Code, for a temporary period and insofar as such a difference is in accordance with the corporate interest of the Company and is necessary to guarantee the sustainability and viability of the Company.

In particular, the Board of Directors, on the recommendation of the Remuneration Committee, may decide to adapt the performance criteria for the annual variable compensation (and consequently those of the supplementary pension plan where applicable) and/or the multi-year equity compensation of the Executive Company Officers in the event of circumstances that significantly impact achievement of one or more performance criteria.

If such exceptions were to be applied, it will be strictly implemented and limited to exceptional circumstances. Their justification will be communicated, in particular with regard to their alignment with the interests of shareholders.

The caps on annual variable compensation, multi-year equity compensation and the supplementary pension plan may not be increased under any circumstances.

Taking into account the most recent shareholders' votes

The Shareholders' General Meeting of June 13, 2024 approved the thirteenth resolution relating to the information specified in Article L.22-10-9 of the French Commercial Code regarding the components of remuneration paid or awarded to corporate officers in respect of the year ended on December 31, 2023 (94.31%).

The same meeting also approved:

- the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023 or awarded for the same financial year to Bernard Bourigeaud, Chairman of the Board of Directors until December 14, 2023 (99.58% - 14e resolution), Georges Pauget, Chairman of the Board of Directors ad interim since December 15, 2023 (99.61% - 15e resolution), the Chief Executive Officer (92.40% - 16e resolution) and the Deputy Chief Executive Officer (92.61% - 17e resolution);
- the 2024 compensation policy applicable to the Chairman of the Board of Directors: 99.49% (18e resolution);
- the 2024 compensation policy applicable to the Chief Executive Officer: 90.45% (19e resolution);
- the 2024 compensation policy applicable to the Deptuty Chief Executive Officer: 90.97% (20e resolution);
- the 2024 compensation policy applicable to the Directors: 97.27% (21e resolution).

Management of conflicts of interests

The Company complies with the recommendations set out in the AFEP-MEDEF Code relating to the management of conflicts of interests. The Director' Charter details handling of conflicts of interests (see section E.1 of this Universal Registration Document). With regards to the compensation, the Executive Company Officers which would also be Director must not participate in the work of the Remuneration Committee and they must not take part in the Board of Directors' deliberations or vote on decisions related to it.

Application of the compensation policies to newly appointed corporate officers

In the event that the Company appoints any other Executive Company Officer, his/her compensation policy will be set out on the basis of the other Executive Company Officers' compensation policy and according to the above key principles, being specified that his/her compensation may not exceed that of the Chief Executive Officer.

If a new Chairman of the Board of Directors or a new director were to be appointed, then the compensation policy would be in line with that applicable to the Chairman of the Board of Directors and to directors respectively.

If the offices of Chairman and Chief Executive Officer were to be recombined, then the principles, criteria and components of compensation specified in the remuneration policy for the Chief Executive Officer would be adapted by the Board of Directors (acting upon a recommendation from the Remuneration Committee) to take account of the change.

E.2.1.1.2 Compensation policy for the Chief Executive Officer ad interim

The Board of Directors, during its meeting on September 12, 2024, upon the recommendation of the Nomination Committee, decided to appoint Marc-Henri Desportes, Deputy Chief Executive Officer, as Chief Executive Officer on an interim basis starting from October 1, 2024, following the departure of Gilles Grapinet as Chief Executive Officer of Worldline, effective September 30, 2024.

The Board of Directors, during its meeting on September 12, 2024, upon the recommendation of the Remuneration Committee, decided to set the compensation policy for the interim Chief Executive Officer (at a level below the one of the previous Chief Executive Officer) as follows:

(in euros)	**As of October 1, 2024**
Annual fixed compensation	570,000
Annual variable target compensation	570,000
Total annual target cash compensation	**1,140,000**
Long-term equity compensation (based on IFRS2 valuation)	810,000
Total annual target compensation (including long-term equity compensation)	**1,950,000**

During the same meeting and upon recommendation of the Remuneration Committee, it was also decided to amend the agreement related to the suspension of Marc-Henri Desportes' employment contract which was concluded in July 23, 2018 when he was appointed Deputy Chief Executive Officer ("suspension agreement") in particular to continue it for the duration of his term as Chief Executive Officer ad interim.

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Nomination Committee and following the completion of the selection process for the new Chief Executive Officer, finally decided to select Pierre-Antoine Vacheron as Chief Executive Officer of Worldline, effective March 1, 2025. Consequently, the Board of Directors also acknowledged the resignation of Marc-Henri Desportes from his position as interim Chief Executive Officer, effective February 28, 2025 and the Board of Directors decided to appoint Pierre-Antoine Vacheron as new Chief Executive Officer effective March 1, 2025.

In accordance with the suspension agreement of his employment contract signed on July 21, 2018, and its amendment dated September 13, 2024, which was approved in advance by the Board of Directors on September 12, 2024 pursuant to Articles L. 225-38 et seq. of the French Commercial Code, Marc-Henri Desportes automatically resumed his salaried position within the Company upon the commencement of the new Chief Executive Officer's term, i.e., as of March 1, 2025.

Fixed Compensation

The annual fixed compensation of Marc-Henri Desportes for the 2025 financial year, in his capacity as interim Chief Executive Officer, amounts to €570,000 gross and will be paid on a pro-rata basis for the period from January 1 to February 28, 2025. This corresponds to a total of €95,000 gross.

Annual Variable Compensation

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Remuneration Committee, decided to determine the annual variable compensation for Marc-Henri Desportes for 2025 on a pro-rata basis, reflecting his tenure as interim Chief Executive Officer (from January 1 to February 28, 2025). This will be based on the amount granted for the 2024 financial year, which totals €6,452.

As part of the end of Marc-Henri Desportes' term as Chief Executive Officer, this element of compensation will be submitted to the Shareholders' Meeting, in accordance with Article L. 22-10-34 II of the French Commercial Code.

E.2.1.1.3 Compensation policy for the Chief Executive Officer

Components of the 2025 compensation policy applicable to the Chief Executive Officer

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Nomination Committee, confirmed the separation of the roles of Chairman and Chief Executive Officer and decided to appoint Pierre-Antoine Vacheron as Chief Executive Officer of Worldline, effective March 1, 2025. His term as Chief Executive Officer will end at the conclusion of the General Meeting that will be called in 2029 to approve the financial statements for the fiscal year ending in 2028. Pierre-Antoine Vacheron was appointed based on his rich past experience in the payments and banking sectors, as well as his managerial and strategic expertise. He brings extensive knowledge and a deep understanding of the pan-European payments sector, having established the Merchant & Acquiring Services business at Ingenico and later transformed the Payments division of Groupe BPCE. He will also contribute international experience, notably acquired over several years in the Netherlands, along with a strong strategic vision combined with a successful operational experience. He demonstrated an effective leadership and has solid experience in reorganization combined with proven operational expertise and a proven track record in performance management. In line with the Group's transformation ambitions, Pierre-Antoine Vacheron has also streamlined several acquired fintechs by merging them into a single platform and has previously led multiple reorganizations in his capacity as Chief Financial Officer.

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Remuneration Committee and subject to approval at the 2025 General Meeting, has defined the 2025 remuneration policy for the new Chief Executive Officer, who arrived during the year, as follows in the context of a year of managerial transition in order to take into account the loss of rights and benefits he enjoyed in his previous position (in particular performance shares and pension plans as well as his employee status) while ensuring a strong alignment with the interests of the shareholders.

(in euros)	**As of March 1, 2025**
Annual fixed compensation	700,000
Annual variable target compensation	700,000
Total annual target cash compensation	**1,400,000**
Long-term equity compensation*	700,000
Total annual target compensation (including long-term equity compensation)	**2,100,000**

** The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Remuneration Committee, considering the appointment of the Chief Executive Officer on March 1, 2025, decided to compensate for the loss of rights and benefits inherent to his previous employee status (in particular performance shares and pension plans), while strengthening his long-term alignment with the performance of Worldline's stock over a four-year period. This decision aligns with the 2026-2028 strategic plan that Pierre-Antoine Vacheron will be required to present. As a result, the Board of Directors decided not to grant a multi-year equity-based remuneration for 2025 to the Chief Executive Officer but instead to award him exceptional compensation in the form of free shares not subject to performance conditions but only subject to presence condition. These shares will vest in four equal installments over a four-year period, subject to the continued tenure of the executive corporate officer on each anniversary date. The first tranche will be subject to one year holding period after acquisition. As of February 25, 2025, the allocation of these free shares represented a benefit valued at €775,000 (i.e. estimated market price per share of € 7.75), which remains below 100% of the maximum annual fixed and variable compensation.*

The total cash compensation of the Chief Executive Officer is aligned with the lower quartile of the SBF 120, while his total annual target compensation will be positioned slightly above this lower quartile of the SBF 120 (+18%) and while maintaining a compensation ratio aligned with the past.

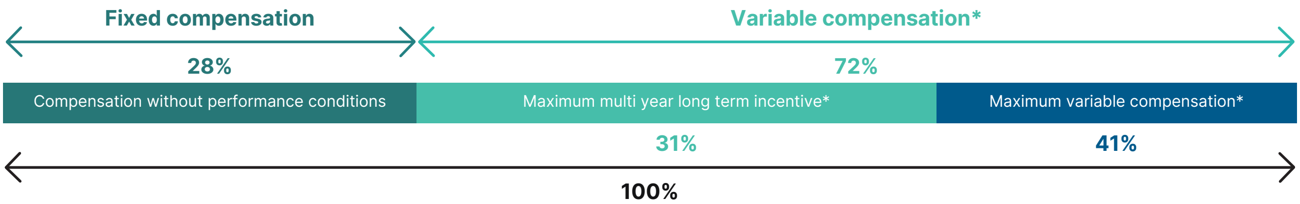
The compensation policy has been designed by the Board of Directors, upon recommendation of the Remuneration Committee, to be balanced, competitive, rewarding for performance and aligned with the shareholders and Group's interests in a context with a new Chief Executive Officer. It takes into account the specific context of the Group in a pivotal strategic phase while facing challenges requiring transformation, market uncertainties and share price volatility.

It is recalled that the Board of Directors, upon the recommendation of the Remuneration Committee, reserves the right to review the Chief Executive Officer's compensation at relatively long intervals. This review will be conducted in accordance with the general principles of the remuneration policy described above and the corporate governance rules applicable to the Company. The Board will take into account factors such as the scope and complexity of the role and responsibilities (particularly the size of the Group and its presence in the SBF 120), the experience, career background, tenure within the Group, and expertise of the position holder, as well as market practices for similar or comparable roles (external competitiveness) and the evolution of employee remuneration.

Structure of the compensation

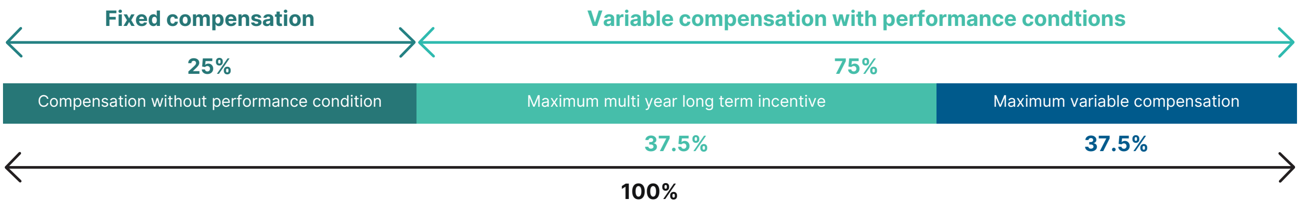
As stated above, the structure of the Chief Executive Officer's compensation for 2025 is as follows in the context of managerial transition:

For 2025: transition period



** For the year 2025, considering the transition period with its arrival during the year and the loss of rights and benefits of the new CEO (in particular loss of LTI share plans, pension plan and employment contract): (i) his annual variable compensation for the 2025 financial year could not be lower than 90% of the target amount (calculated on a pro-rata basis) and (ii) free shares will be granted to him not subject to performance conditions but with a presence condition, with vesting in four equal annual tranches.* The first tranche will be subject to one year holding period after acquisition.

The structure of the Chief Executive Officer's compensation for 2026 will be as follows:



Fixed compensation

The Chief Executive Officer's fixed annual compensation is set at € 700,000 gross. This remuneration will be paid *prorata temporis* as of March 1, 2025.

Annual variable compensation

The aim of the annual variable compensation is to incentivize the Chief Executive Officer to meet the annual performance objectives set for him by the Board of Directors on the Remuneration Committee's proposal, in close alignment with the Group's ambitions as presented to shareholders.

The target level of variable annual compensation is expressed as a percentage of fixed annual compensation[1]. This remuneration will be *paid prorata temporis* as of March 1, 2025.

The Chief Executive Officer's annual variable compensation, subject to performance conditions, is set at € 700,000 gross, representing 100% of his fixed annual compensation.

The Board of Directors, upon recommendation of the Remuneration Committee, has decided on the following elements:

- The maximum amount of variable compensation can reach up to 150% in the event of exceeding the set objectives;
- No annual variable compensation will be granted if the cumulative achievement of objectives is below 60%.

Variable compensation may be paid in cash and/or shares.

Variable compensation is a conditional remuneration based on clear and demanding operational performance criteria linked to quantitative and financial objectives, which are set and measured annually by the Board of Directors.

Annual financial objectives are determined based on the budget approved by the Board of Directors at the beginning of the year, in line with the targets communicated to the market. Objectives related to the external combined performance criterion linked to Corporate Social Responsibility are also set by the Board of Directors no later than the beginning of the year.

The selection and weighting of performance criteria may be reviewed annually.

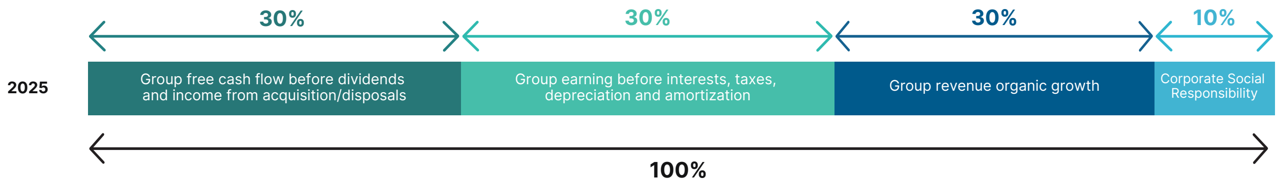
For each performance indicator, the Board of Directors establishes:

- A target objective aligned with the budget, where achieving 100% of the target results in the payment of the target variable compensation associated with this indicator;
- A floor which defines the threshold below which no variable compensation for that indicator is due;
- A ceiling which reflects an outperformance against set objectives, capped at 150% of the target amount; and
- An elasticity curve allowing for an acceleration or deceleration of the variable compensation amount based on progress made on the strategic plan.

Any annual variable compensation paid by the Company may be reclaimed or reduced within three years of payment if it is discovered that the Chief Executive Officer (i) is responsible for or has contributed to significant losses detrimental to the Group, or (ii) has engaged in particularly severe risk-taking behavior. In such cases, the Board of Directors reserves the right to demand the repayment of all or part of the amounts already paid.

Given the appointment of Pierre-Antoine Vacheron as of March 1, 2025, and the need to refocus and drive Worldline's recovery, the Board of Directors, upon recommendation of the Remuneration Committee, decided on February 25, 2025, to review the weighting of financial objectives linked to annual variable compensation by assigning equal importance for each internal performance criteria - namely cash generation through Free Cash Flow, Revenue and Margin (EBITDA).

The Board of Directors, upon recommandation of the Remuneration Committee and the Social and Environmental Responsability Committee, decided that the weighting of the financial and CSR indicators will apply as follows for 2025:



Internal Performance Conditions

- **Group Worldline Free Cash Flow** – as a condition for **30%** of the total payout;
- **Group Worldline Revenue Growth** - as a condition for **30%** of the total payout;
- **Group Worldline Earnings before interest, taxes, depreciation and amortization (EBITDA)**[2] - as a condition for **30%** of the total payout.

These criteria reflect the Group's overall performance in terms of growth, profitability and cash position. The budgetary objectives for the year 2025 were approved by the Board of Directors on February 25, 2025 in accordance with the economic outlook communicated to the market.

Combined performance condition relating to Corporate Social Responsibility ("CSR")

To support the ambitions and objectives outlined in the Group's CSR program, *Trust 2025*, the Chief Executive Officer's annual variable compensation also includes a combined external performance criterion, which determines 10% of the total payout.

The Board of Directors, upon the recommendation of the Remuneration Committee, decided on February 25, 2025, to simplify the combined external performance criterion as

1 If the Executive Company Officer joins or leaves the Group during the financial year, the amount of the variable portion of their compensation will be determined pro rata to their presence during the year concerned.

2 To replace Group Worldline Adjusted EBITDA.

follows, taking into account investor requests:

- Maintaining an elasticity curve defined per indicator to ensure a more accurate assessment of the CSR criterion.
- Only five criteria have been retained for the year 2025, each carrying the same weight, given the Group's need to refocus and rebound:

Fields	Indicators
Platforms secured & available	Quality score 1. Contracts' services availability & response 2. Platforms' services availability & response
Customer experience & innovation	3. Net promoter score
Talent Attraction & Retention/People Diversity	4. Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey
Climate change	5. Percentage of CO_2 emissions offset for scopes 1, 2, 3a

Performance level

During its meeting of February 25, 2025, the Board of Directors, on the Remuneration Committee's recommendation, defined the annual elasticity curves for each indicator as follows:

Indicator measurement		Achievement levels	% payout
Internal Financial Performance Conditions	*Group Free Cash Flow (FCF) before dividends and income from acquisitions/ disposals*	Floor: 92% of Target	0%
		Target	100%
		Cap: 104% of Target	150%
	Group Earnings Before Interests, Taxes, Depreciation and Amortization (EBITDA)	Floor: 94% of Target	0%
		Target	100%
		Cap: 103% of Target	150%
	Group Revenue Organic Growth	Floor: Target -2%	0%
		Target	100%
		Cap: Target +1%	150%
Non-financial CSR performance condition	*Corporate Social Responsibility*	Floor: at least the 2024 actuals	70%
		Target	100%
		Cap: strictly above Trust 2025 target	150%

The threshold for triggering and the expected achievement levels of the financial criteria and the combined CSR criterion used to determine the annual variable compensation are strategic and economically sensitive information that cannot be disclosed. However, at the end of the performance evaluation period, Worldline will communicate the performance achievement level for each criterion.

The stated objectives have been set at constant scope and exchange rates. Consequently, the Board of Directors, upon the recommendation of the Remuneration Committee, may decide to adjust the performance criteria in the event of circumstances significantly impacting the achievement of one or more performance criteria. If such adjustments were to be applied, they would be strictly enforced and limited to exceptional circumstances or cases of changes in scope, accounting methods, or exchange rate effects. Justifications for these adjustments will be communicated, particularly regarding their alignment with shareholder interests. The maximum annual variable compensation limits cannot be increased under any circumstances.

The Board of Directors, upon the recommendation of the Remuneration Committee, may also apply a multiplier coefficient ranging between 80% and 120% on the amounts due based on the achievement of all or part of the performance conditions, provided that the total annual variable compensation does not exceed 150% of the fixed compensation. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group.

For the year 2025, considering the transition period associated with Pierre-Antoine Vacheron's arrival during the financial year, the Board of Directors decided on February 25, 2025, upon the recommendation of the Remuneration Committee, that the annual variable compensation for the 2025 financial year could not be lower than 90% of the target amount (calculated on a pro-rata basis), i.e. €525,000.

Procedure for payment of variable compensation:

In accordance with the provisions of Articles L. 22-10-8 and L. 22-10-9 of the French Commercial Code, the 2025 variable compensation will be paid after approval by the Shareholders' General Meeting to be held in 2026 to approve the 2025 financial statements.

Multi-year variable compensation

The Chief Executive Officer's total target compensation is fully aligned with the shareholders' interests as described above. As such, the Group is strongly committed to associating its employees with the long-term performance and financial results of the Group, notably through long-term incentive (LTI) plans. Beneficiaries of these LTI plans are mainly the Group's top managers, key resources, experts and some talents, as well as the Executive Company Officers.

With respect to Executive Company Officers, multi-year equity compensation is particularly appropriate given the level of responsibility of these functions and their ability to contribute directly to the Group's long-term performance in a way that is aligned with shareholders' interests.

This multi-year compensation takes the form of a performance shares grant only. The mechanisms used do not guarantee a grant or a minimum gain for beneficiaries.

The Chief Executive Officer will be granted performance shares starting in 2026, subject to the approval of his remuneration policy for the year 2026. Regarding the year 2025, he will receive an exceptional compensation in free shares.

Amount of equity compensation as from 2026

The Chief Executive Officer's multi-year variable compensation in shares is set at a number of performance shares representing a valuation corresponding to the amount of his cash variable compensation for the previous financial year and could therefore represent up to a maximum of 150% of his fixed compensation, assuming the underlying performance conditions of the cash variable compensation were exceeded.

The Board of Directors will determine the number of performance shares to be granted based on the average closing price of Worldline shares over the three months preceding the grant date, taking into account the following elements:

- A minimum grant of 35,000 performance shares;
- A maximum grant and acquisition cap of 85,000 performance shares.

The Board of Directors, upon the recommendation of the Remuneration Committee, may, at its discretion, apply a multiplier coefficient ranging from 80% to 120% on all or part of the criteria, within the limit of the initially granted shares. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group. It is also specified that, in any case, the Chief Executive Officer may not receive more than 85,000 shares at the end of the vesting period.

Grant date and vesting date of performance shares

The performance shares granted will vest at the end of a three year period that begins when they are granted, subject to fulfillment of the vesting conditions (performance conditions and continued employment) in accordance with the plan rules.

If it is discovered within three years after the delivery of the shares that the Chief Executive Officer (i) is responsible for or has contributed to significant losses to the detriment of the Group or (ii) has engaged in particularly serious risk-taking behavior, the Board of Directors reserves the right to require the return of all or part of the shares or the corresponding amounts.

- Limitations on the ability to sell performance shares

The vested performance shares will not be subject to a holding period and will be immediately available for sale by their beneficiaries, subject to the "black-out periods" set by the Company in the Guide for the Prevention of Insider Trading, to the possible possession of inside information, and to applicable laws.

- Rules regarding the holding of shares that have vested

Executive Company Officers must keep, in registered form, at least 15% of vested shares until the end of their term as Executive Company Officer, as decided by the Board of Directors of February 25, 2025 upon recommendation of the Remuneration Committee, in coherence with its past decision.

Exceptional compensation

The Board of Directors, on February 25, 2025, upon the recommendation of the Remuneration Committee, decided to grant exceptional compensation to Pierre-Antoine Vacheron to take into account the loss of protections and benefits that he previously enjoyed in his former roles (in particular performance shares and retirement plans as well as employee status), while strengthening his incentive to drive Worldline's stock performance over a four-year period, in line with the Group's 2026-2029 strategic plan. It is noted that no multi-year variable compensation in shares will be granted to Pierre-Antoine Vacheron for 2025.

The Board of Directors, following the Remuneration Committee's recommendation, approved the principle of exceptional compensation in the form of 100,000 free shares not subject to performance conditions, with vesting in four equal annual tranches on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as an Executive Company Officer at each applicable anniversary date. The first tranche will be subject to one year holding period after acquisition.

As of February 25, 2025, the allocation of these free shares represented a benefit valued at €775,000 (i.e. estimated market price per share of € 7.75), which remains below 100% of the maximum annual fixed and variable compensation.

In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the granting of this exceptional compensation will be subject to the approval of the resolution regarding the remuneration policy applicable to Pierre-Antoine Vacheron at the General Meeting convened to approve the 2024 financial statements.

Compensation allocated as Director

The Chief Executive Officer does not receive any compensation as he is not appointed as Director.

Defined benefit supplementary pension plan

Upon the recommendation of the Remuneration Committee, the Board of Directors, on February 25, 2025, decided to implement a defined contribution retirement plan based on Article 82 of the French General Tax Code for the benefit of the Chief Executive Officer[1]. This plan provides for contributions to be paid to a third-party insurance provider, amounting to 25% of the Chief Executive Officer's annual fixed compensation, subject to the fulfillment of the below performance and presence conditions and subject to approval by the General Meeting of the ex-post remuneration policy for the relevant year, in the context of the Say on Pay vote:

Performance Condition

The amount of the annual retirement contribution will be indexed to the Chief Executive Officer's annual cash variable compensation for the relevant performance year, according to the following criteria:

- 100% of the contribution rate if the annual cash variable compensation reaches 100% of the target.
- No contribution if the achievement of the annual cash variable compensation is below 60%.
- A linear progression will be applied in between.

Presence Condition

Contributions for a performance year will be paid in December of the following year, provided that the Chief Executive Officer is in office as an Executive Company Officer on December 1st of the year following the relevant performance year.

Mechanism linked to the termination of the mandate of the Chief Executive Officer is case of forced departure

On February 25, 2025, the Board of Directors, upon the recommendation of the Remuneration Committee, decided to grant Pierre-Antoine Vacheron a departure indemnity in the event of forced departure.

The entitlement to and amount of the departure indemnity will depend on the achievement of the performance conditions set by the Board of Directors for calculating the Chief Executive Officer's annual variable compensation over the two most recent entire financial years preceding the termination date. The amount will be determined linearly based on the arithmetic average of the achievement rates of the performance conditions linked to his variable compensation, with the following provisions: (i) the departure indemnity may not exceed 100% of the gross annual compensation (fixed and variable) paid over the twelve months preceding the termination date and (ii) no departure indemnity will be due if the arithmetic average of the achievement rates of the performance conditions linked to the variable compensation paid to the Chief Executive Officer does not reach the minimum threshold set by the Board of Directors.

It is specified that a dismissal of the Chief Executive Officer for gross misconduct or willful misconduct will not constitute a forced departure. Furthermore, in accordance with the AFEP-MEDEF Code, no departure indemnity will be due in the event of voluntary resignation, a change of position within Worldline, or if Pierre-Antoine Vacheron is eligible to claim retirement benefits. Additionally, no departure indemnity will be due if the termination of his mandate results from reaching the age limit stipulated in the Company's bylaws. If the departure occurs before two full financial years have been completed, the departure indemnity will be calculated based on the performance conditions of the most recent completed financial year or, if no financial year has been completed, based on the performance conditions observed at the closing of the financial year in which the departure occurred.

Fringe benefits

The Chief Executive Officer will benefit from a company vehicle with driver, which can be used for private purposes. He will also benefit from an annual medical check-up and a tax advisor (only linked with the compensation paid by the Company for the duties of Chief Executive Officer).

Other compensation components

Subject to the approval granted by the Shareholders' General Meeting of June 5, 2025, the Chief Executive Officer is entitled to the healthcare (in-patient and out-patient benefits as well as dental and vision coverage), incapacity, disability and death plans as well as to the foreign business travel assistance (covering medical expenses outside the country of residence) in force within Worldline.

The insurance policies relating to those plans are subject to the rules and laws applicable. The Board of Directors has the authority to revoke the plans applicable to the Chief Executive Officer.

On February 25, 2025, the Board of Directors, upon the recommendation of the Remuneration Committee, also authorized the establishment of unemployment insurance ("Garantie Sociale des Chefs et Dirigeants d'Entreprise") for the benefit of Pierre-Antoine Vacheron, given his ineligibility for the general unemployment insurance scheme. The terms and conditions of this insurance are defined by the Board of Directors.

This measure is part of an effort to secure the executive's status while ensuring management flexibility for the company. It is implemented within a framework of responsible governance, aligning with market best practices and shareholder expectations regarding transparency and oversight of the company's commitments to the Chief Executive Officer.

The insurance will take the form of an individual policy contracted with a specialized insurer and financed by Worldline. It aims to provide financial protection in the event of the involuntary termination of the Chief Executive Officer's duties, with the following key provisions:

- The insurance covers the risk of job loss in case of dismissal or non-renewal of the mandate, except in cases of gross misconduct or willful misconduct;
- The compensation level is set at €150,000 for a maximum period of 12 months;
- The insurance premium will be paid by the company.

1 *It should be noted that the supplementary vested rights pension plan (Article L.137-11-2 of the French Social Security Code), which was available under certain conditions to members of Worldline's Strategic Executive Committee, whether employees or corporate officers of Worldline, was closed with effect from March 1, 2025.*

E.2.1.2 Compensation policy for the Chairman of the Board of Directors

E.2.1.2.1 General principles

To ensure that the Chairman of the Board of Directors stays independent in his assessment of the Company's general management actions, his compensation does not include any variable component linked to the Group's short or long-term performance.

The Board of Directors determined the structure and amount of compensation for the Chairman, on the recommendation of the Remuneration Committee, after reviewing comparable position in SBF 120 companies and taking into account:

- the absence of a preexisting position as non-executive company officer;
- the special missions entrusted to the Chairman of the Board in addition to his statutory missions.

E.2.1.2.2 Compensation policy for 2025

Fixed compensation

Since 2021, following the acquisition of Worldline IGSA (former Ingenico Group SA), the amount of annual fixed compensation for the Chairman of the Board of Directors at € 300,000.

The Board of Directors on December 13, 2024, upon recommendation of the Remuneration Committee, decided to increase the annual fixed compensation of the Chairman of the Board of Directors at € 375,000, subject to approval by the 2025 Shareholders' Meeting. This increase brings the Chairman's compensation more in line with market practices and is justified by his key role to lead the Board in the pivotal moment for the Group in transformation and with a revised governance.

This amount remains below the market practices of the SBF 120 for similar positions.

No other compensation component

Since 2021, the Board of Directors has decided that the Chairman is ineligible to receive compensation for attending Board and Committees' meetings.

The Chairman of the Board of Directors will not benefit from any compensation other than his fixed annual compensation, and in particular neither annual or multi-year variable compensation, nor exceptional compensation, nor termination indemnity, nor benefits in kind, nor supplementary or additional pension.

Expenses reimbursement

The Chairman of the Board of Directors is entitled to a reimbursement of the expenses incurred in connection with his mission, such as travel expenses, upon presentation of receipts.

This compensation policy complies with the recommendations of the AFEP-MEDEF Code.

E.2.1.3 Compensation policy for Directors

E.2.1.3.1 General principles

On the Remuneration Committee's recommendation, the Board of Directors sets the rules for allocating among the directors the total annual amount of Directors' compensation set by the Shareholders' General Meeting. These rules provide for the payment of:

- a **fixed** amount calculated on a *prorata temporis* basis for terms of office ending or starting during the financial year; and
- a **variable** amount (which is predominant in accordance with the recommendations of the AFEP-MEDEF Code) allocated by the Board of Directors on the basis of actual attendance at Board and Committees' meetings.

The fixed compensation allocated to Committee's chairmans and members is harmonised, as is the amount of variable compensation allocated for their participation in each committee meeting.

The compensation policy is reassessed each year by the Board of Directors and can be subject to reevaluations. During this reassessment it regularly uses studies from comparable companies and legal opinions prepared by third parties.

E.2.1.3.2 Compensation policy for 2025

On June 9, 2020, the maximum total amount of the compensation allocated to Directors was recalculated by the Shareholders' General Meeting to take into account any changes in the composition of the Board following the completion of the acquisition of Worldline IGSA (previously known as Ingenico Group SA). It was thus increased to € 1,200,000.

During its meeting of February 23, 2021, the Board of Directors, upon proposal of the Remuneration Committee, had decided to slightly increase the variable portion of the compensation allocated to directors for attendance at Board meetings (from € 2,000 to € 2,500 per meeting attended), as well as that allocated to Committee members (from € 1,000 to € 1,500 per meeting attended).

Due to the uncertain and difficult economic context during the first semester of 2021 following the health crisis linked to the pandemic of Covid-19, this revision was only implemented as from July 1, 2021.

Given the involvement of the Directors required in a pivotal moment for the Group and in order to better align their remuneration with the average of SBF 120 companies, the Board of Directors held on December 13, 2024, upon recommendation of the Remuneration Committee held on December 10, 2024, decided to modify the rules for allocating the total amount of the directors' for the financial year 2025 as follows:

BOARD OF DIRECTORS[1]	
All members	**Fixed compensation**
	€ 25,000
	Variable compensation
	€ 3,000 per meeting attended
COMMITTEES	
Audit and Risks Committee	
Chairman	**Fixed compensation**
	€ 8,000
	Variable compensation
	€ 4,000 per meeting attended
Members	**Fixed compensation**
	€ 4,000
	Variable compensation
	€ 2,000 per meeting attende
Other Committees	
Chairman[2]	**Fixed compensation**
	€ 5,000
	Variable compensation
	€ 3,000 per meeting attended
Members[3]	**Fixed compensation**
	€ 2,500
	Variable compensation
	€ 2,000 per meeting attende

1 *Successive meetings held on the same day are counted as follows:*
- *If the Board meets several times on the same day, a single compensation payment shall be paid for all sessions;*
- *If a Director attends a meeting of several separate Committees on the same day, a compensation shall be paid for each session; exceptionally, if a Director attends a meeting of the Remuneration Committee and a meeting of the Appointments Committee on the same day, a single compensation payment shall be paid for all sessions;*
- *If a Director attends several meetings of the same Committee on the same day, only one remuneration is paid for all the meetings.*

2 *The Chairman of the Ad Hoc Committee does not receive any additional compensation payment.*
3 *By exception for all Ad Hoc Committee members: €1,000 per month prorated according to the number of monthly meetings attended by each member.*

It being precised that:

- the employee directors don't receive any compensation for the exercise of their term of office. They receive a salary under their employment agreement, which is not related to the performance of their term of office as Directors of the Company;
- the directors will be reimbursed for expenses incurred while performing their term of office, notably travel and accommodation expenses, upon presentation of receipts;
- the directors do not receive compensation for any mandate held in Group companies;
- As mentioned above in section E.2.1.2, the Chairman of the Board of Directors does not receive any compensation for his position as Director, but receives a fixed annual compensation for his position as Chairman;
- The Chief Executive Officer does not receive any compensation for his term of office as Director if applicable.

E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2024, submitted to a shareholder vote

Pursuant to the provisions of articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the amounts and components presented below, are a strict application of the compensation policies for Company Officers approved by the Shareholders' General Meeting held on June 13, 2024, are subject to the shareholders' approval during the Shareholders' General Meeting in 2025. They form an integral part of the Board of Directors' report on corporate governance.

E.2.2.1 Components of compensation due or awarded for the financial year 2024 to Gilles Grapinet, Chief Executive Officer for the period from January 1 until September 30, 2024

The compensation policy for the Chief Executive Officer was approved by the Shareholders' General Meeting held on June 13, 2024 under the 19th resolution (refer to paragraph D.2.2.1 of the 2023 Universal Registration Document in which the said compensation policy is described).

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Gilles Grapinet for the period from January 1 until September 30, 2024 are the strict application of this policy.

The table below mentions all the components of compensation paid or allocated to Gilles Grapinet for the period from January 1 until September 30, 2024 and which will be subject to the approval of the Shareholders' General Meeting in 2025:

Components of compensation subject to approval	**Amounts paid during the year ended** *(in €)*	**Amounts awarded during the year or accounting value** *(in €)*	**Presentation**
Annual fixed compensation	563,141	563,141	Fixed compensation paid and attributed prorata temporis to Gilles Grapinet for his duties as Chief Executive Officer of Worldline until September 30, 2024.
Annual variable compensation	435,884*	54,074**	* Amount allocated for the year ended in 2023 and allocated into 19,370 performance shares in 2024, subject to a two-year vesting period and a performance condition relating to the performance of the Worldline's share price. This amount and the conversion in shares has been approved by the Shareholders' General Meeting on June 13, 2024 – for further information, see the 2023 Universal Registration Document. Those shares will be definitively acquired on June 13, 2026 if the share price reaches €22.50. ** Amount allocated in respect of the financial year ended in 2024 for the period from January 1 until September 30, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see paragraph on "Level of achievement of objectives linked to the annual variable compensation" below.
Value of performance shares granted during the year[1]	0	0	Following his departure on September 30, 2024, all performance shares granted to Gilles Grapinet during the period from January 1 until September 30, 2024 have been cancelled - for more details see the paragraph on "Multi-year equity compensation" below (vesting conditions for these shares are detailed in section E.2.3.8).
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
Compensation allocated to Directors	0	0	No compensation was paid/allocated to Gilles Grapinet for his duties as Director in accordance with the compensation policy applicable to Directors and to the Chief Executive Officer.
Fringe benefits	4,948	4,948	In 2024, Gilles Grapinet benefited from a company car with a driver, an annual medical check-up and an investment advisor until September 30, 2024.
Supplementary pension plan	0	0	No pension was paid/attributed to Gilles Grapinet in 2024 – for more information about the pension plans, see the "Supplementary pension plans" paragraph hereunder.

Components of compensation subject to approval	Amounts paid during the year ended *(in €)*	Amounts awarded during the year or accounting value *(in €)*	Presentation
Compensatory allowance for forced departure	0	0	No amount was paid or granted to Gilles Grapinet during 2024 – for more information about the compensatory allowance, see paragraph "Compensatory allowance" below. However, following the termination of his mandate on September 30, 2024, Worldline SA has paid a net insurer premium under the compensatory allowance, amounting to €2,651,201, into a life insurance contract (Article 82) with the insurer Crédit Agricole Assurances "Predica" in January 2025.
Social protection plans (employer contributions)	4,462	4,462	Amount corresponding to the employer contributions for the plan covering the reimbursement of health costs and the incapacity, disability, death policy – for more information about those plans, see the "Social protection plans" paragraph below.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Gilles Grapinet by a company in the scope of consolidation.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
TOTAL	**1,008,435**	**626,605**	

E

Level of achievement of the objectives linked to the 2024 annual variable compensation

The achievement of each of the objectives attached to this compensation component as well as the amount of the corresponding variable compensation were validated by the Board of Directors at meeting held on February 25, 2025.

The variable compensation due for the period from January 1 until September 30, 2024 amounted to € 54,054, i.e. 8,19% of the target variable compensation and 9,60% of his annual fixed compensation for the period from January 1 until September 30, 2024.

In 2024, the nature and average weighting of each indicator included in the Chief Executive Officer's variable compensation, the average achievement and payout rates of annual objectives are as follows, in view of the above elements:

2024	Weight	Achievement rate	Payout rate
Group Free Cash Flow	35%	87.4%	0%
Group Adjusted EBITDA	27.5%	88.7%	0%
Group Revenue Organic Growth	27.5%	-3.3%	0%
Corporate Social Responsibility	10%	81.93%	81.93%
Payout as a % of the target variable compensation (on annual basis)	**100%**		**8.19%**

The detailed achievement and payout of the Corporate Social Responsibility indicator for 2024 is the following:

Topic	Indicators	Weight of KPI	Achievement	Payout
Platforms secured & available	Quality score – Contracts' services availability & response	8.3%	100.0%	8.33%
	Quality score – Platforms' services availability & response	8.3%	100.0%	8.53%
	% of data subject' request answered in time and in compliance with Worldline privacy policy	8.3%	99.76%	7.73%
	% of ISO 27001 certified sites according to the security policy	8.3%	102.71%	8.72%
Customer experience & innovation	Customer Net Promoter Score	8.3%	60%	0%
	Total revenue of "sustainability offering" (M€)	8.3%	98.1%	5.98%
Talent attraction & retention/People diversity	Average number of Training hours per employee per year	8.3%	101.6%	8.48%
	% of additional disabled workforce in the countries with legal requirements/targets	8.3%	96.67%	6.67%
Sustainable procurement/ Ethics & Compliance	% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	8.3%	100.0%	8.33%
	% of total expenses assessed by EcoVadis out of strategic suppliers expenses*	8.3%	103.59%	10.83%
	% of alerts investigated and related actions plan defined within three months	8.3%	97.98%	0%
Climate change	% of CO_2 neutralised emissions for scope 1, 2, 3a	8.3%	100.0%	8.33%
	Payout for 10% of the 2024 target variable compensation			**81.93%**

Budget targets are in line with the financial targets shared by the Company early 2024. In this respect, it is specified that the above-mentioned objectives associated with the variable compensation of the Chief Executive Officer have not been resized following the publication of the updated 2024 objectives on August 1 and September 13, 2024.

Worldline did not apply the claw-back provision for variable compensation for the concerned period.

Multi-year equity compensation

In the context of the authorization granted by the Shareholders' General Meeting of June 13, 2024 (33th resolution), the Board of Directors decided, at its June 13, 2024 meeting, on recommendation of the Remuneration Committee, to proceed with the allocation of 97,850 performance shares (valued at € 621,347.50, i.e. € 6.35 per share[1]) to Gilles Grapinet. This grant represents 0.035% of the Worldline's share capital at grant date. These amounts take into account the recommendations of the AFEP-MEDEF Code applicable to the Chief Executive Officer.

These allocations were decided in accordance with the compensation policy for Gilles Grapinet as approved by the Shareholders' General Meeting of June 13, 2024 (19th resolution).

In its analysis, the Board of Directors also reviewed the following items:

- the beneficiary is required to hold 15% of any vested performance shares for the duration of his duties as Company Officer and to keep, in registered form, 5% of the shares from the exercise of stock options;
- the prohibition to enter into any financial hedging transaction relating to the granted performance shares and stock options during the full term of office of the Chief Executive Officer.

In line with the commitments made on the occasion of previous share award plans, the Chief Executive Officer took note of the prohibition on engaging in any financial hedging transactions with the performance shares and the stock options granted throughout the duration of his corporate term of office.

Following his departure on September 30, 2024, the Board of Directors, during its meeting on September 12, 2024, acknowledged that Gilles Grapinet no longer met the condition of maintaining his status as a Company Officer for the entire vesting period of the shares granted in 2024. As a result, Gilles Grapinet lost his rights under the performance shares plan of June 13, 2024, as well as the performance shares plans of June 9, 2022, and June 8, 2023, and his rights under the stock subscription or purchase option plans of June 9, 2022, and June 8, 2023.

Gilles Grapinet still benefits from the allocation of 19,370 performance shares, resulting from the conversion of his annual variable compensation for 2023 in the form of performance shares, as the vesting of these shares is not subject to the condition of continued employment or maintaining his status as a corporate officer throughout the vesting period. This allocation is subject to a two-year vesting period and a performance condition related to the evolution of the Worldline stock price at the end of the vesting period (with an average target of €22.5 to be achieved based on the average opening prices of the three months preceding June 13, 2026).

1 *Shares valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements.*

Supplementary pension plans

Gilles Grapinet benefits from a Supplementary Pension Plan which was approved by the Shareholders' General Meeting of April 30, 2019.

The Board of Directors' meeting of December 19, 2019 approved that this 2019 supplementary pension plan in force in Worldline had to be brought in line with the *Loi Pacte* law adopted by the French National Assembly on May 22, 2019 (article L. 137-11-2 of the French Social Security Code) and executed by Order 2019-697 of July 3, 2019 relating to corporate supplementary pension plans. The Board of Directors therefore decided:

- to close the 2019 supplementary pension plan to any new members, as from July 4, 2019;
- to freeze, on December 31, 2019, rights built up under the 2019 supplementary pension plan for the Chief Executive Officer affiliated before July 4, 2019 without freezing the reference compensation for the calculation of the future annuity at retirement. The beneficiary remains entitled to this pension supplement on December 31, 2019, provided the underlying performance conditions are met and provided he meets the presence condition as defined under article 3 of the Pension Plan rules. No new rights may be created under the current plan after January 1, 2020.

On February 18, 2020, upon recommendation of the Remuneration Committee and as part of Worldline's alignment of its supplementary pension plan with the *Loi Pacte* (Pacte Law) adopted by the French National Assembly on May 22, 2019 (article L. 137-11-2 of the French Social Security Code) and executed by the Order of July 3, 2019 on corporate supplementary pension plans, the Board of Directors decided to implement a new supplementary pension plan from January 1, 2020. This new supplementary pension plan is reserved for Worldline Strategic Executive Board members with a minimum of three years' seniority[1] within such Board, for Worldline SA employees or Company Officers, and whose annual fixed compensation exceeds 15 times the French annual social security ceiling for 2020 (€ 617,040).

Gilles Grapinet acquired pension rights on the basis of an annual acquisition rate applied on his reference compensation of 0.97% in 2020, 0.64% for the period 2021 to 2023. This acquisition rate is weighted by the performance ratios of 100% in 2020, 83.63% in 2021, 100% in 2022 and 38.87% in 2023.

In 2024, this plan resulted in the annual payment of a premium of € 113,073.50 (rights acquired in 2023) to the insurer for the financement the acquired rights by Gilles Grapinet since its implementation. This premium was calculated by the insurer on the basis of the information provided by Worldline, including the reference compensation, the acquisition rate, the performance ratio and the actuarial parameters in force at the time of the calculation.

The Board of Directors, during its meeting on September 12, 2024, decided to terminate the functions of Mr. Gilles Grapinet as Chief Executive Officer effective from September 30, 2024, and determined the triggering elements for the calculation, as of that date, of the amount of the closed 2019 supplementary pension scheme mentioned above.

The Board of Directors notably acknowledged that:

- The performance conditions applicable to the frozen 2019 pension scheme have been met;
- The seniority and presence conditions have been satisfied;
- Gilles Grapinet's annual fixed compensation exceeds 10 times the 2018 annual social security ceiling;
- The amount of the annual pension is capped and cannot exceed the difference between (i) 33% of the reference salary and (ii) the annual amount of basic, supplementary, and additional pensions.

The Board reminded that the retirement pension from the supplementary pension scheme will be paid when Gilles Grapinet reaches the age at which he would be able to receive his full pension under the general social security system, specifying that he must have first claimed his basic and supplementary pension rights to be eligible for this supplementary pension. It was also noted that Gilles Grapinet will only be entitled to the pension from this scheme if he does not resume any professional activity that would lead to affiliation with the general social security system, until his retirement rights under the same system are fully liquidated.

Following his departure from the company on September 30, 2024, the Board of Directors confirmed on September 12, 2024, that Gilles Grapinet will be entitled to an annual pension of €137,036 gross (€ 104,010 net) under the 2019 supplementary pension scheme.

Regarding the new supplementary pension scheme with vested rights (Article L.137-11-2 of the French Social Security Code), the Board of Directors decided on September 12, 2024, upon the recommendation of the Remuneration Committee and considering the application of the compensatory allowance that maintains Gilles Grapinet's rights, not to take the year 2024 into account in determining the amount due under the new supplementary pension scheme.

The Board of Directors on September 12, 2024, confirmed that Gilles Grapinet will be entitled, following his departure from the Company, to an annual pension of € 34,992 gross (€ 26,559 net) under the new supplementary pension scheme for the years 2020 to 2023.

By combining the 2019 supplementary pension scheme and the new vested rights supplementary pension scheme (Article L.137-11-2 of the French Social Security Code), Gilles Grapinet will be entitled, following his departure, to an annual pension of €172,028 gross (€130,569 net).

1 The Board of Directors, during its meeting of February 23, 2021, on recommendation of the Remuneration Committee, amended the eligibility conditions for the supplementary pension plan by lowering the seniority condition from five years to three years to align with the new legal environment.

Compensatory allowance for forced departure

Refer to section D.2.1.1.2 of the 2023 Universal Registration Document for the details of the compensatory allowance for forced departure.

It is reminded that, since Gilles Grapinet left the Company before the retirement age, he can only benefit from this indemnity if he does not resume any professional activity leading to affiliation with the general social security system until he can claim his retirement rights under the same system.

The payment of this allowance is subject to the satisfaction of performance conditions as outlined in the strategic plans approved by the Board of Directors for at least two-thirds of the period during which Gilles Grapinet was Chief Executive Officer of Worldline (since April 30, 2014).

The Board of Directors, during its meeting on September 12, 2024, noted that:

- The performance conditions as outlined in the strategic plan were met for more than two-thirds of the period during which Gilles Grapinet served as CEO of Worldline;
- The condition related to forced departure is satisfied.

The amount of this compensatory allowance is equal to the difference between the net amounts (after payment of social security charges and contributions):

- The pension due to Gilles Grapinet on December 31, 2018, under the supplementary pension scheme he had previously acquired from Atos SE and Atos International (i.e., € 291,000 gross); and
- The amount of net pensions actually received by Gilles Grapinet under all supplementary pension schemes within Worldline, i.e., € 104,010 net under the 2019 scheme under Article L137-11, and € 26,559 net under the vested rights scheme under Article L.137-11-2 of the Social Security Code.

The Board of Directors thus confirmed that Gilles Grapinet will benefit, under the compensatory allowance from an annual net pension (after charges and contributions) of €90,300 from the time his retirement rights are liquidated.

Upon the recommendation of the Remuneration Committee, the Board decided to pay the compensatory allowance as a single insurance premium payment into an individual retirement savings plan (PER Individuel) or a life insurance contract (Article 82). The Company therefore made the payment on January 27, 2025, of an insurance premium, net of insurance provider fees, amounting to €2,651,201 into a life insurance contract (Article 82) underwritten with Crédit Agricole Assurances "Predica".

Gilles Grapinet acknowledged that the payment of the constitutive capital into the insurance contract is conditional upon his written and prior commitment, attached to the insurance contract, to request the redemption of the contract and immediately return the amounts to the Company if he resumes professional activity leading to affiliation with the general social security system.

The amount of the compensatory allowance did not exceed the two-year cap on fixed and variable annual compensation recommended by the Afep-Medef Code, to which the Company adheres. It is however reminded that, in accordance with the "apply or explain" rule, this point has been explained by the Board to shareholders each year since 2019 in the context of the review of the compliance with the Afep-Medef code (section E.1.1 of this Universal Registration Document). Furthermore, these commitments have been approved each year by the Shareholders' Meeting since 2019 as part of the ex-ante and ex-post say on pay.

Social protection plans

Refer to section D.2.1.1.2 of the 2023 Universal Registration Document for the details of the social protection plans.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is partially cofinanced by the Company. For the periode from January 1 unti September 30, 2024, Worldline’s contribution for Gilles Grapinet amounts to € 2,365.

The incapacity, disability and death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is partially cofinanced by the Company. For the periode from January 1 unti September 30, 2024, the Company’s contribution for Gilles Grapinet amounts to € 2,097.

Vote of last Shareholders’ General Meeting

The Shareholders’ General Meeting held on June 13, 2024 approved the fixed, variable and exceptional components making up the total compensation and all fringe benefits paid or allocated in respect of the year ended December 31, 2023 to Gilles Grapinet (under the 16th resolution).

Compliance with the compensation policy

The fixed, variable and long-term components making up the total compensation and all fringe benefits attributable to Gilles Grapinet comply with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Company’s long-term business strategy with a view to ensuring its sustainability. These elements are the strict application of the compensation policy approved by the Shareholders' Meeting of 13 June 2024.

E.2.2.2 Components of compensation due or awarded for the period from January 1 until September 30, 2024 to Marc-Henri Desportes, Deputy Chief Executive Officer

The compensation policy of the Deputy Chief Executive Officer was approved on June 13, 2024 by the Shareholders' General Meeting under the 20th resolution (refer to paragraph D.2.2.2 of the 2023 Universal Registration Document in which the said compensation policy is described).

The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Marc-Henri Desportes are the strict application of this policy.

The table below mentions all the components of compensation paid or awarded to Marc-Henri Desportes for the period from January 1 until September 30, 2024 which will be subject to the approval of the Shareholders' General Meeting to be held in 2025:

Components of compensation subject to approval	Amounts paid during the year ended *(in €)*	Amounts awarded during the year or accounting value *(in €)*	Presentation
Annual fixed compensation	321,539	321,539	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline from the period from January 1 until September 30, 2024.
Annual variable compensation	217,942*	27,037**	* Amount allocated for the year ended in 2023 and allocated into 9,685 performance shares in 2024, subject to a two-year vesting period and a performance condition relating to the performance of the Worldline's share price. This amount and the conversion in shares has been approved by the Shareholders' General Meeting on June 13, 2024 – for further information, see the 2023 Universal Registration Document. Those shares will be definitively acquired on June 13, 2026 if the share price reaches €22.50. ** Amount allocated in respect of the financial year ended in 2024 for the period from January 1 until September 30, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see paragraph on "Level of achievement of objectives linked to the annual variable compensation" below.
Value of the performance shares granted during the year[1]	0	81,629[1]	Value relating to the grant of 57,850 performance shares to Marc-Henri Desportes, reduced prorata temporis of the presence between grant date and cessation of his duties as Interim CEO within Worldline SA (February 28, 2025) – for more details see the paragraph on "Multi-year equity compensation" below (vesting conditions for these shares are detailed in section E.2.3.8).
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	5,083	5,083	Marc-Henri Desportes benefited from a company car without a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	4,462	4,462	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan; for more information on these plans, see the "Social protection plans" paragraph below.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
TOTAL	**549,025**	**439,750**	

1 *Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.*

Level of achievement of the objectives linked to the 2024 annual variable compensation

The achievement of each of the objectives attached to this compensation component as well as the amount of the corresponding variable compensation were validated by the Board of Directors at meetings held on February 25, 2025.

The total annual variable compensation of Marc-Henri Desportes due for the period from January 1 until September 30, 2024 amounted to € 27,037 (i.e. 8.19% of his annual target variable compensation and 8.41% of his annual fixed compensation).

For the period from January 1 until September 30, 2024, the nature and average weighting of each indicator included in the Deputy Chief Executive Officer's variable compensation follow the same conditions and principles as those applicable to the Chief Executive Officer, as described above in paragraph E.2.2.1.

Worldline did not apply the claw-back provision for variable compensation for the concerned period.

Multi-year equity compensation

As part of the authorization granted by the Shareholders' General Meeting of June 13, 2024, (33th resolution), during its meeting on June 8, 2023, the Board of Directors decided, on the recommendation of the Remuneration Committee, to award 57,850 performance shares (valued at € 367,347.5, i.e. € 6.35 each[1]) to the Deputy Chief Executive Officer. This grant represents 0.020% of the Worldline's share capital at grant date. These amounts taking into account the recommendations of the AFEP-MEDEF Code that apply to the Deputy Chief Executive Officer. Considering the cessation of his duties as Interim CEO on February 28, 2025, the grant was reduced to 12,855 performance shares (valued at € 81,629)

This grants was decided in accordance with the approval given by the Shareholders' General Meeting on June 13, 2024 (20th resolution).

In its analysis, the Board of Directors also reviewed the following items:

- the beneficiary is required to hold 15% of any vested performance shares for the duration of his duties as Company Officer and to keep, in registered form, 5% of the shares from the exercise of stock options;
- the prohibition to enter into any financial hedging transaction relating to the granted performance shares and stock options during the full term of office of the Deputy Chief Executive Officer.

In line with the commitments made on the occasion of previous share award plans, the Deputy Chief Executive Officer took note of the prohibition on engaging in any financial hedging transactions with the performance shares and the stock options granted throughout the duration of his corporate term of office.

Social protection plans

Refer to section D.2.1.1.3 of the 2023 Universal Registration Document for the details of the social protection plans.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is cofinanced by the Company. For the period from January 1 until September 30, 2024, Worldline's contribution for Marc-Henri Desportes amounts to € 2,365.

The incapacity, disability or death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is partially cofinanced by the Company. For the period from January 1 until September 30, 2024, the Company's contribution for Marc-Henri Desportes amounts to € 2,097.

Vote of last Shareholders' General Meeting

The Shareholders' General Meeting held on June 13, 2024 approved the fixed, variable and exceptional components making up the total compensation and all fringe benefits paid or allocated in respect of the year ended December 31, 2023 to Marc-Henri Desportes (under the 17th resolution).

Compliance with the compensation policy

The fixed, variable, and long-term components making up the total compensation and fringe benefits that may be awarded to Marc-Henri Desportes comply with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Company's long-term business strategy with a view to ensuring its sustainability. These elements are the strict application of the compensation policy approved by the Shareholders' Meeting of 13 June 2024.

On 25 February 2025, the Board of Directors decided, upon the recommendation of the Remuneration Committee, to make adjustments to the 2023 stock option and performance share plans (for further information, please refer to Section E.2.3.5 of this Universal Registration Document).

Executive Corporate Officers and members of the Executive Committee do not benefit from these adjustments.

E

1 *Share valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements*

E.2.2.3 Components of compensation due or awarded for the period from October 1 until December 31, 2024 to Marc-Henri Desportes, interim Chief Executive Officer

The 2024 Compensation Policy (refer to Section D.2.1.1.1 of the 2023 Universal Registration Document) provides that, in the event a new executive corporate officer is appointed, their compensation policy shall be defined based on the compensation policy of other executive corporate officers and according to its key principles, with the understanding that their compensation cannot exceed that of the Chief Executive Officer.

During its meeting on September 12, 2024, the Board of Directors, following the recommendation of the Nomination Committee, acknowledged the departure of Gilles Grapinet as Chief Executive Officer of Worldline effective September 30, 2024, and appointed Marc-Henri Desportes, Deputy Chief Executive Officer, to assume the interim role as of October 1, 2024, in accordance with the succession plan.

As part of his appointment for the interim period, the Board of Directors also decided maintain the suspended employment contract and the regulated agreement concluded between the Company and Marc-Henri Desportes on July 21, 2018, concerning the suspension of his employment contract in his capacity as Deputy Chief Executive Officer (see Section D.2.1.1.1.3 of the 2023 Universal Registration Document). An amendment to the suspension agreement was then signed with Marc-Henri Desportes on September 12, 2024, with prior authorization from the Board of Directors in accordance with Articles L. 225-38 and following of the French Commercial Code. The purpose of this amendment was to confirm the continued application of the Suspension Agreement during Marc-Henri Desportes' tenure as interim Chief Executive Officer and to take into account the duration of this mandate in the calculation of seniority as provided for in the said Agreement.

Following the recommendation of the Remuneration Committee, the Board of Directors decided to set the compensation policy for the interim Chief Executive Officer as follows:

(in euros)	**As of October 1, 2024**
Annual fixed compensation	570,000
Annual variable target compensation	570,000
Total annual target cash compensation	**1,140,000**
Long-term equity compensation	810,000
Total annual target compensation (including long-term equity compensation)	**1,950,000**

The conditions and principles of the Chief Executive Officer's remuneration policy regarding annual variable remuneration and multi-year equity-based variable remuneration, as described in Section D.2.1.1.2 of the 2023 Universal Registration Document, apply to the interim Chief Executive Officer.

The interim Chief Executive Officer also benefits from a company car with a driver, an annual medical check-up, a wealth management advisor, as well as access to the health and welfare benefits plan and business travel assistance in effect within Worldline.

The interim Chief Executive Officer does not benefit from any supplementary pension scheme, severance payment, or compensation related to a non-compete clause in the event of the termination of his mandate.

The components of the total remuneration and all types of benefits granted or allocated to Marc-Henri Desportes comply with this policy.

The table below mentions all the components of compensation paid or awarded to Marc-Henri Desportes for the period from October 1 until December 31, 2024 which will be subject to the approval of the Shareholders' General Meeting in 2025:

Components of compensation subject to approval	Amounts paid during the year ended *(in €)*	Amounts awarded during the year or accounting value *(in €)*	Presentation
Annual fixed compensation	158,462	158,462	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline from the period from October 1 until December 31, 2024.
Annual variable compensation	0	11,675*	* Amount allocated in respect of the financial year ended in 2024 for the period from October 1 until December 31, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see paragraph on "Level of achievement of objectives linked to the annual variable compensation" below.
Value of the performance shares granted during the year	0	0	No performance shares were granted to Marc-Henri Desportes during the period from October 1 until December 31, 2024.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	1,694	1,694	Marc-Henri Desportes benefited from a company car with a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	1,486	1,486	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan; for more information on these plans, see the "Social protection plans" paragraph below.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
TOTAL	**161,642**	**173,317**	

Level of achievement of the objectives linked to the 2024 annual variable compensation

The achievement of each of the objectives attached to this compensation component as well as the amount of the corresponding variable compensation were validated by the Board of Directors at meetings held on February 25, 2025.

The total annual variable compensation of Marc-Henri Desportes due for the period from October 1 until December 31, 2024 amounted to € 11,675 (i.e. 8.19% of his annual target variable compensation and 7,37% of his annual fixed compensation).

For the period from October 1 until December 31, 2024, the nature and average weighting of each indicator included in the Deputy Chief Executive Officer's variable compensation follow the same conditions and principles as those applicable to the Chief Executive Officer, as described above in paragraph E.2.2.1.

Worldline did not apply the claw-back provision for variable compensation for the concerned period.

Social protection plans

Refer to section D.2.1.1.3 of the 2023 Universal Registration Document for the details of the social protection plans.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is cofinanced by the Company. For the period from October 1 until December 31, 2024, Worldline's contribution for Marc-Henri Desportes amounts to € 787.

The incapacity, disability or death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is partially cofinanced by the Company. For the period from October 1 until December 31, 2024, the Company's contribution for Marc-Henri Desportes amounts to € 699.

Compliance with the compensation policy

The fixed, variable, and long-term components making up the total compensation and fringe benefits that may be awarded to Marc-Henri Desportes comply with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Company's long-term business strategy with a view to ensuring its sustainability. These elements are the strict application of the remuneration policy approved by the Shareholders' Meeting of 13 June 2024 applicable in the event of changes in governance during the financial year.

E

E.2.2.4 Components of compensation due or awarded for the financial year 2024 to Georges Pauget, Chairman of the Board of Directors ad interim from January 1 to June 13, 2024

On April 7, 2021, the Board of Directors, on the recommendation of the Remuneration Committee, decided to set the annual fixed compensation of the non-executive Chairman of the Board at € 300,000.

It is specified that the fixed part of the compensation allocated for the mandate of Chairman of the Board of Directors being determined on an annual basis, the amount due is calculated on a pro rata basis in the event of the assumption or termination, for whatever reason, of the mandate during the financial year.

The Chairman of the Board of Directors doesn't receive any compensation other than this fixed annual compensation, and in particular no compensation for his position as Director, no variable annual or multi-year compensation, no exceptional compensation, no termination indemnity, no benefits in kind, and no supplementary or additional pension.

The 2024 compensation policy of the Chairman of the Board of Directors was approved on June 13, 2024 by the General Meeting (18th resolution).

As from December 15, 2023 and in accordance with the succession planning, the Nomination Committee recommended that the interim presidency of the Worldline's Board be assumed by Georges Pauget, the lead independent Director at this time, until the nomination of a new President following a search process initiated according to the governance of the Company with a view to the 2024 General Meeting.

The Board of Directors of February 27, 2024, on the recommendation of the Remuneration Committee, confirmed that Georges Pauget would keep the same compensation as the former Chairman prorata temporis for his duties as Chairman of the Board of Directors ad interim and would note receive any other compensation for his duties as lead independent Director.

Following the Annual General Meeting of 13 June 2024, the Board of Directors decided to appoint Wilfried Verstraete as Chairman of the Board of Directors with immediate effect and to apply the 2024 remuneration policy in force for this position.

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Georges Pauget for the 2024 financial year, as Chairman of the Board of Directors ad interim from January 1st to June 13th, 2024, comply with the policy approved by the General Meeting held on June 13, 2024. They are summarized in the below table and will be submitted to the vote of the 2025 General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended *(in €)*	Amounts awarded during the year or accounting value *(in €)*	Presentation
Annual compensation	135,000	135,000	Remuneration awarded and paid prorata temporis to Georges Pauget for his duties for the period from 1 January to 13 June 2024.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman’s independence from the Executive management.
Value of stock options granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman’s independence from the Executive management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman’s independence from the Executive management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Georges Pauget for his duties as a Worldline's director since his appointment as interim Chairman of the Board of Directors, in accordance with the remuneration policy for the Chairman of the Board of Directors.
Fringe benefits	0	0	The Chairman of the Board of Directors does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	The Chairman of the Board of Directors does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/awarded to the Chairman of the Board of Directors by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
TOTAL	**135,000**	**135,000**	

E

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Wilfried Verstraete for the 2024 financial year, as Chairman of the Board of Directors since June 13, 2024, comply with this policy. They are summarized in the below table and will be submitted to the vote of the 2025 General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended *(in €)*	Amounts awarded during the year or accounting value *(in €)*	Presentation
Annual fixed compensation	165,000	165,000	Fixed compensation awarded and paid prorata temporis to Wilfried Verstraete for his duties as Chairman of the Board of Directors since June 13, 2024.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of stock options granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Wilfried Verstraete for his duties as a Worldline's director since his appointment as Chairman of the Board of Directors, in accordance with the remuneration policy for the Chairman of the Board of Directors.
Fringe benefits	0	0	The Chairman of the Board of Directors not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	The Chairman of the Board of Directors does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to the Chairman of the Board of Directorsby a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
TOTAL	**165,000**	**165,000**	

E.2.2.5 Components of compensation due or paid to members of the Board of Directors for the 2024 financial year

It is reminded that on June 9, 2020, the maximum total amount of compensation allocated to Directors was increased by the Shareholders' General Meeting to take into account the changes in the composition of the Board following the acquisition of Worldline IGSA (previously known as Ingenico Group SA). It was therefore increased to the amount of € 1,200,000.

At its meeting on February 23, 2021, the Board of Directors, on the recommendation of the Remuneration Committee, decided to slightly increase the variable part of the compensation allocated to the directors for their participation in the meetings of the Board of Directors from € 2,000 to € 2,500 (per meeting attended) as well as the compensation allocated to the members of the Committees from € 1,000 to € 1,500 (per meeting attended).

The compensation due or awarded to the directors has been set according to the compensation policy applicable to the directors and described in section D.2.1.3 of the 2023 Universal Registration Document.

Amount of gross compensation paid and due in 2024, per Director, for attendance at meetings of the Board of Directors and Committees (AMF Table 3)

	2024		2023	
(In €, gross)*	Paid[1]	Due[2]	Paid[3]	Due[4]
Gilles Grapinet[5]	-		-	-
Gilles Arditti[6]	68,500	43,102	60,000	68,500
Agnès Audier[6]	53,000	40,102	51,000	53,000
Aldo Cardoso	84,667	123,500	74,000	84,667
Giulia Fitzpatrick	64,000	91,500	61,500	64,000
Olivier Gavalda[7 8]	-	-	-	-
Lorenz von Habsburg Lothringen[6]	74,000	51,102	69,500	74,000
Mette Kamsvåg	66,000	87,000	60,000	66,000
Danielle Lagarde[6]	68,000	49,102	67,000	68,000
Marie-Christine Lebert[10]	-	-	-	-
Olivier Lorieau[10]	-	-	-	-
Agnès Park[7]	-	46,734	-	-
Caroline Parot[6]	59,000	39,352	54,000	59,000
Georges Pauget[6]	71,667	-[9]	60,000	71,667
Luc Rémont[11]	23,750	-	62,500	23,750
Susan M. Tolson[11]	33,000	-	55,500	33,000
Daniel Schmucki	69,250	96,000	60,500	69,250
Nazan Somer Özelgin	45,000	75,500	45,000	45,000
Thierry Sommelet[8]	-	-	-	-
Sylvia Steinmann[7]	-	44,734	-	-
Michael Stollarz	45,000	65,000	45,000	45,000
Johannes Dijsselhoff (Censor)[11]	27,500	-	40,000	27,500
Stephan Van Hellemont[10]	-	-	-	-
Wilfried Verstraete[12]	-	25,145	-	-
TOTAL	**852,334**	**877,874**	**865,500**	**852,334**

** The compensation awarded to Directors and censors residing outside France corresponds to the amounts, before withholding tax, paid or due by Worldline.*
1 Directors' compensation paid in 2024, for 2023.
2 Directors' compensation due for 2024.
3 Directors' compensation paid in 2023, for 2022.
4 Directors' compensation due for 2023.
5 Gilles Grapinet stepped down as CEO and director on 30 September 2024.
6 Directors whose term of office ended at the end of the General Meeting of 13 June 2024.
7 Directors appointed by the General Meeting of 13 June 2024.
8 Olivier Gavalda, Deputy CEO of Crédit Agricole, and Thierry Sommelet, employee of Bpifrance Investissement, do not receive any remuneration for their directorship.
9 A compensation of 135,000 euros has been allocated prorata temporis to Georges Pauget for his duties for the period from 1 January to 13 June 2024.
10 The employee directors do not receive any compensation for their participation in the meetings of the Board of Directors and the committees. They are remunerated under their employment contract. Olivier Lorieau's term of office ends on 8 June 2023.
11 Directors and non-voting director whose term of office ended at the end of the General Meeting of 8 June 2023.
12 Compensation allocated to Wilfried Verstraete for his term of office as director for the period from 20 March to 13 June 2024

E

Directors' compensation for the year ended December 31, 2024 will be paid in 2025.

For 2024, the amount of Directors' compensation due is € 877,874 composed of an amount of € 190,874 for the fixed portion, and € 687,000 for the variable portion. Therefore, the variable portion exceeds the fixed portion of the total Directors' and censor's compensation, which is in line with the AFEP-MEDEF recommendations.

Structure of compensation

Directors do not receive any variable linked to the Group's performance nor any exceptional compensation.

Compensation paid by a company in the scope of consolidation

With the exception of (i) Gilles Grapinet and (ii) the two Directors representing the employees (Marie-Christine Lebert and Stephan van Hellemont currently), the members of the Board of Directors did not receive any other compensation from the Company or from any of its subsidiaries for their duties as Director or censor of the Company.

The employee directors receive a salary from the Group Company concerned under their employment contract, which is not related to the performance of their mandate as Director(s) of the Company.

Gilles Grapinet received in 2024 a compensation for his duties of Chief Executive Officer until September 30, 2024. The compensation components paid and allocated to Gilles Grapinet and relating to 2024 are described above.

Fringe benefits

Directors[1] did not receive any fringe benefits.

Supplementary pensions plans

Directors[1] do not benefit from any supplementary pension plans.

Other compensation components

Directors[1] did not receive any other compensation components.

Compliance with the compensation policy

Director's compensation complies with the decisions of the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Group's long-term business strategy with a view to ensuring its sustainability.

Suspension of the compensation allocated to Directors

As the Board of Directors is composed in accordance with the provisions of article L. 22-10-3 of the French Commercial Code, the payment of the compensation provided for in the first paragraph of article L. 22-10-14 of the aforementioned Code has not been suspended.

E.2.2.6 Compensation ratio and other indicators

This information is presented pursuant to the provisions of article L. 22-10-9 I 6° and 7° of the French Commercial Code.

The ratio below shows the yearly evolution in compensation of the Company Officers and in the average and median compensation of the Company employees over the last five years as well as the equity ratio between the compensation of the Company Officers (i.e., Chairman of the Board of Directors, Chief Executive Officer, interim Chief Executive Officer and Deputy Chief Executive Officer) and the compensation (average and median) of Worldline SA employees, as well as with the compensation (average and median) of the employees of the Worldline Group's entities in France, in accordance with the recommendations of the AFEP-MEDEF Code[2].

The following compensation components were taken into account to calculate the compensation of the non-executive Chairman of the Board of Directors, the Chief Executive Officer, the interim Chief Executive Officer and the Deputy Chief Executive Officer and the employees:

1. The total annual fixed compensation paid during the year concerned (including the 13th month[3]);
2. The variable compensation paid during the year concerned[4] (including profit sharing and any other applicable incentive schemes);
3. The vacation bonus paid during the year concerned;
4. Any fringe benefits granted during the year concerned (e.g. company car); and
5. The IFRS fair value of any stock options and/or performance shares granted during the concerned year (based on an acquisition assumption of 100% of the plans).

Any exceptional compensation, severance pay and/or amounts paid under a supplementary pension plan have not been taken into account.

For the Chief Executive Officer, the interim Chief Executive Officer and the Deputy Chief Executive Officer, pursuant to the provisions of the French *Sapin 2* law, payment of the variable compensation due for the previous year could only be paid after approval by the Shareholders' General Meeting called to approve the financial statements for the year ended.

1 Except Gilles Grapinet who earned such type of compensation, under his duties as Chief Executive Officer until September 30, 2024 (cf. supra, section E.2.2.1).

2 As from 2022, the ratio below does not include anymore the employees working for the French entities part of the SEU Ingenico that have been carved-out of the Worldline Group on October 3, 2022 following the completion of the sale of the Terminals, Solutions & Services business line to Apollo Funds.

3 The evolution of the compensation ratio for 2022 reflects mainly on one hand the consequences of the disengagement of the TSS activity, impacting negatively the average and median compensation of the employees and on the other hand the exceptional adjustments of the compensation of the Chief Executive Officer and of the Deputy Chief Executive Officer following the consequences of the Covid-19 pandemic.

4 The variable compensation paid reflects amounts paid for the second half of the previous year and the first half of the current year for all the employees.

Additional comments regarding the Chairman of the Board of Directors' compensation:

Between October 25, 2021 and December 14, 2023, the position of Chairman of the Board of Directors was held by Bernard Bourigeaud. From December 15, 2023 to June 13, 2024, the interim presidency of Worldline's Board of Directors was assumed by Georges Pauget. The Board of Directors decided on February 27, 2024 to maintain the same structure and amount of compensation for the Chairman ad interim. Wilfried Verstraete was appointed Chairman of the Board of Directors on June 13, 2024, following the Shareholders' General Meeting. On June 13, 2024, the Board of Directors decided to maintain the structure and total amount of compensation for the Chairman of the Board of Directors unchanged for the year 2024.

For the period from October 25, 2021 to December 14, 2023, Bernard Bourigeaud received a fixed compensation in his capacity as Chairman of the Board of Directors. For the period from December 15, 2023 to December 31, 2023, Georges Pauget received a compensation for his duties. The fixed compensation of the Chairman of the Board of Directors for the period from October 25, 2021 to December 31, 2021 has been annualized for the purposes of the below ratio as well as for the period from June 13, 2024 to December 31, 2024.

Additional comments regarding the Chief Executive Officer's compensation (until September 30, 2024):

For presentation of the current ratio calculation, the total annual base compensation and total annual variable compensation of the Chief Executive Officer, Gilles Grapinet, was taken into account for the period until December 31, 2020. The stock options and/or performance shares granted by Worldline and Atos SE have been taken into account.

The mandate of the Chief Executive Officer, Mr. Gilles Grapinet, ended on September 30, 2024. His compensation was annualized in 2024 for the purposes of the ratio below.

Additional comments regarding the Deputy Chief Executive Officer (until September 30, 2024) and the interim Chief Executive Officer's compensation (as from October 1, 2024), Marc-Henri Desportes:

The mandate of the Deputy Chief Executive Officer, Mr. Marc-Henri Desportes, ended on September 30, 2024, following his appointment as interim Chief Executive Officer starting from October 1, 2024. Mr. Marc-Henri Desportes' compensation as Deputy Chief Executive Officer and as interim Chief Executive Officer was annualized for the purposes of the ratio below.

Additional comments regarding the compensation of the employees of Worldline SA and all Worldline Group's French entities: the full-time equivalent compensation has been taken into account only if:

1. it was paid to employees who were employed continuously during the year in question within the Company (Worldline SA) or one of the Worldline Group's French entities (i.e. employed on January 1 and December 31 of the year in question);
2. paid according to an employment contract of definite or indefinite period and excluding compensation paid to trainees and apprenticeship and inbound and outbound assignees and employees in mobility leave;
3. it was paid to employees who worked throughout the entire year in question;
4. for all the French entities and for the year 2022 only: the energy allowance and the purchase power allowance have been reintegrated in the full time equivalent remuneration of the relevant employees;
5. for all French entities of Worldline IGSA Group's and for the year 2022 only: the inflation allowance has been reintegrated in the full-time equivalent of the relevant employees;
6. for all French entities and for the year 2023 only: the energy premium and the value sharing premium have been integrated in the full-time equivalent of the relevant employees.

E

EVOLUTION AND RATIO COMPARED TO AVERAGE EMPLOYEE COMPENSATION

Average employee compensation *(In €)*	**2024**[3]	**2023**	**2022**	**2021**	**2020**
Worldline SA	87,612	93,148	99,014	95,734	56,703
Evolution in % of average compensation – Worldline SA	-5.9%	-5.9%	3.4%	68.8%[1]	-1.3%
Worldline in France[2]	65,082	66,420	65,920	66,824	63,687
Evolution in % of average compensation – Worldline in France	-2.0%	0,8%	-1.4%	4.9%	NA

1 The increase in the average compensation of Worldline SA employees is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months within Worldline SA during 2021 were considered for the calculation of the average compensation for the year 2021.

2 i.e.SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021.

3 The decrease in the average remuneration of Worldline SA employees is due to bonus amounts below 100% for the second half of 2023 (paid in April 2024) and the first half of 2024 (paid in October 2024), following the macroeconomic situation in several of the Group's core countries and the review of objectives on October 25, 2023, and August 1, 2024.

Compensation of Executive Company Officers *(In €)*	**2024**	**2023**	**2022**	**2021**	**2020**
Chairman(s) of the Board of Directors	300,000	300,000	300,000	300,000	0
Chief Executive Officer	1,409,324	3,042,377	2,887,914	2,469,505	2,618,979
Interim Deputy Chief Executive Officer	964,450	NA	NA	NA	NA
Deputy Chief Executive Officer	829,814	1,708,828	1,628,325	1,406,860	1,372,381

Worldline SA	**2024**[2]	**2023**	**2022**	**2021**[1]	**2020**
Ratio for the Chairman(s) of the Board of Directors	3.4	3.2	3.0	3.1	0
Evolution in % of ratio vs. *average compensation* compared to previous year	6.3%	6.3%	-3.3%	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	16.1	32.7	29.2	25.8	46.2
Evolution in % of ratio vs. *average compensation* compared to previous year	-50.8%	11.9%	13.1%	-44.2%	2.5%
Ratio for the interim Chief Executive Officer (Marc-Henri Desportes)	11.0	NA	NA	NA	NA
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	9.5	18.3	16.4	14.7	24.2
Evolution in % of ratio vs. *average compensation* compared to previous year	-48.4%	11.6%	11.9%	-39.3%	-0.3%

1° The decrease in the ratios for Company Officers for 2021 compared to 2020 is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months within Worldline SA during 2021 were considered for the calculation of the average compensation for the year 2021.

2° The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

Worldline in France[1]	**2024**[2]	**2023**	**2022**	**2021**	**2020**
Ratio for the Chairman(s) of the Board of Directors	4.6	4.5	4.6	4.5	0
Evolution in % of ratio vs. *average compensation* compared to previous year	2.1%	-0.8%	1.4%	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	21.7	45.8	43.8	37.0	41.1
Evolution in % of ratio vs. *average compensation* compared to previous year	-52.7%	4.6%	18.5%	-10.1%	NA
Ratio for the interim Chief Executive Officer (Marc-Henri Desportes)	14.8	NA	NA	NA	NA
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	12.8	25.7	24.7	21.1	21.5
Evolution in % of ratio vs. *average compensation* compared to previous year	-50.4%	4.2%	17.3%	-2.3%	NA

1 i.e., SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021.

2 The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

EVOLUTION AND RATIO COMPARED TO MEDIAN EMPLOYEE COMPENSATION

Median employee compensation *(In €)*	**2024**	**2023**	**2022**	**2021**[1]	**2020**
Worldline SA	71,317	69,436	68,383	64,957	46,823
Evolution in % compared to previous year - Worldline SA	2.7%	1.5%	5.3%	38.7%	0.0%
Worldline in France[2]	55,853	54,471	52,542	51,712	50,078
Evolution in % compared to previous year - Worldline in France	2.5%	3.7%	1.6%	3.3%	N/A

1 The increase in the median compensation of Worldline SA employees is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months in Worldline SA during 2021 were considered for the calculation of the median compensation for the year 2021.

2 i.e., SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021.

Compensation of Executive Company Officers *(In €)*	**2024**	**2023**	**2022**	**2021**	**2020**
Chairman(s) of the Board of Directors	300,000	300,000	300,000	300,000	0
Chief Executive Officer	1,409,324	3,042,377	2,887,914	2,469,505	2,618,979
Interim Chief Executive Officer	964,450	NA	NA	NA	NA
Deputy Chief Executive Officer	829,814	1,708,828	1,628,325	1,406,860	1,372,381

E

Worldline SA	2024[2]	2023	2022	2021[1]	2020
Ratio for the Chairman(s) of the Board of Directors	4.2	4.3	4.4	4.6	0
Evolution in % vs. median compensation compared to previous year	-2.6%	-1.5%	-5.0%	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	19.8	43.8	42.2	38.0	55.9
Evolution in % vs. median compensation compared to previous year	-54.9%	3.8%	11.1%	-32.0%	1.3%
Ratio for the interim Chief Executive Officer (Marc-Henri Desportes)	13.5	NA	NA	NA	NA
Evolution in % vs. median compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	11.6	24.6	23.8	21.7	29.3
Evolution in % vs. median compensation compared to previous year	-52.7%	3.4%	9.9%	-26.1%	-1.5%

1 The decrease in the ratios for Company Officers for 2021 compared to 2020 is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months in Worldline SA during 2021 were considered for the calculation of the average compensation for the year 2021.

2 The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

Worldline in France[1]	2024[2]	2023	2022	2021	2020
Ratio for the Chairman(s) of the Board of Directors	5.4	5.5	5.7	5.8	0
Evolution in % vs. median compensation compared to previous year	-2.5%	-3.5%	-1.6%	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	25.2	55.9	55.0	47.8	52.3
Evolution in % vs. median compensation compared to previous year	-54.8%	1.6%	15.1%	-8.7%	NA
Ratio for the interim Chief Executive Officer (Marc-Henri Desportes)	17.3	NA	NA	NA	NA
Evolution in % vs. median compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	14.9	31.4	31.0	27.2	27.4
Evolution in % vs. median compensation compared to previous year	-52.6%	1.2%	13.9%	-0.7%	NA

1 i.e. SEU Worldline France and the Ingenico's French entities for the years 2020, 2021 & 2022

2 The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

E

EVOLUTION IN GROUP OPERATING MARGIN BEFORE DEPRECIATION AND AMORTIZATION (OMDA) OVER THE FIVE LAST YEARS

Worldline Group	2024	2023	2022	2021	2020
Adjusted EBITDA *(in € million)*	1,070.4	1,110.4	1,132.5	933.7	699.9
% evolution compared to previous year	-3.6%	-1.9%	21.3%	33.4%	16.2%
Adjusted EBITDA as% of revenue	23.1%	24.1%	26.0%	25.3%	25.5%
Variation in bps compared to previous year	-1.0%	-1.9%	0.7%	-0.2%	0.2%

The main changes in the Company's scope of consolidation have been reflected in the above presentation:

- in 2020: the Adjusted EBITDA takes into account the acquisition of GoPay by the Company on September 1, 2020 and the acquisition of Ingenico on October 28, 2020;
- in 2021: the Adjusted EBITDA takes into account only the Company's continued operations, *i.e.* excluding (i) the TSS (Terminals Solutions & Services) business accounted as asset for sales under IFRS 5 norm, as well as (ii) the acquisition of Cardlink SA[1] on September 30, 2021 and Handelsbanken's card Acquiring activities by the Company on October 18, 2021 and (iii) the divestment operations in some Worldline entities in Austria, Belgium and Luxembourg following the request of the European Commission in the context of the Ingenico acquisition as of November 1, 2021. The year 2021 is also the first year where the contribution of GoPay and Ingenico is taken into account for the full year;
- in 2022: the Adjusted EBITDA is only considering the Worldline continued operations (i.e. excluding TSS which has been sold to Apollo fund on 3 October 2022) and is also considering the acquisition of Worldline Merchant Services Italia[2] as of January 3, 2022, the acquisition of a controlling stake in a commercial acquiring business of ANZ and the creation of a joint-venture controlled by Worldline with ANZ Bank as of April 1, 2022 and the acquisition of Eurobank's Merchant Acquiring activities as of June 30, 2022 as well as the disposal of disposal of Worldline's Mobility and e-Transactional Services in Argentina and Chile as of December 2, 2022. The year 2022 is also the first year where the acquisition of Cardlink SA[1] and Handelsbanken' card Acquiring activities and the divestments mentioned above following the clearance from the European Commission for the acquisition of Ingenico are considered for the full year;
- in 2023: the Adjusted EBITDA is considering the acquisition of a 40% stake in Online Payment Platform BV as of January 12, 2023 and the acquisition of Banco Desio's Merchant Acquiring activities as of March 28, 2023. The year 2023 is also the first year where the contribution of Worldline Merchant Services Italia[2], of the joint-venture controlled by Worldline with ANZ Bank and the acquisition of Eurobank's Merchant Acquiring activities and the disposal of Worldline's Mobility and e-Transactional Services in Argentina and Chile are considered for the full year;
- in 2024: the Adjusted EBITDA takes into account the creation of the CAWL joint venture with Crédit Agricole, controlled by Worldline, starting from March 19, 2024. The year 2024 is also the first year where the contribution from the stake in Online Payment Platform B.V. and the acquisition of the merchant acquiring activities of Banco Desio are considered for the full year

E.2.2.7 Compliance of Company Officers' compensation with AFEP-MEDEF Code recommendations

Since its shares were listed on Euronext Paris, the Company has committed to implementing the AFEP-MEDEF Code recommendations, especially relating to Executive Company Officer compensation conditions, and to monitor them. Before making any decision regarding the compensation of Executive Company Officers, the Board of Directors analyzes the compliance of the decision with the recommendations of the AFEP-MEDEF Code. In addition, the Company's Board of Directors reviews every year the implementation by the Company of these governance principles.

The Board of Directors assessed the Company's implementation of these provisions and considered that the Company's governance practices, in particular regarding the Company Officers' compensation, are compliant with the AFEP-MEDEF Code recommendations.

The complete and detailed document which supported this annual Board assessment is fully made available on Worldline's website.

1 *Also known as Electronic Transaction Network Management & Operating Co. Societe Anonyme Cardlink.*
2 *Previously known as Axepta Italia.*

E.2.2.8 Summary of the compensation due or paid to the Company Officers – AMF Table 1 and 2

AMF TABLE 1: SUMMARY OF THE COMPENSATION, STOCK OPTIONS AND PERFORMANCE SHARES AWARDED TO THE COMPANY OFFICERS

Georges Pauget – Chairman of the Board of Directors ad interim (from January 1 to June 13, 2024)

(In €)	2024	2023
Compensation due for the year	135,000	13,095
Value of stock options awarded during the year	N/A	N/A
Value of performance shares granted during the year	N/A	N/A
TOTAL	**135,000**	**13,095**

Wilfried Verstraete – Chairman of the Board of Directors (since June 13, 2024)

(In €)	2024	2023
Compensation due for the year	165,000	NA
Value of stock options awarded during the year	NA	NA
Value of performance shares granted during the year	NA	NA
TOTAL	**165,000**	**NA**

Gilles Grapinet – Chief Executive Officer (from January 1 to September 30, 2024)

(In €)	2024	2023
Compensation due for the year	622,163[1]	1,192,482
Value of stock options awarded during the year	0	279,972
Value of performance shares granted during the year[2]	31,379	1,011,010
TOTAL	**653,542**	**2,483,464**

1 This amount does not include the compensatory allowance owed to Gilles Grapinet following the termination of his mandate on September 30, 2024. In this regard, Worldline SA paid a net premium, excluding insurer fees, for the compensatory allowance in the amount of €2,651,201 under a life insurance contract (Article 82) with the insurance provider Crédit Agricole Assurances "Predica" in January 2025.

2 Valuation of the performance share plan of June 13, 2024, resulting from the conversion of the annual variable compensation for the year 2023.

Marc-Henri Desportes – Deputy Chief Executive Officer (from January 1 to September 30, 2024)

(In €)	2024	2023
Compensation due for the year	353,658[1]	665,937
Value of stock options awarded during the year	0	165,564
Value of performance shares granted during the year[1]	97,319	597,870
TOTAL	**450,977**	**1,429,371**

1 Valuation of the two performance share plan of June 13, 2024 (classic performance share plan and plan resulting from the conversion of the annual variable compensation for the year 2023) and considering the reduction prorata temporis of the grant under the classic performance share plan following the cessation of his duties as Interim CEO within Worldline SA on February 28, 2025.

Marc-Henri Desportes – Interim Chief Executive Officer (from October 1 to December 31, 2024)

(In €)	2024	2023
Compensation due for the year	171,831	NA
Value of stock options awarded during the year	0	NA
Value of performance shares granted during the year[1]	0	NA
TOTAL	**171,831**	

On each date of award, the fair value of the performance shares and stock options is determined pursuant to IFRS 2 recognized in the consolidated financial statements. The performance shares and stock options awarded are valued based on this fair value. Thus, this value is an historical value on the date of grant calculated for accounting purposes. This value represents neither a current market value nor the actual amounts that may be paid to the beneficiary upon the vesting of the performance shares if they vest or if the stock options become exercisable. Following the termination of his mandate as Chief Executive Officer on

September 30, 2024, the performance shares granted to Gilles Grapinet during 2024 became void, with the exception of the 19,370 performance shares resulting from the conversion of his annual variable compensation for the year 2023 (since the acquisition of these shares is not subject to a condition of continuous employment or the maintenance of executive status throughout the acquisition period).

AMF TABLE 2: COMPENSATION OF EACH COMPANY OFFICER

Georges Pauget – Chairman of the Board of Directors ad interim (from January 1 to June 13, 2024)

	2024		2023	
(In €)	Dues	Versées	Dues	Versées
Fixed compensation	135,000	135,000	13,095	13,095
Variable compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits	0	0	0	0
Other component of compensation	0	0	0	0
TOTAL	**135,000**	**135,000**	**13,095**	**13,095**

Wilfried Verstraete – Chairman of the Board of Directors (since June 13, 2024)

	2024		2023	
(In €)	Dues	Versées	Dues	Versées
Fixed compensation	165,000	165,000	0	0
Variable compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits	0	0	0	0
Other component of compensation	0	0	0	0
TOTAL	**165,000**	**165,000**	**0**	**0**

Gilles Grapinet – Chief Executive Officer (from January 1 to September 30, 2024)

	2024		2023	
(In €)	Due	Paid	Due	Paid
Fixed compensation	563,141	563,141	750,000	750,000
Variable compensation	54,074	0	435,884	994,798
Exceptional compensation	0[2]	0	0	0
Directors' fees	0	0	0	0
Fringe benefits[1]	4,948	4,948	6,597	6,597
Other component of compensation	0	0	0	0
TOTAL	**622,163**	**568,089**	**1,192,482**	**1,751,395**

1 *Company car.*

2 *This amount does not include the compensatory allowance owed to Gilles Grapinet following the termination of his mandate on September 30, 2024. In this regard, Worldline SA paid a net premium, excluding insurer fees, for the compensatory allowance in the amount of €2,651,201 under a life insurance contract (Article 82) with the insurance provider Crédit Agricole Assurances "Predica" in January 2025.*

The variable compensation due reflects amount due for the year concerned. Variable compensation paid reflects amounts paid for the first half and second half of the previous year. The payment of the variable compensation due for the year 2024 is subject to the approval of the Shareholders' General Meeting in 2025.

E

Marc-Henri Desportes – Deputy Chief Executive Officer (from January 1 to September 30, 2024)

	2024		2023	
(In €)	Due	Paid	Due	Paid
Fixed compensation	321,539	321,539	440,000	440,000
Variable compensation	27,037	0	217,942	497,399
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits[1]	5,083	5,083	7,995	7,995
Other component of compensation	0	0	0	0
TOTAL	**353,658**	**326,621**	**665,937**	**945,394**

1 *Company car.*

The variable compensation due reflects amount due for the year concerned. Variable compensation paid reflects amounts paid for the first half and second half of the previous year. The payment of the variable compensation due for the year 2024 is subject to the approval of the Shareholders' General Meeting in 2025.

Marc-Henri Desportes – Interim Chief Executive Officer (from October 1 to December 31, 2024)

	2024		2023	
(In €)	Due	Paid	Due	Paid
Fixed compensation	158,462	158,462	0	0
Variable compensation	11,675	0	0	0
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits[1]	1,694	1,694	0	0
Other component of compensation	0	0	0	0
TOTAL	**171,831**	**160,156**	**0**	**0**

1 *Company car.*

The variable compensation due reflects amount due for the year concerned. Variable compensation paid reflects amounts paid for the first half and second half of the previous year. The payment of the variable compensation due for the year 2024 is subject to the approval of the Shareholders' General Meeting in 2025.

MULTI-YEAR EQUITY COMPENSATION OF WORLDLINE EXECUTIVE COMPANY OFFICERS (GILLES GRAPINET AND MARC-HENRI DESPORTES)

Additional details are available under Section D.2.1.1 of the 2023 Universal Registration Document outlining the principles that apply to the multi-year variable equity compensation for the Chief Executive Officer and Deputy Chief Executive Officer.

E.2.2.9 Executive Company Officers benefits – AMF Table 11

In accordance with the succession plan, the Nomination Committee recommended that the interim chairmanship of the Worldline Board of Directors be assumed by Georges Pauget, Lead Independent Director, until the appointment of a new Chairman as part of a selection process initiated in accordance with the Company's governance with a view to the 2024 Annual General Geeting. Wilfried Verstraete was appointed Chairman of the Board of Directors by the Annual General Meeting on 13 June 2024 and the subsequent Board of Directors.

It is recalled that the employment contract between Worldline and Marc-Henri Desportes, Deputy CEO (until 30 September 2024) and acting CEO (between 1 October 2024 and 28 February 2025), had been suspended as of his appointment as Deputy CEO, in accordance with applicable legislation.

	Worldline employment contract		Worldline supplementary pension plan		Allowances or benefits due or likely to be due in the event of termination or change of position		Non-compete clause allowance	
Executive Company Officers	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**
Georges Pauget								
Chairman of the Board of Directors ad interim								
Start of term: December 15, 2023		✓		✓		✓		✓
End of term: June 13, 2024								
Wilfried Verstraete								
Chairman of the Board of Directors								
Start of term: June 13, 2024		✓		✓		✓		✓
End of term: 2027 Shareholders' General Meeting								
Gilles Grapinet								
Chief Executive Officer								
Start of term: April 30, 2014		✓	✓[1]		✓[1]			✓
End of term: September 30, 2024								
Marc-Henri Desportes								
Deputy Chief Executive Officer, then Chief Executive Officer ad interim								
Start of term: August 1, 2018		✓[2 3]		✓		✓		✓
End of term: February 28, 2025								

1 *For detailed information regarding the supplementary pension plan and the compensatory allowance, please refer to section E.2.2.3 "Components of compensation due or awarded for the financial year 2024 to Gilles Grapinet, Chief Executive Officer"*

2 *On the Nomination and Remuneration Committee's recommendation and pursuant to the provisions of article L. 225-38 of the French Commercial Code, the Board of Directors decided on July 21, 2018 to authorize the signing of an agreement between Worldline and Marc-Henri Desportes providing for the suspension of his employment contract with Worldline during the term of his office as Deputy Chief Executive Officer. This agreement was approved by the Shareholders' General Meeting on April 30, 2019, in accordance with the provisions of article L. 225-38 of the French Commercial Code (see section E.2.1.1.3 "Compensation policy for the Deputy Chief Executive Officer – Marc-Henri Desportes").*

3 *On the recommendation of the Nomination Committee and the Remuneration Committee and in accordance with the provisions of Article L.225-38 of the French Commercial Code, the Board of Directors decided on 12 September 2024 to authorise the signing of an amendment extending the agreement providing for the suspension of his employment contract with Worldline for the duration of his term of office as Acting Chief Executive Officer ad interim. This agreement will be submitted for approval to the General Meeting of 5 June 2025, in accordance with the provisions of Article L.225-38 of the French Commercial Code.*

E

E.2.3 Performance share plans and stock option plans

E.2.3.1 Stock options awarded to or exercised by each Executive Company Officer during the year – AMF Tables 4 and 5

AMF TABLE 4: STOCK OPTIONS GRANTED DURING THE YEAR TO EACH EXECUTIVE COMPANY OFFICER

No stock options have been granted to Executive Company Officers during the exercise closed on December 31, 2024.

AMF TABLE 5: STOCK OPTIONS EXERCISED DURING THE YEAR BY EACH COMPANY OFFICER

No stock options have been exercised by Executive Company Officers during the exercise closed on December 31, 2024.

E.2.3.2 Performance shares granted to Executive Company Officers during the year – AMF Table 6

Pursuant to the authorization granted by the Shareholders' General Meeting held on June 13, 2024 (under the 30th resolution) and on the Remuneration Committee's recommendation, the Company's Board of Directors at its meeting on June 13, 2024 decided to grant performance shares.

The Chief Executive Officer and Deputy Chief Executive Officer are among the beneficiaries of this grant. The Chairman of the Board of Directors is not eligible.

The terms and conditions of the Worldline performance share plan, in particular the presence and performance conditions, are described in section E.2.3.8 of this Universal Registration Document.

The below table shows the performance shares granted to the Company Officers during the year ended December 31, 2024.

	Plan Date[1]	Number of shares awarded in 2024	Share valuation *(in €)*[2]	Vesting date	Availability Date[3]	Performance conditions
Gilles Grapinet Chief Executive Officer	June 13, 2024 - Plan n° 1[4]	19,370 0.007% of the share capital at 12/31/2024	31,379.40	June 13, 2026	June 13, 2026	See section E.2.3.8.3 below
	June 13, 2024 - Plan n° 2[5]	97,850 0.0035% of the share capital at 12/31/2024	621,347.50	NA	NA	
Marc-Henri Desportes Deputy Chief Executive Officer	June 13, 2024 - Plan n° 1[4]	9,685 0.003% of the share capital at 12/31/2024	15,689.70	June 13, 2026	June 13, 2026	
	June 13, 2024 - Plan n° 2	57,850 reduced to 12,855[6] 0.0020% of the share capital at 12/31/2024	81,629.25	June 13, 2027	June 13, 2027	

1 Corresponds to the date of the Board of Directors' Meeting that approved the grant.

2 Valuation of the shares at their grant date, pursuant to application of IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Worldline Group at the end of the vesting period, but before the expense is spread over the vesting period pursuant to IFRS 2. Worldline has taken into account a probability of achieving the performance conditions.

3 At the end of the acquisition period, the shares are immediately available for sale, subject to the holding obligation applicable to Executive Company Officers.

4 Plan of conversion of the 2023 annual variable remuneration into shares, subject to a two-year acquisition period and the achievement of a performance condition related to the evolution of the Worldline share price – see section D.2.2.1 of the 2023 Universal Registration Document.

5 Following the cessation of his duties as CEO on September 30, 2024, the performance shares granted to Gilles Grapinet under Plan No. 2 of June 13, 2024, have become void.

6 Following the cessation of his duties as Interim CEO on February 28, 2025, the performance shares granted to Marc-Henri Desportes under Plan No. 2 of June 13, 2024 have been reduced prorata temporis.

E.2.3.3 Performance shares that have become available during the year for the Executive Company Officers – AMF Table 7

The Worldline performance shares granted on May 27, 2021 in accordance with the plan rules have vested on May 27, 2024. In addition, they are not subject to any holding period and are therefore available since that date.

The Chief Executive Officer and Deputy Chief Executive Officer were beneficiaries of this Plan.

The terms and conditions of the Worldline performance share plan, in particular the presence and performance conditions are described in the update of the 2021 Registration Document.

	Plan Date[1]	Number of shares available during the financial year	Vesting Date	Availability Date
Gilles Grapinet				
Chief Executive Officer	May 27, 2021	13,194[2]	May 27, 2024	May 27, 2024
Marc-Henri Desportes				
Deputy Chief Executive Officer	May 27, 2021	7,799[2]	May 27, 2024	May 27, 2024

1 Corresponds to the date of the Board of Directors' Meeting that approved the grant.

2 The Board of Directors of February 21, 2024 has acted the achievement of the performance conditions for the period 2021-2024 (see section D.2.3.9.1 of the 2023 Universal Registration Document and the definitive vesting of 55,91% of the performance shares granted on May 27, 2021.

E.2.3.4 Past awards of stock options as at December 31, 2024 – AMF Table 8

The tables below show the past grants by Worldline since 2014 to reward and retain the employees identified as key talents and top management.

VESTED PLANS

Date of Shareholders' General Meeting	2014	2015	2016	2016
Date of Board Meeting	09/03/2014	07/27/2015	02/22/2016	07/25/2016
Date of grant	09/03/2014	09/01/2015	05/25/2016	08/16/2016
Exercise period start date	05/15/2016	05/15/2017	05/25/2018	05/25/2018
Exercise period end date	09/02/2024	08/31/2025	05/24/2026	08/15/2026
Exercise price *(in €)*	17.22	22.87	26.82	28.58
Options granted originally	1,527,220	1,558,500	196,000	45,000
Of which Company Officers[1]	189,330	180,000	0	0
Of which Gilles Grapinet	180,000	180,000	0	0
Of which Marc-Henri Desportes	0	0	0	0
Of which Gilles Arditti	9,330	0	0	0
Number of beneficiaries	92	138	52	2
Options exercised	1,217,440	837,123	111,613	30,000
Options canceled or expired	309,780	154,500	17,000	0
Status as of 12/31/2024	0	566,877	67,387	15,000
Value of unexercised options *(in € million)*	0	13.0	1.8	0.4

1 Company Officers (executive and non-executive) at grant date of the stock options.

Date of Shareholders' General Meeting	2018	2018	2019	2020	2021	Total
Date of Board Meeting	07/21/2018	10/18/2018	07/24/2019	06/09/2020	05/27/2021	
Date of grant	07/21/2018	01/02/2019	07/24/2019	06/09/2020	05/27/2021	
Exercise period start date	07/21/2021	03/31/2022	07/24/2022	06/09/2023	05/27/2024	
Exercise period end date	07/20/2028	01/01/2029	07/23/2029	06/08/2030	05/26/2031	
Exercise price *(in €)*	52.91	46.69	66.77	69.73	81.39	
Options granted originally	262,000	130,550	98,600	101,120	117,150	4,036,140
Of which Company Officers[1]	143,000	0	39,850	39,250	37,550	628,980
Of which Gilles Grapinet	81,000	0	26,250	25,850	23,600	516,700
Of which Marc-Henri Desportes	62,000	0	13,600	13,400	13,950	102,950
Of which Gilles Arditti	0	0	0	0	0	9,330
Number of beneficiaries	18	5	19	21	23	
Options exercised	0	0	0	0	0	2,196,176
Options canceled or expired	0	0	9,963	6,865	68,127	566,235
Status as of 12/31/2023	262,000	130,550	88,637	94,255	49,023	1,273,729
Value of unexercised options *(in € million)*	13.9	6.1	5.9	6.6	4.0	51.7

1 *Company Officers (executive and non-executive) at grant date of the stock options.*

UNVESTED PLANS

Date of Shareholders' General Meeting	2022	2023	Total
Date of Board Meeting	06/09/2022	06/08/2023	
Date of grant	06/09/2022	06/08/2023	
Exercise period start date	06/09/2025	06/08/2026	
Exercise period end date	06/08/2032	06/07/2033	
Exercise price (in €)	39.70	40.74	
Options granted originally	193,530	191,670	385,200
Of which Company Officers[1]	70,785	70,720	141,505
Of which Gilles Grapinet	44,485	44,440	88,925
Of which Marc-Henri Desportes	26,300	26,280	52,580
Number of beneficiaries	19	19	
Options exercised	0	0	0
Options canceled or expired	71,440	50,340	121,780
Status as of 12/31/2024	122,090	141,330	263,420
Value of unexercised options *(in € million)*	4.8	5.8	10.6

1 *Company Officers (executive and non-executive) at grant date of the stock options.*

For the plans granted between 2014 and 2016, the vesting conditions of the rights under the aforementioned plans, in particular, the performance conditions that must be fulfilled, are outlined in section 17.3.3 of the 2016 Registration Document; for the plans granted on 2018 and 2019, they are outlined in section G.3.3.4 of the 2019 Universal Registration Document; the performance conditions for the granted in 2020 are outlined in section G.3.3.4 of the 2020 Universal Registration Document, the performance conditions for the plan granted in 2021 are outlined in section G.3.3.5.2 of the 2021 Universal Registration Document the performance conditions for the plan granted in 2022 are outlined in section E.2.3.5 of this Universal Registration Document and the performance conditions for the plan granted in 2023 are outlined in section E.3.2.5.1 of this Universal Registration Document.

Validation of achievement of the performance conditions for the stock options plans granted in 2016, 2018, 2019, 2020 and 2021 are covered in previous Registration Documents. Validation of achievement of the performance conditions for the stock options plans granted in 2022 is detailed in section E.2.3.9 of this Universal Registration Document.

E.2.3.5 Terms and conditions of ongoing stock option plans

It is reminded that the long-term incentive plans mainly benefit the Group's top management, key resources, experts and certain juniors, as well as Executive Company Officers.

These plans are an important part of the compensation, motivation and retention package of the beneficiaries.

By providing for the final vesting of stock options based on the Group's performance over a three-year period, the Company ensures that it maintains the development of a community of interests with its shareholders, while involving its employees in the Group's long-term performance and financial results.

The Stock Options Plan rules, as well as the compensation policy applicable to Executive Directors, provide that the Board of Directors reserves the right to adjust the performance conditions in the event of a change in the Group's scope of consolidation, a change in accounting method or any other circumstance justifying such an adjustment. The objective is to neutralize the favorable or unfavorable consequences of the appearance of new circumstances on the objectives set at the time of grant.

E.2.3.5.1 Stock Option plans granted on June 9, 2022 (hereinafter the "2022 Stock Option Plan") and on June 8, 2023 (hereinafter the "2023 Stock Option Plan")

Performance conditions of the 2022 Stock Option Plan

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions **80%**	Group Revenue Organic Growth rates Average Revenue Organic Growth rate over three years (2022-2024) (“A”)	**30%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
	Group Adjusted EBITDA rate Average of the Group Adjusted EBITDA rate over three years (2022-2024) (“B”)	**25%**	Floor: Target -2%	50%
			Target	100%
			Cap: Target +2%	130%
	Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals Average Group FCF over three years (2022-2024) (“C”)	**25%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
Non-financial CSR performance condition **20%**	CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1& 2 SBTi) Percentage of reduction at the end of the period concerned (in 2024) (“D1”)	**10%**	Floor: 106% of Target	50%
			Target	100%
			Cap: 94% of Target	130%
	Eco Vadis score Score obtained at the end of the period concerned (in 2024) (“D2”)		Floor: 96% of Target	50%
			Target	100%
			Cap: Target +3%	130%
	People and Diversity score Percentage of increase at the end of the period concerned (in 2024) (“D3”)	**10%**	Floor: Target -3.6pts	50%
			Target	100%
			Cap: Target +3.6pts	130%

A * 30% + B * 25% + C * 25% + [D1 * 5% + D2 * 5% + D3 * 10%] = average vesting rate
(being specified that the average vesting rate may not exceed 100%)

Performance conditions of the 2023 Stock Option Plan

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions **80%**	Group Revenue Organic Growth Rates Average revenue organic growth rate over three years (2023-2025) ("A")	**30%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
	Group Adjusted EBITDA rate Average of the Group Adjusted EBITDA rate over three years (2023-2025) ("B")	**25%**	Floor: Target -2%	50%
			Target	100%
			Cap: Target +2%	130%
	Group Free Cash Flow (FCF)before dividends and income from acquisitions/ disposals Average Group FCF over three years (2023-2025) ("C")	**25%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
Non-financial CSR performance condition **20%**	CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1& 2 SBTi) Percentage of reduction at the end of the period concerned (in 2025) ("D1")	**10%**	Floor: 116% of Target	50%
			Target	100%
			Cap: 83% of Target	130%
	People and Diversity score Percentage of increase at the end of the period concerned (in 2025) ("D2")	**10%**	Floor: Target -3.6pts	50%
			Target	100%
			Cap: Target +3.6pts	130%
A * 30% + B * 25% + C * 25% + [D1 * 10% + D2 * 10%] = average vesting rate *(being specified that the average vesting rate may not exceed 100%)*				

E

E

Adjustment of the performance conditions of the 2022 Stock Option Plans

On July 26, 2022, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2022 Stock Option Plan in order to align them with the new scope of consolidation of the Group, leading to an upward adjustment, following the completion of the acquisition of Worldline Merchant Services Italia[1] (as from 1 January 2022), ANZ (as from 1 April 2022), Eurobank (as from end June 2022) to reflect these scope changes.

On February 27, 2024, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2022 Stock Option Plan, to keep the beneficiaries of those plans motivated and retain them. Those adjustments took place in order to align them with :

- The 2024 guidance communicated to the market of October 25, 2023 for the Group following the announcement of the financial results for the third quarter 2023 and the announcement of the launch of Power 2024 plan after the deterioration of macroeconomics in certain of the core geographies of the Group and the termination of some of our specific merchants' relationships;
- The new mid term financial ambition for the Group (horizon 2026).

It is precised that:

- The adjustments done only concern the performance year 2024 for the 2022 Stock Option Plan. The objectives for the year 2023 have not been revised following the announcement of the revised guidance reflecting market conditions for the year 2023 on October 25, 2023;
- Considering the adjustments done for year 2024, the maximum acquisition rate for this Plan will in any case be limited to 70% of the Options granted to consider the results of the third quarter 2023 and the initial guidance communicated to the market for 2023.

It is emphasised that the Executive Company Officers, the members of the Strategic Executive Board and the beneficiaries who left the Group do not benefit from these adjustments.

On March 20, 2024, on the recommendation of the Remuneration Committee, the Board of Directors decided as well to adjust the targets of the CSR Performance condition linked to People and Engagement (representing 10% of the overall vesting) in the 2022 Stock Option Plan to align them with the new 2024 Group ambitions taking into account the launch of Power24 which will enable the Group to accelerate its post-integration transformation to reinforce its competitiveness by reducing costs in response to changes in macroeconomic environment and payment industry trends.

The elasticity curves of all performance conditions remain unchanged.

Adjustment of the performance conditions of the 2023 Stock Option Plans

On February 27, 2024, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2023 Stock Option Plan, to keep the beneficiaries of those plans motivated and retain them. Those adjustments took place in order to align them with :

- The 2024 guidance communicated to the market of October 25, 2023 for the Group following the announcement of the financial results for the third quarter 2023 and the announcement of the launch of Power 2024 plan after the deterioration of macroeconomics in certain of the core geographies of the Group and the termination of some of our specific merchants' relationships;
- The new mid term financial ambition for the Group (horizon 2026).

It is precised that:

- The adjustments done only concern the performance years 2024 and 2025 for the 2023 Stock Option Plan. The objectives for the year 2023 have not been revised following the announcement of the revised guidance reflecting market conditions for the year 2023 on October 25, 2023;
- Considering the adjustments done for years 2024 and 2025, the maximum acquisition rate for this Stock Options Plan will in any case be limited to 70% of the Options granted to consider the results of the third quarter 2023 and the initial guidance communicated to the market for 2023.

It is emphasised that the Executive Company Officers, the members of the Strategic Executive Board and the beneficiaries who left the Group do not benefit from these adjustments.

On February 25, 2025, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the internal performance targets applicable to the 2023 Options Plan in order to maintain the motivation of the beneficiaries and retain them. These adjustments were made to align the targets with the 2025 Budget Board.

It is specified that:

- The adjustments made only concern the 2025 performance year. The objectives for 2024 were no longer revised following the announcement on August 1 and September 13, 2024, of the revised objectives reflecting market conditions for 2024.
- Given the new adjustments made for 2025, the maximum acquisition rate for the said Plan will now be limited to 60% of the granted Options, taking into account the third-quarter 2023 results, the initial 2023 objectives communicated to the market, and the 2024 results based on the initial 2024 objectives communicated to the market.

It is emphasised that the Executive Company Officers, the members of the Strategic Executive Board and the beneficiaries who left the Group do not benefit from these adjustments.

The elasticity curves of all performance conditions remain unchanged.

1 *Previously known as Axepta Italia*

E.2.3.6 Stock Options granted to the top ten non-executive employees and options exercised by them – AMF Table 9

No stock options were granted or exercised during 2024.

	Total number of options granted	**Weighted average price (exercise price for the year of grant)** *(in €)*	**Date**[1]
Stock options granted during the year to the ten employees with the highest number of options granted (aggregate information)	NA	NA	NA
Stock options held by the issuer exercised during the year by the ten employees with the highest number of options purchased or subscribed (aggregate information)	NA	NA	NA

1 Corresponds to the date of the Board of Directors' Meeting approving the grant.

E.2.3.7 History of performance share grants – AMF Table 10

The table below shows the history of Worldline awards since 2022 to reward and retain employees identified as key talent and senior executives.

VESTED PLANS

The terms and conditions as well as the validation of the fulfillment of the performance conditions of the vested performance share plans listed above were detailed in the previous Universal Registration Documents.

E

UNVESTED PLANS

Date of the General Assembly	06/09/2022	06/08/2023	06/08/2023	06/08/2023[1]	06/13/2024	06/13/2024	Total
Date of the Board of Directors	06/09/2022	06/08/2023	07/25/2023	03/20/2024	06/13/2024	06/13/2024	
Date of grant	06/09/2022	06/08/2023	07/25/2023	03/20/2024	06/13/2024	06/13/2024	
Detail of the Plan							
Number of beneficiaries	784	917	5	520	2	806	
Number of shares granted	1,159,545[3]	1,296,560[3]	14,950[3]	994,875[4,5]	29,055[3]	2,355,830[3,6]	5,850,815
Of which to Company Officers	70,785	70,720	0	0	29,055	155,700	326,260
Of which to Gilles Grapinet	44,485	44,440	0	0	19,370	97,850	206,145
Of which to Marc-Henri Desportes	26,300	26,280	0	0	9,685	57,850	120,115
Change of plan due to international mobility	0	0	0	0	0	0	0
Number of shares cancelled or lapsed	281,710	201,680	2,345	38,390	0	142,120	662,245
Number of shares acquired asof 12/31/2024	0	200	0	0	0	0	200
of which to Company Officers[2]	0	0	0	0	0	0	0
Of which to Gilles Grapinet	0	0	0	0	0	0	0
Of which to Marc-Henri Desportes	0	0	0	0	0	0	0
Status as of 12/31/2024	877,835	1,094,680	12,605	956,485	29,055	2,213,710	5,184,370
Date of final acquisition	06/09/2025	06/08/2026	06/08/2026	03/31/2025 03/31/2026	06/13/2026	06/13/2027	
Date of availability	06/09/2025	06/08/2026	06/08/2031	03/31/2025 03/31/2026	06/13/2026	06/13/2027	

1 Share plan for a limited number of beneficiaries, excluding Executive Company Officers, granted with the objective of retaining key individuals in the disruptive context of the Power24 plan aimed at accelerating the Group's transformation. This plan consists of a portion of performance shares and a portion of presence shares. The performance shares will be delivered based on the achievement of a single performance condition, measured at the end of 2024, based on the realization of cash run rate savings starting in 2025, in line with the objective communicated to the market. This plan does not result in any dilution of the share capital.
2 Plan for the conversion of the 2023 annual variable compensation into shares, subject to a two-year vesting period and the achievement of a performance condition related to the evolution of the Worldline share price – see § D.2.2.1 of the 2023 Universal Registration Document.
3 The number of shares to be granted takes into account a maximum multiplier of 100% (according to the terms defined in the performance conditions).
4 The number of shares to be granted takes into account a multiplier of 100% (but the maximum multiplier of the performance shares is 130%).
5 of which 309,937 performance shares vesting on March 31, 2025 and 309,703 performance shares and 375,235 presence shares vesting on March 31, 2026.

The unvested performance shares to be delivered in newly created shares represent 1.5% of Worldline's share capital at December 31, 2024.

The terms and conditions of the performance share plans granted on June 9, 2022, June 8, 2023 and June 13, 2024, from which the Chief Executive Officer and the Deputy Chief Executive Officer benefit are described below.

E.2.3.8 Terms and conditions of ongoing or to come performance share plans

The performance shares plans are governed by the same general principles as the above-mentioned stock options plans, namely:

- these plans mainly benefit the Worldline's top managers, key resources, experts and some juniors, as well as Executive Company Officers;
- these plans are an important part of the compensation package, motivation and retention for beneficiaries;
- by foreseeing the vesting of shares based on the Group's performance over a three-year period, the Company ensures that it maintains the development of a community of interest with its shareholders, while involving its employees in the Group's long-term performance and financial results;
- the performance share plan rules, as well as the compensation policy applicable to Executive Company Officers, provide that the Board of Directors reserves the right to adjust the performance conditions in the event of a change in the Group's scope of consolidation, a change in accounting method or any other circumstance justifying such an adjustment. The objective is to neutralize the consequences of the appearance of new circumstances on the objectives set at the time of grant;
- the targets set are systematically reviewed by the Board of Directors, on the recommendation of the Remuneration Committee, when the Group's scope of consolidation changes.

E.2.3.8.1 Performance share plan granted on June 9, 2022 (hereinafter the "2022 Performance Share Plan")

The performance conditions of the 2022 Performance Share Plan are strictly identical to those of the 2022 Option Plan described in section E.2.3.5.1 of this Universal Registration Document.

Therefore, the adjustments to the targets decided by the Board of Directors with respect to the 2022 Option Plan apply *mutatis mutandis* to the 2022 Performance Share Plan.

E.2.3.8.2 Performance share plan granted on June 8, 2023 (hereinafter the "2023 Performance Share Plan")

The performance conditions of the 2023 Performance Share Plan are strictly identical to those of the 2023 Option Plan described in section E.2.3.5.1 of this Universal Registration Document.

Therefore, the adjustments to the targets decided by the Board of Directors with respect to the 2023 Option Plan apply mutatis mutandis to the 2023 Performance Share Plan.

E.2.3.8.3 Share plan granted on July 25, 2023 (hereinafter the "2023 Share Plan")

The Company granted a Worldline Share Plan without performance condition to a limited number of beneficiaries outside of France. This plan has an acquisition rate of about 3 years and will be definitively vested on June 8, 2026. The shares are also subject to a lock-up period of 5 years as of vesting date, i.e. until June 8, 2031. The 2023 Share Plan has no dilutive impact on Worldline's share capital.

E.2.3.8.4 Share plan granted on March 20, 2024 (hereinafter the "Power 2024 Share Plan")

The Company granted a Worldline Share Plan to a limited number of beneficiaries in France and internationally, excluding Executive Company Officers, with the objective of retaining key individuals in the disruptive context of the Power24 plan aimed at accelerating the Group's transformation. This plan consists of a portion of shares subject to performance conditions and a portion of presence shares.

The shares subject to performance conditions will be delivered based on the achievement of a single performance condition, measured at the end of 2024, based on the realization of cash run rate savings starting in 2025, in line with the objective communicated to the market. A portion of the shares has been granted solely subject to a presence condition at the end of the vesting period of approximately two years, i.e., on March 31, 2026.

The first tranche of shares subject to performance conditions was definitively vested on March 31, 2025, and the second tranche will be definitively vested on March 31, 2026. This plan has no dilutive impact on Worldline's share capital.

E.2.3.8.5 Performance share plan granted on June 13, 2024 (hereinafter the "2024 Performance Share Plan")

Performance conditions of the 2024 Performance Share Plan

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions **70%**	*Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals* Average Group FCF over three years (2024-2026) ("A")	**25%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
	Group Earnings before Interests, Taxes, Depreciation and Amortization (EBITDA) Average of the Group EBITDA rate over three years (2024-2026) ("B")	**22.5%**	Floor: Target -2%	50%
			Target	100%
			Cap: Target +2%	130%
	Group Revenue Organic Growth rates Average revenue organic growth rate over three years (2024-2026) ("C")	**22.5%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
Share Price Performance Condition **15%**	*Evolution of the Worldline Share* Price Average evolution of Worldline share price over three years (2024 - 2026) ("D")	**15%**	Floor: Target - 50%	50%
			Target	100%
			Cap: Target + 50%	130%
Non-financial CSR performance condition **15%**	CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1 & 2 SBTi) Score obtained at the end of the period concerned (in 2026) ("E1")	**7.5%**	Floor: 115% of Target	50%
			Target	100%
			Cap: 85% of Target	130%
	Employee satisfaction score Score obtained at the end of the period concerned (in 2026) ("E2")	**3.75%**	Floor: Target -3.6pts	50%
			Target	100%
			Cap: Target +3.6pts	130%
	Diversity score Score obtained at the end of the period concerned (in 2026) ("E3")	**3.75%**	Floor: Target -3.6pts	50%
			Target	100%
			Cap: Target +3.6pts	130%

A * 25% + B * 22.5% + C * 22.5% + D * 15% + [E1 * 7.5% + E2 * 3.75% + E3 * 3.75%] = average vesting rate
(it being specified that the average vesting rate may not exceed 100%)

A portion of the shares has been granted solely subject to a presence condition, with the exception of Executive Company Officers and members of the Strategic Executive Committee.

E.2.3.8.6 Share plan granted on June 13, 2024 (hereinafter the "2024 Officers' Variable Compensation Plan")

The Company granted performance shares on June 13, 2024, to its two Executive Company Officers as a conversion of their 2023 annual variable compensation. This plan has a two-year vesting period and will be fully vested on June 13, 2026. The performance condition is linked to the evolution of Worldline's share price – see § D.2.2.1 of the 2023 Universal Registration Document.

E.2.3.8.7 Performance share plan to be granted in 2025 (subject to the approval of the General Assembly) (hereinafter the "2025 Performance Share Plan")

The Company plans to implement a performance share plan on June 5, 2025 as part of its approach to involving employees in the Group's long-term performance and financial results, notably through long-term incentive plans in the form of performance share allocations. This plan is expected to primarily benefit members of the Executive Committee, the Group's senior management, key resources, experts, and certain Talents. This share-based compensation will align employees with the interests of the Group and, indirectly, those of the shareholders. This plan will not apply to the Chief Executive Officer.

Conditions for vesting of performance shares

Continued employment

Subject to certain exceptions provided for in the plan (such as death or disability), the vesting of performance shares by the beneficiaries are subject to them maintaining their status as a Group's employee for the entire vesting period.

Performance conditions

The vesting of performance shares will be subject to the achievement of internal financial and internal and external non-financial performance conditions measured over a period of three years. These objectives are defined by the Board of Directors on the Remuneration Committee's recommendation to support the Group in achieving its short-term and long-term strategy. The performance indicators are defined in line with the key success factors for the Group's strategy and include corporate social responsibility (CSR) indicators as well as a KPI relating to the Worldline share price evolution as from 2024, to better align the design of the performance shares plan with the shareholders' interests.

Internal Performance Conditions as a condition for 70% of the total vesting

The vesting of all or part of the performance shares shall be subject to the achievement over a three-year period of the following three internal performance indicators directly connected to key success factors for the achievement of the Group's strategy and in accordance with the ambitions as regularly disclosed to the shareholders:

- Sum in absolute value of the Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals over three years (2025 - 2027) – as a condition for **25%** of the total vesting;
- Sum in absolute value of Group Earnings before interests, taxes, depreciation and amortization (EBITDA) over three years (2025 - 2027) – as a condition for **22.5%** of the total vesting;
- Sum in absolute value of the Group Revenue Organic Growth rates over three years – as a condition for **22.5%** of the total vesting.

Share Price Performance condition as a condition for 15% of the total vesting

The selected share price criterion is linked to the Worldline share price evolution to accurately reflect the intrinsic value of Worldline in the market. The target of the three months average opening share prices preceding 31 December 2027 is set to € 22.5, reflecting an ambitious Worldline share price.

Combined performance condition relating to Corporate Social Responsibility ("CSR") as a condition for 15% of the total vesting

On the Remuneration Committee's recommendation, the Board of Directors decided to combine CSR criteria related to the environmental commitment, which is part of the Group's strategy, with criteria focused on "people" engagement and gender diversity.

Each CSR criterion will be measured at the end of the three years period.

The targets for the financial and CSR conditions will be defined by the Board of Directors, upon recommendation of the Remuneration Committee, at the latest on the date of grant of the 2025 Long Term equity-based incentive plan foreseen shortly after the Shareholders' General Meeting to be held in 2025. For the Internal Performance Conditions, the target objective will set annually and will correspond to the annual Budget Board for the three years concerned, in line with the Worldline medium term ambition for end-2027.

The target values will be set by the Board of Directors on recommendation of the Remuneration Committee at constant consolidation scope and exchange rate. The Board of Directors may decide to adjust the performance criteria of the multi-year share-based compensation in the event of circumstances significantly impacting the achievement of one or more performance criteria. If such exceptions were to be applied, they would be strictly implemented and limited to exceptional circumstances or in cases of changes in scope, accounting methods, or exchange rate effects. Their justification will be communicated, particularly regarding their alignment with shareholders' interests. The cap on multi-year share-based compensation cannot be increased under any circumstances.

At the end of the performance assessment period, the Company will report on the level of satisfaction for each criterion.

The performance shares granted will be definitively vested at the end of a three-year period from their grant date, subject to the achievement of the indicators governing their vesting (performance and/or presence conditions) in accordance with the plan's provisions.

A portion of the shares will be granted only subject to a presence condition, at the exclusion of the members of the Executive Committee.

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions **70%**	*Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals* Sum in absolute value of Group FCF over three years (2025-2027) ("A")	**25%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
	Group Earnings before Interests, Taxes, Depreciation and Amortization (EBITDA) Sum in absolute value of the Group EBITDA over three years (2025-2027) ("B")	**22.5%**	Floor: Target -2%	50%
			Target	100%
			Cap: Target +2%	130%
	Group Revenue Organic Growth rates Sum in absolute value of revenue organic growth rates over three years (2025-2027) ("C")	**22.5%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
Share Price Performance Condition **15%**	*Evolution of the Worldline Share* Price Average evolution of Worldline share price over three years (2025 - 2027) ("D")	**15%**	Floor: Target - 50%	50%
			Target	100%
			Cap: Target + 50%	150%
Non-financial CSR performance condition **15%**	Volume of CO_2 emissions, expressed in tons of CO_2 (scopes 1 & 2 SBTi) Volume of CO_2 emissions at the end of the period concerned (in 2027) ("E1")	**5%**	Floor: 115% of Target	50%
			Target	100%
			Cap: 85% of Target	130%
	Employee satisfaction score Score obtained at the end of the period concerned (in 2027) ("E2")	**5%**	Floor: Target -3pts	50%
			Target	100%
			Cap: Target +3pts	130%
	Percentage of women in management Score obtained at the end of the period concerned (in 2027) ("E3")	**5%**	Floor: Target -1pts	50%
			Target	100%
			Cap: Target +5pts	130%

A * 25% + B * 22.5% + C * 22.5% + D * 15% + [E1 * 5% + E2 * 5% + E3 * 5%] = average vesting rate (it being specified that the average vesting rate may not exceed 130%)

On February 25, 2025, upon the Remuneration Committee's recommendation, the Board of Directors decided that the plan could overperform overall with a maximum acquisition rate limited to 130%. The Board also reconducted the principle, applied since 2021, of the tightening of the vesting conditions by further penalizing any failure to meet an objective. Depending on the achievement of internal and external conditions, as described above, the average vesting rate is therefore capped at 130% while the maximum vesting would be reduced to 90% in the following circumstances:

(i) if the acquisition rate for one of the internal financial performance conditions is nil; or

(ii) if the acquisition rate for the share price performance condition is nil; or

(iii) if the acquisition rate of the non-financial performance condition relating to Corporate Social Responsibility is nil.

E.2.3.8.8 Free Share plan to be granted in 2025 (hereinafter the "2025 Share Plan")

The Company plans to implement a free share plan benefiting the Chief Executive Officer, not subject to performance conditions, with vesting in four equal annual tranches on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as an Executive Company Officer at each applicable anniversary date. The first tranche will be subject to one year holding period after acquisition.

For more information, refer to Section E.2.1.1.3 of this Universal Registration Document.

E.2.3.9 Validation of the performance conditions of the ongoing performance share and stock option plans or acquired during the year

E.2.3.9.1 Stock Option Plan and Performance Share Plans of June 9, 2022

The performance conditions have been assessed at the end of the relevant three-year period, *i.e.* on December 31, 2024 by the Board of Directors on February 25, 2025.

Reference is made to sections E.2.3.5.1 above setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to the 2022-2024 period of the stock option and performance share plans granted in 2024.

No additional adjustment was made following the announcement of the revised guidance reflecting the market conditions for the year 2024 on August 1st and September 13, 2024.

The final vesting of the right to exercise stock options and performance shares granted under these plans is subject to the fulfillment of performance conditions at the end of the 2022-2024 period and to the verification of the condition of presence at the vesting date.

It is recalled that the Board of Directors, during its meetings of February 27 and March 20, 2024, proceeded to the adjustments of the performance conditions of the stock option and performance share plans granted on June 9, 2022 and that the Executive Company Officers, the members of the Executive Committee and the beneficiaries who left the Group are not benefitting from the adjustments.

The table below presents the assessment of performance conditions for beneficiaries eligible for the adjustments made during the year 2024:

Indicator measurement		**Vesting level**
Internal Financial Performance Conditions **80%**	*30% – Group Revenue Organic Growth Rates* Average Revenue Organic Growth rate over three years (2022-2024) (“A”)	74.9%
	25% – Group Adjusted EBITDA rate Average of the Group Adjusted EBITDA rate over three years (2022-2024) (“B”)	67.0%
	25% – Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals Average Group FCF over three years (2022-2024) (“C”)	0%
Non-financial CSR performance condition **20%**	*5% - CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1 & 2 SBTi)* Percentage of reduction at the end of the period concerned (in 2024) (“D1”)	130%
	5% – Eco Vadis score Score obtained at the end of the period concerned (in 2024) (“D2”)	100%
	5% – Employee satisfaction score Score obtained at the end of the period concerned (in 2024) (“D3”)	100%
	5% – Diversity score Score obtained at the end of the period concerned (in 2024) (“D4”)	0%
Average vesting rate		**55.73%**

E

The table below presents the assessment of performance conditions for beneficiaries not eligible for the adjustments made during the year 2024 (Executive Company Officers, members of Strategic Executive Committee and beneficiaries who left the Group at the time of adjustments):

Indicator measurement		Vesting level
Internal Financial Performance Conditions **80%**	*30% – Group Revenue Organic Growth Rates* Average Revenue Organic Growth rate over three years (2022-2024) (“A”)	0%
	25% – Group Adjusted EBITDA rate Average of the Group Adjusted EBITDA rate over three years (2022-2024) (“B”)	0%
	25% – Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals Average Group FCF over three years (2022-2024) (“C”)	0%
Non-financial CSR performance condition **20%**	5% - *CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1 & 2 SBTi)* Percentage of reduction at the end of the period concerned (in 2024) (“D1”)	130%
	5% – Eco Vadis score Score obtained at the end of the period concerned (in 2024) (“D2”)	100%
	10% – Diversity score Score obtained at the end of the period concerned (in 2024) (“D3”)	0%
Average vesting rate		**11.50%**

E

E.2.3.9.2 Stock Option and Performance Share Plans of June 8, 2023

The performance conditions will be assessed at the end of the relevant three-year period, i.e. on December 31, 2025.

Reference is made to section E.2.3.5.2 above setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to the 2023-2025 period of the stock options and performance shares plans granted in 2023.

The final vesting of the right to exercise stock options and performance shares granted under these plans is subject to the fulfillment of performance conditions at the end of the 2023-2025 period and to the verification of the condition of presence at the vesting date.

E.2.3.9.3 Share Plan of March 20, 2024

The performance conditions will be assessed at the end of the relevant one-year period, i.e. on December 31, 2024.

The final vesting of the right to exercise stock options and performance shares granted under this plan is subject to the fulfillment of a single performance condition, measured at the end of 2024, based on the realization of cash run rate savings starting in 2025 and to the verification of the condition of presence at the vesting date. The Board of Directors, on February 25, 2025, acted the achievement at 130% of the above performance condition.

E.2.3.9.4 Performance Share Plans of June 13, 2024 (Classic Plan)

The performance conditions will be assessed at the end of the relevant three-year period, i.e. on December 31, 2026.

The final vesting of the right to exercise stock options and performance shares granted under this plan is subject to the fulfillment of performance conditions at the end of the 2024-2026 period and to the verification of the condition of presence at the vesting date.

E.2.3.9.5 Share Plan of June 13, 2024 (2024 Officers' Variable Compensation Plan)

The final vesting of the performance shares granted under this plan is subject to the fulfillment of a single performance condition, measured at the end of period, based on the average opening Worldline share prices of the three months preceding June 13, 2026.

E.3 Evolution of capital and stock performance

E.3.1 Basic data

E.3.1.1 Information on the stock

Worldline SA shares are listed on the Paris Euronext market since June 27, 2014, under code ISIN FR0011981968 and are not listed on any other stock exchange.

Number of shares:	**283,567,969 (as at December 31, 2024)**
Sector classification	Information Technology
Main index	SBF 120
Other indexes	SBF 120, CAC Industrials, CAC Sup. Services, CAC All Shares
Market	Euronext Paris Segment A
Trading place	Euronext Paris (France)
Tickers	WLN (Euronext)
Code ISIN	FR0011981968
Payability PEA/SRD	Yes/Yes

Source	Code	Source	Code
Euronext	WLN	Reuters	WLN.PA
AFP	WLN	Thomson	WLN-FR
Bloomberg	WLN: FP		

E

E.3.1.2 Ownership of the Company's shares in the past three years and free float

The ownership structure as at December 31, 2024 is presented in the table below based on disclosures required by law establishing an interest of more than 5% of the share capital or voting rights at the end of the financial year pursuant to article L. 233-7 of the French Commercial Code, and disclosures by Group executives and individuals related to them.

Pursuant to article 223-11 of the General Regulation of the AMF, the theoretical voting rights presented in the table below account for all voting rights attached to outstanding shares, including non-voting shares (treasury shares notably). The number of theoretical voting rights thus differs from the number of voting rights that can actually be exercised at General Shareholders' Meetings.

Furthermore, double voting rights are allocated to each registered share held by a shareholder in registered form for at least two years, pursuant to article 11 of the Company's bylaws (see section E.3.4.8, "Shareholders' Voting Rights" below). As at December 31, 2024, a total of 44,258,558 shares had double voting rights.

The free float of the Group shares excludes stakes held by the reference shareholders, namely SIX Group AG holding 10.5% of the share capital, Bpifrance holding 5.0% and Crédit Agricole S.A holding 7.0%. No other shareholder has announced its will to maintain a strategic shareholding in the Group's share capital. Shares owned by the members of the Board of Directors, Company Officers, and employees, as well as treasury shares are also excluded from the free float.

As at December 31, 2024	Number of shares	% of share capital	% of theoretical voting rights
SIX Group AG	29,853,529	10.5%	18.2%
Bpifrance	14,289,487	5.0%	8.2%
Crédit Agricole S.A	19,808,249	7.0%	6.0%
Employees	2,235,333	0.8%	0.9%
Board of Directors and Company Officers	193,124	0.1%	0.1%
Worldline SA	1,508,765	0.5%	0.5%
Free float	215,679,482	76.1%	66.2%
TOTAL	**283,567,969**	**100.0%**	**100.0%**

As at December 31, 2023	Number of shares	% of share capital	% of theoretical voting rights
SIX Group AG	29,853,529	10.5%	18.3%
Bpifrance	12,841,467	4.5%	7.6%
Employees	2,026,934	0.7%	0.7%
Board of Directors and Company Officers	599,114	0.2%	0.3%
Worldline SA	308,187	0.1%	0.1%
Free float	237,345,570	83.9%	73.0%
TOTAL	**282,974,981**	**100.0%**	**100.0%**

As at December 31, 2022	Number of shares	% of share capital	% of theoretical voting rights
SIX Group AG	29,853,529	10.6%	18.4%
Bpifrance	12,477,070	4.4%	7.6%
Employees	2,233,967	0.8%	0.8%
Board of Directors and Company Officers	453,264	0.2%	0.2%
Worldline SA	317,187	0.1%	0.1%
Free float	236,434,823	83.9%	72.9%
TOTAL	**281,769,840**	**100.0%**	**100.0%**

E

E.3.2 Dividends

The Group aims to distribute dividends representing approximately 25% of its consolidated net income, to the extent that it is compatible with the implementation of the Group's external growth policy.

In line with this policy, no dividends were paid in 2022, 2023 nor 2024. During its meeting held on February 25, 2025, the Board of Directors, upon recommendation of the Audit and Risks Committee, decided to propose to the next General Meeting not to distribute any dividend on the 2024 results.

E.3.3 Documentation

In addition to the Universal Registration Document, which is published in English and French, the following information is available to shareholders:

- A half year report;
- Quarterly revenue and operational review;
- Regular press releases, regulated information and general Group information, available through the Worldline website at worldline.com.

E.3.4 Capital

E.3.4.1 Capital as at December 31, 2024

As at December 31, 2024, the Company's issued common stocks amounted to € 192,826,219 divided into 283,567,969 fully paid-up shares of € 0.68 par value each.

Compared to December 31, 2023, the share capital was increased by € 403,231.84 corresponding to the issuance of:

- 297,905 new shares, with a total nominal value of €202,575.40, as part of the vesting of performance shares;
- 295,083 new shares, with a total nominal value of €200,656.44, as part of the implementation of the liquidity contracts with the beneficiaries of Worldline IGSA free shares.

E.3.4.2 Stock evolution for the past three years

The Company's share capital has changed as followed during the last three years:

- In 2022, 1,285,023 shares have been created following the grant of performance shares and exercise of stock-option rights by executives and employees of the Group as well as 307,320 new shares for the "Boost 2021" employee shareholding plan;
- In 2023, 1,205,141 shares have been created following the grant of performance shares and exercise of stock-option rights by executives and employees of the Group as well as 197,930 new shares for the "Boost 2022" employee shareholding plan; and
- In 2024, 592,988 shares have been created following the grant of performance shares and exercise of stock-option rights by executives and employees of the Group.

E.3.4.3 Other securities giving access to share capital

Other securities giving access to share capital described herein below could lead to the creation of 17,260,680 new shares, representing 6.1% of the share capital of Worldline as at December 31, 2024:

Stock option plans

As presented in section E.2.3.4 (AMF table n° 8), past awards of subscription or purchase options could lead to the creation of 1,537,149 new shares, representing 0.54% of the share capital of Worldline as at December 31, 2024.

Performance shares plans

As presented in section E.2.3.7 (AMF table n°10), past grants of performance shares could lead to the creation of 5,184,370 new shares, representing 1.83% of the share capital of Worldline as at December 31, 2024.

Convertible Bond

Worldline completed several issues of convertible bonds (see Notes 16.4 Financial liabilities in section C.4.7) which could lead, in case of conversion, to the creation of 10,539,161 new shares, representing 3.72% of the share capital of Worldline as at December 31, 2024.

E.3.4.4 Current authorizations to issue shares and other securities

The following authorizations to modify the share capital and to issue shares and other securities were in force in 2024:

Financial authorizations in force in 2024 and use by the Board of Directors in 2024

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount *(in euros)*	Grant date of the authorization	Authorization expiration date	Duration	Use in 2024	Comments
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Worldline IGSA offer						
Authorization to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Worldline IGSA (formely known as Ingenico Group SA) and holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund	270,000	June 13, 2024 (30th resolution)	December 13, 2025	18 months	July 1, 2024 (€68,928.20)[7] August 12, 2024 (€11,842.88)[7] September 2, 2024 (€684.08)[7] October 1 2024 (€119,201.28)[7]	May be used during a public offering
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	50% of the share capital* [1]	June 13, 2024 (24th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offering other than those mentioned inarticle L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital* [1 2]	June 13, 2024 (25th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offering mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital per 12-month period* [1 2]	June 13, 2024 (26th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue[1 2 3]	June 13, 2024 (27th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital* [2]	June 13, 2024 (28th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million[4]	June 13, 2024 (29th resolution)	August 13, 2026	26 months	May 27, 2024 (202,439.40€)[8] June 19, 2024 (136€)[8]	-
Share purchase program						
Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: € 60	June 13, 2024 (22nd resolution)	December 13, 2025	18 months	Under the share purchase program: - 1,200,000 shares were acquired in 2024 at an average price of € 6.17 Under the liquidity contract: - 2,902,151 shares acquired at an average price of € 9.65 - 2,902,151 shares sold at an average price of € 9.63	May not be used during a public offering
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods	June 13, 2024 (23rd resolution)	August 13, 2026	26 months	-	-

Financial authorizations in force in 2024 and use by the Board of Directors in 2024

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount *(in euros)*	Grant date of the authorization	Authorization expiration date	Duration	Use in 2024	Comments
Operations reserved for employees and Company Officers						
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital* [5]	June 13, 2024 (31st resolution)	August 13, 2026	26 months	-	-
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital* [5]	June 13, 2024 (31st resolution)	August 13, 2026	26 months	-	-
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital*[5]	June 13, 2024 (32nd resolution)	December 13, 2025	18 months	-	-
Authorization to grant free shares to employees and Company Officers	0.86% of the share capital (with a sub-cap of 0.066% of the share capital for the executive corporate officers)* [6]	June 13, 2024 (33rd resolution)	August 13, 2027	38 months		-

** Share capital as at the AGM of June 13, 2024.*

1 Global cap for share capital increases carried out with and without PSR under resolutions 24 to 28 of the 2024 Shareholders' General Meeting. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under resolutions 24 to 26 shall not exceed € 1.5 billion or counter value of this amount in the event of an issue in a different currency.

2 Global cap for share capital increases without PSR carried out under resolutions 25 to 28 of the 2024 Shareholders' General Meeting. Any share capital increase carried out pursuant to these resolutions shall be deducted from this 10% aggregate cap and the aggregate amount of 50% provided by resolution 24 of the 2024 Shareholders' General Meeting..

3 The nominal amount of the capital increases pursuant to resolution 27 of the 2024 Shareholders' General Meeting shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by resolution 24 of the 2024 Shareholders' General Meeting, and (iii) in case of share capital increase without PSR, the amount of the sub-cap mentioned in resolution 25 of the 2024 Shareholders' General Meeting.

4 Autonomous, non deductible cap from the overall cap provided for inresolution 24 of the 2024 Shareholders' General Meeting, nor from the sub-cap provided for in resolution 25 of the 2024 Shareholders' General Meeting.

5 Common cap for capital increases carried out under the 31st and 32nd resolutions adopted by the 2024 Shareholders' General Meeting..

6 The total number of allocations of free shares carried out under the 33rd resolution of the 2024 Shareholders' General Meeting shall not exceed 0.86% of the share capital at the date of the 2024 Shareholders' General Meeting.

7 Capital increases carried out under the liquidity contracts concluded by Worldline IGSA (formerly known as Ingenico Group SA) to the benefit of the beneficiaries of performance shares plans.

8 Use in the context of the performance share plan which acquisition period expired in 2024 or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity).

E

E.3.4.5 Threshold crossing

Name of entity notifying the threshold crossing	Date of threshold crossing	Date of reporting	Direction	Share capital threshold crossing	Voting rights threshold crossing	% share capital holding	% of voting rights	Shares	Reference of AMF publication
Delfinances [1]	January 16, 2024	January 22, 2024	↗	Yes (5%)	Yes (5%)	7.00%	6.06%	19,808,249	224C0115
BlackRock Inc. [2]	February 27, 2024	February 28, 2024	↗	No	Yes (5%)	5.93%	5.13%	16,783,574	224C0328
BlackRock Inc. [2]	February 28, 2024	March 1st, 2024	↘	No	Yes (5%)	5.77%	4.99%	16,317,524	224C0337
BlackRock Inc. [2]	February 29, 2024	March 1st, 2024	↗	No	Yes (5%)	5.86%	5.08%	16,590,584	224C0344
Bpifrance Participations [3]	March 4, 2024	March 7, 2024	↗	Yes (5%)	No	5.05%	8.19%	14,290,237	224C0371
FIL Investments International	March 4, 2024	March 8, 2024	↘	Yes (5%)	No	4.94%	4.28%	13,975,360	224C0376
Fil Limited [4]	March 5, 2024	March 8, 2024	↘	Yes (5%)	No	4.61%	3.99%	13,033,246	224C0376
Fil Limited [4]	April 4, 2024	April 5, 2024	↗	Yes (5%)	No	5.05%	4.38%	14,299,474	224C0502
FIL Investments International	April 5, 2024	April 9, 2024	↗	Yes (5%)	No	5.10%	4.42%	14,427,970	224C0515
Fil Limited [4]	April 23, 2024	April 26, 2024	↗	No	Yes (5%)	5.86%	5.08%	16,584,915	224C0585
FIL Investments International	April 24, 2024	April 29, 2024	↗	No	Yes (5%)	5.79%	5.02%	16,388,859	224C0594
BlackRock Inc. [2]	May 31, 2024	June 3, 2024	↘	Yes (5%)	No	4.31%	3.74%	12,204,571	224C0799
Causeway Capital Management LLC [5]	October 1st, 2024	October 4, 2024	↗	Yes (5%)	Yes (5%)	5.14%	5.14%	14,563,404	224C1819
BlackRock Inc. [2]	December 24, 2024	December 27, 2024	↗	Yes (5%)	No	5.00%	4.33%	14,188,615	224C2852
BlackRock Inc. [2]	December 27, 2024	December 30, 2024	↘	Yes (5%)	No	4.99%	4.32%	14,188,615	224C2859

1 *Delfinances is a company organized under French Law, controlled by Crédit Agricole S.A.*
2 *BlackRock Inc. is a company organized under U.S. Law (55 East 52nd Street, New York, NY 10055 USA) acting on behalf of clients and funds it manages.*
3 *Bpifrance Participations is a company organized under French law (27-37 avenue du Général Leclerc, 94710 Maison Alfort Cedex) and controlled by Bpifrance, a public institution of an industrial and commercial nature, which is jointly controlled by Caisse des dépôts et consignations and by EPIC Bpifrance.*
4 *FIL Limited is a holding company of an independent group of companies, acting on behalf of funds, commonly known as Fidelity Investments (Pembroke Hall, 42 Crow Lane, Pembroke, HM19, Bermuda).*
5 *Causeway Capital Management LLC is a company organized under U.S. Law (11111 Santa Monica Blvd, 15th Floor, Los Angeles, CA 90025, USA) acting on behalf of clients and funds it manages.*

E.3.4.6 Shareholders' agreement

Governance agreements have been entered into between SIX Group AG and the Company (please refer to the section E.8 of the 2021 Universal Registration Document for more information).

To the best knowledge of the Company, no concerted actions or similar agreements exist.

E.3.4.7 Summary of the transactions made since January 1, 2024 on the shares of the Company (article 223-26 of the AMF General Regulations)

Name	Type of operation	Financial instrument	Operation date (DD/MM/YYYY)	Volume	Unit price *(in €)*
Bpifrance Participations SA, legal entity related to Thierry Sommelet	Acquisition	Shares	01/03/2024	301,369	10.9426
Bpifrance Participations SA, legal entity related to Thierry Sommelet	Acquisition	Shares	04/03/2024	521,970	10.7860
Bpifrance Participations SA, legal entity related to Thierry Sommelet	Acquisition	Shares	04/03/2024	150,000	10.8333
Gilles Grapinet	Pledge of shares	Shares	12/03/2024	38,700	0.0000
Gilles Grapinet	Release of pledge	Shares	12/03/2024	38,700	0.0000
Wilfried Verstraete	Acquisition	Shares	14/05/2024	5,000	11.75
Gilles Grapinet	Definitive acquisition of the right to exercise stock-options	Stock-options	27/05/2024	13,194	0.0000
Marc-Henri Desportes	Definitive acquisition of the right to exercise stock-options	Stock-options	27/05/2024	7,799	0.0000
Gilles Grapinet	Acquisition of free shares	Shares	27/05/2024	13,194	0.0000
Marc-Henri Desportes	Acquisition of free shares	Shares	27/05/2024	7,799	0.0000
Grégory Lambertie	Acquisition	Shares	30/09/2024	15,250	6.5210

E.3.4.8 Shareholders' voting rights

Identifiable bearer shares (article 9 of the bylaws)

The Company may, at any time, identify the holders of bearer shares in accordance with applicable laws and regulations.

If a person who has been asked for information fails to provide such information within the time period required by applicable laws and regulations, or provides incomplete or inaccurate information either as to his capacity or as to the owners of the shares or the number of shares held by each of them, the shares or other securities giving immediate or future access to the share capital and for which such person is registered shall be stripped of their voting rights for any Shareholders' General Meeting occurring before the information is corrected and payment of the corresponding dividend shall be deferred until such date.

Modifications of the rights of shareholders

The rights of shareholders may be modified in accordance with applicable laws and regulations. The By-laws do not contain any particular provisions with respect to modification of the rights of shareholders that are more stringent than the law.

Shareholders' voting rights (articles 11 and 33 of the bylaws)

Each share of the Company gives the right to one vote, subject (i) to the existence of double voting rights on fully paid-up, registered nominal shares held by the same person for at least two years and (ii) treasury shares that do not have voting right.

The bylaws do not contain any provisions restricting the voting rights attached to the shares.

Crossing of bylaws thresholds (article 10 of the bylaws)

In addition to the thresholds provided for by applicable laws and regulations, any natural person or legal entity who, acting alone or in concert, comes to hold, directly or indirectly, a number of shares representing at least 2% of the share capital or voting rights, or any multiple of 1% thereafter, including beyond the reporting thresholds provided for by laws and regulations, must inform the Company of the total number of shares, voting rights, or securities giving access to the share capital or voting rights of the Company that such person holds, as well as of any securities giving access to the share capital or to voting rights potentially attached thereto, by registered letter with return receipt requested sent to the Company's registered office within four trading days after crossing such threshold(s).

In the event of a failure to comply with the above provisions, the legal penalties for breach of the obligation to report crossing a legal threshold shall apply to thresholds provided for in the bylaws only upon the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders holding at least 2% of the Company's share capital or voting rights.

Subject to the above provisions, this obligation under the bylaws is governed by the same provisions as those governing the legal obligation, including with respect to shares deemed to be held.

The Company reserves the right to report the information provided or a breach of the above obligation by the person in question to the public and to the Company's shareholders in accordance with applicable laws and regulations.

The same reporting obligation, with the same deadline and terms, applies each time the proportion of the share capital or voting rights held by a shareholder decreases to below any of the thresholds referred to above.

E.3.4.9 Control of the Issuer

Worldline is not controlled and there are no provisions either in the Company's bylaws or in any internal charter or internal rules that could have the effect of delaying, postponing or preventing a change of control of the Company.

E.3.4.10 Agreements likely to lead to a change in control

To the Company's knowledge, there is no agreement capable of having a material effect, in case of public offer, on the share capital of the Company.

E.3.4.11 Agreements entered into by the Company that are amended or terminated in the event of a change of control of the Company

The financing agreements below entered into by Worldline customarily state that in the event of a change of control of Worldline :

- holders of bonds and debt securities issued on June 30, 2020 and September 2023 under the EMTN program may require the redemption or repurchase of their securities at their nominal value with accrued interest;
- holders of bonds convertible into and/or exchangeable for new or existing Worldline shares (OCEANEs) issued on July 30, 2019, July 30, 2020 and December 4, 2020 may require the redemption of their securities at their nominal value;
- holders of bonds issued on September 12, 2023 and November 27, 2024 may require the redemption or repurchase of their securities at their nominal value with accrued interest in the event that the company acquiring the control does not benefit from a minimum credit rating;
- the lenders to the Credit Revolving Facility may require early repayment under certain conditions.

In addition, in the context of the contractual relations entered into by the Group companies regarding shareholder relations within the joint ventures entered into with Deutscher Sparkassenverlag (in the case of the Worldline Payone Holding GmbH joint venture), BNP Paribas (in the case of the Worldline Merchant Services Italia joint venture, formerly Axepta S.p.a.) and Australia and New Zealand Banking Group (in the case of the Payment Acceptance Australia Pty Ltd joint venture), Worldline is bound by exclusivity clauses on the Merchant Services market in Germany and Austria, Italy and Australia respectively, which could be applicable, as the case may be, to the activities operated by a group that were to acquire control of Worldline. Lastly, if the company that were to acquire control of Worldline is or is owned by an Australian financial institution, Australia and New Zealand Banking Group would have the option of requiring the sale of the shares of Worldline in Payment Acceptance Australia Pty Ltd to itself.

E.3.4.12 Treasury stock and liquidity contract

Treasury stock

As at December 31, 2024, the Company owned 1,508,765 treasury stock, representing 0.5% of the share capital, i.e. 1,200,578 more than as at December 31, 2023, mainly due to the share purchase programme that occurred in September.

Liquidity contract

Worldline and Rothschild Martin Maurel entered into a new liquidity contract on June 28, 2019. This contract has been concluded following changes to the regulation applicable to liquidity contracts and is compliant with the AMF decision n° 2018-01 dated July 2, 2018 (the “AMF Decision”), effective since January 1st, 2019.

The trading platform on which trades under the liquidity contract are made is Euronext Paris.

The liquidity contract may be terminated at any time and without notice by Worldline or by Rothschild Martin Maurel, subject to a one-month prior notice.

As part of the share purchase programme described below, the transactions carried out in 2024 under the liquidity contract are as follows:

Cumulated gross flows as at December 31, 2024	**Cumulated purchases**	**Cumulated sales**
Number of shares	2,902,151	2,902,151
Average purchase/sale price *(in €)*	9.65	9.63
Total amount of purchases/sales *(in €)*	25,929,078.26	25,832,245.68

Share purchase program

Description of the share purchase program authorized by the General Meeting of June 13, 2024

The Shareholders’ General Meeting of June 13, 2024 renewed the authorization granted to the Company to trade its own shares for eighteen months, in accordance to Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the AMF (French Financial Market Authority) general regulations and the directly applicable provisions of Regulation (EU) No. 596/2014 of April 16, 2014, in particular with a view to:

- to ensure liquidity and an active market of the Company’s share;
- to attribute or sell these shares to the Company Officers or to the employees of the Company and/or to the current or future affiliated companies in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) free shares or (iv) French or foreign law shareholding plans, in particular in the context of a company or Group savings plan;
- to remit the shares acquired upon the exercise of rights attached to securities giving the right to the attribution of shares of the Company;
- to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- to cancel them as a whole or in part through a reduction of the share capital.

The acquisition by the Company of its own shares was also intended to enable the implementation of any other purpose in accordance with the regulations in force or which would benefit from a presumption of legitimacy by the applicable legal and regulatory provisions or which would be recognised as a market practice by the AMF.

The maximum purchase price was set at €60 (excluding taxes) per share and the number of shares which may be acquired is 10% of the shares making up the Company share capital, this percentage applying to an adjusted capital according to the transactions affecting it subsequently to the 2024 General Meeting.

Use during the 2024 financial year of the share purchase programme authorised by the General Meeting of 13 June 2024

In accordance with Article L. 225-211 of the French Commercial Code, excluding the liquidity contract described above, during the 2024 financial year, the Company repurchased 1,200,000 shares representing 0.42% of the share capital as at 19 September 2024, at an average price of €6.17, with a view to allocating them to the Corporate Officers and employees.

The amount (excluding VAT) of trading fees and financial transaction tax is 24,327.87 euros.

It is specified that during the 2024 financial year, there was no reallocation of the shares held by the Company between the various objectives.

E

Description of the new share purchase programme to be put to the vote at the General Meeting of June 5, 2025

At the General Meeting called to approve the financial statements for the year ending 31 December 2024, a proposal will be made to the shareholders to authorise the implementation of a new share purchase programme, in accordance with Articles L. 225-209 et seq. and L. 22-10-62 *et seq.* of the French Commercial Code, Articles L. 241-1 *et seq.* of the general regulations of the AMF, Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse (MAR) and the delegated regulations of the European Commission.

The purposes of this new share purchase programme are as follows:

- to ensure liquidity and an active market of the Company's share through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- to attribute or sell these shares to the Company Officers or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under Articles L. 225-177 *et seq.* of the French Commercial Code, (iii) free shares in particular under the framework set by Articles L. 225-197-1 *et seq.* of the French Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company or Group savings plan (or comparable scheme), as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by the law and market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- to remit the shares acquired upon the exercise of rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations, contribution, merger or demerger, in accordance with the market practices recognized by relevant regulations; or
- to cancel them as a whole or in part through a reduction of the share capital.

This authorization may be used at any time, except during public offers on the shares of the Company.

Acquisitions, sales, transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasion, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share purchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

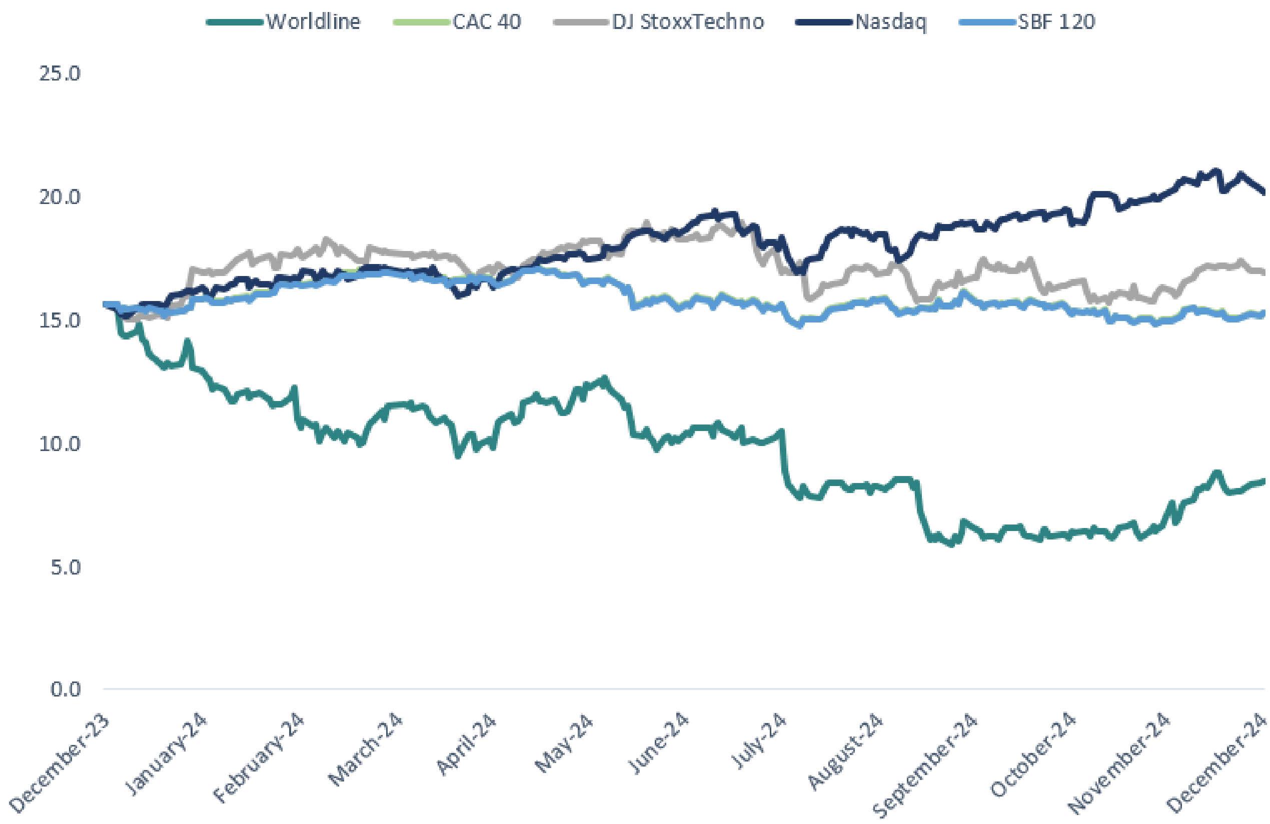
The maximum purchase price is set at €60 (excluding taxes) per share and the number of shares which may be acquired is 10% of the shares making up the Company share capital, at any moment, this percentage applying to an adjusted capital according to the transactions affecting it subsequent to the General Meeting.

E.3.5 Share trading performance

E.3.5.1 Stock market overview

Worldline's share price finished 2024 at € 8.48. Worldline's market capitalization was € 2,404 million at the end of 2024.

Worldline's share performance in comparison with indices (re-based at December 31, 2023)



E.3.5.2 Key figures

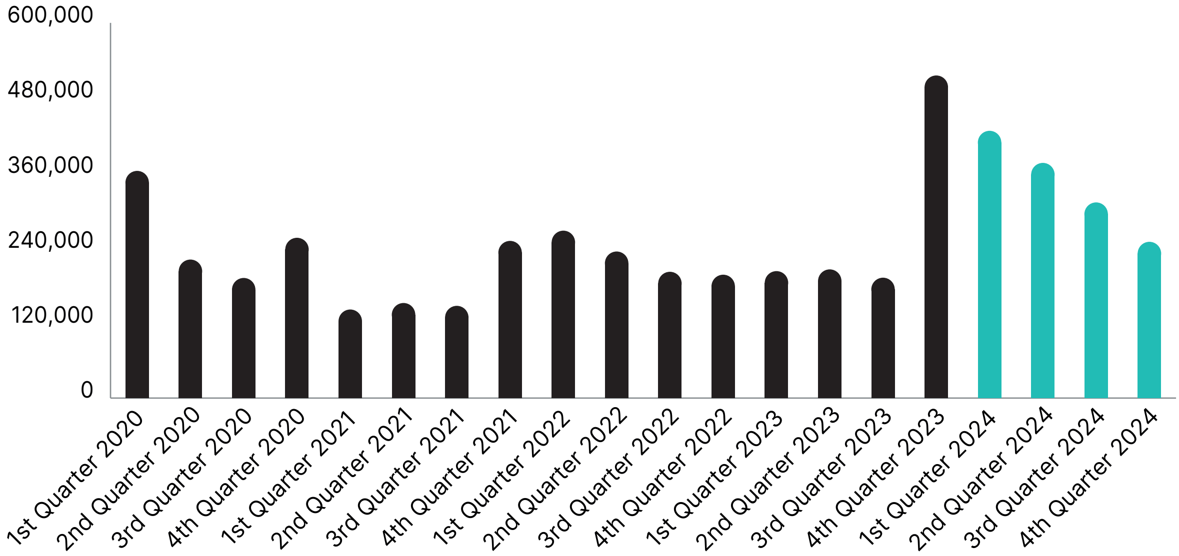
	2024	**2023**	**2022**	**2021**	**2020**
Highest *(in €)*	15.55	44.44	52.30	84.84	81.66
Lowest *(in €)*	5.90	9.42	32.54	45.84	39.00
Closing as of 31/12 *(in €)*	8.48	15.67	36.53	49.01	79.10
Average daily volume processed on Euronext platform *(in number of shares)*	1,549,176	1,021,347	783,637	693,020	814,842
Free-float	75.6%	83.9%	83.9%	84.1%	84.33%
Market capitalization as of 31/12 *(in € million)*	2,404	4,434	10,293	13,747	22,080
Enterprise Value as of 31/12[1] *(in € million)*	4,416	6,590	12,821	17,013	25,592
EV/revenue	1.0[2]	1.4[2]	2.9[2]	4.6[2]	9.3[2]
EV/Adjusted EBITDA	4.1[2]	5.9[2]	11.3[2]	18.2[2]	36.5[2]

1 *Assuming that (Enterprise Value) = (Net Debt including IFRS 16) + (Market Capitalization).*
2 *Pro forma.*

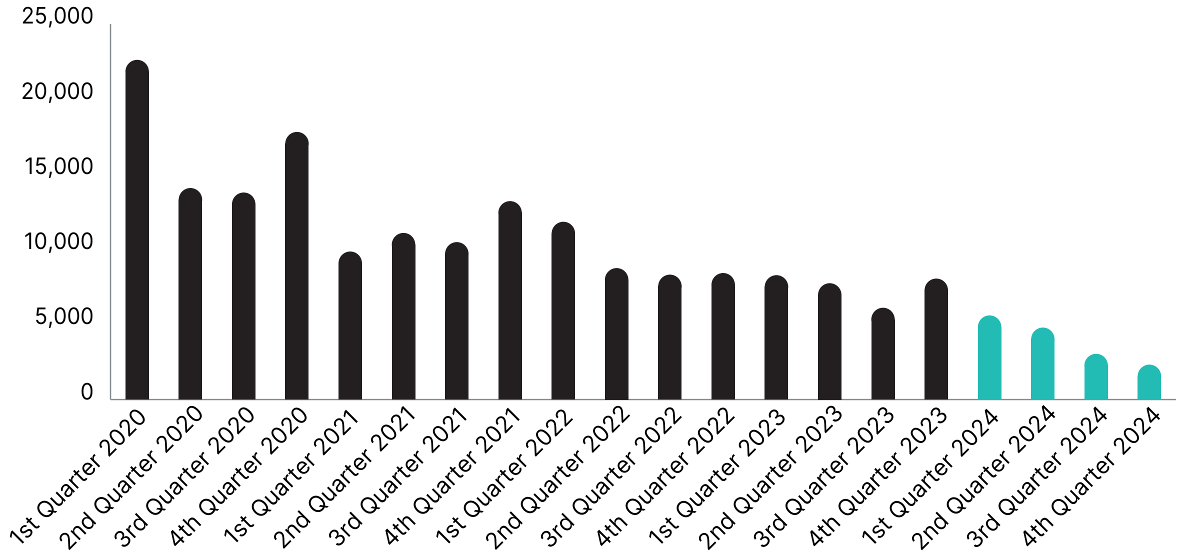
E.3.5.3 Trading volumes

In 2024, the average daily number of shares traded reached around 1.5 million on Euronext platforms, compared to 1 million in 2023.

Quarterly trading volume *(in thousands of shares)*



Quarterly trading volume *(in € million)*



E.3.5.4 2024 and subsequent key trading dates

Date	Key event
February 28, 2024	FY 2023 annual results
May 2, 2024	Q1 2024 revenue
June 13, 2024	2024 Annual General Meeting
August 1, 2024	H1 2024 results
October 30, 2024	Q3 2024 revenue
February 26, 2025	FY 2024 annual results

F

Additional Information

F.1 Persons

F.1.1 Name and position of the person responsible for the Universal Registration Document

Mr. Pierre-Antoine Vacheron, Chief Executive Officer

F.1.2 Certification of the person responsible for the Universal Registration Document

I hereby declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no material likely to affect its import.

I certify that, to the best of my knowledge, the annual and consolidated accounts have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and profit or loss of the Company and all the companies included in the consolidation, and that the attached management report presents a true and fair view of the development and performance of the company and the financial position of the Company and all the companies included in the consolidation, as well as a description of the main risks and uncertainties they face, and that it has been prepared in accordance with the applicable sustainability reporting standards.

Puteaux April 14, 2025

Pierre-Antoine Vacheron

Chief Executive Officer

F.1.3 For the audit

Deloitte & Associés

- Represented by Josselin Vernay.
- Appointed on: June 30, 1997, renewed on March 29, 2004, May 28, 2010, May 26, 2016, and in June 9, 2022 for a term of 6 years.
- Term of office expires: at the end of the AGM held to adopt the 2026 financial statements.

Deloitte & Associés is a member of the Compagnie Régionale des Commissaires aux Comptes de Versailles (the Regional Association of Auditors of Versailles).

Grant Thornton

- Represented by Vincent Frambourt.
- Appointed on: April 30, 2014 and renewed on June 9, 2020 for a term of 6 years.
- Term of office expires: at the end of the AGM held to adopt the 2025 financial statements.

Grant Thornton is a member of the Compagnie Régionale des Commissaires aux Comptes de Versailles (the Regional Association of Auditors of Versailles).

F.2 Legal information

F.2.1 Corporate form

The Company is a French limited liability company (société anonyme) with a Board of Directors. The Company is governed by its Bylaws and is subject to French Law and in particular Book II of the French Commercial Code.

F.2.2 Corporate purpose, *Raison d'être* and other information

F.2.2.1 Corporate Purpose (article 2 of the Bylaws)

The Company's purpose, in France and elsewhere is as follows:

- the research, study, development and production of all materials, software, systems or devices that use new techniques or new information technologies (as well as the provision of connected services), namely in the payment services, transactions services, Digital Services and telecommunications sectors;
- the provision of customer service for telecommunications operators and service providers, namely through the creation and the management of telephone call centers;
- the management of telecommunications services and network subscription contracts, including subscriber information and the processing of their complaints, as well as service offers in this field;
- corporate services, namely marketing studies, direct marketing, data processing, training, as well as the provision of services and solutions for financial institutions;
- advice, assistance, operation, by any means, of all banking and financial documents, namely the processing, input, postmarking, encoding, micro-filming, filing and any existing or future handling of cheques or other banking or financial instruments;
- the design of software for its own purposes or those of third-parties;
- the use and marketing of licenses, patents, manufacturing secrets, formulas and any similar intellectual property rights;
- technical support and maintenance of all devices and the facilities produced or marketed in the context of the corporate purpose;
- the representation of all French or foreign companies, of which the services equipment, software, systems or devices are directly or indirectly related to the purposes set out above;
- the acquisition of interests and stakes in any French or foreign company with a similar purpose to that of the Company, or one likely to develop its own business;
- all of which directly or indirectly on its own behalf or on behalf of third parties, either alone or with third parties, or through the creation of new companies and groups, contribution, partnership, merger, alliance, joint-venture or taking or assigning under rental or business lease of any property and other rights;
- and, generally, all financial, commercial, industrial, movable and immovable property operation that may be directly or indirectly linked to the aforementioned purpose or any similar or connected purposes to favor its expansion or development.

F.2.2.2 Raison D'être

The Company's "***Raison d'être***" is as follows:

"We design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies.

We make them environmentally friendly, widely accessible and support social transformation."

F.2.2.3 Other Information

Corporate name: "Worldline".

Nationality: French.

Registered Office: Tour Voltaire – 1, place des Degrés CS81162 – 92059 Paris La Défense Cedex – France.

Place of registration, registration number & share trading information: No. 378 901 946 – Nanterre Trade and Companies Register.

Business identification Code (APE Code): 6311Z.

LEI number: 549300CJMQNCA0U4TS33.

Date of incorporation and term: July 31, 1990, for a period of 99 years from the date of its registration with the trade and companies register, except in the event of early dissolution or extension.

Financial year (article 36 of the Bylaws): January 1 to December 31 each year.

F

F.2.3 Main Provisions of the bylaws

The Bylaws were prepared in accordance with French laws and regulations governing French limited liability companies with a Board of Directors. The main provisions of the Bylaws are set out below.

The full Bylaws can be found on Worldline's website.

F.2.3.1 Governance, Regulated Party Agreements

Members of the Board of Directors (Articles 13, 14, 15 and 16 of the Bylaws)

The Company is governed by a Board of Directors.

It must have at least three and at most eighteen elected members.

Members are elected by the Shareholders' General Meeting.

Directors are usually appointed for a three-year term.

Employee directors are appointed for three years and may be reappointed once.

A maximum of one-third of Board members may be over 70 years old.

Chairperson (Articles 19 and 21 of the Bylaws)

The Board of Directors elects a Chairperson from amongst those members who are natural persons.

The age limit for holding the position of Chairperson is 81 years old[1].

The Chairperson organizes and manages the Board's work and reports on such work to the General Shareholders' Meeting.

The Chairperson oversees the proper functioning of the Company's governing bodies.

The Chairperson ensures that the directors are able to carry out their duties.

In the event of a tie vote, the Chairperson shall have the casting vote.

Chief Executive Officer (article 23 of the Bylaws)

The Board of Directors may ask the Chairman or appoint another person to run the Company.

This person would have the title of Chief Executive Officer (CEO).

The Chief Executive Officer shall be granted the broadest powers to act in all circumstances in the Company's name.

The Chief Executive Officer shall exercise these powers within the limits of the Company's purpose. These powers shall also be subject to the powers expressly granted by law and the Bylaws to the General Shareholders' Meeting or the Board of Directors.

The Chief Executive Officer shall represent the Company in its relations with third parties.

Deputy Chief Executive Officers (article 24 of the Bylaws)

If recommended by the Chief Executive Officer, the Board of Directors may appoint up to three individuals to assist the Chief Executive Officer.

These people will be given the title of Deputy Chief Executive Officer.

The Board of Directors shall determine the scope and term of any powers granted to the Deputy Chief Executive Officer(s).

Nevertheless, vis-à-vis third parties, the Deputy Chief Executive Officer shall have the same powers as those of the Chief Executive Officer.

Censors (article 26 of the Bylaws)

The Shareholders' General Meeting (or the Board of Directors subject to the approval of the next Shareholders' General Meeting) may appoint one or two censors (legal or natural persons).

The term of office is 1 year and expires following the ordinary Shareholders' General Meeting called to approved the financial statements of the previous financial year, held in the year during which the mandate of the censor(s) expires.

The censor may be re-elected twice.

The censors must be convened at all Boards Meetings to which they attend as observers. They might be consulted by the Board of Directors. The Board of Directors may assign specific tasks to the censors.

They may be members of the Board of Directors' committees.

The Board of Directors can decide to award the censors a share of the overall amount of annual's directors' compensation allocated to it by the Shareholders' General Meeting, and may authorize the reimbursement of expenditures incurred by the censors in the interests of the Company.

Convening and Holding of Board Meetings (article 18 of the Bylaws)

The Board of Directors shall meet as often as is necessary in the Company's interest, but at least every three months.

The Chairperson calls these meetings.

Board members may ask the Chairperson to call a meeting to discuss specific matters. This may occur when the Board of Directors has not met in over two months and at least one-third of members agree.

The Chief Executive Officer may also ask the Chairperson to call a Board Meeting to discuss specific matters.

A majority of members present or represented is required to pass any decision.

In the event of a tie vote, the Chairperson shall have the casting vote.

1 *A proposal will be made at the General Meeting of 5 June 2025 to reduce the age limit for the Chairman of the Board of Directors to 70.*

Powers of the Board of Directors (article 17 of the Bylaws)

The Board of Directors determines the Company's strategy.

It also monitors its implementation, having regard to any social and environmental issues related to its business.

With the exception of powers expressly reserved for the General Shareholders' Meeting and within the limits of the Company's purpose, the Board of Directors deals with all matters involving the proper functioning of the Company and settles matters through its deliberations.

The Board of Directors may limit the powers of the Chief Executive Officer and any Deputy Chief Executive Officer(s). This is done by determining the transactions for which Board authorization is required.

Regulated-Party Agreements (article 25 of the Bylaws)

Regulated-party agreements are subject to the procedure provided for in Articles L. 225-38 to L. 225-43 of the French Commercial Code. This covers any agreement entered into, either directly or through an intermediary, by the Company and any of the following:

- Chief Executive Officer;
- Deputy Chief Executive Officer(s);
- Director;
- Shareholder holding over 10% of the Company's voting rights; or
- In the case of shares held by a company, its controlling company within the meaning of article L. 233-3 of the French Commercial Code.

Compensation of Directors (article 20 of the Bylaws)

Board members may be compensated for their offices.

The aggregate amount of such compensation shall be set by the General Shareholders' Meeting and allocated freely by the Board of Directors amongst its members.

The Board of Directors may grant additional compensation to those directors serving on Committees or having a specific function or duty.

F.2.3.2 Calling and Participation in Shareholders' General Meetings (Articles 30, 34, 35 and 28 of the Bylaws)

Every shareholder has the right to attend the Shareholders' General Meetings and to participate in its votes, either personally or by proxy.

Shareholders may ask any of the following to represent them:

- their spouse;
- another shareholder; or
- their partner under a civil solidarity pact.

Moreover, a shareholder may ask any other natural person or legal entity of their choice to represent them. The representative must show proof of their appointment.

A shareholder's right to participate in a General Shareholders' Meetings is subject to their shares being registered. This is either in their name or in the name of the intermediary registered on their behalf in the manner laid down by law.

A bearer shareholder may only participate in a General Shareholders' Meeting if the approved account intermediary provides a certificate of ownership[1].

Where so decided by the Board of Directors, shareholders may participate in a General Shareholders' Meetings by videoconferencing or other means of telecommunication, including over the internet, in particular through an electronic voting form available on the Company's website.

Pursuant to the provisions of Article L. 225-105 of the French Commercial Code, one or more shareholders meeting the conditions set out in the provisions of Article L. 225-120 of the French Commercial Code (and recalled in the convening notice) may request that draft resolutions or items not related to a draft resolution be included on the agenda.

F.2.3.3 Shareholder Rights

Information on shareholder rights and, in particular, voting rights and preferential rights of subscription attached to shares can be found in section D.3.4.8 of the Universal Registration Document.

F.2.3.4 Financial Statements (Articles 37, 38 and 39 of the Bylaws)

Legal Reserve

Five percent of each financial year's profit, net of any losses carried forward from previous years, is allocated to a legal reserve. This applies only when this reserve represents less than 10% of the share capital.

Distribution of Dividends

The General Shareholders' Meeting votes on the payment of dividends in accordance with Articles L. 232-12 to L. 232-18 of the French Commercial Code. The General Shareholders' Meeting may give shareholders the option to receive payment in cash or in new Company shares, as provided for by law.

The General Shareholders' Meeting may also decide, upon a proposal from the Board of Directors, to distribute any profit or reserves in kind in the form of assets or securities. Under certain conditions, shareholders have the right to choose between payment in cash and the delivery of securities.

1 *Attestation de participation.*

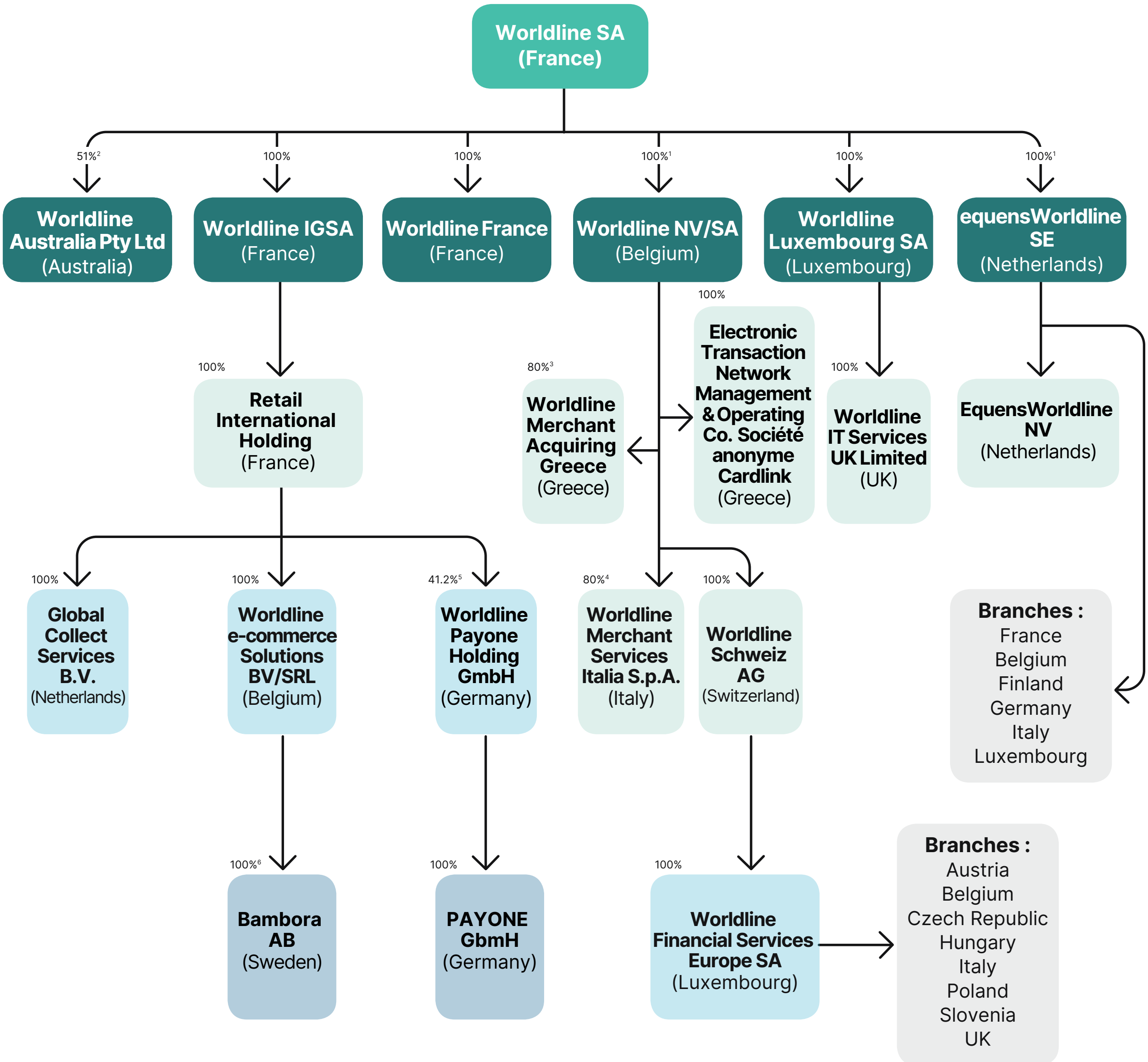
F.3 2025 Annual General Meeting

The resolutions to be submitted to the shareholders' vote will be published in the *Bulletin des Annonces Légales Obligatoires* (Official legal Gazette for listed companies) in a notice of meeting which will be followed by a convening notice to the 2025 Annual General Meeting. These notices will be posted on the Company's website as required by applicable laws and regulations.

Worldline maintains regular discussions with investors, in particular, in the context of the preparation of the 2025 Annual General Meeting and the monitoring of their recommendations on the vote of the resolutions. Discussions are organized, in particular, with the main shareholders in order to receive their opinion on the proposed resolutions submitted to the 2025 Annual General Meeting.

F.4 Simplified organizational chart

The organizational chart below shows the Group's simplified ownership structure as of December 31, 2024. Unless otherwise indicated, the percentage of ownership equals the percentage of voting rights. See following section for more details on the main subsidiaries and participations.



1 *Directly and indirectly*
2 *The remaining 49% is held by ANZ NBH Pty Ltd*
3 *The remaining 20% is held by Eurobank*
4 *The remaining 20% is held by BNL S.p.A*
5 *Included in c. 60% indirectly held by Worldline SA*
6 *100 % détenu par Worldline NV/SA depuis le 1er janvier 2025*

F

F.5 Subsidiaries and participation

F.5.1 Important subsidiaries

The Company's principal direct and indirect subsidiaries are described below[1]. None of the Company's subsidiaries is a listed company.

Worldline France SAS is a simplified joint stock company (*société par actions simplifiée*) incorporated and existing under the laws of France with a share capital of € 58,061,383.17, having its registered office at 1, Place des Degrés – Tour Voltaire – 92800 Puteaux, France and registered with the Registry of Trade and Companies of Nanterre under number 509 750 105. The Company holds 100% of Worldline France SAS' share capital. Since July 1, 2021, Worldline France carries out operational and commercial activities, as well as their related back office functions previously carried out by Worldline SA and contributed to Worldline France.

PAYONE GmbH is a limited liability company incorporated and existing under the laws of Germany with a share capital of € 33,160, having its registered office at Lyoner Strasse 15, 60528, Frankfurt am Main, Germany and registered with the Commercial Register at the local court of Frankfurt am Main under number HRB 116860. The Company holds indirectly 60% of PAYONE GmbH's share capital and voting rights. PAYONE GmbH's main business activity consists of acquiring (Girocard, international card schemes and APM), in-store and online gateway (PSP), acting under Payment Institution License (EU Payment Service Directive 2 (PSD2)) and with the respective German Act for the Supervision of Payment Services, regulated and supervised by Bundesanstalt für Finanzdienstleistungsaufsicht (Federal Financial Supervisory Authority).

Worldline Schweiz AG (previously named SIX Payment Services AG) and registered under the commercial name of Worldline Switzerland Ltd) is a company (*Aktiengesellschaft*) incorporated and existing under the laws of Switzerland with a share capital of CHF 8,659,000, having its registered office at Hardturmstrasse 201, CH-8005 Zurich, Switzerland, and registered with the commercial register of the Canton of Zurich under number CHE 105.855.222. The Company holds indirectly 100% of Worldline Schweiz AG's share capital and voting rights. Worldline Schweiz AG's main business activity consists of the provision of payment services.

Global Collect Services BV is a company incorporated and existing under the laws of The Netherlands with a share capital of € 2,000,000, having its registered office at Neptunusstraat 41-63, 2132JA Hoofddorp, Netherlands and registered with the Chamber of commerce of the Netherlands under number 34140462. The Company holds indirectly 100% of Global Collect Services BV's share capital and voting rights. Global Collect Services BV's main business activity consists of the supply of fully integrated online payment services. Global Collect Services BV is a company regulated and supervised by De Nederlandsche Bank.

Worldline NV/SA is a limited liability company (*société anonyme*) incorporated and existing under the laws of Belgium with a share capital of € 206,249,150.58, having its registered office at Chaussée de Haecht 1442, 1130 Brussels, Belgium, and it is registered with the Belgian Trade Registry under number BE 0418.547.872. The Company holds directly and indirectly 100% of Worldline NV/SA's share capital and voting rights (98.2% is held directly by the Company and the remainding is held by Retail International Holding S.A.S and Worldline Participation 1 which holds 1 share, both entities are wholly-owned subsidiaries of the Company). Worldline NV/SA's main business activity consists of designing, producing and operating IT products related in particular to payment systems and payment-system management, developing and marketing of e-Commerce solutions, monitoring physical access and logistics, electronic payments, and loyalty programs. Worldline NV/SA is a company regulated by the National Bank of Belgium.

Worldline Financial Services (Europe) SA (previously named SIX Payment Services (Europe) SA) is a limited liability company (*société anonyme*) incorporated and existing under the laws of the Grand Duchy of Luxembourg with a share capital of € 1,820,002, having its registered office at 33 rue du Puits Romain, L-8070, Bertrange, and is registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B 144087. The Company holds indirectly 100% of Worldline Financial Services (Europe) SA's share capital and voting rights. Worldline Financial Services (Europe) SA's main activity consists of promoting the development in the payment services industry such as, among others, card processing, Card Issuing, card acquiring, POS sales and services and managed services, development of international card schemes programs, such as, but not limited to Mastercard or Visa within the Grand Duchy of Luxembourg and the EU. Worldline Financial Services (Europe) SA is a company regulated by the Commission Supérieure de Surveillance du Secteur Financial (CSSF).

Worldline IT Services UK Limited is a limited liability company incorporated and existing under the laws of England with share capital of £ 43,000,100, having its registered office at 1 Technology Drive, Beeston, Nottingham, NG9 1 LA, United Kingdom, and is registered with the Companies house and Registrar of Companies for England and Wales under number 08514184. The Company holds indirectly 100% of Worldline IT Services UK Limited's share capital and voting rights. Worldline IT Services UK Limited's main business activity consists of designing, implementing and operating transactional systems (mainly for the transportation industry), as well as account card schemes.

1 *A list of the main entities included in the Group's scope of consolidation at December 31, 2024 is provided in note 20 to the consolidated financial statements.*

equensWorldline SE is a European public company incorporated and existing under the laws of The Netherlands (*Europese naamloze vennootschap*) with a share capital of € 369,620,260, having its office (*statutaire zetel*) at Eendrachtlaan 315, 3526 LB Utrecht, Netherlands, and is registered with the Dutch Trade Register of the Chamber of Commerce under number 30220519. The Company holds directly and indirectly 100% of equensWorldline SE's share capital and voting rights. equensWorldline SE's main business activity consists of a combination between traditional mass payment systems (issuing, acquiring, intra – and interbank processing) and innovative e-commerce and mobile payment solutions.

equensWorldline NV is a limited liability company incorporated and existing under the laws of The Netherlands (*naamloze vennootschap*) with a share capital of € 45,000, having its office at Eendrachtlaan 315, 3526 LB Utrecht, The Netherlands, and is registered with the Dutch Trade Register of the Chamber of Commerce under number 78527767. The Company indirectly holds 100% of equensWorldline NV's share capital and voting rights. equensWorldline NV's main business activity consists of a combination of traditional mass payment systems (issuing, acquiring, intra- and interbank processing) and innovative e-commerce and mobile payment solutions. equensWorldline NV is a company regulated and supervised by De Nederlandsche Bank.

Worldline IGSA (previously named Ingenico Group SA) is a company incorporated under French law with a share capital of € 63,112,323 having its registered office at 1, Place des Degrés – Tour Voltaire – 92800 Puteaux, France and registered with the Registry of Trade and Companies of Nanterre under number 317 218 758. The Company holds directly 100% of Worldline IGSA's share capital. Worldline IGSA's main activity consists of being a holding company.

Bambora AB is a company incorporated and existing under the laws of Sweden, with a share capital of SEK 1,000,000, having its registered office at P.O. Box 17026, SE-104 62 Stockholm, Sweden and registered with the Swedish Companies Registration Office under number 556233-9423. The Company holds indirectly 100% of Bambora AB's share capital and voting rights. Bambora AB's main activity consists of the provision of payment services, notably in the Nordics. Bambora AB is a company regulated and supervised by the Finansinspektionen.

Worldline Australia Pty Ltd (previously named Payment Acceptance Australia Pty Ltd) is a company incorporated and existing under the laws of Australia (the Corporation Act 2001 (Cth) with a share capital of AUD 65,133,192, having its registered office at Collins Square, Tower 4, Level 15, 727 Collins Street, Docklands VIC 3008. It is registered with the Australian Securities and Investments Commission under number ACN 645 073 034. The Company holds directly 51% of Worldline Australia Pty Ltd's share capital and voting rights while the remaining 49% is held by ANZ NBH Pty Ltd. Worldline Australia Pty Ltd's main activity consists of providing merchant facilities to merchants in Australia.

Worldline Merchant Services Italia S.p.A. (previously named Axepta Italia) is a company incorporated under Italian law with a share capital of €10,491,053, having its registered office at Via degli Aldobrandeschi, 300 – 00163 Roma and registered with the Registry of Trade and Companies of Rome under number 5963231005. The Company holds indirectly 80% of Worldline Merchant Services Italia S.p.A.'s share capital and voting rights while the remaining 20% is held by BNL (a BNP's subsidiary). Worldline Merchant Services Italia S.p.A's main activity consists of providing, promoting and placing payment services on the market through the acquiring of payment instruments provided by organizing, managing and participating in national and international payment systems based on the use of credit and/or debit and/or payment cards as well as other equivalent payment instruments. Worldline Merchant Services Italia is regulated and supervised by Banca d'Italia.

Worldline Merchant Acquiring Greece (previously named Cardlink Payment Institution Single Member Société Anonyme) is a company incorporated under Greek law with a share capital of € 314,580,000, having its registered office at 253-255 Mesogeion Avenue & 44-46 Riga Feraiou Street, Municipality of Psychiko, Attica, Greece, 15451 and registered with the General Commercial Registration under number 132017001000. The Company holds indirectly 80% of Worldline Merchant Acquiring Greece's share capital and voting rights while the remaining 20% is held by Eurobank. Worldline Merchant Acquiring Greece's main activity consists of the provision of a payment service. Worldline Merchant Acquiring Greece is regulated and supervised by the National Bank of Greece.

Electronic Transaction Network Management & Operating co. Societe Anonyme Cardlink is a company incorporated under Greek law with a share capital of € 6,840,000,00, having its registered office at 253-255 Mesogeion Avenue & 44-46 Riga Feraiou Street, Municipality of Psychiko, Attica, Greece, 15451 and registered with the General Commercial Registry under number 005934901000. The Company holds indirectly 100% of Electronic Transaction Network Management & Operating Co. Societe Anonyme Cardlink's share capital and voting rights. Electronic Transaction Network Management & Operating co. Societe Anonyme Cardlink's main activity consists of the provision of a network service.

Retail International Holding SAS is a simplified joint stock company (*société par actions simplifiée*) incorporated and existing under the laws of France with a share capital of € 646,247,880, having its registered office at 1, Place des Degrés – Tour Voltaire – 92800 Puteaux, France and registered with the Registry of Trade and Companies of Nanterre under number 852 926 484. The Company indirectly holds 100% of Retail International Holding SAS' share capital and voting rights. Retail International Holding's main activity consists in holding shares in other companies of the Group.

Worldline e-Commerce Solutions BV/SRL is a limited liability company (société à responsabilité limitée) incorporated under Belgian law with a share capital of € 375,000,000 having its corporate office at Corporate Village, Bayreuth Building, Da Vincilaan 3, 1930 Zaventem and registered with the Belgian Trade Registry under number 0459 360 623. The Company indirectly holds 100% of Worldline e-Commerce Solutions BV/SRL's share capital and voting rights. Worldline e-Commerce Solutions BV/SRL's main activities consists of the computing, management consulting, advice to banks or financial institution, staff training and, more generally, all comparable services to companies and, in particular, but not exclusively, to the development and implementation of electronic payment systems of all kinds for merchants.

F.5.2 Recent or contemplated acquisition of subsidiaries, divestments and strategic partnerships

In the course of 2024 and since January 1rst, 2025 until the publication of this Universal Registration Document, Worldline announced the completion of several transactions as part of its consolidation strategy, notably:

- March 20, 2024: Worldline announced with Crédit Agricole the creation of their joint-venture for digital payment services for merchants in France.
- May 29, 2024: Worldline announced the signing of an agreement with Bank Raiffeisen to issue instant payments from the cloud in Luxembourg.
- October 3, 2024: Worldline announced a commercial partnership with Bank of China (Hong Kong) on an open platform, Paysuite Essential Edition (previously named Cardlite) in Hong Kong.
- October 24, 2024: Worldline announced its attention to collaborate with Visa Acceptance Solutions to launch an optimized solution for fraud management.
- January 20, 2025: as announced on November 13, 2024, Worldline completed the transfer, for an amount of euros 95 million to Worldline Merchant Services Italia S.p.A. of Credito Emiliano S.p.A.'s merchant acquiring activities, associated with approximately 25.000 merchants and with about 32.000 Pos, which in 2024 generated transactions of more than 3 billion euros. In addition, Credito Emiliano S.p.A. and Worldline Merchant Services Italia S.p.A. signed a long-term, up to 15 years, commercial agreement for the distribution of Worldline's products and services through Credito Emiliano S.p.A.'s network.

More information can be found in the press releases available on the Company website.

F.5.3 Holdings

Since 2018, Worldline holds a 20% minority shareholding in the Swiss mobile wallet TWINT.

In 2020, Worldline joined the European Payment Initiative (EPI) as third party acquirer. The joining of third-party acquirers will greatly contribute to the expansion of EPI's acceptance network on the merchant side in Europe and will allow EPI to build up its own payment ecosystem in the continent. The European Payments Initiative aims to create a unified pan-European payment solution.

In 2017 Worldline took a minority shareholding in the capital of the African fintech InTouch. As of the date of publication of the present document, Worldline, Total and CFAO respectively hold 33.39%, 24.99% and 7.63% of the share capital and voting rights of InTouch.

On 12 January 2023, Worldline completed the acquisition of a 40% stake in Online Payment Platform (OPP), a Dutch online Payment Service Provider with a dedicated payment solution for marketplaces and platforms and a specific focus in the C2C segment.

F.6 Contacts

F.6.1 Headquarters

Tour Voltaire

1, Place des Degrés

92800 Puteaux – France

+33 1 34 34 95 95

F.6.2 Global Organization

Merchant Services

Paul Marriott-Clarke

Financial Services

Alessandro Baroni

Mobility & e-Transactional Services

Caroline Jéséquel

F.6.3 Corporate functions

Chief Executive Officer

Pierre-Antoine Vacheron

Chief Financial Officer

Grégory Lambertie

General Secretary, Head of Legal & Compliance

Charles-Henri de Taffin

Operational excellence

Lisa Coleman

Chief Risk Officer

Joe Katz

Chief Technology & Operations

Christophe Duquenne

Chief People Officer

Florence Gallois

Group Head of M&A and Development,Strategy, Public and Regulatory Affairs

Pierre-Emmanuel Degermann

Corporate Social Responsibility Officer

Sébastien Mandron

F.6.4 Investors Relation

Institutional investors, financial analysts and individual shareholders can obtain information from:

Head of Investor Relations

Laurent Marie

Mail: laurent.marie@worldline.com

Investor Relations Officer

Peter Farren

Mail : peter.farren@worldline.com

Guillaume Delaunay

Mail: guillaume.delaunay@worldline.com

More information concerning the Company, such as financial information, AMF regulated information, corporate governance or corporate responsibility & sustainability, is available on the website of Worldline worldline.com.

Requests for information can also be sent by email to investor-relations@worldline.com.

F.7 Financial calendar

- April 23, 2025 : Q1 2025 revenue
- June 5, 2025 : Annual General Meeting
- July 30, 2025 : H1 2025 results
- October 21, 2025 : Q3 2025 revenue

G

Appendices

G.1 Glossary

G.1.1 Financial terms

Current and non-current assets or liabilities: A current and non-current distinction is made between assets and liabilities on the balance sheet. The Group has classified as current assets and liabilities those that it expects to realize, use or settle during its normal cycle of operations, which can extend beyond 12 months following the period-end.

Current assets and liabilities, excluding the current portion of borrowings and financial receivables, represent the Group's working capital requirement.

CAGR: The Compound Annual Growth Rate reflects the mean annual growth rate over a specified period of time longer than one year. It is calculating by dividing the value at the end of the period in question by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result. As an example:

Worldline 2020-2023 revenue CAGR = (Revenue 2023e/ Revenue 2020)(1/3) -1.

DSO: (Days' Sales Outstanding). DSO is the amount of trade accounts receivables (including work in progress) expressed in days' revenue (on a last-in, first-out basis). The number of days is calculated in accordance with the Gregorian calendar.

Net debt: Net debt comprises total borrowings (bonds, finance leases, short and long-term bank loans, securitization and other borrowings), short-term financial assets and liabilities bearing interest with a maturity of less than 12 months, less cash and cash equivalents (transferable securities, cash at bank and in hand).

Operating margin: Operating margin comprises operating income before major capital gains or losses on the disposal of assets, major integration and reorganization costs, impairment losses on long-term assets, net charge to provisions for major litigations, the release of opening balance sheet provisions no longer needed and costs related to long term incentives plans (IFRS 2).

EBITDA: (Earnings Before Interest, Tax, Depreciation and Amortization). For Worldline, EBITDA is based on Operating margin less restated from depreciation of fixed assets, net book value of assets sold / written off, net charge/release of pension provisions & net charge/release of provisions, rationalization and associated costs, integration and associated costs.

Adjusted EBITDA : (Earnings Before Interest, Tax, Depreciation and Amortization) is calculated as follows:

Operating margin:

- Less - Depreciation of fixed assets (as disclosed in the "Financial report");
- Less - Operating net charge of provisions (composed of net charge of provisions for current assets and net charge of provisions for contingencies and losses, both disclosed in the "Financial report");
- Less - Net charge of provisions for pensions (as disclosed in the "Financial report").

Gearing: The proportion, expressed as a percentage of net debt to total shareholders' equity (Group share and minority interests).

Interest cover ratio: Operating margin divided by the net cost of financial debt, expressed as a multiple.

Leverage ratio: Net debt divided by Adjusted EBITDA.

Operating income: Operating income comprises net income before deferred and income taxes, net financial expenses, share of net income from associates and the results of discontinued operations.

Normalized net income: Net income (Group share) before unusual and infrequent items, net of tax.

EPS (earnings per share): Basic EPS is the net income divided by the weighted-average number of common shares outstanding during the period. Diluted EPS is the net income divided by the diluted weighted-average number of common shares for the period (number of shares outstanding + dilutive instruments with dilutive effect). Normalized EPS is based on normalized net income.

Free cash flow: Represents the change in net cash or net debt, excluding equity changes, dividends paid to shareholders, net acquisitions/disposals.

Unlevered Free Cash Flow: FCF before cash costs of net financial debt.

G.1.2 Business KPI's (Key Performance Indicators)

Revenue

Organic growth: Organic growth represents the percent growth of a unit based on a constant scope and exchange rates basis.

TCV (Total Contract Value): The total value of a contract at signature (prevision or estimation) over its duration. It represents the firm order and contractual part of the contract excluding any clause on the decision of the client, as anticipated withdrawal clause, additional option or renewal.

Pipeline: The value of revenues that may be earned from outstanding commercial proposals issued to clients. Qualified pipeline applies an estimated percentage likelihood of proposal success.

Net Net Revenue information excluding schemes and partners fees, showing growth and margin levels from an NNR perspective to enable better comparison with peers.

Human Resources

Staff: The total number of employees under Worldline employment contracts at the end of the period. Staff includes those on long sickness or long absence, apprentices, trainees, and employees on maternity leave, but excludes subcontractors and interims.

FTE (Full-time equivalent staff): The total number of staff calculated using information from time sheets on the basis of working time divided by standard contractual workable time per employee. In general, a person working on a full time contract is considered as one FTE, whereas a person working on a part time contract would be less considered than one FTE.

Calculations are based on contractual working time (excluding overtime and unpaid holidays) with potential workable time (in hours or days) = nominal time + overtime balance – unpaid vacation. For subcontractors and interim staff, potential workable hours are based on the number of hours billed by the supplier to Atos.

Subcontractors: External subcontractors are third-party suppliers. Outsourced activities (*e.g.* printing or call center activities) and fixed price subcontracting are excluded from the recorded number of subcontractors or interims.

Interims: Staff from an agency for temporary personnel. Interims are usually used to cover seasonal peaks or for situations requiring staff for a short period of time.

Direct Staff: Direct staff includes permanent staff and subcontractors, whose work is billable to a third party.

Indirect staff: Indirect staff includes permanent staff or subcontractors, who are not billable to clients. Indirect staff is not directly involved in the generation of products and/or services delivered to clients.

Permanent staff: Permanent staff members have a contract for an unspecified period of time.

Temporary staff: Temporary staff has a contract for a fixed or limited period of time.

Staff turnover and attrition rate (for legal staff): Turnover and attrition rates indicate the proportion of legal staff that has left the Group (voluntary and/or involuntary) in a defined period:

- Turnover measures the percentage of legal staff that has left the business in a defined period;
- Attrition measures the percentage of legal permanent staff that has voluntarily left the business in a defined period. Attrition rate is a ratio based on total voluntary leavers in the period on an annual basis divided by the average number of permanent staff in the period.

G.1.3 Market terms

Dilutive instruments: Financial instruments such as bonds, warrants, stock subscription options, free shares, which could be converted into shares and have therefore a potential dilutive impact on common stock.

Dividends: Cash or stock payments from a company's profits that are distributed to stockholders.

Enterprise Value (EV): Market capitalization + debt.

Free float: Free float is the proportion of a company's share capital that is regularly traded on the stock exchange. It excludes shares in the six categories listed below (source Euronext):

- Shares held by Group companies: Shares of the listed company held by companies that it controls within the meaning of article 233/3 of the French Commercial Code;
- Shares held by founders: shares held directly or indirectly by the founders (individuals or family group) when these founders have managerial or supervisory influence (management positions, control by voting rights, influence that is a matter of public knowledge, etc.);
- Shares held by the State: Interests held directly by the State, or by public sector or other companies which are themselves controlled by the State;
- Shares within the scope of a shareholders' agreement: Shares subject to a shareholders' agreement within the meaning of article 233/10 and 11 of the French Commercial Code, and other than those held by founders or the State;
- Controlling interest: Shares held by juridical persons (other than founders or the State) exercising control within the meaning of article 233/3 of the French Commercial Code;
- Interests considered stable: Interests exceeding 5%, which have not declined by one percentage point or more, excluding the impact of dilution, in the three preceding years. This category also includes shareholders that, in addition to or in association with the link represented by share ownership, have recently entered into significant industrial or strategic agreements with the Group.

Dilutive instruments: dilutive instruments are financial instruments (bonds, share subscription warrant, share subscription options, free shares) that can be converted in shares and that have therefore a dilutive impact on the share capital.

PER (Price Earnings Ratio): Market capitalization divided by net income for a trailing (or forward) 12-month period.

Market capitalization: The share price of a company multiplied by the number of its shares in issue.

G.1.4 Market terms

3-D Secure: VISA security standard enabling an issuer to authenticate cards used for online payments. 3-D Secure is intended to replace Secure Electronic Transaction (SET).

Acquirer/acquiring bank: Financial institution that enters into an agreement with an accepting party to acquire data from card-based transactions and enter such data into the issuer's settlement system. A single financial institution may be both an acquirer and an issuer.

Acquiring: Process by which an acquirer receives payment transaction data from an accepting party, generally a merchant, pursuant to its agreement with such accepting party.

Acquiring Processing: Set of technical operations performed to carry out the acquirer's activity, which may be sub-contracted to a specialized company.

API: Application programming interface.

ATM: Automated teller machine.

Authentication: Procedure that allows the payment service provider to verify the use of a specific payment instrument, including its personalized security features.

Authorization: Approval or guarantee given by the issuer to the acquirer. The authorization implies that the issuer will honor the transaction.

Chargeback: An offsetting mechanism whose purpose is to reverse an initial payment or withdrawal on the grounds that the transaction in question should not be processed due to the accepting party's failure to comply with security rules.

Clearance/clearing: A mechanism permitting banks and financial institutions to carry out transactions. A transaction always has a debtor and a creditor. Clearance is evidenced by accounting entries recording the transaction. The credit to the creditor's account is said to offset the debit to the debtor's account.

Closed loop payment card: Payment card for which processing goes directly from the payment terminal to the card issuer's system without going through a third party.

Cloud: Concept consisting of the transfer to distant servers of storage and data processing traditionally held on local servers or the user's hardware.

CMS/Card Management System: Software for managing a fleet of cryptographic devices such as smart cards.

Commercial acquiring: The business of acquiring, which consists in carrying out card payments made by a merchant's customers and includes receiving funds from issuing banks and depositing the proceeds, net of a "merchant service charge", into the merchant's account.

Commercial processing/processing: Set of technical operations performed to carry out a merchant's payment transactions.

CRM/customer relationship management: Management of the customer relationship.

Cross-channel/omni-channel: Adoption of new behavior by customers who change channels during their decision-making process, where previously they were required to perform all of the steps in the process (identification of a need, search for information, evaluation of the alternatives, selection, post-purchase evaluation) through the only channel available.

Cryptographic accelerator: Electronic device that increases the speed of encryption operations on payment terminals.

CSM: Clearing and settlement mechanism.

Data center: Physical site used to house the equipment comprising a business's information system (central computers, servers, storage facilities, network and telecommunications equipment, etc.).

DCC/Dynamic Currency Conversion: Financial service in which holders of credit cards have the cost of a transaction converted to their local currency when making a payment in a foreign currency.

e/m Payment: e-Payment or m-Payment.

e-Banking or online banking: Refers to Internet banks offering their customers remote banking services, without using tellers or physical branches for carrying out their transactions.

e-Commerce: The sale or purchase of goods or services by a business, an individual, a governmental authority or any other public or private organization, carried out through a computer network.

e-Consumer: A consumer who carries out transactions using digital technologies.

e-Government: The use of digital technologies (often by Internet) to provide government services.

Electronic wallet/e-Wallet: A device for storing currency without any need for a bank account, and for making direct online payments through a payment terminal. By extension, a device permitting unique and user-friendly access to several payment solutions (for example, credit cards or debit cards).

EMV: Europay - MasterCard - Visa. International standard governing payment cards with chips as well as the performance of payment terminals. EMV cards and terminals must be certified pursuant to the procedures required by EMV Co, the supervisory body for the EMV standard.

Encryption: Application of mathematical theory to create techniques and algorithms to be applied to data to ensure its confidentiality, integrity and/or authentication, for example.

e-Payment: Means of performing commercial transactions for the exchange of goods or services on the Internet.

E-Ticketing: Electronic system enabling the issuance, verification and payment of tickets, in particular in the area of public transportation.

HCE/Host Card Emulation: Virtual representation of a physical smart card using software on a mobile telephone.

HSM/Hardware Security Module: Electronic equipment providing security services consisting of the generation, storage and protection of encryption keys.

Interchange fees: The amount that the acquiring bank (the merchant's counterparty) must pay to the issuing bank (the bank that issued the card to the cardholder) each time the card is used for a customer's payment to a merchant.

Issuer/issuing bank: Financial institution (or similar) that issues a card to a cardholder.

Issuing: Issuance of means of payment such as credit cards, debit cards and pre-paid cards.

Issuing Processing: Set of technical operations performed to carry out the issuer's activity, which may be sub-contracted to a specialized company.

ITSO: Integrated Transport Smartcard Organization.

Kiosk: An interactive terminal.

Licensed payment institution: Legal entity authorized pursuant to the Payment Services Directive to provide payment services.

M2M/machine to machine: Technology allowing for communications between machines without human intervention.

m-Commerce/mobile commerce: The use of wireless technologies, more specifically mobile telephony technology, to conduct commercial transactions.

m-Payment/mobile payment: Transaction carried out from a mobile telephone and charged to a credit or debit card, the operator's invoice or an electronic wallet.

NFC/Near-Field Communication: Near-Field Communication. Short-range, high-frequency wireless communication technology permitting the exchange of information between devices up to a distance of approximately ten centimeters.

OBeP/Online Banking e-Payments: Type of payment network developed by the banking industry in coordination with technology providers, designed specifically to meet the unique requirements of payments made by Internet.

Omni-commerce: Refers to cross-channel commerce solutions.

Open Payments: Technology based on contactless payment card usage in order to settle fares.

Payment collecting: Centralization of worldwide payment transactions with numerous local acquirers for a given merchant.

Payment gateway: Internet site permitting the Acceptance of online payments and accessible through numerous other websites.

Payment scheme: Commonly refers to an organization in charge of defining and ensuring compliance with rules specific to a method of payment. Visa and MasterCard are payment schemes.

Payment services: Services enabling cash to be placed on or withdrawn from a payment account, as well as all the operations required for managing a payment account; execution of payment transactions; transmission of funds; issuance of payment instruments and/or acquisition of payment orders; execution of payment transactions where the consent of the payer is given by means of a telecommunication, digital or IT device and the payment is made to the telecommunication, IT system or network operator, acting only as an intermediary between the payment service user and the supplier of the goods and services.

Payment Services Directive: European Directive 2007/64/CE of November 13, 2007 on payment services in the internal market.

Payment services hub: Electronic payment platform that enables centralized processing of batch and individual payments on a single end-to-end platform, irrespective of instrument type, value of payment, customer, channel or transaction type. It supports standards based interfaces and provides a holistic, real-time view and sharing of information across all payments.

Payment terminal/Terminal: Equipment used for electronic payments. Terminal that performs electronic reading of payment cards, certain verifications of validity and automatic transmission of transactions to the acquirer.

PCI/Payment Card Industry: Association of the principal payment schemes: Visa, MasterCard, American Express, Discover, and JCB.

PCI-DSS: Payment Card Industry – Data Security Standard. Data security standard developed by the Payment Card Industry.

PEACH: Pan-European Automated Clearing House.

Peer-to-Peer: Computer network model similar to the client-server model but in which each client is also a server.

PIN: Personal identification number. A secret code required in order to confirm a user's identity.

POS/Point Of Sale: The location where a commercial transaction takes place. A point of sale may include several points of Acceptance (for example, a supermarket is a point of sale, whereas each of the supermarket's cash registers is a point of Acceptance). With rare exceptions, any French point of sale is legally defined by its SIRET number.

POS terminal: Terminal combining the functions of a payment terminal with other functions relating to the merchant's business and to payments other than by card, such as cash or cheque.

Private label card: Card issued by a merchant or a non-financial institution and used for the purchase of goods and services.

SaaS/Software-as-a-Service: Software-as-a-Service. Commercial software delivery model in which software is installed on distant servers rather than on the user's machine.

SEPA: The Single Euro Payments Area, a project initiated in 2002 by credit institutions to make payments among 34 European countries as easy and as secure as domestic payments, by putting in place three European payment methods, namely wire transfer, direct debit and payment by card.

Settlement: Payment of funds by the acquirer either directly into the merchant's bank account or through the payment service.

SIPS: Secure Internet Payment Services. A secure online, cross-channel payment processing solution.

SOA: Service-oriented architecture. Middleware architecture model enabling interaction among applications by providing services (in the form of software components) with strong internal consistency but loose coupling to external components.

Token: Anonymous digital identifier that can be transferred between two entities over the internet.

VAS: Value added services.

White label: A service or solution produced by one entity, the producer, that another entity, the marketer, rebrands and distributes to make it appear as if it had made it.

G.2 Cross-reference tables

G.2.1 Cross-reference table for the Universal Registration Document

The cross-reference table below identifies the information required by Annex 1 and 2 of the Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 relating to the Regulation (EU) 2017/1129 of June 14, 2017 in accordance with the structure of the Universal Registration Document.

N°	Appendices 1 and 2 of the delegated regulation (EU) 019/980 of March 14, 2019	2024 Universal Registration Document	Page number
Section 1	**Persons responsible, third party information, experts' reports and competent authority approval**		
Point 1.1	Indication of persons responsible	F.1.1 Name and position of the person responsible for the Universal Registration Document	438
Point 1.2	Declaration by persons responsible	F.1.1 Name and position of the person responsible for the Universal Registration Document	438
Point 1.3	Name, address, qualification and material interest in the issuers of experts		
Point 1.4	Confirmation of the accuracy of the source from a third party	Preliminary notes	4
Point 1.5	Statement from the designated authority with no prior approval	AMF insert	3
Section 2	**Statutory auditors**		
Point 2.1	Names and addresses of the auditors	F.1.3 For the audit	438
Point 2.2	Information regarding changes of statutory auditors during the period		
Section 3	**Risk factors**	D.2 A tailor made framework D.3 Risk factors	314 323
Section 4	**Information about the issuer**		
Point 4.1	Legal and commercial name of the issuer	F.2.2.3 Other Information	439
Point 4.2	Place and number of registration	F.2.2.3 Other Information	439
Point 4.3	Date of incorporation and length of life of the issuer	F.2.2.3 Other Information	439
Point 4.4	Domicile and legal form of the issuer, legislation under which the issuer operates, its country of incorporation and address and telephone number of its registered office	F.2.2.3 Other Information	439
Section 5	**Business overview**		
Point 5.1	Main activities	A.1 Worldline: a snapshot A.11 Group's businesses	8 46
Point 5.1.1	Nature of the issuer operations and main activities	A.1 Worldline: a snapshot A.11 Group's businesses	8 46
Point 5.1.2	New products or services developed	A.11 Group's businesses	46
Point 5.2	Principal market	A.6 The payments industry	27
Point 5.3	Important business events	A.3 2024 Key highlights E.3.5.4. 2024 and subsequent key trading dates	12 436
Point 5.4	Strategy and objectives	A.4 Group's Strategy, Technology, and competitive strengths C.2 2025 outlook	14 205

G

N°	Appendices 1 and 2 of the delegated regulation (EU) 019/980 of March 14, 2019	2024 Universal Registration Document	Page number
Point 5.5	Dependence on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes	D.3.1 Operational Risks; A.4 Group's Strategy, Technology, and competitive strengths	323 14
Point 5.6	Basis for statements made by the issuer regarding its competitive position	A.4 Group's Strategy, Technology, and competitive strengths Preliminary notes	14 4
Point 5.7	Investments	A.2 Formation of the Group C.4.7 Notes to the consolidated financial statements NOTE 3 F.5 Subsidiaries and participation C.3.2.1 Investments	9 224 444 210
Point 5.7.1	Main investments	A.2 Formation of the Group C.4.7 Notes to the consolidated financial statements NOTE 3 F.5 Subsidiaries and participation; C.3.2.1 Investments	9 224 444 210
Point 5.7.2	Material investments of the issuer that are in progress or for which firm commitments have already been made, including the geographic distribution of these investments and the method of financing	A.3 2024 Key facts F.5 Subsidiaries and participation C.3.2.2 Significant existing or planned property, plant and equipment	12 444 211
Point 5.7.3	Main joint ventures and undertakings in which the issuer holds a proportion of the capital	F.5 Subsidiaries and participation	444
Point 5.7.4	Environmental matters	A.5 Corporate Social Responsability B.2 Environment	21 96
Section 6	**Organizational structure**		
Point 6.1	Brief description of the Group	A.1 Worldline: a snapshot	8
Point 6.2	List of significant subsidiaries	F.5.1 Important subsidiaries	444
Section 7	**Operating and financial review**		
Point 7.1	Financial condition		
Point 7.1.1	Analysis of development and performance or position including both financial and, where appropriate, non-financial Key Performance Indicators	A.1 Worldline: a snapshot A.3 2024 Key highlights A.5 Corporate Social Responsability C.1 Operational review C.3 Financial review C.4 Consolidated financial statements	8 12 21 202 206 213
Point 7.1.2	Likely future development in the field of research and development	A.4 Group's Strategy, Technology, and competitive strengths A.11 Group's businesses	14 46
Point 7.2	Operating results	C.3 Financial review	206
Point 7.2.1	Unusual or infrequent events or new developments materially affecting the issuer's income	C.1 Operational review C.3 Financial review C.4.7 Notes to the consolidated financial statements NOTE 4	202 206 225
Point 7.2.2	Discussion about material changes in net sales or revenues	C.1 Operational review A.11 Group's businesses	202 46

G

N°	Appendices 1 and 2 of the delegated regulation (EU) 019/980 of March 14, 2019	2024 Universal Registration Document	Page number
Section 8	**Capital resources**		
Point 8.1	Issuer's capital resources	E.3 Evolution of capital and stock performance C.3.3 Financing policy C.4.6 Consolidated statement of changes in shareholder's equity	423 211 220
Point 8.2	Sources and amounts of the issuer's cash flows	C.3.2 Cash flow C.4.5 Consolidated cash flow statement	209 219
Point 8.3	Information on the borrowing requirements and funding structure	C.3.3 Financing policy	211
Point 8.4	Restrictions on the use of capital resources	D.3.5 Financial Risk; D.3.3 Compliance & Legal Risks	328 323
Point 8.5	Anticipated sources of funds to fulfill commitments	C.3.3 Financing policy	211
Section 9	**Regulatory environment**		
Point 9.1	Information regarding any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations	A.7 A regulated Company A.6 Payment industry D.3.2 Compliance & Legal Risks	34 27 327
Section 10	**Trend information**		
Point 10.1	Most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year	C.2 2025 outlook	205
Point 10.2	Known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects	A.6 Payment industry A.8 Worldline's business model	27 39
Section 11	**Profit forecasts or estimates**		
Point 11.1	Profit forecasts or estimates publications	C.2 2025 outlook	205
Point 11.2	Statement setting out the principal assumptions upon which the issuer has based his forecast or estimate	C.2 2025 outlook	205
Point 11.3	Statement pointing out the comparison with historical financial information consistent with the issuer's accounting policies	C.1.1 Statutory to constant scope and foreign exchange rates reconciliation C.4 Consolidated financial statements	202 213
Section 12	**Administrative, management and supervisory body and senior management**		
Point 12.1	Information regarding the members - Name, business addresses and functions - Detail of the nature of any family relationship - Relevant management expertise and management experience - Detail of any convictions	A.13 Worldline's governance E.1.3 The Board of Directors: Membership and organizational principles	66 337
Point 12.2	Conflict of interest	B.4.1 Governance and Business Conduct (G1-GOV1) E.1.3.11 Potential Conflicts of Interest and Agreements	167 361
Section 13	**Remuneration and benefits**		
Point 13.1	Remuneration and benefits in kind	E.2 Compensation of Company Officers; B.3 Social	375 130
Point 13.2	Pension, retirement or similar benefits	C.4.7 Notes to the consolidated financial statements NOTE 14	237

N°	Appendices 1 and 2 of the delegated regulation (EU) 019/980 of March 14, 2019	2024 Universal Registration Document	Page number
Section 14	**Board practices**		
Point 14.1	Current term office	E.1.3.1.2 Balanced and complementary membership E.1.2.1 Mode of Governance	339 335
Point 14.2	Contracts providing benefits upon termination of employment		
Point 14.3	Information about Audit Committee and Remuneration Committee	E.1.5 Operation of the Board Committees	367
Point 14.4	Statement related to corporate governance	E.1.1 Compliance with the AFEP-MEDEF Code – Corporate Governance Framework	334
Point 14.5	Potential material impacts on the corporate governance	E.1 Corporate Governance	334
Section 15	**Employees**		
Point 15.1	Number of employees	A.8 Worldline's business model	39
Point 15.2	Performance share and stock-options	E.2.3 Performance share plans and stock option plans	408
Point 15.3	Arrangements involving the employees in the capital of the issuer	E.2.3 Performance share plans and stock option plans	408
Section 16	**Major shareholders**		
Point 16.1	Identification of the main shareholders holding more than 5%	E.3.1.2. Ownership of the Company's shares in the past three years and free float E.3.4.5 Threshold crossing	423 428
Point 16.2	Types of voting rights	E.3.4.8. Shareholders' voting rights	429
Point 16.3	Ownership and control	E.3.4.9. Control of the Issuer	430
Point 16.4	Arrangements which may result in a change in control of the issuer		
Section 17	**Related party transactions**	**C.7 Related party transactions**	**307**
Section 18	**Financial information concerning the issuer's assets and liabilities, financial position and profits and losses**		
Point 18.1	Historical financial information	A.12 2024 Key figures and Revenue profile	62
Point 18.1.1	Audited historical financial information covering the latest three years	Preliminary notes	4
Point 18.1.2	Change of accounting reference date		
Point 18.1.3	Accounting standards	C.4.7 Note 2 Accounting rules and policies; C.5.4.3 Rules and accounting methods	221 286
Point 18.1.4	Change of accounting framework	B.4.7 Note 2 Accounting rules and policies; C.5.4.3 Rules and accounting methods	221 286
Point 18.1.5	Financial information according to French accounting standards	C.6 Parent company financial statements; C.7 Other financial information relating to Worldline SA	277 305
Point 18.1.6	Consolidated financial statements	C.4 Consolidated financial statements	213
Point 18.1.7	Age of latest financial information	C.4 Consolidated financial statements; C.5 Parent company financial statements	213 277
Point 18.2	Interim and other financial information		
Point 18.2.1	Quarterly or half-yearly financial information		

G

N°	Appendices 1 and 2 of the delegated regulation (EU) 019/980 of March 14, 2019	2024 Universal Registration Document	Page number
Point 18.3	Auditing of historical annual financial information		
Point 18.3.1	Independent audit of historical annual financial information	C.5.1 Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2024	277
Point 18.3.2	Other information in the registration document audited by auditors	B.5 Report of one of the Statutory Auditor on the certification of sustainability information	182
Point 18.3.3	Source of information and reason for information not to be audited		
Point 18.4	Pro forma *financial information*		
Point 18.5	Dividend policy	E.3.2. Dividends	424
Point 18.5.1	Description of the issuer's policy on dividends	E.3.2. Dividends	424
Point 18.5.2	Amount of dividend per share	E.3.2. Dividends	424
Point 18.6	Legal and arbitration proceedings	D.4 Legal proceedings	329
Point 18.7	Significant changes in the issuer's financial position	C.3 Financial review; C.4 Consolidated statement of financial position	206 213
Section 19	**Additional information**		
Point 19.1	Share Capital	E.3.4 Capital	425
Point 19.1.1	Amount of issued capital	E.3.4 Capital	425
Point 19.1.2	Shares not representing capital		
Point 19.1.3	Shares held by or on behalf of the issuer itself	E.3.4 Capital	425
Point 19.1.4	Convertible securities, exchangeable securities or securities with warrants	E.3.4.3 Other securities giving access to share capital	425
Point 19.1.5	Information about and terms of any acquisition rights and or obligations over authorized but unissued capital or an undertaking to increase the capital	E.3.4.3 Other securities giving access to share capital	425
Point 19.1.6	Information about any capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option and details of such options including those persons to whom such options relate	E.3.4.3 Other securities giving access to share capital	425
Point 19.1.7	History of share capital	E.3.4.2 Stock evolution for the past three years	425
Point 19.2	Memorandum and Articles of Association	F.2.3 Main provisions of the bylaws	440
Point 19.2.1	Register and entry number of the issuer and brief description of the issuer's object and purposes	F.2.2.3 Other Information	439
Point 19.2.2	Rights, preferences and restrictions attached to each share category	E.3.4.8. Shareholders' voting rights	429
Point 19.2.3	Article of association, statutes, charter or bylaws delaying, deferring or preventing a change of control of the issuer	E.3.4.8. Shareholders' voting rights; E.3.4.4. Current authorizations to issue shares and other securities	429 426
Section 20	**Material contracts**	**C.1 Operational review; D.3.5.1 Customer Concentration; C.7 Related party transactions**	**202 328 307**
Section 21	**Documents on display**	**E.3.3. Documentation; F.2.3 Main Provisions of the bylaws**	**424 440**

G

G.2.2 Cross-reference table for the Financial report

In order to facilitate the reading of this document, the cross-reference table, hereafter, allows identifying in this Universal Registration Document, the information which constitutes the Annual Financial report having to be published by the listed companies in accordance with article L. 451-1-2 of the French Monetary and Financial Code and article 222-3 of the French Market Authorities' General Regulations.

G

G.2.3 Cross-reference tables with the Annual Management Report

The cross-reference table below identifies in the 2020 Universal Registration Document the information included in the Annual Management Report to be provided by the Company's Board of Directors, as required by articles L. 225-100 *et seq*. of the French Commercial Code.

G

G

G.2.4 Cross-reference tables with the report on Corporate Governance

The 2024 Universal Registration Document includes all corporate governance-related items required under article L. 225-37 et seq of the French Commercial Code to be included in the Board of Directors' report on Corporate Governance. Consequently, the following table allows identifying in the 2024 Universal Registration Document the required information.

Information required under L.225-37	Section of the 2023 Universal Registration Document	Page number
Governance *(L. 22-10-10 CCom)*		
List of mandates and functions exercised by each corporate officer during the financial year	E.1.3.1 Works and membership of the Board of Directors E.1.3.1.4 Directors' biographies	337 341
Agreements entered into between a subsidiary and a corporate officer or a shareholder holding more than 10% of the voting rights		
Table of on-going delegations to proceed to share capital increase	E.3.4.4. Current authorizations to issue shares and other securities	426
Choice of terms and conditions to exercise the general management of the Company	E.1.2.1 Mode of Governance	335
Composition of the Board of Directors and conditions of organization of the works of the Board	E.1 Corporate Governance E.1.3.1 Works and membership of the Board of Directors E.1.4.2 The Works of the Board of Directors	334 337 365
Diversity Policy	E.1.3.2 Diversity Policy of the Board of Directors	354
Limitations of powers on the Chief Executive Officer	E.1.2.1 Mode of Governance	335
Recommendations of Corporate Governance Code which are not followed and place where Code may be consulted	E.1.1 Compliance with the AFEP MEDEF Code – Corporate Governance Framework	334
Specific terms and conditions of participation in general meetings	F.2.3 Main provisions of the bylaws F.3 2025 Shareholders' General Meeting	440 442
Assessment of related-party agreements	E.1.3.13 Regulated Agreements	363
Executive Compensation *(L. 22-10-8 et L. 22-10-10 CCom)*		
Presentation of the corporate officers' compensation policy	E.2.1 Compensation policies of the Company Officers for 2025	375
Corporate officers' compensation paid during the closed financial year or awarded in relation thereto	E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2024 submitted to a shareholder vote	385
Proportion between the fixed and variable compensation	E.2.1 Compensation policies of the Company Officers for 2025 E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2024 submitted to a shareholder vote	375 385
The use of the possibility to ask for the restitution of the paid compensation	E.2.1 Compensation policies of the Company Officers for 2025	375
Undertakings in favor of corporate officers in case of taking up, ending or change of functions or after the exercise of these functions.	E.2.1 Compensation policies of the Company Officers for 2025 E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2024 submitted to a shareholder vote	375 385

Information required under L.225-37	Section of the 2023 Universal Registration Document	Page number
Compensation paid or awarded by a consolidated company	E.2.1 Compensation policies of the Company Officers for 2025 E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2024 submitted to a shareholder vote	375 385
Ratios between the corporate officers' compensation and the employees' average compensation	E.2.2.6 Compensation ratio and other indicator	398
Annual evolution of the compensation, the Company's performance, the employees' average compensation, and the hereabove mentioned ratios over the last five years in a way that allows comparison	E.2.2.6 Compensation ratio and other indicators	398
Compliance of the total compensation with the compensation policy adopted	E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2024 submitted to a shareholder vote	385
How the last general meeting's vote on the compensation policy was taken into account	E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2024 submitted to a shareholder vote E.2.2.5 Components of compensation due or paid to members of the Board of Directors for the 2024 financial year	385 397
Derogation and deviation from the procedure for the establishment of the compensation policy		
Implementation of the legal provisions regarding the discontinued payment of the Directors' compensation, if applicable		
Elements likely to have an impact in case of public offer *(L. 22-10-11 CCom)*		
Structure of share capital of the Company	E.3.1.2. Ownership of the Company's shares in the past three years and free float	423
Limitations on the exercise of voting rights and share transfers as per the bylaws	E.3.4.8 Shareholders' voting rights	429
Direct or indirect shareholding in the share capital of the Company	E.3.1.2. Ownership of the Company's shares in the past three years and free float	423
List of holders of any securities with special control rights		
Control mechanisms in employee shareholding systems		
Agreements between shareholders which may result in restrictions to share transfers and the exercise of voting rights	E.3.4.6 Shareholders' agreement	429
Rules applicable to the appointment and replacement of Board members and the amendment of the bylaws of the Company	F.2.3.1 Governance, Regulated Party, Agreements	440
Powers of Board of Director's (in particular for the issuance or buyback of shares)	E.3.4.4 Current authorizations to issue shares and other securities	426
Agreements entered into by the Company that are either amended or terminated inn case of change of control of the Company	E.3.4.11 Agreements entered into by the Company that are amended or terminated in the event of a change of control of the Company	430
Agreements providing for indemnities to Board members or employees upon termination of their employment contract, by resignation or termination without real and serious cause, or pursuant to a purchase or exchange public offer	E.1.1 Compliance with the AFEP-MEDEF Code –Corporate Governance Framework	334

G

In addition to the foregoing report on Corporate Governance items, the Universal Registration Document includes the following additional corporate governance-related items recommended by the AFEP-MEDEF Code. The items recommended by the AFEP-MEDEF Code which also fall within the list of legally required items under articles L. 225-37 *et seq*. of the French Commercial Code (as above mentioned) are not included in the below table.

Information recommended under the AFEP-MEDEF Code of Corporate Governance	Section of the AFEP-MEDEF Code	Section of the 2023 Universal Registration Document
Board of Directors' activity	1.8	E.1.5 Operation of the Board Committees
Internal Rules of the Board of Directors	2.2	E.1.5 Operation of the Board Committees
Quantitative and qualitative criteria that led to the evaluation of the significance or otherwise of the relationship with the Company or its Group	10.5.3	E.1.3.5.1 Definition of an Independent Director
Assessment of the works of the Board of Directors	11.3	E.1.6 Assessment of the work of the Board of Directors
Number of meetings of Board of Directors and of Board Committees held in the past financial year and information relating to Directors' individual attendance at such meetings	12.1	E.1.4.1 Board and Committee's Meetings attendance in 2024
Start and end dates of Directors' term of office, Directors' nationality, age and principal position, list of names of the members of each Board's Committees	15.3	E.1.3.1.1 Balanced Membership
Description of the Committees activities in the past financial year	16.2	E.1.5 Operation of the Board Committees
Number of shares held by the Directors	21	E.1.3.1.1 Balanced and complementary membership
Rules for allocation of Directors' compensation and individual amounts of payments made in this regard to the Directors	22.4	E.2 Compensation of company officers
Minimum number of registered shares that Senior Officers must retain	23	E.1.3.9 Shareholding Obligations
Recommendation of the High Committee and reasons why the Company decided not to comply with	28.1	E.1.1 Compliance with the AFEP-MEDEF Code –Corporate Governance Framework

G

Design and Production
POMELO PARADIGM
pomelo-paradigm.com/pomdocpro/

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**

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.