2023
FINANCIALS

Contents

A. ACTIVITY REPORT

A.1 Worldline in 2023

January

On January 12, Worldline announced the completion of the acquisition of a 40% stake in Online Payment Platform B.V.. Founded in 2011, Online Payment Platform (OPP) is a Dutch online Payment Service Provider with a dedicated payment solution for marketplaces and platforms and a specific focus in the C2C segment. The transaction enriches the growth profile of Worldline and enables synergy for both parties involved through Worldline's sale infrastructure. This transaction is perfectly in line with Worldline's strategic roadmap as it expands its exposure into e-commerce and brings a proven technological brick with a unique solution built from the ground up.

February

On February 21, Worldline announced its full year results 2022. Worldline's FY 2022 revenue reached € 4,364 million, representing a strong +10.7% revenue organic growth, above its objective to reach 8% to 10% revenue organic growth in 2022. This achievement was reached by a solid growth in Merchant Services reflecting the widespread and rapid shift towards digital payments as well as the Group's strong positioning following the acquisition of Ingenico. The Global Business Unit represented 70% of total Group revenue in 2022. Mobility & e-Transactional Services (8% of 2022 Group revenue) also contributed to growth, delivering a strong +7.3% organic growth over the year thanks to several major projects and the recovery of the public transport sector. Financial Services (22% of 2022 Group revenue) were up by +2.5% in 2022 with solid revenue flows partly compensating the temporary impact from the price decrease conceded by the Group for the renewals of historical large contracts of Equens end of 2021.

Reaching € 1,133 million in 2022, the Group's Operating Margin before Depreciation and Amortization (OMDA) was up by +15.7% at constant scope and exchange rates in 2022. It represented 26.0% of revenue, an organic improvement by +110 basis points, in line with the objective of the year.

Free cash flow reached € 520 million in 2022, up by +25.5% compared to 2021, representing a 45.9% cash conversion of OMDA (free cash flow divided by OMDA), above the objective of the year to reach circa 45%.

March

On March 28, Worldline announced having completed the acquisition of Banco Desio's merchant acquiring activities and the set-up of a commercial partnership aiming to leverage Banco Desio's banking network in order to distribute Worldline's payment products and services to merchant customers of the bank in Italy. Banco Desio merchant acquiring activities will be combined within Worldline's MS Italy joint venture created following the acquisition of Axepta Italy early 2022 owned at 80% by Worldline. As part of the transaction, Worldline also enters a long-term commercial partnership with Banco Desio aiming to leverage its strong banking network as a key commercial channel in order to distribute Worldline's best-in-class payment product and services to merchants.

April

On April 19, Worldline and Crédit Agricole announced the signing of a non-binding exclusive agreement regarding a strategic partnership to create a major player in the French payment market. The contemplated alliance between Crédit Agricole and Worldline is a unique opportunity for both companies to significantly expand their merchant services activities in this high-potential market. Leveraging the strengths of the two companies, the contemplated partnership would offer a state-of-the-art combination of technological and commercial offerings at scale allowing to adequately respond to any type of evolving merchant needs, whether local or global. It would be fueled by:

- Worldline's vertical expertise embedded into strong instore and online capabilities to serve merchants at scale thanks to its global solutions, platforms and payment applications, and;
- Crédit Agricole's strong distribution networks through the 39 Crédit Agricole 's Regional Banks and LCL bank, combining a deep French market presence with more than 16,000 banking advisors for enterprises and local knowledge in merchants acquiring.

The partnership would be ensured by the set-up of a fully licensed joint-company between Crédit Agricole and Worldline. The joint-company would be majority owned (50% of total capital plus one share) and fully consolidated by Worldline. It would be in charge of leveraging Worldline's global European processing platforms and of developing all the innovative products dedicated to the French market. The joint-company would also be in charge of the commercial development of the alliance, both directly for largest merchants in particular, and by providing an active support to the bank distribution channels.

The contemplated joint-company, fully operational by 2025, would offer to the key accounts in France a full-service offering leveraging Worldline's global acceptance and acquiring platform, including the domestic "Cartes Bancaires" scheme. In parallel, Worldline would be able to offer to its international merchants an access to the domestic scheme, further expanding its broad range of payment schemes.

The contemplated operation remains subject to both parties' works council consultation and to corporate authorizations and customary regulatory approval:

- 2023-2024: Joint investment phase of € 80 million equally financed by Worldline and Crédit Agricole for the product and offering design, and joint company implementation
- 2025 onwards: Full implementation of the joint company starting to generate revenues and OMDA.

On April 26, Worldline announced its revenue for the first quarter of 2023 reflecting a solid start of the year. Worldline's Q1 2023 revenue reached € 1,070 million, representing a +9.2% organic growth. This achievement was notably reached thanks to the solid growth in Merchant Services at +12.6% organically, fueled by payment volumes both instore and online in commercial acquiring activities. Financial Services was up by +2.3%, a performance in line with anticipated full year trajectory with good commercial developments and the beginning of the ramp-up phase of new contracts. Finally, Mobility & e-Transactional Services benefited of a solid underlying growth but remained impacted, as already disclosed, by the re-insourcing of a secured mail telco operator contract end of H1 22, leading to an overall flat performance in Q1 2023. 2023 objectives and 2024 ambition have been confirmed

May

On May 10, Worldline announced the launch of a tender offer for repurchase for cash (the "Tender Offer") on its € 600,000,000 1.625% bonds due September 2024 (ISIN: FR0013281946) issued in 2017 (the "Series A Bonds") and on its € 500,000,000 0.25% bonds due September 2024 (ISIN: FR0013448032) issued in 2019 (the "Series B Bonds" and together with the Series A Bonds, the "Bonds"). The Tender Offer begins on Wednesday 10 May 2023 and will expire on Tuesday 16 May 2023 at 5:00pm (CET).

On May 12, Worldline announced the implementation of its new employee shareholding plan reserved for members of the Worldline Group Savings plan « Boost 2023 ». This share capital increase is part of the development of employee shareholding, which is an objective of the Worldline Group, and allow to recognize the contribution of employees to Worldline's overall performance as well as to strengthen their sense of belonging by offering them the possibility of being associated with the Group's long-term strategy.

On May 17, Worldline announced the results of the tender offer on its bonds due in September 2024. The nominal amount validly tendered and accepted for purchase by Worldline in connection with the Tender Offer amounted to € 385,600,000 and is split as follows:

- € 245,300,000 of the Series A Bonds at a purchase price of 97.656% plus 1.117% accrued interest, of which € 354,700,000 will remain outstanding after cancellation of the repurchased Bonds, and;
- € 140,300,000 of the Series B Bonds at a purchase price of 95.891% plus 0.168% accrued interest, of which € 359,700,000 will remain outstanding after cancellation of the repurchased Bonds.

The settlement date for the Tender Offer occurred in 22 May 2023. The Bonds redeemed have been cancelled.

June

On June 8, Worldline held its Shareholders' General Meeting chaired by Bernard Bourigeaud, Chairman of the Board of Directors. The General Shareholders Meeting was held physically and gathered a large quorum of 80.20%. It was broadcasted live and is available for replay on the Company's website. All resolutions have been approved. The General Meeting approved the renewal of Director's term of office of Giulia Fitzpatrick, Bernard Bourigeaud* , Gilles Grapinet, Gilles Arditti* , Aldo Cardoso* and Thierry Sommelet* for a term of three (3) years. All renewed directors assigned to committees retain their membership. At the end of this General Meeting, the Board of Directors of Worldline comprises 17 Directors including two Directors representing the employees Marie-Christine Lebert, whose term was renewed as representative of the Social and Economic Committee, and Stephan Van Hellemont, who was newly appointed as representative of European Works Council. With 66% of independent Directors, the composition of the Board is well-balanced and allows an adequate representation of its main shareholders and strategic partners. The Board is composed of 40% by women and of a diversity of profiles that ensures solid and complementary skills.

** Independent directors*

July

On July 28, Worldline announced a strong first half 2023. Worldline's H1 2023 revenue reached € 2,242 million, representing +9.3% revenue organic growth (of which +9.4% in Q2). This achievement was reached thanks, in particular, to the continuous growth dynamic in Merchant Services reflecting the robustness of the business model. It reflects the benefit of the widespread and rapid shift towards digital payments as well as the Group's strong positioning following the acquisition of Ingenico.

This strong execution also materialized in the Group's Operating Margin before Depreciation and Amortization (OMDA) reaching € 519 million in H1 2023; representing 23.1% of revenue, an improvement by +80 basis points compared to H1 2022 at constant scope and exchange rates. This profitability improvement was led in particular by Merchant Services posting +100 basis points thanks to the acceleration of revenue growth fostering operating leverage; synergies from Ingenico; and effects of transversal productivity actions.

Free cash flow from continued operations in H1 2023 was € 232 million, representing a 44.7% cash conversion of OMDA (free cash flow divided by OMDA), in line with the expected half-yearly pattern of 2023.

On July 28, following their exclusive negotiations announced last April, the Crédit Agricole group and the Worldline group specified, in an agreement signed, the outlines of their partnership project in the merchant payment services sector. The Boards of Directors of all the entities concerned in each of the two groups have approved the terms of the binding, exclusive agreement, thus marking a new milestone in this partnership project.

September

On September 5, Worldline successfully placed the €600 million bond maturing in September 2028 and bearing a coupon of 4.125%. The offering was strongly oversubscribed by a highly diversified investor base, confirming the confidence in Worldline's business model and credit profile.

October

On October 25, Worldline announced Q3 revenue weaker than expected and updated its guidance. Worldline's Q3 2023 revenue reached € 1,182 million, representing a +4.8% organic growth. This was mainly driven by Merchant Services at +7.6% organically (+10.0% excluding Germany), impacted by temporary headwinds. Financial Services was down -2.9%, due to delays of new signing contracts as expected. Finally, Mobility & e-Transactional Services was broadly stable supported by a good commercial dynamics in Trusted e-Ticketing activity while not yet fully benefitting from the ramp-up of new signed contracts.

During the third quarter of 2023, some of our main geographical areas, particularly the German market, experienced a macroeconomic slowdown. Consumers began to allocate more of their spending to non-discretionary sectors rather than discretionary ones, which had an impact on our growth and profitability.

Given the increase in cybercrime in general, the emergence of new fraudulent schemes and the accelerating trend towards tighter regulatory guidelines and market constraints, we have reinforced our risk appetite policy. As a result, we have orderly terminated relationships with certain merchants whose associated costs and potential risks did not meet our revised requirements. These online merchants could represent a maximum of 130 million euros in sales in 2023, of which 30 million euros in H2 2023 and 100 million euros mainly in H1 2024, with an impact on the basis for comparison.

November

On November 8, S&P Global Ratings (S&P) lowered the issuer credit rating of Worldline (the "Company") from BBB to BBB-, with a stable outlook. This rating change should have marginal impacts on the company's financing.

A.1.1 Revenue Profile

Breakdown by Global Business Line

Merchants Services division to account for 72% of Group sales in 2023.

In € million	FY 2023	FY 2022 *	Organic change
Merchant Services	3 325	3 052	**+8.9%**
Financial Services	944	957	**-1.3%**
Mobility & e-Transactional Services	342	341	**+0.1%**
Worldline	**4 610**	**4 350**	**+6.0%**

Geographical breakdown

The European market remains our main geographic area, accounting for 90% of revenues

In € million	FY 2023	% Total
Northern Europe	1 628	35%
Central & Eastern Europe	1 591	35%
Southern Europe	923	20%
Asia Pacific & Americas	468	10%
Worldline	**4 610**	**100%**

A.1.2 Human Resources

The total headcount was 18,402 at the end of December 2023, +348 staff over the year, +143 staff compared to H1 2023. The increase in staff was due to the build-up of support centers in low cost countries, both in Europe and in Asia.

Headcount	**Opening Jan-23**	**Hiring**	**Leavers**	**Dismiss / Restruc**	**Others**	**Closing Dec-23**
Southern Europe	4,132	407	-345	-130	1	4,065
Central & Eastern Europe	5,022	607	-434	-127	-11	5,057
Northern Europe	5,722	526	-422	-84	-96	5,646
Asia Pacific & America	3,178	959	-359	-122	-22	3,634
Worldline	**18,054**	**2,499**	**-1,560**	**-463**	**-128**	**18,402**

A.2 Operational review

Worldline's **FY 2023 revenue** reached **€4,610.4 million**, representing **+6.0% revenue organic growth**.

Group's Adjusted EBITDA (previously OMDA) reached **€1,110.4 million** in FY 2023, representing **24.1% of revenue, stable in absolute value** compared to FY 2022.

Free cash flow: **€355 million** or **32.0%** adjusted EBITDA conversion.

All revised guidance parameters provided on October 25, 2023 are achieved.

A.2.1 Statutory to constant scope and foreign exchange rates reconciliation

For the analysis of the Group's performance, 2023 revenue and adjusted EBITDA (previously OMDA) are compared to 2022 revenue and adjusted EBITDA at constant scope and exchange rates.

Reconciliation between 2022 reported revenue and adjusted EBITDA, and 2022 revenue and adjusted EBITDA at constant scope and foreign exchange rates is presented below per Global Business Lines:

	Revenue			
(In € million)	**FY2022**	**Scope effect[2]**	**Exchange rates effect**	**FY 2022[1]**
Merchant Services	3,041.1	+55.7	-44.9	3,051.9
Financial Services	957.8	-0.3	-0.7	956.8
Mobility & e-transactional Services	365.2	-22.4	-1.4	341.4
Worldline	**4,364.1**	**+33.0**	**-47.1**	**4,350.1**

[1] At constant scope and December 2023 YTD average exchange rates.
[2] At December 2022 YTD average exchange rates.

	Adjusted EBITDA			
(In € million)	**FY2022**	**Scope effect[2]**	**Exchange rates effect**	**FY 2022[1]**
Merchant Services	868.8	-17.8	-10.7	840.3
Financial Services	271.9	+10.8	+0.6	283.3
Mobility & e-transactional Services	53.1	-7.1	-0.4	45.6
Corporate costs	(61.2)	0.0	-0.0	(61.2)
Worldline	**1,132.5**	**-14.1**	**-10.4**	**1,108.0**
as a % of revenue	*26.0%*			*25.5%*

[1] At constant scope and December 2023 YTD average exchange rates.
[2] At December 2022 YTD average exchange rates.

Exchanges rates effect in FY were mainly due to depreciation of Australian Dollar, Swedish Crown, Turkish Lira and Swiss Franc while scope effects are mainly related to the integration of ANZ and Eurobank Within Merchant Services and the disposal of Mobility & e-Transactional Services activities in Latin America and the impacts of the disposal of TSS.

A.2.2 Performance by Global Business Line

	Revenue			Adjusted EBITDA			Adjusted EBITDA %		
(In € million)	FY2023	FY 2022*	***Organic change***	FY2023	FY 2022*	***Organic change***	FY2023	FY 2022*	***Organic change***
Merchant Services	3,324.7	3,051.9	+8.9%	847.0	840.3	+0.8%	25.5%	27.5%	-200 bps
Financial Services	944.1	956.8	-1.3%	274.6	283.3	-3.1%	29.1%	29.6%	-50 bps
Mobility & e-transactional Services	341.6	341.4	+0.1%	48.2	45.6	+5.8%	14.1%	13.4%	+70 bps
Corporate costs	0.0	0.0	+0.0%	(59.4)	(61.2)	+3.0%	-1.3%	-1.4%	+10 bps
Worldline	**4,610.4**	**4,350.1**	**+6.0%**	**1,110.4**	**1,108.0**	**+0.2%**	**24.1%**	**25.5%**	**-140 bps**

A.2.2.1 Merchant Services

Merchant Services **revenue** in FY 2023 reached **€3,325 million**, representing an organic growth by **+8.9%**. A contrasted performance between a good first half and a second half of the year. This was due in particular to the economic and consumption slowdown in Europe, which further deteriorated during the fourth quarter versus the third quarter, and to the impact of announced online merchants termination which represented circa €30 million impact in H2 2023.

Reinforced risk management framework with portfolio management fully on-track

In total, the Group confirms the maximum run rate revenue impact of €130 million based on 2023 revenues (of which circa € 30 million impacted H2 2023 and circa € 100 million mostly in H1 2024 impacting comparison basis) resulting from the termination of specific merchants due to our reinforced risk management, as announced in Q3 last year taking into account reinforced market and regulatory constraints, notably the regulator requirements in Germany. The online merchants' portfolio review on a risk based approach under our reinforced global Merchant Services risk management framework was completed and finalized last year:

o The German merchants' portfolio review was completed and finalized with termination of specific relationships resulting in a circa € 40 million run-rate revenue impact, and;

o For contracts outside Germany, the termination process is fully on track, and should be completed by the end of H1 2024, with a circa €90 million run-rate revenue impact.

<u>**By division, the growth was mainly led by**</u>:

• *Commercial Acquiring:* Solid growth driven by a good business resilience compensating merchants termination in Germany and a soft macro environment;

• *Payment Acceptance*: Good overall growth, but mitigated by the macro-economic context impacting transaction volumes and online merchants termination resulting from our reinforced risk management framework;

• *Digital Services*: Stable overall, driven in particular by robust sales in Turkey.

During the first semester of the year, commercial activity has been particularly strong with numerous new clients wins and signed upsells. In Q1 2023, the year got off to a strong start with the contracts from Correos, Turkish Airlines, Flowbird, Wallee, and 6Play (part of RTL Group). During the second quarter of the year, commercial activity recorded significant gains, notably with Blizzard, Valve, Evonity, Amazing Talker, and new key partnerships signed with Vtex (Digital commerce platform) and travelplanbooker.com.

Q3 2023 commercials were supported by numerous wins for both Instore Omnichannel and Online X-Border activities, with among others, S+M, 934, Nopayn, SNCF, Alsa, Goethe Institut, and Gamers Outlet.

The fourth quarter was marked by the signing of a strategic agreement with Google. Worldline selected Google Cloud technology to boost its digital transformation and continue to streamline its operations. As part of the 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.

In the meanwhile, commercial activity in Merchant Services has been dynamic with many contracts signed for both in-store and online clients such as, among others, Boscolo, Verbaudet, Danemar, Opn, or the partnership with VISA to provide an issuing solution through virtual card payout for B2B travel.

Despite the change in the economic environment in the second half, key performance indicators progressed:

• Worldline's acquiring merchant base welcomed c. 55,000 new merchants onboarded on the Group platform, reaching 1.4 million merchants as of end of December 2023 and representing c. 6,000 net new merchants per month in average since 2021;

• Acquiring MSV reached €480 billion in FY 2023, up circa 7%. In-store c. +6% and online c. +14%.

Merchant Services' **adjusted EBITDA** in 2023 amounted to **€847 million**, **25.5% of revenue**, impacted by macroeconomic effect on transactions, repricing delays, margin mix effect and some online contracts termination as indicated in October 2023.

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A.2.2.2 Financial Services

Financial Services revenues in 2023 reached **€944 million**, slightly decreasing compared to last year, reflecting the low conversion of opportunities pipeline which was partially offset by the good resilience in Issuing activities. The performance by division was the following:

• *Card-based payment processing activities (Issuing Processing and Acquiring Processing)*: Contraction in growth driven by delays of new signings despite a good underlying growth in Benelux, France and Finland and the ramp-up of project activity on the ING contract.

• *Account Payments*: Good dynamic in Germany mainly fueled by increased volumes and new sales achieved.

• *Digital Banking:* Broadly stable with a strong activity in Germany offsetting a softer performance in France and Netherlands.

Financial Services has signed several contracts in Q1 such as BNP Paribas and TFBank. In Q2 2023, the activity was marked by the successful delivery of a front end prototype in collaboration with ECB to shape the future digital euro. Worldline delivered the person-to-person (P2P) fully offline payment use-case, allowing individuals to make payments using the digital euro, even when no party involved has network access. The prototype's success confirms the technological feasibility and industrial scaling potential of the offline scenario, contributing to a more resilient payment system.

During the fourth quarter on the commercial front, Financial Services signed an agreement with Volksbank for the emission of payment cards in Italy, underlining the strength of Worldline's solution for the Issuing value chain. Within the Issuing business, numerous contract extensions were also signed, notably in Belgium with BNP Paribas Fortis Bank and KBC Banks. Business was also strong in Asia-Pacific, a key region in Worldline's development, with the extension of 5-year contracts with EastWest Bank and Baiduri Bank.

FY 2023 **adjusted EBITDA** reached **€275 million**, representing **29.1% of revenue**, down 50 basis points compared to the same period last year. The division was affected by soft revenue performance which was not offset by cost-based mitigation actions launched at the end of the first half of the year.

A.2.2.3 Mobility & e-Transactional Services

Mobility & e-Transactional Services achieved stable **€342 million** revenue, performance driven by a good underlying growth in e-Ticketing**.** The performance by division was the following:

• *Trusted Digitization*: Division was impacted mainly by lower volumes on existing contract and despite contribution of the new contracts signed in France.

• *e-Ticketing*: Double-digit growth was driven by increasing projects activity (Network Rail, Lennon, WECA) as well as increasing volumes on rail ticketing solutions in the UK, and very good project dynamics in France.

• Finally, *e-Consumer & Mobility*: Organic decline despite a solid growth in Iberia and new contracts signed in France.

Commercial activity in Mobility & e-Transactional Services was strong in H1, in particular in Q1 with the signing of a contract with SNCF (the French railway national organization) for the delivery of an omnichannel Cloud Contact Center solution to manage 11 million customer phone calls per year, as well as a multiyear contract with VDV (Die Verkehrs-unternehmen) on MMS (secured ticket info) for eTickets in Germany. In Q2, Mobility & e-Transactional Services signed a contract with *Paris Ile-de-France* regional authority to realize and to operate the new generation of its digital services' platform for high school students. This service will be used by 1.5 million high school students and will be the centerpiece of the digital education policy for Paris region. This major win opens new growth perspectives for the Trusted Services business line.

In the fourth quarter, Mobility & e-Transactional Services division once again distinguished itself with the wins of ASP (*Agence des services de paiement*) and the renewal of ANCV (*Chèques Vacances*) thanks to its expertise in the dematerialization of vouchers, which are used by millions of French people. Lastly, Cdiscount and Worldline have reached an agreement to renew their contractual relationship for the Business Edition solution.

Mobility & e-Transactional Services' **adjusted EBITDA** reached **€48.2 million** in FY 2023, representing **14.1% of revenue**. Adjusted EBITDA margin was **up 70 basis points** compared to last year driven by the strong improvement of the productivity and good repricing effort.

A.2.2.4 Corporate costs

Corporate costs amounted to **€59 million** in FY 2023, representing **1.3% of total Group revenue** compared to €61 million in FY 2022, benefitting from the implementation of a rigorous cost controls in support functions.

A.3 2024 Objectives

After further deterioration of the macro environment during Q4 2023 and a still soft outlook for GDP growth and consumption in Europe, 2024 will be for Worldline a year of active transformation, focusing on major internal initiatives, leading to the following objectives:

- Organic revenue growth at least 3%, assuming unchanged macro environment in the group's core geographies with softer growth in H1'24 mainly due to merchants' termination impact (Implied organic revenue growth above 5% excluding such termination impact).
- Adjusted EBITDA at least € 1.17 billion, with first benefits of Power24 ramp-up associated to operating leverage accelerating in H2'24
- Free cash flow at least € 230 million, Including c.€ 150-170 million one-off Power24 implementation costs

B. Financial review

B.1 Income statement

The Group reported a net loss (attributable to owners of the parent Worldline SA) of €817.3 million for the full year 2023 (compared to net income of €299.2 million for the full year 2022). The normalized net income attributable to continued operations before unusual and infrequent items (net of tax) in 2023 was €521.3 million, representing 11.3% of revenue, compared to €544.9 million in 2022.

B.1.1 Reconciliation from operating margin to net income

In € million	12 months ended December 31, 2023	% Revenue	12 months ended December 31, 2022	% Revenue
Operating margin	**789.8**	**17.1%**	**864.1**	**19.8%**
Other operating income/(expenses)	(1,659.8)		(529.0)	
Operating income	**(870.0)**	**(18.9%)**	**335.0**	**7.7%**
Net financial income/(expenses)	(48.2)		(40.9)	
Tax charge	(40.2)		(78.8)	
Share of net profit/(loss) of associates	(1.0)		(0.5)	
Non-controlling interests and associates	142.0		(4.1)	
Net income - Attributable to continued operations	**(817.3)**	**(17.7%)**	**210.7**	**4.8%**
Net income/loss – Attributable to discontinued operations	0.0		88.5	
Net income/loss – Attributable to owners of the parent	**(817.3)**	**(17.7%)**	**299.2**	**6.9%**
Normalized net income – Attributable to owners of the parent	**521.3**	**11.3%**	**544.9**	**12.5%**

B.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, 2023	12 months ended December 31, 2022	Variation
Operating margin	**789.8**	**864.1**	**(74.3)**
+ Depreciation of fixed assets	298.3	256.7	41.6
+ Net book value of assets sold/written off	4.3	4.7	(0.4)
+/- Net charge/(release) of pension provisions	(0.8)	7.2	(8.0)
+/- Net charge/(release) of provisions	18.7	(0.2)	19.0
Adjusted EBITDA	**1,110.4**	**1,132.5**	**(22.1)**

B.1.3 Other operating income and expenses

Other operating income and expenses represent a net cost of €1,659.8 million in 2023. The following table presents this amount by nature:

(In € million)	12 months ended December 31, 2023	12 months ended December 31, 2022
Integration and acquisition costs	(142.7)	(155.0)
Rationalization and associated costs	(62.5)	(37.3)
Equity based compensation & associated costs	(24.8)	(37.3)
Customer relationships and patents amortization	(283.1)	(237.6)
Goodwill impairment	(1,147.0)	0.0
Other items	0.4	(61.8)
Total	**(1,659.8)**	**(529.0)**

Integration and acquisition costs reached €142.7 million, decreasing by €12.3 million, in relation with the ramp-down of implementation costs for Ingenico and SPS acquisitions. The impairment main costs of the period were related to :

• Synergy implementation and compliance program related to Ingenico acquisition scope;

• The set-up of the jointly held entity in Australia with ANZ;

• The set-up of the future jointly held entity in France with Crédit Agricole;

• The set-up of the jointly held entity in Italy with BNL;

• Implementation costs relating to our Move To Cloud strategy (including Google partnership).

Rationalization and associated costs are mainly related to :

• The implementation of synergy plans and costs induced by the recent acquisitions;

• The Power24 implementation costs;

• Office rationalization in Germany.

The increase year-on-year is mainly related to severance in the context of GBLs' reorganization.

The 2023 **customer relationships and patents amortization** of €283.1 million encompassed an impairment of €45.7 million attributable to the termination of High Brand Risk merchants and to the reassessment of some historically acquired portfolios.

Goodwill impairment of €1,147.0 million is related to the decrease in value of Merchant Services GBL (see note 9.1 "Goodwill").

B1.4 Net financial expenses

Net financial expenses amounted to €48.2 million for the period (compared to an expense of €40.9 million in 2022) and were made up of:

• A net cost of financial debt of €2.9 million (against a net cost of €38.2 million in 2022); and

• A net other financial expenses (including the impact of foreign exchange) of €45.3 million (€2.7 million expense in 2022).

Net cost of financial debt of €2.9 million is mainly made up by the followings effects:

• The interests linked to straight bonds (€23.2 million) and convertible bonds (€11.5 million);

• The income interests from cash and cash equivalents (€18.5 million);

• The profit generated by the early bonds reimbursement (€11.2 million).

The variation compared to last year is explained by the impact of bonds reimbursement profit and the income interests from cash and cash equivalents in 2023, which was nil in 2022.

The net other financial expenses of €45.3 million in 2023 was mainly composed of:

• Foreign exchange loss for €26.7 million (loss of €36.0 million in 2022), mainly driven by hyperinflation in Argentina and Turkey for a negative impact of €29.0 million;

• Financial interests on lease liability (IFRS 16) for an expense of €7.9 million (€4.9 million in 2022);

• Pension financial costs for €5.1 million (€2.5 million in 2022). 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 €6.3 million profit related to the change in fair value of the Visa preferred shares at December 31, 2023 (compared to €44.9 million profit in 2022 mainly related to the net gain of €40.3 million related to the disposal of Visa shares);

• The positive change in fair value of other financial instruments for €2.0 million, mainly related to the fair value of Poseidon Holdco preferred shares for €4.0 million and a positive €2.4 million related to the accretion of TSS deferred payment, partially compensated by the negative fair value of the Partech investment for a €4.5 million;

• Other financial expenses for €17.3 million;

• Other financial income for €3.3 million.

B.1.5 Corporate tax

The 2023 tax expense was €40.2 million for a loss before tax of €918.2 million. The annualized Effective Tax Rate (ETR) was -4.4% (26.8% in 2022). After the restatement of the goodwill impairment of €1,147.0 million, the annualized Effective Tax Rate (ETR) was 17.6%.

The decrease in the restated Effective Tax Rate (ETR) is mainly driven by the decrease of equity-based compensation, which generated a lower non-deductible loss compared to 2022.

B.1.6 Non-controlling interests and associates

The 2023 net income attributable to non-controlling interests and associates was €142.0 million mainly related to the participations in ANZ and PAYONE, compared to net income for €4.1 million in 2022.

B.1.7 Normalized net income

The normalized net income is defined as net income attributable to continued operations excluding unusual and infrequent items (attribuable to the owners of the parent), net of tax. For 2023, the amount was €521.3 million, compared to €544.9 million in 2022.

(In € million)	12 months ended December 31, 2023	12 months ended December 31, 2022
Net income - Attributable to owners of the parent (Continued)	**(817.3)**	**210.7**
Other operating income and expenses (Group share)	1,443.9	463.4
Financial gain on Visa shares disposal (Group share)	0.0	(41.5)
Tax impact on unusual items	(105.2)	(87.8)
Normalized net income - Attributable to owners of the parent	**521.3**	**544.9**

B.1.8 Earnings per share

The weighted average number of shares amounts to 282,110,764 shares for the period. At December 31, 2023, there is no potentially dilutive instruments as all equity instruments are potentially relutive. As at December 31, 2022, the potentially dilutive instruments comprised stock-options and convertible bonds.

In € million - attributable to the owner of the parent	12 months ended December 31, 2023	% revenue	12 months ended December 31, 2022	% revenue
Net income - continued [a]	**(817.3)**	**(17.7%)**	**210.7**	**4.8%**
Diluted net income - continued [b]	**(817.3)**	**(17.7%)**	**219.2**	**5.0%**
Normalized net income - continued [c]	**521.3**	**11.3%**	**544.9**	**12.5%**
Normalized diluted net income - continued [d]	**521.3**	**11.3%**	**553.3**	**12.7%**
Average number of shares [e]	282,110,764		281,179,484	
Impact of dilutive instruments	0		13,233,297	
Diluted average number of shares [f]	282,110,764		294,412,781	
In €				
Basic EPS [a] / [e]	**(2.90)**		**0.75**	
Diluted EPS [b] / [f]	**(2.90)**		**0.74**	
Normalized basic EPS [c] / [e]	**1.85**		**1.94**	
Normalized diluted EPS [d] / [f]	**1.85**		**1.88**	

B.2 Cash flow

(in € million)	12 months ended December 31, 2023	12 months ended December 31, 2022
Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization (Adjusted EBITDA)	**1,110.4**	**1,132.5**
Capital expenditures	(332.9)	(324.9)
Lease expenditures (Lease under IFRS16)	(105.7)	(75.6)
Change in working capital requirement	(18.6)	99.8
Cash from operation	**653.2**	**831.8**
Taxes paid	(102.2)	(78.8)
Net cost of financial debt paid	(2.9)	(22.4)
Integration and acquisition costs	(143.0)	(155.2)
Rationalization & associated costs in other operating income	(51.5)	(37.1)
Other changes	1.5	(18.7)
Free Cash Flow	**355.1**	**519.6**
Net material acquisitions and disposal	60.3	290.9
Capital increase	6.0	13.7
Portion of convertible bonds in equity / debt	(11.5)	(11.4)
Net Long term financial investments	(2.8)	(6.7)
Dividends paid	(18.4)	(13.2)
Other movements	(12.8)	115.5
Change in net cash/(debt)	**376.0**	**908.4**
Opening net cash/(debt)	**(2,201.9)**	**(3,125.6)**
Change in net cash/(debt)	376.0	908.4
Foreign exchange rate fluctuation on net cash/(debt)	15.3	15.2
Closing net cash/(debt)	**(1,810.7)**	**(2,201.9)**

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 2023, the free cash flow reached €355.1 million, compared to €519.6 million in 2022.

Adjusted EBITDA of €1,110.4 million, reached 24.1% of revenue.

Capital expenditures amounted to €332.9 million or 7.2% of revenue. The part related to investments in software platforms through capitalized costs, in connection with the modernization of proprietary technological platforms, amounted to €192.0 million.

The negative change in **working capital requirement** was €18.6 million.

The Group may factor part of its account receivables in the normal course of its day-to-day treasury management. As at December 31, 2023, the net amount received for factored receivables was €39.8 million.

Cash-out related to **taxes paid** reached €102.2 million.

Net outflow related to **cost of financial debt paid** of €2.9 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 €51.5 million.

Integration costs of €143.0 million mainly included costs linked to Ingenico integration, costs to deliver the Synergy plan and other recent acquisitions (ANZ and Axepta).

The **net material acquisitions and disposal** represented mainly:

• The cash received from the disposal of the remaining shares of TSS;

• Payments related to the acquisition of Adyton and of the merchant portolio from Banco Desio and Banca del Fucino;

• Payments related to the shares increase in Online Payments Platform (OPP);

• Discounting effect of puts on Eurobank, Axepta and Cardlink minority interests.

In 2023, the €6.0 million **capital increase** mainly corresponds to the issuance of common stock following vesting of free shares plans, to exercise of stock options and to the employees' shareholding plan ("Boost Plan").

Negative net cash effect of **convertible bonds** reached €11.5million, representing non-cash increase of convertible bonds (discounting and capitalized interests).

Net long term financial investments amounted to €2.8 million.

Other movements are mainly impacted by the carve-out costs related to the sale of TSS and penalties paid to the Swiss Authorities (related to SPS acquisition).

Foreign exchange rate fluctuation, which is determined on debt or cash exposure by country, had a positive impact of €15.3 million.

B.2.1 Investments

Investments of 2023

In 2023, the Group's total capital expenditures (purchases of tangible and intangible assets recorded in the balance sheet) were €332.9 million. These capital expenditures comprised principally:

Capitalized production costs, which relate to the IT platforms core to the Group's products, totaled €192.0 million in 2023, increasing by €16.3 million due to the acceleration of the product synergy roadmap, following the numerous recent acquisitions. 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, 2023**	**12 months ended December 31, 2022**
Capitalized production	192.0	175.7
Other purchases of tangible and intangible assets	140.9	149.2
Total capital expenditures (purchases of tangible and intangible assets)	**332.9**	**324.9**

Financial Investments

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 merchants portfolios for €125.2 million, and the revaluation of put options on non-controlling interests.

B.2.2 Significant existing or planned property, plant and equipment

As at December 31, 2023, the Group held property, plant and equipment with a total net value of approximately €243.9 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 Zealand;

• 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. The Group also rents, from third parties connected with its own data centers, four European telecommunications centers (located in France, Belgium and Germany). Lastly, the Group uses on-demand infrastructures from public cloud providers, among others Amazon Web Services, Google Cloud and Microsoft Azure;

• 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.

B.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 2023 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. Therefore, the amount of this Facility is now €600 million until December 2024 and €554 million between December 2024 and the final maturity of 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, so that the maturity date of both facilities are now aligned.

The two above-mentioned revolving credit facilities are available for general corporate purposes.

At December 31, 2023, neither the Worldline €600 million facility, nor the €450 million facility are drawn.

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. On December 31, 2023, the outstanding amount of the program was €25 million.

In addition, 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 are due to mature 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.

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. 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 the bonds have been subject to early reimbursement, conversion or purchase and cancellation. Proceeds have been financed 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 debts are borne by Worldline:

• In September 2017, Ingenico completed a bond issuance for an amount of €600 million. The bond issue is due to mature in September 2024 and produces interest of 1.625% per year on the outstanding principal amount. An issuer substitution was approved in a General Meeting of the bonds holders held on May 2021, and Worldline SA is now the issuer of these bonds;

• 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 June 2023, Worldline redeemed its 500 million 0.50% bonds due on 30th June 2023.

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.

Investment grade rating

On 8th November 2023, Standard & Poor’s Global updated Worldline‘s rating to an “investment grade” BBB- issuer credit rating with a stable 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. Consolidated financial statements

C.1 Statutory auditors’ report on the consolidated financial statements for the year ended December 31, 2023

The audit procedures have been completed and the auditors' report on the financial statements is in the process of being issued.

C.2 Consolidated Income Statement

(In € million)		12 months ended December 31, 2023	12 months ended December 31, 2022
Revenue	Note 5.2	**4,610.4**	**4,364.1**
Personnel expenses	Note 6.1	(1,427.3)	(1,394.7)
Operating expenses	Note 6.2	(2,393.3)	(2,105.3)
Operating margin		**789.8**	**864.1**
% of revenue		**17.1%**	**19.8%**
Other operating income and expenses	Note 6.3	(1,659.8)	(529.0)
Operating income		**(870.0)**	**335.0**
% of revenue		**(18.9%)**	**7.7%**
Financial expenses		(177.8)	(171.7)
Financial income		129.6	130.8
Net financial expenses	**Note 7**	**(48.2)**	**(40.9)**
Net income before tax		**(918.2)**	**294.1**
Tax charge	Note 8.1	(40.2)	(78.8)
Share of net profit/(loss) of associates		(1.0)	(0.5)
Net income from continuing operations		(959.3)	214.8
Net income / loss from discontinued operations		0.0	88.5
Net Income / loss		**(959.3)**	**303.3**
Of which:			
- owners of the parent company of continuing operations		(817.3)	210.7
- owners of the parent company of discontinued operations		0.0	88.5
- attributable to owners of the parent		**(817.3)**	**299.2**
- non-controlling interests in continuing operations		(142.0)	4.1
- non-controlling interests	**Note 13.2**	**(142.0)**	**4.1**
Weighted average number of shares		282,110,764	281,179,484
Basic earnings per share - attributable to owners of the parent in euros from continuing operations		(2.90)	0.75
Basic earnings per share - attributable to owners of the parent in euros from discontinued operations		0.00	0.31
Basic earnings per share *(in €)*	**Note 13.3**	**(2.90)**	**1.06**
Diluted weighted average number of shares		282,110,764	294,412,781
Diluted earnings per share - attributable to owners of the parent from continuing operations		(2.90)	0.74
Diluted earnings per share - attributable to owners of the parent from discontinued operations		0.00	0.30
Diluted earnings per share *(in €)*	**Note 13.3**	**(2.90)**	**1.05**

C.3 Consolidated statement of comprehensive income

(In € million)	12 months ended December 31, 2023	12 months ended December 31, 2022
Net Income / loss	**(959.3)**	**303.3**
- to be reclassified subsequently to profit / (loss) recyclable:	**52.1**	**(67.7)**
Fair-value change of financial instruments	0.8	3.1
Exchange differences on translation of foreign operations	51.4	22.9
Recyclable items from discontinued operations	0.0	(93.8)
- not reclassified to profit / (loss) non-recyclable:	**(29.7)**	**67.6**
Actuarial gains and (losses) generated in the period on defined benefit plan	(40.4)	94.3
Deferred tax on items non-recyclable recognized directly on equity	10.7	(25.6)
Non-recyclable items from discontinued operations	0.0	(1.1)
Total other comprehensive income	**22.4**	**(0.1)**
Total comprehensive income for the period	**(936.9)**	**303.1**
Of which:		
- attributable to owners of the parent	(788.6)	316.1
- non-controlling interests	(148.3)	(13.0)

C.4 Consolidated statement of financial position

C.4.1 Assets

(In € million)		As at December 31, 2023	As at December 31, 2022
Goodwill	Note 9.1	9,058.8	10,183.4
Other Intangible assets	Note 9.2	2,424.1	2,467.4
Tangible assets	Note 9.3	243.9	227.0
Right-of-use	Note 10.1	312.1	293.8
Non-current financial assets	Note 16.3.1	744.9	783.1
Investments in associates	Note 16.3.1	29.3	3.3
Deferred tax assets	Note 8.3	30.7	98.5
Total non-current assets		**12,843.8**	**14,056.4**
Inventories	Note 11.1	97.7	67.6
Trade accounts and notes receivables	Note 11.2	690.9	722.7
Current taxes		37.4	34.0
Other current assets	Note 11.3	229.5	295.0
Assets linked to intermediation activities	Note 12	5,878.5	4,767.4
Current financial instruments	Note 16.3.2	58.1	315.9
Cash and cash equivalents	Note 16.3.3	1,896.0	1,599.5
Total current assets		**8,888.1**	**7,802.1**
TOTAL ASSETS		**21,731.9**	**21,858.5**

C.4.2 Liabilities and shareholders' equity

(In € million)		As at December 31, 2023	As at December 31, 2022
Common stock		192.4	191.6
Additional paid-in capital		7,990.1	7,981.0
Consolidated retained earnings		1,023.7	776.4
Translation adjustments		186.2	135.5
Net income attributable to the owners of the parent		(817.3)	299.2
Equity attributable to the owners of the parent		8,575.1	9,383.4
Non-controlling interests	Note 13.2	989.1	1,154.7
Total shareholders' equity		**9,564.2**	**10,538.1**
Provisions for pensions and similar benefits	Note 14	190.6	159.0
Non-current provisions	Note 15	77.8	92.8
Non-current financial liabilities	Note 16.4	2,755.5	3,198.8
Deferred tax liabilities	Note 8.3	424.7	561.7
Non-current lease liabilities	Note 10.3	258.2	253.4
Other non-current liabilities		5.9	3.2
Total non-current liabilities		**3,712.7**	**4,268.8**
Trade accounts and notes payables	Note 17.1	756.0	717.7
Current taxes		180.2	168.2
Current provisions	Note 15	13.9	14.5
Current financial instruments	Note 16.6	1.8	1.2
Current portion of borrowings	Note 16.4	951.2	602.7
Liabilities linked to intermediation activities	Note 12	5,878.5	4,767.4
Current lease liabilities	Note 10.3	86.7	73.0
Other current liabilities	Note 17.2	586.8	706.8
Total current liabilities		**8,455.0**	**7,051.6**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**21,731.9**	**21,858.5**

C.5 Consolidated cash flow statement

(In € million)		12 months ended December 31, 2023	12 months ended December 31, 2022
Profit / (loss) before tax		**(918.2)**	**294.1**
Depreciation of assets	Note 9.2 & 9.3	200.2	184.4
Depreciation of right-of-use	Note 10.1	98.2	72.3
Net charge / (release) to operating provisions		18.1	5.4
Net charge / (release) to financial provisions		5.6	2.9
Net charge / (release) to other operating provisions		(2.7)	36.2
Impairment of long – term assets /Customer relationships amortization (PPA)	Note 6.3	1,430.1	237.6
Losses / (gains) on disposals of fixed assets		14.8	29.0
Net charge for equity-based compensation		23.9	47.7
Losses / (gains) on financial instruments and other financial items		25.8	0.7
Net cost of financial debt	Note 16	16.8	37.3
Cash from operating activities before change in working capital requirement, financial interest and taxes		**912.6**	**947.7**
Taxes paid		(102.2)	(78.8)
Change in working capital requirement		(18.6)	99.9
Net cash from (used in) operating activities from continued operations		**791.8**	**968.8**
Net cash from (used in) operating activities from discontinued operations		0.0	101.1
Net cash from/ (used in) operating activities		**791.8**	**1,069.9**
Payment for tangible and intangible assets		(332.9)	(324.9)
Proceeds from disposals of tangible and intangible assets		1.3	10.3
Net operating investments		**(331.6)**	**(314.6)**
Amounts paid/received for acquisitions and long-term investments	Note 3	(167.4)	(750.1)
Cash and cash equivalents of companies purchased during the period		0.2	86.5
Proceeds from disposals of financial investments		286.4	1,098.9
Cash and cash equivalents of companies sold during the period		(0.3)	5.5
Dividend received from entities consolidated by equity method		0.5	1.5
Net long-term investments		**119.3**	**442.3**
Net cash from (used in) investing activities from continued operations		**(212.4)**	**127.8**
Net cash from (used in) investing activities from discontinued operations		0.0	(98.3)
Net cash from/ (used in) investing activities		**(212.4)**	**29.5**
Capital Increase		6.0	13.7
Dividends paid to non-controlling interests		(18.9)	(12.4)
New borrowings	Note 16.4	632.7	0.0
Lease payments	Note 10.2	(97.9)	(70.7)
Financial interests on lease liability	Note 10.2	(7.8)	(4.9)
Repayment of long and medium-term borrowings	Note 16.4	(927.3)	(617.0)
Net cost of financial debt paid		5.9	(22.4)
Other flows related to financing activities		(8.4)	105.0
Net cash from (used in) financing activities from continued operations		**(415.8)**	**(608.6)**
Net cash from (used in) financing activities from discontinued operations		0.0	(20.3)
Net cash from/ (used in) financing activities		**(415.8)**	**(629.0)**
Increase/ (decrease) in net cash and cash equivalents - continued		**163.7**	**487.9**
Increase/ (decrease) in net cash and cash equivalents - discontinued activities		**0.0**	**(17.6)**
Opening net cash and cash equivalents		**1,551.9**	**1,057.3**
Increase/ (decrease) in net cash and cash equivalents	Note 16.3.3	163.7	487.9
Impact of exchange rate fluctuations on cash and cash equivalents		10.9	6.6
Closing net cash and cash equivalents	Note 16.3.3	**1,726.5**	**1,551.9**

C.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, 2022	**280,484.8**	**190.7**	**8,590.1**	**834.6**	**180.3**	**(751.4)**	**9,044.0**	**871.0**	**9,915.0**
Increase of capital	1,285.0	0.9	29.1	(17.3)			12.7		12.7
Appropriation of prior period net income				(751.4)		751.4			
Dividends paid to the shareholders								(13.2)	(13.2)
Equity-based compensation				52.1			52.1		52.1
Remeasurement effects of put option				(44.2)			(44.2)		(44.2)
Scope changes				1.8			1.8	309.3	311.0
Changes in Treasury stock and others									
Other			(638.2)	638.2	0.9		0.9	0.6	1.5
Transactions with owners	**1,285.0**	**0.9**	**(609.1)**	**(120.8)**	**0.9**	**751.4**	**23.3**	**296.7**	**320.0**
Net income						299.2	299.2	4.1	303.3
Other comprehensive income				62.6	(45.7)		16.9	(17.0)	(0.1)
Total comprehensive income for the period				**62.6**	**(45.7)**	**299.2**	**316.1**	**(13.0)**	**303.1**
At December 31, 2022	**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						(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**

C.7 Notes to the consolidated financial statements

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. In September 2022, Worldline sold its Terminals, Solutions & Services GBL. Following the strategic review of this activity, the Board of Directors decided in September 2021 to divest Terminals, Solutions & Services, so it can pursue an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL was accounted for under IFRS 5 as discontinued operation.

These consolidated financial statements were approved by the Board of Directors on February 27, 2024. The consolidated financial statements will then be submitted to the approval of the General Meeting of Shareholders scheduled to take place on June 13, 2024.

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, 2023, have been prepared in accordance with the applicable international accounting standards, as endorsed by the European Union as at December 31, 2023. 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 1st, 2023 that had no material impact on the Group financial statements:

• IFRS 17 – Insurance Contracts;

• Amendments to IFRS 17;

• Amendments to IFRS 17 – Initial Application of IFRS 17 and IFRS 9 - Comparative;

• Amendments to IAS 8 – Definition of Accounting Estimates.

• Amendments to IAS 12 – Deferred Tax Related to Assets and Liabilities arising from a Single Transaction (the Group already accounted for deferred taxes on Lease contracts).

Focus on Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

Following the publication of the amendments to IAS 1 and IFRS Practice Statement 2, Worldline decided to simplify the disclosures related to its accounting policies, to give clear information about its material accounting policies, as opposed to the significant accounting policies used for the preparation of its consolidated financial statements.

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 standard 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) according to 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, states 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 has been endorsed by the European Union on November 8, 2023.

As of December 31, 2023, the Group's assessment of its exposure to Pilar Two is not significant neither in income statement nor on effective tax rate.

The Group did not choose the early adoption of new standards, interpretations and amendments with application not mandatory within the European Union as of January 1st, 2023, in its consolidated financial statements for the twelve months ended December 31, 2023, and considers that they should not have a material impact on its result and financial situation.

Standards, interpretations and amendments published by the IASB and not yet approved by the European Union were not applied by the Group.

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

In its press release of March 18, 2022, Worldline informed the public of the Group's exposure to the situation in Ukraine and Russia in the context of the conflict between Ukraine and Russia, in accordance with company policy and the recommendations of ESMA (European Securities and Market Authority) relayed by AMF (*Autorité des Marchés Financiers*).

Considering the development of the situation in Ukraine and the geopolitical context, the Worldline Group, in compliance with its corporate policies, has been immediately enforcing all the international sanctions applicable to Russia and will pursue doing so as long as necessary. The Group confirmed at the time that its Russia-related activities were limited and represented only around 1.5% of its estimated pro forma annual sales for 2021 from continuing operations, mainly from its online acceptance business, operated from outside Russia and allowing domestic consumers to transact online with non-Russian international Merchants. More broadly, while having no business exposure to Ukraine, other Eastern European neighboring countries to Russia and Ukraine (Poland, Hungary, Romania, Slovakia, Moldova, Estonia, Lithuania, and Latvia), represent only circa 1.5% of the estimated pro forma annual Group's revenues in 2021 on continued operations, of which circa half of it related to transaction processing activities (Financial Services) in the Baltics. These activities are not impacted by the current conflict in Ukraine.

Worldline still has a historical legal entity in Russia linked to Terminals, Solutions and Services (TSS), which had to be excluded from the scope of the TSS sale. A business wind down was managed following international sanctions and the activities in Russia have been extinguished in accordance with the applicable rules. In 2022, the net asset of the Russian entity was fully impaired. As at December 31, 2023, the net asset of the entity, still fully impaired, amounted €3.1 million.

Consideration of risks related to climate change

The global Group's current exposure to the climate change consequences on short term is limited. Therefore, at this stage, the impacts of climate change on the financial statements are not material.

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 energy consumption and the switch to renewable energy, and to leverage responsible purchasing practices.

The deployment of this program is reflected in Worldline's accounts through operational investments, research and development expenses, as well as sponsorship expenses.

Worldline has performed an in-depth analysis of its climate risks. The short-term effects on the Group are not significant and therefore have no impact on the Group's strategic plan, on the basis of which the impairment tests of intangible assets are carried out.

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.

NOTE 3 Main changes in the scope of consolidation

Activities held for sale and divestment

Disposal of TSS (Terminals, Solutions & Services) subsidiary in 2022 and Sale of the remaining 15.04% participation in TSS to Apollo in 2023

The Board of Directors approved the strategy to divest TSS in September 2021.

Therefore, in accordance with IFRS 5, TSS was accounted for as held for sale as from September 28, 2021, and presented as a discontinued operation. TSS was previously a reporting segment in accordance with IFRS 8.

On September 30, 2022, Worldline completed the disposal of its 84.96% stake in the share capital of its subsidiary TSS to Apollo and lost control of TSS at that date. The remaining 15.04% was sold on January 1st, 2023.

The consideration received by Worldline includes preferred shares of the entity Poseidon Bidco, TSS acquiring entity, representing 12.7% of its share capital and 5% of its voting rights. At the signing date, the fair value of the preferred shares has been estimated to €640 million. The preferred shares are now accounted as financial assets at fair value through profit or loss according to IFRS 9 Financial instruments. As at December 31, 2023, the fair value of the preferred shares has been estimated to €639 million.

The 15.04% retained in TSS were accounted for as current financial assets measured at fair value through profit or loss in accordance with IFRS9 as at December 31, 2022. Their disposal on January 1, 2023, to Apollo had no impact on the Group's net result in 2023.

For the period ending December 31, 2022, the net profit from discontinued operation amounts to €88.5 million comprising mainly:

• TSS net income from operation for the 9 months period ending September 30, 2022, for an amount of €116.3 million (including revenues of €998.9 million) ;

• Cost incurred in connection with TSS disposal for an amount of €30.9 million net of tax or €37.9 million before tax (including IFRS 2 accelerated vesting charges for an amount of €11 million);

• The loss before tax associated with loss of TSS control for €94.2 million, including the reversal in net income of cumulative currency translation adjustment of TSS net asset (a gain of €92.8 million existed as of December 31, 2021);

• The tax impact relating to the loss on discontinuance for a positive amount of €97.5 million in 2022, representing a decrease of the deferred tax impact recognized in 2021 as a consequence of TSS contemplated disposal.

Disposal of Worldline Argentina and Chile

On December 2nd, 2022, Worldline completed the disposal of its 100% stake in the share capital of its subsidiaries Worldline Argentina and Worldline Chile. This transaction has generated a negative impact of €47.3 million in other operating expenses in 2022.

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.

2023 acquisition

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.

2022 acquisitions

Acquisition of Axepta, merchant acquiring activities

In July 2021, Worldline announced its intention to enter a strategic partnership with BNL in merchant acquiring in Italy. The partnership with BNL banking group through the acquisition of 80% of Axepta Italy is a further significant development in Worldline's consolidation strategy, expending its Merchant Services activities in Southern Europe and offering attractive growth opportunities to distribute Worldline's payment products and services by leveraging BNL's network of customers.

The acquisition was completed on January 4, 2022 and consideration transferred for the 80% amount to €182.2 million, and a Goodwill of €181.1 million was recognized. In 2023, the purchase price allocation has not been modified.

BNL has a put option on the remaining 20% of Axepta and Worldline has a call option with an exercise date in June 2025 at price which represent a multiple of Ebitda less net debt.

A put on minority interests has been accounted for in borrowings for €78.5 million at acquisition date, and represents the present value of cash out flow estimated to acquire the remaining 20%.

In accordance with IFRS 3, Worldline has chosen to apply the full goodwill method.

Acquisition of merchant acquiring activities from ANZ

On April 1st, 2022, Worldline announced the completion of 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.

The acquisition was completed for an amount of €307.0 million for the 51% stake acquired by Worldline.

The Goodwill amounted to €436.4 million as at December 31, 2022. There was no change in the purchase price allocation in 2023.

This entity is fully integrated in the financial statements. In accordance with IFRS 3, Worldline has chosen to apply the full goodwill method.

Acquisition of merchant acquiring activities from Eurobank

On December 7, 2021, Worldline announced the signing of a binding agreement for the acquisition of 80% of Eurobank Merchant Acquiring activities, one of the main acquirers in Greece with a c. 20% market share.

The acquisition was completed on June 30, 2022 for an amount of €254.6 million.

The Goodwill amounted to €269.9 million as at December 31, 2022. There was no change in the purchase price allocation in 2023.

In accordance with IFRS 3, Worldline has chosen to apply the full goodwill method.

Worldline and Eurobank granted to each other a combination of call and put options through which Worldline took the commitment to acquire the 20% minority stake in 2025.

A put on minority interests has been accounted for in borrowings for €67.6 million at acquisition date, and represents the present value of cash out flow estimated to acquire the remaining 20%.

NOTE 4 Other significant events of the year

Acquisition of merchant portfolios in Italy

On March 28th, 2023, Worldline announced having completed the acquisition of Banco Desio's merchant portfolio and the set-up of a commercial partnership aiming to leverage Banco Desio's banking network in order to distribute Worldline's payment products and services to merchant customers of the bank in Italy; Banco Desio merchant portfolio is combined within Worldline's MS Italy joint venture created following the acquisition of Axepta Italy (now Worldline MS Italy) early 2022 owned at 80% by Worldline.

As part of the transaction, Worldline also enters into a long-term commercial partnership with Banco Desio aiming to leverage its strong banking network as a key commercial channel in order to distribute Worldline's best-in-class payment product and services to merchants.

In accordance with IFRS 3 and IAS 38, a customer relationship has been recorded for €100.0 million.

In December 2023, Worldline MS Italy also acquired a merchant portfolio from Banca del Fucino. In accordance with IFRS 3 and IAS 38, a customer relationship has been recorded for €25.0 million.

Bonds early rreimbursement

In May 2023, Worldline launched a tender offer on its €600 million 1.625% bonds due September 2024 issued in 2017 (the "Series A Bonds") and on its €500 million 0.25% bonds due September 2024 issued in 2019 (the "Series B Bonds"). The Bonds are admitted to trading on Euronext Paris. The nominal amount tendered and accepted for purchase by Worldline in connection with the tender offer amounted to €385.6 million and is split as follows:

• €245.3 million of the Series A Bonds at a purchase price of 97.656% plus 1.117% accrued interest, of which €354.7 million will remain outstanding after cancellation of the repurchased Bonds, and;

• €140.3 million of the Series B Bonds at a purchase price of 95.891% plus 0.168% accrued interest, of which €359.7 million will remain outstanding after cancellation of the repurchased Bonds.

The Tender Offer was paid in May 2023. The Bonds redeemed were cancelled (see note 16.4 "financial liabilities").

The early reimbursement generated the recognition of a net financial gain of €11.2 million.

Maturity of bond €500 million

In June 2023, Worldline reimbursed at maturity its €500.0 million 0.50% bonds due on 30th June 2023.

September 2023 Bond Issue

In September 2023, Worldline launched a €600.0 million bond maturing in September 2028 and bearing a coupon of 4.125%. The Bonds are admitted to trading on the Luxembourg Stock Exchange. The related financial debt is accounted for at amortized costs (see note 16.4 "financial liabilities").

Goodwill impairment

On the basis of impairment tests carried at year-end, an impairment of €1,147.0 million was recorded for Merchant Services CGU as at December 31, 2023 (see note 9.1 "Goodwill").

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 expensed 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 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	Australia, Austria, Belgium, Brazil, Canada, Czech Republic, France, Germany, Greece, India, Italy, Luxembourg, Malaysia, New-Zealand, Nordic countries, Poland, 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, China, France, Germany, Spain, the Netherlands 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)	Merchants Services	Financial Services	MeTS	TOTAL Group
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%
12 months ended December 31, 2022				
Revenue by Global Business Lines	**3,041.1**	**957.8**	**365.2**	**4,364.1**
% of Group revenue	69.7%	21.9%	8.4%	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, 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%
12 months ended December 31, 2022					
Adjusted EBITDA	**868.7**	**271.9**	**53.1**	**(61.2)**	**1,132.5**
% revenue	28.6%	28.4%	14.5%	(1.4%)	25.9%

Adjusted EBITDA represents the underlying operational performance of the current business and is determined as follows:

(In € million)	12 months ended December 31, 2023	12 months ended December 31, 2022	Variation
Operating margin	**789.8**	**864.1**	**(74.3)**
+ Depreciation of fixed assets	298.3	256.7	41.6
+ Net book value of assets sold/written off	4.3	4.7	(0.4)
+/- Net charge/(release) of pension provisions	(0.8)	7.2	(8.0)
+/- Net charge/(release) of provisions	18.7	(0.2)	19.0
ADJUSTED EBITDA	**1,110.4**	**1,132.5**	**(22.1)**

The assets detailed above 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, 2023					
Total fixed assets by Global Business Lines	**10,131.0**	**1,733.4**	**103.6**	**70.9**	**12,038.9**
Goodwill	**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

(In € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Shared (*)	Total Group
As at December 31, 2022					
Total fixed assets by Global Business Lines	**11,315.8**	**1,676.5**	**103.8**	**75.3**	**13,171.4**
Goodwill	**8,890.6**	**1,270.3**	**22.5**	**0.0**	**10,183.4**
% of Group goodwill	*87.3%*	*12.5%*	*0.2%*	*0.0%*	*100.0%*
Other intangible assets	**2,116.3**	**303.8**	**32.5**	**14.6**	**2,467.3**
Tangible assets	**144.6**	**39.9**	**15.1**	**27.5**	**227.0**
Right-of-Use	**164.4**	**62.6**	**33.6**	**33.2**	**293.8**

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, 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%
12 months ended December 31, 2022					
External revenue by geographical area (**)	**1,525.2**	**1,499.9**	**878.0**	**461.0**	**4,364.1**
% of Group revenue	34.9%	34.4%	20.1%	10.6%	100.0%

(*) Including France for €558,4 million (€567,6 million in 2022).

(**) Switzerland, which was presented in Northern Europe, is now presented in Central and Eastern 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, 2023	% Revenue	12 months ended December 31, 2022	% Revenue
Wages, salaries & social security charges	(1,416.7)	30.7%	(1,379.2)	31.6%
Tax, training, profit-sharing	(11.3)	0.2%	(9.2)	0.2%
Net (charge)/release to provisions for staff expenses	0.0	0.0%	0.8	0.0%
Net (charge)/release to provisions for pensions and similar Benefits	0.7	(0.0%)	(7.2)	0.2%
Total Personnel expenses	**(1,427.3)**	**31.0%**	**(1,394.7)**	**32.0%**

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, 2023	% Revenue	12 months ended December 31, 2022	% Revenue
Subcontracting costs	(602.7)	13.1%	(504.4)	11.6%
Operating costs	(574.7)	12.5%	(572.1)	13.1%
Hardware and software purchase	(258.4)	5.6%	(231.3)	5.3%
Scheme fees	(724.1)	15.7%	(601.3)	13.8%
Maintenance costs	(97.9)	2.1%	(105.6)	2.4%
Subtotal non-personnel expenses	**(2,257.8)**	**49.0%**	**(2,014.7)**	**46.2%**
Depreciation of assets	(298.3)	6.5%	(256.7)	5.9%
Net (charge)/release to provisions	(17.5)	0.4%	1.0	(0.0%)
Gains/(Losses) on disposal of assets	(4.3)	0.1%	(4.4)	0.1%
Trade Receivables write-off	(7.4)	0.2%	(6.2)	0.1%
Capitalized Production	192.0	(4.2%)	175.7	(4.0%)
Subtotal other expenses	**(135.5)**	**2.9%**	**(90.6)**	**2.1%**
Total operating expenses	**(2,393.3)**	**51.9%**	**(2,105.3)**	**48.2%**

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);

• 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. 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. 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

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(In € million)	12 months ended December 31, 2023	12 months ended December 31, 2022
Integration and acquisition costs	(142.7)	(155.0)
Rationalization and associated costs	(62.5)	(37.3)
Equity based compensation & associated costs	(24.8)	(37.3)
Customer relationships and patents amortization	(283.1)	(237.6)
Goodwill impairment	(1,147.0)	0.0
Other items	0.4	(61.8)
Total	**(1,659.8)**	**(529.0)**

Integration and acquisition costs reached €142.7 million, decreasing by €12.3 million, in relation with the ramp-down of implementation costs for Ingenico and SPS acquisitions. The main costs of the period were related to :

• Synergy implementation and compliance program related to Ingenico acquisition scope;

• The set-up of the jointly held entity in Australia with ANZ;

• The set-up of the future jointly held entity in France with Crédit Agricole;

• The set-up of the jointly held entity in Italy with BNL;

• Implementation of costs relating to our Move To Cloud strategy (including Google partnership).

Rationalization and associated costs are mainly related to :

• The implementation of synergy plans and costs induced by the recent acquisitions;

• The Power24 implementation costs;

• Office rationalization in Germany.

The increase year-on-year is mainly related to severance in the context of GBLs' reorganization.

Integration & acquisition costs and Rationalization and associated costs include mainly external costs (consultancies, subcos) and internal costs dedicated to the projects recognized as part of other operating income & expenses.

The 2023 **customer relationships and patents amortization** of €283.1 million encompassed an impairment of €45.7 million attributable to the termination of High Brand Risk merchants and to the reassessment of some historical acquired portfolios.

Goodwill impairment of €1,147.0 million is related to the Merchant Services GBL. (See note 9.1 "Goodwill").

6.3.1. Equity-based compensation

Equity-based compensation for €24.8 million expenses in 2023 (€37.3 million in 2022) is mainly related to 2020, 2021, 2022 and 2023 free share plans, to 2020, 2021, 2022 and 2023 stock option plans, to the 2023 Employee share purchase plan, and to some social charges linked to those plans.

(In € million)	12 months ended December 31, 2023	12 months ended December 31, 2022
Free share plans	21.6	33.2
Stock option plans	0.8	1.8
Employee share purchase plans	2.8	1.5
Others	(0.4)	0.8
Total	**24.8**	**37.3**

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;

• 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).

For all ongoing significant free share plans, financial performance criteria are representing 80% of performance criteria conditioning the total vesting. The remaining 20% 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 Group has implemented two new performance shares plans on June 8, 2023, and July 25, 2023.

The plans impacting the 2023 charge for €21.6 million are detailed as follows:

Grant Date	**June 9, 2020**	**October 28, 2020**	**May 27, 2021**	**June 9, 2022**	**June 8, 2023**	**July 25, 2023**
Number of shares granted initially	379,730	560,401	685,935	1,159,545	1,296,560	14,950
Of which number of shares initially granted to TSS beneficiaries		*166 015 (*)*	*107 050 (*)*			
Share price at grant date (€)	67.60	62.14	77.81	38.95	36.56	34.50
Vesting Date(s)	June 9, 2023	June 11, 2023 + September 7, 2023 + October 16, 2023	May 27, 2024	June 9, 2025	June 8, 2026	June 8, 2026
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 €)	**65.41**	**60.38**	**75.28**	**37.69**	**35.37**	**34.50**
Expense recognized in 2023 *(in € million)*	**3.8**	**2.1**	**1.1**	**9.0**	**5.6**	**0.1**

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.

The Group recognized a total expense of €0.8 million on stock options detailed as follows:

Grant Date	2023 Expense *(in € million)*	Number of options initially granted	Vesting Date	Number of options vested
June 9, 2020	0.1	101,120	June 9, 2023	94,255
May 27, 2021	(0.0)	117,150	May 27, 2024	0
June 9, 2022	0.4	193,530	June 9, 2025	0
June 8, 2023	0.3	191,670	June 8, 2026	0
Total	**0.8**	**603,470**		**94,255**

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 (€)	67.60	77.81	38.95	36.56
Strike price (€)	69.73	81.39	39.70	40.74
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 *(€)*	**11.48**	**14.91**	**10.21**	**9.79**
Expense recognized in 2023 *(in € million)*	**0.1**	**(0.0)**	**0.4**	**0.3**

The change of outstanding share options for Worldline SA during the period was as the following:

	12 months ended 31 December 2023		12 months ended 31 December 2022	
	Number of shares	Weighted average strike price *(in €)*	Number of shares	Weighted average strike price *(in €)*
Outstanding at the beginning of the year	**1,825,561**	**37.8**	**1,828,890**	**36.5**
Granted during the year	191,670	40.7	193,530	39.7
Forfeited during the year	(20,750)	65.8	(36,883)	64.8
Exercised during the year	(90,750)	18.8	(159,976)	18.9
Outstanding at the end of the year	**1,905,731**	**38.7**	**1,825,561**	**37.8**
Exercisable at the end of the year, below year-end stock price (*)	0.0	0.0	1,440,681	28.2

NOTE 7 Financial result

(In € million)	12 months ended December 31, 2023	12 months ended December 31, 2022
Interest expenses on bond loan	(23.2)	(19.9)
Interest charges long term debt	(0.9)	(0.9)
Interest expenses on convertible bonds	(11.5)	(11.4)
Net interest from cash and cash equivalents	18.5	0.1
Others	14.3	(6.0)
Net interest expenses	**(2.9)**	**(38.2)**
Net foreign exchange losses	(1.8)	(17.0)
Hyperinflation	(29.0)	(18.9)
Gains / Losses on derivatives instruments	4.1	(0.1)
Foreign exchange gain and losses, net	**(26.7)**	**(36.0)**
Financial component of retirement expenses and the cost of other post-employment benefits	(5.1)	(2.5)
Variation of fair value and Disposal Visa shares	6.3	44.9
Variation of the fair value of other financial assets/debts	2.0	(4.3)
Financial interests on lease liability (IFRS 16)	(7.9)	(4.9)
Impairment on other financial assets	0.0	(0.0)
Other financial expenses	(17.3)	(4.5)
Other financial income	3.3	4.6
Other financial income and expenses, net	**(18.6)**	**33.3**
Total	**(48.2)**	**(40.9)**

Net financial expenses amounted to €48.2 million for the period (compared to an expense of €40.9 million in 2022) and were made up of:

• A net cost of financial debt of €2.9 million (against a net cost of €38.2 million in 2022); and

• A net other financial expenses (including the impact of foreign exchange) of €45.3 million (2.7 million expense in 2022).

Net cost of financial debt of €2.9 million is mainly made up by the followings effects:

• The interests linked to straight bonds (€23.2 million) and convertible bonds (€11.5 million);

• The income interests from cash and cash equivalents (€18.5 million);

• The profit generated by the bond reimbursement (€11.2 million).

The variation compared to last year is explained by the impact of bonds reimbursement profit and the income interests from cash and cash equivalents in 2023, which was nil in 2022.

The net non-operational financial expense of €45.3 million in 2023 was mainly composed of:

• Foreign exchange loss for €26.7 million (loss of €36.0 million in 2022), mainly driven by hyperinflation in Argentina and Turkey for an impact of €29.0 million;

• Financial interests on lease liability (IFRS 16) for an expense of €7.9 million (€4.9 million in 2022);

• Pension financial costs for €5.1 million (€2.5 million in 2022). 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 €6.3 million profit related to the change in fair value of the Visa preferred shares at December 31, 2023 (compared to €44.9 million profit in 2022 mainly related to the net gain of €40.3 million related to the disposal of Visa shares);

• The positive change in fair value of other financial instruments for €2.0 million, mainly related to the fair value of Poseidon Holdco preferred shares for €4.0 million and a positive €2.4 million related to the accretion of TSS deferred payment, partially compensated by the negative fair value of the Partech investment for a €4.5 million;

• Other financial expenses for €17.3;

• Other financial income for €3.3 million.

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 4-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, 2023	12 months ended December 31, 2022
Current taxes	(114.6)	(113.1)
Deferred taxes	74.4	34.3
TOTAL	**(40.2)**	**(78.8)**

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, 2023	Effective tax rate	12 months ended December 31, 2022	Effective tax rate
Profit before tax	(918.2)		294.1	
French standard tax rate	25.8%		25.8%	
Theoretical tax charge at French standard rate	**237.2**	**25.8%**	**(76.0)**	**25.8%**
Permanent differences due to goodwill impairment	(295.3)	(32.2%)	0.0	0.0%
Impact of permanent differences	11.7	1.3%	0.2	(0.1%)

	12 months ended December 31, 2023	Effective tax rate	12 months ended December 31, 2022	Effective tax rate
Differences in foreign tax rates	11.5	1.3%	10.8	(3.7%)
Movement on recognition of deferred tax assets	(4.1)	(0.4%)	0.9	(0.3%)
Equity-based compensation	(6.1)	(0.7%)	(13.3)	4.5%
Change in deferred tax rates	(3.2)	(0.4%)	(6.6)	2.2%
Withholding taxes	(1.3)	(0.1%)	(3.7)	1.2%
Other	9.5	1.0%	8.8	(3.0%)
GROUP TAX EXPENSE	**(40.2)**		**(78.8)**	
EFFECTIVE TAX RATE		**(4.4%)**		**26.8%**

In 2023, excluding the goodwill impairment of €1,147.0 million, the annualized Effective Tax Rate (ETR) was 17.6%. The decrease in the Effective Tax Rate (ETR) adjusted is mainly driven by the following effects :

• The decrease of equity-based compensation, which generated a lower non-deductible charge compared to 2022;

• The positive weight impact on the Effective Tax Rate in the differences in foreign tax rates (+1.3% in 2023 vs. -3.7% in 2022), mainly due to Switzerland.

In 2022, the effective tax rate restated of the capital loss related to the disposal of Worldline Argentina and Chile (permanent differences) amounted to 23.5%.

8.3. Deferred taxes in the statement of financial positions

(In € million)	As at December 31, 2023	As at December 31, 2022
Deferred tax assets	30.7	98.5
Deferred tax liabilities	(424.7)	(561.7)
Net deferred tax	**(394.0)**	**(463.1)**

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, 2022	**50.9**	**(417.9)**	**(36.4)**	**36.8**	**(162.5)**	**(529.1)**
Charge to profit or loss for the year	8.1	10.0	(4.1)	(1.6)	159.4	171.7
Change of scope	(2.0)	(52.7)	(9.2)	(0.4)	(1.3)	(65.5)
Charge to equity	0.00	0.00	0.00	(26.4)	(2.3)	(28.8)
Reclassification	4.7	0.4	0.0	0.4	(5.7)	(0.1)
Exchange differences	(1.2)	(2.6)	(0.4)	(0.0)	(7.1)	(11.4)
As at December 31, 2022	**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)**

In 2023, the variation of the net deferred tax position compared to December 31, 2022, is mainly due to the amortization related to PPA.

In 2022, the main variation in "other" is related to the reversal of the deferred tax liabilities linked to the sale of 84.96% of TSS business for an amount of €136.7 million.

8.5. Tax losses carry forward schedule (basis)

	As at December 31, 2023			As at December 31, 2022		
(In € million)	Recognized	Unrecognized	Total	Recognized	Unrecognized	Total
2024	0.0	0.0	0.0	0.6	0.0	0.6
2025	0.0	0.0	0.0	15.5	9.0	24.5
2026	1.7	0.0	1.7	0.0	2.7	2.7
2027	3.5	0.0	3.5	5.7	0.0	5.7
2028	0.5	0.0	0.5	0.0	0.0	0.0
Tax losses available for carry forward for 5 years and more	39.4	21.7	61.1	117.8	81.8	199.6
Ordinary tax losses carry forward	**45.1**	**21.7**	**66.7**	**139.6**	**93.5**	**233.1**
Evergreen tax losses carry forward	**270.5**	**111.0**	**381.5**	**108.8**	**12.3**	**121.1**
Total tax losses carry forward	**314.6**	**133.8**	**448.5**	**248.4**	**105.8**	**354.2**

Countries with the largest tax losses available for carry forward are Luxembourg (€127.6 million), Australia (€69.5 million), France (€69.4 million), Greece (€36.5 million), Sweden (€34.1 million) and India (€22.7 million).

8.6. Deferred tax assets not recognized by the Group

(In € million)	As at December 31, 2023	As at December 31, 2022
Tax losses carry forward	35.6	36.4
Temporary differences	16.9	18.3
Total	**52.5**	**54.7**

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 2023, 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 4-year plan, as approved by the Executive Committee and the Board of Directors, and of extrapolated cash flows for an additional year. 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, 2022	Disposal Depreciation	Impact of business combination	Exchange rate fluctuations	As at December 31, 2023
Gross value	10,183.4	(0.1)	0.0	30.5	10,213.8
Impairment loss	0.0	(1,147.0)	0.0	(8.0)	(1,155.0)
Carrying amount	**10,183.4**	**(1,147.1)**	**0.0**	**22.5**	**9,058.8**

(In € million)	As at December 31, 2021	Disposal Depreciation	Impact of business combination	Exchange rate fluctuations	As at December 31, 2022
Gross value	9,329.6	(4.7)	887.5	(29.1)	10,183.4
Impairment loss	0.0	0.0	0.0	0.0	0.0
Carrying amount	**9,329.6**	**(4.7)**	**887.5**	**(29.1)**	**10,183.4**

In 2023, there was no change in the gross value of the goodwill, except the impact of exchange rate fluctuation.

In 2022, business combinations led to recognition of goodwill for Axepta (€181.1 million), Eurobank (€269.9 million) and ANZ JV (€436.4 million).

(In € million)	As at December 31, 2023	As at December 31, 2022
Merchant Services	7,735.8	8,890.6
Financial Services	1,293.4	1,270.3
Mobility & e-transactional services	29.6	22.5
Total	**9,058.8**	**10,183.4**

Impairment testing

At December 31, 2023, the recoverable amount of the Group CGU's was determined based on the fair value less costs to sell that the Group categorized within Level 3 of the fair value hierarchy, according to IFRS 13. The Fair values were determined based on Discounted Cash Flows (DCF) and were derived from the 4Y Business Plan of the Company, extended for an additional year. The Business Plan includes the Power24 transformation plan announced in October 2023.

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 +340bps, from 25.4% of Revenue in 2023 to 28.8% in 2028.

The terminal value is calculated after the five-year period, 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 8.60%, Financial Services at 8.55% and Mobility & e-Transactional Services at 8.05%. On Merchant Services, a specific premium of 40bps, reflecting the current macroeconomic environment which may result in a delay on the development of revenues, was added. This premium is equivalent to applying a probability of c.90-95% in reaching the topline ambition. For the three CGUs, a specific 25bps premium reflecting the execution risk related to the implementation of Power24 was embedded. This premium is equivalent to applying a probability of success of c.80% on the Power24 plan. 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, an impairment of €1,147.0 million was recorded for Merchant Services GCU as at December 31, 2023.

	Perpetuity gross rate		WACC	
(In %)	As at December 31, 2023	As at December 31, 2022	As at December 31, 2023	As at December 31, 2022
Merchant Services	2.25%	2.50%	9.25%	8.70%
Financial Services	2.25%	2.50%	8.80%	8.70%
Mobility & e-transactional services	2.25%	2.50%	8.30%	8.70%

The changes in the key parameters have the following impacts on the carrying value:

(In € million)	Increase of WACC +0.50 pt	Decrease of PGR -0.50 pt	Increase of WACC and decrease of PGR of 0.50 pt	Decrease of Adj. EBITDA from 2027 of -1.00 pt
Merchant Services	(684.0)	(551.0)	(1,158.0)	(413.0)
Financial Services	(189.0)	(155.0)	(321.0)	(100.0)
Mobility & e-transactional services	(32.0)	(29.0)	(57.0)	(44.0)
Total	**(905.0)**	**(735.0)**	**(1,536.0)**	**(557.0)**

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 additional impairment of €1,158.0 million.

A decrease in the adjusted EBITDA growth from 2027 of 100 bps did not reveal the existence of any risk of impairment for Financial Services and Mobility & e-transactional services CGUs. For Merchant Services, such a variation would have led to an additional impairment of €413.0 million.

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, 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**

** Opening balance has been restated to isolate the presentation of acquired technologies and other PPA*

(In € million)	Software & Licenses	Customer Relationships/ Patent	Acquired technology and other	Other assets	Total
Gross value					
At January 1st, 2022	**833.4**	**1,719.7**	**643.2**	**71.0**	**3,267.4**
Additions	57.2	0.0	28.3	0.5	86.0
R&D capitalized	175.7	0.0	0.0	0.0	175.7
Impact of business combination	7.6	252.4	0.0	13.9	273.9
Disposals	(63.3)	0.0	0.0	(6.9)	(70.2)
Exchange differences	0.8	(8.4)	5.3	0.0	(2.2)
Impact of business disposal	(12.8)	(0.1)	0.0	(3.2)	(16.1)
Other	(2.8)	(54.9)	38.1	1.7	(18.0)
At December 31, 2022	**995.8**	**1,908.7**	**714.9**	**77.0**	**3,696.4**

(In € million)	Software & Licenses	Customer Relationships/ Patent	Acquired technology and other	Other assets	Total
Accumulated depreciation					
At January 1st, 2022	**(497.8)**	**(254.4)**	**(161.2)**	**(48.5)**	**(961.9)**
Depreciation charge for the year	(114.1)	(157.9)	(68.9)	(4.4)	(345.3)
Disposals/reversals	49.1	0.0	0.0	7.1	56.2
Exchange differences	(2.4)	(0.5)	(1.8)	(0.0)	(4.7)
Impact of business disposal	8.7	0.1	0.0	0.1	8.8
Other	16.5	7.4	(8.3)	2.2	17.8
At December 31, 2022	**(540.0)**	**(405.3)**	**(240.1)**	**(43.6)**	**(1,229.0)**
Net value					
At January 1st, 2022	**335.6**	**1,465.3**	**482.0**	**22.5**	**2,305.4**
At December 31, 2022	**455.9**	**1,503.4**	**474.7**	**33.4**	**2,467.4**

Development capitalized cost is related to the modernization of proprietary technological platforms.

In 2023, the total of R&D costs reached €257.1 million out of which €192.0 million are capitalized and €65.1 million remain in expenses.

The other flows are related to reclassification between other intangible assets and Software & Licenses.

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
As 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**
As 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

(In € million)	Land and buildings	IT equipments	Other assets	Total
Other	6.3	6.7	(4.1)	9.0
At December 31, 2023	**(80.6)**	**(346.6)**	**(23.7)**	**(450.9)**
Net value				
As at January 1, 2023	**46.6**	**163.2**	**17.2**	**227.0**
At December 31, 2023	**44.2**	**176.8**	**23.0**	**243.9**

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2022	**151.6**	**443.8**	**45.2**	**640.6**
Additions	13.5	59.3	21.1	94.0
Impact of business combination	0.0	25.9	0.0	26.0
Disposals	(27.3)	(38.2)	(12.3)	(77.8)
Exchange differences	(0.3)	(4.5)	0.1	(4.7)
Scope out	(1.8)	(1.6)	(4.7)	(8.1)
Other	(9.7)	31.5	(14.4)	7.5
At December 31, 2022	**126.0**	**516.2**	**35.1**	**677.4**
Accumulated depreciation				
As at January 1, 2022	**(101.9)**	**(315.9)**	**(28.8)**	**(446.5)**
Depreciation charge for the year	(10.0)	(65.6)	(2.9)	(78.6)
Disposals/Reversals	27.1	28.9	11.2	67.2
Exchange differences	0.2	2.7	(0.3)	2.6
Scope out	1.4	1.0	0.8	3.2
Other	3.9	(4.1)	2.0	1.7
At December 31, 2022	**(79.4)**	**(353.0)**	**(18.0)**	**(450.3)**
Net value				
As at January 1, 2022	**49.7**	**128.0**	**16.4**	**194.1**
At December 31, 2022	**46.6**	**163.2**	**17.2**	**227.0**

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 identity 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, 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				
As 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				
As 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 € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2022	**372.0**	**42.2**	**32.3**	**446.5**
Additions	26.4	40.6	10.7	77.7
Impact of business combination	1.1	0.0	11.0	12.1
Disposals	(23.7)	(1.2)	(8.9)	(33.9)
Exchange differences	0.6	0.1	(0.1)	0.6
Other	(1.2)		(0.4)	(1.6)
At December 31, 2022	**375.1**	**81.7**	**44.6**	**501.4**

Accumulated depreciation				
As at January 1, 2022	**(139.9)**	**(12.0)**	**(14.5)**	**(166.4)**
Depreciation charge for the year	(46.3)	(14.7)	(11.6)	(72.6)
Impact of business combination	(0.8)	0.0	(0.3)	(1.1)
Disposals/Reversals	23.8	1.2	6.2	31.2
Exchange differences	(0.4)	0.0	0.0	(0.4)
Other	1.2	(0.0)	0.3	1.6
At December 31, 2022	**(162.5)**	**(25.5)**	**(19.8)**	**(207.7)**
Net value				
As at January 1, 2022	**232.1**	**30.2**	**17.9**	**280.1**
At December 31, 2022	**212.7**	**56.2**	**24.8**	**293.7**

In 2023, the variation of the gross value of right use compared to December 31, 2022, is mainly related to new lease agreements for real estate and IT equipment

10.2. Lease liabilities

Lease liabilities are composed as follows:

(In € million)	**Total lease liability**
Gross value	
As at January 1, 2022	**309.6**
Additions	78.6
Impact of business combination	11.2
Reimbursement	(73.1)
Exchange differences	0.3
Other	(0.3)
As at December 31, 2022	**326.4**
Additions	133.8
Reimbursement	(117.3)
Exchange differences	2.1
Other	(0.1)
At December 31, 2023	**344.9**

10.3. Maturity schedule Lease liabilities

(In € million)	**Up to 1 year**	**1 to 5 years**	**Over 5 years**	**TOTAL**
TOTAL	**86.7**	**210.9**	**47.3**	**344.9**

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, 2023	As at December 31, 2022
Terminals & consumables	101.7	72.1
Allowances on inventories	(3.9)	(4.5)
Total	**97.7**	**67.6**

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.

Contract assets

Contract assets include trade invoices to be issued, as well as costs capitalized in relation to contracts with customers. Such costs include:

• Incremental costs to acquire a multi-year service contracts (capitalized and amortized over the life of the contract);

• Other transition & transformation costs that do not represent a separate performance obligation, but will be used to perform other performance obligations embedded in the contract and are expected to be recovered (capitalized and amortized over the rendering of such performance obligations).

(In € million)	As at December 31, 2023	As at December 31, 2022
Contract assets	298.0	299.3
Trade receivables	445.8	468.2
Expected credit losses allowance	(52.9)	(44.8)
Net asset value	**690.9**	**722.7**
Contract liabilities (*)	(155.3)	(185.4)
Net accounts receivables	**535.7**	**537.3**
Number of days sales outstanding (DSO)	**31**	**31**

Net accounts receivables represents 11.6% of 2023 revenue (12.3% at end of 2022).

As of December 31, 2023, the Group sold without recourse receivables for a total amount of €40.2 million, and received from its financing partner €39.8 million in liquidity.

Ageing of past due receivables

(In € million)	As at December 31, 2023	As at December 31, 2022
0-30 days overdues	25.2	29.0
30-60 days overdues	17.2	10.7
60-90 days overdues	6.4	8.5
Beyond 90 days overdues	41.8	37.9
Total gross overdue receivables	**90.6**	**86.0**

11.3. Other current assets

(In € million)	As at December 31, 2023	As at December 31, 2022
VAT receivables	39.7	87.0
Prepaid expenses	72.0	74.0
Other receivables & current assets	114.9	97.0
Advance payment	2.9	37.0
Total	**229.5**	**295.0**

Other receivables and current assets mainly include research tax credit, social receivables and advance payments made on behalf of trade partners.

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, 2023**	**As at December 31, 2022**
Receivables linked to intermediation activities	3,916.9	2,790.3
Funds related to intermediation activities	1,961.6	1,977.1
Total assets linked to intermediation activities	**5,878.5**	**4,767.4**
Payables linked to intermediation activities	5,554.1	4,298.4
Credit facilities specific to intermediation activities	324.4	469.0
Total liabilities linked to intermediation activities	**5,878.5**	**4,767.4**

The increase in assets and liabilities is mainly related to a calendar effect (January 1, 2023, was a Sunday, against a Monday for January 1, 2024), as settlement is only performed on working day. In 2022, the credit facilities related to our jointly held entity in Australia were reclassified from payables linked to intermediation activities to credit facilities specific to intermediation activities.

NOTE 13 Shareholder equity

13.1. Equity attributable to the owners of the parent

During this year 2023, 1,205,141 new shares were created following the exercise of:

• The Boost 2023 employee share purchase plan (197,930 shares);

• Stock-options plans (81,750 shares); and

• Free shares plan (925,461 shares).

As at December 31, 2023, 282,974,981 shares of €0.68 par value each were outstanding. Worldline S.A. share capital was increased from €191,603,491.20 as at January 1st, 2023, to €192,422,987.08 as at December 31, 2023.

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, 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
ANZ	273.2	(39.5)	0.0	0.0	0.0	(6.5)	227.2
Axepta	(0.1)	(5.4)	25.0	(0.5)	0.0	(23.7)	(4.7)
Eurobank	(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	**1,154.7**	**(142.0)**	**25.0**	**(18.9)**	**0.4**	**(30.1)**	**989.1**

The non-controlling interests and associates as at December 31, 2023, is €989.1 million related mainly to the participation in PAYONE and ANZ.

(In € million)	As at December 31, 2021	2022 Income	Capital Increase	Dividends	Scope Changes	Other	As at December 31, 2022
GoPay	1.9	0.6	0.0	0.0	(2.5)	0.0	0.0
PAYONE	868.8	25.3	0.0	(12.4)	1.8	(2.3)	881.2
ANZ	0.0	(20.1)	0.0	0.0	316.0	(22.7)	273.2
Other	0.3	(1.7)	0.0	(0.8)	(6.0)	8.6	0.3
Total	**871.0**	**4.1**	**0.0**	**(13.2)**	**309.3**	**(16.4)**	**1,154.7**

The non-controlling interests and associates as at December 31, 2022, was €1,154.7 million related to the participation in ANZ and PAYONE. The scope changes were mainly due to the acquisition of a controlling stake in the commercial acquiring business of ANZ and the creation of a 51%-49% jointly held entity controlled by Worldline to operate and develop commercial acquiring services in Australia with ANZ Bank.

13.3. Earnings per Share

The weighted average number of shares amounts to 282,110,764 shares for the period. As at December 31, 2023, there is no potentially dilutive instruments as all equity instruments are potentially relutive. As at December 31, 2022, the potentially dilutive instruments comprised stock-options and convertible bonds.

(In € million and shares)	12 months ended December 31, 2023	% of revenue	12 months ended December 31, 2022	% of revenue
Net income from continuing operations	(817.3)		210.7	
Net income from discontinued operations	0.0		88.5	
Net income [a]	**(817.3)**	**(17.7%)**	**299.2**	**5.6%**
Diluted net income from continuing operations	(817.3)		219.2	
Diluted net income from discontinued operations	0.0		88.5	
Diluted net income [b]	**(817.3)**	**(17.7%)**	**307.7**	**5.7%**
Average number of shares [c]	282,110,764		281,179,484	
Impact of dilutive instruments	0		13,233,297	
Diluted average number of shares [d]	**282,110,764**		**294,412,781**	
(in €)				
Basis EPS [a] / [c]	**(2.90)**		**1.06**	
Diluted EPS [b] / [d]	**(2.90)**		**1.05**	

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 €184.4 million at December 31, 2023 (compared to a net total liability of €137.5 million at December 31, 2022). This net total liability is the difference of a total defined benefit obligation of €736.3 million and a total fair value of plan assets of €583.7million with an asset ceiling limitation of €31.8 million.

Worldline Group's defined benefit obligations at December 31, 2023, are located predominantly in Switzerland (46% of total obligations), Germany 20%, Belgium 14%, the United Kingdom 10%, and France 7%.

The amount recognized as an expense for defined contribution plans is €20.8 million for the year 2023 (2022: €20.1 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 2023

Since December 31, 2022, the Corporate bond interest rate markets have slightly decreased for all major zone/countries leading to an increase in the obligation of about €36.5 million.

Due to market conditions as at December 31, 2023, the main plan in Switzerland is in surplus situation under IAS 19. The surplus has not been fully recognized on the balance sheet due to IFRIC 14 limitations resulting in a €12 million charge to other comprehensive income. The related prepaid pension cost asset recognized has been limited to €6.2 million.

In the UK, the cumulated net defined benefit position was a net liability of €5.2 million as at December 31, 2023 (compared to a net asset position of €14.4 million as at December 31, 2022).

This is mainly due to current market conditions, with a combined effect of a short term obligation increase higher than expected, a decrease in the discount rate and an underperformance of the plan assets, resulting in a loss of around €21 million.

The French pension reform in April 2023 is considered as a change in plan rules, giving rise to the recognition in the income statement of the revaluation of past service costs. This reform had no material impact on the consolidated financial statements as at December 31, 2023.

14.3. Amounts recognized in the financial statements

The amounts recognized in the balance sheet as at December 31, 2023, rely on the following components, determined at each benefit plan's level:

(In € million)	As at December 31, 2023	As at December 31, 2022
Prepaid pension asset – post employment plans	6.2	21.5
Accrued liability – post employment plans	(182.5)	(154.3)
Accrued liability – other long term benefits	(8.1)	(4.7)
Net amounts recognized – Total	**(184.4)**	**(137.5)**
Reconciliation of prepaid/(accrued) Benefit cost (all plans)		
Funded status-post employment plans	(144.5)	(92.6)
Funded status-other long term benefit plans	(8.1)	(4.7)
Asset ceiling limitation at December 31st	(31.8)	(40.2)
Prepaid/(accrued) pension cost	**(184.4)**	**(137.5)**

The net consolidated impacts that explain the variation of the net Group liability are the following:

(In € million)	2023	2022
Net asset/(liability) at January 1	**(137.5)**	**(226.5)**
Net periodic pension cost	(28.9)	(33.2)
Benefits paid by the employer	2.7	5.8
Employer contributions	19.5	17.0
Business combinations/(disposals)	0.0	3.6
Amounts recognized in Other Comprehensive Income	(40.6)	95.8
Exchange rate	0.4	(0.1)
Net asset/(liability) at December 31	**(184.4)**	**(137.5)**

Of which a net periodic expense impacting the Group income statement (excluding impact from exchange rates) of €28.9 million.

(In € million)	**12 months ended December 31, 2023**	**12 months ended December 31, 2022**
Service cost (net of employees contributions)	21.5	31.4
Past service cost, Settlements	(0.2)	0.0
Actuarial (gain)/loss in other long term benefits	2.5	(0.7)
Operating expense	**23.8**	**30.6**
Interest cost	19.9	6.7
Interest income	(15.7)	(4.2)
Interest cost on the effect of the asset ceiling	0.9	0.0
Financial expense	**5.1**	**2.5**
Net periodic pension cost – Total expense/(profit)	**28.9**	**33.2**
Of which, net periodic pension cost – post employment plans	*25.6*	*33.5*
Of which, net periodic pension cost – other long term benefits	*3.2*	*(0.3)*

The Group's defined benefit obligations (before effect of plan assets) varied as follows:

(In € million)	**2023**	**2022**
Defined benefit obligation –post employment plans at January 1	*635.7*	*809.5*
Defined benefit obligation – other long term benefits at January 1	*4.7*	*5.3*
Defined Benefit Obligation at January 1	**640.4**	**814.8**
Exchange rate impact	16.7	14.7
Service cost (net of employees contributions)	21.5	31.4
Interest cost	19.9	6.7
Employees contributions	9.0	8.7
Past service cost, Settlements	(0.2)	0.0
Business combinations/(disposals)	(0.0)	(3.0)
Benefits paid	(25.1)	(27.7)
Actuarial (gain)/loss - change in financial assumptions	37.9	(212.6)
Actuarial (gain)/loss - change in demographic assumptions	(1.9)	2.4
Actuarial (gain)/loss - experience results	18.2	4.9
Defined benefit obligation at December 31	**736.3**	**640.4**
Defined benefit obligation –post employment plans at December 31	*728.2*	*635.7*
Defined benefit obligation – other long term benefits plans at December 31	*8.1*	*4.7*

The weighted average duration of the liability is 13.6 years.

The Group's plan assets varied as follows:

(In € million)	2023	2022
Fair value of plan assets at January 1	**543.1**	**588.3**
Exchange rate impact	17.1	14.6
Actual return on plan assets	17.3	(64.3)
Employer contributions	19.5	17.0
Employees contributions	9.0	8.7
Benefits paid by the fund	(22.4)	(21.9)
Business combinations/(disposals)	0.0	0.6
Fair value of plan assets at December 31	**583.7**	**543.1**

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	
	2023	2022	2023	2022	2023	2022
Discount rate as at December 31	4.5%	4.9%	3.20% ~ 3.70%	3.15% ~ 3.75%	1.5%	2.3%
Inflation assumption as at December 31	3.5%	3.4%	2.1%	2.1%	1.5%	1.5%

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 +50bp	Inflation rate +25bp
United Kingdom main pension plan	(6.5%)	3.3%
Swiss main pension plan	(5.5%)	0.2%
German main pension plans	(8.0%)	3.0%
Belgian main pension plan	(4.3%)	1.2%
French main pension plans	(6.6%)	3.5%

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, 2023	As at December 31, 2022
Equity	28.8%	32.0%
Bonds	15.3%	14.0%
Real Estate	23.5%	20.7%
Cash and Cash equivalent	15.2%	15.8%
Other	17.2%	17.5%

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, 2023			12 months ended December 31, 2022		
(In € million)	Post-employment	Other LT benefit	Total	Post-employment	Other LT benefit	Total
Operating margin	(20.8)	(3.0)	(23.8)	(31.0)	0.4	(30.6)
Financial result	(4.9)	(0.2)	(5.1)	(2.5)	(0.0)	(2.5)
Total (expense)/profit	**(25.6)**	**(3.2)**	**(28.9)**	**(33.5)**	**0.3**	**(33.2)**

Cash impacts

The cash impact of pensions in 2023 was mainly composed of cash contributions to pension or insurance funds for €19.5 million, the remaining part of €2.7 million being benefit payments directly made by the Group to the beneficiaries.

Contributions to pension or insurance funds in 2024 are expected to be of €18.7 million.

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, 2022	Charge	Release used	Release unused	Business combination	Other (*)	As at December 31, 2023	Current	Non-current
Litigation and contingencies	100.2	15.5	(29.1)	(10.0)	0.0	2.1	78.7	7.4	71.3
Other	7.1	8.9	(2.5)	(3.3)	0.0	2.7	13.0	6.5	6.5
Total provisions	**107.4**	**24.4**	**(31.6)**	**(13.3)**	**0.0**	**4.9**	**91.7**	**13.9**	**77.8**

(*) Other movement mainly corresponds to currency conversion adjustments.

(In € million)	Restated	Charge	used	unused	combination	Other (*)	31, 2022	Current	current
Litigation and contingencies	61.5	57.9	(1.7)	(12.0)	0.5	(5.9)	100.2	9.8	90.4
Other	8.2	1.7	(3.4)	0.3	0.0	0.3	7.1	4.7	2.4
Total provisions	**69.7**	**59.6**	**(5.1)**	**(11.8)**	**0.5**	**(5.5)**	**107.4**	**14.5**	**92.8**

The closing position of litigation and contingencies provisions of €78.7 million includes a number of litigation issues, tax and social disputes, 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.

In 2023, the decrease in litigation and contingencies of €29.1 million is mainly related to the reversal of part of the related guarantees towards Apollo in relation to TSS disposal.

In 2022, the increase in litigation and contingencies of €57.9 million is mainly related to guarantees towards Apollo, under specific terms and conditions, in relation to TSS disposal. This was part of the disposable agreement and was recorded against the net income of discontinued operations.

NOTE 16 Financial assets and liabilities

16.1. Liquidity Risk and management policy

Foreign exchange risk

The majority of the Group's income, expenditure and liabilities are denominated in euro. In 2023, 69.1% of the Group's revenue was generated in eurozone countries whereas 30.9% was generated in non-euro zone countries, including 11.5% in Swiss francs, 4% in Australian dollars and 3.1% 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.

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 was requested and approved by the banks for an amount of €554 million. Therefore, the amount of this Facility is now €600 million until December 2024 and €554 million between December 2024 and the final maturity date in 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, so that the maturity date of both facilities are now aligned.

As at December 31, 2023, no drawings had been made on either the €600 million or the €450 million revolving credit facilities.

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, 2023, the total amount outstanding under the program was €25 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 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 stable outlook), following the latest update published by Standard & Poor's Global Rating on 8th November 2023, which testifies the strength 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.

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	As at December 31, 2023	As at December 31, 2022	Valuation Method
Non-Consolidated Investments	Note 16.3.1	711.4	695.1	Fair-Value through P&L, level 3
Investments in Associates	Note 16.3.1	29.3	3.3	Equity method
Other Non-current financial assets	Note 16.3.1	27.3	66.4	Fair-Value through P&L, level 3
Derivative Instruments - Assets	Note 16.3.2	0.3	2.8	Fair-Value through P&L, level 1
Other current financial assets	Note 16.3.2	57.8	313.0	Fair-Value through P&L, level 3
Cash and Cash Equivalents	Note 16.3.3	1,726.5	1,551.7	
FINANCIAL ASSETS - TOTAL		**2,552.5**	**2,632.4**	
Straight Bonds	Note 16.4	1,820.4	2,101.6	Amortized Cost
Convertible Bonds	Note 16.4	1,374.1	1,362.6	Split Accounting: Amortized Cost + Equity Component
Other Long Term debts	Note 16.4	55.5	55.5	Amortized Cost
Put Options on non-controlling interests	Note 16.4	236.8	186.0	Fair-Value through Equity, level 3
Current portion of Financial Liabilities	Note 16.4	50.4	48.0	Fair-Value through P&L, level 3
Derivative instruments - Liabilities	Note 16.6	1.8	1.3	Fair-Value through Equity, level 1
Overdrafts	Note 16.4	169.5	47.7	
Financial Liabilities excl. lease liabilities		**3,708.5**	**3,802.8**	
Lease Liability	Note 10.2	344.9	326.4	Amortized Cost
FINANCIAL LIABILITIES - TOTAL		**4,053.4**	**4,467.7**	

For the non-current items valued at amortized cost, the comparison between the carrying value at December 31, 2023, 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	1,094.7	725.7	1,820.4	1,735.6	Level 1, market measurement
Convertible Bonds	1,374.1		1,374.1	1,244.7	Level 1, market measurement
Other Long-Term Debts	55.0	0.5	55.5	53.0	Level 2, reference to open market
TOTAL	**2,523.9**	**726.2**	**3,250.1**	**3,033.3**	

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 €1,820.4 million also includes accrued interests for €11.6 million.

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.

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".

Cash and cash equivalents are measured at their fair value through profit and loss.

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.

16.3.1. Non-current financial assets

(In € million)	As at December 31, 2023	As at December 31, 2022
Pension prepayments	6.2	21.5
Fair value of non-consolidated investments	711.4	695.1
Other	27.3	66.4
Total non-current financial assets	**744.9**	**783.1**
Investments in associates	**29.3**	**3.3**

The non-consolidated investments includes mainly:

• Preferred shares of Poseidon Holdco with a fair value estimated to €639.0 million as of December 31, 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;

• Visa Shares for €41.2 million as at December 31, 2023, and €33.7 million as at December 31, 2022.

Investments in associates mainly relates to the investment in Online Payment Platform (OPP).

Other includes as at December 31, 2023, €21.7 million related to the non-current part of the deferred payment to be received by Apollo funds over two years as a counterparty to TSS disposal as of September 30, 2022.

16.3.2. Current financial assets

(In € million)	As at December 31, 2023	As at December 31, 2022
Assets derivatives	0.3	2.8
Other current financial assets	57.8	313.0
Total	**58.1**	**315.9**

In consideration of the disposal of TSS in 2022, at December 31, 2023, other current financial assets include €49.6 million relating to the current part of the deferred payment to be received by Apollo funds in March 2024.

In 2022, other current financial assets mainly correspond to the fair value of the remaining 15.04% of TSS investment which will were sold on January 1, 2023 (€311.9 million).

16.3.3. Cash and cash equivalents

(In € million)	As at December 31, 2023	As at December 31, 2022
Cash and cash equivalents	1,756.0	1,369.4
Money market funds	140.0	230.1
Total cash and cash equivalents	**1,896.0**	**1,599.5**
Overdrafts	(169.5)	(47.9)
Total overdrafts and equivalents	**(169.5)**	**(47.9)**
Total net cash and cash equivalents	**1,726.5**	**1,551.7**

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 and amortization of the related issuance costs.

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. There were no derivative instruments identified.

Put options on non-controlling interests

Put options are accounted for as financial debts valued at fair-value. 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 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, 2023			As at December 31, 2022		
(In € million)	Current	Non-current	Total	Current	Non-current	Total
Straight Bonds	725.7	1,094.7	1,820.4	506.4	1,595.2	2,101.6
Convertible bonds	0.0	1,374.1	1,374.1	0.0	1,362.6	1,362.6
Other Long Term debts	0.5	55.0	55.5	0.5	55.0	55.5
Put Options on non-controlling interests	5.1	231.7	236.8	0.0	186.0	186.0
Current portion of Financial Liabilities	50.4	0.0	50.4	48.0	(0.0)	48.0
Overdrafts	169.5	0.0	169.5	47.7	0.0	47.7
Total Financial Liabilities excl. Lease liabilities	**951.2**	**2,755.5**	**3,706.7**	**602.7**	**3,198.8**	**3,801.5**

Current accounts with a short-term maturity – less than one month – have no remuneration.

Other Long-term debts are composed of the *Schuldschein* borrowings (see B.3.3 "Financing Policy").

In 2023, put options on non-controlling interests for a total of €236.8 million are related to Eurobank, Axepta and SoftPOS acquisitions. As at December 31, 2022, put options on non-controlling interests for a total of €186.0 million are related to Eurobank, Axepta, SoftPOS and Cardlink acquisitions.

16.4.1. Straight bonds, convertible bonds and long-term debts follow up

Main characteristics	Maturity	September 2024 (*)	September 2024 (*)	June 2027	September 2028
	Nature	**Straight bonds 7 years**	**Straight bonds 5 years**	**Straight bonds 7 years**	**Straight bonds 5 years**
Nature		Unsecured Fixed Rate Note	Unsecured Fixed Rate Note	Unsecured Fixed Rate Note	Unsecured Fixed Rate Note
Issue date		September 2017	September 2019	June 2020	September 2023
Maturity date		September 2024	September 2024	June 2027	September 2028
Issue size *(in € million)*		**354.7**	**359.7**	**500.0**	**600.0**
Cash received *(in € million)*		**352.8**	**357.9**	**496.5**	**597.8**
Coupon		1.6%	0.3%	0.9%	4.1%
Yield to maturity		1.7%	0.4%	1.0%	4.2%
Conversion exchange ratio		N/A	N/A	N/A	N/A
Early reimbursement option		N/A	N/A	N/A	N/A
Valuation methodology		Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)
Fees *(in € million)*		**1.3**	**1.0**	**1.8**	**2.7**
Call option *(in € million)*		0.0	0.0	0.0	0.0
Debt component at inception *(in € million)*		351.5	356.9	494.6	597.3
Equity component at inception (in € million)		0.0	0.0	0.0	N/A
Effective interest rate (EIR)		1.8%	0.4%	1.0%	4.2%

(*) In May 2023, 41% and 28% of respectively 7 years and 5 years September 2024 straight bonds was early redeemed by the Group. The information presented here only corresponds to the portion remaining in the Group's financial liabilities

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**	**600.0**	**200.0**	**600.0**
Cash received (*in € million)*		**25.0**	**30.0**	**637.8**	**225.8**	**642.0**
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	578.6	195.5	554.8
Equity component at inception (in € million)		N/A	N/A	55.5	29.6	82.0
Effective interest rate (EIR)		1.7%	1.7%	0.7%	0.4%	1.1%

(**) Linked to initial convertible bonds issued in June 2020

16.4.2. Financial debt in currencies

(In € million)	EUR	SEK	AUD	Other Currencies	Total
December 31, 2023	3,463.6	90.1	74.2	78.7	3,706.7
December 31, 2022	3,676.5	85.5	30.4	9.2	3,801.5

16.4.3. Non-current financial debt maturity

(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 long term debts	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 € million)	2024	2025	2026	2027	>2027	Total
Convertible bonds	0.0	589.0	773.6	0.0	0.0	**1,362.6**
Straight bonds	1,098.7	0.0	0.0	496.5	0.0	**1,595.2**
Other long term debts	0.0	55.0	0.0	0.0	0.0	**55.0**
Put options on non-controlling interests	2.7	84.7	98.6	0.0	0.0	**185.9**
As at December 31, 2022 long-term debt	**1,101.4**	**728.7**	**872.2**	**496.5**	**0.0**	**3,198.8**

In 2023, the debt repayment schedule (based on non-actualized contractual cash-flows) is as follows:

(In € million)	Net Carrying Value at December 31, 2023	Expected undiscounted cash flows, including interests payments					
		Due within 1 year	Due within 2 years	Due within 3 years	Due within 4 years	Due after 5 years	Total
Convertible bonds	1,374.1	0.0	600.0	800.0	0.0	0.0	1,400.0
Straight bonds	1,820.3	804.6	29.1	29.1	526.9	617.5	2,007.3
Other long term debts	55.5	0.9	55.4	0.0	0.0	0.0	56.3
Put options on non-controlling interests	236.8	2.4	85.1	186.5	4.0	0.0	278.1
Short-term financial liabilities	50.4	50.4	0.0	0.0	0.0	0.0	50.4
Derivative instruments - liabilities	1.8	1.8	0.0	0.0	0.0	0.0	1.8
Overdrafts	169.5	169.5	0.0	0.0	0.0	0.0	169.5
Total Financial Liabilities excl. Lease liabilities	**3,708.4**	**1,029.5**	**769.6**	**1,015.7**	**530.9**	**617.5**	**3,963.3**

16.5. Change in net cash/(debt) over the period

(In € million)	As at December 31, 2023	As at December 31, 2022
Non-current financial debt	(2,755.5)	(3,198.8)
Current portion of financial debt	(951.2)	(602.7)
Cash and cash equivalents	1,896.0	1,599.5
Total Net Cash/(Debt)	**(1,810.7)**	**(2,201.9)**

(In € million)	As at December 31, 2023	As at December 31, 2022
Opening net cash/(debt)	**(2,201.9)**	**(3,125.6)**
New bonds : straight and convertible	(604.9)	0.0
Repayment or conversion of bonds : straight and convertible	887.6	0.0
Increase of put options on non-controlling interests	(63.7)	(175.5)
Decrease of put options on non-controlling interests	12.9	59.4
Increase of other borrowings	(19.5)	0.0
Repayment of other borrowings	21.2	559.5
Business Combination	0.0	(0.9)
Variance in net cash and cash equivalents	163.7	487.9
Impact of exchange rate fluctuations	10.9	6.7
Net impact of interests	(17.1)	(13.5)
Other flows related to financing activities	0.0	0.0
Closing net cash/(debt)	**(1,810.7)**	**(2,201.9)**

The variations on cash/(debt) over the period is mainly due to:

• Commercial papers decrease of €20.0 million;

• Puts on minority interests increase of €43.9 million, mainly due to the acquisition of merchant acquiring activities from Banco Desio for €35.9 million (see note 4 “Other Significant events of the year”), which represents the present value of cash out flow estimated to acquire to remaining 20%. The decrease relates to the exercise of the Cardlink put option.

• Bonds decreased by €885.8 million, in relation with:

• €501.3 million due to the reimbursement of the Bond €500 million at the expiry date (June 2023 – see note 4 “other significant events of the year”);

• €385.6 million in connection with a tender offer launched in May 2023 on €600 million and €500 million bonds due to September 2024 (see note 4 "other significant event of the year") at inception. The nominal amount tendered and accepted for purchase by Worldline in connection with the tender offer is split as follows:

- €245.3 million of the Series A Bonds at a purchase price of 97.656% plus 1.117% accrued interest, of which €354.7 million will remain outstanding after cancellation of the repurchased Bonds, and;

- €140.3 million of the Series B Bonds at a purchase price of 95.891% plus 0.168% accrued interest, of which €359.7 million will remain outstanding after cancellation of the repurchased Bonds.

The Tender Offer was paid in May 2023. The purchased Bonds were cancelled.

• Bonds increase by €604.9 million related to the launch in September 2023 a €600 million bond maturing in September 2028 and bearing a coupon of 4.125%. The Bonds are admitted to trading on the Luxembourg Stock Exchange.

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 Group performs fair-value and cash-flow hedging.

The fair value of forward exchange contracts is their quoted market price at the reporting date (i.e. the present value of the quoted forward price).

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, 2023	As at December 31, 2022
Interest rate derivative instruments	**0.0**	**0.0**
Foreign exchange derivative instruments	**(1.5)**	**1.3**
Current assets	0.3	2.6
Current liabilities	(1.8)	(1.3)
Total hedging instruments	**(1.5)**	**1.3**

Breakdown of instruments by hedging policy

(In € million)	As at December 31, 2023	As at December 31, 2022
Instruments designated as cash flow hedges	**(0.3)**	**(0.8)**
Foreign exchange forward contracts	(0.1)	(0.1)
Foreign exchange swap	(0.3)	(0.7)
Instruments not designated as cash flow hedges	**(1.3)**	**2.2**
Foreign exchange swap	(1.3)	2.2
Total hedging instruments	**(1.5)**	**1.3**

NOTE 17 Trade Payables and other current liabilities

17.1. Trade payables and note payables

(In € million)	As at December 31, 2023	As at December 31, 2022
Trade payables and note payables	756.0	717.7
Advance payments*	(2.9)	(37.0)
Prepaid expenses*	(72.0)	(74.0)
Net accounts payable	**681.1**	**606.7**
Number of days payable outstanding (DPO)	**82**	**76**

** 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.

17.2. Other current liabilities

(In € million)	As at December 31, 2023	As at December 31, 2022
Contract liability	155.3	185.4
Employee-related liabilities	143.3	172.6
Social security and other employee welfare liabilities	62.5	89.7
VAT payable	80.1	104.2
Other operating liabilities	145.6	155.0
Total	**586.7**	**706.8**

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.

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, 2023	Maturing			As at December 31, 2022
		Up to 1 year	1 to 5 years	Over 5 years	
Operating leases: IT equipment	8.7	6.4	2.3	0.0	9.7
Non-cancellable purchase obligations	235.7	52.6	183.2		233.6
Total Commitments	**244.4**	**59.0**	**185.4**	**0.0**	**243.2**

Non-cancellable purchase obligations mainly relate to contractual engagements towards SIX Group AG (see note 19 "Related parties").

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. Commercial commitments

(In € million)	As at December 31, 2023	As at December 31, 2022
Bank guarantees	**84.4**	**67.1**
Operational - Performance	22.6	29.6
Operational - Bid	0.3	0.4
Financial or Other	61.5	37.1
Parental guarantees	**654.9**	**951.9**
Operational - Performance	134.9	574.4
Operational - Other Business *Orientated*	438.6	22.9
Financial or Other	81.4	354.7
Pledges	**2.3**	**23.6**
Total	**741.6**	**1,042.6**

For various large long-term contracts, the Group provides parental guarantees to its clients. In addition, the Group has pledged some cash deposit in order to secure payments to third parties. It may be substituted by the Group for bank guarantee at any time.

18.3. Other commitments

Commitments received

(In € million)	As at December 31, 2023	As at December 31, 2022
Guarantee received on acquisitions of companies	1,971.1	1,969.5
Other commitment received	0.0	0.0
Total	**1,971.1**	**1,969.5**

Commitments given

(In € million)	As at December 31, 2023	As at December 31, 2022
Guarantee given on disposal of companies	2,803.2	2,103.1
Other commitment given	0.0	2.8
Total	**2,803.2**	**2,105.9**

In 2023, the increase of commitments received and given are mainly related to the acquisitions of customer relationships from Banco Desio and Banca del Fucino, and TSS disposal to Apollo funds.

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 entities that are controlled or jointly controlled by the Group, 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; and

• The corporate officers of the Group, 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), as well as the Chief Executive Officer and the Deputy Chief Executive Officer.

The main transactions between the related entities 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:

With SIX Group AG

(In € million)	12 months ended December 31, 2023	12 months ended December 31, 2022
Revenue	40.0	38.3
Operating income / expenses	(59.0)	(48.7)

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, 2023	As at December 31, 2022
Trade accounts and notes receivables	190.9	121.9
Other current assets	4.3	0.1
Trade accounts and notes payables	2.6	9.7
Other current liabilities	19.8	0.0

The off-balance sheet commitments regarding the related parties are detailed as follows:

(In € million)	As at December 31, 2023	Maturing			As at December 31, 2022
		Up to 1 year	1 to 5 years	Over 5 years	
Contractual engagements	232.4	49.3	183.2	0.0	233.6
Commitments	**232.4**	**49.3**	**183.2**	**0.0**	**233.6**

The contractual engagements are mainly related to LTIA (Long Term Infrastructure Agreement).

Cost of corporate officers of the Group

In 2023, the expenses related to corporate officers included:

• Those related to the Worldline Chief Executive Officer;

• Those related to the Deputy Chief Executive Officer;

• The cost of the members of the Board (Director's fees expensed in 2023); and

• Those related to the Chairman of the Board of Directors.

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, 2023**	**12 months ended December 31, 2022**
Short-term benefits	3.1	3.9
Employer contributions (*)	1.2	1.6
Performance shares & stock-options plans (**)	1.7	3.5
Total	**6.0**	**9.0**

(*) 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, 2023

Entity	Country	Consolidation method	% of control as at 31 December 2023
FRANCE			
Worldline SA	France	Global integration	100%
Mantis SA	France	Global integration	100%
Worldline Participation 1 SA	France	Global integration	100%
INTOUCH SAS	France	Equity method	33%
Worldline Ré SA	France	Global integration	100%
Santéos SA	France	Global integration	100%
Worldline France SAS	France	Global integration	100%
Similo SAS	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%
Consoprotec SAS	France	Global integration	100%
equensWorldline France	France	Global integration	100%
Worldline Bidco S.A	France	Global integration	100%
EUROPE EXCLUDING FRANCE			
Worldline Payment Services (Germany) GmbH	Germany	Global integration	100%
Worldline Germany GmbH	Germany	Global integration	100%
DZ-Service 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%
Worldline Financial Solutions NV	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%
OÜ Worldline Payment Estonia	Estonia	Global integration	100%
equensWorldline Finland	Finland	Global integration	100%
Bambora AB, Finland branch	Finland	Global integration	100%
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 Financial Services (Europe) SA, Italia branch	Italy	Global integration	80%
equensWorldline SE - Branch Italy	Italy	Global integration	100%
Worldline Financial Services (Europe) SA, Italy branch	Italy	Global integration	100%
SIA Worldline Latvia	Latvia	Global integration	100%
UAB Worldline Lietuva	Lithuania	Global integration	100%
Worldline Europe SA	Luxembourg	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	55%
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 Merchant Services UK Limited	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%
Bambora AB Sweden - Norway	Norway	Global integration	100%
Bambora Device AB Sweden - Norway	Norway	Global integration	100%
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%
Global Collect Services S.R.L.	Argentina	Global integration	100%
Global Collect Argentina S.R.L.	Argentina	Global integration	100%
Worldline Services Australia Pty Ltd	Australia	Global integration	100%

Bambora Online Pty Ltd	Australia	Global integration	100%
Global Collect Services Australia Pty Ltd	Australia	Global integration	100%
Worldline Australia Pty Ltd	Australia	Global integration	51%
Global Collect Australia Pty Limited	Australia	Global integration	100%
Worldline Payment Solutions Australia Pty Ltd	Australia	Global integration	51%
Worldline Brazil Serviços Ltda.	Brazil	Global integration	100%
Global Collect, Serviços de Coleta de Pagamentos Ltda.	Brazil	Global integration	100%
Global Collect do Brasil Soluções de Pagamento 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%
Global Collect Services Japan Co., Ltd.	Japan	Global integration	100%
Worldline Japan Limited	Japan	Global integration	100%
Global Collect Japan Co., Ltd.	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%
Worldline IT and Payment Services (Singapore) Pte Ltd	Singapore	Global integration	100%
Global Collect Services Asia Pacific Pte. Ltd.	Singapore	Global integration	100%
Ingenico Payments and Services Pte Ltd	Singapore	Global integration	100%
Worldline (Taiwan) Ltd.	Taiwan	Global integration	100%
Worldline Ödeme Sistem Çözümleri A.Ş Istanbul Şubesi.	Turkey	Global integration	100%

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, 2023
Revenue	**990.8**
Operating Margin	190.6
Net Profit/(Loss)	**(367.0)**
Net income attributable to the owners or the parent	*(226.2)*
Net income attributable to non-controlling interests	*(140.8)*
Equity	**3,545.9**
Equity attributable to the owners or the parent	*2,209.9*
Equity attributable to non-controlling interests	*1,336.1*
Non-current Liabilities	228.8
Current Liabilities	2,965.0
TOTAL equity and liabilities	**6,739.7**

(In € million)	As at December 31, 2023
Non-current assets	3,638.1
Current assets	3,101.6
TOTAL assets	**6,739.7**

NOTE 21 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	452	51%	0		363	52%	0	
Subsidiaries	361	41%	1,618	97%	238	34%	1,664	99%
Sub-total Audit	**813**	**92%**	**1,618**	**97%**	**601**	**86%**	**1,664**	**99%**
Non audit services								
Parent company	75	8%	0		98	14%	0.0	
Subsidiaries	0		54	3%	0		21	1%
Sub-total Non Audit	**75**	**8%**	**54**	**3%**	**98**	**14%**	**21**	**1%**
Total fees 2023	**888**	**100%**	**1,672**	**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.

	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	433	49%	0		348	57%	0	
Subsidiaries	385	44%	1,637	94%	175	29%	1,560	100%
Sub-total Audit	**818**	**93%**	**1,637**	**94%**	**523**	**85%**	**1,560**	**100%**
Non audit services								
Parent company	60	7%	0		91	15%	0	
Subsidiaries	0		100	6%	0		4	0%
Sub-total Non Audit	**60**	**7%**	**100**	**6%**	**91**	**15%**	**4**	**0%**
Total fees 2022	**878**	**100%**	**1,737**	**100%**	**614**	**100%**	**1,563**	**100%**

In 2022, 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 22 Subsequent events

Power24 plan

Considering market trends and the deteriorating macroeconomic environment, Worldline has decided to undergo significant transformation to preserve its competitiveness and investment capacity to support its future growth. To achieve this, Worldline announced in October 2023 the future launch of the Power24 plan, which would be based on four main pillars:

• Transformation in product and platform development, including the widespread adoption of agile DevOps 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, including cessation of non-critical activities, 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.

Power24 will allow Worldline to be more agile, efficient, competitive, and productive. It will lead Worldline to fully adapt its organization to its environment and enhance its competitive positioning and support long-term development for the Company and its people.

In early February 2024, Worldline presented its Power24 plan to the European Work Council.

The Group will implement the plan through its Global Business Lines (GBLs) and their target operating model. The implementation costs are expected to reach €250 million in total, mainly in 2024 and 2025. In 2023, the Group incurred costs for €6.0 million, to define and structure the plan (see note 6.3 "other operating income and expenses").

D. Non-IFRS financial measures

D.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, 2023	12 months ended December 31, 2022	Variation
Operating margin	**789.8**	**864.1**	**(74.3)**
+ Depreciation of fixed assets	298.3	256.7	41.6
+ Net book value of assets sold/written off	4.3	4.7	(0.4)
+/- Net charge/(release) of pension provisions	(0.8)	7.2	(8.0)
+/- Net charge/(release) of provisions	18.7	(0.2)	19.0
Adjusted EBITDA	**1,110.4**	**1,132.5**	**(22.1)**

D.2 Free Cash Flow

In addition to cash flow calculated in accordance with IFRS, the Group presents the non-IFRS indicators "Operating 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, and then from Cash Flow from Operation to Free Cash Flow, for the periods indicated.

In € million	12 months ended December 31, 2023	12 months ended December 31, 2022
Adjusted EBITDA	**1,110.4**	**1,132.5**
Capital expenditures	(332.9)	(324.9)
Lease expenditures (Lease under IFRS16)	(105.7)	(75.6)
Change in working capital requirement	(18.6)	99.8
Cash from operation	**653.2**	**831.8**
Taxes paid	(102.2)	(78.8)
Net cost of financial debt paid	(2.9)	(22.4)
Rationalization & associated costs in other operating income	(51.5)	(37.1)
Integration and acquisition costs	(143.0)	(155.2)
Other changes*	1.5	(18.7)
Free Cash Flow	**355.1**	**519.6**

"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, 2023	12 months ended December 31, 2022
Cash from operation	**653.2**	**831.8**
- Operating Investments	332.9	324.9
- Lease expenditures (Lease under IFRS 16)	105.7	75.6
Income tax paid	(102.2)	(78.8)
Rationalization and associated costs (from other operating income and expense)	(51.5)	(37.1)
Integration and acquisition costs	(143.0)	(155.2)
Other operating income and expense	(3.3)	7.8
Other financial income and expense	0.0	(0.2)

Net cash flow from operating activities	**791.8**	**968.8**

D.3 EBITDA

In addition to operating margin calculated in accordance with IFRS, the Group presents “EBITDA” calculated from operating margin as described below. In 2023, the Group revised this indicator as it will be used 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, 2023	12 months ended December 31, 2022
Operating margin	**789.8**	**864.1**
Depreciation of fixed assets	298.3	256.7
Net book value of assets sold/written off	4.3	4.7
Net charge/(release) of pension provisions	(0.8)	7.2
Net charge/(release) of provisions	18.7	(0.2)
Rationalization and associated costs (from other operating income and expense)	(62.5)	(37.3)
Integration and acquisition costs	(142.7)	(155.0)
EBITDA	**905.2**	**940.2**

E. APPENDICES

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E.2 Investors Relations

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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.

E.3 Financial calendar

- May 2, 2024: Q1 2024 revenue
- August 1, 2024: H1 2024 results

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.

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