Payments to grow your world

AMENDMENT TO THE 2023 UNIVERSAL REGISTRATION DOCUMENT

INCLUDING THE 2024 HALF-YEAR FINANCIAL REPORT

This document is a translation into English of the Amendment to the 2023 Universal Registration Document of the Company issued in French and it is available on the website of the Issuer. In case of discrepancies, the French version shall prevail.

The French original of the amendment to the 2023 Universal Registration Document has been filed with the *Autorité des Marchés Financiers* (AMF) on August 2, 2024 as competent authority under Regulation (EU) 2017/1129 (the "Regulation"), without prior approval pursuant to Article 9 of the Regulation.

The Universal Registration Document including the present amendment may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary together with any amendments to the Universal Registration Document. All shall be approved by the AMF in accordance with the Regulation.

This amendment to the 2023 Universal Registration Document incorporates by reference the 2023 Universal Registration Document filed with the AMF on April 30, 2024 under the filling number: D.24-0377 and updates the mandatory sections in accordance with the regulation. A cross-reference table is provided in Section G.3 hereof to easily find the information incorporated by reference and the information updated or modified.

This amendment to the 2023 Universal Registration Document and the 2023 Universal Registration Document are available on the websites of the AMF (www.amf-france.org) and of Worldline (www.worldline.com).

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A. ACTIVITY REPORT

A.1. Worldline in the first half of 2024

January

On January 16, Worldline and Google announced strategic partnership to enhance digital payments experiences with cloud-based innovation. Worldline selected Google Cloud technology to boost its digital transformation and continue to streamline its operations. As part of this expanded partnership, Worldline will also serve as one of Google's key payment providers in Europe and across multiple geographies. Worldline aims to provide Google customers with more advanced payment options, support for more payment networks, improved cross-border conversion, and a more streamlined customer experience.

February

On February 7, Worldline launched Power24 plan, its transformation ambition announced on October 25, 2023. It aims at accelerating Worldline's transformation in response to changes in macroeconomic environment and payment industry trends, in order to support the Group's structural mid-term profitable growth profile. This planned transformation is expected to deliver c. €200 million run-rate cash costs savings by 2025 with €80 million run-rate impacts already secured for 2024. The overall implementation cash costs should be circa €250 million, with circa 2/3 of implementation costs impacting 2024, and the remainder in 2025.

The transformation has been carefully designed and calibrated to enhance operational efficiency and accelerate Worldline's go-to-market strategy by leveraging core products. The project is based on four main pillars:

- Transformation in product and platform development to reinforce Worldline as a product-driven organisation. This would include widespread adoption of more agile working methods as well as the completion of standardisation and simplification of our platforms to improve time-to-market and generate productivity gains;
- Modernization and technological development initiatives (e.g., automation of key processes) to support the Group's innovations.;
- Simplification of the organisation to address unnecessary complexity from our business so that the Group's managers would increase their supervisory responsibilities. This will also empower Worldline's teams and give them greater end-to-end accountability;
- Sourcing cost reduction initiatives based on optimization of procurement contracts and enhanced leverage of our Global competence centres in India, Poland and Romania.

On February 28, Worldline announced its full year results in 2023. Worldline's FY 2023 revenue reached €4,610 million, representing +6.0% revenue organic growth, in line with the revised guidance provided in October 25, 2023. Merchant Services (€3,325 million revenue, +8.9% organic growth) experienced 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. Financial Services performance (€944 million revenue, 1.3% organic decline) reflected the low conversion of pipeline opportunities, which was partially offset by the good resilience of Issuing activities. Lastly, Mobility & e-Transactional Services (€342 million revenue, +0.1% organic growth) achieved a stable performance driven by a good underlying growth in e-Ticketing.

Group's Adjusted EBITDA reached €1,110 million in FY 2023, stable in absolute value compared to FY 2022 and representing 24.1% of revenue, in line with the revised objective of the year

Free cash flow from continued operations was € 355 million, representing a 32.0% cash conversion of adjusted EBITDA (free cash flow divided by adjusted EBITDA). It mainly reflects:

- The reduction in capital expenditures as percentage of revenue at 7.2% (versus 7.4% in 2022), in line with our investment phasing;
- A negative working capital contribution of €(18) million as expected and in line with our mid-term trajectory to have a cash neutral impact, and;
- The reduction of our Integration and Rationalization costs excluding strategic projects, that will continue to go down in the coming years.

March

On March 20, Crédit Agricole and Worldline received unconditional authorization from the European Commission to create their joint-venture for digital payment services for merchants in France. Announced one year ago, the joint-venture aims to become a major player in payment services in France. It will leverage Worldline's technological performance and innovation capabilities and will integrate the "Cartes Bancaires" (CB) domestic payment scheme.

Laurent Bennet, Chief Executive Officer of Crédit Agricole des Savoie, was elected Chairman of the Board of Directors of the joint venture and Meriem Echcherfi was appointed Chief Executive Officer.This new entity, branded CAWL, will offer all-in-one payment solutions combining acceptance and acquisition and integrating value-added services specific to each business sector: industry-vertical.CAWL is still expected to become fully operational during the first half 2025.

On March 20th, 2024, upon the Nomination Committee, the Board of Directors decided to coopt Wilfried Verstraete as independent director, replacing Bernard Bourigeaud. Wilfried Verstraete will be proposed for election by the Board as Chairman of the Board of directors following the company General meeting on June 13th, 2024.

Worldline is continuously adapting its organization and governance to better respond to the rapidly evolving payment industry whilst accelerating the execution of its strategy. In this context, the Group announced that its Board of directors' composition is expected to be reduced from 15 to 12 Board members (plus two employee directors whose designation follows a dedicated procedure) following the next Annual General Meeting on June 13th, 2024.

April

On April 22, Worldline announces evolutions in the composition of its Board of Directors subject to shareholders' approval at Worldline's Annual General Meeting in June:

- Ms. Agnès Park and Ms. Sylvia Steinmann to join as independent Directors, bringing strong expertise from leading positions in large companies and complex environments;
- Mr. Olivier Gavalda, deputy CEO of Credit Agricole SA, to join upon the proposal of Crédit Agricole SA, bringing strong banking, financial and payments industry expertise;
- The renewed Board will have a largely international profile with a diversified set of skills to support the Group's strategic transformation;
- As previously announced, Wilfried Verstraete will chair this new Board of Directors, which Interim Chairman Georges Pauget has decided to leave after the AGM in order to facilitate a smooth transition and in line with governance best practices;
- In line with its past commitments, Worldline's Board of Directors will therefore be reduced from 15 to 12 members (excluding two employee representatives), with three new entrants and six leavers.

May

On May 2, Worldline announced its revenue for the first quarter of 2024 reflecting a start of the year fully on track to meet its 2024 targets. Worldline's Q1 2024 revenue reached € 1,097 million, representing +2.5% organic growth. Merchants Services division was resilient in the current macroeconomic context and termination of merchant contracts were slightly offset by the underlying growth of our acceptance activities, and the commercial momentum in Italy. Financial Services division was impacted by low volumes in Account payments activity despite good underlying volumes in Acquiring and Issuing processing. Mobility & e-Transactional Services benefited from good dynamic in security and cryptographic solutions as well as ticketing volume increase. 2024 objectives have been confirmed.

June

On June 13, Worldline hosted its Shareholders' General Meeting chaired by Mr. Georges Pauget, Interim Chairman of the Board of Directors. All the others resolutions submitted by the Board of Directors were adopted, in particular:

- the Company and consolidated accounts for the financial year ended on December 31st, 2023;
- the renewal of the term of office as director of Mrs. Nazan Somer Özelgin and Mr. Daniel Schmucki, for a period of three years;
- the ratification of the co-optation of Mr. Wilfried Verstraete as director and its re-appointment for a new term of office of three years; and
- the appointment of three new directors, Mrs. Agnès Park, Mrs. Sylvia Steinmann and Mr. Olivier Gavalda for a period of three years.

Following the Shareholders' Meeting and as announced on March 21, 2024, the Board of Directors decided, upon recommendation of the Nomination Committee, to appoint Mr. Wilfried Verstraete as Chairman of the Board of Directors.

A.2. Operational review

Worldline's **H1 2024 revenue** reached **€ 2,289 million**, representing **+2.1% revenue organic growth** (+4.2% excluding Merchants' termination). Despite resilient activity in Italy and in verticals such as travel and gaming, Merchant Services performance (€ 1,658 million revenue, +3.2% organic growth) was impacted by softer macro-economic conditions during the second quarter in our core geographies, less consumer spending in Europe and the termination of some of our online merchants as planned. Financial Services performance (€ 457 million revenue, 1.5% organic decline) reflected the impact of the earlier re-insourcing of certain contracts, which was partially offset by the good performance of acquiring and issuing processing. Lastly, Mobility & e-Transactional Services (€ 174 million revenue, +1.0% organic growth) achieved a sustained performance driven by good momentum in its Trusted Services division.

The Group's **Adjusted EBITDA** reached **€ 514 million** in H1 2024, broadly **stable** compared to H1 The profitability in Merchant Services decreased as anticipated (driven by planned merchant terminations). It could not be fully offset by improved adjusted EBITDA margin in the Financials Services and Mobility & e-Transactional Services divisions and lower costs in corporate functions..

Free cash flow was **€ 82 million**, representing a **16.0% cash conversion of adjusted EBITDA** (free cash flow divided by adjusted EBITDA). It mainly reflects:

- Integration and restructuring costs excluding Power24 down €40m to €55m;
- Capex representing €160m in line with the expected full-year trajectory;
- Working capital normalization with a €42m outflow;
- €42m cash costs related to Power24.

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

For the analysis of the Group's performance, revenue and adjusted EBITDA (previously OMDA) for H1 2024 are compared with H1 2023 revenue and adjusted EBITDA at constant scope and exchange rates. Reconciliation between the H1 2023 reported revenue and Adjusted EBITDA and the H1 2023 revenue and adjusted EBITDA at constant scope and foreign exchange rates is presented below per Global Business Lines:

(In € million)	Revenue			
	H1 2023	Scope effect[2]	Exchange rates effect	H1 2023[1]
Merchant Services	1,607.1	+3.6	-4.4	1,606.3
Financial Services	464.0	-0.0	-0.2	463.8
Mobility & e-transactional Services	171.0	-0.0	+0.9	171.9
Worldline	**2,242.1**	**3.5**	**-3.6**	**2,242.0**

[1] At constant scope and June 2024 YTD average exchange rates.

[2] At June 2023 YTD average exchange rates.

(In € million)	Adjusted EBITDA			
	H1 2023	Scope effect[2]	Exchange rates effect	H1 2023[1]
Merchant Services	398,9	+1,4	-0,9	400,1
Financial Services	127,2	+0,1	+0,2	124,8
Mobility & e-transactional Services	22,4	-1,0	+0,2	23,6
Corporate costs	(30,0)	0,0	-0,0	(30,1)
Worldline	**518,5**	**0,5**	**-0,5**	**518,4**
as a % of revenue	*23,1%*			*23,1%*

[1] At constant scope and June 2024 YTD average exchange rates.

[2] At June 2023 YTD average exchange rates.

Over the semester, compared to the same period last year, exchanges rates effect is mainly due to:

- The euro's appreciation against the Swiss franc.
- The depreciation of the Turkish lira, the Australian dollar and the Swedish krona against the euro.

Scope effects on H1 2023 reported are related to the integration of Banco Desio, disposal of ePay and some internal changes in anticipation of the new target operating model.

A.2.2. Performance by Global Business Line

(In € million)	Revenue			Adjusted EBITDA			Adjusted EBITDA %		
	H1 2024	H1 2023*	*Organic change*	H1 2024	H1 2023*	*Organic change*	H1 2024	H1 2023*	*Organic change*
Merchant Services	1,658.4	1,606.3	+3.2%	386.4	400.1	-3.4%	23.3%	24.9%	*(161) bps*
Financial Services	456.9	463.8	-1.5%	126.3	124.8	+1.2%	27.7%	26.9%	*+74 bps*
Mobility &e-transactional Services	173.6	171.9	+1.0%	29.6	23.6	+25.6%	17.1%	13.7%	*+334 bps*
Corporate costs				(28.5)	(30.1)	-5.3%	(1.2%)	(1.3%)	*+10 bps*
Worldline	**2,288.9**	**2,242.0**	**+2.1%**	**513.9**	**518.4**	**-0.9%**	**22.5%**	**23.1%**	***(67) bps***

** At constant scope and june 2024 YTD average exchange rates*

A.2.2.1. Merchant Services

Merchant Services' **revenue** in H1 2024 reached **€ 1,658 million**, representing an organic growth by **+3.2%** (**+6.2%** excluding merchant termination).

Revenue in Q1 2024 reached **€ 787 million**, representing an **organic growth of +3.9%** (**+6.5%** excluding merchant termination). Despite good results achieved in the new markets addressed, such as Italy, the quarter was impacte d by the continuously soft macro-economic context and the termination of some specific merchants' contracts. The performance by division was the following:

- *Commercial Acquiring*: Soft growth impacted as expected by termination of merchant contracts, with a good underlying growth driven by commercial momentum in Italy and resilient activity in Switzerland.
- *Payment Acceptance*: Good performance led by Travel and Gaming transactional online volumes benefitting from the good ramp-up of contracts signed last year.
- *Digital Services*: Robust results thanks to sustained business in Germany and Türkiye.

Merchant Services' **revenue** in Q2 2024 reached **€ 871 million**, representing an **organic growth of +2.6%**. The quarter was impacted by the soft macro-economic context at the end of the quarter and by the full expected effect of contracts termination (c.30M€ run rate). By division, the growth was mainly led by:

- *Commercial Acquiring:* Stable performance despite solid growth in Italy offset by some online contracts' termination.
- *Payment Acceptance*: Soft performance, with good momentum in the Travel and Gaming verticals, does not fully compensate for the effect of lower consumer spending on the Retail vertical.
- *Digital Services*: Solid growth driven by POS roll-out related to specific contracts, in Germany.

During the first semester of the year, commercial activity in Merchant Services has been good with many contracts and partnerships signed. On the online cross-border, Worldline signed a strategic partnership with Lidio, one of Türkiye's leading Fintech companies, to offer a direct access to local payment means, such as Troy cards, through domestic corridor. On the distribution side, Worldline reinforced its footprint in the fast-food industry with Tabesto, the order-taking and payment specialist, to SoftPos Worldline Tap on Mobile technology to enhance ordering and payment kiosk experience. Activity was also very strong in EV charging vertical in which Worldline is already a strong franchise with an estimated market share of c.25%, notably through new contracts with Electra, Road, Kempower, Ampeco and EnerCharge. Overall, many contracts were also signed for both in-store and online such as, among others, Preferred Hotels & Resorts, Luxair, IWG, Nort consulting, as well as Cdiscount.

Despite a difficult economic environment, key performance indicators improved:

- Worldline's acquiring merchant base continued to steadily grow with c. 30,000 new merchants onboarded on the Group platform over the first semester of the year, reaching 1.4 million merchants as of end of June 2024.
- Acquired MSV also continued to expand with an overall acquiring MSV reaching € 230 billion in H1 2024, up + circa 4% versus H1 2023.

Merchant Services' **Adjusted EBITDA** amounted to **€ 386 million**, 23.3% of revenue, impacted by the Macro effect on transactions and driven by planned online contract terminations.

A.2.2.2. Financial Services

Financial Services revenue reached **€ 457 million** in H1 2024, representing an **organic decline of -1.5%**.

With Q1 2024 **revenue** reaching **€ 225 million**, implying **-1.4% organic growth,** despite a good dynamic in acquiring and issuing processing. The performance by division was the following:

- Card-based payment processing activities (*Issuing Processing* and *Acquiring Processing)*: Good level of performance fueled by project activity, in particular with ING, and improved volumes in Belgium and the Netherlands.
- *Digital Banking*: Stable overall despite higher customer demand for Sanctions Securities and Monitoring solutions in Belgium and the Luxembourg.
- *Account Payments*: Activity was impacted by lower volumes in Germany and Italy, which were not offset by deliveries on EPC projects.

Q2 2024 **revenue** totaled **€ 232 million,** down **-1.5%**. The performance was largely impacted by the earlier than budgeted re-insourcing of certain contracts, which was not offset by the solid Issuing processing performance. By division the main highlights were the following:

- Card-based payment processing activities (*Issuing Processing* and *Acquiring Processing*): Good performance led by additional revenues generated by sustained momentum in Germany and good achievements in Asia Pacific.
- *Account Payments*: Activity impacted by the early re-insourcing of some volumes.
- *Digital Banking*: Slower growth due to lower project business in France and in the Netherlands.

On the commercial front in Q1, following the completed migration of Consorsbank's Visa Card Portfolio and as a testament to the success of the migration, Financial Services signed several contracts extension with Consorsbank, a German brand of BNP Paribas, for Worldline's issuing processing solution. During the second quarter, Worldline signed a significant contract with Banque Raiffeisen, first client on Worldline's cloud-based instant payments solution in Luxembourg. Using Worldline's modern cloud infrastructure thanks to the partnership with Google, Worldline will provide the bank with the means to send and receive instant payments as mandated by the EU's Instant Payments Regulation. Financial Services also signed well several other contracts such as Sonet, Market Pay, A-Tono or partnerships with Riskquest.

Financial Services **Adjusted EBITDA** reached **€ 126 million**, representing 27.7% of revenue, up 74 basis points despite decreasing revenue.

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A.2.2.3. Mobility & e-Transactional Services

Revenue in Mobility & e-Transactional Services reached **€ 174 million** in H1 2024, up by **+1.0% organically**.

Mobility & e-Transactional Services **revenue** reached **€ 85 million** in Q1, **up +0.7% organically**, driven by a good dynamic on our security and cryptographic solution as well as ticketing volume increase. The performance by division was the following:

- *Trusted Services*: Good momentum driven by new sales of security hardware, additional licenses and business with our cryptographic solution for e-health in Germany.
- *Transport & Mobility*: Significant performance led by project activity in rail industry and increased volumes on e-ticketing in the UK.
- *Omnichannel interactions*: Solid pipeline but impacted by projects delivery delays in France.

Q2 **revenue** in Mobility & e-Transactional Services reached **€ 89 million**, **up +1.3%**, supported by positive business trends in France and Germany. The performance by division was the following:

- *Trusted Services*: Strong growth driven by a good momentum in France, thanks in particular to our Digital Workplace solution, and in Germany through new projects in e-health.
- *Transport & Mobility*: Performance contrasted by lower volumes.
- *Omnichannel interactions*: Performance still impacted by project delivery delays in France and Spain.

Commercial activity in Mobility & e-Transactional Services was strong in H1. In particular in Q1, Worldline secured a five-year contract renewal in the UK and Ireland with a large customer to continue to deliver data and customer information systems and application support services in the rail industry. We also continued to expand our full offering covering billing, invoicing and card management solution with a major integrated energy company. Meanwhile, in Germany, we signed an agreement with Secunet virtualizing and simplifying access to digital medicine and health services for doctors, nurses, pharmacists and all health professional in Germany through our Telematics Infrastructure Gateway. In Q2, Worldline secured a contract renewal with PMU thanks to our Worldline secure safe solution which offers secure services to online gaming operators operating in France and collection platform within a CSPN-qualified safe to comply with the French regulatory framework. Worldline also continued to expand our presence with the signing of a contract renewal with a major Leader in ticketing for shows and sporting events providing our integrated ticketing and payment solution. And finally, Worldline signed an agreement with a major energy company to renew the maintenance and evolution contract for its payment and loyalty applications.

Mobility & e-Transactional Services **adjusted EBITDA**, amounted € 30 million representing 17.1% of revenue. Adjusted EBITDA margin was up 334 basis points compared to last year driven by substansial improvement in workforce management as well as a strong rationalization of our infrastructure

A.2.2.4. Corporate costs

Corporate costs amounted to **€ 28 million** in H1 2024, representing 1.2% of total Group revenue compared to € 30 million in H1 2023, benefitting from the implementation of a rigorous cost controls in support functions.

A.2.3. Human resources

The total headcount was 18,271 at the end of June 2024, -131 staff over the semester, slightly decreasing compared to the last semester.

Headcount	Dec 2023	Other scope effects	Hiring	Leavers	Dismiss / Restruc	Others	June 2024
Southern Europe	5,646	-16	+148	-120	-31	-38	5,589
Central & Eastern Europe	5,057	-100	+240	-161	-61	-37	4,938
Northern Europe	4,065	-16	+101	-115	-84	-58	3,893
Asia Pacific & America	3,634		+395	-136	-58	+16	3,851
Worldline	**18,402**	**-132**	**884**	**-532**	**-234**	**-117**	**18,271**

A.3. FY'24 guidance adapted while maintaining FCF

After a positive momentum in MSV development in Q1'24, the Group has observed a softer macroeconomic and consumption environment in Q2'24 with a progressive slowdown of the MSV growth across all the geographies in Europe. Many large consumers-driven companies (Large retail, food & beverage, HPC, airlines, etc) experienced a similar slowdown in Q2'24 and remain cautious in their H2'24 expectations. After a low point in June, July started to show a recovery in transaction volumes versus the second quarter.

In this uncertain context, we adjust our FY'24 objectives based on the latest macroeconomic developments (most notably consumption) as follows:

- An organic growth of c.2% to c.3%
- An adjusted EBITDA of c.€1.13bn to c.€1.17bn
- Free cash flow at c.€230m€

The low range of FY'24 guidance implies that macro and European domestic consumption will stay muted in H2'24 as seen in H1'24, resulting in a assumed MSV growth in the low to mid-single digits in H2'24. This will imply an underlying growth for Merchant Services of c.6% in H2'24.

The high range of FY'24 guidance implies an improvement in macro and European domestic consumption in the second half of the year, resulting in a assumed MSV growth in the mid to high-single digits in H2'24. This will imply an underlying growth for Merchant Services at 7% or above in H2'24.

Assumptions remain unchanged for:

- Financial Services is projected to experience slightly negative growth in the second half with lower volumes on existing contracts and some re-insourcing partially offset by improving commercial dynamics.
- Mobility & e-Transactional Services' growth is expected to improve throughout 2024.

B. FINANCIAL REVIEW

In this financial review, the financial statements as of and for the period ended June 2024 are compared with the consolidated financial statements as issued for the similar period in 2023.

B.1. Income statement

The Group reported a net loss (attributable to owners of the parent) of €(28.9) million for the half year which represented -1.3% of Group revenue of the period. The normalized net income before other operating income and expenses (net of tax) was €210.4 million, representing 9.2% of revenue.

B.1.1. Reconciliation from operating margin to net income

In € million	6 months ended June 30, 2024	*% of revenue*	6 months ended June 30, 2023	*% of revenue*
Operating margin	**342.9**	**15.0%**	**365.1**	**16.3%**
Other operating income/(expenses)	(358.8)		(245.5)	
Operating income	**(15.9)**	**-0.7%**	**119.6**	**5.3%**
Net financial income/(expenses)	(35.1)		(15.0)	
Tax charge	12.6		(24.6)	
Share of net profit/(loss) of associates	(0.3)		(0.3)	
Non-controlling interests	9.8		1.3	
Net income/loss – Attributable to owners of the parent	**(28.9)**	**-1.3%**	**81.1**	**3.6%**
Normalized net income – Attributable to owners of the parent	**210.4**	**9.2%**	**243.1**	**10.8%**

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)	6 months ended June 30, 2024	6 months ended June 30, 2023	Variation
Operating margin	**342.89**	**365.1**	**(22.2)**
+ Depreciation of fixed assets	162.76	145.0	17.8
+ Net book value of assets sold/written off	3.95	1.3	2.6
+/- Net charge/(release) of pension provisions	5.13	0.9	4.2
+/- Net charge/(release) of provisions	(0.8)	6.2	(7.0)
Adjusted EBITDA	**513.9**	**518.5**	**(4.6)**

B.1.3. Other operating income and expenses

Other operating income and expenses represent a net expense of €358.8 million for the six-month period ended June 2024. The following table presents this amount by nature:

(In € million)	**6 months ended June 30, 2024**	**6 months ended June 30, 2023**
Integration and acquisition costs	(46.6)	(70.2)
Rationalization and associated costs	(185.6)	(23.1)
Equity based compensation & associated costs	(5.4)	(23.1)
Customer relationships and acquired technologies amortization	(120.5)	(133.2)
Other items	(0.6)	4.1
Total	**(358.8)**	**(245.5)**

Integration and acquisition costs reached €46.6 million. The main costs of the period were related to :

- transformation costs to reinforce operationalization of AML/CFT (Anti Money Laundering / Countering Financing of Terrorism) compliance on previously acquired scopes;
- the set-up of the jointly held entity in Australia with ANZ;
- the set-up of the jointly held entity in France with Crédit Agricole.

Rationalization and associated costs of €185.6 million are mainly related to :

- The Power24 plan for €173.9 million (of which €133.4 million of employee-related restructuring provisions, net of reversals);
- The implementation of synergy plans and costs induced by the recent acquisitions.

B.1.4. Net financial result

Net financial expenses amounted to €35.1 million for the period, compared to a net charge of €15.0 million for the six months ended June 30, 2023, and were made up of:

- a net profit of financial debt of €0.6 million (profit of €3.8 million for the six months ended June 30, 2023); and
- other net financial expenses of €35.7 million (€18.9 million for the six months ended June 30, 2023).

Net profit of financial debt of €0.6 million is mainly made up by the followings effects:

- the interest expenses linked to straight bonds (€18.8 million) and convertible bonds (€5.8 million);
- the interest income from cash and cash equivalents (€24.1 million).

Other items of financial result were mainly composed of:

- financial interests on lease liabilities (IFRS 16) for an expenses of €5.6 million (€3.5 million for the six months ended June 30, 2023);
- the fair value of financial assets, mainly from the recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares for an income of €2.6 million (income of €4.3 million for the first half-year 2023);
- foreign exchange losses for €24.7 million (€5.5 million loss for the six months ended June 30, 2023) including hyperinflation treatment, for an expense of €21.6 million mainly due to Argentina and Turkey;
- and pension financial costs for €3.1 million.

B.1.5. Corporate tax

The tax income for the six-month period ended June 30, 2024, was €12.6 million with a loss before tax of €51.0 million. The annualized Effective Tax Rate (ETR) was 24.7% compared with 23.8% for the first semester of 2023.

On the first half-year 2024, the impact related to Pilar 2 was not significant in both value and in the ETR.

B.1.6. Non-controlling interests and associates

The non-controlling interests and associates at the end of June 2024 constituted a loss of €9.8 million, compared to a loss of €1.3 million at the end of the first semester 2023.

B.1.7. Normalized net income

The normalized net income attributable to continued operations is defined as net income excluding other operating income and expenses (Group share), net of tax. For the first semester 2024, the amount was €210.4 million compared to €243.1 million for the first half of 2023.

(In € million)	**6 months ended June 30, 2024**	**6 months ended June 30, 2023**
Net income - Attributable to owners of the parent	**(28.9)**	**81.1**
Other operating income and expenses (Group share)	320.3	211.8
Tax impact on other operating items	(81.0)	(49.8)
Normalized net income - Attributable to owners of the parent	**210.4**	**243.1**

B.1.8. Half year Earning Per Share

Basic and diluted earnings per share (EPS) are reconciled in the table below.

As at June 30, 2024, there is no potentially dilutive instruments as all equity instruments are potentially relutive. As at June 30, 2023, potentially dilutive instruments comprised stock-options and convertible bonds.

(In € million)	**6 months ended June 30, 2024**	**% of revenue**	**6 months ended June 30, 2023**	**% of revenue**
Net income [a]	**(28.9)**	**-1.3%**	**81.1**	**3.6%**
Diluted net income [b]	**(28.9)**	**-1.3%**	**86.4**	**3.9%**
Average number of shares [e]	282 765 966		281 925 822	
Impact of dilutive instruments	-		13 182 160	
Diluted average number of shares [f]	282 765 966		295 107 983	
(In €)				
Basic EPS [a] / [e]	(0.10)		0.29	
Diluted EPS [b] / [f]	(0.10)		0.29	

B.2. Cash flow

(in € million)	6 months ended June 30, 2024	6 months ended June 30, 2023
Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization (Adjusted EBITDA)	**513.9**	**518.5**
Capital expenditures	(159.6)	(175.9)
Lease expenditures (Lease under IFRS16)	(59.8)	(47.4)
Change in working capital requirement	(42.0)	77.1
Cash from operation	**252.5**	**372.3**
Taxes paid	(65.8)	(50.6)
Net cost of financial debt paid	(3.9)	7.7
Integration and acquisition costs	(45.3)	(76.5)
Rationalization & associated costs in other operating income	(53.0)	(17.9)
Other changes	(2.2)	(3.4)
Free Cash Flow	**82.2**	**231.6**
Net material acquisitions and disposal	18.6	142.5
Capital increase	21.2	2.0
Portion of convertible bonds in equity / debt	(5.8)	(5.8)
Net Long term financial investments	(0.7)	(0.5)
Dividends paid	0.1	0.3
Other movements		(9.5)
Change in net cash/(debt)	**115.6**	**360.6**
Opening net cash/(debt)	**(1,810.7)**	**(2,202.0)**
Change in net cash/(debt)	115.6	360.6
Foreign exchange rate fluctuation on net cash/(debt)	(1.2)	4.6
Closing net cash/(debt)	**(1,696.3)**	**(1,836.7)**

Free cash flow represented 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 net acquisitions and disposals. The free cash flow reached €82.2 million during the first semester 2024, compared to €231.6 million during the first semester 2023.

Adjusted EBITDA of €513.9 million, representing 22.5% of revenue.

Capital expenditures amounted to €159.6 million, or 7.0% of revenue. The part related to investments in software platforms through capitalized costs, in connection with the modernization of proprietary technological platforms, amounted to €99.0 million.

The negative **change in working capital requirement** amounted to €42.0 million.
The Group may factor part of its account receivables in the normal course of its day-to-day treasury management. As at June 30, 2024, the net amount received for factored receivables was €42.3 million.

Cash out related to **taxes paid** reached €65.8 million.

Net outflow related to **cost of net debt** of €3.9 million includes interests on bonds, cashpooling and other financial debts.

Cash outflows linked to **rationalization and associated costs** represented €53.0 million.

Integration and acquisition costs of €45.3 million are mainly explained by :

- Transformation costs to reinforce operationalisation of AML/CFT (Anti Money Laundering / Countering Financing of Terrorism) compliance on previously acquired scopes;
- the set-up of the jointly held entity in Australia with ANZ;
- the set-up of the jointly held entity in France with Crédit Agricole.

Other changes related to Free Cash Flow amounted to €(2.2) million, compared with €(3.4) million for the six-months ended June 2023.

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

- A deferred payment from Apollo funds received for €50 million, related to the disposal of TSS;
- A €9.2 million payment to TSS related to tax adjustment;
- A price adjustment on the merchant portfolio acquired in 2023 from Banco Desio;
- the revaluation of put options on non-controlling interests related to Eurobank and Axepta.

In the first semester 2024, the €21.2 million **Capital increase** corresponds to :

- The capital increase of CAWL subscribed by Crédit Agricole;
- The capital increase of Worldline Australia Pty Ltd subscribed by ANZ.

Negative net debt effect of **convertible bonds** reached €5.8 million, representing related interests.

Net financial investments amounted to €0.7 million.
Foreign exchange rate fluctuation, which is determined on debt or cash exposure by country, had a negative impact of €1.2 million.

B.3. Financing policy

Financing structure

Worldline’s expected liquidity requirements are currently fully covered by existing gross cash, long-term committed credit facilities, and new cash generation.

At June 30, 2024, there was no material change in the financing structure of the Group compare to December 31, 2023, except for the following element:

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. As at June 30, 2024, the outstanding amount of the program was €80 million, compared to €25 million as at December 31, 2023.

Moreover, on July 4th, 2024, Worldline signed a €1.125bn Revolving Credit Facility (RCF) with a maturity extended to July 2029. The RCF includes two one-year extension options at the lenders’ discretion. The RCF is supported by a pool of 17 international banks including new lenders.

The RCF replaces and upsizes the existing €450m and €600m Revolving Credit Facilities maturing in December 2025. Both facilities were therefore cancelled on the same day. At 30 June 2024, neither facilities were drawn.

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. INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

C.1. Interim condensed consolidated income statement

(In € million)		**6 months ended June 30, 2024**	**6 months ended June 30, 2023**
Revenue	Note 4	**2 288,9**	**2 242,1**
Personnel expenses	Note 5	(758,8)	(716,8)
Operating expenses	Note 5	(1 187,2)	(1 160,2)
Operating margin		**342,9**	**365,1**
% of revenue		***15,0%***	***16,3%***
Other operating income and expenses	Note 5	(358,8)	(245,5)
Operating income		**(15,9)**	**119,6**
% of revenue		***-0,7%***	***5,3%***
Financial expenses		(108,7)	(77,1)
Financial income		73,5	62,1
Net financial expenses	Note 6	**(35,1)**	**(15,0)**
Net income before tax		**(51,0)**	**104,6**
Tax charge	Note 7	12,6	(24,6)
Share of net profit/(loss) of associates		(0,3)	(0,3)
Net Income / loss		**(38,7)**	**79,7**
Of which:			
- attributable to owners of the parent company		**(28,9)**	**81,1**
- non-controlling interests		**(9,8)**	**(1,3)**
Weighted average number of shares		282 765 966	281 925 822
Basic earnings per share *(in €)*	Note12	**(0,10)**	**0,29**
Diluted weighted average number of shares		282 765 966	295 107 983
Diluted earnings per share *(in €)*	Note12	**(0,10)**	**0,29**

C.2. Interim condensed consolidated statement of comprehensive income

(In € million)	**6 months ended June 30, 2024**	**6 months ended June 30, 2023**
Net Income / loss	**(38,7)**	**79,8**
Other comprehensive income		
- Items that may be reclassified to profit / (loss):	**0,4**	**(78,8)**
Cash flow hedging	(0,6)	1,0
Exchange differences on translation of foreign operations	1,1	(79,8)
- Items that will not be reclassified in profit / (loss):	**10,8**	**(4,6)**
Actuarial gains and (losses) generated in the period on defined benefit plan	15,1	(6,3)
Deferred tax on items non-recyclable recognized directly in OCI	(4,3)	1,7
Total other comprehensive income	**11,2**	**(83,4)**
Total comprehensive income for the period	**(27,5)**	**(3,7)**
Of which:		
- attributable to owners of the parent	**(21,4)**	**4,7**
- non-controlling interests	**(6,1)**	**(8,4)**

C.3. Interim condensed consolidated statements of financial position

Assets

(In € million)		June 30, 2024	December 31, 2023
Goodwill	Note 8	9,042.7	9,058.8
Other Intangible assets	Note 8	2,341.1	2,424.1
Tangible assets		233.3	243.9
Right-of-use	Note 9	342.1	312.1
Investments in associates		29.0	29.3
Non-current financial assets	Note 15	721.5	744.9
Deferred tax assets		49.4	30.7
Total non-current assets		**12,759.1**	**12,843.8**
Inventories		91.8	97.7
Trade accounts and notes receivables	Note 10	682.1	690.9
Current taxes		43.7	37.4
Other current assets	Note 10	289.5	229.5
Assets linked to intermediation activities	Note 11	6,490.5	5,878.5
Current financial instruments	Note 15	35.0	58.1
Cash and cash equivalents	Note 15	2,114.5	1,896.0
Total current assets		**9,747.1**	**8,888.1**
Total assets		**22,506.2**	**21,731.9**

Liabilities and shareholders' equity

(In € million)		June 30, 2024	December 31, 2023
Common stock		192.6	192.4
Additional paid-in capital		5,920.3	7,990.1
Consolidated retained earnings		2,285.2	1,023.7
Translation adjustments		184.1	186.2
Net income attributable to the owners of the parent		(28.9)	(817.3)
Equity attributable to the owners of the parent		8,553.3	8,575.1
Non-controlling interests		1,004.7	989.1
Total shareholders' equity	Note 12	**9,558.1**	**9,564.2**
Provisions for pensions and similar benefits	Note 13	176.1	190.6
Non-current provisions	Note 14	73.3	77.8
Non-current financial liabilities	Note 15	2,639.6	2,755.5
Deferred tax liabilities		410.2	424.7
Non-current lease liabilities	Note 9	274.2	258.2
Other non-current liabilities		2.6	5.9
Total non-current liabilities		**3,576.1**	**3,712.7**
Trade accounts and notes payables	Note 16	729.7	756.0
Current taxes		123.6	180.2
Current provisions	Note 14	157.2	13.9
Current financial instruments	Note 15	2.1	1.8
Current portion of borrowings	Note 15	1,171.2	951.2
Liabilities linked to intermediation activities	Note 11	6,490.4	5,878.5
Current lease liabilities	Note 9	101.3	86.7
Other current liabilities	Note 16	596.4	586.8
Total current liabilities		**9,372.1**	**8,455.0**
Total liabilities and shareholders' equity		**22,506.2**	**21,731.9**

C.4. Interim condensed consolidated cash flow statement

(in € million)		6 months ended June 30, 2024	6 months ended June 30, 2023
Profit before tax		**(51.0)**	**104.6**
Depreciation of assets	Note 5	110.0	96.8
Depreciation of right-of-use	Note 9	52.8	48.1
Net charge / (release) to operating provisions		4.3	7.4
Net charge / (release) to financial provisions		3.4	2.5
Net charge / (release) to other operating provisions		134.5	(12.6)
Impairment of long – term assets /Customer relationships amortization (PPA)	Note 5	120.5	133.2
Losses / (gains) on disposals of fixed assets		2.8	1.3
Net charge for equity-based compensation		6.4	21.6
Losses / (gains) on financial instruments and other financial items		31.2	16.3
Net cost of financial debt	Note 6	0.6	(3.8)
Cash from operating activities before change in working capital requirement, financial interest and taxes		**415.3**	**415.5**
Taxes paid		(65.8)	(50.6)
Change in working capital requirement		(42.0)	77.1
Net cash from/ (used in) operating activities		**307.4**	**441.9**
Payment for tangible and intangible assets		(159.6)	(175.9)
Proceeds from disposals of tangible and intangible assets		4.7	0.2
Net operating investments		**(154.9)**	**(175.6)**
Acquisitions of activities and financial assets	Note 2	(20.1)	(107.7)
Cash and cash equivalents of companies purchased during the period		-	0.2
Proceeds from disposals of financial investments		45.7	291.5
Cash and cash equivalents of companies sold during the period		(0.9)	(0.3)
Dividend received from entities consolidated by equity method		0.2	-
Net long-term investments		**24.9**	**183.6**
Net cash from/ (used in) investing activities		**(130.0)**	**8.0**
Capital Increase		0.0	2.0
Common stock issues on the exercise of equity-based compensation		-	-
Capital increase subscribed by non-controlling interests		21.1	0.0
Dividends paid to non controlling interests		0.0	-
New borrowings	Note 15	76.6	161.4
Lease payments		(54.1)	(43.9)
Financial interests on lease liability		(5.6)	(3.5)
Repayment of long and medium-term borrowings	Note 15	(19.3)	(883.1)
Net cost of financial debt (paid) / received		10.0	7.3
Other flows related to financing activities		(6.8)	(3.6)
Net cash from/ (used in) financing activities		**21.7**	**(763.4)**
Increase/ (decrease) in net cash and cash equivalents		**199.2**	**(313.4)**
Opening net cash and cash equivalents		**1,726.5**	**1,551.9**
Increase/ (decrease) in net cash and cash equivalents	Note 15	199.2	(313.4)
Impact of exchange rate fluctuations on cash and cash equivalents		(0.9)	(2.5)
Closing net cash and cash equivalents	**Note 15**	**1,924.8**	**1,235.9**

C.5. Interim condensed consolidated statement of changes in shareholder’s equity

(in € million)	**Number of shares at period-end** *(in thousands)*	**Common Stock**	**Additional paid-in capital**	**Retained earnings**	**Translation adjustments**	**Net income**	**Equity attributable to the owners of the parent**	**Non controlling interests**	**Total shareholders' equity**
At January 1, 2023	**281,769.8**	**191.6**	**7,981.0**	**776.4**	**135.5**	**299.2**	**9,383.3**	**1,154.7**	**10,538.1**
* Increase of capital	889.5	0.6	1.6	-	-	-	2.2	20.0	22.2
* Appropriation of prior period net income				299.2		(299.2)	-	-	-
* Dividends paid to the shareholders				-			-	(0.5)	(0.5)
* Equity-based compensation				21.6			21.6		21.6
* Remeasurment effects of put option and earn out				(41.2)			(41.2)		(41.2)
* Scope changes				19.8			19.8	(19.8)	-
* Changes in Treasury stock and others			-	(1.2)	-	-	(1.2)	-	(1.2)
* Other			0.2	(3.9)	-		(3.2)	0.0	(3.2)
Transactions with owners	889.5	0.6	1.8	294.2	-	(299.2)	(2.1)	(0.2)	(2.3)
* Net income						81.1	81.1	(1.3)	79.8
* Other comprehensive income				2.8	(79.2)		(76.4)	(7.1)	(83.5)
Total comprehensive income for the period	-	-	-	2.8	(79.2)	81.1	4.7	(8.4)	(3.7)
At June 30, 2023	**282,659.3**	**192.2**	**7,982.9**	**1,073.4**	**56.3**	**81.1**	**9,385.9**	**1,146.1**	**10,531.9**
At January 1, 2024	**282,975.0**	**192.4**	**7,990.1**	**1,023.7**	**186.2**	**(817.3)**	**8,575.1**	**989.1**	**9,564.2**
* Increase of capital	297.9	0.2	(0.2)				0.0		0.0
* Appropriation of prior period net income			(2,069.6)	1,252.3		817.3	0.0	-	0.0
* Dividends paid to the shareholders							-	0.0	0.0
* Equity-based compensation				6.4			6.4		6.4
* Remeasurment effects of put option				(6.8)			(6.8)		(6.8)
* Scope changes				-			-		-
* Changes in Treasury stock and others				-			-		-
* Other				(0.0)			(0.0)	21.7	21.7
Transactions with owners	297.9	0.2	(2,069.8)	1,251.9	-	817.3	(0.4)	21.7	21.3
* Net income						(28.9)	(28.9)	(9.8)	(38.7)
* Other comprehensive income				9.6	(2.1)		7.5	3.7	11.2
Total comprehensive income for the period	-	-	-	9.6	(2.1)	(28.9)	(21.4)	(6.1)	(27.5)
At June 30, 2024	**283,273**	**192.6**	**5,920.3**	**2,285.2**	**184.1**	**(28.9)**	**8,553.3**	**1,004.7**	**9,558.0**

C.6. Notes to the interim condensed consolidated financial statements

General information

Worldline S.A., the Worldline Group's parent company, is a public limited company 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 and Worldline S.A. is the only listed company in the Group. The Company is governed by a Board of Directors.

Worldline activities are organized around three Global Business Lines: Merchant Services, Financial Services and Mobility & e-Transactional Services.

These interim condensed consolidated financial statements were approved by the Board of Directors on July 31, 2024.

Note 1. Accounting rules and policies

Basis of preparation of interim condensed consolidated financial statements

The 2024 interim condensed consolidated financial statements have been prepared in accordance with the applicable international accounting standards, as endorsed by the European Union and of mandatory application as of January 1, 2024.

The international standards comprise the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), the International Accounting Standards (IAS), the interpretations of the Standing Interpretations Committee (SIC) and the International Financial Reporting Interpretations Committee (IFRIC).

These interim consolidated financial statements have been prepared in accordance with IAS 34 - Interim Financial Reporting and should be read in conjunction with the Group's last annual consolidated financial statements as at and for the year ended December 31, 2023. They do not include all the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual financial statements.

Changes in accounting policies

Except for new standards and amendments effective for the periods beginning as of January 1, 2024, the accounting policies applied in these interim consolidated financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended December 31, 2023.

The Group applied the following standards, interpretations and amendments effective as of January 1, 2024 that had no material impact on the Group financial statements as of June 30, 2024:

- Amendments to IAS 1 and Practice Statement 2 – Non-Current Liabilities with Covenants;
- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback;
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Agreement.

At the date of the present half-year report, there was no standard, interpretation and amendment published by the IASB for application for periods beginning as of January 1, 2024 and not yet approved by the European Union.

The Group did not choose the early adoption the following new standards, interpretations and amendments with application not mandatory within the European Union as of January 1, 2024 in its half-year consolidated financial statements

- Amendments to IAS 21 – Effect of changes in foreign exchange rates;
- Amendments to IFRS 9 and IFRS 7 – Classification and measurement of financial assets;
- IFRS 18 – Presentation and disclosures in financial statements;
- IFRS 19 – Subsidiaries without public accountability.

The potential impact of such standards is still being assessed at Group level.

These interim condensed consolidated financial statements are presented in euro, which is the Group's functional currency. All figures are presented in € million with one decimal.

<u>Focus on the amendment to IAS 12 - International Tax Reform - Model Pillar 2 rules</u>

In October 2021, over 130 countries agreed to implement a minimum tax regime on profits for large multinational companies, known as "Pillar 2". In December 2021, the OECD published a model set of rules ("Global Anti-Base Erosion Rules" or "GloBE"), essentially taken up in a directive adopted in December 2022 by the European Union. The companies concerned will have to calculate an effective tax rate (ETR) in accordance with the GloBE rules in each of the jurisdictions in which they operate, and will be liable for an additional tax ("top-up tax") if this rate is lower than the minimum rate of 15%. The amendment to IAS 12, which applies retrospectively from January 1, 2023, stipulates that an entity is not required to recognize or disclose deferred tax assets and liabilities associated with income taxes arising under Pillar 2 rules.

This amendment was approved by the European Union on November 8, 2023. At June 30, 2024, the Group applied the temporary exemption from recognition of deferred taxes for Pillar 2; the Group's assessment of its exposure to income taxes arising from Pillar 2 rules is not material either in terms of the consolidated income statement or the effective tax rate.

Accounting estimates and judgments

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, income and expense in the financial statements and disclosures of contingent assets and liabilities at the closing date.

Except for the following key estimates and judgments, material judgments made by the management on accounting principles applied, as well as the main sources of uncertainty related to the estimates used, to elaborate the 2024 interim consolidated financial statements remain identical to those described in the last annual report:

- Measurement of the Power24 restructuring provision, including the curtailment impact on long-term employee benefit plans.

Impairment of assets

Goodwill and assets that are subject to amortization are tested for impairment whenever events or circumstances indicate that the carrying amount could not be recoverable. If necessary, an impairment loss is recognized for the amount by which the asset's carrying value exceeds its recoverable value. Such events and circumstances include but are not limited to:

- significant deviance of economic performance of the asset when compared with budget;
- significant worsening of the asset's economic environment;
- loss of a major client;
- significant increase in interest rates.

The Group performed its annual impairment test in December 2023. As of June 2024, no circumstance or trigger indicated the need for an interim impairment test to be performed.

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 c. 0.9% of the estimated proforma annual Group's revenues in 2023 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 winddown was managed following international sanctions and the activities in Russia have been extinguished in accordance with the applicable rules. At June 30, 2024, the net assets of the Russian entity were still fully impaired (€1.4 million).

Note 2. Significant events of the semester

Power24

Considering market trends and the deteriorating macroeconomic environment, Worldline announced in October 2023 Power24, its planned post-integration transformation ambition to reinforce Worldline competitiveness and enhance its operational efficiency as well as its investment capacity to support its future, which would be based on four main pillars:

- transformation in product and platform development, including the widespread adoption of agile working methods and an effort to standardize and simplify platforms, improving time-to-market and generating productivity gains;
- modernization and technological development initiatives (e.g., automation of key processes) to support the Group's innovations;
- simplification of the organization, resizing of certain teams, reduction of managerial layers, and improvement in managerial scope;
- strengthening cost reduction initiatives led by procurement teams and accelerating projects to relocate activities to geographies with lower costs.

In early February 2024, Worldline presented its Power24 plan to the European Work Council; followed by a presentation to the Work Councils of each countries where the plan is deployed (mainly France, Germany, Belgium, Netherlands, Switzerland, Sweden).

The Group implements the plan through its Global Business Lines (GBLs) and their target operating model. The implementation costs are expected to reach circa €250 million in total as rationalization costs in other operating expenses, mainly in 2024 and 2025.

In order to secure some key employees, a retention plan, split in cash and shares, has been granted (see Note 5.3. Other operating income)

In 2023, the Group incurred costs for €6.0 million, to define and structure the plan, in other operating expenses.

During the first half of 2024 financial statements, Worldline recognized €173.9 million in P&L related to:

- social costs for €156.3 million (see Note 5.3. Other operating income and expenses and Note 14 – Provisions for risks), either estimated (€140.6 million) or already incurred (€15.7 million), including notably severance pay and substitute leave;
- additional costs for €24.8 million including the retention plan (see Note 5.3. Other operating income and expenses), and
- the estimated curtailment effect on the post-employment liabilities for circa €7.2 million (see Note 5.3. Other operating income and expenses, Note 13. Post-employment and similar long-term benefits and Note 14 – Provisions for risks).

Additional costs will be recognized in the 2nd half of 2024 and potentially in 2025, and relating to local initiatives or costs than cannot be accrued before the service is performed.

Increase in capital in the jointly held entity in Australia.

In May 2024, Worldline and ANZ increased the capital of their jointly held in Australia by a total amount of €39.7 million, of which €19.3 million by ANZ.

Note 3. Main changes in the scope of consolidation

2024 scope changes

Creation of CAWL, joint-venture with Crédit Agricole

In March 2024, Worldline and Crédit Agricole announced the creation of their jointly held entity for digital payment services for merchants in France, after receiving unconditional authorization from the European Commission. Worldline has a majority stake in the entity of 50% + 1 action, and consolidates it globally.

2023 scope changes

Acquisition of 40% stake in Online Payment Platform

In January 2023, Worldline acquired a 40% stake in Online Payment Platform B.V. (OPP), a Dutch online payment services provider with a dedicated payment solution for marketplaces and platforms and a specific focus on the C2C segment. OPP is consolidated for using the equity method.

Note 4. Segment information by Global Business Lines

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 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.

The geographical scope and the activities covered by each operating segment 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)	Merchant Services	Financial Services	Mobility & e-transactional services	**Total Group**
6 months ended June 30, 2024				
Revenue by Global Business Lines	**1,658.4**	**456.9**	**173.6**	**2,288.9**
% of Group revenue	72.5%	20.0%	7.6%	100.0%
6 months ended June 30, 2023				
Revenue by Global Business Lines	**1,607.1**	**464.0**	**171.0**	**2,242.1**
% of Group revenue	71.7%	20.7%	7.6%	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 below.

(in € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Global structures	**Total Group**
6 months ended June 30, 2024					
Adjusted EBITDA	**386.4**	**126.3**	**29.6**	**(28.5)**	**513.9**
% revenue	23.3%	27.7%	17.1%	(1.2%)	**22.5%**
6 months ended June 30, 2023					
Adjusted EBITDA	**398.9**	**127.2**	**22.4**	**(30.0)**	**518.5**
% revenue	24.8%	27.4%	13.1%	(1.3%)	23.1%

Adjusted EBITDA represents the underlying operational performance of the recurring business. It is determined as follows:

(In € million)	**6 months ended June 30, 2024**	**6 months ended June 30, 2023**	**Variation**
Operating margin	**342.89**	**365.1**	**(22.2)**
+ Depreciation of fixed assets	162.76	145.0	17.8
+ Net book value of assets sold/written off	3.95	1.3	2.6
+/- Net charge/(release) of pension provisions	5.13	0.9	4.2
+/- Net charge/(release) of provisions	(0.8)	6.2	(7.0)
Adjusted EBITDA	**513.9**	**518.5**	**(4.6)**

The geographical segment information for the period was the following:

(In € million)	Northern Europe	Central & Eastern Europe	Southern Europe (*)	Other	**Total Group**
6 months ended June 30, 2024					
External revenue by geographical area	**794.1**	**791.8**	**471.4**	**231.6**	**2,288.9**
% of Group revenue	34.7%	34.6%	20.6%	10.1%	100.0%
6 months ended June 30, 2023					
External revenue by geographical area	**796.3**	**766.3**	**444.6**	**234.9**	**2,242.1**
% of Group revenue	35.5%	34.2%	19.8%	10.5%	100.0%

(*) Including France for €277 million (€281 million in 2023)

Note 5. Operating Income and Expenses

5.1 Personnel expenses

(In € million)	6 months ended June 30, 2024	*% Revenue*	6 months ended June 30, 2023	*% Revenue*
Wages, salaries & social security charges	(741,2)	*32,4%*	(703,0)	*31,4%*
Tax, training, profit-sharing	(12,5)	*0,5%*	(12,9)	*0,6%*
Net (charge)/release to provisions for staff expenses	-	*0,0%*	(0,0)	*0,0%*
Net (charge)/release to provisions for pensions and similar Benefits	(5,1)	*0,2%*	(0,9)	*0,0%*
Total	**(758,8)**	***33,2%***	**(716,8)**	***32,0%***

5.2. Non personnel operating expenses

(In € million)	6 months ended June 30, 2024	*% Revenue*	6 months ended June 30, 2023	*% Revenue*
Subcontracting costs	(248,4)	*10,9%*	(295,8)	*13,2%*
Operating costs	(312,0)	*13,6%*	(282,5)	*12,6%*
Hardware and software purchase	(127,3)	*5,6%*	(120,4)	*5,4%*
Scheme fees	(372,3)	*16,3%*	(349,5)	*15,6%*
Maintenance costs	(46,3)	*2,0%*	(50,4)	*2,2%*
Subtotal expenses	**(1 106,3)**	***48,3%***	**(1 098,5)**	***49,0%***
Depreciation of assets	(110,0)	*4,8%*	(96,8)	*6,5%*
Depreciation of right-of-use	(52,8)	*2,3%*	(48,1)	*6,5%*
Net (charge)/release to provisions	(3,7)	*0,2%*	(6,5)	*0,3%*
Gains/(Losses) on disposal of assets	(3,9)	*0,2%*	(1,4)	*0,1%*
Trade Receivables write-off	(9,5)	*0,4%*	(3,5)	*0,2%*
Development capitalized costs	99,0	*-4,3%*	94,7	*-4,2%*
Subtotal other expenses	**(80,9)**	***3,5%***	**(61,6)**	***2,7%***
Total	**(1 187,2)**	***51,9%***	**(1 160,2)**	***51,7%***

5.3. Other operating income and expenses

Other operating income and expenses relate to income and expenses corresponding to:

(In € million)	6 months ended June 30, 2024	6 months ended June 30, 2023
Integration and acquisition costs	(46.6)	(70.2)
Rationalization and associated costs	(185.6)	(23.1)
Equity based compensation & associated costs	(5.4)	(23.1)
Customer relationships and acquired technologies amortization	(120.5)	(133.2)
Other items	(0.6)	4.1
Total	**(358.8)**	**(245.5)**

Integration and acquisition costs reached €46.6 million. The main costs of the period were related to :

- transformation costs to reinforce operationalization of AML/CFT (Anti Money Laundering / Countering Financing of Terrorism) compliance on previously acquired scopes;
- the set-up of the jointly held entity in Australia with ANZ;
- the set-up of the jointly held entity in France with Crédit Agricole.

Rationalization and associated costs of €185.6 million are mainly related to :

- the Power24 plan for €173.9 million (of which €133.4 million of employee-related restructuring provisions, net of reversals) ;
- the implementation of synergy plans and costs induced by the recent acquisitions.

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.

Equity-based compensations

During the first half-year 2024, the Group granted the following equity-based compensation plans:

- **Retention plan linked to Power24**

In the context of Power24, in order to secure some key employees, a retention plan split in cash and shares has been granted.

The charges related to the portion paid in cash is is accounted within the rationalization and associated costs.

The portion paid in shares is accounted for within equity based compensation & associated costs and is subject to presence conditions and the achievement of consolidated cost savings from the Power24 restructuring plan.

The expense recognized in the consolidated financial statements is spread over the vesting period, at the rate at which the services rendered by the beneficiaries are obtained by the Group.

Retention plan

Grant Date	May 24th, 2024
Number of shares granted initially	994,875
Share price at grant date (€)	11.34
Vesting Dates	March 31, 2025 & March 31, 2026
Plan duration for acquisition	1 year and 2 years
Expected dividend yield	1.1%
Fair value of shares granted (in €)	**11.14**
Expense recognized in H1 2024 (in € million)	**0.8**

- **Variable remuneration of the Chief Executive Officer**

Following a Board of Directors decision, and as approved by the June 13th, 2024, General Shareholder Meeting, the 2023 variable annual compensation of the Chief Executive Officer (set at 49.5% of the target variable annual compensation) will be paid in the form of performance shares subject to a two-year vesting period and to a performance condition relating to the evolution of the Worldline share price.

Variable remuneration of the Chief Executive Officer

Grant Date	June 13th, 2024
Number of shares granted initially	29,055
Share price at grant date (€)	10.84
Vesting Date	June 13, 2024
Final acquisition date	June 13, 2026
Plan duration for acquisition	2 years
Expected dividend yield	1.1%
Fair value of shares granted (in €)	**1.62**
Expense recognized in H1 2024 (in € million)	**0.0**

The following events also occurred in the first half of 2024:

- **2023 and 2022 resizing of LTI plans**

On the period, the Group decided to resize the stock-options and free shares plan granted in 2022 and 2023.

Following the profit warning announced on October 25, 2023 the Board of Directors has decided to lower the 2024 & 2025 targets of the performance conditions for the 2022 & 2023 LTI plans. However, the resizing of this plan:

- limits the overall vesting of the concerned LTI plans to a maximum of 70% of the granted shares; and
- excludes the Senior Executive Officers and Executive Company Officers members.

- **2024 Free share plan**

On June 13th, 2024, the Board of Directors validated the principles of a 2024 free share plan. As the acceptance period for the beneficiaries of this plan runs during the second half-year 2024, it had no impact on the consolidated accounts for the 6 months ended June 30, 2024. The 2024 free share plan is splitted in presence conditions and the achievement of performance indicators.

The vesting of the free shares shall be subject to the achievement over a three-year period of internal and external performance indicators.

Note 6. Financial Result

(In € million)	6 months ended June 30, 2024	6 months ended June 30, 2023
Interest expenses on bond loan	(18.8)	(9.4)
Interest charges long term debt	(0.5)	(1.5)
Interest expenses on convertible bonds	(5.8)	(5.8)
Net interest from cash and cash equivalents	24.1	6.6
Others	1.5	13.9
Net interest income (expenses)	**0.6**	**3.8**
Net foreign exchange losses	(2.2)	(4.2)
Hyperinflation	(21.6)	(6.8)
Gains / Losses on derivatives instruments	(0.9)	5.6
Net foreign exchange gain (losses)	**(24.7)**	**(5.5)**
Financial component of retirement expenses and the cost of other post-employment benefits	(3.1)	(2.3)
Variation of fair value Visa shares	2.6	4.3
Variation of the fair value of other financial assets/debts	2.1	(4.2)
Financial interests on lease liability (IFRS 16)	(5.6)	(3.5)
Impairment on other financial assets	(0.0)	0.0
Other financial expenses	(8.8)	(8.8)
Other financial income	1.8	1.1
Net other financial income (expenses)	**(11.0)**	**(13.4)**
Total	**(35.1)**	**(15.0)**

Net financial expenses amounted to €35.1 million for the period compared to €15.0 million for the 6 months ended June 30, 2023, and were made up of:

- A net profit of financial debt of €0.6 million (profit of €3.8 million for the 6 months ended June 30, 2023); and
- Other financial expenses of €35.7 million (€18.9 million for the 6 months ended June 30, 2023).

Net profit of financial debt of €0.6 million is mainly made up by the followings effects:

- The interests expenses linked to straight bonds (€18.8 million) and convertible bonds (€5.8 million);
- The income interests from cash and cash equivalents (€24.1 million).

Other items of financial result were mainly composed of:

- The fair value of financial assets, mainly from the recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares for an income of €2.6 million (income of €4.3 million for the first half-year 2023);
- financial interests on lease liabilities for €5.6 million (€3.5 million for the first half-year 2023);
- Foreign exchange losses for €24.7 million (€5.5 million loss for the first half-year 2023) including hyperinflation treatment, for an expense of €21.6 million mainly due to Argentina and Turkey; and
- Pension financial costs for €3.1 million.

Note 7. Income tax product or expense

The income tax includes current and deferred tax expenses. For the purposes of the interim condensed consolidated financial statements, consolidated income tax is determined by applying the estimated effective tax rate for the full year to the "half-year net income before tax". The estimated effective tax rate for the full-year is determined on the basis of forecasted current and deferred tax expense for the year in the light of full-year earnings projections.
The income tax profit for the six-month period ended June 30, 2024, was €12.6 million with a loss before tax of €51.0 million. The annualized Effective Tax Rate (ETR) was 24.7% compared with 23.8% for the first semester of 2023.

On the first half-year 2024, the impact related to Pilar 2 was not significant in both value and in the ETR.
The deferred tax exemption for Pillar 2 income taxes has been applied by the Group as of June 30, 2024, in accordance with IAS 12.

Note 8. Goodwill and intangible assets

8.1 Goodwill

(In € million)	December 31, 2023	Exchange rate fluctuations	June 30, 2024
Gross value	10,213.8	(17.7)	**10,196.1**
Impairment loss	(1,155.0)	1.6	**(1,153.4)**
Carrying amount	**9,058.8**	**(16.1)**	**9,042.7**

The Group noticed a slowdown of the Consumption and Merchant Services Volumes (MSV) over its main European Countries during Q2. Some uncertainties remain on the pace of recovery of the macro economic conditions in Europe in the second semester. Nevertheless, the soften market context in the mid of 2024 is seen as conjunctural, and not affecting mid-term Payment sector dynamics, as such do not affect the trends used in the 2023 business plan (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). As such, the impact of short term fluctuation is considered as remotely sensitive on GBLs valuations.

As a consequence, the Group considers that no triggers exist for an impairment test.

As a reminder, the sensitivity test carried out as of December 2023 indicated that 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.

8.2. Intangible assets

(In € million)	Software & Licenses	Customer Relationships	Acquired technology and other	Other assets	Total
Gross value					
At January 1, 2024	**1,243.9**	**2,041.2**	**724.7**	**56.4**	**4,066.3**
Additions	13.7	3.0		2.9	19.6
R&D capitalized	99.0				99.0
Disposals	(22.7)	-		(10.8)	(33.5)
Exchange differences	1.7	(3.6)	(3.1)	0.2	(4.8)
Other	0.9	(5.7)	-	6.7	1.9
At June 30, 2024	**1,336.5**	**2,034.9**	**721.7**	**55.4**	**4,148.5**
Accumulated depreciation					
At January 1, 2024	**(656.1)**	**(610.0)**	**(326.3)**	**(49.7)**	**(1,642.2)**
Depreciation charge for the year	(73.4)	(76.2)	(44.1)	1.4	(192.3)
Disposals/reversals	20.2	-		10.6	30.8
Exchange differences	(1.0)	1.1	1.1	(0.2)	0.9
Other	(4.5)	-	0.2	(0.2)	(4.5)
At June 30, 2024	**(714.8)**	**(685.2)**	**(369.2)**	**(38.1)**	**(1,807.3)**
Net value					
At January 1, 2024	**587.8**	**1,431.2**	**398.4**	**6.7**	**2,424.1**
At June 30, 2024	**621.7**	**1,349.7**	**352.5**	**17.3**	**2,341.2**

Development capitalized costs over the period are related to the modernization of proprietary technological platforms for €99.0 million. On June 30, 2024, the net book value of those capitalized cost amounted to €586.5 million.

Note 9. Right-of-Use assets and Lease liabilities

9.1 Right-of-Use assets

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1, 2024	**384.8**	**138.4**	**62.7**	**586.0**
Additions	49.4	41.3	21.6	112.4
Disposals	(17.8)	(19.6)	(7.2)	(44.6)
Exchange differences	(0.2)	(0.5)	0.1	(0.6)
Other	(0.3)	(8.4)	-	(8.7)
At June 30, 2024	**416.0**	**151.3**	**77.2**	**644.4**
Accumulated depreciation				
At January 1, 2024	**(193.4)**	**(54.7)**	**(25.9)**	**(273.9)**
Depreciation charge for the year	(23.1)	(21.5)	(8.2)	(52.9)
Disposals/Reversals	10.9	3.0	5.3	19.2
Exchange differences	(0.0)	0.1	0.0	0.1
Other	(0.1)	5.2	-	5.1
At June 30, 2024	**(205.7)**	**(67.9)**	**(28.8)**	**(302.4)**
Net value				
At January 1, 2024	**191.5**	**83.7**	**36.9**	**312.1**
At June 30, 2024	**210.2**	**83.4**	**48.4**	**342.0**

9.2 Lease liabilities

(In € million)	Land and buildings	IT equipments	Other assets	Total
At January 1, 2024	**223,5**	**81,8**	**39,6**	**344,9**
Additions	49,4	41,3	21,5	112,3
Reimbursment	(29,3)	(38,4)	(11,5)	(79,2)
Exchange differences	(0,1)	(0,4)	0,1	(0,4)
Other	0,1	(2,2)	0,1	(2,1)
At June 30, 2024	**243,5**	**82,2**	**49,8**	**375,5**

Note 10. Trade receivables and other current assets

10.1 Trade Receivables

(In € million)	**June 30, 2024**	**December 31, 2023**
Assets related to contract	325.4	298.0
Trade receivables	409.6	445.8
Expected credit losses allowance	(52.9)	(52.9)
Net asset value	**682.1**	**690.9**
Contract liabilities (*)	(142.3)	(155.3)
Net accounts receivable	**539.9**	**535.7**
Number of days sales outstanding (DSO)	**30**	**31**

(*) Contract liabilities are presented in other current liabilities, see Note 16.2

Assets related to contract evolution usually reflects the revenue growth, activities associated to build revenue and sometimes license revenue related to Worldline intellectual property corresponding to distinct performance obligations in large outsourcing contracts in line with IFRS15, as well as projects and upsell activities with existing customers often invoiced at completion.

DSO for Worldline Group is 30 days at the end of June 2024, stable compared with December 2023.

As at June 30, 2024, the net amount received for factored receivables was €42.3 million compared to €40.2 million as at December 31, 2023.

10.2. Other current assets

(In € million)		**June 30, 2024**	**December 31, 2023**
VAT receivables		28.5	39.7
Prepaid expenses	Note 16.1	103.8	72.0
Other receivables & current assets		156.0	114.9
Advance payment	Note 16.1	1.1	2.9
Total		**289.5**	**229.5**

Prepaid expenses and other receivables and current assets are subject to a seasonal effect, which explains why the amount is higher in June than in December.

Note 11. Intermediation activities

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 the specific accounts, i.e. excluded from cash and cash equivalents. The counterparty is a payable due to merchants.

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).

The Group isolated in dedicated lines assets and liabilities related to its intermediation activities (net of interchange fees).

(In € million)	**June 30, 2024**	**December 31, 2023**
Receivables linked to intermediation activities	4,315.6	3,916.9
Funds related to intermediation activities	2,174.9	1,961.6
Total assets linked to intermediation activities	**6,490.5**	**5,878.5**
Payables linked to intermediation activities	6,079.1	5,554.1
Credit facilities specific to intermediation activities	411.4	324.4
Total liabilities linked to intermediation activities	**6,490.5**	**5,878.5**

The increase in assets and liabilities is mainly due to a higher transaction volumes at June 30th, 2024 compared with December 31st, 2023.

Note 12. Shareholder equity

During this first semester 2024, 297,905 new shares were created, mainly following the vesting of the 2021 performance shares plan (297,705 shares).

At June 30, 2024, the total number of shares of Worldline S.A. reached 283,272,886 shares with a nominal value of €0.68. Common stock was therefore increased from €192,422,987 to €192,625,562.

Earnings per Share (EPS)

The weighted average number of shares amounted to 282,765,966 shares for the period. As at June 30, 2024, there was no potentially dilutive instruments as all equity instruments were potentially relutive. As at June 30, 2023, potentially dilutive instruments comprised stock-options and convertible bonds.

(In € million)	**6 months ended June 30, 2024**	**%**	**6 months ended June 30, 2023**	**%**
Net income [a]	**(28.9)**	**-1.3%**	**81.1**	**3.6%**
Diluted net income [b]	**(28.9)**	**-1.3%**	**86.4**	**3.9%**
Average number of shares [e]	282,765,966		281,925,822	
Impact of dilutive instruments	-		13,182,160	
Diluted average number of shares [f]	282,765,966		295,107,983	
(In €)				
Basic EPS [a] / [e]	(0.10)		0.29	
Diluted EPS [b] / [f]	(0.10)		0.29	

Note 13. Post-employment and similar long-term benefits

The remeasurement principle for pension liabilities and assets at interim periods is the following: actuarial remeasurements are only triggered if there are significant impacts on both the obligations and plan assets and limited to the Group's largest pension plans. For less material plans, straightforward actuarial projections are used.

Following the launch of Power24 in the first half of the year, the Group put in place a restructuring plan resulting a decrease in the Group net liability of €7.2 million recognized as income from plan curtailment in other operating income.

The Corporate bond interest rate markets was volatile during the first half of the year for all major zone/countries. Since December 31, 2023, the discount rates increased significantly in the Euro zone by around 40bps and in the United Kingdom by around 65bps, and slightly decreased by 10bps in Switzerland.

Discounts rates per main zone	June 30, 2024	December 31, 2023
Euro zone	3.60%	3,20% ~ 3,70%
Switzerland	1.40%	1.50%
United Kingdom	5.15%	4.50%

The fair value of plan assets for the major British and Swiss schemes have been remeasured as of June 30, 2024.

The net total liability recognized in the balance sheet in respect of pension plans and other long-term benefits plans per June 30, 2024, amounts to € 175,3 million (compared to a net liability of € 184,4 million as at December 31, 2023).

The decrease in the net liability is explained by the increase of discount rates in the Euro zone and the United Kingdom in addition to the decrease due to the restructuring plan.

The decrease of the prepaid pension asset is mainly related to the Swiss plan, where the asset ceiling decreased. This is mainly due to the decrease of the discount rate in Switzerland.

(In € million)	June 30, 2024	December 31, 2023
Prepaid pension asset – post employment plans	**0.8**	**6.2**
Accrued liability - Long-term employee benefits	**(176.1)**	**(190.6)**
Of which accrued liability – post employment plans	*(166.0)*	*(182.5)*
Of which accrued liability – other long term benefits	*(10.0)*	*(8.1)*
Net total liability - pension plans and other long-term benefits	**(175.3)**	**(184.4)**

The net impact of defined benefits plans on Group profit and loss can be summarized as follows:

(In € million)	6 months ended June 30, 2024	6 months ended June 30, 2023
Operating margin	(14.5)	(10.7)
Other Operating Income	7.2	-
Financial result	(3.1)	(2.3)
Total (expense)/profit	**(10.4)**	**(13.0)**

Note 14. Provisions for risk

(In € million)	December 31, 2023	Charge	Release used	Release unused	Other (*)	June 30, 2024	Current	Non- current
Labor	11.6	149.4	(5.7)	(3.2)	1.1	153.2	150.0	3.2
Litigation and contingencies	67.1	2.0	(1.0)	(4.0)	4.4	68.5	7.0	61.5
Other	13.0	1.1	-	(0.5)	(4.8)	8.8	0.1	8.7
Total provisions	**91.7**	**152.5**	**(6.6)**	**(7.6)**	**0.6**	**230.5**	**157.2**	**73.3**

(*) Other movements mainly consist of reclassification within the categories and currency translation adjustments.

The Group recognizes a provision when:

- It has a present legal or constructive obligation as a result a past events;
- It is probable that an outflow of resources will be required to settle the obligation; and
- The related amount can be reliably quantified.

In 2024, the increase in labor provisions for €149.4 million is mainly related to the Power24 plan (see Note 2 Significant events of the semester).

The closing position of litigation and contingencies provisions of €68.5 million includes a number of litigation issues, tax 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.

Note 15. Financial assets and liabilities

(In € million)	Note	June 30, 2024	December 31, 2023
Non-Consolidated Investments	Note 15.1.1	714.2	711.4
Other Non-current financial assets	Note 15.1.1	6.6	27.3
Derivative Instruments - Assets	Note 15.1.2	0.3	0.3
Other current financial assets	Note 15.1.2	34.8	57.8
Cash and Cash Equivalents	Note 15.1.3	2,114.5	1,726.5
Financial Assets - TOTAL		**2,870.3**	**2,552.5**
Straight Bonds	Note 15.2	1,834.8	1,820.4
Convertible Bonds	Note 15.2	1,380.0	1,374.1
Other borrowings	Note 15.2	55.1	55.5
Put Options on non-controlling interests	Note 15.2	243.6	236.8
Current portion of Financial Liabilities	Note 15.2	107.7	50.4
Derivative instruments - Liabilities		2.1	1.8
Overdrafts	Note 15.2	189.9	169.5
Financial Liabilities excl. lease liabilities		**3,813.1**	**3,708.5**
Lease Liability	Note 9.2	375.5	344.9
Financial Liabilities - TOTAL		**4,188.6**	**4,053.4**

15.1 Financial Assets

15.1.1. Non-current financial assets

(In € million)		June 30, 2024	December 31, 2023
Pension prepayments	Note 13	0.8	6.2
Fair value of non-consolidated investments		714.2	711.4
Other non-current financial assets		6.6	27.3
Total non-current financial assets		**721.5**	**744.9**

The non-consolidated investments includes mainly :

- Preferred shares of Poseidon Bidco with a fair value estimated to € 640 million as at June 30, 2024. These shares were contributed to Worldline by Apollo on September 30, 2022, as part of TSS disposal and represent 12.7% of Poseidon Bidco share capital and 5% of its voting rights.
- Visa Shares for €43.8 million as at June 30, 2024, and €41.6 million as at December 31, 2023.

15.1.2 Current financial assets

(In € million)		June 30, 2024	December 31, 2023
VAT receivables		28.5	39.7
Prepaid expenses	Note 16.1	103.8	72.0
Other receivables & current assets		156.0	114.9
Advance payment	Note 16.1	1.1	2.9
Total		**289.5**	**229.5**

Other current financial assets include as at June 30, 2024, €22.1 million related to the deferred payment to be received by Apollo funds on January 2025 as a counterparty to TSS disposal as of September 30, 2022.

15.1.3 Cash and cash equivalents

(In € million)	June 30, 2024	December 31, 2023
Cash and cash equivalents	2,114.5	1,756.0
Money market funds	-	140.0
Total cash and cash equivalents	**2,114.5**	**1,896.0**
Overdrafts	(189.9)	(169.5)
Total overdrafts and equivalents	**(189.9)**	**(169.5)**
Total net cash and cash equivalents	**1,924.6**	**1,726.5**

15.2 Financial Liabilities

(In € million)	June 30, 2024			December 31, 2023		
	Current	Non-current	Total	Current	Non-current	Total
Straight Bonds	739.5	1,095.3	1,834.8	725.7	1,094.7	1,820.4
Convertible bonds	0.0	1,380.0	1,380.0	0.0	1,374.1	1,374.1
Other borrowings	55.1	0.0	55.1	0.5	55.0	55.5
Put Options on non-controlling interests	79.2	164.4	243.6	5.1	231.7	236.8
Current portion of Financial Liabilities	107.7	0.0	107.7	50.4	0.0	50.4
Overdrafts	189.8	0.0	189.8	169.5	0.0	169.5
Total Financial Liabilities excl. Lease liabilities	**1,171.2**	**2,639.6**	**3,810.8**	**951.2**	**2,755.5**	**3,706.7**

The total borrowings as at June 30, 2024, increased by €104.1 million, mainly due to:

- Commercial papers, in current portion of Financial Liabilities, increase of €55.0 million;
- Accrued Interests on straight bonds increase of €13.5 million;
- Increase in fair-value of the put options on non-controlling interests for €6.8 million;
- Increase of convertible bonds for €5.8 million related to capitalized interests from discounting.

Note 16. Trade payables and other current liabilities

16.1 Trade Payables

(In € million)	June 30, 2024	December 31, 2023
Trade payables and note payables	729.7	756.0
Trade payables and note payables	**729.7**	**756.0**
Advance payments	(1.1)	(2.9)
Prepaid expenses	(103.8)	(72.0)
Net accounts payable	**624.8**	**681.1**
Number of days payable outstanding (DPO)	**73**	**82**

16.2 Other current liabilities

(In € million)	June 30, 2024	December 31, 2023
Contract liability	142.3	155.3
Employee-related liabilities	165.8	143.3
Social security and other employee welfare liabilities	65.9	62.5
VAT payable	63.1	80.1
Other operating liabilities	159.5	145.6
Total	**596.4**	**586.7**

Note 17. Related parties

SIX

On the one hand, SIX Group provided services to Worldline including:

- The invoicing of delivery infrastructure;
- The reinvoicing of premises;
- The invoicing of administrative services.

On the other hand, Worldline provided transactional services to SIX Group.

These transactions are entered into at market conditions.

The related party transactions are detailed as follows:

(In € million)	6 months ended June 30, 2024	6 months ended June 30, 2023
Revenue	15.5	16.9
Operating income / expenses	(27.9)	(23.4)

The receivables and liabilities included in the statement of financial position linked to the related parties are detailed as follow:

(In € million)	June 30, 2024	December 31, 2023
Trade accounts and notes receivables	165,7	190,9
Trade accounts and notes payables	(17,3)	(2,6)

Note 18. Off-balance sheet commitments

Other commitments received by the Group increased by 414.0 million euros compared to December 2023.

Other commitments given by the Group decreased by 518.2 million euros following the expiration of the related commitment periods.

Note 19. Subsequent events

New Syndicated Revolving Credit Facility

On July 4th, 2024, Worldline signed a €1'125 million Revolving Credit Facility, with a maturity extended to July 2029. This facility includes two one-year extension options at the lenders' discretion. It is available for general corporate purposes and do not include any financial covenant.

This facility replaces and upsizes the existing €450 million and €600 million revolving credit facilities maturing in December 2025, and is supporter by a pool of 17 international banks, including new lenders.

C.7. Statutory auditors’ report on the financial information for the first half of 2024

This is a free translation into English of the statutory auditors’ review report on the half-yearly financial information issued in French and is provided solely for the convenience of English-speaking users. This report includes information relating to the specific verification of information given in the Group’s half-yearly management report. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by the General Meetings and in accordance with the requirements of article L. 451-1-2-III of the French Monetary and Financial Code ("Code monétaire et financier"), we hereby report to you on:

the review of the accompanying consolidated half-yearly consolidated financial statements of Worldline, for the period from January 1 to June 30, 2024,

the verification of the information presented in the half-yearly management report.

These condensed half-yearly consolidated financial statements are the responsibility of the Board of directors held on 31 July 2024. Our role is to express a conclusion on these financial statements based on our review.

Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed half-yearly consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34, standard of the IFRS as adopted by the European Union applicable to interim financial information.

Specific verification

We have also verified the information presented in the half-yearly management report on the condensed half-yearly consolidated financial statements subject to our review.

We have no matters to report as to its fair presentation and consistency with the condensed half-yearly consolidated financial statements.

Neuilly-sur-Seine and Paris-La Défense, August 2, 2024

The Statutory Auditors

French original signed by

Grant Thornton *French member of Grant Thornton International*	Deloitte & Associés
Vincent Frambourt	Josselin Vernay

D. PERSONS RESPONSIBLE

D.1. For the amendment to the 2023 Universal Registration Document

Gilles Grapinet

Chief Executive Officer

D.2. Certification of the person responsible for the amendment to the 2023 Universal Registration Document

I hereby declare that the information contained in this amendment to the 2023 Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no material likely to affect its import.

I hereby declare that, to the best of my knowledge, the 2024 half-year condensed consolidated financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and all the other companies included in the scope of consolidation, and that the half-year management report (here attached) presents a fair picture of significant events occurring during the first six months of the year, their impact on the financial statements, the main transactions between related parties as well as a description of the main risks and uncertainties for the remaining six months of the year.

Puteaux, August 1st, 2024

Gilles Grapinet

Chief Executive Officer

D.3. For the audit

Deloitte & Associés

- Represented by Josselin Vernay
- Appointed on: June 30,1997, renewed on March 29, 2004, May 28, 2010, May 26, 2016, and in June 9, 2022 for a term of 6 years
- Term of office expires: at the end of the 2027 AGM held to adopt the 2026 financial statements

Deloitte & Associés is a member of the Compagnie Régionale des Commissaires aux Comptes de Versailles (the Regional Association of Auditors of Versailles).

Grant Thornton

- Represented by Vincent Frambourt
- Appointed on: April 30, 2014 and renewed on June 9, 2020 for a term of 6 years
- Term of office expires: at the end of the AGM held to adopt the 2025 financial statements

Grant Thornton is a member of the Compagnie Régionale des Commissaires aux Comptes de Versailles (the Regional Association of Auditors of Versailles).

E. RISK FACTOR

The significant and specific risks that the Group may face in the second half of 2024 are those detailed in section C.3 "Risk Factors" of the 2023 Universal Registration Document. These risk factors remain applicable as of the date of this amendment to the 2023 Universal Registration Document and have not changed significantly.

These risks are those which the Company believes could potentially have a material adverse effect on the Group, its business, financial condition, results of operations or ability to achieve its objectives and the manner in which they are managed.

Other risks of which the Group is currently unaware or which are considered as of the date of this amendment to the Universal Registration Document to be immaterial could exist, and if they were to materialize could have a significant adverse effect on the Group, its business, its financial condition, its results, its ability to achieve its objectives or its reputation.

F. CORPORATE GOVERNANCE

F.1. Composition of the Board of Directors and its Committees since June 13, 2024 – Management mode

F.1.1. Composition of the Board of Directors

At the Shareholders' Meeting of June 13, 2024, the shareholders approved:

- the renewal of Nazan Somer Özelgin (independent director) and Daniel Schmucki as directors for a three-year term of office expiring at the end of the Shareholders' Meeting to be held in 2027 to approve the financial statements for the year ending 2026;
- the ratification of the co-optation of Wilfried Verstraete decided by the Board of Directors on March 20, 2024 and his re-appointment as director for a three-year term of office expiring at the end of the Shareholders' Meeting to be held in 2027 to approve the financial statements for the year ending 2026; and
- The appointment of three directors, Agnès Park (independent director), Sylvia Steinmann (independent director) and Olivier Gavalda (upon proposal of Crédit Agricole) for a three-year term of office expiring at the end of the Shareholders' Meeting to be held in 2027 to approve the financial statements for the year ending 2026.

At the end of this Shareholders' Meeting, the Board of Directors also:

- acknowledged the non-renewal of the terms of office of Agnès Audier, Danielle Lagarde and Lorenz von Habsburg-Lothringen;
- acknowledged the resignation as director of Gilles Arditti, Caroline Parot and Georges Pauget; and
- decided to appoint Wilfried Verstraete as Chairman of the Board of Directors for the duration of his directorship, replacing Georges Pauget, interim Chairman of the Board of Directors.

At the date of this amendment to the 2023 Universal Registration Document, the Board of Directors comprises 14 directors, including 2 employee directors and a representative of the Social and Economic Committee (without voting rights).

	Personal information					Experience	Position of the Board				
	Name	Age	Gender	Nationality	Number of shares held	Number of corporate mandates in listed companies	Independency	Date of first appointment	End of term of office	Seniority	Committee member
CEO	**Gilles Grapinet**	61	M	French	241,729	1	No	April 30, 2014	AGM 2026	10	I/SER
Chairman of the Board of Directors	**Wilfried Verstraete**	66	M	Belgian	5,000	0	Yes	March 20, 2024	AGM 2027	0	R*/N**/I
Directors	**Aldo Cardoso**	68	M	French	1,500	1	Yes	June 13, 2014	AGM 2026	10	AR*/I
	Giulia Fitzpatrick	64	F	American; Italian	750	0	No	November 30, 2018	AGM 2026	5	N*/R**/SER**
	Olivier Gavalda	60	M	French	0[2]	1	No	June 13, 2024	AGM 2027	0	I
	Mette Kamsvåg	53	F	Norwegian	1,000	1	Yes	April 30, 2019	AGM 2025	5	AR/I
	Agnès Park	53	F	French; South-Korean	0[2]	0	Yes	June 13, 2024	AGM 2027	0	SER*/N/R
	Daniel Schmucki	56	M	Swiss	750	0	No	March 19, 2020	AGM 2027	4	I*/AR
	Nazan Somer Özelgin	60	F	Turkish	1,571	2	Yes	October 28, 2020	AGM 2027	3	AR
	Thierry Sommelet	54	M	French	750	2	Yes	October 28, 2020	AGM 2026	3	N/R/I
	Sylvia Steinmann	59	F	German	0[2]	0	Yes	June 13, 2024	AGM 2027	0	AR/SER
	Dr. Michael Stollarz	58	M	German	1,570	0	No	October 28, 2020	AGM 2025	4	-
Directors representing employees	**Marie-Christine Lebert**	61	F	French	400[1]	0	No	May 17, 2019	AGM 2026	5	R
	Stephan Van Hellemont	56	M	Belgian	1,000[1]	0	No	June 8, 2023	AGM 2026	1	SER

As of the date of this amendement to the 2023 Universal Registration Document
AGM: Annual General Meeting; AR: Audit and Risks Committee; N: Nomination Committee; R: Remuneration Committee; SER: Social and Environmental Responsibility Committee; I: Investment Committee

** Chairperson **Vice-Chairperson*

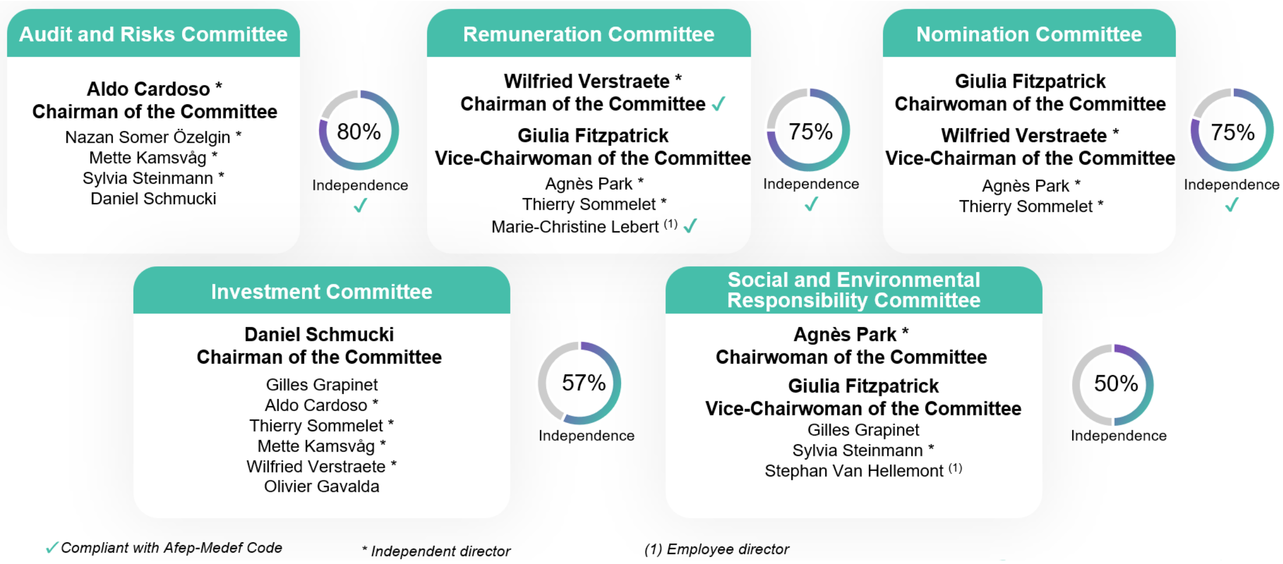
[1] In accordance with the internal rules of the Board of Directors, the Directors representing the employees are exempt from the obligation to own shares of the Company
[2] In accordance with the internal rules of the Board of Directors, Directors have a period of six months after their first appointment to comply with the requirement to hold 750 shares

At the date of this amendment to the 2023 Universal Registration Document, the Board of Directors comprises 58% independent directors, 42% women, 67% directors of foreign nationality and more than 75% with international experience (employee directors are not taken into account when calculating these percentages).

F.1.2. Composition of the Committees

At the end of the Shareholders' Meeting on June 13, 2024, the Board of Directors decided, upon recommendation of the Nomination Committee, to:

- rename the Audit Committee as the Audit and Risks Committee, in order to better reflect the increased focus on risk and control;
- rename the Strategy and Investment Committee as the Investment Committee, with strategy matters being dealt with directly by the Board of Directors; and
- change the composition of the Committees as follows:



F.1.3. Management mode

Since October 25, 2021, the roles of Chairman of the Board of Directors and Chief Executive Officer are dissociated.

On December 15, 2023, the Board of Directors decided to appoint Georges Pauget, Lead Director, as interim Chairman of the Board of Directors, to replace Bernard Bourigeaud, who had passed away, until the appointment of a new Chairman.

Following the Shareholders' Meeting of June 13, 2024, which approved the ratification of the co-optation of Wilfried Verstraete decided by the Board of Directors on March 20, 2024 and his appointment as director for a three-year term of office, the Board of Directors decided, upon recommendation of the Nomination Committee, to:

- pursue with the Company's current management mode, dissociating the roles of Chairman of the Board of Directors from those of Chief Executive Officer;
- appoint Wilfried Verstraete as Chairman of the Board of Directors, to replace Georges Pauget, for the remainder of his term of office as director, expiring at the end of the Shareholders' Meeting to be held in 2027 to approve the financial statements for the year ending 2026;
- confirm Gilles Grapinet as Chief Executive Officer for the remainder of his term of office as director, expiring at the end of the Shareholders' Meeting to be held in 2026 to approve the financial statements for the year ending 2025; and
- confirm Marc-Henri Desportes as Deputy Chief Executive Officer for the remainder of his term of office, expiring at the end of the Shareholders' Meeting to be held in 2026 to approve the financial statements for the year ending 2025

F.2. Remuneration of the corporate officers

F.2.1. Approval of the compensation of the corporate officers for the year 2023 and validation of their compensation policy applicable in 2024

At the 2024 Shareholders' General Meeting, shareholders approved:

- the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to the corporate officers, including the Chairman of the Board of Directors, the Chairman of the Board of Directors ad interim, the Chief Executive Officer and the Deputy Chief Executive Officer for 2023 (13th, 14th, 15th, 16th and 17th resolutions), and,
- the 2024 compensation policy applicable to corporate officers (18th, 19th, 20th and 21st resolutions).

All the terms of said policies are described in the Board of Directors' report on corporate governance in sections D.2.1 and D.2.2 of the 2023 Universal Registration Document.

F.2.2. Free shares plans granted as from January 1st, 2024

The Group is strongly committed to associating its employees with the long-term performance and results of the Company, notably through Long-Term Incentive ("**LTI**") plans. Beneficiaries of such LTI plans are mostly the first managerial lines of Worldline, key talents, key experts and selected juniors, and include the Executive Company Officers.

As of 2024, the multiyear variable compensation takes only the form of a grant of free shares. Therefore, no subscription or purchase option was granted since January 1st, 2024

F.2.2.1. Conversion of the 2023 annual variable compensation of the Executive Company Officers in performance shares

Seen the macroeconomics deterioration in some of Group's core geographies and the revision of the Company's 2023 targets announced on 25 October 2023 when the third-quarter financial results were announced, the Board of Directors on 19 April 2024 decided, on the recommendation of the Remuneration Committee and at the initiative of the Chief Executive Officer and of the Deputy Chief Executive Officer, that the 2023 variable annual compensation would be paid in the form of performance shares subject to performance conditions.

In accordance with the 33rd resolution approved by the 2024 Shareholders' General Meeting, the Board of Directors of 13 June 2024 decided, on the recommendation of the Remuneration Committee, to grant (see AMF tables n° 4 and 6 hereafter):

- 19,370 performance shares to Gilles Grapinet, Chief Executive Officer, in conversion of his 2023 annual variable compensation of € 435,884.35, based on a Worldline share price set at 22,5 EUR,
- 9,685 performance shares to Marc-Henri Desportes, Deputy Chief Executive Officer, in conversion of his 2023 annual variable compensation of € 217,942.18, based on a Worldline share price set at 22,5 EUR.

This plan represents 0,010% of the share capital at grant date to the benefit of the Chief Executive Officer and of the Deputy Chief Executive Officer.

The vesting of the performance shares granted under this plan is subject to compliance with a two-year vesting period, ending on June 13th, 2026.

The vesting of the performance shares is subject to the achievement of a performance condition relating to the intrinsic Worldline share price evolution to better align the interests of the Chief Executive Officer and of the Deputy Chief Executive Officer with those of the shareholders (target of average € 22.5 to be achieved on the three months opening share prices preceeding June 13th, 2026) and to accurately reflect the intrinsic value of Worldline in the market.

The vesting of the performance shares will not be subject to a holding period but will be subject to the limitation on the ability to sell performance shares for Executive Company Officers as defined in the 2024 compensation policies applicable to the Chief Executive Officer and to the Deputy Chief Executive Officer.

F.2.2.2. 2024 Multiyear variable compensation

In accordance with the authorizations granted by the 2024 Shareholders' General Meeting under the 33rd resolution, and in compliance with the compensation policies applicable to the Chief Executive Officer and to the Deputy Chief Executive Officer (as approved under the 19th and 20th resolutions), the Board of Directors decided on June 13, 2024, on the recommendation of the Remuneration Committee, to grant 2,355,830 free shares allocated as follows (see AMF tables n° 4 and 6 hereafter):

- 1,961,645 performance shares;
- 394,185 presence shares. The Executive Company Officers as well as the members of the Strategic Executive Committee are not eligible to presence shares.

This LTI plan represent approximately 0.83% of the share capital at the date of grant and have been allocated to 806 beneficiaries, including the Chief

Executive Officer and the Deputy Chief Executive Officer.

It is specified that the vesting of the Shares granted under this plan will only be definitive at the end of a three-year vesting period, i.e. on June 13, 2027.

This vesting is subject to the achievement of demanding performance conditions and/or to a condition of presence. The determination of the final number of Performance Shares that will vest at the end of the vesting period will be assessed on the basis of a performance period measured over three fiscal years for all beneficiaries. It will thus depend on the level of achievement of the financial and non-financial objectives in accordance with the elasticity curves defined by the Board of Directors on February 27, 2024 and set out in section D.2.1 of the 2023 Universal Registration Document.

No holding period is set under this LTI plan. Nevertheless, the Chief Executive Officer and the Deputy Chief Executive Officer are subject to a holding obligation until they cease to hold office, under the conditions described in Section D.2.1 of the 2023 Universal Registration Document.

The main characteristics of the Performance Share plan rules are detailed in Section D.2.1 of the 2023 Universal Registration Document and are in line with the corporate officers compensation policy for 2024 as approved by the Shareholders' General Meeting.

AMF Table 4: Subscription or purchase options granted to each Executive Corporate Officer since January 1st, 2024

Nil.

AMF Table 6: Performance shares granted to each Executive Corporate Officer since January 1st, 2024

Name	Plan Date[1]	Number of shares awarded since January 1st, 2024	Shares valuation *(in €)*[2]	Vesting Date	Availability Date[3]	Performance conditions
Gilles GRAPINET Chief Executive Officer	June 13, 2024 Plan n°1[4]	19,370	31,379.40	June 13, 2026	June 13, 2026	See § D.2.1 of 2023 Universal Registration Document
	June 13, 2024 Plan n°2	97,850	621,347.50	June 13, 2027	June 13, 2027	
Marc-Henri DESPORTES Deputy Chief Executive Officer	June 13, 2024 Plan n°1[4]	9,685	15,689.70	June 13, 2026	June 13, 2026	
	June 13, 2024 Plan n°2	57,850	367,347.50	June 13, 2027	June 13, 2027	

1 Corresponds to the date of the Board of Directors' meeting that approved the grant
2 Valuation of the shares at their grant date, pursuant to application of IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Worldline Group at the end of the vesting period, but before the expense is spread over the vesting period pursuant to IFRS 2. As from 2014, Worldline has taken into account a probability of achieving the performance conditions
3 At the end of the vesting period, shares are immediately available subject to the holding obligation applicable to Executive Corporate Officers
4 Conversion plan of the 2023 annual variable compensation in shares, subject to a vesting period of two years and to the achievement of a performance condition linked to Worldline share price evolution – see §D.2.2.1 of the 2023 Universal Registration Document

F.2.3. Options exercised since January 1st, 2024 by each Executive Corporate Officer – AMF Table 5

Nil.

F.2.4. Performance shares that have become available for each Executive Corporate Officers since January 1st, 2024 – AMF Table 7

Name	Plan Date[1]	Number of shares that have become available since January 1st, 2023[2]
Gilles GRAPINET		
Chief Executive Officer	May 27, 2021	13,194
Marc-Henri DESPORTES		
Deputy Chief Executive Officer	May 27, 2021	7,799

1 Corresponds to the date of the Board of Directors' meeting that approved the grant

2 The Board of Directors of February 27, 2024 has acted the achievement of the performance conditions for the period 2021 - 2023 (see section D.2.3.9.1 of the 2023 Universal Registration Document) and the definitive vesting of 55.91% limited to 100% of the performance shares granted on May 27, 2021.

F.2.5. Past awards of subscription or purchase options as at June 30, 2024 – AMF Table 8

VESTED PLANS

Date of General Meeting	**2014**	**2015**	**2016**	**2016**	**2018**	**2018**	**2019**	**2020**	**2021**	**Total**
Date of Board of Directors meeting	09/03/2014	07/27/2015	02/22/2016	07/25/2016	07/21/2018	10/18/2018	07/24/2019	06/09/2020	05/27/2021	
Grant date	09/03/2014	09/01/2015	05/25/2016	08/16/2016	07/21/2018	01/02/2019	07/24/2019	06/09/2020	05/27/2021	
Starting date for the exercise of the options	05/15/2016	05/15/2017	05/25/2018	05/25/2018	07/21/2021	03/31/2022	07/24/2022	06/09/2023	05/27/2024	
Expiry date	09/02/2024	08/31/2025	05/24/2026	08/15/2026	07/20/2028	01/01/2029	07/23/2029	06/08/2030	05/26/2031	
Subscription or purchase price *(in €)*	17.22	22.87	26.82	28.58	52.91	46.69	66.77	69.73	81.39	
Number of beneficiaries	92	138	52	2	18	5	19	21	23	
Options granted originally	1,527,220	1,558,500	196,000	45,000	262,000	130,550	98,600	101,120	117,150	**4,036,140**
Of which Company Officers[1]	189,330	180,000	0	0	143,000	0	39,850	39,250	37,550	**628,980**
Of which Gilles Grapinet (CEO)	180,000	180,000	0	0	81,000	0	26,250	25,850	23,600	**516,700**
Of which Marc-Henri Desportes (Deputy CEO)	0	0	0	0	62,000	0	13,600	13,400	13,950	**102,950**
Of which Gilles Arditti	9,330	0	0	0	0	0	0	0	0	**9,330**
									0	
Options exercised	1,217,440	837,123	111,613	30,000	0	0	0	0		**2,196,176**
Options cancelled or expired	90,300	154,500	17,000	0	0	0	9,963	6,865	68,127	**346,755**
Status as of 06/30/2024	219,480	566,877	67,387	15,000	262,000	130,550	88,637	94,255	49,023	**1,493,209**
Value of the unexercised options (in € million)	3,8	13,0	1,8	0,4	13,9	6,1	5,9	6,6	4,0	**55,5**

1 Corporate officers (executive and non executive) at the date of grant of the options

UNVESTED PLANS

Date of General Meeting	2022	2023	Total
Date of Board of Directors meeting	06/09/2022	06/08/2023	
Grant date	06/09/2022	06/08/2023	
Starting date for the exercise of the options	06/09/2025	06/08/2026	
Expiry date	06/08/2032	06/07/2033	
Subscription or purchase price *(in €)*	39.70	40.74	
Number of beneficiaries	19	19	
Options granted originally	193,530	191,670	**385,200**
Of which Company Officers[1]	70,785	70,720	**141,505**
Of which Gilles Grapinet (CEO)	44,485	44,440	**88,925**
Of which Marc-Henri Desportes (Deputy CEO)	26,300	26,280	**52,580**
Options exercised	0	**0**	**0**
Options cancelled or expired	26,955	**5,900**	**32,855**
Status as of 06/30/2024	166,575	185,770	**352,345**
Value of the unexercised options (in € million)	6,6	7,6	**14,2**

1 Corporate officers (executive and non executive) at the date of grant of the options

F.2.6. Past awards of performance shares as at June 30, 2024 – AMF Table 10

UNVESTED PLANS

Date of General Meeting	06/09/2022	06/08/2023	06/08/2023	06/08/2023[1]	06/13/2024[2]	06/13/2024	Total
Date of Board of Directors meeting	06/09/2022	06/08/2023	07/25/2023	03/20/2024	06/13/2024	06/13/2024	
Number of beneficiaries	784	917	5	520	2	806	
Number of shares granted[3]	1,159,545	1,296,560	14,950	994,875[4]	29,055	2,355,830[5]	5,850,815
Of which to Company Officers	70,785	70,720	0	0	29,055	155,700	326,260
Of which to Gilles Grapinet	44,485	44,440	0	0	19,370	97,850	206,145
Of which to Marc-Henri Desportes	26,300	26,280	0	0	9,685	57,850	120,115
Number of shares cancelled or lapsed	157,510	75,950	2,345	9,005	0	0	244,810
Number of shares acquired as of 30/06/2024	0	200	0	0	0	0	200
Status as of 30/06/2024	1,002,035	1,220,410	12,605	985,870	29,055	2,355,830	5,605,805
Date of acquisition of shares	06/09/2025	06/08/2026	06/08/2026	03/31/2025 03/31/2026	06/13/2026	06/13/2027	
Date of the end of the retaining period	06/09/2025	06/08/2026	06/08/2031	03/31/2026	06/13/2026	06/13/2027	
Performance conditions	See § D.2.3.8.2, D.2.3.8.3 and D.2.3.8.4 of the 2023 Universal Registration Document						

1 Shares plan for a limited number of beneficiaries, to the exclusion of the Executive Company Officers, granted with the objective of retention of key people in the disruptive context of the Power24 plan aiming to accelerate the Group's transformation. This plan is composed of part of performance shares and part of presence shares. The performance shares will vest based on the achievement of one single performance condition, measured end 2024, based on the realization of run-rate costs savings as of 2025, in line with the objective communicated to the market. This plan will not have any dilutive impact on the share capital.

2 Conversion plan of the 2023 annual variable compensation in shares, subject to a vesting period of two years and to the achievement of a performance condition linked to Worldline share price evolution – see §D.2.2.1 of the 2023 Universal Registration Document.

3 The number of shares at grant considers a maximum multiplier of 100% (per the terms outlined in the performance conditions

4 of which 309,937 performance shares to be vested on March 31st, 2025 and 309,703 performance shares and 375,235 presence shares to be vested on March 31st, 2026

5 of which 1,961,645 performance shares and 394,185 presence shares, it being reminded that Executive Company Officers and members of Strategic Executive Board are not eligible to presence shares.

F.3. Regulated Agreements

The 2024 Shareholders' Meeting approved two regulated agreements entered into as part of the partnership between Worldline and Crédit Agricole which led to the creation of a joint company ("CAWL") in March 2024:

- A framework agreement entered into by Worldline, Crédit Agricole S.A, Crédit Agricole Payment Services, LCL and 39 Caisses Régionales du Crédit Agricole as part of the partnership and the creation of the joint-venture; and
- A shareholders' agreement entered into between Worldline, Crédit Agricole S.A., Estey SAS and CAWL in accordance with the above framework agreement.

F.4. Shareholders' agreements and agreements that may have an impact in the event of a public offer

No new shareholders' agreement has been entered into since the beginning of the 2024 financial year except the one with Crédit Agricole relating the joint company CAWL (section F.3).

The agreement referred to in Section D.3.4.6 of the 2023 Universal Registration Document and described in Section B.7.1.3 of the 2023 Universal Registration Document, which is in force at the date of this document, has not been amended.

To the best of the Company's knowledge, no concerted action or similar agreement exists.

Furthermore, as of August 2nd, 2024, to the best of the Company's knowledge, and with the exception of the statutory restrictions provided for in article 10 of the Company's bylaws, there were no existing shareholders' agreements or arrangements whose implementation could, at a later date, result in restrictions on the transfer of shares and the exercise of voting rights.

Finally, there is no existing agreement to the company's knowledge capable of having a material effect in the event of public offer on the share capital of the Company.

F.5. Current authorizations to issue shares and other securities granted to the Board of Directors

During the 2024 Shareholders' Meeting, the shareholders approved the renewal of several financial delegations and authorizations granted to the Board of Directors to enable the Company to access the financial market and, as necessary, for the pursuit of the Group's development.

In accordance with Article L. 225-37-3 of the French Commercial Code, the table below summarizes the delegations and authorizations currently valid at the date of this amendment to the 2023 Universal Registration Document, granted by the Shareholders' Meeting to the Board of Directors in respect of capital increases, and the use made of them since April 30, 2024, publication date of the 2023 Universal Registration Document:

Financial authorizations in force as of June 30, 2024						
Nature of the delegations of authority and authorizations granted to the Board by the 2024 Shareholders' Meeting	Maximum amount granted	Grant date	Expiration date	Duration	Use as of June 30, 2024	Comments
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Worldline IGSA (formerly known as Ingenico Group SA) offer						
Share capital increase without PSR, reserved for beneficiaries of free shares granted by Worldline IGSA (formerly known as Ingenico Group SA) and holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund	€270,000	June 13, 2024 (30th resolution)	December 13, 2025	18 months	July 1st, 2024 (68,928.20€)[7]	May be used during a public offering
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	50% of the share capital[*/1]	June 13, 2024 (24th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings other than those mentioned in Article L.411-2 1° of the French *Code monétaire et financier*	10% of the share capital[*/1/2]	June 13, 2024 (25th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings mentioned in Article L.411-2 1° of the French *Code monétaire et financier*	10% of the share capital[*] per 12-month period[1/2]	June 13, 2024 (26th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Increase in the number of securities to be issued in case of share capital increase with or without PSR	15% of the initial issue[1/2/3]	June 13, 2024 (27th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Share capital increase without PSR as consideration for contributions in kind to the Company	10% of the share capital[*/2]	June 13, 2024 (28th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Share capital increase through incorporation of premiums, reserves, benefits or other	€500 million[4]	June 13, 2024 (29th resolution)	August 13, 2026	26 months	May 27, 2024 (202,439.40€) June 19, 2024 (136€)	-

Share buyback program						
Authorization to the Board of Directors for the purpose of trading shares of the Company	10% of the share capital Maximum purchase price per share: €60	June 13, 2024 (22nd resolution)	December 13, 2025	18 months	-	May not be used during a public offering
Share capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods	June 13, 2024 (23rd resolution)	August 13, 2026	26 months	-	-
Operations reserved for employees and corporate officers						
Share capital increase reserved to employees and corporate officers of the Group as members of a company or Group savings plan	2.5% of the share capital*/5	June 13, 2024 (31st resolution)	August 13, 2026	26 months	-	-
Share capital increase without PSR for the benefit of people with certain characteristics in the context of an employee shareholding operation	2.5% of the share capital*/5	June 13, 2024 (32nd resolution)	December 13, 2025	18 months	-	-
Authorization to allot free shares to employees and corporate officers	0.86% of the share capital* (with a sub-cap of 0.066% of the share capital* for the executive corporate officers of which 0.055% for the 2024 multiannual remuneration and 0.011% for the conversion of the 2023 annual variable remuneration into shares)[6]	June 13, 2024 (33rd resolution)	August 13, 2027	38 months	June 13, 2024 - Allocation of 2,355,830 free shares to 806 beneficiaries under the multiannual variable remuneration plan, representing 0.83% of the share capital at the allocation date. - Allocation of 29,055 performance shares to executive corporate officers under the plan to convert their 2023 variable annual remuneration into shares, representing 0.010% of the share capital at the date of allocation	-

** Share capital as at the 2024 Shareholders' Meeting.*
1 Global cap for share capital increases carried out with and without PSR under the 24th to 28th resolutions of the 2024 Shareholders' Meeting. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under the 24th to 26th resolutions shall not exceed € 1.5 billion or counter value of this amount in the event of an issue in a different currency.
2 Global cap for share capital increases without PSR carried out under the 25th to 28th resolutions of the 2024 Shareholders' Meeting. Any share capital increase carried out pursuant to these resolutions shall be deducted from this 10% aggregate cap and the aggregate amount of 50% provided by the 24th resolution of the 2024 Shareholders' Meeting.
3 The nominal amount of the capital increases pursuant to the 27th resolution of the 2024 Shareholders' Meeting shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 24th resolution of the 2024 Shareholders' Meeting, and (iii) in case of share capital increase without PSR, the amount of the sub-cap mentioned in the 25th resolution of the 2024 Shareholders' Meeting.
4 Autonomous, non deductible cap from the overall cap provided for in 24th resolution of the 2024 Shareholders' Meeting, nor from the sub-cap provided for in 25th resolution of the 2024 Shareholders' Meeting.
5 Common cap for capital increases carried out under the 31st and 32nd resolutions adopted by the 2024 AGM..
6 The allocations of free shares carried out under the 33rd resolution of the 2024 Shareholders' Meeting shall not exceed together 0.86% of the share capital at the date of the 2024 Shareholders' Meeting.
7 Capital increases carried out under the liquidity contracts concluded by Worldline IGSA (formerly known as Ingenico Group SA) to the benefit of the beneficiaries of performance shares plans

F.6. Shareholding structure as at June 30, 2024

The following table summarizes the Group's share capital repartition and theorical voting rights as at June 30, 2024.

As at June 30, 2024	**Number of shares**	**% of share capital**	**% of theoretical voting rights**
SIX Group AG	29,9	10,5%	18,3%
Bpifrance	14,3	5,0%	8,2%
Crédit Agricole S.A*	19,8	7,0%	6,1%
Worldline SA	0,3	0,1%	0,1%
Board of Directors & Senior Executives	0,5	0,2%	0,2%
Employees	2,1	0,7%	0,7%
Free float	216,5	76,4%	66,5%
*of which Harris Associates, L.P.**	*23,1*	*8,1%*	*7,1%*
*of which FIL Limited**	*20,1*	*7,1%*	*6,1%*
*of which BlackRock, Inc.**	*13,2*	*4,7%*	*4,0%*
*of which BNP PARIBAS**	*12,2*	*4,3%*	*3,7%*
*of which The Capital Group Companies, Inc.**	*12,0*	*4,2%*	*3,7%*
*of which Norges Bank Investment Management**	*8,8*	*3,1%*	*2,7%*
*of which Amundi**	*6,8*	*2,4%*	*2,1%*
Total	**283,3**	**100,0%**	**100,0%**

** Based on shareholding crossing notifications received by the Company (On February 29, 2024 for Harris Associates, June 25, 2024 for BlackRock, March 6, 2024 for BNP PARIBAS and May 28, 2024 for FIL)*

To the knowledge of the Company, and according to the information it received, no other shareholder holds 5% or more of the Company's capital or voting rights as of June 30, 2024.

F.7. Crossing thresholds

Since January 1st, 2024, the following legal threshold crossings have been notified to the Company:

Name of the entity notifying threshold crossing	**Date of threshold**	**Declaration date**	**Variation**	**Crossing of share capital thresholds**	**Voting rights threshold crossed**	**Participation**	**% of voting rights**	**Shares**
Delfinances(1)	January 16, 2024	January 22, 2024	↗	Yes (5%)	Yes (5%)	7.00%	6.06%	19,808,249
BlackRock Inc.(2)	February 27, 2024	February 28, 2024	↗	No	Yes (5%)	5.93%	5.13%	16,783,574
BlackRock Inc.	February 28, 2024	March 1st, 2024	↘	No	Yes (5%)	5.77%	4.99%	16,317,524
BlackRock Inc.	February 29, 2024	March 1st, 2024	↗	No	Yes (5%)	5.86%	5.08%	16,590,584
Bpifrance(3)	March 4, 2024	March 7, 2024	↗	Yes (5%)	No	5.05%	8.19%	14,290,237
Bpifrance Participations(4)	March 4, 2024	March 7, 2024	↗	Yes (5%)	No	5.05%	8.19%	14,290,237
FIL Investments International(5)	March 4, 2024	March 8, 2024	↘	Yes (5%)	No	4.94%	4.28%	13,975,360
Fil Limited(6)	March 5, 2024	March 8, 2024	↘	Yes (5%)	No	4.61%	3.99%	13,033,246
Fil Limited	April 4, 2024	April 5, 2024	↗	Yes (5%)	No	5.05%	4.38%	14,299,474
FIL Investments International	April 5, 2024	April 9, 2024	↗	Yes (5%)	No	5.10%	4.42%	14,427,970
Fil Limited	April 23, 2024	April 26, 2024	↗	No	Yes (5%)	5.86%	5.08%	16,584,915
FIL Investments International	April 24, 2024	April 29, 2024	↗	No	Yes (5%)	5.79%	5.02%	16,388,859
BlackRock Inc.	May 31, 2024	June 3, 2024	↘	Yes (5%)	Yes (5%)	4.31%	3.74%	12,204,571

(1) Delfinances is a company organized under the French Law, controlled by Crédit Agricole S.A.
(2) BlackRock Inc. is a company organized under the American Law (55 East 52nd Street, New York, NY 10055 USA) acting on behalf of clients and funds it manages.
(3) Bpifrance is a public institution of an industrial and commercial nature (*établissement public à caractère industriel et commercial ("EPIC")*) (27-37 avenue du Général Leclerc, 94710 Maison Alfort Cedex) that indirectly holds a participation through Bpifrance Participations.
(4) Bpifrance Participations is a company organized under the French Law (27-37 avenue du Général Leclerc, 94710 Maison Alfort Cedex) and controlled by Bpifrance SA (formerly Bpifrance Financement), which is 49.2% jointly controlled by Caisse des dépôts et consignations and 49.2% by EPIC Bpifrance.
(5) FIL Investments International is a company organized under the UK Law (Beech Gate Millfield Lane, Lower Kingswood, Tadworth, Surrey, United Kingdom) and controlled by FIL Limited.
(6) FIL Limited is a holding company of an independent group of companies, acting on behalf of funds, commonly known as Fidelity Investments (Pembroke Hall, 42 Crow Lane, Pembroke, HM19, Bermuda).

G. APPENDICES

G.1. Contacts

Headquarters

Tour Voltaire
1, Place des Degrés
92800 Puteaux – France
+ 33 1 34 34 95 95

Investors Relations

Institutional investors, financial analysts and individual shareholders can obtain information from:

Laurent Marie
Head of Investor Relations
Mail: laurent.marie@worldline.com

Guillaume Delaunay
Investor Relations Officer
Mail: guillaume.delaunay@worldline.com

More information concerning the Company, such as financial information, AMF regulated information, corporate governance or corporate responsibility & sustainability, is available on the website of Worldline worldline.com.

Requests for information can also be sent by email to investor-relations@worldline.com.

G.2. Financial calendar

- October 30, 2024 Q3 2024 revenue

G.3. AMF cross-reference table

Regulation (EU) 2019/980 of March 14, 2019 relating to the Regulation (EU) 2017/1129 of June 14, 2017 in accordance with the structure of the Universal Registration Document and allows to cross-reference them with the sections of the 2022 Universal Registration Document incorporated by reference in this amendment to the 2022 Universal Registration Document.

N°	Appendices 1 and 2 of the delegated regulation EU) 019/980 of March 14, 2019	Amendment to the 2023 Universal Registration Document	2023 Universal Registration Document
SECTION 1	**PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL**		
Point 1.1	Indication of persons responsible	D.1. For the amendment to the 2023 Universal Registration Document	E.1.1 Name and position of the person responsible for the Universal Registration Document
Point 1.2	Declaration by persons responsible	D.2. Certification of the person responsible for the amendment to the 2023 Universal Registration Document	E.1.1 Name and position of the person responsible for the Universal Registration Document
Point 1.3	Name, address, qualification and material interest in the issuers of experts		N/A
Point 1.4	Confirmation of the accuracy of the source from a third party		Preliminary notes
Point 1.5	Statement from the designated authority with no prior approval	AMF insert	AMF insert
SECTION 2	**STATUTORY AUDITORS**		
Point 2.1	Names and addresses of the auditors	D. PERSONS RESPONSIBLE	E.1.3 For the audit
Point 2.2	Information regarding changes of statutory auditors during the period		N/A
SECTION 3	**RISK FACTORS**	E. RISK FACTOR	C.2 A tailor made framework C.3 Risk factors
SECTION 4	**INFORMATION ABOUT THE ISSUER**		
Point 4.1	Legal and commercial name of the issuer	G.1. Contacts	E.2.2.3 Other Information
Point 4.2	Place and number of registration	G.1. Contacts	E.2.2.3 Other Information
Point 4.3	Date of incorporation and length of life of the issuer	G.1.Contacts	E.2.2.3 Other Information
Point 4.4	Domicile and legal form of the issuer, legislation under which the issuer operates, its country of incorporation and address and telephone number of its registered office	G.1. Contacts	E.2.2.3 Other Information
SECTION 5	**BUSINESS OVERVIEW**		
Point 5.1	Main activities	A. ACTIVITY REPORT	Integrated report: Worldline: a snapshot; Integrated report: Group's businesses
Point 5.1.1	Nature of the issuer operations and main activities	A. ACTIVITY REPORT C.6. Notes to the interim condensed consolidated financial statements	Integrated report: Worldline: a snapshot; Integrated report: Group's businesses

Point 5.1.2	New products or services developed	A. ACTIVITY REPORT C.6. Notes to the interim condensed consolidated financial statements	Integrated report: Group's businesses
Point 5.2	Principal market	A. ACTIVITY REPORT C.6. Notes to the interim condensed consolidated financial statements	Integrated report: The payments industry
Point 5.3	Important business events	A. ACTIVITY REPORT C.6. Notes to the interim condensed consolidated financial statements Note 2	Integrated report: 2023 Key highlights; D.3.5.4. 2023 and subsequent key trading dates
Point 5.4	Strategy and objectives	A.3.FY'24 revenue guidance adapted while maintaining FCF	Integrated report: Strategy; B.2 2024 objectives;
Point 5.5	Dependence on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes		C.3.1 Operational Risks; Integrated report: Research and Development
Point 5.6	Basis for statements made by the issuer regarding its competitive position		Integrated report: Worldline's competitive strengths; Preliminary notes
Point 5.7	**INVESTMENTS**		
Point 5.7.1	Main investments	A. ACTIVITY REPORT C.6. Notes to the interim condensed consolidated financial statements Note 2	Integrated report: Formation of the Group; B.4.7 Notes to the consolidated financial statements NOTE 3; E.5 Subsidiaries and participation; B.3.2.1 Investments
Point 5.7.2	Material investments of the issuer that are in progress or for which firm commitments have already been made, including the geographic distribution of these investments and the method of financing		Integrated report: Worldline in 2023; E.5 Subsidiaries and participation; B.3.2.2 Significant existing or planned property, plant and equipment
Point 5.7.3	Main joint ventures and undertakings in which the issuer holds a proportion of the capital		E.5 Subsidiaries and participation;
Point 5.7.4	Environmental issues		Integrated report: Corporate Social Responsability; A. Integrating sustainability into Worldline's business; Extra financial statement of performance section C.3.1.1
SECTION 6	**ORGANIZATIONAL STRUCTURE**		
Point 6.1	Brief description of the Group		Integrated report: Worldline: a snapshot
Point 6.2	List of significant subsidiaries		E.5.1 Important subsidiaries;
SECTION 7	**OPERATING AND FINANCIAL REVIEW**		
Point 7.1	**FINANCIAL CONDITION**		

Point 7.1.1	Analysis of development and performance or position including both financial and, where appropriate, non-financial Key Performance Indicators	A.2. Operational review A.2.2. Performance by Global Business Line B. Financial Review	Integrated report: Worldline: a snapshot; Integrated report: 2023 Key highlights; Integrated report: Corporate Social Responsability EFSP: B.6 Key performance indicators about business and innovation; EFSP: D.4 Key performance indicators about Human Resources; EFSP: E.8 Key performance indicators Governance; EFSP: C.7 Key performance indicators about Environment; B.1 Operational review; B.3 Financial review; B.4 Consolidated financial statements;
Point 7.1.2	Likely future development in the field of research and development		Integrated report: Research and Development
Point 7.2	**OPERATING RESULTS**		
Point 7.2.1	Unusual or infrequent events or new developments materially affecting the issuer's income	A.2. Operational review B.Financial review C.6. Notes to the interim condensed consolidated financial statements Note 7	B.1 Operational review; B.3 Financial review; B.4.7 Notes to the consolidated financial statements NOTE 6
Point 7.2.2	Discussion about material changes in net sales or revenues	A.2. Operational review	B.1 Operational review; Integrated report: Worldline: a snapshot
SECTION 8	**CAPITAL RESOURCES**		
Point 8.1	Issuer's capital resources	F.6 Shareholding structure as at june 30,2024	D.3 Evolution of capital and stock performance; B.3.3 Financing policy; B.4.6 Consolidated statement of changes in shareholder's equity
Point 8.2	Sources and amounts of the issuer's cash flows	B.2. Cash flow	B.3.2 Cash flow; B.4.5 Consolidated cash flow statement
Point 8.3	Information on the borrowing requirements and funding structure	B.3. Financing policy	B.3.3 Financing policy
Point 8.4	Restrictions on the use of capital resources		C.3.5 Financial Risks; C.3.3 Compliance & Legal Risks
Point 8.5	Anticipated sources of funds to fulfill commitments	B.3. Financing policy	B.3.3 Financing policy
SECTION 9	**REGULATORY ENVIRONMENT**		
Point 9.1	Information regarding any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations		Integrated report: A regulated Company; Integrated report: Key market trends and drivers of change; C.3.2 Compliance & Legal Risks
SECTION 10	**TREND INFORMATION**		

Point 10.1	Most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year	A.3.FY'24 guidance adapted while maintaining FCF	B.2 2024 objectives;
Point 10.2	Known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects		Integrated report: The payments industry; Integrated report: Worldline's business model; Integrated report: Key market trends and drivers of change;
SECTION 11	**PROFIT FORECASTS OR ESTIMATES**		
Point 11.1	Profit forecasts or estimates publications	A.3.FY'24 guidance adapted while maintaining FCF	B.2 2024 objectives
Point 11.2	Statement setting out the principal assumptions upon which the issuer has based his forecast or estimate	A.3.FY'24 guidance adapted while maintaining FCF	B.2 2024 objectives
Point 11.3	Statement pointing out the comparison with historical financial information consistent with the issuer's accounting policies		B.1.1 Statutory to constant scope and foreign exchange rates reconciliation; B.4 Consolidated financial statements
SECTION 12	**ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODY AND SENIOR MANAGEMENT**		
Point 12.1	Information regarding the members Name, business addresses and functions Detail of the nature of any family relationship Relevant management expertise and management experience Detail of any convictions	F.1.1 Composition of the Board of Directors and its Committees	Integrated report: Worldline's governance; D.1.3 The Board of Directors: Membership and organizational principles
Point 12.2	Conflict of interest		E.3.3 Business Conduct; D.1.3.10 Potential Conflicts of Interest and Agreements
SECTION 13	**REMUNERATION AND BENEFITS**		
Point 13.1	Remuneration and benefits in kind	F.2. Remuneration of the corporate officers	D.2 Compensation of Company Officers; D.1.5.3 Recognition at Worldline
Point 13.2	Pension, retirement or similar benefits		B.4.7 Notes to the consolidated financial statements NOTE 14
SECTION 14	**BOARD PRACTICES**		
Point 14.1	Current term office	F.1.1 Composition of the Board of Directors and its Committees	D.1.3.1 Balanced membership D.1.2.1 Mode of Governance
Point 14.2	Contracts providing benefits upon termination of employment		N/A
Point 14.3	Information about Audit Committee and Remuneration Committee	F.1.1 Composition of the Board of Directors and its Committees	D.1.5 Operation of the Board Committees
Point 14.4	Statement related to corporate governance		D.1.1 Compliance with the AFEP-MEDEF Code – Corporate Governance Framework

Point 14.5	Potential material impacts on the corporate governance		D.1 Corporate Governance
SECTION 15	**EMPLOYEES**		
Point 15.1	Number of employees	A.2.3. Human resources	B.1.3 Human resources
Point 15.2	Shareholdings and stock-options	F2 Remuneration of the corporate officer	EFPS: D.1.5.3 Recognition at Worldline; D.2.3 Performance share plans and stock option plans B.4.7 Notes to the consolidated financial statements NOTE 8
Point 15.3	Arrangements involving the employees in the capital of the issuer		EFPS: D.1.3 Recognition at Worldline; D.2.3 Performance share plans and stock option plans
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About Worldline

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

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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