DIGITAL PAYMENTS
FOR A TRUSTED WORLD

H1 2021
FINANCIALS

CONTENTS

A. ACTIVITY REPORT

A.1. Worldline in the first half of 2021

January

Worldline launches china all-in-one solution and unlocks the full potential of WeChat Pay for international customers entering Chinese eCommerce

Worldline launched its China All-In-One solution from Ingenico, which unifies its suite of Chinese payment solutions, including AliPay, WeChat Pay, and UnionPay, into one package. The China All-In-One solution allows customers to enter the rapidly expanding Chinese eCommerce market with greater ease, as well as unlocking its full potential. The new offer has a fixed rate and transaction fee of 1.9%, plus 0.20 Euro per transaction and is one of the most competitive offerings on the market for international businesses selling to Chinese consumers. The solution covers the vast majority of all locally preferred payments methods (92%) with Chinese consumers favoring mobile-based payment methods. It will give online businesses equal access to features that meet these needs, including AliPay and WeChat Pay.

Worldline is awarded the excellent "A-" rating for its contribution to the fight against climate change for its second participation in the CDP

Worldline has been rated for the second year in a row the "A-" score for the CDP climate change disclosure. This rating recognizes the efforts and the results achieved by Worldline in the fight against climate change, demonstrating the company's ambition to implement the best environmental practices in its sector. As 2021 begins, Worldline reaffirms its long-term objectives to reduce its CO2 emissions, in line with the Science Based Target initiative (SBTi). With this A-rating, Worldline remains in the leadership range and positions itself among the top third of the companies rated by the CDP on climate change. This score enables Worldline to keep ahead of the competition above the average of companies assessed in the "IT & software development" sector, which went from a B grade in 2019 to a C grade in 2020.

February

2020 annual results: A landmark year, all objectives reached or exceeded

In 2020, Worldline's revenue reached € 2,748 million, impacted by the Covid-19 related measures and their effects on the European economies. Building on the resilient of the diversified business model of Worldline, the revenue organic decline for the year has been limited to -4.6%. The Group's Operating Margin before Depreciation and Amortization (OMDA) reached € 700 million or 25.5% of revenue representing an increase of +60 basis points thanks to the ongoing transformation and synergy plans. In addition, strong actions were conducted to adapt the cost base in order to mitigate the impact of the Covid-19 on the profitability, while continuing investing in strategic projects to feed future growth. Free cash flow in 2020 was € 295 million. Excluding Ingenico transaction acquisition costs, the Group free cash flow increased by +21.3%, representing a 49.8% cash conversion of OMDA in strong improvement of +200 basis points.

March

Successful closing of the contribution of Worldline's merchant services business in Germany and Austria to PAYONE

Worldline and the DSV Group announced the successful closing of the contribution of Worldline's merchant services business in Germany and Austria to PAYONE. This merger is a partial transaction as part of the successful closing of the acquisition of Ingenico by Worldline on 28 October 2020. As part of this transaction, Worldline also integrates PAYONE's merchant services business in Switzerland.

equensWorldline and comdirect, a Commerzbank AG brand, extend their cooperation

equensWorldline, a subsidiary of Worldline, and comdirect, a Commerzbank AG brand, have extended their existing service agreement: equensWorldline will process the bank's new Visa debit card via its API based WL Extended Issuing service. Within that agreement the existing debit cards are switched over to the new product. The contract has been signed for an initial period until 2025.

April

Q1 2021 revenue fully in line with company trajectory

During the first quarter of 2021, Worldline's revenue reached € 1,080 million, an organic revenue decline of -9.0%, reflecting confinement and store lock-down measures in its key markets. The Group also confirmed its 2021 objectives and announced to have already secured two-thirds of the euro 66 million in synergies expected in 2021 primarily from the elimination of duplicate development projects, consolidation and reduction of purchasing spends and transformation of support and back-office functions.

May

Annual General Meeting of Shareholders

Worldline held on May 20, 2021 its Annual General Meeting. Chaired by Mr. Gilles Grapinet, Chairman and Chief Executive Officer, this General Meeting was held behind closed doors due to the current health context and the resulting constraints on travels and gatherings. The General Shareholders Meeting gathered a large quorum of 77% and all resolutions have been approved.

Worldline to partner with Luminor to operate and upgrade its ATM network

Luminor Bank, the third largest financial services provider in the Baltics and Worldline have signed a five-year agreement under which Worldline will unify and upgrade Luminor's current ATM network. Partnering with Worldline will allow Luminor to offer a more customer-friendly and newer ATM network for its customers.

Worldline to acquire Cardlink, the leading Network Services Provider in Greece

Worldline announced the signing of a bidding agreement for the acquisition of 92.5% of the share capital of Cardlink, the leading Network Services Provider in Greece. This acquisition is a strategic opportunity to expand Worldline's Merchant Services business in the promising Greek market with a unique access to the leading local payment acceptance network.

June

Worldline and Klarna expand their payment offering across Europe

Worldline has entered into a strategic partnership with Klarna, a global leader in payment and purchasing services, through which Worldline and Klarna complement each other's service offering. This partnership will enable Klarna's online payment solutions to be offered to an even greater number of European merchants. Klarna's payment solutions enable merchants to offer their customers more flexibility, transparency and convenience when shopping online.

Worldline demonstrates its long-term commitment to CSR with the launch of TRUST 2025, its new transformation program

Worldline is unveiling TRUST 2025, its new five-year CSR roadmap, which represents a practical implementation of Worldline's Company Purpose. Building on the progress achieved by the TRUST 2020 transformation program, it factors in and plans ahead for the latest market trends, risks and opportunities, as well as regulatory changes over the next few years.

Bofrost*, Europe's frozen foods market leader, places its trust in Worldline

Worldline is the preferred partner of bofrost*, Europe's largest direct distributor of frozen foods and ice cream. Together, the companies have built a complete solution that reduces the necessary hardware and establishes a secure connection between the various devices.

July

Worldline signs a strategic partnership with BNL in merchant acquiring in Italy

Worldline announced the signing of a binding agreement for the acquisition of 80% of Axepta Italy, the merchant acquiring entity of BNL banking group in Italy. As part of the transaction, Worldline will enter in a long-term commercial partnership with BNL aiming to leverage its strong banking network as a key commercial channel in order to distribute Worldline's and Axepta Italy best-in-class payment product and services. This partnership represents an opportunity for Worldline to strongly expand its Merchant Services activities in this attractive European market with an existing and high-quality merchants' portfolio, while generating significant growth opportunities fueled by increasing card penetration and online capabilities.

A.2. Operational review

As planned, the level of activity was very contrasted over the semester with a strong recovery of transaction volumes in Q2 2021 leading to a +10.1% revenue organic growth in the quarter, notably led by the strong rebound of Merchant Services activities with the reopening of economies. It follows a level of activity impacted by Covid-19 related measures and their effects on the European economies in Q1. As a result, Worldline's **revenue** reached **€ 2,272 million** during the first half of 2021, **+0.1% organically**.

The Group's **Operating Margin before Depreciation and Amortization** (OMDA) in H1 2021 reached **€ 531 million** or **23.4% of revenue** representing an increase of **+130 basis points** compared to H1 2020 at constant scope and exchange rates. This performance, fully in line with the 2021 objective to reach a circa 200 basis points improvement reflects the contrasted revenue evolution over the semester as well as the ongoing integration of Ingenico and associated synergies (€66m planned in 2021), coming on top of the 3rd year of the SPS synergy plan (€27m planned in 2021). Over the semester, the Group also continued to execute its ongoing transformation plans while continuing investing in strategic projects to feed future growth and notably the one expected in H2 2021.

The **total headcount** was **20,275** at the end of June 2021, down by **-2.1%** (**-434 staff**) over the period. The decrease was mainly related to a transformation plan in China (c. -200 employees).

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

For the analysis of the Group's performance, revenue and Operating Margin before Depreciation and Amortization (OMDA) for the first semester 2021 are compared to H1 2020 revenue and OMDA at constant scope and exchange rates.

For the analysis of the Group's performance, revenue and Operating Margin before Depreciation and Amortization (OMDA) for H1 2020 are compared with H1 2020 revenue and OMDA at constant scope and exchange rates. Reconciliation between the H1 2020 reported revenue and OMDA and the H1 2020 revenue and OMDA at constant scope and foreign exchange rates is presented below (per Global Business Lines):

	Revenue			
In € million	H1 2020	Scope effects**	Exchange rates effect	H1 2020*
Merchant Services	483.6	+569.7	-9.4	1,043.9
Terminals, Solutions & Services	0.0	+657.1	-30.5	626.6
Financial Services	442.7	-2.5	-1.8	438.4
Mobility & e-Transactional Services	163.0	-	-1.6	161.3
Worldline	**1,089.2**	**+1,224.4**	**-43.4**	**2,270.2**

	OMDA			
In € million	H1 2020	Scope effects**	Exchange rates effect	H1 2020*
Merchant Services	103.3	+117.8	-2.1	219.0
Terminals, Solutions & Services	0.0	+162.0	-5.0	157.0
Financial Services	130.9	-	-1.0	130.0
Mobility & e-Transactional Services	23.0	-	-	22.9
Corporate costs	-10.9	-16.7	-	-27.6
Worldline	**246.3**	**+263.1**	**-8.2**	**501.2**

** at constant scope and June 2021 YTD average exchange rates*
*** at June 2020 YTD average exchange rates*

Scope effects are related to the consolidation of Ingenico, and to a lesser extent of GoPay. Exchanges rates effect is due to the Euro appreciation versus most of international currencies.

A.2.2. Performance by Global Business Line

In € million	Revenue			OMDA			OMDA %		
	H1 2021	H1 2020*	*Organic change*	H1 2021	H1 2020*	*Organic change*	H1 2021	H1 2020*	*Organic change*
Merchant Services	1,083	1,044	*+3.8%*	248	219	*+13.1%*	*22.9%*	*21.0%*	*+190 bps*
Terminals, Solutions & Services	579	627	*-7.6%*	149	157	*-5.1%*	*25.7%*	*25.0%*	*+70 bps*
Financial Services	442	438	*+0.8%*	127	130	*-2.0%*	*28.8%*	*29.6%*	*-80 bps*
Mobility & e-Transactional Services	168	161	*+4.3%*	25	23	*+8.7%*	*14.8%*	*14.2%*	*+60 bps*
Corporate costs				-17	-28	*-36.7%*	*-0.8%*	*-1.2%*	*+40 bps*
Worldline	**2,272**	**2,270**	***+0.1%***	**531**	**501**	***+6.0%***	***23.4%***	***22.1%***	***+130 bps***

** at constant scope and exchange rates*

A.2.2.1. Merchant Services

Merchant Services' **revenue** for the first semester of 2021 reached **€ 1,083 million**, up by **+3.8%** organically, with a very contrasted level of activity over the semester. In Q1 2021, revenue reached € 517 million, representing an organic decline of -8.7%. Most of the decrease was in Commercial Acquiring while Payment Acceptance (online and instore) and Digital Services showed resilience in the current context of the Covid-19 crisis. During the first quarter, the main drivers of performance of each division were:

- *Commercial acquiring*: Strong impact from the new Covid-19 measures in Worldline's key countries especially in Germany and Switzerland affected by lower high value transactions and DCC (Dynamic Currency Conversion). Other regions also suffered from severe restrictions implemented in the first quarter of 2021;
- *Payment acceptance*: Stable performance despite a lower activity on the SMBs (Small and Medium Businesses) acceptance due to lockdowns which was mitigated by higher activity with large retailers in France and Germany. Online activities excluding Travel continued to grow at a double-digits rate (Travel contribution was still important in Q1 2020);
- *Digital services*: Steady relative performance thanks to a good dynamic in countries such as Belgium or Switzerland related to retailers' activities. SMBs still remain under pressure in the first quarter due to restrictions implemented in Germany, Belgium or the Netherlands

The level of activity strongly accelerated in Q2 2021 compared to Q1 2021, fueled by transaction volumes recovery related to the reopening of economies. This materialized in a revenue of € 567 million, up +18.6% organically, with all division contributing to this performance:

- *Commercial acquiring:* Strong recovery with double-digit growth, benefiting from a solid ramp-up over Q2 with a strong growth in almost all geographies and customer segments driven by acceleration in transaction volumes;
- *Payment acceptance:* Steady performance with double-digit growth driven by SMB and large retailers recovering with the ease of restrictions and online still growing double-digit fueled by non-Travel verticals;
- *Digital services:* double-digit growth with a good dynamic in our key countries such as Belgium and Switzerland related to retailers' activities.

Commercial activity in Merchant Services was very dynamic in H1 2021 as the Global Business Line continued to support merchants in the acceleration of their digitization leading to several wins and renewals such as:

- The contract signed with Total, one of the biggest petrol companies in continental Europe. Worldline has provided a competitive pricing for their acquiring transactions in European markets such as Benelux, France and Germany. Additionally, an enhanced and globalized reporting and system connectivity has been customized to answer client needs supported by the advanced Nexo integration;
- A significant contract signed with the European largest direct distributor of frozen foods and ice cream, bofrost*, for the implementation of a user-friendly payment solution for the company direct sales channel, representing c.130 distribution drivers in Switzerland, and;
- The deployment of a payment gateway and acquiring offering (Credit card processing for online ordering) for RezPlus, a Canadian online food ordering platform.

Merchant Services also continued to reinforce and enhance its offering portfolio, notably through the development of several partnerships in Q2 2021, such as:

- With the International Air Transport Association (IATA) for which all of Worldline's payment capabilities and services being made available through the IATA Financial Gateway (IFG);
- With Microsoft to futureproof online businesses against fraud by integrating Dynamics 365 Fraud Protection into Worldline's digital commerce payments suite; or
- With fintechs such as A3BC (Anything Anywhere Anytime Biometric Connection), to combine their patented solution (2FA and biometric protection) with Worldline Authentication.

Merchant Services' **OMDA** in H1 2021 amounted to **€ 248 million**, **22.9% of revenue**, representing an improvement by **+190 basis points**. Despite the severe impact of Covid-19 on Q1 revenue, the Global Business Line was able to strongly improve its profitability thanks to the growth acceleration in Q2, the materialization of the first synergies from the integration of Ingenico, and incremental synergies resulting from the third year of the SIX Payment Services integration program, as well as cost control actions implemented early during the year and the impacts of transversal productivity continuous improvement actions.

A.2.2.2. Terminals, Solutions & Services

Terminals, Solutions & Services' **revenue** reached **€ 579 million** in H1 2021, decreasing organically by **-7.6%**. Revenue in Q1 2021 reached € 266 million, representing an organic decline of -16.5% in a challenging environment in EMEA and North America due to Covid-19 pandemic. During the quarter, the main performance drivers of each region were:

- *EMEA:* Western Europe, particularly France, UK and DACH, suffering from lockdowns implemented in the first quarter and a slowdown in Eastern Europe with several orders postponed. Middle East & Africa impacted by a high comparison basis while the pipeline of project remaining strong;
- *APAC:* Overall good traction with strong momentum with main customers in Australia, first signs of recovery in India and resilient performance in South-East Asia, while China suffered from a lack of market dynamism and a high comparison basis (APOS project in Q1 2020);
- *Latin America:* Strong performance with a solid momentum of project execution with key customers in Brazil and market share gains in a new equipment phase in other countries such as Argentina, Chile, and Peru;
- *North America:* Despite the strong level of pipeline for 2021, the quarter has been impacted by difficulties of our clients to deploy terminals in the first two months of the year on top of a high comparison basis. Sequential increase is expected for the coming quarters.

Terminals, Solutions & Services' revenue in Q2 2021 reached € 313 million, representing an organic growth of +1.6% with a contrasted performance between services revenue up at double digit rate while hardware sales remained impacted by the reminiscences of Covid-19 pandemic. However, the division is still recording promising commercial opportunities, in Terminal as-a-Service, which should materialize in the coming periods. During this second quarter, the main performance drivers of each region were:

- *EMEA:* The region was back to growth in the second quarter benefitting from a good momentum in Western Europe fueled by the delivery of significant projects while Eastern Europe and MEA suffered from a lower level of activity;
- *APAC:* Strong momentum in APAC driven by the Pacific region while SEA remains soft. China domestic market continued to decline on the back of a low investment level from banks. This trend has a limited impact on profitability, China being a structural low margin market;
- *Latin America:* Solid performance with Brazil delivering a strong growth and other countries fueled by contract signed and projects' pipeline;
- *North America:* Activity stabilizing sequentially after several quarters of strong growth and with Canada suffering from high comparison basis.

Commercial activity was particularly dynamic with in particular a strong traction on the TaaS (Terminal as a Service) offering which materialized in the signature of 8 important contracts since the closing of Ingenico acquisition, including long term contracts of 3 to 5 years representing a TCV above € 100 million. This led to a TaaS Annual Recurring Revenue (ARR) now above € 70 million euros. In addition, new deals were won since the beginning of the year with several major banks and acquirers. These deals are expected to be delivered in H2 2021. Finally, the Business Line recorded a significant pipeline covering the end of 2021 and 2022.

During the semester, Terminals, Solutions & Services continued to strengthen its Payment Platform as a Service (PPaaS) offering with the onboarding of 16 foundational partners who have agreed to support in the build-up of the platform. These include leading acquirers and PSPs, global operators of Alternative Payment Methods and Buy Now Pay Later services; international merchant solutions integrators; as well as leading providers of consumer credit, loyalty, fraud prevention, risk and compliance services and block-chain technology.

In H1 2021, Terminals, Solutions & Services delivered a solid improvement by **+70 basis point** of its **OMDA** margin, reaching **25.7% of revenue** and **€ 149 million**. This improvement was partly driven by a positive product mix as well as transformation and cost savings plan initiated in 2020.

A.2.2.3. Financial services

Financial Services **revenue** slightly increased organically by **+0.8%** over the period, reaching **€ 442 million**. In the extraordinary COVID-19 context, the Business Line showed, as expected, an overall resilience thanks to recurring payment flows (such as for payment of rent, utilities, etc.) with a progressive improvement over the semester.

Revenue in Q1 2021 reached € 216 million, representing an organic decline of -2.4%. The activity showed overall resilience with a progressive improvement over the first quarter. During the quarter, the main performance drivers of each division were:

- *Issuing processing:* Lower volumes related to Covid-19 on a high comparison basis not compensated by higher volumes from the Commerzbank contracts, and the ramp-up of new projects signed in 2020;
- *Acquiring processing:* The strong start of the run phase of new contracts will continue to contribute in 2021 but was not sufficient to compensate in Q1 the impact of missing transactions due to health restrictions in key countries;
- *Digital banking:* Strong growth across all geographies driven by higher authentication volumes related to acceleration of online transactions, coupled with higher volumes of orders processed on Worldline's e-brokerage platform;
- *Account payments:* Solid performance benefiting from the ramp-up of the UniCredit contract combined with significant project activities.

Revenue reached € 226 million in Q2 2021, +3.9%. The activity showed a significant improvement compared to the performance recorded in the first quarter with the following performance drivers per division:

- *Issuing processing:* The level of activity significantly improved compared to the trend of the first quarter, benefiting from higher volumes resulting from reopening of the economy in most of European countries. The activity also benefited from new volumes on new contracts ramping-up;
- *Acquiring processing:* Solid performance thanks to transaction volumes recovery related to the reopening of economies in most of European countries as well as the successful start of the run phase of a new contract in France;
- *Digital banking:* Continued strong growth across all geographies driven in particular by higher authentication volumes related to acceleration of online transactions, coupled with a high level of project activity over the quarter;
- *Account payments:* Stable revenue performance over the quarter. The division pursued its strong development with significant level of project activities and increasing volumes on large contracts.

Commercial activity of Financial Services in the first semester remained strong with contract gains and renewals such as comdirect. Following many years of successful partnership, Worldline extended the existing service agreement with comdirect, a Commerzbank AG brand. Worldline will process the bank's new Visa debit card via its API based WL Extended Issuing service. Within that agreement the existing debit cards are switched over to the new product. The service provides a cutting-edge customer experience and highest efficiency, delivering an optimum solution meeting banks' need to be able to react more rapidly and more effectively to market demand. The primary goal is to be able to offer cardholders an array of value-added services.

Among other commercial developments of Financial Services, Luminor Bank, the third largest financial services provider in the Baltics awarded Worldline with a five-year agreement under which Worldline will unify and upgrade Luminor's current ATM network. Partnering with Worldline will allow Luminor to offer a more customer-friendly and newer ATM network for its customers. Worldline will start to transfer Luminor's ATMs in Lithuania to their network in June and will complete the switchover by September across the Baltics. Worldline will also start to upgrade and replace the oldest ATMs in August.

Furthermore, the pipeline of commercial opportunities in Financial Services significantly reinforced over the semester, in both quality and value, with a higher proportion of new businesses versus renewal and the qualification of several large outsourcing deals.

Financial Services remained the most profitable Global Business Line of the Group in H1 2021 and continued to significantly improve its cost base while making investments on key transformation projects to maintain structural profitability improvements. As a result, **OMDA** margin reached **€ 127 million**, representing **28.8% of revenue**.

A.2.2.4. Mobility & e-Transactional Services

Revenue in Mobility & e-Transactional Services for the first semester of 2021 reached **€ 168 million**, up by **+4.3%** organically, with a very contrasted level of activity over the semester. In Q1 2021, revenue reached € 82 million, representing an organic decline by -0.6%, thanks to new projects contribution in the course of the quarter. By divisions, main highlights were:

- *Trusted digitization:* Activity impacted by end of specific contracts partially offset by new projects and volumes coming from new contracts and higher volumes from existing contracts as tax collection services in regions such as LATAM;
- *E-Ticketing:* The beginning of the quarter suffered from the impact of health constraint on transportation in our key countries but progressively recovered on the back of new project development (France) and a better activity on the passenger onboarding rate (United Kingdom);
- *E-Consumer & Mobility:* Steady performance with strong momentum in contact solutions, increased volumes and eHealth activities in France regarding consumer cloud solutions and new connected living & mobility solutions projects.

In Q2 2021, Mobility & e-Transactional Services' revenue reached € 86 million, representing a strong growth by +9.4% organically. By divisions, main highlights were:

- *e-Ticketing:* Very strong growth driven by the strong pick-up in the transportation sector in the Group key countries in Europe as well as higher fare collection in Latin America, coupled with several development projects in the UK, France, and Germany;
- *Trusted digitization:* Steady double-digit growth, notably led by new projects and improving volumes in France, higher volumes on Tax collection in Latin America, and more project activity on e-archiving solutions in Germany;
- *e-Consumer & Mobility:* Modest organic growth as a result of a strong performance in Connected Living fueled by volumes growth mitigated by non-reproductible project activity on eHealth cryptographic solutions.

Commercial activity of Mobility & e-Transactional Services in the first quarter remained strong with contract wins such as the « Grand Est » region in France where Worldline was selected to provide the latest e-ticketing generation platform. This solution will enable the harmonization of mobile ticketing assets and will facilitate intermodality between the various regional transport networks. In the long term, this ticket model could be used to access other services provided by the region and its partner cities such as e-administration or public services.

In *e-Ticketing*, Worldline was awarded a further five-year contract with a large UK train operator to deliver a seamless integration of systems and data flows for 'on-the-day' operational control for running trains, mitigating any disruption and providing real-time train crew visibility and crew management through a mobile application.

In the *Trusted Digitization* space, the French administration for employment and professional training (*DGEFP - Délégation Générale à l'Emploi et à la Formation Professionnelle*) renewed Worldline services for four additional years to operate a service that permit to promote the employment of young people, confirming Worldline strong knowledge and assets for the public sector.

In Mobility & e-Transactional Services, Worldline has also continued to roll-out its next-generation Cloud-based solution "Contact", now supporting customer communications of over 100 European banks, handling more than 190,000 bank cards, and taking around 215,000 calls every month at the Worldline service center.

Mobility & e-Transactional Services' OMDA reached **€ 25 million**, representing **14.8% of revenue**. The Business Line benefited from the positive business trend in e-Ticketing, mainly in the UK and Latam market fueled by transaction recovery post-Covid. It has been able to leverage the scalability of product investments plans and a tight costs management to improve its profitability by **+60 basis points** overall.

A.2.2.5. Corporate costs

Corporate costs significantly decrease in H1 2021 compared to H1 2020 as a results of ongoing action plans at corporate level as well as the effect of the first synergies delivered in the context of the integration of Ingenico.

A.2.3. Human resources

The **total headcount** was **20,275** at the end of June 2021, down by **-2.1%** (**-434 staff**) over the period. The decrease was mainly related to a transformation plan in China (c. -200 employees). While still improving its retaining measure, the Group improved its attracting profile and intensified its recruitment effort in Q2 to compensate the natural attrition of its workforce.

The headcount evolution per geography in H1 2021 was the following:

Headcount	**Dec 2020**	**Hiring**	**Leavers**	**Dismiss / Restruc**	**Other***	**June 2021**	***Changes***	
Southern Europe	5,761	230	-130	-41	-69	5,751	*-10*	*-0.2%*
Northern Europe	4,576	196	-247	-7	-94	4,424	*-152*	*-3.3%*
Asia Pacific	4,380	273	-331	-207	-2	4,113	*-267*	*-6.1%*
Central & Eastern Europe	4,798	274	-162	-12	-19	4,879	*81*	*1.7%*
Americas	1,194	51	-111	-11	-15	1,108	*-86*	*-7.2%*
Worldline	**20,709**	**1,024**	**-981**	**-278**	**-199**	**20,275**	***-434***	***-2.1%***

** including internal geographical transfers*

A.3. Objectives

A.3.1. 2021 revenue trend scenario

2021 objectives are based on the following hypothesis for 2021, as disclosed on February 24, 2021:

- In H1 2021:
  - Severe governmental domestic restrictions during Q1, including lockdowns of non-essential merchants, curfew, and borders' restrictions in most of our key countries;
  - Partial relief of restrictions in the course of H1 2021, in particular in Q2 2021;
  - No significant intra-European travels;
  - No intercontinental travels;
  - Ramping-up of vaccination campaigns.
- In H2 2021:
  - Ease of domestic restrictions with end of lockdowns for non-essential merchants, end of curfews and borders' restrictions;
  - Intra-European travels fully allowed and progressive return to normal level of travel flows;
  - No significant intercontinental travel.

These assumptions should lead to the following revenue trends:

- Flat to slightly negative organic growth in H1 2021;
- Circa double-digit organic growth in H2 2021.

A.3.2. 2021 objectives

After the materialization of the scenario expected by the Group in H1 2021, Worldline confirmed its underlying hypothesis for H2 2021 on July 27, 2021, on which base the Group confirmed its 2021 objectives as follows:

- **Revenue organic growth**: At least mid-single digit
- **OMDA margin**: c. +200 basis points improvement vs. proforma 2020 OMDA margin of 23.9%
- **Free cash flow**: c. 50% OMDA conversion rate

These objectives are expressed at constant exchange rates. They rely also on the absence of change in scope and of significant change in accounting standards. These objectives have been built on a comparable basis versus historical financial information, and according to Group's accounting standards.

B. FINANCIAL REVIEW

In this financial review, the financial statements as of and for the period ended June 2021 are compared with the consolidated financial statements as issued for the similar period in 2020.

B.1. Income statement

The Group reported a net income (attributable to owners of the parent) of € 102.3 million for the half year 2021 which represented 4.5 % of Group revenue of the period. The normalized net income before unusual and infrequent items (net of tax) was € 275.6 million, representing 12.1% of revenue.

B.1.1. Operating margin before depreciation and amortization (OMDA)

Operating margin before depreciation and amortization (OMDA) represents the underlying operational performance of the current business and is analyzed in the operational review.

(In € million)	6 months ended June 30, 2021	6 months ended June 30, 2020	Variation
Operating margin	**393.5**	**165.3**	**228.2**
+ Depreciation of fixed assets	132.0	75.4	56.6
+ Net book value of assets sold/written off	2.8	1.4	1.4
+/- Net charge/(release) of pension provisions	4.6	4.1	0.5
+/- Net charge/(release) of provisions	-1.4	0.2	-1.6
OMDA	**531.5**	**246.3**	**285.2**

B.1.2. Operating Margin

In € million	6 months ended June 30, 2021	%	6 months ended June 30, 2020	%
Operating margin	**393.5**	**17.3%**	**165.3**	**15.2%**
Other operating income/(expenses)	-249.6		-83.5	
Operating income	**143.9**	**6.3%**	**81.8**	**7.5%**
Net financial income/(expenses)	-13.1		-12.5	
Tax charge	-30.5		-16.4	
Non-controlling interests and associates	1.9			
Net income – Attributable to owners of the parent	**102.3**	**4.5%**	**53.0**	**4.9%**
Normalized net income – Attributable to owners of the parent	**275.6**	**12.1%**	**114.7**	**10.5%**

B.1.3. Other operating income and expenses

Other operating income and expenses relate to income and expenses that are unusual and infrequent. They represent a net expense of € 249.6 million for the six-month period ended June 2021. The following table presents this amount by nature:

(In € million)	6 months ended June 30, 2021	6 months ended June 30, 2020
Staff reorganization	-9.9	-1.5
Rationalization and associated costs	-2.1	-0.4
Integration and acquisition costs	-51.1	-31.9
Equity based compensation & associated costs	-30.4	-12.2
Customer relationships and patents amortization	-150.9	-36.6
Other items	-5.1	-0.8
Total	**-249.6**	**-83.5**

Staff reorganization expenses of € 9.9 million increased by € 8.4 million compared to last year and correspond mainly to the restructuring costs induced by the acquisition of Ingenico.

The € 2.1 million of **rationalization and associated costs** resulted mainly in administrative back-office transformation. Those costs have increased by € 1.7 million compared to the first half of 2020.

Integration and acquisition costs reached € 51.1 million increasing by € 19.2 million compared to the prior period and corresponded mainly to Ingenico post-acquisition and integration costs.

The six-month 2021 **amortization of customer relationships and patents (PPA from acquisitions)** of € 150.9 million corresponds mainly to:

- € 115.9 million of Ingenico customer relationships, technologies and patents;
- € 25.9 million of SIX Payment Services customer relationships, technologies and patents;
- € 5.0 million of Equens and Paysquare customer relationships.

B.1.4. Net financial income

Net financial expenses amounted to € 13.1 million for the period (compared to € 12.5 million at the end of June 2020) and were made up of:

- A net cost of financial debt of € 22.7 million (€ 5.6 million at the end of June 2020); and
- A non-operational financial income of € 9.6 million (expenses of € 6.9 million at the end of June 2020).

Net cost of financial debt of € 22.7 million is mainly made up of interests linked to straight bonds (€ 17.7 million) and convertible bonds (€ 5.7 million). Variation compared to last year is explained by:

- The full year interest charge related to bond and convertible bond issued in 2020,
- The impact of Ingenico bonds.

The non-operational financial income was mainly composed of:

- The recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares and Partech for a profit of € 13.2 million (€ 2.9 million at the end of June 2020);
- IFRS 16 impacts for an expense of € 2.9 million (€ 1.9 million at the end of June 2020);
- Foreign exchange gain for € 1.7 million (€ 5.2 million losses at the end of June 2020); and
- Pension financial costs for € 1.0 million. The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (cf. Note 19 “Pensions and similar benefits”).

B.1.5. Corporate tax

The tax charge for the six-month period ended June 30, 2021 was € 30.5 million with a profit before tax of € 130.8 million. The annualized Effective Tax Rate (ETR) was 23.3% compared with 23.4% for the first semester of 2020 (23.6% adjusted for tax discrete items).

B.1.6. Non-controlling interests and associates

The non-controlling interests and associates at the end of June 2021 constituted a loss of € 1.9 million, nothing at the end of June 2020.

B.1.7. Normalized net income

The normalized net income is defined as net income excluding unusual and infrequent items (Group share), net of tax. For H1 2021, the amount was € 275.6 million.

(In € million)	6 months ended June 30, 2021	6 months ended June 30, 2020
Net income - Attributable to owners of the parent	**102.3**	**53.0**
Other operating income and expenses (Group share)	235.0	83.5
Tax impact on unusual items	-61.6	-21.8
Normalized net income - Attributable to owners of the parent	**275.6**	**114.7**

B.1.8. Half year Earning Per Share

The number of shares as at January 1, 2021 was 279,135,504. The weighted average number of shares amounts to 279,187,941 for the period. Potential dilutive instruments comprise stock options, which do not generate any restatement of net income used for the diluted EPS calculation and convertible bonds interest expenses net of tax for € 4.0 million. As of end of June 2021, potential dilutive instruments comprised stock options for 820,887 options and convertible bonds effect for 12,775,380 options.

Earning Per Share for the first half of 2021 reached 0.37 euros per share and 0.36 euros on a diluted basis, up 26% compared to 2020.

In € million	6 months ended June 30, 2021	6 months ended June 30, 2020
Net income [a]	**102.3**	**53.0**
Diluted net income [b]	**106.3**	**55.0**
Normalized net income [c]	**275.6**	**114.7**
Normalized dilluted net income [d]	**279.7**	**116.8**
Average number of shares [e]	279,187,941	182,486,386
Impact of dilutive instruments	13,596,267	6,685,520
Diluted average number of shares [f]	292,784,208	189,171,907
In €		
Basic EPS [a] / [e]	**0.37**	**0.29**
Diluted EPS [b] / [f]	**0.36**	**0.29**
Normalized basic EPS [c] / [e]	**0.99**	**0.63**
Normalized dilluted EPS [d] / [f]	**0.96**	**0.62**

B.2. Cash Flow

(In € million)	6 months ended June 30, 2021	6 months ended June 30, 2020 restated *
Operating Margin before Depreciation and Amortization (OMDA)	**531.5**	**246.3**
Capital expenditures	-107.9	-64.8
Lease expenditures (Lease under IFRS16)	-41.9	-19.5
Change in working capital requirement	57.9	27.5
Cash from operation	**439.6**	**189.4**
Taxes paid	-69.3	-14.1
Net cost of financial debt paid	-13.6	-2.0
Reorganization in other operating income	-7.8	-1.9
Rationalization & associated costs in other operating income	-2.1	-0.7
Integration and acquisition costs	-51.2	-22.9
Net Long term financial investments	-2.4	-2.1
Other changes (*)	-25.7	-14.0
Free Cash Flow	**267.5**	**131.7**
Net material acquisitions	-7.4	49.3
Capital increase	22.9	3.3
Amortization of interests on convertible bonds	-5.6	-3.1
Other	0.5	
Dividends paid	-8.9	
Change in net cash/(debt)	**268.9**	**181.1**
Opening net cash/(debt) *	**-3,211.4**	**-687.5**
Change in net cash/(debt)	268.9	181.1
Foreign exchange rate fluctuation on net cash/(debt)	3.7	-8.9
Closing net cash/(debt)	**-2,938.8**	**-515.3**

** "Other changes" include other operating income and expense with cash impact (excluding reorganization, rationalization and associated costs, integration costs and acquisition costs), and other financial items with cash impact, net long term financial investments excluding acquisitions and disposals*

** Restatements are described in Note 17*

Free cash flow represented by the change in net cash or net debt, excluding equity changes (notably cash received from the exercise of stock options), dividends paid, impact of foreign exchange rate fluctuations on opening net cash balance, and net acquisitions and disposals, reached € 267.5 million compared to € 131.7 million in 2020, corresponding to an increase of + 103%.

Cash from operations amounted to € 439.6 million and increased by € 250.2 million compared to last year, including the following items:

- OMDA (€ +285.1 million),
- Higher capital expenditures (€ -43.1 million),
- Higher lease expenditures (€ -22.4 million)
- Improvement in change in working capital requirement (€ +30.4 million).

OMDA of € 531.5 million, representing an increase of € 285.1 million compared to 2020, reached 23.4% of revenue versus 22.6% of revenue in 2020.

Capital expenditures amounted to € 107.9 million or 4.7% of revenue, in line with Group investment of a yearly policy 5-6% of revenue. The part related to investments in software platforms through capitalized cost, in connection with the modernization of proprietary technological platforms amounted to € 64.8 million. Despite the Covid-19 situation, the level of expenditures remained strong.

The positive **change in working capital requirement** was € 57.9 million, in line with previous year seasonality. Moreover, renegotiation of suppliers' conditions in the frame of synergy plan led to an improvement of payment terms.

The Group may factor part of its account receivables in the normal course of its day-to-day treasury management. Amount of receivables factored as at June 30, 2021 is non-significant and slightly below the level of June 30, 2020.

Cash out related to **taxes paid** reached € 69.3 million increasing by € 55.2 million compared to the first semester 2020.

Net outflow related to **cost of net debt** of € 13.6 million included mainly bonds interests paid.

Cash outflow linked to **reorganization costs** and **rationalization costs** represented respectively € 7.8 million and € 2.1 million.

Integration costs of € 51.2 million included a large part of costs are linked to Ingenico post acquisition integrations.

Net financial investments amounted to € 2.4 million.

Other changes amounted to €-25.7 million, compared with € -14.0 million in the first semester 2020. They included, as last year, Other Operating Income & expenses for € -11.2 million (€ -8.8 million in 2020) and other financial expenses for € -14.5 million (€ -5.2 million in 2020).

As a result, the **Free Cash Flow (FCF**) generated in the first semester 2021 reached € 267.5 million.

The **net material acquisitions** reached € 7.4 million.

In the first semester 2021, the € 22.9 million **Capital increase** corresponded to the issuance of common stock for equity-based compensation and for the employee shareholding plan BOOST.

The **amortization of interests** on convertible bonds was € 5.6 million in the first semester compared to 3.1 million last year, this variation was explained by convertible bond issued last year.

Foreign exchange rate fluctuation, which is determined on debt or cash exposure by country, had a positive impact of € 3.7 million.

B.3. Financing policy

Financing structure

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

On December 20, 2018, Worldline (as Borrower) signed a five-year Revolving Credit Facility (the "Facility") for an amount of € 600 million, maturing in December 2023 with an option for Worldline to request the extension of the Facility maturity date until December 2025. In October 2019, first extension has been requested and approved by the banks. The Facility maturity date was December 2024.

Under the terms of the initial agreement, the Facility included one financial covenant, which was the consolidated leverage ratio (net debt divided by Operating Margin before Depreciation and Amortization) that should not be greater than 2.5 times. In December 2019, the cancellation of the financial covenant was obtained and the Facility does not include any more this financial covenant.

In October 2020, a second extension has been requested and approved by the banks for an amount of € 554 million. The Facility maturity date is now December 2025. Therefore, the amount of this Revolving Credit Facility is € 600 million until December 2024 and € 554 million between December 2024 until the final maturity (December 2025).

In January 2021, following lender's approvals, an existing Ingenico (as Borrower) € 750 million Revolving Credit Facility, maturing in July 2023 was amended and extended as follows: modification of the borrower which is now Worldline, decrease of the amount from € 750 million to € 450 million, updated margin, and maturity extended to January 2024.

The two Revolving Credit Facilities are available for general corporate purpose. On June 30, 2021, there were no drawings on these two facilities.

Worldline has entered into a "Negotiable European Commercial Papers" program (NEU CP) on April 12, 2019 to for a maximum initial amount of €600 million. The size of the "Negotiable European Commercial Papers" program (NEU CP) has been raised to €1 000 millions in November 2020. On June 30, 2021, the outstanding amount of the program was € 589 million.

Ingenico had as well a "Negotiable European Commercial Papers" program (NEU CP) for a maximum amount of €750 million. As the only issuer is now Worldline, this program was cancelled in Q2 2021.

In addition, on July 30, 2019, Worldline has issued interest-free bonds convertible into new shares and/or exchangeable for existing shares of Worldline for an amount of € 600 million maturing on July 30, 2026, unless the bonds have been subject to early redemption, conversion or purchase and cancellation.

Worldline has issued subsequently, on September 18, 2019, bonds for an amount of €500 million. Such bonds are to mature on September 18, 2024 and produce interest of 0.25% per year on the outstanding principal amount. These bonds are rated BBB by S&P Global Ratings in line with the corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation.

These two bonds have financed the acquisition of the 36.4% minority stake of EquensWorldline which has been paid entirely in cash during September 2019.

On June 2020, in the context of the financing of the cash component of the acquisition of Ingenico (Shares and OCEANE), under a € 4 billion EMTN (Euro Medium Term Note) listed in Luxemburg and signed on June 22, 2020, Worldline completed the issuance of two bonds for an amount of € 500 million each. The first bond issue is to mature on June 30, 2023 and produces interest of 0.50% on the outstanding principal amount. The second bond issue is to mature on June 30, 2027 and produces interest of 0.875% on the outstanding principal amount. The bonds are rated BBB by S&P Global Ratings, in line with the corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation. The bonds are listed on the Luxemburg Stock Exchange.

In July 2020, Worldline has issued interest-free bonds convertible into new shares and/or exchangeable for existing shares of Worldline for an amount of € 600 million maturing on July 30, 2025, unless the bonds have been subject to early redemption, conversion or purchase and cancellation. Proceeds have been dedicated to the financing of the acquisition of Ingenico.

On December 2020, Worldline placed a tap issue of interest-free bonds convertible into new shares and/or exchangeable for existing shares of Worldline for an amount of € 200 million maturing on July 30, 2026 fully fungible with the OCEANE due 2026 issued in July 2019.

Following the acquisition of Ingenico, additional debts are born by the Worldline group.

In September 2017, Ingenico has completed a bond issuance for an amount of € 600 million. The bond issue is to mature in September 2024 and produces interest of 1.625% on the outstanding principal amount. An Issuer Substitution has been approved in a general meeting of the holders of the Bonds held on May 2021, and Worldline is now the issuer of these bonds.

In May 2014, Ingenico has issued a bond issuance for an amount of € 450 million bearing interest of 2,5% on the outstanding principal amount. The bond issue matured on May 20, 2021 and has been then repaid.

In May 2018, Ingenico has completed two Private Placements for an amount of respectively € 25 million and € 30 million. The maturity of these Private Placements is May 2025 and produce interest of 1.677% on the outstanding principal amount. Following the signature in June 2021 of Borrower Substitution and Amendment Agreements with the lenders, Worldline has replaced Ingenico and is now the borrower.

Investment grade rating

On September 4, 2019, Standard & Poor’s Global has assigned an “investment grade” BBB issuer credit rating to Worldline, with a stable outlook. This rating was affirmed on February 3, 2020 in the context of the planned acquisition of Ingenico and in the context of the June 2020 Worldline bond issuances.

Investment policy

Worldline has a policy to lease its office space and other real estate assets either administrative or technical. Some other fixed assets such as IT equipment and company cars may be financed through leases depending on the cost of funding and on 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, 2021	6 months ended June 30, 2020
Revenue	**Note 3**	**2,272.4**	**1,089.2**
Personnel expenses	Note 4	-732.8	-430.2
Operating expenses	Note 5	-1,146.1	-493.8
Operating margin		**393.5**	**165.3**
% of revenue		***17.3%***	***15.2%***
Other operating income and expenses	Note 6	-249.6	-83.5
Operating income		**143.9**	**81.8**
% of revenue		***6.3%***	***7.5%***
Financial expenses		-34.7	-18.5
Financial income		21.6	6.1
Net financial expenses	**Note 7**	**-13.1**	**-12.5**
Net income before tax		**130.8**	**69.3**
Tax charge	Note 8	-30.5	-16.4
Share of net profit/(loss) of associates			-
Net income		**100.3**	**53.0**
Of which:			
- attributable to owners of the parent		**102.3**	**53.0**
- Loss attributable to the Non Controlling Interests		-1.9	-
Weighted average number of shares		279,187,941	182,486,386
Basic earnings per share *(in €)*	**Note 9**	**0.37**	**0.29**
Diluted weighted average number of shares		292,784,208	189,171,907
Diluted earnings per share (in €)	**Note 9**	**0.36**	**0.29**

C.2. Interim condensed consolidated statement of comprehensive income

(In € million)	6 months ended June 30, 2021	6 months ended June 30, 2020
Net income	**100.3**	**53.0**
Other comprehensive income		
- to be reclassified subsequently to profit / (loss) recyclable:	**-11.9**	**7.2**
Cash flow hedging	-0.5	
Exchange differences on translation of foreign operations	-11.4	7.2
Deferred tax on items recyclable recognized directly on equity	0.0	
- not reclassified to profit / (loss) non-recyclable:	**30.2**	**-15.3**
Actuarial gains and (losses) generated in the period on defined benefit plan	38.5	-18.8
Deferred tax on items non-recyclable recognized directly on equity	-8.3	3.5
Total other comprehensive income	**18.3**	**-8.1**
Total comprehensive income for the period	**118.6**	**44.9**
Of which:		
- attributable to owners of the parent	**119.2**	**44.9**
- non-controlling interests	**-0.6**	**-**

C.3. Interim condensed consolidated statements of financial position

Assets

(In € million)		As at June 30, 2021	As at December 31, 2020 Restated *
Goodwill	Note 10	11,177.0	11,137.0
Other Intangible assets	Note 11	3,106.6	3,231.7
Tangible assets		214.5	236.4
Right-of-use	Note 12	282.5	292.8
Non-current financial assets	Note 13	151.7	118.9
Non-current financial instruments		7.1	1.4
Deferred tax assets		36.2	90.6
Total non-current assets		**14,975.6**	**15,108.9**
Inventories	Note 15	133.1	131.4
Trade accounts and notes receivables	Note 14	876.5	870.1
Current taxes		72.8	40.7
Other current assets	Note 15	361.5	321.4
Assets linked to intermediation activities		2,261.5	1,858.9
Current financial instruments		5.1	2.2
Cash and cash equivalents	Note 16	1,200.1	1,335.2
Total current assets		**4,910.6**	**4,559.9**
Total assets		**19,886.1**	**19,668.8**

** Restatements are described in Note 17*

Liabilities and shareholders' equity

(In € million)		As at June 30, 2021	As at December 31, 2020 Restated *
Common stock		190.5	189.8
Additional paid-in capital		8,589.0	8,527.5
Consolidated retained earnings		837.1	627.6
Translation adjustments		-40.3	-28.1
Net income attributable to the owners of the parent		102.3	163.7
Equity attributable to the owners of the parent		9,678.6	9,480.6
Non-controlling interests	Note 18	867.8	904.6
Total shareholders' equity		**10,546.4**	**10,385.2**
Provisions for pensions and similar benefits	Note 19	232.1	247.3
Non-current provisions		97.0	93.9
Borrowings	Note 20	3,519.0	3,508.7
Deferred tax liabilities		592.2	674.1
Non-current lease liabilities	Note 12	226.9	236.5
Other non-current liabilities		4.0	0.0
Total non-current liabilities		**4,671.1**	**4,760.5**
Trade accounts and notes payables	Note 21	812.1	678.2
Current taxes		110.0	81.0
Current provisions		20.0	19.0
Current financial instruments		1.7	4.4
Current portion of borrowings	Note 20	619.8	1,037.8
Liabilities linked to intermediation activities		2,261.4	1,859.7
Current lease liabilities	Note 12	61.0	63.6
Other current liabilities	Note 22	782.7	779.4
Total current liabilities		**4,668.6**	**4,523.1**
Total liabilities and shareholders' equity		**19,886.1**	**19,668.8**

C.4. Interim condensed consolidated cash flow statement

(In € million)	6 months ended June 30, 2021	6 months ended June 30, 2020 restated *
Profit before tax	**130,8**	**69,3**
Depreciation of assets	94,2	55,2
Depreciation of right-of-use	37,8	20,1
Net charge / (release) to operating provisions	-0,3	4,3
Net charge / (release) to financial provisions	3,1	2,9
Net charge / (release) to other operating provisions	1,8	3,7
Customer relationships & Patent amortization	150,9	36,6
Losses / (gains) on disposals of fixed assets	2,5	1,3
Net charge for equity-based compensation	23,9	8,9
Losses / (gains) on financial instruments	-11,5	
Net cost of financial debt	22,7	5,2
Cash from operating activities before change in working capital requirement, financial interest and taxes	**455,9**	**207,5**
Taxes paid	-69,3	-14,1
Change in working capital requirement	57,9	27,5
Net cash from / (used in) operating activities	**444,5**	**220,9**
Payment for tangible and intangible assets	-107,9	-64,8
Proceeds from disposals of tangible and intangible assets	5,0	0,0
Net operating investments	**-102,9**	**-64,8**
Amounts paid for acquisitions and long-term investments	-7,4	49,3
Proceeds from disposals of financial investments	-2,4	-2,1
Net long-term investments	**-9,8**	**47,1**
Net cash from / (used in) investing activities	**-112,7**	**-17,7**
Capital Increase	-21,0	
Common stock issues on the exercise of equity-based compensation and related costs	-1,9	3,3
Dividends paid to minority shareholders of subsidiaries	-8,9	
Payment for acquisition of non controlling interests		
New borrowings	232,4	1 093,7
Lease Payments & Interests	-41,9	-19,5
Repayment of long and medium-term borrowings	-543,4	-63,0
Net Interests paid	-12,1	-1,1
Other flows related to financing activities	5,9	-1,6
Net cash from / (used in) financing activities	**-390,9**	**1 011,9**
Increase / (decrease) in net cash and cash equivalents	**-59,1**	**1 215,1**
Opening net cash and cash equivalents restated *	**1 242,4**	**429,8**
Increase / (decrease) in net cash and cash equivalents	-59,1	1 215,1
Impact of exchange rate fluctuations on cash and cash equivalents	5,1	-8,9
Closing net cash and cash equivalents	**1 188,3**	**1 636,0**

** Restatements are described in Note 17*

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 December 31st, 2019	**182,764.5**	**124.3**	**2,542.8**	**244.0**	**-1.1**	**311.2**	**3,221.2**		**3,221.1**
* Common stock issued	196.5	0.1	2.9				3.0		3.0
* Appropriation of prior period net income				311.2		-311.2			
* Dividends paid to the shareholders									
* Equity-based compensation				8.9			8.9		8.9
* Changes in Treasury stock and others				0.9			0.9		0.9
Transactions with owners	196.5	0.1	2.9			-311.2	12.8		12.8
* Net income						53.0	53.0		53.0
* Other comprehensive income				-15.3	7.2		-8.1		-8.1
Total comprehensive income for the period				-15.3	7.2	53.0	44.9		44.9
At June 30th, 2020	**182,960.9**	**124.4**	**2,545.7**	**549.8**	**6.0**	**53.0**	**3,278.8**		**3,278.8**
At December 31st, 2020	**279,135.5**	**189.8**	**8,527.5**	**627.6**	**-28.1**	**163.7**	**9,480.6**	**904.6**	**10,385.2**
* Common stock issued	969.7	0.7	61.5	-39.7			22.4		22.4
* Appropriation of prior period net income				163.7		-163.7	0.0		0.0
* Dividends paid to the shareholders				0.0			0.0	-2.6	-2.6
* Equity-based compensation				24.0			24.0		24.0
* Scope changes				33.7			33.7	-33.7	0.0
* Remeasurment effects of put option and earn out				0.6			0.6		0.6
* Changes in Treasury stock and others				6.4			6.4		6.4
* Other	0.0			-8.0			-8.0		-8.0
Transactions with owners	969.7	0.7	61.5	180.6	0.0	-163.7	79.1	-36.3	42.8
* Net income				0.0		102.2	102.2	-1.9	100.3
* Other comprehensive income				28.9	-12.1		16.8	1.4	18.2
Total comprehensive income for the period				28.9	-12.1	102.2	119.0	-0.6	118.4
At June 30th, 2021	**280,105.2**	**190.5**	**8,589.0**	**837.1**	**-40.3**	**102.2**	**9,678.7**	**867.7**	**10,546.4**

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

General information

Worldline SA, the Worldline Group's parent company, is a public limited company under French law whose registered office is located at 80, Quai Voltaire, 95870 Bezons, France. The company is registered with the Registry of Commerce and Companies of Pontoise under the reference 378 901 946 RCS Pontoise. Worldline SA shares are traded on the Euronext Paris market under ISIN code FR0011981968. The shares are not listed on any other stock exchange and Worldline SA is the only listed company in the Group. The company is administrated by a board of directors.

Worldline is a European leader and a global market player in the electronic payment and transactional services sector. Worldline activities are organized around four axes: Merchant Services, Financial Services, Mobility & e-Transactional Services and Terminal Solutions & Services.

These interim condensed consolidated financial statements were approved by the Board of Directors on July 26, 2021.

Note 1: Accounting rules and policies

Basis of preparation of interim condensed consolidated financial statements

The 2021 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 at January 1, 2021.

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 31 December 2020. They do not include all of 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

As of January 1, 2021, the Group applied the following standards, interpretations and amendments that had no material impact on the Group financial statements:

- COVID-19-Related Rent Concessions – Amendment to IFRS 16
- Interest Rate Benchmark Reform Phase 2 – Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

Except for new standards and amendments effective for the periods beginning as of January 1, 2021, 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, 2020.

The Group has not early adopted any standard or interpretation not required to be applied for periods beginning as or after January 1, 2021. The Group does not apply IFRS standards and interpretations that have not been yet approved by the European Union at the closing date.

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.

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.

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 2021 interim consolidated financial statements remain identical to those described in the last annual report.

Significant accounting policies

In addition to the accounting principles as disclosed in the annual consolidated financial statements, significant accounting principles are relevant for the interim consolidated financial statements and are presented in:

- Note 8 – Income Tax;
- Note 10 – Goodwill and impairment tests;
- Note 12 – Right-of-use assets & lease liabilities;
- Note 19 – Pensions and similar benefits;
- Note 20 – Borrowings.

<u>Impairment of assets</u>

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 2020. As of June 2021, no circumstance or trigger indicated that the carrying value may be impaired.

<u>Pensions and similar benefits</u>

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 most significant pension plans. For less significant plans actuarial projections are used.

<u>Corporate income tax</u>

The income tax charge includes current and deferred tax expenses. For the purposes of the interim condensed consolidated financial statements, consolidated income tax expense 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.

<u>Intermediation activities</u>

In the scope of its transactional services activity, 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.

The balance sheet distinguishes two types of asset:

- receivables against credit card issuers, in connection with transactions conducted on behalf of merchants but not yet settled by the companies that issued the cards;
- funds received for transactions not yet settled for merchants and transactions reimbursable to consumers.

Liabilities on the balance sheet related to intermediation activities comprise mainly:

- liabilities in connection with funds from consumers that have not yet been transferred to merchants;
- liabilities in connection with merchant warranty deposits.

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). Payment Schemes also define interchange fees that apply except if there is a bilateral agreement between the Acquirer and the Issuer. Worldline has no such bilateral agreement with the Issuers. Interchange fees are consequently completely driven by the rates defined by the card issuing banks.

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

In the scope of Bambora's activities, some funds may be remitted to merchants even before they have been received by the Group from the credit card issuers. The duration of this merchant prefinancing is generally one or two days. To avoid drawing on its cash to provide this upfront remittance to merchants, the Group uses a specific and dedicated bank financing.

Note 2: Significant events of the semester

Increase in percentage of interests in Payone

On March 1, 2021, Worldline increased from 52% to 60% its stake in Payone by contributing to the latter its merchant business operated in Germany and Austria.

These internal contributions mechanically increase the percentage of interest of Worldline in the Payone Group and has as an accretive impact of € 33.7 million on the group portion of the equity coming against the non-controlling portion of the equity.

Acquisition of Cardlink

On May 28, 2021, Worldline announced the signing of a bidding agreement for the acquisition of 92.5% of the share capital of Cardlink, the leading Network Services Provider in Greece. A minority buy-back mechanism through a call option exercisable by Worldline (5 years after closing) has been enforced.

The estimated cash-out is € 130 million at closing of the transaction.

The other key financial impacts expected on Worldline financials are the following:

- Additional annual revenue of c. € 40 million,
- OMDA margin of c. 35%.

The closing is expected to be finalized in H2 2021, subjected to satisfaction of customary conditions.

Ingenico Acquisition and Goodwill update

In 2020, Worldline acquired 100% of INGENICO shares in three steps, 88,64% at the end of the first tender offer ended on October 28, 2020, residual shares were acquired during the re-opened period closed on November 17, 2020 and the squeeze out on November 19, 2020. Ingenico is fully consolidated since November 1, 2020.

Consideration transferred

(in € million)	**Consideration transferred**
Equity instruments (94,027,493 ordinary shares of Worldline SA)	5,948.9
Cash	1,689.1
Total Consideration transferred	7,638.0

As part of the transaction, Worldline issued 95.7 million new ordinary shares (94.0 million for Ingenico shares and 1.7 million issued for Ingenico convertible bonds acquisition) representing 34.3% of the share capital of Worldline as of end of December 2020, fully paid up. The fair value of the shares issued was measured using the opening market price of Worldline SA's ordinary shares on the acquisition dates.

The cash transferred was denominated in euros (EUR).

Recognized amounts of identifiable assets acquired and liabilities assumed

The fair value of Ingenico net assets acquired is set out in the table below:

(in € million)	Assets acquired and liabilty assumed
Fixed assets	2,452.3
Net Cash / (Debt)	-1,269.5
Provisions (including pensions)	-126.8
Net deferred taxes	-428.6
Other net assets / liabilities	-21.4
Fair value Oceane	-13.4
Fair value of acquisition	**592.5**

Goodwill

(in € million)	Goodwill	
Total consideration transferred 31.12.2020	7,638.0	
Total Consideration	**7,638.0**	**a**
Equity acquired	-256.8	
Fair value adjustments net of deferred tax	909.8	
Opening Balance sheet adjustments	-47.1	
Fair value Oceane	-13.4	
Fair Value of net assets	**592.5**	**b**
Minority interests at fair value	903.3	**c**
Total 31.12.2020 - Preliminary Goodwill	**7,948.8**	**d= a-b+c**
Opening Balance sheet adjustments	50.7	**e**
Total 30.06.2021 - Preliminary Goodwill	**7,999.5**	**f = d+e**

The valuation of assets acquired and liabilities assumed at their fair value has mainly resulted in the recognition of new customer relationships for € 1,467.2 million, trademarks for € 44.6 million and developed technologies for € 654.1 million. This valuation amounted to a total of € 2,165.9 million, the net incremental value versus historical value reached € 909.8 million. Those new intangibles had been determined by an independent expert with an average amortization of 10 years for customer relationship, 8 years for technology and 10 years for trademark.

These estimates are still preliminary and may be adjusted within one year of the acquisition depending on facts and circumstances existing at the acquisition date. The residual goodwill is attributable to highly skilled workforce and some knowhow. It also reflects the synergies expected to be achieved from integrating Ingenico operations into the Group.

The goodwill arising from this acquisition is not tax deductible.

Note 3: 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 Chairman & CEO who makes strategic decisions.

The internal management reporting is designed based on Global Business Lines (Merchant Services, Financial Services, Mobility & e-Transactional Services and Terminal Solutions & 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 OMDA, 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, Terminal Services, Omnichannel Payment Acceptance, Private label Card & Loyalty Services, Digital Retail	Argentina, Australia, Austria, Belgium, Brazil, Canada, Czech republic, France, Germany, India, Italy, Luxembourg, Malaysia, New-Zealand, Nordic countries, Poland, Russia, 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, Contact & consumer cloud, Connected Living & Mobility	Argentina, Austria, Belgium, Chile, China, France, Germany, Spain, the Netherlands and the United Kingdom.
TSS	Point of sales (proprietary OS and Android OS), payment applications & value added solutions, estate management, maintenance, repair	Worldwide presence (c.170 countries) covering EMEA, North America, Latin America and Asia-Pacific

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	Terminals, Solutions & Services	Mobility & e-transactional services	**Total Group**
6 months ended 30 June 2021					
Revenue by Global Business Lines	**1,083.3**	**441.7**	**579.0**	**168.3**	**2,272.4**
% of Group revenue	47.7%	19.4%	25.5%	7.4%	**100.0%**
6 months ended 30 June 2020					
Revenue by Global Business Lines	**483.6**	**442.7**		**163.0**	**1,089.2**
% of Group revenue	44.4%	40.6%		15.0%	**100.0%**

The "Merchant Services" external revenue is presented net of interchange bank commissions received on behalf of card issuers.

(In € million)	Merchant Services	Financial Services	Terminals, Solutions & Services	Mobility & e-transactional services	Global structures	**Total Group**
6 months ended 30 June 2021						
Operating Margin before Depreciation and Amortization (OMDA)	**247.7**	**127.3**	**149.0**	**24.9**	**-17.5**	**531.5**
% revenue	22.9%	28.8%	25.7%	14.8%	-0.8%	**23.4%**
6 months ended 30 June 2020						
Operating Margin before Depreciation and Amortization (OMDA)	**103.3**	**130.9**		**23.0**	**-10.9**	**246.3**
% revenue	21.4%	29.6%		14.1%	-1.0%	**22.6%**

Operating margin before depreciation and amortization (OMDA) represents the underlying operational performance of the current business and is determined as follows:

(In € million)	**6 months ended June 30, 2021**	**6 months ended June 30, 2020**	**Variation**
Operating margin	**393.5**	**165.3**	**228.2**
+ Depreciation of fixed assets	132.0	75.4	56.6
+ Net book value of assets sold/written off	2.8	1.4	1.4
+/- Net charge/(release) of pension provisions	4.6	4.1	0.5
+/- Net charge/(release) of provisions	-1.4	0.2	-1.6
OMDA	**531.5**	**246.3**	**285.2**

The geographical segment information for the period was the following:

(In € million)	Northern Europe	Central&Eastern Europe	Southern Europe (*)	Asia Pacific	Americas	**Total Group**
6 months ended June 30, 2021						
External revenue by geographical area	**686.4**	**610.4**	**464.4**	**237.9**	**273.3**	**2,272.4**
% of Group revenue	30.2%	26.9%	20.4%	10.5%	12.0%	100.0%
6 months ended June 30, 2020						
External revenue by geographical area	**400.8**	**357.5**	**266.0**	**55.5**	**9.3**	**1,089.2**
% of Group revenue	36.8%	32.8%	24.4%	5.1%	0.9%	100.0%

(*) Including France for € 336.8 million (€ 218.9 million in 2020)

Note 4: Personnel expenses

(In € million)	**6 months ended June 30, 2021**	***% Revenue***	**6 months ended June 30, 2020**	***% Revenue***
Wages, salaries & social security charges	-717.8	*31.6%*	-420.5	*38.6%*
Tax, training, profit-sharing	-11.7	*0.5%*	-5.6	*0.5%*
Net (charge)/release to provisions for staff expenses	1.3	*-0.1%*		
Net (charge)/release to provisions for pensions and similar Benefits	-4.6	*0.2%*	-4.1	*0.4%*
Total	**-732.8**	***32.2%***	**-430.2**	***37.9%***

Note 5: Non personnel operating expenses

(In € million)	**6 months ended June 30, 2021**	***% Revenue***	**6 months ended June 30, 2020**	***% Revenue***
Subcontracting costs direct	-246.7	*10.9%*	-168.4	*15.5%*
Operating costs	-232.6	*10.2%*	-132.0	*12.1%*
Hardware and software purchase	-361.1	*15.9%*	-35.2	*3.2%*
Scheme fees	-189.3	*8.3%*	-69.4	*6.4%*
Maintenance costs	-46.1	*2.0%*	-32.7	*3.0%*
Subtotal expenses	**-1,075.8**	***47.3%***	**-437.8**	***40.2%***
Depreciation of assets	-132.0	*5.8%*	-75.4	*6.9%*
Net (charge)/release to provisions	3.6	*-0.2%*	-0.2	*0.0%*
Gains/(Losses) on disposal of assets	-2.7	*0.1%*	-1.3	*0.1%*
Trade Receivables write-off	-4.0	*0.2%*	-2.9	*0.3%*
Capitalized Production	64.8	*-2.9%*	23.8	*-2.2%*
Subtotal other expenses	**-70.3**	***3.1%***	**-56.0**	***5.1%***
Total	**-1,146.1**	***50.4%***	**-493.8**	***45.3%***

Note 6: Other operating income and expenses

Other operating income and expenses relate to income and expenses that are unusual and infrequent.

(In € million)	**6 months ended June 30, 2021**	**6 months ended June 30, 2020**
Staff reorganization	-9.9	-1.5
Rationalization and associated costs	-2.1	-0.4
Integration and acquisition costs	-51.1	-31.9
Equity based compensation & associated costs	-30.4	-12.2
Customer relationships and patents amortization	-150.9	-36.6
Other items	-5.1	-0.8
Total	**-249.6**	**-83.5**

Staff reorganization expenses of € 9.9 million increased by € 8.4 million compared to last year and correspond mainly to the restructuring costs induced by the recent acquisitions.

The € 2.1 million of **rationalization and associated costs** resulted mainly in administrative back-office transformation. Those costs have increased by € 1.7 million compared to the first half of 2020.

Integration and acquisition costs reached € 51.1 million increasing by € 19.2 million compared to the prior period and corresponded mainly to Ingenico post-acquisition and integration costs.

Equity based compensation & associated costs reached € 30.4 million increased by € 18.2 million compared to last year. During the semester two new plans have been settled with the following characteristics:

Performance share plan	
Grant Date	**May 27,2021**
Number of shares granted	686 435,00
Share price at grant date (€)	77,81
Vesting Date	May 27, 2024
Expected Life	3 years
Lock-up period	-
Risk free interest rate	-
Borrow ing-lending spread	-
Expected dividend yield	1,10%
Faire value of shares granted (in €)	75,28
Expenses recognized in H1 2021 (in € million)	**0,9**

Stock option plan	
Grant Date	**May 27,2021**
Number of options granted	117 150
Share price at grant date (€)	77,81
Strike price (€)	81,39
Vesting date	May 27, 2024
Expected volatility	28,10%
Expected maturity of the plan	5
Risk free interest rate	-0,45%
Expected dividend yield	1,10%
Faire value of options granted (in €)	14,91
Expenses recognized in H1 2021 (in € million)	**0,0**

The six-month 2021 **amortization of customer relationships and patents (PPA from acquisitions)** of € 150.9 million corresponds mainly to:

- € 115.9 million of Ingenico customer relationships, technologies and patents;
- € 25.9 million of SIX Payment Services customer relationships, technologies and patents,
- € 5.0 million of Equens and Paysquare customer relationships.

Note 7: Net Financial Result

(In € million)	6 months ended June 30, 2021	6 months ended June 30, 2020
Interest expenses on bond loan	-17.7	-1.0
Interest expenses on long term debt	-1.8	-0.5
Interest expenses on convertible bonds	-5.7	-3.1
Net interest from cash and cash equivalents	1.5	-1.0
Others	0.9	0.1
Net interest expenses	**-22.7**	**-5.6**
Foreign exchange gain and losses, net	**1.7**	**-5.2**
Financial component of retirement expenses and the cost of other post-employment benefits	-1.0	-0.8
Variation of the fair value of financial assets	13.2	2.9
Financial interests on lease liability (IFRS 16)	-2.9	-1.9
Impairment on other financial assets	-1.9	-1.9
Other financial expenses	-2.8	-1.1
Other financial income	3.2	1.2
Other financial income and expenses, net	**7.9**	**-1.7**
Total	**-13.1**	**-12.5**

Net financial expenses amounted to € 13.1 million for the period (compared to € 12.5 million at the end of June 2020) and were made up of:

- A net cost of financial debt of € 22.7 million (€ 5.6 million at the end of June 2020); and
- A non-operational financial income of € 9.6 million (expenses of € 6.9 million at the end of June 2020).

Net cost of financial debt of € 22.7 million is mainly made up of interests linked to straight bonds (€ 17.7 million) and convertible bonds (€ 5.7 million). Variation compared to last year is explained by:

- The full year interest charge related to bond and convertible bond issued in 2020,
- The impact of Ingenico bonds.

The non-operational financial income was mainly composed of:

- The recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares and Partech for a profit of € 13.2 million (€ 2.9 million at the end of June 2020);
- IFRS 16 impacts for an expense of € 2.9 million (€ 1.9 million at the end of June 2020);
- Foreign exchange gain for € 1.7 million (€ 5.2 million losses at the end of June 2020); and
- Pension financial costs for € 1.0 million. The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (cf. Note 19 “Pensions and similar benefits”).

Note 8: Income tax expenses

The tax charge for the six-month period ended June 30, 2021 was € 30.5 million with a profit before tax of € 130.8 million. The annualized Effective Tax Rate (ETR) was 23.3% compared with 23.4% for the first semester of 2020 (23.6% adjusted for tax discrete items).

Note 9: Earnings per Share

Basic and diluted earnings per share are reconciled in the table below. Potential dilutive instruments comprise stock options, which do not generate any restatement of net income used for the diluted EPS calculation and convertible bonds interest expenses net of tax for € 4.0 million. As of end of June 2021, potential dilutive instruments comprised 820,887 stock options and 12,775,380 convertible bonds.

(In € million and shares)	6 months ended June 30, 2021	6 months ended June 30, 2020
Net income - Attributable to owners of the parent [a]	**102.3**	**53.0**
Impact of dilutive instruments	4.0	2.1
Net income restated of dilutive instruments - Attributable to owners of the parent [b]	**106.3**	**55.0**
Average number of shares outstanding [c]	279,187,941	182,486,386
Impact of dilutive instruments [d]	13,596,267	6,685,520
Diluted average number of shares [e]=[c]+[d]	292,784,208	189,171,907
Earnings per share in EUR [a]/[c]	**0.37**	**0.29**
Diluted earnings per share in EUR [b]/[e]	**0.36**	**0.29**

Note 10: Goodwill

(In € million)	As at December 31, 2020 restated *	Disposals Depreciations	Impact of business combination	Other	Exchange rate fluctuations	As at June 30, 2021
Gross value	11,137.9		50.6	1.4	-11.3	**11,178.7**
Impairment loss	-0.9			-0.8		**-1.7**
Carrying amount	**11,137.0**	**-**	**50.6**	**0.6**	**-11.3**	**11,177.0**

** Restatements are described in Note 17*

Evolution of the semester is mainly related to preliminary Goodwill accounted for Ingenico acquisition.

Goodwill is allocated to Cash Generating Units (CGUs) which correspond to the four operating segments disclosed in Note 3 “Segment information”.

Note 11: Intangible assets

(In € million)	Software & Licenses	Customer Relationships/Patent	Other assets	Total
Gross value				
As at January 1st, 2021	**1,639.7**	**2,143.9**	**75.4**	**3,859.1**
Additions	13.4		2.8	16.2
R&D capitalized	64.8			64.8
Disposals	-2.1		-2.2	-4.3
Exchange differences	2.5	-1.7	-1.5	-0.7
Other	3.7		-2.9	0.8
As at June 30, 2021	**1,722.0**	**2,142.2**	**71.6**	**3,935.9**
Accumulated depreciation				
As at January 1st, 2021	**-348.1**	**-247.6**	**-31.7**	**-627.3**
Depreciation charge for the year	-85.3	-109.9	-5.6	-200.8
Disposals/reversals	1.9		0.1	2.0
Exchange differences	-1.7	-0.1	-0.2	-2.0
Other	1.2		-2.4	-1.2
As at June 30, 2021	**(432.0)**	**(357.6)**	**(39.8)**	**(829.3)**
Net value				
As at January 1st, 2021	**1,291.7**	**1,896.3**	**43.7**	**3,231.8**
As at June 30, 2021	**1,290.1**	**1,784.6**	**31.8**	**3,106.6**

Development capitalized costs are related to the modernization of proprietary technological platforms for € 64.8 million. On June 30, 2021, the net book value of those capitalized cost amounted to € 241.3 million.

Note 12: Right-of-Use assets and Lease liabilities

Right-of-Use assets

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1st, 2021	**432.9**	**19.7**	**34.0**	**486.6**
Additions	7.9	25.3	5.2	38.3
Disposals	-26.5	-2.3	-3.1	-31.9
Exchange differences	1.1	0.1	0.0	1.1
Other	-2.8	-0.1	-1.2	-4.1
As at June 30, 2021	**412.7**	**42.6**	**34.8**	**490.1**
Accumulated depreciation				
As at January 1st, 2021	**-170.1**	**-9.8**	**-13.8**	**-193.7**
Depreciation charge for the year	-29.3	-3.6	-4.9	-37.8
Disposals/Reversals	13.9	2.7	2.9	19.6
Exchange differences	-0.6	0.0	0.0	-0.6
Other	4.5	-0.1	0.6	5.0
As at June 30, 2021	**-181.6**	**-10.9**	**-15.1**	**-207.6**
Net value				
As at January 1st, 2021	**262.8**	**9.8**	**20.2**	**292.8**
As at June 30, 2021	**231.0**	**31.7**	**19.7**	**282.5**

Lease liabilities

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1st, 2021	**279.7**	**7.7**	**12.7**	**300.1**
Additions	18.7	23.1	1.6	43.4
Reimbursment	-54.8	-1.6	-2.8	-59.2
Exchange differences	0.5	0.0	0.0	0.5
Other	3.5		-0.4	3.0
As at June 30, 2021	**247.6**	**29.2**	**11.0**	**287.9**

Note 13: Non-current financial assets

(In € million)		As at June 30, 2021	As at December 31, 2020
Pension prepayments	Note 18	16.3	0.0
Fair value of non-consolidated investments		107.7	100.9
Investments in associates		4.9	4.9
Other		22.8	13.1
Total		**151.7**	**118.9**

Fair value of non-consolidated investments mainly corresponds to Visa preferred shares.

Investments in associates relates to the investment in In-touch.

Note 14: Trade accounts and notes receivable

(In € million)	As at June 30, 2021	As at December 31, 2020
Contract assets	278.9	235.5
Trade receivables	635.3	674.5
Expected credit losses allowance	-37.6	-39.8
Net asset value	**876.5**	**870.1**
Contract liabilities	-246.3	-277.8
Net accounts receivable	**630.2**	**592.4**
Number of days sales outstanding (DSO)	**32.0**	**29.0**

Contract asset 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.

The revenue presenting a certain seasonality between H1 and H2, it has to be noticed that in June 2020, DSO for Worldline Group was 40 days.

Note 15: Other current assets

Inventories

(In € million)	As at June 30, 2021	As at December 31, 2020
Terminals & consumables	187.2	193.2
Allowances on inventories	-54.1	-61.8
Total	**133.1**	**131.4**

Other current assets

(In € million)	As at June 30, 2021	As at December 31, 2020
State - VAT receivables	149.4	107.2
Prepaid expenses	98.6	85.9
Other receivables & current assets	102.8	103.5
Advance payment	10.8	24.8
Total	**361.5**	**321.4**

Note 16: Cash and cash equivalents

(In € million)	As at June 30, 2021	As at December 31, 2020, restated *
Cash and cash equivalents	1,200.1	1,333.8
Money market funds	0.0	1.4
Total cash and cash equivalents	**1,200.1**	**1,335.2**
Overdrafts	-11.7	-92.8
Total overdrafts and equivalents	**-11.7**	**-92.8**
Total net cash and cash equivalents	**1,188.3**	**1,242.4**

** Restatements are described in Note 17*

Note 17: Intermediation activities

(In € million)	As at June 30, 2021	As at December 31, 2020
Total assets linked to intermediation activities	**2,261.5**	**1,858.9**
Total liabilities linked to intermediation activities	**2,261.5**	**1,859.7**

SIX Payment Services Austrian branch erroneously recognized a receivable linked to intermediation activities for € 46 million in their balance sheet prior to SPS acquisition by Worldline in 2018. This was identified by Worldline in 2021.

In accordance with IAS8, Worldline 2020 opening balance sheet has been accordingly adjusted: the receivable has been derecognized and the goodwill adjusted accordingly since the former should not have been included in SPS' net asset acquired in 2018. Consequently, the presentation of funds linked to intermediation activities and cash and cash equivalent items (excluding funds linked to intermediation activities classified within assets linked to intermediation activities) in the balance sheet has been adjusted as well.

This correction has no impact on the Income Statement or on the Profit per share.

The adjustments resulting from the correction of the errors applied to the consolidated statements of Financial Position and Statement of Cash-Flows on December 31, 2020, 2019 and June 30, 2020 and January 1, 2020 are broken down as follows:

Consolidation of financial position - Historical

(In € million)	**As at December 31, 2020**	**As at June 30, 2020**	**As at January 1, 2020**
Goodwill	11,090.8	3,124.5	3,114.5
Total non-current assets	**15,062.7**	**4,624.8**	**4,636.2**
Assets linked to intermediation activities	1,858.9	921.6	1,053.4
Cash and cash equivalents	1,381.4	1,692.4	500.5
Total current assets	**4,606.1**	**3,200.9**	**2,239.7**
Total assets	**19,668.8**	**7,825.7**	**6,875.9**
Total shareholders' equity	**10,385.2**	**3,278.8**	**3,221.1**
Total non-current liabilities	**4,760.5**	**2,628.8**	**1,627.7**
Liabilities linked to intermediation activities	1,858.9	921.6	1,053.4
Total current liabilities	**4,523.1**	**1,918.1**	**2,027.1**
Total liabilities and shareholders' equity	**19,668.8**	**7,825.7**	**6,875.9**

Consolidation of financial position - Adjustments

(In € million)	**As at December 31, 2020**	**As at June 30, 2020**	**As at January 1, 2020**
Goodwill	46.2	46.2	46.2
Total non-current assets	**46.2**	**46.2**	**46.2**
Receivables linked to intermediation activities	-46.2	-46.2	-46.2
Funds related to intermediation activities	46.2	46.2	46.2
Assets linked to intermediation activities	**0.0**	**0.0**	**0.0**
Cash and cash equivalents	-46.2	-46.2	-46.2
Total current assets	**-46.2**	**-46.2**	**-46.2**
Total assets	**0.0**	**0.0**	**0.0**
Total shareholders' equity	0.0	0.0	0.0
Total non-current liabilities	0.0	0.0	0.0
Liabilities linked to intermediation activities	0.0	0.0	0.0
Total current liabilities	0.0	0.0	0.0
Total liabilities and shareholders' equity	**0.0**	**0.0**	**0.0**

Consolidation of financial position - Revised

(In € million)	**As at December 31, 2020**	**As at June 30, 2020**	**As at January 1, 2020**
Goodwill	11,137.0	3,170.7	3,160.7
Total non-current assets	**15,108.9**	**4,671.0**	**4,682.4**
Assets linked to intermediation activities	1,858.9	921.6	1,053.4
Cash and cash equivalents	1,335.2	1,646.2	454.3
Total current assets	**4,559.9**	**3,154.7**	**2,193.5**
Total assets	**19,668.8**	**7,825.7**	**6,875.9**
Total shareholders' equity	10,385.2	3,278.8	3,221.1
Total non-current liabilities	4,760.5	2,628.6	1,627.7
Liabilities linked to intermediation activities	1,859.7	921.6	1,053.4
Total current liabilities	4,523.1	1,918.3	2,027.1
Total liabilities and shareholders' equity	**19,668.8**	**7,825.7**	**6,875.9**

Consolidated cash flow statement - Historical

(In € million)	12 months ended December 31, 2020	6 months ended June 30, 2020	12 months ended January 1, 2020
Net cash from / (used in) operating activities	511,3	220,9	426,8
Net operating investments	-155,0	-64,8	-110,3
Net long-term investments	-991,3	47,1	-9,0
Net cash from / (used in) investing activities	-1 146,2	-17,7	-119,3
Net cash from / (used in) financing activities	1 465,7	1 011,9	71,3
Increase / (decrease) in net cash and cash equivalents	**830,8**	**1 215,1**	**378,8**
Opening net cash and cash equivalents	**476,0**	**476,0**	**95,1**
Increase / (decrease) in net cash and cash equivalents	830,8	1 215,1	378,8
Impact of exchange rate fluctuations on cash and cash equivalents	-18,3	-8,9	2,1
Closing net cash and cash equivalents	**1 288,6**	**1 682,2**	**476,0**

Consolidated cash flow statement - Adjustements

(In € million)	12 months ended December 31, 2020	6 months ended June 30, 2020	12 months ended January 1, 2020
Net cash from / (used in) operating activities	0,0	0,0	0,0
Net operating investments	0,0	0,0	0,0
Net long-term investments	0,0	0,0	0,0
Net cash from / (used in) investing activities	0,0	0,0	0,0
Net cash from / (used in) financing activities	0,0	0,0	0,0
Increase / (decrease) in net cash and cash equivalents	0,0	0,0	0,0
Opening net cash and cash equivalents	**-46,2**	**-46,2**	**-46,2**
Increase / (decrease) in net cash and cash equivalents	0,0	0,0	0,0
Impact of exchange rate fluctuations on cash and cash equivalents	0,0	0,0	0,0
Closing net cash and cash equivalents	**-46,2**	**-46,2**	**-46,2**

Consolidated cash flow statement - Revised

(In € million)	12 months ended December 31, 2020	6 months ended June 30, 2020	12 months ended January 1, 2020
Net cash from / (used in) operating activities	511,3	220,9	426,8
Net operating investments	-155,0	-64,8	-110,3
Net long-term investments	-991,3	47,1	-9,0
Net cash from / (used in) investing activities	-1 146,2	-17,7	-119,3
Net cash from / (used in) financing activities	1 465,7	1 011,9	71,3
Increase / (decrease) in net cash and cash equivalents	**830,8**	**1 215,1**	**378,8**
Opening net cash and cash equivalents	**429,8**	**429,8**	**48,9**
Increase / (decrease) in net cash and cash equivalents	830,8	1 215,1	378,8
Impact of exchange rate fluctuations on cash and cash equivalents	-18,3	-8,9	2,1
Closing net cash and cash equivalents	**1 242,3**	**1 636,0**	**429,8**

Note 18: Shareholder equity

During this first semester 2021, 969,731 new shares were created following the exercise of:

- The employee share purchased plan BOOST (390,884 shares),
- The exercise of stock-option rights by executives and employees of the Group (71,865 shares),
- The performance shares plan (506, 982 shares).

At the end of this first semester 2021, the total shares reached 280,105,235 with a nominal value of € 0.68. Common stock was therefore increased from € 189,812,142.72 to € 190 471 559,80.

Note 19: Pensions and similar 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.

The Corporate bond interest rate markets for all major zone/countries were particularly volatile this first half of the year. Indeed, the discount rates on June 30, 2021 have significantly increased since December 31, 2020, especially in the Euro zone and the UK with an increase of around 50 basis points.

Discounts rates per main zone	As at June 30, 2021	As at December 31, 2020
Euro zone (long duration plans)	1,2%	0,9%
Euro zone (other plans)	1,1%	0,6%
Switzerland	0,4%	0,2%
United Kingdom	2,1%	1,5%

The fair value of plan assets for the major UK and Swiss schemes have been remeasured as at June 30, 2021.

The net total liability recognized in the balance sheet in respect of pension plans and other long-term benefits plans per June 30, 2021 amounts to € 215.9 million (compared to a net liability of € 247.3 million per December 31, 2020).

The decrease in the net liability is mainly explained by the increase of discount rates and the overperformance of the assets in this first half of the year.

(In € million)	As at June 30, 2021	As at December 31, 2020
Prepaid pension asset	16.3	
Accrued liability – pension plans	-225.9	-240
Accrued liability – other long-term benefits	-6.2	-7.3
Net total liability – pension plans and other long-term benefits	**-215.9**	**-247.3**

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

(In € million)	As at June 30, 2021	As at June 30, 2020
Operating margin	-14.6	-13
Financial results	-1	-0.8
Total (expense) / profit	**-15.6**	**-13.8**

Note 20: Borrowings

(In € million)	As at June 30, 2021			As at December 31, 2020		
	Current	Non-current	Total	Current	Non-current	Total
Overdrafts	11.7		11.7	92.8		92.8
Other borrowings	598.2	81.6	679.8	481.1	81.3	562.4
Convertible bonds		1,345.6	1,345.6		1,339.9	1,339.9
Bonds	9.7	2,091.9	2,101.6	463.9	2,087.5	2,551.4
Total borrowings	**619.8**	**3,519.0**	**4,138.9**	**1,037.8**	**3,508.7**	**4,546.5**

Note 21: Trade accounts and notes payable

(In € million)	As at June 30, 2021	As at December 31, 2020
Trade payables and note payables	812.1	678.2
Trade payables and note payables	**812.1**	**678.2**
Advance payments	-10.8	-24.8
Prepaid expenses	-98.6	-85.9
Net accounts payable	**702.7**	**567.5**
Number of days payable outstanding (DPO)	**101.0**	**63.0**

Trade accounts and notes payable are expected to be paid within one year.

Compared to the situation of December 31, DPO increased from 63 to 101 days, in line with previous year seasonality as DPO on June 30, 2020 was 93 days. Moreover, renegotiation of suppliers' conditions in the frame of synergy plan led to an improvement of payment terms.

Note 22: Other current liabilities

(In € million)	As at June 30, 2021	As at December 31, 2020
Contract liability	260.3	277.8
Employee-related liabilities	209.6	211.8
Social security and other employee welfare liabilities	99.1	91.7
VAT payable	169.0	127.6
Other operating liabilities	44.8	70.6
Total	**782.7**	**779.4**

Other current liabilities are mainly expected to be settled within one year.

Note 23: Related parties

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:

SIX

(In € million)	6 months ended June 30, 2021	6 months ended June 30, 2020
Revenue	17.9	15.4
Operating income / expenses	-23.0	-25.0

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

(In € million)	6 months ended June 30, 2021	12 months ended, 2020
Trade accounts and notes receivables *	119.7	129.5
Trade accounts and notes payables	6.7	5.3
Other current liabilities	2.5	

** Including intermediation activities with Swisskey*

Note 24: Subsequent events

Acquisition of Axepta (Italia)

On July 1, 2021 Worldline announced the signing of a binding agreement for the acquisition of 80% of Axepta Italy, the merchant acquiring entity of BNL banking group in Italy. Founded in 2006, Axepta Italy is the merchant acquiring entity of BNL in Italy and one of the large bank-owned acquirers in the country (c. 200 million acquiring transactions per year).

The key financial impacts of this transaction entity on Worldline consolidated statements are the following:

- Estimated cash-out is c. € 180 million at closing for 80% ownership,
- Additional annual revenue of c. € 50 million.

The closing is expected to be final by the end of 2021 or beginning 2022, subjected to satisfaction of customary conditions.

C.7. Statutory auditor's review report on the half-yearly financial information for the period from January 1 to June 30, 2021

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 condensed half-yearly consolidated financial statements of Worldline, for the period from January 1 to June 30, 2021,
- the verification of the information presented in the half-yearly management report.

Due to the global crisis related to the Covid-19 pandemic, the condensed half-yearly consolidated financial statements of this period have been prepared and reviewed under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of our procedures.

These condensed half-yearly consolidated financial statements are the responsibility of the Board of directors on July 26, 2021. Our role is to express a conclusion on these financial statements based on our review.

I. 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 IFRSs as adopted by the European Union applicable to interim financial information.

II. 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.

Paris-La Défense and Neuilly-sur-Seine, July 27, 2021

The Statutory Auditors

French original signed by

Deloitte & Associés	Grant Thornton
	French member of Grant Thornton International
Véronique Laurent	Virginie Palethorpe

D. APPENDICES

D.1. Contacts

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

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

D.2. Financial calendar

- October 26, 2021 Q3 2021 revenue
- October 27, 2021 Investor Day

E. FULL INDEX

About Worldline

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry and #4 player worldwide. With its global reach and its commitment to innovation, Worldline is the technology partner of choice for merchants, banks and third-party acquirers as well as public transport operators, government agencies and industrial companies in all sectors. Powered by over 20,000 employees in more than 50 countries, Worldline provides its clients with sustainable, trusted and secure solutions across the payment value chain, fostering their business growth wherever they are. Services offered by Worldline in the areas of Merchant Services; Terminals, Solutions & Services; Financial Services and Mobility & e-Transactional Services include domestic and cross-border commercial acquiring, both in-store and online, highly-secure payment transaction processing, a broad portfolio of payment terminals as well as e-ticketing and digital services in the industrial environment. In 2020, Worldline generated a proforma revenue of 4.8 billion euros. worldline.com

Worldline's corporate sense of 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. We make them environmentally friendly, widely accessible and support social transformation.

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