



Universal Registration Document **2021**

Including The Annual Financial Report

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2021 UNIVERSAL REGISTRATION DOCUMENT

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



The French original 2020 Universal Registration Document has been filed on April 25, 2022 with the *Autorité des Marchés Financiers* (AMF) as competent authority under Regulation (EU) 2017/1129 (the "Regulation"), without prior approval pursuant to Article 9 of the Regulation. The Universal Registration Document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary together with any amendments to the Universal Registration Document. All shall be approved by the AMF in accordance with the Regulation. This Universal Registration Document is available on the websites of the AMF (www.amf-france.org) and of Worldline (www.worldline.com).

Disclaimer

By accepting this document, you acknowledge, and agree to be bound by, the following statements. This document is a translation into English of the Universal Registration Document of the Company issued in French and it is available on the website of the Issuer. Copies of the Universal Registration Document, in its original French version, may also be obtained free of charge at Worldline's registered office, Tour Voltaire 80, Paris La Défense, 1, Place des Degrés, 92800 Puteaux, France, as well as on the website of Worldline (www.worldline.com).

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Notes

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

Forward-looking statements

This Universal Registration Document contains statements regarding the prospects and growth strategies of the Group. These statements are sometimes identified by the use of the future or conditional tense, or by the use of forward-looking terms such as “considers”, “envisages”, “believes”, “aims”, “expects”, “intends”, “should”, “anticipates”, “estimates”, “thinks”, “wishes” and “might”, or, if applicable, the negative form of such terms and similar expressions or similar terminology. Such information is not historical in nature and should not be interpreted as a guarantee of future performance. Such information is based on data, assumptions, and estimates that the Group considers reasonable. Such information is subject to change or modification based on uncertainties in the economic, financial, competitive or regulatory environments. This information is contained in several sections of this Universal Registration Document and includes statements relating to the Group’s intentions, estimates and targets with respect to its markets, strategies, growth, results of operations, financial situation, and liquidity. The Group’s forward looking statements speak only as of the date of this Registration Document. Absent any applicable legal or regulatory requirements, the Group expressly disclaims any obligation to release any updates to any forward looking statements contained in this Registration Document to reflect any change in its expectations or any change in events, conditions or circumstances, on which any forward looking statement contained in this Universal Registration Document is based. The Group operates in a competitive and rapidly evolving environment; it is therefore unable to anticipate all risks, uncertainties or other factors that may affect its business, their potential impact on its business or the extent to which the occurrence of a risk or combination of risks could have significantly different results from those set out in any forward-looking statements, it being noted that such forward-looking statements do not constitute a guarantee of actual results.

Information incorporated by reference

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

- The consolidated accounts for the year ended December 31, 2020 under IFRS as adopted by the European Union;
- The related Statutory Auditors’ report; and
- The related Group management report;

presented within the 2019 Registration Document (“Document d’Enregistrement Universel”) n° D.20-0411 filed with the Autorité des Marchés Financiers (AMF) on April 29, 2020.

- The consolidated accounts for the year ended December 31, 2019 under IFRS as adopted by the European Union;
- The related Statutory Auditors’ report; and
- The related Group management report;

presented within the 2020 universal Registration Document (“Document d’Enregistrement Universel”) n° D.20-0411 filed with the Autorité des Marchés Financiers (AMF) on April 29, 2020.

Information from third parties, expert certifications and interest declarations

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

Information on the Market and Competitive Environment

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

Risk Factors

Investors should carefully consider the risk factors in Chapter F, “Risk analysis”. The occurrence of all or any of these risks could have an adverse effect on the Group’s business, reputation, results of operation, financial condition or prospects. Furthermore, additional risks that have not yet been identified or that are not considered material by the Group at the date of the visa on this Registration Document could produce adverse effects

Glossary

A glossary defining certain technical terms used in this Registration Document can be found in Chapter H.

Global Reporting Initiative («GRI»)

[GRI 102-54] Claims of reporting in accordance with the GRI Standards

Since Worldline is a member of the Global Reporting Initiative (“GRI”) of references to the GRI disclosure labels have been inserted at the relevant sections of this Universal Registration Document using the format [GRI-x]. These references follow the structure of the GRI Content Index presented in the Worldline CSR report, and allow identifying GRI Standards and Specific disclosures in the Universal Registration Document and CSR.

More information about the Content Index Table that establishes a cohesive approach between Worldline’s initiatives, our contribution to the SDGs and the GRI standards can be found at <https://worldline.com/en/home/about-us/our-commitment.html>.

This report has been prepared in accordance with the GRI Standards: “Comprehensive option”.



Group overview

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Group overview

Business profile

A.1 Business profile [GRI 102-1] [GRI 102-2] [GRI 102-7]

Worldline is a global leader in the payments industry and is at the forefront of the digital revolution that is shaping new ways of paying, living, doing business and building relationships.

Worldline's solutions ensure secure payments and trusted transactional services along the entire payments value chain, enabling sustainable economic growth. The Group provides an extensive range of merchant acquiring, payment processing and business solutions to financial institutions, merchants, corporations and government agencies. Its continuously growing portfolio of solutions is environmentally friendly and supports trust and social transformation.

Worldline builds long-term partnerships with its customers and provides solutions that help them increase the trust of their end-user customers. The Group typically delivers services under long-term contracts where it receives fees for the initial implementation of the solution as well as recurring revenue over the life of the agreement based on transaction volumes or values. With a strong culture of innovation, Worldline helps clients anticipate the future, seize new opportunities and navigate their challenges with confidence.

Worldline operates in more than 50 countries. As a result of its acquisition of Ingenico in 2020, the Group has exceptional reach in Continental Europe, including a leadership position in Germany, a strong footprint in the Nordics and unrivalled access to French banks and merchants, in addition to its established leadership positions in Benelux, Switzerland and Austria. The acquisition of Ingenico also enhanced Worldline's access to the US market and increased its exposure to merchants in Latin American and Asia-Pacific countries.

As at December 31, 2021 Worldline employed c. 17,000 staff worldwide (excluding c. 3,800 staff for TSS). In the year it generated total revenues of € 3.7 billion, OMDA of € 933 million and Free Cash Flow of € 407 million.

Worldline's vision is to enable sustainable economic growth and reinforce trust and security in our societies. Its Global Business Lines (GBLs) work together to drive transformation across the payments landscape to create sustainable value for its clients, investors, employees and for all its stakeholders.

- The **Merchant Services** GBL offers a unique combination of payment, digital and transactional expertise across Europe and has a global reach. It enables merchants to increase their sales and enhance their customers' experience, in a secure and trusted environment. Covering the full retail value chain, online, in-store and omnichannel,

this GBL is powering the global transition towards a cashless economy;

- The **Financial Services** GBL is the pan-European leader in financial processing. Financial institutions rely on its expertise to deploy transformative technologies, manage risk and fraud, optimise processes and ensure operational excellence. Investing extensively in innovative solutions for payments and transactions, this GBL enables banks to anticipate regulatory changes and transform their business models to make the most of the opportunities of the future;
- The **Mobility & e-Transactional Services** GBL goes beyond traditional payment transactions and brings Worldline's expertise in payment and regulation into new markets. Spanning products and services as diverse as trusted digitisation for regulated sectors, IoT, digital ticketing and contact centres, this GBL empowers clients to comply with regulations, secure their transactions and reinvent their customer engagement for the digital future.

The activities of these three business lines are described in detail in Section C.

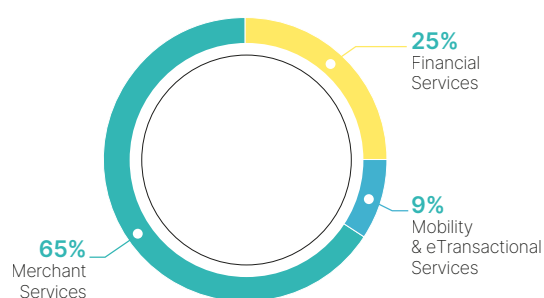
In addition, Worldline delivers world-class terminals solutions & services to banks & acquirers through the TSS Global Business Line ("**Terminals, Solutions & Services**"). Focusing on offering new channels and customised software solutions suited to market needs, the GBL enables the ecosystem for the new world of payments acceptance, leveraging the Group's expertise in hardware, software and related services to transform the consumer experience. Following the strategic review of this activity, the Board of Directors approved the strategy to divest TSS, so it can pursue an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL is accounted for under IFRS 5 as discontinued operations. On February 18, 2022, Worldline entered into exclusive talks with the Apollo Funds on the basis of a binding offer for the purchase of 100% of the shares of TSS. The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

The Group operates its business through a unified worldwide strategy for carrying out contracts aimed at maximising economies of scale by leveraging a combination of standard processes and tools, shared best practices and efficient use of global resources to deliver high quality services at competitive prices.

A.2 Revenue profile [GRI 102-6] [GRI 201-1]

A.2.1 By Global Business Line

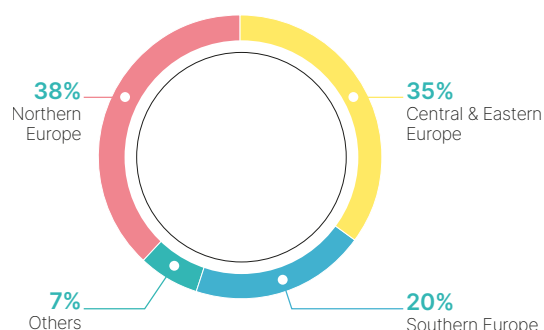
Following the acquisition of SIX Payment Services at the end of 2018 and Ingenico at the end of 2020, Merchant Services is the largest Global Business Line of the Group, representing 65% of the Group 2021 revenue. 25% of the annual revenue was generated through Financial Services contracts, and 9% by Mobility & e-Transactional Services solutions.



(In € million)	2021 revenue
Merchant Services	2,416
Financial Services	927
Mobility & e-Transactional Services	347
Worldline	3,689

A.2.2 By geographic areas [GRI 102-4]

Europe is the Group's main operational base, generating more than 90% of total revenue in 2021.



(In € million)	2021 revenue
Northern Europe	1,385
Central & Eastern Europe	1,297
Southern Europe	739
Others	269
Worldline	3,689



Group overview

Message from Gilles Grapinet

A.3 Message from Gilles Grapinet [GRI 102-1] [GRI 102-14]

Dear Madam, Dear Sir, Dear shareholders,

In a year when the Covid-19 pandemic continued to create uncertainty and pose challenges, 2021 saw Worldline confirm the robustness of our business model, the dedication of our talented workforce and our ability to grow, innovate and create value for stakeholders.

We delivered a remarkable, high-quality operational performance, ensuring full business continuity, and bringing to fruition a series of major projects across all our business lines.

Despite volatile business conditions, we achieved all our financial targets for the year and made significant progress on our strategic agenda. 2021 was the first year of our integration of Ingenico and we took full advantage of our Day One readiness approach to acquisitions, creating positive momentum and generating synergies fully in line with expectations.

We also made solid advances in expanding our strategic presence in key geographies. The acquisitions in Greece of Cardlink and 80% of the merchant acquiring activities of Eurobank create opportunities for Worldline to expand its Merchant Services business in this fast-growing market. We formed strategic partnerships in Italy, acquiring BNL's merchant-acquiring services (Axepta), and in the Nordics through the acquisition of Handelsbanken's card acquiring activities.

From an operational standpoint, our Merchant Services and Financial Services global business lines delivered robust growth despite Covid related restrictions. This reflects both the widespread and rapid shift towards digital payments as well as our strong positioning following the acquisition of Ingenico. Our Mobility & e-Transactional Services revenues increased substantially, thanks to a number of major projects and the recovery of the public transport sector.

Following the approval of Worldline's Board of Directors to divest TSS in October 2021 and after conducting a rigorous process over several months, we have signed an agreement with Apollo, a highly renowned and successful global investment firm, that offers to take-over the future development of our payment terminal activity and its teams. This contemplated transaction, triggered in the best interest of TSS, will simplify our group structure, further increase our focus on our core activities and massively deleverage our balance sheet allowing the acceleration of our next strategic developments.

In line with the Worldline Group's commitment to governance, the Board of Directors appointed Bernard Bourigeaud as Chairman in October 2021. I extend a warm welcome to Bernard who has been an independent Director on the Board since October 2020 and is the former Chairman of Ingenico.

At our Investor Day we unveiled a three-year strategic plan, sharing our vision establishing Worldline as a premium global Paytech at the heart of the European payment ecosystem. With the largest portfolio of merchants in Europe, we have a clear technology and innovation roadmap to leverage our scale and accelerate growth and profitability, increasing our market share and rolling out new solutions for merchants of all sizes. As the largest payment processor in Europe, we aim to become the partner of choice for banks heading into the era of open banking, instant payments and digital-first services.

Innovation is key to supporting these ambitions. We are ramping up investment in our core platforms, moving to cloud, and developing an open innovation model with an API strategy to connect to other innovators, such as providers of solutions for crypto, Buy Now, Pay Later, and open banking.

Our substantial investments in innovation led to the launch in 2021 of new products including our white label Scan & Pay self-checkout solution for merchants, and WL Account-Based Payments, our account-to-account payment offering that enables online businesses to launch their own custom-branded payment method.

Corporate Social Responsibility (CSR) is an integral part of our three-year plan and our long-term strategic vision: our ambition is to be a driver for sustainable change and remain the undisputed leader of CSR in the payment sector. We received confirmation of our leadership in CSR in 2021 from independent rating agencies such as CDP and Moody's, for our performance on climate change and the environment respectively. We were named a European Top Employer by the Top Employers Institute in 9 countries (France, Germany, Belgium, Switzerland, Netherlands, Austria, Poland, India, New Zealand) and as a Great Place to Work® in 13 countries, including in Chile, China, Taiwan, Czech Republic, Argentina, Australia, Brazil and Canada.

To accelerate our progress, we launched our TRUST 2025 transformation programme, including far-reaching commitments such as reducing our carbon emissions by 25% by 2025 and nearly doubling the training time for our employees.

Our new brand identity opens an exciting chapter in our story as a vibrant global digital payments player, while our ONE Worldline programme will ensure our workforce is equipped with skills and processes to act with agility to take our company to the next level. Worldline is well-placed for further significant growth, and this creates tremendous possibilities for long term careers where highly skilled and ambitious people can dare to dream.

As the first year of our new strategic plan, 2022 will see acceleration for Worldline as we follow a clear strategy to shape the future of payments.

In 2022 we will:

- increase our investments in cutting-edge technologies, particularly in our platforms and technology stacks;
- expand our open-innovation model with partners, enriching our portfolio and creating new value for merchants and banks; and
- extend our geographical reach through M&A and strategic partnerships focused on banks.

A transformed Worldline, in a dynamic market at the heart of Europe, will become a trusted global Paytech leader. We are in pole position and in 2022 we will move faster than ever before to deliver exceptional value for all our stakeholders.

Gilles Grapinet

Chief Executive Officer

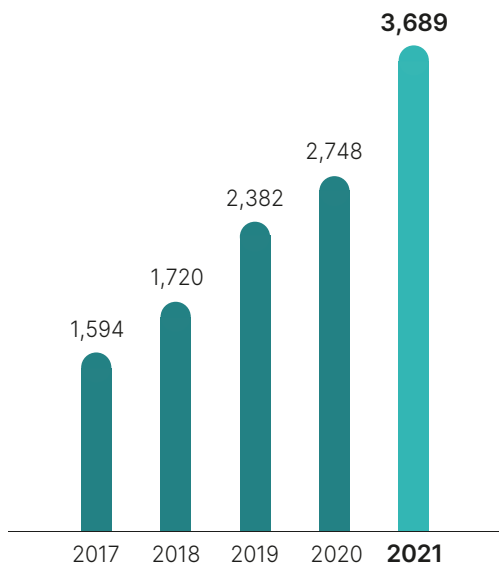
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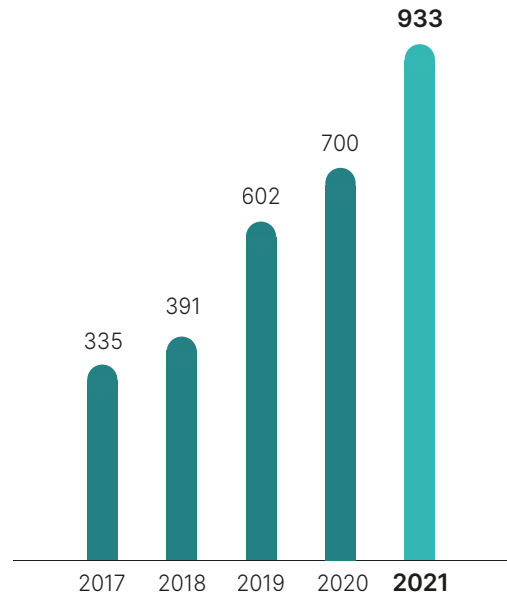
A.4 Worldline in 2021 [GRI 102-7]

A.4.1 Key graphs

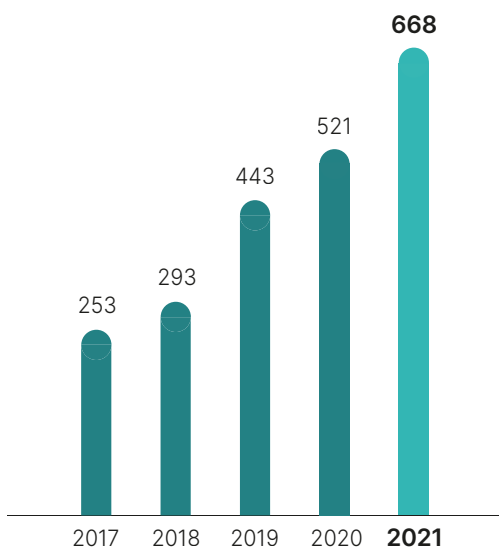
5-years revenue evolution (in € million)



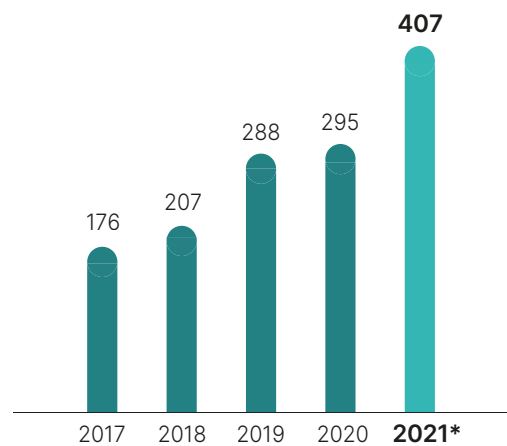
5-years OMDA evolution (in € million)



5-years operating margin evolution (in € million)

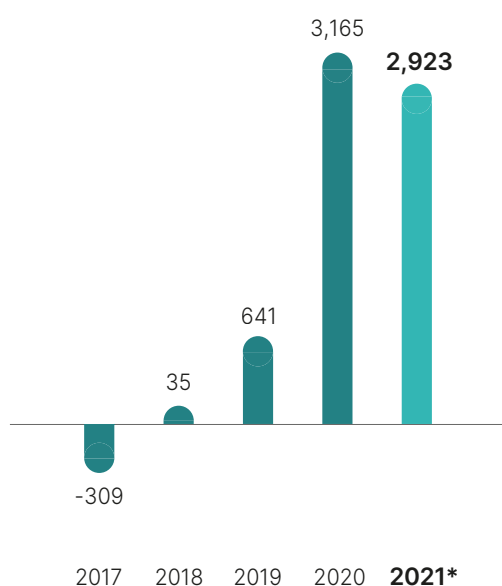


5-years free cash flow evolution (in € million)



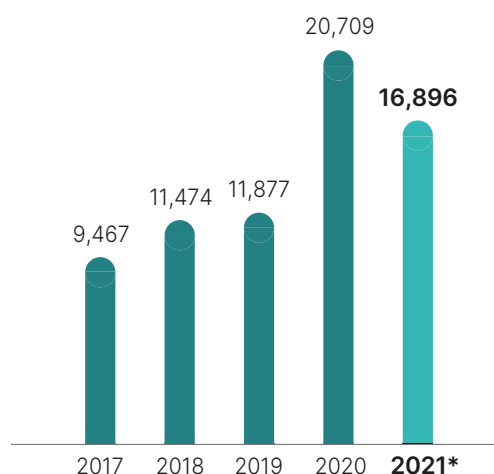
**From continued operations*

5-years net debt evolution (in € million)



*Before IFRS 5

5-years employee evolution



*Excluding 3,815 headcounts of TSS

A.4.2 Key achievements in 2021

January

In recognition of its long-term commitment to exemplary managerial and people practices within the company, **Worldline is awarded the European Top Employer 2021 certification by the Top Employers Institute.** With local certifications in Belgium, Poland, Austria, Germany and the Netherlands, Worldline's certification as a European Top Employer reflects its rigorous efforts in deploying a responsible employer strategy. Being part of the community of European Top Employers will significantly enhance Worldline's visibility as an attractive company to work for.

Worldline partners with Gold Global SA to launch the "DaVinci Gold" token, a physical gold purchasing solution based on Worldline's new stablecoins infrastructure. The initiative allows consumers to buy, save and sell genuine physical gold coins or 24-carat hallmarked bullion in a simple and secure way. This strategic co-operation further expands the capability of Worldline's Digital Asset Management (DAM) platform and will assist towards fulfilling the company's goals to be at the forefront of stablecoins and blockchain technology.

As one of the founding members the European Digital Payments Industry Alliance (EDPIA), Worldline is committed to building support across Europe for the completion of the Digital Single Market for the benefit of consumers, businesses and the public sector. **EDPIA welcomes three new members: Aircash, Buckaroo and HiPay,** from Croatia, the Netherlands and France respectively. The expanded membership brings added strength and diversity to EDPIA's voice and contributes to the understanding and development of a vibrant European digital payments industry.

February

Worldline announces a strategic collaboration between its Ingenico brand and Klarna, a leading Buy now, Pay later payments and shopping service. The agreement sees Klarna included in the Worldline payment platform, and their online payment solutions being made available to Worldline's European merchants. Offering a broader choice of popular payment methods will help merchants increase their conversion rates, provide a better online shopping experience for consumers, and further Worldline's mission to support merchants on their way to efficient growth.



Group overview

Worldline in 2021

March

In its bid to remain the undisputed leader of CSR in the payments sector, **Worldline is proud to receive another first-class score in the 2021 evaluation by Gaïa Rating**, the extra-financial rating agency. According to Gaïa Rating's ESG (Environment, Social, Governance) evaluation, Worldline has improved its Corporate Social Responsibility performance by 6 points over the past three years (88/100 in 2021). Through these consistent improvements, Gaïa Rating places Worldline among the top five businesses in France, recognised for its responsible and sustainable practices.

Worldline supports PSA Payment Services Austria GmbH's quest to roll out one of the most advanced payment ecosystems in Europe. Worldline will act as PSA's technical clearing and settlement partner for domestic and international interbank payments in Austria, bringing to bear the expertise Worldline has gained from running several national clearing houses, including those in the Netherlands, Aruba and Curacao. Building on their long-standing collaboration of working together at the heart of Austria's payment system, PSA and Worldline are now laying the groundwork for a new real-time payment platform for instant, secure and device-independent payments across Austria.

May

Worldline acquires Cardlink, the leading network services provider in Greece. The acquisition of 92.5% of Cardlink, partnering with its CEO who retains 7.5% ownership, gives Worldline the strategic opportunity to expand its Merchant Services business in the promising Greek market with unique access to the leading local payment acceptance network. The new ownership will see Worldline serving approximately 243,000 merchants and managing 500 million transactions per year in Greece. The acquisition was completed in September 2021.

The 2021 Combined General Meeting of Worldline takes place, with shareholders participating remotely. In response to the exceptional context of the Covid-19 pandemic, meeting arrangements are adjusted to enable all shareholders to participate remotely in this key event in Worldline's corporate agenda.

June

Worldline demonstrates long-term commitment to Corporate Social Responsibility with the launch of TRUST 2025. The new ambitious five-year roadmap aims to deliver far-reaching transformation and acts as a catalyst for sustainable change. Building on the success of Worldline's previous TRUST 2020 programme, TRUST 2025 envisages actions to implement Worldline's company purpose in practical terms. The new programme is also fully aligned with Worldline's overall strategy and addresses six major CSR challenges: business, employees, ethics, value chain, environment and local communities.

Worldline teams up with Microsoft to futureproof online businesses against fraud. The partnership will see the integration of Microsoft's Dynamics 365 Fraud Protection into Worldline's digital commerce payments suite. The specialised solution combines advanced adaptive AI (artificial intelligence) with a global fraud protection network spanning millions of users, to help businesses combat criminal and friendly fraud, while maximising profits.

Worldline intensifies its community engagement efforts by encouraging users to make donations via its payment solutions. Worldline's range of payment terminal solutions give consumers an easy and secure way of making donations and provide a valuable new income stream for community charities and organisations. In 2020, donations of more than €339 million were made using Worldline brand Ingenico's payment terminals. Worldline will encourage, facilitate and ensure the security of donations via its solutions, giving consumers the opportunity, as part of their day-to-day lives, to support projects that benefit the community as a whole.

Worldline launches full service omnichannel payments offering for hospitality industry. The WL Hospitality Suite will increase convenience and enhance the hotel experience for guests whilst improving user experience and efficiency for staff. The comprehensive offering, which includes a range of cloud-based payment capabilities integrated into hotels' property management systems, provides a single point of contact for all payment and integration services, creating a unique customer experience for their guests and staff.

July

Worldline secures a strategic partnership with BNL in merchant acquiring in Italy. The partnership with BNL banking group through the acquisition of 80% of Axepta Italy is a further significant development in Worldline's consolidation strategy, extending its Merchant Services activities in Southern Europe and offering attractive growth opportunities to distribute Worldline's payment products and services by leveraging BNL's network of customers. The acquisition was completed in January 2022.

Worldline announces the acquisition of Handelsbanken's card-acquiring activities in the Nordics. Combined with earlier acquisitions in the year of Cardlink (Greece) and Axepta (Italy), this latest acquisition will give Worldline unique Merchant Services scale and reach in the European acquiring and acceptance market. Handelsbanken serves over 20,000 merchants in the Nordic region, with a high-quality diversified merchant portfolio and a long-term merchant relationship with a leading Nordic bank. The acquisition was completed in October 2021.

September

Worldline unveils new brand identity – a clear focus on trust and sustainability for the future of payments. With its global footprint and dedication to reliability, innovation and sustainability, Worldline is focussed on accelerating the development of a trusted payments industry and further shaping the future of payments in Europe. To reflect this, Worldline's brands will operate under one global Worldline brand – a renewed and distinctive identity that encapsulates the company's commitment to delivering trusted and sustainable solutions for the benefit of all its customers and the wider societies that it serves.

Worldline and Bitcoin Suisse launch WL Crypto Payments in Switzerland. 85,000 merchants in Switzerland can now offer omnichannel crypto payments through seamless integration in the Worldline payment infrastructure powered by Bitcoin Suisse, the Swiss market leader in crypto-financial services. Merchants in the Worldline network can let their customers pay in Bitcoin and Ether as easily as with other traditional payment options. The venture is another step in Worldline's mission to bring tangible value to merchants across the globe and to facilitate smooth and modern payments in all the markets it operates in.

October

Worldline shares its insights for Payments Experience trends in 2030 with publication of the *"Navigating Digital Payments"* report, outlining its vision for how payments may look in 2030, based on analysis and predictions of future payment trends. The study includes professional views from leading scientific experts who share their visions for the future of payments and anticipate key trends that will drive innovation in the sector.

Worldline partners with Livescale to boost the global adoption of 'live shopping' and 'in-video checkout'. Together Worldline and Livescale will offer an embedded commerce solution with seamless in-video checkout capabilities across social media and websites, which will support 150 online payment methods so shoppers can pay as they like. The partnership combines Livescale's embeddable Live Shopping software with Worldline's connected checkout functionality. The distinctive in-video check out feature allows consumers to complete the payment for their purchase seamlessly while staying in the live video experience and will increase transaction volumes and facilitate greater customer engagement.

Worldline presents its 2024 vision and its financial ambition for the 2022-2024 period at the occasion of an Investor Day held on October 27, 2021. Taking the full advantage of its European identity and associated competitive differentiators, the Group is committed to establish itself as a premium global Paytech. This three-year vision reflects the Group unrivaled position, value proposition, scale and reach across the full payment value chain. This has been achieved thanks to the successful transformation journey since IPO in 2014 with the

creation of a real pan-European leader with a solid growth creating sustainable value to all our stakeholders.

Leveraging the unique position created over the years at the heart of the European payment ecosystem, Worldline will rely in particular on the unique market positioning of its two main Global Business Lines while accelerating its investment in the Group technology stack to take advantage of the very favorable post-covid digital payment market.

The Group's single entry-point positioning for both merchants and banks, supported by its open-innovation expertise, will contribute alongside the multiple growth engines of Worldline to the acceleration of the organic growth of the Group towards the double-digit territory. Coupled with a strong operating leverage and the execution of all integration and synergy plans, it will boost Worldline's profitability to trend towards 30%. Being the leading European consolidator, Worldline will also keep a strong focus on M&A and growth-enhancing acquisition opportunities and leverage its recognized track-record and repeatable integration playbook.

November

Worldline is transforming how international online merchants do business in India, by offering a new full-service cross-border solution suite. Developed to suit the needs of businesses who are looking to expand or optimise their e-commerce in India, the new solution will introduce access to a suite of payment methods to global and cross-border merchants that cater fully to the needs and preferences of Indian consumers. Deploying its deep understanding of the Indian regulatory and payments environment and local consumer behaviour, this unique solution opens opportunities in the fast-growing Indian digital commerce space for international businesses.

December

Worldline's commitment and continuous efforts to tackle climate change are recognised with a prestigious 'A' score by the global environmental reference ratings body CDP. This third assessment acknowledges Worldline's leadership actions to cut greenhouse gas emissions, mitigate climate risks and develop the low-carbon economy.

Worldline signs a strategic partnership with Eurobank in merchant acquiring in Greece. Eurobank is one of the main acquirers in Greece with a c. 20% market share and a portfolio of 123,000 directly owned merchants. The acquisition of 80% of Eurobank's Merchant Acquiring activities is supported by a long-term commercial partnership, giving Worldline a leading position in the dynamic Greek market with the opportunity for high growth from potential synergies, in particular from combining Eurobank Merchant Acquiring activities with the Cardlink acceptance network. The completion of the transaction is planned in Q2 2022.



A.5 Group presentation [GRI 102-1] [GRI 102-3] [GRI 102-6]

A.5.1 Formation of the Company [GRI 102-10] [GRI 102-45]

Worldline's origins

The origins of Worldline's business date back to 1973, when Sligos, a company formed in 1972 and majority-owned by Crédit Lyonnais, was awarded the first contract to process card-based banking transactions at the time that the Carte Bleue credit card system was being implemented in France.

The Axime group was established in 1991 and became a major player in the rapidly consolidating information technology services industry. (*sociétés de services en ingénierie informatique*, or "SSI"). The Axime group resulted from the merger of (i) SEGIN (electronic banking, telematics); (ii) SITB (banking and financial market transaction management); and (iii) SODINFORG (later renamed SEGIN) (electronic banking and personalisation of payment support).

In 1997, Atos was created through Axime's merger with Sligos. Worldline's activities initially arose out of these two entities. Axime's electronic banking and processing division and Sligos' payment and electronic banking activities division were then contributed to Atos Services, later renamed Atos Origin Services.

On 31 December, 2003, Atos Origin Services became Atos Worldline when the various Atos Origin businesses relating to payment and electronic transactional services were merged. At that time, Atos Worldline operated primarily in France and in Germany, becoming a leader in high-tech transactional services or HTTS.

In the United Kingdom, Worldline's presence in transactional activities, in particular relating to private label cards for the hotel and petrol sectors, resulted from the 2000 merger with Origin. Atos Origin's 2004 acquisition of the bulk of SchlumbergerSema's information services business further strengthened its transportation (primarily railway) business.

In 2006, Atos Worldline extended its scope of activity in Belgium by acquiring Banksys and Bank Card Company (BCC), companies specialising in payment solutions and systems, thereby becoming a major player in the Belgian payments market, in particular through its role as operator of the Bancontact payment scheme.

From 2009, the Atos group's payment services strategy consisted in deploying its HTTS business internationally, initially in Europe – in particular in Germany, Belgium, Spain, the Netherlands, and the United Kingdom – and later in Asia. The Atos group leveraged its established presence in traditional IT services to organically develop its HTTS business, while also growing through acquisitions, such as the 2010 acquisitions of Shere Ltd., a UK solutions provider, and Venture Infotek, an independent player in the Indian market and a payment sector leader. The acquisition of Venture Infotek strengthened the Atos Group's core payment services business and enabled it to penetrate one of the fastest-growing payment markets in the world. Atos also expanded its HTTS services in the Asia-Pacific region.

In July 2011, Atos acquired Siemens IT Solutions and Services (SIS). Through this transaction, Worldline acquired SIS's Mobility & e-Transactional Services business ("MeTS") in the United Kingdom, Chile and Argentina. With the 2012 acquisition of the Dutch company Quality Equipment BV, which had been a commercial partner for fifteen years, Worldline acquired a key player in the Dutch electronic payment market, in particular in the retail, restaurant and parking sectors.

Spin-off from Atos and Initial Public Offering (2014)

After announcing in February 2013 its intention to spin-off all of its electronic payment and transactional services activities into a single subsidiary named Worldline, Atos confirmed in July 2013 that it had completed the project.

Worldline completed its Initial Public Offering (IPO) in June 2014 and the first listing of Worldline's shares on Euronext Paris occurred on 27 June, 2014. Following the IPO, all entities of Worldline removed the reference to Atos in their corporate names.

Creation of equensWorldline and acquisition of Paysquare (2016 and 2019)

Worldline finalised on 30 September, 2016 an agreement with the Equens group which reinforced Worldline's leadership in payment services in Europe. This transaction provided the enlarged Worldline with an extensive pan-European reach, strong market positions and a significant commercial presence in key countries (France, Belgium, The Netherlands, Germany, Italy, and the Nordics). This transaction was structured in two steps:

- A share transaction for the financial processing activities, through a merger of the respective activities of the two groups in Europe to create "equensWorldline", which was 63.6% controlled by Worldline and 36.4% by the former shareholders of Equens;
- The acquisition of Paysquare, the commercial acquiring subsidiary of Equens.

In September 2019, Worldline finalised the acquisition of Equens by exercising its call option on the 36.4% stake held by the minority shareholders of equensWorldline.

Acquisitions of Cataps / KB Smartpay, First Data Baltics, Digital River World Payments, MRL Postnet and Diamis (2017)

Worldline's strategy of becoming an active industrial consolidator within the European payment market and globally was reinforced in 2017 with:

- The acquisition of Cataps s.r.o. (operating under the brand KB SmartPay), the commercial acquiring subsidiary of Komerční Banka (KB), a subsidiary of the Société Générale group and one of the leading banks in the Czech Republic;
- The acquisition of First Data's subsidiaries in Lithuania, Latvia and Estonia. The business was the leading financial processor in the Baltics, providing services to the main Baltic banking groups and also to some banks in the wider Nordic region;

- The acquisition of Digital River World Payments (DRWP), a leading online global payment service provider;
- The acquisition of payment service provider MRL Posnet, operating an innovative terminal management platform on behalf of 18 Indian banks;
- The acquisition of Diamis, the provider of the Cristal software that is used by many leading European banks to manage SEPA and domestic mass payments as well as the intra-day liquidity for interbank payments and securities trading.

Acquisition of SIX Payment Services (2018)

On 30 November, 2018 Worldline finalised the acquisition of SIX Payment Services from SIX Group AG. Through this strategic partnership, Worldline materially strengthened its European leadership position with:

- Circa +30% revenue increase;
- Circa +65% increase in Merchant Services business attaining over €1 billion annual revenue on a pro forma basis;
- New n°1 positions in the payment markets of Switzerland, Austria and Luxembourg, as well as a major reinforcement in Germany. As the transaction was mostly paid in shares, SIX Group AG became a 27% shareholder of Worldline.

Deconsolidation from Atos (2019)

Since May 2019, following the distribution in kind by Atos SE shareholders of c. 23.5% of the shares making up Worldline's share capital, Worldline has no longer been consolidated within the Atos group.

Following additional transactions by Atos with Worldline shares completed in October 2019 and February 2020, Atos currently holds c. 2.5% of Worldline share capital backing Atos bonds exchangeable into Worldline shares. In the event of the exchange in full of the bonds, Atos would no longer hold any Worldline shares or voting rights.



Creation of Europe's new world-class leader in payment services: acquisition of Ingenico (2020)

Worldline and Ingenico Group SA announced on 3 February, 2020 that their respective Boards of Directors had unanimously approved a business combination agreement as a result of which Worldline would launch a tender offer for all Ingenico shares as well as outstanding OCEANES.

Closing on 28 October, 2020 after the success of Worldline's friendly tender offer, this transaction combined two premier companies to create the world's number four player in payment services with c. 20,000 employees and a physical presence in approximately 50 countries.

As part of the clearance from the European Commission for this transaction, Worldline committed to divest part of Ingenico's merchant acquiring business. On November 1, 2021 Ingenico POS acquiring activities in Austria which operated through PAYONE were sold to an affiliate of Global Payments and Worldline's POS acquiring activities in Belgium and Luxembourg were sold to Axepta BNP Paribas Benelux.

Major strategic commercial acquiring alliance with ANZ Bank in Australia

Further afield, Worldline announced in December 2020 its intention to create a major commercial acquiring alliance with ANZ bank, the third largest acquirer in Australia with a c. 20% share of transaction volumes. Worldline will own a controlling stake (51%) in ANZ's merchant acquiring business. The transaction was completed on March 31, 2022..

2021: a year of growth and business dynamic: Acquisitions of Cardlink, Axepta Italy, Handelsbanken's card-acquiring business, and Eurobank merchant acquiring activities

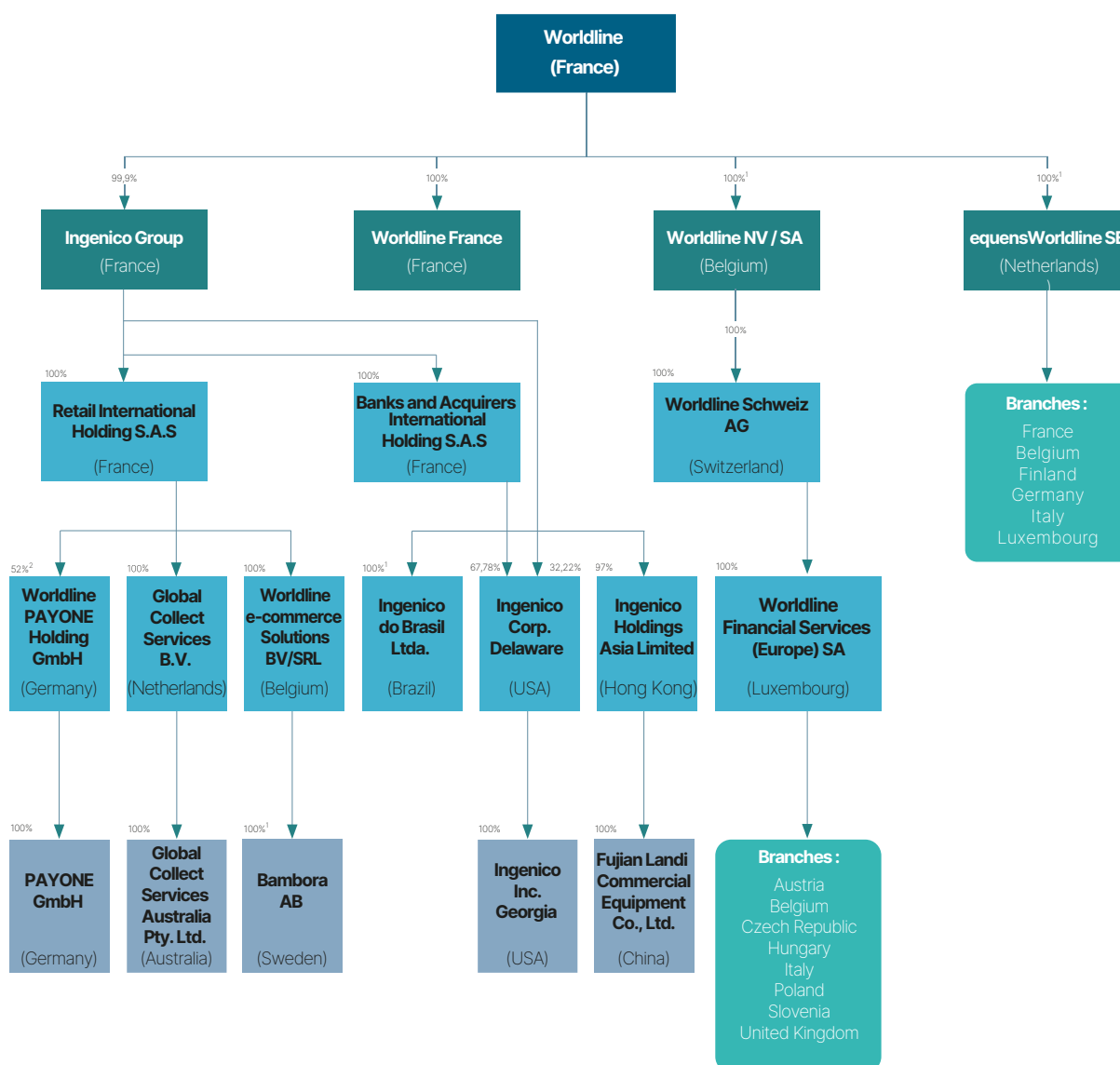
Making the most of its financial flexibility and its proven integration playbook, Worldline continued to pursue market consolidation in Europe and beyond in 2021 through:

- the acquisition of Cardlink, the leading network services provider in Greece, giving Worldline the strategic opportunity to expand its Merchant Services business with unique access to the leading local payment acceptance network;
- a strategic partnership with BNL banking group to acquire 80% of Axepta Italy, which handles BNL's merchant acquiring services;
- the acquisition of Handelsbanken's card-acquiring activities in the Nordic region;
- the acquisition of 80% of the merchant acquiring activities of Eurobank, one of the main acquirers in Greece with c. 20% market share. The combination of this joint venture with the acquisition of Cardlink will provide a strong end-to-end value proposition to merchants, covering the needs of retailers of all sizes. The completion of the transaction is planned in Q2 2022.

Value-creative consolidation is a key feature of Worldline's strategic roadmap for 2022-2024. As the European leader in payments, Worldline will continue to expand its geographic footprint, reinforce its innovation portfolio and be ready to capture medium and large-sized opportunities from banks and payment players.

A.5.2 Simplified organizational chart [GRI 102-4]

The organizational chart below shows the Group's simplified ownership structure as of December 31, 2021. Unless otherwise indicated, the percentage of ownership equals the percentage of voting rights.



(1) Directly and indirectly

(2) Included in c. 60% indirectly held by Worldline SA



A.5.3 Subsidiaries and participation [GRI 102-4]

A.5.3.1 Important Subsidiaries

The Company's principal direct and indirect subsidiaries are described below. None of the Company's subsidiaries is a listed company.

Worldline France SAS is a simplified joint stock company (*société par actions simplifiée*) incorporated and existing under the laws of France with a share capital of € 58,061,383.17 having its registered office at 1, Place des Degrés - Tour Voltaire - 92800 Puteaux, France and registered with the Registry of Trade and Companies of Nanterre under number 509 750 105. Since July 1, 2021, Worldline France carries out operational and commercial businesses, as well as their related back office functions previously carried out by Worldline SA and contributed to Worldline France. The Company holds 100% of Worldline France SAS' share capital.

PAYONE GmbH is a limited liability company incorporated and existing under the laws of Germany with a share capital of € 33,160, having its registered office at Lyoner Strasse 9, 60528, Frankfurt am Main, Germany and registered with the Commercial Register at the District Court under number HRB 116860. The Company holds indirectly circa 60% of PAYONE GmbH. The remainder of the share capital is held by Deutscher Sparkassen Verlag. PAYONE GmbH's main business activity consists of acquiring (Girocard, international card schemes and APM), instore and online gateway (PSP), acting under Payment Institution License (EU Payment Service Directive 2 (PSD2)) and with the respective German Act for the Supervision of Payment Services, regulated and supervised by Bundesanstalt für Finanzdienstleistungsaufsicht (Federal Financial Supervisory Authority) as well as the Financial Conduct Authority in the UK for its UK business activities under the Temporary Permission Regime.

Worldline Schweiz AG (previously named SIX Payment Services AG) is a corporation (*Aktiengesellschaft*) incorporated and existing under the laws of Switzerland with a share capital of CHF 8,659,000, having its registered office at Hardturmstrasse 201, CH-8005 Zurich, Switzerland, and registered with the commercial register of the Canton of Zurich under number CHE 105.855.222. The Company holds indirectly 100% of Worldline Schweiz AG's share capital. Worldline Schweiz AG's main business activity consists of rendering of payment services.

Global Collect Services BV is a corporation incorporated and existing under the laws of Netherlands with a share capital of € 2,000,000 having its registered office at Neptunusstraat 41-63, 2132JA Hoofddorp, Netherlands and registered with the Chamber of commerce of the Netherlands under number 34140462. The Company holds indirectly 99.9% of Global Collect Services BV. Global Collect Services BV's main business activity is the supply of fully integrated online payment services.

Worldline NV/SA is a limited liability corporation (*société anonyme*) incorporated and existing under the laws of Belgium with a share capital of € 206,249,150.58. Its registered office is located at chaussée de Haecht 1442, 1130 Brussels, Belgium, and it is registered with the Belgian Trade Registry under number BE 0418.547.872. The Company directly and indirectly holds 100% of Worldline NV/SA's share capital and voting rights (99.99% is held directly by the Company, with Worldline Participation 1 SA, a wholly-owned subsidiary of the Company, holding one share). Worldline NV/SA's main business activity is designing, producing and operating IT products relating in particular to payment systems and payment-system management, developing and marketing of e-Commerce solutions, monitoring physical access and logistics, electronic payments, and loyalty programs.

Fujian Landi Commercial Equipment Co., Ltd is a limited liability company incorporated and existing under the laws of China with a share capital of CNY 140,625,000, having its registered office at Building 17, Section A, Fuzhou Software Park, No 89 Software Road, Gulou District, Fuzhou, Fujian 350002, People's Republic of China, registered with the State Administration of Market Regulation of Fujian with current Unify Social Credit Code: 91350000782189177W. The Company holds indirectly 99.9% of Fujian Landi Commercial Equipment Co., Ltd's share capital. Fujian Landi Commercial Equipment Co., Ltd's main business activity is designing, manufacturing and selling of Smart payment terminals (hardware) and connected software and related services.

Worldline Financial Services (Europe) SA (previously named SIX Payment Services (Europe) SA) is a limited liability corporation (*société anonyme*) incorporated and existing under the laws of the Grand Duchy of Luxembourg with a share capital of € 1,820,002 having its registered office at 10 rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B 144087. The Company holds indirectly 100% of Worldline Financial Services (Europe) SA's share capital. Worldline Financial Services (Europe) SA's main activity is development promotion in the payment services industry such as, among others, card processing, card issuing, card acquiring, POS sales and services and managed services, development of international card schemes programs, such as, but not limited to Mastercard or Visa within the Grand Duchy of Luxembourg and the EU.

Worldline IT Services UK Limited is an English limited liability company with share capital of £ 43,000,100. Its registered office is located at Mid City Place, 71 High Holborn, WC1V 6EA London, United Kingdom, and it is registered with the Registrar of Companies of England and Wales under number 08514184. The Company indirectly holds 100% of Worldline IT Services UK Limited's share capital and voting rights. Worldline IT Services UK Limited's main business activity is designing, implementing and operating transactional systems (principally for the transportation industry), as well as account card schemes.

Ingenico Banks and Acquirers France SAS is a simplified joint stock company (*société par actions simplifiée*) incorporated and existing under the laws of France with a share capital of € 5,627,220, having its registered office at 13-17 rue Pagès – 92150 Suresnes, France and registered with Registry of Trade and Companies of Nanterre under number 814 767 216. The Company holds indirectly 99.9% of Ingenico Banks and Acquirers France SAS' share capital. Ingenico Banks and Acquirers France SAS' main activity is distribution of POS terminals (hardware) and connected software and related services.

equensWorldline SE is a European public company incorporated and existing under the laws of the Netherlands (*Europese naamloze vennootschap*), having its official seat (*statutaire zetel*) in Utrecht, the Netherlands, and its office at Eendrachtlaan 315, 3526 LB Utrecht, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 30220519, with a share capital of € 366,274,330. The Company holds directly and indirectly 100% of equensWorldline's share capital. equensWorldline's main business activities combine traditional mass payment systems (issuing, acquiring, intra- and interbank processing) and innovative e-commerce and mobile payment solutions.

equensWorldline NV is a limited liability company incorporated and existing under the laws of the Netherlands (*naamloze vennootschap*), having its official seat (*statutaire zetel*) in Utrecht, the Netherlands, and its office at Eendrachtlaan 315, 3526 LB Utrecht, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 78527767, with a share capital of € 45,000. The Company holds 100% of equensWorldline's share capital. equensWorldline's main business activities combine traditional mass payment systems (issuing, acquiring, intra- and interbank processing) and innovative e-commerce and mobile payment solutions.

Ingenico Inc. is a corporation incorporated and existing under the laws of the State of Georgia, USA, with a share capital of USD 44,950,985 having its registered office at c/o CT Corporation System, 1201 Peachtree Street, N.E., Atlanta, Georgia 30361, USA and registered in the State of Georgia under Control Number K314378. The Company holds indirectly 99.9% of Ingenico Inc.'s share capital. Ingenico Inc.'s main activity is the distribution of electronic payment terminals and mobile payment devices to banks, acquirers and merchants, development of related software and solutions, provision of installation, maintenance, repair and technical support services and resale of gateway services obtained from Worldline SMB US Inc.

Ingenico do Brasil Ltda is a limited liability company (*limitadas*) incorporated and existing under the laws of Brazil with a share capital of R\$ 85,771,524.00, having its registered office at Rua Olimpíadas, nº 134, unidades 21, 22, 31, 32, localizadas no 2º e 3º andares Condomínio Alpha Tower, Bairro Vila Olímpia, CEP 04551-000 São Paulo, Brasil and registered at the Cadastro Nacional de Pessoas Jurídicas do Ministério da Fazenda under number CNPJ/MF. The Company holds indirectly 99.9% of Ingenico do Brasil Ltda's share capital. Ingenico do Brasil Ltda's main activity consists of the sale of POS terminals (hardware) and connected software and related services.

Worldline SMB US Inc. is a corporation incorporated under the laws of the Delaware, USA with a share capital of USD 1 having its registered office at c/o Corporation Trust Company, 1209 Orange Street, New Castle County, Wilmington, DE 19801, U.S.A and registered in the State of Delaware Corporate ID under File Number 4359025. The Company holds indirectly 99.9% of Worldline SMB US Inc.' share capital. Worldline SMB US Inc.'s main activity is the provision of gateway services to retail customers and resale of electronic payment terminals, mobile payment devices and related services obtained from Ingenico Inc. to such customers.

Ingenico Group SA, is a corporation incorporated under French law with a share capital of € 63,713,047 having its registered office at 1, Place des Degrés - Tour Voltaire - 92800 Puteaux, France and registered with the Registry of Trade and Companies of Nanterre under number 317 218 758. The Company holds 99.9% of Ingenico Group SA's share capital. Ingenico Group SA's main activity consists of researching, designing, developing and producing any equipment, systems or devices based on new technologies; designing and/or marketing any equipment and software relating to electronic payment and transfer of funds, urban parking management systems, and public and private telephone systems; developing and/or marketing, including on a hire basis, any systems for transmitting and receiving radio signals of any frequency and kind; operating, through any means and in any form, earth, sea or space telecommunication networks from stationary or mobile stations, on its own behalf or on any third party's behalf; designing software for its own needs or for any third parties' needs; providing consultancy and organization services; providing technical support and maintenance of any and all devices and facilities produced or marketed in connection with any of the Company's objects; representing any companies, both French and non-French, whose productions are related, directly or indirectly, to the above-mentioned objects, including importing or exporting operations.

Ingenico (UK) Limited is an English company with a share capital of £ 1,000,000, having its registered office at 20 Eastbourne Terrace, London, W2 6LG, UK and registered at the Registered with Companies House Registrar of Companies (England and Wales) under number 2135540. The Company holds indirectly 99.9% of Ingenico (UK) Limited's share capital. Ingenico (UK) Limited's main activity is the sale of POS terminals (hardware) and connected software and related services.

Ingenico International (Pacific) Pty Ltd is an Australian company with a share capital of AUD 31,593,410 having its registered office at Suite 1, 3 Minna Close Belrose NSW 2085, Australia and registered with Australian Securities & Investments Commission (ASIC) with CAN: 003 211 514. The Company holds indirectly 99.9% of Ingenico International (Pacific) Pty's share capital. Ingenico International (Pacific) Pty Ltd's main activity is the distribution of POS terminals (hardware) and connected software and related services.

Bambora AB is a corporation incorporated and existing under the laws of Sweden, with a share capital of SEK 1,000,000 having its registered office at P.O. Box 17026 - 104 62 Stockholm, Sweden and registered with the Swedish Companies Registration Office under number 556233-9423. The Company holds indirectly 99.9% of Bambora AB's share capital. Bambora AB's main activity is the provision of payment services, notably in the Nordics.



Key financial data of the principal operating subsidiaries

The table below provides key financial data concerning the Group's principal operating subsidiaries for the fiscal years ended December 31, 2021 and 2020 (contribution to IFRS consolidated data).

(In € million)	Revenue		Net Income		Total Assets	
	2021	2020	2021	2020	2021	2020
EquensWorldline SE	724.0	698.5	93.3	70.3	1,271.3	1,274.6
Six Payment AG	382.8	337.2	78.0	37.0	3,209.3	2,886.4
Worldline NV/SA	287.2	271.3	23.1	35.4	2,562.4	2,380.9
Six Payment Services (Europe) SA	172.9	235.9	-11.2	-12.6	1,182.8	1,520.2
Worldline France SAS	141.7	-	-3.4	-	393.0	-
Worldline IT Services UK Limited	79.3	70.5	5.0	-4.5	145.4	113.8
Ingenico Payone GmbH *	428.7	61.0	-49.4	-30.5	3,129.4	1,079.8
Global Collect Service B.V. *	330.7	57.1	-5.9	-0.8	1,755.8	160.2
Ingenico Banks and Acquirers France SAS	134.5	34.0	7.2	5.7	58.7	86.5
Fujian Landi Commercial Equipment Co, Ltd *	120.3	33.4	-1.8	1.9	320.5	211.8
Ingenico Inc.	222.8	31.2	-7.1	-4.1	967.7	94.9
Ingenico Retail Enterprise US Inc.	-	29.6	-	1.9	0.1	31.2
Ingenico International (Pacific) Pty Limited	70.8	23.1	5.3	1.8	62.5	244.8
Ingenico do Brasil Ltda.	109.9	20.4	-1.9	0.4	146.8	90.5
Ingenico (UK) Limited	88.3	19.4	12.7	6.8	64.6	38.5
Bambora A B*	35.4	7.7	-7	-4.4	1,637.4	1272.2
Ingenico Group SA *	-	-	-2.8	-4.3	5,724.4	4,315.4

* 2020 revenue and net income relates only to two month activity (since November 2020, date of incorporation in consolidated financial statements).

A.5.3.2 Recent or contemplated acquisition of subsidiaries and divestments

Worldline completed several acquisitions as part of its European consolidation strategy, notably:

- September 30, 2021: Worldline announced the completion of the acquisition of Cardlink SA, the leading Network Services Provider in Greece;
- October 18, 2021: Worldline announced the completion of the acquisition of Handelsbanken's card-acquiring activities in the Nordics;
- December 7, 2021: Worldline announced the signing of a strategic partnership for the acquisition of 80% of Eurobank Merchant Acquiring activities, one of the main acquirers in Greece with a c. 20% market share.
- January 4, 2022: Worldline announced the completion of the acquisition of 80% of Axepta Italy, a significant bank acquirer in the country.

Besides, as announced on November 3, 2021, Worldline completed the divestment of a limited portion of merchant acquiring businesses in Austria, Belgium and Luxembourg as part of the clearance from the European Commission in the context of Worldline's acquisition of Ingenico.

Finally, following the strategic review of the TSS Global Business Line ("Terminals, Solutions & Services"), Worldline announced, on February 21, 2022, having entered into

exclusive talks with the investment funds managed by affiliates of Apollo (NYSE: APO) (the "Apollo Funds") for the purchase of 100% of TSS. This transaction is subject to the signing of a final and definitive agreement between the parties and will be carried-out in the framework of the relevant social processes and ongoing dialogue with the employee representatives' bodies. The completion of the transaction is also subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

A.5.3.3 Holdings

Since 2018, Worldline holds a 20% minority shareholding in the Swiss mobile wallet TWINT.

In 2020, Worldline joined the European Payment Initiative (EPI) as third party acquirer. The joining of third-party acquirers will greatly contribute to the expansion of EPI's acceptance network on the merchant side in Europe and will allow EPI to build up its own payment ecosystem in the continent. The European Payments Initiative aims to create a unified pan-European payment solution.

In 2017 Worldline took a minority shareholding in the capital of the African fintech InTouch. In June 2019, InTouch increased its share capital, as provided for by the 2017 initial agreements. In June 2021, InTouch carried out a new share capital increase and to which Worldline and Total, among others, decided to subscribe. As of the date of publication of the present document, Worldline and Total respectively hold 31.8% and 26.4% of the share capital and voting rights of InTouch.

A.5.4 Management and organization [GRI 102-18] [GRI 102-22] [GRI 102-23]

A

The Company is a public limited company with a Board of Directors. A description of the main provisions of the bylaws of the Company regarding the Board of Directors, in particular concerning its operating mode and authority, as well as a resume of the main provisions of the internal rules of the Board of Directors and the specialized Committees are available at Chapter G “Corporate Governance and Capital” of this Document.

A.5.4.1 The Executive Committee

The Executive Committee was developed to implement and advise on Worldline’s overall strategy and business projects for the benefit of its clients, shareholders, and employees. It is also charged with improving interaction and cooperation among the Group’s three Global Business Lines and international business markets. The composition of the Group’s Executive Committee is as follows:

- Gilles Grapinet - Chief Executive Officer
- Marc-Henri Desportes - Deputy Chief Executive Officer
- Alessandro Baroni - Chief Business Divisions Officer and Deputy Head of Financial Services
- Olivier Burger - Head of Human Resources
- Lisa Coleman - Head of Operational Performance
- Eglantine Delmas - Head of Quality, Risks and Security
- Matthieu Destot - Head of Terminals, Solutions & Services
- Christophe Duquenne - Chief Technology & Operations Officer
- Claude France - Head of Mobility & e-Transactional Services
- Jacques Guerin Group - Head of Special Initiatives
- Eric Heurtaux - Chief Financial Officer
- Wolf Kunisch - Head of Strategy, Public & Regulatory Affairs
- Grégory Lambertie - Head of Strategy, Mergers & Acquisitions, Publics & Regulatory Affairs
- Pascal Mauzé - Head of Communication, Marketing & Sales Performance
- Roger Niederer - Chief Market Officer of Merchant Services
- Vincent Roland - Head of Merchant Services
- Niklaus Santschi - Chief Executive Officer of Payone
- Michael Steinbach - Head of Financial Services and CEO of equensWorldline
- Charles-Henri de Taffin - Head of Legal & Contract Management



A.5.4.2 Personal information concerning the Executive Committee members



A graduate from “Ecole Nationale d’Administration”, **Gilles Grapinet** joined the French Inspection Générale des Finances” in 1992, where he was assigned on numerous financial audits on behalf the French Government and international organisations (International Monetary Fund, World Bank...). In 1996, he moved to the

French tax department as Head of Strategy and Controlling before being appointed Head of Information Systems and Strategy. Between 2000 and 2002, he was appointed CIO, head of the nation-wide “Copernicus program”, aimed at rebuilding entirely the French tax information systems and creating a multi-channel, service-oriented e-tax administration. Between 2003 and end 2004, he joined the private office of the French Prime Minister as Senior Advisor for economic and financial affairs. Between 2005 and 2007, he was Director and chief of staff of the French economy, finance and industry Minister’s private office. In 2007, Gilles Grapinet joined the Executive Committee of the international banking Group Credit Agricole SA, where he was Head of Strategy before being appointed CEO of the Payment Systems & Services business division. He joined Atos from December 2008 as Senior Executive Vice-President, in charge of Global Functions, Global Sales, Consulting and Worldline until 2013. Since July 2013, in addition of his position in Atos, he was appointed Worldline Chief Executive Officer, and has led the successful partial listing of this former subsidiary of the Atos group with a market capitalization of c. € 2B in June 2014. Worldline has since executed an ambitious development with the successful acquisitions of Equens in 2016, SIX Payment Services in 2018 and Ingenico in 2020. Worldline became fully independent from Atos on May 3rd, 2019, is now n°1 electronic payment services provider in Europe and n°4 globally, and since March 2020 part of the CAC40 leadin French index. M. Grapinet is in parallel the first Chairman of EDPIA, the European Digital Payment Industry Alliance, the advocacy body of the largest European head-quartered payment services providers. M. Grapinet is also member of the French order of “Légion d’honneur” (knight).



Marc-Henri Desportes is a graduate of the Ecole Polytechnique and of the Ecole des Mines de Paris. He was Deputy Program Director of the Copernic program at the French Ministry of Finances from 2000 to 2005, and then was in charge of audit coordination at BNP Paribas from 2005 to 2006. Mr. Desportes was then Chief

Information Officer at BNL, BNP Paribas’ Italian subsidiary. He joined the Atos group as an ExCom Member in 2009 and as Director of the Global Innovation Business Development & Strategy Global Business Lines (GIBS), then, became Director of the High Technology Settlement Services and Specialized Activities Business Unit in July 2011. Mr. Desportes joined Worldline as General Manager in 2013 and he is in charge of all its business lines and operations since that date. He became Deputy CEO in 2018.



Alessandro Baroni is Chief Business Divisions Officer and Deputy Head of Worldline Global Financial Services since March 2020. He was previously Chief Market Officer for Worldline Global Financial Services. He is a member of the Board of Directors of equensWorldline since October 2016 upon the closing of the

strategic partnership between equens and Worldline. He has been part of the Equens Board of Directors since 2011, first as responsible of the cards business, then as Group CIO and finally as CMO. He joined Equens in 2008 upon the incorporation of Equens Italia, the Italian entity set up by ICBPI and Equens SE as a vehicle for their strategic partnership, for which Alessandro Baroni was in a leading role since its origination. Alessandro Baroni is a member of the Worldline Group Executive Committee. Prior to joining Equens, Alessandro Baroni worked for the Boston Consulting Group in Milan and Toronto as a consultant and principal, serving clients in the Financial Services and consumer goods & retail industries in the fields of strategy, corporate development, organization and operations. Mr. Baroni holds a Bachelor in Business Administration from Bocconi University, Milan.



Olivier Burger started his career in France at Renault in software development. After two years spent in Canada for the French Foreign affairs, he joined Alstom in the train division where he headed several operational positions in the field of fail-safe train control systems in France and in the United Kingdom. In 2004, he joined Orano

to lead various Human Resources managerial positions in Global Business Units and then in charge of Talent & Reward for the Group. Olivier joined Atos in 2016 as Head of Human Resources of the Big Data & Security Division. He was also in charge of the WellBeing@Work and the Expert policy at Group level at Atos before joining Worldline in 2018 as Group Head of Human Resources. Olivier is a graduate of Supmecca and the Ecole Normale Supérieure de Cachan (France).



Lisa Coleman joined the Atos group in 1992, performing various managerial roles in the UK public sector that included personal delivery of major Government Programmes. She also took overall responsibility for business development and growth in the UK health sector. From joining Worldline in 2014 to March 2019,

Lisa had responsibility for all Worldline activities within the UK and Ireland which included significant contracts to the transport and hospitality market. In addition, since 2017 her scope included the groups Mobility & Transactional Services business in Germany and Austria. Since March 2020, she has taken on the role of Head of Operational Performance responsible for improving operational performance and efficiency through the next generation of the TEAM2 program SMART. In June 2021 the role was extended to include responsibility for all Post Merger Integration (PMI) projects including the UNITED Program which is the delivery of the Ingenico integration.



Eglantine Delmas has over 25 years' experience in risk management, compliance, security and internal audit in the banking sector, financial institutions, and payment services. She was appointed in Worldline Executive Committee as Chief Risk Officer, in charge also of security and quality. She joined Ingenico in 2017 as EVP

Audit, Risk and compliance, with the task of developing the compliance and risk management set up as well as raising awareness of risk&security within the Group. She is also member of the Supervisory Board of Payone. Previously, as senior advisor to the Head of Compliance at BNPP International Retail Banking from 2015 to 2017, Eglantine Delmas coordinated the roll out of the compliance transformation program in several entities of the Group. Between 2000 and 2015, Eglantine held several leading positions in various entities of Dexia focusing alternately on credit and financial market risk management, internal audit and product control. She was a member of the Board of Dexia Crediop in Italy from 2013 to 2015 and held the role of Chief Audit Executive of Denizbank in Turkey from 2007 to 2011. Eglantine started her career at Crédit Agricole CIB, and is also member of the European Women on Boards (EWoB) since 2012. As a passionate leader, she is engaged as a partner to the business to drive her teams to support the delivery of the growth business strategy as well as its transformation.



Matthieu Destot has a proven track record in transforming business in the High Tech industry and a strong experience of international environments especially in APAC. Matthieu joined Ingenico in April 2019, as EVP of the Banks & Acquirers (B&A) Business Unit. Matthieu Destot brings more than 20 years of experience in global

sales, business management, and transformation, most recently as Chief Operating Officer at Alcatel-Lucent Enterprise (ALE), member of the ALE Executive Team, and leader of the Cloud Communications Business Division. Matthieu is a recognized leader with a track record in leading business transformation of proprietary Hardware/Software business towards open and standard based platforms as well as Cloud services. Matthieu is also an Independent Board Director at ALE Holding. Matthieu holds a Master of Science in Engineering from the Ecole Centrale Lille and is a graduate of the ESSEC business school in Paris.



Christophe Duquenne is a graduate of the Ecole Centrale in Paris. He joined the Atos group in 1987 where he has held numerous managerial positions including the business activities in Worldline France for six years, and the Merchant Service Global Business Line for three years. Christophe Duquenne has been appointed as the Group's Chief

Technology Officer in 2013 and Operations Officer in 2016.



Claude France is a graduate from Institut National Polytechnique de Grenoble. She started her career in the telecom sector at Alcatel and joined the Atos group in 1988, where she held various operational and commercial positions. After having managed the Financial Services business upon the creation of Worldline in 2004, she

then directed for 5 years the strategy, the marketing and the business development of the Worldline Group. From July 2011 to April 2020, she manages the business of the Worldline Group in France. In April 2020, she was appointed Head of Mobility & e-Transactional Services (MTS) Global Business Line.



Jacques Guérin has wide experience in strategic positioning and operational management in services. He joined Ingenico in 2012 as EVP Chief Solutions Officer. From January 2015 to February 2017 he was the head of the Group's Smart Terminals & Mobile Solutions division. He was acting EVP North America

in 2017. Jacques was appointed EVP Strategy & Performance in April 2018, and was appointed head of HR & Communications functions in April 2020. Jacques began his career at Air France, where he held various positions in Air Inter and Servair. In 1998, he joined Amaury Group as General Manager of the French newspaper Le Parisien before becoming the Group's CEO. He also acquired specific skills in the field of software development through the launch of Corail Software in 2008. Jacques Guérin holds degrees from the Ecole Polytechnique and the Ecole Nationale de l'Aviation Civile.



Eric Heurtaux is a graduate from Ecole des Mines de Paris and holds a Master of business Administration from INSEAD. He began his carrier at the Boston Consulting Group. For more than 12 years within the Atos group, he held several positions among which driving the group TOP program, enhancing Atos operational

performance and conducting the integration of acquired companies in Atos, in particular Bull. Eric was previously Chief Financial Officer of Atos Big Data & Security (BDS) division, where he was responsible for strategic and financial planning, financial controlling and reporting, internal control. Since 2016, as Worldline Chief Financial Officer, he ensures the Company's performance, leads the Finance organization worldline, drives the investor relations activities and is in charge of the Purchasing and Real Estate departments.



Group overview

Group presentation



Wolf Kunisch is a graduate of the Technische Universität Berlin and of INSEAD's Executive MBA program. He began his career as a project manager at Roland Berger Strategy Consultants in Stuttgart, Germany and in Paris. He joined the Atos group in 2000, where he performed different management functions

oriented towards innovative and international business development. In 2010 he was appointed as Managing Director of Atos Worldline in Germany and was made responsible for the Group's Financial Processing & Software Licensing global business line as well as local business in Germany and Central Europe in 2014. In 2016 he became COO and deputy CEO of equensWorldline. In 2020 he was appointed as Head of Worldline Strategy, Public & Regulatory Affairs.



Roger Niederer holds a Master degree in Corporate Finance (IFZ Zug/Hochschule für Wirtschaft Luzern). Until the acquisition of SIX Payment Services by Worldline in late 2018, Roger Niederer was Head Merchant Services, and in this role responsible for the entire merchant business of SIX Payment Services in Switzerland and international.

Previous roles at SIX Payment Services include 2 ½ years assignment as Managing Director integrating the acquired PayLife Bank in Austria, several years as Head Operations and Head Card Operations. Initially Roger started his career at SIX management AG and Telekurs AG as Head Accounting, Tax and Treasury. Roger Niederer is Chief Market Officer of the Merchant Services Global Business Line.



Until November 2020, **Grégory Lambertie** was SVP Strategy and M&A at Ingenico since January 2018 after joining the Company in 2015. He is a Board member of Payone GmbH, our joint-venture with the German Savings Banks. Grégory brings expertise in the Financial Services as well as tech industry and a track record of

delivering complex deals. From 2011 until 2015, he was a Senior Banker at Ondra Partners, the independent investment bank. He was involved in many M&A, financing, and capital market operations in Europe, the United States and Africa. Grégory started his career within the M&A department of Lehman Brothers' in London in 2001. In 2007, he joined Trilantic Capital Partners, the private equity fund, as a European Partner in charge of deals in the industrial, tech and healthcare services sectors. Grégory Lambertie is a graduate of Ecole des Hautes Etudes Commerciales (HEC Paris) and of Sciences Po Paris Public Affairs School.



Vincent Roland is a graduate from Ecole Polytechnique de l'Université de Louvain and holds a MBA degree from the Solvay Business School. He started his career with the Alcatel group, where he became Vice-President of the Microelectronics division. He then joined Banksys as General Manager, before Banksys was acquired by

Atos Worldline. After having been *Vice-Président* of Atos Worldline for two years, he then joined First Data as Senior Vice-President for Europe, Middle-East and Africa. In 2010, he joins the Point group as Senior Vice-President. Following the acquisition of Point by VeriFone in 2011, he takes over the payment services business in the Verifone Executive Committee and finally leading the global Payments As A Service (PAAS) business of California-based Verifone. In 2016 he re-joins Worldline as manager of the Merchant Services business line.



Pascal Mauzé is a graduate Engineer from IMT Atlantique and holds a Master degree from Université Paris-Dauphine. He has also studied international management at HEC, as well as professional coaching. From 1994 till 2017, he has held various Business Unit management and Sales management positions in LogicaCMG (now

CGI), Cisco, Ingenico, Atos, and Accenture. He was appointed Worldline's Head of Sales and Marketing in 2017, and, since 2020 he also looks after communications



Niklaus Santschi has worked in the cards and payments business for more than 25 years. In various management positions, he played a driving part in transforming the card business of the then Telekurs Group into a competitive European payment service provider. Niklaus Santschi became CEO of SIX Payment Services and a

member of the Group Executive Board of SIX in 2011, in which capacity he was responsible for further expansion and ongoing internationalization of all payments and processing business and created a lasting foundation for SIX' growth strategy. As part of his successful activity, he held various seats on Boards of Directors and international bodies in the payment business. From 2015 on, Niklaus Santschi acted as advisor and consultant for prestigious international companies, private equity firms and start-ups in the fintech and payment sectors. In January 2017, he took over as CEO at B+S Card Service GmbH, Frankfurt, which merged with the Kiel-based service provider PAYONE GmbH to create BS PAYONE GmbH, one of the leading European full-service providers for cashless payment solutions. After a further investor process, he merged BS PAYONE with Ingenico Payment Services GmbH and formed PAYONE a joint venture between Ingenico and DSV (Deutscher Sparkassenverlag), market leader in the DACH region. As CEO PAYONE he was member of the Ingenico Executive Committee.



Michael Steinbach is Head of Global Business Line Financial Services of Worldline and CEO of equensWorldline SE. Furthermore he is member of Worldline's Group Executive Committee. Next to that, he is involved in national and international payment Committees. Earlier, he acted as Chairman of the International Payments

Framework Association (IPFA) and member of the Supervisory Board of Deutsche Bank Nederland NV. Michael Steinbach was one of the responsible acting managers on the mergers between the Dutch Interpay BV and the German Transaktionsinstitut fuer Zahlungsverkehrsdienstleistungen AG which led to the incorporation of Equens in 2006 and between Equens and the processing part of Worldline, resulting in the creation of equensWorldline SE in 2016. Prior to his appointment as Chairman of the Board at Transaktionsinstitut in 2003 he was a Director of DZ BANK AG (Deutsche Zentral-Genossenschaftsbank), where he headed the payments/cards/trade Finance department. During his career he has headed increasingly large and complex payment and cards divisions formed by mergers in the banking and Financial Services world.



Charles-Henri de Taffin received a Postgraduate Degree (DEA) in business law from the University of Paris X – Nanterre and a Postgraduate Degree (DESS) in litigation, arbitration and alternative dispute resolution from the University of Paris II – Panthéon Assas. He spent 9 years as business lawyer in the international law

firm, Cleary Gottlieb Steen & Hamilton, where he focused on mergers and acquisitions, restructuring, international contract law but also on arbitration and dispute resolution. In 2013, Charles-Henri joined the Legal department of the Atos group and particularly contributed, as Head of Legal Special & Strategic Projects, to the main acquisitions, financing and capital markets transactions, including Worldline's IPO. In 2016, he became Deputy General Counsel for Atos France. Since July 2017, Charles-Henri is General Counsel, Head of Legal and Contract management of Worldline. He is Secretary of the Board of Directors of Worldline since February 2019.



Group overview



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

The basic principles in any payment are the same: there are always payers, payees and the stakeholders which enable the exchanges of value to be done in a safe and secure manner. However, stakeholders continuously face challenges as they respond to trends, technological advances, regulations and an increasingly competitive environment. Whilst the customer

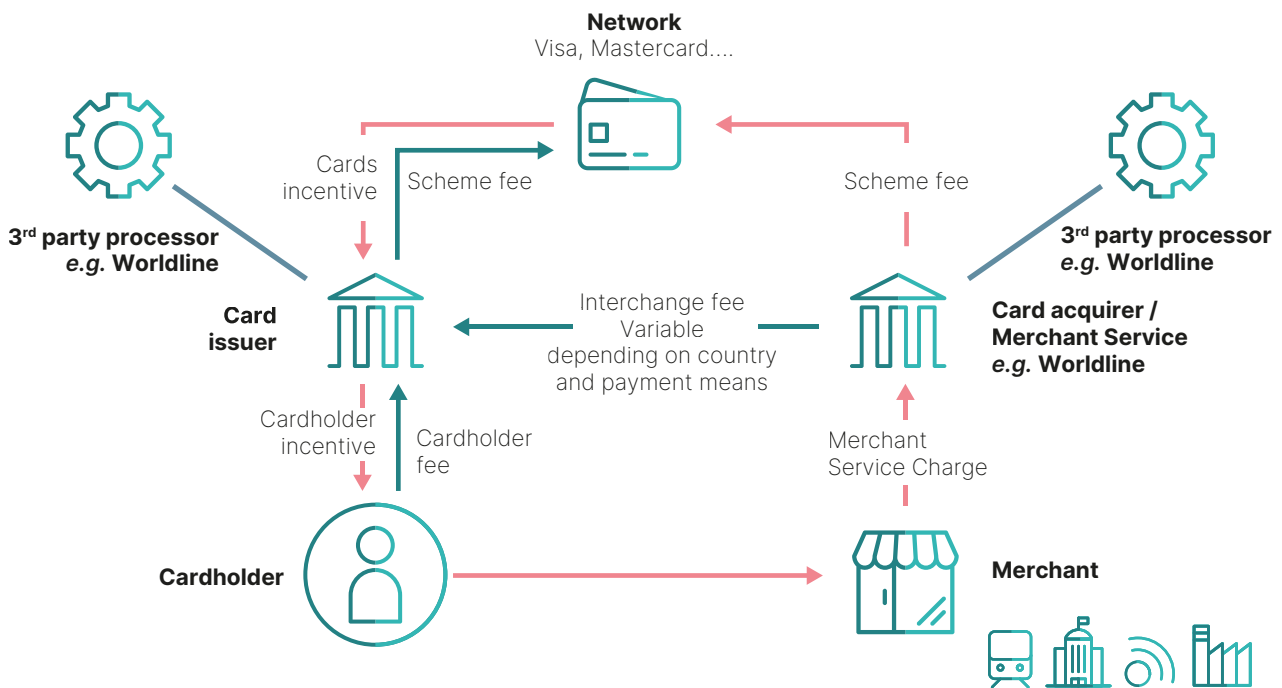
focuses on ever more seamless and integrated experiences, the processes to support electronic payments (both card and non-card based) are made up of complex infrastructures involving multiple parties, processes and technologies and within strong regulatory frameworks.

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

B.1 Card Payments

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

Today's typical four-party payments model



Source: Worldline.

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

- **The card issuer:** Generally, banks issue debit, credit or prepaid cards to individuals or corporations to be used as a payment method in face-to-face (card present) or remote (card not present) environments. The process of issuing and managing the cards and the process of authorizing, clearing and settling payments are complex. As a result, many issuers partially or fully outsource their activities to so-called third party issuer processors such as Worldline;
- **The merchant:** Merchants sell good and/or services in exchange for payments. In order to do so they need acceptance solutions for card payments (both online and in proximity);
- **The Merchant Services Provider:** Payment acceptance processing providers provide merchants with means (POS Terminals, mobile POS (mPOS) Terminals, online payment gateways) to collect and send card data and receive payment authorizations in stores, online and *via* mobile devices. Some of these means also come with additional functions, such as enhanced reporting, loyalty programs, advertising services, quality surveys using payment Terminals, dynamic currency conversion (DCC) services, etc.;
- **The Acquirer:** Acquirers are banks or payment institutions that provide merchants with access to card scheme networks (e.g. Visa, MasterCard, CB, Bancontact, etc.) and merchant accounts. Commercial acquirers receive funds from issuing banks and deposit the proceeds, net of a “merchant service charge,” in merchant’s account. Like issuers, many acquirers partially or fully outsource their activities to third party acquiring processors that, in order to obtain payment authorizations, will typically route transaction data received from merchants’ physical or online payment gateways to credit and debit card scheme networks (front-end processing) and then ensure that each transaction is appropriately cleared and settled into the merchant’s bank account (back-end processing);
- **The Card scheme:** Card schemes settle card transactions between all of their member banks, typically through a separate batch payment systems which set card scheme network rules and interchange fees and act as custodians and clearing houses for their respective card brands;
- **Clearing and settlement system:**
 - Clearing is a process through which a card issuing bank exchanges transaction information with a processing bank. The acquirer or merchant service provider will connect the merchant card acceptance system to card schemes. The clearing messages contain data on the validity of the payment, but no funds are transferred;
 - Settlement is the exchange of funds between a card issuer and an acquiring bank to complete a cleared transaction and the payment to a merchant for the amount of each card sale that has been submitted into the network.



B.2 Non-card based payments

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

B.2.1 Credit Transfers

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

B.2.2 Direct Debits

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

B.2.3 Instant Payments

Instant or real-time payments are, as defined by the Euro Retail Payments Board (ERPB), electronic retail payments immediately processed with a 24/7/365 availability. Account-to-account instant payments require immediate or close-to-immediate interbank clearing and settlement of transactions so that payers are immediately debited while payees are immediately credited.

Throughout the world, the number of real-time payment initiatives has grown substantially over recent years and will continue to increase. In Europe, The EPC's (European Payments Council) SEPA Instant Credit Transfer scheme is now operational and although optional, volumes showed a +65% growth in 2021 with an average daily value growth of 120% which show an interesting adoption rate.

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

Instant Payments, given their advantages, are ideally suited to replace cash and cheques. Also, driven by mobile applications, in the longer term they have the potential to take market shares from debit cards. The key drivers will be ubiquity, interoperability, enhanced user experience and price.

B.2.4 Other Alternative Payment Instruments

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

B.2.4.1 OBePs

Online Banking e-Payments were initially designed to address e-Commerce payments as an alternative to cards. During the online checkout process, the merchant redirects the consumers to their online banking site where they log in and authorize a credit transfer with the given amount to the merchant. Once confirmed the consumer is redirected back to the merchant site.

The Payment Service Directive 2 (PSD2) opened up this potential type of payment method requiring banks to provide APIs to access accounts and thus enabling a new classification of Payment Initiation Service Providers. The most successful OBeP is iDEAL in the Netherlands.

B.2.4.2 Digital Wallets

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

B.2.4.3 Cryptocurrencies

Cryptocurrencies and crypto-assets have continued to be a mainstream topic in 2021 also thanks to a stronger drive toward the regulation of existing crypto assets.

B.3 Other payment solutions

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

B.3.1 Solutions for traditional merchants

- **Omni-commerce Solutions:** Omni-commerce service providers assist retailers in designing, implementing and enhancing online and mobile services and integrating them to provide cross channel sales experiences that allow consumers to seamlessly transition between a retailer’s physical, online and mobile store. These services may include solutions such as electronic engagement wallet services that capture and leverage consumer data and digital signage and other solutions that bring aspects of the online commerce experience into the retailer’s physical store environment;
- **Loyalty Program Solutions.** Loyalty programs help retailers build customer relationships, reward them for their loyalty and provide retailers with valuable insights and sales promotions by leveraging data about customer behaviour gathered through the program. In most cases, these programs are based on loyalty cards tied to a specific brand and, to better implement and maximize these programs, merchants often fully or partially outsource the related activities to third-parties;
- **Private Label Card Issuer Solutions.** Private label cards are payment cards used by retailers to extend credit or provide prepaid gift cards to their customers. The largest users of these services are fuel retailers, department stores and consumer electronics retailers. In general, these cards are accepted as a means of payment only from the retailers that have issued them. Many payment service processors providing issuer processing services also offer private label card issuing and processing services to retailers;
- **Merchant Wallets.** Merchant wallets enable merchants to offer closed-loop digital wallets to their customers in a secure container accessible from merchants’ mobile applications. Also encompassing orchestrator and business rules enabling full mobile purchases (payment+hardware management) for all kind of services at the point of sales (indoor cash registers, fuel stations’ outdoor payment terminals, car wash & EV charging), merchant wallets are accelerator for merchants’ mobile centric strategies, boost the usage of their mobile applications and generate a large range of customer data.

B.3.2 Value-added services for banks

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



The payment industry

Key market trends and drivers of change

B.3.3 New digital businesses

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

- **e-Ticketing and journey management Solutions** for transport authorities, transport operators and municipalities. Despite being services severely hit from Covid-19, the new mobility landscape is contributing to the increased adoption of Open Payments across the world;
- **Trusted Digitization** for large organizations, central or local governments and former public monopolies organizations

under strict regulations such as Telecom or Utilities. These businesses leverage digital contracts, legal archiving, electronic invoicing, electronic secured communications, track & trace solutions and paperless transactions in general to enable the digitization of processes. Healthcare services and national digital identity schemes implementation are, together with taxes, fines and invoices electronic payments, processes that are currently leveraging the most on these technologies;

- **e-Consumer & Mobility Services.** This market, which includes Connected Living services such as connected homes and vehicles, industrial IOT, as well as consumer cloud and cloud contact services, is undergoing strong growth and is generating several new transaction streams. The Group's expertise allows these players to realize ever more innovative solutions with high security and service availability.

B.4 Key market trends and drivers of change

The trend towards non-cash payment instruments continues both in the retail and wholesale payment sectors. As part of this non-cash trend, alternative payment instruments will also increase in significance and might threaten to disintermediate incumbent financial institutions and service providers.

This is driven by a complex interaction of many forces including:

- Consumer expectations and behaviour: the way consumers live, enabled by certain key technologies, has driven more demanding expectations in the way they interact with both financial institutions and merchants;
- Technology: new technologies have a fundamental role in enabling change in the payment and wider consumer engagement environments;
- Regulation: Financial institutions and payment services providers face a range of regulatory changes that can create new outsourcing opportunities for payment service

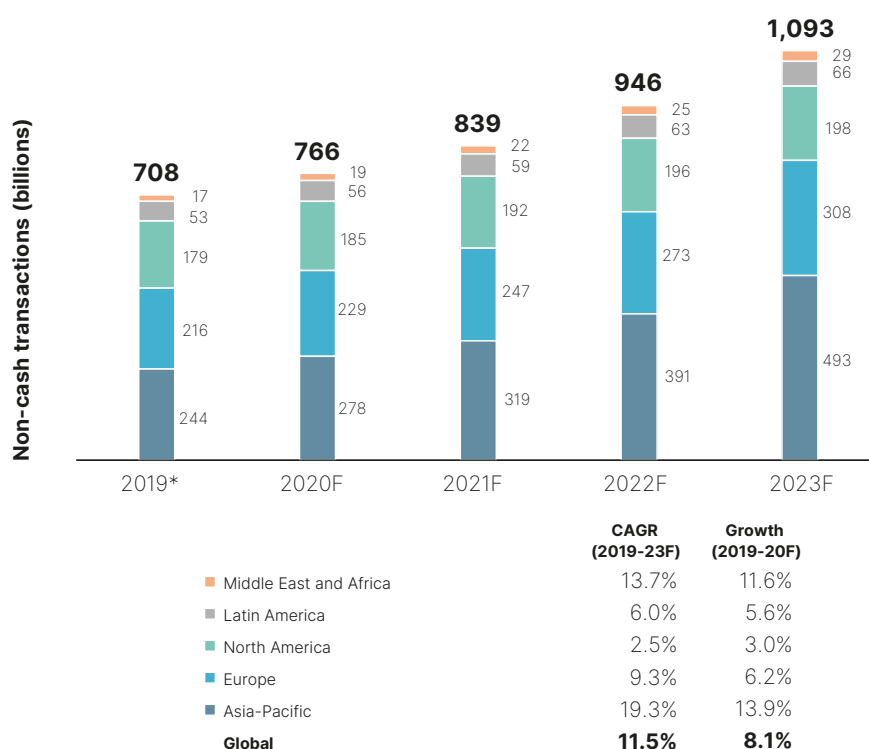
providers and drive increased demand for value added services hence creating new revenue opportunities;

- New entrants: new "Fintechs", mobile operators, Big Techs (Google, Apple, Meta, Amazon etc.) and other tech companies such as Baidu, Alibaba, Tencent and Xiaomi are now part of the payment ecosystem threatening to displace the incumbents.

As a consequence of these forces, non-cash payment transactions have grown significantly in recent years.

Covid-19 has been another relevant force accelerating the adoption of electronic payment means. Indeed, despite the wide range of restrictions applied all over the world at different times and the shutdowns of certain sectors such as travel and entertainment, non-cash transactions have still grown in 2020 and the Capgemini 2021 World Payments Report forecasts these volumes to grow at a CAGR of 18.6% from 2020 to 2025. The volumes expected for the coming years are 15% bigger than pre-pandemic forecasts.

Number of worldwide non-cash transactions, by region



Note: *Non-cash transactions data for 2019 is sourced from countries' central banks. In case of data unavailability, forecasted figures are used.

Source: Capgemini Financial Services Analysis, 2020; ECB Statistical Data Warehouse, 2018 figures released November 2019; BIS Statistics Explorer, 2018 figures released December 2019; countries' central bank annual reports, 2019.

B.4.1 The digital revolution is driving new customer behaviour generating significant growth in non-cash payments

Today, the average consumer uses several connected devices, is “super social”, goes online multiple times a day from multiple locations, including on-the-go or in-store, and shares the experience with its network. The always-on, always-connected nature of mobile and other devices is creating new opportunities that allow traditional distributors, manufacturers and digital businesses to connect with customers and networks, increase the frequency of these interactions and, subsequently, conversions and payments.

As Forrester notes, “consumers are embracing mobile, social, tablets, and cross-touchpoint experiences like click-and-collect and no longer think in terms of channels; they expect seamless services on every touchpoint”. The challenge for retailers is to respond to these omni-channel consumer

expectations that also create significant IT challenges. Forrester notes that as customers continue to embrace multichannel services, retailers are finding that using manual workarounds for “siloes” systems can no longer support the growing volumes.

A similar process is underway in other sectors and creates new digital businesses that, opening new markets, further grows non-cash payment transaction.

- Transport systems worldwide are pursuing “smart transport” solutions that use technology to improve fare collection, facilitate multi-modal transportation, improve traffic flows and provide better information to passengers on their travel options;





The payment industry

Key market trends and drivers of change

- Governments are increasingly relying on digital technology to make their services and record-keeping more efficient, enhance healthcare information systems, improve traffic and parking enforcement and, in general, ease tax payments;
- In parallel, the increasing universe of connected devices is creating a new “Internet of things” that enables a wide

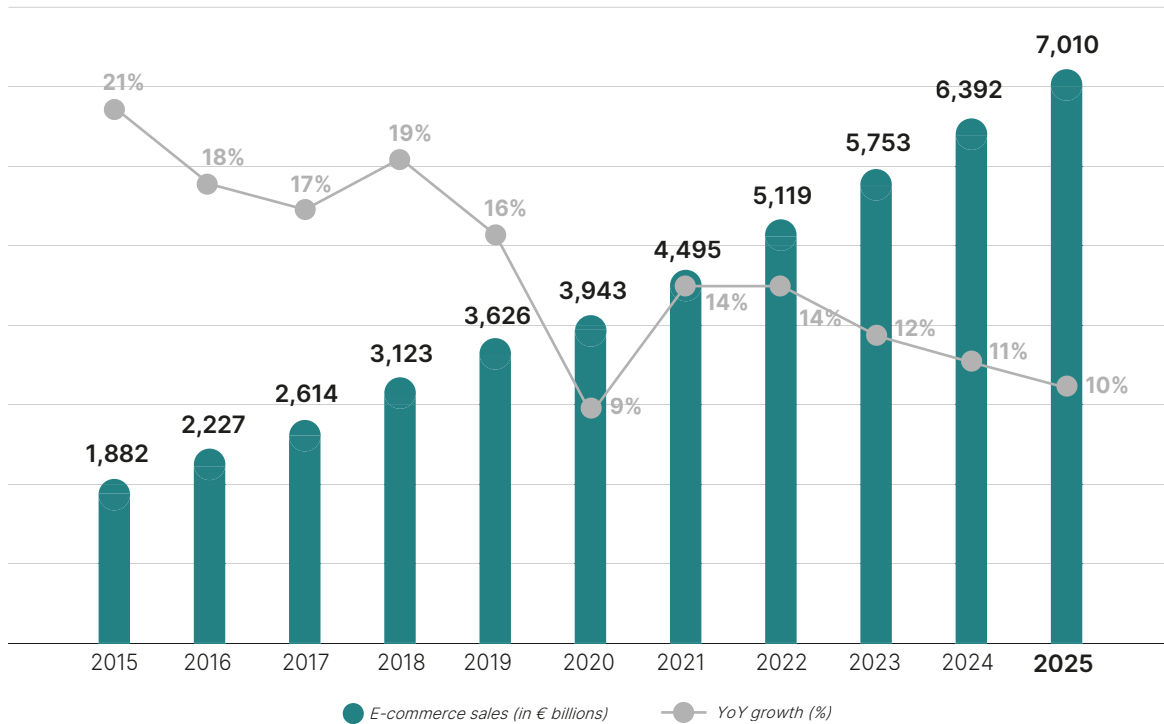
range of new services. Connected vehicles, appliances and other living applications can improve product performance (preventive maintenance, warranty cost, etc.) and/or customer satisfaction (new and extended services, pay per use business models, etc.).

B.4.1.1 E-Commerce and m-Commerce continue to grow at double-digit

The rapid growth in online commerce, where nearly all payments are cashless, will continue to be a major driver of growth in non-cash payment transactions. Worldline expects growth in the e-commerce sector to continue to outpace bricks-and-mortar.

The Group is also seeing an acceleration of the shift from single end-to-end channel engagement to a cross-channel environment where offline and online, both web and mobile based, are merging to form a seamless experience.

Global e-commerce sales



Source: GlobalData.



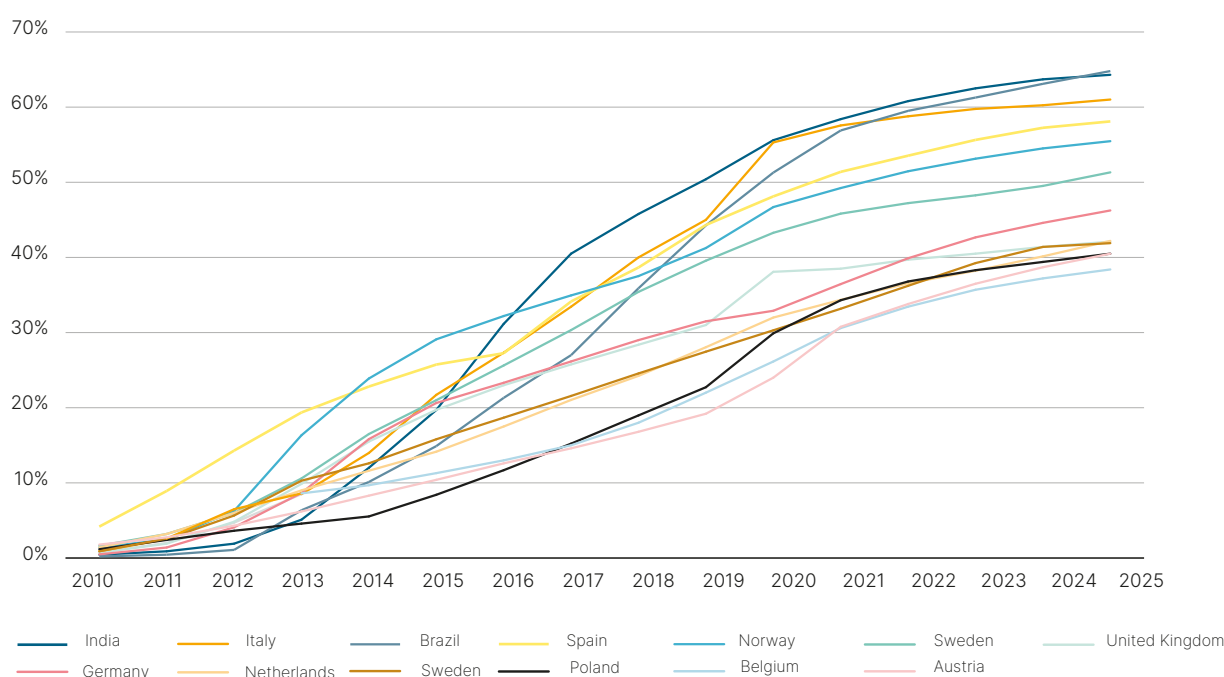
B.4.1.2 Mobile is an increasingly important channel of interaction

Mobile continues its trajectory as an increasingly important channel of interaction from banking to proximity, in-app and m-commerce payments.

Mobile devices (particularly smartphones) are more and more relevant channels of interaction for consumers. Banking apps have already overtaken online banking as preferred channel and this, together with other factors, such as social-networks

and super apps, pushes the growth of the share of mobile commerce versus total e-commerce sales. According to GlobalData data m-commerce already accounts for more than 50% of online purchases transaction value in countries such as India, Italy and Brazil and other countries are forecasted to get over the 50% threshold in the coming years.

M-commerce as a Percentage of Total e-Commerce Transactions



Source: GlobalData.



The payment industry

Key market trends and drivers of change

B.4.2 Key developments in technology will sustain the growth of electronic payments

Every player in today's payment market has to come to terms with change and innovation on a pace that has never been seen before. New technologies and new ways of engaging consumers are delivering unprecedented opportunities for the electronic payments' growth. At the same time as embracing new technologies, consumers, merchants and financial institutions also want the point of interaction and payment to become as frictionless as possible. The pace of this change has accelerated as a result of the global pandemic.

B.4.2.1 Contactless Payments

Contactless payments kept increasing their penetration rate during 2021. Given the continuation of the Covid-19 pandemic consumers and merchants have kept preferring contactless cards and 74% of consumers says they will continue to pay for goods and services with contactless cards after the pandemic restrictions subside¹. In addition to safety reasons, many countries around the world increased the upper limit of both single and cumulative payments. The result has kept pushing the behavioural change in payment habits.

B.4.2.2 Contextual commerce

Contextual commerce is a potential game-changer in the way businesses engage with consumers. In its simplest form, contextual commerce is selling consumers what they want, when they want it and in the most frictionless way. It enables merchants to deliver purchase opportunities to consumers in a contextually and personally relevant way.

B.4.2.3 Conversational commerce

Conversational commerce is e-commerce done through various communication means such as chatbots and smart speakers (Google's Assistant, Amazon's Alexa and Apple's Siri). As chatbots and voicebots connect messaging apps to commerce, increasing numbers of consumers are already using these services to find, select and pay products and services.

All this is supported, enabled and improved by fast-maturing technologies such as machine learning, Natural Language Processing, IoT and voicebots. With the introduction of voice biometric recognition and authentication, the role of voice in online retail is set to soar.

B.4.2.4 On the horizon

Technologies that were once the preserve of science fiction are set to transform how we pay in the future. The current revolution in payments is still mainly focused on human interaction, but Machine to Machine technology can remove this and enable automated payments with little or no human interaction. With multiple retailers successfully launching or announcing checkout-less stores pilots, 2021 has been a breakthrough year for this store format and this development is expected to continue in 2022.

In the medium term, the Group expects to see an expansion of today's payments framework with the access of "things" to data such as consumers' bank accounts and payments data. This will, of course, require permission from consumers, but, fundamentally, it can happen without human intervention, either triggered by a device or by a piece of AI software.

To ensure the same levels of trust and security Worldline has today, this new era will require watertight regulations and the further development of innovations for smart authentication and verification, such as, notably, biometrics and blockchain.

¹ Capgemini, World Payments Report 2021

B.4.3 Regulatory changes in the payment sector are expected to create new opportunities

The global regulatory landscape is complex and the number of new initiatives is increasing year by year, impacting the stakeholders in different ways.

Financial Services in Europe are facing a range of regulatory changes that have the potential to create new outsourcing opportunities for payment service providers and drive increased and new demand for value added services. Not exhaustively:

- The revised directive on Payment Services, or PSD2, which came into force in the EU in January 2018, is still transforming almost every corner of the payment services market. On the concept of open and consensual access to information about payment accounts and with the introduction of strict security requirements, PSD2 is enabling new players such as Third Party Providers (TTPs) and Fintechs to offer payment services and new payment models;
- Instant Payments went live in November 2017. As a result, in 23 European countries it is now possible to make euro credit transfers in less than ten seconds. Consumers are able to make online purchases at all times, including at times, when many traditional payments alternatives are not available. It seems clear that the innovation has the potential to reduce the cost of managing cash and cheques and could make major headway in various

sectors. For example, according to the European Payments Council, Instant Payments have the potential to develop in the peer-to-peer (P2P) and person-to-business segments in situations where cash and cheques are currently widely used. Instant Payments are likely to go much further than P2P to address business-to-business (B2B) payments and even machine-to-machine (M2M) payments with the rise of connected devices in our lives.

- The heterogeneity in payment habits across different countries is being moderated with the introduction by local Governments of initiatives to reduce cash usage. As a result of these initiatives, facilitated at times through the introduction of incentives to consumers or merchants, countries with an unexploited potential are becoming more and more cashless;
- The launch of Central Bank Digital Currencies (CBDCs) investigations such as the Digital Euro from the European Central Bank (ECB) will contribute in creating new opportunities for both incumbents and newcomers in the payments industry. It is expected that both old and new use-cases, for which traditional electronic payment methods of today are not suited, will be identified and developed in the next future exploiting these new payment currencies.

B.4.4 New entrants and their impact on the industry business model also create new opportunities for payment services Providers

Big tech giants such as Google, Apple, Meta and Amazon and other tech giants such as Baidu, Alibaba, Tencent and Xiaomi are leveraging their client access and financial power to revolutionize the payment sector through specific technologies and end-to-end services (e.g. Google Pay, Amazon Go, Alipay, WeChat Pay, etc.).

New Fintechs, unencumbered by legacy technologies are also changing the way consumers interact with financial service providers. Worldline sees a new wave of digital only banks for example and other fintechs leveraging PSD2 and open banking to offer payment initiation and financial management services. In this new competitive environment, banks will have to adopt shorter development cycles and business models which incorporate revenue sharing and different pricing models to remain sustainable and profitable on the long term.

Large banks in Europe clearly understand that the platform economy is the new normal for their business, and they have

started to move accordingly (including BCEE and BIL in Luxembourg, ING in the Netherlands, Hello bank! in the Czech Republic). For their part, challenger banks and new specialist banks, which were born in this new world of digital services, are in prime position to take advantage of the changing landscape.

Providers of innovative mobile POS solutions (mPOS) have also intensified their activity due to the increase in the use of smartphones all over Europe. Beyond smartphone-based acceptance devices, providers of new software-only solutions (softPOS) have appeared and started to certify their solutions. Although these solutions are new and nascent, they are likely to intensify the competitive landscape but also offer new opportunities to target merchants that are not equipped with payment acceptance solutions. In almost every single European country start-ups are building businesses around mobile transactions, challenging traditional players.



The payment industry



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As mentioned in Section A, in addition to the 3 other GBLs described below, it is reminded that Worldline delivers world-class terminals solutions & services to banks & acquirers through TSS Global Business Line ("Terminals, Solutions & Services"). Focusing on offering new channels and customised software solutions suited to market needs, the GBL is enabling the ecosystem for the new world of payments acceptance, leveraging the Group's expertise in hardware, software and related services to transform the consumer experience. Following the strategic review of this activity, the Board of Directors approved the strategy to divest TSS, so it can pursue

an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL is accounted for under IFRS 5 as discontinued operation.

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds on the basis of a binding offer for the purchase of 100% of the shares of TSS. The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

C.1.1 Merchant Services

Vision

Worldline Merchant Services digitalizes and helps merchants to grow their business by offering their clients a unique payment experience enriched with digital services. Worldline aims to present its clients with the exact right buying experience: for the end consumer (user experience, quality, speed, value adding services) and for merchants themselves (one stop shop, flexible solutions, local presence – global abilities and outstanding reporting capabilities).

Its ability to sustain and extend these client offers is guaranteed through its ongoing focus on outperforming competition in terms of product offering, services excellence and IT robustness.

Fast changing environment

Worldline's Merchant Services is evolving in a fast changing environment. The business of Merchant Services is strongly influenced by several elements, including:

- Effects of the new regulations such as PSD2, Instant Payments, data & privacy security;
- Increasing as well as increasingly-connected digital and mobile consumer behavior;
- New technologies which enable innovative business- and operating models surpassing the initial channels of face-to-face, E-commerce and M-commerce. Worldline clear aim is to move towards the concept of *commerce* in which a seamless experience is required irrespective of the channel used.

Competitive landscape

Worldline competitive landscape is undergoing change:

- New players, start-ups and fintechs are entering the market space and pushing market transformation;
- In parallel traditional parties (such as banks), are opening doors to alliances to optimize their business offers and benefit from technological approaches offered to their clients through these alliances;
- Push towards further optimization in which major players are joining forces in a market where scale and geographical reach matter more than ever.

New merchant demands

Merchants rely on new solutions and services to seize the opportunities brought by the new "phy-gital world" and avoid upcoming technical and operational challenges. They continue to look at all opportunities to enforce consumer engagement and increase the average basket value through personalized customer journeys joined with a seamless and secure payment experience. In particular, the new trend of omni-channel payment solutions (Click & Collect, In-store Return, Buy now - Pay later, etc.) is now becoming the standard way of payment and has generated new technological requirements in terms of platform design and payment systems.

Covid-19

Covid-19 has pushed the demand for solutions which enable safe Face to Face (F2F) transactions (e.g. conversion from cash to card payments, contactless payments) as well as alternatives for F2F transactions (e.g. e-Com, click to pay, pay by link, buy now pay later, etc.). Worldline MS is committed to offer the best solution possible for its merchants to help them in dealing optimally with the enormous challenge brought to everybody by the pandemic.

Merchant landscape

The landscape of merchants can generically be illustrated using two axes:

- The demand for standardized requirements *versus* customized and digital solutions;
- The business focus with single/national presence *versus* multinational or even global presence.

Merchant requirements are ranging from a seamless consumer experience to strong cost effectiveness. Depending on the specific market segment and operating channels in which a merchant is active. Additional requirements are recognized as well.

Worldline recognizes the following merchant trends:

- Digitalization: making the POS and digital experience consistent, convenient and customized before and after the payment transaction;
- New consumer behavior: offering new services, new concepts at the various and diverse points of interaction;
- Globalization and omni-channel: standardizing, facilitating shopping across all channels and expanding the offering while optimizing transaction processing (increasing reach; local connectivity; 1 stop shop and modular needs);
- Increasing number of payment methods in terms of channels (mobile, wallet, instant, etc.) and schemes (local, international, premium and alternatives);
- Cash moving to cashless and seamless commerce;
- Verticalization: abandoning the standardized approach, moving towards market verticals specific solutions.

In addition, accurate reporting tools across all merchants' channels are clear merchant demands Worldline is focusing on offering easy-to-use solutions.

Banks partners

Worldline Merchant Services has broad experience in cooperating with banks and partners to offer Merchant

Services and acquiring solutions. Worldline manages a wide range of partnership models from pure outsourcing to commercial alliances and joint ventures.

- BPO-outsourcing: operating processing and Merchant Services delivery (examples: BNP Paribas and UBS);
- Referral distribution: set up in which the bank refers its clients to Worldline for terminals and acquiring services (example: Commerzbank);
- White label: reselling Worldline's terminals and acquiring solutions under the brand of a bank, enabling increased focus on pricing and simplifying offer (example: leading bank in Western Europe);
- Commercial alliance/JV: reselling Worldline's terminal and acquiring solutions under the brand of a bank, enabling increased focus on joint sales force and innovation (examples: KB Smartpay, Belfius, and KBC).

Differentiating offer Worldline MS

Worldline has positioned itself as a provider for Merchant Services for any segment of merchants (or partners) in multiple business models and channels. Worldline offers services that go beyond the merchants payments handling towards full digital services.

Worldline adapts to the specific needs of its clients, offering an open and modular approach as well as a one-stop-shop. This means merchants of all segments and sizes will find the solution that serves their needs best, be it through standardized package for a small store, be it via a tailored solution across many countries and regions for large retailers.

Its European roots and global presence provide Worldline clients with the benefits of expert local knowledge as well as the ability to have the advantage of its services and support globally. Worldline is able to support the geographical growth ambitions of merchants by offering them global reach.

Worldline and Ingenico

In 2020 Worldline acquired Ingenico, a global leader in merchant and terminal services provision. Ingenico is a trusted technology provider in the new world of payment acceptance which shapes the most customer focused payment experience in the new world of commerce. It is servicing over 550,000 merchants across the globe as well as over 1,000 banks for both off-line and on-line payment transactions with a staff of 8,000 colleagues.



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Worldline position

Thanks to a strong product portfolio supported by high-availability platforms and local services centers, Worldline today is servicing over one million merchants worldwide, from micro-merchants (mass market) to large international enterprises in various segments. Amongst others Tesco, Sainsbury's, BP, Indian Oil Corporation, Bharat Petroleum, Hero Cycle, Hindustan L'Oreal, PayPal, Airbnb, Spotify, Subway, Europcar, McDonald's are Worldline Merchant Services clients across the world.

In 2021, Merchant Services continued to strengthen its leading position through various initiatives:

- Further strengthening its client solutions, global presence, market knowledge and ability to scale by merging with Ingenico;
- Delivery of "Excellence in Services" while optimizing the cost structures to secure products competitiveness for its customers;
- Build long term relationships with key customers and accelerating international expansion to better serve global customers through investment in sales and account management teams;
- Investing in new products and solutions like:
 - Development of OneCommerce, offering one single platform for pan-European in-store and global omni-channel payments for multi-country merchants,
 - Global coverage and access to high growth markets including Russia, China, India or Latam.
 - Value added services, creating additional and new merchant benefits in e.g. Merchant Wallet, Dynamic Currency Conversion,
 - Developing new solutions arising out of PSD2, like Account to Account Payments (instant payments) as well as specific services based on AISP (account information services) and PISP (payment initiation services) related roles and responsibilities,
 - Offering acceptance of alternative payment methods to its merchants, like WeChatPay, Alipay and Bitcoin,
 - Developing new terminal solutions, like soft-POS and Pin-on-Glass which will open up new market segments for card acceptance enabled via smart phone,
 - Bringing its solutions to (new) markets. Worldline especially focuses on the enhanced (beyond payment terminal) opportunities,
 - Simplifying and accelerating on-boarding processes for new clients and automating the client journey.

Organization

The organization of Merchant Services is characterized by the product divisions (Commercial Acquiring; Acceptance and Digital Retail) and four go-to-market divisions (Regional Businesses, Global Sales & Verticals, Digital Commerce, and Financial Institutions). Furthermore there is a separate organization which positioned for the German and Austrian, PayOne, this entity is servicing the regions mentioned in close cooperation with the German Saving Bank organizations.

C.1.1.1 Product organization

C.1.1.1.1 Commercial acquiring

Acquiring is the business of contracting merchants for payment card acceptance. The key role of the acquirer is to transfer the funds received during a card transaction from the cardholder's issuing bank to the merchant's bank account. A commercial acquirer also underwrites the credit quality and integrity of the merchant, because the acquirer is required to refund the amounts paid to the issuing bank, if a merchant does not deliver the goods to the end-customer.

To be an acquirer, a company must hold a Payment Institution license. Worldline is a licensed payment institution in the European Union, the European Economic Area and Switzerland.

In order to accept payment cards through international card schemes such as VISA, MasterCard and local debit card schemes such as Bancontact in Belgium and TWINT in Switzerland, a merchant must contract a payment institution (or a bank) which holds a license of the respective card scheme network.

Worldline is continuously and successfully expanding its commercial activities, both organically, via bank alliances and partnerships as well as acquisitions. Through the recent acquisition of Ingenico, Worldline can focus even more on merchants' local and global needs, as the #1 merchant acquirer in Europe with a merchant network of ca. 1 million merchants and the processing of ca. 5.6 billion transactions per year.

One stop shop

Through its ability to offer end-to-end solutions, Worldline provides merchants with a one-stop-shop for Commercial Acquiring services. Worldline manages and ensures the quality, reliability and availability of payment services, allowing merchants to focus on and grow their business. In all mentioned countries, Worldline provides its merchants with a contractual relationship covering all major international payment schemes (Visa, MasterCard, Diners, UnionPay, JCB), national scheme like Bancontact, Twint as well as alternative payment means like Alipay, WeChatPay, cryptocurrency payments and account based payments. In addition, Worldline is a Network Service Provider (NSP) in Germany (Girocard) and Switzerland (Postfinance).

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Worldline offers the attractive combination of solutions and capabilities, both in client facing and back office environments, to deliver cutting edge, seamless multi-device payment related services. Worldline's integrated acquiring back office platform is built around several modules managing:

- All types of payments (EMV, contactless, telephone order, 3-D secure, recurring payments, unattended, etc.);
- Across multiple channels (point of sale, e-Commerce, mobile commerce);
- Multiple acceptance solutions;
- Across all geographical regions.

Worldline's solution includes the delivery of consolidated enhanced reporting to merchants and supports a wide range of currencies for card transactions. Worldline's solutions also incorporate robust fraud prevention services to help merchants and cardholders reduce fraudulent transactions.

Beyond connecting merchants to the payment scheme network, Worldline supports merchants in every step of their relationship with their clients, allowing them to significantly increase their business. The end-to-end solutions Worldline offers to its clients cover all aspects of the electronic payment spectrum (commercial acquiring, payment terminals, online payments acceptance, payment processing, loyalty schemes, point-of-sale marketing campaigns, etc.).

Value added services

Worldline offers a number of payment-related value-added services, like the in-house Dynamic Currency Conversion, fraud detection, customer feedback surveys, loyalty services as well as end-to-end solutions for implementing company-specific gift and loyalty card programs. The clients benefit from solutions that help grow their business and/or control risks.

Worldline's clients are active in all business sectors, ranging from large-scale retail distributors, such as Delhaize, Migros, Coop and Rewe to an international oil and gas company, travel business such as Hilton and Carlson Wagonlit, as well as small businesses (the mass market segment) like restaurants, shops, etc. Especially in mass markets Worldline provides fully automated state of the art onboarding solutions including AML and KYC.

Worldline invests strongly in setting up services defined in the Payment Service Directive 2 which allows Third Party Processors to access bank accounts of payment users to initiate payments (Credit Transfers or Instant Payments) or to gather bank account information (balance, history). Worldline extended its PSP license and became Payment Initiator Service Provider (PISP) as well as Account Information Service Provider (AISP) in Belgium and the Group has started to passport these licenses to the other European countries, offering further benefits to its merchants.

C.1.1.1.2 Acceptance

Worldline Acceptance services cover all merchant needs, allowing its clients to accept payments at their point of sales, online (worldwide and local e-Payment), via mobile and in proximity of a terminal. Examples of larger clients Worldline provides these services to include Carrefour, Darty, PayPal, Spotify, Expedia, Booking.com, Accor hotels, Airbnb, McDonald's, C-discount, HMRC, Asos, SHEIN and various rail companies. However, Worldline also services many small clients all over the world, for example in Canada, Sweden, Australia, Argentina and India.

Omni-channel

Worldline is offering a global omni-channel payment gateway offering one single platform for pan-European in-store and global omni-channel payments for multi-country merchants.

The Worldline omni-channel solution allows merchants to accept local and international payment methods used for purchases on their sites (online and in face to face contexts) supporting coherently and transparently the entire transaction lifecycle across all the different channels, countries and across new omni-channel use cases.

As an omni-channel payment gateway (fully complying with GDPR-Regulation and PCI data security standards) Worldline's omni-channel solution enables merchants to accept well over 200 payment types, including credit and debit cards, bank transfers, electronic wallets and private label payment cards. Worldline's omni-channel solution also supports various local schemes in face to face (POS terminal) in various European countries and offers global geographic coverage for "card not present" transactions. Worldline's omni-channel solution - a single solution for all payments, allows merchants to expand their business in new markets while optimizing transaction costs. Furthermore it enables them to deliver an omni-channel client experience, like "try and pay later" services.

Worldline's omni-channel solution has a modular design, which allows Worldline to provide end-to-end one-stop-shop services, combining payment devices, digital solutions, commercial acquiring, alternative payment methods, acceptance and data management. It also allows for *à la carte* solutions, in which merchants can pick from Worldline's wide portfolio of solutions, products and features, including e.g. In-store and Online Payment Acceptance, Transaction Lifecycle Management, Unified Reporting, Customer Insight (data analytics), Tokenization, One-Click Payment, Recurring Payments, Fraud Prevention, Dynamic Currency Conversion (DCC) and Money Remittance.

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User experience

On top of standardizing solutions at the POS and concentrating of payments on a single global platform, Worldline's omni-channel solution enables services like Endless Aisle, Click and Collect, Click and Return with a consistent and new user experience across all different purchasing channels. This provides a dynamic choice of acquirer or payment scheme helping merchants in optimizing financial conditions.

White Label service for banks, acquirers, and PSP's

The world of web-merchants is getting more complex as the number of payment methods available to them is rapidly increasing. Worldline assists banks, acquirers, and payment service providers to make lives of their merchants easier. Some services are white labelled, enabling clients to respond rapidly to their customer needs, while maintaining their brand's market position.

Worldline's White Label PSP solution provides an easy way to become a payment service provider. It relieves the Group partners from the practical and financial hassle of starting from scratch and more important it allows them to remain focused on their primary commercial activities, such as marketing and sales.

Merchant aggregator

In the domain of merchant aggregation (often referred to as super merchant constructions and sub merchant constructions), Worldline offers Merchant Aggregator services leveraging on its bank relationships.

Worldline developed its offering based on two models, strongly differentiating from competition:

- Core aggregation (Worldline acts as a Payment Facilitator undertaking end-to-end aggregation from merchant sourcing, contracts, risk underwriting, processing of transactions with schemes along with settlement and payment);
- Hybrid aggregation (Worldline acts as a Technology Enabler for merchants - sourcing merchants, executing tripartite agreement with merchants and underwriting risk, processing transactions through schemes and partner banks settling merchant payments).

Fraud prevention services

Worldline offers a wide range of services which improve and enhance the consumers' payment experience, increase the conversion rate or reduce fraud. Worldline offers a combination of leading technology and innovative tools for detection and prevention of fraud within the various card-not-present channels, together with our third party solutions providers. These solutions are designed to help Worldline's clients protect their customers and brand by reducing fraud losses and making the Internet a safer place to conduct business. One of the concrete solutions Worldline offers is a Fraud Prevention Service which insures potential fraud, based on machine learning capabilities, reducing the risk to zero for clients.

PSD2, Strong Customer Authentication – E-payments

Worldline's SCA Accelerator Suite utilizes the latest versions of 3D Secure and thus ensures that its clients using Worldline 3DS and payment pages are compliant with EU's Second Payment Services Directive (PSD2). It offers authentication routing, ensures the appropriate data collection and streamlines mobile User Experience. Worldline is a strong partner in local regulations compliance: its clients can rely on Worldline's services do not have to worry.

Beta-programs & Sandbox

Beta-programs are products we're currently working on to bring to market. Worldline offers its clients early access to those innovations by the possibility of signing up for early testing and being on the cutting edge of the payments industry.

In addition the Group offers a so-called sandbox. Every go-live process should start with prototyping and experimenting in the sandbox. The sandbox behaves identically as production systems, offering several payment product integrations with which the clients can experiment, without having to worry about the risk of transferring real money.

Local acquiring solutions in emerging economies

Worldline offers connections to (local) Acquiring solutions in some of the world's most important emerging economies, such as India, Russia, Brazil and China *via* its wide range of payment service provider solutions. This means that all payment transactions can be accepted for the lowest possible costs and paid-out in a desired currency to our clients. This reduces complexity, while supporting its clients' business growth.

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C.1.1.1.3 Digital Services

Through Digital Services, Worldline aims to convert the neutral to negative perception generally associated with payments into a positive one by providing value-added services which enhance the overall customer experience. Worldline is present in every step of the value-chain and assists B2B and B2C merchants in placing their customers in the center of their attention.

Digital Services ranges from POS Products (commonly known payment terminals) over Digital Products (Internet of Things, Digital Ticketing), VAS Products (Loyalty Platforms, venue solutions) to Merchant Portal and Onboarding (Self Onboarding, Merchant Portals).

Worldline's vision is already beyond the well-known payment terminals; Worldline will offer a Tap on Mobile (Payment on smart device like smartphone) with PIN entry as of 2021. On top of that Digital Services represent the main growth driver as payment only tends to commoditize.

Worldline's Digital Services division combines:

- Digital Service offerings, covering the full digital commerce lifecycle for merchants starting with the self-onboarding and following their lifecycle with self-service on the MyPortal platform;
- Value added services, such as Private Label Cards, Loyalty Services, Merchant Loan and Merchant Apps on terminals.

Supporting the digital retailer throughout the customer journey

Worldline supports merchant's digital agenda throughout the digital life cycle. Digital Services focuses not directly on the payments. Instead, the strategic attention is on the value-added services around the transaction.

Added Value Services

Packs

Payment is a crucial step in the buying journey and offers an opportunity to engage and delight customers as such. The modern customer wants to pay cashless wherever and merchants must be prepared for this. With Worldline's self-onboarding system called Pack, merchants can go online and order complete, cashless payment processing solutions that accept all conventional credit and debit cards at the point-of-sales from a single source. Merchants can choose a plug & play payment package which fits their business and their customers and can start accepting secure online and in-store payments almost immediately. Worldline is the reliable partner helping retailers seize the opportunity of comprehensive digital and cashless payment solutions to reach new customers and increase sales.

WL One Link

WL One Link provides a range of new opportunities around the payment process and connects it with loyalty and other value added services. It provides benefits to all participants such as consumers, program schemes and merchants by making any payment mean a one-tap identifier for 3rd party services at the POS. Whether it's loyalty, age verification or digital receipts, WL One Link can enable it, boosting user experience.

Merchant Loans

Money can sometimes be a bit short for SME's at the end of the month. With a single click, retail merchants can request a loan and will receive money on their account the following day.

Merchant Loan is a convenient way for the merchant to get additional funding for their investments or to support their liquidity. No paper work, no visits in the bank, no collaterals or monthly payments. The loan is offered based on transaction history- the better, the bigger loan is available. Request and approval of the loan are all online. The repayment is flexible and seamless- a percentage or daily transactions. When the business goes well, the loan is paid back faster, when the business slows down so the loan repayment. Transparent fees and rules make the product easy to understand.

Loyalty Platform - Loyalty Programs, BI (Business Intelligence) & Big Data

Worldline offers merchants tailor-made solutions for loyalty program management, sales promotion tools and innovative self-service kiosks to enhance their customer relationships. These solutions are focused across the different stages of the customer journey: before, during and after the sales process. Aim of these services is to support merchants in better targeting and adapting their offers to evolving customer expectations; in increasing the frequency of customer interaction creating new sales opportunities; and in improving returns on marketing and promotions through a better understanding of their customers' needs.

WL Payment Reconciliation Hub

Worldline offers merchants an "out-of-the-box" solution enabling financial reconciliation. The WL Payment Reconciliation Hub Software (database) automates reconciliation of turnover and remuneration as well as the posting of electronic sales transactions to accounts in the company.

The WL Payment Reconciliation Hub was developed to accurately and fully automate reconciliation for all means of your sales on a transaction-by-transaction basis and to post them in accounts. No matter what the type of sales (cash, card payment) and sales location (point of sale, e-commerce or m-commerce), all transactions across thousands of stores and in a wide range of currencies are automatically checked, reconciled and posted to accounts.

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Added applications (APPS)

Worldline provides additional applications on its android devices. This allows merchants, resellers or even partners to create additional customer relationships. The Group ecosystem enables a common API design which ensures that added applications function on all (Android) devices. There are no limits to the creativity of resellers and partners.

Terminal Management Console

The Terminal Management Console offers customers the capability to do first and second level support for their terminals themselves. Functionalities such as rebooting, reviewing configuration data and various other remote functions make it possible to offer technician-free support.

Portals

Worldline offers merchants user-friendly web-based portals, tailored to their needs whether they are pure online players, SMB's, Partners or large Retailers. Main purpose of these portals is to provide best-in-class features around reporting, BI, fraud and dispute management, as well as management of their EFT-POS and campaigns. A strong focus is made on user experience so that each and every user (Payment managers, Finance department, Field Company Service managers, Developers, etc.) can manage payments and terminals in the most efficient way.

C.1.1.2 Go to market organization

The aim of its go-to-market organization is fulfill the renewed growth ambition of Worldline and leverage a unique combination of assets in accordance to the following segmentation:

Regional Businesses (SMB)

The Worldline value proposition aims to service merchants offering its all-in-one easy solution with local payment methods coverage. We support regional businesses of all sizes ranging from individual stores and online startups to regional online, instore and omnichannel champions. Currently we manage an over 1 million merchant portfolio across 17 European countries.

Global Sales & Verticals

Merchants increasingly demand an integrated vertical-specific and high scale/cross border solution. Worldline fulfills this need by offering its unique full-service Omni-channel and vertical driven solutions in high touch approach. In an era of consolidation, globalisation and race for scale merchants and partners benefit from the most secure solutions, best in class quality of service, unique ability to service globally and consistently across geographies while maximizing payment conversion, time to market and optimising total cost of ownership.

Digital Commerce

The e-Com market is booming and requires cross-border multi-currency, multi payment methods solutions. The combination Worldline offers to global e-Com clients across verticals of combined acceptance and acquiring solutions is focused at those exact requirements. Worldline Digital Commerce provides merchant with global reach, payment solutions tailored to the specific needs of selected industries, and locally relevant payment experiences. We accelerate business into challenging, high growth markets, and break down barriers to global expansion.

Financial Institutions

We see growing appetite within Financial Institutions to capture payment asset value via tailored partnerships, while maintaining payment leadership. For this particular interest Worldline offers global leading payment capabilities to develop market winning banking alliances and Joint Ventures. The track record Ingenico (e.g. PAYONE and Paymark) has added to Worldline is very large especially on the relationship portfolio. We service over 1.000 banking relationships and premium partnership references (PAYONE, KB, ING...).

C.1.2 Financial Services

The payments industry is changing rapidly, triggered by transformative technological innovation, new regulations, regionalism and increasing competition. Payment Services Users (e.g. businesses, governments and consumers) want to be able to initiate payments at any time, in every context and across any channel.

As one pan-European leader in financial/payments processing, Worldline Financial Services invests heavily in new and innovative solutions for account-based payments, card and digital payments transactions (e.g. cloud, APIs). Financial Services helps clients adapt to the new reality of instant payments, open banking and digital transactions, enabling them to transform their business and operating models, manage risks and fraud and anticipate regulatory changes anywhere in the world. Leveraging the Group's scale and complete service portfolio, Financial Services works closely with clients to help them prepare for a future full of opportunities.

The Financial Services Global Business Line is grouped in four business areas:

- Issuing Solutions;
- Acquiring Solutions;
- Account Payments;
- Digital Services.

Worldline Financial Services is consolidating payment processing in Europe. The Group has approximately 126 million payment cards under management and processes circa 9.6 billion issuing transactions and circa 17.9 billion account payment transactions per annum. Worldline Financial Services has leading market positions in key European geographic markets including France, Germany, Benelux, Switzerland, Austria, Italy and the Baltics. Its client base includes numerous tier-1 financial institutions such as BNP Paribas, Commerzbank, Société Générale and UniCredit.

Worldline Financial Services is also present outside of Europe. The Group offers Software Licensing solutions to financial institutions throughout LATAM, Africa and Asia-Pacific region.

C.1.2.1 Issuing Solutions

The Group offers a broad variety of solutions along the entire issuing value chain. The Group's issuing portfolio includes, amongst others, end-to-end *issuing processing* and fraud risk management.

The Group's principal clients within the Issuing Business area include BNP Paribas Fortis, ABN AMRO, and PSA Payment Services Austria.

End-to-end Issuing Processing

The Group enables financial institutions and fintech companies in their journey for card-based payments by offering a complete end-to-end set of services across the entire issuing value chain. The proposition supports multiple types of payment cards (credit, debit, prepaid, corporate, and cobranded) both physical cards and tokenized virtual cards.

The journey starts with the digital onboarding of the client, the possibility to instantly issue a virtual card (that can be used immediately), the request to produce the card and the complete processing of the transaction, from authorization, fraud prevention and detection, to clearing & settlement, posting and reporting.

The offering empowers cardholders by supporting many functionalities for card control (e.g. limit changes, channel management, blocking services). A complete set of APIs are offered to the issuer for quick integration in the banking applications (web-based digital banking and mobile app) and is completed by a white-label app and portal. New functionalities like business intelligent reporting and dashboard as also issuer self configurator complete the offering.

In addition to technical processing, the Group offers solutions to outsource every stage of the card life cycle and operational services like chargebacks, settlement and call-center support.

The Group's robust, industrial scale processing systems are designed to securely, reliably and efficiently handle large transaction volumes with minimal lag times and include interfaces that allow the issuer to monitor the status of authorizations and transactions.

Fraud risk management

The digital economy has created new fraud risks and companies face a number of challenges in this respect. The first challenge is to find the best strategy to reduce fraud losses, with the right balance between internal solutions and outsourcing. Besides that, continuously changing fraud patterns require quick response actions in the rules & algorithms applied to prevent and detect fraud and in the decisions taken to contain it. Finally, changing regulatory requirements need to be known and adhered to.

In facing all these challenges, financial institutions can benefit from the Group's expertise. Worldline has a broad understanding of the market, is able to link powerful tools to highly skilled experts and offers fraud risk management solutions including modules like WL Online Watcher and WL Fraud Case Management.



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The Group offers a complete issuing and acquiring fraud solution, including online detection, fraud prevention and case management analysis (using rule based as well as artificial intelligence solutions). Fraud detection process is integrated in the authorization flow to have an immediate react during the process (like deny the transaction, send an alert).

Operational expert services complete the solution; creation and management of rules, deployment of the rules for alert creation and the operational handling of alerts.

Digital Enablement Services

The Group understands the challenges financial institutions face in adjusting to constantly changing digital requirements and it can support them with a comprehensive and future-proof digital payment portfolio. Key digital enablement services are mobile apps, token-based digital payments and person-to-person payments.

- **Mobile app and web portal.** Mobile apps, in which all self-service functionalities to manage payment card transactions are integrated, are becoming the predominant way to communicate between issuers and cardholders. The Group offers a white-label app that integrates its *issuing processing* services APIs as well as APIs based on specific client requirements. The offering can be enhanced with the integration of the Group's Trusted Authentication solution to ensure compliance with PSD2 requirements regarding strong authentication. The same services are also offered via a white-label banking portal.
- **Token-based digital payments.** The Group offers a unified approach for token-based payments in stores, in-apps and on the web, for international payment schemes. This service complements the mobile app solution by adding Xpay (Google, Apple) payment capability to it. The Group facilitates integration of Token Service Providers with issuer platforms (I-TSP), provides a token requestor platform for digital wallet providers (TR-TSP) and offers a Token Service Provider platform for payment schemes.
- **Person-to-person payments (P2P).** The Group provides a modular white-label mobile P2P solution, which can be customized to reflect the look and feel of the issuing bank. Various funding methods can be implemented based on customer demand. Through the P2P APIs, the service can also be integrated into an existing mobile banking app. The app is available for the most recent Android and iOS devices and can be extended to further platforms on request. The standard service can easily be enhanced with value-added services like payment requests (invite).

Identity, Trust & Authentication Solutions

The growing number of digital financial services provides users with immediate, universal access to services that meet their daily needs. However, this also entails risks; there has been an increase in fraud cases related to identity theft. Also, open banking creates new demands for strongly authenticating the customers. Faced with these threats and regulatory requirements, the Group offers service providers and banks appropriate tools for securing their customer transactions and provides Strong Customer Authentication across all channels. Key solutions are Authentication Process Management, Trusted Authentication, Access Control Server, Mobile Intrusion Protection and Payment Modulator.

- **Authentication Process Management.** Providers of digital services face multiple security threats while having to maintain a positive user experience. This can result in various authentication methods and processes for different services. The Group's Authentication Process Management solution provides a consistent authentication policy, allowing the same customer experience for each service and channel, while reducing the cost of strong authentication.
- **Trusted Authentication.** The Group has developed trusted authentication to secure any kind of online access in an intuitive, effective and user-friendly way. It automatically adapts to the context and the required security level. It offers different authentication methods, such as pin-entry, fingerprint, voice and face recognition.
- **Access Control Server.** The Group provides a PCI-DSS compliant solution that enables the implementation of the EMV 3-D Secure protocol and strong authentication for e/m-commerce. The solution has a rich panel of authentication methods and fraud prevention tools. It provides cardholders with a user-friendly interface and trusted authentication method. Additionally, the Group offers enhanced back-office tools and fraud prevention services for bank administrators and customer services.
- **Mobile Intrusion Protection.** The award-winning Mobile Intrusion Protection service provides local and remote protection of the mobile app, helping to reduce fraud from smartphones. It protects the mobile app and its data, at rest and during processing.

C.1.2.2 Acquiring Solutions

The Group supports smart processing of POS, e-commerce, mobile and ATM transactions. Worldline's reliable, secure, 24/7 acquiring service portfolio will let acquirers conduct payments and complete transactions with major international card schemes, local European card schemes and multi-currencies across a wide range of payment devices and protocols. The Group's modular portfolio offers acquirers the opportunity to choose services *à la carte*.

A few examples of clients in the acquiring business area are: ABN AMRO, BNP Paribas, and PSA Payment Services Austria.

Core Acquiring Processing

The globalization of the acquirer market is leading to increased volumes and price pressure. The international expansion of merchants has created global platforms. In addition, the market is characterized by constant innovation, increased competition and new regulations. The Group provides acquirers with a full range of *Acquiring Processing* services to match and exceed merchant needs, both in the domestic market and internationally. Services include:

- Authorization Processing;
- Fraud Management;
- Transaction Processing;
- Clearing & Settlement;
- Dispute Management; and
- Contract Management.

WL Pay Front-Office

WL Pay Front-Office is an advanced software licensing solution that combines functional flexibility through parameterization and self-customization capabilities with proven production stability. It includes:

- Acquiring & Switching;
- Terminal & Channel Management;
- Authorization;
- Transaction Security & Integrity.

ATM Management

Managing an ATM network today is getting increasingly complex in an ever more competitive environment. Clients expect extra services at ATMs, while business is complicated by increased regulation. Moreover, digitization forces financial institutions to rethink their branch strategy.

The Group has numerous years of proven experience and covers the whole ATM value chain from site search to installation and from logistics management to transaction and quality management. Financial institutions can either make a selection of the Group's modular services or choose global outsourcing. This way they can optimize and simplify their ATM management.

C.1.2.3 Account Payments

The Group offers financial institutions a complete and modular end-to-end set of solutions that cover the full range of needs in the domain of *Account Payments*, including Back-Office Payments Processing, Clearing & Settlement Services, Messaging & Connectivity services as well as Liquidity Management solutions.

A few examples of clients in the *Account Payments* business area are for Back-Office Payments Processing; Commerzbank and UniCredit and for Liquidity Management Solutions; BNP Paribas, Crédit Agricole, and Société Générale. Among the clients in the Clearing and Settlement area are ABN AMRO, PSA Payment Services Austria, and the Central Bank of Aruba.

Instant Payments

The customer demand clearly shows an increased need for speed. This also applies to payments. Financial institutions nowadays are expected to offer instant payments. The Group is a frontrunner in instant payments with a leading position in the Eurozone. The Group has the capability to cover the whole value chain for instant payments, from Payment Initiation and Channel Solutions that directly benefit the end-customer to Back-Office Processing and Clearing & Settlement Services.

The Group's solutions are separate components that can be procured as an integrated offering or as individual components, depending on client needs.

Back-Office Payments Processing

The Group has an extensive portfolio of secure, cost-efficient solutions that allows financial institutions to outsource their back-office processing for payments. This enables financial institutions to substantially reduce their total cost of ownership and moving fixed costs into variable costs, while relieving them of the burden to keep up with the increasing pace of change in the payments industry, including regulatory and scheme compliance. The Group's comprehensive portfolio includes the following services: SEPA and Domestic Payments, Instant Payments, Multi-Currency Payments, High-Value Payments, Liquidity Management and Compliance Services.



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Clearing & Settlement

The Group operates a highly scalable Automated Clearing House platform and provides SEPA Credit Transfers (SCT), SEPA Direct Debits (SDD) and Instant Payments (SCT Inst) services as well as supporting domestic payment schemes in local currencies for financial institutions, communities of financial institutions and central banks. The Group ensures full market reach across Europe and beyond (ISO 20022). Worldline offers reach through an Inter-CSM network of ACHs based on the EACHA (European Automated Clearing House Association) interoperability framework, and by facilitating a link to the EBA network and TIPS (ECB). The Group has established reach to the USA through a partnership with the Federal Reserve Banks.

Next Generation Financial Messaging (NGFM) and SWIFT

Access to SWIFT, a secure messaging network used by banks, financial institutions and corporates, is essential for sending and receiving urgent, high-value and international payments.

As a provider of SWIFT bureau services, the Group enables banks and corporate clients to gain access to the SWIFT network and services. The Group offers a new fully managed service to meet the needs of banks. Outsourcing of SWIFT and other financial messaging channels (Next Generation Financial Messaging) is a realistic and attractive option for banks and corporate clients that previously operated their SWIFT infrastructures in-house.

Liquidity management

The Group offers Basel 3-compliant intraday liquidity management solutions featuring liquidity forecast, real-time monitoring of available assets and positions, control of payment outflow and metrics for regulatory reporting.

Worldline's solutions are used by banks to monitor and distribute their liquidity across the various market compartments, to secure their timely settlement obligations and to proactively manage intraday liquidity risks. Key benefits include reduction of liquidity buffers and collateral requirements as well as reduction of the related fund transfer pricing.

C.1.2.4 Digital Services

In this digital age, the move towards a cashless society is gathering pace every day, and has accelerated due to the Covid-19 crisis. More and more businesses shift to digitally

focused operating models and they require a higher level of innovation and security from their payment service provider. Transactions need to be fully digitalized and accessible remotely. Additionally, the smartphone's hegemony and the increased presence of cloud services have changed customer expectations. They are more connected, better informed and experienced in digital commerce. Customers want transparent banking services which need to be more accessible than ever. The Group helps financial institutions to strengthen their digital proposition for customers with advanced and innovative digital services including *Digital Banking Platform*, Mobile Banking, Open Banking, Mobile Wallets, Trusted Transactions, and Trading System & Financial Information.

A few examples of clients in the Digital Banking area are: ABN AMRO, BNP Paribas, Société Générale, and UniCredit.

Digital Banking Platform

The Group's flexible and modular *Digital Banking Platform* provides the back-end that supports fast channel development as well as engaging front-end services such as chatbot based conversational banking. As-a-service layer, composed of a collection of business enablers, the digital platform enables simple data coming from the bank information system or third-party to be processed, valued and properly displayed on the mobile or web applications. The platform allows customers to consult account balances, transfer funds, consult stock prices and purchase securities, interact with financial advisors, consult digital versions of account documents and many other banking services. The Group's *Digital Banking Platform* service portfolio consists of Trusted Interactions (Secure Messaging and collaborative workspace between clients and advisors), Card Control, Trusted Authentication, Digital Preservation (e-archiving/e-safe), Digitization (e-contract) and WL Contact.

Mobile Banking

The Group offers an innovative and comprehensive catalog of services to build a unique customer experience, whether on a smartphone or tablet and for any operating system (e.g. iOS, Android or Responsive Web Design). Based on an agile *Digital Banking* platform, the Group's solution boosts innovation in terms of payments, security and bank account management. The Group's mobile banking solution includes comprehensive and "easy-to-integrate" mobile services (SDK, API) for security (WL Trusted Authentication, Fraud Detection), payments (Wallets, P2P, NFC Payment, QR code, Payment Modulator, Instant Payments) and channel solutions (Alias Conversion, White-Label Mobile Banking App). The Group's extensive expertise in the field of digital and mobile banking is also available to develop bespoke client services.

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Open Banking

The Group supports financial institutions and fintech companies to capture the open banking disruption and turn it to their advantage. The Group's API-based services cover all aspects of open banking such as access to information systems, security, Open Innovation, Open Data and Banking-as-a-Service.

- **Access to Account Bank Services.** The Group supports Account Servicing Payment Service Providers (ASPSPs, typically banks) to open up their infrastructure to authorized Third-Party Service Providers (TPPs), so that these TPPs can initiate payments and access account information. Besides managing the Payment Service User (PSU) consent and ensuring the access to the desired service, the ASPSP is also expected, in particular but not only, to manage the TPP community and follow up updates on regulatory requirements and API standards. To address the regulatory challenges and exploit the associated opportunities, the Group's *Digital Banking* Platform integrates a PSD2/Open Banking compliance module, namely Access to Account Bank Services, enabling financial institutions to effortlessly meet the regulatory requirements and develop their Open Banking strategy while managing the risks and mitigating uncertainty.
- **Access to Account TPP Services.** Next to the Group's offer for ASPSPs, the Group supports third party providers with Access to Account TPP Services. The Group provides via a single API an infrastructure that gives third-party providers the possibility to initiate a payment or retrieve account information on a pan-European scale. In addition, the Group has created several use cases that allow TPPs to quickly and effectively create a value proposition to offer to their customers (e.g. green banking, request-to-pay, immediate accounting).

Mobile Wallets

The Group offers digital wallet platform services. A digital wallet is an application that simplifies the payment process, particularly on mobile devices, by storing payment instrument credentials like debit card, bank account and other data (loyalty, coupons, etc.) and by removing the need to insert a payment card at a merchant location or enter card information on the internet or mobile. This also makes the payment process more secure for consumers and merchants.

Trusted Transactions

Businesses and public service providers are looking for efficient solutions in the digital world for identity, electronic payments and e-Mandates. They need solutions that can be easily integrated into their own business processes. Financial institutions are trusted partners that can offer these services using their online banking systems. The Group supports financial institutions in operationalizing digital transactions through cost-effective and reliable routing services, in a way that is convenient and fully compliant. The Group's service portfolio consists of four main areas: e-Identity, e-Mandate, e-Payment solutions and Alias Services. The different services are delivered using a multi-purpose, state-of-the-art platform.

Trading System & Financial Information

The success of online financial services is closely linked to the quality of market data and the associated processing tools. The Group's online trading platform allows brokers, banks, and other financial institutions to manage multi-asset orders from collection of the order to delivery to market for execution.

The Trading System Solution offers a global, open and highly scalable brokerage platform for all types of orders: equities, derivatives, OTC products, and investment funds. The Group offers its customers a state-of-the-art solution with the capability to cope with huge transaction peaks in a highly volatile environment. In addition, the Group offers financial information that aggregates market data from all major global sources, including stock exchanges and news providers.

C.1.2.5 Delivery Models

Clients can choose a flexible delivery model fitting their strategy as the Group offers multiple delivery models.

Business Process Outsourcing

Clients can choose to outsource their payment business processes. From payment processing and booking information to investigation and risk management services, the Group is highly experienced in every step of the transaction process and can fully take over these activities. By outsourcing these payment business processes, clients can leverage the platforms, scale and expertise of Worldline resulting in a lower total cost of ownership based on economies of scale and scope.

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Payment Software Licensing

The Group can offer many of our core software solutions in a licensed mode, either where the client hosts and operates the software in their own data centre, or optionally where the Group hosts the software for the client to operate, or in other hybrid scenarios, but typically based on an alternative commercial model whereby the client owns a license for the software. The Group's main software solutions cover payment transaction processing, card payments, account payments and digital banking.

In addition to the software itself the Group can provide all of the required resources and support to implement, customize and integrate the software to the client's requirements as well as to provide ongoing maintenance and support.

SaaS model

Client subscribes to using the application which is fully hosted and managed within the Group's data center - hybrid cloud. Client's own human resources use the application to conduct the business function.

C.1.3 Mobility & e-Transactional Services

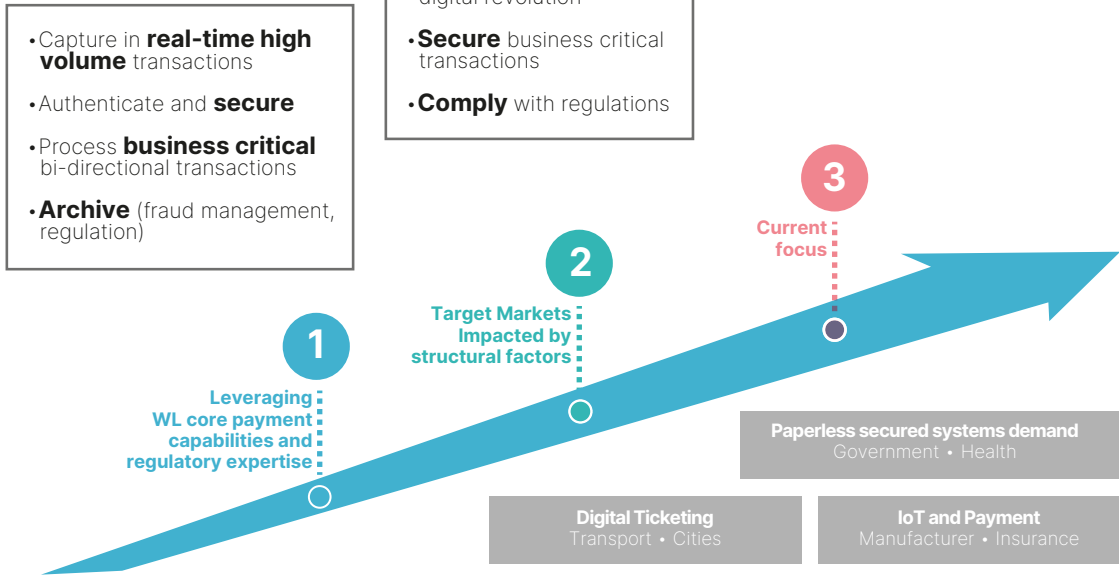
The Global Business Line Mobility & e-Transactional Services is leveraging Worldline core payment capabilities and regulatory expertise to capture in real-time high volume transactions, authenticate and secure, process business critical bi-directional transactions and archive (fraud management, regulation).

Hence Mobility & e-Transactional Services is targeting those markets that are impacted by the same structural changes than the payment market is facing: the move from paper to digital, the revolution in customer engagement created by Digital, the need for secured business critical transactions, the drive towards social mobility supporting climate repair and to comply with regulation.

BRINGING PAYMENT AND REGULATION EXPERTISE TO NEW MARKETS

- Capture in **real-time high volume** transactions
- Authenticate and **secure**
- Process **business critical** bi-directional transactions
- **Archive** (fraud management, regulation)

- From **Paper to Digital**
- Customer **Engagement** digital revolution
- **Secure** business critical transactions
- **Comply** with regulations



Mobility & e-Transactional Services offers clients a breadth of solutions designed to accelerate and enhance new digital services and new business models that take advantage of the increasing digitization of the physical world. The emergence of new digital businesses has been fuelled by an explosion of new types of consumer needs. More and more devices are becoming connected—from smartphones and tablets to cars, trucks, and buildings. New digital services are generating huge volumes of consumer data, which can be used to further enrich customers' experiences. Moreover, consumers

benefiting from these new digital services are becoming more mature, more active and are ever increasing in number. Meanwhile, companies and government entities are being forced to evolve in order to adapt to new technologies, new usages, new customer expectations, and new payment means, while having to optimize processes that are becoming more and more costly. Together, these businesses help differentiate the Group from numerous players in the market and demonstrate an ability to help the Group's partners with all aspects of their transactional related businesses.

The Group is focusing its efforts on several areas where it believes new digital services have significant potential:

- **e-Ticketing** covers a full set of solutions and services to Public Transport Authorities, Passenger Transport Operators, Government Agencies and Infrastructure Providers:
 - Including Digital Ticketing open payment solutions leveraging the Group's payment capability,
 - Revenue settlement services, service planning, resource allocation and real time proactive decision support,
 - Mobility-as-a-Service services that allow the general public to consume multi-modal mobility services in an easy and fluid way;
- **Trusted Digitization** provides paperless secured systems to public and private organizations for better services through the digitization of processes for citizens, including implementation of national digital identity schemes, the enabling of electronic payments (taxes, fines, invoices settlement, etc.), and e-healthcare services, as well through a variety of trusted services, including track & trace solutions, e-contracts and electronic invoicing, legal archiving solutions for companies and e-safe services for individuals;
- **e-Consumer & Mobility** provides cloud contact and consumer cloud services that improve the customer engagement and generate new business models, as well as Connected Living solutions that offer context-driven mobility solutions for consumers, patients and citizens. Also, the Group's Industrial IoT solution provides highly secured connection of globally spread machines in the after sales area.

In addition to those identified below, principal clients of the Group for this global business line include the European Commission, French Ministry of Justice, ASIP Santé, O2, France Télévisions, M6, First Group, Keolis and Rail Delivery Group.

C.1.3.1 e-Ticketing

Public transportation enables the cities of the world to prosper and grow. Access to those transportation systems has moved to a Digital First approach where mobile ticketing, open payment and account based ticketing allow passengers to enter and exit transportation systems with ease. In addition, making better use of operational data for improved route management and enhanced customer information systems for both the operator and the passenger are bringing efficiencies into transportation systems. The Group provides a range of solutions to help deliver these digital services to their clients and their customers (B2B2C).

From ticket sale to financial settlement, the Group provides payment services for transport companies with over €10bn per annum flowing through the Groups services. The Group is focused on driving social mobility through payment and access solutions. The Group delivers services which provide a better journey experience; a set of specialized back-office and retail-channel software platforms, online solutions and mobile devices to manage the process of taking payment and validating tickets. The Group is focused on Digital Payments for transport where through the development and delivery of open payment and account based ticketing solutions the Group utilizes the strength of the payment capabilities to provide market changing solutions to its customers, as the Group has done for a number of cities in France e.g. Dijon, Aix, Paris and others.

Smart Navigo is a digitization programme of the public transport network in the city of Paris and Île-de-France region that aims to make commuting easier for the residents as well as for the millions of visitors each year. In order to accomplish this, Worldline, partnering with Conduent, was selected in 2018 to deliver the next generation of transport ticketing and payment solution in a multi-phase programme over nine years. The solution provide new Navigo products to gradually replace transport tickets with contactless methods. Tickets' online purchasing and use of smartphones either as a way to recharge the Navigo card (in lieu of vending machines), or directly as a validation method will also be implemented. Navigo will also be able to support new mobility services.

Thanks to continuous investments in solutions that combine Open Payment with Account Base Ticketing and multi-services management with a mobility account, the Group is expanding its offering outside of France and is now further spreading these capabilities into its core geographies, (UK, France, Spain and Germany) and Latin America (mainly in Argentina and Chile) to drive social mobility changes for cities and countries in its main markets for the Group's e-ticketing business.



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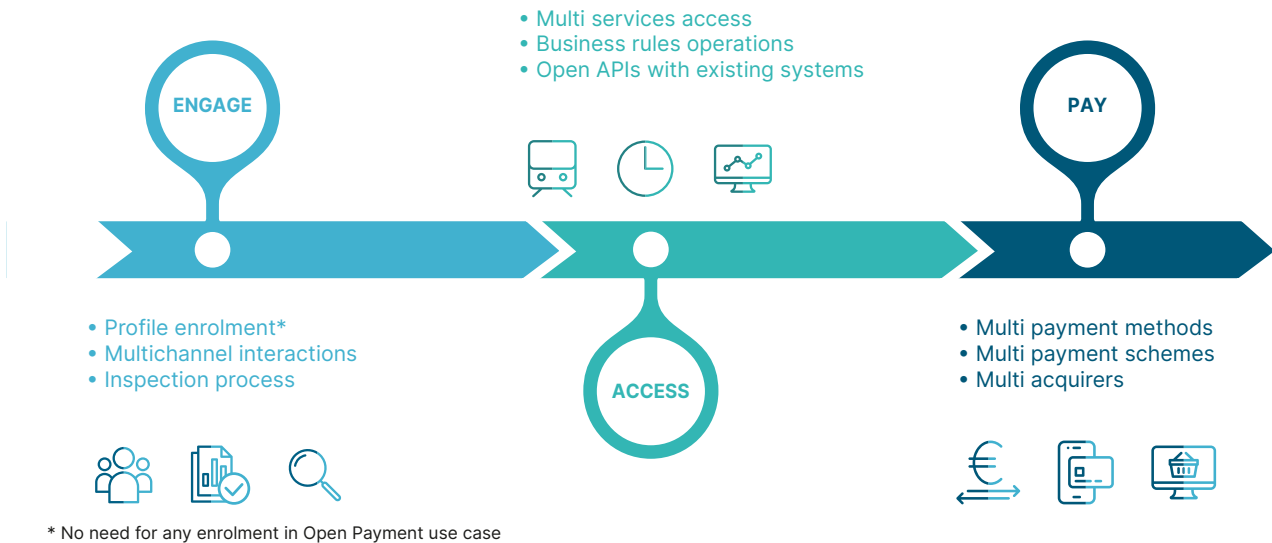
In parallel, the Group provides fare, tariff and revenue capture and apportionment solutions for national railways and city wide public transport systems. The Group typically acts as the primary systems integrator and general contractor for a project, presenting its clients with a full end-to-end solution that the Group implements directly and through partners and subcontractors.

The Group's line of e-Ticketing solutions includes applications that allow customers to check schedules, reserve a seat, order and pay for tickets online for delivery directly to their mobile device a ticket machine at stations or for print at home. This solution is called WL Web Ticketing Issuing System (WebTIS). For real time transaction sales and journey validation the Group provides on-board handled mobile device for train staff, integrating industry leading digital devices with ticketing and payment. This solution is called WL Mobile Ticket Issuing Service (WL MTiS). Tickets can also be delivered at the station using self-service kiosks provided by the Group's kiosk business or third-party providers. The Group's e-Ticketing, validation and payment systems are used by a large number of franchised railway routes in the United Kingdom and the THALYS high speed rail network in Europe. The WL Mobile Ticket Issuing Service solution has been rolled out to other retailing channels, such as station ticket offices and telesales centres, giving Operators greater channel flexibility and comes

complete with a comprehensive back office asset management, transaction analysis and reporting tool. The Group's kiosk business has been extended with a multi-purpose ticket vending kiosk that offers an enhanced customer self-service experience at stations and transport hubs.

The Group is moving into Mobility-as-a-Service (MaaS) propositions utilizing the ongoing investments of the Group and the benefit of the E-Payments challenge where its Fintech partners bring capability and speed to the Group's core propositions. The Group's vision is to power social mobility through driving engagement, access and payment for transport services.

A key investment of The Group in MaaS is the Mobility Marketplace solution which brings together The Group's payments, accounts and transport products to address the requirements of integrated inter-modal, inter-operator travel. The Worldline Mobility Marketplace cloud platform will provide APIs and Services to addressing some of the key challenges, including: Multi-Modal & Operator Pricing and Ticketing; Revenue apportionment and settlement between transport modes and operators; Aggregation of usage with post-payment capabilities to support multi-modal Account Based Ticketing (ABT) and cEMV PAYG (Pay-As-You-Go).



Digital ticketing

The Group also offers contactless "smart card" ticketing schemes for multi-modal transit platforms that, among other things, allow passengers to use travel cards, payment cards and mobile wallets to "touch in" and "touch out" at the start and finish of their journeys and automatically calculate and process fare prices. There are now several contactless smartcard schemes being delivered by the Group in Latin America including Transantiago in Chile, Lima in Peru and Cordoba, Mendoza, Salta, Tucuman, La Rioja and the SUBE system the Group operates for the public transit system in Buenos Aires, in Argentina.

As passenger and Transport Operator demands increase for seamless ticketing the Group continues to evolve its account and identity based travel solutions with the WL Tap 2 Use open payment solution which is live in several cities in France, Dijon being the first one in 2018. This enables passengers to move easily between travel modes run by multiple Transport Operators. Bank cards and smart devices confirm identity of the user through their PAN (payment account number) and can be used to pay or post pay for journeys while users and Operators can monitor all travel activity via a comprehensive account management system. The Group is regularly rolling out new projects like the French "Grand Est" region where it has been implemented as a cross-border ticketing solution with Germany, Aix-en-Provence making Open Payment available in 2020, and the metropolis of Amiens where the

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Group implemented a multi-service platform allowing citizens to access with a single identifier (bank card or PAN) a wide variety of mobility, cultural and sports services.

Itinerary management and online travel booking

The Group's multi-modal itinerary management and booking software platforms allow the Group to help travel planning and booking sites that enable users to compare and plan travel options across multiple modes of transport and to book and pay for their journey. The Group provides these services across multiple platforms, including online and via mobile devices. The Group's services are designed to provide users with comprehensive, easy-to-use travel information across transportation types (bus, coach, tram, rail, taxi, car and airplane) in order to enable passengers to plan their journeys effectively and efficiently. The Group's e-commerce booking applications allow railways to sell rail tickets, including season tickets, online alongside additional products and services such as hotels and car hire.

Route management and Resource Allocation

The Group offers railway service Operators and railway infrastructure network providers a series of "smart" route management services that allow them to optimize railway schedules, to allocate resources (rolling stock and crew) in real time and to immediately adjust and re-plan those resources when planned and unplanned disruption happens. The Group's offering includes the route management platform ROMAN, a system for the process of timetable creation and management, as well as its Cargo Information Systems (offered under the names CIS and CPI), a highly automated integrated software system that helps to support the business processes of sales, billing and invoicing for rail freight transportation. The Group has also developed a control room solution called "Integrale" to help UK railway companies manage disruption of traffic and improve operational efficiency. "Integrale" is in live operation with the Arriva Cross Country, the MTR Elizabeth Line, First Trenitalia Avanti West Coast, and First Great Western rail franchises. The Group in conjunction with Network Rail and other key stakeholders has launched a new project that integrates its traffic management system with Great Western Railway's Integrale solution (crew and stock resource management system) – a first in the UK rail industry. The benefits of this will be felt across GWR's train services, operating throughout the West and South West of England.

The Group is the leading supplier of rail operations systems to the train operating companies in the UK. This solution will be deployed to a further 4 train operating companies in 2022.

Other main clients

In addition to those mentioned above, the Group's principal clients within this business line include Network Rail, RDG (Rail Delivery Group) and the RSSB (Rail Safety & Standards Board) in the United Kingdom and ÖBB in Austria as well as global transport operators including First group, Arriva, Abellio, Go Ahead and Keolis.

C.1.3.2 Trusted Digitization

The Group helps public and private organizations harness the power of digital services to increase efficiency and transform the way they interact with their customers, allowing them to improve collection of payments, provide better services to end-users and optimize costs in an era of shrinking public budgets. The Group's key areas of expertise include, among others, taxation, tax and fine payment solutions such as for parking enforcement, online and digital archiving services for governments and public services providers and digital healthcare information services. The Group also provides digital identity solutions for governments willing to deploy national electronic identity schemes. The Group is delivering several projects in which Blockchain is a key enabling technology, for example partnering with Bureau Veritas for their food-traceability label called "Origin", or being selected to lead the European Commission's Bloomen project, which is looking into ways of deploying blockchain in the media sector.

Secured law enforcement solutions

The Group provides local, national and international law enforcement authorities with efficient end-to-end solutions in different domains such as offense processing, mobile parking, probation electronic bracelets, Track and Trace.

The Group's solutions cover the entire automated enforcement process, including automated detection of offenses, mailing of fine notifications, records management, fine payment processing and appeals services. The Group also provides its clients with traffic data and radar performance statistics. The Group currently offers these services primarily in France, Luxembourg and Spain. The Group's clients include, among others, ANTAI (National French Agency) for various services including fine payment on 6 channels (web, IVR – Interactive Voice Response, mobile app...), the DGT (Dirección General de Tráfico) in Spain, the Ministry of Sustainable Development and Infrastructure of the Grand Duchy and Luxembourg.

The Group is providing a mobile parking payment and enforcement system, including front and back offices as well as an end-user mobile application that is deployed in several cities in Austria and Slovakia.

C



Description of the group's business

Description of the Group's three Business Lines services

The Group also provides the French Ministry of Justice with an information system to manage the provisioning, supervision and maintenance of the electronic bracelets (electronic tags for inmates on probation).

The Group has captured a leading position in the frame of the European Tobacco Product Directive (TPD) with its Track & Trace solutions to help the European Union fight counterfeiting and illicit trade of tobacco products. The Group is now looking beyond TPD with its worldwide equivalent, FCTC (Framework Convention for Tobacco Control), as well as non-tobacco products.

e-Government online and data services

The Group offers national, local and regional government authorities and other public sector organizations a wide range of digital services to collect and manage data and develop Online Services and services to allow users to find government information, carry out administrative procedures and make payments to governments online. The Group develops and manages Online Services for a large variety of government and public sector related entities. Examples of the Group's services include voucher processing for French governmental Service and Payment Agency and management of online tax collection sites for several provinces in Argentina. The Group also provides government certified archiving services for government entities, and collects and stores biometric fingerprint data for services such as biometric identification cards in Austria. The Group also counts DILA (Direction de l'Information Légale et Administrative) among its public sector clients in France for secured cloud services.

The Group provides online solutions to institutions, regional and local authorities in charge of social action. Under the authority of the DGEFP ("Délégation Générale à l'Emploi et la Formation Professionnelle" of the French Ministry of Labour, Employment and Social Inclusion), the Group creates and operates the i-milo service for the 430 dedicated agencies supporting the socio-professional insertion of young people. By extension, the WL Parcours Social suite offers end-to-end management of social support programs and associated public aid. A large number of departmental councils use this unique solution to manage the diversity of social action and integration schemes (RSA, Child Welfare, Autonomy, ...).

In 2021, the group was the third company to obtain the SecNumCloud qualification from the French National Agency for Information Systems Security (ANSSI) for the IaaS services offered on its private Cloud. This recognition demonstrates Worldline's highest level of security rigour in the provision of Cloud services.

Digital Signature, Digital Preservation & Digital Identity

The Group offers businesses a wide range of solutions to securely sign and archive digital documents. Among other solutions, the Group helps B-to-C companies to design and implement digital contract platforms to allow digital validation and signature plus probative value preservation. These solutions are widely used by numerous customers such as Bouygues Telecom, SANEF, AG2R, Protys. The Group also manages secure digital archives for legal documents such as the Cyberdoc program in Austria, which stores electronic copies of notarized deeds. The Group has become a Qualified Trust Service Provider according to Europe's eIDAS regulation. The Group has developed a solution to provide Digital Identity schemes to governments by combining assets from different business lines to manage the Digital Identity lifecycle and secure citizens' authentication. The Group provides core components for Austria's national digital ID solution "ich.app" to PSA Payment Services Austria GmbH.

B2B payments

For the financial direction, automation and digitization of processes constitute the main challenges for the coming years. Thanks to new European Regulations (PSD2, R2P, and Instant Transfer), an innovative framework is available to improve Invoice settlement processes and achieve better predictability of Working Capital Requirements (WCR). Therefore the Group proposes WL Bill Pay & Match platform to its customers in order to benefit from a 100% digital invoice settlement process.

Shared digital healthcare information services

The Group provides a range of services to governments and public sector entities involved in healthcare. In Argentina, the Group manages and processes transactions for the FarmaLink health insurance institution, which connects patients to the health service system and links pharmacies, healthcare providers, pharmaceutical companies and health insurance schemes to manage the process of healthcare reimbursement. In France, the Group's subsidiary Santeos leverages its near 20 years of experience in hosting and sharing healthcare information systems. Santeos holds an ANS Health certification from the French Ministry of Health, and believes that it is the leading hosting solutions provider of patient healthcare data in France, and, in this regard, hosts sensitive medical data through the Personal Medical File (Dossier Médical Partagé) managed for French Public Health Insurance. Santeos delivers the new information system for the Emergency Care call centers (SI SAMU) in France. The Group also provides a health information system to the French Ministry of Army, for the management of health data of the Armed Forces. In Germany, the Group provides and operates a solution for the management of the electronic health insurance cards for different statutory insurance institutions. This includes services for online updates on the cards as well, initiated by the card holders. Furthermore, several applications to interface and communicate in a very secured and performing way with the German health infrastructure network (specified by Gematik) are provided.

C.1.3.3 e-Consumer & Mobility

The past years observed an explosion of new types of consumer needs even accelerated by the difficult sanitary conditions starting in 2020. More and more devices are becoming connected—from smartphones and tablets to cars, trucks, and buildings. New digital services are generating huge volumes of consumer data, which can be used to further enrich customers' experiences. Moreover, consumers benefiting from these new digital services are becoming more mature, more active and are ever increasing in number.

The Group's key areas of expertise are developing in domain such as cloud contact and consumer cloud services that improve the customer engagement and generate new business models, as well as Connected Living solutions that offer context-driven mobility solutions for consumers, patients and citizens. Also, the Group's Industrial IoT solution provides highly secured connection of globally spread machines in the after sales area.

Consumer Cloud Services

The Group provides telecommunications companies with convergent messaging services as well as a range of consumer cloud storage and applications solutions to provide cloud-based services to their customers for e-mail and other digital media. The Group develops customized consumer cloud offerings tailored to the telecommunication company business model. Solutions the Group offers include services for structured rich media storage, retrieval and advanced cloud storage for personal content such as pictures, video, music, email and text messages, and multimedia services such as content streaming and address book management, as well as convergent messaging services that allow cross-platform delivery of messages (e.g., by delivering copies of voicemail to a user's e-mail box). The Group currently provides these solutions to a number of companies, including Orange, SFR and La Poste in France and TDC Group in Denmark.

Since 2014, the Group is very active in the area of digital education. The Group provides SQOOL, with a partner, a fully integrated digital education solution and a cloud service which allows for the storage of educational content and students' personal data on secure hosting platform.

Since 2020, the Group is progressively enriching a portfolio of digital services and products. We support merchant companies or practices in accelerating their digital transformation to reenchant the customer experience and deploy new omnichannel purchasing journeys involving payment assets, with the concern to protect customers and staff from sanitary conditions, with a value proposition from scoping to build and run of services, around a range of products, products mix and

tailor-made services. WL Scan and Pay and WL Order Picking are two product illustrations. Major benefits are : secure purchasing experience while accelerating checkout, better customer satisfaction while improved productivity and working conditions for staff, one stop shop partner to move from ambition to roll-out of innovative digital and payment services to boost turnover and API platform to accelerate the time to market of new services from the company and third parties if needed.

Cloud Contact Services

The Group provides a range of omni-channel customer contact solutions to help companies optimize their interaction with their customers. The Group's customer relationship management solutions include services such as interactive voice response systems that allow certain queries to be answered by automated systems and automatic smart call distribution services to improve the routing of calls to the right persons based on the nature of the customer's query. The Group provides multichannel interaction management offered on a SaaS basis. This service, recognized by industry analysts, manages interactions through a range of contact channels (email, chat, SMS, social networks, mobile devices and web self-service) to deliver a unified omni-channel contact center solution. Through the integration of Artificial Intelligence technology, the Group facilitates automation of tasks and improves 24/7 access to customer service, with chatbots and voicebots for example. The Group currently provides this for several clients such as C-Discount and large banking and insurance institutions. Such services enable large multinational in their "follow-the-sun" strategies to have a global support for their worldwide operations. As an extension to the payment business, the Group provides a voice-payment system that allows customers to securely pay for telephone orders. The Group also provides other systems to send automated SMS and e-mail services to clients. Key clients for these services in France include SIACI Saint Honoré, BNP Paribas, La Banque Postale, EDF, and CNAM, while the Group offers services also in Germany, Belgium, Italy, and to Aegon in the United Kingdom. For the first time, Gartner have included the Group in the global Magic Quadrant for Contact-Center-as-a-Service (CCaaS).

As being now the tool for Worldline's customer service center which deals with all types of queries for bank cardholders, WL Contact now supports customer communications of over a hundred European banks, mainly located in Belgium, The Netherlands, Germany and Luxembourg. In total, it handles more than 190,000 bank cards on behalf of these banks, and agents at the Worldline service center using WL Contact tools take around 215,000 calls every month.



Description of the group's business

Description of the Group's three Business Lines services

Connected Living Solutions

Connected devices are now a reality for individuals and in the industrial world: energy meters, production machines, connected vehicles, vending machines, washing machines, etc. The volume of data produced by connected machines is increasing exponentially. The first stage of Internet of things (IoT), which used to focus on the implementation and collection of data, is now shifting to business innovation.

The Group assists its customers in implementing their digital transformation strategies and evolving towards new customer centric and service oriented business models (e.g. pay-per-use, pay-how-you-drive). Through a unique combination of services (IoT/M2M, mobile applications, data analytics and payment), the Group's Connected Living solutions allow its customers to go from Product sellers to Digital Services providers. The Group has a proven experience, replicated in several markets (automobile, household appliances, industry, insurance, retail, health, etc.) and offers a unique and flexible business model that is built around a portfolio of adaptable global service offerings that enable end-to-end solutions. The Group's goal is to federate value-added services from a large ecosystem of best in class providers that share the same secured access to a connected object. The Group's Connected Living platform, delivered via a Software-as-a-Service (SaaS) model, guarantees secure access to users' data.

Security, and in particular third-party remote access security is one of the biggest challenges coming with Industry 4.0 and industrial automation, where machines communicate with other machines and systems in the most sophisticated way. The Group's Industrial IoT solutions enable secure connection to security-sensitive machines in an industrial environment, as well as remote monitoring & servicing of connected industrial devices. These solutions are aimed at industrial machine manufacturers and industrial machine operators.

Other Connected Living solutions offered by the Group are innovative solutions and business models adapted to:

- The connected vehicle, aimed at automotive insurance and lease, cars and truck fleets, etc.;
- The connected home (objects from daily life, household appliances, energy management and building infrastructures), aimed at multi-services operators like insurances, utilities, home appliance manufacturers, telcos and retailers;

- The connected patient (various social services and medical frameworks and associated quantified remote medicine services).
- Connectivity and devices, including solutions to secure, transmit, control and manage information between multiple network members.

The Group's Connected Living solutions are recognized by market and industry analysts and are provided to and used by among others the following clients:

- Siemens is deploying in all its business units Industry, Energy and Siemens Healthineers the core Communication Platform (cRSP) giving them a secure access to the machines that are spread all over the world in production sites as well as hospitals and trains. Having access to the machines and the data gives them new possibilities on solutions they can offer to their customers. The time to repair can be reduced and the first time fix rate can be increased. On top of that Siemens is offering specific vertical applications and data analytics solution for the different market segments;
- Renault, for whom the Group is implementing the R-Link cloud services platform, an on-Board connected multimedia system that is included in many Renault vehicles. Through the R-Link tablet that is available in several Renault models, the Group offers the possibility to make secure purchases from the vehicle. The ergonomics and functionality of the system were designed to make Renault R-Link the most secure solution on the market for the driver and for the automobile. At the Renault Supplier Awards, the Group received the Renault-Nissan Purchasing Organization Innovation Award for this innovation;

Competence Center Mobility

The Competence Center Mobility offers clients its innovation skills for the development of applications based on the Group's Connected Living services. This mobile competence center has delivered a range of mobile applications covering mobile services for retail, shopping and travel, with services focused on messaging, e-Commerce and mobile payment. WhatsApp Business API is now part of the set of Worldline's messaging solutions to build and automate meaningful conversations between businesses and clients all over the world through WhatsApp, one of the most widely used messaging channels worldwide. The Group also proposes services by The Studio in France, which analyses, designs and evaluates interfaces across all channels: web, mobile phones, tablets, televisions, and Terminals.

C.2 Competitive Strengths

The payments ecosystem is undergoing considerable change: new entrants, such as Meta's Diem (formerly Facebook's Libra), are attempting to disrupt existing models, big consolidations (Worldline/Ingenico, Nexi/SIA/Nets) are now operational and regulations continue to open up markets and remove certain barriers of entry (e.g. PSD2). This means that Worldline competes both against incumbents with global scale and reach and newer entrants with disruptive business models (Fintechs).

The Group has a unique combination to face this competition:

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

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C.2.1 A major player in Europe with an expanding global footprint, especially in emerging markets

Worldline is Europe's leading payment and electronic transactions service provider in terms of revenues and continues to reinforce this European leadership position. In addition to its strong home market position in France, the Group holds leading market positions in Switzerland, Austria, Luxembourg, Belgium, the Netherlands, Germany, Latvia and Lithuania.

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

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

Scale allows the Group to:

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

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

In the past years, Worldline successfully acquired and integrated the following players: Banksys (Belgium), Equens (The Netherlands, Germany, Italy), Paysquare (Germany, the Netherlands) Digital River World Payments (USA, Brazil, Sweden), First Data Baltics (Lithuania, Latvia, Estonia), Venture Infotek and MRL Posnet (India), Diamis (France) and entered in a strategic alliance with Komerční Banka (Czech Republic). Lately, after the acquisitions of SIX Payment Services in Switzerland, Austria, Luxembourg and Ingenico (Europe and Global), that are reinforcing the Group's European leadership and contribute in making it the European World-Class leader in digital payments, Worldline integrated its organic growth with the acquisition of Cardlink (Greece), a strategic partnership with Axcepta Italy, card acquiring in the Nordics acquired from Handelsbanken and the acquisition of a major share of the merchant acquiring activities from Eurobank (Greece). These different acquisitions are described in Section A.5.1.



Description of the group's business

Competitive Strengths

C.2.2 Comprehensive unique positioning across the extended payments value chain

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

- The "core" electronic payment services traditionally offered to merchants and banks:
 - Commercial acquiring,
 - Acquiring and *Issuing Processing*,
 - *Payment* acceptance solutions,
 - SEPA transaction processing;
- To "extended" value-added services for merchants and banks:
 - Digital Banking,
 - Mobile authentication,
 - Mobile payment & wallets,
 - Card-linked offers,
 - Private label cards,
 - Loyalty programs,
 - Omni-commerce services;

- To innovative services provided to emerging new digital businesses (e-Ticketing, e-Government, e-Consumer and Connected Living services).

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

By offering solutions across the payment value chain, the Group extracts more value at each point of the transaction lifecycle while relying less on specific business lines, solutions or technologies. The Group's policy of promoting the sharing of best practices, developments and synergies across Global Business Lines permits improved operational and production efficiencies throughout the Group. This virtuous circle leads to further value and fosters innovation.

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

C.2.3 Leading presence in next-generation payment services

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

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

The Ingenico acquisition brought an even stronger position in those countries with its omni-channel solutions already validated from its larger in-store clients.

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

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

- PCI-DSS card container;
- Strong software authentication (patented);
- Host Card Emulation payment platform (patented); and
- EMVco compliant tokenization platform.

The Group also offers mPOS devices and mobile payment solutions for tablets, which are targeted at micro merchants, start-ups, and small businesses or specific sectors such as restaurants and movie theaters.

Whether through loyalty programs and customer relationship management (CRM) services, solutions that capture "big data" opportunities or other value added services, the Group is continually expanding its portfolio of innovative payment-related solutions for its merchant clients, allowing

them to engage and support their customers throughout the duration of the merchant-customer relationship — before, during and after sales.

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

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

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

- Retail/Petrol/Travel & Hospitality
 - Grocery Retail & Quick Service Restaurants;
 - Petrol;
 - Travel & hospitality;
 - Channel Partners;
 - Speciality retail;
 - Self-Service Sales;
 - Transportation;
 - Vending;
 - Parking & EV Charging.
- Digital commerce
 - E-Travel & airlines;
 - Marketplaces & B2B;
 - E-Retail;
 - Digital Goods & Services;
 - Gaming & Entertainment;
 - FX.



Description of the group's business

Competitive Strengths

This approach has enabled the Group to work closely together with numerous global brands such as Subway (across Europe), McDonalds and Accor (France), Carrefour (France and Belgium), Adidas and Sephora, BRAX (Austria, Belgium, Germany, the Netherlands), QPark, HotelNetSolutions (Germany), O2 (e-Kasa in the Czech Republic and Slovakia) and many others.

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

In addition, many of the services provided in the Mobility & e-Transactional Services line, are highly innovative and Worldline leverages its expertise in the areas of payments, business processes digitization, large transaction processing

and data analysis to help companies and Public Administrations in facing the strategic challenges brought by the digital transformation.

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

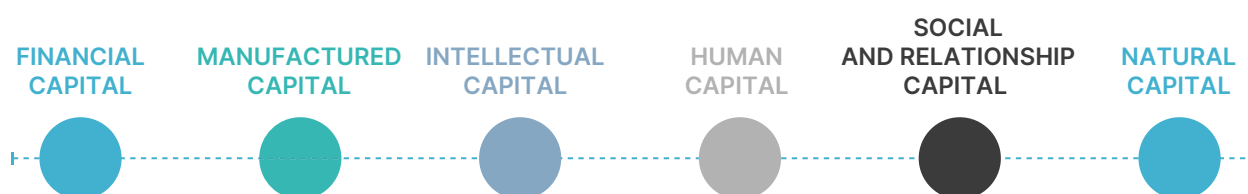
Finally, the Group has proven strength with its own intellectual property and Research and Development capabilities which are key enablers of its capacity for innovation and improvement. From biometrics to blockchain and Internet of Things, Worldline is on the cutting edge of this new payments' era and partnerships in all these areas with technology companies, universities and start-ups will secure the Group at the front line of the next R&D frontiers.

C.3 Worldline's Business Model

The presentation of the Company's business model according to the International Integrated Reporting Council (IIRC) recommended framework is an expectation of the French transposition of the European Directive 2014/95/EU on the declaration of extra-financial performance (refer the Section D.1.3.3.3). This is an opportunity for Worldline to lay and strengthen the foundation for its value creation for all its stakeholders, including customers, employees, partners, investors or local communities in which the Company operates.

The IIRC framework defines the business model as "the chosen system of inputs, business activities, outputs and outcomes that aims to create value over the short, medium and long

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



Financial capital	Manufactured capital	Intellectual capital	Human capital	Social and relationship capital	Natural capital
Financial capital includes all the cash funds available to the organization to be used in its own business.	Manufactured capital includes real estate or leased properties, administrative offices, IT and logistics platforms in which the Company carries out its business; it also includes the equipment necessary for carrying out its operations, as well as the stocks of the products marketed.	Intellectual capital includes the processes and internal procedures that are useful for corporate management, largely based on knowledge and activities aimed at ensuring the quality and safety of the products sold.	Human capital includes the wealth of competencies skills and knowledge of those who work within the Company, as well as governance bodies.	Social and relationship capital includes intangible resources attributable to Company relationships with key external individuals (customers, suppliers, and institutions) that are necessary to enhance the Company's image, reputation as well as customer satisfaction.	Natural capital includes the Company's activities that have a positive or negative impact on the natural environment, where the other 5 capitals operate.

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

Based on the literature study and review of current reporting practices, Worldline published its business model according to

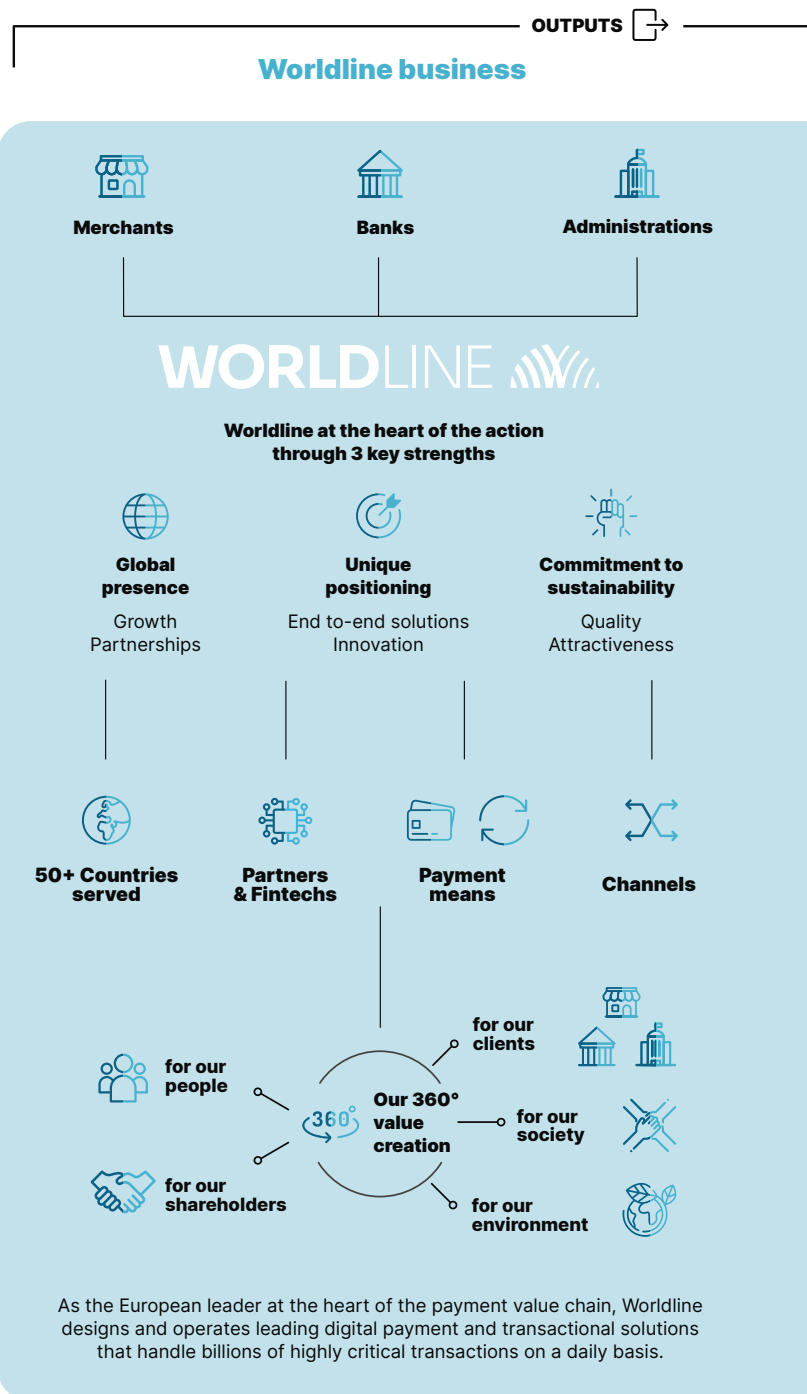
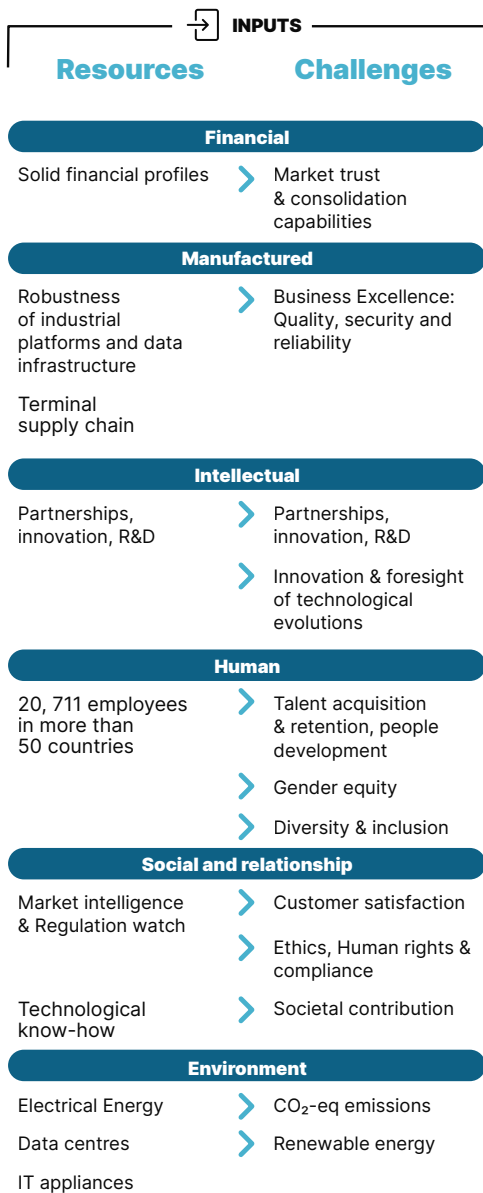
the IIRC guidelines, including: its relationship to the six capitals, its business activities and strategy, its products and services (through its Business Lines), as well as its relationships with its main stakeholders and its main contribution to the United Nations Sustainable Development Goals.



Description of the group's business

Worldline's Business Model

Business



2021 INTEGRATED REPORT

WORLDLINE 2021 UNIVERSAL REGISTRATION DOCUMENT (URD)

ur s Model

Worldline business lines & results

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

€ 37.7BN

2021 Revenue
(from continued operations)



Merchant services

65% of 2021 revenue

Energising commerce with advanced payment services



Financial services

25% of 2021 revenue

Engineering the most advanced payment processing platforms



Mobility & e-transactional services

9% of 2021 revenue

Bringing payment and regulation expertise to new markets

2021 VALUE

Value creation for stakeholders

SDGS

Financial

- Investors & shareholders > + 6.8% revenue organic evolution
- > 25.3% OMDA margin
- > €407 million free cash flow



Manufactured

- Suppliers & Customers > Quality score – Contracts' services availability & response: 99.9890%
- > Quality score – Platforms' services availability & response 99.877%
- > 86% of total expenses assessed by EcoVadis out of strategic suppliers expenses



Intellectual

- Customers > €244 million in R&D expense in 2021
- > A portfolio of ~1,800 patents



Human

- Employees > 64% employee satisfaction on GPTW Trust Index
- > Average number of trainings 17.09 hours
- > 34% women



Social and relationship

- Customers, Communities, Public Bodies > 8.1/10 Customer satisfaction
- > 0 significant fines for non-compliance
- > 80% of spending in local purchase
- > Volume of collected donations in €m 310.8
- > Sustainable offer revenue in €m 2,109



Environment

- Communities, Public Bodies > Eco-efficiency in data centres
- > Contribution to carbon neutrality
- > 92% renewable energy



C



Description of the group's business

Worldline: a regulated Group

C.4 Worldline: a regulated Group

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

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

C.4.1 European Regulation

C.4.1.1 Regulation of payment services in Europe

Next to the Ingenico acquisition, Paysquare SE regulated activity has been contributed into the newly created Dutch branch of Worldline NV/SA. The Paysquare SE Payment Institution license has been formally returned to the DNB in July 2021. The Worldline BV activity has also been contributed to the Worldline NV/SA NL branch, which serves the Dutch market (POS and Acquiring activities) via the Freedom of Establishment passport.

Licensed institutions in Europe are allowed to operate in their Home member state in which they are licensed as well as in any other Host member state in which they are authorized to operate either pursuant to the European principal of free services provisioning, or through freedom of establishment via a branch located in the host member state or through an agent. Most of the licensed entities within Worldline have passported their license in other European Member States.

Country	Licensed entity in Europe within Worldline Group	License	Regulator
Belgium	Worldline NV/SA	Payment institution license	NBB
	Ingenico Financial Solutions NV/SA	E-Money Institution License	
Luxembourg	Six Payment Services SA	Payment institution license <i>Professionel des services financiers</i> (PFS) license	CSSF
	Cetrel SA	Payment institution license <i>Professionel des services financiers</i> (PFS) license	CSSF
Sweden	Worldline Sweden AB	Payment institution license	SFSA/Finans-Inspektionen
	Bambora AB	Payment institution license	
Netherlands	Global Collect Services BV	Payment institution license	DNB
	equensWorldline SE	Settlement institution license	
Czech Republic	GoPay s.r.o. Joint Venture	E-Money Institution License	CNB
Germany	PayOne GmbH Joint Venture	E-Money Institution License	BAFin

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

Under this regulation, the following activities, in which the Group participates¹, are considered to be payment services:

- Execution of payment transactions, including transfers of funds on a payment account with the user's payment service provider or with another payment service provider:
 - a) Execution of direct debits, including one-off direct debits,
 - b) Execution of payment transactions through a payment card or a similar device,
 - c) Execution of credit transfers, including standing orders;
- Execution of payment transactions where the funds are covered by a credit line for a payment service user:
 - a) Execution of direct debits, including one-off direct debits,
 - b) Execution of payment transactions through a payment card or a similar device,
 - c) Execution of credit transfers, including standing orders;
- Issuing of payment instruments and/or acquiring of payment transactions;
- Money remittance;
- Payment initiation services;
- Account information services.

In order to be able to carry out its regulated activities, Worldline NV/SA, a subsidiary of the Group located in Belgium, possesses a payment institution license in Belgium, and is allowed to carry out the services described above. Worldline NV/SA's license in Belgium has been "passported" to Austria, the Czech Republic, Germany, Spain, France, the United Kingdom, Italy, Luxembourg, the Netherlands, Norway, Poland, Slovakia, Bulgaria, Croatia, Denmark, Estonia, Finland, Iceland, Lithuania, Malta, Romania, Slovenia, Greece, Ireland, Latvia, Portugal, Sweden, Cyprus and Hungary. Worldline NV/SA has also a subsidiary in the Czech Republic and a branch in Slovakia and in the Netherlands.

The European Union member states' national regulatory authorities may impose stricter prudential regulations in light of the specific activity of the regulated payment institution. Worldline NV/SA has a "hybrid" license as a result of its payment terminal manufacturing business. End of September 2021, the terminal business have been separated from Worldline NV/SA, this has reduced the regulatory capital obligation at the end of Q4-2021.

Accordingly, this entity is subject to more extensive prudential constraints, especially as pertains to own funds requirements. For example, Worldline Group regulated entities were required to have close to € 70 million in own funds during 2020 (of which c. 40% of that for Worldline NV/SA).

As a provider of these services, the Group is required to comply with certain administrative obligations and provide

ancillary services, such as issuing confirmation receipts for transactions (in paper or electronic format), providing installation services, monitoring and maintaining hardware and software or developing client-oriented applications for terminals. The Group is subject to these requirements either as a result of its carrying out the activities of a payment institution, or in its role as subcontractor carrying out the activities of credit institutions. As a subcontractor, the Group acts as a processor on behalf of credit institutions and must therefore provide its services in compliance with the regulations applicable to credit institutions. For a description of the services that credit institutions outsource to the Group (for which the Group does not require a license), see Section C.5.2 of this Universal Registration Document.

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

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

C.4.1.2 Regulations applicable to outsourced credit and payment institution activities

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

In France, such outsourcing activities are regulated by CRBF Regulation 97-02 of February 21, 1997 relating to internal controls within credit institutions and investment firms. Under the provisions of this regulation, a credit institution's external service provider must comply with the credit institution's established controls procedures in respect of services provided and must communicate any information that could have an impact on its ability to undertake the functions that have been outsourced to it. For example, the Group issues payment cards and bank statements on behalf of its credit institution clients.

Similarly, a licensed payment institution may outsource some of its activities provided it complies with its internal controls procedures and provided it obtains the prior authorization from the competent regulator should this outsourcing be critical.

¹ Worldline NV/SA has obtained the license for Account Information Services (AIS) and Payment Initiation Services (PIS) but the Company has not yet started to deploy these services at this stage.



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C.4.1.3 Regulation applicable to Re-insurance activities

A reinsurance captive, Worldline Ré, was set up in France and obtained the license to operate by the French Prudential Supervision and Resolution Authority (ACPR) as of January 1st 2020. The company intends to reinsure risks relating to general, commercial liability and professional indemnity (CGL-PI).

Country	Licensed entity in Europe within Worldline Group	License	Regulator
France	Worldline Ré	Re-insurance license	ACPR

C.4.1.4 Strong authentication under PSD2

The European Banking Authority (EBA) sets the deadline to December 31, 2020 for the migration to Strong Customer Authentication (SCA) under PSD2. But some countries including Germany and France implemented a "ramp-up; it means that transactions over a certain amount gradually become subject to SCA throughout the year 2021. France was the one of the last countries to fully roll out SCA requirements. In the UK, the official extension deadline was set up on 14 September 2021 for full roll out of SCA. But due to the COVID, a new extension is now planned on March 14th 2022.

With the health crisis in 2020, the French authorities had authorised specific treatment for the transport, hospitality and event sectors. This specific derogatory treatment, unique in Europe, creates an inequality of treatment between French and European consumers.

With the obstacles now removed for the implementation of an authentication process that complies with the regulations in the above-mentioned sectors, the Group confirms its ability to support its customers with compliant solutions as deployed in the rest of Europe, all business sectors included.

Besides, the EBA launched a public consultation in October 2021 with regard to 90-day exemption from SCA for account access and it is proposing a new mandatory exemption from SCA for the specific use case when the access is done through an Account Information Service Provider. Conclusions are expected in 2022.

C.4.2 Regulation applicable outside of the European Economic Area

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

- Australia and New Zealand Banking Group Australia ("ANZ") and Worldline have entered in 2020 into a long-term strategic alliance under which ANZ will exclusively refer new merchants to the joint venture, and the joint venture will exclusively refer merchants to ANZ for banking products. The joint venture arrangement involves ANZ and Worldline which formed a newly created merchant acquiring group, with ANZ and Worldline holding a 49% and 51% interest respectively. Although no license is required for performing Merchant acquiring activities, the regulatory requirements will be closely monitored
- JapanWorldline Japan Ltd. received a registration with the Japan- Ministry of Economy, Trade and Industry (METI)) in September 2021. This registration is a registration about Credit card number handling service provider under the "Installment Sales Act" Article 35-17-4 (1).
- The Reserve Bank of India (RBI) issued regulation for Payment Aggregators in March 2020 and Ingenico ePayments India Private Limited applied for a license under this new regulation.

- WL Singapore is not eligible for a license but the 2 entities below are eligible for a license in Singapore: Singapore Global Collect Services Asia Pacific Pte. Ltd. and Ingenico International (Singapore) Pte Ltd have applied for a license with the MAS under the Payment Services Act ("PSA").

In the UK, the Temporary Permission Regime ("TPR") allows EEA-based firms that were passporting into the UK at the end of the transition period (31 December 2020) to continue operating in the UK within the scope of their previous passport permission for a limited period after the end of the transition period. This is subject to having notified the FCA that they wanted to join the TPR before the end of the transition period. Worldline N.V./ S.A., Ingenico Financial Solutions N.V., PAYONE GmbH, Bambora AB, Global Collect Services N.V. and Six Payment Services (Europe) SA ("TPR Firms") are currently within the TPR regime and need to obtain full authorisation by the FCA in the UK to continue to access the UK market.

The TPR Firms in Worldline Group will be nominating a single UK entity (The Authorised Payment Institution) to apply for the FCA for authorisation. The FCA has agreed to this approach and aligned the landing slots of the TPR Firms. The FCA confirmed their approval for all firms within Worldline Group to submit an application to become UK authorised by end of June 2022.

Worldline Sweden AB applied for the financial services contracts regime ("FSCR"). This regime enables EEA firms that previously passported into the UK and that did not enter the temporary permissions regime (TPR) to wind down their UK business in an orderly fashion.

C.4.3 Compliance with technical standards

The final versions of the PCI-DSS framework, together with validation documents and the first phase of translations of the standard, are scheduled for formal release in March 2022. As a result, Worldline will be managing environments within its scope during the 18 months to transition to the new standard.

As a member of the PCI Security Standards Worldline has reviewed and supported the changes, targeted. The main four areas that will be impacted:

- Stronger focus on protecting against malware. The new standard will increase the number of touchpoints and test, as well as the amount of data that must be proven to pass. Nevertheless the standard adds flexibility and support for additional methodologies to be able to achieve this.
- Much more stringent security requirements. There will be restructuring of requirements for increased security, procedure and measures, so Worldline's security profile will extend beyond where it is today.
- Multi-factor authentication. The standard is moving to adopt NIST password guidance, which is a lot stronger,

and forces multi-factor authentication for every touchpoint. There are also stronger transaction authorizations that we're starting to push, such as 3D Secure or 3DS protocols, which provide an additional layer of security involving customer authentication.

- Encryption. The updates increase encryption standards and how to encrypt for preventing theft of data and preventing malware. The rigors around monitoring, logging and detecting are picking up as well, as are the requirements for frequency of testing all these controls.

In parallel to those security related changes there one additional change needs to be considered with regards to the BIN data. The card industry is moving from 6-digit BINs to 8-digit BINS, which radically impacts the masking of card data and display, and the storage of PAN truncation.

As Worldline is actively working within the Board of Advisors and Technical Advisory Board at the SSC, changes will be adopted at the earliest.

C.4.4 Protection of personal data

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

C.4.4.1 Personal data processing within the European Economic Area

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

The GDPR places direct data processing obligations on companies at an EU-wide level. According to the GDPR, a company can only process personal data under certain conditions. For instance, the processing should be fair and transparent, for a specified and legitimate purpose and limited to the data necessary to fulfil this purpose.

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

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

- Only to process personal data when the criteria set forth in GDPR and local laws and regulations for making data processing lawful have been met (GDPR, article 6). This is done when one of the following applies: that the person concerned has given his or her prior consent or the processing of personal data is necessary for the purposes of pursuing a legitimate interest or for the performance of a contract to which the person concerned is a party or to comply to a legal obligation or for a processing on behalf of the public interest;
- To ensure that the personal data is (i) processed fairly, lawfully and in a transparent manner, (ii) collected for specific, explicit and legitimate purposes, (iii) adequate, relevant and limited to what is necessary in relation to the purposes for which it is processed, (iv) accurate and, where necessary, kept up-to-date, (v) kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data is processed, and (vi) processed in a manner that ensures appropriate security of the personal data, including protection against unauthorized or unlawful processing and against accidental loss, destruction or damage;
- To be able to demonstrate compliance with the principles relating to processing of personal data;



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- To take particular precautions before processing special categories of personal data (GDPR article 9, e.g., health or biometric data) by assessing the potential risks stemming from such processing and by checking that the explicit consent of the person concerned was received or that the processing is based on one of the exceptions that permit such processing as provided for in applicable law implementing GDPR (for instance when processing is necessary to defend the vital interests of the person concerned or of another person, or when the processing relates to data that was manifestly made public by the person concerned or is necessary to recognize, exercise or defend a right before courts);
 - To put in place technical and organizational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorized modification, dissemination or access, taking into account measures like pseudonymization and encryption of personal data, ensuring availability thereof and implementing a process for regularly testing, assessing and evaluating the effectiveness of these technical and organizational measures;
 - To inform data subjects about the fact that their personal data is being processed and (a) the identity and contact details of the data controller, (b) the contact details of the data protection officer, (c) the purpose of the processing as well as the legal basis, (d) if applicable the legitimate interest, (e) the recipients or categories of recipients of the personal data, (f) where applicable, the fact that Worldline intends to transfer personal data to a third country, (g) the period for which the personal data will be stored, (h) the existence of the right to request from the controller access to and rectification or erasure of personal data or restriction of processing concerning the data subject or to object to processing as well as the right to data portability, (i) the existence of the right to withdraw consent at any time, (j) the right to lodge a complaint with a supervisory authority, (k) whether the provision of personal data is a statutory or contractual requirement, or a requirement necessary to enter into a contract, as well as whether the data subject is obliged to provide the personal data and of the possible consequences of failure to provide such data, and (l) if applicable the existence of automated decision-making, including profiling;
 - To refrain from transferring personal data outside of the EEA unless the European Commission considers that the recipient country ensures an adequate level of protection or the transfer is governed by contractual clauses of the type established by the European Commission;
 - To only use data processors providing sufficient guarantees to implement appropriate technical and organizational measures;
 - To maintain a record of processing activities as data controller;
 - To follow the principles of data protection by design and data protection by default when designing solutions and preparing processing activities.
- Where a Worldline Group entity acts as data processor on behalf and upon instructions of her clients, the Group provides guarantees that it will (i) put in place technical and organizational measures to protect personal data they have entrusted and provided, especially against accidental loss, unauthorized modification or dissemination, or malicious or unlawful access and (ii) process such data in accordance with the client's exclusive instructions and for no other purpose than those established by such client.
- The Group especially fulfills the following obligations:
- To process such data in accordance with the client's exclusive documented instructions and for no other purpose than those established by such client;
 - To put in place technical and organizational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorized modification, dissemination or access, taking into account measures like pseudonymization and encryption of personal data, ensuring availability thereof and implementing a process for regularly testing, assessing and evaluating the effectiveness of these technical and organizational measures. These technical and organizational measures are part of the instruction of the controller;
 - To not engage any other sub-processor without prior specific or general written authorization of the data controller;
 - To assist the data controller in ensuring compliance with the relevant obligations of GDPR;
 - At the choice of the data controller, to delete or to return all the personal data to the data controller after the end of the provision of services relating to processing, and to delete existing copies;
 - To make available to the data controller all information necessary to demonstrate compliance with the relevant obligations of GDPR;
 - To maintain a register of processing activities as data processor;
 - To follow the principles of data protection by design and data protection by default when designing solutions and preparing processing activities.

Although by introducing GDPR the law applicable to personal data has to a large extent been harmonized throughout the EEA, the opening clauses within the Regulation still allow a narrow range of national variations within data protection legislation and regulatory instances. In order to ensure a coordinated and harmonized approach respecting the applicable national laws, the Group has adopted a policy related to personal data protection that is applicable to all of its entities and their employees, including those of the Worldline Group. This policy is founded on three key pillars:

- (i) A set of principles based on those set forth in the GDPR;
- (ii) A set of procedures that ensure that such principles are implemented; and
- (iii) A training program for all group employees, tailored to their positions and responsibilities.

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

The Group's compliance with the various national laws and effective implementation of the above-described policy is ensured and managed by a personal data protection network, relying on a twofold legal and technical expertise, comprising Data Protection Officers and designated paralegals in each Worldline Group entity, resulting in Local Offices dedicated to personal data protection that are coordinated by the Global Data Protection Officer, in charge of the Privacy Office and reporting to the Head of Group Compliance.

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

C.4.4.2 Data processing carried out outside the European Economic Area

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

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

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

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

The European Court of Justice ("ECJ") issued on July 16, 2020 a landmark ruling that invalidated the EU – US Privacy Shield Framework ("Privacy Shield") in Case C-311/18 ("Schrems II"). The Court of Justice judgment has wider implications than the invalidation of an EU-US transfer mechanism itself. It raised an increased burden of accountability.

This decision is impacting for Worldline and a global review of its contracts has been engaged with the Group sub-contractors located outside of the EEA.

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



C.5 Strategy

Worldline presented its 2024 vision and its financial ambition for the 2022-2024 period at the occasion of an Investor Day held on October 27, 2021. Taking the full advantage of its European identity and associated competitive differentiators, the Group is committed to establish itself as a premium global Paytech.

This three years vision reflects the Group unrivaled position, value proposition, scale and reach across the full payment value chain which has been achieved thanks to the successful transformation journey since IPO in 2014 with the creation of a real pan-European leader achieved with a solid growth creating sustainable value to all our stakeholders.

Leveraging the unique position created over the years at the heart of the European payment ecosystem, Worldline will rely in particular on the unique market positioning of its two main Global Business Lines while accelerating its investment in the Group technology stack to take advantage of the very favorable post-covid digital payment market.

C.5.1 A Group deeply transformed

Since 2014, the Group has made real its ambition set at the IPO by successfully executing its strategy and achieving a significant growth and a deep transformation of its business profile to create a real pan-European leader with an unrivaled scale and reach.

Worldline evolved from a regional challenger to a pan-European leader. This transformation has been particularly important for Merchant Services activities now weighting for two-thirds of the Group annual revenue with more than € 2 billion revenue compared to one-third at IPO time.

Worldline has multiplied by more than 15 times since 2014 its merchants' portfolio, making it the largest in Europe. The Group strongly expanded its online expertise which is now mandatory for its merchant customers, as online is today a key differentiating factor that Worldline couples seamlessly with its leading instore capabilities, providing a true omnichannel offering at scale. It positions Worldline as an unrivaled entry-point to c. 15% of the European retail and the best partner for any payment brands willing to address the European retail at scale.

In Financial Services, the Group has more than doubled its size, positioning Worldline as a key partner for banks willing to optimize the competitiveness and quality of their payment processing activities with a clear value-added provider. This positioning is fully reflected in the industrial volumes of cards

The Group's single entry-point positioning for both merchants and banks, supported by its open-innovation expertise, will contribute alongside the multiple growth engines of Worldline to the acceleration of the organic growth of the Group towards the double-digit territory. Coupled with a strong operating leverage and the execution of all integration and synergy plans, it will boost Worldline's profitability to trend towards 30%. Being the leading European consolidator, Worldline will also keep a strong focus on M&A and growth-enhancing acquisition opportunities and leverage its recognized track-record and repeatable integration playbook.

under management (126 million) and acquiring transactions (11 billion per year) that the Group processes every year, making Worldline one of the largest acquirers and transaction processor in Europe.

Through this transformation journey, Worldline has tripled its revenue, thanks to an organic growth accelerating from low to high single-digit and by delivering successful accretive M&A operations, enlarging the Group footprint and value proposition.

The profitability was also strongly enhanced over the same period with an improvement of the OMDA margin by +730 basis points. This was achieved thanks to an improved operating leverage derived from an enhanced scale coupled with continuous efficiency gains and the strong execution in synergies delivery of acquired perimeters, based on an unmatched integration know-how.

This strong financial performance enabled the Group to create distinct and sustainable value for all Worldline's stakeholders, clients, partners, employees and shareholders, as notably reflected in a more than four-fold share price increase since IPO and a nine-fold increase in market capitalization. It demonstrates the strong support of Worldline's shareholders which allowed the Group to pursue its consolidation path of the European payment industry by financing in shares most of its transformative operations.

C.5.2 Ideally positioned in a dynamic market

Worldline main playground, the European payment market, is still cash driven, allowing Worldline to leverage the cash-to-card shift in several countries. In addition, this market is large, but contrary to the US, fragmented in terms of number of players as well as payment means. The European market is also still mainly owned by banks with local specificities, offering to the Group strong growth opportunities.

In parallel, the current ecosystem faces very different trends and new behaviors that have been accelerated by the Covid

pandemic. The market faces today a multiplicity of payment means that need to be connected and simplified for the merchants while improving the user experience on the consumer side. In this evolving context, all parts of the chain need to be connected and influenced each other.

These payment trends highlight the relevance of Worldline positioning, able to offer one innovative interface serving merchants and banks at scale.

C.5.3 2024 vision

To deliver Worldline's 2024 vision of building a premium global Paytech company at the heart of the European payment ecosystem, the Group will leverage its unrivaled and unique positioning built over the past 10 years. Worldline will accelerate the development of its open-innovation model, the orchestration of the payment ecosystem, and the monetization of its unique positioning. In parallel, Worldline will leverage the privileged market positioning of its two main Global Business Lines, relying on its unique target modular platform architecture while pursuing to ensure Worldline as a leading CSR company creating sustainable value for all stakeholders.

C.5.3.1 Innovate, orchestrate & monetize

The 16,000 payment experts and talents of the Group and the strong leadership team will ensure the delivery of the best and most comprehensive payment offerings thanks to Worldline open-innovation expertise, embracing current and coming payment trends.

This open-innovation model is based on the combination of the Group internal capabilities on core payments from Worldline Labs with the integration as a single entry-point of external innovation coming from the payment ecosystem dynamics. As such, the Group remains focused on its core platform and R&D features, while onboarding on its platform with the integration of APIs the most innovative providers in payment such as APMs, Cryptos, BNPL solutions, Open banking solutions or ISV products.

This global approach is very strong, enriching Worldline's offering portfolio offerings with the best solutions to bring value to merchants and banks.

C.5.3.2 Merchant Services – The payment ecosystem orchestrator

Merchant Services' global footprint and unrivaled access to more than 1 million merchants position Worldline as the

European payment ecosystem orchestrator, offering a single entry-point to the European retail.

By connecting and simplifying the access to 15% of European merchants in a very complex environment in terms of payment methods and VAS, Worldline makes available a strong and efficient platform providing scale benefits to its clients and partners, while leveraging one modular platform with a clear and unmatched value proposition. The Group's unique and unrivaled multi and omni channel offerings support the merchants in the physical world and in the digital space with seamless and bundled solutions improving user experience.

This support is not only local, but also international and cross-border with full end-to-end solutions, focusing on dedicated sales channels providing SMBs, specialized vertical and digital native players with the best solutions.

Based on a real and proven sparring partner positioning for banks, Worldline positions as the best alternative for banks to extract value from their merchant books while offering the most advanced and competitive solutions to their end-clients.

C.5.3.3 Financial Services – The pan-European digital payment factory

In Financial Services, Worldline has built an unmatched pan-European digital payment factory based on one Worldline modular platform to deliver at scale and with a global reach all the payment methods available. Worldline brings efficiencies and reduces the overall opex and capex burden of banks through optimization of operations. It also removes the complexity of banks' compliance issues, managing these on their behalf.

This unique value proposition for banks guarantees them the most up-to-date innovation for their customers, by simplifying the integration of the most updated Fintechs solutions and VAS, onboarded in real time on Worldline's scalable platform with an unmatched level of security.



Description of the group's business

Strategy

It positions Worldline as a compulsory partner for banks willing to optimize at scale their processing activities with unmatched and efficient value propositions.

C.5.3.4 A unique target modular platform architecture

The value proposition in Merchant and Financial Services is strongly supported by a unique target modular platform architecture, aggregating the full payment ecosystem in one single entry-point. Worldline one platform benefits from an availability of all components, leveraging the best-of-breed modules in portfolio, inherited from the past acquisitions.

Worldline's unique platform architecture relies on the development of a strong technology convergence including the cloudification and the integration of APIs, allowing a high-quality open-innovation to the ecosystem. This integrated, simple and modular infrastructure is operated by Worldline to maximize all the benefits to its clients and partners, while delivering efficiency and growth opportunities.

C.5.4 2022-2024 organic ambition

The Group ambitions to deliver:

- Revenue growth: 9% to 11% CAGR¹
- OMDA margin: above 400 basis points improvement over the 2022-2024 period, trending towards 30% of revenue by 2024
- Free cash flow: c. 50% OMDA conversion rate by 2024

C.5.5 Market consolidation – a growth and profitability accelerator

Over the past 10 years, Worldline has been the most proactive and successful player in the European market consolidation. By doing so, the Group developed unmatched integration capabilities, applying its scalable and repeatable playbook with a strong and knowledgeable integration team, maintaining the expertise and enhancing the methodology deal after deal. It also highlights the Group's ability to deliver the consolidation and integration processes allowing a precise implementation and tracking of synergies, enabling it to overachieve initial integration targets.

The payment market still offers a lot of opportunities, and Worldline is ideally positioned to capture them. The Group's focus is three-folded:

C.5.3.5 Delivering a leading CSR performance

Since its IPO in 2014, Worldline has been committed to a voluntary CSR approach reflecting compliance, transparency and a high level of engagement towards its stakeholders. This approach has been strongly supported by the success of the TRUST 2020 CSR transformation program which has revealed as a key enabler for mobilizing the whole organization to respond effectively to all core CSR challenges of the payment industry and to boost the Group CSR performance.

Based on the success of TRUST 2020, reflected through a high level of achievement, Worldline has launched TRUST 2025, a new 5-year CSR roadmap aimed at maintaining Worldline's CSR leadership through an integrated model. This new chapter in Worldline's CSR journey aims to confirm and accelerate the progress made in terms of CSR on all the most critical and strategic challenges in the areas of business, people, ethics & value chain and environment, improving further the Group' competitive advantage.

Furthermore, TRUST 2025 is the concrete expression of Worldline's Sense of Purpose, adopted in 2019.

To ensure creating sustainable value for all stakeholders, Worldline will continue to regularly report on its achievements towards its nine commitments for 2025 through 19 KPIs defined with specific and measurable targets to be reached by 2025.

- First, enrich and expand Worldline's geographical footprint targeting specific regions, while leveraging a bank partnership approach;
- Second, improve and preempt new trends through technologies and products acquisitions to reinforce Worldline's innovation portfolio or exploring new adjacencies;
- And third, be ready to capture medium to large size opportunities coming from large banks or pure payment players.

This inorganic development ambition is largely executable on a financial standpoint, thanks to the Group's strong cash generation and steady deleveraging profile.

¹ Compound Annual Growth Rate

C.6 Technology

Worldline operates its business as one global factory that serves each of the Group's Global Business Lines. Under this approach, Worldline continually seeks ways to leverage its industrial scale, processes based on standardized tools,

shared best practices and efficient use of global resources to deliver services at competitive prices. Worldline's competence centers, IT platforms, data centers, and hardware are central assets in this effort.

C.6.1 IT Platforms

Worldline engaged a strategy delivering global performance by consolidating onto best-of-breed IT platforms leveraging the cloud technology transformation. In that frame, the group "Move to Cloud" program allows all its business divisions to benefit from the most appropriate platform solution taken from "Worldline on-prem Cloud", "Client Private Cloud" or "Public Clouds" models. In that way, Worldline continues to provide to all its divisions a rationalized set of IT platforms coming from continuous investments carried over multi-years programs that shown already some significant benefits like the ones

crystallized in 2018 (Payments 2.0, migrations of front-end servers on Worldline Pay Front Office, go-live on Worldline Pay Issuing Back-Office among others, without forgetting the reduction of the overall datacenter amount used). This will enable the full delivery on the European continent of the scale benefits linked to the combined volumes of the former platforms, while freeing up capacities to invest in new technological innovations reducing in the same time, the ecological impact of data processing.

C.6.2 Data Centers and Hardware

The Group engaged a global strategy for data centers around the world to deliver the services services in the best efficient and reliable way. In that frame, Worldline strengthened operations in Europe in nine consolidated, interconnected, highly secure and fully redundant data centers distributed in 3 independent availability zones called "Cloud Areas". Worldline's European data center hub covers an area of more than 7,000sqm, and runs approximately 20,000 servers with a storage capacity of approximately 25PB of data. In total, Worldline's European hub data centers process approximately 85% of the Group's total transaction volumes. All of Worldline's European hub data centers are compliant with the Payment Card Industry Data Security Standard (PCI-DSS and 3DS) required for payment service providers to accept, transmit or store cardholder data. In a more general frame, the group data centers are also certified under ISO 9001 (quality management), ISO 14001 (environmental management), as well as ISO 27001 (security). This without forgetting more specific certifications like SecNumCloud (France) or DK (Deutsche Kreditwirtschaft). All of these data centers meet at least Tier 3 "Telecommunications Infrastructure Standards". Worldline's

European hub data center facilities are also compliant with IT Infrastructure Library (ITIL V3), IT service management "best practice" standards and applicable banking standards. Worldline ensures that strict security measures are taken at all of the data centers it uses, including video surveillance, access control, a limited staff policy, infrastructure monitoring, annual risk management reviews, regular business continuity procedures and internal and customer audits. . All over the world, where it suits its client needs, Worldline also operates onto additional highly secure and standard certified data centers provided by third party suppliers. In total, those additional data centers process approximately 15% of the Group's total transaction volumes. To benefit from maximum network connectivity, the Group uses several European telecommunications centers rented from external parties that are interconnected with its data centers through high capacity optical fiber networks. Worldline's data centers, networks, servers, and telecommunications centers are operated and maintained by a global infrastructure and operations team of approximately 2,000 information technology experts.



Description of the group's business

Sales and marketing

C.7 Sales and marketing

Worldline commercializes and offers its products and services through multiple channels and business models.

Sales and marketing activities take place on two primary dimensions:

- **Global Business Lines** (Merchant Services, Terminals-Solutions-Services, Financial Services and Mobility & e-Transactional Services): the management of each Global Business Line establishes the overall strategy to develop their portfolio offering in coordination with the various geographic entities. The Global Business Line managers also oversee sales initiatives and approve major bids using Worldline's opportunity review and control governance methodologies named as "Arrow" and "Rapid" processes;
- **Geographic markets** Each Global Business Line is split into regional sales teams – each led by a regional coordinator - covering one or more countries depending on the size of the markets in scope (Europe, Americas, Africa-Middle East and Asia) now operating in 50 countries.

The Group's sales efforts differ according to the client types:

- **Large clients** are managed by dedicated managers responsible for developing and strengthening the business strategy and relationships. To address client requests, the sales and technical teams work in close collaboration, specifically, to leverage solutions from the Group's existing commercial portfolio and, where appropriate, build tailored ones using the available modules or components. Existing clients' business is developed through a systematic "client account planning" process. The Group sets development goals, identifies up- and cross-selling opportunities and establishes an annual plan while ensuring the quality and satisfaction on existing contracts. These annual plans contain both ad-hoc commercial actions and focused or customized innovation workshops, supported by targeted communication and marketing actions. This approach represents the primary sales channel for the Group's products and services;
- **Smaller and mid-sized clients** are managed on a portfolio basis through both account development and account management teams aligned to the Global Business Lines in geographic markets. Benefitting from strong local market

understanding aligned with specialist vertical niche knowledge, they can manage their client portfolios proactively using sales territory planning in conjunction with the Global Business Lines and Central Marketing initiatives;

- Its large numbers of **smaller clients**, sometimes referred to as the "**mass market**" (acquiring business) clientele in; Belgium, Switzerland, Austria, Czech Republic, Nordic Countries, Turkey, India and Australia, are managed through a combination of direct and indirect sales channels. The former includes telephone and face-to-face sales. The latter are handled by independent parties and corporate partners, as well as banking partners. These sales channels are supported by a marketing campaign management team and a Market offering definition team. The marketing campaign management team sets the pricing policies, develops multiple promotions and identifies target markets. The other team formulates the Group's standard sales offers, which usually combine different products in one offer.
- **New Client** acquisition is undertaken in each Global Business Line and the geographical unit, combining both marketing initiatives with targeted sales activities encompassing lead generation marketing campaigns, bidding for client-led competitive tenders, conducting proactive market-specific prospection initiatives through industry groups (in such sectors as; financial services, retail, hospitality, and transportation), business networking and lobbying.

At the Group level, a Central team supporting the GBL's guarantees Worldline leverages the best practices identified across the organisation, defines guidelines, objectives, processes, trainings and animates the Sales Community to ensure we keep the motivation and performance of the Sales Community at the highest levels.

This team focuses on boosting Worldline's Brand & Portfolio, fostering new Business generation through innovation, coordinating and winning large bids, developing and retaining best in class salespeople, and developing the best in class Sales and Marketing tools. The team also ensures the transformation of company sales and marketing processes and tools through standard programmes and initiatives.

Description of the group's business

Sales and marketing

In 2021, as part of the Worldline sales and marketing transformation program, global sales campaigns were a primary growth lever to generate new business internationally using a digital marketing strategy to boost the attraction of visitors and prospects to feed the sales funnels across the business:

- The sales campaigns, boosting the sales of Worldline's 12 most promising solutions in terms of high growth potential and multi-country reach using flash campaigns.
- In 2021, the restrictions arising from the pandemic led to most face-to-face events being cancelled. The marketing team at Worldline quickly adjusted to this new scenario by launching new digital sales channels and developing nurturing activities in a digital/virtual way to maintain the annual ambition of lead generation and awareness. One example is the webinars channel, built to promote Worldline's thought leadership and solutions that help its customers to keep their business up and running ;
- The development of key partnerships is an important lever to consolidate the Worldline ecosystem in payments and beyond while selling with and through partners. Recognizing the importance of fintech partners, Worldline organizes the e-Payments Challenge to co-create solutions together with clients and start-ups and prepare for future challenges related to payments.

Some other significant initiatives have been launched to support the GBLs and improve customer experience.

- Creation of broadcasting TV studio delivering professional grade internal and external communication towards customers and employees.
- Creation of an internal Marketing and Communication Agency (the "PLUS Agency"), partner for communications and marketing projects, supporting the Sales Community for customer's engagements.
- Design and build the Innovation and Experience Center in the new HQ in Paris, designed to showcase Worldline's innovation and co-innovate with clients and partners
- Initiation of ONE CRM programme that aims at merging the 5 different existing CRM platforms, with a view to using the same processes and facilitate the Group reporting (opportunity & pipeline management, forecast, ...).
- Initiation of ONE WEB project that aims at merging the c.300 existing websites into ONE website and move it to the cloud, with a view to simplifying the client journey, creating more traffic and generate leads.

As of December 31, 2021, the Group had approximately 1,200 employees to handle sales and sales-related activities (sales representatives, business development, pre-sales, bid management and marketing).

C



Description of the group's business

Procurement and suppliers

C.8 Procurement and suppliers

The Procurement Function actively contributes to the operational and economic performance of the Group by adopting a systematic total cost of ownership method, ensuring the continuity of supplies for best operating conditions as well as the quality of products and services purchased.

To meet the performance objectives set by the Group, the Procurement Function defines strategies per procurement category and implements optimization levers, aiming at reducing the external spend, this being done in collaboration with the Requestors.

The Procurement Function integrates 2 levels: a Group and a Regional level.

The main principle is that procurement activities are centralized and operated at the Group level when it creates value for the Group (especially for purchases with global suppliers, similar needs, massification potentials, synergies...). Therefore, the Procurement Function manages at the Group level the category strategies, overall procurement performance, the suppliers "risks and performance" and sustainable purchasing.

The Group level organization includes:

- A Chief Procurement Officer ("CPO");
- A Procurement Excellence Office;
- 4 Category Management teams (IT, Workforce, Indirect, and Manufacturing).

Procurement activities are decentralized at the regional level when proximity is prevailing (local market, supply, local specificities), but remains still coordinated by the Group level.

The Procurement Function analyses markets, selects and manages the Group's relationships with the suppliers of the externally-sourced goods and services needed for its business and internal requirements.

The primary categories of products and services sourced externally, which account for the majority of the procurement costs, comprise the types of items that are typically sourced in the IT services sector, particularly IT hardware and software, subcontracted services such as software development and maintenance and telecommunications services. The Group uses these products and services in connection with its data centers and project development needs. The Group's main suppliers of IT hardware and software are HPE, HDS, IBM, Dell, Oracle and SAP.

The Group's business involves extensive data processing which requires bandwidth intensive telecommunications

services, its main providers of which are Orange, Proximus, Colt and Verizon. Other important categories of products and services include POS Terminals and their component parts, and, to a much lesser extent, hardware used for the manufacture of the Group's connected vehicles products and other M2M and "connected" solutions.

The Group designs most of its payment Terminals and related products in-house and outsources their manufacture to multiple contract manufacturing companies, including Toshiba Tec, Flex, and Connectronics, located in Asia and Eastern Europe. The Group procures the few Terminals that it does not design itself from Ingenico, VeriFone and Pax. The Group is also a substantial consumer of printing and postal services, particularly in its e-Government business sector (mainly its automated traffic and parking enforcement solutions) and bank processing activities in Belgium. It has subcontracting relationships or contracted partnerships with La Poste, Bpost, PostNL and Speos in relation to the Groups' service delivery. One of the duties of the Group's Procurement is to mitigate business risk. Further than only striving to insure the permanence of cost negotiations, agreements are also implemented to reduce risks of supply shortages, to reduce ambiguity of services supplied and to carefully manage any over-dependency on its supplier. The Group aims to identify critical points in the supply chain and develop aims to guarantee multiple components and service suppliers.

The Group's strategy in regards to the management of the procurement risk also includes compliance of suppliers and procurement practices, a key pillar of Worldline's CSR policy. To ensure better due diligence in its supply chain, Worldline has launched a new supplier onboarding process in 2021. The integration of a new vendor into the systems follows the same evaluation process regardless of the supplier and in all Worldline entities. This step is a necessary prerequisite before being able to contract with the vendor. It includes a phase of collecting and checking information from the vendor, also sharing with them Worldline's expectations in terms of CSR (charter, regulations, United Nations principles), a phase of checking the vendor against international databases (financial stability, lists of sanctions, politically exposed persons, etc.), and a phase of assessing the risks inherent to the country and the category of purchase. This risk assessment related to the vendor's entity makes it possible to determine whether it is acceptable to work with this vendor while at the same time monitoring it more closely to reduce the risks identified, in compliance with all anti-corruption and Duty of Care regulations. For more information, please refer to the Responsible Purchasing section of this document.

C.9 Investments

C.9.1 Investments of 2021

In 2021, the Group's total capital expenditures (purchases of tangible and intangible assets recorded on the balance sheet) were € 224 million. These capital expenditures comprised principally:

Capitalized production costs. Capitalized production costs, which relate to the IT platforms core to the Group's products, totaled € 113 million in 2021. This amount was invested primarily in software development in three main areas: (i) creating new products or improving existing products with new features (ii) rendering the Group's processing platform compliant with SEPA Regulations and the development of new functionalities in lines with the DSP2, (iii) developing new line of payment terminals.

Investments in shared infrastructures. The Group invested a total of € 48 million in 2021 in shared infrastructure – infrastructure that is not dedicated to a single client – which consists principally of software, servers, network and storage equipment;

Investments in infrastructure dedicated to specific clients. The Group invested a total of € 35 million in 2021 in dedicated equipment for specific clients (principally dedicated servers and terminals leased to clients).

The following table shows capital expenditures (purchases of tangible and intangible assets) by type of expenditure for the periods indicated.

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020
Capitalized production	-	-
Development of new software platforms	113.2	59.7
Development of software for specific customers	-	-
IT Platform	-	-
Total capitalized production	113.2	59.7
Other purchases of tangible and intangible assets	-	-
Shared infrastructure	48.0	57.0
Dedicated infrastructure	34.6	25.1
Other	28.6	13.5
Total other purchases of tangible and intangible assets	112.2	95.6
Total capital expenditures (purchases of tangible and intangible assets)	224.4	155.3

Gross Financial Investments

In 2021, the Group's net financial investments (amounts paid for financial assets) amounted to € 242 million mainly for the acquisitions of Cardlink and Handelsbanken, net of and the disposal of Benelux and Austrian assets related to Ingenico acquisition.

C.9.2 Principal Investments Currently Underway and Planned

The Group expects its average annual level of capital expenditure for maintaining and upgrading its IT equipment and its software platforms to be between 5% and 7% of revenue in the short and medium term.

Worldline has announced on December 14, 2020 the signing of a major strategic commercial acquiring alliance with ANZ Bank in Australia through a joint venture 51% owned by Worldline. The transaction was completed on March 31, 2022.



Description of the group's business

Significant existing or planned property, plant and equipment

C.10 Significant existing or planned property, plant and equipment

As of December 31, 2021, the Group held property, plant and equipment with a total net value of approximately € 194 million, consisting mainly of the equipment (particularly information technology equipment) used in its production centers, more specifically its data centers. The Group leases almost all of its property & plant while IT equipment is generally purchased.

Property, plant and equipment held or leased by the Group consists primarily of the following:

- Administrative buildings and offices for the Group's administrative and commercial needs, in all of the countries in which the Group operates. The principal sites leased are located in France (in particular the Seclin site where its biggest operational unit is based as well as the Paris La Défense site where the Company has its registered offices), in Belgium, in Switzerland, in the Netherlands, in Italy, in Germany, in Sweden, in Spain, in Luxembourg, in Poland, in Austria, in the United Kingdom, in the USA, in Malaysia, in Singapore, and in Australia and New Zealand;
- The Group's principal data centers are located in France (at its Seclin site) as well as at its Vendôme only owned building site, in Belgium (at its Brussels site, in Luxembourg, and in Germany at its Frankfurt site). The

Group leases data centers facilities in France, in the Netherlands, in Italy, in Luxembourg, in Germany, in Sweden, in Spain, in Turkey, in the USA, in Canada, in Argentina, in Australia, in New Zealand, and in India. In Spain and the United Kingdom the Group is also buying some infrastructures services from Atos. In Switzerland the Group is buying infrastructures services from SIX Group. The Group also rents, from third parties connected with its own data centers, four European telecommunications centers (located in France, Belgium and Germany). Lastly, the Group uses on-demand infrastructures from public cloud providers, among others Amazon Web Services, Google Cloud and Microsoft Azure;

- Technical data center infrastructure, furniture, equipment (primarily information technology equipment) and data center servers, which the Group owns through its local subsidiaries;
- Assembly plant in the United Kingdom for the manufacture of kiosks.

The Group believes that the usage rate of its various tangible fixed assets is consistent with its activity and projected growth, as well as with its current and planned investments.

C.11 Research and Development, patents and licenses

C.11.1 Research and Development

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

The Worldline Labs, Group's dedicated Research and Development teams, are a key enabler of its capacity for innovation and improvement of its products and solutions, a critical strength in an industry that is constantly evolving. The Worldline Labs are managed centrally from the Group's headquarters and comprise Research and Development engineers spread throughout the countries in which the Group operates. Many of the Group's Research and Development engineers are closely integrated within the Group's operational

teams and focus primarily on incremental innovation, while other Research and Development engineers are focused on longer-term Research and Development projects dedicated to radical or disruptive innovation. The Worldline Labs support a broader team of more than 4,500 engineers in the field working with clients to implement the Group's services. The Group's Research and Development expense (excluding TSS perimeter) amounted to € 244 million in 2021 and € 224 million in 2020.

The Group's Research and Development activities are detailed in Section D.2.2 "Spur sustainable innovation" of the Group's Extra-financial performance statement, presented in Section D.

C.11.2 Intellectual Property, Patents, License, Usage Rights, and Other Intangible Assets

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

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

- Know-how and trade secrets whose confidentiality is ensured by the Group's internal policy as well as by contractual provisions that are binding on the persons or entities with access to such information,
- Software and information systems (which are protected by copyright) and databases. In accordance with the Group's intellectual property policy, software registration is used to ensure copyright protection,
- A portfolio of approximately 1,800 patents, filed in the geographic markets where the Group is most active, including Europe, the United States, Canada and India;
- Rights to distinctive marks such as trademarks or domain names, in particular those including the name "Worldline" or the name "Ingenico", registered in all of the countries where the Group does business.

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

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

The Group is a respondent in very intellectual property labor claims and in the Group's opinion most of these claims have little or no merit and are provisioned appropriately (see Section F.3 Legal Proceedings).



Description of the group's business



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D.1 Integrating sustainability into Worldline's business

D.1.1 Worldline's integrated strategy

D.1.1.1 Worldline's integrated vision of Corporate Social Responsibility (hereafter CSR) for a resilient and sustainable business [GRI 103-1 Economic Performance] [GRI 103-1 Procurement Practices]

Worldline is the European leader in the payments and transactional services industry. 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 c. 17,000 (excluding c. 3,800 staff for TSS) in more than 49 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; 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.

Sustainability is at the heart of Worldline's business model and its values as it will be explained below through its TRUST 2025 programme. The improvement in its CSR ratings and in its financial and extra-financial key performance indicators in recent years shows how seriously Worldline takes this issue. It aspires to be the premium brand in the payments industry for customers and for employees – another reason why it is so important for Worldline to promote sustainable values and share them with its stakeholders. Since 2017, the integration and formalisation of Worldline's contribution to the United Nations' Sustainable Development Goals reinforced its commitment to excellence regarding sustainability.

Furthermore, Worldline's integrated vision of CSR is part of an increasingly complex regulatory context. For this purpose, a regulatory watch system is in place in order to be informed firstly of the legislations that came into force and, secondly, of any upcoming legislations that might impact Worldline's activities.

Following our transition year, 2021 is part of a vision of realisation. On the one hand with the acquisition of Ingenico, Worldline has become Europe's new world-class leader in payment services and, on the other, it creates a one culture spirit through a brand new on-boarding programme.

A new world-class leader in payment. In 2021, by combining forces with Ingenico, Worldline has become a new world-class leader in payment services and has joined the league of international payment leaders. In addition to the payment services delivered by Worldline through its three Global

Business Lines (Merchant Services, Financial Services, and Mobility & e-Transactional Services) the Group delivers world-class terminals solutions & services to banks & acquirers through the "Terminals, Solutions & Services" GBL. Following the strategic review of this activity, the Board of Directors decided to divest Terminals, Solutions & Services, so it can pursue an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL is accounted for under IFRS 5 as discontinued operations and excluded from the figures and analysis presented in the section D. of 2021 URD.

Adding Ingenico's DNA to its own, Worldline is even more committed to operating payment solutions that enable viable economic growth and reinforce trust and security in our societies. With an increased global footprint and its dedication to excellence, innovation and sustainability, Worldline is set to accelerate the development of the European payments industry, further shaping new ways of paying, living and doing business. Wisely combining innovation capacities, advanced technology, experts in state-of-the-art integrated payment solutions, whether via physical acceptance or totally digital, Worldline provides solutions and services supporting the merchants' expected growth.

Yet, Worldline also faces challenges in terms of the new impacts endured by society due to the extension of its range of solutions and its global footprint.

A wide employee empowerment process - the Onboarding plan. While opening a new chapter in its CSR journey through the launching of its TRUST 2025 transformation programme, Worldline has defined and implemented a wide employee empowerment process, named "Onboarding plan". This process aims at onboarding all Worldline employees from all the geographies in the Group's TRUST 2025 programme by:

- Providing the full picture of the programme: ambitions, commitments and measurable objectives to be achieved by 2025 in the areas of business, people, ethics & supply chain, the environment and the local communities;
- Raising awareness on the key CSR challenges faced by the Group and the associated strategies and action plans to face them;
- Getting all the employee involved in the momentum to accelerate CSR performance at all levels of the organisation.

Over the past two years, by publishing its sense of purpose, redefining its corporate values, redesigning its brand and launching its new CSR transformation programme TRUST 2025, Worldline has demonstrated its commitment to embedding trust at the heart of its activities and relations

within its ecosystem. Strongly supported by the Company's management, this integrated approach now enables the company to respond effectively to all of its CSR challenges and to boost its CSR performance and capability in a very pragmatic way.

Last but not least, Worldline integrated its "Sense of Purpose" in its Statutes:

"We design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. We make them environmentally friendly, widely accessible and support social transformation."

Within the framework of the French PACTE legislation, Worldline is committed to defining its Sense of Purpose in order to qualify the societal and environmental value generated by its operations. It now expresses the company's mission and values by highlighting the social and environmental benefits of its activities.

The diversity of Worldline's activities and operating locations, as well as the complexity of its business environment, especially in the processing of sensitive data, together with the increasing pressure on resources, expose the Group to a variety of risks. However, these threats also create real new opportunities in the digital industry, which are of particular interest for Worldline's activities. In order to meet the expectations of its different stakeholders, including its customers and to address these threats and opportunities in a relevant manner, Worldline has integrated its Corporate Social Responsibility (CSR) strategy at the heart of its business.

The pillars of Worldline's CSR strategy are grounded both in the most critical issues for its stakeholders and for Worldline's activities, namely:

- Building customer trust with reliable, secured, innovative and positive impact solutions;
- Being a responsible employer;
- Ensuring business ethics including Human rights and rising up sustainable procurement practices within its value chain;
- Reducing its environmental footprint ;
- Help our local communities through positive impact solutions and social initiatives.

This approach allows Worldline to closely integrate the management of financial and extra-financial risks and opportunities. For more information, refer to Section F.

Building customer trust with reliable, secured, innovative and positive impact solutions

The payments and digital solutions industry is undergoing many changes that drive its complexity: the sophisticated nature of cyber-crime, the increasing challenges of data protection, and the rising expectations for innovative and positive impact solutions. In the light of these trends,

Worldline's challenge is to build customer trust with fully available and secure platforms, to guarantee delivery excellence and utmost quality of services and to increase value creation for its customers with positive impact solutions.

Being a responsible employer

In the fast-moving sector in which Worldline operates, it is essential to set up various actions aimed at attract and retain its talents. In this regard, Worldline strives to foster people development, well-being and engagement of its talents and promote fairness, diversity and inclusion for more equality & performance.

Ensuring business ethics including Human rights and rising up sustainable procurement practices within its value chain

In a context of changing regulations, payment and digital companies are confronted with ethical, compliance, Human rights and corruption challenges. In this regard, Worldline strives to endorse ethics and confidence in all its activities. Furthermore, as Worldline constitutes an international company, all of these issues shall also be examined within its value chain.

These challenges require a strong ability to collaborate with suppliers and subcontractors so that these latter align and respect similar CSR values to rise up sustainable procurement practices within our value chain.

Reducing its environmental footprint

Undoubtedly, among all environmental issues, Climate change is one of the most urgent one. The recent IPCC AR6 report and the COP26 conference have stressed this again. Facing the global warming challenge, data processing and IT equipment production activities are contributing to energy pressure, CO₂e emission and the scarcity of the raw materials. Worldline is deeply engaged in reducing its environmental footprint, on one hand by taking the opportunity to benefit from the eco-efficiency of its data centres and offices, but also by reducing the number of business travels. The cornerstone of Worldline's carbon strategy consists in the reduction of its consumption and its CO₂e emissions.



Extra-Financial Statement of Performance

Integrating sustainability into Worldline's business

Help our local communities through positive impact solutions and social initiatives

As part of its responsibility to contribute to the development of communities and territories, Worldline is stepping up its engagement efforts by encouraging users to make donations via its payment solutions, such as microdonations on terminals and online donations. Worldline is also involved in technical

sponsorships or mentoring with local community charities and NGOs on topics relevant to their organisations - including financial inclusion, philanthropy and academic research. These essential challenges correspond to the following GRI Standards elements: Employment, Training and education, Diversity and Equal opportunity, Market Presence. For more information on GRI Standards, see section D.7.1.2.1

D.1.1.2 Worldline's CSR strategy

[GRI 102-18] [GRI 102-19] [GRI 102-20] [GRI 102-21] [GRI 102-26] [GRI 102-27] [GRI 102-29] [GRI 102-30] [GRI 102-31] [GRI 102-32] [GRI 103-2 Economic performance] [GRI 103-2 Market presence] [GRI 103-2 Indirect economic impacts] [GRI 103-2 Procurement practices] [GRI 103-2 Anti-Corruption] [GRI 103-2 Energy] [GRI 103-2 Emissions] [GRI 103-2 Employment] [GRI 103-2 Training and education] [GRI 103-2 Diversity and equal opportunity] [GRI 103-2 Customer privacy] [GRI 103-2 Socio-economic compliance]

D.1.1.2.1 Worldline's three differentiating axes for a sustainable business

Since its IPO in 2014, Worldline has been committed to a voluntary Corporate Social Responsibility (CSR) approach reflecting compliance, transparency and a high level of engagement within its ecosystem. Building on the success of its TRUST 2020 programme, which has enabled the company to achieve encouraging results on all its CSR issues, Worldline launched in 2021 its TRUST 2025 programme. This new edition aims to confirm and accelerate the progress made in terms of CSR, by covering new issues linked to the evolution of market trends and the Group's growth strategy, by raising the level of ambition and commitment and by establishing stronger governance. Worldline intends to maintain its CSR leadership in its sector for the years to come, by applying ESG best practices and involving all its stakeholders in this approach in order to create a positive impact for its ecosystem, our society and our planet at large.

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

1. An integrated vision that embeds CSR at the core of Worldline's business and processes

Worldline's ambition is to further embed CSR in its activities, culture, business lines and countries. In this regard, Worldline has identified CSR business challenges in its materiality matrix such as cyber-security, data protection, positive impact offers and customer satisfaction, in addition to ethics, social and environmental challenges. This enables Worldline to truly integrate CSR at the core of its Company strategy and long-term ambition, while meeting expectations of all of its stakeholders.

2. TRUST 2025: our new CSR ambition to create a more sustainable value

Over the past two years, by publishing its sense of purpose, redefining its corporate values, redesigning its brand and launching its new CSR transformation programme TRUST 2025, Worldline has demonstrated its commitment to embedding trust at the heart of its activities and relations within its ecosystem. Strongly supported by the Company's management, this integrated approach now enables the company to respond effectively to all of its CSR challenges and to boost its CSR performance and capability in a very pragmatic way.

By launching its new TRUST 2025 transformation programme, Worldline has the firm intention to confirm and accelerate the momentum in terms of CSR progress, performance and leadership around the 8 following ambitions. Each of these ambitions cover specific stakes that can be approached through various levers.

Guarantee delivery excellence and utmost quality of services

This ambition covers the following three stakes:

- Guarantee high service availability to improve customer satisfaction and ease contract renewal & new business;
- Avoid major incidents and security incidents that can impact its reputation;
- Move internal quality and security mindset to a higher level of maturity.

Different levers can be activated to reach those ambitions such as the major incidents, the cyber-attacks response, the data protection compliance, the SLA/SLO completeness, the level of quality and the mandatory related trainings.

Enhance customer experience through positive impact solutions

This ambition covers the following three stakes:

- Ensure high customer satisfaction to leverage business activity;
- Develop an innovative and sustainable portfolio to meet our customers CSR expectations;
- Create positive impact offers generating a net benefit for society at large and the planet.

In this regard, Worldline will actively foster the customer satisfaction survey, its positive impact offers, its patents & innovation awards and its positive impact offers.

Foster people development, well-being and engagement

This ambition covers the following four stakes:

- Be recognised as a worldwide prime employer;
- Empower people to make them grow through leveraging training programme and offer tailor- made career opportunities;
- Grow expert community & cutting-edge skills;
- Ensure high level of employee engagement through employee satisfaction and shareholding schemes.

Different departments will therefore be engaged: people management, the learning & development team as well as the expert community. A specific attention will be devoted to the Great Place To Work survey and the Employee Shareholding schemes.

Promote fairness, diversity and inclusion for more equality & performance

This ambition covers the following three stakes:

- Be recognised as a worldwide inclusive employer;
- Foster diversity and inclusion to ensure fair treatment and equal opportunities across the organisation and performance.
- Increase hirings and inclusion of employees with disability

In this regard, a Diversity and Inclusion programme has been set up. It relates to the message the Company conveys, nurturing an inclusive mind-set toward all employees. Numerous initiatives were launched at Global and local level to this end, such as the creation of a Network devoted to diversity and inclusion. UNITE. For more information please refer to section D.3.2.3

The creation of a Network devoted to diversity and inclusion, UNITE is Worldline's new employee network that looks at equity, diversity and inclusion (EDI) in Worldline. With one simple objective: empowering all talented, ambitious and motivated Worldliners to have an equal chance at becoming leaders – if this is their professional ambition – whilst creating an inclusive workplace for us all and a culture of equality.

Rise up Sustainable procurement practices within our value chain

This ambition covers the following stakes:

- Ensure monitoring of the risks linked to our level of spend;
- Keep strong control on terminals suppliers;
- Influence our suppliers to improve their CSR performance;
- Push suppliers for lower CO₂e emissions.

Through its relationships with its suppliers, Worldline aims to positively influence its ecosystem in terms of responsible practices and low CO₂e emissions. For more information, please refer to section D.4.6

Endorse ethics and confidence in all our activities

This ambition covers the following stakes:

- Guarantee high ethics maturity mindset across the organisation and hierarchical levels;
- Leverage alert system to detect ethical or compliance incidents;
- Enrich procedures and actions plan to increase the level of protection in our activities.

In this regard, we can mention the following policies and other documents: Worldline's Code of Ethics, the various mandatory trainings, the reported alerts, the Human rights policy. For more information, please refer to section D.4.2.1.1 and D.3.2.2.3 for the Human rights policy.

Contribute to carbon neutrality

This ambition covers the following stakes:

- Reduce environmental impact of payment transaction lifecycle;
- Align our emission reduction targets on the 1.5°C pathway;
- Initiate Carbon capture to move to net zero emission
- Offset CO₂e emissions for scopes 1, 2 and 3a.

Worldline's priority is to **reduce** its energy consumption first. It is key to avoid consuming energy as much as possible. Once consumption has been reduced, it can be acted upon emissions reduction by switching energy sources to renewable, changing company cars strategy and moving to full electric. Then the remaining emissions can be offset and sequestration techniques can be considered.

The environment related targets are:

- Reduce CO₂e emissions by 25% on scopes 1 and 2 in align with its SBTi¹;
- Offset 100% of remaining emissions.
- Initiate Carbon capture to move to net zero emission



¹ This figures has been established by taken into account the TSS entity. It will therefore be reviewed in 2022



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Integrating sustainability into Worldline's business

Help our local communities through positive impact solutions and social initiatives

By creating a specific pillar devoted to local communities, Worldline aims to emphasise its contribution to the development of communities and territories. This ambition covers the following stakes:

- Promote employee engagements towards social initiatives;
- Support local communities in their territories to solve societal issues;
- Deliver positive impact solutions to our business partners.

Through its offers, but also through its philanthropy actions, Worldline wishes to contribute positively to society and to be part of our local territories in a sustainable way. For more information, please refer to D.6.

TRUST 2025: our new CSR roadmap to accelerate performance, progress and leadership

TRUST 2025 is the subject of a set of 16 new objectives to be achieved within the next 5 years in the areas of data protection and security, social innovation, well-being at work, diversity & inclusion, skills & careers development, human rights, ethics, sustainable procurement, as well as the fight against climate change through the reduction of GHG emissions and the protection of biodiversity, as well as the development of local communities.

The dashboard below presents the full and detailed picture of our TRUST 2025 commitments and associated KPIs and 2025 targets.

Topic	Indicator	2021	Target 2025
Platforms secured & available	• Quality score – Contracts' & Platforms services availability & response	99.9890%	99.9900%
	• Quality score – Platforms' services availability & response	99.877%	99.9900%
	• % of data subject' request answered in time and in compliance with Worldline privacy policy	97.2%	100%
	• % of ISO 27001 certified sites according to the security policy	51%	100%
Customer experience & innovation	• Customer Net Promoter Score	46	52
	• Sustainable offer revenue in €m	2,109	2,307
Talent attraction & retention	• Average number of Training hours per employee per year	17.09	32
	• Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64%	69-70%
People diversity	• % of disabled workforce in the countries imposing legal requirements	+6%	+20%
	• % of women within the management positions	23%	35%
Sustainable procurement	• % of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100%	100%
	• % of total expenses assessed by EcoVadis out of strategic suppliers expenses	86%	90%
Ethics & Compliance	• % of alerts investigated and related actions plan defined within 2 months	87%	100%
Climate change	• CO2 emissions reduction (scope 1, 2)	-49%	-25%
	• % of CO2 offsetted emissions for scope 1,2, 3a	100%	100%
Local communities	• Volume of collected donations in €m	310.8	500

% of data subject' request answered in time and in compliance with Worldline privacy policy : Exclusion of all entities outside of European Economic Area and UK.

Customer Net Promoter Score : Payone is excluded from scope.

Average number of Training hours per employee per year : Germany is excluded from scope.

% of disabled workforce in the countries imposing legal requirements : Inclusion of France, Germany, Austria, Poland, Italy, Romania, China. TSS is included in the final value.

% of total expenses assessed by EcoVadis out of strategic suppliers expenses : An active campaign was conducted in 2021 to encourage suppliers to be assessed by EcoVadis. However, it should be noted that the definition of strategic suppliers has changed in 2020 and 2021. In 2021, the 250

largest suppliers in terms of spending were taken into account. In 2020, strategic suppliers are defined by the buyers taking into account operational business needs and market positioning. In 2021, Worldline has 113 strategic suppliers covering 37% of the Group's expenditure.

CO₂ emissions reduction (scopes 1, 2) : This indicator represents the reduction in CO₂e emissions on scopes 1 and 2 with regard to the CO₂e reduction objective validated by the SBTi. The objective is as follows: Worldline SA commits to reduce absolute scopes 1 and 2 GHG emissions 25% by 2025 from a 2019 base year. The 2019 baseline covers scopes 1 and 2 for the Worldline and Ingenico scope, including TSS, and is therefore not equal to the emissions presented in this report. In view of this scope Worldline emits in 2019 on scopes 1 and 2 20,296 Tons CO₂e. In order to align with the emissions presented in this report, we have recalculated the 2019 baseline by excluding the emissions related to TSS. In view of

this new perimeter, the 2019 baseline for scopes 1 and 2 is 17,679 Tons CO₂e. Worldline's carbon footprint on scopes 1 and 2 in 2021 being 8,993 Tons CO₂e, Worldline's emissions have decreased by 49% compared to its baseline.

TRUST 2025: our new CSR common direction to level-up our responsibility towards our ecosystem

Given this new roadmap, the next short term steps in our TRUST 2025 journey will be to involve all our employees around the globe in this approach through a specific and dedicated onboarding plan in order to raise awareness, mobilise also federate all our Worldliners community around our key CSR challenges. This collaborative dynamics should enable us to create new expectations of our stakeholders, to comply to new regulatory requirements and to get some agility to apply the best practices in order to create even more value for our whole ecosystem by:

- Onboarding everyone in the long term to act even more in an integrated way and in a sustainable way;
- Providing a global picture on our financial and non-financial performance aiming at creating sustainable value for our ecosystem;
- Strengthening each year our CSR performance for a long term progress;
- Continuing to reinforce our credibility and efficiency regarding CSR key challenges in the payment industry.

With this new level of CSR maturity representing a major step for our Group, we aim at reinforcing our competitive advantage and leadership through an integrated model and a sustainable value creation.

3. A recognised CSR player through extra-financial ratings and promotion of sustainability.

Since 2014, Worldline has consolidated and improved its leading position in CSR through recognised extra-financial ratings such as EcoVadis, RobecoSAM (DJSI), Gaïa, V.E. (ex-Vigeo-Eiris, part of Moody's ESG solution) , MSCI ESG rating, ISS-ESG, CDP, FTSE4Good, S&P Global ESG. This dynamic allows Worldline to introduce innovative practices into its CSR programme every year and to be recognised among the market leaders in the field of CSR. Furthermore, in order to take into consideration any new trend and evolution within the market, Worldline participates to various working groups and organises a market watch.

D.1.1.2.2 Worldline's Corporate Social Responsibility governance

Social and Environmental Responsibility Committee

In 2019, Worldline decided to create a dedicated Social and Environmental Responsibility Committee at Board level. Chaired by an independent member, this Committee is composed of 5 members, including 2 independent members, and the Director representing the employee.

In 2021, the Social and Environmental Responsibility Committee met 4 times, during which it prepared and facilitated the work of the Board for the review of:

- The Group's social and environmental responsibility strategy, its impacts and the rollout of the related initiatives;
- The Group's practices in respect of responsible purchasing;
- The Group's social and environmental responsibility commitments in light of the challenges specific to the Group's business and objectives;
- The evaluation of the risks and opportunities with regard to social and environmental performance;
- Social and environmental policies taking into account their impact in terms of economic performance;
- The annual statement on extra-financial performance;
- The summary of ratings awarded to the Group by rating agencies and in extra-financial analysis;
- The reflection on the new TRUST 2025 plan being developed to define the new plan for Worldline's corporate responsibility initiatives.

During these meetings, various subjects were approached such as the results of the TRUST 2025 programme the life cycle analysis of a payment transaction, The Carbon neutrality, The CSR market trends, etc.

Furthermore, Worldline's climate strategy is also tackled by this Committee. Firstly, the extra-financial risk analysis conducted in 2019 focused on climate change. Secondly, in 2021 the Committee was specifically consulted on Worldline's TRUST 2025 KPIs devoted to the environment and the circular economy.

In addition, this Committee allows the CSR Officer to engage in a permanent and interactive dialogue with the Board of Directors.





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Integrating sustainability into Worldline's business

The Corporate Social Responsibility Officer

The Corporate Social Responsibility Officer, reporting directly to Worldline's CEO, is responsible for the Company's CSR strategy, monitoring the sustainability initiatives and promoting CSR values with internal and external stakeholders. The CSR Officer is responsible for a department composed of a team of 9 employees dedicated to CSR and 5 employees dedicated to environment. In addition, the CSR department is relying on an ambassador network of 22 people, present in 15 countries. The department has the responsibility of rolling out Worldline action plans at the Group level, as well as to communicate them internally and externally. Weekly follow-up calls and monthly work and discussion sessions are held to monitor the progress of action plans and coordinate the work of all the CSR local contributors.

To ensure the integration of sustainability in all Worldline's processes and strategic bodies:

- The CSR Officer is the privileged interlocutor of the Social and Environmental Responsibility Committee of the Board of Directors;
 - The CSR Officer meets the CEO to present CSR actions and achievements on a quarterly basis so that the business and CSR strategies are completely aligned;
 - The CSR Officer presents the results from CSR initiatives, roadmap progress and action plans to the Worldline Executive Committee;
 - The CSR Officer also presents these results to the Works councils on an annual basis, so that these key internal stakeholders take part in the implementation and sponsorship of the CSR strategy and action plans;
 - The CSR Officer steers internal and external CSR communication actions, thus contributing to employee commitment. Each business and corporate function has the responsibility to implement the CSR strategy and to provide support for the CSR objectives (TRUST 2025 targets);
- As from the LTI plans 2020, the CSR performance goals are 20% of the overall vesting of stock-options and performance shares plans (refer to this document, Section G) through a combined CSR criteria aligned with the Worldline Trust 2025 strategic plan. For LTI 2021, the CSR performance conditions are combining the environmental criteria and the "people" and diversity criteria: 1) the following external CSR criteria apply as a condition for 10% of the overall vesting: Carbon Disclosure Programme (CDP) (5%) and EcoVadis score (5%) and 2) the following external and internal non-financial criteria relating to People and Diversity apply as a condition for 10% of the overall vesting: for half, the improvement of the employee's engagement and for the other half, the improvement of the women's percentage in the management. A target to be met at the end of the relevant period (2023) has been set for each KPI as well as an elasticity curve (refer to URD 2020, section G for more details on the targets and elasticity curves);
 - The CSR officer also attends the environmental and climate board. The environmental and climate board is meeting quarterly. It is chaired by the Global Environmental Manager. Other members namely the global environmental manager, the ISO 14001 global manager, the country environment managers, the global L&H manager, the global DC manager and members of procurement in charge of company cars are persons in charge of the Global Greenhouse gases footprint reduction plan and the regional environment managers. It follows up the plan execution, the ISO 14001 certification status and the Environmental TRUST 2025 objectives.

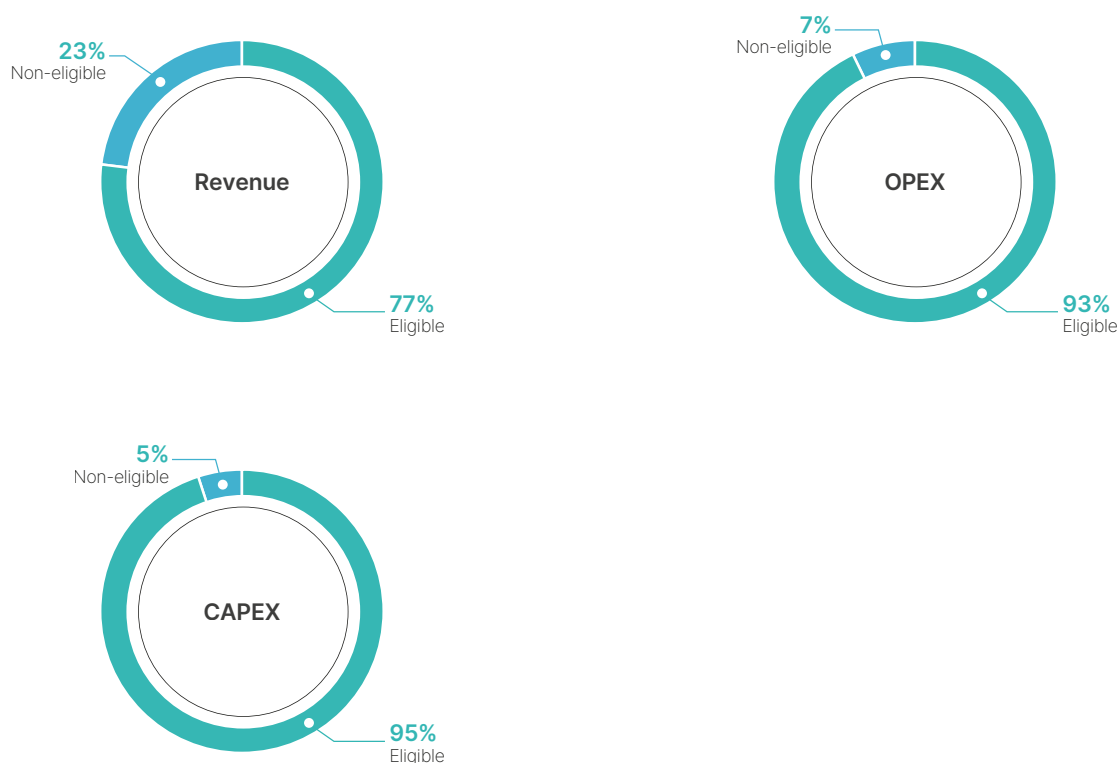
D.1.1.2.3 European taxonomy

Since 2017, Worldline publishes its sustainable Revenue from the scanning of its offers and the assessment of their sustainability by product managers and sustainability experts over these 4 categories of benefits: Economic/Social and wellbeing/Governance, trust and compliance/Environment footprint. This See chapter D.2.5.3.1

In 2021, in accordance with EU Green taxonomy requirements, Worldline calculates its eligible Revenue, CAPEX and OPEX, resulting in:

- 77% of Worldline Revenue is considered eligible to EU Green Taxonomy Regulation. Eligible Revenue amounts to €2 832m. Worldline main activities are related to the activity 8.1 Data processing, hosting and related activities;
- 95% of Worldline CAPEX (intangible assets, tangible assets, increase of IFRS16 right of use) is eligible to Taxonomy regulation. Eligible CAPEX amounts to €320m; of which €226m as part of Worldline main Business on 8.1 Data processing activities and €94m are related to construction, real estate and car fleet (Right of use from its building long-term lease as part of activity 7.7, renovation and works in buildings as part of activities 7.2 to 7.5 and investments in car fleet, part of activity 6.5 Transport by motorbikes, passenger cars and light commercial vehicles);
- 93% of the Worldline OPEX considered by EU Green taxonomy is eligible to Taxonomy regulation. As reminder, the European taxonomy restricts considered OPEX in 3 categories : Maintenance, short-term leases and non-capitalised R&D costs. Worldline reports then €237m as eligible OPEX on these 3 items, representing ~9% of total Worldline OPEX. These costs are mainly related to activity 8.1 Data processing, hosting and related activities;

Worldline is mainly contributing to Climate change mitigation.





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Integrating sustainability into Worldline's business

D.1.1.3 A materiality approach towards Stakeholders

[GRI 103-1 Economic Performance] [GRI 103-2 Economic performance]
[GRI 103-2 Indirect Economic Impacts] [GRI 103-1 Worldline Specific Disclosures]

D.1.1.3.1 Worldline's CSR approach towards stakeholders [GRI 102-40] [GRI 102-42] [GRI 102-43] [GRI 102-21] [GRI 102-27] [GRI 102-44] [GRI 103-1 Economic Performance] [GRI 102-12] [GRI 103-1 Sector Specific Disclosure] [GRI 103-3 Market Presence] [GRI 103-3 Indirect Economic Impacts] [GRI 103-3 Economic Performance]

Worldline's integrated approach is based on an on-going dialogue with its stakeholders, including its customers, employees, suppliers, local government, public authorities, communities, NGOs, shareholders, investors and financial analysts. In order to select the most important stakeholders to be engaged, Worldline has set up an approach based on the analysis of two criteria:

- How stakeholders are influencing Worldline's activities through clear expectations and evolving markets;
- How Worldline can positively impact them through its resilient business model (refer to the following graph).

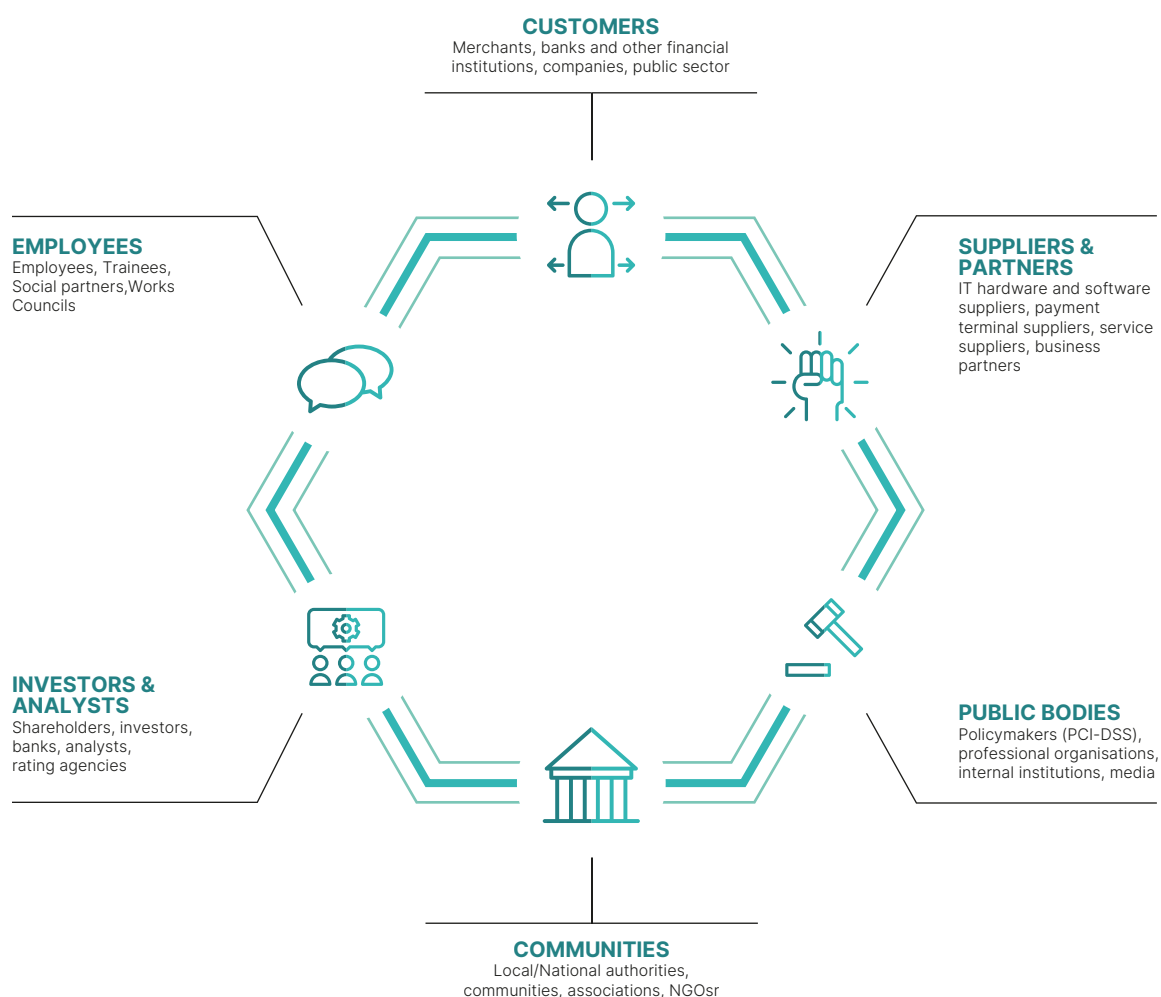
Through its CSR approach, Worldline ensures that all its stakeholders' expectations are taken into account. Thus, the CSR programme guides the Company in being more relevant and transparent to create value for all its stakeholders, notably through its TRUST 2025 programme.

This approach is consistent with recognised international standards such as GRI Standards (Comprehensive option), SASB Standard and TCFD Standard. These standards enable the Company to structure its dialogue with stakeholders with the aim to map their key expectations with Worldline's business activities, thus prioritising Worldline challenges through its materiality matrix, as well as to steer the reporting

process. For more information, refer to this document, Section D.7.1.

Worldline's dialogue with its key stakeholders takes place at every level of the organisation under the direction of the CSR Officer, at global level with the CSR team and at country level with the local teams that strive to foster close ties with local stakeholders, especially national authorities. It was reinforced by Worldline's commitment and alignment with the United Nations Sustainable Development Goals (SDGs). This universal reading grid for sustainable development eases the dialogue with all stakeholders, providing greater transparency and a relevant compass for market trends and critical global challenges in a long-term perspective.

In 2021, Worldline continued to deepen the dialogue with all its internal and external stakeholders. Regarding its customers, Worldline has strengthened its dialogue through numerous presentations in customer meetings, thus explaining its CSR approach and the key sustainable benefits for its clients. Besides, Worldline has a CSR question in the satisfaction surveys for its clients to better assess and address their CSR challenges. Regarding its suppliers, Worldline has reinforced its systematic dialogue approach (refer to this documents, Section D.4.6) in order to improve the sustainability of the procurement processes. Regarding the investors, Worldline has strengthened its approach to ESG by answering to SRI questionnaires and by organising a dedicated Investor Day where Worldline ESG benefits have been presented. Internally, Worldline has continued to enhance CSR awareness throughout the Company, by organising dedicated events such as the Worldliners for sustainability event in 2021. Worldline took advantage of both the European Sustainable Development Week and the Mobility week to create various awareness events taking place during three weeks.



D

D.1.1.3.2 Involving internal stakeholders through CSR awareness

Worldline has launched a large awareness programme aiming to promote CSR across all geographies, increase employee awareness and involvement and thus truly embed CSR in all its value chain. Due to Covid reasons, some actions launched in 2020 have been postponed to 2022. Worldline has organised in a set of different actions

- **Meetings with Workers Councils.** In 2020, the CSR Officer has met all the Workers Councils in the main geographical regions to present Worldline CSR policy and the progress of the TRUST 2025 programme to them on an annual basis. The objective of these meetings is also to enable a dialogue with all the employee representatives, encouraging them to join the CSR approach. The CSR Officer is at the disposal of the Work Councils and is available whenever they wish to answer specific questions;
- **Deep-dive sessions with management** have been set up in 2021 (during the management seminar and the Strategy seminar) in order to share results and new ambitions of Worldline CSR policy. Those sessions are an opportunity to

highlight how extra-financial performance is closely linked to business and financial performance and illustrate the key CSR messages that managers can re-use during their weekly team meetings and promote the Worldline CSR approach;

- **The 2021 Worldliners for sustainability initiative from September 20th to October 8th** aims to promote sustainable development. Worldline took advantage of both the European Sustainable Development Week and the Mobility week to create various awareness events taking place during three weeks. The specific dates mirror the UN SDG's agenda, for instance the 21st September was devoted to the mobility day while, on the 28th, it was the sustainable city day or on 30th September the responsible consumption and production day. Furthermore, the CSR team invites Worldliners from all over the world to participate in the Worldline Global Walking Challenge. This is a symbolic initiative for recalling two major steps in terms of the fight against climate change, which is the Kyoto Protocol and its successor, the Paris Agreement. Its principal is therefore to walk collectively in order to reach the distance between Paris and Kyoto, which is 9 608 km.



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D.1.1.3.3 Prioritising the most material topics through the materiality matrix

[GRI 102-15] [GRI 102-46] [GRI 102-47] [GRI 102-49] [GRI 103-1 Economic Performance]
[GRI 103-1 Market presence] [GRI 103-1 Indirect economic impacts]
[GRI 103-1 Procurement practices] [GRI 103-1 Anti-Corruption] [GRI 103-1 Energy]
[GRI 103-1 Emissions] [GRI 103-1 Employment] [GRI 103-1 Training and education]
[GRI 103-1 Diversity and equal opportunity] [GRI 103-1 Customer privacy]
[GRI 103-1 Socio-economic compliance] [WL3]

1. Identification of Worldline main challenges [GRI 103-2] [GRI 102-15]

Worldline's CSR approach is based on a materiality analysis that has enabled the Company to prioritise its CSR actions around the most critical topics for its business activities while taking into account its stakeholders' expectations. The analysis, conducted in 2014 and updated in 2018 and 2021 and

involving external and internal stakeholders - including Worldline's top management, has identified five main dimensions of challenges described as follow: business, human resources, ethics & value chain, environment & circular economy and local communities.



HELPING OUR LOCAL COMMUNITIES THROUGH POSITIVE IMPACT SOLUTIONS AND SOCIAL INITIATIVES

As part of its responsibility to contribute to the development of communities and territories, Worldline is stepping up its engagement efforts by encouraging users to make donations via its payment solutions, such as microdonations on terminals and online donations. Worldline is also involved in technical sponsorships or mentoring with local community charities and NGOs on topics relevant to their organizations - including financial inclusion, philanthropy, and academic research. These essential challenges correspond to the following GRI Standards elements: Employment, Training and education, Diversity and Equal opportunity, Market Presence. For more information on GRI Standards, see Section 6.



BUILDING CUSTOMER TRUST WITH RELIABLE, SECURED, INNOVATIVE AND POSITIVE IMPACT SOLUTIONS

The payments and digital solutions industry is undergoing many changes that drive its complexity: the sophisticated nature of cyber-crime, the increasing challenges of data protection, and the rising expectations for innovative and positive impact solutions. In the light of these trends, Worldline's challenge is to build customer trust with fully available and secure platforms, to guarantee delivery excellence and utmost quality of services and to increase value creation for its customers with positive impact solutions.



ENSURING BUSINESS ETHICS INCLUDING HUMAN RIGHTS AND RISING UP SUSTAINABLE PROCUREMENT PRACTICES WITHIN ITS VALUE CHAIN

In a context of changing regulations, payment and digital companies are confronted with ethical, compliance, Human rights and corruption challenges. In this regard, Worldline strives to endorse ethics and confidence in all its activities. Furthermore, as Worldline constitutes an international company, all of these issues shall also be examined within its value chain. These challenges require a strong ability to collaborate with suppliers and subcontractors so that these latter align and respect similar CSR values to rise up sustainable procurement practices within our value chain.



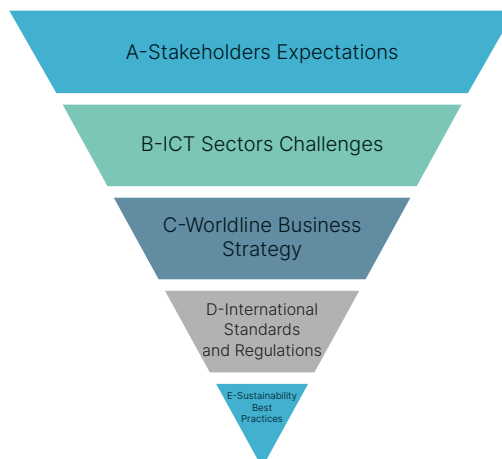
BEING A RESPONSIBLE EMPLOYER

In the fast-moving sector in which Worldline operates, it is essential to set up various actions aimed at attract and retain its talents. In this regard, Worldline strives to foster people development, well-being and engagement of its talents and promote fairness, diversity and inclusion for more equality & performance.



REDUCING ITS ENVIRONMENTAL FOOTPRINT

Undoubtedly, among all environmental issues, Climate change is one of the most urgent one. The recent IPCC AR6 report and the COP26 conference have stressed this again. Facing the global warming challenge, data processing and IT equipment production activities are contributing to energy pressure, CO2 emission and the scarcity of the raw materials. Worldline is deeply engaged in reducing its environmental footprint, including by reducing the number of business travels. The cornerstone of Worldline's carbon strategy consists in the reduction of its consumption and its CO2e emissions.



2. Prioritisation of most relevant topics in its materiality matrix

Worldline evaluated the relevancy and financial impacts according to its stakeholders' feedback for various issues within Worldline's five CSR pillars. This analysis also took into account the specific business challenges of Worldline in the ICT and e-payment sectors (for instance with integrating the innovation topic), as well as the Company's business strategy and, to a lesser extent, international standards, regulations and sustainability best practices in the Company's sectors. The

materiality review was conducted through several internal and external interviews and through benchmark studies.

The results of the 2021 analysis were formalised in the following Worldline Materiality Matrix, which was validated by senior management, and where the "relevance to stakeholders" explains the stakeholders' interest for the issue and the "impacts on Worldline" displays the impact of the issue on the Company.



All of these challenges are covered by dedicated indicators, which are detailed in the Trust 2025 programme and are regularly monitored.

This materiality matrix has been updated in 2021 following the integration with Ingenico. The main changes compared to our previous materiality matrix are the following:

Building client's trust with fully available and secure platforms and reinforcing values for clients through sustainable and innovative solutions

- The term innovative solutions has been replaced by innovative and positive solutions in order to include the **positive impact solutions** offered by Worldline.

Being a responsible employer by revealing our employee's potential

- The term 'people diversity' has been replaced by **diversity & inclusion**. In fact, the first term was too narrow in scope.

Its impact on Worldline is higher while its relevance for stakeholders is lower. It is aligned with the TRUST 2025 programme that includes KPI target regarding diversity and inclusion including disabilities;

- **Talent attraction & development** has been replaced by **talent attraction & retention**. The impact on Worldline of talent attraction & retention is higher as well as for external stakeholders. In the past months, the talent management aspect became more and more critical for business operation and the business model of the Company;
- **Training & development** replaces the smart working environment. The training topic became a new dimension in the materiality matrix and for which Worldline has an important ambition within the TRUST 2025 programme. People development is associated to the trainings;



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Ensuring business ethics including Human rights and rising up sustainable procurement practices within its value chain

- The term 'strong suppliers' partnership' is replaced by '**sustainable procurement**'. It translates the new level of maturity of Worldline regarding the procurement topic. Worldline would like to emphasise that the risks concern the entire value chain, be it indeed the supplier but it can also concern for instance the type of raw materials that have been used;
- The term ethics & compliance also encompasses Human rights to become **ethics, compliance & Human rights** to be aligned with market practices;
- The issue 'ethics and compliance' has been expanded to take into account the Human rights perspective. As a

matter of fact, Worldline passed its Human rights policy in the course of 2021 and is currently working on its Duty of Vigilance Plan.

Reducing its carbon footprint and fostering circular economy

- The term 'energy transition' will be replaced by the term '**climate change**'. Regarding the terminology, the term energy transition is not sufficiently broad while the term climate change targets the entire carbon footprint;
- On top of climate change, the topic of **circular economy** has also been added.
- **Eco-efficient operations** with ISO 14001 certifications remains unchanged

D.1.1.4 Worldline's contribution to the United Nations Sustainable Development Goals (SDGs) [GRI 102-31] [GRI 201-1]

In 2015, the 193 United Nations members launched the 17 SDGs, a universal, global and inclusive action plan and roadmap to end poverty, protect the planet and ensure prosperity and peace for all by 2030. The SDGs entered into force in January 2016 and replaced the Millennium

Development Goals adopted in 2000. The amended goals aim to address economic, environmental and social challenges and require collective action from the governments, the NGOs and the private sector.



How Worldline contributes to the United Nations SDGs

Worldline is convinced that it is mandatory to demonstrate its contribution toward the achievement of the SDGs. This is why the Company has decided since 2017 to formalised its contribution to the United Nations SDGs and integrate them into its CSR strategy. To this end, Worldline undertook a

detailed assessment in order to identify and measure its contribution to all SDGs through a two-step mapping analysis:

- From an external perspective, the sustainability of its offering;
- From an internal perspective, its internal operations and along its value chain.

Examples of Worldline external contributions to SDGs through sustainable offers:

<p>16 PEACE, JUSTICE AND STRONG INSTITUTIONS</p>	<p>8 DECENT WORK AND ECONOMIC GROWTH</p>	<p>9 INDUSTRY, INNOVATION AND INFRASTRUCTURE</p>	<p>11 SUSTAINABLE CITIES AND COMMUNITIES</p>	<p>12 RESPONSIBLE CONSUMPTION AND PRODUCTION</p>
<p>Worldline core business is to provide highly secure and traceable solutions. Worldline's Fraud Risk Management, Track and Trace, Acquiring Processing and Trusted Authentication solutions enable the decrease of fraud and corruption risks and allow stronger prevention of cyber threats thus, thereby contributing to the maintenance of institution.</p>	<p>By making payment easier with flexible digital business models, Worldline's Payment Software Licensing, Acceptance, On-Boarding and Digital Retail solutions enable the creation of economic value and growth for clients, via shorter time-to-market and costs reduction.</p>	<p>By making financial services accessible for small industrials, Commercial Acquiring and Acquiring Processing solution favor the development of their network and their integration into value chain and markets.</p>	<p>By ensuring access to adequate, safe and affordable basic payment services, Worldline's offers contribute to its stakeholders satisfaction. In addition, by helping transport players in their challenges with quick time-to-market solutions such as Rail Operations, Digital Ticketing and OP2GO, Worldline contributes to developing quality, reliable and sustainable transport for all.</p>	<p>Thanks to their recognised expertise, Worldline's Trusted Digitisation and Cloud Services solutions enable to make the most of dematerialisation and act as a strong lever to reduce paper use and minimise travels to access services.</p>



Examples of Worldline internal contributions to SDGs:

<p>3 GOOD HEALTH AND WELL-BEING</p>	<p>4 QUALITY EDUCATION</p>	<p>5 GENDER EQUALITY</p>	<p>7 AFFORDABLE AND CLEAN ENERGY</p>	<p>8 DECENT WORK AND ECONOMIC GROWTH</p>	<p>12 RESPONSIBLE CONSUMPTION AND PRODUCTION</p>	<p>13 CLIMATE ACTION</p>	<p>16 PEACE, JUSTICE AND STRONG INSTITUTIONS</p>
<ul style="list-style-type: none"> • Flexibility at work • Health care benefits • Psychological support during pandemic • Social initiatives 	<ul style="list-style-type: none"> • Training plans for employees • Learning @Worldline • Experts community • Social initiatives 	<ul style="list-style-type: none"> • Gender Equity programme • Diversity and inclusion strategy 	<ul style="list-style-type: none"> • Development of clean energies 	<ul style="list-style-type: none"> • Fair remuneration • Modern Slavery Statement • Working council's consultation 	<ul style="list-style-type: none"> • Sustainable supply chain • Suppliers' evaluation • Waste management • Carbon reduction strategy 	<ul style="list-style-type: none"> • Climate change strategy • Monitoring carbon footprint • Environmental targets and policy 	<ul style="list-style-type: none"> • Code of ethics • Data protection policies • Human rights policy • Anti-money laundering policy • Modern Slavery Statement • Ethics in the supply chain

First of all, by putting in place various initiatives devoted to foster the well-being at work (psychological support during the pandemic, flexible working, health care benefits, social initiatives), Worldline participates in the development of the good health and well-being (SDG 3).

Furthermore, by building a strong training programme, Worldline ensures that all learners acquire the knowledge and skills needed in compliance with SDG 4. Furthermore, Worldline set up various social initiatives enabling employees to devote some voluntary time to support children who drop out of school.

Through its various initiatives and objectives aimed at fostering the gender equity (Diversity and Inclusion Network, KPIs related to the proportion of women with the management positions, etc.), Worldline is actively participating to gender equality as required by SDG 5.

Secondly, by using data centres that use renewable energies, the Group participates in the development of clean energies and thus contributes to SDG 7.

Through its solutions with a positive impact and its responsible purchasing policy applied to its supply chain, its financial inclusion solutions and the integration of social standards in the management of its supply chain, the Group encourages economic growth and the promotion of decent work (SDG 8).

As part of its ISO 14001 certification programme for all its sites above 500 employees, Worldline aims to achieve high quality waste management (SDG 12).

By annually assessing the greenhouse gas emissions of its entire value chain, and in setting itself goals to reduce them and actions to achieve this, it contributes to the fight against climate change (SDG 13).

Worldline Group participates in building effective and accountable institutions by promoting the transparency and traceability of financial transactions and by actively combating corruption, which is one of the foundations of the Group's Code of Ethics and Business Conduct (SDG 16).



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D.1.2 Worldline's CSR ambition

[GRI 102-18] [GRI 102-19] [GRI 102-20] [GRI 102-21]
 [GRI 102-26] [GRI 102-27] [GRI 102-29] [GRI 102-30] [GRI 102-31]
 [GRI 103-32] [GRI 103-2 Economic performance]
 [GRI 103-2 Market presence] [GRI 103-2 Indirect economic impacts]
 [GRI 103-2 Procurement practices] [GRI 103-2 Anti-Corruption]
 [GRI 103-2 Energy] [GRI 103-2 Emissions]
 [GRI 103-2 Employment] [GRI 103-2 Training and education]
 [GRI 103-2 Diversity and equal opportunity] [GRI 103-2 Customer privacy]
 [GRI 103-2 Socio-economic compliance]

D.1.2.1 Creating value for all stakeholders

D.1.2.1.1 Addressing stakeholders' expectations

The following graph presents the Company's main stakeholders, their key expectations and how Worldline ensures it creates value for them.

	Expectations	Worldline value creation	Main SDGs
 <p>Customers Worldline is part of a fast-evolving environment with a significant % of its revenue generated from a limited number of customers.</p>	Innovation, platforms availability, security, data privacy	Satisfaction surveys, innovation workshops and solutions, respect of highest ethical standards (GDPR...)	  
 <p>Employees Worldline relies on the talent of its people to ensure continuously innovative solutions.</p>	Compensation and benefits, working conditions and organisation, social dialogue, Talent & Expert management, diversity	Well-being, learning and growing, gender equity, and Talent & Expert programs, local employment	  
 <p>Suppliers & Partners Worldline uses the know-how of a number of partners who provide IT hardware, software & services (suppliers) and work on projects (start-ups).</p>	Sustainable relations, costs, responsible procurement	Fair business practices through a charter for partners, promotion of CSR through EcoVadis rating	 
 <p>Public Bodies Worldline complies with international and local laws, rules and regulations.</p>	Compliance, reputation, data privacy, promotion of the e-payment sector	Market trust and growth, respect of Human Rights and of the environment, consolidation of ethics standards	 
 <p>Communities Worldline engages local stakeholders in order to operate and develop its business.</p>	Positive economic and social impacts, environment protection, Human Rights, anti-corruption	Contribution to highest ethics and environmental standards, local associations, local employment	    
 <p>Investors & Analysts Worldline ensures investors' trust to continue to develop.</p>	Profitability, transparency, risk management, governance	Comprehensive reporting, Investor roadshows, Analyst Day	

D.1.2.1.2 Worldline's business model
 [GRI 102-15] [GRI 102-2] [GRI 102-6]
 [GRI 102-9] [GRI 102-40] [GRI 102-42]
 [GRI 102-43] [GRI 102-44] [GRI 201-1]

The presentation of the Company's business model according to the *International Integrated Reporting Council* (IIRC) recommended framework is an expectation of the European Directive 2014/95/EU on the declaration of extra-financial performance transposed into French law (refer to this document, Section D.1.3.4.2). The IIRC guideline aims to encourage companies to take a broader view of the concept of

value creation, as well as integrating and aligning financial and extra-financial performance.

In 2018, Worldline published its business model according to the IIRC guidelines, including: its relationship to the six capitals, its business activities and strategy, its products and services (through its business lines), as well as its relationships with its main stakeholders and its main contribution to SDGs. For more information, refer to this document, Section C.3. It has been updated in 2020 and 2021 following the Integration of Ingenico.

D.1.2.2 Being resilient and sustainable through risks analysis
 [GRI 102-15] [GRI 102-29] [GRI 102-11]

The diversity of Worldline's activities and operating locations, as well as the complexity of its business environment, especially in the processing of sensitive data (payment, health, etc.) together with the increasing pressure on resources (human capital and energy) expose the Group to a variety of risks that could have a significant impact on its results, image, and share price.

Through the *Enterprise Risk Management* (ERM) framework, Worldline has determined a global and systematic risk management approach, integrated with strategy, business decisions, and operations. This ensures the identification, management and mitigation of all potentially significant risks and ultimately enables the Company's long-term performance. The ERM is also described in this document, Sections F.

In 2021, consistent with its ERM, Worldline conducted a review of its general extra-financial risks that can affect its ability to create value over the short, medium and long term. This extra-financial analysis completes the existing review of business and financial risks (refer to this document, Section F). It confirms and further structures Worldline's CSR strategy and materiality matrix.

D.1.2.2.1 Risk analysis methodology and extra financial risk matrix



1. Identification of residual risks that Worldline might face in view of its activities, markets, international scope, and countries of operation. This selection of non-financial risks relied both on the internal Worldline's ERM which provides a complete overview of the different types of risks identified through management interviews, analysis, etc., and on external sources (GRI disclosures, extra-financial agency questionnaires, etc.). The result of the analysis highlights 14 categories of risks which have been connected to Worldline's CSR pillars. The analysis is conducted on the residual risks i.e. the risks remaining after management has taken action to alter the risks' likelihood or impact.

2. Prioritisation of risks that have been assessed according to their probability of occurrence, and their potential impacts (being considered: compliance, availability, financial, reputational and customers). A likelihood scale (rare, unlikely, possible, likely or almost certain), an impact scale (minor, moderate, significant, high, severe). Risks are classified from low to major based on a combination of both impact and likelihood evaluation as well as the input coming from experts and top management.

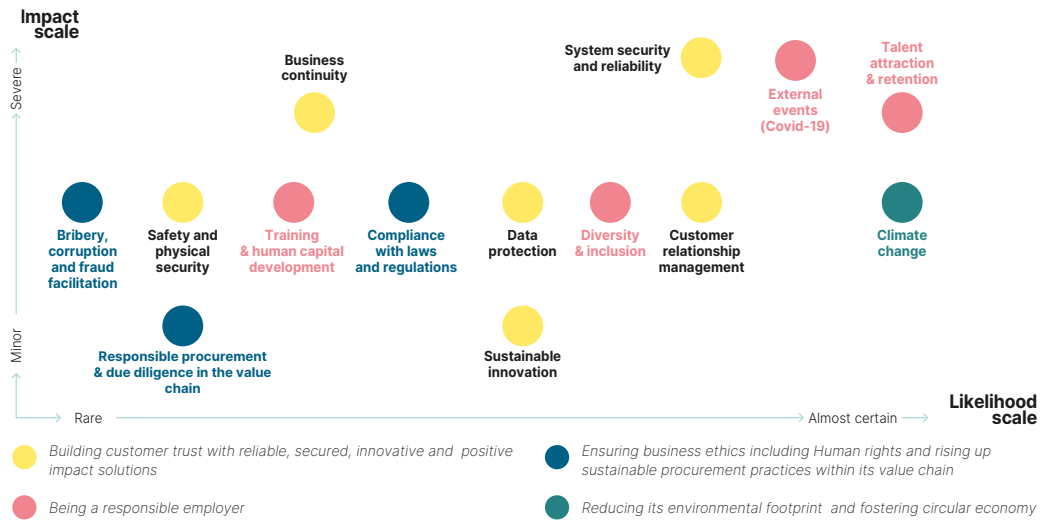
Based on this analysis, Worldline considers that no other non-financial risks than the ones presented hereafter are significant to the Group. Worldline's policies and systems to prevent and mitigate these significant risks are presented or cross-referenced in the present analysis.

3. Leverage these risks as opportunities. Worldline evolving in a fast-changing environment, is continuously facing new events which can both end up either in a risk or a valuable opportunity.



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D.1.2.2.2 The main risks affecting Worldline Group

The 14 categories of extra financial risks identified have been prioritised through the following risk matrix (according to major potential consequence and likelihood scale), and clustered by main challenges.



More details on the 14 categories of risks and their matching opportunities and SDGs for each challenge are available in the sub chapters of Section D of this document, as indicated in the following table.

For more information on the business challenge and its risks and opportunities, refer to this document, Section D.2.1 "Meet customer expectations".

For more information on the People challenge and its risks and opportunities, refer to this document, Section D.3.1 "Meet employee expectations".

For more information on the Ethics & Value Chain challenge and its risks and opportunities, refer to this document, Section D.4.1 "Meet the highest level of ethics for all stakeholders".

For more information on the Environment challenge and its risks and opportunities, refer to this document, Section D.5.1 "Meet society expectations for a sustainable environment".

For more information on the local community challenge and its risks and opportunities, refer to this document, Section D.6.1 "Meet local communities expectations".

D.1.3 Worldline's CSR performance

D.1.3.1 Concretise our progress through the TRUST 2025 programme [GRI 102-15]

Please refer to section D.1.1.2. detailing the TRUST 2025 programme.

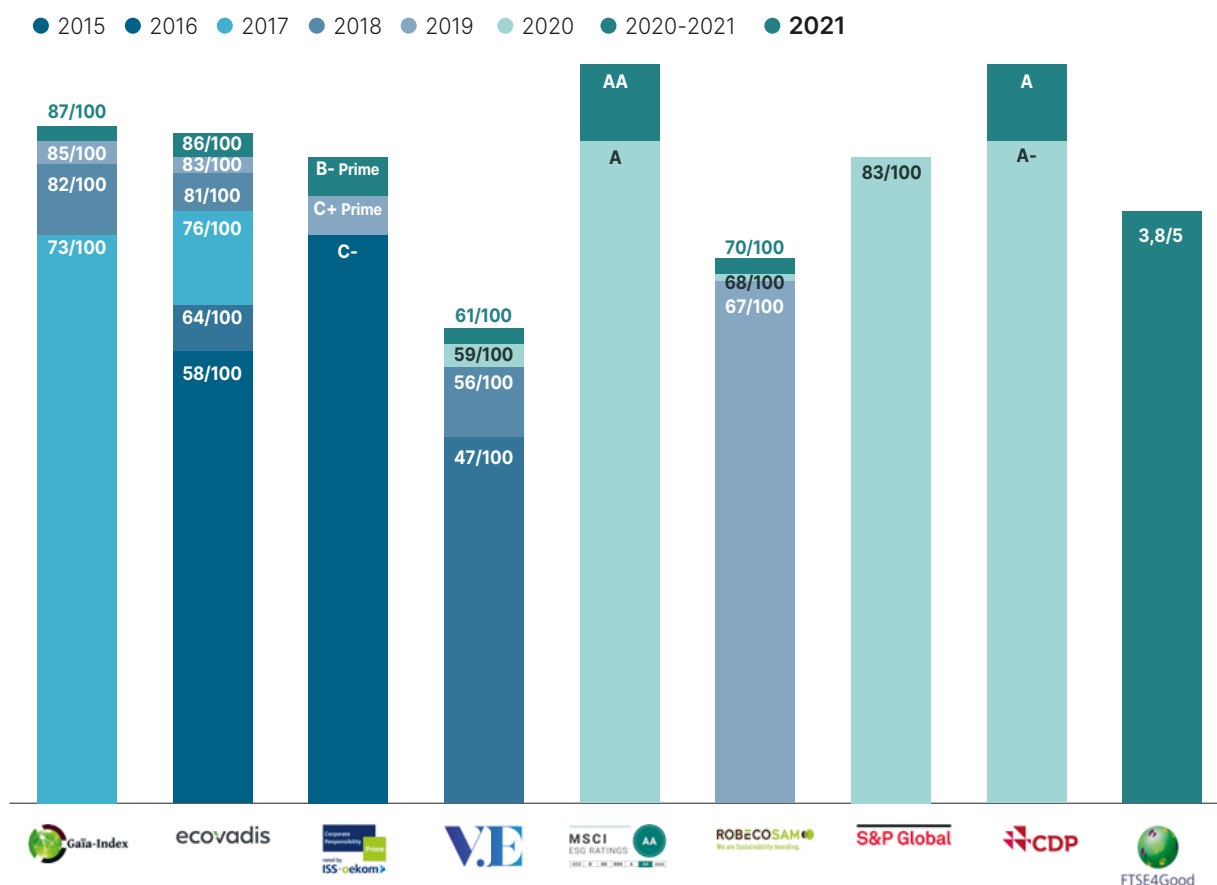
The specific objectives are measured each year and the action plans are carried out at the Group level. They are based on external and internal inputs thanks to meetings with

stakeholders and investors as well as questionnaires received from rating agencies and from our customers. Worldline review each year the indicators and takes into account the results obtained, the progress still expected, the emergence of new topics and new priorities.



D.1.3.2 Be recognised by top non-financial ratings and rankings

In 2021, Worldline continues to be recognised as a leader in its sector by the principal non-financial ratings agencies.





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- **CDP:** in 2021, Worldline has been recognised for its leadership in climate strategy by the CDP, securing a place in its prestigious 'A-List' for tackling climate change. The CDP is recognised by investors as the international benchmark for transparency and corporate commitment to climate change. With more than 10,000 companies evaluated, CDP is the largest data base on environmental information.
- **EcoVadis:** In 2021, Worldline confirms its ESG performance by maintaining a score of 86/100 for the second year in a row. With this score, Worldline obtains a platinum medal, the highest level of recognition awarded by EcoVadis, and maintains its place in the top 1% of its industry. With 85,000 companies assessed, EcoVadis is the largest ESG assessment platform available.
- **MSCI:** the Company scored high in the ranking released by MSCI with a AA grade received in 2021. The upgrade reflects enhancement in the company's data security practices and offers to facilitate financial inclusion judged stronger than its competitors.
- **ISS-ESG:** Worldline maintains its B- score and Prime status in 2021. Worldline ranks in the top decile among the 50 companies in its industry, demonstrating its high ESG performance.
- **V.E. (part of Moody's ESG Solution):** Worldline obtained a score of 61/100, which is 2 points higher than last year and puts Worldline in 5th position in its industry (83 companies rated). This score allows Worldline to be included in the V.E. Euronext index. Worldline stands out thanks to its strong performance on the following material criteria: Fundamental human rights, Board of Directors and Career management.
- **S&P Global CSA/DJSI:** Worldline gains two-points on the S&P Global CSA, on which the prestigious DJSI (Dow Jones Sustainability Index) is selecting companies to join its index. With a score of 70/100, Worldline is well above the industry average (34/100).
- **Gaia Index:** in 2021, Worldline has been recognised by Ethifinance for the Gaia rating for the transparency of its extra-financial information by obtaining a score of 87/100 in 2021.
- **FTSE4Good:** in 2021, Worldline is once again a constituent company in the FTSE4Good Index Series. With a score of 3.8/5, Worldline is in the top 5 of its sub-industry.

D.1.3.3 Strengthen our actions through external partnerships [GRI 102-12]

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

- **United Nations Global Compact** (launched in 1999): Companies that sign the Global Compact commit to respect 10 fundamental principles in 4 areas: Human rights, labour rights, the environment and anti-corruption. Committed since 2010, Worldline has joined the Global Compact on its own initiative since 2016 to reinforce its engagement. In fact, Worldline wished to go further in its commitment and actions in favour of CSR. Being a member of the Board of Directors of the Global Compact France represents for Worldline a real opportunity to join forces with a major institutional player in the field of Sustainable Development in order to accelerate the necessary transformations to accompany the societal transitions. In this regard, the Company is also committed to contribute to the United Nations Sustainable Development Goals (SDGs). In addition, in 2020 Worldline, represented by Gilles Grapinet, joins the Board of Directors of the Global Compact France for a 3-year term. (refer to Section D.1.1.4 of this document);
- **Global Reporting Initiative Community:** The Global Reporting Initiative (GRI) was created in 1997 aiming to develop globally applicable directives and standards to report on economic, environmental and social performances. Worldline aligns its sustainability reporting with the GRI framework since 2014. The Group is a member of the Community and supports the mission of the GRI to empower decision makers everywhere, through the GRI standards;
- **Sustainability Directors' Club (C3D):** Worldline is an active member of the C3D organisation which aims at networking and sharing the latest CSR practices and regulations. The CSR Officer of Worldline is an administrator of the C3D;
- **L'ORSE (Observatory on Corporate Social Responsibility):** Since 2019, Worldline is a member of L'ORSE, making contributions to in-depth thinking relating to CSR best practices;
- **City of Paris climate commitment:** Paris Climate Plan (*Plan Climat de Paris*) aims to lay the foundations of a carbon-neutral city in 2050, which adapt to climate hazards and is resilient to crisis. In 2020, Worldline reinforces its level of commitment by signing the highest level of commitment, the Platinum Commitment, and is thus commits to aligning itself with the 1.5 C° strategy of the city of Paris. Worldline has set quantified targets for the reduction of its greenhouse gas emissions and has adopted an operational action plan for 2030 that includes mitigation, adaptation and compensation measures with a view to carbon neutrality;
- **Planet Tech'care.** Worldline joined in December 2021. Planet Tech'Care is a platform that brings together signatories who wish to mobilise to reduce the environmental footprint of digital technology, with a network of partners, digital and environmental experts;
- **The French business Climate Pledge commitment supported by the MEDEF:** Launched in 2017, this initiative gathers 100 French companies in 2020 which, by becoming signatories, have collectively committed to change their behaviours and invest in renewable energy, energy efficiency and other low-carbon technologies. This investment to fight against climate change amounted to € 68 billion between 2017 and 2018. Worldline joined these companies in 2019 at the "Rencontre des Entrepreneurs de France". This challenge is key to the attractiveness and competitiveness of France and Europe. Signatory companies recommend that France and the EU rely more systematically on technological and scientific potential of the continent, on its competitiveness and encourage increased cooperation between European players. Hence in 2021, Worldline reinforced its commitment participating

in the expansion programme by presenting the ambition to 27 of its main French suppliers and soliciting them into

participating to the programme and contributing to the new collective target.

D.1.3.4 Disclose our CSR performance through an extra-financial reporting with highest standards [GRI 102-46] and [GRI 102-47]

D.1.3.4.1 Making extra-financial information accessible and transparent through reports that align with the highest reporting standards [GRI 102-12] [GRI 102-46] [GRI 102-54] and [GRI 103-3 Worldline Specific Disclosure] [GRI 103-3 Indirect Economic Impacts] [GRI 103-3 Economic Performance]

This report has been prepared in accordance with the GRI Standards: Comprehensive option since 2016. The Group releases two Annual Reports published on Worldline website free to access and give access to Ingenico's extra-financial performance declaration:

- **The Universal Registration Document (URD)** focusing on Worldline's perimeter that includes the whole set of key performance indicators and the results of the materiality assessment, in line with Worldline's financial statements. The document is intended for the investor community. It complies with the French Grenelle II law, the Sapin II law, the Duty of Vigilance law, the Energy Transition for Green Growth law and the French transposition of the European Directive 2014/95/EU on the declaration of extra-financial performance;
- **The integrated report** that includes the main financial and extra-financial KPIs and highlights the Company's key topics of the year, as well as its strategy for the years to come and how it will meet all its stakeholders' expectations. An appendix of this report, available on the website of the Company, discloses a content index table matching the GRI standards with the different information reported in the URD and in the integrated report. This table also matches the GRI standards with Worldline's commitment to SDGs.

KPI monitoring and the reporting methodology are presented in Section D.7.

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

D.1.3.4.2 Complying with the European Directive 2014/95/EU on the declaration of extra-financial performance [GRI 103-3 Market Presence] [GRI 103-3 Indirect Economic Impacts] [GRI 103-3 Sector Specific Disclosure] [GRI 103-3 Economic Performance]

The EU Directive 2014/95/EU amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups Text with EEA relevance also called the non-financial reporting directive (NFRD) has been transposed into French national legislation in 2017 through three different instruments: (i) Article 216 of Law No. 2017-86 of January 27, 2017 relating to equality and citizenship; (ii) Ordinance No. 2017-1180 of July 19, 2017 on the publication of non-financial information by certain large companies and certain groups of companies; (iii) Decree n° 2017-1265 of August 9, 2017 issued for the application of ordinance n° 2017-1180 of July 19, 2017 relating to the publication of non-financial information by certain large companies and certain groups of companies.

This legal landscape enabled the establishment of a new framework for the disclosure of non-financial information by large companies.

Such directive modifies the applicable rules regarding the publication requirements for Corporate Social Responsibility related information. This regulation covers and replaces other laws on this topic, and is intended to become a strategic management tool for the Company, concise and intelligible, as well as focused on significant information for all the relevant stakeholders.

This new reporting directive aims at improving the relevance, consistency and comparison of extra-financial information published in Europe and introduces a more global and material vision of extra-financial reporting. Together with the UN SDGs and with the PACTE law in France, this new regulation spurs companies to think about their activity with regard to their contribution and impact on society through an integrated thinking and to serve the ambition of a more sustainable development, taking into account all stakeholders' interest.

Presented hereafter is the cross-reference table to link the requirements of the Directive 2014/95/EU (article L. 225-102-1) and Worldline's corresponding extra-financial information.





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Information Section required by the EFPD	Requirements of the new article L. 225-102-1 regarding the declaration of extra-financial performance (EFPD)	Handled in the present document	
General information on Worldline challenges	An Integrated Business Model (IIRC framework)	Sections D.1.2.1.2 and C.3	
	A risks analysis with its mitigation policies, action plans, and associated KPIs	Sections D.1.2.2 and F	
Section on social and societal information	Topics covered by Worldline's risk analysis	<p>Employment (cf. risk Talent attraction & retention)</p> <p>Training (cf. risk Training & human capital development)</p> <p>Work organisation (cf. risk Employee well-being at work)</p> <p>Health and safety (cf. risk Employee well-being at work)</p> <p>Working conditions (cf. risk Employee well-being at work)</p> <p>Collective bargaining agreements (cf. risk Employee well-being at work)</p> <p>Subcontracting and suppliers (cf. risk Responsible procurement & due diligence in the value chain)</p>	Sections D.1.2.2, D.3, and H - Cross-reference table with EFPD
	Topics not covered by Worldline's risk analysis but considered as material	<p>Equal treatment:</p> <ul style="list-style-type: none"> Measures taken to promote equality between women and men; Measures taken to promote the employment and integration of persons with disabilities; Anti-discrimination policy; Promotion of diversity. 	Sections D.1.2.2, D.3, and H - Cross-reference table with EFPD
Section on social and societal information	Topics not covered by Worldline's risk analysis but considered as material	<p>Societal commitments to sustainable development:</p> <ul style="list-style-type: none"> Impact of the Company's activity on employment and local development; The Impact of the Company's activity on neighbouring or local populations; Relationships with the stakeholders of the Company and the modalities of the dialogue with them; Partnership or sponsorship actions. 	Sections D.1.2.1, D.1.2.2, D.3, D.4.6, D.6.3 and H - Cross-reference table with EFPD
Section on Human Rights information	Topics covered by Worldline's risk analysis	<ul style="list-style-type: none"> Promotion and respect of the stipulations of the fundamental conventions of the International Labour Organisation; Other actions in favour of Human Rights (cf. risk Compliance with laws and regulations). 	Sections D.1.2.1, D.3, D.4.6 and H - Cross-reference table with EFPD

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Information Section required by the EFPD	Requirements of the new article L. 225-102-1 regarding the declaration of extra-financial performance (EFPD)	Handled in the present document	
Section on environmental information	Topics covered by Worldline's risk analysis	General environmental policy (cf. risk Compliance with laws and regulations) Climate Change (cf. risk Climate change) Pollution (cf. risk Climate change) Circular economy (cf. risk Circular Economy)	Sections D.1.2.2, D.5 and H - Cross-reference table with EFPD
	Topics not covered by Worldline's risk analysis but considered as material	Protection of biodiversity: Measures taken to preserve or restore biodiversity Sustainable food and trade relations with food sector: <ul style="list-style-type: none"> • Measures to reduce and valorise food waste; • Measures to promote responsible, fair and sustainable meal. 	Sections D.5.3 and H - Cross-reference table with EFPD Sections D.4.6, D.5.3 and H - Cross-reference table with EFPD
	Topics not directly addressed in this report	Topics not considered as a material topic for the Company and not directly addressed in this report: <ul style="list-style-type: none"> • The respect of animal welfare; • Food insecurity. 	Sections D.4.6 D.5.3
Section on the fight against corruption information	Topics covered by Worldline's risk analysis	Information on the fight against corruption: actions taken to prevent corruption (cf. Risk Bribery and corruption)	Sections D.1.2.2, D.4.4 and H - Cross-reference table with EFPD
Section on the fight against tax evasion information	Topics covered by Worldline's risk analysis	Information on the fight against tax evasion: actions taken to prevent tax evasion (cf. Risk Compliance with laws and regulations)	Sections D.1.2.2, D.4.4 and H - Cross-reference table with EFPD

For more information, refer to the EFPD cross-reference table in this Registration Document Section H.

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D.1.4 Main key performance indicators

[GRI 102-44] [GRI 405-1] [GRI 418-1] [GRI 419-1] [WL 1] [WL 2] [WL 3]
[WL 5] [WL 6] [WL 7] [WL 8] [WL 9] [WL 10] [WL 11] [WL 17]

Material aspect	Extra-financial risk	GRI Standard	Indicator				Perimeter 2021		Perimeter 2020		Perimeter 2019	
				2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Market intimacy	Customer relationship management	GRI102-44	Overall customer satisfaction from Tactical Surveys (scope from 0 to 10)	8.1	8.2	8.2	-	100%	-	100%	-	100%
Available & secured platforms	System security and reliability		% of incident responses compliant with Worldline security policy	100%	-	-	-	46%	-	-	-	-
Available & secured platforms	System security and reliability		% of employees trained on dedicated security trainings	95%	-	-	91%	-	-	-	-	-
Data privacy	Data protection		% of Compliance Assessment of Data Processing performed on active processing activities	83.37%	99.7%	99%	-	48%	-	100%	-	100%
Innovative & positive solutions	Sustainable innovation		Number of patent families	43	-	-	-	100%	-	-	-	-
Innovative & positive solutions	Sustainable innovation		Innovation sessions delivered by Worldline for customers	35	51	14	-	100%	-	100%	-	100%
Sustainable innovation	Taxonomy		Revenue eligible to EU GREE, Taxonomy Regulation	77%	-	-	-	100%	-	-	-	-
Training & development	Training & human capital development	GRI 404-1	% of employees having an Individual Development Plan	24.69%	-	-	74%	-	-	-	-	-
Training & development	Training & human capital development	GRI 404-1	% of employees having two individual performance meetings per year	83.97%	-	-	89%	-	-	-	-	-
Talent attraction & retention	Talent attraction & retention		% of jobs filled with internal candidates and internal promotion	63%	-	-	82%	-	-	-	-	-
Talent attraction & retention	Talent attraction & retention		Voluntary attrition	9.7%	-	-	100%	-	-	-	-	-
Diversity & Inclusion	Diversity & Inclusion		% of Women within the EXCOM and in the Business Management Committees	18%	-	-	100%	-	-	-	-	-
Diversity & Inclusion	Diversity & Inclusion	GRI 405-1	% Women within company (globally)	34%	32.7%	31.5%	100%	-	100%	-	100%	-

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Material aspect	Extra-financial risk	GRI Standard	Indicator	Perimeter 2021		Perimeter 2020		Perimeter 2019				
				2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Ethics, compliance & Human rights	Compliance with laws and regulations	GRI 419-1	Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulation (>100K)	0	0	0	-	100%	-	100%	-	100%
Ethics, compliance & Human rights	Compliance with laws and regulations	GRI 205-2	Percentage of employees trained in Code of Ethics - E-learning	97%	96%	95%	91%	-	84%	-	87%	-
Ethics, compliance & Human rights	Bribery, corruption and fraud facilitation	GRI 205-2	Percentage of management and exposed function trained in anti corruption and anti bribery – E learning	88%	-	-	91%	-	-	-	-	-
Sustainable procurement	Responsible procurement & due diligence in the value chain		% of strategic suppliers evaluated by EcoVadis	74%	35%	100%	-	100%	-	100%	-	85%
Eco-efficient operations	Climate Change		% renewable energy in data centres & offices	91%	92%	90%	100%	-	100%	-	100%	-
Climate change	Climate Change	GRI305-4	CO ₂ emissions by employee (tCO ₂ /employee) scopes 1, 2, 3a	2.8	3.9	4.9	-	96%	-	circa 97%	-	95%
Climate change	Climate Change	GRI305-4	CO ₂ emissions by revenue (tCO ₂ /million euros) scope, 1, 2, 3a	0.6	0.7	1	93%	-	circa 99%	-	95%	-
Climate change	Climate Change	GRI305-4	Total CO ₂ emissions (t) scopes 1, 2, 3a	9,846	8,262	11,461	95%	-	-	99%	-	95%
Eco efficient operations	Climate Change		Number of ISO 14001 certified sites	20	15	11	100%	-	-	-	-	-

% of Compliance Assessment of Data Processing performed on active processing activities : Inclusion of Processing Activities that are active and all Worldline entities within the European Economic Area and the United Kingdom. Exclusion of processing activities relating to ex Ingenico entities for the pre-United times (before 11/2020) as Ingenico group of companies did not build their inventories (records of processing activities) with a Worldline CADP assessment. The following structures or legal figures are considered not relevant, thus excluded: joint-ventures (Payone), branches, and offices.

Overall customer satisfaction from Tactical Surveys (scope from 0 to 10) : Payone is excluded from the scope.

Percentage of employees trained in Code of Ethics - E-learning : Payone is excluded from the scope.

Percentage of management and exposed function trained in anti corruption and anti bribery – E learning : Payone is excluded from the scope.

% of jobs filled with internal candidates : Former Ingenico employees excluded from scope.

% of employees having an Individual Development Plan : Worldline Germany (but included former SPS employees in Germany), Equens Worldline Germany, Worldline Austria, Ingenico Germany and Landi are excluded from scope

% of employees having two individual performance meetings per year : Worldline Germany (but included former SPS employees in Germany), Equens Worldline Germany, Worldline Austria, Ingenico Germany and Landi are excluded from scope

% of incident responses compliant with Worldline security policy : For 2021, SPS, ex-Ingenico, Equens Worldline Netherlands and Equens Worldline Italy security incidents are not included in the scope.

% of strategic suppliers evaluated by EcoVadis : The value for 2019 was recalculated in order to reflect current organisation and exclude former Atos suppliers.

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% of incident responses compliant with Worldline security policy : For 2021, SPS, ex-Ingenico, Equens Worldline Netherlands and Equens Worldline Italy security incidents are not included in the scope.

% of employees trained on dedicated security trainings : Payones is excluded from scope.

Revenu eligible to EU Taxonomy Regulation : Eligible Revenue amounts to €2 832m. Worldline main activities are related to the activity 8.1 Data processing, hosting and related activities.

% of Women within the EXCOM and in the Business Management Committees : GBL Management committee refers to GBL Head and N-1 direct and dotted reports.

% renewable energy in data centres & offices :

Are included in scope :

- Offices of more than 15 employees managed by Worldline and third parties
- Data centers with a surface area greater than 50m², managed by Worldline and third parties

Regarding data centers, excluding data centers of less than 50m², the surface area covers 81% of the Ingenico Legacy surface area and 97% of Ingenico and Worldline surface.

The following countries/entities are excluded from scope as the data is not reliable:

- Worldline: Hong-Kong
- Ingenico: Ingenico E-commerce (UK), Ingenico Digital Commerce (US)

Total CO₂ emissions (t) scopes 1, 2, 3a :

Are included in scope:

- All offices of more than 15 employees
- All DC of more than 50 m²

The following countries and entities are excluded :

- Scope 1:
 - Energy consumption offices & DC: Worldline Hong-Kong, Worldline USA, Ingenico E-commerce in the US and Ingenico Digital Commerce in the UK
 - Company car: Worldline Hong Kong, Worldline Netherlands, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, Ingenico Spain, E-commerce in the US and Ingenico Digital Commerce in the UK
- Scope 2: Worldline Hong-Kong, Worldline USA, Ingenico E-commerce in the US and Ingenico Digital Commerce in the UK
- Scope 3:
 - Private car: Worldline China, Worldline Hong Kong, Worldline Netherlands, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, E-commerce in the US and Ingenico Digital Commerce in the UK;
 - Air travel: Worldline Hong Kong, Worldline Lithuania, Worldline Poland, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico China (Landi included), Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico New-Zealand, Ingenico Norway, Ingenico Romania, Ingenico Sweden, Ingenico Switzerland, Ingenico Turkey, E-commerce in the US and Ingenico Digital Commerce in the UK;
 - Train travel: Worldline China, Worldline Hong Kong, Worldline Netherlands, Worldline Poland, Worldline Singapore, Worldline Sweden; Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, E-commerce in the US and Ingenico Digital Commerce in the UK;
 - Taxi travel: Worldline Hong Kong, Worldline Netherlands, Worldline Poland, Worldline Singapore, Worldline Sweden, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, E-commerce in the US and Ingenico Digital Commerce in the UK.

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D.2.1 Meet customer expectations [GRI 102-43] [WL4]

In a fast-changing environment, Worldline must be able to adapt to meet the expectations of key market players with whom the Company generates a significant portion of its revenues. This is why Worldline pays particular attention to customer satisfaction. With regard to business challenges, Worldline has identified four significant gross extra-financial risks. This chapter is structured according to these risks and presents mitigation measures for each in order to take full advantage of the opportunities related to these risks.

Worldline launched its TRUST 2025 programme and emphasises on the below objectives:

- Quality score - Contracts' and Platforms services availability and responses - 99.99%;
- 100% of data subject request answered in time and in compliance with Worldline privacy policy;
- 100% of ISO 27001 certified sites according to the security policy;
- Customer Net Promoter Score - 52;
- Revenue contributing to Sustainable Development Goals in EUR m 3,036.

Customer experience improvement is supported by corporate programmes focusing on dedicated areas, such as the Objective Zero Incident (OZI) initiative. Such global initiative will enable Worldline to reach its TRUST 2025 objectives regarding the quality score and the Net Promoter Score.

OZI's aim is a drastic reduction of incident occurrence and unresolved problems that hurt customer experience in terms of reliability and robustness and dampen much internal energy. Via the OZI initiative, a systematic follow-up of both the Incident and Problem management processes is put in place.

Process improvements are identified through a continuous service improvement method, and systematically enhanced throughout the organisations, in all geographical areas worldwide.

Regarding the quality score, there are also various initiatives taken locally by the different GBLs.

For instance, at MS level, Merchant Services continuously improves customer relationships with a key account support model based on Customer Success Managers. The SAVE program focused on listening to the customer signals about our services and products was successfully implemented in pilot countries and will now further be deployed to other markets in 2022. Customer Services processes are being unified by the implementation of Sales Force to give a better customer experience and improve the link between customer's requests with the Merchant Services Product and Technical support teams and Sales.

ASTRA improved the overall performance of our Ogone platform and increased the opening hours improving our overall customers' experience on the platform across RB and GSV.

The QIP program improves the onboarding performance of customers, successfully deployed in the Nordics, now to be extended to other regions. Worldline also has a very strong focus on NPS/CSAT in order to improve processes, products and services by listening to customer feedback.

On top of the the standard processing of customer service requests, ALICE, a specific prioritisation programme, was launched to improve the customer service experience in order to minimise complaints, escalations and cancelations.



Key results and target

Topic	Indicator	2021	Target 2025
	Quality score – Contracts' services availability & response	99.9890%	99.9900%
	Quality score – Platforms' services availability & response	99.877%	99.9900%
Platforms secured & available	% of data subject' request answered in time and in compliance with Worldline privacy policy	99%	100%
	% of ISO 27001 certified sites according to the security policy	51%	100%
Customer experience & innovation	Customer Net Promoter Score	46	52
	Total revenue of "sustainability offering" (M€)	2,109	2,307



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Business risk	Risk description	Worldline action plan	Related opportunities	Main monitoring KPIs
Sustainable innovation <i>For more details, refer to this document, Sections D.2.2 and F.</i>	<p>In order for innovation to be sustainable in Worldline's business, the Company must continuously deliver new secured and useful solutions in different fields of expertise (energy efficiency, traceability, etc.). In addition, it must ensure these solutions are produced in a sustainable way. Furthermore, following the integration with Ingenico, a specific attention will need to be devoted to patented innovations. In fact, Ingenico currently holds roughly 350 patent families far more than Worldline's current portfolio.</p>	<p>Reinforcing value for customers and society through sustainable and innovative solutions is a key challenge. That is why the Company has implemented several actions to make its innovation as much useful as eco-friendly and accessible.</p>	<p>Sustainable digital transformation and business reinvention</p>	<ul style="list-style-type: none"> Customer innovation sessions delivered by Worldline for customers TRUST 2025 Total revenue of "sustainability offering" (M€)
System security & reliability <i>For more details, refer to this document, Sections D.2.3 and F.</i>	<p>Cyber-crime has become increasingly sophisticated in recent years. To deliver highly available services to its customers and maintain a high level of trust, Worldline must guarantee the security of its internal and external business processes.</p>	<p>To avoid or minimise the impact of security incidents, Worldline's security organisation has defined a set of Global Security and Safety policies and guidelines, maintains a high coverage of ISO 27001 security certification.</p>	<p>Cyber and advanced security offering</p>	<ul style="list-style-type: none"> TRUST 2025 Quality score Contract's and Platforms services availability & response time TRUST 2025 % of ISO 27001 certified sites according to the security policy % of employees trained on dedicated security training Incident responses compliant with Worldline security policy
Business continuity	<p>As a service provider and a large employer in the global market, many depends on its business. This position brings along a considerable responsibility with regards to offering Business Continuity to all its stakeholders.</p>	<p>Worldline has implemented business continuity procedures. The main purpose of business continuity management is to ensure that Worldline has a response to major disruptions. The business continuity process within Worldline focuses on developing and managing procedures to protect its people, processes, premises and technologies.</p>		<ul style="list-style-type: none"> TRUST 2025 Quality score – Contracts' & Platforms services availability & response time

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Business risk	Risk description	Worldline action plan	Related opportunities	Main monitoring KPIs
Data protection <i>For more details, refer to this document, Sections D.2.4 and F.</i>	<p>The digital sector faces growing challenges in terms of data privacy. To implement compliant and secured services, Worldline must ensure a high level of data protection and work hand in hand with researchers to develop solutions.</p> <p>Key topic: customer data protection</p>	<p>To ensure the highest level of data protection, Worldline has implemented a comprehensive data protection approach, which was reinforced with the application of the GDPR European Regulation.</p>	<p>Operational excellence/ Reputation resilience/Legal & internal control mechanisms/Trust & compliance throughout the value chain</p>	<ul style="list-style-type: none"> ● TRUST 2025 % of data subject request answered in time and in compliance with Worldline privacy policy ● Compliance Assessment of Data Processing performed on active processing activities ● Number of security incidents
Customer relationship management <i>For more details, refer to this document, Sections D.2.5 and F.</i>	<p>The ability of Worldline to ensure that its products and services fulfil its customers' needs is crucial to its ability to create value. Worldline invests in its sales force to create the highest levels of trust and improve proposed solutions.</p> <p>Key topic: customer service</p>	<p>To ensure its customers satisfaction, Worldline conducts customer satisfaction surveys on a regular basis to adjust its business processes and increase its customers' overall satisfaction and loyalty. The Company also trains its employees in the protection of personal data.</p>	<p>Delivery quality and competitive advantage</p>	<ul style="list-style-type: none"> ● GRI 102-44 Overall Customer Satisfaction from Tactical surveys ● TRUST 2025,GRI 102-44 Customer Net promoter score

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D.2.2 Spur sustainable innovation

D.2.2.1 Innovation management

D.2.2.1.1 Worldline's approach to innovation management [WL2] [WL8]

Worldline has a two-fold approach to innovation:

- **Incremental:** part of the innovations developed by Worldline improves the existing services and processes designed for its customers on a daily basis. The climate of trust and proximity established with its customers also reinforces Worldline's value creation by allowing a better understanding of their needs and issues. Worldline's presence in multiple markets is a valuable asset that enables it to offer its solutions in new markets based on feedback from elsewhere;
- **Radical / Disruptive:** in parallel, Worldline is also focusing its research, development & innovation efforts on proactively exploring and developing technologies that provide solutions to its customers' current and future issues with an innovative perspective and angle. Worldline adapts and markets its innovations to its customers through innovation workshops, "proof-of-concept" and other means to promote their usefulness.

In order to support this two-fold approach, Worldline ensures first that key use cases and technologies are properly identified and monitored for instance within the scope of the Worldline Labs. Secondly, it aims to develop strong connections between the Worldline Labs and its business entities through a network of ambassadors between the Worldline Labs and other entities.

Many of Worldline's Research, Development & Innovation engineers are closely integrated within Worldline's operational teams and focus primarily on incremental innovation, while other engineers are focused on longer-term projects dedicated to disruptive innovation. Within Worldline, 38% of Research, Development & Innovation department employees are PhDs and PhD students [WL2].

The Group's Research and Development expense amounted to € 244 million in 2021 and € 224 million in 2020. For more information, please refer to this present document, Section C.

Innovation management in Worldline consists in promoting, stimulating, facilitating and valuing innovation, which requires the development of a strong culture of innovation. By

communicating on innovation as a company value, by providing examples of innovations and by highlighting positive behaviours as well as success stories, Worldline ensures that all employees can understand what innovation is, how important it is, that everyone is concerned, and stimulates it in many ways:

- Top-down, by leveraging trends and monitoring competitive intelligence;
- Bottom-up, by appealing to the creativity of each employee;
- Laterally, through interactions, including open innovation, with its market, industrial and academic ecosystems.

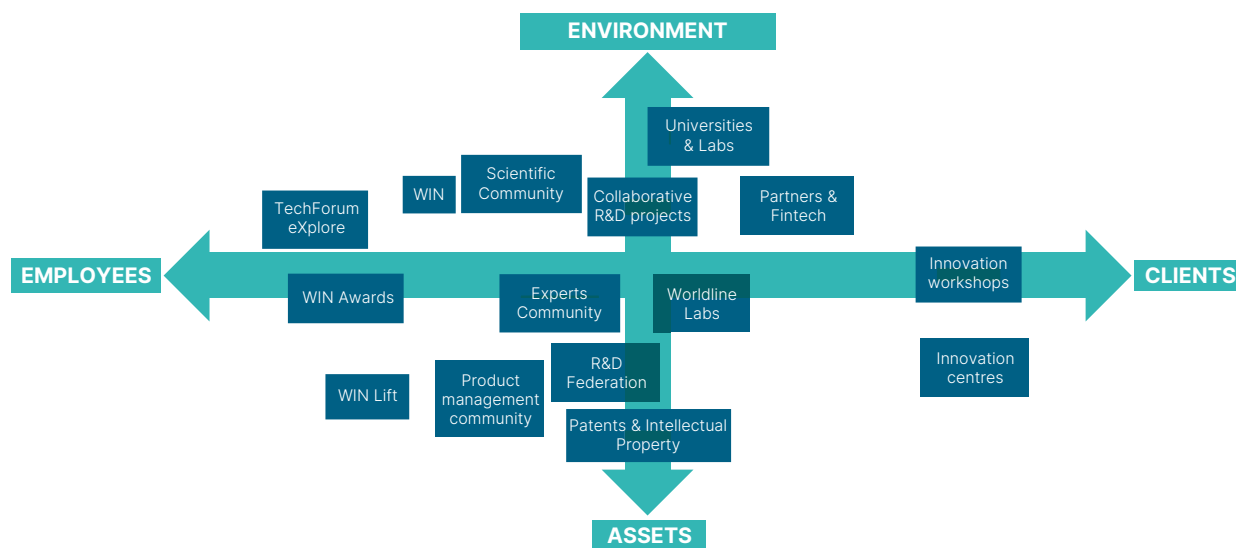
Worldline facilitates innovation by providing tools, training, processes, communities and initiatives. For example, Worldline's idea incubation programme helps innovators define, refine, explore, develop and grow their ideas to the point they can be adopted as part of mainstream processes. Valorisation is primarily done by integrating innovations into Worldline's offerings portfolio, but also through patents and know-how.

As part of its Innovation management, Worldline conveys amongst the key following messages:

- **An inclusive definition of innovation** so that everyone feels concerned and able to innovate and understands that innovation is not just about technology, but also products, services, processes, organisation, marketing, sales, business models, as well as social aspects, societal and environmental ;
- **The importance of ambidexterity:** the Company must be capable of simultaneously exploiting current sources of revenue, while exploring new opportunities that will become the revenue of tomorrow. Keeping a good balance between exploration and exploitation is therefore essential;
- **Innovation is a process:** (search/select/implement/capture) that needs to be structured, monitored and aligned to a strategic agenda;
- **Innovation being tightly bound to knowledge, experience and learning,** these forms of return need to be taken into account for the evaluation of innovative projects.

D.2.2.1.2 Promotion of a culture of innovation

Worldline's innovation ecosystem



To promote a culture of innovation, Worldline has implemented several initiatives both internally and externally.

- **The Worldline Innovation Network (WIN):** counting more than 50 members, this network and community of innovation experts brings together the so-called WIN Members. It is made up of innovation champions from various positions in Worldline's organisation and geographies. They promote innovation culture throughout the Company, act as proximity relays and facilitators to innovators and develop with their peers new innovation practices at Worldline;
- **The WIN Lift idea incubator:** this initiative combines process, facilitation and methodology to help innovators define, refine, explore, develop and grow their ideas until they are adopted as part of Worldline's overall processes;
- **The WIN Awards:** his bottom-up yearly contest enables all employees of Worldline to present the innovative projects they participated in during the last year. Best projects are put forward and presented to the employee votes to determine the finalists. An international jury designates the winners. This initiative not only provides visibility to innovative projects and innovators, but also encourage every employee to think about innovation, where it comes from, how to promote it and what are the paths to make it real: "There are 1001 ways to innovate, what are yours?";
- **The WIN Learning eXpedition:** this annual initiative takes Worldline's top innovators on a journey of discovery and encounter with the innovation ecosystem (universities, start-ups, major players, institutions, etc.) of a major metropolis;

- **Customer innovation workshops:** they enable Worldline, together with customers, to demonstrate its thought leadership and innovation capabilities, to share its vision of new emerging technologies and trends regarding digital services and usages, to present proofs of concepts that can be "touched" and experienced in real-life, to co-design new products, services or offerings;
- **The Scientific Community:** this very diverse group, spanning many regions and areas of Worldline's business and including people with different backgrounds identifies and analyses key trends in society, business and technology. By predicting how these trends will evolve, the community creates valuable strategic insights for our clients, helping them to prepare for the future;
- **The R&D Federation:** this structure of coordination and governance stimulates R&D activities throughout Worldline along a series of R&D strategic themes and takes advantage of complementarities to create synergies around cross-division collaborative R&D, while strengthening the connections between upstream R&D and business applications;
- **The Expert community:** Nearly 440 worldwide experts have 10% to 20% of their working time dedicated to enhancement of expertise, collaboration on strategic study topics, on Proof Of Concept/Value or to provide support in strategic projects. Their expertise ranges from software and technology to infrastructure and artificial intelligence, as well as business skills, including innovative project management methodologies. By mixing people from different entities and geographical locations, the Expert Community is a worldwide incubator for innovations. In 2020, members of this community participated in internal events such as the TeX Show and the e-Payment challenge. Despite the Covid-19 crisis, those events have been maintained in an innovative digital way, which enabled the experts to show case their projects and still network with their peers. To prepare the future, Worldline has strengthened the international collaboration by setting





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up a new scalable organisation. At the end of the year, Worldline welcomed new experts from Ingenico. It aims to have an active community of 600 experts in the mid-term;

- **TechForum eXplore:** Worldline's yearly event gathering experts from all around the Worldline Group for 2 days to give and attend over 50 conferences, roundtables, workshops and Labs Demos has been taking place for the past 10 years in Worldline. In 2020, for obvious health reasons, it evolved into a fully online event called TeX Show: featuring 2 live talks every day for a full month on technical topics like cloud, AI, cyber-security, software dev, payment fraud detection, etc. Over 1000 experts and techies took this opportunity to share their knowledge and learn/discover technical topics. In 2021, we continued the digital experience by organising the virtual TeX 2021, providing a condensed fully virtual event with talks, round tables and demonstrations, concentrated in one week;
- **Product Summit:** this yearly event, which puts together Worldline's product management community and its ecosystem, covers the whole product life cycle and the extended scope of product management from R&D proof-of-concept to market deployment.

D.2.2.1.3 Collaboration with external partners

Worldline and in particular the Worldline Labs have close relations with the academic world (researchers and students) and established long-term partnerships on topics such as artificial intelligence, biometrics, cryptography, human-interaction or platforms with leading European universities (e.g. Université Libre de Bruxelles and Leuven University in Belgium, University of Passau in Germany or University of Milano in Italy), as well as several French universities (e.g. Bordeaux, Lille, Orléans, Rennes, Saint-Etienne or Valenciennes), and research institutes (e.g. Inria or CEA). These partnerships both provide, for researchers, real business opportunities to work on concrete industrial challenges, and, for Worldline, innovation leads and a worldwide technology watch. They have already led to the publication of scientific papers, patent submissions and various collaborative R&D projects at national and international levels.

As overall services' complexity increases over time, the need to work with external partners gets stronger and stronger. As this open innovation mind-set is embedded in Worldline's way of working since the beginning, the Company is exploring all the paths towards these fruitful collaborations, including hackathons and start-up challenges. It has enabled Worldline to tighten links with the rest of the Fintech ecosystem and leverage emerging services to address together common customers' problems (for more information, refer to this document, Section D.2.5.2). Besides, Worldline collaborates with the major industrial and service players on national and European programmes.

Worldline also develops and nurtures deep relationships with schools and universities at the education level. Worldline's experts share and teach their passion and knowledge on those ground-breaking topics with students (from graduates to executive MBAs) from Tier 1 schools such as HEC, Ecole Polytechnique, Columbia University, TelecomParisTech and Nanterre University.

Worldline & start-up collaboration :

Worldline has launched a programme to grow collaboration with start-ups. This includes especially the organisation of a yearly competition, Worldline e-Payments Challenge which is an accelerator of co-innovation between Worldline Clients, Fintechs & Start-ups & Worldline experts. Start-ups co-work with Worldline experts on concrete Clients challenges. <https://fairs.worldline.com/epayments-challenge/home.html>

The objective is simple : a better time to market and reduction of effort to assess potential start-ups (from months to weeks to assess the start-ups), build innovation projects/demos. Creation of pipeline of innovation opportunities with Clients (in M€). Identification of start-ups new business partners. Some figures from the e-Payment Challenge :

- 40 start-ups/fintechs participating to the last e-Payments Challenge after having engaged with hundreds of players;
- 46 innovative projects worked with 10 Worldline clients;
- 496 attendees during the Worldline Keynotes, 273 meetings, 17.5 hours of webinars...;
- 24 projects started after the competition to find a way how to develop PoCs and to transform it into business opportunities together.

Worldline is also members of hubs such as Techquartier, NFI, H-7, Hub612 and is collaborating relationship with other players such as Business France, F10, Finleap Fintech Scotland, Fintech Belgium.

Worldline also invest into two accelerators/incubators: LaFabrique based in Brazil (<https://www.state.is/lafabrique>) and Zone2Boost based in Spain (<https://www.zone2boost.com/>). The main objectives are to be really closed to start-ups and invest into some of them.

D.2.2.1.4 Innovation through the Worldline Labs [GRI 102-43] [WL8]

Worldline is part of a sector facing challenging transitions ruptures, with deregulation, digital transformation, changes in scale, arrival of new entrants, introduction of new technologies, and emergence of new usages: in such a context, *status quo* is not an option. In order to turn technology and new trends into useful and value creating solutions for its customers in the coming years, Worldline not only actively seeks to promote a culture of innovation which spurs all its employees to ever greater creativity but also structures this potential and talents through its Worldline Labs.

Worldline has also always been working with selected partners, academics and start-ups to nurture and develop its innovations. Besides, sustainability plays a significant role in shaping the Company's innovation agenda by prioritising useful solutions contributing to the UN SDGs and having a specific care with respect to eco-design. Worldline focuses its research, development & innovation efforts around three main areas, each of which bring innovation opportunities for the company, its customers and end users:

- Trust & Security;
- Customer eXperience;
- Performance and Intelligence.

D.2.2.1.5 Trust & Security

The Trust & Security track is dedicated to making transactions and services more secure for end-customers. It includes innovative payment platforms, advanced authentication solutions, cryptographic tools, data privacy and network resiliency solutions. Key innovations that have come out of this process include:

- **Continuous behaviour based authentication:** brings seamless trust to any service requiring strong authentication, continuously combining measurements of how a user is using a service or conducting an action. Today's mobile devices with their many sensors generate plenty of inputs that can be combined to create a unique usage fingerprint of the person using the device. Combined with a continuous authentication of the device itself and the secured application running, this gives in most conditions a sufficient level of trust to authenticate a user without asking for an explicit authentication action. This is a perfect example of why Worldline focuses on the three cornerstones of our R&D approach: it shows how AI enabled Trust brings a great User eXperience;
- **Post-quantum cryptography:** the arrival of quantum computers eventually challenges digital security in general by breaking the public-key cryptographic systems that today protect all personal, professional and payment data. Worldline is working closely with researchers around the world on security algorithms that will withstand these computers, and is making joint proposals to global standardisation organisations such as NIST (National Institute of Standards and Technology). Worldline keeps advancing its post-quantum signature proposals and actively tests the integration of first industry-ready algorithms in its solutions;
- **Digital currencies:** although not a new blockchain concept, is driving the adoption of Distributed Ledger Technology (DLT) in more traditional payment sectors, up to the discussion if Central Bank Digital Currency should use DLT or more traditional account based models. From a

technological point of view however, the DLT family is evolving quite a lot, with various implementations targeting optimised processing of specific types of transactions or handling specific environments with their specific business requirements. Contributing to these evolutions, assessing and adopting the best emerging technology stacks, remains an important focus of Worldline's research, working on solutions from Closed User Group solutions for events, over interoperable loyalty platforms to autonomous payment driven by connected objects. As a side-track of these, decentralised platforms have our focus from privacy preserving decentralised identity solutions to Decentralised Finance services;

- **Advanced Cryptography** is a key enabler of privacy preserving techniques that allow closer collaboration between multiple parties and more open ecosystems. Our researchers push the limits of Homomorphic Encryption and Multi-Party Computation to find solutions that allow to use biometrics in a shop in watertight and trustworthy validation system of a Merchant, while preserving the privacy of the consumer by adequately protecting its biometric footprint.

D.2.2.1.6 Customer eXperience

The Customer eXperience track leverages innovation technology to improve user experience across the spectrum of activities that Worldline's customers engage in, including banking, shopping, driving, communication and entertainment. It includes augmented reality solutions, solutions to make interactions more intuitive, to enable payments across multiple platforms, to analyse data generated by connected devices, etc. Key innovations that have come out of this process include:

- **Biometry in Store eXperience:** brings quick, seamless & touchless interactions in store for loyalty identification, for click & collect, for lockers, for payment was already interesting and trendy before pandemic period but now it became more essential for end-users. Facial biometry recognition is really simple and natural for end-users experience, they just need to be in front of a POS or a kiosk to be recognised, and in same time it's really a sensitive topic concerning their privacy. Therefore it's essential both to increase security of Facial recognition technologies – for example thanks to 3D sensors for 3D facial model and/or for anti-spoofing – and to manage and store carefully the biometric templates into the end-users personal devices (like their smartphones). A complementary way of Face biometry is to use and experiment others biometry modalities like hand and palm recognition: it less natural and invisible for the end-users, but it's also less sensitive and end-users can be securely authenticate in the same time they give their consent to a transaction or a payment;



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- **W3C web Payment, how to securely pay online in less than 10 seconds:** Worldline is member of W3C and FIDO and actively participates in the definition and testing of future interoperable payment and authentication standards. We created evaluation and demonstration implementations, showing how to securely pay online in less than 10 seconds;
- **Reinvented Vending Machines and Smart Lockers:** explores concepts in which experience is more natural, like Honesty Vending Machine, where users pay before helping themselves in a simple fridge instead of a complex and costly automated device, FreeGo, where users take what they want in the fridge while an artificial intelligence based computer vision automatically determines the amount that will be paid, or PickGoPay, where users can use their smartphone to scan QRcode (or NFC tag) on lockers to open it and get sold local products inside, the payment is completely automatic, invisible and done when the locker is closed;
- **Smarter Bot & Customer Relationship NEXT:** covers applications of artificial intelligence and natural language processing to propose advanced contact solutions based on voice, chat, multimodal or digital interaction, which enable channels now essential to customer relationship management for banks, insurance, merchants, government, etc. This area notably includes the Augmented Agent, who is helped by automated information retrieval and answer preparation; Question Answering, which consists in finding relevant answers in unstructured document databases; Sentiment Analysis, to automate monitoring of the level of trust and satisfaction; Conversation Management, where interaction goes beyond simple scripts; and IVR to digital, to increase end-users' satisfaction and avoid to wait an agent by phone call;
- **POS & Kiosk Accessibility:** addresses the needs of visually impaired people while payment terminals and kiosks evolve towards 100% touch interfaces. It notably involves device-to-device communication to take advantage of the user's mobile device in sensitive or complex operations like PIN entry, choice making or navigation for Value Added Services. Worldline LABS contributes to develop a protocol, a mobile app and a service to support a simple and reassuring eXperience for impaired people;
- **Senior Care:** aims at improving a teleassistance service for elderly on two axes: using ML/AI for activity anomaly detection and conversational interface to get elderly feedbacks. Those services are added to an existing platform aiming at tracking elderly activities through IoT sensors in order to help them stay longer at home. The specific aim of this innovation project is to explore those technologies and test it in a pilot with few users to check their adequation and value in this context.

D.2.2.1.7 Performance & Intelligence

The Performance & Intelligence axe gathers innovative solutions for optimising the processing of high volumes of data, introducing Artificial Intelligence in processing and decision processes, combining cloud and edge computing and reducing the ecological footprint of handling transactions or data. It includes high-performance computing, liquid computing solutions, cloud and context services, artificial intelligence and machine learning. Key innovations that have come out of this process include the following:

- **Optimised AI learning techniques** are needed to provide our solutions a head start versus the baseline of what is available on the market. Transfer learning, where Worldline bootstraps its AI solution deployed in a new environment with a model that is pre-trained on data from a different context, allows our solutions to be more performing from the start. Federated Learning creates a higher dimension of insights by combining the learning path of multiple deployments of an AI solution without sharing the processed data. For a Multi-tenant BPO processor like Worldline this is key in any AI powered solution;
- **AI Models for Instant Risk Scoring** bring value in many domains of payment processing. Our investigations have led to the creation of deep learning AI models that are optimised to perform real-time fraud risk scoring. By tuning the algorithms used and by creating an optimised technology stack for this, Worldline is able to run these complex tasks on a Virtual Machine running on standard hardware, processing the high volumes Worldline is faced with. Packaging the solution to make it easily deployable as standalone component, easily accessible via a simple API call, makes this solution ready for integration in multiple environments: Card issuing Consumer protection, Merchant side fraud prevention, frictionless e-commerce Risk Based Authentication, etc;
- **Bringing AI on Edge devices** is another important emphasis of our works. Being confronted with more and more smart devices, having a large fleet of Payment Terminals, bringing AI to these edge devices with limited computational resources can be a challenge. Optimising our AI models, using the latest compression techniques and selecting and tuning the right technology stacks allows the Group to integrate more and more intelligence in e.g. our data centres (IoT sensor network) and Point of Sale terminals. The same techniques are also applied when running our intelligent authentication solutions on mobile devices;

- **Applied AI – processing optimisations is a key:** our projects and studies range from predictive maintenance and preventive monitoring, over Smart Routing, to optimisations in order picking or shopping basket suggestions. Each of these require our experienced data scientists to dig into the data, identify the best ML algorithms to use and optimise training and inception phases of the AI projects;
- As AI matures, helping to **bring AI to an industrial level** in the payment processing business is another key value that the Worldline Labs team contributes. Defining the right technology stack, tools and processes to apply AI at a

larger scale is a key factor of success. AI virtualisation, Cloud AI, Realtime AI processing, Data & Feature management are just some examples where we are at the forefront of modern big data processing;

- **Reducing the ecological footprint** of electronic (payment) transactions is an area where its research is involved. For example, in the field of Artificial Intelligence (e.g. for fraud detection) Worldline is looking for optimised Machine Learning models and approaches that reduce processing time. But we go beyond that, looking for the latest technologies to measure and optimise the footprint of any electronic transaction.

D.2.2.2 Innovate sustainably

D.2.2.2.1 Ensuring digital accessibility

To maintain its leading position in inclusive payment and to continuously develop its knowledge and best practices around disability technologies, Worldline has implemented several actions:

- **Cross-department design thinking** with CCQA (Quality Assurance Competence Centre), Studio, Worldline Labs and GRS (Global Resources & support) entities which collaborate to provide technical support to designers, developers and testers around technical accessibility solutions & criteria. For instance, Worldline Labs teams are working on the development of several new solutions to facilitate payment for hearing impaired people for example the solution “WL Hear 2 Pay”. Our Worldline Labs teams are also working on solutions for the visually impaired for example a payment terminal accessible to the visually impaired and people with cognitive impairment. This terminal provides the user with audio support throughout the transaction¹. This project, initiated by a multinational team, responds to the many European directives on the accessibility of public infrastructures. Besides, Studio and GRS have also created an open-source HTML component library named KAWWA (Worldline Web Application Toolkit). Its goal is to make it easier for developers to produce quality HTML/CSS/JS code that complies with the Web Content Accessibility Guidelines (WCAG). Finally, CCQA has set up a digital accessibility test and audit offers for the web, mobile and Documents refers to WCAG, EN guidelines and RGAA rules;

Currently, several projects are underway to help strengthen this aspect of inclusive payment either with mobile payment solutions: VIP App Project. Or by solutions that use the mobile to restore all the components present

on a terminal, machine or other type of distributor screens and interact only with the personal mobile to achieve the complete payment scenario.

The elderly are also in the center of interest of Wordline, today, a Senior Care solution is developed by the Labs and by the teams of the Worldline Mobile Competence Center to facilitate the follow-up and the diagnosis of an elderly or sick person.

The Senior Care system is a solution marketed by Worldline Iberia (Mobile competence centre) to monitor the health of an elderly person through a Voice Bot that asks questions to diagnose his/her health. In case of danger, it alerts the nursing staff.

- **The internal digital accessibility offer** has evolved to include native mobile applications and any human-machine interface intended for the general public, such as payment terminals and software packages. This offer has been extended to the documentary part and learning accessibility through the FALC or the Easy-To-Read best practices. In fact, learning accessibility has become a requirement for public administrations by the European Commission;
- **Experts in digital accessibility** in the Worldline Expert community since its creation, contributing to the academic and industrial environment around disability technologies;
- **Training courses on last technologies** in web/mobiles app accessibility, available in the internal trainings catalogue. Besides, Worldline collaborates with the academic community in training and awareness of teachers on digital and documentary accessibility, e.g. online Learning for people with disabilities during the Covid-19 period;

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¹ It concerns TSS products but as this service is managed at the global level, it is part of the scope of the extra financial performance declaration.



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- **External partnership on accessibility** to ensure the integration of users with disability in its innovation, with various European organisations (Valentin Haüy, CFPSAA, Oogvereniging, Fondation I See, etc.) that contributes to the improvement of products like VALINA and YUMI payment terminals. In order to strengthen compliance with international law and national laws, Worldline has joined the list of discussions of the Dinum around RGAA's requirement to be aware of any changes in standards.

Worldline also ensures to follow the evolution of European and international standards and their inclusion in its productions.

D.2.2.2.2 Designing Green IT solutions

If Worldline already addresses the energy efficiency of its data centres and the eco-design of its payment terminals (refer to this document Section D.5), Worldline Labs, CCQA, CSR Teams & Worldline international Expert community are working more specifically to develop energy-efficient software programming. Thus, this initiative has set up a technical offer around energetic measures of mobile applications thanks to the GreenSpector tool. Projects are carried out in this context

to measure the energy consumption of a mobile application provided by Worldline as well as the autonomy of the payment terminals, for example, the energetic optimisation for VALINA terminal & Worldline Mail & Drive Android App¹.

In 2021 Worldline completed a second round of Life Cycle Assessment (LCA) for card payment transaction and initiated a new LCA for cash payments. The results will be reviewed by external parties (academic partners). They will be made public on Worldline's Integrated report. These study nourish several initiatives to reduce payment environmental footprint. The first initiative is internal and aims to support the adoption of an eco-design approach in the design of products. The second initiative aims to raise awareness in the whole payment ecosystem stakeholders – for example through Worldline's scientific community. The third initiative aims at supporting the eco-design community through R&D activities. Worldline makes its positions public by: presenting the results to Banque de France to raise their awareness, prepare for any upcoming regulation, and put a weight influence, and finally gaining academics connections (validation of LCA and possibly collaborate to achieve together the publication of an academic paper).

D.2.3 Ensure system security, reliability & business continuity

D.2.3.1 A comprehensive and resilient Security Strategy

D.2.3.1.1 Worldline Group security objectives and policy

There are multiple factors indicating that the security threat landscape is continuously changing:

- Attack surface is expanding (endpoints, networks, mobile devices, internet of things, cloud systems, industrial systems, etc.);
- Attack actors are increasingly structured (insiders, hackers, organised crime, nation sponsored, etc.);
- Attack vectors are more targeted and complex (ransomware, cross-platform malware, IoT botnet, swiftboating/hoax, watering hole, spear phishing, DDoS smoke screening, etc.).

To respond to the development of new digital usages and their inherent risks in terms of cyber-security, Worldline has reinforced in 2019 and 2020 its governance and management processes to fight against cyber-attacks and data breaches².

Worldline Global Information Security Management System (ISMS)

Worldline Group Security maintains a centralised and harmonised Global Information Security Management System (ISMS), dedicated to Worldline activities and compliant with the ISO 27001:2013 standard as well as regulations such as PSD2 and GDPR. The ISMS is a systematic approach to manage the company information through a set of security policies and processes so that it is managed as required by the applicable security level. It includes people, processes and IT systems by applying a risk management process. The main goal of Worldline ISMS is to cover the protection of all Worldline's assets, whether owned, used or held by Worldline on behalf of its customers (information, intellectual property, sites, network, personnel, software and hardware). In 2021, Worldline updated its Policies, Standards, Processes and Procedures to cover the objectives of the ISMS. The global ISMS has been successfully implemented across all Worldline entities as defined within the scoping definition and is currently extended the recent acquisitions. Worldline Group security is managed by the Quality, Security, Risk, Compliance (QSRC) department within the Technology & Operations Office.

Worldline Global ISMS also incorporates a Physical Security and Safety Policy which sets out rules and procedures to minimise inappropriate behaviour inside and outside Worldline.

¹ It concerns TSS products but as this service is managed at the global level, it is part of the scope of the extra financial performance declaration

² The very structured security organisation that has been strengthened recently following the Ingenico acquisition.

Worldline Security Strategy

Worldline Security Strategy is a high-level vision on how Worldline addresses cyber-threats. This global framework is implemented at Business Line level through customised cyber-security programmes. The objective of Worldline Security Strategy is to provide a common taxonomy and methodology to:

Describe its current cyber-security posture	Describe its target state to align with industry best practices	Identify and prioritise opportunities for improvement	Assess progress toward the target state	Communicate among all stakeholders about cyber-security risk management
--	--	--	--	--

This Security Strategy is based on the NIST (*National Institute of Standards and Technology*) Cyber-security Framework. It is organised in five main functions that are defined below. All these functions form an operational culture and address the dynamic cyber-security risk.

Identify	Protect	Detect	Respond	Recover
Develop a cyber-security risk management that enables Worldline to cover all its systems, assets, data and capabilities dimensions and prioritise its efforts.	Develop and implement the appropriate safeguards to avoid attacks or limit/contain the impact of a potential cyber-security event.	Develop and implement the appropriate activities to identify the occurrence of a cyber-security event.	Develop and implement the appropriate activities to act regarding a detected cyber-security event and contain its impacts.	Develop and implement the appropriate activities to maintain plans for resilience and to restore any capabilities or services that were impaired due to a cyber-security event.



As part of the Enterprise Risk Management (ERM) and Operational Risk Management (ORM) processes, the QSRC department conducts and analyses regular security risk assessments. This risk analysis enables the Company prioritising and refining its Security Strategy and the local cyber-security programmes ensuring the control of the risk from an aggregated perspective.

Worldline main security objectives

Thus, Worldline Group security is focus to achieve the five following commitments:

Core Worldline security principles	Consistency in high standards application of standards and regulations	Prevention to avoid attacks	Detection and analysis to address security incidents	Improvement to avoid re-occurrence	Reporting to monitor our performance
Main commitments and actions	Maintain a full coverage of security certifications and adapt to new cyber-security requirements coming from regulators	Train WL employees yearly regarding cyber-security threats to strengthen and maintain data security awareness	Adaptive security framework able to optimally and dynamically respond to any cyber-threat that may lead to data, service or reputational damage	Continue to keep incident resolution at 100% consistent with our security policy. Incidents are reported and root causes are well understood to avoid re-occurrence	Achieve defined Security Key Performance Indicators



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- **Maintain a full coverage of security certifications and adapt to new cyber-security requirements coming from regulators.** Worldline has been engaged in an ISO 27001 Multi-Site Certification (MSC) programme with KPMG, the MSC programme has been defined to cover ISO standards 9001, 14001, 27001. This multisite approach ensures that Worldline does have a homogeneous approach regarding certifications on ISO standards. Therefore, it uses the same policies and processes in all the company. This will ensure that it can provide a consistent level of quality and security for all services that it is providing, independently of the country or site.

The ISO/IEC 27001 Standard helps the Company to manage the security of its assets such as financial information, intellectual property, its employee details or information entrusted to it by third parties. It is considered as one of the best-recognised standards related to requirements for an Information Security Management System (ISMS). The current scope for the ISO 27001 Multi-Site Certification covers 37 of 57 Worldline Group's eligible sites.

Worldline has established security processes in place gained through the years of PCI compliance and other certifications. WL maintains 23 certified PCI DSS scopes attested against PCI DSS version 3.2.1¹

Worldline Information Security Management System is under a continuous improvement process ensuring that our security policies and procedures are in line with requirements coming from different regulatory authorities, such as:

- **EBA final guidelines on ICT and security risk management EBA/GL/2019/04**, consisting of guidelines that set out expectations on how all financial institutions should manage internal and external Information and Communication Technology and security risks that they are exposed to;
- **Cyber-Resilience Oversight expectations (CROE) 12/2018**, providing guidance on cyber-resilience for financial market infrastructures, which requires FMIs to immediately take the necessary steps to implement it, together with relevant stakeholders, to ensure that they enhance their levels of cyber-resilience.
- **Train WL employees yearly regarding cyber-security threats in order to strengthen and maintain data security awareness.** In 2021, 92% of WL employees were successfully trained in PCI-DSS specific content. This objective is also applicable to general security content in the "Security and safety awareness" training, as well as a very specific content on the "Secure Coding" training, that is focused on the development community. This objective

relies on the fact that all Worldline staff is a key point of defence in security, which means it is vital that all internal employees, contractors and consultants through the Worldline organisation take responsibility to adhere to Worldline security policies and related standards, procedures and guidelines.

Worldline experts in the different areas maintain a complete set of courses, adapted to our environment. These are including dynamic and attractive content that enable our employees to learn through integrated videos and interactive features.

Conscious of the growing threat of phishing attacks, Worldline organises periodic phishing simulation programs that expose our employees to fake phishing emails. This helps the organisation to be protected against this kind of attacks by educating our employees and helping them sharpen their anti-phishing skills.

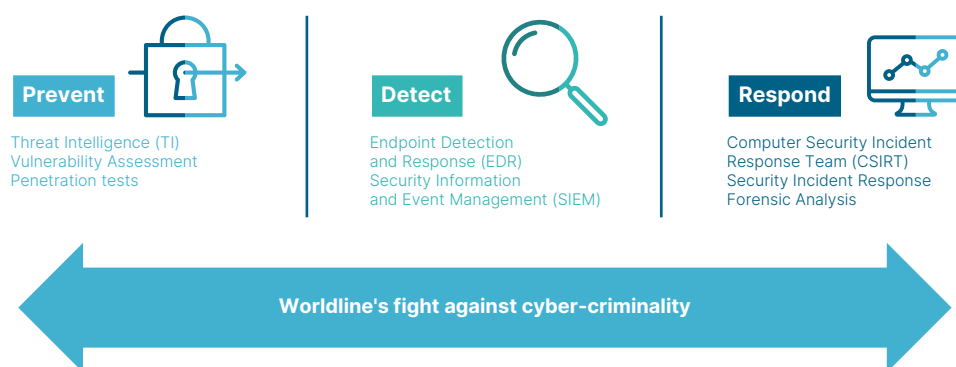
- **Continue to keep Incident resolution at 100% consistent with security policy. Incidents are reported and root causes are well understood to avoid re-occurrence.** This reporting also provides valuable input for regular Security Risk Assessments. This practice is even more valuable in the international context as Worldline provides its services to customers worldwide. Weekly communication between the Worldline Chief Security Officer and all regional Security Officers ensures close monitoring of recorded Security Incidents and follow up on agreed upon improvement actions. In 2021, 100% of incident responses were fully compliant with Worldline security policy, compared to 100% in 2020, 99.64% in 2019.
- **Achieve defined security Key Performance Indicators.** Technical monitoring and reporting are in place to proactively act on security anomalies: weekly security watch analysis, monthly monitoring of firewall configurations, weekly vulnerability scans, yearly penetration tests, reviews of access rights, intrusion detection systems including DDoS mitigation systems, and monitoring and logging of system events. All these measures are part of the Worldline Security Strategy.

In addition to ensuring security in its business, Worldline has implemented measures and policies to protect its own intellectual property assets and confidential information, including, but not limited to, the use of confidential agreements, encryption and logical and physical protection of information where required. Furthermore, Worldline Legal & Compliance department advises on all commercial transactions to ensure that appropriate provisions are included in its contracts with customers and suppliers and that confidential matters are appropriately handled and in compliance with applicable laws.

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

How Worldline addresses cyber-threats

The fight against cyber-criminality is done in three main aspects: prevention, detection and response as part of the Worldline's Security Strategy.



A. Prevent

- **Threat Intelligence (TI):** TI helps Worldline to deal with the wide variety of digital threats, including exploitation of vulnerabilities in computer systems, organised hacking and reputational or computer fraud. A security breach can compromise Worldline business, impact regulations, and have bearing on the Worldline reputation. To monitor the threats of today and potential future risks, monitoring of unstructured and external sources is required to better suit the on-going and ever-changing cyber-threat landscape; gathering valuable information from countless sources on the Internet such as vendor security advisories, vulnerability repositories, social media, black board systems, search engines, including Dark and Deep Web sites to determine their severity. Then it is necessary to prioritise and identify the action required to mitigate the threat.
- **Vulnerability Assessment:** Security operations perform vulnerability watch and warn stakeholders in a relevant delay. Vulnerability notifications include the following information:
 - Advice for remediation;
 - Severity based on the Common Vulnerability Scoring System (CVSS);
 - Availability of a patch;
 - Requirement for extra analysis.
- **Penetration Tests:** Execution of penetration tests on IT platforms (i.e. system, network equipment, infrastructure, applications). An audit report is created which includes understandable evidence of the findings:
 - Details of the vulnerability;
 - Exploitation scenario (if the vulnerability has been exploited);
 - Evidence of exploitation (if the vulnerability has been exploited);
 - Proposed Remediation Plan.

B. Detect

- **Endpoint Detection and Response (EDR):** Traditional Virus Protection is preventing of known threats. They have blind spots which don't stop advanced threats. The number and the device types are changing more and more from full managed endpoints to non-standard and IoT devices. EDR service makes it possible to detect advanced threats automatically, identify what is not prevented and to understand complex alerts. The most notable benefits of this solution are reduced attacker dwell time and accelerated incident detection and response.
- **Security Information and Event Management (SIEM)** solutions are a combination of two services categories of SIM (security information management) and SEM (security event manager). SIEM technology enables real-time analysis of security events generated by network hardware and applications. The most important capabilities of SIEM are:
 - **Data Aggregation:** SIEM aggregates security log data from many sources, including network and security devices, servers, databases, and applications;
 - **Correlation:** Correlation is the process of comparing events for common attributes and linking these events together into meaningful bundles. This technology provides the ability to perform a variety of correlation techniques to integrate different sources, to turn data into useful information. For example, it is possible to detect 10 unsuccessful login attempts to the same account followed by a successful one within a 5 min period;
 - **Alerting/security incidents:** This includes generation of alerts based on 1:1 mapping or correlated events and production of alerts, to notify recipients of issues immediately. Depending on the classification of the alert or security incident, customers are informed or/and qualified personnel start working to analyse the alert;
 - **Retention:** SIEM employs long-term storage of raw log data to satisfy compliancy requirements. This feature is critical in forensic investigations;



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- **24x7 SOC Monitoring and analysis:** The SIEM SOC provides continuous monitoring of security incidents and reaction to abnormal behaviour according to the levels of severity defined in the Security Incident Response Procedure of Worldline. Security incidents are analysed and those identified as “false positives” are closed. In case of confirmed security incidents, the corresponding escalation procedures are performed by a SOC Analyst.

C. Respond

- **The Computer Security Incident Response Team (CSIRT)** analyses potential incidents and determine their severity, priority and what activities to undertake to mitigate the threat. If a security incident is detected, the CSIRT initiates mitigation measures and generates recommendations to remediate the root cause. For each priority 1 and 2 security incident, the CSIRT leads a defined action plan and perform all necessary escalations in Worldline or using a customer escalation matrix. Customer contact persons are involved in this escalation. In case the incident requires a forensic analysis, the Security incident management team performs it remotely. The services provided by CSIRT:
 - Provides comprehensive security functionalities around threat management, security incident response and forensic analysis;
 - Protects the end user devices and servers by analysing all activities of malicious code;
 - Helps to protect Worldline intellectual property, business-critical information, and sensitive data against internal and external harassments;
- **Security Incident Response**, which analyses detected security incidents, initiates mitigation measures and generates recommendations to remediate the root cause;
- **Forensic Analysis**, whereby CSIRT investigates and analyses suspicious activities on systems (e.g. evidences malicious activities, data loss or data manipulation).

D.2.3.1.2 Our specific strategy for mobile security challenges

Nowadays, the Internet is browsed by mobile applications more than web browsers, and the trend keeps going. Yet, if web browser developers are now well on par with hackers, the typical app developer team is small, junior, UX-centred and considers security only at a second level. Quite logically, hackers and fraudsters aim at them first – 4 out of 5 intrusions involve mobile applications. Banking always was a target of choice for fraudsters and hackers. Unsurprisingly, it still holds true on the mobile app’s ecosystem. Cyber-security is for that reason an all-time, first-class concern for Worldline bank clients. Individuals become increasingly aware of the value and sensitiveness of their personal data. Legal institutions accompany this trend by creating new regulations of which DSP2, CCPA, GDPR regulations are but the first embodiments.

The latter are constraining heavily every online activity and lay new legal responsibilities on any service provider collecting personal data, like integrating the consent or opt-out options in their platforms. Worldline has been protecting banking data for years and is constantly striving to improve its ability to fight against mobile fraud. The Company has accumulated a hefty advance in that field to ensure security of its platforms, and thus support its customers, not only banks but also E-health, transportation and retail sectors, by meeting their arising needs relating to mobile security and privacy.

Worldline strategy to address mobile fraud relies on the three following pillars:

1. Creation of a Worldline Mobile Security Centre

For ten years, this Mobile Security Centre has been gathering the needed experts in device security, cryptography and data science to strengthen and better foresee how Worldline addresses future mobile security challenges. This expert team’s goal is threefold:

- Liaise with the Research, Development & Innovation departments and digest whatever new technologies they foster, and push up the new fields of interest of the Company;
- Liaise with the Presales in all Worldline to get a clear reading of the market, and help them get a feeling about arising technologies;
- Offer continued expertise, support and perspective to the product teams so that they can see what is in store and collect practical issues they are facing.

Worldline’s Mobile Security Centre allows the securing of more than 20 million of mobile devices various sectors such as Financial Service, Identity & Health, and now Transportation and Merchant Services. In 2021, the Mobile Security Centre secured more than 500 million transactions.

2. Implementation of an adaptive security paradigm

Worldline has opted for an adaptive security paradigm able to optimally and dynamically respond to any cyber-threat that may lead to data, service or image of the Company damage. Worldline’s Mobile Security Centre offers a set of expertise & tools:

- In prediction by publishing regularly mobile security reports to customers, co-created with academic research and supporting business teams;
- In prevention by providing an end-to-end mobile security hardening that aims to package all security features like an HSM;
- In detection & response by detecting intrusions on the end user smartphones and by managing alerts in the Company’s monitoring system.

3. Anticipation of new market needs around mobile cyber-security

With digitisation of services and mobility usage, new services are becoming accessible on mobile applications, which entail new security needs in the following sectors:

- Financial service market: payment cards are now digitalised, and the smartphone is used for payment or to manage the payment cards itself (PIN code, ...);
- Public sector market: with digital identity, the national ID cards are now digitalised on smartphones which are now the key to access to online services or to share attributes;

- Transportation market: ticketing is digitalised and integrated on smartphones;
- Healthcare market: healthcare services with personal data are accessible on smartphones;
- Merchant market: new initiatives are implemented like replacing the payment terminal by a mobile phone for the payment.

All Worldline security assets perfectly match with these new needs that require ensuring that sensitive data are not accessible and that an attacker cannot enter the application.

D.2.3.2 A robust and reliable IT infrastructure [WL 1] [GRI 418-1]

In order to deliver highly available services to its customers, Worldline has implemented a global Security Policy at two levels to ensure business continuity regardless of context: first, a secure and redundant technical infrastructure and second, a monitoring team that is responsible for ensuring that applications, network, servers remain fully operational to deliver the services to its customers.

1. Continuity by design embedded in Worldline's robust and redundant platforms

Worldline ensures highly available services through a redundant system at multiple levels which includes robust base hardware (redundant components, RAID, etc.), sub-services running on several distinct servers, servers located in separate data centres, data centres located in different countries. This design allows high global resiliency, preventing a single element outage to generate unavailability of the global service. Worldline integrates the high availability requirement at the earliest design step of all platforms. In the case of a breakdown, traffic is directed to another available site, ensuring that users can always reach an available service. Similar redundancy principles are applied for servers, databases and storage, to prevent any single point of failure. Data replication ensures that business continuity can be achieved, with several technologies available depending on the RTO/RPO (Recovery Time Objective/Recovery Point Objective).

2. Continuous monitoring & testing processes to ensure highest possible platform availability

Regular tests to verify the redundancy effectiveness and the robustness of the platforms. Security audits, penetration tests and scans are regularly performed for each key component of the Company's infrastructure to check the redundancy effectiveness and the robustness of the platforms. Moreover, a patching process is in place to ensure state-of-the-art software, and to cover the security risks detected by the software vendors or open-source community. This is translated in its diverse security certifications (PCI, ISO 27001, TÜV IT).

Monitoring of Worldline data centres and services delivered to its customers by a 24/7 First Line Support team and fully automated and industrialised processes. The First Line Support team receives training to obtain a broad range of technical skills. The team is dispatched on two different sites to ensure a non-stop service in case of major disaster and provided with reliable monitoring tools to:

- Ensure the permanent follow-up of the correct availability of the customer services;
- Fix any incident with a maximum of autonomy in accordance with the Service Level Agreements (SLA) defined with customers, notably thanks to monitoring tool that enable to analyse information received in a global context and then predefine a procedure to be applied;
- Track all the incidents and report to the management, notably thanks to the monitoring tools that enable to automatically detect and send to a centralised tool any risks of potential dysfunction, any alert or action launched;
- Coordinate with the second Level Support teams if needed.





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Alignment of Worldline processes with the ITIL best practices. Since technology and organisation are insufficient to ensure a proper level of availability and security, Worldline rolled out international processes in line with the ITIL best practices, such as change management, incident management.

Worldline's own data centres and its consequent end-to-end management are key to deliver High Critical Real-time Services with strict Service Level Agreements (SLA). This end-to-end management is indeed providing high quality and agility for services production as well as cost reductions (through virtualisation, containerisation, SaaS).

D.2.3.3 A resilient business continuity strategy [WL 1]

As a leader in the payment sector in Europe and a large employer in its markets, Worldline has a responsibility with regards to offering business continuity to all its stakeholders. The business continuity focus on developing and ensuring company resilience and protecting employees, business, key assets and technology.

Worldline commits itself to:

- **Service availability:** resume (critical) business functions and the resources that supports them within the agreed timeframe with each customer (and according to service level agreements defined in contract);
- **Response time:** respond to and mitigate the impacts of disasters and crises in a timely and effective manner (and according to service level agreements defined in contract);
- **Confidence:** ensure confidence of customers in Worldline ability to handle disruptions and prevent damage to Worldline reputation in a harmonised way;
- **Resilience Compliance:** ensure regulatory compliance and alignment with best practices.

To ensure end-to-end resilience, Worldline has an extensive Business Continuity & Resilience program which covers the following areas:

Identify critical business, risks and impacts	Develop a BC strategy	Mitigate and recover from crisis	Test the resilience of BC strategies
Identification of critical business functions, interdependencies, and critical resources required to operate at an acceptable level. Evaluation of risks resulting in business interruption and analysis of the potential impact.	Development of strategies that enable Worldline to protect and recover critical business functions.	Implementation of fast mitigation response and recovery actions. Activation of crisis management strategies and coordination.	Testing of the implemented recovery and crisis management strategies to investigate their effectiveness.
Allocated resources: Worldline ensures that sufficient resources are allocated to enable key activities like assessments, planning and exercising to take place and ensures that key personnel have the knowledge and skills to deliver the Worldline business continuity lifecycle.			
Harmonised approach: Group Business Continuity & Resilience team is acting together with the GBLs to ensure that all Worldline entities have a harmonised way of managing crisis and business continuity. In particular, harmonised frameworks have been implemented and deployed regarding crisis notification/mobilisation, assessment of business impacts, testing of disaster recovery, etc.			
Training and awareness: Key roles receive awareness and a minimum level of information on BCM to enable business continuity to be integrated into day-to-day operations and management processes.			
Crisis alerting Tool: To respond to a crisis scenario, Worldline uses an external alerting suite to ensure resilient communication and that Crisis management teams can implement the process validated at Worldline group level in a timely and effective manner. Such process can include the mobilisation of Crisis Management Team at global and local levels, in charge of coordinating and managing the crisis situation.			
ISO 22301 BCMS certification: Some scopes within MS and FS in addition of Corporate are certified ISO 22301.			

D.2.3.4 Fast acting adaptation of Worldline to the Covid-19 crisis monitoring

Worldline Group is monitoring the evolution of the Covid-19 outbreak since the beginning of January 2020.

Worldline has an active Global Crisis Management instance aiming to protect the health of Group's employees and ensuring business continuity of Group's services.

Our employees were fully able to work, from home or on site depending on the local government recommendations.

Key principles have been defined with the following priorities: (i) protecting the employee and respecting national recommendations; (ii) ensuring the business continuity and (iii) preparing Worldline for the after-crisis.

At global level Global Business Continuity coordination has been implemented to follow the evolution of the situation and to ensure regular monitoring with implementation of work from home as a recovery strategy for staff and follow-up of on-going cases with HR teams. EXCOM has been able to monitor and act directly, based on the input of management on local country level, with local governmental rules and regulations. At the local level, Worldline also activated Business Continuity Plan in collaboration with the Human Resources, Facilities and Security teams. The key role has been to monitor the local situation and to support the dedicated Global Team in the communication and awareness as well as the timely implementation of measures and escalation through defined Crisis Management set-up.

D.2.4 Guarantee data protection

[GRI 102-13] [GRI 103-1 Customer privacy] [GRI 418-1]

D

D.2.4.1 Worldline's comprehensive data protection approach

Every day, Worldline processes large volumes of personal data for its own use and on behalf of its customers. As a fundamental right, personal data, used in the day-to-day business from both Worldline's customers and employees are managed to comply with the strictest applicable regulations. Worldline also leverages the stakes raised by the increasing processing of personal data as a differentiating criterion, thereby guaranteeing a high level of protection to its

employees' and customers' personal data. In this regard, Worldline complies with data protection regulations, limits to the strict minimum required the processing of personal data for the running of its operations.

Consistent with this approach, Personal Data Protection was prioritised among the four most significant extra-financial business risks identified by Worldline.

D.2.4.2 Data protection policy and procedures

TC-SI-220a.1 TC-SI-220a.2 TC-SI-220a.3 TC-SI-220a.4 TC-SI-220a.5

D.2.4.2.1 Worldline Data Protection Policy

The first pillar of Data Protection is the Worldline Data Protection Policy that sets up protection principles based on the provisions of the General Data Protection Regulation (GDPR)¹. These are considered to be the most stringent personal data protection principles. Although GDPR harmonised data protection legislation throughout the EU, the opening clauses and additional local legislation within the EU Member States still allow a certain degree of variation. In addition, in order to guarantee compliance with all other applicable national or State laws such as the LGPD and the CCPA, Worldline has adopted a consistent policy that is compulsory for all of its entities and their employees. Worldline's Data Protection Procedures are also managed within Worldline Security Policy, which supports incidents risk mitigation.

In case of an intentional action leading to a data breach, disciplinary actions are foreseen by the Code of Ethics.

Furthermore, the internal audit planning also covers data protection by performing audits every year locally and globally. In 2021, an audit was performed on data protection governance.

Eventually, contractual relationship with suppliers are covered by a Data Processing Agreement or any relevant documentation (joint controllership, data sharing agreements, standard contractual clauses).

Regarding TC-SI-220a.2 and TC-SI-220a.4, they have not been reported as they fall outside the scope of Worldline. First of all, the number of users whose information is used for secondary purpose does not apply to Worldline as it does not carry out processing based on secondary purposes. Secondly, for (i) the number of law enforcement requests for user information; (ii) the number of users whose information was requested and (iii) the percentage resulting in disclosure; it mainly concerns companies based in the United-States and/or where American privacy laws apply.

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



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Regarding the percentage involving personally identifiable information (PII) (TC-SI-230a.1.), as Worldline is internally monitoring the number or personal data breach in accordance to the GDPR, therefore disclosing the percentage of data breaches (wider scope and a different meaning from the GDPR's definition) in which personally identifiable information (PII) would constitute a second and potentially conflicting reporting which does not appear to be relevant as the number of personal data breach is already internally monitored and duly recorded.

Regarding the number of users affected (TC-SI-230a.1), Worldline does not report this specific information. As a matter of fact, Worldline mainly acts a data processor and has not access to users. As it is acting mainly in this capacity, any obligation to disclose the number of users affected lies with its customers such as merchants acting as data controllers.

Regarding TC-SI-220a.3 devoted to the total amount of monetary losses as a result of legal proceedings associated with user privacy, Worldline did not disclose this information as being too sensitive.

Regarding the list of countries where core products or services are subject to government-required monitoring, blocking, content filtering or censoring (TC-SI-220a.5), it is not disclosed yet by Worldline.

D.2.4.2.2 Worldline Data Protection Officer network

In order to implement this policy, the Worldline Global Data Protection Officer reports directly to the Group Chief Compliance Officer. The compliance with personal data protection policies, practices and tools is a fundamental element in the continued implementation and extension of Worldline's global compliance strategy. The Company has established a strong network of data protection officers and coordinators, led by the Worldline Global Data Protection Officer. Close collaboration and regular exchanges within this network of experts ensures governance for the data processing of both Worldline's employees and its customers. This network of officers and local coordinators aims to support the implementation of privacy law and policies in all activities : in the daily routines, assessments, recording processing activities, both at company and local level. Thus, Worldline manages the data protection of its organisation led by the

Global Data Protection Officer, to assure overall compliance to data protection regulations and a reporting to the highest management level.

D.2.4.2.3 Worldline Data Protection commitments

Worldline structured its data protection policy to focus on and achieve the following commitments:

- Ensure data protection as standard in Worldline solutions to address data protection already during the design stage. Defined procedures ensure that "Privacy by design" is embedded in all processing of personal data by Worldline and as early as possible. As a result, Worldline implements data protection by design and by default, taking into account the nature, scope and context of the processing activity as well as possible risks and state of the art technologies;
- Achieve 100% of Compliance Assessment of Data Processing performed on active processing activities by 2025 (part of TRUST 2025 commitment) to ensure adequate measures to protect personal data in Worldline's systems. The deployment and use of practical and effective tools such as Compliance Assessment of Data Processing has allowed Worldline to comply fully with its data protection obligations. Worldline assessed the overall inventory of processing activities and already covered most of these by Compliance Assessment of Data Processing. In 2021, 85 % of all processing activities have been covered by Compliance Assessment of Data Processing;
- Answer to 100% of data subject' request in time and in compliance with Worldline privacy policy. The rolling out of a dedicated tooling monitoring data subject request has enabled Worldline to better operationalise, streamline and harmonise a centralised intake process. In 2021, 99% of data subject rights have been answered in time.

In 2021, Worldline managed all complaints, data subjects requests and data breaches, following the internal data protection processes in time thus fully complying with the data protection regulations. No fines were imposed on Worldline nor any investigations by a data protection authority occurred. [GRI 418-1].

D.2.5 Improve customer relationship management

D.2.5.1 Continuously improve customer experience [GRI 102-44]

Worldline has defined a customer satisfaction policy tailored to its specific market and business model. This policy provides guidance to ensure adequate effectiveness of the Customer Satisfaction Management Framework and related processes, thus building stronger relationship with customers and providing services with higher added-value. Moreover, additional questioning relating to Customer awareness regarding Worldline Corporate Social Responsibility (ambition and programme) was addressed to Worldline customers as of 2021 to enrich the process of satisfaction survey described hereinafter. This results in a specific score being used as input to drive dedicated action plans.

D.2.5.1.1 Improving customer experience through the customer satisfaction process

Customer satisfaction surveys are conducted on a regular basis to analyse whether changes need to be made to increase its customers' overall satisfaction and loyalty.

Worldline uses a proven methodology aligned with leading expertise from Gartner, Satmetrix and Forrester, to measure the satisfaction through two major indicators: the widely used Net Promoter Score (NPS®) and the Customer Satisfaction Score (CSAT).

Particularly, customer satisfaction surveys allow Worldline to:

- Consistently and comprehensively measure customer satisfaction;
- Establish baselines upon which to improve for each customer contract;
- Identify generic areas of concern to be addressed globally and locally;
- Communicate with its customers on its commitments relating to CSR.



Three types of customer satisfaction survey are conducted as illustrated below:

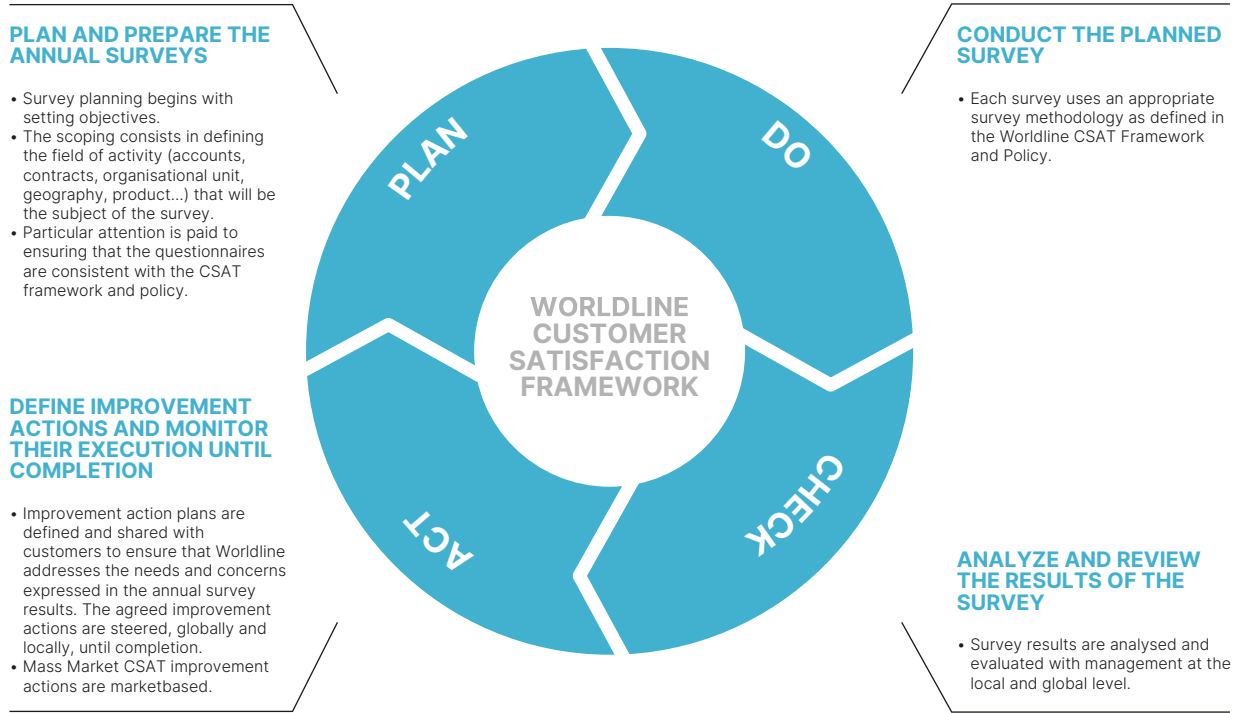
	Strategic survey	Tactical survey	Mass Market survey
DESCRIPTION	General perception measurement on overall quality of the relationship	Perceived performance measurement for individual contracts	Perceived performance measurement for Mass Market
SCOPE	Set of Worldline global top accounts	Large and medium size contracts	Mass Market contracts
TARGET AUDIENCE	Chief Experience Officer of key accounts	Contracts governance team (IT departments, operational managers, etc.)	Merchants
METHOD	Face-to-face interviews	Online surveys	Phone interviews with a representative sample of merchants
FREQUENCY	Once a year	Once a year	Once a year



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To ensure that Worldline closes the Customer Satisfaction loop, all Customer Satisfaction processes at various levels follows the Plan-Do-Check-Act cycle as illustrated below:



Key results

GRI standards	Indicators	2016	2017	2018	2019	2020	2021
GRI 102-44	Overall customer Satisfaction from Tactical surveys	7.67	8.1	8.1	8.2	8.2	8.1
GRI 102-44	Net promoter score	29	40	41	47	49	46

D.2.5.1.2 Ensuring the highest standard through the PCI-DSS certification

As a major processor of cardholder data on behalf of its clients' customers, Worldline fully complies with and is certified under the Payment Card Industry Data Security Standard (PCI-DSS), reflecting its adoption of global consistent and most stringent data security measures. Worldline is audited every year by a Qualified Security Assessor to keep its PCI-DSS certification. Worldline is also involved as a participating organisation in review of each new version of the PCI-DSS standard, before it is published by the PCI Council.

The PCI-DSS standard consists of 12 main requirements that can be summarised as follows:

- To build and maintain a secured network;
- To protect cardholder data;

- To maintain a vulnerability management programme;
- To implement strong access control measures;
- To regularly monitor and test networks;
- To maintain an information security policy.

Concretely, that means regular security training for employees, a review of the security policies and their application, and the management and update of many security measures.

Worldline has been PCI-DSS certified since 2006, covering all its following services: e-commerce solution, acquiring, issuing, clearing and settlement. The Company manages these services under the PCI-DSS standard in many European countries. It is also certified regarding major e-payment standards such as PCI-3DS, PCI-PIN, and PCI-CP, when relevant.

D.2.5.2 Extend offer possibilities through strategic partnerships [GRI 102-49] [GRI 203-1]

In order to broaden its portfolio of offers, notably integrating the latest technologies on the market, while increasing its geographical coverage, Worldline is developing specific alliances and partnerships, thus increasing its level of agility and credibility. These partnerships and alliances may also give rise to acquisitions through the traditional M&A process.

To achieve these objectives, Worldline is creating its own ecosystem through leveraging:

- Innovative partnerships to propose relevant innovative initiatives to Worldline customers;
- Long-term bilateral industrial partnerships to improve the innovation portfolio;
- Commercial partnerships to deploy joint projects for new contracts.

Worldline has implemented several methods to increase the number of partnerships, notably the creation of a dedicated team reporting to the Chief Sales Officer. This team is centrally managed and has built a dedicated network in the main Worldline geographic areas.

Thus, Worldline is teaming with partners to address large digital transformation opportunities for example on Traceability (with Bureau Veritas in the food chain through a Blockchain solution, with Fracture Code and De La Rue to enable the

tobacco industry to comply with regulation, etc.), ATM management, smart ticketing (with Evoke to propose new self-service ticket vending machines), Digital identity and in the IOT domain (with G&D), etc.

As part of its ambition to foster open innovation with Fintech, start-ups and customers, Worldline has accelerated its engagement with Fintechs and start-ups (such as OneVisage in facial recognition, P3 Cloud asset to provide digital solutions for small merchants (Unwire in public transportation, Serrala in e-billing or Isignthis in remote identity verification). Worldline is already signing a partnership agreement with Receipthero specialist of e-receipt 2020 edition winner.

In 2021, Worldline has partnered with the Fintech ecolytiq to provide sustainable banking solutions across the European market. Ecolytiq provides a comprehensive Sustainability-as-a-Service Solution which is based on the use of payment transaction data to positively influence banking customers' behaviour by raising awareness around their environmental footprint. This partnership intends to support banks and their customers in the transition to a greener economy by delivering transparent and relevant data - all with the aim of encouraging more sustainable behaviours in the fight against climate change. This is the first step in Worldline's strategy to provide a comprehensive set of sustainable banking services.





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D.2.5.3 Create CSR value for customer through our portfolio [GRI 203-1] [WL 4] [GRI 103-2 Economic Performance] and [GRI 103-2 Indirect Economic Impacts]

D.2.5.3.1 Assess our external contribution to the UN Sustainable Development Goals [WL 4]

Worldline has embedded sustainability in its business to actively support its customers in managing efficiently their own sustainability challenges, thus contributing positively to their CSR ambition through their supply chain. The increasing CSR criteria in the Request for Proposals and Request for Information over the past years demonstrate the rising customers' expectations regarding sustainability aspects of the offers. That is why reinforcing value for customers and society through sustainable and innovative solutions is a key challenge in Worldline's CSR strategy. In this regard, the Company has assessed the contribution of its solutions to the UN Sustainable Development Goals (SDGs), proposing a universal reading grid so that customers are better able to identify key relevant information for their own sustainability performance.

This analysis highlights that Worldline's solutions provide customers with benefits that mainly contribute to the SDG 16 "Peace, justice and strong institutions," SDG 8 "Decent work and economic growth," SDG 12 "Responsible consumption and

production," SDG 9 "Industry, innovation and infrastructure" and SDG 11 "Sustainable cities and communities".

Worldline calculates its financial contribution to the SDGs using the following methodology:

1. Worldline has performed a detailed and analytical sustainability analysis of all its offers to identify and measure their various economic, social, environmental and ethics benefits. Each offer has been screened by product managers and sustainability experts over these 4 categories of benefits: *Economic/Social and wellbeing/Governance, trust and compliance/Environment footprint*. For those four categories, sub criteria have been defined which allows a matching with the UN SDGs, as presented below;
2. The entire analysis enables to assess whether the offer has a positive impact on each criterion and weight this impact in terms of percentage of sustainability per categories and per SDGs;
3. Based on the weight of the offer in its revenue, Worldline is then able to calculate its financial contribution to the SDGs.

ECONOMIC



8 DECENT WORK AND ECONOMIC GROWTH



9 INDUSTRY INNOVATION AND INFRASTRUCTURE

Generating growth with solutions that make payments processes easier and more customised, thus improving customer experience and loyalty.

SOCIAL AND WELL-BEING



16 PEACE, JUSTICE AND STRONG INSTITUTIONS



11 SUSTAINABLE CITIES AND COMMUNITIES




10 REDUCED INEQUALITIES




3 GOOD HEALTH AND WELL-BEING

Supporting the protection of vulnerable populations by facilitating access to secure and sustainable payment, e-health services and transport systems anywhere anytime, thus contributing to financial and social inclusion.


ENVIRONMENT FOOTPRINT



12 RESPONSIBLE CONSUMPTION AND PRODUCTION



13 CLIMATE ACTION



7 AFFORDABLE AND CLEAN ENERGY

Being a player in the environmental transition through digital solutions to reduce paper and transport use and optimise energy consumption (e.g. through smart grids).

GOVERNANCE, TRUST AND COMPLIANCE



16 PEACE, JUSTICE AND STRONG INSTITUTIONS



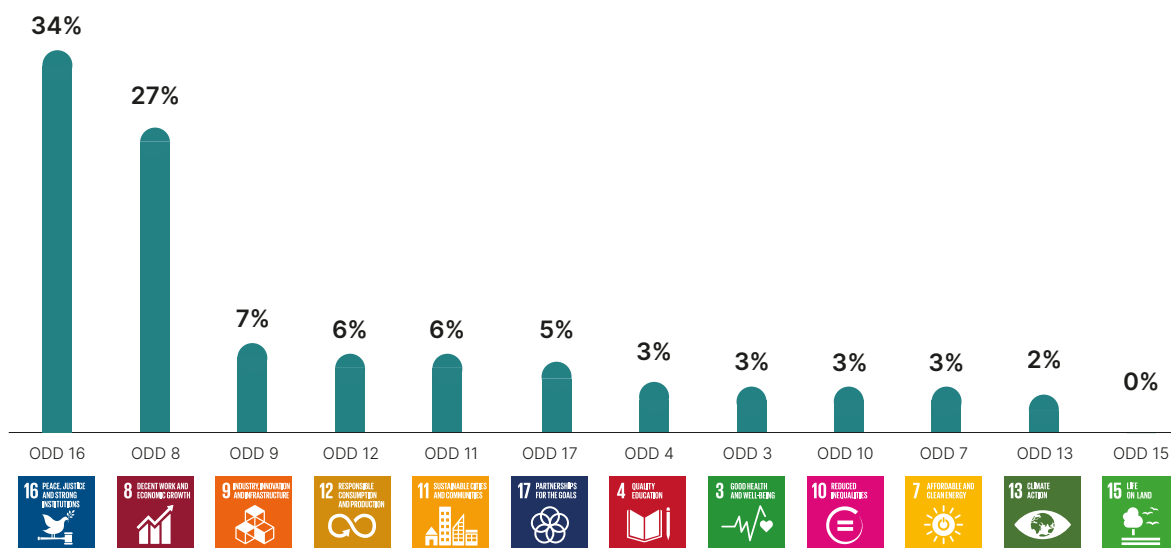
17 PARTNERSHIPS FOR THE GOALS

Committing to deliver trusted and secure solutions across the payment value chain through all Worldline solutions to minimise the risk of fraud and cyberthreats, and ensure compliance with data protection regulations, thus supporting citizenship and democracy.

Results

In 2021, Worldline has generated € 2,109 million of sustainable revenue, which is broken-down as follow on the SDGs to which the Company contributes most through its business.

Contribution to the various SDGs through our offers (as a percentage of revenue from sustainable offers in 2021)



D.2.5.3.2 Key examples of how our offers contribute to sustainability

Worldline solutions

Examples of economic, social and well-being, governance, trust and compliance and environment benefits

Acceptance Instore	Examples of economic benefits: Worldline’s Acceptance Instore covers all merchant needs, allowing its clients to accept payments at their point of sale in proximity of a terminal. This solution – a single solution for all payments, allows merchants to expand their business in new markets while optimising transaction costs and their time. Furthermore, it enables them to deliver an omni-channel client experience, like “try and pay later” services.
Digital Ticketing	Examples of economic and social benefits: These solutions offer contactless “smart card” ticketing schemes for multi-modal transit platforms that, among other things, allow passengers to use travel cards, payment cards and mobile wallets to “touch in” and “touch out” at the start and finish of their journeys and automatically calculate and process fare prices. This allows passengers to move seamlessly between modes of transport and different transport operators, thus promoting greater use of the transport system, the creation of new travel habits and greater social inclusion. For our client, these solutions allow for accurate management of funds and operational and statistical information, as well as providing more tailored services to the traveler
E-health services	Examples of social and well-being benefits: These solutions provide <i>Trusted Digitisation</i> services in the healthcare sector, ensuring the utmost security, availability and data privacy, and facilitate health education and prevention (allowing patients to have digital access to their own health data through mobile applications, etc.). They also help increase efficiency of health system (optimising the information system of emergencies services).
Trusted Authentication	Examples of social, governance, trust and compliance benefits: This solution allows us to provide our customers offering online services with a strong authentication solution for their end consumers, while maintaining a smooth and efficient user experience. It can be used in many different use cases, and in many different types of context, such as, for example, the healthcare sector to facilitate and protect access to sensitive data. In addition, Trusted Authentication is a state-of-the-art solution, capable of dealing with the next regulatory constraints that will apply to banks. It is a mobile solution that can be used anywhere, anytime and on any device.



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Worldline solutions	Examples of economic, social and well-being, governance, trust and compliance and environment benefits
Fraud risk management	Examples of governance, trust and compliance benefits: This complete and modular solution for issuers, acquirers and banks provides an end-to-end portfolio of effective fraud control services: ensuring an utmost compliance with EU data protection regulation (GDPR), enhancing fraud protection and loss reduction in supply chain, and providing full transparency and accountability through record-keeping programmes to collaborate with legal systems.
Digital Identity	Examples of governance, trust and environment footprint benefits: These solutions offer a trusted, compliant and efficient way to transform the natural identity of a user into their user account within seconds and unambiguously. This means that the user's integrity is always protected. Digital Identity solutions are also built to meet compliance requirements (eIDAS, PSD2 and GDPR) and to reduce fraud. Our expertise in the PSD2 and eIDAS regulations is key to achieving the right level of trust for customer digital identity.
Green Banking	Examples of environment footprint benefits: This solution aims at helping bankers to support their clients to adopt a more sustainable way of living by increasing their awareness on their CO ₂ e impacts and offering levers to act (e.g. promoting merchant offer or investing in the green economy).
EV Charging	Examples of environment footprint benefits: These solutions provide a simple, smooth and secure customer experience together with a fast and flexible payment process for charging electric vehicles (EV). <i>EV Charging</i> contributes to the acceleration of the EVC market to replace thermal cars and thus, participates in the energy transition.

On top of this assessment, in 2021, in accordance with EU Green taxonomy requirements, Worldline is calculating its eligible Green Revenue. See chapter D.1.1.2.3

D.2.6 Key performance indicators about business and innovation

[GRI 102-44] [GRI 418-1] [WL 1] [WL 2] [WL 3] [WL 8] [WL 4]

Indicator	Standard	2021		2020	2019	Perimeter 2021		Perimeter 2020		Perimeter 2019	
		2021	2020			Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Market intimacy											
Overall customer satisfaction from Tactical Surveys (scope from 0 to 10)	GRI102-44	8.1	8.2	8.2	-	100%	-	100%	-	100%	
Net promoter score	GRI102-44	46	49	47	-	100%	-	100%	-	100%	
Quality											
Quality score – Contracts' services availability & response		99.9890%	99.9879%	99.9900%	-	100%	-	100%	-	100%	
Quality score – Platforms' services availability & response		99.877%	-	-	-	100%	-	-	-	-	
Security											
% of ISO 27001 certified sites according to the security policy		51%	-	-	100%	-	-	-	-	-	
% of incident responses compliant with Worldline security policy		100%	-	-	46%	-	-	-	-	-	
Number of security incidents		325	561	274	46%	-	-	74%	-	54%	
% of employees trained on dedicated security trainings		94%	-	-	84%	-	-	-	-	-	
Data protection											
% of Compliance Assessment of Data Processing performed on active processing activities		83.37%	99.77%	99%	-	48%	-	-	-	-	
Number of sustained complaints for breaches of data subjects' rights		0	-	-	-	100%	-	-	-	-	
Number of fines for non-compliance with data protection laws and regulations		0	-	-	-	100%	-	-	-	-	
Number of personal data breach	TC-SI-230a.1	57	60	-	-	100%	-	74%	-	-	
Percentage of Employees that have attended to the Data Protection E-learning		95%	92%	85%	84%	-	-	87%	-	87%	
Number of third party complaints regarding breaches of customer privacy higher than 100 000 €	GRI418-1	0	0	0	-	100%	-	100%	-	100%	
Amount of customers complaints regarding breaches of customer privacy higher than 100 000 €	GRI418-1	0	0	0	-	100%	-	100%	-	100%	
Innovation											
Number of employee "Experts"		376	-	-	100%	-	-	-	-	-	
Number of WIN members		50	56	55	-	-	-	100%	-	100%	
Number of patent families		43	-	-	-	100%	-	-	-	-	
Innovation sessions delivered by Worldline for customers		35	51	14	-	100%	-	100%	-	100%	



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Indicator	Standard				Perimeter 2021		Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Sustainability offering										
Total revenue of "sustainability offering" (M€)		2,109	1,055	1,016	-	100%	-	100%	-	100%
Mobility and e-Transactional Services - Total revenue of "sustainability offering"		231	209	212	-	100%	-	100%	-	100%
Mobility and e-Transactional Services - Percentage of total revenue of "sustainability offering"		11%	20%	21%	-	100%	-	100%	-	100%
Merchant Services - Total revenue of "sustainability offering"		1,354	333	366	-	100%	-	100%	-	100%
Merchant Services - Percentage of total revenue of "sustainability offering"		64%	32%	36%	-	100%	-	100%	-	100%
Financial Services - Total revenue of "sustainability offering" (M€)		524	514	438	-	100%	-	100%	-	100%
Financial Services - Percentage of total revenue of "sustainability offering"		25%	49%	43%	-	100%	-	100%	-	100%

Overall customer satisfaction from Tactical Surveys (scope from 0 to 10): Payone is excluded from the scope.

Net promoter score: Payone is excluded from the scope.

% of incident responses compliant with Worldline security policy: For 2021, the security incidents of SPS, ex-Ingenco, Equens Worldline Netherlands and Equens Worldline Italy are not included in the scope.

Number of security incidents: For 2021, the security incidents of SPS, ex-Ingenco, Equens Worldline Netherlands and Equens Worldline Italy are not included in the scope.

% of Compliance Assessment of Data protection carried out on all data processing activities: Inclusion of processing

activities that are active and of all Worldline entities within the European Economic Area and the UK. Exclusion of processing activities relating to former Ingenco entities for periods prior to the UK (prior to 11/2020) as Ingenco group companies have not established their inventories (records of processing activities) with an assessment of the Worldline BCP. The following legal structures or figures are considered irrelevant and therefore excluded: joint ventures (Payone), branches and offices.

% of employees trained on dedicated security trainings: Payone is excluded from the scope.

Percentage of Employees that have attended to the Data Protection E-learning: Payone is excluded from the scope.

D.3 Being a responsible employer

D.3.1 Meet employee expectations [WL 6]

In Worldline’s industry, having a qualified workforce, while ensuring a work environment that promotes diversity and well-being, is one of the most important drivers to ensure the Company’s growth and success. Each year, Worldline must attract, recruit, develop and retain employees who can provide the expertise necessary to meet its customers’ needs. Therefore, the Company pays specific attention to addressing the expectations of another key stakeholder: its employees. With regard to people challenges, Worldline has identified three significant gross extra-financial risks. This chapter is structured according to these risks and presents mitigation measures for each in order to take full advantage of the opportunities related to these risks.

Worldline has finalised its TRUST 2025 programme and emphasises the below objectives:

- Average number of training hours per employee per year- 32h;
- Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey- 69-70;
- % of disabled workforce in the countries imposing legal requirements +20%;
- 35% of women within the management positions.



Key results and targets

Topic	Indicator	2021	Target 2025
Talent attraction & retention	Average number of Training hours per employee per year	17.09	32
	Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64%	69-70%
	% of disabled workforce in the countries imposing legal requirements	+6%	+20%
People diversity	% of women within the management positions	23.2%	35%

People risk	Risk description	Worldline action plan	Related opportunities	Main monitoring KPIs
Employee well-being at work <i>For more details, refer to this document, Section D.3.2.</i>	The ability of the Company to foster an environment favouring well-being at work is essential to achieve Worldline’s ambition to be a Great Place to Work® and establish stable and performing teams committed to meeting customer needs. In addition, it enables the Company to build a strong brand able to attract the best talents in the market. Key topics: work organisation, health and safety, and social dialogue (collective agreements)	Worldline is enhancing its well-being culture through the Wellbeing@worldline programme in order to promote a stimulating and healthy working environment, and the right conditions for the development of skills and Talents.	Collaborative environment and being a responsible employer by leveraging well-being at work	<ul style="list-style-type: none"> • TRUST 2025 Employee satisfaction (Great Place to Work® Trust Index Rate)

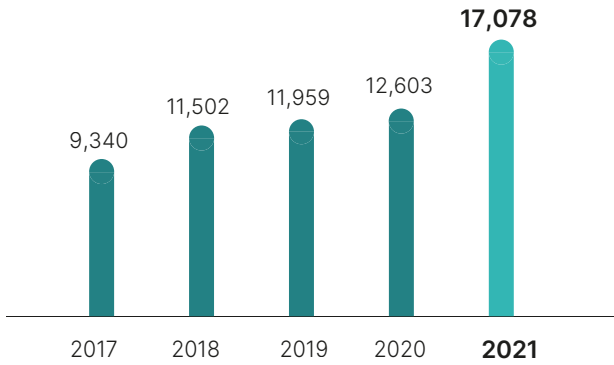


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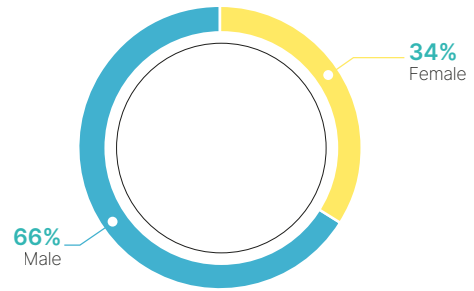
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People risk	Risk description	Worldline action plan	Related opportunities	Main monitoring KPIs
<p>Talent attraction & retention For more details, refer to this document, Sections D.3.3 and F.</p>	<p>In the fast-moving sector in which Worldline operates, a wide-ranging set of expertise and intellectual capital is key. Worldline must attract and retain Talents able to provide the expertise necessary to meet its customers' challenges. Key topics: employment, work organisation</p>	<p>To attract and retain the Talents it needs, Worldline promotes its employer brand and focuses on people integration and careers development through several programmes in all of its entities.</p>	<p>People engagement</p>	<ul style="list-style-type: none"> ● GRI 401-1 Employee hiring & attrition % of employees having an Individual Development Plan ● Global turnover rate
<p>Training & human capital development For more details, refer to this document, Sections D.3.4 and F.</p>	<p>The qualification of the workforce and continuous training is essential to adapt to the technological changes of the industry. Worldline must ensure that its employees have the proper skills to meet evolving demands and remain a leader in its industry. Key topic: training</p>	<p>To maintain its level of expertise, Worldline prioritises employee training and development through its global training plan and its on-going investment in certifications and adaptive & multichannel learning.</p>	<p>People's career development</p>	<ul style="list-style-type: none"> ● GRI 404-1 Average training hours per employee each year
<p>Diversity and inclusion For more details refer to this document, Sections D.3.2.3</p>		<p>To reach the TRUST 2025 objectives, Worldline will put in place various actions such as diversity and inclusion training including unconscious bias, policy devoted to parental leave and care givers to enable all employees to succeed in both their private and work life</p>		<ul style="list-style-type: none"> ● TRUST 2025 % of women within the management positions ● TRUST 2025 % of disabled workforce in the countries imposing legal requirements (+20%) ● % of women with the EXCOM and in the Business Management Committees ● % of women with the Company (globally) ● Number of participants in the Diversity and Inclusion networks

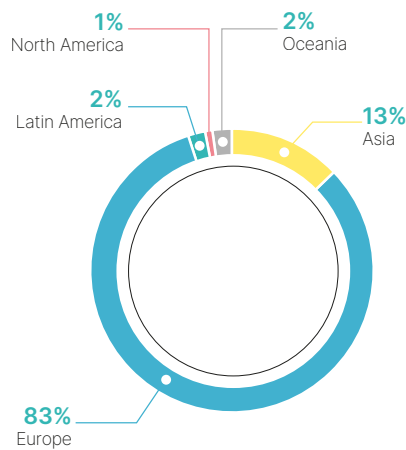
Number of employees at the end of the reporting period *(legal staff)*



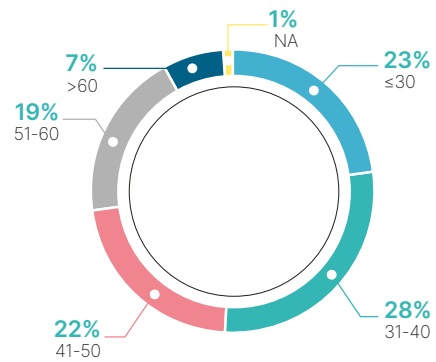
Breakdown of employees by gender



Breakdown of employees by geography



Breakdown of the employee by age





D.3.2 Foster employee well-being at work

D.3.2.1 Our Great Place to Work objective® [WL 11]

D.3.2.1.1 Monitor progress through an annual satisfaction survey

In Worldline's highly competitive markets, attracting, retaining and motivating the best talent is one of the most important levers for consistently reaching excellence. In order to attract, retain, and leverage the full potential of its employees, Worldline's ambition is to be a Great Place to Work®. In order to continuously improve its wellbeing culture and monitor progress, in addition to holding formal discussions with staff representative bodies, Worldline conducts with all its

employees an annual and international satisfaction survey which is administered by the independent Great Place to Work® (GPTW) institute. This survey provides a detailed view of employee expectations and the areas for improvement that they would like to see the Company address. The survey is structured in five dimensions: credibility, respect, fairness, pride and camaraderie. In 2021 43 countries took part in the Great Place to Work® survey whose key results are displayed hereafter.

Employee satisfaction – Great Place to Work survey [WL 11]	2021
Great Place to Work Trust Index	64%

Great Place to Work survey [WL 11]	2021
Response rate	67%

	2021
People here are given a lot of responsibility	74%
I am able to take time off from work when I think it is necessary	83%
Management genuinely seeks and responds to suggestions and ideas	61%
Management involves people in decisions that affect their jobs or work environment	48%

The Group's participation rate reached 68% in 2021. This clearly means that the results obtained can be considered as representative. Following this survey, the results are shared during specific workshops that are held to involve managers and employees in understanding the results of Great Place to Work® survey and taking action to tackle the areas of progress identified. A global action plan is then established for Worldline and each country. The purpose of the action plans is to increase the overall level of employee satisfaction.

All stakeholders: HR teams, management and employees contribute to this continuous improvement process. As a result, in 2021, despite the post Covid-19 complex period, Worldline Great Place to Work Trust Index has remained stable with 64% compared to 2020.

D.3.2.1.2 Initiatives to foster dialogue and well-being among employees

In addition to Worldline's general actions that foster employee satisfaction in the area of career development, training and compensation packages, the Company also focuses its efforts to foster its employee wellbeing. Worldline is convinced that this wellbeing entails three actions:

- Encourage social dialogue to promote Human Rights and high standards working conditions: refer to Section D.3.2.2;
- Ensure fairness & efficiency through diversity promotion: refer to Section D.3.2.3;
- Embrace a continuous improvement dynamic to move towards its ambition of being a Great Place to Work®.

Regarding this last point and thanks to the results of its annual survey, Worldline has identified and implemented several significant well-being initiatives through its local entities with different purposes structured in three levels:

1. **Top-down initiatives.** Indeed, reports from the GPTW survey showed a strong need for information and communication on news and business strategies across all countries:
 - **Management roadshows** to better communicate about the Company vision, business priorities, challenges, on-going projects and achievements,
 - **Global and local awareness actions to provide Worldline business and well-being related information to all employees on a regular basis.** In addition to global newsletters managed on a worldwide level, some entities issue their own publications,
 - **Mental Health support:** the Covid-19 pandemic, has amplified the need to better support our employees to better handle stress related to work. Therefore, employee assistance programme focused on mental health is provided in most of Worldline geographies.
2. **Bottom-up initiatives** to encourage dialogue, improve the integration of employees' expectations and foster the employees' team spirit:

- **Establishing working groups** to encourage dialogue and better understand employee expectations,
 - **Working conditions actions.** Worldline Logistics & Housing team constantly strives to improve the work environment of employees, whether through the renovation of the buildings, by adding new spaces, or by making space organisation more efficient, which fosters interactions, motivation and productivity. To this end, the team conducts an annual survey for each building, which leads to improvement plans that are discussed with Workers Council.
3. **Networking and teambuilding initiatives.** In addition to the annual *Wellbeing@ Worldline* week organised in all countries, other networking or sportive events take place across all geographies all year long. Employees also have the opportunity to contribute to social initiatives for local communities (refer to this document, Section D.6.3):
 - **Networking events** are organised in all regions. There are various initiatives that have been launched by Worldline employee,
 - **Sportive events** are also highly valued as part of the well-being programme.



D.3.2.2 Encourage social dialogue to promote Human Rights and high standards working conditions

[GRI 102-8] [GRI 102-12] [GRI 102-13] [GRI 102-41] [GRI 403-9] [GRI 403-10] [WL 4] [GRI 103-2 Occupational Health and Safety] [GRI 103-2 Indirect Economic Impact] [GRI 403-4] [GRI 403-1] [GRI 403-2] [GRI 403-5] and [WL 11]

D.3.2.2.1 A culture of permanent and effective social dialogue [GRI 102-41]

Social dialogue is a fundamental part of Worldline culture. The Works Councils (*hereinafter* WC) are one of the main stakeholders of the Company. Worldline acknowledges that employee representatives must play a comprehensive role concerning the most important and confidential topics faced by the Company. In most of countries where the Company is, there are employee representative bodies. The employee representatives meet local management on a regular basis, and attend extraordinary meetings to address specific topics, notably acquisitions or transformations.

Regarding the creation of a Special Negotiation Body (*hereinafter* SNB) in order to create this future European Works Council at the initiative of Management in 2021, despite the Covid-19 situation, the company has succeeded in having 8 meetings (7 via conference calls and one physical meeting). With the acquisition of Ingenico, five additional countries are now represented in the SNB meaning 23 countries represented in Europe including United Kingdom as a guest country. The election of those additional employee representatives has been completed during the first semester 2021 except for Greece that has join the Worldline in

November 2021 and where the election process is being organised and will start shortly. During these meetings and despite the fact that there is not such obligation, the Head of Human Resources provides the update of the news of the company in a very regular basis.

In 2021, many actions and many WC processes have been managed regarding Covid-19 and the security and the safety of all employees throughout the world. As a matter of fact, for equensWORLDLINE there have been 9 Societa Europaea Works Council-Board of Directors meetings between January 2021 and November 2021 amongst which several, at least 5, covered the Covid-19 pandemic.

At national levels, there were also initiatives. In Italy during the Covid-19 period and also in 2021 regular meetings have been set up with the Unions as required by the Bank Association to update them regarding (i) the financial strength of the company; (ii) the health status of employees; and (iii) the safety measures put in place for the safeguard of the employees. Furthermore, a special committee composed by the Unions, the Safety external Consultant and the Country Coordinator has been set up in order to check on a monthly basis the Covid-19 situation. The Committee has been already maintained in 2021.



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In Spain, during 2021, regular meetings with the Unions and Health and Safety Committees have been set-up regarding the evolution and impact of COVID-19 and since the beginning of the Covid-19 crisis, weekly meetings (and later on monthly ones) were held to inform their Work Councils and Prevention Delegates about the evolution and impact of Covid-19.

In Belgium, the Covid situation was discussed whenever a change in the situation occurred in the local Committee for prevention & Protection at Work. On top of that, regular information meetings were held to inform the employees and keep contact with them.

In France too, simultaneously to webinars held for employees, the social dialogue with staff representatives has been tremendous at national level.

Germany set up regular meetings with works councils regarding Covid-19 measurements to align topics directly between employer and works councils.

In addition, Worldline management team shares and discusses on a monthly basis in the countries where the Company has employee representatives, strategies, projects and key information relating to its economic performance (turn-over, etc.), as well as all employee-related topics such as data privacy, participation Committees, *Wellbeing@work*. Especially during the Covid-19 health crisis a close cooperation and exchange was done with the employee representatives on the economic situation of the company and the mental wellbeing of the staff.

Moreover, Worldline respects and protects workers' representatives, and prevents employee representative discrimination as well as violations of the freedom of association and the right to organise.

Health and Safety Committees

Different local initiatives are set up. A description of some of them is explained under this paragraph.

In France, the Occupational Health and Safety (*hereinafter* OHS) Committees composed of elected employees are the point of contact for matters relating to health, safety and working conditions. As of January 1, 2020, the OHS Committees will disappear according to a change of law and will be replaced by the Economic and Social Committee (*hereinafter* CSE). A dedicated national commission of the CSE will take over all the previous prerogatives of the OHS Committees. Nevertheless, Worldline management decided to implement local CSE Committees to maintain all occupational health and safety matters at a local level, site by site.

For matters relating to health, safety and working conditions, many actors contribute to act:

- The L&H teams, in particular for the safety of employees;
- The occupational medicine for the health of employees;
- The management including the HR department by putting in place specific agreements on these matters negotiated with the trade unions;
- The HRBP who are in close proximity to employees.

A similar Committee in Belgium is the Committee for Prevention and Protection at Work (CPPW) whose election of new members took place in November 2020. A close exchange with the CPPW was intensified during the Covid-19 health crisis.

Since 2019, Worldline Iberia has established its own Health and Safety department and the OHS Committee composed of members of the management and elected employees that is still in place. In 2021, in Spain, quarterly meetings have been celebrated regarding the consultation and participation of Committees on matters affecting the health, safety and working conditions of employees.

In Germany there is a close cooperation with labour safety and health authorities with regular inspections to ensure security at work. Likewise, there is a close cooperation with labour safety and health authorities with regular inspections to ensure security at work. Additionally, a committee ensuring safety at work was organised on a regularly basis. The members of this committee are the following: works council, Human Resources, Logistics and Housing as well as the external counsellor on working safety and the medical counsellor.

Convened by Management at least on a quarterly basis (for France and Spain), or monthly basis (for Belgium) and for extraordinary meetings when necessary, these Committees aim at consulting the elected employees on all the matters that impact employee's health, safety and working conditions (premises, move, emergencies, training, proposals for health and safety improvement, audits, etc.) prior to their implementation.

Collective bargaining agreements

[GRI 403-1] [GRI 403-4]

Worldline not only follows local and international regulations and requirements regarding labour rights, but also covers 68.4% of all its employees with collective bargaining agreements [GRI 102-41], and 69.1% of them by European Directives. Indeed the Company has signed collective bargaining agreements with trade unions and staff representative bodies that enable employees to benefit from favourable statutory requirements regarding working conditions. Worldline's collective agreements and commitments cover health and safety matters, duration of maternity/paternity leave, working time, teleworking, wages, profit sharing, prevention of psycho-social risks, notice periods, vacation time (usual and exceptional such as wedding, birth, relocation, etc.) as well as training.

Thus, in France, the Unions and the HR department meet on a regular basis to negotiate company-level agreements, such as the specific agreements signed hereafter:

- Gender equality: "Agreement on gender equality" - May 6, 2019;
- Exceptional Teleworking (Covid 19 crisis) - July, 31 2021;
- Teleworking: "Agreement on exceptional teleworking" - November 12, 2020;
- Disability: "Agreement on the employment and inclusion of disabled workers" - November 8, 2019;
- Charter of the right to disconnection - January 22, 2018;
- Complementary health insurance agreement - October 10, 2019;

- Profit sharing agreements: Participation (May 28, 2019) – Profit Sharing (July 24, 2020) – PERCO (July 12, 2019), Buying power bonus (January 31, 2019);
- Health benefits agreement – July 23, 2020;
- Prevention on psychosocial risks agreement.

The L&H teams, the HR department, the commission of the Economic and Social Committee work together to update a Unique Risk Assessment Document (DUER) for all of Worldline’s sites on an annual basis. This document lists all the potential risks to which the employees may be exposed to while working. It details, the level of occurrence, the probability and gravity of these risks, and the related preventive measures. In addition to the Unique Risk Assessment Document, Worldline management publishes safety instructions for each site to inform employees of the proper behaviour to adopt on site with regard to specific risks. A yearly exercise is planned with all employees in order to test the proper execution of the security guidelines.

In Belgium, on top of the national collective labour agreements that are applicable in its sector, Worldline is also negotiating collective bargaining agreements with the Unions on different topics such as: collective bonuses, working schedules for specific functions, rules linked to standby hours, cafeteria plan for +50 employees etc. Collective parameters are determined together with employer and employee representatives and collective targets for the on-going year are set. Each employee contributes to the achieving these targets.

In Austria, Worldline has 3 different collective bargaining agreements for 2 entities (SIX Payment Services (EU) Austrian branch and Worldline Austria GmbH) and company agreements with the works councils of both entities to topics such as working time, teleworking, data protection or performance management.

Worldline Italy has signed the Collective Labour Agreement (CLA) of the Bank sector with a validity until 31/12/2022. Worldline SE Netherlands has signed a CLA that went from 1 July 2020 till 31 December 2021. These CLAs guarantee to employees specific benefits regarding health insurance, pension fund, collective bonus, paternity leaving, part time rules, working time, teleworking, bonus for student, etc.. During 2021, to support the vaccination campaign the company provided special permissions for the vaccination days. To support the back to office and avoid issues with the public transport the Company authorised the employees to come to the office till 10am. Regular communications to all employees regarding the COVID-19 evolution have been made.

The CLA in Luxembourg has been signed in March 2021 and is applicable 1 year from 01 January 2021 till 31 December 2021. A new text should be in place for 2022 and probably applicable for 3 year.

Worldline Iberia signed a Digital Disconnection agreement as part of the negotiation with the Unions and published in 2021. On the other hand, in compliance with the Decree Law 28/2020 about Remote Working, we have initiated the discussion of the general agreement of Remote work for all employees.

D.3.2.2.2 Measures to ensure health and safety at work [GRI 403-1] [GRI 403-2] [GRI 403-3] [GRI 403-4] [GRI 403-5] [GRI 403-6] [GRI 403-8]

Assessing and preventing health and safety risks at work

The OHS and CPPT Committees work together to update a Unique Risk Assessment Document (DUER) for all of Worldline’s sites on an annual basis. This document lists all the potential risks to which the employees may be exposed to while working. It details, the level of occurrence, the probability and gravity of these risks, and the related preventive measures. In addition to the Unique Risk Assessment Document, Worldline management publishes safety instructions for each site to inform employees of the proper behaviour to adopt on site with regard to potential risks. A yearly exercise is planned with all employees in order to test the proper execution of the security guidelines. Every organisation in the Netherlands also has a RI&E (risk assessment and evaluation), addressing topics such as health, safety, absenteeism, indoor climate, company emergency services, workplace design, computer work and psychosocial workload. An action plan is drawn up to reduce and/or eliminate the risks and have improvements on relevant issues.

Medical checks are also conducted for all employees in major sites on a regular basis.

In line with labour law, a dedicated approach with special care for the employee is for example developed in Belgium and the Netherlands to accompany the employee who returns from long term illness. A phased return with several follow-up moments to the rhythm of the employee in order to guarantee a healthy and smooth return is organised.

Besides, since 2019, Worldline Iberia launched the certification ISO 45001 for Madrid and Barcelona. This international standard provides a framework to identify, control and reduce the risks associated with health and safety in the workplace. On the other hand, this certification allows the integration of procedures with the Quality and Environment Management System according to ISO 9001:2015 and ISO 14001:2015. These certifications have been renewed.

In 2021, the total number of hours loosed due to sickness and long term absence amounted to 927,791 hours globally in Worldline Group.

In order to face the Covid-19 crisis and in order to continue providing our services to our clients and to preserve the health of their employees, Worldline Iberia made the decision to implement exceptional remote working for 99% of the staff during the quarantine. In May, Health and Safety performed a risk assessment document and implemented extraordinary measures, such as capacity limitation, social distancing, delivery of Personal Protection Equipment (PPE), and training on the new safety and hygiene regulations that allowed the return to the office of a part of the workers to resume tasks that could not be done remotely. In compliance with current legislation, specific Risk Assessment of workplaces and measures against COVID have been carried out, as well as information and training for all employees.





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For Germany, we have implemented an external psychological help regarding Covid-Situation.

Training first aid volunteers at the workplace

Volunteer employees at every site are entitled to receive training funded by the Company in order to learn basic first aid and occupational risks. The training leads to a qualification recognised on a national level, regardless of the Company. These employees are contacted to intervene, for example in the case of a workplace accident involving an employee, and are authorised to contact the ambulance service. These employees regularly attend training courses to refresh their knowledge.

More specifically in Belgium, Germany, France, Italy, The Netherlands and Spain, real life exercises and regular fire drills trainings are planned during the year on main sites to test the correct intervention by the first aid helpers. They involve all employees and the employees responsible for first aid at each site.

Identifying and mitigating psychosocial risks

Worldline is fully committed to preventing and controlling psychosocial risks. Since 2020, Worldline has implemented in France the *Worldline For Me platform* allowing employees to access several psychological and health support services. In addition, since 2021, Worldline has set up training courses to support employees on the following topics : the return to sites, adaptation to the new Digital Workspace work environment, adoption of new work practices post sanitary crisis.

In Worldline Iberia, a psychosocial risk assessment was carried out in 2020 with a plan of measures for 2021-2023. An employee wellness program has been implemented with free psychology assistance to all employees, coaching and individual wellness programmes.

In Belgium, in addition to the existing "Learning & development" initiatives that have been implemented for managers to detect and recognise the first signs of a possible "burn-out" in order to avoid it, Worldline offers to all managers and teams a special new course focused on:

- Mental resilience trainings: employees receive the opportunity to attend, on a voluntary base, an individual coaching with a certified coach to discuss personal situation and make them more resilient towards stress situations etc.;
- Co-determination workshops: specifically designed for managers, these co-development workshops between peers, opened to all, foster knowledge sharing on managerial practices while taking the daily reality into account. A best practice identified for managers is, for example, to stay connected with their suffering workers to improve their mental condition and ease their return later on.

In Italy, in 2020 during the 1st pandemic wave, a psychological support has been implemented for all employees with an external specialised supplier. In 2021 the support has been renewed due to the good success.

Raising employee awareness on health prevention

Worldline implements initiatives to create awareness on well-being and health prevention. More generally, Worldline provides financial support to its employees on sport or fitness activities in its main geographies and special chairs or desks that fulfil physical or ergonomic requirements.

Worldline Belgium has set up a dedicated Seniority Plan for older employees (50+ & 55+), including topics such as knowledge sharing or medical check-up. The entity also offers other initiatives to all of its employees: sport week (with tai chi, yoga, football, fitness or dance activities), health sessions with experts notably relating to healthy food, health check-up.

Please refer to Section D.3.2.1.2, psychological support during the Covid-19 pandemic, for measures put in place during the crisis.

Regarding GRI 403-7, the information is not available. Worldline did not report it as Worldline does not have a Global Health and Safety policy yet. It is handled at local levels so far. Worldline is intending to draft it in the coming years.

D.3.2.2.3 Promotion of Human Rights internally through the International Labour Rights [GRI 102-12] [GRI 102-13]

Worldline is determined to embed the respect and promotion of Human Rights into every function, role, and dimension of its business. As a signatory of United Nations Global Compact (UN GC) since 2016 which includes commitments with International Labour Organisation (ILO) conventions, Worldline ensures the protection of international labour rights in its organisation and its value chain¹ and states that it is not engaged and have not been suspected / accused in any form of breaches on international labour rights. Furthermore, Gilles Grapinet became a member of the board of the UN Global Compact France in 2020. The Company supports and respects the principles of the Universal Declaration of Human Rights of 1948, the Council Directive 2000/78/EC of 27 November 2000 establishing a general framework for equal treatment in employment and occupation (*hereinafter*: 'the Employment Equality Directive'), the OECD Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business, and Human Rights, the ILO (87 or 98) Declaration on Fundamental Principles and Rights at Work, as well as UN International Covenant on Civil and Political Rights or UN International Covenant on Economic, Social and Cultural Rights.

¹ For more information regarding due diligence in the supply chain, please refer to section D.4.6.2 'ensure due diligence through its suppliers' risk assessment' and section D.4.6.4 'improve continuously its suppliers' performance'.

It is all the more important for Worldline to ensure compliance with the following principles of labour rights in all its geographies given that 27% of its total employees in 2021 worked in sensitive countries (e.g. China, India, Singapore, United States, Indonesia, Hong Kong, Malaysia)¹:

- Supporting and respecting the protection of internationally proclaimed Human Rights;
- Making sure that Worldline is not complicit in Human Rights abuses, including harassment;
- Upholding the freedom of association and speech and the effective recognition of the right to collective bargaining;
- Rejecting of all forms of forced and compulsory labour;
- Supporting United Nations Convention on the Rights of the Child and ensuring effective abolition of child labour.

The Worldline's Human Rights commitments are also set by its Code of Ethics (refer to this document, Section D.4.2.1), its Human Rights Policy and integrated all along the Company's value chain through the *Business Partner's Commitment to Integrity* charter that is included in all suppliers' and partners' contract (refer to this document, Sections D.4.6.2). In this document, it is stipulated that they must not make use of child or forced labour, practice or support any psychological or physical coercion and must respect individual and collective liberties and comply with labour laws. These documents introduce the right of any Group employee or partner to disclose behaviours or actions deemed inconsistent with the mentioned values and principles, through the Compliance alert system.

The Human Rights challenge is covered by the Company's Enterprise Risks Management but has not been identified as a main risk for Worldline.

In 2021 Worldline has published an internal Human Rights policy, this one is based on the Worldline Code of Ethics, it is a detailed policy giving an overview of Human Rights in a business environment. Its scope is Worldline as a company, all the Worldline Employees as well as Third Parties working with Worldline. Its purpose consists in formalising a general commitment to respect Human rights and to comply with the international conventions on Human Rights Policy).

It refers to Employment practices: Diversity and inclusion, Non-discrimination, Child labour / minimum age work, forced/bonded/compulsory labour, Freedom of association/collective bargaining and right to strike, Health and safety, Working conditions (including working hours), No harsh or degrading treatment/harassment as well as the Social impact on Supply chain management and Corruption and bribery.

D.3.2.2.4 Smart working conditions to foster work life balance

[GRI 102-8] [GRI 202-2] [GRI 403-6]
[GRI 405-1]

Worldline gives priority to permanent and full-time working relations with its employees: 99% of people in the total workforce are under a permanent employment contract and 93% of these people work full time. Nevertheless, the Group strives to ease part-time work situation on request of employee if this latter considers that it is better for his or her work-life balance. Additionally, Worldline operates in collaborative mode notably tools such as Lync Sharepoint, which allows remote working (teleworking) and offers more flexibility for employees in their work-life balance.

For instance, the company has taken steps to ensure that 97% of its employees can continue to work from home, despite the difficult pandemic conditions. Whereas the pandemic situation allows it, Worldline takes a hybrid approach between working from home vs. in the office and will allow max 50% of the time in home working, independent of a full-or part-time contract. The aim is to emphasize the importance to return to the office to foster our company culture and values and at the same time to respect the individual needs of our employees. There are circumstances where employees can be asked to spend most of / all their time in the office.

Besides, in the context of mergers and acquisitions, the strategy of the Company is to ensure employment security and responsible workforce restructuring. Thanks to its continuous growth, Worldline is able to absorb all employees coming from new entities while developing them notably through its internal mobility programme

.Finally, Worldline supports local recruitment: 86% of experienced managers are local, and 79% of the Company's employees in 2021 were local.



¹ It is based on the ITUC Labour right Index: sensitive countries are countries with a score equal and above 3: [ITUC_GlobalRightsIndex_2021_EN_Final.pdf \(mutualcdn.com\)](https://www.mutualcdn.com/ITUC_GlobalRightsIndex_2021_EN_Final.pdf)



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D.3.2.3 Ensure fairness & efficiency through diversity promotion

[GRI 202-2] [GRI 405-1] [GRI 405-2] [GRI 103-2 Diversity and equal opportunity] [GRI 103-2 Indirect Economic Impact] and [GRI 103-2 Market Presence] TC-SI-330a.3.

Worldline seeks to give to all its employees an equal chance to reach their full potential in the Company regardless their gender, cultural differences, level of experience, sexual orientation or disability. Fostering diversity is not only the right thing to do, it is crucial for Worldline that its employees feel empowered and encouraged to bring their best to work. The Company commits to provide a secure working environment, that entails no discrimination and promote fair and ethical behaviours within its workforce. To materialise our commitment, out of our four Trust 2025 people KPI, two are related to Diversity and Inclusion. Likewise, various long-term action plans have been launched.

- **Gender equality:** equal opportunities for men and women, equal access for all to the same level of responsibility within Worldline. The right balance of men and women in Worldline enables innovation, creativity and collaboration in each team;
- **Cultural differences:** capitalising on Worldline's international diversity by learning to work better together and by encouraging the development of talent wherever Worldline operates. International diversity is the guarantee of the development of Worldline's global and cross-functional organisations. Diversity initiatives especially focus on trainings and local recruitment. Within Financial Services there were workshop provided on People skills for all managers, and also how to deal with cultural differences was included. Likewise various e-learning modules are available for all employees and notably hiring managers and recruiters willing to reflect and take action against unconscious bias in their daily activities and decisions;
- **Sexual orientation,** including LGBTQIA (Lesbian, Gay, Bisexual, Transgender and/transsexual, queer and/or questioning, Intersex and ally and/or asexual). Worldline has signed the United Nations' Standards of Conduct for Business and the L'Autre Cercle Charter, pledging its support to LGBTQIA people at work worldwide. Drawing on good practices, the United Nations' Standards of Conduct for Business sets out actions to protect the rights of LGBTQIA employees, such as eliminating workplace discrimination; making sure business operations do not contribute to discrimination against customers or suppliers; and working with business partners to address discriminatory practices up and down the supply chain. In 2021, with the support of its Diversity and inclusion employee network, Worldline has launched two global webinars aiming to raise the awareness on LGBT+ communities at work and how to create a safer and more inclusive workplace for our colleagues.
- **Intergenerational skills transfer:** making sure that Worldline employees, at whatever stage of their career they are in, are given professional opportunities in line with their skills and experience. The active career policy must ensure the right transfer of expertise and skills within Worldline. For instance, intergenerational skills transfers take the form of Mentoring and Reverse Mentoring Programmes. These annual or multi-year programmes support employee development and networking in the Company, through learning from younger generations or sharing with more experienced colleagues.
- **Disability:** inclusion of people with disabilities, to ensure continuity of employment and access to training and equality in career development. The employment and employability policy for people with disabilities is at the heart of Worldline's CSR commitments. As such, in France, Worldline renewed in 2020 its agreement and commitments on the employment and retention of employees with disabilities. Through this policy, Worldline and the employee representative bodies reiterate their strong commitment to continuing the action in favour of employees with disabilities implemented by the 'Mission Emploi Handicap' in accordance with the principles of (i) non-discrimination; (ii) disability compensation; (iii) equity between employees and (iv) their skills. They defined in particular a hiring plan and a job retention plan, as well as objectives and monitoring elements for the social partners and the administrations concerned. Pursuant our Trust 2025 ambition to increase the number of employees with disability within the company, a global action plan has been designed to move the needle in that direction.

Promoting Diversity & inclusion at all level

The Diversity and Inclusion programme is also about the message the Company conveys, nurturing an inclusive mind-set toward all employees. Numerous initiatives were launched at Global and local level to this end, such as:

The creation of a Network devoted to diversity and inclusion. UNITE is Wordline's new employee network that looks at equity, diversity and inclusion (EDI) in Worldline. With one simple objective: empowering all talented, ambitious and motivated Worldliners to have an equal chance at becoming leaders – if this is their professional ambition – whilst creating an inclusive workplace for us all and a culture of equality. UNITE will carry forward the following objectives:

- Understand: share best practices, relying testimonials, news monitoring, toolboxes
- Nurture: awareness sessions, training & communication, mentorship

- Include: events, networks, connections
- Teams: coordination of local initiatives, internal networks, joint teams to deliver on specific themes
- Engage: UNITE daily life, external network such as Women in Payments

Since its creation the Unite network has organised various awareness initiatives to mark the momentum and celebrate:

- The International Women’s Day
- The Pride Month during a Webinar with “L’autre Cercle” on what is an inclusive workplace
- The International Diversity Awareness Month with different events in October
- The International Day of people with Disability

The MixIT by WL association, was launched in September 2018, after having won the Sustainable Dream award. It has helped define, organise and run new training courses in the French catalogue “the impact of stereotypes in business” and the now famous “female leadership”. In order to support its approach, it has joined the CORIF (Observation Center for Gender Equality) of Hauts-de France, which offers a MOOC (Online Course) on Equality, accessible to all. The aim being to change preconceived ideas about digital jobs, by participating in digital promotion operations among young girls and children, co-organisation and speaking at technical conferences (the famous MixIT in Lyon and the Duchess, throughout the territory). It supports the Recruitment team, with participation in forums in schools and universities, where the presence of employees identifies Worldline as a company employing women in all types of positions.

The continuous effort to seek for gender fair representation in every Worldline internal and external events. More generally, regardless the topic involved, the Global Head of Diversity and Inclusion interacts with the internal stakeholders to ensure consistency in gender diversity in internal and external communication campaigns. This is a key lever to boost awareness and best practices, foster equal representation of women and men in testimonials and speaking opportunities, and ensure that corporate materials and recruitment messages are aligned with Worldline Diversity and Inclusion vision and strategy.

To leverage employee’s assets and live up to Worldline’s ambition, Diversity and Inclusion is also integrated in the action plans deployed locally that relate to:

- Excellence of the academic and IT background and skills;
- Personal Involvement: contribution to the Company’s development;
- Respect to the values of the Company: Behaviours & Mindset;
- Individual development: Continuous and regular efforts/attention/willingness to grow as a person and within the Company all along the career.

D.3.2.3.1 Focus 1: Promoting gender equity [GRI 401-1] [GRI 405-1] [GRI 103-3 Diversity and Equal Opportunity] and [WL 7]

Worldline’s commitment through the Gender Equity programme

A growing part of Worldline attractiveness as an employer brand is based on the fairness and transparency given to people in terms of recognition and promotion, notably in the form of broader responsibilities during their careers, and regardless of gender and wherever the Company operates. Worldline commits to ensuring collective fairness, equality of treatment between genders and balanced access to managerial positions in order to work better together.

To achieve this objective the Gender Equity programme was launched in 2017 as a part of the Group TRUST 2020 commitment. This programme aims to ensure that the Company applies the principle of equity for management positions by reducing the female managerial gap.

Diversity and Inclusion, more specifically, the gender equity, constitutes a key element of the Company’s TRUST 2020 programme and its successor since 2021, the TRUST 2025 programme.

Worldline appoints 34% of women in 2021. The aim is to reach 35% by 2025 despite a lower proportion of women in the professional world of software & IT, e-payment and finance.

Within the management positions (which represents the top 20% positions), there are 23% of women as last year. It constitutes a key priority of the TRUST 2025 programme and Worldline aims to reach 35%.

Managerial processes are systematically including diversity indicators. In fact, the percentage of women is taken into account in (i) compensation, (ii) training, participation in internal events, (iii) seminars, (iv) promotions and (v) expert networks.

Implementation of the Gender Equity programme and local initiatives

Although the fields of IT and engineering mostly appeal to men, Worldline employs up to 34% of female employees worldwide and constantly strives to improve this proportion. Out of this proportion of female employees, 23% females belong to the total management workforce. In 2021, 8 women were Board members out of 20 members. Worldline has identified new actions that will to strengthen women representation at all levels.





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Thus, in 2018, the Gender Equity Steering Committee has established a purposeful gender equity top twenty guidelines structured around the three pillars: "Women attraction", "Women development and promotion" and "Women retention". These pillars are supported, at global and local level, by the Human resources teams, who are responsible for formalising, promoting and deploying in all Worldline regions, the adjusted HR rules and actions to reach exemplary equal treatment for men and women in terms of recruitment, development, promotion and retention:

- **The "Women attraction" pillar** is aiming to provide concrete levers to better attract women and men talents and strengthen inclusivity in profiles Worldline recruits. These guidelines consist notably in ensuring that women and men are equally represented in all IT school partnerships, external events or corporate communication. The Company has also required from the people in charge of its recruitments to ensure that the pool of applicant is systematically comprised of both women and men candidates to systematically prevent discrimination. Additionally, 50 global job descriptions have been reviewed to be more inclusive, gender-fair and enlarge the number of candidates that can see themselves in it. This has been achieved with the support of the Textio platform of augmented writing providing neutral tone alternative suggestions when required. These job descriptions, available to all employees, can be used when creating a job requisition in Worldline tooling. Additionally, Worldline has participated to various initiatives with external partners such as the Diversity Day celebration with the European Women Payment Network or the Unicorn challenge organised by Women in Payment EMEA symposium;
- **The "Women development and promotion" pillar** was designed to grant development opportunities aligned with Worldline's diversity and enable the Company to give to all employees, women and men, an equal chance to reach their full potential. As such, Worldline deploys trainings fostering both women and men leadership. In the course of 2021, it continued to improve the women representation in Talents and Experts programmes as well as in the succession plans. We strive to reach 33% of women in every Talent and Leadership programmes that we launch;
- **The "Women retention" pillar** is aiming to better retain Worldline women and men including but not limited to ensuring that women and men are equally treated. To limit employee attrition, it is critical for Worldline to deploy HR neutral processes that will secure employees throughout their Worldline journey. This is why, gender equity criteria

has been fully integrated as a part of the annual HR Processes, notably in the People and Salary review. In alignment with the ILO Convention 100 concerning "equal remuneration for men and women workers for work of equal value", the gender equal pay is also a point of attention.

To achieve equal remuneration for all employees, Wordline has voluntarily decided to expand the French Equality Index methodology and assessment, to measure compensation gaps in 14 countries, representing 80% of Worldline workforce. This analysis relied on 5 indicators:

1. Gender pay gap: how are women paid compared to men
2. Annual Salary increases: are women increased as much as men
3. Promotion: are women promoted as much as men
4. Salary increases for employees back from parental leave
5. Diversity (W/M) in the Top 10% Highest remunerations

The outcome of 2021 analysis will be embedded into the Gender equity action plan to address the areas of improvement at Global, Global Business Lines and Country level.

To track, locally and globally, the progress of the Gender Equity Programme, associated Key Performance Indicators (KPIs) have been identified in term of woman manager representation, woman retention, attraction and evolution. These KPIs and corrective action requirements have been shared with each regional and business line Directors to identify local actions. The evolution of these KPIs are monitored monthly with the Gender Diversity Steering Committee and shared quarterly with Worldline Management Committee.

Along with the Gender Equity programme, various initiatives were launched in the different Worldline geographies to strengthen local progress such as:

- The deployment of "Woman Leadership" training in France, which is aimed to be deployed across the organisation worldwide. Since 2018, more than 22 sessions were held (including 6 in 2021 with 49 new colleagues trained), comprising in total 175 women.
- In Italy a dedicated set of webinars and meetings about Gender equity were provided for all employees, starting from a questionnaire that was distributed to ensure feedbacks and contribution from all employees.

Key results

Indicator	% of female per category
% of Women within the EXCOM and in the Business Management Committees	18%
Percentage of females in management positions	23.2%
Percentage of females	34%

D.3.2.3.2 Focus 2: Taking disabled people into account [GRI 405-1]

Worldline has been implementing for twelve years specific programmes for people with disabilities at various sites, mostly in Europe and in collaboration with employee representative bodies. Such programmes aim to better train and integrate people with disabilities (which involves their co-workers), notably by offering them interesting jobs that accommodate their disabilities. Besides, Worldline commits to better take into account disabilities in its sustainable procurement decisions, through the involvement of the sheltered workshops sector.

Encouraging accessibility and integration at the workplace

In 2021, the percentage of people with disabilities at Worldline was 2.68% within countries with a legal regulation. Each type of disability is now represented within the population declared to the HR department, from psychological diseases to physical disabilities, including severe illness. Globally and as a part of our new Trust 2025 programme, we have committed to increase by + 20% the number of disabled employees in the countries where there is a legal obligation to hire. As such, 7 countries (France, Austria, Germany, Poland, Romania, China, Italy) were identified and have designed local action plan to achieve our ambition.

Worldline therefore is deploying comprehensive actions plan at global and country level to:

- Raise the awareness of Hiring teams, Managers and employees about Disability at work;
- Remove recruitment barrier;
- Support employees with disability to remain at work;
- Strengthen communication which are digital inclusive internally and externally.

In 2021, the number of employees with disability have achieved + 6% compared to 2020, in these countries (the baseline in 2020 was 249 and the 2021 headcount is 263).

At local level, in 2008, Worldline has signed an agreement with French employee representative bodies which was renewed in 2020 and will be valid until 2022. This agreement concerns the employment and professional inclusion of people with disabilities. Moreover, particular attention is paid to the integration of people with disabilities in order to adapt the

workstation if necessary (customising the devices, etc.) or to provide awareness session for co-workers, in agreement with the person concerned.

Workplaces adjustments have been made in France, Belgium, Germany and Italy main sites and premise upgrade systematically considers accessibility for people with disabilities (with dedicated parking slots, adapted furniture, disabled-friendly toilets, special tables, extra phones for deaf people, etc.). Worldline also organised expert conference days, workshops and trainings around digital accessibility as well as training programmes for all its employees in order to foster the inclusion of people with disabilities in their teams, notably through the following initiatives:

- Actions are held throughout the year to better understand the consequences of illnesses and situations of disability through convivial moments such as shows or sports competitions;
- In France, sign language lessons are provided to make communication between deaf employees and their colleagues easier.

All these initiatives aim to support employees and applicants who are permanently or temporarily disabled, and encourage co-workers to be open-minded about disabilities.

Worldline commitment and involvement regarding people with disabilities

Worldline also uses the support of the sheltered workshops sector on both internal purchases and response to tenders. Thus, Worldline applied the first social inclusion clause for public procurement in France in 2016 and added two other clauses since. In 2019, Worldline also renewed its trust with the GEIQ Emploi & Handicap which supports the Company in implementing the social integration clause.

Besides, the Procurement department is regularly trained on the interest of using the sheltered workshops companies. As an illustration, Worldline relies on the services of such companies for diverse activities, such as maintenance of green spaces, replacements and selective sorting with “Le Grain d’Or” in Blois and Tours (France). Moreover, the recycling and reprocessing of the payment terminals is carried out by a sheltered workshop meeting Belgian national criteria (refer to this document, Section D.4.4.2).





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Being a responsible employer

D.3.3 Ensure talent attraction & retention

As a constantly growing company, attracting and retaining skilled and enthusiastic people are key. That is why Worldline focuses on its employee careers and development as a priority, through several programmes that offer personalised career management, internal mobility and support schemes

and that are considered as a crucial source of motivation by employees. Other initiatives relating to training and development programmes are detailed in this document, Section D.3.4.

D.3.3.1 Talent acquisition@ Worldline [GRI 401-1] [GRI 103-2 Indirect Economic Impacts] [GRI 103-2 Employment] and [WL 6]

Worldline's target is to attract and recruit the best talents, mainly in Information Technologies fields, including expert profiles in Big Data and cyber-security. That is why the Company has made extensive efforts to reinforce its employer brand and to develop close relations with the leading engineering, business schools and universities across its geographies. Its talent acquisition strategy is focused on a three-dimensional action plan as presented hereafter:

1. Being recognised as a first-choice employer

To be recognised as an employer of choice and a value-driven organisation, Worldline has set up a wide recruiting campaign on different platforms and via online and on-site career events with the objective to recruit trainees, young professionals and seasoned experts, but always with a long-term engagement in mind. Worldline makes extensive effort to reach different audiences in our relevant labour markets to ensure we can reach our hiring and staffing goals. Worldline strives to grow organically by hiring new people to our organisation, so the realisation of our hiring plan has highest priority.

Being a first choice employer is also ensured by our various certifications accredited from GPTW- Great Place to Work and Top Employers Institute. At Worldline efforts are made to ensure that our workplace and people processes are as best as possible for our employees, especially in for career development, internal mobility, and long term employability.

2. Attracting top-notch talents through the employer brand

Worldline works on its brand as an employer to enhance its visibility and appeal on the market. Worldline enhanced its visibility on social media to appeal talents. In line with this, Worldline acts as a responsible and inclusive employer, with strong focus on gender equity. As a leader in the payment and digital industries, the Company is also well-positioned to offer numerous and diversify career development opportunities to its employees.

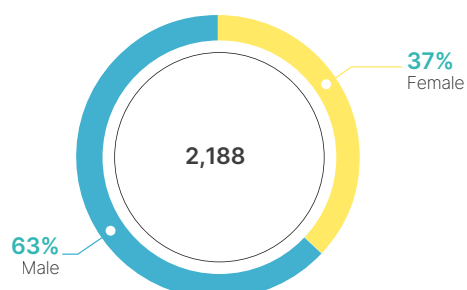
In 2021, 2,188 new hired employees joined the Company around the world, of which 819 are women [GRI 401-1].

Worldline defined a recruitment process inviting candidates to genuinely experience our values and be able to fully show theirs. Therefore a worldliner's journey starts by discovering a company he/she matches with.

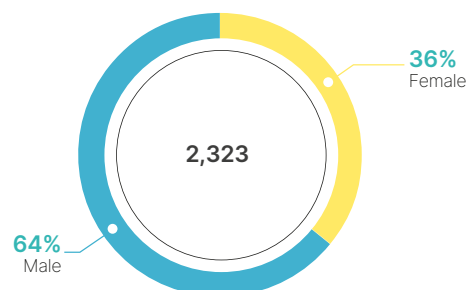
3. Welcoming and on boarding new joiners

Building on its long history marked by significant acquisitions, Worldline has developed a solid expertise in newcomers' welcoming and integration with the objective to ease the on boarding in the Company's business, culture and values. In this regard in 2021, the Group continued to work on the Employee Lifecycle project that aims to reinforce the on boarding process and the entire lifecycle at Worldline; with this strong focus on the employee it makes sure that a new joiner has all the necessary materials and access on their first day. Currently, the global roll-out of an onboarding App for all new joiners is managed, aiming for full coverage by Q2 2022. This app is focused on a globally and locally driven social and cultural onboarding process, which accompanies our newcomers in the first weeks of their employment with Worldline.

Number and rate of people entering the Company per gender



Number and rate of people leaving the Company per gender



In 2021, the turnover rate is 13.72%.

D.3.3.2 Career development @Worldline [GRI 103-2 Indirect Economic Impacts] and [GRI 103-2 Training and Education]



D.3.3.2.1 Individual development framework

Annual People Reviews

Every year, people reviews are held by HR and managers consistently in almost all countries where Worldline Group operates. They aim to anticipate individual and/or collective career moves and skills development needs in view of changes in terms of activity, technologies or organisation. The information thus gathered offers a full cartography to identify possible career paths, high potentials, key skills, difficult jobs to staff, possible successors, and where support is needed, particularly in terms of training.

People Performance management

This half-year individual interview led by managers is a key opportunity to enable employees to give their feedback, develop their skills and achieve their business goals. A full communication campaign is sent to all the employees each year to remind them of the expected benefits of these interviews and managers can attend webinars and training to help them better conduct performance appraisals and goal-setting discussions.

Worldline is fully committed to deploying a standardised bi-annual performance management process for all employees, across all countries. It provides a framework Worldline is committed to respect in order for employees to be able to

drive their career. Performance management is an on-going and continuous cycle that centres on day-to-day management, communication, objective setting, individual development planning, feedback, discussions and formal appraisals. It allows managers to provide essential information to their employees to help them develop their skills and achieve their business goals.

A full communication campaign (emails, employees & managers testimonial video) is sent to all the employees each year to remind them of the expected benefits of these interviews. Managers can attend webinars and training to help them better conduct performance appraisals and goal-setting discussions.

The Individual Development Plan (IDP)

The Individual Development Plan is a career and development instrument that helps Worldline employee create a personalised development path taking into account employees' career aspirations and mid- and long-term development objectives.

At least once a year an employee and his/her manager shall have an IDP discussion, capturing employee's development needs and the relevant development actions. Toolkits and webinars are available for the employees and the managers to help them created an IDP.

Key results

Indicators	2021
% of employees having an Individual Development Plan	24.71%
% of employees having two individual performance meetings per year	83.97%



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D.3.3.2.2 Career & Internal Mobility

Worldline offers a strong set of career alternatives through vertical or lateral promotions to ensure its employees' growth and long-term employability: management, technical and functional expertise, project management, sales, support functions, etc. As part of the Internal First initiative, The Company's ambition is that 80% of all hiring is performed internally. This initiative is facilitated by the following actions:

- Deployment of a group-wider internal career platform covering all job openings including Worldline joint ventures;
- Career and job events introducing open opportunities and hiring campaigns within the company;
- Career Talks for individually discussing employee career objectives, opportunities and needs;
- Career newsletters informing employees on job opportunities.

In addition to the managerial career path, other internal career paths have been developed as presented hereinafter.

The expert career paths through the Worldline Expert community

In 2013, Worldline initiated its Expert Community. Gathered through this community, Worldline experts are provided with numerous opportunities and a stimulating environment to nurture their skills, be recognised internally and externally and evolve in their technical discipline. In addition to a specific training path and mentoring sessions with more experienced peers, they also participate in prestigious international seminars or conferences in technical and scientific fields. Thus, by formalising a career path towards expertise with a dedicated compensation and benefits policy, Worldline experts have the opportunity to progress and be recognised with symmetry of attention compared to managers.

In 2020, we set up a new international organisation based on 11 domains of expertise integrating Ingenico's key expertise.

Domain Leaders and Co-Leaders have been appointed to lead and coordinate the activities of their domain and to foster exchanges within the community and across the organisation. An application campaign allowing our Ingenico colleagues to join the community was conducted at the end of the year, enabling the integration of more than 30 new Experts from Ingenico. After a global selection campaign in June 2021, the community counted 437 Experts in 11 different domains of expertise.

In 2021 we built a Training Curriculum for Experts, offering them an overview of courses in multiple soft skills areas, tailored to the different Expert levels.

The sales career paths

In 2018, the Worldline Global Sales entity has developed a Sales Career path to support Sales development and evolution across Worldline organisation. All skills have been identified by job category in order to create a matrix of potential development in different job areas in Sales. This provides a reading grid for training path which gives perspective in terms of career evolution, but also which ensures a continuously fit between people profiles and business needs.

Global mobility

Worldline has always considered global mobility as a key enabler of its business strategy and its employees' skills development and careers. This strong commitment was illustrated by the appointment of a Head of Global Mobility within Worldline whose mission is to define and promote the mobility strategy, support the operational HR teams in this respect and provide support for employees throughout the process. Opportunities for international mobility within Worldline cover international projects, the organisation of multi-country teams, the implementation of offshoring, and talent development programmes. Worldline's policies and processes are designed to support this strategy.

D.3.3.3 Recognition@ Worldline [GRI 202-1] [GRI 401-2] [WL 5] [GRI 103-2 Indirect Economic Impacts] and [GRI 103-2 Market Presence]

D.3.3.3.1 Compensation and benefits policy [GRI 201-3]

Worldline's Total Remuneration and Recognition Awards Policy are designed to support Worldline Group's strategic ambition and are in line with the Worldline corporate interest.

Worldline relies on its people to achieve its business objectives. In order to attract the most qualified talents of tomorrow on the market, reward performance and innovation collectively and individually, motivate, retain, and accompany employees' career development within the Company, Worldline has designed an appealing, cost effective, fair, market competitive and flexible total remuneration and recognition awards package, in accordance with the local applicable legislation and in line with its business strategy, objectives, values and long-term interests¹.

Worldline approach to compensation is based on a total package that includes a fixed salary, a variable bonus for eligible employees and essential benefits coverage aligned with market practices and applicable local regulations. First managerial lines of Worldline and key talented experts may also receive Long Term incentives such as stock-options and/or performance shares to associate them with the long-term performance and results of the Company. Worldline is also promoting a success based reward culture through recognition award programmes, enabling managers to immediately reward their teams for exceptional performance or contribution.

In all its actions and decisions related to total reward and recognition awards, Worldline respects and promotes diversity (gender, race, political views, and disability) and is committed to respect internal equality. Worldline regularly conducts benchmarking exercises of its competitors to ensure its competitiveness; both in performance level and structure, and ensure that compensation packages are in line with market practices in every location.

1. Cover for healthcare, benefits for death and disability [GRI 401-2]

A majority of Worldline's employees with permanent contract benefit from death and disability insurance. In some countries (e.g. Germany and Austria), the compulsory health insurance is fairly comprehensive, so supplementary medical benefits are generally not necessary.

Death benefits are offered to a majority of permanent employees (89%). In some countries (e.g. Germany and Austria), death benefits are included in the pension plans and provided in the form of a pension for the spouse and children. In other countries, death benefits are mainly provided in the form of lump-sum payments. The principal lump sum amount is sometimes increased according to the family status (e.g. in France) and could be doubled for a death as a result of an accident in some countries.

2. Variable compensation

Worldline believes that financial reward drives behaviour which impacts business results. The objective of the Group short-term bonus plan is to focus managerial effort on the achievement of key objectives that drive shareholder value. In this way, the short-term bonus plan is specifically designed to support the Worldline strategy and sense of purpose by pro-actively driving behaviour required to achieve overall strategic company goals.

Worldline's short-term bonus plan is based on financial criteria (mainly Revenue, OMDA, Free Cash Flow and Order Entry) and non-financial criteria (like Quality and Individual objectives which could include People Development objectives). The plan described is also fully applicable to all Ingenico employees as of January 1st, 2021. Depending on local constraints and negotiated local collective agreements, deviations from those Group short-term bonus guidelines could apply. In order to secure the full year achievement - in the context of Worldline 3-year strategic plan-, the performance objectives are set and reviewed on a half-year basis. For each performance indicator, the Executive Committee sets:

- A target the attainment of which results in getting 100% of the on-target variable compensation in respect of this indicator;
- A floor which defines the threshold below which no variable compensation for that component is due;
- A cap which defines the threshold above which the variable compensation for that indicator is limited to a ceiling % of its on-target amount;
- The elasticity curve which accelerates the amount of the variable compensation due upwards and downwards according to the level of achievement of each of the objectives.

¹ In developing and implementing its remuneration package, Worldline mitigates the risks related to unacceptable behavior and strives to limit any incentive to take unwanted or undue risks.



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The bonus objectives are defined and weighted according to the importance of the business objective. Moreover, in order to reinforce the mitigation of the risks relating to unacceptable behaviour:

- The scope of the financial objectives is determined collectively and based on audited financial targets as defined in the Company Budget;
- The pay-out curves per financial and non-financial indicator are capped;
- Any bonus paid by Worldline can be reclaimed or reduced by Worldline when:
 - It has been granted on incorrect information concerning the realisation of certain goals and achievements having led to a restatement of the financial results,
 - The beneficiary did not adhere to the standards regarding suitability and proper behaviour,
 - The beneficiary was found guilty by a final Court decision and responsible for conduct/behaviour that resulted in a decrease in the financial position of the Company. No variable compensation will be paid to the concerned eligible employee if he/she is dismissed for gross negligence or with good cause.

D.3.3.3.2 Profit sharing agreements and incentive schemes

Profit Sharing Agreements

For Worldline Social and Economic Unit :

Profit sharing is a mandatory measure in France for companies or "Social and Economic Unit" ("SEU") with at least 50 employees, providing for the redistribution of a "special profit-sharing reserve", if such a reserve is made available at the end of the calendar year. Within the current scope of the SEU Worldline, a profit-sharing agreement has been signed on 28 May 2019 for an indefinite period. This agreement is applicable to all employees of the current UES Worldline companies in France, having an effective seniority of 3 months, continuous or not, within one or several companies of the UES Worldline.

For Ingenico Social and Economic Unit:

Within the current scope of the SEU INGENICO, a profit-sharing agreement has been signed on 15 June 2020 for an indefinite period. This agreement is applicable to all employees of the current UES Ingenico companies in France, having an effective seniority of 3 months, continuous or not, within one or several companies of the UES Ingenico.

For Worldline E-Commerce Solutions France (former Ingenico E-Commerce Services) :

No Profit Sharing

For Worldline Prepaid Services France (former Ingenico Prepaid Services France) :

No Profit Sharing

Incentive Schemes

For Worldline Social and Economic Unit :

An incentive scheme is an optional device whose purpose is to allow the Company to associate more closely, by means of a calculation formula, employees in a collective way to the running of the Company, and more particularly to its results and performance. During the first half of 2021, the Management has invited union representatives to negotiate a new incentive agreement for the year 2021. The new Incentive scheme was signed on June 17, 2021 (for 1 year). During the first half of 2022, the Management will invite union representatives to negotiate a new agreement.

For Ingenico Social and Economic Unit :

In addition to the employee profit-sharing scheme required under French law, Ingenico Group has set up an optional incentive program based on financial and non-financial metrics that enables all employees to participate in the Group's success.

The incentive program of the SEU Ingenico, including Ingenico Group SA, Ingenico Business Support SAS, Ingenico Terminals SAS and Worldline MS France (former Ingenico France SAS) was renegotiated as a collective agreement signed on June 28, 2019 for the period 2019-2021.

This agreement was subject to an amendment in 2020 to include the 3 companies that joined the Ingenico SEU at the end of 2019. Following Ingenico's acquisition by Worldline, this agreement was subject to an amendment in 2021 to re-define the financial objectives, threshold and curve for the calculation of the optional incentive envelope. During the first half of 2022, the Management will invite union representatives to negotiate a new agreement (for 1 year or 3 years – it has not been defined yet).

For Worldline E-Commerce Solutions France (former Ingenico E-Commerce Services) :

The incentive program of the Ingenico E-Commerce Services was negotiated as a collective agreement signed in June 2021 for the year 2021. During the first half of 2022, the Management will invite union representatives to negotiate a new agreement.

For Worldline Prepaid Services France (former Ingenico Prepaid Services France) :

The incentive program of the Ingenico Prepaid Services France was negotiated as a collective agreement signed on June 27, 2019 for the period 2019-2021.

Employees in Belgium are also associated in a collective way to the Worldline SA/NV and equensWorldline SE results and performance, as well as to the achievement of collective Key Performance Indicators negotiated every year, through the payment of immediately available premiums benefitting from a local specific tax and social security treatment.

D.3.3.3.3 Collective Retirement Savings Plan (“PERCO”) [WL 5]

For Worldline Social and Economic Unit :

As part of the pension reform in France, a Collective Retirement Savings Plan (PERCO) was implemented as a unilateral measure in 2019, for the benefit of the employees of the current French legal entities. It enables long-term investment for retirement through voluntary payments in a favourable tax framework with assistance from the employer. In the context of the French legislation (“Loi PACTE”) (law no. 2019-486), this scheme might be subject to future changes.

For Ingenico Social and Economic Unit :

For SEU Ingenico companies in France, an agreement, for an indefinite duration, for the Collective Retirement Savings Plan was signed on June 23, 2016 followed by 3 amendments of which the latest was signed on June 16, 2020.

Employees can choose to make voluntary payments or apply all or part of their incentive or participation rewards to the scheme, with matching employer payments of up to 100% of each payment made up to €1,500 gross per year per employee and 50% beyond that, up to a limit of €2,500.

For Worldline E-Commerce Solutions France (former Ingenico E-Commerce Services) :

No Collective Retirement Savings Plan.

For Worldline Prepaid Services France (former Ingenico Prepaid Services France) :

No Collective Retirement Savings Plan.

Group Savings Plan

For Worldline Social and Economic Unit :

A group or company savings plan is a collective savings system that offers employees of adhering companies the opportunity to build investment portfolios with the help of their employer, with beneficial tax and social contributions. In particular, it may receive contribution from a profit-sharing or incentive scheme. The implementation of a group savings plan is mandatory in France in companies that have already set up a profit-sharing agreement.

A Group Savings Plan was concluded for the benefits of Worldline employees on October 6, 2014 for an indefinite duration. This plan is available to adhering companies of the Worldline Group, and offers employees of these companies, with more than three months seniority, the possibility to subscribe to Worldline shares in company mutual funds (“fonds commun de placement d’entreprise” – “FCPE”), in the framework of the employee shareholding plan “Boost” of Worldline. The last amendment to the Plan dated September 15, 2021.

For Ingenico Social and Economic Unit :

A company savings plan enables employees of the SEU Ingenico subscribing entities to make voluntary deposits or invest the amounts received under the incentive program or employee profit-sharing scheme. They are eligible to receive an employer’s contribution under conditions.

For SEU Ingenico companies in France, an agreement for the Employee Savings Plan, for an indefinite duration, was signed on the June 23, 2016 followed by 5 amendments of which the latest was signed on June 22, 2020.

For Worldline E-Commerce Solutions France (former Ingenico E-Commerce Services) :

The applicable company savings plan enables employees of IECS to make voluntary deposits or invest the amounts received under the incentive program. They are eligible to receive an employer’s contribution under conditions. An agreement for the Employee Savings Plan, for an indefinite duration, was signed on May 18, 2016.

For Worldline Prepaid Services France (former Ingenico Prepaid Services France) :

The applicable company savings plan enables employees of the IPSF to make voluntary deposits or invest the amounts received under the incentive program. An agreement for the Employee Savings Plan, for an indefinite duration, was signed on May 20, 2016.

Employee Stock Ownership Plans “Boost”

Worldline has offered its own Employee Stock Ownership Plan (“Boost”) several times in the past. Previous offerings took place in November 2014, December 2015, December 2018, and December 2020. More details on these plans are available in the respective Registration Document. More than 30% of the eligible population participated to the last employee shareholding plan. On December 8, 2021, Boost was launched again. The participation rate is not known as the subscription period is still ongoing.

Stock-Options/Performance Shares

The Board of Directors decided, during its meeting held on May 27, 2021, and upon the recommendation of the Remuneration Committee, to proceed with the allocation of a maximum of 117,150 stock-options and 686,435 ordinary performance shares of the Company in favour of the Worldline Senior Executive Officers and other eligible individuals part of the Group Executive Management team and of the first managerial lines of Worldline, key talents, key experts and selected juniors.

The characteristics of the performance shares and stock-options plans are identical to the plan described in Section [G.3.1.4] to the benefit of the Senior Executive Officers.

Performance shares and/or stock-options plans have also been allocated in 2014, 2015, 2016, 2017, 2018, 2019 and 2020. The details of those plans are available in the Registration Document for the concerned year. Besides, detailed information on the number of outstanding shares or stock-options relating to previous grants and on the achievement of the performance conditions are available in Sections [G.3.3.4, G.3.3.6, G.3.3.7].





D.3.4 Promote training & human capital development

[GRI 404-1] [GRI 404-2] [GRI 404-3] [GRI 103-2 Indirect Economic Impacts] and [GRI 103-2 Training and Education]

In a rapidly evolving market, sustaining competitive advantage, companies must learn faster than their competitors, maintain knowledge about new products and processes, leverage expertise-based insights on what is happening in the outside environment and produce creative solutions using the knowledge and skills of all within the organisation. Given the critical aspect of learning in an innovative and high-skilled

industry leader in a context of continuous change, Worldline puts a specific priority on the skills development and knowledge sharing of its employees to keep the organisation dynamic and prepared for change. In this regard, Worldline continuously strives to be a learning organisation and regularly thinks about how to bring learning to its people in different ways.

D.3.4.1 Skills development @Worldline

[GRI 103-2 Training and Education] and [GRI 103-2 Indirect Economic Impacts]

To ensure the quality and relevance of its trainings, Worldline has set TRUST 2025 objectives in the area of Learning & Development: 32 hours of training per employee by 2025, while maintaining high satisfaction with training quality. Each

year, Worldline assesses the relevance of its training for learners, and evaluates courses both instructor-led and online through learner surveys, ensuring quality and relevance for a continuously reskilling workforce.

Key results

Indicator [GRI404-1]	2016	2017	2018	2019	2020	2021
Average hours of training that employees have undertaken during the year	25.14	28.13	26.32	21.44	18.11	17.09

	2016 trainings	2017 trainings	2018 trainings	2019 trainings	2020 trainings	2021 trainings
Overall satisfaction with training course	86.50%	88.40%	87.75%	89.50%	88%	89%
Improvement of the required skills enabled by this training course	82.88%	85.57%	86.50%	88.47%	87%	79%
Satisfaction of the quality of the trainer (my learning objectives were met)	85.42%	88.47%	88.63%	89.73%	91%	90%
Satisfaction with the training methods used for this training course (standard of the course materials)	80.85%	84.28%	84.58%	86.39%	86%	89%
Application of the training knowledge/skills in their current role	72.29%	74.62%	87.67%	85.47%	75%	88%

D.3.4.1.1 The global Training Plan [GRI 404-1]

Worldline creates an environment of continuous learning by creating learning opportunities across a wide range of topics to ensure ready skills for career development, performance, and workforce readiness. The aim is to ignite employee enthusiasm and engagement in learning and growth to build relevant skills and capabilities aligned to the business strategy and the industry, and to grow leaders for the future.

As such, the Worldline Global Learning Offer has been built across six major categories:

- **Technology Skills** – Hot technology skills and learning paths grow tech careers at Worldline with lab-based hands-on virtual and instructor-led training for programming, development, testing, architecture, infrastructure, agile methods, project and program management, including certification. Our technology library includes over 500 channels, with more than 8,000 courses, organised into career-progressive learning paths for Technology and IT professionals.

- **Professional Skills** – With over 10,000 courses in our professional skills library, employees, managers and leaders grow and maintain power skills for interacting with others, teambuilding, productivity, high-performing behaviours, desktop technology proficiency and more.
- **Language Skills** – Mastering additional languages empowers our teams to better collaborate and reach and support our customers; our language programs progress team members through internationally recognised fluency levels using modern interactivity and practice techniques for rapid language development.
- **Our Solutions & Industry** – Our Payments and solutions programs feature our industry-leading experts sharing their knowledge in interactive programs with local and global audiences, from new hire foundations level through senior experts and scientists mastering the leading techniques and insights in our industry.
- **Leadership & Management Development** – Our comprehensive Leadership Development Program provides well-timed progressive milestone training for new managers, First Line Leaders, Senior Level Leaders, and a range of ‘hot topic’ skill builders for the management and leadership techniques needed for the current environment.
- **Quality, Security & Risk** – To ensure we deliver on trust, we provide and track targeted completion against ‘All Employees’ and ‘Targeted Audience’ trainings.

1. Technological expertise/IT delivery

Worldline strengthened the technological expertise of its employees by identifying both internal and external certification programmes. The Company offers certification and certification training in the following topics:

Example de certifications internes en 2021

- PAYMENTS Fundamentals
- PAYMENTS Certification
- PCI-DSS

Example de certifications externes en 2021

- ITIL Foundation V3
- ISTQB
- Agile Methods
- Agile Scrum Leader
- Management 3.0
- Project Manager PMP
- Project Manager Prince 2
- AWS, Google Cloud, and other technology-specific certifications

2. Company and leadership culture

The Worldline Leadership Development Programme multiplied its impact on the leadership community of Worldline in 2021 by multiplying available program seats by ten times former volumes. The highly rated programs, formerly piloted, were immediately rolled out across geographies and time zones to grow the management and leadership pipeline, and serve our employees with people-oriented leaders.

Throughout the year, the Leadership Development Program highlighted the latest expert-led content on Diversity & Inclusion, Managing Remote Teams, and Pandemic Response for Leaders, to name a few. The foundational programming then bolstered ongoing management skills development including teambuilding, communications, interpersonal skills, coaching, change management, strategic thinking, decision-making, collaboration and innovation.

First Line Leader (FLL)

For First Line Leaders, our 6-week action-learning program blends digital content, collaborative and peer learning, pre-work and a personal development plan to build skills on return to the workplace. The target group for the First Line Leader Programme (FLL) is managers with a minimum of one year of management experience.

The First Line Leader program aims to: (i) increase skills and confidence to lead and manage others; (ii) understand the drivers as well as those of others and therefore make the most of the team’s own values and drivers; (iii) enable participants to explore new and familiar skills to drive and motivate the team; (iv) practice core skills essential for engaging with others; and (v) share best practices, real life situations and learning from other colleagues’ experiences.

QUOTE FROM PARTICIPANT: “The [First Line Leader] program gives very useful insights that can be used and experienced in the day to day life within the organisation as well in the personal life.”

QUOTE FROM PARTICIPANT: “You want to be able to deliver a clear message and coach the team to achieve set goals. It sounds so easy but it’s so hard at times. Participating in a programme like this gives you the understanding of all the different aspects of leadership and can give you the tools to be a better leader. It also enables relations between all of our different parts of Worldline, which should never be underestimated. I welcome all opportunities of getting to know new sides of this great organisation.”





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Being a responsible employer

Senior Level Leader (SLL)

For Senior Level Leaders, our 7-month action learning program blends virtual workshops that are interactive, reflective and pragmatic where key tools and skills are explored to really enable participants to further develop one's own leadership, own Worldline business insight, as well as develop one's own team. Managers with at least five years of experience and second level or higher management responsibilities are the target group of the Senior Level Leader (SLL) programme. The programme aims to consolidate and support Leadership Growth by enabling leaders to (i) build deeper clarity about authentic leadership, strength and development priorities; (ii) deepen the appreciation for the Worldline context in which one operates; (iii) explore postures to navigate changing and uncertain environment; (iv) cultivate engagement and trust in critical stakeholder relationships; (v) reinforce confidence, accountability within own teams in the context of change; and (vi) share best practices real life situations and learning from other colleagues' experiences.

QUOTE FROM PARTICIPANT: "Coaching is a whole new dimension, where I can grow and help my managers to grow with me."

QUOTE FROM PARTICIPANT: "This [Senior Level Leader] session was a turning point for me...I changed my perspective on how I see and act in particular change situations ...-Change is not perceived and accepted in the same way by employees...ambiguity and anxiety would be the right description of emotional situation for them. Now I better realise where we are and how I can help our employees to get through this change."

The Manager Programme

This programme aims to bring clarity and sense to manager's function and to promote managers community through various events such as the conferences organised in France since a few years.

In the continuity of 2019 and 2020 actions, the steering committee continued to organise workshops on-site and remotely. 2021 common thread for the Manager Programme was "taking care of myself and others". In this sense, several events have been organised (e.g. meditation workshops, conferences on various topics: the neurosciences, how to bounce in a crisis situation, positive leadership, etc.). Webinars have been proposed to support managers in the HR exercises. Moreover different tools such as the Manager Checkup and Perf Manage-R are now available for managers in order to reflect on their role and posture.

Innovative management programme

This programme initiated in France aims at giving all employees and managers access to the tools to enable them to develop autonomy, team cohesion and commitment. A 2-day training course is offered, where participants come in teams to discover and put into practice tools and methodologies (communication, ability to delegate, skills development, team building) to achieve a more agile organisation.

A new training "become a facilitator" was added to develop the ability to activate collective intelligence. New short formats "meet-up" (30 minutes bi-monthly) have been proposed to discover a tool, present a concept, test a workshop, listen an experience feedback; on various topics. A community is assembled in a common tool (350 people) and all sessions usually gathered around 80 people. All information and replay are available in their blog: <https://worldline.io/fr/innovateam/>

3. Worldline core sectorial trainings

Ethics and security mandatory trainings – reviewed in 2021

To achieve Worldline's ambition to maintain the most stringent ethical standards within its organisation and operations, and integrate them in day-to-day tasks, it is critical that all employees work together and consistently follow the Company's compliance policies. That is why the Company has set annual mandatory training for all its employees relating to the following areas.

Key results

Core trainings	2021 Completion
Code of Ethics	94.7%
Creating Values for our Clients	71%
Security & Safety Awareness	94%
PCI-DSS	95%
Data Protection Awareness	95%
Secure Coding Awareness (2 Parts)	92%

In 2021, in addition to a comprehensive review of all mandatory e-learning content, updates were made to the Anti-Corruption, Anti-Money Laundering and Safety and Security Awareness courses in the context of new market conditions and regulatory standards.

D.3.4.1.2 Development programmes and events

Learning Days

Each year, Worldline shows its commitment to learning by hosting global and local events in the form of "Learning Days". The live and virtual-live events feature external speakers and Worldline leaders and experts, with the in-demand topics critical to employees and the business. This initiative adopted and customised in every Worldline country aims at fostering the innovation and technological expertise so critical to the continuous development of Worldline engineers and, more generally, of all employees. During these one or two days dedicated to training and knowledge sharing, employees, on a voluntary basis, are offered a learning experience as well as the opportunity to hear about all the training and development options in Worldline in a warm atmosphere. The business benefits of this programme is to make sure Worldline employees can improve their skills by choosing the right training for them and a career evolution that enables them to reach their full potential while answering the Company's need. Dozens of topics are scheduled and took place remotely spread out over five different formats: conferences, e-learning, self-testing, meeting, and sharing session.

Mentoring, Reverse Mentoring and Group Coaching development programmes

Since its launch in 2014, 962 employees (mentor-mentee pairs) in France and Belgium have taken part in this programme, whose aim is to:

- Boost the development of young employees;
- Develop individual careers, strengthen internal mobility within the Company;
- Share the Company values, develop cooperation, and the network dynamic;
- Develop interpersonal skills and strengthen intergenerational ties.

In parallel of this Mentoring programme, Worldline France has rolled out the Reverse Mentoring programme, embarking 385 workers since the start in 2016. This six-month programme of sharing expertise from new generations mastering digital technologies to older employees not yet accustomed to new media social networks for instance, aims to support personal and professional development, strengthen intergenerational links, and respond to the issues of digitalisation in the Company. The Company's ambition is to deploy these two programmes in others entities.

In 2019, Worldline France also launched the Peer Mentoring Programme, which engages peers from different backgrounds. Same job but differential experiences to share. They began with manager profiles and since 2020 with all functions in the company.

In 2021 Worldline continued the Equity Mentoring Programme, opened on the outside of the Company. It allows people in complex situations (often far from the world of business) to benefit from the support of a mentor to facilitate their insertion into employment. Our partnership is "*Nos quartiers ont du Talent*".

The business benefits of all these mentoring programmes are to promote skills development and transfer between employees in informal ways while reinforcing networking, cohesion and wellbeing. It is a community, animated by more than 30 referents in France, soon with new referents from Ingenico's team.

Group coaching has also now been added to the Worldline development landscape, first piloted to help empower and align newly transformed teams in 2021. The fully virtual group coaching programs brought teams together with expert coaches to build team cohesion, address ways of working, and effectively provided intensive support in the context of remote and hybrid teaming that was new to many teams and leaders.

Worldline Expert community (refer to this document, Sections D.2.2.1.2 and D.3.3.2.2).

Hacky Days: new "Tech sessions" within Worldline. Due to the Covid-19 crisis, the event was replaced by a virtual session.

D.3.4.2 Talent management@ Worldline [GRI 103-2 Training and Education]

As part of Worldline's ambition to be the first payment industry employer brand, managing its talents to develop and motivate them is key priority. At Worldline every employee can become a talent, if they perform high and have the determination it takes to excel and grow in potential to shaping the future of the Company. A talent has the leadership potential to be effective in future roles with broader responsibilities at higher organisational levels. A talent can be a top performer with high potential for growth or with business critical expertise, a manager or expert, at the beginning of the journey in the Company.

In order to strengthen and renew its talent base and business performance, Worldline performs a People Review every year, on a global level as well as on a local level. In order to have a reliable evaluation, all Management Committees review and validate the people review outcome for their scope. Once identified, the goal is to include these talented individuals in critical positions succession plans but also to build and follow up on their individual development plans.



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Through Talent management @Worldline, the Company aims at: (i) maximising visibility of talented employees, boosting their mobility internally and accelerating their development and giving them priority for the most critical positions within the group; and (ii) supporting business success today and tomorrow by putting the right talent in the right job at the right time and building a stronger pipeline of ready high potential successors internally.

Worldline talented individuals follow Worldline Group's programmes dedicated to talent development to help them grow. In 2021, we built a Talent Development Framework to guide managers in the follow-up of their Talents after the People Review, including concrete actions to support their development. A toolkit for managers managing Talents is available, presenting different types of development offerings, such as One Worldline Academy, Coaching or 360° for development.

ONE Worldline Academy

The One Worldline Academy consists of talent development programmes for three different target groups: Emerging Talents, Senior Talents and Expert Talents. It has been created in partnership with Hult EF Corporate Education.

#One team #one Worldline is the red thread through all programmes, building upon each other and bringing global streams together in their mid-learning journey. The learning offering is experiential, and with an immersive and facilitative focus, while also hard skills and toolkits are taught. Inside-out and outside-in thinking is stimulated and the core themes of the Academy are 21st Leadership Agility, Customer-centric Strategy 4.0, and Inclusion & Diversity.

Emerging talents will focus on accelerating individual and team leadership skills, enhancing self-awareness and a growth mind-set, translating strategy into action. Senior talents look into the way of leading global teams and change in the wider organisation, polarity management, co-shaping the strategy. While, for Expert Talents, the focus is on communication and influencing skills, as well as capturing a larger organisational picture. Ego, eco and intuitive leadership framework is used as a common denominator in the One Worldline Academy.

The new talent programs saw increased enrolments in 2021, doubling participant seats, and effectively increasing opportunities for top talent for these highly sought-after programs.

One Culture – One Worldline

To further grow and align as an organisation, Worldline's One Culture initiative works to deepen and integrate our common identity, in the context of remarkably impacting our organisational performance as we align our strategy and culture with our customers and markets.

We live our values of Innovation, Excellence, Cooperation and Empowerment, and further deepen them through our 'Bridges' change projects that create meaningful improvements to our ways of working, our processes, our solutions, our behaviours and our methods.

Crafting this One Culture is about incorporating the values in the daily life. This is about designing the target « world ». A « World » is « how people think and act ». The target world is our four values in action. We define our target world by four criteria:

- Greatness: What defines my performance as a team ? What am I proud of?
- Recognition: Who recognises this performance and on which principles?
- Collective Interactions: What are our collective working methods?
- Decision-making: On what criteria are decisions really made? What types of arguments convince?

Each of our business units and global functions has taken the opportunity in 2021 to define their target world in the context of the market in which each business unit operates, continuing to innovate and look ahead, co-creating with our leaders and teams our vision for our future organisation. Thousands of surveys, hundreds of one-on-one interview and group roundtable participants, with dozens of teams collaborated to create impactful change projects, already resulting in process improvements saving thousands of task-days, increased market revenues and market access, and improved employee and team engagement.

Coaching programme

In 2021, we rolled out the pilot of a new Coaching program dedicated to Talents. It is an opportunity for Worldline's employees with high potential who are encountering a transition phase or who need to improve specific soft skills. They benefit from individualised and personalised support from a certified coach to reach their goals and professional objectives.

360° for development

The pilot of our new 360° for Development was set up in 2021 to provide Talents with a development map based on concrete, observable and actionable feedbacks from key people they work with within the organisation.

This program participates in the creation of a culture of valuable feedback and learning.

D.3.5 Key performance indicators about Human Resources

[GRI 102-8] [GRI 102-41] [GRI 201-3] [GRI 202-1] [GRI 405-1] [GRI 405-2]
[WL 5] [WL 6] [WL 7] [WL 11]

Indicator	Standard				Perimeter 2021		Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Organizational workforce										
Number of employees at the end of the reporting period (legal staff)	GRI102-8 TC-SI-330a.3.	17,078	12,603	11,959	100%	-	100%	-	100%	-
Females at the end of the reporting period (legal staff)	GRI102-8 TC-SI-330a.3.	5,807	4,116	3,767	100%	-	100%	-	100%	-
Males at the end of the reporting period (legal staff)	GRI102-8 TC-SI-330a.3.	11,271	8,487	8192	100%	-	100%	-	100%	-
Total employees (including supervised workers: interims + interns + subcos)	GRI102-8 TC-SI-330a.3.	23,238	17,487	16,389	100%	-	100%	-	100%	-
Percentage of employees with a permanent contract	GRI102-8 TC-SI-330a.3.	99%	96%	97%	100%	-	100%	-	100%	-
Males with a permanent contract	GRI102-8 TC-SI-330a.3.	11,257	8,384	8,042	100%	-	100%	-	100%	-
Females with a permanent contract	GRI102-8 TC-SI-330a.3.	5,651	4005	3588	100%	-	100%	-	100%	-
Percentage of employees with a temporary contract	GRI102-8 TC-SI-330a.3.	1%	4%	3%	100%	-	100%	-	100%	-
Males with a temporary contract	GRI102-8 TC-SI-330a.3.	70	377	150	100%	-	100%	-	100%	-
Females with a temporary contract	GRI102-8 TC-SI-330a.3.	100	206	179	100%	-	100%	-	100%	-
Percentage of employees in full time working	GRI102-8 TC-SI-330a.3.	93%	91%	83%	100%	-	100%	-	100%	-
Number of males in full time employment	GRI102-8 TC-SI-330a.3.	10,987	8,230	7,313	100%	-	100%	-	100%	-
Number of females in full time employment	GRI102-8 TC-SI-330a.3.	4,953	3,253	2,265	100%	-	100%	-	100%	-
Percentage of employees in part time working	GRI102-8 TC-SI-330a.3.	7%	9%	20%	100%	-	100%	-	100%	-
Number of males in part time employment	GRI102-8 TC-SI-330a.3.	340	375	879	100%	-	100%	-	100%	-
Number of females in part time employment	GRI102-8 TC-SI-330a.3.	798	814	1,142	100%	-	100%	-	100%	-

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Indicator	Standard				Perimeter 2021		Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Hires										
New employees hires during the reporting period	GRI401-1	2,188	1,202	1,775	100%	-	100%	-	100%	-
Males hires during the reporting period	GRI401-1	1,369	736	1,148	100%	-	100%	-	100%	-
Females hires during the reporting period	GRI401-1 GRI405-1 TC-SI-330a.3.	819	466	627	100%	-	100%	-	100%	-
Departures										
Number of employees leaving the company during the reporting period	GRI401-1	2,323	1,210	1,283	100%	-	100%	-	100%	-
Males leaving the company during the reporting period	GRI401-1	1,498	772	870	100%	-	100%	-	100%	-
Females leaving the company during the reporting period	GRI401-1	825	438	444	100%	-	100%	-	100%	-
Employee engagement										
Global turnover rate	GRI 401-1	13.72%	9.84%	10.73%	100%	-	100%	-	100%	-
Voluntary attrition		9.7%	-	-	100%	-	100%	-	-	-
Social dialogue										
Percentage of employees covered by collective bargaining agreements	GRI102-41	76.5%	73.03%	72.94%	100%	-	100%	-	97%	-
Benefits to employees										
Percentage of Permanent employees participating in Death Benefits	GRI401-2	91.7%	92%	91%	83%	-	100%	-	79%	-
Percentage of Temporary employees participating in Death Benefits	GRI401-2	92.4%	84%	66%	83%	-	100%	-	79%	-
Percentage of Permanent employees participating in Disability benefits	GRI401-2	95.3%	95%	95%	83%	-	100%	-	79%	-
Percentage of Temporary employees participating in Disability benefits	GRI401-2	92.4%	84%	66%	83%	-	100%	-	79%	-
Percentage of Permanent employees participating in Health Care	GRI401-2	100%	100%	100%	83%	-	100%	-	79%	-
Percentage of Temporary employees participating in Health Care	GRI401-2	95.6%	98%	98%	83%	-	100%	-	79%	-

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Indicator	Standard				Perimeter 2021		Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Absenteeism rate and health and safety indicators										
Global Absenteeism Rate	GRI 403-9 GRI 403-10	-	3.02%	3.48%	73%	-	70%	-	65%	-
Number of countries above 10 employees implementing action plan regarding health, safety and well being of employees	GRI 403-9 GRI 403-10	100%	-	-	100%	-	-	-	-	-
Training & development										
Average hours of training that employees have undertaken during the year	GRI404-1	17.09	18.11	21.44	82%	-	100%	-	90%	-
Average hours of training per male employee	GRI404-1	12.64	19.21	22.33	82%	-	100%	-	90%	-
Average hours of training per female employee	GRI404-1	17.13	15.81	19.33	82%	-	100%	-	90%	-
% of employees having had at least one training a year		88%	-	-	93%	-	-	-	-	-
% of employees having an Individual Development Plan	GRI 404-1	24.71%	-	-	74%	-	-	-	-	-
% of employees having two individual performance meetings per year	GRI404-3	83.97%	-	-	74%	-	-	-	-	-
Number of employees attending Global leadership programme		238	-	-	100%	-	-	-	-	-
Talent attraction & retention										
% of apprenticeship and traineeship among the employees		2.3%	-	-	100%	-	-	-	-	-
% of jobs filled with internal candidates and internal promotion		63%	-	-	82%	-	-	-	-	-

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Indicator	Standard				Perimeter 2021		Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Proportion of senior management hired from the local community										
Number of national senior managers	GRI202-2 TC-SI-330a.3. TC-SI-330a.1	1,438	372	419	100%	-	100%	-	100%	-
Total number of senior managers	GRI202-2 TC-SI-330a.3. TC-SI-330a.1	1,666	427	465	100%	-	100%	-	100%	-
Percentage of national senior managers	GRI202-2 TC-SI-330a.3. TC-SI-330a.1	86%	87%	90%	100%	-	100%	-	100%	-
Number of national employees	GRI202-2 TC-SI-330a.3. TC-SI-330a.1	13,538	9,923	10,888	100%	-	100%	-	100%	-
Percentage of national employees	GRI202-2 TC-SI-330a.3. TC-SI-330a.1	79%	89%	91%	100%	-	100%	-	100%	-
Number of national employees recruited	GRI202-2 TC-SI-330a.3. TC-SI-330a.1	1,651	913	-	100%	-	100%	-	100%	-
Percentage of national employees recruited	GRI202-2 TC-SI-330a.3. TC-SI-330a.1	75%	82%	-	100%	-	100%	-	100%	-
Percentage of employees located offshore	GRI202-2 TC-SI-330a.3. TC-SI-330a.1	6%	5%	-	100%	-	100%	-	100%	-
Employee satisfaction										
Participation rate to Great Place to Work Survey	TC-SI-330a.2.	68%	73%	71%	100%	-	100%	-	96%	-
Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey		64%	65%	63%	100%	-	100%	-	96%	-
Percentage of positive responses to "Taking everything into account, I would say this is a great place to work"	TC-SI-330a.2.	60%	63%	60%	100%	-	100%	-	96%	-
Gender Equity										
General ratio women / men Annual in Basic Salary within the Worldline's job families	GRI405-2	0.84	0.83	0.84	100%	-	100%	-	100%	-
General ratio women / men in Total Remuneration within the Worldline's job families	GRI405-2	0.83	0.82	0.83	100%	-	100%	-	100%	-
% of Women within the EXCOM and in the Business Management Committees		18%	-	-	100%	-	-	-	-	-
Percentage of women that had promotions during the year	GRI405-1 TC-SI-330a.3.	10.6%	18%	51%	100%	-	100%	-	100%	-

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Indicator	Standard				Perimeter 2021		Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenu	Per employee	Per revenu	Per employee	Per revenu
Percentage of men that had promotions during the year	GRI405-1 TC-SI-330a.3.	11.2%	15%	57%	100%	-	100%	-	100%	-
Difference between the percentage of employees increased and the percentage of employees increased returning from maternity/paternity leave	GRI405-1 TC-SI-330a.3.	0.03 pts	-	-	70%	-	-	-	-	-
% of women on the Worldline Leadership Programmes	GRI405-1 TC-SI-330a.3.	31%	-	-	100%	-	-	-	-	-
% of women on the Worldline Talent Programmes	GRI405-1 TC-SI-330a.3.	26.42%	-	-	100%	-	-	-	-	-
% of women within the Scientific communities	GRI405-1 TC-SI-330a.3.	28.13%	-	-	100%	-	-	-	-	-
% of women within the Expert communities	GRI405-1 TC-SI-330a.3.	13.82%	-	-	100%	-	-	-	-	-
% of women within the management positions		23.2%	22%	25%	89%	-	100%	-	100%	-
Difference between % of women within top 10% of remuneration and % of women at same level		0%	-	-	100%	-	-	-	-	-
Diversity & Inclusion										
Number of disabled employees in the countries imposing legal requirements		263	-	-	100%	-	-	-	-	-
% of disabled workforce in the countries imposing legal requirements		2.68%	-	-	100%	-	-	-	-	-
People here are treated fairly regardless of their age		78%	78%	73%	100%	-	100%	-	96%	-
People here are treated fairly regardless of their gender		90%	85%	84%	100%	-	100%	-	96%	-
People here are treated fairly regardless of their race or ethnicity		86%	89%	89%	100%	-	100%	-	96%	-
People here are treated fairly regardless of their sexual orientation		91%	91%	90%	100%	-	100%	-	96%	-
People here are treated fairly regardless of disability		90%	89%	89%	100%	-	100%	-	96%	-
Diversity Perception (GPTW)		89%	81%	87%	100%	-	100%	-	96%	-

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Global Absenteeism Rate: In 2021, Worldline has made the decision not to publish the absenteeism rate for two exceptional reasons. On one hand the integration of Ingenico entities in 50 countries with differences in ways of calculating it and in reporting systems made it very difficult to have a consolidated Group indicator, and, on the hand, the absenteeism due to Covid with or without sick leave depending on the country rule that were changing very often within the countries and inconsistently across countries introduced a big distortion in the data.

Actions will be implemented in order to increase the reliability of this KPI for 2022 such as harmonization of rules and automatization of some manual reporting. It is also expected that the Covid impact will hopefully be reduced.

% of disabled workforce in the countries imposing legal requirements : Inclusion of France, Germany, Austria, Poland, Italy, Romania and China.

Average hours of training that employees have undertaken during the year : Payone is excluded from the scope.

% of jobs filled with internal candidates and internal promotion : Former Ingenico employees are excluded from the scope.

% of employees with an Individual Development Plan : Worldline Germany (but including former SPS employees in Germany), Equens Worldline Germany, Worldline Austria, Ingenico Germany and Landi are excluded from the scope.

% of employees with two individual performance reviews per year : Worldline Germany (but including former SPS employees in Germany), Equens Worldline Germany, Worldline Austria, Ingenico Germany and Landi are excluded from the scope.

% of employees with at least one training course per year : In 2021, it was not possible to exclude SSTs from the final value. Payone is excluded.

Difference between the percentage of employees increased and the percentage of employees increased returning from maternity/paternity leave : For employees in maternity/paternity leave, the employees with maternity/paternity leave ending in 2021 are considered. The geographies considered are the following : Europe, APAC and America.

% of Women within the EXCOM and in the Business Management Committees : Business Management committee refers to Global Business Line (GBL) Line Head and N-1 direct and dotted reports

Number of disabled employees in the countries imposing legal requirements : The countries having a legal requirement are the following : France, Germany, Austria, Poland, Italy, Romania, China. TSS is included in the final value

D.4 Being an ethical and fair partner in business

[GRI 102-9] [GRI 103-3 Social economic compliance]

D.4.1 Meet the highest level of ethics for all stakeholders

[GRI 102-16] [GRI 102-17]

To develop the trust of its stakeholders while processing finances and sensitive data, Worldline integrates business ethics as an absolute requirement and has no tolerance for unethical behaviour, be it within its organisation or in its supply

chain. Such expectations are covered by Worldline’s three significant extra-financial Ethics & Value chain gross risks that structure this chapter and for which mitigation measures are described as follows.

Key results and targets

Topic	Indicator	2021	Target 2025
	% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100%	100%
Sustainable procurement	% of total expenses assessed by EcoVadis out of strategic suppliers expenses	86%	90%
Ethics & Compliance	% of alerts investigated and related actions plan defined within 2 months	87%	100%



Ethics & value chain risk	Risk description	Worldline action plan	Related opportunities	Main monitoring KPIs
Compliance with laws and regulations <i>For more details, refer to this document, Sections D.4.2 and F.</i>	In a context of changing regulations, Worldline faces ethics and compliance challenges throughout its geographies. The Company has to ensure full compliance with the applicable laws all along its value chain, notably with its suppliers. This risk will be even more emphasised following the integration with Ingenico. In fact, Worldline is expanding its geographical scope and will therefore be subject to additional regulations. Furthermore, Ingenico is more present in risky countries in terms of Human rights’ exposure Key topics: general environmental policy, Human Rights policy	Worldline organises the follow-up of the main applicable regulations in countries where it operates. As an example, Compliance department is in charge of the regulatory watch related to AML, Corruption, Data privacy and sanctions		<ul style="list-style-type: none"> ● GRI 419-1 Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulation ● GRI 419-1 Significant Regulatory Enforcement fines ● TRUST 2025 % of alerts investigated and related actions plan defined within 2 months



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Being an ethical and fair partner in business

Ethics & value chain risk	Risk description	Worldline action plan	Related opportunities	Main monitoring KPIs
Bribery and corruption <i>For more details, refer to this document, Sections D.4.3 and F.</i>	<p>Ensuring business ethics within the value chain is not only key to protect Worldline's reputation (as its technologies could be used to facilitate fraud), and prevent the Company from undergoing legal proceedings, it is also crucial for responding to stakeholder expectations, particularly those of communities, including citizens. This risk will be emphasised following the Integration with Ingenico as it is present in countries with a high corruption score (corruptions perceptions index) (e.g. Russia and China)</p> <p>Key topics: fight against corruption, fight against fraud and tax evasion</p>	<p>As a signatory of the United Nations Global Compact, Worldline has a Code of Ethics. The Code of Ethics is accessible to every employee's. It sets out the principle of anticorruption, fraud and ethics. Group policies detail these principles. Main suppliers' contracts include the 'business partner commitment to integrity' including the same anti-corruption principles</p>	<p>Operational excellence/ Reputation resilience/Legal & internal control mechanisms/ Trust & compliance throughout the value chain</p>	<ul style="list-style-type: none"> ● GRI 205-2 Percentage of employees trained in Code of Ethics ● GRI 205-3 Actions taken in response to incidents of corruption
Responsible procurement & due diligence in the value chain <i>For more details, refer to this document, Sections D.4.4 and F.</i>	<p>Worldline's ability to work with suppliers and subcontractors to uphold its CSR values and standards is key to ensure (i) the respect of Human rights standard as well as labour law ones and, (ii) the environmental norms throughout the entire value chain (duty of vigilance). This risk will be enhanced with the Ingenico's integration. Furthermore, considering Ingenico's activities in the assembling of terminals, it will be utmost crucial to increase the traceability of the supply chain in order to avoid any conflict minerals and other controversial substances.</p> <p>Key topic: relationship with suppliers and subcontractors</p>	<p>Worldline is engaged in a continuous dialogue and has defined different levels of commitment with its suppliers to reduce technical, social and environmental risks and ensure ethical business practices all along the value chain (notably sharing Worldline's suppliers charter and using EcoVadis assessment).</p>		<ul style="list-style-type: none"> ● Percentage of strategic suppliers evaluated by EcoVadis ● GRI 204-1 Proportion of spending on local suppliers ● TRUST 2025 % of total expenses assessed by EcoVadis out of strategic suppliers expenses ● TRUST 2025 % of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified

The TRUST 2025 programme emphasises on the below objectives:

- 100% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified;
- 86 % of total expenses assessed by EcoVadis out of strategic suppliers expenses.

In order to achieve these two objectives by 2025, Worldline's action plan is threefold:

- First, implementing a systematic segmentation of its supplier database to identify more accurately its strategic suppliers and have dedicated CSR expectations and monitoring towards them,
- Second, integrating the CSR performance (assessed through the EcoVadis rating) as an integral part of the overall performance assessment for strategic suppliers by making the rating mandatory through contract clauses and further negotiations levers,

- Third, setting minimum expectation score for strategic suppliers evaluated through the Ecovadis rating so that the supplier can continuously improve its CSR performance and reach an acceptable score as defined by Worldline and in accordance with EcoVadis' medals levels. In this regard, Worldline communicates its expectations towards low performer suppliers at least annually, and offers them support in defining an improvement roadmap, through dedicated one-to-one exchanges at the initiative of the supplier.

For more information, please refer to the Worldline 2021 Universal Registration Document, Section D.4.6 Develop responsible procurement & due diligence in the value chain.

- 88 % of alerts investigated and related actions plan defined within 2 months

To encourage its Employees and Partners to raise their concerns or report any violation of our Code of Ethics and values, Worldline has improved its Alert system by taking the following actions:

- Enhancing communication on the whistleblowing mechanism established in 2020;
- Updating the Global Compliance Alert Policy in regards of requirements of the Whistleblower Directive (Directive (EU) 2019/1937), and the latest guidelines of the French Anti-Corruption Agency * (As described in section D.4.2.1.1);
- Redefined the KPIs related to Compliance Alerts to ensure effective monitoring * (As described in section [D.4.8]).

Furthermore, awareness on ethical topics is a key component of a strong TRUST culture. To enhance Employee's awareness, Worldline has continue to train Employees on the Code of Ethics and launch a specific anti-corruption training for exposed function *(As described in section D.4.2.1.3).

KPIs on training completion have been implemented for both of these training *(As described in section [D.4.2.1.3]).



D.4.2 A compliance culture supported by strong governance [GRI 102-17] [GRI 102-33] [102-34] [GRI 103-1 Procurement Practices] [GRI 103-1 Anti-corruption] [GRI 103-1 Compliance] [GRI 419-1] [GRI 103-1 Socio-economic compliance] [GRI 205-3] [GRI 419-1] **and** [GRI 103-1 Procurement Practices] [GRI 207-2 Tax governance, control and risk management]

D.4.2.1 Worldline culture of compliance

D.4.2.1.1 Worldline Code of Ethics as the backbone of the Company's ethics and policies [GRI 102-16] [GRI 102-17] [GRI 207-2 Tax governance, control and risk management]

Worldline's Code of Ethics was reviewed, updated, and approved by the CEO in 2020. Furthermore, the Code is prefaced by Worldline CEO, showing the commitment of the management to covey the Code's values.

Strong involvement by the Human Resources department has ensured a consistent and thorough implementation, particularly in countries requiring representatives of employee to be involved.

The Code of Ethics makes a direct reference to Worldline Corporate Values, establishing ethical practices as the backbone of Worldline's business strategy: Innovation, Excellence, Cooperation and Empowerment. These principles imply that Worldline treats its employees as well as third parties with integrity, based on merit and qualifications, prohibiting any form of discrimination. The Code of Ethics also reminds employees the need to act honestly, impartially and with integrity in their day-to-day work, and in compliance with the legal framework applicable to each country where Worldline conducts its business. To this end, the Code of Ethics has been included in the employee's employment

contract since 2011. Suppliers, partners and third parties who assist Worldline in its business activities must commit to respecting the principles of the Code. Additionally, a mandatory e-learning training on the Code of Ethics is organised for all the Group employees to share knowledge on this key document (refer to this document, Section D.3.4.1.1).

The Code of Ethics introduces the right of any Group employee to disclose behaviours or actions deemed inconsistent with the values and principles of the Code of Ethics (refer to this document, Section D.4.2.4.4). The Compliance alert system has been established in line with the requirements of the French Data Protection Authority (CNIL) and the European Directive of December 2021. Line management, the Head of Ethics and Anti-Corruption, Human Resources and the Legal Department are points of contact for any employee raising an alert, ensuring that the rights of employees, and the sender or subject of the alert, are protected accordingly. The employee who raises the alert is assured complete confidentiality in relation to the alert. The employee shall not be subjected to any penalty or retaliatory measure or discrimination, provided that he/she acted in good faith and without the intention to cause harm, even if the events relating to the alert prove inaccurate or no action is subsequently taken. All alerts that reveal fraudulent behaviour, significant lapses or material shortcomings in internal controls can result in corrective measures and/or disciplinary measures and/or legal action. Anonymous reports will be considered, except if not permitted by local laws.



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In 2020, the Global Head of Ethics and Anti-Corruption, has implemented a new whistleblowing mechanism: The Integrity Line.

The Integrity Line is an external tool available to Worldline Employees and its Third Party, to enable and encourage them to report their concerns.

Along with this new addition, the Global Compliance Alert Policy has been updated in 2021 to comply the requirements of the Whistleblower Directive (Directive (EU) 2019/1937), and the latest guidelines of the French Anti-Corruption Agency.

The updated Global Compliance Alert Policy:

- Formalises the treatment of an alert specifying the different steps to be followed;
- Enhances the assurance of protection of the reporter;
- Establishes a specific Committee chaired by the Compliance Function for the adoption of corrective actions;
- Provides clear guidelines on the treatment of anonymous alerts;
- Provides clear information on data privacy measures related to the treatment of alert received.

Any case subject to the Alert Process is reported to the Global Head of Ethics and Anti-Corruption, who will report to the Compliance and Data Protection Committee any case investigated and confirmed as a critical concern at Group level. All governance matters as far as compliance is concerned are described in Chapter F. Risk Factors in this document.

The Global Compliance Alerts Policy gives an overview on how the Group acts on prevention, detection and reaction of compliance breaches including the protection of the person as well raising the alert. Roles and responsibilities are clearly set and guidelines on confidentiality and information management included.

In 2021, 21 alerts have been reported highlighting breaches with Worldline's Code of Ethics. All alerts have been investigated and actions have been taken as suitable in the given contexts. The majority of the alerts were related to behavioural findings, conflict of interests and theft, all at different geographies

The treatment of the alerts has been completed through the engagement and mediation of the human resources department and the audit department. 16 out of 21 alerts have been deemed admissible. All of these 16 alerts have been closed.

D.4.2.1.2 Code of Ethics and Privileged information [GRI 205-2]

- **Duty to act in Good Faith, Protection of confidentiality and privileged information:** Worldline protects both its own confidential information and the information provided

by its customers, suppliers and partners (refer to Section D.2.4). Moreover, Worldline sets up rules to prevent insider trading and misconduct. In addition, Worldline ensures that in their decisions and actions, Worldline employees act in good faith, such as refraining from acting in an inappropriate manner of any kind, including disparaging the services provided by the Company to its clients and misappropriating the use of Worldline services and assets for personal benefit.

- **Conflicts of Interest:** Worldline undertakes to ensure that all decisions taken by anyone of its employees within the framework of professional duty are taken objectively and impartially, in the interest of Worldline and not based on personal interest, whether financial or family. Consequently, employees are asked to inform the Company in the event they would be in a situation of conflict of interest with Worldline's competitors, partners, customers or suppliers. In 2021 Worldline has updated the Global Conflict of Interest Policy to improve Worldline's Conflict and Interest Declaration Process.
- **The Code of Ethics' principles are not the only mandatory provisions applicable within Worldline.** A standard of policies established by the different departments and adopted by the Group, governs each employee activities, who must comply with these rules regarding, in particular, delegations of authority, mandatory contractual clauses for clients and suppliers' contracts, the selection of potential employees and their training or the selection process for business partners among other requirements.

In order to ensure market transparency and integrity in Worldline securities, the Company aims at providing its investors and shareholders, under conditions that are equal for all, information on its activities and performance. Worldline requires all senior managers or employees having access to critical information to follow special rules, contained in a guide, to prevent insider trading.

- **Insider Trading:** The undue use or disclosure of inside information constitutes a stock market regulation or legal violation which are liable to criminal, regulatory (*Autorité des Marchés Financiers* – AMF) and civil proceedings. Accordingly, no employee shall in particular disclose any inside information to third parties or deal, attempt to deal or recommend or incite dealing in Worldline securities when he or she is in possession of any inside information.
- **Dealing during closed periods:** Employees who are likely to have access on a regular basis to confidential information must not deal in Worldline securities, whether directly or indirectly, during any "closed period". A closed period is defined as six weeks prior to the publication of Worldline's annual financial results, 30 days prior to the publication of Worldline's half-year statements and four weeks prior to the financial information for the first and third quarters.

- **Hedging of stock-options and performance shares.** All eligible employees are prohibited to put in place, by means of derivatives or otherwise (right to purchase or sell at a certain price or any other term and conditions) against Worldline stock price changes from their exposure to the potential value of:
 - Stock options they are entitled to until the beginning of such options' exercise period,
 - Performance shares they were awarded, during acquisition and blocking periods.

D.4.2.1.3 Building and maintaining a strong culture of compliance [GRI 205-2]

The Company aims to disseminate the values and principles of integrity entailed in the Code of Ethics so that all its employees embrace them. To achieve this goal, Worldline conducted in 2021 a comprehensive and mandatory online training. Since, 2014, Worldline has imposed to all its new employees an e-learning on the Code of Ethics, regardless of their jobs function, country and hierarchical level. This training aims to ensure a better understanding of Worldline's Code of Ethics

and promote the adoption of fair practices on a daily basis. In 2021, 94.7% of Worldline employees completed the programme [GRI 205-2].

To ensure that the Employees are regularly up to date with the latest regulation, the Code of Ethics training is updated when the Code itself has been updated.

Additionally, to ensure a deeper understanding of the specific risks related to corruption, top management and exposed functions must attend the specific training on the fight against corruption. In 2021, the scope of exposed functions has been extended to more than 500 employees and 88% completed this anti-corruption training.

In 2021, complementary to the annual Anti-Money Laundering ("AML") training dedicated to most exposed functions, a new AML awareness training intended to top managers has been launched with aim at expanding awareness. In 2021, in total more than 6,800 of Worldline's management and critical employees have completed their Anti-Money Laundering Training. Furthermore, a mandatory training devoted to Data Protection has been created. 94% of employees have completed the training.



Key results

Indicators	2015	2016	2017	2018	2019	2020	2021
Percentage of employees trained in Code of Ethics E-learning	71%	82%	95%	95%	95%	96%	94.7%

D.4.2.2 Worldline's compliance governance [GRI 102-34] [GRI 205-1] [GRI 205-3] [GRI 419-1]

The Worldline Group Compliance Charter, as published in 2019, sets forth the principles regarding to the positioning and governance of the Compliance Function at Worldline Group. The Compliance Function assists Worldline Group to carry out its mission with integrity and in accordance with applicable legal and regulatory requirements and the highest ethical standards.

Worldline Group has the following objectives related to Compliance:

- Preventing and mitigating of Compliance Risks;
- Embedding in all its activities Compliance with rules and ethical principles applicable to Worldline as well with Worldline's Code of Ethics, Integrity policies and Compliance policies;
- Establishing and maintaining effective Compliance management and control systems, including monitoring and reporting;
- Promoting a culture of Compliance and integrity within Worldline, its business and its employees.

The aim is to prevent loss of integrity, as well as financial, legal and reputational damage and also to protect each company within the Worldline Group and/or one of its employees from prosecution or sanctions due to non-compliance with rules. Worldline's Compliance Function acts as part of the second line of defence, within the three lines of defence model used in Worldline.

This three-lines-of-defence structure is in place in all countries where Worldline operates and can be defined as follows:

- 1. Front line staff and management in operations and support functions.** Internal control and systems as well as the culture developed and implemented by these managerial units is crucial in ensuring compliance;
- 2. Risk management and Compliance Functions.** These functions provide the oversight and the tools, systems and advice necessary to support, challenge and monitor the first line in identifying, managing and monitoring risks and ensuring compliance;
- 3. Internal audit function.** This function provides a level of independent assurance in order that the risk, compliance management and internal control framework works as designed.



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The increased importance of compliance subjects in the enlarged organisation, with more regulated entities, required an enforced team to ensure group and local compliance coverage. Expertise has been increased since November 2020 by assigning teams globally and on business line level to follow-up on key subjects: Financial security (money-laundering, sanctions, export controls), Ethics, Anti-Corruption and Third Party Management and Regulatory Compliance.

The Global Head of Compliance has a direct reporting line to the Worldline CEO. The Global Head of Compliance relies on experts at global and local level within the managerial units to deploy compliance matters across the Group. The bridge with the Legal and Contract Management Department is made via regular formal and informal exchanges.

Meeting structures have evolved towards an extended Compliance structure on global level, reporting directly to the Worldline CEO and as such sharing Compliance topics with the highest level of management.

The outlined governance aims to achieve:

- An improved connection with top management focusing on priorities and progress of the risk based Compliance Programme;
- A stronger involvement of the business and enhancing cooperation and alignment between first and second line of defence, sharing achievements and future requirements on Compliance.

To support these objectives, exchanges are organised through the different following meeting structures.

Meeting structure	Scope	Participants & topics addressed
Local Compliance meetings	They cover specific compliance questions in operations for the unit, and take place on a regular basis.	Regularly organised in operations at Managerial Unit level.
Local QSRC (Quality, Security, Risk & Compliance) Committees	They serve in the compliance context the objective of cooperation and information sharing on a monthly basis with the business.	Participants in these Committees are representatives of first and second line of defence with a Global Business Line or Regional Business Unit scope.
Group QSR (Quality, Security & Risk) Committee	This body relates compliance challenges and issues with a cross regional impact or coverage, on a quarterly basis. Inputs are based on Local QSR Committees.	The Committee is led by the Group Head of QSR and gathers Group operations and second line functions.
Audit, Risk and Compliance Committee	At the highest level in the Group, the Group Compliance Function reports to this Committee taking place twice a year. This latter aims to oversee Worldline's effectiveness in internal control, risk management and internal & external compliance and to communicate on the milestones related to the Group Compliance Programme.	Chaired by the Deputy CEO and Head of Group Internal Audit, this Committee gathers the GBL heads, the CFO, Group Head of HR, Head of Legal Compliance and Contract Management, the CIO and the Head of Quality, Security, Risk and Compliance.
Group Compliance and Data Protection Committee	At Group management level, the Compliance Function reports three times a year on the compliance achievements, corruption, data protection and anti-money laundering risks and the compliance plan.	Chaired by the CEO, this committee gathers notably the GBL heads, the CFO, Group Head of HR, Head of Legal and Contract Management, the CIO and the Head of Quality, Security, Risk, Compliance, and special guest if required.

In 2021, no significant fine (fine above above 100,000€) for non-compliance [GRI 419-1] or claim related to corruption [GRI 205-3] was reported for Worldline.

In 2021, no cases deemed critical were reported at global level [GRI 102-34].

D.4.3 Towards Worldline's Duty of Care (Vigilance Plan) [GRI 102-11] [102-5] and [GRI 102-15]

D.4.3.1 Legal framework

The French law on Duty of Care applies to any company having its head office in France which, at the end of two consecutive financial years, employs at least 5,000 employees by itself and in its direct or indirect subsidiaries whose head offices are also located in France, as well as to any company having its head office in France and employing at least 10,000 employees itself or in its direct or indirect subsidiaries regardless of where their head offices are located.

Such company establishes and effectively implements a vigilance plan relating to the activity of (i) the company itself, (ii) the companies under its control and (iii) The activities of the subcontractors or suppliers with whom it maintains an established commercial relationship. It can therefore notice that these risks and infringements exceed the sole perimeter of Worldline.

This plan should include the followings and must be made public :

- a risk mapping aimed at identifying, analysing and classifying such risks;
- procedures to regularly assess, in accordance with the risk mapping, the situation of subsidiaries, subcontractors or suppliers with whom the company maintains an established commercial relationship;
- appropriate action to mitigate risks or prevent serious violations;
- an alert mechanism that collects reporting of existing or actual risks, developed in working partnership with the trade union organisations representatives of the company concerned; and
- a monitoring scheme to follow up on the measures implemented and assess their efficiency.

Please note that the notion of risks designates the risks to right-holders in line with the UNGPs and not the risks to the company.

D.4.3.2 Worldline eligibility

Worldline's headquarter is based in France. As the number of Employees has significantly increased with the acquisition of Ingenico, it reached the threshold of the French legislation. For this reason, it is currently working on its duty of care's plan in order to be compliant by November 2022.

D.4.3.3 Governance devoted to the Vigilance Plan

In this regard, two Committees have been established: a project committee and an executive committee that both gather members of the following group department: compliance, CSR, risk management and procurement. The project committee meets every two weeks in order to : (i) analyse the requirements of the Duty of Vigilance Law, (ii) define and implement actions to close potential gaps with the Duty of Vigilance Law and, eventually (iii) publish a Vigilance Plan before November 2022.

D.4.3.4 Establishment of the Vigilance plan

1. Preliminary work regarding the Plan scope

At this stage, Worldline determined the geographical scope of the duty of vigilance. It is based in 54 countries including 13 high/medium risk countries and comprises 242 sites including 93 sites in high/medium risk countries. Regarding the suppliers, we will focus on the top 10 vendors in terms of revenue, the offshoring services, the subcontractors and the component suppliers. Those are located in 24 High/Medium countries.

The list of high and medium risk countries is based on the EcoVadis data base. EcoVadis created a country risk map on the following CSR's topics: environment, health and social, Human rights and governance. In order to classify the various countries in which Worldline or its suppliers are present, we focused on the specific rating devoted to Human rights which can vary between 0 and 10. The medium and high risks countries are those with a rating equivalent and lower than 5/10.

2. A risk mapping [GRI 102-9 Supply chain] [GRI 102-5]

Risk identification. The following list of risks has been approved. Worldline will, in the next stage, create KPIs according to those risks as well as control mechanisms.



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Human rights

Personal rights

- Discrimination
- Sexual harassment
- Mobbing/ workplace harassment
- Discrimination towards autochthon population¹

Working conditions²

- Freedom of association
- Child labour
- Forced labour
- Modern slavery
- Rest & leisure

Conflict minerals (3TG + Cobalt)

- Risk that they are mined through forced labour
- Risk to finance armed conflicts/ group

Health & safety

- Physical hazards (ergonomic, noise, temperature)
- Chemical hazards
- Indecent workplace (building, access, abestos)

Environment

- Waste management
- Pollution (CO₂, chemicals)
- Ressources efficiency (energy, water, raw materials)
- Biodiversity

Please refer to this document, Section D.4.4.2: Ensure due diligence through its suppliers' risk assessments for the processes already in place regarding Worldline's suppliers.

3. Assessment procedure

Please refer to this document, Sections D.4.4.2: Ensure due diligence through its suppliers' risk assessments and D.4.4.4 Improve continuously its suppliers' performance (including sustainability) for the processes already in place regarding Worldline's suppliers.

4. Actions to mitigate these risks

Thanks to the risks mapping and assessments, Worldline will be able to classify and prioritise suppliers for which further assessment and mitigation actions are needed with regards to compliance, security, data protection, etc. This process is addressed together with operations, procurement, compliance and risk teams. Buyers are regularly trained to integrate best responsible procurement practices in their day-to-day operations.

Please refer to this document, Sections D.4.4.2: Ensure due diligence through its suppliers' risk assessments, D.4.4.3

Promote responsible purchasing practices and D.4.4.4 Improve continuously its suppliers' performance (including sustainability).

5. Worldline whistleblowing procedure and system [GRI 103-2 Anti-Corruption] [GRI 103-2 Indirect Economic Impacts] [GRI 102-16] [GRI 102-17] [GRI 102-33] [GRI 205-2] [GRI 102-34]

As mentioned in section D.4.2.1.1, the Code of Ethics introduces the right of any Group employee to disclose behaviours or actions deemed inconsistent with the values and principles of the Code of Ethics. In this regard, a Compliance Alert System has been put in place and covers undoubtedly the risks covered by the French law on Duty of Care (namely risk of violation of Human rights and fundamental freedom, threats to the health and safety of people and the environment).

More precisely, the Compliance alert system, in which the setting of a unique email address, communicated to employees and partners, allows these latter to first report breaches: ComplianceWorldline@worldline.com. The procedure is similar for employees and partners.

¹ It might be affected through our carbon offsetting.

² Those risks may be emphasised through offshoring.

D.4.4 Fight against bribery and corruption

[GRI 103-1 Anti-corruption] [GRI 103-1 Socio-economic compliance]
 [GRI 103-2 Anti-Corruption] [GRI 103-2 Indirect Economic Impacts]
 [GRI 419-1] [GRI 207-1 Approach to tax] [GRI 207-4 country by country reporting]

D.4.4.1 Policies against corruption and specific type of fraud

[GRI 102-17]
 [GRI 103-2 Anti-Corruption]
 [GRI 103-2 Indirect Economic Impacts]
 [GRI 207-1 Approach to tax]
 [GRI 207-2 Tax governance, control, and risk management]
 [GRI 207-3 Stakeholder engagement and management of concerns related to tax]
 [GRI 207-4 country by country reporting]

- As a signatory of the United Nations Global Compact since 2016, and with the appointment of Worldline to the Board of Directors of the Global Compact France in 2020, Worldline has implemented several internal policies and processes to prevent compliance risks such as bribery, corruption, violations of competition laws, export control laws, and fraud in general all along its value chain. The following policies are applied throughout the Company. It received no complaints from customers or suppliers related to corruption. As a preventive measure, several policies have been issued and implemented:
- **Worldline's business related fraud risk management:** Worldline Group, as a provider of payment services and payment solutions, has put in place all necessary organisational and technical measures, in accordance with the highest standards (e.g. PCI certification) to minimise the risk of fraud. As a commercial acquirer, the Group must ensure compliance with payment security and card scheme rule. The Group's Fraud risk management department has implemented various policies and procedures to address these risks. For example, the Group has also developed a Fraud Detection & Reaction (FD&R) application that allows the detection of fraud in near real time based on a data analysis application. Furthermore, the Group's risk mitigation process has been enhanced with additional features to better manage residual risks, such as geo-blocking, real time blocking, fall back de-activation and back-up systems.
- **Anti-bribery and Anti-corruption policy (regarding gifts or benefits):** To protect Worldline from any disproportionate gift or benefit given or received by a Worldline employee, an updated policy was rolled out in 2020, aiming to screen gifts, invitations and other benefits

of which Worldline would be provider or recipient. A summary of the Policy has been published on Worldline website as Worldline Anti-Corruption Statement. As participant to the United Nations Global Compact, Worldline subscribes to anti-bribery principles in "all its forms, including extortion and bribery". The policy includes guidelines on donations and sponsoring, on forbidding contributions made or received for political purposes which could damage Worldline's reputation, provision of money, gifts, entertainment or hospitality or anything else to any government of public officials or their close associates. The purpose of the latest update was also to include a section devoted to fraud. In fact, fraud is not the object anymore of a stand-alone policy and is integrated within the ABAC one.

D

D.4.4.2 Preventing tax evasion

- **Tax compliance:** Worldline aims to comply with tax laws, rules, and regulations in the countries where the Group operates. In this respect, the Group pays the right amount of tax in the countries where it generates profits and value is created. This behaviour is achieved in accordance with domestic and international rules and standards as well as applying the OECD principles to transactions within the Group. Hence, the cross-border intercompany transactions within the Group are based on the arm's length principle and are documented in each country according to the local and international transfer pricing rules, and disclosed to the local authorities whenever required,
- **Tax risk management:** Given the complexity of the international tax environment, a certain degree of tax risk and uncertainty is inherent in the Group's business activities, due to challenges in the application of local laws and regulations, errors when completing tax returns and regular audits by the tax authorities. However, the Group is committed to disclose all relevant facts and circumstances to the tax authorities. Where disagreements over the interpretation of tax laws arise, the Group works proactively to seek to resolve all issues by agreement, where possible, and reach acceptable and sustainable solutions in order to lower its exposure to risks.

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



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

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

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

- **Tax transparency:** In order to prevent any case of tax avoidance, where tax law is subject to interpretation, the Group may take a written opinion so as to support the decision-making process or may engage transparent discussions with tax authorities to secure alignment on interpretation of tax rules. Moreover, the Group complies with its reporting obligations, in particular as regards the Country by Country Report (CbCR), which is prepared and filed according to the French tax law and the international guidelines,
- **Regarding the country by country reporting [GRI 207-4]** it has not been carried out this year but it will be in the future.

D.4.4.3 Monetary contributions as part of our public and regulatory affairs

Public and Regulatory Affairs are clearly positioned in the internal organisation with a direct report to the CEO and the strategy of influence aims to:

- Anticipate regulatory changes and react to public decisions;
- Directly promote the expertise of the Company;
- Orchestrate the workflow of information among the Company on the key topics to mobilise the impacted divisions;
- Enhance the Company' image by generating positive opinions and commitment.

Worldline does not make monetary contributions to candidates for elected office, political parties or Election Committee in any country. Moreover, in its Anti-Bribery and Anti-Corruption, Anti-Fraud Policy, Worldline prohibits the provision of money, gifts, entertainment or anything else to any government or public officials and/or family members or persons known to be close associates of government and public officials ("Officials") for the purpose of influencing such officials in order to obtain or retain business or a business or commercial advantage, or otherwise in relation to decisions that may be seen as beneficial to Worldline's business interests.

Regarding the management of the voting rights attached to membership in associations and professional organisations, a preliminary analysis of the topics to be voted in General Assembly is done especially concerning the election of the chairman in an autonomous manner to avoid conflict of interest by our representatives.

From May 2020, Worldline is a founding member of an association named the European Digital Payments Industry Alliance (EDPIA) with other key players in the payment industry. Nexi and Nets were among the initial founders as well as Ingenico. In 2021 new members named Aircash, Buckaroo and Hipay joined EDPIA.

In March 2021, EDPIA was accepted as observer at the Euro Retail Payments Board (ERPB) supervised by the European Central Bank. In June 2021, EDPIA was also selected to be part of the Payment Systems Market Expert Group (PSMEG) monitored by the EU Commission.

Thanks to EDPIA, Worldline has now direct access to European policy makers with the ambition to fuel the completion of the Digital Single Market.

At the European scale, Worldline is part of the transparency register held by the European Commission under the Identification number 257888538969-50.

Still on the subject of Worldline's participation in professional associations, a careful follow-up of each contribution is consolidated and steered by Public and Regulatory Affairs. This makes it possible to avoid duplicating memberships and also to ensure that each contribution is associated with a division that addresses the business issues in line with the association's *raison d'être*. Following the merger with Ingenico, rationalisation work has been undertaken, again with a view to greater efficiency and to avoid the undue payment of several membership fee.

	2021
EDPIA	49,660 EUR
Contributions to political campaigns, organisations or candidates	0
Trade associations or tax-exempt groups	2,017,606 EUR
Total contribution	2,092,726 EUR

D.4.5 AML, terrorism financing, export control and sanctions

[GRI 102-9] TC-SI-520a.1



The European payments market is characterised by rapidly evolving technologies, regulatory requirements, standardisation trends and increased customer focus on cost awareness, process control and risk management. The regulatory focus is shifting from a banking view towards a broader view that includes the payment industry. As new parties enter the payment landscape, the complexity and dependencies are increasing, hence the growing need for regulation and expert knowledge in a company like Worldline, capable of ensuring compliance.

As Europe's leading payment services provider, Worldline combines long-standing proven expertise in traditional mass payment systems (issuing, acquiring, intra- and interbank payment processing) and innovative e-commerce and mobile payment solutions. The Group provides Europe's most extensive end-to-end service portfolio both for payments and card transactions and offers cross-border availability of value-added services for banks, financial institutions and corporations.

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

standards for Eurosystem oversight of all types of FMIs in the euro area under the Eurosystem's responsibility.

A very important part of the legal and regulatory framework applicable to the payment industry is the compliance with anti-money laundering and countering the financing of terrorism (AML/CFT) laws and regulations.

Worldline operates in accordance with legislation relating to the fight against money laundering and the financing of terrorism.

As such, it takes into account the international AML/CFT related standards, the European legislative framework with, as core reference, the 4th EU AML Directive (AMLD4¹) and subsequent amending² or supplementing rules as well as national AML/CFT laws and regulations.

Effective AML/CFT regimes are essential for the protection and the integrity of markets and of the global financial framework. These regulations help mitigate the factors that facilitate financial abuse. Proper Know Your Customer/Customer Due Diligence procedures (KYC/CDD) are vital parts of every financial institution to be compliant with the legal and regulatory framework and to reduce fraud and criminal activities within the payment sector.

Worldline regulated entities subject to AML/KYC laws and regulations have a compliance function including an AMLO responsible for implementing regulatory requirements in terms of anti-money laundering. Likewise, AMLOs report directly to the member of the Board of Directors designated as senior responsible for ensuring compliance with the anti-money laundering law.

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

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



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Analysis of atypical operations and declaration of suspicions

- Analysis of atypical operations: Atypical operations are the subject of internal reports also called SAR / STR.
- Declaration of suspicion: Internal reports determine whether to report transactions to the appropriate authorities.
- Disclosure prohibited: Internal procedures provide for non-disclosure of statements to any third parties.

Sanctions and export control. Worldline strives not to process or engage in activity for a sanctioned individual, entity, organisation, country targeted and blocked by international and national sanctions. Worldline respects the legislation in this area and relies on specialised partners to ensure an adequate screening of customers and their transactions with regard to international and national lists. The procedures foresee the reporting of information to the competent authorities if necessary.

Eventually, regarding the total amount of monetary losses as a result of legal proceedings associated with anti-competitive behaviour regulations: Worldline did not disclose this information as being too sensitive.

D.4.6 Develop responsible procurement & due diligence in the value chain [GRI 102-9] [GRI 103-1 Procurement practices] [GRI 103-2 Indirect Economic Impacts] [GRI 103-2 Procurement practices] [GRI 204-1] and [GRI 205-1]

D.4.6.1 Worldline Responsible Procurement strategy

Worldline's ambition is to further influence its sector and ecosystem in terms of CSR practices, notably its suppliers and partners, in order to ensure integrity in its supply chain. To achieve that, the Company is firmly committed to develop sustainable procurement thus reducing at the same time its technical, environmental, social and financial risks relating to its supply chain. Eventually, this also reinforces its performance, protect its brand reputation and limit dependencies.

After having redefined its global Sustainable Procurement strategy with specific processes and new tools, Worldline has dedicated 2021 to formalise, embody and implement this new strategy articulated around three axes:

1. Ensure due diligence through its suppliers' risk assessments;
2. Promote responsible purchasing practices;
3. Improve continuously its suppliers' performance (including sustainability).

The Sustainable Procurement governance is under the responsibility of Worldline Chief Procurement Officer and managed by a dedicated resource to strengthen this dimension across the procurement department. As one of the four CSR pillars, coordination and alignment of objectives and performance monitoring with the CSR department is ensured by the Sustainable Procurement Board created in 2020, and which gathers the Chief Procurement Officer and the CSR Officer in a quarterly meeting. For more information on the procurement department organisation, please refer this document, Section C.8 Procurement and suppliers.

In accordance with the Duty of Care French law, Worldline relies on these three strategic axes to further develop and deepen its responsible procurement actions as part of its Vigilance Plan (refer to this document, Section D.4.2.3)

This Sustainable Procurement strategy is aligned with the framework and expectations described in the ISO 20400 norm.

In 2021, Worldline has around 11.000 active tier 1 suppliers (including about 3085 nearshore-offshore subcontractors (headcount) working for 41 Worldline suppliers in about 30 countries). Suppliers are divided into three different operational statuses in order to manage the supplier database more efficiently with appropriate actions:

- **Strategic:** long-term supplier matching at least one of the following criteria: high spending, substitutability stake, specific technology involved, specific risks related to services, etc.;
- **Monitored:** supplier that is not strategic but can represent a risk for Worldline (supplier entity risk related to compliance/CSR or engagement risk related to security, etc.);
- **Standard:** other suppliers not falling within the scope of other categories (Strategic, Monitored).

This classification, set by the buyer responsible for the supplier during the on-boarding of the latter and reviewed annually, enables the procurement team to apply different follow-up depending on the strategic status of supplier. It is the basics of the sustainable procurement initiative which targets primarily strategic suppliers. Strategic suppliers are primarily Tier 1 suppliers appearing in Worldline spending, but for some exception, Worldline can also target Tier 1 bis suppliers as Strategic. Tier 1 bis suppliers are the suppliers with whom Worldline has a direct relationship and where the risks lies even if they are not paid directly.

In 2021, Worldline has updated its KPIs and TRUST 2025 objective to better reflect this classification and the ambition carried the new strategy.

Key results and targets

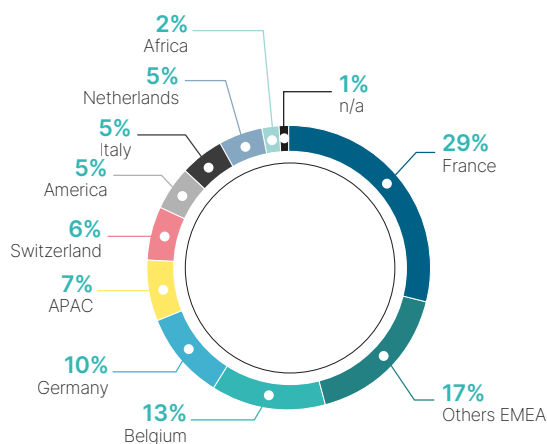
Sustainable Procurement KPIs	2020	2021	2025 Target
% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100%	100%	100%
% of expenses assessed by EcoVadis (out of strategic supplier expenses)	54 ¹	86% ²	90%
Percentage of expenses of Strategic suppliers out of the total WL spending	80%	37%	-
% of strategic suppliers evaluated by EcoVadis	35%	74%	-
% of buyers annually trained on sustainable procurement (including Conflict Minerals)	-	65%	-
% of spending on local suppliers (the vendor is located in the country of the purchase)	80%	80%	-

1 The methodology used to calculate this KPI has changed: the KPI has improved but on a baseline that is less representative (spending of strategic suppliers out of total spending has lowered). A better representativity is a criterion for improvement for next year reporting.
 2 Refer to the note above



In 2021, Worldline spending reached about 1,27 million euros with the following breakdown of suppliers by geographies:

Spend by vendor country





Key definitions

Keyword	Definition
Supplier	Any external/third party organisation that is providing or has provided goods and/or services to Worldline Group over the past years. This definition includes external services providers (for outsourced activity), hardware and other external services providers, manufacturers, subcontractors, or even charitable organisations when counterparties for Worldline are clearly defined in a contract. The term vendor is similar but covers a broader scope by including potential suppliers.
External outsourcing	External outsourcing means an arrangement of any form between any Worldline legal entity and any external service provider by which that service provider performs a process, a service or an activity (or parts thereof) on a recurrent or continuing basis that would normally fall within the scope of processes, services or activities that would or could realistically be performed by the Worldline legal entity. This definition excludes the following services: functions that are legally required to be outsourced, market information services, global network infrastructures, clearing & settlement arrangements, services that would otherwise not be undertaken by Payment institute or IT service provider or utilities. External EBA Outsourcing term falls within the scope of the European Banking Authority guidelines. This includes the outsourcing activities that would normally be undertaken by the Worldline legal entity acting as a Regulated Institution.
External subcontractor	An external subcontractor is an external person working for an external company (namely the supplier or provider) for which Worldline is having a temporary subcontracting contractual agreement. Worldline Resources repository distinguishes Internals (namely Worldline Employees) from externals. At no time a Worldline employee can be considered as an external subcontractor and an external subcontractor is not a Worldline Employee.

D.4.6.2 Ensure due diligence through its suppliers' risk assessments

Supply chain due diligence describes the efforts taken to investigate a potential supplier and regularly assess existing suppliers. Its objective is to discover any corruption / ethical / Human rights abuse/ extra-financial risks associated with the potential or existing supplier in order to ensure integrity within the supply chain.

To ensure due diligence in its supply chain, Worldline conducts two levels of risk assessment: at supplier level and at order/engagement level, as described hereafter. These risks assessment are handled in accordance with Worldline Enterprise Risk Management which monitors the risks related to the supply chain in the Group risk mapping. Within the current existing supplier base, risk assessment and the design of risks mitigation plan for strategic suppliers are part of the Procurement team mission jointly with the Global Risk team and the Compliance and CSR teams.

Supplier risk assessment: on-boarding and follow-up

The on-boarding of a potential new supplier follows the same assessment process whatever the vendor. Due diligence and validation of this supplier in the database is necessary prior to being able to create a purchase request with this supplier. Besides, all new critical suppliers are physically met or visited periodically by procurement or operations, with exception applied due to the pandemic period. This assessment process, conducted by the procurement team, is three-fold:

1. An extra-financial and financial screening out of worldwide databases.

A background check, *i.e.* a scan *via* global databases which aims at checking the vendor financial stability and whether or not the Company or its management is listed on (ban)/sanction lists, is conducted for all new partners. As from 2021, the screening will also systematically search for Political Exposed Person (PEP) within the Company's directors and will embed the list of possible conviction(s) for legal infringement or adverse media. The results of the screening will also be updated regularly;

2. A vendor on-boarding questionnaire filled in by the vendor (including CSR questions).

In 2020, the on-boarding questionnaire has been enriched with new question categories (CSR, compliance) and has been redesigned to be directly filled by the vendor for more accurate information. These new questions will enable to have more details on the CSR maturity of the vendor and its related extra-financial risks. This questionnaire will be updated on an annual basis for Strategic and Monitored suppliers.

3. A mapping of the CSR inherent risks (by country and industry of the vendor).

Based on the data provided by the EcoVadis platform, Worldline has also planned to include the vendor industry CSR inherent risk in addition to the existing country risk in its criteria to assess vendor risk scoring.

Thanks to these different batches of information, the procurement team is able to set a risk scoring on the vendor (low, medium or high) according to predefined criteria to potentially trigger additional approval workflow and decide whether or not to continue with this vendor. If validated, the buyer sets an operational status on the new supplier. For all statuses except Standard, the procurement team will closely monitor the extra-financial risks and CSR performance of the supplier at minimum on an annual basis.

To note, this on-boarding assessment also includes a financial scoring to better apprehend the financial stability of the supplier.

This assessment is managed by the Procurement team with the support, if needed, of the Compliance /Risk team. Partners (resellers, lobbies, M&A) that are not supplier follow a similar on-boarding but are managed by the Global Risk team.

Engagement risk assessment: identification, scoring and risk mitigation

In addition to the extra-financial risks related to a supplier, there are other risks specifically attached to the purchase, such as outsourcing, security, data protection, business continuity and money laundering risks. In 2021, Worldline has structured different existing initiatives in one unique, global and systematised engagement risk assessment process. A risk assessment is mainly related to a contract.

This assessment has to be triggered for each new engagement belonging to the risky purchase categories (subject to these risks) as soon as possible in the process and if possible before the creation of a purchase request by operational. The risk assessment is handled in a specific tool managed by the Global Risk team (identification, scoring and mitigation phases). If needed, further questionnaires are to be sent to the supplier from this tool to better assess the risk and its mitigation. In 2021, the different questionnaires were finalised and the tool was created to cover all Worldline entities scope. This process notably enables to comply with the EBA requirements by providing a registry of outsourcing services and identifying critical outsourcing.

D.4.6.3 Promote sustainable purchasing practices

Worldline sustainable procurement strategy entails that the relevant Category Manager or Lead Buyer with the support of the Global Procurement Compliance & Process team must comply and implement consistently the following initiatives with global and local suppliers.

Utmost ethical standards within the procurement team

Worldline's employees who perform procurement-related activities on behalf of the Company or who have regular

contacts with suppliers must abide by a strict Code of Conduct. All the members of the Procurement department must take notice and sign this document establishing the elementary rules each employee must follow in the performance of their work. The Code of Conduct is applicable to the entire Worldline Group, and each entity is responsible for implementing the applicable objectives and principles (in accordance with national legislation and regulations). Failure to comply with this Code of Conduct may result in disciplinary actions, up to and including termination of employment.

Additionally, a new CSR KPI will be implemented in 2021 on the percentage of buyers trained annually on sustainable procurement topics to ensure regular buyers' awareness.

Integrity charter, binding agreements and contractual clauses

Worldline shares its values and commitments with its suppliers and partners through a unique document the *Business partner's commitment to integrity* charter, which is annexed to all supplier contracts and available on Worldline website. This charter summarises the principles and actions all Worldline partners should comply with in order to be able to work with the Company. Thus, it encourages them to follow the principles of the United Nations Global Compact in the areas of Human Rights, labour, environmental preservation and anti-corruption. As from 2021, all suppliers and not only suppliers with a contract will have to agree to this charter thanks to the automation of the process during the onboarding phase.

In addition, Worldline also released a *Commitment letter towards the Responsible Minerals Initiative* signed by the CSR Officer. If the charter already mentions the requirement of a conflict-free supply chain, Worldline published on its website a dedicated letter aiming at providing hardware suppliers (of terminals and data centre components for instance), with a policy, expectations and specific guidelines on how to assess their minerals sourcing. Indeed, Worldline is committed to ensuring that the minerals used in its hardware's components are neither sourced from conflict regions (e.g. Democratic Republic of Congo, Rwanda, Tanzania, Uganda, Zambia), nor finance armed groups. In this regard, the Company strongly supports the efforts of the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. Therefore, the letter clearly states that Worldline's Electronic Manufacturing Services suppliers should comply with the following principles:

- Take steps to determine if their products contain conflict minerals;
- If so, inform Worldline and adopt due diligence policy and procedures to reasonably assure that metals including (but not limited to) 3TG (tin, tungsten, tantalum and/or gold) metals and cobalt in their products or components do not directly or indirectly benefit armed groups;





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- Identify all smelters in their supply chain that supply metals including (but not limited to) the 3TG and Cobalt. If they do not source directly from smelters, they have to cascade this request to their suppliers;
- Provide further evidences and statements on responsible sourcing when requested, especially during audits that may be conducted to verify compliance with the regulation.

Worldline also shares in this letter a list of conflict-free validated smelters available on the Responsible Minerals Initiatives (RMI) website.

Contract framework and CSR clause

In 2021, Worldline has provided buyers with a Procurement Contract policy that gathers different legal guidelines and a set of different clauses to dispose of during contract negotiation (including clauses relating to CSR, security, audit, data protection, EBA guidelines, etc.). The CSR clause, to be systematically added in all contracts, compels the partner to align with the *Business partner's commitment to integrity* charter and Worldline's Code of Ethics, and may require a minimum of extra-financial ratings to be provided within the first year of contract with Worldline. The clause also stipulates that the Company reserves the right to conduct a CSR-related audit at its suppliers. *Worldline General Purchasing Terms and Conditions* also includes this same CSR clause.

Sustainability as a criterion for supplier selection

To build strategic and sustainable relationships, Worldline is using a specific QCDIMS framework (QCDIMS stands for Quality, Cost, Delivery, Innovation, Management and Sustainability) to select its suppliers during the Request for Proposal process. Sustainability is an integral part of the decision-making process for selecting new partners as the sustainability criterion weights not less than 10% in the QCDIMS qualification (sustainability embeds the EcoVadis score, but also other criteria such as energy efficiency or the eco design of a solution, involvement of sheltered workshops employing people with disabilities, etc.).

Additionally, Worldline strives to develop as much as possible local purchase to contribute positively to the economy and inclusion of its territories but also to reduce transport and environmental footprint when possible. In 2021, the proportion of spending on local suppliers represented 80% of total spending.

Finally, Worldline commits to involving the sheltered workshop through in its different business activities, such as: facility management, electronic waste disposal, information processing, event organisation, etc. (as presented in Section D.3.2.3.2 of this document). In 2021, Worldline continues its partnership with the GESAT, a social integration partner to have a directory of EA/ESAT (sheltered workshops) actors according to activities/geographies that could be used when selecting a supplier. For instance, Worldline procurement has been working for many years with the sheltered workshop Beschermde Werkplaats Zottegem (BWZ) in Flanders, Belgium. In 2021, Worldline organized a dedicated training for its buyers

on Sustainable sourcing, providing them the Sustainable sourcing guidelines, a document that consolidates all these recommendations and raises awareness on the different sectorial regulations and initiatives (labels, partnership, etc.) to apply and favour in the supplier selection process.

D.4.6.4 Improve continuously its suppliers' performance (including sustainability)

Evaluating supplier on a periodic base is key to guarantee the correct management of Worldline supplier base. The Company is closely monitoring the performance of its Strategic suppliers through the Supplier Annual Performance Review organised by the Procurement team. Operational feedback is collected prior to this review through a satisfaction survey on the basis of quality, cost, delivery, innovation, management and sustainability (QCDIMS) requirements. This annual review is an opportunity to monitor, in addition to the business performance, the extra-financial risks and CSR performance associated with key suppliers: screening, supplier questionnaire, EcoVadis score, etc. During this Committee, the Procurement team updates the supplier operational status if necessary and decides on procurement actions to carry on for the year (engage in a preferred relationship with the supplier or on the contrary in a passive or active exit strategy).

EcoVadis assessment as a main indicator of CSR performance for key suppliers

In order to assess the CSR practices and mitigate the risks of its key suppliers (Strategic and Monitored), Worldline has implemented its own EcoVadis supply chain platform, inviting its key suppliers to get assessed by EcoVadis and share their scorecard in the Worldline platform. Three invitations campaigns were launched in 2021 to close the gap of the suppliers identified as Strategic for Worldline and its newly acquired entities but not yet assessed.

Thus, in 2021, 84 different suppliers (at parent company level) were assessed by EcoVadis in Worldline platform, representing 74% of the Strategic suppliers and 86% of the total spending of these Strategic suppliers [WL17]. The average score of Worldline suppliers assessed nearly reached 61.7/100, above the average score of all companies assessed by EcoVadis globally.

This platform enables Worldline to reach its two TRUST 2025 Sustainable Procurement objectives, notably the one that entails that the Company must encourage 100% of its suppliers who are rated below 45/100 on EcoVadis score to implement action plans to increase their CSR performance. This intermediate step is essential before any breach of contract as it positively contributes to change the entire ecosystem with sustainability practices, while maintaining an economic prosperity. However, if a supplier refuses to participate to an EcoVadis' assessment or is not willing to cooperate with Worldline in order to improve its CSR performance, this supplier risks losing its contract with Worldline eventually.

Other initiatives to increase CSR awareness and performance among key suppliers

The implementation of Worldline Sustainable Procurement strategy may also entail a deepened dialogue with key suppliers. In this regard, since 2019, Worldline has conducted ad-hoc one-to-one interviews with specific suppliers on CSR topics (low EcoVadis score, environmental concerns, etc.). These meetings aim at assessing their CSR maturity through concrete commitments and/or identifying how to implement best CSR practices within their commercial offer (buying more sustainable food, reducing packaging waste, etc.).

Besides, as stipulated in the CSR clause, Worldline can decide to perform on-site audits to its suppliers if a need is identified

following the different CSR assessments (questionnaire, EcoVadis score, screening). The CSR criteria can be added to audits carried out by the Industrialisation and quality management team on request from the Procurement department. The audit team would then require the supplier to provide information at minimum about its health and safety management, its safety policy, and whether or not it complies with the *Business partner's commitment to integrity*. In case of serious non-compliance with the principles of the charter, the supplier shall report to Worldline within one week after the discovery. Within one month after the reporting of this non-compliance, the supplier will determine an appropriate action plan to become compliant and Worldline will determine with the supplier an appropriate timeline for its implementation.

D.4.7 Other legislation

D.4.7.1 Financial sector

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

Worldline complies with these principles in all of its regulated countries and with the regulatory oversight regimes applicable in Belgium, Netherlands, Luxembourg and Latvia. Along with supervision by regulators in some countries, there is also an increase in requirements imposed on the suppliers of financial institutions, especially in the payments market. Worldline is fully compliant with all these additional requirements. For example, in Germany the BAFIN has released in October 2017 an update of the Main Risk requirements with more strict controls/requirements for outsourcing.

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

As a Financial Market infrastructure, Worldline further ensures compliance with applicable laws, rules and regulations and customer expectations through key standardised certifications, such as ISO 27001 (Information Security), ISO 22301 (business continuity), ISO 9001 (Quality), PCI-DSS (Payment Card Processing) which support the Company's ambition and, together with the ISAE 3402, provide this high level of assurance. Moreover, Worldline is working closely with the European Commission and the entire payment ecosystem to

define and improve the payment value chain to reduce risks, facilitate competition and transparency while encouraging innovation and standardisation for the benefit of the consumer and the merchant.

- **Evaluation of the ethical behaviour of partners:** Any intermediary, consortium partner or consultant assisting Worldline in the development or maintenance of its activities is examined before the start of any commercial relationship: its behavior and its knowledge of ethics are essential criteria which are checked prior to any relationship.
- **Competition in Business:** a policy stipulates the main rules of fair competition to adhere to through meetings with potential and known competitors. Worldline treats its customers, suppliers, partners and intermediaries with respect and shall not take unfair advantage nor practice discriminatory conditions. Consequently, Worldline refuses that its employees or third parties when assisting the Company in developing business, take part in an agreement, understanding or concerted practice which would contravene the applicable laws and regulations concerning anti-competitive practices.
- **The Dawn Raids & Inspection policy:** this Group policy provides a list of rules and procedures to be followed in the event of inspection by local authorities.
- **The PSD2¹** is a European directive for the regulation of payment services and payment service providers, whose objectives are to increase the security of payment transactions, strengthen consumer protection, promote innovation and increase competition in the market.
- **Transfer of funds.** Worldline complies with the requirements of the Regulation of 20 May 2015 on information accompanying fund transfers.



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



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D.4.7.2 Health sector

Worldline's activity in the e-health sector is reflected in services that include the development of information systems that process and host personal health data. This data is particularly critical since it is confidential and personal information, as highlighted in the GDPR (refer to Section D.2.4): "personal data relating to the physical or mental health of a person, including the providing health care services, which reveals information about the state of health of that person"¹. The software development and hosting activities related to these sensitive data require a specific compliance with a normative and regulatory framework.

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

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

In 11/2017, then in 08/2020, CNAM entrusted Worldline with the generalisation of the DMP for all French citizens.

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

D.4.8 Key performance indicators about Ethics and value chain [WL 17]

Indicator	Standard	2021	2020	2019	Perimeter 2021		Perimeter 2020		Perimeter 2019	
					Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Ethics										
Percentage of employees trained in Code of Ethics - E-learning	GRI205-2	94.7%	96%	95%	91%	-	84%	-	87%	-
Number of employees trained in Code of Ethics - E-learning	GRI205-2	15,565	12,532	10,173	91%	-	84%	-	87%	-
Significant fines for non-compliance										
Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulation (>100K)	GRI419-1	0	0	0	-	100%	-	100%	-	100%
Number of significant penalties penalties for non-compliance with laws and regulations (>100K)	GRI419-1	0	0	0	-	100%	-	100%	-	100%

¹ Article 4(15) GDPR.

Indicator	Standard				Perimeter 2021		Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Anti-corruption & bribery										
Percentage of management and exposed function trained in anti corruption and anti bribery – E learning		88%	-	-	91%	-	-	-	-	-
Number of claims from clients or suppliers related to corruption (= or > €100 000)	GRI205-3	0	0	0	-	100%	-	100%	-	100%
Alert system										
% of alerts investigated and related actions plan defined within 2 months		88%	-	-	-	100%	-	100%	-	100%
Financial assistance from governments										
Total Financial assistance from governments (€)	GRI201-1	9,429,539	10,062,060	14,773,235	77%	-	-	100%	-	84%
Sustainable procurement										
% of spending on local suppliers (the vendor is located in the country of the purchase)	GRI204-1	80%	79%	79%	100%	-	100%	-	85%	-
% of strategic suppliers evaluated by EcoVadis		74%	35%	100%	-	100%	-	100%	-	85%
% of total expenses assessed by EcoVadis out of strategic suppliers expenses		86%	54%	55%	-	100%	-	100%	-	85%
% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified		100%	100%	100%	-	100%	-	100%	-	85%

% of total expenses assessed by EcoVadis out of strategic suppliers expenses : An active campaign was conducted in 2021 to encourage suppliers to be assessed by EcoVadis. However, it should be noted that the definition of strategic suppliers has changed in 2020 and 2021. In 2021, the 250 largest suppliers in terms of spending were taken into account, covering 80% of the Group's expenditure. In 2020, strategic suppliers are defined by the buyers taking into account operational business needs and market positioning. In 2021, Worldline has 113 strategic suppliers covering 37% of the Group's expenditure. In addition, the value for 2019 was recalculated in order to reflect current organisation and exclude former Atos suppliers.

% of strategic suppliers evaluated by EcoVadis : The value for 2019 was recalculated in order to reflect current organisation and exclude former Atos suppliers.

Percentage of employees trained in Code of Ethics – E learning : Payone is excluded from scope.

Number of employees trained in Code of Ethics : Payone is excluded from scope.

Percentage of management and exposed function trained in anti corruption and anti bribery – E learning : Payone is excluded from scope.

Total Financial assistance from governments (€) : Exclusion of all former Ingenico entities. Exclusion of the following countries for Worldline entities: Argentina, Chile, China, Hong-Kong, Indonesia, Malaysia, Singapore, Taiwan



D.5 Reducing our environmental footprint [GRI 419-1]

D.5.1 Meet society expectations for a sustainable environment [GRI 103-1 Energy] [GRI 103-2 Energy] [GRI 103-2 Indirect Economic Impacts] [GRI 103-3 Energy] [GRI 103-1 Emissions] [GRI 103-2 Emissions] [GRI 103-3 Emissions] [GRI 103-3 Market Presence]

The exponential growth of digital activities, with the processing and hosting of a growing amount of data, causes notably a sharp increase of global energy demand to power data centres. In order to reduce its environmental footprint, Worldline has designed and implemented since 2016 a low-carbon environmental strategy consistent with the international guidelines to align with the commitments developed at the Paris Climate Change Conference (COP21), thus factoring its stakeholder expectations, whether it be from its clients, the countries where it operates or civil society. This

strategy mainly aims at lowering its energy consumption and carbon emissions linked to its business activity: processing large amounts of data in its data centres and manufacturing of its payment terminals.

To strengthen this approach, Worldline conducted an extra-financial risk analysis (refer to Section D.1.2.2) that identified one significant extra-financial Environment gross risks that structure this chapter and for which mitigation measures are described as follow¹.

Key results and targets

Topic	Indicator	2021	Target 2025
Climate change	CO ₂ e emissions reduction (scopes 1, 2) ²	-49%	-25%
	% of CO ₂ e offsetted emissions for scopes 1, 2, 3a	100%	100%

¹ Please note that the chapter still includes a part devoted to circular economy. However, it is not presented as a business risk anymore considering the fact that TSS is not part of the scope and that the circular economy's risks mainly concern the terminals.
² This indicator represents the reduction in CO₂e emissions on scopes 1 and 2 with regard to the CO₂e reduction objective validated by the SBTi. The objective is as follows: Worldline SA commits to reduce absolute scopes 1 and 2 GHG emissions by 25% by 2025 from a 2019 base year. The 2019 baseline covers scopes 1 and 2 for the Worldline and Ingenico scope, including TSS, and is therefore not equal to the emissions presented in this report. In view of this scope Worldline emits in 2019 on scopes 1 and 2 20,296 Tons CO₂e. In order to align with the emissions presented in this report, we have recalculated the 2019 baseline by excluding the emissions related to TSS. In view of this new perimeter, the 2019 baseline for scopes 1 and 2 is 17,679 Tons CO₂e. Worldline's carbon footprint on scopes 1 and 2 in 2021 being 8,993 Tons CO₂e, Worldline's emissions have decreased by 49% compared to its baseline.

Environmental risk	Risk description	Worldline action plan	Related opportunities	Main monitoring KPIs
<p>Climate change For more details, refer to this document, Section D.5.2.</p>	<p>Worldline's activity of processing large amounts of data and manufacturing payment terminals contributes to energy consumption and related air emissions. The Company has a responsibility in setting ambitious carbon reduction targets and using renewable energy sources to support the fight against climate change.</p> <p>Key topics: climate change and pollution</p>	<p>Following the acquisition of Ingenico, Worldline has updated its science-based targets. The new targets have been validated by SBTi in September 2021. As 2020 was too specific, due to SARS-Cov2 virus, it was decided to choose 2019 as the new baseline year. Reduction of for a 25% absolute emissions reduction by 2025 on scopes 1 and 2, and for 7,4% absolute emissions reductions on scope 3 from purchased goods and products and use of sold products categories¹.</p>	<p>Energy efficiency /International environmental standards & initiatives /Developing sustainable solutions</p>	<ul style="list-style-type: none"> ● GRI 302-3 Energy intensity ● GRI 305-4 Greenhouse Gas emissions intensity ● GRI 305-1, GRI 305-2, GRI 305-3 Greenhouse gas emissions DCs and Offices Scopes 1, 2, 3 ● TRUST 2025 CO₂e emissions reduction ● TRUST 2025 % of CO₂e emissions neutralised for scopes 1, 2 3a



¹ It covers the perimeter including TSS. Therefore following the selling of TSS, these targets will need to be reviewed in 2022.



D.5.1.1 Worldline environmental challenges [GRI 103-2 Energy] [GRI 103-2 Indirect Economic Impacts] [GRI 103-2 Emissions] [GRI 201-2] [GRI 305-5 Reduction of GHG emission]

Undoubtedly, among all environmental issues, Climate change is one of the most urgent one. The recent IPCC AR6 report and the COP26 conference have stressed this again. Governments, companies and individuals need to react quickly to avoid crossing the 1,5°C limit. All parties must act together, since a single one cannot meet the challenge alone. It's important that independent or public bodies federate the actions and tell each party the extent to which it should reduce its CO₂e emissions. In 2021, the French governmental agency for energy (ADEME) has issued a recommendation that the overused "carbon neutral" wording can be used only at planet or governmental level. The most important topic to reach Paris 2015 targets, is to stay within the 400GtCO₂eq¹ in order to maximise chances to stay at 1,5°C global warming by the end of the century. Worldline's priority is to reduce its energy consumption first. It is key to avoid consuming energy as much as possible. Once consumption have been reduced, it can be acted upon emissions reduction by switching energy sources to renewable, changing company cars strategy and moving to full electric. Then the remaining emissions can be reduced by using offsetting and sequestration techniques. Currently, Worldline investigates sequestration but has not decided yet its technology mix.

In 2021, Worldline has updated its CO₂e reduction strategy by updating its science-based targets. This was necessary since the arrival of Ingenico in Worldline produced a large impact on CO₂eq emissions. New validated targets now state that Worldline scopes 1 and 2 targets are aligned with 1,5°C pathway. Scope 3 (purchased goods and services and use of sold products) targets have also been validated².

Later in the year, Worldline was awarded A List member to the CDP 2021 climate change questionnaire, recognising the efforts made by Worldline on Climate strategy (on Worldline perimeter excluding the full Ingenico perimeter).

Finally, Worldline has designed and published its TRUST 2025 5 years CSR programme. The environment related targets are :

- Reduce CO₂e emissions by 25% on scopes 1 and 2³
- Offset 100% of remaining emissions (scopes 1, 2 and 3a)

Since 2010, Worldline has been implementing a global energy-efficient management of its data centres (which complies with the European Code of Conduct for Data Centres) to optimise energy consumption. Since 2016, other policies and actions mentioned above and hereafter – such as the eco-design of its payment terminals - have structured a more holistic and comprehensive approach towards a Green IT initiative with greater reach which includes the following commitments:

¹ IPCC AR6 WGI, https://www.ipcc.ch/report/ar6/wg1/downloads/report/IPCC_AR6_WGL_Full_Report.pdf p. 38 'estimated remaining carbon budget'.

² It covers the perimeter including TSS. Therefore following the selling of TSS, these targets will need to be reviewed in 2022.

³ It covers the perimeter including TSS. Therefore following the selling of TSS, these targets will need to be reviewed in 2022.

Commitments	2020 achievements	Strategic programmes
Worldline SA commits to reduce absolute scopes 1 and 2 GHG emissions 25% by 2025 from a 2019 base year.	In 2021, Worldline's CO ₂ e emissions have decreased by -49% on scopes 1 and 2 compared to the 2019 baseline, i.e. 17,679 ¹ Tons of CO ₂ e. This significant decrease is due to COVID-19 whose impacts are still present in 2021.	Worldline energy efficiency programme, renewable energy programme, building environmental improvement plan and sustainable mobility programme
Certify ISO 14001 all its own strategic Data Centres and offices above 500 people.	Of the 18 targeted sites, 18 are certified. 2 non-targeted sites are certified.	All programs and initiatives relating to circular economy
Obtain an average PUE (Power Usage Effectiveness) of 1.65 by 2020 for its own data centres.	The PUE of Worldline data centres is 1.65	Worldline energy efficiency programme
Supply 100% of Worldline Group electricity consumption with renewable energies.	91% of Worldline total electricity consumption comes from renewable energy sources (refer to Section D.5.2.3.2).	Worldline renewable energy programme
Continue to offset 100% of the remaining CO ₂ e emissions resulting from its own operations (data centres, offices and business travels).	100% of Worldline CO ₂ e emissions resulting from its own operations (data centres, offices and business travels) are offsetted (refer to Section D.5.2.3.3).	Worldline offsetting programme



This overall commitment is consistent with Worldline's adhesion to the City of Paris climate charter "Paris Action Climat" in 2018, as well as with the Company's commitment to the French business Climate Pledge in 2019.

The GreenIT@worldline initiative launched in 2018 commits Worldline to a more comprehensive scope of intervention, not only taking into account its energy efficiency and CO₂e emissions but also the circular economy dimension through a transversal approach that involves all employees, especially departments such as Research, Development & Innovation, procurement and business, thus adding new expectations relating to the eco-conception of ICT services. The start of this initiative was concurrent with Worldline's participation to the WeGreen IT study initiated by WWF France and the club Green IT which aimed at better assessing the environmental footprint of its IT system and gather good practices, notably regarding eco-conception of digital solutions.

This study covered the following areas: responsible purchasing, duration and life of equipment, data centres management, environmental governance, workstation, telephony, printing, training and awareness, software and digital services eco-design. If Worldline's results indicated a global maturity of the Company (score of 70% vs. an average

of 59% out of the 24 participating major French companies), further areas for improvement has been identified such as adopting eco-design practices in the software development. In this regard, Worldline has a dedicated working group on software eco-design best practices gathering the Research, Development & Innovation department, the Expert community and the CSR team. In 2019, this group focused on the preparation of a Life Cycle Assessment (LCA) of a payment transaction to better identify further areas of improvement (for more details, refer to this document, Section D.2.2.2.2). On an external level, Worldline has also joined, since 2018, the Green IT think tank (*Conception Numérique Responsable*) which brings together experts and organisations to develop IT eco-design.

In 2021, Worldline has taken the opportunity to reconsider and develop its climate strategy by identifying its main climate risks and opportunities and measuring their financial impact to better focus and address the relevant actions to implement. Moreover, Worldline has set and validated its own Science-Based Targets (baseline 2018) to reduce its greenhouse gas (GHG) emissions in a pace that meets the well below 1.5-degree trajectory requirements.

¹ The volume presented here represents the recalculated scope 1 and 2 of Worldline and Ingenico, excluding the emissions related to TSS. It is therefore different from the historical emissions presented in this report, which only presents the ex-Worldline scope.



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Reducing our environmental footprint

D.5.1.2 Our environmental governance

[GRI 103-1 Energy] [GRI 103-2 Energy] [GRI 103-2 Indirect Economic Impacts]
[GRI 103-3 Energy] [GRI 103-1 Emissions] [GRI 103-2 Emissions]
[GRI 103-3 Emissions] [GRI 419-1]

D.5.1.2.1 A global governance through the Environmental Management System

[GRI 103-2 Energy]
[GRI 103-2 Emissions] [WL10]
[GRI 103-3 Energy]
[GRI 305-5 Reduction of GHG emission]

As part of the CSR activities, the environmental and climate governance – including risks management –, is under Worldline CEO's responsibility and managed by Worldline CSR Officer (refer to this document, Section D.1.1.2.2). Reporting to the CSR Officer, the Global Environment Manager is in charge of all environmental topics worldwide. Reporting to the Global Environment Manager, an ISO 14001 Global manager is in charge of all ISO 14001 certifications worldwide. He is supported by Country Environment Managers and local environmental teams on each site.

To coordinate activities within the environmental team, weekly calls are taking place and regular team coordination calls are organised. Global coordination is also enforced between CSR and environmental teams through the Worldline Environmental and Climate Board, a quarterly meeting where information and best practices are shared. Environmental KPIs and ISO 14001 audits are also monitored during the latter, and the CO₂e reduction plan is also reviewed.

In 2017, Worldline has implemented its own global environmental policy, which is aligned with the Company's strategic ambitions and its CSR programme. The purpose of this policy is to provide all stakeholders with high level principles, over the short and long term, on the Company's environmental challenges and commitments, including energy efficiency policies, carbon emission targets, procurement actions, electronic waste management, etc. The policy has been updated in 2021.

The environmental risks identified by Worldline (refer to this document, Section D.5.1.1) are revised twice a year through the Company's Environmental and Climate Board. This body relies on the work jointly with ERM on risk identification and its own environmental management system

The EMS, aligned with the ISO 14001 standard, seeks to address environmental and climate issues specific to sites and introduce regular additional actions to reduce Worldline's environmental footprint. In this context, Worldline has decided, since 2012, to seek ISO 14001 certification for its main office's sites (over 500 permanent employees) and all its own strategic data centres – see the following table. In total in 2021, 18 strategic sites of Worldline are certified, which represents 100% of the total headcount and 100% of operational facilities with more than 500 permanent employees or with strategic data centres. In addition, 2 sites of less than 500 employees are also certified. Around 60% of Worldline employees are located at ISO 14001 certified sites.

Vendôme – data centre (France)	ISO 14001 certified since 2011
Brussels – office (Belgium)	ISO 14001 certified since 2012
Brussels - data centre	ISO 14001 certified since 2012
Frankfurt – office (Germany)	ISO 14001 certified since 2015
Blois – office (France)	ISO 14001 certified since 2017
Noyelles les Seclin – office (France)	ISO 14001 certified since 2017
Noyelles les Seclin – data centre (France)	ISO 14001 certified since 2017
Seclin – data centre (France)	ISO 14001 certified since 2017
Villeurbanne – office (France)	ISO 14001 certified since 2019
Utrecht – office (The Netherlands)	ISO 14001 certified since 2019
Bezons – office (France)	ISO 14001 certified since 2019
Zurich – office (Switzerland)	ISO 14001 certified since 2020
Mumbai – office (India)	ISO 14001 certified since 2020
Barcelona – office (Spain)	ISO 14001 certified since 2017
Madrid – office (Spain)	ISO 14001 certified since 2017
Valence - office (France)	ISO 14001 certified since 2010
Suresnes - office (France)	ISO 14001 certified since 2010
Paris - office (France)	ISO 14001 certified since 2010
Madrid - office (Spain)	ISO 14001certified since 2019
Lisbone - office (Portugal)	ISO 14001certified since 2019
Fuzhou - office (China)	ISO 14001 certified since 2006

The EMS covers all environmental topics, including Purpose of the organisation, Stakeholders, Risks and opportunities, Leadership, Legal compliance, Environmental analysis and significant aspects identification, Planning, Communication and awareness, Performance evaluation and continuous improvement. As part of its EMS, Worldline engages all its employees to apply its environmental policy and encourages its suppliers to be compliant with its environmental standards. In 2021, Worldline submitted new Science Based Targets (SBTs) to take into account the full new company scope (i.e. including former Ingenico). Doing so, the Group committed more ambitious targets on scopes 1 and 2 and these were assessed as in line with 1,5°C pathway by STBi.

This governance approach has already proven itself and is in line with local and global environmental regulations. Besides, by improving the Company's environmental performance, notably relating to energy efficiency and carbon reduction, it not only enables to mitigate risks, but also to provide opportunities for alternative ways of working, better operating efficiency and potential cost savings.

During 2021, Worldline was not fined or subject to any administrative, legal or arbitration proceedings (including those of which Worldline is aware and which could pose a threat to the Company) that could significantly impact Worldline's financial position or profitability. The Company confirms that it complies fully with local environmental regulations [GRI 419-1].

D.5.1.2.2 An environmental awareness that includes all employees

Local and global initiatives to encourage eco-friendly behaviours in office

In 2021, despite the specific Covid-19 pandemic, Worldline implemented several initiatives to increase its employees' awareness on environmental issues and encourage them to actively adopt eco-responsible behaviours aimed at reducing the environmental impact of their site. Internal communications are also regularly made to share Worldline's sustainability strategy, commitments and achievements through newsletters as well as through different events presented as follow:

- **The 2021 Worldliners for sustainability initiative from September 20th to October 8th** aims to promote sustainable development. Worldline took advantage of both the European Sustainable Development Week and the Mobility week to create various awareness events taking place during three weeks. The specific dates mirror the UN SDG's agenda, for instance the 21st September was devoted to the mobility day while, on the 28th, it was the sustainable city day or on 30th September the responsible consumption and production day. Furthermore, the CSR team invites Worldliners from all over the world to participate in the Worldline Global Walking Challenge. This is a symbolic initiative for recalling two major steps in terms of the fight against climate change, which is the Kyoto Protocol and its successor, the Paris Agreement. Its principal is therefore to walk collectively in order to reach the distance between Paris and Kyoto, which is 9 608 km.
- Going forward, in 2022, Worldline has planned to redesign its environmental eLearning. This new eLearning will be progressively deployed worldwide addressing the key environmental challenges of its sector through its sustainability programme.





D.5.2 Fight climate change

[GRI 103-2 Energy] [GRI 103-2 Indirect Economic Impacts]
[GRI 103-2 Emissions] [GRI 302-4 Reduction of energy consumption]
[GRI 305-5 Reduction of GHG emissions]

D.5.2.1 Align with the TCFD recommendations

D.5.2.1.1 Worldline thorough climate risks & opportunities analysis

In 2021, Worldline disclosed, for the third time, its CO₂e emissions and carbon reduction strategy to the Climate change CDP questionnaire, to assess its maturity regarding its climate-related governance, strategy, risks management and climate indicators and objectives. Created in 2016 by the Financial Stability Board (FSB) at the request of G20 ministers,

the TCFD makes recommendations and create a framework to help companies strengthen their climate governance and provide the relevant climate reporting expected by institutional investors. Such recommendations are based on best practices (scenario and Risks and Opportunities (R&O) analysis, Science-Based-Targets, etc.) to eventually enable business to integrate climate at the core of the strategy and prepare for future regulatory requirements.

Type of recommendations	Governance	Strategy	Risk management	Metrics and Targets
Recommendations (for more information refer to the TCFD report on fsb-tcfd.org)	Disclose the organisation's governance around climate-related risks and opportunities.	Disclose the actual and potential material impacts of climate-related R&O on the organisation's businesses, strategy, and financial planning.	Disclose how the organisation identifies, assesses, and manages climate-related risks.	Disclose the metrics and targets used to assess and manage relevant climate-related R&O.
Worldline actions to fully align with the TCFD	Creation of a Social and Environmental Committee at Board level.	Identification of the main climate R&O and their financial impacts, relying on different climate-related scenarios, including a below 2°C scenario.	Increased integration of the climate R&O and their financial impacts in the Company's Enterprise Risk Management.	Setting of Worldline's Science-Based Targets aligned with the well below 1,5°C scenario.

Worldline conducted a climate Risks and Opportunities analysis with the objective to better respond to Worldline stakeholders' need for climate-related information and better measure the climate impacts faced by Worldline to increase the Company resilience. A three steps methodology was executed: (i) identification of most material risk & opportunities, (ii) specification of the impacts; and (iii) assessment of climate related R&O (Risks and Opportunities). Mitigation actions per risk and opportunity were then listed.

The most material Risks and Opportunities identified as well as the estimates provided for the financial impact analysis are the results of a consultative process that required three internal workshops involving contributors from all the relevant departments: Risk, Compliance, Environment and CSR, Data Centres management, Strategy, Finance, Marketing, Logistics

& Housing (L&H), Business Continuity departments. Based on these workshop discussions, a climate-scenario analysis was conducted to strengthen the relevance of the results. The methodology used also aligned with the TCFD framework and is based on Worldline existing Enterprise Risk Management framework.

Regarding risks and opportunities, a thorough review has been performed in 2021 taking into account the full new company scope. The risks and opportunities are as follows :

The table hereafter summarised the key findings of this analysis. None of the estimated financial impacts of these gross (or inherent) risks has been considered as severe. All these risks were already covered through Worldline ERM.

Themes	TCFD recommendations	Source of the information
Governance	a) Role of the board of directors in corporate climate governance	D.1.1.2.2.
	b) Role of the management in corporate climate governance	D.1.1.2.2., D.5.1.2.1.
Strategy	a) Description of climate risks and opportunities on the short, medium and long term	D.5.2.1.1.
	b) Integration of risks and opportunities in company's business model, strategy, and investments	D.5.2.1.1., F.2.3.7
	c) Assessment of the company's resilience to climate risks taking into account different climate scenarios including a "2°C" scenario or lower	D.5.2.1.1
Risk management	a) Climate Risk Identification and Assessment Process	D.5.2.1.1., F.2.3.7
	b) Climate Risk Management Process	D.5.2.1.1., F.2.3.7
	c) Integration into the business risk management process	D.5.2.1.1., F.2.3.7
Metrics & targets	a) Financial and non-financial indicators used as part of the company's climate strategy	D.5.4.
	b) Greenhouse gas emission balance of scopes 1 and 2 and, if appropriate, scope 3	D.5.2.2.2., D.5.4.
	c) Company climate goals and results achieved in pursuit of these goals	D.5.1.1., D.5.2.2.2





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Worldline main climate gross R&O for 2030	R&O description and main consequences	Likelihood, Magnitude of impact, Financial impact R&O	monitoring/ mitigation actions
Physical acute risk 1 Heavy rains and flooding	<ul style="list-style-type: none"> The forecasted increase in heavy rains and associated flooding poses a potential risk for Worldline direct activities as it could cause service disruption resulting in loss of activity, notably in third-party data centres located in risk prone area. Interruptions in supply chain could also reduce production capacity and the revenue. Impact on offices are limited notably due to the possibility of remote working and site location selection in safe areas. 	<p>Likelihood: About as likely as not</p> <p>Magnitude: medium-low</p> <p>Financial impact: 1,120,000€</p>	<ul style="list-style-type: none"> Continue to factor climate change risks in the site selection criteria. In worst-case scenario RCP8.5 (or high GHG emission), no Worldline's datacentres (DC) would be exposed to flooding risks due to their location, covering ~85% of Worldline revenue Monitor third-party DC and generalise business continuity plan for data recuperation and duplication process. Worldline has developed and refined extensive business continuity strategies and processes for critical contracts in its data centres so that in the event of any "disaster", the Company is able to transfer services from alternative locations Worldline uses a Safety and Emergency Response Tool (SERT) that is activated in areas where an event has occurred that could put employees' safety at risk

¹ Eco-Act estimation of revenue losses and penalties caused by a service interruption.

Worldline main climate gross R&O for 2030	R&O description and main consequences	Likelihood, Magnitude of impact, Financial impact R&O	monitoring/ mitigation actions
Physical chronic risk 2 Rising temperatures	<ul style="list-style-type: none"> Rising mean temperature poses a potential risk for Worldline’s direct activities due to the rising cost of electricity needed to cool the DC and due to the DCs limited capacity to function under extreme heat conditions. Impact on decrease in labour productivity resulting from more arduous working conditions is assessed as limited. 	<p>Likelihood: Very likely</p> <p>Magnitude: Low</p> <p>Financial impact: 270,000€¹</p>	<ul style="list-style-type: none"> Continue to factor climate change risks in the site selection criteria. In worst-case scenario RCP8.5, no Worldline’s DC would suffer from significant increase in temperatures due to their location. Better monitor cooling and air conditioning electricity consumption and continue to improve energy efficiency to limit the electricity expenses. Continue to select the most efficient and resilient DC equipment.



¹ Eco-act estimation of increased cooling needs (average per year of the cumulated costs over 2022-2030).



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Worldline main climate gross R&O for 2030	R&O description and main consequences	Likelihood, Magnitude of impact, Financial impact R&O	monitoring/mitigation actions
Transition risk 1	Rising carbon pricing	<ul style="list-style-type: none"> If policies were to fully align with the 2°C target in a Sustainable Development Scenario (SDS or low GHG emissions), 50% of global GHG emissions could be taxed by 2030 which would result in increased annual costs mainly in the value chain as Worldline's suppliers may be subject to new carbon taxes increasing the price of most energy intensive inputs/products. Worldline is currently relatively unaffected by carbon pricing but 80% of countries where Worldline operates have already implemented some form of carbon pricing mechanisms.¹ 	<p>Likelihood: Likely Magnitude: significant Financial impact: 43,297,900 € in 2030²</p> <ul style="list-style-type: none"> Better monitor regulatory evolutions in countries where Worldline operates and scope 3 GHG emissions to better understand the supply chain exposure to carbon pricing. Partner with suppliers in order to reduce indirect (or purchased) GHG emissions and introduce environmental clauses in purchasing policy. Achieve Worldline Science-Based Targets to limit GHG emissions and reduce exposure to carbon pricing. Reduce CO₂e emissions by sourcing renewable energies Promote local suppliers in order to limit the emissions related to the transport
Transition risk 4	Climate change impacts for customers	<ul style="list-style-type: none"> Following the population movement due to the global warming and increase of extreme weather events, we can observe changes in population type and purchasing habits creating drop in sales at Worldline's merchant. 	<p>Likelihood: likely Magnitude: significant Financial impact: NA³</p> <p>Strategic plan to be prepared in case of a drop in sales.</p>

¹ Note that this is a carbon price set at the country level and not an internal carbon price set on a voluntary basis.

² Estimation based on 2020 direct emissions (both Ing & WL) cumulated over 2022-2030 with a price of 100 €/t.

³ The information available on the subject does not allow Worldline to estimate the financial impact. Worldline was waiting for the release of the IPCC report 6 on population displacement; (Climate_Change_2022-Impacts,_Adaptation_and_Vulnerability-IPCC_AR6_WGII_SPM.pdf).

Worldline main climate gross R&O for 2030	R&O description and main consequences	Likelihood, Magnitude of impact, Financial impact R&O	monitoring/mitigation actions
Opportunity 1&2	Development of low emission goods and services	<p>IT for Green: Likelihood: Likely Magnitude: Significant Financial impact: 44,000¹</p> <p>Green (for) IT: Likelihood: Likely Magnitude: Medium Financial impact:</p>	<ul style="list-style-type: none"> ● IT for Green: Identify and prioritise relevant solutions that could contribute to the MaaS market offer (open-payment, e-Ticketing, etc.). ● IT for Green: Partner with relevant actors and start-ups to build a competitive offer. ● Green (for) IT: Assess and improve the eco-design of solutions (through lifecycle assessment, trainings, etc.), especially regarding software programming.



¹ To note, Worldline has not estimate the financial impact of the Green (for) IT opportunity as it is a new topic with limited available literature and data on the topic.



D.5.2.1.2 Defining SBT to strengthen our carbon reduction programmes

Following the acquisition of Ingenico, Worldline has updated its science-based targets. The new targets have been validated by SBTi in September 2021. As 2020 was too specific, due to SARS-Cov2 virus, it was decided to choose 2019 as the new baseline year. The first step was an alignment of GHG accountings of both companies and corresponding rework. Once a consistent accounting was achieved, assumptions were tested to determine the commitment that could be taken with a reasonable chance to reach them. Several scenarios were tested and finally, the new group chose to go for a 25% absolute emissions reduction by 2025 on scopes 1 and 2, and

for 7,4% absolute emissions reductions on scope 3 from purchased goods and products and use of sold products categories.

The new targets on scopes 1 and 2 have been assessed compatible with 1,5°C pathway, whereas previous ones were "well below 2°C", showing the ambitious additional efforts engaged by the group¹.

"Worldline SA commits to reduce absolute scopes 1 and 2 GHG emissions 25% by 2025 from a 2019 base year. Worldline SA also commits to reduce absolute scope 3 GHG emissions from purchased goods and services and use of sold products 7.4% within the same timeframe."

D.5.2.2 Worldline carbon footprint

D.5.2.2.1 Our carbon footprint methodology

Starting end of 2020, early 2021, Worldline has launched a GHG reduction strategy update process. It consisted about not only aligning the accounting methodologies of former Ingenico and Worldline, but also on rebuilding the whole strategy. During several months, the CSR and Environment teams have matured their knowledge and plans.

Following internal studies Worldline will concentrate its offsetting usage to a majority of forest preservation initiatives.

That said, the strategy is as below and in order of importance (most important first):

1. First and most important, the priority is focused on consumption reduction. These include offices and data centre investments to reduce our consumption. To this end, Worldline invests in live consumption monitors in its offices buildings to spot the most consuming service and act upon it. Worldline also replaces light bulbs by LED ones and installs presence monitors in circulation and common spaces, in order to dim lighting when there is no one. To reduce offices to home commuting, a new car

sharing service has been launched in France in 2021. Within data centres, we continue to increase the computing room temperature and use virtualisation to reduce the number of physical servers.

2. Our second priority, after consumption reduction, is GHG emissions' reduction. Strange enough, one can reduce emissions without consuming less (even though the best is to reduce consumption). One can, for example, purchase electric power energy from a renewable energy supplier. This is the case in +90% of offices.
3. Our third priority is on offsetting, as stated above. It is obvious that Worldline will not be able to reduce its consumption or reduce its emissions to zero, based on the two above items. So, as a third step, Worldline will offset as much as possible using primarily forest preservation (and ecosystems preservation) projects.
4. Finally, Worldline continues to investigate carbon capture technologies, but, as of writing, the Group has not yet determined its strategy in this matter.

¹ It covers the perimeter including TSS. Therefore following the selling of TSS, these targets will need to be reviewed in 2022.

Worldline's carbon footprint

In 2021, Worldline's emissions for its operational activities (Scopes 1+2+3A) worldwide amounted to 10,040 tons of CO₂e [GRI 305-4]. Taking into account all Scopes [1+2+3A+3B], Worldline's total emissions amount to 621,433 tons CO₂e.



**SCOPE 1
DIRECT GHG EMISSIONS**

55%

Combustion of fossil fuels used for the energy consumption of Worldline offices, data centers and business travel (notably company cars)
= **5,432 tons of CO₂** emissions in 2021, representing 55% of the Worldline's operational emissions (Scope 1+2+3A) in 2021.



**SCOPE 2
INDIRECT GHG EMISSIONS**

36%

Electricity and district heating consumption in Worldline offices and data centers
= **3,561 tons of CO₂** emissions, representing 36% of the Worldline's operational emissions (Scope 1+2+3A) in 2021.
Worldline Scope 2 emissions calculation is based on the Greenhouse Gas Protocol protocol using the market-based conversion factors (directly delivered by the energy providers).



**SCOPE 3A
OTHER INDIRECT GHG EMISSIONS**

9%

Worldline has calculated its Scope 3 emissions dividing them into two categories:

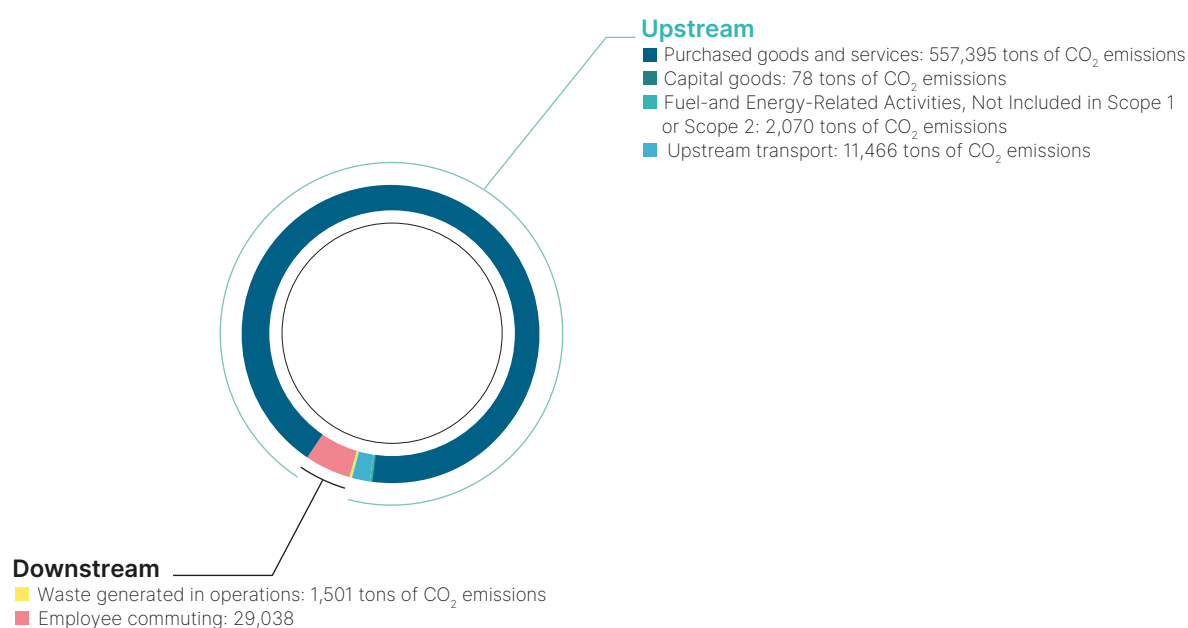
Scope 3A (operational scope): covering Worldline's other emissions under control or direct influence, including emissions from business travels.
= **852 tons of CO₂** emissions, representing 9% of the Worldline's operational emissions (Scope 1+2+3A) in 2021.

Scope 3B (all other scope emissions): regrouping other categories not under Worldline direct control or influence. The methodology for calculating Scope 3 emissions relies on the "Scope 3 calculator" created by the Greenhouse Gas Protocol and Quantis.



Focus on Worldline Scope 3B emissions

Emissions of the Scope 3B category not under Worldline direct control or influence represent 601,548 tons of CO₂ equivalent, or 98% of the total Group's emissions (all scopes combined).





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The Company has excluded several categories that are not relevant for the calculation of Scope 3 emissions such as downstream leased assets, investments and franchises and the travels of visitors and customers. Regarding the scope 3B, the level of uncertainty remains high and the results must be considered as orders of magnitude.

In 2021, emissions related to the TSS activity have been excluded from the scope in order to align with the financial perimeter. The increase in emissions is due to the integration of Ingenico (TSS excluded). Thus the category 'Use of products sold' represents 0 in 2021.

The scope 3B represents around 98% of the Group carbon footprint, among which the upstream category 1 "Goods and services" is the largest.

D.5.2.2.2 Our absolute emissions [GRI 305-4]

The main source of Worldline's carbon footprint (*i.e.* Scopes 1, 2 and 3 included, as per the Greenhouse Gas Protocol), is the purchase of goods and services (Scope 3B).

Two major events have impacted the way Worldline's carbon footprint is calculated (scopes 1, 2 and 3A):

- Worldline has made the following methodology changes :
 - Emissions from offices and data centers managed by third parties that used to be included in scope 3A are now accounted in scopes 1 and 2. Worldline considers that emissions related to offices and data centers managed by third parties fall within its scope of responsibility.
 - Only emissions from data centers larger than 50m² are taken into account in the scope. Excluding data centers of less than 50m², the surface area covers 81% of the Ingenico Legacy surface area and 97% of Ingenico and Worldline surface.
 - Inclusion of emissions related to refrigerant gas leaks for offices and DC managed by Worldline.
- Perimeter change : In 2021, emissions related to Ingenico were integrated. In order to align with the scope of financial reporting, activities specifically related to TSS have been excluded from the reporting.

Consequently the historical data presented in this report cannot be compared to the emissions in 2021. However, in

order to facilitate the reading of this report, and as part of the update of the CO₂e emission reduction objectives, the 2019 emissions have been recalculated in view of the new methodology and the new perimeter (*i.e.* including Ingenico, excluding TSS). Emissions were calculated for 2019 and not for 2020 as 2020 is not a representative year due to COVID-19.

(Tons CO ₂ e)	2019
Scope 1	9,964
Scope 2	7,716
Scope 3A	14,144
Scope 3B	557,962

Emissions related to direct energy consumption in offices dropped following the shutdown of gas heating in the United Kingdom on the former Worldline scope. Regarding data centers, an increase is also visible on the ex-Worldline scope in France due to problems related to the general circuit breaker.

Emissions related to indirect energy consumption in offices varied greatly from one site to another within the ex-Worldline scope. This is explained by the on-site presence rate which varies according to the COVID-related situation in each country. Regarding data centers, there is a significant drop in India due to over-estimation of the electricity consumption of one data center in 2020, as well as the exit from the perimeter of a data center of less than 50m²

Emissions related to energy consumption outside the organization varied greatly on the ex-Worldline scope for two reasons :

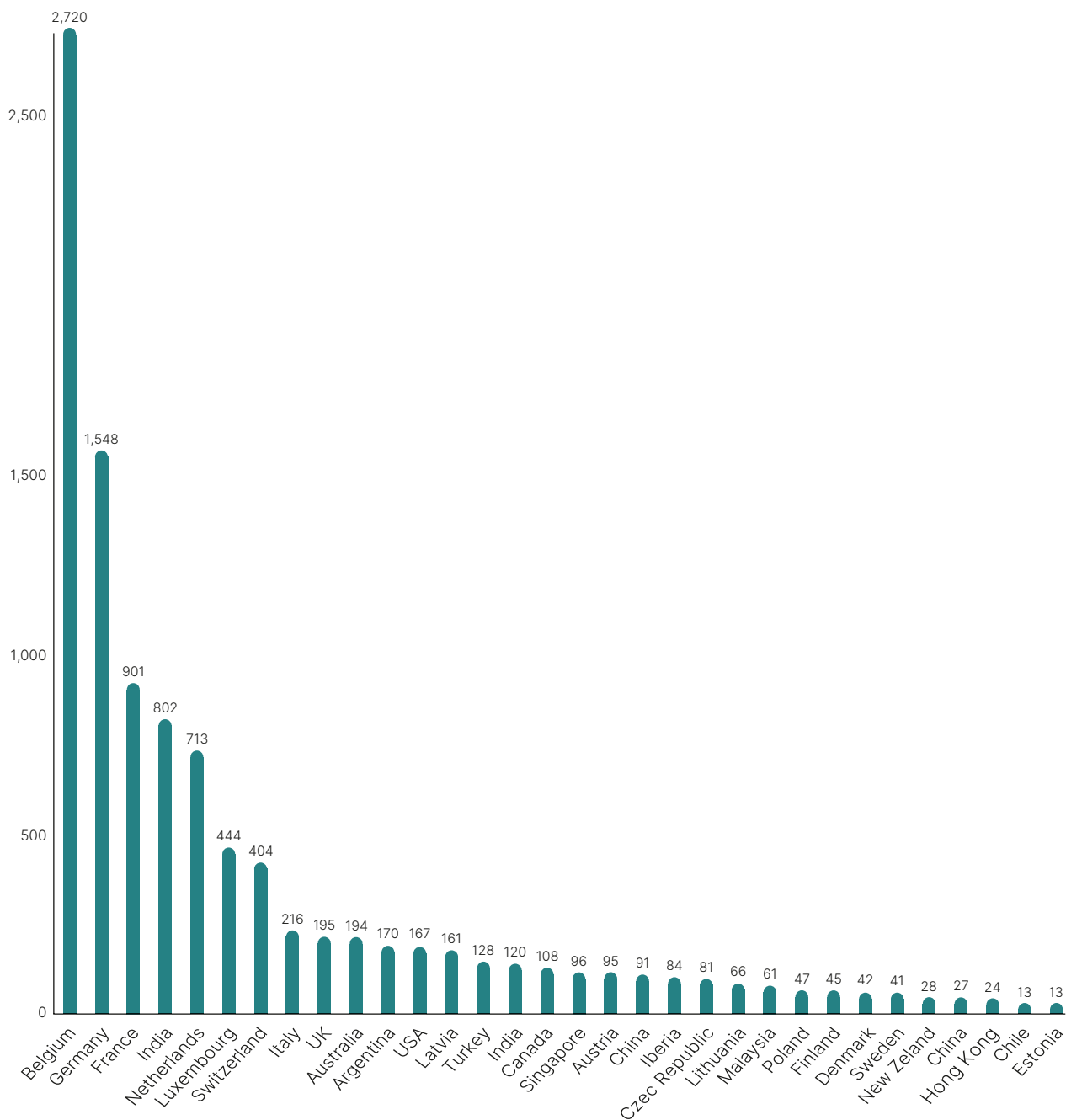
- Business travel has remained limited due to COVID-19;
- All travel by employees to a country different from their location had to be validated by a member of the COMEX.

Due to the reasons mentioned above, the number of kilometers traveled by employees has collapsed on the ex-Worldline scope, from 26 million kilometers traveled in 2020 to 5 million in 2021. This drop is particularly strong for air and train travel.

It should be mentioned that the vehicle fleet change program is gradually being implemented. As an example in France, there are more than 60 additional hybrid vehicles compared to 2020.

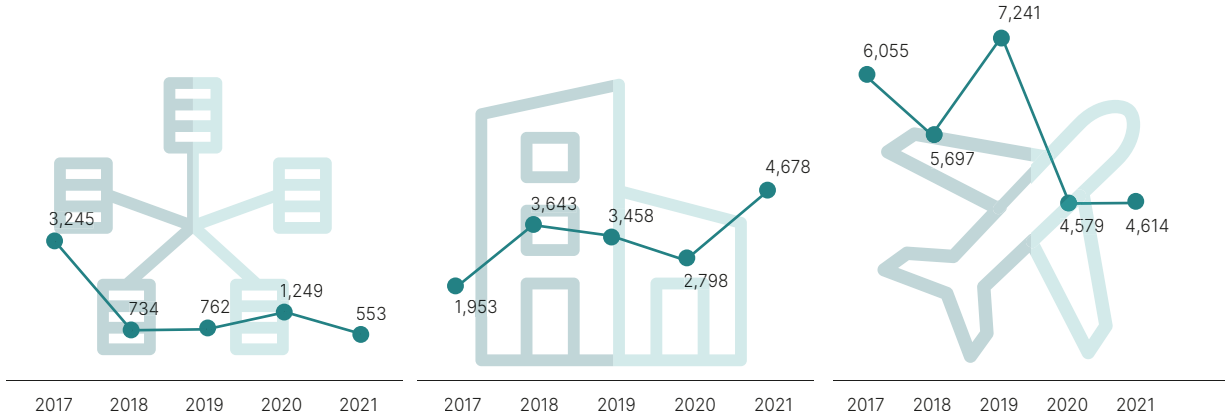
Emissions in tons CO ₂ e equivalent	2016	2017	2018	2019	2020	2021
Scope 1 (direct emissions from the combustion of fossil fuels)	4,038	4,755	4,062	5,010	3,615	5,432
Scope 2 (indirect emissions from electricity)	5,189	3,492	1,911	1,847	1,106	3,561
Scope 3A (operational scope)	2,614	3,006	4,042	4,605	3905	852
Scope 3B (all other scope emissions)	338,340	371,420	419,573	437,397	426,419	601,548

CO₂e emissions by country (in tons CO₂e equivalent)

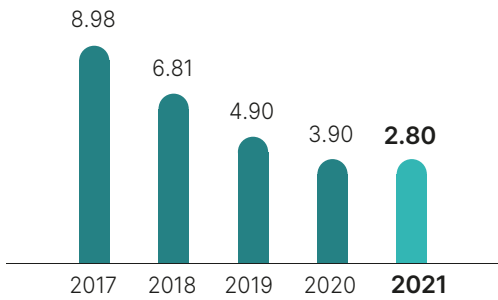




CO₂e emissions by category (in tons CO₂e equivalent): Data Centres, Offices, Business Travel



D.5.2.2.3 Worldline's carbon intensity [GRI 305-4]



D.5.2.2.4 Other atmospheric emissions [GRI 305-6] and [GRI 305-7]

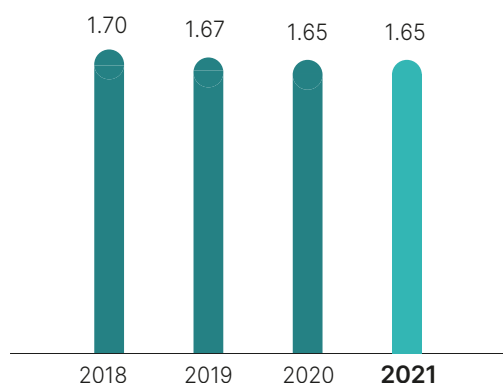
Unlike the CO₂e emissions described above, ozone-depleting substances (ODS), including Sulphur Oxides (SO_x) and nitrogen oxides (NO_x), have not been identified as material in Worldline's operations since they represent around 20% of the GHG emissions vs. 80% for CO₂e emissions.

The Company's materiality matrix analysis has highlighted that Worldline's operations do not have a significant or critical impact on other forms of pollution, such as noise pollution. As a consequence, no relevant and appropriate actions or measures need to be taken in this area.

D.5.2.3 Reduce our carbon footprint [GRI 302-1] [GRI 302-2] [GRI 302-3] [GRI 302-4] [GRI 302-5] [GRI 305-1] [GRI 305-2] [GRI 305-3] [GRI 305-4]

D.5.2.3.1 Worldline's energy efficiency programme
 [GRI 302-4 Reduction of energy consumption]
 [GRI 305-5 Reduction of GHG emissions]
 TC-SI-130a.3

Evolution of the Power Usage Effectiveness of our data centres (PUE)



Data centres Power Usage Effectiveness

Since 2013, Worldline has managed its five data centres in three different countries with a dedicated energy efficiency programme. Over the years, many actions and best practices have been implemented in Worldline data centres such as cooling systems that use closed water circuits or the implementation of adiabatic cooling that avoid the sizing of the infrastructure for the hot peak days, allowing making substantial gains in energy savings. In this regard, Worldline is committed to follow the *European Code of Conduct for Data Centres* framework that was launched in 2008 and that aims at setting ambitious energy-efficiency standards for data centres. Besides, the Company strives to rationalise as much as possible its data centres locations to optimise infrastructure efficiency. Worldline's data centre energy efficiency programme articulates around three pillars:

Selecting the most energy-efficient servers and components

- Carefully choose products used in its data centres (such as Transformers, UPS, cooling units, for the infrastructure, but also servers, disks, routers) with the highest environmental and energy-efficiency standards at the time of purchase and constantly optimising the existing systems;

- Leverage technologies like the server virtualisation in all its data centres to reduce the number of physical servers (systematically implemented since 2009), resulting in less transport of hardware, less waste and packaging, and reduced need to enlarge or build new data centres;
- Optimise the hundreds of lighting in rooms and technical areas with LEDs.

Optimising the use of its resources to save energy

- Increase the data centre room temperatures to the maximum levels compliant with the operating standards of servers;
- Use an additional adiabatic system in the peak periods of temperature to help the air conditioning systems;
- Organise rooms alternately in cold aisles and hot aisles and, with the containment of cold aisles when possible, using the Free Cooling technique in Vendome Datacentre and new Magnetic Bearing Chillers in Dassault Datacentre that replaced in 2019 the use of the Free Chilling technique and that improve energy efficiency as well as allow the use of less polluting gas. In 2020, the free cooling infrastructure in Vendôme DC was even more enhanced and the Vendôme DC and Seclin DC air exchangers were upgraded to more powerful devices, while consuming the same level of energy.

In parallel, Worldline has purchased the Dassault data centre components according to the ramp up of the site. The Dassault data centre is the latest built in 2008-2009 and initially aimed to a PUE of 1.6, which is a good performance for a ten-year-old data centre. In 2019, due to the upgrade of new chillers of higher energy efficiency, this data centre reached a PUE of 1.5.

Monitoring and checking the energy-effectiveness of its infrastructures

- Conduct every 4 years since 2015 an energy audit, as well as an ISO 14001 audit on an annual basis, to regularly challenge and improve the data centre infrastructure and techniques used in order to ensure continuous energy efficiency and PUE improvement;
- Use an infrastructure management solution (DCIM) for very precise, real-time monitoring of energy consumption and monitoring on a monthly basis the PUE.





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All these different measures (adoption of cloud solutions, virtualisation, increased use of energy-efficient hardware and other optimisation measures) allow Worldline to continue to improve the average Power Usage Effectiveness (PUE) of its five strategic data centres from a current average 1.67 in 2019, to an objective of 1.65 achieved in 2020 [GRI 302-5]. The PUE is the total energy consumed by the data centre divided by the energy consumed by IT equipment.

In addition to PUE enhancement, all the data centres at La Pointe, Dassault, Vendome, Brussels and the technical room in Frankfurt are ISO 14001 certified. This certification also provides new levers on IT waste reduction, especially on the server recycling process. The business activity on Worldline's non-strategic data centres is marginal and the Company aims to consolidate all its operational activities on its five strategic data centres in the coming years.

Besides, Worldline strives to promote energy efficiency with its suppliers for rented third-party data centres. For the selection of new third-party data centres sites, energy-efficiency as well as localisation with respect to climate risks are new criteria taken into account in the decision process.

Energy-efficient offices

Following the revision of the Group Science Based Targets, in September 2021, the Group has revised and relaunched its global Building Environmental Improvement Plan to transform it into a Global 2025 CO₂e reduction plan. This plan is managed at Global level and quarterly through the Global Environmental and Climate Board. Actions in the plan target Offices, Datacentres and Travel.

D.5.2.3.2 Worldline's renewable energy programme [GRI 302-4 Reduction of energy consumption] [GRI 305-5 Reduction of GHG emissions]

Regarding Renewable Energy (REN), the company aims at switching 100% of its energy supplies to REN. Major consuming offices and data centres have been identified and works are currently ongoing to tackle and switch the most important ones to renewable contracts. A special focus targets our Indian operations in this matter and the Group strives to switch all consumption to REN in this geography by end of 2022.

D.5.2.3.3 Worldline's offsetting programme

When all consumption reduction actions are achieved, companies often use offsetting solutions to compensate emissions.

So far, Worldline will concentrate its offsetting usage to a majority of forest preservation initiatives, to avoid the above issues.

As stated previously, in our carbon strategy explanation, our third priority is on offsetting. Worldline will offset as much as possible using primarily forest preservation (and ecosystems preservation) projects.

D.5.2.3.4 Worldline's sustainable mobility programme [GRI 103-2 Emissions] [GRI 103-2 Indirect Economic Impacts] [GRI 103-2 Energy] [GRI 302-2] [GRI 305-5]

Business travels and car fleets

Business travels are an important part of Worldline CO₂e emissions 4,614 Tons CO₂e, together with company cars 3,721. On these two topics, Worldline plans the below:

- **Business travels:** The new Company trip booking system now allows the employees to be aware of the CO₂e emissions generated by a trip during booking. The requesting employee enters the departure and arrival locations and the expected departure or arrival date and time and the system now displays all corresponding transport options (car, train, plane), with corresponding estimated CO₂e emissions. The requester can thus select the least emitting solution. Internal communications will emphasise this possibility and push employees to reduce their trips and chose the least emitting one, as far as possible;
- **Car fleets:** As part of its 2025 CO₂e reduction plan, the Group is progressively switching its company car fleet to full electric and hybrid electric ones. Employees whose lease contract reaches renewal can no longer chose a fossil gasoline powered engine. Deployment of this strategy is ongoing in Belgium and will target France and Germany soon after.

Commuting travels

In commuting from home to work, Worldline strives to promote alternative modes of transport options other than individual petrol cars, as presented as follow. In general, the communication on the use of public transport for each site has also been improved and working groups are organised with town halls and other neighbouring companies to develop global alternative transport solutions to private car. Similar initiatives ought to be implemented in other countries to strengthen the global sustainability mobility programme:

- **Public transportations:** Worldline has been financing the public transportation cards of its employees for many years, sometimes even adding flexible policy like it is the case in the Netherlands. Thus, equensWorldline Netherlands employees receive a "Radiuz Mobility Card" that enables automobile users, alongside their lease vehicle, to opt for alternative forms of mobility, such as public transport. The Radiuz card is offering employees increased flexibility and options regarding mobility. Generally, public transportation availability is one of the main criteria taken into account when considering a new office location;

- Electric vehicles:** The company has launched a large program to install charging station in the main location. In the headquarter 100% of the parking slots will have a charging station. In Brussels 158 plugs will be installed in the coming months. In France, the Company plans to install charging stations for electric vehicles and bikes in its car parks in Seclin, Blois, Vendôme, Rennes and Villeurbanne sites in response to the growing expectations of its employees for their private electric vehicles. At Worldline Luxembourg, in order to make the new green car policy popular, a road show was organised in September 2020 together with our fleet partner, their leaser, and presented a selection of full electric and PHEV cars from different brands. Due to the Covid pandemic, the plans has been slightly delayed.
- Bicycles:** the Company has implemented a subsidy for bicycle use to go to work and granted parking spaces (with sometimes charging stations for electrical bikes) on its main sites in Belgium (since 2016 with the “bike to work” programme, which should be strengthened in the coming years as requested by employees in the 2018 mobility survey), in France (since 2016 with the “use your bike” programme and has doubled in 2019), and in Germany (since 2016 with the “Company bicycle” agreement and bicycle parking spaces created in 2017 in the Frankfurt site). Additionally, German sites also offer their employees to lease bicycles thanks to the JobRad platform. Furthermore, in Belgium, the security of the parking has been enhanced: the access to underground parking is only possible via badge. In the underground parking extra fences are installed for the bike parking (with another badge control to access that will be installed early 2022);
- Sustainable mobility package: Carpooling:** the Company promotes a carpooling platform. In 2021, in France Worldline signed a specific partnership with Blabla lines for the country-wide inter company car pooling. Also in France, as part of the "sustainable mobility package" resulting from the law on the orientation of mobility of 24 December (Law n°2019-1428) and the decree of 9 May 2020 (Decree n°2020-541) and since 1 January 2021, the management has implemented an incentive measure for carpooling in order to encourage the practice of carpooling between employees of the Worldline UES. When the health crisis once again allows a sustainable return to the site, the carpooling allowance paid as part of the "sustainable mobility package" concerns the driver and the carpooling passenger, up to a ceiling of €400 per calendar year and per employee, i.e. a maximum of €33.33 per month. Both the driver and the carpooling passenger(s) must be employees of one of the legal entities of the Worldline
- Sustainable mobility package: bike.** The "sustainable mobility package" includes the bicycle mileage allowance as provided for in the 2019 unilateral measures taken as part of the annual negotiations on remuneration, working time and the sharing of added value. UES.



Key results

Indicators	2016	2017	2018	2019	2020	2021
Total KM travelled per employee	5,497	4,994	4,762	4,899	2,252	509



D.5.3 Develop circular economy

D.5.3.1 Reduce waste induced by our activities [WL 10]

Even though circular economy does not constitute a material risk for Worldline, various actions are deployed in order to foster it that Worldline would like to highlight.

ISO 14001 and waste tracking –

As part of its ISO 14001 certification programme for all its sites above 500 employees, Worldline aims to achieve high quality waste management. To achieve this, collective bins are available on each floor. Bins are specifically identified to indicate which kind of waste can be thrown in each bin. These bins are collected and contents is recycled through proper channels. In some locations bathrooms, hands drying paper are also collected and recycled. Other locations even offer more advance collecting services for employees to collect and recycle batteries, coffee refill capsules, bulbs, ... even from employees personal lives.

Besides, Worldline carries out actions to reduce food waste in its canteens, as demonstrated by the creation of biomass

energy in Seclin (France). Posters explaining how to sort waste for composter are also displayed in the canteens in Seclin to encourage employees to adapt this practice at home.

Waste Electrical & Electronic Equipment (WEEE) – Worldline offices follow the same waste policy as payment terminals for the collection and processing of used or end-of-life WEEE. In Worldline business context, WEEE includes IT servers, storage robots, network switch, computers (laptops and desktops), monitors, printers, ink cartridges, battery chargers, adapters and electrical appliances.

In 2021, Worldline collected 54,547 Kg of electronics waste and 100% have been professionally disposed [WL 10]. The volume of non-electronic waste amounts to 395,366 Kg, 97% of which was professionally disposed.

As in 2021 the number of people physically present in the offices highly decreased, the percentage of waste also decreased accordingly.

Key results

Indicator	2016	2017	2018	2019	2020	2021
E-waste collected (Kg)	64,369	92,110	119,984	124,877	29,693	54,547
E-waste collected or recovered and reused/recycled (Kg)	64,369	92,110	119,984	124,877	29,693	54,547
Other waste collected (Kg)	657,947	518,446	488,464	424,054	281,639	395,366
Other waste collected or recovered and reused/recycled (Kg)	617,958	466,626	410,323	383,204	261,097	382,676

D.5.3.2 Optimise our usage of natural resources

D.5.3.2.1 Water savings

The monitoring of water consumption is part of Worldline's responsibility in offices even if it is not a critical concern. Thus, the Worldline Logistics & Housing team is permanently looking for investment to reduce water consumption in offices or canteens, and track any over-consumption to limit leaks, as well as anticipate repairs to be done to avoid leak occurrence.

The water used in data centre is mainly required for cooling servers. As water is used via a special closed-loop circuit, its consumption is not significant. Moreover, datacentres are equipped to monitor water consumption and track any leak, which limits water overconsumption.

Thus, water stress has not been identified as a significant climate risk during the analysis conducted in 2019.

The total water consumed within Worldline has reached 16,826 m³ in 2021 [GRI 303-5]. This is a decrease compared to 2020 due to: a drastic decrease of water consumption in the Brussels data center and a lower occupancy of the offices due to Covid-19.

D.5.3.2.2 Promotion of biodiversity initiatives [GRI 305-6] [GRI 305-7]

Land use and preservation of pollinators

Because the Company's current local operations do not directly impact biodiversity, air pollution and land use, these issues have not been considered as critical for Worldline. However, the Company supports local biodiversity initiatives on its different sites. These initiatives mainly consist in raising awareness and paying attention to the environment in various areas such as: land use, GHG production, promotion of species and biodiversity. For instance, Worldline France supported an initiative from its employees and set up bee hives at Blois and Seclin sites to contribute to bee's preservation. Similarly, the Brussels site has a 1,500 m² garden that was designed to attract a variety of plant and insect species. These initiatives are an opportunity for Worldline Environmental Managers to raise employee awareness on the importance of pollinators in the biodiversity preservation. Several locations also offer ground space for employees to grow vegetables.

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Responsible catering sourcing

In the context of the new article 55 of the French law of October 30, 2018 which aims to promote and develop a "healthy, sustainable and accessible food to all", Worldline reinforces its commitment to provide a responsible, fair and sustainable food in its canteens even though this topic has not been identified as critical in its materiality analysis, thus indirectly contributing to the promotion of biodiversity. Besides, Worldline also ensures that the paper it used in printers internally, as well as for its reports comes from responsible source and is certified FSC Mix.



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D.5.4 Key performance indicators about Environment

[GRI 302-1] [GRI 302-2] [GRI 302-3] [GRI 302-4] [GRI 302-5] [GRI 305-1]
[GRI 305-2] [GRI 305-3] [GRI 305-4] [GRI 305-5] [WL 10]

Indicator	Standard	2021	2020	2019	Perimeter 2021		Perimeter 2020		Perimeter 2019	
					Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Compliance with environmental laws and regulations ISO14001										
Number of sites certified ISO 14001		20	15	11	100%	-	-	100%	-	100%
Energy consumption within the organization										
Energy Consumption within the organisation (GJ)	GRI 302-1 TC-SI-130a.1	336,781	301,172	320,571	100%	-	100%	-	100%	-
Energy consumption within the offices (GJ)	GRI 302-1 TC-SI-130a.1	125,503	98,693	107,718	100%	-	100%	-	100%	-
Energy consumption within the Data Centers (GJ)	GRI 302-1 TC-SI-130a.1	211,278	202,479	212,853	100%	-	100%	-	100%	-
Total electricity consumption (GJ)	GRI 302-1 TC-SI-130a.1	296,009	274,675	292,407	100%	-	100%	-	100%	-
Total district heating (GJ)	GRI 302-1 TC-SI-130a.1	20,299	14,292	14,456	100%	-	100%	-	100%	-
Total fuel oil and diesel (GJ)	GRI 302-1 TC-SI-130a.1	1,825	1,564	1,400	100%	-	100%	-	100%	-
Total gas (GJ)	GRI 302-1 TC-SI-130a.1	18,649	10,641	12,308	100%	-	100%	-	100%	-
Total Direct Energy Consumption in Data Centers & Offices (Gj)	GRI 302-1 TC-SI-130a.1	20,474	12,205	13,708	100%	-	100%	-	100%	-
Direct energy consumption in Offices (Gj)	GRI 302-1 TC-SI-130a.1	18,741	10,716	12,370	100%	-	100%	-	100%	-
Direct energy consumption in Data Centers (Gj)	GRI 302-1 TC-SI-130a.1	1,733	1,489	1,338	100%	-	100%	-	100%	-
Total Indirect Energy Consumption in Data Centers & Offices (Gj)	GRI 302-1 TC-SI-130a.1	316,307	288,967	306,863	100%	-	100%	-	100%	-
Indirect Energy Consumption in Offices (Gj)	GRI 302-1 TC-SI-130a.1	106,762	87,977	95,348	100%	-	100%	-	100%	-
Indirect Energy Consumption in Data Centers (Gj)	GRI 302-1 TC-SI-130a.1	209,545	200,990	211,515	100%	-	100%	-	100%	-
Total electricity consumption from renewable sources (Gj)	GRI 302-1 TC-SI-130a.1	268,105	251,835	263,827	100%	-	100%	-	100%	-
% of the electricity consumption from renewable sources (GJ)	GRI 302-1 TC-SI-130a.1	91%	92%	90%	100%	-	100%	-	100%	-
Energy consumption outside the organization										
Total KM travelled per employee	GRI 302-2	509	2,252	4,899	89%	-	97%	-	92%	-
Total KM travelled by car	GRI 302-2	3,851,361	19,676,875	28,515,884	90%	-	98%	-	94%	-
Total KM travelled by train	GRI 302-2	697,933	2,056,446	12,520,403	87%	-	95%	-	92%	-
Total KM travelled by taxi	GRI 302-2	354,297	373,459	359,901	88%	-	96%	-	95%	-
Total KM travelled by plane	GRI 302-2	2,786,084	5,212,187	12,850,222	89%	-	96%	-	90%	-
Total KM travelled per revenue	GRI 302-2	2,205	12,426	24,692	-	95%	-	98%	-	92%
Number of company cars	GRI 302-2	1,679	1,148	347	90%	-	-	99%	-	-
Number cars - battery electric vehicle	GRI 302-2	16	4	-	90%	-	-	99%	-	-
Number of cars - diesel	GRI 302-2	1,321	1,021	-	90%	-	-	99%	-	-

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Indicator	Standard	Perimeter 2021					Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Number of cars - hybrid petrol	GRI 302-2	53	55	-	90%	-	-	99%	-	-
Number of cars - petrol	GRI 302-2	115	55	-	90%	-	-	99%	-	-
Number of cars - plug-in hybrid diesel	GRI 302-2	10	3	-	90%	-	-	99%	-	-
Number of cars - plug-in hybrid petrol	GRI 302-2	179	10	-	90%	-	-	99%	-	-
Energy intensity										
Energy consumption by revenue (Gj/M € revenue)	GRI 302-3	92	135	135	-	100%	-	circa 100%	-	100%
Energy consumption by employee (Gj/Employee)	GRI 302-3	20	24	27	100%	-	circa 100%	-	100%	-
Energy saving initiatives										
Estimated energy savings in data centers (Gj)	GRI 302-4	0	346	0	100%	-	-	100%	-	56%
Cost savings due to improved energy efficiency in data centers (in €)	GRI 302-4	0	8240	0	100%	-	-	100%	-	56%
Estimated energy savings in offices due to initiatives (Gj)	GRI 302-4	505	829	0	100%	-	-	100%	-	56%
Cost savings due to improved energy efficiency in offices (in €)	GRI 302-4	30,707	49,745	0	100%	-	-	100%	-	56%
Energy requirements of products and services										
Power usage effectiveness (PUE)	GRI 302-4 TC-SI-130a.1	1.65	1.65	1.67	-	100%	-	100%	-	100%
CO₂e emissions by category										
Total CO ₂ e emissions (t CO ₂ e) (scopes 1, 2 and 3A)	GRI 305-4	9,846	8,626	11,461	93%	-	-	99%	-	95%
Total CO ₂ e emissions in data centers (t CO ₂ e)	GRI 305-4	553	1,249	762	100%	-	-	100%	-	100%
Total CO ₂ e emissions in offices (t CO ₂ e)	GRI 305-4	4,678	2,798	3,458	100%	-	-	100%	-	100%
Total CO ₂ e emissions in travels (t CO ₂ e)	GRI 305-4	4,614	4,579	7,241	89%	-	-	98%	-	92%

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Indicator	Standard	2021	2020	2019	Perimeter 2021		Perimeter 2020		Perimeter 2019	
					Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
CO₂e emissions by scope										
Total CO ₂ e emissions (scope 1) (t CO ₂ e)	GRI 305-1	5,432	3,615	5,010	96%	-	-	98%	-	92%
Total CO ₂ e emissions (scope 2) (t CO ₂ e)	GRI 305-2	3,561	1,106	1,847	100%	-	-	99%	-	95%
Total CO ₂ e emissions (scope 3A) (t CO ₂ e)	GRI 305-3	852	3,905	4,605	89%	-	-	99%	-	95%
Total CO ₂ e emissions (scope 3B) (t CO ₂ ee)	GRI 305-3	611,393	426,353	437,397	100%	-	-	74%	-	95%
Carbone intensity										
CO ₂ e emissions by revenue (t CO ₂ e e/M € revenue)	GRI 305-4	2.8	3.9	4.9	-	96%	-	circa 99%	-	95%
CO ₂ e emissions by employee (t CO ₂ e e/employee)	GRI 305-4	0.6	0.7	1.0	93%	-	circa 97%	-	95%	-
CO ₂ e emissions reduction (scopes 1, 2, 3a)		-49%			100%	-	-	-	-	-
% of CO ₂ e offsetted emissions for scopes 1, 2, 3a		100%	100%	100%	100%	-	-	99%	-	95%
Reduction of CO₂e emissions										
Estimation of reductions achieved (t CO ₂ ee)	GRI 305-5	40	145	0	100%	-	-	100%	-	100%
CO ₂ ee reductions due to the energy saved in data centers (t CO ₂ ee)	GRI 305-5	0	15	0	100%	-	-	100%	-	100%
CO ₂ ee reductions due to the energy saved in offices (t CO ₂ ee)	GRI 305-5	40	130	0	100%	-	-	100%	-	100%
Waste management										
E-waste collected (Kg)		54,547	29,693	124,877	60%	-	-	57%	-	45%
E-waste collected or recovered and reused / recycled (Kg)		54,547	29,693	124,877	60%	-	-	57%	-	45%
Other waste collected (Kg)		395,366	281,699	424,054	60%	-	-	57%	-	45%
Other waste collected or recovered and reused / recycled (Kg)		382,676	281,699	424,054	60%	-	-	57%	-	45%
Water consumption										
Water consumption (m3)	GRI 303-5 TC-SI-130a.2	16,826	81,668	22,437	60%	-	-	57%	-	45%

Energy consumption within the organisation : Included in scope:

- Offices of more than 15 employees managed by Worldline and third parties
- Data centers with a surface area greater than 50m², managed by Worldline and third parties

Regarding data centers, excluding data centers of less than 50m², the surface area covers 81% of the Ingenico Legacy surface area and 97% of Ingenico and Worldline surface.

The following countries/entities are excluded from scope as the data is not reliable :

- Worldline: Hong-Kong
- Ingenico: Ingenico E-commerce (UK), Ingenico Digital Commerce (US)

Energy consumption outside of the organisation : Countries with less than 15 employees are excluded from scope.

The countries excluded from scope in 2021 for Worldline are:

- Private car: Worldline China, Worldline Hong Kong, Worldline Netherlands, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania;
- Company car: Worldline Hong Kong, Worldline Netherlands, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, Ingenico Spain;
- Air travel: Worldline Hong Kong, Worldline Lithuania, Worldline Poland, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico China (Landi included), Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico New-Zealand, Ingenico Norway, Ingenico Romania, Ingenico Sweden, Ingenico Switzerland, Ingenico Turkey;
- Train travel: Worldline China, Worldline Hong Kong, Worldline Netherlands, Worldline Poland, Worldline Singapore, Worldline Sweden; Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania;
- Taxi travel: Worldline Hong Kong, Worldline Netherlands, Worldline Poland, Worldline Singapore, Worldline Sweden, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania.

For Ingenico, Ingenico E-commerce in the US and Ingenico Digital commerce in the UK are excluded from scope.

Total CO₂e emissions in data centers (t CO₂e) : Data centers with a surface area greater than 50m², managed by Worldline and third parties

Regarding data centers, excluding data centers of less than 50m², the surface area covers 81% of the Ingenico Legacy surface area and 97% of Ingenico and Worldline surface.

The following countries/entities are excluded from scope as the data is not reliable:

- Worldline: Hong-Kong
- Ingenico: Ingenico E-commerce (UK), Ingenico Digital Commerce (US)

Total CO₂e emissions in offices (t CO₂e) : Offices of more than 15 employees managed by Worldline and third parties

The following countries/entities are excluded from scope as the data is not reliable:

- Worldline: Hong-Kong
- Ingenico: Ingenico E-commerce (UK), Ingenico Digital Commerce (US)

Total CO₂e emissions in travels (t CO₂e) : please refer to Energy consumption outside of the organisation

Total CO₂e emissions (t CO₂e) (scopes 1, 2 and 3A) :

Are included in scope:

- All offices of more than 15 employees
- All DC of more than 50 m²

For the ex-Worldline entities, the following countries are excluded because the data is not available or not reliable enough:

- Scope 1:
 - Energy consumption offices & DC: Worldline Hong-Kong, Worldline USA, Ingenico E-commerce in the US and Ingenico Digital Commerce in the UK
 - Company car: Worldline Hong Kong, Worldline Netherlands, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, Ingenico Spain, E-commerce in the US and Ingenico Digital Commerce in the UK
- Scope 2: Worldline Hong-Kong, Worldline USA, Ingenico E-commerce in the US and Ingenico Digital Commerce in the UK
- Scope 3:
 - Private car: Worldline China, Worldline Hong Kong, Worldline Netherlands, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, E-commerce in the US and Ingenico Digital Commerce in the UK;
 - Air travel: Worldline Hong Kong, Worldline Lithuania, Worldline Poland, Worldline Singapore, Ingenico Austria, Ingenico Argentina, Ingenico China (Landi included), Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico New-Zealand, Ingenico Norway, Ingenico Romania, Ingenico Sweden, Ingenico Switzerland, Ingenico Turkey, E-commerce in the US and Ingenico Digital Commerce in the UK;





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Reducing our environmental footprint

- Train travel: Worldline China, Worldline Hong Kong, Worldline Netherlands, Worldline Poland, Worldline Singapore, Worldline Sweden; Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, E-commerce in the US and Ingenico Digital Commerce in the UK;
- Taxi travel: Worldline Hong Kong, Worldline Netherlands, Worldline Poland, Worldline Singapore, Worldline Sweden, Ingenico Austria, Ingenico Argentina, Ingenico Denmark, Ingenico Finland, Ingenico India, Ingenico Italy, Ingenico Norway, Ingenico Romania, E-commerce in the US and Ingenico Digital Commerce in the UK.

Waste management : Only ISO 14001 certified sites are included in scope covering 60% of Worldline headcount.

Water consumption : Only ISO 14001 certified sites are included in scope covering 60% of Worldline headcount.

Reduction of CO₂e emissions (scopes 1, 2): This indicator represents the reduction in CO₂e emissions on scopes 1 and 2 compared to the CO₂e reduction target validated by the SBTi. The target is as follows: Worldline SA commits to reducing absolute GHG emissions from scopes 1 and 2 by 25% by 2025 compared to a base year of 2019. The 2019 base year covers scopes 1 and 2 for Worldline and Ingenico, including TSS, and is therefore not equal to the emissions presented in this report. Taking into account this scope, Worldline emits 20,292 tonnes of emissions in 2019 on the 20,296 tonnes of CO₂e. In order to be in line with the emissions presented in this report, we have recalculated the 2019 reference perimeter by excluding the emissions related to TSS. Taking into account this new scope, the emissions emissions for 2019 for scopes 1 and 2 are 17,679 Tonnes CO₂e. Worldline's carbon footprint for scopes 1 and 2 in 2021 is 8,993 Tonnes CO₂e, Worldline's emissions have decreased by 49% compared to the base year.

D.6 Helping our local communities through positive impact solutions and social initiatives

D.6.1 Meet local communities expectations

Business risk	Risk description	Worldline action plan	Related opportunities	Main monitoring KPIs
Positive impact solutions <i>For more details, refer to this document, D.6.1</i>	In order for solutions to be sustainable in Worldline's business, the Company must continuously develop positive impact solutions. In addition, it must ensure these solutions are produced in a sustainable way.	Reinforcing value for customers and society through sustainable and eco-friendly solutions is a key challenge. That is why the Company has developed various initiatives to ensure that our solutions can also be a mean to help local communities		<ul style="list-style-type: none"> TRUST 2025 Volume of yearly donations collected by providing company support to charity in €m



Topic	Indicator	2021	Target 2025
Local communities	Volume of collected donations in €m	310.8	500

D.6.2 Positive impact solutions

D.6.2.1 Donations

Worldline uses its payment services to collect donations to charitable organisations. The Group works either directly with the charities or in partnership with its customers.

Worldline uses its payment services to collect donations to charitable organisations. The Group works either directly with the charities or in partnership with its customers. In 2021, €310,850,798 were raised for hundreds of charities through terminals or online, using Worldline payment services.

D.6.2.1.1 Microdonation on terminals

The most common solution is the micro-donation, which is made through payment terminals in partnership with retailers. It allows in-store customers to round up the amount of their purchase to the nearest euro or to add a fixed donation for the benefit of a charity. This solution is now available on our terminals in three countries: France, the United Kingdom and Spain.

In 2021, we collected through our solutions €6,202,553 from 19,4 millions transactions representing 30% growth compared to 2020

In France, Worldline has been in partnership with microDON since 2015 to deploy the Arrondi solution on the payment terminals used by many of the Group's retail customers and connected to Axis, Worldline's transaction centralization platform. In 2021, 11,3 million micro-donations were processed, amounting to nearly €5.5 million raised by the end of the year for charities supported by the partner retailers. Since the end of 2020, Worldline deployed the solution with Cora. End of 2021, Worldline has also succeeded in deploying the Solution for two additional clients: Auchan and FNAC:

- Auchan : by integrating the microDon rounding solution on more than 6,500 payment terminals in 136 Auchan Retail hypermarkets in Q4 2021, Worldline has been able to make its technological contribution to enable the collection of €396,000+ over the period 6-20 December for the *Force Femmes association* that assists and supports women over 45 in their efforts to return to work;



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- **FNAC/DARTY** : In addition, Worldline and MicroDON launched a pilot version of rounding up at the checkout in Fnac shops to the benefits of *Un Rien C'est Tout*. In light of the success of this pilot campaign, the solution will be deployed on a permanent basis on 1 February 2022. From this date onwards, Fnac Darty will offer customers in its Fnac shops the opportunity to round up their purchases at the checkout to the nearest euro, in order to work towards the deployment of concrete actions to help young people who have dropped out of school, women seeking employment in the digital sector and exiles who are being reintegrated into the workforce.

In the United Kingdom, the Pennies solution has been rolled out on nearly 6,500 standalone terminals operated by more than 30 partner retailers and collected more than 1,2 million donations in 2021 and raised €432,041.

The Group also maintained its partnership with Worldcoo, which allows it to offer micro-donations in Spain. The solution raised €311,818 thanks to the 1,36 million donations processed in 2021.

D.6.2.1.2 Online donations

Worldline also makes an active contribution to fundraising through its online payment services, which it offers to NGOs at preferential rates. In 2012, the Group joined forces with iRaiser, an online fundraising platform for non-profit-making

D.6.2.2 Green Banking Solutions

In 2021, Worldline has partnered with the Fintech ecolytiq to provide sustainable banking solutions across the European market. This is the first step in Worldline's strategy to provide a comprehensive set of sustainable banking services. (refer to D.2.5.2).

Taking into account the openness of the financial ecosystem, better known as "Open banking", and by leveraging banking data, banks can definitely be at the core of the creation of a green ecosystem, helping their clients to be aware of their environmental impact but also promoting corporates and merchants offering services and products with a positive impact.

Worldline's Green Banking offer is a 3-steps approach:

1. Deliver carbon footprint insights to end users based on banking transactions, allowing them to be more conscious about their environmental impact;

D.6.2.3 Financial inclusion

The partnership with the African Fintech, InTouch

The sub-Saharan African region, including 50 countries and 1.1 billion inhabitants in 2020 of which 59.9% from rural areas, is amongst the late emerging market in the global field of e-payments and e-banking and more generally, in terms of development, modernisation, standard of living, political stability, law and order. Driving changes and development in those countries is all the more crucial as, according to a World Bank report (2018), "an estimated 413 million people in Africa currently live in extreme poverty – more than half of the world's

organisations, providing a payment solution for accepting one-off or recurring donations in France and internationally. More recently Worldline paired with additional partners: GiveXpert, Zettle and NGO in direct. This strengthens Worldline's position as a leader in the online donations market in France. Thanks to this network of partners, the Group addresses the needs of more than 150 NGOs, plus 52 other online NGO customers, including Greenpeace and Amnesty International. The number of transactions varies from 200,000 up to 700,000 in December, when most online donations are made. In 2021, these partnerships enabled associations to collect €288Ex¹ million securely on their website.

Worldline also offered its technical partnership, being a faithful partner of the French Telethon, a public donation day in favour of the organisation AFM-Telethon, an association of parents and patients who fight relentlessly against genetic, rare and severely disabling diseases. Worldline provided its payment services for donations made online or through mobile devices for free. In 2021, €16,644,558 were collected through Worldline platforms.

As part of its TRUST2025 programme launched in 2021, Worldline has set itself €500,0m target for the collection of donations. End of 2021, we reached 62% of this target. This goal reinforces the Group's efforts to collect donations, which allows hundreds of charity projects to be financed each year. The solution aim to be extended in 2022 with new partners and new geographies.

2. Provide features to engage end users to change their behaviours in a win-win ecosystem;
3. Promote green bonds or other SRI financial products and offer an easy way for end users to subscribe such products.

This offer has a strong value proposition for clients because it will allow them to benefit from PSD2 regulation to leverage banking data, engage towards new financial products and generate new revenue streams, but also to retain customers and provide them ways to act for sustainability and finally, to improve their brand image.

total" while, according to the UN's World Population Prospects (2017), "[m]ore than half of the anticipated growth in global population between now and 2050 is expected to occur in Africa, with 1.3 billion new people in Africa between 2017 and 2050", particularly in sub-Saharan African countries. To address this challenge of the population growth, Worldline is convinced that enabling and facilitating exchanges throughout all forms of payment in these regions is essential to improve economic development level, procurement of basic necessities and service accessibility like internet.

¹ Excluding Téléthon.

In order to ease and accelerate the transformation, African countries have to take advantage of the technological opportunities offered by the fintechs (Financial Technologies). Indeed, traditional payment systems are relying on the creation of a bank account and payment cards operated by banking institutions. Such a system tends to be the safest but also the costliest. According to the World Bank, 350 million sub-Saharan African adults are unbanked and the two most commonly reported reasons for that are first the lack of money and second the distance to financial institutions. The lack of traditional banking infrastructure and services has paved the way for fintech and telecommunication companies to revolutionise the Financial Services market on the African continent. In this context, fintechs have a considerable role to play in enabling other types of payments, including mobile money, which thus improves financial inclusion. Indeed, in recent years, mobile phone penetration in sub-Saharan Africa has increased dramatically. According to the most recent report from GSMA, an association of mobile network operators worldwide, there are 747 million SIM connections in sub-Saharan Africa, representing 75% of the population.

Worldline has signed end of 2017, a technological, commercial and financial partnership with the African fintech "InTouch" to support financial inclusion through the fintech's actions. One of the key innovative digital solutions of InTouch is the *Guichet Unique* which has integrated more than 300 digital and payment services in 2021, this number having doubled since 2019. It is deployed in seven African countries: Burkina Faso, Cameroon, Côte d'Ivoire, Kenya, Mali, the Republic of Guinea and Senegal. Four additional countries were launched in 2021: Mozambique, Nigeria, Uganda and Tanzania.

The *Guichet Unique* provides retail networks with a single customer-friendly device enabling them to accept a very wide range of secure and convenient payment methods (e-money, mobile money, private cards and cash) and to offer services supplied by third parties (multimedia subscriptions, bill payment, money transfer, card reloading, and banking and insurance services). Deployed in more than 1500 TotalEnergie service stations and more than 37,000 independent points of sale in 2021. More than 1400 corporate clients used InTouch's payment and digital service platform to accept payments and distribute services.

In 2021, the *Guichet Unique* platforms managed 1.5 billion euros in transaction volumes (nearly 1 billion euros in 2020) representing 51 million transactions (40 million in 2020) or more than 130,000 transactions per day. Thus, this solution facilitates payment transactions and financial digital services for people without bank account and payment card. It is making a wide range of services available (mobile money, prepaid cards, remittance, money transfer, bill payment, etc.). Moreover, it is allowing small merchants (small neighbourhood shops, salons, restaurants, retailers, etc.) more payment options to develop their business.

In addition to its geographic expansion, InTouch plans to continue expanding its service catalogue as well as offering new products that meet the specific needs of corporate clients.

Besides, InTouch in partnership with Worldline also developed a specific initiative in Senegal to bring digital Financial Services to rural Senegalese areas where 61% of this population is financially excluded. With the support of the United Nations Capital Development Fund, the fintech deployed during the first quarter of 2021 a network of 405 roving bank agents in 10 underserved departments of Senegal. In parallel, it has provided them with a specific mobile application allowing them to offer different types of transactions with all operators in the country and immediate money transfer free of charge. This innovation brought real progress in the villages: increase of awareness and use related to digital financial services (similar services than the *Guichet Unique*), additional income for agents, less travels and intermediary fees, more discretion with mobile payment, etc. It should be noted that the recruitment of women has been a challenge in this project. 13% of active agents recruited are women and benefit, like men, from a salary supplement.

Worldline and InTouch were also able to connect to the big players in international money transfer such as Western Union, Ria, WorldRemit, A Small World etc type of offer to ease financial transfer across the globe. More generally, such a solution supports the development of digital payment solutions instead of cash exchanges only, which is in favour of economic growth and a more secure and transparent economy and society, fighting against fraud, encouraging financial flows traceability. In this way, it supports the Sustainable Development Goals 5, 8, 10, 16 and 17 of the United Nations.

Worldline brings to InTouch its expertise in payment solutions and also provides a secure industrial hosting infrastructure enabling the deployment and operation of its solutions aiming at digital financial inclusion on a pan-African scale. Through this solution and the InTouch partnership, Worldline is contributing to sub-Saharan Africa's global financial inclusion and a more secure and transparent society with stronger institutions.

It should be noted that 2021 was also marked by the entry into InTouch's capital of 2 new shareholders: the CFAO group and Mobility, the investment vehicle created by CFAO in partnership with Toyota Tsusho Corporation in 2019 and dedicated to the mobility sector on the African continent.

They are thus joining TotalEnergies and Worldline to support InTouch in its pan-African development because, as Richard Bielle, CEO of the CFAO Group, explains:

"The rise of African economies and the acceleration of transformation depend in large part on the financial inclusion of populations. Since its creation, InTouch has participated in this structuring transformation for the continent. [...]"



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D.6.3 Develop sponsorship and philanthropy in our local communities [GRI 201-1] [GRI 203-1] [GRI 203-2] [GRI 103-1 Economic performance] [GRI 103-1 Indirect economic impact] [GRI 201-4]

Worldline is firmly committed to having a positive impact on the economic and social development of the regions in which it operates. The Company's ambition goes beyond its mere economic development, creating jobs, developing solutions and supplying services for its customers. Indeed, Worldline has been helping local communities in its territories through multiple-social initiatives over the years, and articulated around three objectives:

- Provide social care especially for youth and women empowerment.
- Promote digital inclusion and employability through skill sponsorship.
- Fight disease and contribute to social welfare.

Based on the Business for Sustainability model (B4SI), Worldline adopted a standard way of reporting its social impact for local communities. In 2021 Worldline invested a total of €728,899 in the social initiatives for local communities and society at large [GRI 201-1]. This total amount includes cash contribution, staff time costs (employee volunteering in working hours), in kind contributions and management costs for these initiatives.

Yet worldwide sanitary restrictions and remote work drastically reduced the opportunities to meet and organise initiatives with the communities in 2021.

Key results

Indicators	2015	2016	2017	2018	2019	2020	2021
Total community investments (in €)	67,331	1,272,959	1,254,704	1,381,657	1,509,259	629,347 ¹	728,899

¹ The decrease is due to a scope review between 2019 and 2020, excluding the French apprenticeship tax.

D.6.3.1 Specific initiatives relating to children care and empowerment (non-exhaustive list)

Worldline launches and promotes initiatives to raise funds and support child protection services and even health and education services, thus helping sick children or those living in needy areas.

In the United Kingdom, employees have an historic strong bond with the *Railway children* Charity that raises funds to help homeless children who often seek shelter in train stations, in the UK. Because of Covid-19 and the cancellation of many events Worldline could not participate to the annual event of the *Railway Children*. Hence Worldline did compensate with a direct large donation to the Charity. More actions from employees toward the *Railway Children* were also supported providing a donation for each employee initiative.

In Germany, The Group supports children from the *Monikahaus family centre*, via its Frankfurt site, since 1999, a social project run by the Catholic Church that focuses on the psychosocial education of children and teenagers with difficult family

backgrounds and behavioural disorders. The Aachen site also gives donations and employees working hours or free time to projects of the *Kinder-und Jugendhilfe* Brand project, an institution offering care as well as in-patient and out-patient services to children. In Franckfurt, Worldline donated to *Die Arche* supporting socially disadvantaged children and young people in inner cities of Germany.

In 2021, Worldline India supported 30 meritorious girl students from underprivileged background and help them into secondary school, promoting quality education and women empowerment.

Worldline, in India also made donations to *SOS Children's Villages* and particularly in the *strengthen families* stream. This programme tailored support to protect parents from facing hardships that would prevent them from caring and protecting their children as they grow and makes sure families remain together.

D.6.3.2 Specific initiatives relating to digital inclusion and employability through skill sponsorship (non-exhaustive list)

Worldline employees volunteer their time and share their knowledge, skills and expertise of the IT industry in schools in order to provide equal access to education (girls and boys) and fight against social exclusion.

In 2021, Worldline Belgium associated with a Belgium bank and raised money through its terminals for *Digital4Youth*. This charity is committed to ensuring that all young adults in Belgium have access to information and communication technologies supporting that "every child and young adult in Belgium deserve a secure and quick access to a laptop".

Since 2011, Worldline have in France a partnership with *Energie Jeunes*, a non-profit organisation which aim is to fight school drop-out in secondary schools located in underprivileged neighbourhoods and to encourage teenagers to persevere in their studies, while fighting their sense of "failure".

Worldline committed to offer 5 days-off per school year to employees who want to get involved through skills sponsorship or mentoring into *Energie Jeunes'* actions. This year, 10 employees were trained to raise awareness within secondary school pupils about school drop-out.

D.6.3.3 Specific initiatives relating to health and contribution to social welfare (non-exhaustive list)

At group level, Worldline initiated a worldwide donation campaign among its employees capping 2020 and 2021 to contribute to the *UN World Food Programme*, the world's largest humanitarian organisation using food assistance to build a pathway to peace. 12 000 meals were donated by employees and Worldline donated an extra 10 000 meals to close the campaign.

In Belgium, Worldline once again gave its financial and technological support to the *Breast International Group (BIG)* for the initiative *BIG Time for Baby*. It is an international non-profit organisation that forms the world's largest network of academic research groups against breast cancer. The *BIG Time for Baby* study enables young women with breast cancer to plan their treatment, in order to allow for the conception of a child.

In France, Worldline supported the *Collecte Nationale des restos*, an action event in favour of the French association *Les restaurants du Coeur* during which employees contributed to the massive collection of 9000 tons of food and first necessity products for 3 days, helping the volunteers of the association and eventually volunteer themselves.

Worldline also offered its technical services, being a faithful partner of the French *Telethon*, a public donation day in favour of the organisation *AFM-Telethon*, an association of parents and patients who fight relentlessly against genetic, rare and severely disabling diseases. Worldline provided its payment services for donations made online or through mobile devices for free. This initiative not only involved technical platforms but also 40 volunteers participating to the event every year.

In 2021, these transactions contributed to 23% of the successful collection of 73,622,019€.

D.6.3.4 Other initiatives fostering social well-being and engagement of workforce towards the local communities (non-exhaustive list)

Worldline has a wide set of other voluntary social initiatives destined to the society in general, which focuses on social impacts and community well-being. Through various initiatives, Worldline also promotes social inclusion among its employees to encourage them to get involved.

In particular, Worldline France has been executing for 8 years the programme *Engagement associatif* (Associative

involvement). Its purpose is to bolster the social engagement of employees who are willing to be involved in associations projects with a social dimension.

Employees present their project and are granted time to contribute if the jury selected it. Worldline will then offer days during their work time out of a pool of days. In 2021, the pool was 40 days.





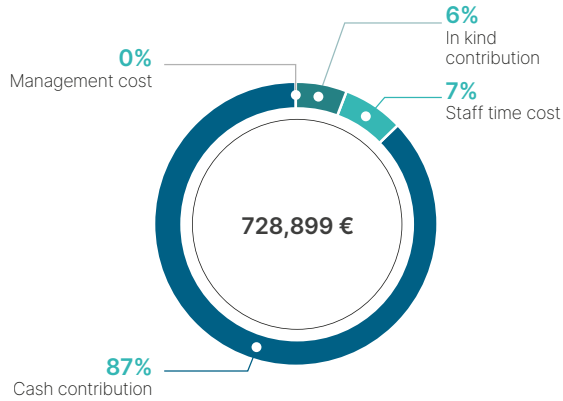
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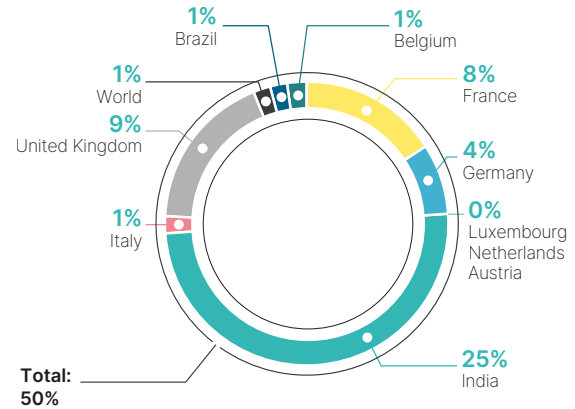
D.6.3.5 Accelerating the adoption of good practices

Worldline analysed the data from its social initiatives and exposed various facts:

Contribution by type (in €)



Contribution by country (in €)



- Contributions are very unevenly distributed across geographic areas ;
- Top 5 countries represent +90% of amount granted to social initiatives;
- Many initiatives are one off and lack next-year iteration.
- Contributions are very centered on Cash donations;
- In kind donations dropping due to COVID restrictions;
- Percentage of skill sponsorship and staff time donations low.

Considering these data, Worldline aims at redefining its philanthropic strategy to define the guidelines for 2022 and the years to come in order to:

- Engage the business into contributing more;
- Evenly spread the contributions among countries;
- Promote employees' volunteering and support them with time granted.

D.6.4 Key performance Indicators about local communities

Indicator	Standard	Perimeter 2021					Perimeter 2020		Perimeter 2019	
		2021	2020	2019	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Local communities										
Total community investments (€)	GRI201-1	728,899	629,347	1,509,259	87%	-	94%	-	86%	-
Total number of employees involved in social responsibility initiatives	GRI201-1	624	1,170	276	87%	-	94%	-	86%	-
Donations to Charity (€)	GRI201-1	572,607	324,328	365,804	87%	-	94%	-	86%	-
Contribution to Commercial initiatives for good causes (€)	GRI201-1	53,777	245,566	3,080	87%	-	94%	-	86%	-
Contribution to Universities (€)	GRI201-1	53,933	191,654	1,096,027	87%	-	94%	-	86%	-
Contribution to Responsible IT Projects (€)	GRI201-1	13,473	13,845	43,200	87%	-	94%	-	86%	-
Micro-donation										
Volume of collected donations in €m		310.8	-	-	-	100%	-	-	-	-

Local communities: TSS is included in the scope. As TSS and non-TSS employees may have been involved in the same initiative, it is not possible to remove TSS specifically from the final value. The following countries are excluded from the scope: Australia, Canada, China, Czech Republic, Poland, Switzerland.

D



D.7 Reporting methodology and scope for non-financial indicators

This chapter describes the scope of 2021 Worldline's Corporate Social Responsibility report and the guidelines on which it is based. It also addresses how Worldline reports according to globally accepted reporting standards and the process used to obtain the information presented in the report.

In 2021, by combining forces with Ingenico, Worldline has become a new world-class leader in payment services and has joined the league of international payment leaders. In addition to the payment services delivered by Worldline through its three Global Business Lines (Merchant Services, Financial Services, and Mobility & e-Transactional Services) the Group delivers world-class terminals solutions & services to banks &

acquirers through the TSS Global Business Line ("Terminals, Solutions & Services"). Following the strategic review of this activity, the Board of Directors approved the strategy to divest TSS, so it can pursue an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL is accounted for under IFRS 5 as discontinued operation and excluded from the figures and analysis presented in the section D. of 2021 Universal Registration Document. When the exclusion of TSS data was not possible, this will be specified in the reporting methodology (mentioned in section D.7.3), and also in a note in the indicator tables.

D.7.1 Principles and standards of reporting

[GRI 102-5] [GRI 102-10] [GRI 102-45] [GRI 102-48] [GRI 102-49]
[GRI 102-50] [GRI 102-51] [GRI 102-52] [GRI 102-56] and [GRI 103-1]

D.7.1.1 Legal requirements and principles

[GRI 102-12] [GRI 103-3 Worldline Specific Disclosures]

D.7.1.1.1 European Directive on the declaration of extra-financial performance

As required in this French transposition of the European Directive 2014/95/EU on the declaration of extra-financial performance, the content of Worldline's statement on extra-financial performance includes a reference to its business model, a presentation of the non-financial risks it faces, a description of the policies implemented to mitigate

these risks and the results of such policies, which effectiveness and performance are measured by relevant KPIs. In particular, the document submits information regarding the social and environmental impact of Worldline activities and its contribution to Human Rights, and fight against corruption and against tax evasion. For further information, refer to this report, Section D.1.3.4.2.

D.7.1.2 Compliance with the most demanding reporting frameworks

D.7.1.2.1 Alignment with Global Reporting Initiative (GRI) standards

[GRI 102-12] [GRI 102-46] [GRI 102-54] [GRI 103-1] [GRI 103-1 Indirect Economic Impacts]
[GRI 103-1 Market Presence] [GRI 103-1 Procurement Practices] [GRI 103-1 Anti-Corruption]
[GRI 103-1 Energy] [GRI 103-1 Emissions] [GRI 103-1 Employment] [GRI 103-1 Occupational Health and Safety] [GRI 103-1 Training and Education] [GRI 103-1 Diversity and Equal Opportunity]
[GRI 103-1 Customer Privacy] [GRI 103-1 Worldline Specific Disclosures] and [GRI 103-1 Economic Performance]

Since its first reporting in 2014, Worldline has prepared its sustainability report in accordance with the GRI sustainability reporting framework. Worldline reports on the full general disclosures and on the material topics clustered into general categories (economic performance, market presence, indirect economic impacts, procurement practices, anti-corruption, energy, emissions, employment, health and safety, training and education, diversity and equal opportunity, customer privacy and socioeconomic compliance) plus 16 Worldline Sector specific indicators. This report has been prepared in accordance with the GRI Standards: Comprehensive option and Worldline has successfully completed the GRI Content Index Service.

Worldline has successfully completed the GRI Content Index that is available on the Company's website: worldline.com. It states which subjects have been considered applicable and then included in the report. The required profile information and an overview of the management approach for each indicator category is also provided.

Worldline is committed to transparent and public reporting on sustainability. This report covers the period from January 1, 2020 to December 31, 2020 in a comparable period (one year) to the previous 2019 report. In term of scope, the geographical perimeter has changed compared to 2019. Detailed explanations are provided in next paragraphs.

D.7.1.2.2 Alignment with CDSB framework

Besides, Worldline meets the principles and requirements of the CDSB Framework and it reports on its material environmental impacts and performance on an annual basis in the Registration Document and integrated report. CDSB has developed a framework for reporting environmental information, natural capital and climate change-related information in mainstream corporate reports.

D.7.1.2.3 Alignment with SASB standard

This report is in accordance with SASB standard and in particular SASB industry standard for Software & Information Technology. The SASB Foundation is an independent standards-setting organisation. Its mission is to establish and maintain industry-specific standards that assist companies in disclosing financially material, decision-useful sustainability information to investor. SASB standards are designed to identify a minimum set of sustainability issues most likely to impact the operating performance or financial condition of the typical company in an industry, regardless of location. SASB standards are designed to enable communications on corporate performance on industry-level sustainability issues in a cost-effective and decision-useful manner using existing disclosure and reporting mechanisms.

D.7.1.4 Process for defining report content [GRI 102-4] [GRI 103-1 Worldline Specific Disclosures]

Firstly, the selection of the Key Performance Indicators (KPIs) is aligned with Worldline strategy and based on its materiality assessment (refer to Section 1.1.3.3). The Corporate Social Responsibility strategy includes a prioritisation of topics which is an essential requirement for the non-financial performance dashboard and internal project follow up.

In 2021, Worldline reviewed the results of the latest materiality analysis to confirm the prioritisation of sustainability issues and its strategic axes in view of the new organization.

Topics boundaries [GRI 102-45] [GRI 103-1]

The following topics of the Standards from the GRI have material significance for Worldline. Outside the organisation, these aspects are material for the mentioned stakeholders.

Material topics

Economic performance
Market presence
Indirect economic impacts
Procurement practices
Energy
Emissions
Employment
Training and education
Diversity and equal opportunity
Occupational health and safety
Anti-corruption

Socioeconomic compliance

Customer privacy

Topic boundaries outside the organisation

Communities, Customers, Investors and analysts and NGOs
Communities, Public bodies, Suppliers and partners and NGOs
Communities, Public bodies, Suppliers and partners and NGOs
Communities, Public bodies, Suppliers and partners
Customers, Investors and analysts
Customers, Investors and analysts
Communities, Public bodies, Suppliers and partners

Suppliers and Partners
Customers, Investors and analysts, Public bodies, Suppliers and partners
Customer, investors and analysts, Public bodies, Suppliers and partners
Customers

For each topic of the GRI standards, an internal and an external score were determined. All of the topics covering a defined threshold for internal and external scores were considered as material for Worldline. Thirteen Standards topics were analysed as material for Worldline. Other topics were identified as material but did not match with any GRI Standards topics.

Worldline integrated these topics in its materiality matrix to reflect its business specificities and challenges. The Worldline materiality matrix emphasises the prioritisation of Worldline's Corporate Social Responsibility challenges and enables to determine its strategy.





D.7.2 Methodology of reporting

D.7.2.1 Reporting process for the indicators resulting from the materiality analysis [GRI 102-45] [GRI 102-49]

The reporting process for our Main KPIs and our TRUST 2025 KPIs is described in two internal documents entitled "CSR Reporting Protocol" and "TRUST 2025 Reporting Protocol". For each KPI, the document describes the definition, the scope, the levels of responsibility and control, as well as the calculation methodology. As Worldline is engaged in a process of improvement, the Company works to adapt its reporting protocol to changes in the Group and update this document every year.

Worldline's CSR reporting is managed by the CSR team and a network of contributors throughout the countries and entities. Most non-financial information is collected and consolidated in a dedicated CSR data collection tool. Some information is collected beforehand in dedicated tools, as is the case for

non-financial information in the People section. A minority of the information is collected during individual discussions with the contributors. Data provided by the different contributors is then consolidated at a global level.

Worldline has asked Deloitte to conduct audits to obtain a level of assurance for its main key performance indicators (see the independent third party report Section D.7.4). Deloitte carried out on-site audits for the former Ingenico entities in Germany, the United Kingdom, the United States and the former Worldline entities in the Netherlands covering 14% of the headcount and 21% of greenhouse gas emissions. In addition, an energy data consistency review was performed for former Worldline entities in Italy. Global audits have been carried out on the main KPIs.

D.7.2.2 Reporting scope for the indicators resulting from the materiality analysis [GRI 102-45] [GRI 102-49] [GRI 102-10] [GRI 102-4]

The reports concern the financial year from January 1, 2021 to December 31, 2021. It gathers information on the environmental, social and societal impacts of Worldline and its entities. The report includes all entities acquired before the end of 2020, with the exception of entities belonging to the Global Business Line Terminals, Solutions & Services.

In 2021, by combining forces with Ingenico, Worldline has become a new world-class leader in payment services and has joined the league of international payment leaders. In addition to the payment services delivered by Worldline through its three Global Business Lines (Merchant Services, Financial Services, and Mobility & e-Transactional Services) the Group delivers world-class terminals solutions & services to banks & acquirers through the TSS Global Business Line («Terminals, Solutions & Services»). Following the strategic review of this activity, the Board of Directors approved the strategy to divest TSS, so it can pursue an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL is accounted for under IFRS 5 as discontinued operations and

excluded from the figures and analysis presented in the section D. of 2021 URD.

Worldline obtains its extra-financial data from internal and external sources (third parties). The frequency of extra-financial reports is annual. The 2021 CSR reporting scope covers 49 countries: Argentina, Australia, Austria, Belgium, Brazil, Canada, Chile, China, Colombia, Costa Rica, Czech Republic, Denmark, Estonia, Finland, France, Germany, Great Britain, Greece, Hong Kong, Hungary, India, Indonesia, Italy, Japan, Latvia, Lithuania, Luxembourg, Malaysia, Malta, Mexico, Morocco, Netherlands, New Zealand, Norway, Philippines, Poland, Romania, Russia, Singapore, South Africa, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, Ukraine, United States and Vietnam

Section Key Performance Indicators tables D.1.4, D.2.6, D.3.5, D.4.6, D.5.4 and D.6.4 specify the perimeter associated with each indicator provided.

D.7.2.3 Reporting tools

[GRI 103-3 Indirect Economic Impacts] [GRI 103-3 Market Presence]
[GRI 103-3 Procurement Practices] [GRI 103-3 Anti-Corruption] [GRI 103-3 Energy]
[GRI 103-3 Emissions] [GRI 103-3 Employment] [GRI 103-3 Occupational Health and Safety] [GRI 103-3 Training and Education] [GRI 103-3 Diversity and Equal Opportunity] [GRI 103-3 Customer Privacy] [GRI 103-3 Economic Performance]

Worldline uses the UL360 Sustainability Software tool for CSR data collection. This tool is used to facilitate information gathering, global workflows, validations, exploitation and visualization of KPI results

For 2021 most of the indicators are gathering using UL 360 Sustainability Software. Most of the People indicators have

been extracted from the Group's tool Nessie and uploaded into UL 360 Sustainability Software. A smaller number of indicators are extracted from specific software, for example MyCareer application for Learning & Development indicators, or collected during interviews and discussions.

D.7.3 Methodology of indicators

[GRI 103-1 Worldline Specific Disclosures][103-2 Indirect Economic Impacts] [GRI 103-2 Worldline Specific Disclosures]

D

D.7.3.1 Detailed information related to indicators from TRUST 2025 programme

Quality score – Contracts' services availability & response

Worldline contracts may include Service Level Agreements (SLAs) that define the agreed availability and response time targets for the relevant services

- Service availability is the ability of an IT service or other configuration item to perform its agreed function when needed. Availability is determined by reliability, maintainability, serviceability, performance and security
- Response time is a measure of the time it takes to complete an operation or transaction

Worldline has defined an indicator called "Quality Score - Service Availability & Response Time" for contracts and platforms, which measures the extent to which Worldline meets its SLA targets based on a percentage of SLA violations encountered

The SLA/SLO scope for 2021 includes the 85 most critical contracts (€781.6m) and 49 platforms (~€2,000m) which will ensure a limited number of SLAs/KPIs to

- Ensure achievable improvement plans for contract holders in case of breaches.
- Focus Worldline's management attention on the large contracts and SLAs/SLOs that are most critical to the business

% of data subject' request answered in time and in compliance with Worldline privacy policy

This indicator aims to ensure that requests from individuals to assert their right to privacy are properly handled within a reasonable timeframe, i.e. one to two months depending on the complexity of the requests. In order to comply with the Worldline Data Protection Policy, the processing of requests must include a record of the actions taken at each stage of the processing of requests. The Group's data protection policy is aligned with section 3, article 12 to 23 General Data Protection

Regulation Translated with www.DeepL.com/Translator (free version)

The indicator is calculated as follows: Number of personal data requests answered in accordance with the data protection policy / Number of personal data requests

The geographical scope of this indicator covers all entities in the European Economic Area and the UK

Any request, complaint, question, query, contact or the like that does not constitute a request for personal data is excluded from the scope

% of ISO 27001 certified sites according to the security policy

This KPIs is used for measuring the % of group eligible office and data centre sites certified ISO27001. Eligible sites include :

- Sites/premises with more than 50 employees
- Worldline Data centers

Calculation method is the following : Number of eligible sites certified ISO27001 divided by the number of eligible sites.

The total number of eligible sites was fixed to 72 as the baseline for end 2021. This number may change over time due various business reasons.

Customer Net Promoter Score

The Net Promoter Score (NPS) is used to measure and improve customer loyalty. This methodology is based on the perspective that customers can be divided into three categories: promoters (score 9-10), passives (score 7-8) and detractors (score 0-6). The question "How likely are you to recommend Worldline to a friend or colleague?" is used to calculate the NPS. Worldline calculates the Net Promoter Score using the difference between those who were promoters and detractors divided by the total number of contracts



Extra-Financial Statement of Performance

Reporting methodology and scope for non-financial indicators

The score of the report is the same as the "Overall Customer Satisfaction (OCS) Score".

The reporting scope is based on eligible revenues, with revenues representing each contract taken into account by the satisfaction survey. The estimated scope for the year 2021 includes 393 contracts representing €1721K of the total external revenue budgeted for 2021

In 2021, Payone is excluded from the scope

Total revenue of "sustainability offering" (M€)

The KPI is calculated on the basis of the revenues of the offers considered sustainable that Worldline sells to its customers. The offers considered sustainable are identified and the associated indices (degree of sustainability) are set by the product managers according to their scope on 24 aspects (grouping together the economic, social, environmental and governance benefits generated by the offers). The overall process is coordinated by a dedicated person in the Corporate Social Responsibility team. Worldline's portfolio is continuously evolving and the definitions of the KPIs are subject to updates.

Worldline has estimated the revenue related to its sustainable solutions. To obtain this information, Worldline calculated the revenue per business unit while associating the list of offers that are part of that business unit in proportion to their total reported contract value in 2021. Worldline then applied the resulting sustainability percentage to the revenue, to obtain the revenue related to sustainable offers. The sustainability percentage is zero when the sustainability analysis could not be completed. In 2021, the products and services of the former Ingenico Global Business Line Merchant Services entities were integrated. Based on the mapping of the offers scored to products and services, Worldline has calculated the Sustainable Income on this perimeter.

Average number of Training hours per employee per year

The actual number of hours of training provided to the company's employees during the reporting period is taken into account

The actions considered as training are :

- Learning that takes place in an organised and structured environment (e.g. in an educational or training institution or in the workplace);
- Explicitly designated as learning (in terms of objectives, time or resources);
- Intentional from the learner's point of view: the explicit objective of the learner is to acquire knowledge, skills and/or competencies;
- Objectives by training department, instructional designer and/or instructor;
- Delivered by trained teachers in a systematic and intentional way in a school, college or university;
- With curriculum, accreditation, certification;

- Intentional from the learner's point of view: the explicit aim of the learner is to acquire knowledge, skills and/or competencies;
- Learning that is part of planned activities that are not always explicitly designated as learning (in terms of learning objectives, learning time or learning support), but which contain a significant learning element. Non-formal learning is intentional from the learner's perspective;
- Is rather organised and may have learning objectives.

The average training hour is calculated as follows (Cumulative number of training hours during the reporting period) / (Total number of employees at the end of the reporting period)

The following types of employees are excluded from the scope: inactive employees, school trainees, apprentices, externs, graduates

Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey

This indicator is monitored by the confidence index rate provided by the results of the Great Place to Work® survey

This statement is part of a survey launched every year. The survey is conducted by the Great Place to Work Institute, which is independent of the company. In this survey, there are 70 GPTW statements and 22 additional closed statements that have to be answered. Among these 70 statements is: "Taking everything into account, I would say that this is a great place to work. If this answer is "often true" or "almost always true", it is considered a positive response. The Confidence Index is the average of the results of the closed questions in GPTW.

The following categories of employees are excluded from the scope: Employees whose contract is suspended pending a return to work (parental leave, sabbatical leave, start-up leave, etc.), casual workers, subcontractors, external service providers, specific assisted contracts.

% of disabled workforce in the countries imposing legal requirements

The objective of this KPI is to measure the number of people with disabilities in the country where there is a legal obligation and whose workforce triggers an obligation to hire a % of employees with disabilities. In December 2020, the target countries are: France, Germany, Austria, Poland, Italy, Romania, China. Each country may have different criteria for defining the status of a disabled employee.

Global HR will liaise with the HR team in the targeted countries to obtain the total number of disabled employees by the end of the year.

The following categories of employees are excluded from the scope: Employees whose contracts are suspended pending a return to work (parental leave, sabbatical leave, start-up leave, etc.), casual workers, subcontractors, external service providers

% of women within the management positions

This KPI measures the percentage of women in management positions. Management positions are all positions with a MCG of 6 and above in the former Worldline HR tools and ICL 13 and above in the former Ingenico HR tools.

The result is calculated as follows: Total women with a MCG of 6 or more or ICL 13 or more / Total employees with an MCG of 6 or more or ICL 13 or more.

The following categories of employees are excluded from the scope: trainees, paid or unpaid, casual workers, subcontractors, external service providers, specific assisted contracts.

% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified

This commitment measures Worldline's ability to improve the level of responsibility of its strategic suppliers and therefore ensure that the Group is responsible throughout its value chain. If the supplier has a score below 45 points, Worldline initiates a corrective and collaborative action plan with the supplier every year. This action plan is not mandatory for the supplier, nor is the EcoVadis assessment: suppliers can decide not to do the assessment and/or the corrective action plan.

The indicator is calculated as follows: number of suppliers with a score below 45 for whom Worldline has requested an action plan to address the critical issues identified by EcoVadis / number of suppliers with a score below 45.

% of total expenses assessed by EcoVadis out of strategic suppliers expenses

The Worldline Group's strategic suppliers are defined by the buyers taking into account operational needs and market positioning. In 2021, WL's strategic suppliers represented approximately 113 suppliers and 37% of total spend.

EcoVadis aims to improve the environmental and social practices of companies by leveraging the influence of global supply chains. EcoVadis has developed a tool that allows companies to have their suppliers assessed according to CSR principles. When a supplier is assessed by EcoVadis, all expenditures related to that supplier during the assessment year are considered assessed.

The indicator is calculated as follows: Spending by strategic suppliers assessed by EcoVadis / Total spending by strategic suppliers.

% of alerts investigated and related actions plan defined within 3 months

The number of alerts gives an indication of the willingness of employees and Worldline to act in accordance with the code of ethics.

The following elements are considered when calculating the PCI:

- Number of legitimate alerts received
- Date of receipt of alert (compliance mailbox or integrity line) and evidence of analysis (scheduled meetings/meeting minutes).
- The date of finalisation of the action plan must be less than 2 months after the alerts received by Global Compliance.

CO₂e emissions reduction (scope 1 and 2)

Worldline reports its carbon footprint in accordance with the GHG Protocol for corporate accounting. This indicator represents CO₂e emissions from scopes 1 and 2.

Within Worldline, the scopes are defined as follows:

- Scope 1 :
 - Fossil fuel consumption in offices and data centres ;
 - Fossil fuel consumption of the vehicle fleet ;
 - Refrigerant gas leak.
- Scope 2 :
 - Electricity consumption in offices and data centres.

This KPI is calculated as follows: $((\text{Total CO}_2\text{e emissions (scopes 1 and 2) FY N} - \text{Total CO}_2\text{e emissions (scopes 1 and 2) FY N-1}) / \text{Total CO}_2\text{e emissions (scopes 1 and 2) FY N-1}) * 100$

The perimeter of the indicator is the same as that applied for the indicator Total CO₂e emissions (scopes 1 and 2).

% of CO₂e neutralised emissions for scopes 1, 2, 3a

The offsetting of CO₂e emissions is achieved through the company Ecoact, which offers companies voluntary carbon offsetting programmes for greenhouse gas emissions, which means offsetting the emissions produced by Worldline's data centres, buildings and business travel. The amount of CO₂e emissions is then multiplied by a carbon price (number of € per tonne of CO₂e) and this gives an amount of emissions in euros. In 2020, the carbon price was €1.36/tonne of CO₂e.

Each year, Worldline publishes the tonnes of CO₂e emissions produced by its energy consumption in offices and data centres and business travel. Based on this data, the CO₂e emissions are calculated and audited by Deloitte.





D.7.3.2 Detailed information related to environmental KPI

In line with the recommendations of the GRI standards, Worldline monitors a wide range of environmental KPIs related to energy consumption, waste, water and CO₂e emissions. The scope of environmental reporting covers all sites with more than 15 employees and data centers larger than 50m². The scope of reporting extends to 49 countries: Argentina, Australia, Austria, Belgium, Brazil, Canada, Chile, China, Colombia, Costa Rica, Czech Republic, Denmark, Estonia, Finland, France, Germany, Great Britain, Greece, Hong Kong, Hungary, India, Indonesia, Italy, Japan, Latvia, Lithuania, Luxembourg, Malaysia, Malta, Mexico, Morocco, the Netherlands, New Zealand, Norway, the Philippines, Poland, Romania, Russia, Singapore, South Africa, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, Ukraine, the United States and Vietnam.

The data collection is performed twice a year on UL 360 Sustainability Software.

The scope of GHG emissions reporting covers approximately 96% of turnover and approximately 93% of employees. The specific scope for each of these indicators is described in their definition below. Some of these indicators are subsequently audited and verified by an external auditor (see list in the independent verification report in Section D.7.4).

GRI302-1 TC-SI-130a.1 Energy consumption within the organisation

Worldline has used a collection methodology based on the GHG Protocol and the GRI guidelines. In this way, the two processes can be integrated and data from both reports can be collected.

For the CO₂e calculations, country regulations and calculation methods have been applied.

The conversion factors have been adjusted according to country and type of energy consumed (fuel oil, diesel, gas, electricity).

Conversion factors are based on the Department for Environment, Food & Rural Affairs of UK (DEFRA) and the International Energy Agency (IEA).

The methodology used is provided directly through the local power supplier or landlord:

- Concerning electricity, metres are installed at the site level to measure the energy consumed in kWh. The measurement recorded by the metres is used by suppliers or *via* landlords for issuing invoices;
- Concerning natural gas, metres are installed at site level to measure the energy consumed in m³ and converted in kWh according to local conversion ratios, in many cases directly by the supplier. The invoice is provided directly by the gas supplier or *via* the landlord.

Invoices state the total amount consumed in kWh and/or its monetary value (local currency). If only the monetary value is provided, the respective consumption in kWh is calculated by using a respective cost per unit rate.

Worldline has included some assumptions and techniques for underlying estimations applied to the compilation of the Indicators and other information in the specific KPIs.

For example, in the case of unavailability of actual consumption data, estimates based on previous period consumption have been used to calculate actual consumption. In the case of unavailability of consumption data, estimates based on footage and average consumption from other sites have been used to calculate actual consumption. The corresponding data is entered into the organisation's application for each site.

The cooling purchased through the local district cooling schemes, for DC and offices is zero (0) GJ and the total of steam purchased through district heating schemes to heat sites is not available. Worldline does not sell electricity, heating, cooling, or steam to third parties.

The entities/countries excluded from the data collection are :

- Former Worldline entities in the following countries are excluded: Hong Kong, USA
- The following entities are excluded: Ingenico E-commerce in the US and Ingenico Digital Commerce in the UK

GRI302-2 Energy consumption outside the organization

This KPI concerns energy consumption related to business travel. Business travel is defined as any type of travel for which Worldline is responsible, which means that Worldline pays or reimburses at least part of it.

- Car travel: company car (fleet) / private car (private and rental cars) (fuel consumption or distance travelled)
- Air travel (distance travelled and travel agency emissions)
- Travel by train (total kilometres travelled)
- Taxi travel (total kilometres travelled)

The countries excluded from the scope in 2021 for the former Worldline entities are :

- Private car: China, Hong Kong, Netherlands, Singapore, USA;
- Company car: Hong Kong, Netherlands, Singapore, USA
- Air travel : Estonia, Hong Kong, Lithuania, Poland, Singapore, USA;
- Train travel : China, Estonia, Hong Kong, Netherlands, Poland, Singapore, Sweden, USA;
- Taxi travel : Estonia, Hong Kong, Netherlands, Poland, Singapore, Sweden, USA.

In Germany the following entities are excluded from the scope: Paysquare, BDS POS, SPS.

For the former Ingenico entities the exclusions are as follows:

- Ingenico E-commerce in the US and Ingenico Digital commerce in the UK;
- Private car: Austria, Argentina, Denmark, Finland, India, Italy, Norway, Romania;
- Company car : Austria, Argentina, Denmark, Finland, India, Italy, Norway, Romania, Spain;
- Air travel : Austria, Argentina, China (Landi included), Denmark, Finland, India, New-Zealand, Norway, Romania, Sweden, Switzerland, Turkey;
- Train travel : Austria, Argentina, Denmark, Finland, Ingenico India, Italy, Norway, Romania;
- Taxi travel : Austria, Argentina, Denmark, Finland, India, Italy, Norway, Romania.

GRI302-3 Energy intensity

The energy intensity ratio is calculated by dividing the absolute energy consumption in the reference year (the numerator) by the turnover in million euros (the denominator) produced by the organisation in the same reference year. The energy intensity ratio expresses the energy required per unit of activity. For consistency, the reporting scope is aligned with the country scope included in our 2021 baseline.

For the energy intensity ratio per million euros of turnover, the denominator for revenue covers 100%. In this scope, revenue corresponds to the revenue generated by the countries included in the greenhouse gas emissions reporting (reporting period: 1 January - 31 December) under analysis.

The energy intensity ratio per employee is calculated by dividing the absolute energy consumption in the reference year (the numerator) by the registered headcount at the end of the year. The energy intensity expresses the energy consumption required per employee. For the sake of consistency, the scope of the workforce is aligned with the scope of the energy consumption of the reference year.

For the energy intensity ratio per employee, the denominator for employees is the total number of employees recorded at the end of the year for all countries in the reference scenario as at 31 December, i.e. 100% of Worldline employees.

The types of energy included in the intensity ratio are: electricity, gas, district heating, fuel for emergency generators (diesel and oil).

The ratio uses only the energy consumed within the organisation (energy needed for operation).

GRI305-1 GRI305-2 GRI305-3 Total Greenhouse gas emissions DCs and Offices

Worldline reports its carbon footprint in accordance with the GHG Protocol for corporate accounting. This indicator represents CO₂e emissions in categories 1, 2 and 3a.

Within Worldline, the scopes are defined as follows:

- Scope 1 :
 - Fossil fuel consumption in offices and data centres
 - Fossil fuel consumption of the vehicle fleet
 - Refrigerant gas leak
- Scope 2 :
 - Electricity consumption in offices and data centres
- Scope 3a :
 - Business travel
 - Electricity-related activities not included in scope 2

The CO₂e calculation is the product of the emission factor and the raw data (see definition of KPIs Energy consumption within the organisation and Energy consumption outside the organisation). For example, the emissions from electricity consumption are calculated as follows: Emission factor (t CO₂e /KWh) *Total electricity consumption (KWh).

Whenever possible, Worldline uses the emission factors provided by the energy supplier or travel agency. When this is not possible, Worldline uses the emission factors of the International Energy Agency (IEA) and the Department for Environment, Food and Rural Affairs (DEAA).

For the perimeter please refer to the definition of the indicators Energy consumption within the organisation and Energy consumption outside the organisation.

GRI305-4 Greenhouse Gas emissions intensity

The carbon intensity ratio per million euros of turnover is calculated by dividing the CO₂e emissions (scopes 1, 2, 3a) in the reference year (the numerator) by the turnover expressed in million euros (denominator) of the organisation in the same reference year. The carbon intensity expresses the CO₂e emissions required per unit of activity. For the sake of consistency, the turnover perimeter is aligned with the perimeter of total CO₂e scopes 1, 2 and 3a emissions. The scope of carbon intensity per million euros of turnover covers 96% of turnover.

The carbon intensity ratio per employee is calculated by dividing the CO₂e emissions (scopes 1, 2, 3a) in the reporting year (the numerator) by the registered headcount at the end of the year. The carbon intensity expresses the CO₂e emissions required per employee. For the sake of consistency, the scope of the workforce is aligned with the scope of the Total CO₂e scopes 1, 2 and 3a emissions. The scope of the carbon intensity per employee covers 93% of the registered workforce at the end of the financial year.





D.7.3.3 Detailed information related to Human Resources KPI

All human resources indicators from the Human Resources Information System (GRI 401-1, GRI 401-2, GRI 401-3, GRI 404-1, GRI 404-2, GRI 404-3, GRI 405-1, GRI 405-2, GRI 202-1, GRI 202-2) are based on a data extraction performed in January 2021. Due to late and retroactive entries of employee movements in the HR Information System, the current situation on 31 December is different from that presented through the HR indicators. However, this difference remains limited: it represents about 1% of the total workforce at the end of the period.

Average hours of training that employees have undertaken during the year

Refer to the definition in section D.7.3.1

% of employees having an Individual Development Plan

The Individual Development Plan (IDP) is a performance improvement and career planning tool, integrated into the performance management process. The indicator measures the percentage of the total number of employees who have created or updated their individual development plan during the year via the dedicated application.

The indicator is calculated as follows: Eligible employees with at least 1 development goal in 2021 at the end of the year / number of eligible employees at the end of the year.

- The following employee categories are not eligible for PDI: inactive employees, trainees, paid or unpaid, apprentices, externs, employees with less than 3 months seniority (MyCareer)

The following entities are excluded from the scope:

- Worldline Germany (but including SPS Germany), Equens Worldline Germany, Worldline Austria
- Ingenico Germany and Landi

Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey

Refer to the definition in section D.7.3.1

GRI401-1 Global turnover rate

Turnover is the generic term encompassing both voluntary and involuntary attrition, and measures the annualised percentage of Worldline employees who have left the company in relation to the total number of employees in the company over a defined period.

The following calculation is made:

Turnover = (Total OUT over the defined period * 12 / P) / Average headcount over the defined period

- The "OUT" total includes all employees who have left the Worldline workforce;
- P = number of months in the calculation period ;
- The average headcount for the period should be calculated as follows = (Opening headcount for the period + closing monthly headcount for each month in the period) / (P + 1).

The following categories of employees are excluded from the scope: school trainees, casual workers, subcontractors, external service providers, specific assistance contracts.

% Women within company (globally)

The purpose of this KPI is to measure the proportion of women in the WL workforce and to ensure that we continually improve the proportion.

This indicator is calculated as follows: total number of women at the end of the year / total number of employees at the end of the year.

The following categories of employees are excluded from the scope: trainees, paid or unpaid, casual workers, subcontractors, external service providers, specific assisted contracts.

% of women within the management positions

Refer to the definition in section D.7.3.1

GRI 403-9 GRI 403-10 Global Absenteeism Rate

The following absences are included in the absenteeism rate (days absent):

- Absence due to illness and injury at work ;
- The hours of absence of all employees present during all or part of the reporting period, whether or not they are still under contract with the entity at the end of the reporting period.

There are two types of sickness-related absences: short-term and long-term sickness

- Short-term sickness: Short-term sickness does not imply a suspension of the employment contract. Short-term illnesses are calculated in hours;
- Long-term illness: Long-term illnesses involve a suspension of the employment contract (the length of absence for which long-term illness is taken into account varies from country to country)

The following categories of employees are excluded from the scope: trainees, casual workers, subcontractors, external service providers, specific support contracts.

The Global Business Line Terminal, Solutions & Services is included in the scope of this indicator.

D.7.3.4 Detailed information related to other indicators (innovation, customer satisfaction, data protection, compliance, value chain, local communities)

GRI 102-44 Overall customer satisfaction from Tactical Surveys (scope from 0 to 10)

ISO 10004 defines "customer satisfaction" as "the customer's perception of the degree to which customer's perception of the degree to which his or her expectations have been met".

At Worldline, "Customer Satisfaction Management" refers to refers to all activities that involve:

Measuring the voice of customers regarding the quality of Worldline products and services.

Taking into account customer feedback to improve the quality of our products and services.

Overall customer satisfaction is captured and measured at various levels through tactical CSAT surveys conducted on a contract basis conducted per contract using the question "Overall, Are you satisfied with Worldline?"

The objective is to cover as many contracts as necessary, excluding consumer and strategic customers that are managed separately.

The reporting scope is based on eligible revenues. The estimated OCS scope for the year 2021 includes 393 contracts representing €1,721K of the total budgeted external revenues for 2021.

In 2021, Payone is excluded from the scope.

GRI 102-44 and GRI 102-43 Net promotor score

Please refer to the section D.7.3.1

GRI 418-1 Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulation (>100K)

The monetary value of significant fines refers to criminal fines ordered by criminal courts and administrative fines that the company paid during the reporting period. All types of administrative fines (including fines pronounced in the context of financial crimes, fines imposed by competition authorities, fines imposed by financial market authorities, fines relating to data protection regulation) exceeding 100 k€ are taken into account; for the avoidance of doubt, tax audits and social contribution audits are not taken into account.

In addition, if the sum of two or several fines exceeds 100 k€, but each fine do not exceed 100 k€, the sum has to be taken into account if those fines are related to the same litigation.

The total number of significant fines refers to the number of criminal and administrative fines corresponding to the above description.

Innovation sessions delivered by Worldline for customers

Number of delivered innovation sessions/workshops that are promoted by Sales & Marketing among clients of Worldline. In these sessions selected Technological & Business Topics, use cases or challenges of customer's interest are addressed to develop innovation awareness, solution design or co-creation that help transform the customer's business.

Three types of sessions/workshops are eligible to be counted in:

- **SHOW** : Session organized for a client upon an agreed agenda. The purpose is to present Worldline solutions and

capabilities that could help the client to innovate on his business sector.

- **INTERACT** : Workshop articulated around one or several use cases and/or technology(ies) to solve specific client's problem or challenge. How to address it/them at the level of technology, integration, business model, etc. and how WL, with his technological and business capabilities, is able to respond to a possible implementation.
- **CO-CREATE**: Collaborative workshop, between Worldline and its client, focused on a detailed definition of a digital solution to a specific challenge or problem. The goal is to create a new product/solution, or adapt an existing one, to meet the challenge.

This KPI is the sum of the eligible innovation/workshop sessions delivered during the reporting year.

GRI 204-1 % of spending on local suppliers

This indicator concerns the expenses made with local suppliers. A local supplier is a supplier located in the same country than the buyer or WL entity which is ordering.

The way to determine whether an invoice should be taken into account is the date on which the invoice is reported in SAP.

The calculation is the following : Total amount of spending on local suppliers / Total amounts of spending on suppliers.

% of strategic suppliers evaluated by EcoVadis

The strategic suppliers of the Worldline Group are defined by the buyers taking into account operational business needs and market positioning. The strategic suppliers list for WL Group is based on the below criteria. In 2021, WL Strategic suppliers represented 113 suppliers (consolidated at Parent company level) and 37% of the total spending.

The calculation is the following : Number of Worldline's strategic suppliers evaluated by EcoVadis during the last 2 years (consolidation at supplier ultimate entity level) / number of Worldline's strategic suppliers (consolidation at supplier ultimate entity level).

% of total expenses assessed by EcoVadis out of strategic suppliers expenses

Please refer to the definition in the section D.7.3.1

GRI 205-2 Percentage of employees trained in Code of Ethics - E-learning

Employees of Worldline have to complete an e-learning on the Code of Ethics (mandatory training). This indicator represents the percentage of employees who are being trained during the reporting year.

A Worldline employee is any person who has an employment contract with one of Worldline legal entities and is active.

The calculation is the following : Number of employees who have been trained during the reporting period / starting point of the reporting period.

Due to the shift of the reporting period to 2020 and in order to avoid avoid double counting, the reporting period runs from 01/02/2021 to 31/12/2021.

In 2021, Payone is excluded from the scope.





Extra-Financial Statement of Performance

Reporting methodology and scope for non-financial indicators

D.7.4 Report of one of the Statutory Auditors, appointed as independent third party, on the verification of the consolidated non-financial performance statement [GRI 102-55] [GRI 102-56]

Year ended December 31, 2021

This is a free English translation of the report by one of the Statutory Auditors issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders' Meeting,

In our capacity as Statutory Auditor of Worldline SA (hereinafter the "Company"), appointed as independent third party ("third party") and accredited by the French Accreditation Committee (Cofrac), under number 3-1048 (Cofrac Inspection Accreditation, no. 3-1048, scope available at www.cofrac.fr) and currently adapting our management system as required by the Cofrac for this accreditation (from ISO17020 to ISO 17029), we have conducted procedures to express a limited assurance conclusion on the historical information (observed or extrapolated) in the consolidated non-financial performance statement, prepared in accordance with the Company's procedures (hereinafter the "Guidelines"), for the year ended December 31, 2021 (hereinafter the "Information" and the "Statement", respectively), presented in the Group management report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*code de commerce*).

Conclusion

Based on our procedures as described in the section "Nature and scope of procedures" and the evidence we have obtained, no material misstatements have come to our attention that cause us to believe that the non-financial performance statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

Comments

Without qualifying the conclusion expressed above and in accordance with Article A. 225-3 of the French Commercial Code, we make the following comments:

- As mentioned in the Statement ("Worldline integrated strategy"), the Terminals, Solutions and Services (TSS) activities, accounted for as discontinued operations in the financial statements due to the on-going divestment process, are excluded from the consolidated non-financial performance statement;
- As mentioned in the Statement ("Key performance indicators about Human Resources"), the absenteeism rate is not disclosed at December 31, 2021 because of the impossibility of having a homogeneous consolidated Group indicator due to the integration of Ingenico entities and to the differences in the treatment of the absenteeism due to Covid-19 depending on the countries;

- As mentioned in the Statement ("Information about the report) and the main KPI tables, the consolidated non-financial performance statement excludes certain group entities for the following indicators: average number of training hours per employee per year, employees trained in Code of Ethics - E-learning, CO₂ emissions (scopes 1, 2, 3A) by employee, the reporting scope on these indicators being superior to 80% of the consolidated perimeter.

Preparation of the non-financial performance statement

The absence of a generally accepted and commonly used reference framework or established practices on which to base the assessment and measurement of the Information enables the use of different but acceptable measurement techniques that may impact comparability between entities and over time.

Accordingly, the Information must be read and interpreted with reference to the Guidelines, summarised in the Statement and available on the Company's website or on request from its headquarters.

Limits inherent in the preparation of the information relating to the Statement

The Information may be subject to uncertainty inherent to the state of scientific and economic knowledge and the quality of external data used. Some information is sensitive to the choice of methodology and the assumptions or estimates used for its preparation and presented in the Statement.

Responsibility of the Company

The Board of Directors is responsible for:

- selecting or determining the appropriate criteria for the preparation of the Information;
- preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies implemented with respect to these risks as well as the outcomes of these policies, including key performance indicators and the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- implementing such internal control as it determines is necessary to enable the preparation of Information that is free from material misstatement, whether due to fraud or error.

The Statement has been prepared by applying the Company's Guidelines as referred to above.

Responsibility of the Statutory Auditor appointed as independent third party

Based on our work, our responsibility is to express a limited assurance conclusion on:

- the compliance of the Statement with the requirements of Article R. 225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information."

As it is our responsibility to issue an independent conclusion on the information prepared by management, we are not authorised to participate in the preparation of the Information, as this could compromise our independence.

It is not our responsibility to provide a conclusion on:

- the Company's compliance with other applicable legal and regulatory provisions (particularly with regard to the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy), the duty of vigilance and the fight against corruption and tax evasion);
- the fairness of information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- the compliance of products and services with the applicable regulations.

Applicable regulatory provisions and professional guidance

We performed the work described below in accordance with Articles A. 225-1 *et seq.* of the French Commercial Code, the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement and acting as the verification programme and with the international standard ISAE 3000 (revised).

Independence and quality control

Our independence is defined by Article L. 822-11-3 of the French Commercial Code and French Code of Ethics for Statutory Auditors (*Code de déontologie*). In addition, we have implemented a system of quality control including documented policies and procedures aimed at ensuring compliance with applicable legal and regulatory requirements, ethical requirements and the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement.

Means and resources

Our work engaged the skills of six people between November 2021 and March 2022 and took a total of seventeen weeks.

To assist us in conducting our work, we referred to our corporate social responsibility and sustainable development experts. We conducted around twenty interviews with people responsible for preparing the Statement.

Nature and scope of procedures

We planned and performed our work taking account of the risk of material misstatement of the Information.

We consider that the procedures conducted in exercising our professional judgement enable us to express a limited assurance conclusion:

- We familiarized ourselves with the activities of all companies in the consolidation scope and the description of the principal risks.
- We assessed the suitability of the Guidelines with respect to their relevance, completeness, reliability, neutrality and clarity, taking into account, where appropriate, best practices within the sector;
- We verified that the Statement covers each category of information stipulated in section III of Article L. 225-102-1 governing social and environmental affairs, respect for human rights and the fight against corruption and tax evasion;
- We verified that the Statement provides the information required under Article R.225-105 II of the French Commercial Code where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under Article L.225-102-1 III, paragraph 2 of the French Commercial Code;
- We verified that the Statement presents the business model and a description of the principal risks associated with the activities of all the consolidated entities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- We referred to documentary sources and conducted interviews to:
 - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
 - corroborate the qualitative information (measures and outcomes) that we considered to be the most important¹ and for which our work was carried out on the consolidating entity.
- We verified that the Statement covers the consolidated scope, i.e. all companies within the consolidation scope in accordance with Article L. 233-16, with the limits specified in the Statement.
- We obtained an understanding of internal control and risk management procedures implemented by the Company and assessed the data collection process aimed at ensuring the completeness and fairness of the Information;

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¹ Worldline's compliance governance, Promotion of Human Rights internally through the International Labour Rights, Innovate sustainably, Methodology of calculation of scope 3B emissions.



Extra-Financial Statement of Performance

Reporting methodology and scope for non-financial indicators

- For the key performance indicators and other quantitative outcomes¹ that we considered to be the most important, we implemented:
 - analytical procedures that consisted in verifying the correct consolidation of collected data as well as the consistency of changes thereto;
 - substantive tests, on a sample basis and using other selection methods, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. These procedures were conducted for a selection of contributing entities² and covered between 13% and 100% of the consolidated data selected for these tests.
- We assessed the overall consistency of the Statement in relation to our knowledge of the entire Company.

The procedures conducted in a limited assurance review are substantially less in scope than those required to issue a reasonable assurance opinion in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*); a higher level of assurance would have required us to carry out more extensive procedures.

Paris-La Défense, March 23, 2022

One of the Statutory Auditors,

Deloitte & Associés

Véronique Laurent

Partner, Audit

¹ Overall customer Satisfaction from Tactical surveys, Net promoter score, Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulation, Number of innovation sessions delivered by Worldline for customers, Average number of Training hours per employee per year, Percentage of employees having an Individual Development Plan, Great Place to Work Trust index rate, Global turnover rate, Percentage of women within company and within the management positions, Percentage of employees trained in Code of Ethics - E-learning, Proportion of spending on local suppliers, Percentage of strategic suppliers evaluated by EcoVadis, Percentage of total expenses assessed by EcoVadis out of strategic suppliers expenses, Energy consumption within the organization (Gj), Energy intensity revenue (Gj/million euros), Energy intensity employee (Gj/employee), Total Co2 emissions (scope 1, 2, 3A), CO2 emissions (scope 1, 2, 3A) by revenue (tCO2/million euros), CO2 emissions (scope 1, 2, 3A) by employee (tCO2/employee), Number of employees at the end of the reporting period (legal staff), Total number of employees recruited, Total number of departures, Percentage of disabled employees.

² Ingenico Germany, Ingenico United States of America, Ingenico United Kingdom, Worldline Netherlands, Worldline Italy



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E.1 Operational review

In 2021, while the Covid-19 pandemic continued to create uncertainty and pose challenges, Worldline confirmed the robustness of its business model, the dedication of its talented workforce and its ability to grow, innovate and create value for stakeholders. This was reflected in the remarkable, high-quality operational performance, ensuring full business continuity, and bringing to fruition a series of major projects across all our business lines.

As a result, Worldline's FY 2021 revenue reached € 3,689 million, representing a solid +6.8% revenue organic growth, compared to the objective to reach at least 6%. This achievement was reached thanks to the robust growth in Merchant Services and Financial Services Global business Lines delivered despite Covid-19 and reflects both the

widespread and rapid shift towards digital payments as well as the Group's strong positioning following the acquisition of Ingenico. Mobility & e-Transactional Services revenue also increased substantially thanks to several major projects and the recovery of the public transport sector.

This strong execution also materialized in the Group's Operating Margin before Depreciation and Amortization (OMDA) reaching € 933 million in 2021; representing 25.3% of revenue, an improvement by +220 basis points compared to 2020 at constant scope and exchange rates. This solid performance compared to the objective to deliver above 200 basis points of improvement reflects the revenue growth acceleration along the year as well as the ongoing transformation and synergy plans of the combined Group.

E.1.1 Statutory to constant scope and foreign exchange rates reconciliation

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

Reconciliation between the FY 2020 reported revenue and OMDA and the FY 2020 revenue and OMDA at constant scope and foreign exchange rates is presented below (per Global business Lines):

(In € million)	Revenue				FY 2020*
	FY 2020	Scope effects**	TSS scope out**	Exchange rates effect	
Merchant Services	1,246	+992.2		-6.3	2,232
Terminals, Solutions & Services	274	+1,051.5	-1,325.2		0
Financial Services	904	-4.0		-0.8	899
Mobility & e-Transactional Services	325			+0.6	325
Worldline	2,748	+2,039.7	-1,325.2	-6.5	3,456

(In € million)	OMDA				FY 2020*
	FY 2020	Scope effects**	TSS scope out**	Exchange rates effect	
Merchant Services	310	+222.9		-0.6	532
Terminals, Solutions & Services	89	+255.9	-344.5		0
Financial Services	282	+0.0		-0.7	281
Mobility & e-Transactional Services	48			+0.3	48
Corporate costs	-28	-34.2		+0.0	-62
Worldline	700	+444.6	-344.5	-0.9	799
OMDA %	25.5%				23.1%

* At constant scope and December 2021 exchange rates.

** At December 2020 exchange rates and with TSS classified as discontinued operations in accordance with IFRS 5.

Over the year, compared to FY 2020, the Euro appreciation versus most of international currencies was partly offset by its depreciation versus the Turkish lira, as well as the Indian rupee and the Swiss franc to a lesser extent.

Scope effects are mostly related to the acquisitions of 2020 added in the comparative basis from January 1 to the consolidation date (Ingenico consolidated from November 1,

2020 and GoPay consolidated from October 1, 2020) as well as the acquisitions/disposals of 2021 added/removed in/from the 2020 comparative basis from the consolidation date (Handelsbanken and Cardlink consolidated from October 1, 2021 and the divestments following the clearance from the European Commission for the acquisition of Ingenico, deconsolidated from November 1, 2021).

E.1.2 Performance by Global business Line

In € million	Revenue			OMDA			OMDA%		
	FY 2021	FY 2020*	Organic change	FY 2021	FY 2020*	Organic change	FY 2021	FY 2020*	Organic change
Merchant Services	2,416	2,232	+8.2%	629	532	+18.3%	26.1%	23.8%	+220 bps
Financial Services	927	899	+3.1%	291	281	+3.5%	31.4%	31.3%	+15 bps
Mobility & e-Transactional Services	347	325	+6.8%	52	48	+8.2%	14.9%	14.7%	+20 bps
Corporate costs				-39	-62	-37.8%	-1.0%	-1.8%	+75 bps
Worldline	3,689	3,456	+6.8%	933	799	+16.8%	25.3%	23.1%	+220 bps

* At constant scope and exchange rates and with TSS presented as discontinued operations.

E.1.2.1 Merchant Services

Merchant Services' revenue in 2021 reached € 2,416 million, representing an organic growth by +8.2%, notably thanks to a very dynamic fourth quarter up by +15.1% organically. The growth was mainly led by:

- *Commercial Acquiring* which showed a progressive recovery over the year from a first quarter heavily impacted by a Covid-19 wave to a strong double-digit growth in Q4 for almost all geographies and customer segments with strong dynamics;
- *Payment Acceptance* also contributed to the growth of Merchant Services thanks to high single digit organic growth led by much stronger transactions volumes for large retailers and for e-commerce in verticals such as digital goods and services and on marketplaces and despite a lack of transaction volumes in some vertical such as travel and hospitality; and
- *Digital Services* reaching a low to mid-single digit growth over the year despite the global electronic component shortage impact in H2.

Merchant Services performance reflects a very strong development of market positions all along the year, notably in commercial acquiring, as illustrated by the following business KPI:

- In 2021, Worldline's acquiring merchant base experienced a steady growth with c. 120,000 new merchants onboarded on its platform, reaching 1.1 million merchants as of end of 2021 (excluding recent acquisitions). It represents a c. +12% increase over the year led by a strong dynamic in both instore (c. +10%) and online merchants count (c. +20%).
- Acquired MSV strongly accelerated since Q2 2021, reaching a double-digit growth rate versus 2019 during the second half of the year. Overall, Worldline's acquiring MSV in 2021 reached c. € 265 billion, up 11% versus 2020 and up 7% versus 2019 despite significant Covid-19 related lockdowns in H1 and restrictions in H2. This performance has been fuelled by market share gains in both instore (MSV c. +10%) and online (c. +30%).

All along the year, Worldline stood alongside the merchants to continue to accompany its clients to accelerate their digitization plans. It materialized in Q1 2021 with several wins and renewals such as the contract signed with Total. This client is one of the biggest petrol companies in continental Europe. Worldline has provided a competitive pricing for their transactions acquiring 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.



Financials

Operational review

The strong commercial activity in Q2 2021 notably materialized when the largest European direct distributor of frozen foods and ice cream, bofrost, chose Worldline to implement a user-friendly payment solution for the Company direct sales channel, representing c.130 distribution drivers in Switzerland. Worldline will also ensure the deployment of a payment gateway and acquiring offering (Credit card processing for online ordering) for RezPlus, a Canadian online food ordering platform.

Still in Q2, Merchant Services continued to reinforce and enhance its offering portfolio, notably through the development of several partnerships 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; and fintechs such as A3BC (Anything Anywhere Anytime Biometric Connection), to combine their patented solution (2FA and biometric protection) with Worldline Authentication.

In Q3 2021, Merchant Services' commercial activity materialized in the airline sector in particular with the signing of a contract with Fly Play Airline to deliver a full e-Com solution and with Porter Airlines to offer popular digital wallets, namely WeChat Pay and PayPal, for bookings through the airline's website. Worldline will also provide an online payment gateway to madeiramadeira (a Brazilian home goods company) managing all domestic cards schemes. In addition, after having been the payment facilitator partner of DNA Payments, a European payment provider based in the UK, Worldline will now support them for in-store acquiring. Finally, Worldline extended for 4 additional years an existing 10-year contract for the white label delivery of an acceptance gateway to a large financial institution in the UK.

During the last quarter of the year, commercial activity in Merchant Services has been strong with numerous wins for both upsell with existing clients and contracts with new large merchants, of which in particular:

- Market share gains with existing clients by upselling to new brands, new geographies, or new products: Aldi, Broderick's, Sephora, Intercontinental Hotels & Resorts, SB, L'Oreal Groupe, Fortech, asos, or Shein;

- Market share gains with large new clients for full-service and omnichannel solutions, Value Added Services, and Domestic corridors (Russia, South Korea, Latin America, etc.): Michel Reybier Hospitality, Motorola, The Kooples, Munich Airport, ivsgroup, Kilo.Health, dynadot, KOSTAD, or Festo.

In Q4, Worldline continued to play actively its orchestrator role of the payment industry with numerous partnerships signed such as Nordic NDC for online booking and payment technology for Travel SMBs, Livescale in live shopping and in-video checkout solutions, Chargebee for end-to-end payment managing subscription billing and recurring payments, with PMT solutions, a turn-key solution specialist for open & closed loop cashless services, and with Spreedly, an APIs driven solutions orchestration layer. More meaningfully, two partnerships set in Q4 illustrate very well the role of Worldline orchestration of the payment ecosystem, leveraging scale and reach:

- Apex leverage Worldline' scale to access a large merchant base to provide at scale APEXX BNPL solution and enable WL e-Commerce merchants to access 12 BNPL solutions in over 40 markets globally through one consolidated API, leading to strong reduction in time-to-market and cost for merchants;
- As the 1st marketplace to offer European merchants access to the Russian market, Joom leverages Worldline's deep payment portfolio to support its expansion in the Russian market. The Worldline's Russian Payment Solution suite of products presents indeed an optimized choice of payment methods fitting perfectly with country's digital commerce and local payment means; enabling improved checkout conversion rates as well as customer engagement and loyalty.

Merchant Services' OMDA in 2021 amounted to € 629 million, 26.1% of revenue, representing an improvement by +220 basis points despite Covid-19 impact, in particular in H1. It was positively supported by:

- Acceleration of revenue growth fostering operating leverage;
- Synergies from Ingenico and SIX Payment Services integration programs; and
- The effects of transversal productivity improvement actions.

E.1.2.2 Financial Services

Financial Services continued to show regular growth improvements over the year and notably in Q4 2021 with +5.4% organic growth, pursuing the positive trend recorded in previous quarters. As a result, FY 2021 revenue reached € 927 million, +3.1% organically. The performance of each division continued to be contrasted. Notably, on the one hand:

- *Account Payments* remaining almost unaffected by the Covid-19 situation with a strong double-digit growth supported by increased volumes and ramp-up of contracts, in particular UniCredit; and
- As a result of changes in consumer behaviour triggered by Covid-19, authentication volumes related to e-commerce payment transactions and PSD2 strongly increased and supported revenue growth in the last months of the year. Higher transaction volumes were also processed on Worldline's e-brokerage platforms notably related the strong volatility on stock markets. Consequently, a strong double-digit growth was recorded in *Digital Banking*.

While on the other hand, revenue linked to card-based payment processing activities (*Issuing Processing* and *Acquiring Processing* altogether) decreased at a mid-single digit rate due to the pandemic's impact on transaction volumes, in particular in the first quarter of the year, as well as lower project activity and discretionary spending from banks.

Commercial activity of Financial Services in the first quarter was strong with contract gains and renewals such as Comdirect. Following many years of successful partnership, Worldline extended their 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.

During Q2, 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.

During the third quarter, Financial Services continued its commercial development with the signature of a long-term outsourcing contract with ABN AMRO to deliver a large part of Worldline's Financial Services portfolio, from *Issuing* and *Acquiring Processing* to *Clearing & Settlement* for Instant Payments and SEPA Credit Transfers as well as *Digital Services*.

Worldline also continued to enhance its fintech partners ecosystem with new partners such as A3BC, a French fintech venture, to combine its biometric digital ID and data storage protocol solution with Worldline Authentication solution to protect mobile phones from intrusion. Worldline also partners with ecolytiq, a Berlin-based fintech that offers a Sustainability-as-a-Service solution based on the use of payment transaction data to raise banking customers' awareness of their environmental footprint and encourage more sustainable behaviours.

During the fourth quarter, numerous Financial Services contracts were signed or renewed by Worldline, and in particular:

- Leveraging its deep long-term partnership with ING, a Global Financial Institution with a strong European base, Worldline will continue supporting ING in its ambition to empowering people to stay a step ahead in life and in business. In 2021 this has led to a prolongation of several partnerships across ING's network;
- As an extension of the already deep commercial relationship with PSA Payment Services Austria GmbH, Worldline continues supporting the client on its journey towards becoming a smart transaction provider well beyond payments. Through its products WL ID Center and WL Trusted Authentication as well as extensive experience in major infrastructure projects, Worldline is providing the technological basis of the new digital identity, a unique app called *ich.app*, which PSA will launch on the Austrian market in 2022. The foundation of the innovative ID solution, for all users, is their existing ID as a customer of an Austrian bank. *ich.app* will enable consumers to identify themselves easily and quickly with a variety of online retailers and service providers, as well as in many other circumstances, without the need to exchange any further data;
- Thanks to the long-established commercial relationship builds by eMTS with GIE SESAM Vitale, a major player in the digital transformation of the French healthcare sector, Worldline Financial Services entered in an innovation partnership to secure the digitalization of Carte Vitale on smartphones. The new Carte Vitale app will offer all insured persons the possibility for online identification, as well as authentication solutions. This enables them to access both the same services as with the physical Carte Vitale, and new online functions re-using *Digital Banking modules*; and,
- Central bank of Curacao and St Maarten. Finalization of implementation of the infrastructure for Instant Payments Instant allowing all interbank payments in and between Curaçao and Sint Maarten and in Bonaire to be processed within ten seconds, 24 hours a day and 365 days per year, based on the IP CSM, developed by Worldline, fully compliant with international standards and ISO 20022.



Financials

Operational review

Financial Services remains the most profitable business Line with slightly improving OMDA in 2021, reaching € 291 million, representing 31.4% of revenue. Being the Global business Line with the highest proportion of fixed costs, the division was the most affected by volume decrease in the card payments divisions particularly in Q1 and by the effect of the price decrease conceded by the Group for the successful synchronous renewals of historical large contracts of Equens. In order to mitigate these effects, strong measures were taken in terms of cost base monitoring and workforce management.

E.1.2.3 Mobility & e-Transactional Services

Revenue in Mobility & e-Transactional Services reached € 347 million, up organically by +6.8%, with growth spread in each of the three divisions:

- *E-Ticketing*: double-digit growth driven by the robust pick-up in the transportation sector in Europe as well as higher fare collection in Latin America, coupled with several development projects in the UK and in France;
- *Trusted Digitization*: strong growth driven by higher volumes in Tax collection and digital healthcare in Latin America, new projects and improving volumes in France, growing project activity on e-archiving solutions in Germany, and new cash-to-invoice solutions sold in the Brexit context; and
- *E-Consumer & Mobility*: robust performance thanks to strong momentum in Connected Living & Mobility solutions and strong commercial dynamic for Contact solutions.

Commercial activity of Mobility & e-Transactional Services in Q1 has been 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 Q2, Mobility & e-Transactional Services celebrated the success of its next-generation Cloud-based solution "Contact", supporting customer communications for over 100 European banks, handling more than 190,000 bank cards, and taking around 215,000 calls every month at the Worldline service centre.

The Q3 commercial activity was particularly strong with several contract renewals in the Transport/Ticketing sector such as with the Rail Safety & Standards Board in the UK. Worldline

also renewed for 3 years its contract with Thalys consisting in delivering the on-Board payment and control solution for train managers, including the upgrade to the latest payment solutions. Finally, answering post-Brexit customs challenges and with its Credit-as-a-Service (CaaS) solution, Worldline is contributing to the launch of a digital solution which will offer UK businesses an easy, cost-effective way to submit customs declarations for importing goods from the EU to Great Britain.

Commercial activity in Mobility & e-Transactional Services was strong in Q4, in particular as one of the largest multinational oil and gas company decided to reinforce its partnership with Worldline by signing a multi-year contract on fleet card's e-invoicing. Worldline Invoicing product allows the client to benefit from a secure solution that complies with the electronic signature, secure archiving, and tax regulations. Worldline has also sealed multi-year contracts with a large bank in Luxembourg and with the French branch of an international insurance company to set-up and operate omni-channel Contact Service Center using WL Contact. Operating in SaaS mode, this proven solution will handle all interactions with customers, through whichever access channel they choose to use.

Still in Q4, the IGN (Institut Géographique National) in France has chosen Worldline for building and managing the Geoplateforme for the next 6 years to allow citizens, companies, open source communities, and public organizations to load geographical data in real time, use API to transform this data, and finally use an as-a-Service orchestration system to facilitate cloud deployment. Worldline has also been chosen by AOK-Systems and the statutory health insurance funds it serves in Germany to operate in Worldline's secured data centres the secured solutions that connect customers and specific health applications such as electronic patient files.

Mobility & e-Transactional Services' OMDA reached € 52 million, representing 14.9% of revenue in 2021. The business Line has been able to improve its profitability thanks to the positive revenue trend applied on fixed costs coupled with cost optimization plan addressing both fixed and variable costs.

E.1.2.4 Corporate costs

Corporate costs amounted to € 39 million in 2021, representing 1.0% of total Group revenue compared to 1.8% in 2020 at constant scope and exchange rates. This decrease by -37.8% is a concretization of the transversal productivity improvement programme but more importantly of the synergies with Ingenico generated at corporate level.

E.1.3 Human resources

E.1.3.1 Headcount evolution

The **total headcount** was **20,711** at the end of 2021, stable compared to the end of 2020. Following the Board of Directors' approval of the strategy to divest TSS ("Terminals, Solutions & Services") and the accounting of the GBL under IFRS 5 as discontinued operation, the table below presents the number of Group headcount including TSS for each geography and the situation without TSS headcount.

Headcount movements by geography in 2021 are detailed herein below:

Headcount	Dec 2020	Scope effects	Hiring	Leavers	Dismiss / Restruc	Others *	Dec 2021	Changes		Dec 2021 excluding TSS
Southern Europe	5,761	103	667	-337	-79	-128	5,987	226	3.8%	5,289
Northern Europe	4,576	-47	512	-566	-17	-134	4,324	-252	-5.8%	3,911
Asia Pacific	4,380		805	-805	-299	-22	4,059	-321	-7.9%	2,461
Central & Eastern Europe	4,798	-12	721	-399	-40	-85	4,983	185	3.7%	4,804
Americas	1,194		508	-254	-36	-54	1,358	164	12.1%	431
Worldline	20,709	44	3,213	-2,361	-471	-423	20,711	2	0.0%	16,896
Of which TSS	Dec 2020						Dec 2021			
Southern Europe	640						698			
Northern Europe	481						413			
Asia Pacific	1,917						1,598			
Central & Eastern Europe	192						179			
Americas	700						927			
Worldline	3,930						3,815			

E.2 2022 objectives

2022 objectives are the following:

- Revenue organic growth: +8% to +10%;
- OMDA margin: +100 to +150 basis points improvement vs. *pro forma* 2021 OMDA margin of 25.0%;
- Free cash flow: circa 45% OMDA conversion rate.

The bottom of the 2022 objectives range factors localized and temporary Covid-19 constraints, limited recovery of international travel and limited delays on POS supply related to still ongoing components shortages.

E.3 2024 ambition fully reiterated

The Group ambitions to deliver:

- Revenue organic growth: +9% to +11% CAGR;
- OMDA margin: above 400 basis points improvement over the 2022-2024 period, trending towards 30% of revenue by 2024;
- Free cash flow: circa 50% OMDA conversion rate.

E.4 Financial review

E.4.1 Income statement

The Group reported a net loss (attributable to owners of the parent Worldline SA) of € 751.4 million for the full year 2021 (compared to a positive net income of € 163.7 million for the full year 2020). The normalized net income attributable to

continued operations before unusual and infrequent items (net of tax) in 2021 was € 440.0 million, representing 11.9% of revenue compared to € 296.8 million in 2020.

E.4.1.1 Reconciliation from operating margin to net income attributable to continued operations

<i>(In € million)</i>	12 months ended December 31, 2021	% of 2021 revenue	12 months ended December 31, 2020 *	% of 2020 revenue*
Operating margin	668.1	18.1%	444.4	18.0%
Other operating income/(expenses)	-363.9		-243.2	
Operating income	304.2	8.2%	201.2	8.2%
Net financial income/(expenses)	-38.0		-26.6	
Tax charge	-64.0		-45.0	
Share of net profit/(loss) of associates	-1.1		-0.9	
Non-controlling interests and associates	-10.3		-1.4	
Net income - Attributable to continued operations	191.1	5.2%	127.2	5.2%
Net income – Attributable to discontinued operations	-942.5		36.5	
Net income – Attributable to owners of the parent	-751.4	-20.4%	163.7	6.6%
Normalized net income – Attributable to owners of the parent	440.0	11.9%	296.8	12.1%

* Restated amounts in application of IFRS 5.

E.4.1.2 Operating Margin before Depreciation and Amortization

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

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *	Variation
Operating margin	668.1	444.4	223.7
+ Depreciation of fixed assets	242.1	164.7	77.4
+ Net book value of assets sold/written off	11.6	3.3	8.3
+/- Net charge/(release) of pension provisions	7.3	2.6	4.7
+/- Net charge/(release) of provisions	4.5	1.1	3.4
OMDA	933.5	616.1	317.4

* Restated amounts in application of IFRS 5.

E.4.1.3 Other operating income and expenses

Other operating income and expenses relate to income and expenses that are unusual and infrequent. They represent a net cost € 363.9 million in 2021. The following table presents this amount by nature:

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Staff reorganization	-11.4	-11.0
Rationalization and associated costs	-26.7	-1.7
Integration and acquisition costs	-86.0	-105.0
Equity based compensation & associated costs	-51.5	-39.7
Customer relationships and patents amortization	-188.7	-93.6
Other items	0.4	7.8
Total	-363.9	-243.2

* Restated amounts in application of IFRS 5.

Staff reorganization expenses of € 11.4 million increased by € 0.4 million compared to last year and corresponded mainly to the synergies and costs induced by the recent acquisitions.

The € 26.7 million of **rationalization and associated costs** resulted mainly from headquarters relocation.

Integration and acquisition costs reached € 86.0 million, mainly related to Ingenico integration and other recent acquisitions, decreasing by € 19 million compared to the prior period during which circa € 60 million costs were related to Ingenico acquisition.

The 2021 **customer relationships and patents amortization** of € 188.7 million corresponded mainly to:

- € 123.8 million of Ingenico customer relationships, technologies and patents;
- € 45.9 million of SIX Payment Services customer relationships, technologies and patents;
- € 8.3 million of equensworldline customer relationships, technologies and patents.



E.4.1.4 Net financial expenses

Net financial expenses amounted to € 38.0 million for the period (compared to an expense of € 26.6 million in 2020) and were made up of:

- A net cost of financial debt of € 38.3 million (€ 20.3 million in 2020);
- A net non-operational financial income of € 0.3 million (€ -6.3 million in 2020).

Net cost of financial debt of € 38.3 million is mainly made up of interests linked to straight bonds (€ 28.6 million) and convertible bonds (€ 11.3 million). Variation compared to last year is explained by:

- The full year interest charge related to Ingenico convertible bond and straight bonds;
- The full year interest charge related to bonds and convertible bonds issued in 2020.

The net non-operational financial income of € 0.3 million was mainly composed of:

- Foreign exchange gain for € 2.5 million (€ -9.6 million in 2020);
- IFRS 16 impacts for an expense of € 4.9 million (€ 4.3 million in 2020);
- Pension financial costs for € 2.1 million (€ 1.0 million in 2020). 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 11 "Pensions and similar benefits");

- The recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares for a profit of € 8.0 million (€ 8.5 million in 2020);
- Other financial expenses mainly related to impairment on financial assets for € 2.0 million;
- Other financial income mainly related to revaluation of Partech FCPR contribution for € 2.4 million.

E.4.1.5 Corporate tax

The tax charge at the end of December 2021 was € 64.0 million for a profit before tax of € 266.2 million. The annualized Effective Tax Rate (ETR) was 24% (23.4% in 2020).

E.4.1.6 Non-controlling interests and associates

The non-controlling interests and associates at the end of December 2021 was € 10.3 million mainly related to the participation in Payone (full year basis in 2021), compared to € 1.4 million in 2020.

E.4.1.7 Normalized net income

The normalized net income attributable to continued operations is defined as net income excluding unusual and infrequent items (Group share), net of tax. For 2021, the amount was € 440.0 million.

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Net income - Attributable to owners of the parent (Continued)	191.1	127.2
Other operating income and expenses (Group share)	333.9	238.6
Tax impact on unusual items	-85.0	-69.0
Normalized net income - Attributable to owners of the parent	440.0	296.8

* Restated amounts in application of IFRS 5.

E.4.1.8 Earnings per share

The weighted average number of shares amounts to 279,668,350 shares for the period. At the end of December 2021, potential dilutive instruments comprised stock options (equivalent to 893,243 options) and convertible bonds effect (equivalent to 12,775,380 options).

<i>(In € million)</i>	12 months ended December 31, 2021		12 months ended December 31, 2020 *	
		%		%
Net income - continued [a]	191.1	5.2%	127.2	5.2%
Diluted net income - continued [b]	199.2	5.4%	132.7	5.2%
Normalized net income - continued [c]	440.0	11.9%	296.8	12.1%
Normalized diluted net income - continued [d]	448.1	12.1%	302.3	12.1%
Average number of shares [e]	279,668,350		198,988,576	
Impact of dilutive instruments	13,668,623		8,892,321	
Diluted average number of shares [f]	293,336,973		207,880,896	
<i>In €</i>				
Basic EPS [a] / [e]	0.68		0.64	
Diluted EPS [b] / [f]	0.68		0.64	
Normalized basic EPS [c] / [e]	1.57		1.49	
Normalized diluted EPS [d] / [f]	1.53		1.45	

* Restated amounts in application of IFRS 5.



E.4.2 Cash flow

(In € million)	12 months ended December 31, 2021	12 months ended December 31, 2020
Operating Margin before Depreciation and Amortization (OMDA)	933.5	699.9
Capital expenditures	-225.6	-155.3
Lease expenditures (Lease under IFRS 16)	-72.1	-47.6
Change in working capital requirement	62.1	46.0
Cash from operation	697.9	543.0
Taxes paid	-114.4	-93.1
Net cost of financial debt paid	-29.1	-12.1
Reorganization in other operating income	-15.5	-10.3
Rationalization & associated costs in other operating income	-7.6	-2.2
Integration and acquisition costs	-99.7	-103.5
Net Long term financial investments	-6.8	-1.6
Other changes	-17.7	-25.6
Free Cash Flow	407.1	294.5
Net material acquisitions	-315.5	-2,873.1
Capital increase	23.4	-4.3
Portion of convertible bonds in equity / debt	-11.3	77.4
Dividends paid	-21.0	
Other movements	-0.2	
Change in net cash/(debt)	82.5	-2,505.5
Opening net cash/(debt) before IFRS 5	-3,211.3	-687.5
Change in net cash/(debt)	82.5	-2,505.5
Change in net cash/(debt) discontinued	186.1	
Foreign exchange rate fluctuation on net cash/(debt)	20.0	-18.3
Closing net cash/(debt) before IFRS 5	-2,922.7	-3,211.3
Reclassification of cash and cash equivalents from discontinued operations	-202.9	
Closing net cash/(debt)	-3,125.6	-3,211.3

The information reported for the 12-months period ending on December 31, 2020 is based on historical published information. It includes the Ingenico scope for 2 months only. For the 12-months period ending on December 31, 2021 it includes 12-months of continued business from Ingenico scope.

Free cash flow represented the change in net cash or net debt, excluding equity changes, dividends paid, impact of foreign exchange rate fluctuations on opening net cash balance, and net acquisitions and disposals. For the continued operations the free cash flow reached € 407.1 million in 2021, compared to € 294.5 million in 2020 (which only comprises 2 months of Ingenico scope).

OMDA of € 933.5 million, reached 25.3% of revenue.

Capital expenditures amounted to € 225.6 million or 6.1% of revenue, in line with Group investment policy of 5-6% of revenue. The part related to investments in software platforms through capitalized costs, in connection with the modernization of proprietary technological platforms, amounted to € 113.1 million. Despite the Covid-19 situation, the level of expenditures remained strong.

The positive **change in working capital requirement** was € 62.1 million, in line with the improvement already recorded during the first semester of the year of € 57.9 million.

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 December 31, 2021 is non-significant and in line with the level of December 31, 2020.

Cash-out related to **taxes paid** reached € 114.4 million.

Net outflow related to **cost of net debt** of € 29.1 million included the costs linked to the financing of the acquisition of Ingenico.

Cash outflow linked to **reorganization costs** and **rationalization costs** represented respectively € 15.5 million and € 7.6 million.

Integration costs of € 99.7 million mainly included costs linked to Ingenico integration and other recent acquisitions.

Net financial investments amounted to € 6.8 million.

The **net material acquisitions** represented mainly:

- The cash effects linked to the acquisition of Handelsbanken's card-acquiring activities;
- The net cash effects linked to the acquisition of Cardlink;
- An impact of the new valuation of put option on GoPay's minority interest;
- The partial collection linked to the disposal of customers portfolio in Belgium, Luxembourg and Austria in line with the commitment to the European Commission in the frame of Ingenico acquisition.

In 2021, the € 23.4 million **Capital increase** corresponded to the issuance of common stock following employees' exercise of stock options and the employees' shareholding plan ("Boost Plan").

Negative net cash effect of **convertible bonds** reached € 11.3 million, representing the equity component of the convertible bonds and related interests.

Foreign exchange rate fluctuation, which is determined on debt or cash exposure by country, had a positive impact of € 20.0 million.

E.4.3 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.

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

On January 2021, following lender's approvals, an existing € 750 million revolving credit facility at the level of Ingenico Group SA (as borrower), maturing in July 2023 was amended and extended as follows: modification of the borrower which is

now Worldline SA, decrease of the amount from € 750 million to € 450 million, improved margin conditions and financial commitments/covenants, and maturity extended to January 2024.

The two abovementioned revolving credit facilities are available for general corporate purposes.

At December 31, 2021, no drawings were made on the Worldline € 600 million or the € 450 million revolving credit facilities.

Worldline has entered a "Negotiable European Commercial Papers" program (NEU CP) on April 12, 2019 to optimize its financial charges and improve Group's cash for a maximum initial amount of € 600 million increased to € 1,000 million in December 2021. On December 31, 2021, the outstanding amount of the program was € 604 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 (OCEANE) for an amount of € 600 million due to mature 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 due 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 bonds), under a € 4 billion EMTN (Euro Medium Term Note) listed in Luxembourg and dated June 22, 2020, Worldline completed two bonds issuances for an amount of € 500 million each. The first bond issue is due to mature on June 30, 2023 and produces interest of 0.50% per year on the outstanding principal amount. The second bond issue is due to mature on June 30, 2027 and produces interest of 0.875% per year on the outstanding principal amount. The bonds are rated BBB by S&P Global Ratings, in line with the corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation. The bonds are listed on the Luxembourg Stock Exchange.

On July 2020, Worldline has issued interest-free OCEANE bonds for an amount of circa € 600 million due to mature on July 30, 2025, unless the bonds have been subject to early redemption, conversion or purchase and cancellation. Proceeds have been dedicated to financing of the acquisition of Ingenico.

On December 2020, Worldline placed a tap issue of OCEANE bonds for an amount of circa € 200 million maturing on July 30, 2026 fully fungible with the OCEANE bonds due 2026 issued in July 2019.

Following the acquisition of Ingenico, the following additional debts are borne by Worldline:

- In September 2017, Ingenico has completed a bond issuance for an amount of € 600 million. The bond issue is due to mature in September 2024 and produces interest of 1.625% per year on the outstanding principal amount. An issuer substitution has been approved in a General Meeting of the bonds holders held on May 2021, and Worldline SA is now the issuer of these bonds;
- In May 2018, Ingenico has entered into two Schuldschein for an amount of respectively € 25 million and € 30 million. The maturity of these Private Placements is May 2025 and they produce interest of 1.677% per year on their respective outstanding principal amounts. Following the signature in June 2021 of borrower substitution and amendment agreements with the lenders, Worldline has replaced Ingenico and is now the borrower; and
- In May 2014, Ingenico has issued a bonds for an amount of € 450 million bearing interest of 2.5% per year on the outstanding principal amount. The bond issue matured on May 20, 2021 and has been then repaid.

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 and on November 19, 2021, and Standard & Poor's Global has affirmed a short-term A-2 credit rating as well to Worldline.

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.

E.4.4 Restatement of comparative information

As mentioned in Note 3, the result and cash flows attributable to the Terminal, Software and Services (TSS) business are now classified as assets held for sale and presented separately as discontinued operations in the 2021 consolidated financial statements. In accordance with the provisions of IFRS 5, the comparative financial statements for the year 2020 have been restated accordingly. The impact of these restatements on the 2020 consolidated financial statements is presented below:

Restated consolidated income statement

(In € million)	At December 31, 2020		
	Reported	IFRS 5	Restated
Revenue	2,747.8	-285.2	2,462.6
Personnel expenses	-949.5	52.0	-897.5
Operating expenses	-1,277.7	157.1	-1,120.6
Operating margin	520.5	-76.1	444.4
Other operating income and expenses	-275.6	32.4	-243.2
Operating income	244.9	-43.7	201.2
Financial expenses	-47.0	1.4	-45.7
Financial income	19.1		19.1
Net financial expenses	-27.9	1.4	-26.6
Net income before tax	216.9	-42.3	174.6
Tax charge	-50.8	5.8	-45.0
Share of net profit/(loss) of associates	-0.9		-0.9
Net income from continuing operations	165.1	-36.5	128.6
Net income from discontinued operations		36.5	36.5
Net income	165.1		165.1
Of which:			
• owners of the parent company of continuing operations	163.7	-36.5	127.2
• owners of the parent company of discontinued operations		36.5	36.5
• attributable to owners of the parent	163.7		163.7
• non-controlling interests in continuing operations	1.4		1.4
• non-controlling interests in discontinued operations			
• non-controlling interests	1.4		1.4
Weighted average number of shares	198,988,576		198,988,576
Basic earnings per share - attributable to owners of the parent in euros from continuing operations	0.82		0.64
Basic earnings per share - attributable to owners of the parent in euros from discontinued operations			0.18
Basic earnings per share (in €)	0.82		0.82
Diluted weighted average number of shares	207,880,896		207,880,896
Diluted earnings per share - attributable to owners of the parent from continuing operations	0.81		0.64
Diluted earnings per share - attributable to owners of the parent from discontinued operations			0.18
Diluted earnings per share (in €)	0.81		0.81

IFRS 5 restatement on 2020 consolidated income statement is related to 2 months of TSS scope coming from Ingenico perimeter and 12 months of Worldline Belgium terminals business.



Statement of comprehensive income attributable to discontinued “Terminal, Software & Services” activities

	At December 31, 2020		
(In € million)	Reported	IFRS 5	Restated
Net income	165.1		165.1
Other comprehensive income			
● to be reclassified subsequently to profit / (loss) recyclable:			
Cash flow hedging	2.3	1.7	0.6
Exchange differences on translation of foreign operations	-27.2	-6.2	-21.0
Deferred tax on items recyclable recognized directly on equity	0.0	-0.1	0.1
Recyclable items from discontinued operations		4.6	-4.6
● not reclassified to profit / (loss) non-recyclable:			
Actuarial gains and (losses) generated in the period on defined benefit plan	-37.8		-37.8
Deferred tax on items non-recyclable recognized directly on equity	9.5	0.4	9.1
Non-recyclable items from discontinued operations		-0.4	0.4
Total other comprehensive income	-53.1		-53.1
Total comprehensive income for the period	112.0		112.0
Of which:			
● attributable to owners of the parent	110.6		110.6
● non-controlling interests	1.4		1.4

IFRS 5 restatement on 2020 consolidated income statement is related to 2 months of TSS scope coming from Ingenico perimeter and 12 months of Worldline Belgium terminals business.

E.4.5 Pro forma financial information

Context and regulatory framework

The *pro forma* consolidated financial information, which includes *pro forma* selected items of the consolidated income statement and the balance sheet for the year ended December 31, 2021 reflects the impacts of the disposal of TSS activities following the announcement on February 18, 2022 where Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS. The sale price includes preference shares of up to € 900 million depending on the future value creation of TSS. Their fair value as of December 31, 2021 was assessed at € 640 million.

Completion of the transaction is subject to the approval of the relevant regulatory authorities and is expected to be finalized in the second half of 2022.

This *pro forma* consolidated financial information has been prepared on the assumption that the disposal took place on January 1st, 2021 for the income statement and on December 31, 2021 for the consolidated statement of financial position.

This *pro forma* consolidated financial information is prepared in accordance with Appendix 20, “Pro forma information” of the Commission Delegated Regulation (EU) 2019/980 supplementing European Regulation no. 2017/1129, the recommendations issued by ESMA (ESMA 32-382-1138) and in accordance with Guideline no. 2021-02 of the French Financial Markets Authority (“Autorité des Marchés Financiers”).

The *pro forma* consolidated financial information, prepared for illustrative purposes only, presents a hypothetical situation by nature, and therefore is not representative of the results of operations or the financial situation of Worldline that would have been achieved if the disposal had been finalized on January 1st, 2021, or the current or future operating results or financial position of the Group following the sale of the TSS activities.

Basis of preparation

The *pro forma* consolidated financial information has been prepared on the basis of:

- the consolidated financial statements of the Worldline Group as at December 31, 2021 and for the year ended on this date, prepared in accordance with IFRS standards as adopted by the European Union and which have been the subject of an audit report by Deloitte and Grant Thornton. As indicated in note 1 of the appendix to the Group’s consolidated financial statements, the activities of TSS are classified as discontinued operations in the Group’s consolidated financial statements from September 25, 2021 in accordance with IFRS 5,
- the transfer agreement signed between Worldline and Apollo on February 18, 2022.

The *pro forma* consolidated financial information is prepared in accordance with the accounting principles used for the preparation of Worldline’s historical audited consolidated financial statements for the year ended December 31, 2021.

All *pro forma* adjustments are directly attributable to the disposal. These adjustments have been prepared and computed based on available information and certain assumptions that the management of the Group consider to be reasonable at the date of preparation of the document.

Pro forma consolidated income statement

(In € million)	Worldline 2021 income statement	Impacts directly linked to the disposal ¹	Intragroup transactions ²	Worldline 2021 <i>pro forma</i> income statement
Revenue	3,689.4		3.6	3,693.0
Personnel expenses	-1,249.5			-1,249.5
Operating expenses	-1,771.9		-4.0	-1,775.8
Operating margin	668.1		-0.3	667.7
% of revenue	18.1%			18.1%
Other operating income and expenses	-363.9	-907.4	12.6	-1,258.7
Operating income	304.2	-907.4	12.3	-591.0
% of revenue	8.2%			-16.0%
Financial expenses	-54.6			-54.6
Financial income	16.6		5.4	22.1
Net financial expenses	-38.0		5.4	-32.5
Net income before tax	266.2	-907.4	17.7	-623.5
Tax charge	-64.0	-145.1	-3.9	-213.0

(In € million)	Worldline 2021 income statement	Impacts directly linked to the disposal ¹	Intragroup transactions ²	Worldline 2021 pro forma income statement
Share of net profit/(loss) of associates	-1.1			-1.1
Net loss from discontinued operations	-942.5	942.5		
Net income	-741.3	-110.0	13.8	-837.4
Of which:				
• attributable to owners of the parent	-751.4	-110.0	13.8	-847.6
• non-controlling interests	10.2	0.1		10.3

Pro forma restatements reflected in the pro forma income statement for the year ended December 31, 2021

The pro forma adjustments applied to Worldline's consolidated income statement as of December 31, 2021 above are intended to present the Group's income statement for the period from January p1 to December 31, 2021 as if the sale of TSS had been completed on January 1, 2021.

The following columns reflect the following pro forma adjustments:

- the impacts directly related to the disposal include the cancellation of the net income from discontinued operations of TSS as presented in Worldline's consolidated financial statements as of December 31, 2021 in application of IFRS5 mostly balanced by a goodwill depreciation of € 907.4 million related to the

planned sale based on the estimated sale price and the tax expense that would be due in connection with the sale for an amount of € 145.1 million;

- intra-group transactions carried out between TSS activities and continuing and eliminated activities in the consolidated financial statements at December 31, 2021 are restated for the purposes of pro forma information insofar as they are deemed to be carried out with entities outside the group for fiscal year 2021.

These pro forma adjustments are not expected to have a prolonged impact on the Group's consolidated income statement.

Pro forma Consolidated statement of financial position

(In € million)	Worldline 2021 statement of financial position	Impacts directly linked to the disposal ¹	Intragroup transactions ²	Worldline Pro forma 2021 statement of financial position
Goodwill	9,329.6			9,329.6
Other Intangible assets	2,305.4			2,305.4
Tangible assets	194.1			194.1
Right-of-use	280.1			280.1
Non-current financial assets	131.1	712.5		843.6
Non-current financial instruments	0.0			0.0
Deferred tax assets	39.0		-0.3	38.7
Total non-current assets	12,279.4	712.5	-0.3	12,991.5
Inventories	42.1		-1.9	40.2
Trade accounts and notes receivables	680.5			680.5
Current taxes	27.6			27.6
Other current assets	261.5			261.5
Assets linked to intermediation activities	2,570.1			2,570.1
Current financial instruments	8.7			8.7
Cash and cash equivalents	1,126.3	1,419.6	34.8	2,580.7
Total current assets	4,716.9	1,419.6	32.9	6,169.3
Assets classified as held for sale	3,048.5	-3,048.5		-0.0
TOTAL ASSETS	20,044.7	-916.4	32.5	19,160.8

<i>(In € million)</i>	Worldline 2021 statement of financial position	Impacts directly linked to the disposal ¹	Intragroup transactions ²	Worldline <i>Pro forma</i> 2021 statement of financial position
Equity attributable to the owners of the parent	9,044.0	-21.5	21.5	9,044.0
Non-controlling interests	871.0			871.0
Total shareholders' equity	9,915.0	-21.5	21.5	9,915.0
Provisions for pensions and similar benefits	227.2			227.2
Non-current provisions	50.5			50.5
Borrowings	3,509.7			3,509.7
Deferred tax liabilities	568.1		0.7	568.8
Non-current lease liabilities	253.9			253.9
Total non-current liabilities	4,609.3		0.7	4,610.0
Trade accounts and notes payables	646.2			646.2
Current taxes	81.3			81.3
Current provisions	19.1			19.1
Current financial instruments	1.6			1.6
Current portion of borrowings	742.6			742.6
Liabilities linked to intermediation activities	2,570.2			2,570.2
Current lease liabilities	55.7			55.7
Other current liabilities	508.8		10.4	519.2
Total current liabilities	4,625.5		10.4	4,635.9
Liabilities directly associated with assets classified as held for sale	894.9	-894.9		-0.0
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	20,044.7	-916.4	32.5	19,160.8

Pro forma restatements reflected in the consolidated statement of financial position for the year ended December 31, 2021

The *pro forma* restatements applied to Worldline's consolidated statements of financial position as of December 31, 2021 are intended to present the Group's consolidated statements of financial position as of December 31, 2021 as if the sale of the TSS business had been completed as of December 31, 2021.

The following columns reflect the pro forma adjustments to the balance sheet:

- the impacts directly related to the disposal reflects the restatement by counterparty of consolidated reserves, assets classified as held for sale and directly related liabilities as presented in Worldline's consolidated statements of financial position as of December 31, 2021 in application of IFRS 5 partly offset by the estimated sales price including the fair value of the preferred shares;
- intra-group transactions carried out between TSS activities and continuing and eliminated activities in the consolidated statements of financial position as of December 31, 2021 are restated for the purposes of pro forma information insofar as they are deemed to be carried out with non-group entities. This column also includes the effect of distributions or other transactions between Worldline and TSS that will occur before the closing in accordance with the transfer agreement.



E.4.6 Statutory Auditors' report on the *pro forma* financial information

Report of the Auditors on pro forma financial information for the year ended December 31, 2021

This is a translation into English of the statutory auditors' report on the proforma financial information of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This auditors' report includes information required by French law. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Chairman of the Board of Directors and Chief Executive Officer,

In our capacity of auditors and following the EU regulation No. 2017/1129 supplemented by Delegate EU Regulation No. 2019/980, we have prepared this report on the pro forma financial information of Worldline SA (the "Company") relating to the year ended December 31, 2021 and included in paragraph E.4.5 of the 2021 universal registration document. (the "Pro Forma Financial Information").

This Pro Forma Financial Information was prepared for the sole purpose of illustrating the effect that the disposal of TSS activities, under exclusive talks between Worldline and Apollo funds, could have had on the Company's consolidated income statement for the year ended December 31, 2021, if the disposal had taken effect on December 31, 2021 for the consolidated statement of financial position and on January 1, 2021 for the consolidated income statement. By their very nature, they describe a hypothetical situation and are not necessarily representative of the financial situation or performance that could have been seen if the disposal had occurred at a date prior to its actual or contemplated occurrence.

This pro forma financial information was established under your responsibility under the provisions of Regulation (EU)

No. 2017/1129 and ESMA recommendations on pro forma financial information.

Based on the work performed, we are to express a conclusion, in the terms required by Annex 20, Section 3, of the Delegate Regulation (EU) No. 2019/980, on the consistency of the established Pro-Forma Financial Information with the indicated basis.

We have implemented the procedures that we have deemed necessary in light of the professional doctrine of the National Company of Auditors relating to this mission. These procedures, which do not involve any audit or limited review of the financial information underlying the establishment of Pro Forma Financial Information, were primarily designed to verify that the basis from which this Pro Forma Financial Information were established are consistent with the source documents as described in the explanatory notes to the Pro Forma Financial Information, to examine the evidence justifying the pro forma adjustments, and to have discussions with Company's management in order to collect the information and explanations we considered necessary.

In our opinion:

- Pro Forma Financial information was correctly established in compliance with the indicated basis;
- This basis is consistent with the issuer's accounting methods.

This report is issued for the sole purpose of:

- filing with the AMF of the 2021 universal registration document
- and, if applicable, admission to negotiations on a regulated market, and/or an offer to the public, of the Company's financial securities in France and other European Union countries in which the prospectus filed with the AMF would be notified,

and cannot be used in any other context.

Paris – La Défense and Neuilly-sur-Seine, April 25, 2022

The Statutory Auditors

French original signed by

Deloitte & Associés

Véronique Laurent

Grant Thornton

Virginie Palethorpe

E.5 Consolidated financial statements

E.5.1 Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2021

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Worldline,

Opinion

In compliance with the engagement entrusted to us by your General Meetings, we have audited the accompanying consolidated financial statements of Worldline for the year ended December 31, 2021.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2021 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code

(code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors, for the period from January 1, 2021 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited 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 the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, approved in the conditions mentioned above, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.



Recognition and presentation of the Terminals, Solutions & Services ("TSS") segment as assets/liabilities held for sale and as discontinued operations in accordance with IFRS 5
« Note 1 - Main changes in the scope of consolidation », « Note 3 - Assets held for sale and discontinued operations » and « Note 18 - Subsequent events » of the notes to the consolidated financial statements

Key Audit Matter

As indicated in note 3, Worldline considers that as of 25 September 2021 the conditions for the application of IFRS 5 have been met in relation to its proposed disposal of the Terminal, Software and Services ("TSS") business, composed mainly of Banks and Acquirers International Holding (BAIH) and its subsidiaries operating the Group's payment terminals business (design and sale of payment terminals and related services). As of that date, in accordance with IFRS 5, the activities of the TSS segment are classified as held for sale. As this is an operating segment of Worldline and a main and separate business line, the activities of the TSS segment are presented as discontinued operations in accordance with IFRS 5.

The assets of this activity and the associated liabilities are presented in the consolidated statement of financial position separately from the Group's other assets and liabilities as at 31 December 2021, without restatement of the balance sheet as at 31 December 2020: €3,048.5 million of assets are included in assets classified as held for sale and €894.9 million in liabilities directly associated with assets classified as held for sale.

On February 18, 2020, Worldline has entered into exclusive talks with the Apollo Funds on the basis of a binding offer for the purchase of 100% of the shares of BAIH. The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

A loss of € 907.4 million has been recognised in the profit and loss account for the 2021 financial year, representing the difference between the value of TSS's consolidated net assets and the estimate of fair value less cost to sell. A tax expense related to the disposal was also recorded for €145.1 million at December 31, 2021.

The estimated fair value as at December 31, 2021 includes preferred shares that will be allocated to Worldline and have been evaluated at €640 million using the Black-Scholes model. Net result from discontinued operations amounted to a loss of €942.5 million for the 2021 financial year.

We have considered the recognition and presentation of the TSS business as assets/liabilities held for sale and as discontinued operations in accordance with IFRS 5 as a key audit matter, taking into account:

- the size of the transaction, which concerns an entire operating segment of the Group;
- the use of estimates and Management's judgment for the measurement of the value of TSS's consolidated net assets at the lower of fair value less cost to sell, or their carrying amount
- the significant impact on the presentation of the consolidated financial statements and their notes

Our audit approach

Our work consisted in:

- assessing the appropriateness of the classification of the proposed disposal under IFRS 5, in particular through interviews with the Group's Finance Direction, the analysis of the minutes of the Board of Directors and the analysis of the available documentation on the ongoing negotiations, as well as the reasonableness of the main data and assumptions on which the classification into assets/liabilities held for sale and discontinued operation in accordance with IFRS 5.
- examining the correct identification and valuation of assets and liabilities held for sale in the balance sheet of 31 December 2021, as well as the operations reclassified as net result of discontinued operations for the financial years 2021 and 2020.
- comparing the carrying amount of the net assets held for sale with the expected sale price. This price is based on the binding offer made by the Apollo funds on February 18, 2022, taking into account the negotiations conducted on the 4th quarter of 2021. With the help of our experts in evaluation of financial instruments, we reviewed the model and key assumptions used for the measurement of the fair value of preferred shares and recalculated their fair value. We have reviewed the tax impacts associated with this expected disposal and the assessment of the tax expense recognised in relation to IFRS 5, with the help of our tax experts and after an interview with the Group's Tax Department.
- assessing the appropriateness of the information provided in Notes 1, 3 and 18 to the Consolidated Financial Statements, describing the proposed disposal, its impact on the consolidated financial statements for the financial year 2021, as well as the accounting rules and methods relating to the application of IFRS 5.

**Finalization of the Ingenico acquisition price allocation and allocation of the Ingenico Goodwill to Cash Generating Units
« Note 1 Main changes in the scope of consolidation »****Key Audit Matter**

As described in Note 1 to the consolidated financial statements, the Group acquired 100% of the Ingenico Group (“Ingenico”) shares in three steps for a total amount of € 7,638 million, as well as all outstanding Ingenico OCEANES.

The transaction price was fully allocated as at December 31st, 2021 to the acquired identifiable assets and liabilities, based on an estimation of their fair value as at November 1st, 2020 and on the basis of the information that has been obtained up to the end of October 2021, in particular with regard to the opening balance sheet. This allocation led to the recording of a Goodwill of €7,998 million.

In addition, the allocation of Goodwill to the two cash-generating units (CGUs), Merchant Services (MS) and Terminal Services Solutions (TSS), was performed by defining the value of each activity in the price consideration based on their standalone business plan and using a discounted cash flow (DCF) model. The resulting allocation of goodwill at acquisition date leads to € 2,063 million for TSS and € 5,935 million for MS.

We considered the finalization of the Ingenico purchase price allocation and the allocation of Ingenico’s Goodwill to CGUs as a key audit matter, taking into account the use of estimates and Management’s judgment in order to determine the fair value of identifiable assets and liabilities and for allocating Goodwill to TSS and MS CGU.

Our audit approach

We have examined the assumptions and methods used by Management to determine the opening balance sheet adjustments as at November 1st, 2020, based on information obtained up to the end of October 2021 and concerning facts and circumstances that existed at the date of acquisition.

Management has appointed an independent expert to assist them in the identification and valuation of the assets acquired to each CGU and the allocation of expected synergies to those CGU. Our approach consisted in reviewing the report prepared by the independent expert and assessing the consistency of the synergies and their allocation to the CGUs.

Finally, on the basis of these elements, we verified the calculation of the final Goodwill and its allocation to the CGUs and assessed the appropriateness of the information disclosed in respect with this acquisition in note 1 of the consolidated financial statements.



Financials

Consolidated financial statements

Revenue arising from transactional activities

« Note 4 - Revenue, segment information and trade accounts » of the notes to the consolidated financial statements

Key Audit Matter

For services relating to transactional activities, in the Merchant Services and Financial Services business segments, revenue is recognized in the period in which the transactions are processed.

These activities are dependent on numerous IT applications that collect and value all transactions passing through the Group's various payment processing platforms.

We considered the recognition of revenue from transactional activities to be a key audit matter due to the complexity of the IT architecture and the very high number of transactions.

Our audit approach

We have reviewed and tested the internal control system relating to the security of the flows recorded in the Group's revenues; our IT specialists have assisted us in this respect in implementing the following procedures:

- we tested the general IT controls of the main IT applications processing the revenue flows resulting from transactional activities;
- we also tested the operational effectiveness of the automatic and manual controls used to ensure the validity and completeness of accounting records.

Finally, we assessed the compliance of the accounting treatment of each type of flow with the terms of the main contracts signed with clients.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information pertaining to the Group presented in the management report of the Board of Directors.

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

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code (code de commerce) is included in the information pertaining to the Group presented in the management report, it being specified that, in accordance with the provisions of Article L.823-10 of the code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

Other Legal and Regulatory Verifications or Information

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of Management, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended

to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Worldline by your Annual General Meeting held on June 30, 1997 for Deloitte & Associés and on April 30, 2014 for Grant Thornton.

As at December 31, 2021, Deloitte & Associés and Grant Thornton were respectively in their 25th year and 8th year of total uninterrupted engagement which represent the 8th year of engagement for both statutory auditors since securities of the Company were admitted to trading on a regulated market.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense and Neuilly-sur-Seine, March 17, 2022

The Statutory Auditors

French original signed by

Grant Thornton
French member of Grant Thornton International

Virginie PALETHORPE

Deloitte & Associés

Véronique LAURENT

E.5.2 Consolidated Income Statement

<i>(In € million)</i>		12 months ended December 31, 2021	12 months ended December 31, 2020 *
Revenue	Note 4	3,689.4	2,462.6
Personnel expenses	Note 5	-1,249.5	-897.5
Operating expenses	Note 5	-1,771.9	-1,120.6
Operating margin		668.1	444.4
% of revenue		18.1%	18.0%
Other operating income and expenses	Note 6	-363.9	-243.2
Operating income		304.2	201.2
% of revenue		8.2%	8.2%
Financial expenses		-54.6	-45.7
Financial income		16.6	19.1
Net financial expenses	Note 7	-38.0	-26.6
Net income before tax		266.2	174.6
Tax charge	Note 8	-64.0	-45.0
Share of net profit/(loss) of associates		-1.1	-0.9
Net income from continuing operations		201.1	128.6
Net loss from discontinued operations		-942.5	36.5
Net income		-741.3	165.1
Of which:			
• owners of the parent company of continuing operations		191.1	127.2
• owners of the parent company of discontinued operations		-942.5	36.5
• attributable to owners of the parent		-751.4	163.7
• non-controlling interests in continuing operations		10.3	1.4
• non-controlling interests in discontinued operations		-0.1	
• non-controlling interests	Note 13	10.2	1.4
Weighted average number of shares		279,668,350	198,988,576
Basic earnings per share - attributable to owners of the parent in euros from continuing operations		0.68	0.64
Basic earnings per share - attributable to owners of the parent in euros from discontinued operations		-3.37	0.18
Basic earnings per share (in €)	Note 13	-2.69	0.82
Diluted weighted average number of shares		293,336,973	207,880,896
Diluted earnings per share - attributable to owners of the parent from continuing operations		0.68	0.64
Diluted earnings per share - attributable to owners of the parent from discontinued operations		-3.21	0.18
Diluted earnings per share (in €)	Note 13	-2.53	0.81

* In application of IFRS 5, comparative data at December 31, 2020 has been restated due to the classification of the TSS business as "discontinued operations" (refer to Note 3).

E.5.3 Consolidated statement of comprehensive income

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Net income	-741.3	165.1
Other comprehensive income		
• to be reclassified subsequently to profit / (loss) recyclable:	209.7	-24.8
Cash flow hedging	-0.6	0.6
Exchange differences on translation of foreign operations	121.1	-21.0
Deferred tax on items recyclable recognized directly on equity		0.1
Recyclable items from discontinued operations	89.2	-4.6
• not reclassified to profit / (loss) non-recyclable:	24.0	-28.3
Actuarial gains and (losses) generated in the period on defined benefit plan	25.9	-37.8
Deferred tax on items non-recyclable recognized directly on equity	-5.3	9.1
Non-recyclable items from discontinued operations	3.5	0.4
Total other comprehensive income	233.7	-53.1
Total comprehensive income for the period	-507.6	112.0
Of which:		
• attributable to owners of the parent	-519.0	110.6
• non-controlling interests	11.4	1.4

* In application of IFRS 5, comparative data at December 31, 2020 has been restated due to the classification of the TSS business as "discontinued operations" (refer to Note 3).



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E.5.4 Consolidated statement of financial position

E.5.4.1 Assets

<i>(In € million)</i>		As at December 31, 2021	As at December 31, 2020 restated *
Goodwill	Note 9	9,329.6	11,137.0
Other Intangible assets	Note 9	2,305.4	3,231.7
Tangible assets	Note 9	194.1	236.4
Right-of-use	Note 10	280.1	292.8
Non-current financial assets	Note 7	131.1	118.9
Non-current financial instruments		0.0	1.4
Deferred tax assets	Note 8	39.0	90.6
Total non-current assets		12,279.4	15,108.9
Inventories	Note 5	42.1	131.4
Trade accounts and notes receivables	Note 4	680.5	870.1
Current taxes		27.6	40.7
Other current assets	Note 5	261.5	321.4
Assets linked to intermediation activities	Note 5	2,570.1	1,858.9
Current financial instruments		8.7	2.2
Cash and cash equivalents	Note 7	1,126.3	1,335.2
Total current assets		4,716.9	4,559.9
Assets classified as held for sale		3,048.5	
Total assets		20,044.7	19,668.8

* Restatements are described in Note 5.5.

E.5.4.2 Liabilities and shareholders' equity

<i>(In € million)</i>		As at December 31, 2021	As at December 31, 2020
Common stock		190.7	189.8
Additional paid-in capital		8,590.1	8,527.5
Consolidated retained earnings		834.6	627.6
Translation adjustments		180.3	-28.1
Net income attributable to the owners of the parent		-751.4	163.7
Equity attributable to the owners of the parent		9,044.0	9,480.6
Non-controlling interests	Note 13	871.0	904.6
Total shareholders' equity		9,915.0	10,385.2
Provisions for pensions and similar benefits	Note 11	227.2	247.3
Non-current provisions	Note 12	50.5	93.9
Borrowings	Note 7	3,509.7	3,508.7
Deferred tax liabilities	Note 8	568.1	674.1
Non-current lease liabilities	Note 10	253.9	236.5
Total non-current liabilities		4,609.3	4,760.5
Trade accounts and notes payables	Note 5	646.2	678.2
Current taxes		81.3	81.0
Current provisions	Note 12	19.1	19.0
Current financial instruments		1.6	4.4
Current portion of borrowings	Note 7	742.6	1,037.8
Liabilities linked to intermediation activities	Note 5	2,570.2	1,859.7
Current lease liabilities	Note 10	55.7	63.6
Other current liabilities	Note 5	508.8	779.4
Total current liabilities		4,625.5	4,523.1
Liabilities directly associated with assets classified as held for sale		894.9	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		20,044.7	19,668.8

E.5.5 Consolidated cash flow statement

<i>(In € million)</i>		12 months ended December 31, 2021	12 months ended December 31, 2020 *
Profit before tax		266.2	174.6
Depreciation of assets	Note 5.2	175.3	120.5
Depreciation of right-of-use	Note 5.2	66.8	47.1
Net charge / (release) to operating provisions		10.6	3.9
Net charge / (release) to financial provisions		4.6	3.4
Net charge / (release) to other operating provisions		13.9	-5.9
Impairment of long – term assets /Customer relationships amortization (PPA)	Note 6	188.7	93.6
Losses / (gains) on disposals of fixed assets		-0.7	3.5
Net charge for equity-based compensation		45.2	31.2
Losses / (gains) on financial instruments and other financial items		-4.9	-6.6
Net cost of financial debt	Note 7	38.3	20.2
Cash from operating activities before change in working capital requirement, financial interest and taxes		804.0	485.5
Taxes paid		-114.4	-75.0
Change in working capital requirement		62.1	-11.2
Net cash from (used in) operating activities from discontinued operations		230.4	112.0
Net cash from (used in) operating activities from continued operations		751.8	399.3
Net cash from/ (used in) operating activities		982.2	511.3
Payment for tangible and intangible assets		-225.6	-140.1
Proceeds from disposals of tangible and intangible assets		7.3	0.0
Net operating investments		-218.3	-140.0
Amounts paid/received for acquisitions and long-term investments	Note 1	-330.7	-1,664.7
Cash and cash equivalents of companies purchased during the period			551.5
Proceeds from disposals of financial investments		69.8	-1.7
Net long-term investments		-261.0	-1,115.0
Net cash from (used in) investing activities from discontinued operations		-58.4	108.8
Net cash from (used in) investing activities from continued operations		-479.3	-1,255.0
Net cash from/ (used in) investing activities		-537.7	-1,146.2
Capital Increase		20.7	
Common stock issues on the exercise of equity-based compensation		2.7	-4.3
<ul style="list-style-type: none"> ● in equity ● in financial liability 			84.8
			774.4
Dividends paid to non controlling interests		-21.3	
New borrowings	Note 7.3	1,639.7	1,366.0
Lease payments & Interest		-72.1	-45.7
Repayment of long and medium-term borrowings	Note 7.3	-1,970.2	-703.5
Net cost of financial debt paid		-29.1	-3.7
Other flows related to financing activities		-4.6	-0.5
Net cash from (used in) financing activities from discontinued operations		-11.3	-2.0
Net cash from (used in) financing activities from continued operations		-434.2	1,467.7

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Net cash from/ (used in) financing activities	-445.5	1,465.7
Increase/ (decrease) in net cash and cash equivalents	-0.9	830.8
Opening net cash and cash equivalents **	1,242.4	429.8
Increase/ (decrease) in net cash and cash equivalents	Note 7 -0.9	830.8
Impact of exchange rate fluctuations on cash and cash equivalents	20.0	-18.3
Cash and cash equivalents reclassified at end of period in "Assets held for sale"	-204.0	
Closing net cash and cash equivalents	Note 7 1,057.3	1,242.4

* In application of IFRS 5, comparative data at December 31, 2020 has been restated due to the classification of the TSS business as "discontinued operations" (refer to Note 3).

** Restatements are described in Note 5.5.

E.5.6 Consolidated statement of changes in shareholder's equity

<i>(In € million)</i>	Number of shares at period-end <i>(in thousands)</i>	Common Stock	Additional paid-in capital	Retained earnings	Translation adjustments	Net income	Equity attributable to the owners of the parent	Non controlling interests	Total shareholders' equity
At January 1, 2020	182,764.5	124.3	2,542.8	244.0	-1.1	311.2	3,221.2		3,221.2
• Common stock issued	690.9	0.5	3.8				4.3		4.3
• Ingenico acquisition	95,680.1	65.1	5,981.0				6,046.0	903.4	6,949.4
• Appropriation of prior period net income				311.2		-311.2			
• Equity-based compensation				33.6			33.6		33.6
• Convertible bonds equity split accounting				62.2			62.2		62.2
• Changes in Treasury stock				1.3			1.3		1.3
• Other				1.2			1.2		1.2
Transactions with owners	96,371.0	65.5	5,984.7	409.5		-311.2	6,148.6	903.4	7,052.0
• Net income						163.8	163.8	1.4	165.2
• Other comprehensive income				-26.0	-27.0		-53.0	-0.1	-53.1
Total comprehensive income for the period				-26.0	-27.0	163.8	110.8	1.2	112.0
At December 31, 2020	279,135.5	189.8	8,527.5	627.6	-28.1	163.7	9,480.6	904.6	10,385.2
• Increase of capital	1,349.3	0.9	62.6	-40.6			22.9		22.9
• Appropriation of prior period net income				163.8		-163.8			
• Dividends paid to the shareholders								-9.8	-9.8
• Equity-based compensation				54.6			54.6		54.6
• Remeasurment effects of put option and earn out				-33.9			-33.9		-33.9
• Scope changes				35.3			35.3	-35.3	
• Changes in Treasury stock and others				6.4			6.4		6.4
• Other				-2.6			-2.6		-2.6
Transactions with owners	1,349.3	0.9	62.6	183.0		-163.8	82.7	-45.0	37.6
Net income						-751.4	-751.4	10.2	-741.3
Other comprehensive income				24.0	208.4		232.4	1.2	233.7
Total comprehensive income for the period				24.0	208.4	-751.4	-519.0	11.4	-507.6
At December 31, 2021	280,484.8	190.7	8,590.1	834.6	180.3	-751.4	9,044.0	871.0	9,915.0

E.5.7 Appendices to the consolidated financial statements

E.5.7.1 General information

Worldline SA, the Worldline Group's parent company, is a public limited company (*Société Anonyme*) under French law whose registered office is located at Tour Voltaire, 1 place des Degrés, 92800 Puteaux, France. The Company is registered with the Registry of Commerce and Companies of Nanterre under the reference 378 901 946 RCS Nanterre. Worldline SA shares are traded on the Euronext Paris market under ISIN code FR0011981968. The shares are not listed on any other stock exchange. Worldline SA is the only listed company in the Group. The Company is governed by a Board of Directors.

Worldline is the European leader in the payments and transactional services industry and #4 player worldwide. Worldline activities are organized around three Global business Lines: Merchant Services, Financial Services and Mobility & e-Transactional Services. In addition, Worldline delivers world-class payment terminals solutions & services to banks & acquirers through the Terminals, Solutions & Services GBL. Following the strategic review of this activity, the Board of Directors decided to divest Terminals, Solutions & Services, so it can pursue an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL is accounted for under IFRS 5 as discontinued operation.

These consolidated financial statements were approved by the Board of Directors on February 21, 2022. The consolidated financial statements will then be submitted to the approval of the General Meeting of shareholders scheduled to take place on June 9, 2022.

E.5.7.2 Accounting rules and policies

Basis of preparation of consolidated financial statements

Pursuant to European Regulation No. 1606/2002 of July 19, 2002, the consolidated financial statements for the twelve months ended December 31, 2021 have been prepared in accordance with the applicable international accounting standards, as endorsed by the European Union as at December 31, 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). Accounting policies applied by the Group comply with those standards and interpretations.

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

- Amendments to IFRS 9, IAS 39, IFRS 7 and IFRS 16;

- Amendments to IFRS 16 Leases: Covid-19-Related Rent;
- Amendments to References to the conceptual framework in IFRS Standards;
- IAS 19 - Pension schemes;
- IAS 38 - Customer's Right to Receive Access to the Supplier's Software Hosted on the Cloud.

Changes in accounting policies

New IFRS standards, interpretations and amendments listed above did not have any impact on the Group Financial Statement as of December 31, 2021. The accounting policies applied in these 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.

Transaction of entities under common control

In order to better reflect the economics of those transactions between entities under common control the Group has elected to account for the assets and liabilities of acquired companies under common control, at their historical value in the IFRS consolidated account of Worldline. Difference between the purchase price and the net assets is recognized directly in retained earnings.

Accounting estimates and judgments

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions 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. The estimates, assumptions and judgments that may result in significant adjustments to the carrying amounts of assets and liabilities are related to:

- Goodwill impairment tests (see Note 9);
- Revenue recognition and associated costs on long-term contracts (see Note 4);
- Capitalization of development costs (see Note 9.2);
- Valuation of asset acquired and liability assumed in a business combination (see Note 1);
- Discontinued operations (Note 3);
- Presentation of assets and liabilities linked to intermediation activities (see Note 5).

Consideration of risks related to climate change

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

Since 2015, Worldline undertakes to transforming its value chain to reduce its environmental impact. In addition, the Group is committed to contributing to carbon neutrality through the reduction of energy consumption, the switch to renewable energy and to leverage responsible purchasing practices.

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

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

Consolidation methods

Subsidiaries

Subsidiaries are entities controlled directly or indirectly by the Group. The Group controls an entity when it has power over that entity, when it is exposed to variable benefits from that entity and, when due to its power over that entity, has the ability to influence the benefits that it draws from it. The existence and effect of potential voting rights that are currently exercisable or convertible, the power to appoint the majority of the members of the governing bodies and the existence of veto rights are considered when assessing whether the Group controls another entity. Subsidiaries are included in the consolidated financial statements from the date on which control is transferred to the Group. They are excluded from the consolidation from the date on which control ceases.

Associates

Associates are entities over which the Group has significant influence but not control or joint control, generally, but not systematically, accompanying a shareholding of between 20 and 50 percent of the voting rights. Investments in associates are accounted for by the equity method.

Translation of financial statements denominated in foreign currencies

The balance sheets of companies based outside the euro zone are translated at closing exchange rates. Income statement items are translated based on average exchange rate for the period. Balance sheet and income statement translation adjustments arising from a change in exchange rates are recognized as a SEPARate component of equity under "Translation adjustments".

Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of that foreign entity and translated into euro at the closing date.

Translation of transactions denominated in foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement under the heading "Other financial income and expenses", except where hedging accounting is applied.

Operating margin and Operating Margin before Depreciation and Amortization (OMDA)

The underlying operating performance on the Group ongoing business is presented within operating margin, while unusual operating income/expenses are separately itemized and presented below the operating margin, in line with the ANC (Autorité des Normes Comptables) recommendation No. 2013-03 (issued on November 7, 2013) regarding the financial statements presentation.

The Operating Margin before Depreciation and Amortization is based on Operating Margin minus items without impact on the cash flows from operations and excluding amortization and depreciation.

Gross operating profit also includes provisions for inventory write-downs, while depreciation of terminals is excluded.

Rounding

These consolidated financial statements are presented in euro, which is the Group's functional currency. All figures are presented in € million with one decimal. This may in certain circumstances lead to non-material differences between the sum of the figures and the subtotals that appear in the tables.

The policies set out above have been applied in consistency with all years presented.

E.5.7.3 Notes to the consolidated financial statements

Note 1	Main changes in the scope of consolidation	264	Note 10	Right-of-use assets & lease liabilities	300
Note 2	Other significant events of the year	266	Note 11	Pensions and similar benefits	302
Note 3	Assets held for sale and discontinued operations	267	Note 12	Provisions	307
Note 4	Revenue, segment information and trade accounts	269	Note 13	Shareholder equity	308
Note 5	Operating items	274	Note 14	Off-balance sheet commitments	310
Note 6	Other operating income and expenses	280	Note 15	Related parties	311
Note 7	Financial items	284	Note 16	Main entities part of scope of consolidation as of December 31, 2021	313
Note 8	Income tax	292	Note 17	Auditors' Fees	314
Note 9	Goodwill and fixed assets	295	Note 18	Subsequent events	315



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NOTE 1 Main changes in the scope of consolidation

Accounting policies/principles

Business combination

A business combination may involve the purchase of another entity, the purchase of all the net assets of another entity or the purchase of some of the net assets of another entity that together form one or more businesses.

Major services contracts involving staff and asset transfers that enable the Group to develop or significantly improve its competitive position within a business or a geographical sector are accounted for as business combinations when fulfilling the definition of a business under IFRS 3.

Valuation of assets acquired and liabilities assumed of newly acquired subsidiaries

Business combinations are accounted for according to the acquisition method. The consideration transferred in exchange for control of the acquired entity is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree.

The Group elected the option under IFRS 3 to measure non-controlling interest at fair value.

Direct transaction costs related to a business combination are charged to the income statement when incurred and presented as part of the Other Operating Income.

During the first consolidation, all the assets, liabilities and contingent liabilities of the subsidiary acquired are measured at their fair value.

Purchase of non-controlling interests and sale of interests in a controlled subsidiary

Purchase of non-controlling interests and sale transactions of interests in a controlled subsidiary that do not change the status of control are recorded through shareholders' equity (including direct acquisition costs).

If control in a subsidiary is lost, any gain or loss is recognized in net income. Furthermore, if an investment in the entity is retained by the Group, it is re-measured to its fair value and any gain or loss is also recognized in net income.

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 1 November 2020.

Goodwill

(In € million)

	Goodwill	
Total consideration transferred 31/12/2021	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	49.2	e
Total 31/12/2021 - Final Goodwill	7,998.0	f = d + e

New information was obtained until the end of October 2021 (12 months after acquisition date) about facts and circumstances that existed at acquisition date and led to the adjustments to the opening balance sheet.

The allocation of the goodwill between the 2 GBL MS and TSS was performed by defining the value of each activity in the price consideration based on their standalone business plan and using a discounted cash flow (DCF) model.

The resulting allocation of goodwill at acquisition date leads to € 2,063 million for TSS and € 5,935 million for MS.

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS. It resulted in an impairment of TSS Goodwill of € 907.4 million in the FY 2021 accounts.

Increase in percentage of interests in Payone

On March 1, 2021, Worldline completed the contribution of its German and Austrian Merchant Services businesses to Payone and therefore increased from circa 52% to circa 60% its stake in Payone.

These internal contributions mechanically increase the percentage of interest of Worldline in the Payone Group and has as an accretive impact of € 35.3 million on the Group portion of the equity coming against the non-controlling portion of the equity.

Activities held for sale

Significant accounting policies

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. The costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income taxes.

The criteria for classification as held for sale are met only when the sale is highly probable, and the asset or disposal group is available for immediate sale on its present terms. Management must be committed to the plan to sell the asset and the sale should be completed within one year from the date of classification.

- Property, plant and equipment and intangible assets are no longer depreciated once classified as held for sale.
- Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.
- Discontinued operations are excluded from the results of continuing operations and are presented as a single amount in profit or loss after tax from discontinued operations in the income statement.
- Additional information is presented in Note 3. All other notes to the financial statements include amounts for continuing operations unless otherwise stated.

TSS Divestment

On September 28, 2021, the Board of Directors has validated the strategy to divest TSS (Terminals, Solutions & Services) segment, mainly consisting of Banks and Acquirers International Holding and its subsidiaries operating the Group's terminal business (design and sale of payment terminals and related services). The Board of Directors also considered that the disposal group met the criteria to be classified as held for sale for the following reasons:

- The TSS sub-group is available for immediate sale and can be sold to the buyer on its present terms;
- Actions to conclude the sale have been initiated and are expected to be completed within one year from the date of initial classification;
- The Board of Directors approved the strategy to divest TSS on October 25, 2021.

Therefore, in accordance with IFRS 5, TSS is accounted for as held for sale as from September 28, 2021. Information related to TSS discontinued operation is presented in Note 3.

NOTE 2 Other significant events of the year

Impact of the Covid-19 pandemic on Worldline financial statements

Pandemic is one of the risks addressed by the Group business Continuity Plans, which was activated as early as February 2020, resulting in a ramp up of the Group's remote working rate along the crisis development and the full compliance with the local regulatory requirements. These measures meet both objectives of protecting the health of the Group's employees and ensuring a continuous delivery of the Group's services.

In addition, Worldline's sales force remained in constant dialogue with its customers and in particular supported retailers for the need for click & collect capacity upgrades, offered temporarily support to merchants to gain longer-term customer engagements and promoted contactless payments and mobile POS systems.

A tight monitoring of merchant risks was also implemented. In that respect, Worldline's high quality risk management teams were reinforced with new members and new tools.

Acquisition of Cardlink

In May 2021, Worldline announced its project to acquire Cardlink, the leading network services provider in Greece. The acquisition of 92.5% of Cardlink, partnering with its CEO who retains 7.5% ownership, gives Worldline the strategic opportunity to expand its Merchant Services business in the promising Greek market with unique access to the leading local payment acceptance network. The new ownership will see Worldline serving approximately 243,000 merchants and managing 500 million transactions per year in Greece. The acquisition was completed as of September 30, 2021.

<i>(In € million)</i>	Goodwill
Total consideration transferred	131.0
Remaining non controlling interests (7.5%)	10.6
Total consideration transferred	141.6
Equity acquired	-1.6
Fair value adjustments net of deferred tax	35.0
Fair value of net assets	33.4
Total 31/12/2021 - Preliminary Goodwill	108.2

Fair value adjustments mainly relate to the recognition of the following assets (net of deferred tax) in the frame of the purchase price allocation process:

- Customer relationships: € 32.5 million;
- Trademark: € 1.2 million;
- Technologies: € 1.4 million.

The valuation methods used for each of these assets are as follows:

- Customer relationships: excess earnings method;
- Trademark: relief-from-royalty method;
- Technologies: relief-from-royalty method and replacement cost method.

The key assumptions for the valuation are based on a discount rate in line with the activity and the remaining useful life specific to each asset considering the respective attrition profiles.

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

Acquisition of Handelsbanken's card-acquiring activities

In July 2021, Worldline announced its project to acquire Handelsbanken's card-acquiring activities in the Nordics. Combined with earlier acquisitions in the year of Cardlink (Greece) and Acepta (Italy), this latest acquisition will give Worldline unique Merchant Services scale and reach in the European acquiring and acceptance market. Handelsbanken serves over 20,000 merchants in the Nordic region, with a high-quality diversified merchant portfolio and a long-term merchant relationship with a leading Nordic bank.

Acquisition price was € 197.6 million. The asset purchase agreement was signed in October 2021. The transaction was qualified as an asset acquisition, as a result the assets acquired were recognized in the balance sheet at their fair value. The amortization period of these customer relationships is 11 years.

New Worldline Headquarter

In May 2021, Worldline signed a 9-years lease contract for its headquarter in La Defense (building Voltaire). The corresponding right-of-use and lease liability are amounting to € 38.4 million. The move from historical headquarters (Bezons and Grenelle) to Voltaire happened during the first weeks of December.

NOTE 3 Assets held for sale and discontinued operations

As indicated in Note 1, Worldline considers that as of 28 September 2021 the conditions for the application of IFRS 5 have been met in relation to its proposed disposal of the Terminal, Software and Services ("TSS") business.

As a result, the assets of this business and the associated liabilities are presented separately from the Group's other assets and liabilities on specific lines in the statement of financial position as at December 31, 2021, without reclassification from the comparative statement of financial position as at December 31, 2020. They are measured at that date at the lower of their net book value and their fair value less costs to sell.

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS.

The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

A loss of € 907.4 million has been recognized on the measurement of the fair value less costs to sell and a related tax expense of € 145.1 million.

The consideration includes preferred shares that could reach up to € 900 million depending on the future value creation of TSS.

The fair value at December 31, 2021 of the preferred shares has been evaluated at € 640 million using a Black and Scholes model. Upon closing of the transaction, the preferred shares will be accounted as financial assets at fair value through P&L, in accordance with IFRS 9.

- The net result of discontinued operations realised in 2021 is presented on a single line of the income statement for the year 2021, with restatement of the comparative year 2020, in accordance with IFRS 5. The scope of this disposal (TSS) mainly includes the sub-group formed by Banks and Acquirers International Holding and its subsidiaries (TSS segment), thus constituting a SEPArate main line of business within the meaning of IFRS 5;
- Recyclable and non-recyclable items relating to discontinued operations are presented separately, on specific lines of the statement of comprehensive income as at December 31, 2021. Comparative data for the statement of comprehensive income at December 31, 2020 has also been restated in accordance with IFRS 5;
- Cash flows attributable to discontinued operations are presented separately.

Financial data relating to discontinued operations

The information provided below details the contribution of the Terminal, Software & Services (TSS) business being sold on the main Group aggregates.

3.1 Net income from discontinued operations

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020
Revenue	1,208.1	285.2
Personnel expenses	-225.1	-52.0
Operating expenses	-689.0	-157.1
Operating margin	293.9	76.1
% of revenue	24.3%	26.7%
Other operating income and expenses	-1,041.8	-32.4
Operating income	-747.9	43.7
% of revenue	-61.9%	15.3%
Financial expenses	-7.2	-1.4
Financial income	6.9	
Net financial expenses	-0.3	-1.4
Net income before tax	-748.2	42.3
Tax charge	-194.2	-5.8
Net income	-942.5	36.5

In 2020, 12-months ended period includes only 2 months of TSS business coming from Ingenico acquisition and 12 months of TSS business coming from historical Worldline activities.

Regarding IFRS 5, amortization from TSS entities has been frozen by the end of September 2021 (€ 5.9 million).

In 2021, other operating income included:

- Impairment of Goodwill for an amount of € 907.4 million;
- Expenses in connection with the disposal of TSS for € 10.8 million;
- The tax charge includes € 145 million related to TSS contemplated disposal.

3.2 Assets and liabilities held for sale

Assets and liabilities held for sale are detailed as follows:

<i>(In € million)</i>	12 months ended December 31, 2021
Goodwill	1,214.9
Other Intangible assets	920.2
Tangible assets	27.2
Right-of-use	34.9
Non-current financial assets	8.9
Deferred tax assets	46.5
Other non-current assets	5.2
Total non-current assets	2,257.8
Inventories	88.5
Trade accounts and notes receivables	335.3
Current taxes	17.5
Other current assets	134.0
Current financial instruments	0.3
Cash and cash equivalents	215.1
Total current assets	790.7
Total assets	3,048.5

<i>(In € million)</i>	12 months ended December 31, 2021
Provisions for pensions and similar benefits	12.4
Non-current provisions	39.8
Borrowings	0.1
Deferred tax liabilities	204.6
Non-current lease liabilities	33.8
Total non-current liabilities	290.8
Trade accounts and notes payables	301.8
Current taxes	29.0
Current financial instruments	0.6
Current portion of borrowings	11.7
Other current liabilities	261.0
Total current liabilities	604.1
Total Liabilities	894.9

3.3 Cash flow from discontinued Terminal, Software & Services activities

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020
Net cash from / (used in) operating activities	230.4	112.0
Net cash from / (used in) investing activities	-58.4	108.8
Net cash from / (used in) financing activities	-11.3	-2.0
Impact of exchange rate fluctuations on cash and cash equivalents	8.3	-7.0
Cash flow attributable to TSS from discontinued activity	169.0	211.8

In 2020, 12-months ended period includes only 2 months of TSS business coming from Ingenico acquisition and 12 months of TSS business coming from historical Worldline activities.

NOTE 4 Revenue, segment information and trade accounts

Accounting policies/principles

Revenue is recognized if a contract exists between Worldline and its customer. A contract exists if collection of consideration is probable, rights to goods or services and payment terms can be identified, and parties are committed to their obligations. Revenue from contracts with customers is recognized either against a contract asset or receivable, before effective payment occurs.

Multiple arrangements services contracts

The Group may enter multiple-element arrangements, which may include combinations of different goods or services. Revenue is recognized for each distinct performance obligation which is separately identifiable from other items in the arrangement and if the customer can benefit from it.

When a single contract contains multiple distinct performance obligations, the total transaction price is allocated between the different performance obligations based on their stand-alone selling prices. The stand-alone selling prices including usual discounts granted are determined based on the list prices at which the Group sells the goods or services separately. Otherwise, the Group estimates stand-alone selling prices using a cost-plus margin approach and/or the residual approach.

Worldline applies the practical expedient of IFRS 15 and recognize revenue when invoiced as invoicing is phased with delivery to the customer. In some specific contracts, invoicing of the run embeds performance obligation which are not fully phased with the invoicing flow. In that case, revenue allocated to this dedicated performance obligation is recognized as soon as the performance obligation is achieved.

As Worldline is providing stand-alone value to its customers as part of the build phases, build phases will be considered as a SEPARate obligation under IFRS 15 and revenue will be recognized with respect to contract costs.

At a point of time versus over time recognition

Revenue is recognized when the Group transfers the control of a good or service to the customer, either at a point in time or over time.

Income from contracts concluded by the Group with customers for the sale of payment terminals and other products represent a performance obligation. Revenue is recognized when control of the asset is transferred to the customer, which is generally when the equipment is delivered.

Where other contractual undertakings constitute SEPARate performance obligations, a portion of the transaction price is allocated to them.

For recurring services, the revenue is recognized over time as the customer simultaneously receives and consumes the benefit provided by the Group's performance as the Group performs. If the Group has a right to invoice a customer at an amount that corresponds directly with its performance to date, the revenue is recognized at that amount. Otherwise, revenue is recognized on a straight-line basis or based on the costs incurred if the entity's efforts are not expensed evenly throughout the period covered by the service.

When the Group builds an asset or provides specific developments, revenue is recognized over time, generally based on costs incurred, when the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced or when the performance does not create an asset with an alternative use and the Group has an enforceable right to payment for the performance completed to date by the contract and local regulations. Otherwise, revenue is recognized at a point in time.

Total projected contract costs are based on various operational assumptions such as forecast volume or variance in the delivery costs that have a direct influence on the level of revenue and possible forecast losses on completion that are recognized. A provision for onerous contract is booked if the future costs to fulfil a contract are higher than its related benefits.

The Group offers legal warranties in accordance with the laws and practices applicable in the different countries in which it operates. These warranties estimated costs are recognized in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets. The Group also offers extended warranties of one to five years which are recorded as service warranties and recognized as specific performance obligations, to which the Group allocates part of the transaction price based on the relative individual selling price. The revenue is then recognized over time based on the time elapsed as from the end of the legal warranty.

Revenue from contracts concluded by the Group with customers for the lease or services linked to payment terminals is recognized over time.

Financing component

When Worldline expects the period between customer payment and the transfer of goods and services to be greater than 12 months, it assesses whether the contract is embedding a financing component granted or received. When significant, interests generated by this financing component are booked separately from revenue.



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Contract costs – Costs to obtain and fulfil a contract

Incremental costs to acquire a multi-year service contracts are capitalized and amortized over the life of the contract.

Transition & Transformation costs that do not represent a SEPARate performance obligation of a contract are capitalized as contract costs if they create a resource that will be used to perform other performance obligations embedded in the contract. Other costs incurred to obtain or fulfil a contract are expensed when incurred.

Variable remunerations

A repayment liability is recognised for the obligation to repay a portion of the consideration received (or receivable) from a customer. The repayment obligations arise mainly from the customer's volume discounts (on MS segment run contracts). The liability is measured at the amount that the Group expects to ultimately have to return to the customer. The Group updates its estimates of the refund liability (and the corresponding change in transaction price) at the end of each reporting period.

The Group's expected volume discounts are analysed by customer. Determining whether a customer is likely to be entitled to a rebate will depend on the customer's rebate entitlement history and cumulative purchases to date.

Principal versus agent

When the Group resells telecommunication embedded and IT services purchased from third-party suppliers, it performs an analysis of the nature of its relationship with its customers to determine if it is acting as principal or as agent in the delivery of the good or service. The Group is a principal if it controls the specified good or service before it is transferred to the customer. In such case, revenue is recognized on a gross basis. If the Group is an agent, revenue is recognized on a net basis (net of suppliers' costs), corresponding to any fee or commission to which the Group is entitled. When the Group is providing a significant service of integrating the specified good or service, it is acting as a principal in the process of resale. If the specified good or service is distinct from the other services promised to its customer, the Group is acting as a principal notably if it is primarily responsible for the good or service meeting the customer specifications or assumes inventory or delivery risks.

Revenue generated by acquiring activities is recognized net of interchange fees charged by issuing banks. The Group does not provide a service of integrating the service performed by the issuing bank and is not responsible for the execution of this service. These fees are transferred to the merchant in a pass-through arrangement and are not part of the consideration to which the Group is entitled in exchange for the service it provides to the merchant. In contrast, scheme fees paid to the payment schemes (Visa, MasterCard, Bancontact...) are accounted for in expenses as fulfilment costs and recognized as revenue when invoiced to merchants. The Group provides commercial acquiring services by integrating the services purchased from the payment schemes.

Balance sheet presentation

Contract assets primarily relate to the Group's rights to consideration for work completed but not yet billed at the reporting date. When the rights to consideration are unconditional, they are classified as trade receivables.

Contract liabilities relate to upfront payments received from customers in advance of the performance obligation. Capitalized contract costs are presented separately from contract assets.

Certain service arrangements might qualify for treatment as lease contracts under IFRS 16 if they convey a right to use an asset in return for payments included in the overall contract remuneration. If service arrangements contain a lease, the Group is considered to be the lessor regarding its customers.

4.1. Segment information

Accounting policies/principles

According to IFRS 8, reported operating segments profits are based on internal management reporting information that is regularly reviewed by the chief operating decision maker, and is reconciled to Group profit or loss. The chief operating decision maker assesses segments profit or loss using a measure of operating profit. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company Chief Executive Officer who makes strategic decisions.

The internal management reporting is designed based on Global business Lines (Merchant Services, Financial Services, and Mobility & e-Transactional Services). Global business Lines have been determined by the Group as key indicators by the chief operating decision maker. As a result, and for IFRS 8 requirements, the Group discloses Global business Lines (GBL) as operating segments. Each GBL is managed by a dedicated member of the Executive Committee.

The P&L indicators as well as the assets 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. Regarding Group Assets, the shared assets not allocated by GBL primarily relate to shared infrastructure delivering mutualized services to those three GBL.

The activities covered by each operating segment as well as their geographical footprint are as follows:

Operating segments	Business divisions	Geographical areas
Merchant Services	Commercial Acquiring, Omnichannel Payment Acceptance and Digital Services	Australia, Austria, Belgium, Brazil, Canada, Czech republic, France, Germany, Greece, India, Italy, Luxembourg, Malaysia, New-Zealand, Nordic countries, Poland, Russia, Spain, Switzerland, Turkey, the Netherlands, the United Kingdom, USA.
Financial Services	<i>Issuing Processing, Acquiring Processing, Digital Banking, Account Payments</i>	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	<i>Trusted Digitization, e-Ticketing, e-Consumer & Mobility</i>	Argentina, Austria, Belgium, Chile, China, France, Germany, Spain, the Netherlands and the United Kingdom.

Geography is not a managerial axis followed by the Group.

Inter-segment transfers or transactions are entered into under normal commercial terms and conditions that would also be available to unrelated third parties.

No external customer generates more than 10% of total Group sales.



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The operating segment information for the period was the following:

<i>(In € million)</i>	Merchant Services	Financial Services	Mobility & e-transactional services	Total Group
12 months ended December 31, 2021				
Revenue by Global business Lines	2,415.5	926.5	347.3	3,689.4
% of Group revenue	65.5%	25.1%	9.4%	100.0%
12 months ended December 31, 2020 *				
Revenue by Global business Lines	1,234.2	904.0	324.5	2,462.6
% of Group revenue	50.1%	36.7%	13.2%	100.0%

* Restated amounts in application of IFRS 5.

The "Merchant Services" external revenue is presented net of interchange bank commissions.

<i>(In € million)</i>	Merchant Services	Financial Services	Mobility & e-transactional services	Global structures	Total Group
12 months ended December 31, 2021					
Operating Margin before Depreciation and Amortization (OMDA)	629.3	290.9	51.8	-38.6	933.5
% revenue	26.1%	31.4%	14.9%	-1.0%	25.3%
12 months ended December 31, 2020 *					
Operating Margin before Depreciation and Amortization (OMDA)	314.6	281.7	47.6	-27.8	616.1
% revenue	25.5%	31.2%	14.7%	-1.1%	25.0%

* Restated amounts in application of IFRS 5.

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

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *	Variation
Operating margin	668.1	444.4	223.7
+ Depreciation of fixed assets	242.1	164.7	77.4
+ Net book value of assets sold/written off	11.6	3.3	8.3
+/- Net charge/(release) of pension provisions	7.3	2.6	4.7
+/- Net charge/(release) of provisions	4.5	1.1	3.4
OMDA	933.5	616.1	317.4

* Restated amounts in application of IFRS 5.

The assets detailed above by Global business Lines are reconciled to total assets as follows:

(In € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Shared *	Total Group
As at December 31, 2021					
Total fixed assets by Global business Lines	10,284.0	1,645.5	105.7	74.0	12,109.2
Goodwill	8,061.3	1,241.9	26.3		9,329.6
% of Group goodwill	86.4%	13.3%	0.3%		77.0%
Other intangible assets	1,962.5	300.5	29.0	13.4	2,305.4
Tangible assets	116.0	28.1	20.0	30.0	194.1
Right-of-Use	144.2	75.0	30.4	30.5	280.1

* Part of intangible and tangible assets is not directly attributable to one single Global business Line as they are mutualized assets usable and shared between all the GBL.

(In € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Terminals, Solutions & Services	Shared *	Not allocated	Total Group
As at December 31, 2020							
Total fixed assets by Global business Lines	4,104.5	1,643.0	109.8	1,019.1	72.9	7,948.8	14,898.1
Goodwill	1,939.0	1,223.4	25.8			7,948.8	11,137.0
% of Group goodwill	17.4%	11.0%	0.2%			71.4%	100.0%
Other intangible assets	1,902.8	304.2	32.7	973.3	18.8		3,231.8
Tangible assets	129.0	37.5	3.1	21.3	45.5		236.4
Right-of-Use	133.7	77.9	48.2	24.5	8.6		292.9

* Part of intangible and tangible assets is not directly attributable to one single Global business Line as they are mutualized assets usable and shared between all the GBL.

The geographical segment information for the period was the following:

(In € million)	Northern Europe **	Central & Eastern Europe	Southern Europe	Other	Total Group
12 months ended December 31, 2021					
External revenue by geographical area	1,385.3	1,296.9	738.6	268.6	3,689.4
% of Group revenue	37.5%	35.2%	20.0%	7.3%	100.0%
12 months ended December 31, 2020 *					
External revenue by geographical area	819.7	817.8	705.2	119.9	2,462.6
% of Group revenue	33.3%	33.2%	28.6%	4.9%	100.0%

* Restated amounts in application of IFRS 5.

** Including France for € 556.2 million (€ 495.5 million in 2020).

This geographical view is based on seller countries and may concern other geographies on online activities.

The non-current assets are mainly comprised of goodwill and capitalized development expenses which are non-attributable by geographical area because they are allocated to several

areas. The rest is composed of tangible assets which are not significant.

Therefore, it is not relevant to present the non-current assets by geographical area.

4.2 Trade accounts and Notes receivables

Accounting policies/principles

Trade accounts and notes receivable

Trade accounts and notes receivable are recorded initially at their fair value and subsequently at their amortized value. The nominal value represents usually the initial fair value for trade accounts and notes receivable. In case of deferred payment over one year, where the effect is significant on fair value, trade accounts and notes receivables are discounted. Where appropriate, a provision is raised on an individual basis to take likely recovery problems into account.

(In € million)	As at December 31, 2021	As at December 31, 2020
Contract assets	235.3	235.5
Trade receivables	476.6	674.5
Expected credit losses allowance	-31.5	-39.8
Net asset value	680.5	870.1
Contract liabilities *	-135.4	-277.8
Net accounts receivable	545.1	592.4
Number of days sales outstanding (DSO)	32	29

* Contract liabilities are presented in other current liabilities, see Note 5.4.

Net accounts receivable represents 14.8% of 2021 revenue (12.4% at end of 2020).

2020 figures include TSS whereas 2021 only related to continued activities.

For balances outstanding for more than 60 days, the Group considers the need for depreciation on a case-by-case basis through a quarterly review of its balances.

Ageing of past due receivables

(In € million)	As at December 31, 2021	As at December 31, 2020
0-30 days overdues	25.6	33.0
30-60 days overdues	7.5	15.9
60-90 days overdues	7.1	7.4
Beyond 90 days overdues	32.7	32.3
Total	73.0	88.6

NOTE 5 Operating items

5.1 Personnel expenses

(In € million)	12 months ended December 31, 2021	% Revenue	12 months ended December 31, 2020 *	% Revenue
Wages, salaries & social security charges	-1,227.5	33.3%	-885.2	35.9%
Tax, training, profit-sharing	-15.7	0.4%	-10.0	0.4%
Net (charge)/release to provisions for staff expenses	1.0	0.0%	-0.3	0.0%
Net (charge)/release to provisions for pensions and similar Benefits	-7.3	0.2%	-2.0	0.1%
Total	-1,249.5	33.9%	-897.5	36.4%

* Restated amounts in application of IFRS 5.

5.2 Non-personnel operating expenses

Glossary

Subcontracting costs direct

Subcontracting costs consist of the cost for subcontracted services, roughly half of which is typically IT subcontracting, mostly on a time & materials basis. The other half comes from other outsourced services, which mainly include non-IT services such as printing, mailing and other statement preparation activity and ATM services. The level of these expenses in any given period is mainly driven by the number of projects in the project phase, some aspects of which the Group may decide to outsource rather than handle in-house, and customer volumes, which drive costs that are dependent on volume, such as printing, mailing and statement activity.

Scheme fees

Include the fees paid to Visa, MasterCard, Bancontact (Belgium debit card scheme) and other local card schemes as part of the Group's Commercial Acquiring activities.

Capitalized production costs

Operating expenses are reported net of capitalized production costs. Costs of specific application development for clients or technology solutions made available to a group of clients with a useful life of the underlying asset greater than one year are capitalized. Their aggregate amount is offset in the profit and loss statement through this line item.

<i>(In € million)</i>	12 months ended December 31, 2021	% Revenue	12 months ended December 31, 2020 *	% Revenue
Subcontracting costs direct	-516.5	-14.0%	-361.9	-14.7%
Operating costs	-384.5	-10.4%	-280.8	-11.4%
Hardware and software purchase	-271.7	-7.4%	-115.2	-4.7%
Scheme fees	-380.8	-10.3%	-177.3	-7.2%
Maintenance costs	-70.7	-1.9%	-61.1	-2.5%
Subtotal expenses	-1,624.2	-44.0%	-996.4	-40.5%
Depreciation of assets	-242.1	-6.6%	-164.7	-6.7%
Net (charge)/release to provisions	-4.3	-0.1%	1.1	0.0%
Gains/(Losses) on disposal of assets	-7.7	-0.2%	-3.3	-0.1%
Trade Receivables write-off	-6.8	-0.2%	-5.7	-0.2%
Capitalized Production	113.2	3.1%	48.3	2.0%
Subtotal other expenses	-147.7	-4.0%	-124.3	-5.0%
Total	-1,771.9	-48.0%	-1,120.6	-45.5%

* Restated amounts in application of IFRS 5.

Depreciation of assets represents amortization charges of Intangibles and tangibles assets, excluding customer relationship and patent amortization recognized at fair value of assets acquired in a business combination which are presented in other operating income and expenses (see Note 6).

5.3 Trade payables and note payables

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Trade payables and note payables	646.2	678.2
Trade payables and note payables	646.2	678.2
Advance payments	-22.3	-24.8
Prepaid expenses	-66.2	-85.9
Net accounts payable	557.7	567.5
Number of days payable outstanding (DPO)	80.0	63.0

Trade payables and note payables are expected to be paid within one year.

Prepaid expenses are mostly related to software licenses, rental expenses, support contracts and long-term maintenance

5.4 Other current assets and other current liabilities

Accounting policies/principles

Inventory

Inventory which mainly consists in payment terminals, are assessed at the lower of cost or net realizable value. The net realizable value is the estimated selling price in the normal course of business, less estimated costs deemed necessary to sell. Inventory cost is determined according to the weighted average method and include the acquisition costs and incidental expenses. A provision is recorded if the carrying amount exceeds the net realizable value.

Current assets and current Liabilities

Assets and liabilities classified as current are expected to be realized, used or settled during the normal cycle of operations, which can extend beyond 12 months following period-end. All other assets and liabilities are classified as non-current. Current assets and liabilities, excluding the current portion of borrowings, financial receivables and provisions represent the Group's working capital requirement.

5.4.1 Inventories

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Terminals & consumables	47.5	193.2
Allowances on inventories	-5.4	-61.8
Total	42.1	131.4

Over the period, the decrease of the inventories is mainly explained by the classification of TSS as discontinued operation.

5.4.2 Other current assets

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
State - VAT receivables	58.3	107.2
Prepaid expenses	66.2	85.9
Other receivables & current assets	114.7	103.5
Advance payment	22.3	24.8
Total	261.5	321.4

Over the period, the decrease of other current assets is mainly explained by the classification of TSS as discontinued operation.

5.4.3 Other current liabilities

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Contract liability	135.4	277.8
Employee-related liabilities	163.0	211.8
Social security and other employee welfare liabilities	63.8	91.7
VAT payable	80.4	127.6
Other operating liabilities	66.3	70.6
Total	508.8	779.4

Other current liabilities are expected to be settled within one year, except for contract liability that is released over the arrangement of the corresponding contract.

5.5 Intermediation activities

Accounting policies/principles

As part of its Merchant Services activity, in particular for commercial acquiring and collecting business, the Group provides intermediation between merchants, credit card issuers, and end consumers. The expected funds corresponding to the end consumer's payment as well as funds received and not yet remitted to merchants are recorded as balance sheet assets in 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 assets:

- 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).

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 may use specific bank financing. This bank financing is included in debts related to intermediation activities.

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 liabilities related to its intermediation activities (net of interchange fees).

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Receivables linked to intermediation activities	816.9	787.5
Funds related to intermediation activities	1,753.2	1,071.4
Total assets linked to intermediation activities	2,570.1	1,858.9
Payables linked to intermediation activities	2,533.0	1,827.8
Credit facilities specific to intermediation activities	37.1	31.9
Total liabilities linked to intermediation activities	2,570.2	1,859.7

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

In accordance with IAS 8, 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, and January 1, 2020 are broken down as follows:

Consolidation of financial position – Historical (as published in 2020)

<i>(In € million)</i>	As at December 31, 2020	As at December 31, 2019
Goodwill	11,090.8	3,114.5
Total non-current assets	15,062.7	4,636.2
Assets linked to intermediation activities	1,858.9	1,053.4
Cash and cash equivalents	1,381.4	500.5
Total current assets	4,606.1	2,239.7
Total assets	19,668.8	6,875.9
Total shareholders' equity	10,385.2	3,221.1
Total non-current liabilities	4,760.5	1,627.7
Liabilities linked to intermediation activities	1,859.9	1,053.4
Total current liabilities	4,523.1	2,027.1
Total liabilities and shareholders' equity	19,668.8	6,875.9

Consolidation of financial position - Adjustments

<i>(In € million)</i>	As at December 31, 2020	As at December 31, 2019
Goodwill	46.2	46.2
Total non-current assets	46.2	46.2
Receivables linked to intermediation activities	-46.2	-46.2
Funds related to intermediation activities	46.2	46.2
Assets linked to intermediation activities	0.0	0.0
Cash and cash equivalents	-46.2	-46.2
Total current assets	-46.2	-46.2
Total assets	0.0	0.0
Total shareholders' equity	0.0	0.0
Total non-current liabilities	0.0	0.0
Liabilities linked to intermediation activities	0.0	0.0
Total current liabilities	0.0	0.0
Total liabilities and shareholders' equity	0.0	0.0

Consolidation of financial position – Revised

<i>(In € million)</i>	As at December 31, 2020	As at December 31, 2019
Goodwill	11,137.0	3,160.7
Total non-current assets	15,108.9	4,682.4
Assets linked to intermediation activities	1,858.9	1,053.4
Cash and cash equivalents	1,335.2	454.3
Total current assets	4,559.9	2,193.5
Total assets	19,668.8	6,875.9
Total shareholders' equity	10,385.2	3,221.1
Total non-current liabilities	4,760.5	1,627.7
Liabilities linked to intermediation activities	1,859.9	1,053.4
Total current liabilities	4,523.1	2,027.1
Total liabilities and shareholders' equity	19,668.8	6,875.9

Consolidated cash flow statement – Historical (as published in 2020)

<i>(In € million)</i>	12 months ended December 31, 2020	12 months ended December 31, 2019
Net cash from / (used in) operating activities	511.3	426.8
Net cash from / (used in) investing activities	-1,146.2	-119.3
Net cash from / (used in) financing activities	1,465.7	71.3
Increase / (decrease) in net cash and cash equivalents	830.8	378.8
Opening net cash and cash equivalents	476.0	95.1
Increase / (decrease) in net cash and cash equivalents	830.8	378.8
Impact of exchange rate fluctuations on cash and cash equivalents	-18.3	2.1
Closing net cash and cash equivalents	1,288.6	476.0

Consolidated cash flow statement – Adjustments

<i>(In € million)</i>	12 months ended December 31, 2020	12 months ended December 31, 2019
Net cash from / (used in) operating activities	0.0	0.0
Net cash from / (used in) investing activities	0.0	0.0
Net cash from / (used in) financing activities	0.0	0.0
Increase / (decrease) in net cash and cash equivalents	0.0	0.0
Opening net cash and cash equivalents	-46.2	-46.2
Increase / (decrease) in net cash and cash equivalents	0.0	0.0
Impact of exchange rate fluctuations on cash and cash equivalents	0.0	0.0
Closing net cash and cash equivalents	-46.2	-46.2

Consolidated cash flow statement - Revised

<i>(In € million)</i>	12 months ended December 31, 2020	12 months ended December 31, 2019
Net cash from / (used in) operating activities	511.3	426.8
Net cash from / (used in) investing activities	-1,146.2	-119.3
Net cash from / (used in) financing activities	1,465.7	71.3
Increase / (decrease) in net cash and cash equivalents	830.8	378.8
Opening net cash and cash equivalents	429.8	48.9
Increase / (decrease) in net cash and cash equivalents	830.8	378.8
Impact of exchange rate fluctuations on cash and cash equivalents	-18.3	2.1
Closing net cash and cash equivalents	1,242.4	429.8

NOTE 6 Other operating income and expenses

Accounting policies/principles

"Other operating income and expenses" covers income or expense items that are unusual and infrequent. They are presented below the operating margin.

Classification of charges to (or release from) restructuring and rationalization and associated costs provisions in the income statement depends on the nature of the plan:

- Plans directly in relation with operations are classified within the "Operating margin";
- Plans related to business combinations or qualified as unusual, abnormal and infrequent are classified in the "Other operating expenses".

If a restructuring plan qualifies for "Other operating expenses", the related real estate rationalization & associated costs expenses regarding premises and buildings is also presented in "Other operating expenses".

"Other operating income and expenses" also include major litigations, and capital gains and losses on the disposal of tangible and intangible assets, significant impairment losses on assets other than financial assets, the amortization of the Customer Relationships, the cost of equity based compensation plans or any other item that is infrequent and unusual.

Equity-based compensation

Stocks options and performance shares are granted to management and certain employees at regular intervals. These equity-based compensations are measured at fair value at the grant date using the Black and Scholes option-pricing model. Changes in the fair value of options – taking into account assumptions such as personnel turnover and fulfilment of performance conditions – after the grant date have no impact on the initial valuation. The fair value of the instrument is recognized in "Other Operating Income", on a straight-line basis over the period during which those rights vest, using the straight-line method, with the offsetting credit recognized directly in equity.

Employee Share Purchase Plans offer employees the opportunity to invest in Group's shares at a discounted price. Shares are subject to a lock-up period restriction. Fair values of such plans are measured taking into account:

- The exercise price based on the average opening share prices quoted over the 20 trading days preceding the date of grant;
- The percent discount granted to employees;
- The number of free shares granted linked to the individual subscriptions;
- The consideration of a lock-up restriction to the extent it affects the price that a knowledgeable, willing market participant would pay for that share; and,
- The grant date: date on which the plan and its term and conditions, including the exercise price, is announced to employees.

(In € million)	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Staff reorganization	-11.4	-11.0
Rationalization and associated costs	-26.7	-1.7
Integration and acquisition costs	-86.0	-105.0
Equity based compensation & associated costs	-51.5	-39.7
Customer relationships and patents amortization	-188.7	-93.6
Other items	0.4	7.8
Total	-363.9	-243.2

* Restated amounts in application of IFRS 5.

Staff reorganization expenses of € 11.4 million increased by € 0.4 million compared to last year and corresponded mainly to the synergies and costs induced by the recent acquisitions.

The € 26.7 million of **rationalization and associated costs** resulted mainly from headquarters relocation.

Integration and acquisition costs reached € 86.0 million, mainly related to Ingenico integration and other recent acquisitions, decreasing by € 19 million compared to the prior period during which circa € 60 million costs were related to Ingenico acquisition.

The 2021 **customer relationships and patents amortization** of € 188.7 million corresponded mainly to:

- € 123.8 million of Ingenico customer relationships, technologies and patents;
- € 45.9 million of SIX Payment Services customer relationships, technologies and patents;
- € 8.3 million of equensworldline customer relationships, technologies and patents.

6.1 Equity-based compensation

Equity-based compensation for € 51.5 million expenses in 2021 (€ 39.7 million in 2020) is mainly related to 2018, 2019, 2020 and 2021 free share plans, the 2018, 2019, 2020 and 2021 stock option plans, and some social charges linked to those plans.

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Free share plans	48.0	32.3
Stock option plans	2.0	1.7
Employee share purchase plans	0.5	2.6
Others	1.0	3.1
Total	51.5	39.7

* Restated amounts in application of IFRS 5.

6.2 Performance share plans

Rules governing the performance shares plans are as follows:

- To receive the share, the grantee must generally be an employee or a corporate officer of the Group or a company employee related to Worldline at the time of grant and vesting;
- Vesting is also conditional on both the continued employment condition and the achievement of performance criteria, financial and non-financial;
- The financial performance criteria relate to the following indicators:
 - Group revenue organic growth, and,
 - Group Operating Margin before Depreciation and Amortization (OMDA), and
 - Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (FCF).

As from the plans allocated in 2020, financial performance criteria are representing 80% of performance criteria conditioning the total vesting. The remaining 20% of the performance criteria conditioning the total vesting are relating to Corporate Social Responsibility.

The vesting period varies according to the plans rules but never exceeds 3.5 years.

For the 2018 and 2019 performance shares free allocation plans, the number of shares to be vested is subject to the achievement of internal and external performance conditions. If the target of one of the internal performance criteria is not reached at the end of the last year of the plan, this criterion would nevertheless be considered as achieved if the reached level is at least equal to 85% of the target; however the vesting of performance shares would then be lowered to 75% of the number of shares initially allocated.

For the 2020 and 2021 performance shares free allocation plans, the number of shares to be vested is subject to the achievement of internal and external performance conditions, based on the elasticity curves defined for each performance criterion. In any case, the average acquisition rate is limited to 100%.

There is no lock-up period once the free shares are definitively vested.

All performance shares plans give the right to Worldline shares delivery.

The Group has implemented a new performance shares plan on May 27, 2021.

The plans impacting the 2021 charge for € 48 million are detailed as follows:

Grant Date	July 21, 2018	January 2, 2019	July 24, 2019	June 9, 2020	October 28, 2020	May 27, 2021
Number of shares granted	336,685	93,700	326,965	379,730	560,401	685,935 **
Share price at grant date (€)	51.10	41.62	65.65	67.60	62.14	77.81
Vesting Date(s)	July 20, 2021	March 31, 2022	July 24, 2022	June 9, 2023	June 11, 2023 + September 7, 2023 + October 16, 2023	May 27, 2021
Expected Life	3 years	3 years	3 years	3 years	3 years *	3 years
Lock-up period	-	-	-	-	-	-
Risk free interest rate	-	-	-	-	-	-
Expected dividend yield	1.1%	1.1%	1.1%	1.1%	1.1%	1.1%
Fair value of shares granted (in €)	49.44	40.16	63.52	65.41	60.38	75.28
Expense recognized in 2021 (in € million)	4.8	1.3	8.1	7.0	7.0	5.8

* Considering the initial grant date of the 2020 Ingenico Performance Shares plans granted by Ingenico on June 11, 2020, September 7, 2020 and October 16, 2020 which are substituted by the 2020 Worldline Performance Shares plan granted on October 28, 2020.

** This number includes 96,500 shares for TSS.

Below are listed the plans coming from Ingenico Acquisition from previous years:

Grant Date	Co Invest 2018	2018	2019
Number of shares granted	315,855	211,378	727,840
Share price at grant date (€)	63.64	63.64	63.64
Vesting Date(s)	May 16, 2021	May 16, 2021	June 11, 2022
Expected Life	3 years	3 years	3 years
Lock-up period	-	-	-
Risk free interest rate	-	-	-
Expected dividend yield	1.1%	1.1%	1.1%
Fair value of shares granted (in €)	63.26	63.26	62.52
Expense recognized in 2021 (in € million)	1.4	0.2	12.1

6.3 Stock option plans

Rules governing the stock options plans are as follows:

- To exercise the option, the grantee must generally be an employee or corporate officer of the Group or a company employee related to Worldline at the time of grant and vesting;
- Vesting is conditional on both the continued employment condition and the achievement of performance criteria, financial and non-financial;
- The financial performance criteria are the following:
 - Group organic revenue growth, and
 - Group Operating Margin before Depreciation and Amortization (OMDA), and
 - Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (FCF).

As from 2020 plan, financial performance criteria are representing 80% of performance criteria conditioning the total vesting. The remaining 20% of the performance criteria conditioning the total vesting are relating to Corporate Social Responsibility.

The vesting period varies according to the plans rules but never exceeds 3.5 years.

For the 2020 and 2021 plans, the number of options to be vested is subject to the achievement of internal and external performance conditions, based on the elasticity curves defined for each criterion. In any case, the average acquisition rate is limited to 100%.

The option expiration date never exceeds 10 years after the grant date.

The exercise of the option is equity-settled.

The Group recognized a total expense of € 2.0 million on stock options detailed as follows:

Grant Date	2021 Expense (in € million)	Number of options initially granted	Vesting Date	Number of options vested
July 21, 2018	0.4	262,000	July 20, 2021	262,000
January 2, 2019	0.3	130,550	March 31, 2022	-
July 24, 2019	0.5	98,600	July 24, 2022	-
June 9, 2020	0.3	101,120	June 9, 2023	-
May 27, 2021	0.4	117,150	May 27, 2024	-
Total	2.0	709,420		262,000

The characteristics of each current stock option plan are detailed as follows:

Grant Date	July 21, 2018	January 2, 2019	July 24, 2019	June 9, 2020	May 27, 2021
Number of options granted	262,000	130,550	98,600	101,120	117,150
Share price at grant date (€)	51.1	41.6	65.7	67.6	77.8
Strike price (€)	52.9	46.7	66.8	69.7	81.4
Vesting date	July 20, 2021	March 31, 2022	July 24, 2022	June 9, 2023	May 27, 2024
Expected volatility	21%	25%	26%	24%	28%
Expected maturity of the plan	5 years	5 years	5 years	5 years	5 years
Risk free interest rate	0,019%	-0,003%	-0,158%	-0,142%	-0,450%
Expected dividend yield	1.10%	1.10%	1.10%	1.10%	1.10%
Fair value of options granted (€)	7.3	6.2	12.4	11.5	14.9
Expense recognized in 2021 (in € million)	0.4	0.3	0.5	0.3	0.4

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

	12 months ended December 31, 2021		12 months ended December 31, 2020	
	Number of shares	Weighted average strike price (in €)	Number of shares	Weighted average strike price (in €)
Outstanding at the beginning of the year	1,803,515	32.9	1,945,711	29.4
Granted during the year	117,150	81.4	101,120	69.7
Forfeited during the year				
Exercised during the year	-91,775	22.2	-243,316	20.2
Outstanding at the end of the year	1,828,890	36.5	1,803,515	32.9
Exercisable at the end of the year, below year-end stock price *	1,381,470	27.2	1,211,245	21.3

* Year-end stock price: € 49.01 at December 31, 2021 and € 79.10 at December 31, 2020.



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NOTE 7 Financial items

7.1 Net Financial Result

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Interest expenses on bond loan	-28.6	-9.6
Interest charges long term debt	-2.7	-1.1
Interest expenses on convertible bonds	-11.3	-8.1
Net interest from cash and cash equivalents	1.9	-2.0
Others	2.4	0.5
Net interest expenses	-38.3	-20.3
Foreign exchange gain and losses, net	2.5	-9.6
Financial component of retirement expenses and the cost of other post-employment benefits	-2.1	-1.0
Variation of the fair value of the Visa preferred share	8.0	8.5
Financial interests on lease liability (IFRS 16)	-4.9	-4.3
Impairment on other financial assets	-2.0	-1.9
Other financial expenses	-3.3	-0.9
Other financial income	2.1	2.9
Other financial income and expenses, net	-2.2	3.3
Total	-38.0	-26.6

* Restated amounts in application of IFRS 5.

Net financial expenses amounted to € 38.0 million for the period (compared to an expense of € 26.6 million in 2020) and were made up of:

- A net cost of financial debt of € 38.3 million (€ 20.3 million in 2020); and
- A net non-operational financial income of € 0.3 million (€ -6.3 million in 2020).

Net cost of financial debt of € 38.3 million is mainly made up of interests linked to straight bonds (€ 28.6 million) and convertible bonds (€ 11.3 million). Variation compared to last year is explained by:

- The full year interest charge related to Ingenico convertible bond and straight bonds;
- The full year interest charge related to bonds and convertible bonds issued in 2020.

The net non-operational financial income of € 0.3 million was mainly composed of:

- Foreign exchange gain for € 2.5 million (€ -9.6 million in 2020);
- IFRS 16 impacts for an expense of € 4.9 million (€ 4.3 million in 2020);
- Pension financial costs for € 2.1 million (€ 1.0 million in 2020). 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 11 "Pensions and similar benefits");
- The recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares for a profit of € 8.0 million (€ 8.5 million in 2020);
- Other financial expenses mainly related to impairment on financial assets for € 2.0 million;
- Other financial income mainly related to revaluation of Partech FCPR contribution for € 2.4 million.

7.2 Cash and cash equivalents

Accounting policies/principles

Cash and cash equivalents include cash at bank and financial instruments such as money market securities. Such financial instruments are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. They are held for the purpose of meeting short-term cash commitments and have a short maturity, in general three months or less from the date of acquisition. Some instruments, such as term deposits, that have at inception a longer maturity but provide for early withdrawal and a capital guarantee may also be classified as cash equivalents under certain circumstances. Money market securities are recognized at their fair value. Changes in fair value are recorded in the income statement under "Other financial income and expenses".

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

For entities having subscribed to the Group cash pooling agreement, the cash/debt balance sheet positions which are linked to this agreement are mutualized and only the net position is presented in the consolidated balance sheet, it is a notional cash pool.

The cash and cash equivalents are held with bank and financial institutions counterparties, majority of which are rated A- to AA-. Impairment on cash and cash equivalents (other than money market funds measured at fair value through profit or loss) is calculated based on S&P default probability.

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Cash and cash equivalents	1,126.3	1,333.8
Money market funds	0.0	1.4
Total cash and cash equivalents	1,126.3	1,335.2
Overdrafts	-69.0	-92.8
Total overdrafts and equivalents	-69.0	-92.8
Total net cash and cash equivalents	1,057.3	1,242.4

In several countries (India, China, Brazil, Argentina for the main ones) where the Group operates, there may be restrictions on the immediate convertibility and/or transferability of currencies; the cash remaining usable in the country. If the latter is deemed excessive in relation to the needs in the country, local liquidity risks or the level of remuneration

obtained locally, the situation is managed via intra-group loans or via dividend distributions.

In addition, the Group has pledged some cash deposit in order to secure lease payments to third parties. It may be substituted by the Group for bank guarantee at any time (Note 14 off-balance sheet commitments).

7.3 Non-current financial Assets

Accounting policies/principles

Investments in non-consolidated companies

The Group holds shares in companies without exercising significant influence or control. Investments in non-consolidated companies are treated as recognized at their fair value through P&L. For listed shares, fair value corresponds to the share price at the closing date.

Visa preferred shares

Under IFRS 9, the analysis applied is the approach for debt instrument. The accounting treatment of debt instruments is determined by the business model of the financial instrument and the contractual characteristics of the incoming cash flows of the financial instruments. The understanding is that Visa's Convertible preferred stock does not pass the SPPI (Solely Payment of Principal and Interests) test because the cash flows generated by those stock include an indexation to the value of the Visa shares, and such equity indexation gives rise to a variability that do not solely represent a payment of principal and interests. In this situation, the accounting treatment of the debt instruments is fair value through P&L.

Embedded leases

Certain service arrangements might qualify for treatment as lease contracts if they convey a right to use an asset in return for payments included in the overall contract remuneration. If service arrangements contain a lease, the Group is considered to be the lessor regarding its customers.

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Fair value of non-consolidated investments	115.6	100.9
Investments in associates	3.8	4.9
Other	11.7	13.1
Total	131.1	118.9

Non-consolidated investments mainly include Visa shares for € 94.6 million (€ 84.4 million in 2020). Fair value variation of non-consolidated investments is mainly linked to Visa preferred shares for € 10.2 million in 2021, including € 2.1 million of foreign exchange impact.

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

Other mainly related to deposit and embedded leases.

7.4 Borrowings

Accounting policies/principles

Borrowings

Borrowings are recognized initially at fair value, net of directly attributable debt issuance costs. Borrowings are subsequently measured at amortized cost. The calculation of the effective interest rate takes into account interest payments and the amortization of the debt issuance costs.

Debt issuance costs are amortized in financial expenses over the life of the loan through the use of amortized method with the effective interest method. The residual value of issuance costs for loans derecognized is fully expensed as soon as it is probable that the loan maturity is reduced, with respect to the intention to exercise the anticipated refund clause.

Bank overdrafts are recorded in the current portion of borrowings.

<i>(In € million)</i>	As at December 31, 2021			As at December 31, 2020		
	Current	Non-current	Total	Current	Non-current	Total
Overdrafts	69.0		69.0	92.8		92.8
Other borrowings	666.3	65.6	731.9	481.1	81.3	562.4
Convertible bonds		1,351.2	1,351.2		1,339.9	1,339.9
Bonds	7.3	2,092.9	2,100.2	463.9	2,087.5	2,551.4
Total borrowings	742.6	3,509.7	4,252.3	1,037.8	3,508.7	4,546.5

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

In 2021, put options for Go Pay (€ 59.2 million) and Cardlink (€ 10.6 million) are included in other borrowings. The fair value variation of the period is recognized in equity.

7.4.1 Change in net cash/(debt) over the period

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Opening net cash/(debt)	-3,211.3	-687.5
New borrowings: convertibles bonds & bonds	-1,639.7	-1,767.4
Business Combination	-20.6	-1,968.7
Other borrowings	-23.7	-310.0
Repayment of long and medium-term borrowings	1,970.2	640.5
Variance in net cash and cash equivalents	-0.9	830.8
Long and medium-term debt of companies sold during the period		85.5
Impact of exchange rate fluctuations on net long and medium-term debt	20.0	-18.3
Part of interest not paid on Bonds and convertible bonds	-16.8	-16.5
Other flows related to financing activities		0.2
Closing net cash/(debt) including net cash of TSS classified as held for sale	-2,922.7	-3,211.3
Net cash of TSS classified as held for sale	-202.9	
Closing net cash/(debt) excluding TSS classified as held for sale	-3,125.6	-3,211.3

The variation on new borrowings is mainly due to commercial papers (€ 1,636 million). Repayment of borrowings is related to commercial papers (€ 1,405 million) and the bonds issue repaid on May 2021 (€ 451 million).

7.4.2 Net Cash/(debt)

<i>(In € million)</i>	As at December 31, 2021	Net cash of TSS classified as held for sale	As at December 31, 2021 Net debt including Net cash of TSS classified as held for sale	As at December 31, 2020
Cash and cash equivalents	1,126.3	215.1	1,341.4	1,335.2
Borrowings	-3,509.7	-0.1	-3,509.8	-3,508.7
Current portion of borrowings	-742.6	-12.1	-754.7	-1,037.8
Total Net debt	-3,125.6	202.9	-2,923.0	-3,211.3



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7.4.3 Bonds and convertible bonds follow up

	September 2017	July 2019	September 2019	June 2020	June 2020	July 2020	December 2020
Main characteristics	Straight bonds 7 years	Convertible bond 7 years	Straight bonds 5 years	Straight bonds 3 years	Straight bonds 7 years	Convertible bond 5 years	Convertible bond 5.7 years
Nature	Unsecured Fixed Rate note	Oceane	Unsecured Fixed Rate note	Unsecured Fixed Rate note	Unsecured Fixed Rate note	Oceane	Oceane
Issue date	September 2017	July 2019	September 2019	June 2020	June 2020	July 2020	December 2020 *
Maturity date	September 2024	July 2026	September 2024	June 2023	June 2027	July 2025	July 2026
Issue size (in M€)	600	600	500	500.0	500.0	600.0	200.0
Cash received (in M€)	597	642	498	500	496	638	226
Coupon	1.6%		0.3%	0.5%	0.9%		
Yield to maturity	1.7%	-1.1%	0.4%	0.5%	1.0%	-1.2%	-2.1%
Conversion exchange ratio	N/A	1 share per bond	N/A	N/A	N/A	1 share per bond	1 share per bond
Early redemption option	N/A	From July 2024 to the maturity date	N/A	N/A	N/A	From July 2023 to the maturity date	From July 2024 to the maturity date
Valuation methodology	Amortized cost (IFRS 9)	Split accounting (IAS 32)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Split accounting (IAS 32)	Split accounting (IAS 32)
Fees (in M€)	2.2	5.2	1.3	1.2	1.8	3.7	0.7
Call option (in M€)		4.2				4.8	2.1
Debt component at inception (in M€)	595	555	496	498.4	494.6	578.6	195.5
Equity component at inception (in M€)		82.0				55.5	29.6
Effective interest rate (EIR)	1.8%	1.1%	0.4%	0.6%	1.0%	0.7%	0.4%

* Linked to initial convertible bonds issued in June 2020.

Comparison between carrying value and fair value of borrowings is presented below:

(In € million)	Carrying value	Fair value
Convertible bonds *	1,351.2	1,538.4
Straight bond	2,092.9	2,148.8
Total borrowings	3,444.1	3,687.3

* Fair value of convertible bonds includes both the liability component and the equity component.

7.4.4 Borrowings in currencies

(In € million)	EUR	USD	Other currencies	Total
December 31, 2021	4,252.3			4,252.3
December 31, 2020	4,521.1	23.2	2.2	4,546.5

7.4.5 Non-current borrowings maturity

(In € million)	2023	2024	2025	2026	>2026	Total
Convertible bonds			584.8	766.4		1,351.2
Bonds	499.2	1,097.9			495.8	2,092.9
Other borrowings			55.0	10.6		65.6
As at December 31, 2021 long-term debt	499.2	1,097.9	639.8	777.0	495.8	3,509.7

(In € million)	2022	2023	2024	2025	>2025	Total
Convertible bonds				580.6	759.3	1,339.9
Bonds		498.7	1,093.8		495.0	2,087.5
Other borrowings	26.1			55.3		81.3
As at December 31, 2020 long-term debt	26.1	498.7	1,093.8	635.9	1,254.3	3,508.7

Derivative financial instruments

The Group uses derivative financial instruments to hedge its foreign exchange and interest rate exposure arising from its operating, financing and investing activities. Those instruments are initially measured at fair value, i.e. the price that would be received when selling an asset or paid when transferring a liability in an orderly transaction between market participants at the measurement date.

The fair value of interest rate swaps is the estimated amount that the Group would receive or pay to terminate the swap at the reporting date, considering current interest rates and the risk of default by the counterparties to the swap.

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

Initial recognition of foreign exchange and interest rate hedging instruments and subsequent accounting for changes in their value are carried out in accordance with IFRS 9.

In accordance with IFRS 13, the Group takes default risk into account when measuring its derivative hedging instruments. That involves the following:

- The risk of default by the Group on a derivative that is a liability (own credit risk);
- The risk of counterparty default on a derivative that is an asset (counterparty credit risk).

The Group's method for assessing own and counterparty credit risk is based on a calculation of the implied credit risk on senior fixed-rate bonds traded in the secondary market.

Cash flow hedges

When a derivative financial instrument is designated as a hedging instrument whose cash flows are expected to offset changes in the cash flows of a highly probable forecast transaction, the Group uses hedge accounting. The effective portion of any gain or loss on the hedging instrument is recognized directly in "Other comprehensive income" until the hedged item itself is recognized in profit or loss. The effective portion is then recognized in profit or loss. The ineffective portion of any gain or loss is recognized in profit and loss for the period.

If a hedging instrument is used to hedge risk arising from the Group's operating activities or from the Group's financing activities, its impact on profit or loss is reported in "Net finance costs". Premiums/discounts of hedging instruments are recognized in "Net finance costs". Premiums/discounts of financial instrument are accounted for in financial result.

Fair value hedges

If a derivative financial instrument is used to hedge the foreign currency risk on a recognized monetary asset or liability, hedge accounting is not applied and the gains or losses on the financial instrument are recognized in profit or loss.

If a hedging instrument is used to hedge risk arising from the Group's operating activities or from the Group's financing activities, its impact on profit or loss is reported in "Net finance costs". Premiums/discounts of hedging instruments are recognized in "Net finance costs". Premiums/discounts of financial instrument are accounted for in financial result.



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Fair value of derivative instruments at the reporting date

(In € million)	As at December 31, 2021	As at December 31, 2020
Interest rate derivative instruments		
Current assets	0.0	1.4
Current liabilities	0.0	0.0
Foreign exchange derivative instruments		
Current assets	8.7	2.2
Current liabilities	-1.6	-4.4
Total	7.1	-0.8

Breakdown of instruments by hedging policy

(In € million)	As at December 31, 2021	As at December 31, 2020
Instruments designated as cash flow hedges		
Foreign exchange forward contracts	4.3	0.5
Foreign exchange swap	-0.2	0.2
Instruments not designated as cash flow hedges		
Foreign exchange forward contracts	-0.1	-0.1
Foreign exchange swap	4.5	-2.8
Interest rate swaps	-1.4	1.4
Total	7.1	-0.8

Foreign exchange risk

The majority of the Group's revenue, expenses and obligations are denominated in euro. In 2021, 73.5% of the Group's revenue was generated in euro-zone countries whereas 26.5% was generated in non-euro zone countries, including 10.5% in Swiss francs, 3.2% in pounds sterling, and 2.5% in Indian rupee.

Since the Group's financial statements are denominated in euros, its revenue is affected by the relative value of the euro versus the currency of the non-euro zone countries in which it generates revenue (currency translation exposure).

In terms of currency transaction exposure (i.e., a mismatch between the currencies in which revenue is generated and costs are incurred), the Group considers its exposure to be

limited as its costs in the euro zone are generally incurred in euros and its revenue is generated in euros and in non-Eurozone countries it generally makes its sales and incurs the majority of its operating expenses in the local currency.

Group's objective is to hedge significant future risks (purchase or sale commitments) and risks already on the balance sheet (currency payables and receivables). The foreign exchange risks hedged are generated by the purchase and sale in foreign currencies of goods and services; financial assets or liabilities in foreign currencies (in particular, in relation to the financing of subsidiaries); investments in foreign subsidiaries and M&A transactions. Financial instruments used to hedge are forward purchase and sale contracts, foreign exchange options and forex, swaps.

Interest rate risk

On December 20, 2018, Worldline (as borrower) signed a five-year revolving credit facility (the "Facility") for an amount of € 600 million, maturing in December 2023 with an option for Worldline to request the extension of the Facility maturity date until December 2025. In October 2019, a first-year extension has been requested and approved by the banks. The Facility maturity date became December 2024. In October 2020; a second 1-year extension has been requested and approved by the banks for an amount of € 554 million. Therefore, the amount of this Facility is now € 600 million until December 2024 and € 554 million between December 2024 and the final maturity of December 2025.

On January 2021, following lender's approvals, an existing € 750 million revolving credit facility at the level of Ingenico SA (as borrower) maturing in July 2023 was amended as follows: modification of the borrower which is now Worldline SA, decrease of the amount from € 750 million to € 450 million, updated margin conditions and financial commitments ("covenants"), extension of the maturity to January 2024.

At December 31, 2021, no drawings were made on either the € 600 million or the € 450 million revolving credit facilities.

If these facilities were to be drawn down, the Group would be subject to interest rate risk since the applicable interest rate on is based on Euribor. In addition, the Group could also face higher interest rate in the event Worldline's rating assigned by Standard & Poor's would deteriorate.

Worldline has entered a "Negotiable European Commercial Papers" program (NEU CP) on April 12, 2019 to optimize its financial charges and improve Group's cash for a maximum initial amount of € 600 million increased to € 1,000 million in December 2020. On December 31, 2021, the outstanding amount of the program was € 604 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.

The Group is subject to fluctuations in interest rates on commercial paper issuance. Other components of gross borrowings are mainly bonds with fixed interest rates.

In 2014, Ingenico put in place an interest rate swap for 50% of the nominal value of the bond issued in 2014, or € 225 million, with a 7-year life. This swap turns the Group's fixed-rate exposure into variable-rate exposure. This interest rate swap has matured on May 2021.

Liquidity risk

Although the Group has a demonstrated capacity to generate significant levels of free cash flow, its ability to repay its borrowings in the manner provided for therein will depend on its future operating performance and could be affected by other factors (economic environment, conditions in the debt market, compliance with legislation, regulatory changes, etc.).

In addition, the Group could have to devote a significant part of its cash flow to the payment of principal and interest on its debt, and this could consequently reduce the funds available to finance its day-to-day operations, investments, acquisitions or dividend payments.

The Group has an investment grade credit rating from Standard & Poor's Global Ratings (BBB with stable outlook), a testament to the strength of the Group's business model and its balance sheet.

The Group considers that managing liquidity risk depends primarily on having access to diversified sources of financing in terms of origin and maturity. This approach represents the basis of the Group's financing policy.

Credit and/or counterparty risk

Credit and/or counterparty risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group believes that it has limited exposure to concentrations of credit risk due to its large and diverse customer base. The Group's greatest credit risk position is born with respect to its financial institution customers.

The Group is also exposed to some credit risk in connection with its merchant acquiring activities.

The Group is also exposed to certain credit risks related to its merchant acquiring activities. For each transaction accepted by the customer's bank, the Group grants the merchant a performance guarantee relating to the payment made by the cardholder. The performance guarantee is materialized in the form of an accounting entry in the intermediation debt due to merchants for the transaction upon acceptance by the cardholder's bank. The intermediation debt is paid when the funds for the authorized payment transaction are transferred to the merchants on a daily basis. However, the Group may be exposed to a credit risk in the event of non-payment by the cardholder. In addition, the Group offers a "service rendered" guarantee to the cardholder. Thus, if the merchant goes bankrupt (or ceases trading) before the product or service purchased by the cardholder is delivered, the cardholder can demand reimbursement of the transaction amount. The exposure to credit risk is particularly significant where services are purchased by e-Commerce well in advance of actual delivery (such as ticket purchase services from travel agencies). Deposits are also made by merchants at the initiation or during the course of a customer relationship with the Group.

For the TSS activities, the Group is also exposed to the credit risk on its receivables which could lead in payment defaults. The Group manages this invoice risk through individual or mass market assessment based on customer's probability of default, terms of payments, revenue flows and invoice recurrence. The riskier a customer is, the shorter the payment terms are, strengthened by secured payments (prepayments, bank guaranties, insurances).



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NOTE 8 Income tax

Accounting policies/principles

Current and deferred taxes

The income tax charge includes current and deferred tax expenses. Deferred tax is calculated wherever temporary differences occur between the tax base and the consolidated base of assets and liabilities, using the liability method. The deferred tax is valued using the enacted tax rate at the closing date that will be in force when the temporary differences reverse.

In case of change in tax rate, the deferred tax assets and liabilities are adjusted counterpart the income statement except if those change related to items recognized in other comprehensive income or in equity.

The deferred tax assets and liabilities are netted off at the taxable entity, when there is a legal right to offset. Deferred tax assets corresponding to temporary differences and tax losses carried over forward are recognized when they are considered to be recoverable during their validity period, based on historical and forecast information.

Deferred tax liabilities for taxable temporary differences relating to goodwill are recognized, to the extent they do not arise from the initial recognition of goodwill.

Deferred tax assets are tested for impairment at least annually at the closing date, based on December actuals, business plans and impairment test data.

Measurement of recognized tax loss carry-forwards

Deferred tax assets are recognized on tax loss carry-forwards when it is probable that taxable profit will be available against which the tax loss carry-forwards can be utilized. Estimates of taxable profits and utilizations of tax loss carryforwards were prepared on the basis of profit and loss forecasts as included in the 3-year business plans (other durations may apply due to local specificities).

IFRIC 23

The Group applies IFRIC 23 on the accounting for income tax when there is uncertainty over tax treatments. A liability is recognized in the consolidated financial statement when a tax risk arising from positions taken by the Group, or one of its subsidiaries, is considered as probable, assuming that the tax authorities have full knowledge of all relevant information when making their examination.

8.1 Current and deferred taxes

(In € million)	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Current taxes	-113.3	-78.5
Deferred taxes	49.3	33.5
Total	-64.0	-45.0

* Restated amounts in application of IFRS 5.

8.2 Effective tax rate

The difference between the French standard tax rate and the Group Effective tax rate is explained as follows:

(In € million)	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Profit before tax	266.2	174.5
French standard tax rate	28.4%	32.0%
Theoretical tax charge at French standard rate	-75.6	-55.9
Impact of permanent differences	-0.2	8.8
Differences in foreign tax rates	9.3	21.4
Movement on recognition of deferred tax assets	13.1	1.0
Equity-based compensation	-12.7	-9.8
Change in deferred tax rates	-0.5	-5.5
Withholding taxes	-2.7	-2.2
CVAE net of tax		-3.5
Other	5.3	0.7
Group tax expense	-64.0	-45.0
Effective tax rate	24.0%	25.8%

* Restated amounts in application of IFRS 5.

Other differences include 2020 full year tax true up leading to a tax income of € 5.3 million in 2021.

8.3 Deferred taxes

(In € million)	12 months ended December 31, 2021	12 months ended December 31, 2020
Deferred tax assets	39.0	90.6
Deferred tax liabilities	568.1	674.1
Net deferred tax	-529.1	-583.5

8.4 Breakdown of deferred tax assets and liabilities by nature

(In € million)	Tax losses carry forward	Intangible assets recognized as part of PPA	Fixed assets	Pensions	Other	Total
As at December 31, 2019	24.5	-199.9	-46.0	39.5	2.0	-180.0
Charge to profit or loss for the year	18.0	31.5	8.3	0.1	-22.3	35.5
Change of scope	25.9	-509.0	-2.6	0.1	50.9	-434.7
Charge to equity	0.0	0.0	0.7	6.9	-16.5	-8.9
Reclassification	-0.6	-1.6	1.8	-1.2	7.3	5.8
Exchange differences	0.0	-0.3	-0.2	-0.9	0.1	-1.2
As at December 31, 2020	67.7	-679.3	-38.1	44.5	21.7	-583.5
Charge to profit or loss for the year	-6.9	68.0	-1.0	1.1	-0.7	60.5
Change of scope		-5.4		-1.9	5.9	-1.4
Charge to equity	-6.5			-2.2	5.4	-3.3
Reclassification	2.2	5.9	0.3		-11.8	-3.4
Exchange differences	0.4	-3.4	0.1	0.1	-7.9	-10.7
Other					-145.1	-145.1
IFRS 5 *	-6.0	196.3	2.3	-4.8	-30.0	157.8
As at December 31, 2021	50.9	-417.9	-36.4	36.8	-162.5	-529.1

* Restated amounts in application of IFRS 5.

In 2021, other related to deferred tax liabilities linked to the sale of TSS business.

8.5 Tax losses carry forward schedule (basis)

(In € million)	12 months ended December 31, 2021			12 months ended December 31, 2020		
	Recognized	Unre- cognized	Total	Recognized	Unre- cognized	Total
2022	0.20	28.20	28.40	8.70	0.30	9.00
2023	0.10	9.20	9.30	23.10	8.70	31.80
2024					0.90	0.90
2025	19.60	13.90	33.50		0.90	0.90
2026						
Tax losses available for carry forward for 5 years and more	33.5	104.3	137.8	60.2	94.5	154.7
Ordinary tax losses carry forward	53.4	155.6	209.0	92.0	105.3	197.3
Evergreen tax losses carry forward	188.3	100.6	288.9	170.0	46.2	216.2
IFRS 5	-14.8	-125.0	-139.8			
Total tax losses carry forward	226.9	131.2	358.1	262.0	151.5	413.5

Countries with the largest tax losses available for carry forward are Luxembourg (€ 119.9 millions), France (€ 104.4 millions), Brazil (€ 73.2 millions), Sweden (€ 49.9 millions), China (€ 46 millions), India (€ 24.4 millions) and Spain (€ 21.7 millions).

8.6 Deferred tax assets not recognized by the Group

(In € million)	12 months ended December 31, 2021	12 months ended December 31, 2020
Tax losses carry forward	36.4	39.9
Temporary differences	18.3	16.3
Total	54.7	56.2

NOTE 9 Goodwill and fixed assets

9.1 Goodwill

Accounting policies/principles

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, of the amount of any non-controlling interests in the acquiree and of the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Goodwill is allocated to Cash Generating Units (CGU) for the purpose of impairment testing. Goodwill is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. CGUs correspond to Global business Lines defined by IFRS 8.

The recoverable value of a CGU is based on the higher of its fair value less costs to sell and its value in use determined using the discounted cash-flows method. When this value is less than its carrying amount, an impairment loss is recognized in the operating income.

The impairment loss is first recorded as an adjustment of the carrying amount of the goodwill allocated to the CGU and remainder of the loss, if any, is allocated pro rata to the other long-term asset of the unit.

Goodwill is not amortized and is subject to an impairment test performed at least annually by comparing its carrying amount to its recoverable amount at the closing date based on December actuals and latest 3-year plan, or more often whenever events or circumstances indicate that the carrying amount could not be recoverable.

- Such events and circumstances include but are not limited to:
- Significant deviance of economic performance 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.

Impairment tests:

the Group tests at least annually whether goodwill has suffered any impairment, in accordance with the accounting policies. The recoverable amounts of Cash Generating Units are determined based on value-in-use calculations or on their fair value reduced by the costs of sales. These calculations require the use of estimates.

(In € million)	As at December 31, 2020	Disposals Depreciations	Impact of business combination	Exchange rate fluctuations	TSS classified as held for sale	As at December 31, 2021
Gross value	11,137.9	-1.6	157.6	159.7	-2,122.3	9,331.3
Impairment loss	-0.9	-0.8	0.0	0.0	0.0	-1.7
Carrying amount	11,137.0	-2.4	157.6	159.7	-2,122.3	9,329.6

(In € million)	As at December 31, 2019	Disposals Depreciations	Impact of business combination	Exchange rate fluctuations	As at December 31, 2020
Gross value	3,161.3		7,984.7	-8.0	11,137.9
Impairment loss	-0.6			-0.3	-0.9
Carrying amount	3,160.7		7,984.7	-8.3	11,137.0

Evolution of the year is mainly related to preliminary goodwill accounted for Cardlink (€ 108.2 million) and final goodwill variation related to Ingenico acquisition (€ 49.3 million).

TSS is classified as held for sale as described in Notes 1 and 3, and accordingly the goodwill allocated to TSS is presented in the line assets classified as held of sale in 2021.

Opening 2020 figures have been corrected for an amount € 46.2 million (further details in Note 5.5 Intermediation activities).

Goodwill is allocated to Cash Generating Units (CGUs) which correspond to the three operating segments disclosed in Note 4.1 "Segment information".



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(In € million)	As at December 31, 2021	As at December 31, 2020
Merchant Services	8,061.3	1,939.0
Financial Services	1,242.0	1,223.4
Mobility & e-Transactional Services	26.3	25.8
Not allocated *	0.0	7,948.8
Total	9,329.6	11,137.0

* Not allocated assets correspond to the residual goodwill linked to the acquisition of Ingenico in 2020.

The recoverable amount of a CGU is based on the following assumptions:

- Terminal value is calculated after the five-year period, using an estimated perpetuity growth rate of 2.5%. This rate reflects specific perspectives of the payment sector; and,
- Discount rates are applied by CGU based on the Group's weighted average cost of capital and adjusted to take into account specific tax rates. The Group considers that the weighted average cost of capital should be determined based on a historical equity risk premium, in order to reflect the long-term assumptions factored in the impairment tests.

The discount rate of 8.15% is used for all continued CGUs (Merchant Services, Financial Services and Mobility & e-Transactional Services).

On the basis of impairment tests carried at year end, no loss of value has been identified as at December 31, 2021.

A varying plus or minus 50 basis points of the key parameters (operating margin, discount rates and perpetual growth rate) did not reveal the existence of any risk on the Group's CGUs.

9.2 Intangible assets

Accounting policies/principles

Intangible assets other than goodwill consist primarily of software and user rights acquired directly by the Group, internally developed IT solutions as well as software and customer relationships and technologies acquired in relation with a business combination.

To assess whether an internally generated intangible asset meets the criteria for recognition, the Group classifies the generation of the asset into a research phase and a development phase. Under IAS 38, no intangible asset arising from research (or from the research phase of an internal project) shall be recognized. Such expenditure is therefore recognized as an expense when it is incurred.

An intangible asset arising from development (or from the development phase of an internal project) shall be recognized if, and only if, an entity can demonstrate all the following:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the intangible asset and to use or sell it;
- Its ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and;
- Its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development expenses correspond to assets developed for the own use of the Group, to specific implementation projects for some customers or innovative technical solutions made available to a group of customers. These projects are subject to a case-by-case analysis to ensure they meet the appropriate criteria for capitalization. Are capitalized as development costs only those directly attributable to create produce and prepare the asset to be capable of operating in the manner intended by management.

Capitalized development expenditure is accounted for at cost less accumulated depreciation and any impairment losses. It is amortized on a straight-line basis over a useful life between 3 and 12 years, for which two categories can be identified:

- For internal software development with fast technology serving activities with shorter business cycle and contract duration, the period of amortization will be between 3 and 7 years;
- For internal software development with slow technology obsolescence serving activities with long business cycle and contract duration, the period of amortization will be between 5 and 12 years with a standard scenario at 7 years. It is typically the case for large mutualized payment platforms.

An intangible asset related to the customer relationships and backlog brought during a business combination is recognized as customer relationships. The value of this asset is based on assumptions of renewal conditions of contract and on the discounted flows of these contracts. This asset is amortized on an estimation of its average life.

The value of the developed technology acquired is derived from an income approach based on the relief from royalty method. This method relies on (i) assumptions on the obsolescence curve of the technology and (ii) the theoretical royalty rate applicable to similar technologies, to determine the discounted cash flows expected to be generated by this technology over their expected remaining useful life. The developed technology is amortized on an estimation of its average life. The cost approach may also be implemented as a secondary approach to derive an indicative value for consistency purposes. This method relies on assumptions of the costs that should be engaged to reproduce a similar new item having the nearest equivalent utility as the asset being valued. On the contrary, if technology is believed to be the most important driver for the business, an Excess Earning method could also be implemented.

Intangible assets are amortized on a straight-line basis over their expected useful life, for internally developed IT solutions in operating margin. Customer relationships, patents, technologies and trademarks acquired as part of a business combination are amortized on a straight-line basis over their expected useful life, generally not exceeding 19 years; any related depreciation is recorded in other operating expenses.

Impairment of assets other than goodwill

At the end of each reporting period of the financial information, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. This is also applied to R&D costs capitalized. If it is not possible to assess the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. If a reasonable and consistent method of allocation can be identified, corporate assets are also allocated to cash-generating units individually; otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation method can be determined. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the estimated recoverable amount (or cash-generating unit) is less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

<i>(In € million)</i>	Software & Licenses	Customer Relationships/Patent	Other assets	Total
Gross value				
At January 1, 2021	1,639.7	2,143.9	75.4	3,859.1
Additions	38.2	0.0	35.1	73.3
R&D capitalized	113.2	0.0	0.0	113.2
Impact of business combination	5.8	240.6	1.7	248.1
Disposals	-10.8	-96.8	-3.2	-110.8
Exchange differences	8.3	32.0	17.5	57.8
Other	105.5	47.2	-48.7	104.0
IFRS 5 - TSS classified as held for sale	-428.9	-630.0	-18.4	-1,077.3
At December 31, 2021	1,471.0	1,737.0	59.4	3,267.4
Accumulated depreciation				
At January 1, 2021	-348.1	-247.6	-31.6	-627.3
Depreciation charge for the year	-174.1	-198.8	-15.4	-388.4
Impact of business combination	-3.9	0.0	0.0	-3.9
Disposals/reversals	10.7	10.9	0.2	21.8
Exchange differences	-6.2	-5.0	-4.0	-15.1
Other	-103.8	-9.5	7.1	-106.2
IFRS 5 - TSS classified as held for sale	74.4	77.9	4.8	157.1
At December 31, 2021	-550.9	-372.2	-38.9	-961.9
Net value				
At January 1, 2021	1,291.7	1,896.3	43.7	3,231.8
IFRS 5 - TSS classified as held for sale	-354.5	-552.2	-13.6	-920.2
At December 31, 2021	920.2	1,364.8	20.5	2,305.4



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<i>(In € million)</i>	Software & Licenses	Customer Relationships/ Patent	Other assets	Total
Gross value				
At January 1, 2020	798.6	626.3	39.7	1,464.7
Additions	28.4	0.0	2.9	31.3
R&D capitalized	59.7	0.0	0.0	59.7
Impact of business combination	772.0	1,519.5	36.2	2,327.6
Disposals	-18.6	0.0	-0.4	-19.0
Exchange differences	-2.3	-1.8	-0.6	-4.7
Other	1.9	0.0	-2.4	-0.6
At December 31, 2020	1,639.7	2,143.9	75.4	3,859.1
Accumulated depreciation				
At January 1, 2020	-239.3	-148.8	-29.4	-417.5
Depreciation charge for the year	-80.4	-99.8	-0.1	-180.2
Impact of business combination	-48.4	0.0	-3.5	-51.8
Disposals/reversals	18.5	0.0	0.0	18.5
Exchange differences	1.7	1.0	1.0	3.6
Other	-0.1	0.0	0.3	0.1
At December 31, 2020	-348.1	-247.6	-31.7	-627.3
Net value				
At January 1, 2020	559.3	477.5	10.3	1,047.1
At December 31, 2020	1,291.6	1,896.3	43.7	3,231.7

Development capitalized cost is related to the modernization of proprietary technological platforms for € 113.2 million. At December 31, 2021, the net book value of those capitalized projects amounted to € 257.6 million.

In 2021, the total of R&D costs reached € 249.4 million out of which € 113.2 million are capitalized.

9.3 Tangible assets

Accounting policies/principles

Tangible assets are recorded at acquisition cost. They are depreciated on a straight-line basis over the following expected useful lives:

- Buildings: 20 years;
 - Fixtures and fittings: 3 to 20 years;
- IT equipment:
- Computer hardware: 3 to 5 years,
 - Terminals: 4 to 5 years;
- Other assets:
- Vehicles: 4 to 5 years,
 - Office furniture and equipment: 3 to 10 years.

<i>(In € million)</i>	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2021	166.8	587.7	37.8	792.3
Additions	9.1	49.1	34.5	92.8
Impact of business combination	-3.3	23.1	0.3	20.1
Disposals	-7.8	-94.4	-10.1	-112.3
Exchange differences	2.2	5.9	0.5	8.5
Other	9.1	-20.4	-13.8	-25.1
IFRS 5 - TSS classified as held for sale	-24.5	-107.1	-4.1	-135.7
At December 31, 2021	151.6	443.8	45.2	640.6
Accumulated depreciation				
As at January 1, 2021	-114.6	-415.6	-25.7	-555.9
Depreciation charge for the year	-11.8	-65.9	-6.3	-84.0
Impact of business combination	1.7	-21.6	-0.2	-20.1
Disposals/Reversals	6.2	80.8	1.9	88.9
Exchange differences	-1.6	-4.8	-0.3	-6.7
Other	0.6	21.5	0.6	22.7
IFRS 5 - TSS classified as held for sale	17.6	89.8	1.2	108.5
At December 31, 2021	-101.9	-315.9	-28.8	-446.5
Net value				
As at January 1, 2021	52.2	172.0	12.1	236.4
IFRS 5 - TSS classified as held for sale	-6.9	-17.3	-2.9	-27.2
At December 31, 2021	49.7	128.0	16.4	194.1

<i>(In € million)</i>	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2020	67.1	303.6	28.7	399.4
Additions	8.6	47.7	3.3	59.5
Impact of business combination	89.1	262.6	12.3	364.0
Disposals	-1.2	-17.8	-3.4	-22.5
Exchange differences	-0.2	-5.8	-0.8	-6.9
Other	3.4	-2.5	-2.3	-1.4
As at December 31, 2020	166.8	587.7	37.8	792.3
Accumulated depreciation				
As at January 1, 2021	-48.1	-187.2	-20.2	-255.5
Depreciation charge for the year	-7.2	-51.3	-2.1	-60.5
Impact of business combination	-60.3	-199.1	-7.9	-267.4
Disposals/Reversals	1.1	14.2	3.3	18.6
Exchange differences	0.2	4.6	0.5	5.3
Other	-0.2	3.2	0.7	3.7
As at December 31, 2020	-114.6	-415.6	-25.7	-555.9
Net value				
As at January 1, 2020	19.0	116.4	8.5	143.9
As at December 31, 2020	52.2	172.0	12.1	236.4

Tangible capital assets of the Group mainly include computer equipment used in the production centers, particularly in the processing datacentres, and Terminals rented to merchants. Land and buildings are mostly composed of technical infrastructures of datacentres.

NOTE 10 Right-of-use assets & lease liabilities

10.1 Right-of-use assets under IFRS 16

Right-of-use assets and lease liabilities are classified under three subcategories, land and buildings, IT equipment and other assets.

At inception of any contract, the Group assesses whether the contract is or contains an operating lease. This evaluation may require exercising a judgment to determine the useful life considered in the valuation.

The Group recognizes a right-of-use and a corresponding lease liability at the lease commencement date except for the following cases which are recorded on a straight-line basis in profit or loss over the life of the lease:

- Short term leases related to other assets;
- Low value assets.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rates. Those rates have been determined for all the currencies and geographies of the Group and by maturity. The

incremental borrowing rates were calculated by taking for each currency a reference in debt quotation by maturity (bullet rate) and adding up a spread corresponding to the entity's cost of financing.

The lease liability is re-measured when there is a change in the future lease payments arising from a change in an index or rate, a change in estimate of the amount expected to be payable under a residual value guarantee, or changes in the assessment of whether an extension option is reasonably certain to be exercised or a termination option is reasonably certain to be exercised.

The Group has applied its judgment to determine the lease term for some real estate lease contracts in which it is a lessee and that include renewal or early termination options analysing whether those sites, mainly offices, were strategic or not. In most cases, the Group retained the contractual end date.

According to IFRS Interpretation Committee opinion, the Group did not identify major deviation between the lease term and the residual useful life of the underlying leasehold.

Right-of-use assets break down as follows, by type of underlying asset:

<i>(In € million)</i>	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2021	432.9	19.7	34.0	486.6
Additions	90.3	29.1	8.7	128.0
Impact of business combination	-1.0	0.0	0.2	-0.8
Disposals	-74.7	-4.3	-7.5	-86.5
Exchange differences	5.6	0.2	-0.1	5.7
Other	-22.8	-1.1	-0.9	-24.8
IFRS 5 - TSS classified as held for sale	-58.3	-1.3	-2.1	-61.6
As at December 31, 2021	372.0	42.2	32.3	446.5
Accumulated depreciation				
As at January 1, 2021	-170.1	-9.8	-13.8	-193.7
Depreciation charge for the year	-73.6	-8.0	-9.6	-91.2
Impact of business combination	-3.2	-0.1	-0.1	-3.4
Disposals/Reversals	73.8	5.2	7.3	86.3
Exchange differences	-2.5	-0.1	0.1	-2.5
Other	10.8	0.0	0.6	11.4
IFRS 5 - TSS classified as held for sale	24.9	0.8	1.1	26.7
As at December 31, 2021	-139.9	-12.0	-14.5	-166.4
Net value				
As at January 1, 2021	262.8	9.8	20.2	292.8
As at December 31, 2021	232.1	30.2	17.9	280.1

<i>(In € million)</i>	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2020	217.6	8.2	17.7	243.5
Additions	39.2	5.9	8.4	53.5
Impact of business combination	181.7	5.6	11.2	198.5
Disposals	-3.7	-0.1	-3.3	-7.1
Exchange differences	-0.7	0.0	0.0	-0.7
Other	-1.3	0.1	0.0	-1.2
As at December 31, 2020	432.9	19.7	34.0	486.6
Accumulated depreciation				
As at January 1, 2020	-31.0	-4.7	-5.6	-41.4
Depreciation charge for the year	-38.8	-2.2	-7.2	-48.2
Impact of business combination	-105.8	-3.0	-4.1	-112.9
Disposals/Reversals	3.5	0.1	3.1	6.8
Exchange differences	0.3	0.0	0.0	0.3
Other	1.7	-0.1	0.0	1.6
As at December 31, 2020	-170.1	-9.8	-13.8	-193.7
Net value				
As at January 1, 2020	186.6	3.5	12.1	202.1
As at December 31, 2020	262.8	9.8	20.2	292.8

10.2 Lease liabilities

Lease liabilities is composed as follows:

<i>(In € million)</i>	Total
Gross value	
As at January 1, 2021	300.1
Additions	132.9
Impact of business combination	-0.6
Reimbursement	-83.2
Exchange differences	3.3
Other	-9.0
IFRS 5 - TSS classified as held for sale	-33.8
As at December 31, 2021	309.6

<i>(In € million)</i>	Total
Gross value	
As at January 1, 2020	201.7
Additions	55.7
Impact of business combination	91.6
Reimbursement	-49.7
Exchange differences	-0.3
Other	1.1
As at December 31, 2020	300.1

10.3 Maturity schedule Lease liabilities

<i>(In € million)</i>	Up to 1 year	1 to 5 years	Over 5 years	TOTAL
TOTAL	55.7	173.4	80.5	309.6



NOTE 11 Pensions and similar benefits

Accounting policies/principles

Employee benefits are granted by the Group through defined contribution and defined benefit plans. Costs relating to defined contribution costs are recognized in the income statement based on contributions paid or due in respect of the accounting period when the related services have been accomplished by beneficiaries.

The valuation of Group defined benefit obligation is based on a single actuarial method known as the “projected unit credit method”. This method includes the formulation of specific assumptions which are periodically updated, in close liaison with external actuaries of the Group.

Plan assets usually held in SEPARate legal entities are measured at their fair value, determined at closing. The fair value of plan assets is determined based on valuations provided by the external custodians of pension funds and following complementary investigations carried-out when appropriate.

From one accounting period to the other, any difference between the projected and actual pension plan obligation and their related assets is actuarial differences. These actuarial differences may result either from changes in actuarial assumptions used, or from experience adjustments generated by actual developments differing, in the accounting period, from assumptions determined at the end of the previous accounting period. All actuarial gains and losses generated on post-employment benefit plans on the period are recognized in “other comprehensive income”.

Benefit plans costs are recognized in the Group’s “Operating Margin”, except for interest costs on net obligations which are recognized in “other financial income and expenses”.

The net total liability recognized in the Group’s balance sheet in respect of pension plans and other long-term benefits plans amounts to € 227.2 million at December 31, 2021 (compared to a net total liability of € 247.3 million at December 31, 2020). This net total liability is the difference of a total defined benefit obligation of € 824.3 million and a total fair value of plan assets of € 597.1 million.

Worldline Group’s defined benefit obligations at December 31, 2021 are located predominantly in Switzerland (40% of total obligations), Germany (23%), Belgium (16%), the United Kingdom (12%), and France (8%).

The amount recognized as an expense for defined contribution plans is € 19.3 million for the year 2021 (2020: € 19.2 million).

11.1 Characteristics of significant plans and associated risks

In Switzerland, the obligations flow from a legacy defined benefit plans, exceeding the minimum mandatory pension benefit required by the Swiss law (BVG). Pension contributions are paid by both the employees and the employer and are calculated as a percentage of the covered salary. The rate of contribution depends on the age of the employee. At retirement, the employees’ individual savings capital is multiplied by the conversion rate, as defined by the pension fund regulations, and can be paid out as either a lifetime annuity or a lump-sum payment. In the event of disability, the pension plan pays a disability pension until ordinary retirement age. In the event of death before retirement, the pension plan pays a spouse pension for life.

In Germany, the majority of obligations flow from defined benefit pension plans which are closed to new entrants. The plans are subject to the German regulatory framework, which has no funding requirements, but does include compulsory insolvency insurance (PSV). The plans are however partially funded via either an insurance company or a Contractual Trust Agreement (CTA). The investment strategy of the insurance contract is set by the insurance company. The CTA is governed by a professional independent third party. The investment strategy is set by the Investment Committee composed of employer representatives.

In Belgium, the majority of obligations flow from a defined benefit pension plan which is closed to new entrants and a Defined Contribution plan with a minimum investment return guaranteed by the Company on both employer and employee contributions opened to new entrants.

The Defined Benefit plan is subject to the Belgian regulatory framework where funding requirements are based on a 6.0% discount rate and prescribed mortality statistics. In case of underfunding, a deficit must be supplemented immediately. The plan is insured with a professional insurance company. The investment strategy is set by the insurance company.

The Defined Contribution plan with guaranteed return is subject to the Belgian regulatory framework. In case of underfunding when the employee leaves for retirement, a deficit must be supplemented. The plan is insured with a technical return (which is now set by the insurers below the legal minimum guaranteed return) as well as a possible profit

11.2 Events in 2021

The Corporate bond interest rate markets for all major zone/countries were particularly volatile this year. The discount rates at December 31, 2021 have increased since December 31, 2020. This led to a decrease in the obligation of about € 23 million totally off-set by the other actuarial loss due mainly to the increase in the inflation rate and pension increase rate while the performance of the assets generated a gain of € 39 million.

On September 28, 2021, the Board of Directors of Worldline Group has validated the strategy to divest the "Terminals, Solutions & Services" ("TSS") segment consisting of Banks and Acquirers International Holding and its subsidiaries operating the business Group terminals (design and sale of payment terminals and related services). The Board of Directors

share provided by the insurance company. The investment strategy is set by the insurance company.

The Group's obligations are also generated by legacy defined benefit plans in the UK (closed to new entrants) and in France (open to new entrants) and, to a lesser extent, by legal or collectively bargained end of service benefit plans and other long-term benefits such as jubilee plans.

These plans do not expose Worldline to any specific risks that are unusual for these types of benefit plans. Typical risks include increase in inflation, longevity, decrease in discount rates and adverse investment returns.

Worldline recognized all actuarial gains and losses and asset ceiling effects generated in the period in other comprehensive income for pension plans and through expense for the other long-term benefits plans.

considered that the Group of companies within the TSS scope met the criteria to be classified as held for sale.

The assets of this activity as well as the associated liabilities are therefore presented separately from the Group's other assets and liabilities on specific lines of the statement of financial position as of December 31, 2021. Thus, the pension liabilities and assets of the activities held for sale (TSS) were transferred to these accounts for the following amounts:

- Accrued liabilities : €-12.5 million;
- Prepaid pensions Assets : €+5.2 million;
- Net IFRS 5 reclassification : €-7.3 million.

11.3 Amounts recognized in the financial statements

The amounts recognized in the balance sheet as at December 31, 2021 rely on the following components, determined at each benefit plan's level:

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Amounts recognized in financial statements consist of:		
Prepaid pension asset – post employment plans	14.6	0.0
Accrued liability – post employment plans	-236.5	-240.0
Accrued liability – other long term benefits	-5.3	-7.3
Net amounts recognized – Total	-227.2	-247.3
Components of net periodic cost		
Service cost (net of employees contributions)	32.0	25.6
Past service cost, Settlements	-2.1	0.0
Actuarial (gain)/loss in other long term benefits	0.1	0.6
Operating expense	30.0	26.2
Interest cost	5.5	5.4
Interest income	-3.5	-3.6
Interest cost on the effect of the asset ceiling	0.1	0.0
Financial expense	2.1	1.8
Net periodic pension cost – Total expense/(profit)	32.1	28.0
Of which, net periodic pension cost – post employment plans	31.4	27.3
Of which, net periodic pension cost – other long term benefits	0.7	0.7
Change in defined benefit obligation		
Defined benefit obligation –post employment plans at January 1	802.6	628.6
Defined benefit obligation – other long term benefits at January 1	6.1	6.9
Total Defined Benefit Obligation at January 1	808.7	635.5
Exchange rate impact	22.4	-4.1
Service cost (net of employees contributions)	32.0	25.2
Interest cost	5.5	5.4
Employees contributions	7.4	7.1
Past service cost, Settlements	-2.1	0.0
Business combinations/(disposals)	0.9	120.5
Benefits paid	-22.6	-20.7
Actuarial (gain)/loss - change in financial assumptions	7.1	29.1
Actuarial (gain)/loss - change in demographic assumptions	-11.1	-0.1
Actuarial (gain)/loss - experience results	25.0	10.7
Other movements	0.0	0.1
IFRS 5 *	-48.8	0.0
Defined benefit obligation at December 31	824.3	808.7

* Restated amounts in application of IFRS 5.

The weighted average duration of the liability is 15.8 years.

(In € million)	As at December 31, 2021	As at December 31, 2020
Change in plan assets		
Fair value of plan assets at January 1	566.8	492.0
Exchange rate impact	21.7	-3.2
Actual return on plan assets	42.9	4.9
Employer contributions	15.5	19.1
Employees contributions	7.4	7.1
Benefits paid by the fund	-15.6	-13.8
Business combinations/(disposals)	0.0	60.7
IFRS 5 *	-41.6	0.0
Fair value of plan assets at December 31	597.1	566.8
Reconciliation of prepaid/(accrued) Benefit cost (all plans)		
Funded status-post employment plans	-221.9	-234.6
Funded status-other long term benefit plans	-5.3	-7.3
Asset ceiling limitation at December 31	0.0	-5.4
Prepaid/(accrued) pension cost	-227.2	-247.3
Reconciliation of net amount recognized (all plans)		
Net amount recognized at beginning of year	-247.3	-143.5
Net periodic pension cost	-32.1	-28.0
Benefits paid by by the employer	7.0	6.9
Employer contributions	15.5	19.3
Business combinations/(disposals)	-0.9	-65.1
Amounts recognized in Other Comprehensive Income	24.0	-37.9
Exchange rate	-0.7	1.0
IFRS 5 *	7.3	0.0
Net amount recognized at end of year	-227.2	-247.3

* Restated amounts in application of IFRS 5.

11.4 Actuarial assumptions

Worldline obligations are valued by independent actuaries, based on assumptions that are periodically updated. These assumptions are set out in the table below:

	United Kingdom		Eurozone		Switzerland	
	2021	2020	2021	2020	2021	2020
Discount rate as at December 31	1.80%	1.50%	0.90% ~ 1.05%	0.60% ~ 0.90%	0.35%	0.20%
Inflation assumption as at December 31	3.30%	2.90%	1.80%	1.45%	1.00%	1.00%

The inflation assumption is used for estimating the impact of indexation of pensions in payment or salary inflation based on the various rules of each plan.



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Sensitivity of the defined benefit obligations of the significant plans to the discount rate and inflation rate assumptions is as follows:

	Discount rate +25bp	Inflation rate +25bp
United Kingdom main pension plan	-4.4%	3.6%
Swiss main pension plan	-3.6%	0.3%
German main pension plan	-5.0%	3.6%
Belgian main pension plan	-2.8%	-1.0%
French main pension plan	-3.9%	

These sensitivities are based on calculations made by independent actuaries and do not include cross effects of the various assumptions, they do however include effects that the inflation assumption would have on salary increase assumptions, pension increase and other assumptions.

11.5 Plan assets

Plan assets were invested as follows:

	As at December 31, 2021	As at December 31, 2020
Equity	36%	31%
Bonds	16%	23%
Other *	48%	46%

* Of which 19% of insurance contracts in 2021 et 29% in 2020.

11.6 Summary net impacts on profit and loss and cash

The net impact of defined benefits plans on the Group's financial statements can be summarized as follows:

Profit and loss

(In € million)	As at December 31, 2021			As at December 31, 2020		
	Post-employment	Other LT benefit	Total	Post-employment	Other LT benefit	Total
Operating margin	-29.3	-0.7	-30.0	-25.6	-0.6	-26.2
Financial result	-2.1	0.0	-2.1	-1.7	-0.1	-1.8
Total (expense)/profit	-31.4	-0.7	-32.1	-27.3	-0.7	-28.0

* Restated amounts in application of IFRS 5.

Cash impacts of pensions

The cash impact of pensions in 2021 was mainly composed of cash contributions to pension or insurance funds for € 15.5 million, the remaining part of € 7.0 million being benefit payments directly made by the Group to the beneficiaries.

Contributions to pension or insurance funds in 2022 are expected to be of € 15.7 million.

NOTE 12 Provisions

Accounting policies/principles

The Group uses actuarial assumptions and methods to measure provisions. Provisions are recognized when:

- The Group has a present legal, regulatory, contractual or constructive obligation as a result of past events and;
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- The amount has been reliably quantified.

Provisions are discounted when the time value effect is material. Changes in discounting effects at each accounting period are recognized in financial expenses.

Litigation and claims

The Group is engaged in a number of claims and judicial and arbitral proceedings that have arisen in the normal course of its business. These claims and proceedings are regularly reviewed by the Legal department and are covered by provisions if the Group considers that it is probable that an outflow of resources will be necessary to cover the risk incurred and that such an outflow can be reliably estimated, it being understood that events that occur during the proceedings may necessitate a reassessment of the risk. Reversals of unused amounts chiefly reflect the resolution of such disputes that were settled in the Group's favour, or in which the amount of the damages awarded proved to be lower than originally estimated.

Warranties

A provision for warranties is recognized when the underlying goods or services are sold. The provision is based on historical warranty data. The sale of terminals is usually accompanied by a 12-month warranty. The liability provision for warranties on the balance sheet reflects the costs expected by the Group to meet its terminal repair obligations. This statistical calculation is based on historical data. Increases in provisions for warranties may therefore reflect one of two causes:

- Growth of sales accompanied by warranties; or
- An adjustment to the provision's calculation.

Supplier inventory buyback commitments

A provision for commitments to buy back inventory from suppliers is recognized to cover the risk that components held by suppliers may become obsolete and the risk that supplies may exceed planned output.

A provision for the full value of components declared obsolete is recognized. The Group estimates excess supplies by comparing the procurement plan with the production plan.

Product quality risk

A provision for product quality risk is recognized when this risk is not covered by the provision for warranties.

(In € million)	As at December 31, 2020	Charge	Release used	Release unused	Business combina- tion	Other **	Reclassi- fication of the TSS terminal business under IFRS 5 *	As at December 31, 2021 Restated	Current	Non- current
Project commitments	1.7	0.9	-0.1			0.0		2.5	1.4	1.1
Litigations and contingencies	92.5	9.3	-7.5	-3.3	-0.1	-3.5	-25.9	61.5	13.8	47.7
Warranties	16.7	7.2	-7.5	-1.2		-0.5	-13.2	1.5	0.1	1.4
Reorganization	1.9	2.4	-5.6	-0.1	0.8	5.5	-0.6	4.2	3.8	0.4
Total provisions	112.8	19.8	-20.8	-4.6	0.7	1.5	-39.8	69.7	19.1	50.5

* Restated amounts in application of IFRS 5.

** Other movement mainly corresponds to currency conversion adjustments.

(In € million)	As at December 31, 2019	Charge	Release used	Release unused	Business combina- tion	Other *	As at December 31, 2020	Current	Non- current
Project commitments	2.1	0.2	-0.1	-0.5		0.0	1.7	1.1	0.6
Litigations and contingencies	54.5	3.1	-0.4	-14.0	48.4	0.9	92.5	16.0	76.5
Warranties		5.1	-2.7		14.4	-0.1	16.7		16.7
Reorganization	3.1	0.7	-1.2	-0.1	0.1	-0.7	1.9	1.8	0.1
Total provisions	59.7	9.1	-4.4	-14.6	62.9	0.0	112.8	19.0	93.9

* Other movements mainly correspond to currency conversion adjustments.

The closing position of litigations and contingencies provisions of € 61.5 million includes notably a number of litigation issues, such as tax contingencies and social disputes, guarantees given on disposals and other disputes with clients and suppliers.

The Legal department and the lawyers of the Group closely monitor these situations with a view to minimize the ultimate liability.

Tax disputes in Brazil

As communicated by Ingenico in its 2020 Universal Registration Document, the tax assessment procedures in respect of a Brazilian subsidiary (Ingenico do Brasil Ltda) are still in progress. They relate to the ICMS tax, and the sum in question amounted to approximately € 50.7 million as of December 31, 2021 (covering principal, interest and penalties from 2004 to 2010). The "Tax War" pitting Brazilian states against one another affected Ingenico as well as a large number of foreign and domestic companies. The tax authorities of the state of São Paulo have contested the ICMS (VAT) tax credits of Ingenico do Brasil levied on the sales invoices of one of its suppliers (Jabil do Brasil Indústria Eletroeletrônica Ltda) on the grounds that the state of Minas Gerais, in which the supplier operates, had granted the supplier a tax incentive which was not duly approved by the

Brazilian National Council for Treasury Policy ("CONFAZ"), therefore violating federal tax law. In June 2019, the taxation authority of the state of São Paulo issued a resolution on the measures that taxpayers must take to benefit from an amnesty in light of the Complementary Law 160/2017. Ingenico fulfilled the conditions stated by the resolution and, in light of the Complementary Law, presented in July 2019, a request for withdraw its defense against such tax assessment notice. Such request was denied by the tax authorities of State of São Paulo in August 2021 based on the argument that the State of Minas Gerais did not comply with the formalities stated by regulation of the Complementary Law (Convention 190/2017). Against such decision, at the administrative level, Ingenico do Brasil Ltda. filed a request for reconsideration (still pending); in parallel, Ingenico do Brasil Ltda. initiated judicial proceedings with the aim of demonstrating that the procedure provided by Convention 190/2017 was fully complied with by the State of Minas Gerais, which entitles Ingenico do Brasil for the use of the ICMS tax credits arising from interstate transactions of purchase of POS from JABIL. As of December 2021, despite the above-mentioned decision, Ingenico do Brasil considers success in this case as probable. Based on an analysis of the risks involved and, on the criteria, set out in IAS 37, no provision has been recognized in the consolidated financial statements as at December 31, 2021.

NOTE 13 Shareholder equity

13.1 Equity attributable to the owners of the parent

Accounting policies/principles

Treasury stock

Worldline shares held by the parent company are recorded at their acquired cost as a deduction from consolidated shareholders' equity. In the event of a disposal, the gain or loss and the related tax impacts are recorded as a change in consolidated shareholders' equity.

During this year 2021, 1,349,313 new shares were created following the exercise of:

- The Boost 2020 employee share purchase plan (390,884 shares);
- The stock-options plan (90,275 shares); and
- The free performance shares plan (868,154 shares).

At the end of December 2021, 280,484,817 shares of € 0.68 par value each were outstanding. Worldline SA share capital was increased from € 189,812,142.72 as of January 1, 2021, to € 190,729,675.56 at the end of December 2021.

13.2 Non-controlling Interests

Accounting policies/principles

The share of profit or loss attributable to non-controlling shareholders is recognized in equity attributable to “non-controlling interests”. Similarly, the share of dividends payable is recognized in equity attributable to “non-controlling interests”.

(In € million)	As at December 31, 2020	2021 Income	Capital Increase	Dividends	Scope Changes	Other	As at December 31, 2021
GoPay	0.1	1.8					1.9
Payone	904.5	8.4		-9.8	-35.3	1.0	868.8
Other		0.1				0.2	0.3
Total	904.6	10.3		-9.8	-35.3	1.0	871.0

The non-controlling interests and associates at the end of December 2021 was € 871 million and mainly corresponding to the participation in Payone and GoPay. The scope changes are due to the increase from 52% to 60% of interests in Payone.

Payone is a joint venture owned at 60% by Worldline and 40% by the German Savings Banks (SparkassenFinanzgruppe).

Payone is one of the leading merchants acquiring businesses in the DACH region with 280,000 direct merchants and 500,000 POS/POI in the region. Each year, Payone handles 5 billion transactions with a turnover volume with end merchants of € 150 billion.

13.3 Earnings per Share

Accounting policies/principles

Basic earnings per share are calculated by dividing the net income (attributable to owners of the parent), by the weighted average number of ordinary shares outstanding during the period. Treasury shares are not taken into account in the calculation in the basic or diluted earnings per share.

Diluted earnings per share are calculated by dividing the net income (attributable to owners of the parent), adjusted for the financial cost (net of tax) of dilutive debt instruments, by the weighted average number of ordinary shares outstanding during the period, plus the average number of shares which, according to the share buyback method, would have been outstanding had all the issued dilutive instruments been converted.

The weighted average number of shares amounts to 279,668,350 shares for the period. At the end of December 2021, potential dilutive instruments comprised stock subscription (equivalent to 893,243 options) and convertible bonds effect (equivalent to 12,775,380 options).

(In € million)	12 months ended December 31, 2021		%	12 months ended December 31, 2020 *	%
Net income from continuing operations	191.1			127.2	
Net loss from discontinued operations	-942.5			36.5	
Net loss [a]	-751.4	-15.3%		163.7	6.0%
Diluted net income from continuing operations	199.2			132.7	
Diluted net loss from discontinued operations	-942.5			36.5	
Diluted net loss [b]	-743.3	-15.2%		169.2	6.2%
Normalized net income from continuing operations	440.0			296.8	
Normalized net income from discontinued operations	204.7			64.5	
Normalized net income [c]	644.6	13.2%		361.2	13.1%
Normalized diluted net income from continuing operations	448.1			302.3	
Normalized diluted net income from discontinued operations	204.7			64.5	

(In € million)	12 months ended December 31, 2021	%	12 months ended December 31, 2020 *	%
Normalized diluted net income [d]	652.7	13.3%	366.8	13.3%
Average number of shares [e]	279,668,350		198,988,576	
Impact of dilutive instruments	13,668,623		8,892,321	
Diluted average number of shares [f]	293,336,973		207,880,896	
(In €)				
Basic EPS [a] / [e]	-2.69		0.82	
Diluted EPS [b] / [f]	-2.53		0.81	
Normalized basic EPS [c] / [e]	2.30		1.82	
Normalized diluted EPS [d] / [f]	2.23		1.76	

* Restated amounts in application of IFRS 5.

NOTE 14 Off-balance sheet commitments

14.1 Contractual commitments

The table below illustrates the minimum future payments for firm obligations and commitments over the coming years.

(In € million)	As at December 31, 2021	Maturing			As at December 31, 2020
		Up to 1 year	1 to 5 years	Over 5 years	
Operating leases: IT equipment	16.0	6.4	9.7	-	26.0
Non-cancellable purchase obligations	296.5	74.9	149.8	71.8	284.6
Total Commitments	312.5	81.3	159.5	71.8	310.5
Total	312.5	81.3	159.5	71.8	310.5

Non-cancellable purchase obligations mainly relate to contractual engagements towards SIX Group AG (See Note 15).

14.2 Commercial commitments

(In € million)	As at December 31, 2021	As at December 31, 2020
Bank guarantees	57.7	56.3
• Operational - Performance	26.6	22.1
• Operational - Bid	0.6	0.5
• Operational - Advance Payment	0.2	0.3
• Financial or Other	30.3	33.3
Parental guarantees	797.8	801.9
• Operational - Performance	624.3	604.5
• Operational - Other business Orientated	13.3	12.3
• Financial or Other	160.2	185.1
Pledges	22.3	1.7
Total	877.7	859.9

For various large long-term contracts, the Group provides parental guarantees to its clients.

In addition, the Group has pledged some cash deposit in order to secure lease payments to third parties. It may be substituted by the Group for bank guarantee at any time.

14.3 Other commitments

Commitments received

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Guarantee received on acquisitions of companies	1,891.0	816.9
Other commitment received	0.0	5.0
Total	1,891.0	821.9

Commitments given

<i>(In € million)</i>	As at December 31, 2021	As at December 31, 2020
Guarantee given on disposal of companies	2,066.1	677.5
Other commitment received	3.6	30.4
Total	2,069.7	707.9

Increase in 2021 of commitments received and given on acquisitions and disposals of companies is mainly related to Payone structuring operations.

NOTE 15 Related parties

Accounting policies/principles

The related parties include:

- Worldline's reference shareholders (SIX Group AG and its subsidiaries which are not part of the Worldline's consolidation scope);
- The entities that are controlled or jointly controlled by the Group, the entities that are a post-employment defined benefit plan for the benefit of the employees of the Group or the entities that are controlled or jointly controlled by a member of the key management personnel of the Group; and
- The key management personnel of the Group, defined as persons who have the authority and responsibility for planning, directing and controlling the activity of the Group, namely members of the Board of Directors (including the Chairman), as well as the Chief Executive Officer and the Deputy Chief Executive Officer.

The main transactions between the related entities are composed of:

- The re-invoicing of the premises;
- The invoicing of delivery services such as personnel costs or use of delivery infrastructure;

- The invoicing of administrative services;
- The interest expenses related to the financial items.

These transactions are entered into at market conditions.

The related party transactions are detailed as follows:

With SIX Group AG

<i>(In € million)</i>	12 months ended, 2021	12 months ended, 2020
Revenue	35.7	35.6
Operating income / expenses	-46.7	-49.4

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

(In € million)	12 months ended, 2021	12 months ended, 2020
Trade accounts and notes receivables	133.9	129.5
Other current assets		
Trade accounts and notes payables	3.52	5.26
Other current liabilities	0.2	

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

(In € million)	12 months ended, 2021	Maturing			12 months ended, 2020
		Up to 1 year	1 to 5 years	Over 5 years	
Contractual engagements	259.0	37.4	149.8	71.8	284.6
Commitments	259.0	37.4	149.8	71.8	284.6

Cost of key management personnel of the Group

In 2021, the expenses related to key management personnel included:

- Those related to the Worldline Chief Executive Officer;
- Those related to the Deputy Chief Executive Officer;

- The cost of the members of the Board (Director's fees expensed in 2021); and
- Those related to the Chairman of the Board of Directors (as from October 24, 2021).

The distribution of the expense recorded in the consolidated financial statements for key management of the Group is as follows:

(In € million)	12 months ended, 2021	12 months ended, 2020
Short-term benefits	3.2	2.1
Employer contributions ¹	1.5	2.0
Performance share plans & stock options ²	3.7	3.0
Total	8.4	7.1

¹ Employer contributions due on fixed salary and variable of the key management personnel of Worldline as well as on the grant of the Worldline stock-options plan to key management personnel of Worldline on May 27, 2021 and on the vesting of the 2018 Worldline performance shares plan to key management personnel on July 21, 2021.

² IFRS 2 2021 accounted for the Worldline performance share plans granted to key management personnel of Worldline on July 21, 2018, July 24, 2019, June 9, 2020 and May 27, 2021 and for the Worldline stock-options plans granted to the key management personnel of Worldline on July 21, 2018, July 24, 2019, June 9, 2020 and May 27, 2021.

NOTE 16 Main entities part of scope of consolidation as of December 31, 2021

Entity	% of interest	Consolidation method	Countries	Activities
Worldline SA	Parent company	Holding	France	Continued
Bambora AB	100	FC	Sweden	Continued
equensworldline SE	100	FC	Netherlands	Continued
Global Collect Services BV	100	FC	Netherlands	Continued
Ingenico Group SA	100	FC	France	Continued
Ingenico Payone GmbH	60	FC	Germany	Continued
Global collect B.V	100	FC	Netherlands	Continued
SIX Payment AG	100	FC	Switzerland	Continued
SIX Payment Services (Europe) SA	100	FC	Luxembourg	Continued
Worldline Germany GmbH	100	FC	Germany	Continued
Worldline Investissement Sàrl.	100	FC	Luxembourg	Continued
Worldline IT Services UK Limited	100	FC	United Kingdom	Continued
Worldline Luxembourg	100	FC	Luxembourg	Continued
Worldline NV/SA	100	FC	Belgium	Continued
Fujian Landi Commercial Equipment Co., Ltd.	98	FC	China	Discontinued
Ingenico (UK) Limited	100	FC	United Kingdom	Discontinued
Ingenico Banks and Acquirers France SAS	100	FC	France	Discontinued
Ingenico do Brasil Ltda.	100	FC	Brazil	Discontinued
Ingenico Inc.	100	FC	USA	Discontinued
Ingenico International (Pacific) Pty Limited	100	FC	Australia	Discontinued
Ingenico Retail Enterprise US Inc.	100	FC	USA	Discontinued

NOTE 17 Auditors' Fees

	Deloitte				Grant Thornton			
	Deloitte & Associés		Réseau		Grant Thornton		Réseau	
	Fees	%	Fees	%	Fees	%	Fees	%
<i>(In € Thousands and %)</i>								
Audit and limited review of individual and consolidated financial statements								
Parent company	390.0	37%			397.8	66%		
Subsidiaries	425.0	41%	1,680.0	87%	163.5	27%	1,681.9	98%
Sub-total Audit	815.0	78%	1,680.0	87%	561.3	93%	1,681.9	98%
Non audit services								
Parent company	170.0	16%	17.0	1%	42.5	7%		
Subsidiaries	60.0	6%	235.0	12%			27.0	2%
Sub-total Non Audit	230.0	22%	252.0	13%	42.5	7%	27.0	2%
Total fees 2021	1,045.0	100%	1,932.0	100%	603.8	100%	1,708.9	100%

In 2021, non-audit services related to services provided at the Company's request and notably correspond to (i) certificates and reports issued as independent third party on the human resources, environmental and social information pursuant to

article of the French Commercial Code, (ii) due diligences, (iii) tax services, authorized by local legislation, in some foreign subsidiaries, and (iv) assurance report SOC2.

	Deloitte				Grant Thornton			
	Deloitte & Associés		Réseau		Grant Thornton		Réseau	
	Fees	%	Fees	%	Fees	%	Fees	%
<i>(In € Thousands and%)</i>								
Audit and limited review of individual and consolidated financial statements								
Parent company	594.6	45%			336.0	42%		
Subsidiaries	98.0	7%	907.7	72%	36.0	4%	721.2	96%
Sub-total Audit	692.6	52%	907.7	72%	372.0	46%	721.2	96%
Non audit services								
Parent company	175.5	13%			136.5			
Subsidiaries	465.0	35%	346.2	28%	292.0	54%	30.3	4%
Sub-total Non Audit	640.5	48%	346.2	28%	428.5	54%	30.3	4%
Total fees 2020	1,333.1				800.5			

In 2020, non-audit services related to services provided at the Company's request and notably correspond to (i) certificates and reports issued as independent third party on the human resources, environmental and social information pursuant to

article of the French Commercial Code, (ii) due diligences, and (iii) tax services, authorized by local legislation, in some foreign subsidiaries.

NOTE 18 Subsequent events

Acquisition of Axepta Italy

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

The acquisition was completed in January 2022 for an amount of € 182.7 million.

Sale of TSS business

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS.

The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

A loss of € 907.4 million has been recognized in the 2021 accounts further to the measurement of the fair value less costs to sell and a related tax expense of € 145.1 million.

The consideration includes preferred shares that could reach up to € 900 million depending on the future value creation of TSS.

The fair value at December 31, 2021 of the preferred shares has been evaluated at € 640 million using a Black and Scholes Model. Upon closing of the transaction, the preferred shares will be accounted as financial assets at fair value through P&L, in accordance with IFRS 9.



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E.6 Parent company financial statements

E.6.1. Statutory auditors' report on the financial statements for the year ended December 31, 2021

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

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

For the year ended December 31, 2021

To the Annual General Meeting of Worldline

Opinion

In compliance with the engagement entrusted to us by your General Meetings, we have audited the accompanying financial statements of Worldline for the year ended December 31, 2021.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as of December 31, 2021, and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors, for the period from January 1, 2021, to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited 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 the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, approved in the conditions mentioned above, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Valuation of participating interests

Note « Rules and accounting methods – Financial assets », Note 3 « Financial assets » and Note 20 « Subsequent events » to the financial statements

Key Audit Matter

As of December 31, 2021, participating interests are recorded on the balance sheet at a net book value of € 9,547 million, or 76% of total assets. They are recorded at cost on the date of acquisition.

When the value in use of the participating interests is lower than their acquisition cost, a provision for depreciation is recorded for the amount of the difference. The value in use is determined by taking into account the re-estimated share of net assets and the profitability prospects.

The profitability outlook, determined on the basis of cash flow forecasts established on the basis of three-year Global Business Line (GBL) business plans approved by management and a terminal value, requires management's judgment, particularly with regards to cash flow assumptions.

On February 18, 2022, Worldline signed a contractual agreement with Apollo Funds for the sale of its Payment Terminal Solutions & Services ("TSS") business, which is housed in a subsidiary owned by Ingenico Group SA. The transaction is subject to regulatory approval and is expected to close in the second half of 2022.

At December 31, 2021, an impairment loss of 879 million euros was recognized on the shares of Ingenico Group SA, based on the expected sale price of the TSS business to Apollo Funds. Given the weight of participating interests in the balance sheet, the amount of the impairment loss recognized on Ingenico Group SA shares at the end of fiscal year 2021 and the sensitivity of the valuation models to the assumptions used in determining cash flows, we considered the correct valuation of equity investments to be a key audit matter.

Our audit approach

Our assessment of the fair value measurement of participating interests is based on your Company's process for determining the value in use of participating interests. Our work mainly consisted in assessing the reasonableness of the cash flow forecasts taken into account for the valuation of the participating interests, and in particular:

- obtaining the cash flow forecasts of the entities concerned and reconciling them with the business plans of GBL approved by management;
- verifying the consistency of the assumptions used with the historical performance of the Group, GBL and the entities, and confirming, in particular through discussions with management, the future growth prospects.

Regarding the valuation of the equity investments in Ingenico Group SA, our work consisted of comparing the book value of these investments with their value in use, considering:

- on the one hand, the expected sale price for the TSS business. With the assistance of our experts in the valuation of financial instruments, we have reviewed the model and the main assumptions used for the valuation of the fair value of the preference shares, corresponding to one of the components of the sale price;
- on the other hand, the cash flow forecasts used to determine the value in use of the Ingenico Group SA entity with respect to continuing operations, by performing the work described above.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents provided to Shareholders with respect to the financial position and the financial statements

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors' and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (code de commerce).

Report on corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Article L. 225-37-4, L. 22-10-9 and L. 22-10-10 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from controlled enterprises included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code (code de commerce), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.]

Other Information

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.



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Other Legal and Regulatory Verifications or Information

Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*code monétaire et financier*), prepared under the responsibility of the Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Worldline by your Annual General Meeting held on June 30, 1997 for Deloitte & Associés and on April 30, 2014 for Grant Thornton.

As at December 31, 2021, Deloitte & Associés and Grant Thornton were respectively in their 25th year and 8th year of total uninterrupted engagement which represent the 8th year of engagement for both statutory auditors since securities of the Company were admitted to trading on a regulated market.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) n° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics (code de *déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Neuilly-sur-Seine and Paris-La Défense, March, 17, 2022

The Statutory Auditors

French original signed by

Grant Thornton

Virginie Palethorpe

Deloitte & Associés

Véronique Laurent



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E.6.2 Statutory auditors' special report on related-party agreements – shareholders' Meeting held to approve the financial statements for the year ended December 31, 2021

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity of statutory auditors of your company, we hereby present our report on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms, the conditions and the reasons for the Company's interest in those agreements brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements and commitments, if any. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (Code de Commerce), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information provided for in Article R. 225-31 of the French Commercial Code in respect of the performance of the agreements and commitments, already authorized by the Shareholders' Meeting and having continuing effect during the year, if any.

We have performed the procedures we considered necessary in accordance with the professional standards applicable in France (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement.

These procedures consisted in verifying that the information provided to us is consistent with the source documents from which it was extracted.

Agreements submitted to the General Meeting of Shareholders for approval

Agreements authorized and entered into during the past fiscal year

In accordance with Article L. 225-40 of the French Commercial Code, we have been advised of the following agreement concluded during the past financial year, which has been the subject of the prior authorization of your Board of Directors.

Second amendment to the Business Combination Agreement with Deutscher Sparkassen Verlag GmbH (DSV Group)

Person concerned: Mr Michael Stollarz, Director of your company and Managing Director of Deutscher Sparkassen Verlag GmbH (DSV Group).

On June 8, 2020, an English-language contract entitled Business Combination Agreement (BCA) between, between, Worldline, Ingenico, DSV Group and Payone (together, the 'Parties'), the purpose of which is to define the conditions

linked to Worldline's contribution of its payment activities (Merchant services) in Germany and Austria to the benefit of Payone GmbH, a joint venture established with DSV Group. Your Board of Directors, meeting on January 21, 2021, had also previously authorized the conclusion of a first amendment signed on January 25, 2021, as mentioned in the second part of this report.

Subsequent to the operations provided for in the BCA, the completion of which took place on March 1st, 2021, Parties had an obligation to adopt the accrual accounts (Final Effective Date Accounts). It is in this context that the Parties agreed to conclude on November 25th, 2021 a second amendment to the BCA, in particular in order to agree that the adjustment debt (Adjustment Liability) provided by Worldline Financial Services (Europe) would be increased in order to bridge the gap between the value of Payone's securities and the value of the business provided by Worldline. The Parties have also agreed to revise the existing tax unit agreement between Payone Holding and Payone GmbH.

The conclusion of the second amendment to the BCA was previously authorized by your Board of Directors on November 19th, 2021, considering that it was in your company's interest to finalize the post-closing shares related to Worldline's participation in the Payone GmbH joint venture.

Convention already approved by the general assembly

Agreements approved in prior years that remained in force during the year

Pursuant to Article R. 225-30 of the French Commercial Code, we have been informed that the execution of the following agreement, already approved by the General Meeting in previous years, continued during the year just ended.

Employment contract suspension agreement concluded with Mr. Marc-Henri Desportes, Chief Operating Officer of your company

Your Board of Directors, meeting on July 21st, 2018, previously authorized the conclusion of the agreement suspending the employment contract of Mr. Marc-Henri Desportes, Deputy Chief Executive Officer of your Company as of August 1st, 2018, and for the duration of his duties as Deputy Chief Executive Officer. This agreement was signed on July 23rd, 2018.

The employment contract of Mr. Marc-Henri Desportes was suspended during his term of office and will be automatically reactivated as soon as his corporate office ceases, regardless

of the cause of such termination (including in the event of dismissal for any reason whatsoever).

This agreement includes a clause on the resumption of seniority acquired by virtue of his corporate office and a clause relating to remuneration and individual and collective benefits upon resumption of the employment contract.

Agreements with SIX Group AG

Persons concerned:

- SIX Group AG, shareholder with more than 10% of the voting rights;
- Mr. Jos Dijsselhof, non-voting member of the Board of Directors, and Chief Executive Officer of SIX Group AG;
- Mrs. Giulia Fitzpatrick, a member of the Board of Directors of your company appointed on the proposal of SIX Group AG;
- Mr. Lorenz von Habsburg Lothringen, director of your company and of SIX Group AG;
- Mr Daniel Schmucki, Director of your company and Chief Financial Officer of SIX Group AG.

(i) Letter of agreement regarding SIX Group AG's participation in Worldline

As part of the Ingenico's acquisition, SIX Group AG sent your company a letter of agreement on January 31st, 2020 on SIX Group AG's stake in Worldline and its representation on your Board of Directors, in order to reflect the medium- and long-term strategic scope of SIX Group AG's stake in Worldline.

Your Board of Directors, at its meeting on February 2, 2020, authorized the conclusion of this letter-agreement, which was countersigned by your company at the end of this Board.

That letter agreement provided, between:

- a public statement by SIX Group AG that Worldline is a highly strategic investment for SIX Group AG;
- the intention of SIX Group AG to commit, subject to the decisions of its governance bodies, to a further period of inalienability of the Worldline shares it holds from the completion of the Transaction until the end of the first half of 2021;
- the right of SIX Group AG to propose the appointment of an additional member to the Board of Directors of Worldline in order to reflect the medium- and long-term strategic scope of its shareholding, provided that SIX Group AG holds at least 15% of the voting rights of your Company and the combined entity from the completion of the Transaction.

Taking into account, in particular:

- the reduction by Atos of its stake in Worldline to less than 4% of the share capital;
- the status of SIX Group AG as Worldline's main shareholder, having reaffirmed in particular the highly strategic value of its investment in Worldline and its intention to remain a shareholder in the medium and long term;
- the publicly announced intention of SIX Group AG to commit in 2020, subject to the decisions of its governance bodies, to a further period of non-transferability on its Worldline shares, until the end of the first half of 2021, as proof of its full support for the planned strategic acquisition

of Ingenico and in line with its position as a reference shareholder in the medium and long term,

your Board of Directors decided, on March 19, 2020 on the proposal of SIX Group AG and recommendation of the Nomination and Remuneration Committee, to anticipate the appointment of the third member of the Board to be appointed on the proposal of SIX Group AG by co-opting Mr Daniel Schmucki in place of Ms Ursula Morgenstern (Director appointed on the proposal of Atos SE and having resigned), without any conditions relating to the completion of the Transaction (provided, however, that SIX Group AG holds more than 15% of the voting rights of Worldline). Your Board of Directors of the same day has, therefore, authorized the amendment of the letter-agreement of 2 February 2020, which resulted in the conclusion of an amendment dated May 4, 2020.

The ratification of the co-optation of Mr. Daniel Schmucki as a director was approved by the Annual General Meeting of your company, held on June 9, 2020.

As indicated in paragraph (iii) below, a lock-up agreement was also concluded on October 28th, 2020 between your company and SIX Group AG, in order to formalize the latter's commitment to a new period of inalienability of the Worldline shares it holds.

(ii) Second Settlement Agreement with SIX Group AG

As part of the completion of certain post-closing actions of the acquisition of SIX Payment Services on 30 November 2018, in particular the purchase price adjustment, your company and SIX Group AG have entered into a Master Agreement May 14, 2018.

The parties came together again and signed a Second Settlement Agreement June 9, 2020, the purpose of which is to:

- formalize the commitment of SIX Group AG to pay Worldline the amount of the adjustment price (CHF 58,975,000);
- agree on a commitment by SIX Group AG to indemnify Worldline up to a maximum of CHF 2,800,000 for the consequences of ongoing disputes.

This agreement was authorized by your Board of Directors meeting on June 9, 2020.

During the fiscal year 2021, no indemnity has taken place regarding the second point mentioned above.

(iii) Lock-up agreement with SIX Group AG

In the context of the letter-agreement on the participation of SIX Group AG in your company, as referred to in paragraph (i) above, according to which SIX Group AG has confirmed its intention to publicly commit, subject to the decisions of its governing bodies, to a further period of non-transferability on its Worldline shares until the end of the first half of 2021, an agreement of lock-up (Lock-up Agreement) was concluded on 28 October 2020 between your company and SIX Group AG in order to formalize this commitment.

That commitment thus provided, during the period from October 28, 2020 to June 30, 2021 included, that SIX Group AG was not authorised to:

- directly or indirectly transfer or give consent to transfer any shares of your company or any other securities of your company;



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- enter into any derivative or other agreement or transaction having substantial economic effects similar on the shares of your company;
- publicly announce its intention to carry out one of the operations mentioned.

This unavailability did not apply in the context of:

- an intra-group transfer, subject to the resumption of the commitment by the transferee entity;
- the issue by SIX Group AG of vouchers exchangeable into Worldline shares for the purposes of a financing transaction publicly announced by SIX Group AG, insofar as the principal amount of these vouchers exchangeable into Worldline shares does not exceed EUR 750 million.

The conclusion of the Lock-up Agreement was previously authorized by your Board of Directors on October 27, 2020; This agreement ended on June 30, 2021.

Agreements approved during the past fiscal year

In addition, we have been informed of the execution, during the past fiscal year, of the following agreement, already approved by the General Meeting of May 20th, 2021 on the basis of the Special report of the auditors of April 13th, 2021

First amendment to the Business Combination Agreement with Deutscher Sparkassen Verlag GmbH (DSV Group)

Persons concerned: Mr Michael Stollarz, Director of your company since 28 October 2020 and Managing Director of Deutscher Sparkassen Verlag GmbH (DSV Group).

Your Board of Directors, meeting on January 21, 2021, previously authorized the conclusion of an Addendum to the

English-language contract entitled "Business Combination Agreement" (BCA) concluded on June 8, 2020 between, Worldline, Ingenico, DSV Group and Payone for the purpose of defining the conditions related to Worldline's contribution of its payment activities ("Merchant services") in Germany and Austria for the benefit of Payone GmbH, a joint venture established with DSV Group.

This amendment, signed on 25 January 2021, provided in particular for:

- the postponement of the final date of the fulfilment of the conditions precedent to the contribution transaction and specifies the dates of completion and signature;
- a description of transitional models for the transfer of contracts the term of which, if it exceeds that provided for in the amendment, is linked to the payment of compensation by Worldline to Payone GmbH and capped at EUR 1.5 million;
- the formalization of the agreement on the reference accounts used;
- the formalization of a mechanism for adjusting, pre- and post-realization, the costs related to the services between the companies involved in the contribution that may give rise, in certain cases, to compensation to the benefit of Payone Payone GmbH;
- the adjustment of certain annexes to the Business Combination Agreement; and
- the formalization of an adjustment mechanism enabling Payone GmbH to comply with its regulatory capital obligations.

As indicated in the first part of this report, a second addendum to the BCA was concluded on November 25, 2021.

Neuilly-sur-Seine and Paris-La Défense, April, 25, 2022

The Statutory Auditors
French original signed by

Deloitte & Associés
Véronique Laurent

Grant Thornton
French member of Grant Thornton International
Virginie Palethorpe

E.6.3 Worldline SA financial statements

E.6.3.1 Balance sheet

Actif

<i>(In thousands of euros)</i>	Notes	December 31, 2021			December 31, 2020
		Gross value	Amortization	Net value	Net value
Intangible fixed assets	Note 1	101,295	-5,005	96,290	27,183
Tangible fixed assets	Note 2	2,191	-284	1,907	38,401
Participating interests	Note 3	12,479,310	-894,180	11,585,130	11,528,065
Other investments	Note 3	505,438	0	505,438	516,314
Loans, deposits and other financial investments	Note 3	3,024	0	3,024	2,937
Total fixed assets		13,091,258	-899,470	12,191,789	12,112,900
Advances paid on orders in progress		1,767	0	1,767	12,511
Trade accounts and notes receivable	Note 4	55,697	-16	55,681	113,823
Other receivables	Note 5	30,378	0	30,378	26,212
Cash and securities	Note 6	202,308	0	202,308	176,091
Total current assets		290,151	-16	290,135	328,636
Prepaid expenses	Note 7	9,681	0	9,681	19,141
Redemption premiums on bonds	Note 7	4,340	0	4,340	5,483
Forex Exchange asset		132	0	132	0
Deferred charges	Note 7	10,842	0	10,842	13,306
TOTAL ASSETS		13,406,404	-899,486	12,506,918	12,479,467

Passif

<i>(In € thousand)</i>	Notes	December 31, 2021	December 31, 2020
LIABILITIES AND shareholderS' EQUITY			
Common stock		190,730	189,812
Additional paid-in capital		8,344,827	8,282,382
Legal reserves		12,420	12,420
Other reserves and retained earnings		122,883	173,252
Net income for the period		-754,366	-50,368
Shareholders' equity	Note 8	7,916,494	8,607,497
Provisions for contingencies and losses	Note 9	13,429	26,972
Borrowings	Note 10	4,490,976	3,661,686
Payments on account		0	1,930
Trade payables and associated accounts	Note 11	46,839	77,668
Tax and social security	Note 11	26,918	77,113
Debts on fixed assets and associated accounts	Note 11	237	100
Other liabilities	Note 11	11,684	13,354
Total liabilities		4,576,655	3,831,851
Deferred income	Note 12	340	13,147
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		12,506,918	12,479,467



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E.6.3.2 Income statement

<i>(In € thousand)</i>	Notes	December 31, 2021	December 31, 2020
Sales of goods		11,372	21,497
Sales of services		284,779	426,951
Revenue	Note 13	296,151	448,448
Operating subsidies		595	545
Reversals of depreciations and provisions; transfers of costs		9,910	14,504
Other income		15,882	9,524
Total operating income		322,539	473,021
Cost of sales		-8,710	-26,016
Other purchases and external charges		-122,287	-165,269
Taxes (other than corporation tax)		-5,029	-9,644
Wages & salaries		-90,381	-139,171
Social security costs		-41,330	-69,143
Depreciation, amortization and provisions		-19,711	-22,945
Other expenses		-74,522	-50,050
Total operating expenses		-361,969	-482,238
Operating result		-39,431	-9,218
Financial income		198,486	54,252
Financial expenses		-908,947	-20,571
Net financial result	Note 14	-710,461	33,683
Non-recurring items income		63,988	2,925,264
Non-recurring items expenses		-99,955	-2,998,527
Non-recurring items result	Note 15	-35,967	-73,262
Employee profit sharing		-1,939	-2,686
Corporate income tax	Note 16	33,431	1,116
NET INCOME FOR THE PERIOD		-754,366	-50,368

E.6.4 Notes to Worldline SA statutory financial statements

E.6.4.1 Activity

Worldline SA has subsidiarized all of its operational and commercial activities, as well as their associated support functions, by proceeding to a partial contribution of asset subject to the demerger regime to the benefit of Worldline France SAS in accordance with the provisions of Articles L. 236-6-1 and L.236-22 of the French Commercial Code.

The legal, accounting and tax effective date of this transaction is July 1st, 2021.

The objective of this transaction is to align its legal structure with its business operations and to simplify the financial and accounting management of its activities.

The interpretation of the Worldline SA financial statements for the financial year ending December 31, 2021 must be carried out considering the effects of these partial contribution of assets, in particular when comparing balances of the financial statements with those of the previous financial year.

Worldline's operational activity is organized around three global business lines. Following the partial contribution agreement of net assets made as of July 1st, 2021, the analysis of the revenue of the operating activity only relates to the first half of 2021 and amounts to € 152.6 million.

- Mobility & Web Transactional Services (2021 revenue: € 110.9 million, or 37.5% of total revenue). Worldline's Mobility & e-Transactional Services global business line goes beyond its traditional client base of merchants, banks and financial institutions to address the needs of private and public sector clients by proposing new digital solutions and business models that take advantage of the digitization of the physical world. This global business line has three business divisions: *e-Ticketing*, *Trusted Digitization* and *e-Consumer & Mobility*;
- Merchant Services (2021 revenue: € 34.5 million, or 11.7% of total revenue). Worldline's Merchant Services global business line offers merchants an extensive range of solutions and services, allowing them to accompany their customers across the entire sales cycle, while optimizing payment-related activities, whatever the sales channel used. This global business line has three business divisions: Omni-channel payment acceptance, Private Label Card and Loyalty Programs;
- Financial Services (2021 revenue: € 7.0 million, or 2.4% of total revenue). This business line came from the acquisition of Diamis. Diamis is notably the editor of the Cristal software that is used by many European banks in order to manage SEPA and domestic mass payments, through the module "Mass Payment Highway" as well as the intra-day liquidity for interbank payments and securities trading (modules "Proactive Liquidity Manager" and "Target2-Securities").

The decrease in revenue due to the partial contribution of assets deteriorated the operating result, which no longer benefits from the margin related to operational activities.

On December 31, 2021, the operating loss is €-39.4 million.

Worldline SA is the parent company of the Worldline Group and holds directly or indirectly investments in the Group's subsidiary. Consequently, Worldline publishes consolidated financial statements.

Worldline SA as such supports a significant share of the costs related to the Group's overhead, corporate and central functions. The Company has therefore set up financial flows with its subsidiaries to reflect the services rendered by the parent company to the Group companies.

Thus, for 2021, the income relating to these re-invoicing amounts to € 143.6 million, and is split as follows:

- € 116.6 million for corporate activities: management fees, brand, and domain licensing;
- € 13 million recharges of licenses, IT costs and service agreements related to Production Services (PS) infrastructure business;
- € 14 million recharges of SMS, trainings, and specific assignments.

E.6.4.2 Highlights

Structuring and subsidiarization of activities

Partial contribution of assets: organizational and legal simplification project (outside equensworldline and Ingenico scopes).

Worldline SA has subsidiarized all of its operational and commercial activities, as well as their associated support functions, by proceeding to a contribution agreement of net assets subject to the demerger regime to the benefit of Worldline France SAS in accordance with the provisions of Articles L. 236-6-1 and L.236-22 of the French Commercial Code.

The legal, accounting and tax effective date of this transaction is July 1st, 2021.

The objective of this transaction is to align its legal structure with its business operations and to simplify the financial and accounting management of its activities.

The interpretation of the Worldline SA financial statements for the financial year ending December 31, 2021 must be carried out considering the effects of these partial contribution of assets, in particular when comparing balances of the financial statements with those of the previous financial year.

Worldline SA, parent company of the Group particularly in charge of defining the global strategy, has contributed to Worldline France SAS with the complete and autonomous branch of activity comprising all the assets, rights, and obligations and liabilities, related to its operational and commercial activities, as well as the support functions associated to them.

For the purposes of determining the remuneration of contributions to Worldline France SAS, the number of new shares issued by Worldline France SAS for the benefit of Worldline SA was based on net book value of contributed assets as of July 1st, 2021.

As remuneration for this contribution, Worldline France SAS carried out a capital increase of € 58,023,798.17 through the issuance of 3,859,505 new shares, fully paid-up, with a nominal value of fifteen euros and zero thirty-four-euro cents (€ 15.034) each. Following the capital increase, Worldline SA holds 100% of the capital of Worldline France SAS.

Sale of the Global business Line “Terminals, Solutions and Services” (TSS)

On October 26, 2021, Worldline announced that following the strategic review of TSS activity, the Board of Directors decided to divest the TSS Global business Line, so it can pursue an ambitious transformation strategy as a fully standalone independent business.

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS.

The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

Equity Transactions

On October 1, 2021, as part of its transformation strategy, Worldline SA SEPARated the Retail and Terminals Solutions and Services (TSS) activities within Worldline Belgium by creating a new subsidiary named Ingenico Belgium SARL to house the TSS activity. The latter's shares are held by Ingenico Banks and Acquirers International Holding SAS for a value of € 37 million.

The remuneration of this operation has led to the creation of 37,000,000 shares in Ingenico Banks and Acquirers International Holding SAS.

Transfer of brand from Luxembourg and new brand

By the General Meeting on April 30, 2021, Worldline Luxembourg distributed the Worldline brand to Worldline SA

Since September 20, 2021, Worldline has grouped all of its brands under its new visual identity. Specifically, Six Payment Services, equensworldline, Bambora and Paymark brands and their logos have been replaced by Worldline's new visual identity, which has been re-filed as from June 29, 2021.

Transfer of head office to La Defense

Worldline SA has signed a new lease agreement for a period of 9 years and has moved its head office from Bezons to Puteaux (La Défense) in December 2021.

Transfer of Ingenico debt to Worldline

At the end of January 2021, Ingenico's € 450 million revolving credit facility contract was transferred to Worldline SA which is now the borrower.

E.6.4.3 Rules and accounting methods

The financial statements of Worldline SA have been prepared in accordance with generally accepted accounting principles in France and with the provisions of the French General Accounting Plan (plan comptable general – règlement 2014.03, and its following updates). General conventions were applied, and notably:

- Principle of prudence;
- Principle of going concern;
- Permanence of the accounting methods from one exercise to another;
- Cut off principle.

As a principle, items are booked based on historical cost. The annual accounts are established and presented in thousands of euros.

Intangible assets

Intangible assets are booked at their acquisition cost and consist mainly of software, licenses, merger deficit and goodwill.

Software created for an internal use and development costs of application used for operational needs are recognized as an expense.

Software is amortized on a straight-line basis over their expected useful life, not exceeding 3 years.

If needed, a provision on goodwill can be booked based on the value in use.

The Worldline brand is not depreciated but is subject to an impairment test for each annual closing.

Tangible assets

The tangible fixed assets are evaluated at their acquisition value excluding any financial expenses.

The depreciation calculation is based on a straight-line method over the useful life of the assets, as follows:

- Buildings: 20 years;
- Fixtures and fittings: 5 to 20 years;
- Computer hardware: 3 to 5 years;
- Vehicles: 4 years;
- Office furniture and equipment: 5 to 10 years.

Financial assets

Financial assets consist of participating interests and other financial investments (security deposit, loans).

Financial assets are initially booked at their acquisition cost. An impairment loss is recognized when the acquisition cost exceeds the value-in-use.

The value-in-use takes in account net assets and earnings outlooks.

Profitability prospects are based on cash flow expectations which are established on Global business Lines 3-year-plan approved by the management, and a terminal value.

Trade accounts and notes receivable

Trade accounts and notes receivable are recorded at their nominal value. They are individually analyzed and, if necessary, are subject to an impairment loss.

In the balance sheet they are recorded under "trade accounts and notes receivables". When invoicing exceeds the revenue recognition, this excess is presented under "deferred income".

Securities

Securities are recorded at their acquisition cost. They are impaired when their carrying amount is lower than their book value.

Provisions

Provisions are recognized if the following three conditions are met:

- Worldline has a present legal, regulatory, contractual, or constructive obligation because of past events;
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- The amount has been reliably quantified.

Pensions

Following the IFRIC decision on pension liabilities, the ANC amended its Recommendation 2013-02 on November 5, 2021 by introducing a choice of methods to allow companies to align with the IAS 19 calculation method introduced by IFRIC.

Thus, Worldline SA evaluates and books its pension provision following the "corridor" method. Worldline recognizes in its income statement the actuarial gains and losses exceeding a

normal fluctuation margin of 10% at year end. This amortization is made on the remaining working lives of the beneficiaries of each plan.

Loans

The Company has taken the option of spreading its debt issuance costs over the term of the loan as authorized by Section 212-11 of the PCG.

Revenue

Following the partial contribution of assets effective on July 1st, 2021, the operational revenue only relates to the first half of 2021.

Service activities represent the majority of Worldline SA's revenue.

Revenue arising from transactional activities, particularly in the area of payments are recognized over the period during which the transaction has been completed.

The proceeds from subscriptions are recognized on a straight-line basis over the term of the contract.

Revenues for development projects and/or migration of platform with customers are recognized as and when the service is performed, based on the stage of completion when the outcome can be determined reliably. The percentage of completion is determined by comparing the cumulative costs incurred, on a given date, with the expected total costs of the contract. Benefits from these contracts are recorded in the balance sheet under "trade accounts and notes receivables" for the share of proceeds to be received and under "other current liabilities" for the portion of deferred revenue. When the outcome of a fixed price contract cannot be estimated reliably, revenue is recognized only to the extent of contract costs incurred probably recoverable.

Income relating to other services performed on behalf of clients is recognized at the completion of the service.

Worldline may sign in some cases service contracts with multiple elements, which may include a combination of different services. Revenue is recognized separately for each of the elements when they are separately identifiable. A set of contracts is combined and treated as a single contract when the Group of contracts is negotiated as a single package, the contracts are so closely interrelated that they are, in fact, part of a single project with an overall margin and that the contracts are performed concurrently or following one another without interruption.



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Worldline performs regularly and in special circumstances, profitability studies on service contracts to determine whether the latest estimates of revenue, costs and percentage of completion need to be revised. If these estimates indicate that the contract will be unprofitable, a provision for loss is recorded immediately covering the loss in its entirety.

Other operating income and expenses

“Other operating income and expenses” include exceptional items coming from ordinary activities and extraordinary items.

Exceptional items from ordinary activities are those whose achievement is not related to the current operation of the business either because they are unusual in amount or impact or because they rarely occur.

Tax consolidation agreement

As per article 223-a of the French tax Code, Worldline SA has signed a group tax consolidation agreement with its French subsidiaries taking effect from January 1, 2015. Subsidiaries that are part of Worldline tax consolidation are:

- Worldline Participation 1 SA;
- Similo SAS;
- Santeos SA;
- Worldline France SAS (formerly Worldline Bourgogne SAS);
- equensworldline UK;
- Mantis SAS;

- Worldline Ré SA;
- Ingenico Group Ltd;
- Banks and Acquirers International Holding SAS;
- Ingenico Banks and Acquirers France SAS;
- Ingenico Terminals SAS;
- Retail International Holding SAS;
- Ingenico France SAS;
- Ingenico E-Commerce Solutions SAS;
- Ingenico Prepaid Services France SAS;
- Ingenico business Support SAS.

Ingenico Group SA, Banks and Acquirers International Holding SAS, Ingenico Banks and acquirers France SAS, Ingenico Terminals SAS, Retail International Holding SAS, Ingenico France SAS, Ingenico E-Commerce Solutions SAS, Ingenico Prepaid Services France SAS, and Ingenico business Support SAS joined the tax integration group on January 1, 2021.

Worldline SA, as the parent company of the Group, is designated as the only entity liable for the corporate tax of the Group tax consolidation.

The agreement respects the neutrality principle to the extent that, during the integration period within the Group, each entity must report in its account a tax income or expense equal to what it would report if it was not integrated in the Group.

The Group tax consolidation benefits from indefinitely usable loss carry forward.

E.6.4.4 Notes to the financial statements

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NOTE 1 Intangible fixed assets

Intangible fixed assets evolution table

(In € thousand)	December 31, 2020	Increase	Decrease	December 31, 2021
Softwares	46,263	5,542	-37,910	13,895
Brands and similar rights	1,034	87,400	-1,034	87,400
Goodwill	12,715	61	-12,776	0
Gross value of intangible fixed assets	60,012	93,003	-51,720	101,295
Softwares	-31,073	-5,424	31,492	-5,005
Brands and similar rights	-1,034	0	1,035	0
Goodwill	-722	0	722	0
Total amortization & depreciation	-32,830	-5,425	33,249	-5,005
Softwares	15,190	118	-6,418	8,890
Concessions and similar rights	0	87,400	0	87,400
Goodwill	11,993	61	-12,054	0
Net value of intangible fixed assets	27,183	87,578	-18,471	96,290

The brands and similar rights consist essentially of the Worldline brand transferred by Worldline Luxembourg to Worldline SA via distribution of dividends (in kind) for an amount of € 87.4 million following a decision of the General Meeting of Worldline Luxembourg on April 30, 2021.

The Worldline brand is not depreciated and is subject to an impairment test for each annual closing.

On July 1st, 2021, Worldline SA contributed its operational activity and its dedicated support activity to one of its 100% owned Worldline France SAS subsidiary, through a partial contribution of asset.

Since then, only the Holding and Corporate activities remain at Worldline SA

The decrease in gross intangible assets is related to the partial contribution of asset from Worldline SA to Worldline France SAS for an amount of € 51.5 million.

NOTE 2 Tangible fixed assets

Tangible fixed assets evolution table

(In € thousand)	December 31, 2020	Increase	Decrease	December 31, 2021
Lands	869	0	-869	0
Buildings	1,589	236	-1,825	0
Fixtures and fittings	115,076	2,031	-116,617	490
Other tangible assets	62,819	781	-63,453	147
Tangible assets in progress	1,313	8,986	-8,746	1,554
Gross value of tangible fixed assets	181,666	12,035	-191,510	2,191
Lands	-65	0	65	0
Buildings	-797	-289	1,087	0
Fixtures and fittings	-93,009	-4,420	97,270	-159
Other tangible fixed assets	-49,394	-1,350	50,618	-125
Tangible assets in progress	0	0	0	0
Total amortization and depreciation	-143,265	-6,058	149,039	-284
Lands	804	0	-804	0
Buildings	791	-53	-738	0
Fixtures and fittings	22,067	-2,389	-19,347	331
Other tangible fixed assets	13,425	-568	-12,835	22
Tangible assets in progress	1,313	8,986	-8,746	1,554
Net value of tangible fixed assets	38,401	5,976	-42,470	1,907

The decrease in gross tangible assets is related to the partial contribution of asset from Worldline SA to the benefit of Worldline France SAS for an amount of € 152.6 million (including current fixed assets).

NOTE 3 Financial assets

Financial assets evolution table

(In € thousand)	December 31, 2020	Increase	Decrease	December 31, 2021
Investments in associates	10,312,119	129,340	-620	10,440,839
Receivables related to investments in associates	1,230,765	807,707	0	2,038,471
Other investments	516,314	0	-10,876	505,438
Loans and accrued interests	2,602	415	0	3,016
Deposits	335	0	-328	7
Other financial assets	0	0	0	0
Gross value of financial assets	12,062,134	937,462	-11,824	12,987,771
Investments in associates	-14,818	-879,362	0	-894,180
Receivables related to investments in associates	0	0	0	0
Other investments	0	0	0	0
Loans and accrued interests	0	0	0	0
Deposits	0	0	0	0
Other financial assets	0	0	0	0
Total amortization and depreciation	-14,818	-879,362	0	-894,180
Investments in associates	10,297,300	-750,021	-620	9,546,658
Receivables related to investments in associates	1,230,765	807,707	0	2,038,471
Other investments	516,314	0	-10,876	505,438
Loans and accrued interests	2,602	415	0	3,016
Deposits	335	0	-328	7
Other financial assets	0	0	0	0
Net value of financial assets	12,047,315	58,100	-11,824	12,093,591

The changes in equity interests and related receivables are primarily related to:

- The acquisition of Ingenico shares for € 40.4 million;
- The capital increase in Wordline France SAS for € 87.6 million in remuneration of the partial contribution of assets;
- The acquisition of shares in Europen EPI interim company for € 1.2 million;
- The decrease in Atos France shares for € 0.6 million;
- The increase in equity receivables of € 807.7 million which corresponds to:
 - The takeover by Worldline SA of the bond and Shuldschein loans subscribed by Ingenico by € 600 million and € 55 million respectively,

- A € 131 million loan to Worldline Belgium related to the acquisition of Cardlink in Belgium,
- A € 10 million loan to Cardlink,
- A € 6.8 million loan to Worldline Sweden,
- A € 1 million loan to Worldline Taiwan, and
- Accrued interests on related receivables for € 3.9 million.

Other ecapitalized equity interests are completely composed of Ingenico's OCEANE bond bought by Worldline for € 505 million.

Increase in loans is explained by an additional € 0.4 million following the implementation of the shareholder loan agreement between Worldline and In Touch.

The depreciation of equity interests concerns Ingenico Group SA shares for an amount of € 879 million.

Maturity of loans and other financial assets

(In € thousand)	Gross value at December 31, 2021	<1 year	1 to 5 years
Receivables related to investments in associates	2,038,471	0	2,038,471
Loans and accrued interests	3,016	3,016	0
Deposits	7	0	7
Other investments	505,438	0	505,438
Total loans and other financial assets	2,546,933	3,016	2,543,916

Main subsidiaries and affiliates

(In € thousand)	Gross value at December 31, 2021	Net value at December 31, 2021	% of interest	Revenue	Share capital	Dividend paid	Net income at December 31, 2021	Shareholders' equity
A - Subsidiaries (≥ 50% of interest)								
France								
Santeos	4,294	4,294	100%	3,065	1,500	150	329	1,657
Worldline France SAS	87,991	87,991	100%	229,620	58,061	0	762	87,675
Similo SAS	600	600	100%	6,744	322	205	177	354
Worldline participation 1 SA	2,457	31	100%	0	37	0	-5	37
Worldline Ré SA	3,000	3,000	100%	2,200	3,000	0	1,081	3,882
Ingenico Group SA	7,678,393	6,799,031	100%	149,485	63,713	0	12,842	2,169
Benelux								
Worldline SA (Luxembourg)	33,900	33,900	100%	6,851	33,819	87,400	126,430	204,996
Worldline NV/SA	1,281,702	1,281,702	100%	463,993	206,249	0	66,463	1,614,142
equensworldline SE	1,324,934	1,324,934	100%	641,913	366,274	74,645	60,368	985,352
Asia								
Worldline (Taiwan)	900	900	100%	5,173	1,125	0	1,218	895
B - Other investments (<50% of interest)								
Worldline Argentina	12,392	0	24%	16,605	3,283	0	-322	4,906
In Touch SAS	8,712	8,712	32%	5,400	54	0	-3,400	24,906
Other investments in associates	1,563	1,563						
Total investments in associates	10,440,839	9,546,658						

NOTE 4 Trade accounts and notes receivable

(In € thousand)	Gross value at December 31, 2021	Depreciation	Net value at December 31, 2021	Net value at December 31, 2020
Trade accounts and notes receivable	25,982	0	25,982	43,553
Doubtful debtors	16	-16	0	209
Invoices to be issued	29,699	0	29,699	70,061
Total trade accounts and notes receivable	55,697	-16	55,681	113,823



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NOTE 5 Other receivables

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Debtor suppliers	3,765	1,635
Staff	7	10
Social security receivables	132	230
Tax (Corporation tax, VAT, R&D tax credit...)	24,143	22,235
Groupe current accounts	2,330	916
Other	0	1,187
Total other receivables	30,378	26,212

Maturity of trade accounts and other receivables

<i>(In € thousand)</i>	December 31, 2020	≤ 1 year	>1 year
Doubtful debtors	0	0	0
Trade accounts	55,681	55,681	0
Debtor suppliers	3,765	3,765	0
Staff	7	7	0
Social security receivable	132	132	0
Tax (corporate tax, VAT, R&D tax credit...)	24,143	24,143	0
Groupe current accounts	2,330	2,330	0
Other	0	0	0
Total receivables	86,059	86,059	0

Accrued income

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Trade accounts and notes receivable	29,699	70,061
Other receivables	6,939	1,327
Total accrued income	36,638	71,388

NOTE 6 Cash and securities

<i>(In € thousand)</i>	Gross value at December 31, 2021	Depreciation	Net value at December 31, 2021	Net value at December 31, 2020
Securities	15,151	0	15,151	15,338
Cash at bank	187,157	0	187,157	160,752
Total cash and securities	202,308	0	202,308	176,091

Securities are Worldline treasury stock. These shares are intended to be delivered to beneficiaries of performance shares plans, share purchase plans or stock-option plans.

During fiscal year 2021, no Worldline shares were purchased, and 4,100 treasury shares were sold. The number of treasury shares held on December 31, 2021 amounted to 326,517.

On the basis of the historical price of treasury shares held to date (€ 46.40), the gross amount of the portfolio is at € 15,150,436.34 as of December 31, 2021.

For information, Worldline share price was € 49.01 as of December 31, 2021.

In addition, the Group has pledged a cash deposit to guarantee the payment of rents to third parties. It can be replaced at any time by a bank guarantee.

NOTE 7 Deferred charges

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Prepaid expenses	9,681	19,141
Deferred charges	10,842	13,306
Redemption premiums on bonds	4,340	5,483
Total prepaid	24,863	37,930

Prepaid expenses

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Support functions services	0	43
Maintenance	3,990	89
Rentals	0	1,926
Insurances	0	382
Other external expenses	5,691	16,701
Total operational prepaid expenses	9,681	19,141

Deferred charges

<i>(In € thousand)</i>	December 31, 2020	Increase	Decrease	December 31, 2021
OCEANE	8,148	0	-1,593	6,555
BOND	3,440	0	-859	2,581
RCF	1,719	495	-507	1,707
Total deferred charges	13,306	495	-2,959	10,842

Deferred charges mainly concern the costs related to the issuance of the OCEANE bond (€ 6.5 million) and other bond (€ 2.6 million) loans for the 2021 financial year as well as the operations carried out in 2019 (refer to Note 10).



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Issue costs are spread over the duration of the loans. As such, the expense recorded over the period is € 2.4 million.

The increase of € 0.5 million relates to bank charges for the transfer at the end of January 2021 of Ingenico's € 450 million revolving credit facility contract.

The expense recorded over the period is € 0.5 million for the revolving credit facility contracts.

Redemption premium on bonds

<i>(In € thousand)</i>	December 31, 2020	Increase	Decrease	December 31, 2021
Bond	5,483	0	-1,143	4,340
Total redemption premiums on bonds	5,483	0	-1,143	4,340

The bonds issued on September 18, 2019, for € 500 million led to book a redemption premium of € 2.5 million to be spread on its maturity (5 years).

As of June 30, 2020, two new bonds were issued:

- € 500 million bond, due on June 30, 2023 (3 years duration);
- € 500 million bond, due on June 30, 2027 (7 years duration).

Those new loans led to book two redemption premiums:

- € 0.4 million redemption premium spread over 3 years;
- € 3.5 million redemption premium spread over 7 years.

On May 20, 2021, transfer to Worldline SA of Ingenico SA bond for an amount of € 600 million maturing on September 13, 2024.

On June 24, 2021, Ingenico SA Schuldschein was transferred to Worldline SA for € 25 million, maturing on May 29, 2025.

On June 30, 2021, Ingenico SA Schuldschein was transferred to Worldline SA for € 30 million, maturing on May 29, 2025.

Associated 2021 expense amounts to € 1.1 million.

NOTE 8 shareholders' equity

Common stock

	December 31, 2021	December 31, 2020
Number of shares	280,484,817	279,135,504
Nominal value (in euros)	0.68	0.68
Common stock (in thousands of euros)	190,730	189,812

As of December 31, 2021, the Company's share capital amounted to € 190,729,675.56, divided into 280,484,817 fully paid-up shares of € 0.68 par value each.

Compared to December 31, 2020, the share capital was increased by:

- € 61,387.00 corresponding to the issuance of 90,275 common stocks related to the exercise of stock-options;
- € 590,344.72 corresponding to the issuance of 868,154 common stocks related to the vesting of performance

share plans (the Worldline performance share plans of July 21, 2018 and of October 28, 2020 and the Ingenico performance share plan of May 16, 2018);

- € 265,801.12 corresponding to the issuance of 390,884 common stocks for the "Boost 2020" employee shareholding plan.

Resulting in an overall capital increase in 2021 of € 917,532.84 (1,349,313 shares).

Changes in shareholders' equity

(In € thousand)	December 31, 2020	Dividends	Appropriation of 2020 result	Capital increase	Others	2021 Net income	December 31, 2021
Common stock	189,812	0	0	918	0	0	190,730
Additional paid-in capital	8,282,382	0	0	62,684	-239	0	8,344,827
Legal reserve	12,420	0	0	0	0	0	12,420
Retained earnings	173,252	0	-50,368	0	0	0	122,883
Net income for the period	-50,368	0	50,368	0	0	-754,366	-754,366
Total shareholders' equity	8,607,497	0	0	63,601	-239	-754,366	7,916,494

The increase in the additional paid-in capital of €62.7 million is mainly related to the liquidity contracts concluded for the acquisition of Ingenico by Worldline SA as well as to the "Boost 2020" employee shareholding plan. It is composed as follows:

- € 40.1 million from liquidity contracts;
- € 20.7 million from "Boost 2020" employee shareholding plan;
- € 1.9 million from Stock option exercises in 2021.

The decrease of the additional paid-in capital for € 0.2 million is related to the allocation of performance shares.

NOTE 9 Provisions

(In € thousand)	December 31, 2020	Charges	Releases used	Releases unused	carve out	December 31, 2021
Pensions	18,387	6,299	-333	0	-18,756	5,598
Litigations and contingencies	8,585	38	-240	0	-683	7,700
Other provisions	0	132	0	0	0	132
Total provisions	26,972	6,469	-573	0	-19,438	13,429

Pensions

In 2019, the Group has set up a supplementary defined benefits pension plan to comply with regulatory changes introduced by the "Pacte Law". Commitments related to this plan amount to € 2.8 million as of December 31, 2021 (out of which € 1.3 million are off-balance sheet commitment).

Evolution of the provision for pension and supplementary defined benefits pension plan in 2021 is presented below:

(In € thousand)	Pensions	Others	Total
Pensions at January 1, 2021	17,795	593	18,388
Service cost	1,767	1,167	2,934
Interest cost	129	30	158
Other	-15,550	0	-15,550
Contributions paid	0	-333	-333
Pensions at December 31, 2021	4,141	1,457	5,598
Unrecognized gains and losses	3,639	1,340	4,978
Retirement commitments at December 31, 2021	7,780	2,796	10,576

Changes in the commitment for pension indemnities (excluding supplementary pensions) during the year and the reconciliation with the provision at year-end are as follows:

<i>(In € thousand)</i>	Pensions
Commitment at January 1, 2021	34,117
Service cost	1,422
Interest cost	107
Contributions paid	0
Actuarial gains and losses generated during the period	-1,941
Others	-25,925
Commitment at December 31, 2021	7,780
Unrecognized actuarial gains and losses	-3,639
Pensions provision at December 31, 2021	4,141

Evaluation is carried out on an individual basis and main parameters of the calculation are described below:

- Discount rate: 0.9%;
- Wage's inflation: 1.6%;
- Estimated turnover rate:
 - Executives (i.e., "cadres"): decreasing according to age (from 10.60% at the age of 20 years old to zero as from 55 years old),
 - Non-executives (i.e., "non-cadres"): decreasing according to age (from 6.20% at the age of 20 years old to zero as from 45 years old).

NOTE 10 Financial borrowings

Closing net debt

<i>(In € thousand)</i>	<1 year	1 to 5 years	>5 years	December 31, 2021	December 31, 2020
Bank overdraft	249,403	0		249,403	290,469
Bonds	7,177	2,950,764	604,236	3,562,177	2,903,822
Redemption premiums on bonds (OCEANE)	0	75,396	0	75,396	93,517
Other borrowings	604,000	0	0	604,000	373,878
Group current accounts	1,780	0	0	1,780	0
Total borrowings	862,359	3,026,160	604,236	4,492,756	3,661,686
Group current accounts	2,330	0	0	2,330	-888
Securities	15,151	0	0	15,151	15,338
Cash at bank	187,157	0	0	187,157	160,752
Closing net debt	657,722	-3,026,160	-604,236	-4,288,118	-3,486,483

As at December 31, 2021, bonds are composed of:

	September 2017	July 2019	September 2019	June 2020	June 2020	July 2020	December 2020
Main characteristics	Straight bonds 7 years	Convertible bond 7 years	Straight bonds 5 years	Straight bonds 3 years	Straight bonds 7 years	Convertible bond 5 years	Convertible bond 5.7 years
Nature	Unsecured Fixed Rate note	Oceane	Unsecured Fixed Rate note	Unsecured Fixed Rate note	Unsecured Fixed Rate note	Oceane	Oceane
Issue date	September 2017	July 2019	September 2019	June 2020	June 2020	July 2020	December 2020 *
Maturity date	September 2024	July 2026	September 2024	June 2023	June 2027	July 2025	July 2026
Issue size (in M€)	600	600	500	500	500	600	200
Cash received (in M€)	597	642	498	500	496	638	226
Coupon	1.6%		0.3%	0.5%	0.9%		
Yield to maturity	1.7%	-1.1%	0.4%	0.5%	1.0%	-1.2%	-2.1%
Conversion exchange ratio	N/A	1 share per bond	N/A	N/A	N/A	1 share per bond	1 share per bond
Early redemption option	N/A	From July 2024 to the maturity date	N/A	N/A	N/A	From July 2023 to the maturity date	From July 2024 to the maturity date
	Amortized cost (IFRS 9)	Split accounting (IAS 32)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Split accounting (IAS 32)	Split accounting (IAS 32)
Fees (in M€)	2.2	5.2	1.3	1.2	1.8	3.7	0.7
Call option (in M€)		4.2				4.8	2.1
Debt component at inception (in M€)	595	555	496	498	495	579	196
Equity component at inception (in M€)		82.0				55.5	29.6
Effective interest rate (EIR)	1.8%	1.1%	0.4%	0.6%	1.0%	0.7%	0.4%

* Linked to initial convertible bonds issued in June 2020.

Difference between cash received, and issue size is recognized through profit and loss over the duration of the financing.

On July 30, 2019, Worldline issued interest-free bonds, convertible into new shares and/or exchangeable into existing shares (OCEANE bonds) of Worldline for an amount of € 600 million maturing on July 30, 2026, unless the bonds have been early redeemed, converted or purchased followed by cancellation.

Worldline subsequently issued € 500 million in bonds on September 18, 2019. These bonds mature on September 18, 2024, and bear interest of 0.25% per annum on the outstanding capital amount. These bonds are rated BBB by S&P Global Ratings in accordance with the Company's credit rating, and the terms and conditions reflect standard Investment Grade documentation.

These two bonds financed the acquisition of equensworldline's 36.4% minority stake, which was paid in full in cash during the month of September 2019.

In June 2020, as part of the financing of the cash component of the acquisition of Ingenico (Shares and OCEANES), as part of a € 4 billion EMTN (Euro Medium Term Note) listed in Luxembourg and signed on June 22, 2020, Worldline finalised two bond issues of € 500 million each. The first bond issue matures on June 30, 2023 and generates interest of 0.50% on the outstanding capital amount. The second bond issue matures on June 30, 2027 and generates interest of 0.875% on the outstanding capital amount. The bonds are rated BBB by S&P Global Ratings, in accordance with the Company's credit rating, and the terms and conditions reflect standard Investment Grade documentation. The bonds are listed on Luxembourg Stock Exchange.

In July 2020, Worldline issued interest-free bonds, convertible into new shares and/or exchangeable into existing shares of Worldline for an amount of € 600 million maturing on July 30, 2025, unless the bonds have been early redeemed, converted or purchased followed by cancellation. The proceeds of these bonds were also used to finance the acquisition of Ingenico.

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

Following the acquisition of Ingenico, additional debts were transferred to the Worldline Group.

In September 2017, Ingenico issued a bond for an amount of € 600 million. The bond issue maturing in September 2024 bears an interest of 1.625% on the amount of outstanding capital. An issuer substitution was approved by a General Meeting of bondholders in May 2021. Since then, Worldline is the issuer of these bonds in place of Ingenico.

In May 2014, Ingenico issued a bond of € 450 million maturing in May 2021 and bearing an interest of 2.5% on the amount of outstanding capital. These bonds were repaid at maturity on May 20, 2021.

In May 2018, Ingenico completed two private placements for amounts of € 25 million and € 30 million respectively. The maturity of these private placements is in May 2025, and they bear an interest of 1.677% on the amount of outstanding capital. Following the signing in June 2021 of a borrower substitution agreement with the lenders, Worldline replaced Ingenico and is the borrower since that date.

Other borrowings for € 604 million are entirely linked to a "Negotiable European Commercial Paper" program (NEU CP), implemented since April 12, 2019.

On December 20, 2018, Worldline signed a € 600 million revolving credit facility for 5 years, maturing in December 2023, with extensible maturity to December 2025 (depending on Worldline's request). In October 2019, a first extension was requested and approved by banks. Consequently, the facility had a new maturity in December 2024.

Under the terms of the initial agreement, this 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 this facility does not include any more this financial covenant.

In October 2020, a second maturity extension was approved by the banks for an amount of € 554 million.

The new maturity date of the facility is now December 2025.

Therefore, the amount of the credit facility will be € 600 million until December 2024, and € 554 million from December 2024 to December 2025 (final maturity).

As of December 31, 2020, Ingenico had a revolving credit facility of € 750 million, maturing in July 2023.

In January 2021, following the lenders' agreement, this facility was modified as follows:

- Modification of the borrower who is Worldline SA since then;
- Reduction of the facility amount from € 750 million to € 450 million;
- Updating of margin conditions and financial commitments;
- Extension of the maturity until January 2024.

As of December 2021:

- Worldline's € 600 million facility was not used;
- Worldline's € 450 million facility was not used.

NOTE 11 Trade accounts, Notes payable and other liabilities

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Accounts payable	46,839	77,668
Staff	6,613	24,558
Social security and other employee welfare liabilities	8,796	33,397
Tax	11,509	19,158
Intercompany current account liabilities	1,780	1,803
Debts on fixed assets	237	100
Other liabilities	9,904	11,550
Total payables	85,679	168,235

Maturity of trade accounts and other liabilities

<i>(In € thousand)</i>	December 31, 2021	<1 year	1 to 5 years	>5 years
Accounts payable	46,839	46,839	0	0
Staff	6,613	6,613	0	0
Social security and other employee welfare liabilities	8,796	8,796	0	0
Tax	11,509	11,509	0	0
Intercompany current account liabilities	1,780	1,780	0	0
Debts on fixed assets	237	237	0	0
Other liabilities	9,904	9,904	0	0
Total payables	85,679	85,679	0	0

Accrued liabilities

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Invoices to be received	45,170	70,643
Tax and social security	13,433	40,940
Other accrued liabilities	4,195	3,791
Total accrued liabilities	62,798	115,375

NOTE 12 Deferred income

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Deferred income	340	13,147
Total deferred income	340	13,147

At the end of 2021 deferred income reached € 0.3 million and mainly relates to timing difference on contract revenue booked under the completion method, for which invoicing exceeds completion status.

NOTE 13 Revenue

Revenue split by Global business Lines and geographical areas

<i>(In € thousand)</i>	December 31, 2021		December 31, 2020	
	Value	%	Value	%
Merchants Services	34,653	12%	71,793	16.0%
Financial Services	6,986	2%	9,705	2.2%
Mobility & e-Transactional Services	110,918	37%	224,018	50.0%
Other revenue from group services	143,594	48%	142,932	31.9%
Total revenue by Global business Lines	296,151	100%	448,448	100%
France	214,136	72%	228,119	50.9%
Foreign countries	82,015	28%	220,329	49.1%
Total revenue by geographical areas	296,151	100%	448,448	100%

Until July 1st, 2021, Worldline SA's revenue was composed of operational revenue, but also services corresponding to Corporate recharges as part of re-invoicing of the framework agreements signed between Worldline SA and its subsidiaries.

Following the contribution agreement of the net assets, the operational revenue is only related to the 1st half of 2021 and amounts to € 152.6 million.

Relationship between Worldline SA and its subsidiaries benefitting from the contribution are governed by the following conventions and agreements:

- Management fee contract;
- Support services contract;
- Trademark and domain name license agreement;
- Real estate sublease agreement;

- Patent and software concession agreement;
- Contract for the grant of other intellectual property rights;
- Framework contract for Research and Development.

Thus, for 2021, the income relating to these re-invoicing amounts to € 143.6 million, and is split as follows:

- € 116.6 million for corporate activities: management fees, brand, and domain licensing;
- € 13 million recharges of licenses, IT costs and service agreements related to Production Services (PS) infrastructure business;
- € 14 million recharges of SMS, trainings, and specific assignments.

NOTE 14 Financial result

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Dividends received	133,293	15,140
Investment banking revenue	1,102	102
Revenue from receivables on investments	42,933	28,256
Exchange gains	327	1,101
Reversal of Own actions Worldline provision	50	0
Redemption premium on bond	18,120	9,527
Other financial income	2,662	126
Total financial income	198,486	54,252
Interests on borrowings	-16,311	-6,219
Depreciation of investments	-879,362	-10,025
Other financial provisions	-12,817	-3,322
Foreign exchange losses	-221	-1,004
Net losses on disposals of transferable securities	-236	0
Total financial expenses	-908,947	-20,571
Net financial result	-710,461	33,682

The dividends received in 2021 for an amount of € 45.9 million were paid by Santeos, Similo, Equensworldline SE.

Dividend in kind received from Worldline Luxembourg in the amount of € 87.4 million relates to the remuneration for the transfer of the Worldline brand on April 30, 2021.

The € 42.9 million revenue from receivables on investments corresponds to interests on related receivables with Worldline Belgium and Luxembourg for € 35.6 million following the reorganization of Merchant & Terminal Services in 2020, interest on related receivables with Ingenico for € 6.8 million and interest on related receivables with Worldline Belgium for € 0.5 million following the acquisition of Cardlink by Worldline Belgium (refer to Note 3).

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS.

The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

As of December 31, 2021, a depreciation of € 879 million has been recognized on the Ingenico SA investment associates on the basis of the expected selling price of the TSS business to Apollo Funds.

NOTE 15 Non-recurring items

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Proceed from disposal of intangible and tangible assets	62,110	5,639
Proceed from disposal of financial investments	0	2,921,247
Reversal of provision for trade accounts receivable	676	116
Other income	1,202	-1,738
Total non-recurring income	63,988	2,925,264
Net book value of intangible and tangible assets sold	-62,164	-5,639
Net book value of financial investments sold	-620	-2,921,247
Provisions for liabilities and charges	-38	-7,902
Other expenses	-37,134	-63,739
Total non-recurring expenses	-99,955	-2,998,527
Non-recurring items result	-35,967	-73,262

In 2021, Worldline transferred € 54.8 million of intangible and tangible fixed assets as part of an asset contribution transaction to Worldline France SAS (refer to Notes 1 and 2).

Other exceptional income and expenses recorded during the year mainly concern costs related to the acquisitions of

Ingenico for € 5.5 million and compensation related to the relocation of the head office from Bezons to Puteaux - La Défense.

NOTE 16 Taxes

Tax consolidation agreement

Worldline fiscal tax group presents indefinably usable loss carry forward which reach € 84.9 million at year end.

Decrease and increase of the future tax charge of Worldline taxed separately

At year end, decreases and increases of the future tax charge were broken down as follows:

<i>(In € thousand)</i>	Basis decrease	Basis increase
Temporary differences	6,664	0
Total temporary differences	6,664	0

No deferred tax assets or liabilities had been recognized.

Breakdown between net income on ordinary activities and non-recurring items

<i>(In € thousand)</i>	Before tax	Computed tax	Net amount
Net income on ordinary activities	-747,190	0	-747,190
Non recurring items, tax credit and employee participation	-40,607	33,431	-7,176
Total corporate tax	-787,797	33,431	-754,366

During the year, Worldline has recognized € 1.0 million research tax credit, a tax consolidation bonus of € 33.0 million and withholding taxes of € 0.2 million.



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NOTE 17 Off-balance sheet commitments

Commitments given

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Bank guarantees	921	4,304
off-balance sheet Commitments Rents over 9 years	39,992	0
Pledge of a cash deposit for the guarantee of payment of rents to third parties	22,200	0
Swap de devises (AUD) 390,000 KAUD	249,281	0
Total commitments given	312,393	4,304

In addition, the Group has pledged a cash deposit to guarantee the payment of rents to third parties. It can be substituted at any time by a bank guarantee.

Commitments received

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Others	0	0
Total commitments received	0	0

Worldline SA implemented a supplementary defined benefit pension plan (refer to Note 9). Off-balance sheet commitment related to this plan amounts to € 1.3 million as of December 31, 2021.

NOTE 18 Related parties

The following tables present transactions between Worldline SA and its controlled subsidiaries:

Income statement

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Financial income	178,508	43,450
Non-recurring expenses	16,867	-9,091
Non-recurring income	1,048	6,061
Total	196,423	40,420

Assets

<i>(In € thousand)</i>	December 31, 2021	December 31, 2020
Trade accounts and notes receivable	55,076	27,663
Group current accounts	2,330	917
Other current assets	2,085	2,705
Total	59,491	31,285

Liabilities*(In € thousand)*

	December 31, 2021	December 31, 2020
Trade accounts and notes payable	4,744	4,953
Tax and social liabilities	12,148	0
Group current accounts	1,780	1,803
Other current liabilities	4,195	290
Total	22,868	7,047

In 2021, all transactions entered into between Worldline SA and related parties were performed at normal market conditions.

NOTE 19 Other informations**Average workforce per category**

	December 31, 2021	December 31, 2020
Engineers and managerial staff	1,265	2,270
Employees, technicians and supervisory staff	293	470
Total employees average	1,559	2,739

Cost of key management personnel of the Group

In 2021, the expenses related of Worldline's top management personnel executives included:

- Those of the Chairman of the Board of Director;
- Those of the Chief Executive Officer;
- That of the Deputy Chief Executive Officer.

From January 1, to October 24, 2021, the position of Chairman of the Board of Directors was held by the Chief Executive Officer and was not subject to any specific remuneration.

Since October 25, 2021, this position has been held by Mr. Bernard Bourigeaud, who is paid for that.

The total amount of direct and indirect remuneration of all kinds, paid during the fiscal year 2021 to the members of the management (Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer) and to the Directors for their duties over the fiscal year 2020, amounts to € 4.7 million.

This sum notably includes the fees paid in 2021 to the Directors, for the fiscal year 2020, amounting to € 0.6 million.

NOTE 20 Subsequent events

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS.

The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

As of December 31, 2021, a depreciation of € 879 million has been recognized on the Ingenico SA investment associates on the basis of the expected selling price of the TSS business to Apollo Funds. This depreciation has been recorded in financial expenses.

E.7 Other financial information relating to Worldline SA

E.7.1 Worldline SA five years financial summary (from parent company financial statements)

Accounting year end (in € thousand)	December 31, 2021	December 31, 2020	December 31, 2019	December 31, 2018	December 31, 2017
Duration (in months)	12	12	12	12	12
SHARE CAPITAL AT YEAR END					
Share capital	190,729,676	189,812,143	124,279,831	124,137,344	90,371,295
Number of common shares outstanding					
• ordinary	280,484,817	279,135,504	182,764,457	182,554,917	132,898,963
OPERATIONS AND RESULTS OF THE CURRENT YEAR					
Operating revenue	296,151,047	448,447,853	411,609,405	376,151,440	346,732,218
Income before taxes, profit sharing, amortization and provisions	106,694,529	-26,980,162	14,581,033	-12,635,865	-13,296,607
Income taxes	33,430,691	1,115,970	-1,384,794	214,270	2,147,387
Profit sharing	-1,938,851	-2,686,089	-3,605,196	-1,421,749	-2,793,096
Amortization and provisions	-892,552,724	-21,818,213	-18,977,792	-20,717,692	-10,449,666
Net income / (losses)	-754,366,355	-50,368,495	-9,386,749	-34,561,036	-24,391,981
Distributed income					
EARNINGS PER SHARE					
but before amortization and provisions	0.49	-0.10	0.05	-0.08	-0.10
Net earning	-2.69	-0.18	-0.05	-0.19	-0.18
Dividend per share					
EMPLOYEE DATA					
Average number of employee during the year	1,559	2,739	2,680	2,456	2,283
Total payroll	90,380,785	139,170,753	141,056,332	126,620,274	114,595,339
Total benefits	41,330,267	69,142,614	62,411,023	57,289,332	49,601,786

E.7.2 Statement used to present information on supplier and customer payment terms mentioned in article D. 441-4 of the French Commercial Code

	Article D. 441 I. -1° of the French Commercial Code: Invoices received not paid as of the closing date and where the term of payment is due					Article D. 441 I. -2° of the French Commercial Code: Invoices sent not paid as of the closing date and where the term of payment is due						
	0 day (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 days and more)	0 day (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 days and more)
(A) Late payment tranche												
Number of concerned invoices	37	96	24	12	38	170	4					5
Total amount of invoices concerned including tax (in euros)	782,151.73	1,229,239.1	-288,140.11	91,993.47	-196,204.99	836,887.47	350,732.17	119,106	0.00	6,000	87,922.4	213,028.4
Percentage of the total amount of purchases for the fiscal year including tax	0.25%	0.39%	-0.09%	0.03%	-0.06%	0.27%						
Percentage of turnover for the fiscal year including tax							0.10%	0.03%	0.00%	0.00%	0.02%	0.06%
(B) Excluded invoices of (A) related to disputes or unrecognized debts and receivables *												
Number of excluded invoices												
Total amount of excluded invoices including VAT												
(C) Reference payment terms used (contractual or legal deadline - article L. 441-6 or article L. 443-1 of the French Commercial Code)												
Payment terms used to calculate late payments	Contractual deadlines: 30 and 60 Days					Contractual deadlines: 30 and 60 Days						

* Disputed supplier invoices for which credit note is awaited are excluded.



E.8 Related Party Transactions

E.8.1 Agreements entered into with SIX Group

E.8.1.1 Agreements in relation with the acquisition of SIX Payment Services

Worldline and SIX Group AG entered into a master agreement on May 14, 2018 relating to the acquisition by Worldline of the payment services division of SIX Group AG. This transaction was completed on November 30, 2018. In the context of this acquisition, the following agreements have been, notably, entered into between Worldline and SIX Group AG:

- A Second Settlement Agreement signed on June 9, 2020, in the course of finalization of certain post-closing actions. These actions include: finalizing and definitively closing the accounts used to complete the acquisition; formalizing SIX Group AG's commitment to pay Worldline the amount of the price adjustment set at CHF 58,975,000; waiving the right to reclaim issues that have already been taken into account in the final accounts for the execution of the transaction and resolving certain pending issues following the completion of the acquisition as well as agreeing to a commitment by SIX Group AG to indemnify Worldline for the maximum amount of CHF 2,800,000 for any contingent liabilities due to an ongoing dispute. The signature of this Second Settlement Agreement was authorized by the Board of Directors on June 9, 2020 and approved by the General Meeting on May 20, 2021 (4th resolution);
- A shareholders' agreement between SIX Group AG and Worldline: In the context of the acquisition of SIX Group AG's payment services division, Worldline and SIX Group AG entered into a shareholders agreement (the "SIX Group AG Agreement"). As a consequence of the distribution, by Atos SE, of Worldline shares on May 7, 2019, Worldline entered into, with SIX Group AG, an amendment to the SIX Group AG Agreement. This Amendment was authorized by the Board of Directors and approved by the General Meeting on April 30, 2019. According to this agreement, Worldline must cooperate with SIX Group in order to facilitate any transfer by SIX Group of Worldline securities in a manner that does not disrupt the orderly trading of the securities;
- A serie of agreements relating to commercial, IT infrastructure services, transitional services, trademarks, real estate agreements and governance-related agreements:
 - **Commercial agreement relating to services to the Swiss banking ecosystem (SBSA)**

This Swiss banks services agreement governed by Swiss law (the "SBSA") for ten-year duration, entered into with a

a Group entity (SIX Payment Services AG) as service provider with a SIX Group company (Swisskey AG) as service recipient of services including services such as debit card processing, ATM (Automated Teller Machine) processing and TWINT finance processing to the Swiss banking ecosystem, long-term oriented quality of services and best in-class innovation.

The SBSA provides for termination provisions which may, in particular, be triggered in the event of a direct or indirect change of control of SIX Payment Services AG (including, inter alia, where the legal or beneficial ownership of over 50% of its capital or similar is acquired by another entity, where it is merged with or into another unaffiliated entity, where all or substantially all of its assets are transferred, or where the power to direct or cause the direction of the management and policies of SIX Payment Services AG or the power to elect the majority of its Board members is acquired by another entity).

In 2021, SIX Payment Services AG invoiced Swisskey AG in connection with the SBSA approximately € 31.7 million. Worldline did not receive any payment for re-invoicing of operational costs that have been incurred in the course of the performance of this agreement,

- **IT infrastructure services agreement (LTIA)**

This IT infrastructure services agreement for a ten-year duration, entered into with a Group entity (SIX Payment Services AG) as service recipient and a SIX Group company (SIX Group Services AG) as service provider whereby SIX Payment Services AG (and its affiliates) would receive, or continue to receive as applicable, certain services including system services, network services, security and compliance services, IT operations services and service desk services from SIX Group Services AG necessary for the continuation of the payment services business without interruption (the "LTIA").

In 2021, SIX Payment Services AG paid to SIX Group Services AG a total of € 35.7 million in connection with the LTIA,

- **Transitional services agreements**

A Group entity (SIX Payment Service AG) as service recipient and a SIX Group entity (SIX Group Services AG) as service provider entered into a corporate transitional services agreement (the "CTSA") relating to the provision by SIX Group Services AG of certain transitional services to SIX Payment Services AG whose duration varies between 6 to 21 months depending on the service, it being specified that certain services may be extended subject to the payment of a price complement.

In 2021, SIX Payment Services AG paid to SIX Group Services AG a total of € 2.2 million in connection with the CTSA.

Conversely, a Group entity (SIX Payment Services AG) as service provider and a SIX group entity (as service recipient entered into a reverse corporate transitional services agreement the "RTSA") relating to the provision, by SIX Payment Services AG of certain transitional services to SIX Group AG whose duration varies between 6 to 21 months depending on the service, it being specified that certain services may be extended subject to the payment of a price complement,

- **Real-estate agreements**

Facilities management agreements have been entered into between SIX management AG (as service provider and part of SIX group) and SIX Payment Services AG (as service recipient and part of the Group), relating to certain facilities services in respect of properties in Zurich, Olten and in Biel, Switzerland.

In addition, sub-lease or lease agreements have been entered into with certain entities of the SIX Group pursuant to which such SIX Group entities, acting as proprietors or main tenants, lease or sublease business-related property in Central and Eastern Europe to entities of the Group.

In 2021, the Group paid to the SIX Group a total of € 8.9 million in connection with the foregoing real-estate agreements,

- **Trademark agreement**

A trademark license agreement has been entered into between SIX Group AG as licensor and various Group entities, as licensees, pursuant to which certain trademarks of SIX Group AG are licensed to these entities for use for the purpose of continuing the payment services business without interruption,

- **Other agreements**

Certain Worldline Group companies (which were part of SIX Payment Services) provide services to certain SIX Group companies, inter alia, for the purposes of monitoring services, pricing solutions, data integration and sub-contracting of certain customer agreements.

In 2021, the SIX Group paid to the Group a total of € 4 million in connection with the foregoing agreements.

E.8.1.2 Agreements in relation with the acquisition of Ingenico Group

In the context of the acquisition of Ingenico Group, Worldline and SIX Group AG entered into the following agreements:

- SIX Group AG has subscribed to a **voting undertaking** dated January 31, 2020 (agreed by Worldline on February 2, 2020 following prior authorization of the Board of Directors) whereby SIX Group AG undertook to vote in favor of the resolutions presented at the 2020 Annual General Meeting necessary to implement the acquisition of the shares of Ingenico. This undertaking has been authorized by the Board of Directors of Worldline on February 2, 2020 and approved by the shareholders during the Annual General Meeting of Worldline held on June 9, 2020 (5th resolution);
- SIX Group AG signed a **Letter-Agreement** on January 31, 2020 which has been accepted by Worldline on February 2, 2020 (following prior authorization of the Board of Directors authorizing this acceptance) regarding SIX Group AG's shareholding in Worldline as well as SIX Group AG's representation at Board level, with a view to reflect the medium to long term strategic ownership of SIX Group AG in Worldline. Such Letter-Agreement notably provides for:
 - A public statement from SIX Group AG that Worldline is a highly strategic investment for SIX Group AG, and
 - The right for SIX Group AG to propose the appointment of a third member of the Board of Directors of Worldline as long as SIX Group AG holds at least 15% of the voting rights within Worldline and the combined entity from closing of the contemplated acquisition of Ingenico Group. On March 19, 2020, following the disposals of Worldline's shares completed by Atos SE and the subsequent decrease of Atos SE' shareholding in Worldline below 4% of the share capital, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, decided to anticipate the appointment, upon proposal of SIX Group AG, of such additional Director and decided the interim appointment of Mr. Daniel Schmucki as Director in replacement of Ms. Ursula Morgenstern who resigned (for additional information regarding such appointment, refer to Section G.2). An amendment to the Letter-Agreement has been signed accordingly.

The countersignature of this Letter-Agreement and its amendment were authorized by the Board of Directors respectively on February 2, 2020 and March 19, 2020 and approved by the Annual General Meeting held on June 9, 2020.

- As anticipated by the Letter-Agreement regarding the stake holding of SIX Group AG within Worldline, SIX Group AG entered into a **new Lock Up Agreement** with Worldline effective upon closing of the acquisition of Ingenico (October 28, 2020) according to which SIX Group AG shall not (a) directly or indirectly transfer or agree to transfer any of its Worldline shares or other securities of Worldline, (b) enter into any derivative or any other agreement or any transaction having substantially similar economic effects or consequences with respect to any of its Worldline shares, or (c) publicly announce its intention to perform one of the mentioned transactions. This Lock-Up Agreement shall not apply in connection with



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(i) intra-group transfer subject to resumption of the commitment by the transferee entity and (ii) the issuance of bonds exchangeable into Worldline shares to finance a transaction publicly announced by SIX Group AG subject to the nominal amount of the bonds issued by SIX Group does not exceed 750 million euros. This Lock-up Agreement

remained in full force from October 28, 2020 until June 30, 2021 (included).

The signature of this new Lock-Up Agreement has been authorized by the Board of Directors on October 27, 2020 and approved by the shareholders during the Annual General Meeting held on May 20, 2021 (4th resolution).

E.8.2 Agreements entered into with Deutscher Sparkassen Verlag GmbH (DSV Group)

As contemplated at the time of the announcement of the tender offer on Ingenico's shares on February 3, 2020, Worldline and Deutscher Sparkassen Verlag GmbH (DSV Group) (together the "**Parties**") entered into on June 8, 2020 a business Combination Agreement ("**BCA**") in order to formalize their agreement, in particular the definition of the conditions surrounding the contribution by Worldline of its Merchant Services activities in Germany and Austria to Payone and the acquisition by the Worldline Group of the Swiss-based activity of Payone (a joint venture created with DSV Group).

On January 25, 2021, the Parties entered into an amendment to such BCA. This amendment mainly provides for postponement of the final date for completing the conditions precedent to the contribution transaction and specifies the completion and signing dates. It also provides for the description of transitional models for the transfer of contracts, the term of one of which, if it exceeds that provided for in the amendment, is linked to the payment of an indemnity by Worldline to Payone GmbH and capped at 1.5 million euros. Finally, such amendment also provides for the formalization of the agreement on the reference accounts and the formalization of a pre- and post-completion adjustment

mechanism for expenses linked to the services between the companies involved in the contribution which may, under certain circumstances, lead to an indemnity in favor of Payone.

The signature of this amendment has been authorized by the Board of Directors on January 21, 2021 and approved by the shareholders' Annual General Meeting on May 20, 2021 (5th resolution).

On March 1, 2021, the transactions contemplated in the BCA were completed and, in the context of the finalization of the post closing operations, the Parties approved the Final Effective Date Accounts, and agreed to enter into a second amendment agreement to the BCA in order to, in particular, agree that the adjustment liability contributed by Worldline Financial Services (Europe) shall be increased in order to bridge the shortfall between the equity value of Payone and the equity value of the business contributed by Worldline.

This second amendment to the BCA has been executed on November 25, 2021 after authorization by the Board of Directors on November 19, 2021 and such agreement will be submitted to the approval of the shareholders during the 2022 Annual General Meeting.

E.8.3 Agreements entered into with significant shareholders

E.8.3.1 Agreements entered into with Atos group in relation with the SEPARation from the Atos group

Following the distribution of Worldline shares by Atos SE completed on May 7, 2019, contractual relations between the Worldline Group and the Atos group have been reviewed and some have been entered into:

- On December 31, 2019, all ongoing contractual relationships between Atos and Worldline regarding support functions and IT services not related with subcontracting of commercial obligations have been discontinued. In a limited number of instances, where specific continued support were necessary in 2021, such relationships were entered into between Atos entities and Worldline entities on the basis of specific transitional

services agreements or service agreements on standard terms;

Besides, Worldline entities and Atos entities had and maintain contractual relationships amongst each other on the basis of underlying commercial relationships (e.g. subcontracting, co-contracting);

- A Global Alliance Agreement (the "**Alliance**") entered into between Worldline and Atos SE so as to maintain a mutually beneficial strong industrial and commercial partnership. This Alliance covers four main domains: sales, Research and Development (R&D), human resources and procurement. It notably provides for a general mutual cooperation provision, as well as a governance provision establishing an Alliance Board and specific subcommittees to cover the four areas of collaboration;

The Alliance was entered into as of May 7, 2019 for an initial term of five years (with possible extensions). Furthermore, either party may terminate this Alliance in specific cases, especially following the occurrence of a change of control over the other party. The Alliance was authorized by the Board of Directors and approved by the Annual General Meeting on April 30, 2019;

- A SEPARation agreement (the “SEPARation Agreement”) dated May 6, 2019 entered into between Atos SE and Worldline, in order to optimize so far as possible additional costs, related in particular to IT, resulting from the SEPARation. Such SEPARation Agreement clarifies the roles of each company and (i) allows for the identification of various costs that the SEPARation activities trigger for each party, (ii) provides for a balanced allocation of such SEPARation costs in proportion with the benefit that each company has out of such costs, (iii) allows durable technical and commercial cooperation for both companies and (iv) ensures a high level of operational continuity in particular by retaining employees that were granted long term incentives issued by the other company to the extent the performance conditions are met;

This agreement contractually sets forth the various elements concerning the allocation of the various costs associated with the distribution of Worldline shares by Atos SE to its shareholders and splits, in a coordinated manner, their SEPARation activities in particular in the areas of intellectual property rights, purchasing, processes and procedures, migration and integration of IT systems, security, offshore resources, insurance, real estate sublease, parent company guarantees and data protection. This agreement also provides principles governing the method of splitting additional costs for the identified activities;

In 2021, the Company incurred a total of € 6.9 million in connection with this agreement.

In addition, for the few Worldline employees who have benefited from Atos SE performance shares, the SEPARation Agreement provides that Atos SE undertakes to transform the condition of presence within the Atos group into the condition of presence within the Worldline Group if Atos SE comes to

hold less than 10% of the capital and voting rights of Worldline. Indeed, below this threshold provided for by the French Commercial Code, the condition of presence “within the Atos group” would no longer be satisfied. The final allocation remains of course subject to the satisfaction of the performance conditions. A comparable commitment is made by Worldline for the benefit of Atos employees who have benefited from Worldline performance shares.

The signature of this agreement was authorized by the Board of Directors of Worldline, on April 30, 2019 and approved by the 2020 Annual General Meeting held on June 9, 2020 (4th resolution).

While not qualifying as related party agreement according to article L. 225-38 of the French *Code de Commerce*, it is to be noted that, in December 2021, Worldline and Atos International SAS has entered into a series of agreements with certain companies within the Atos group in order in particular to define the terms and conditions governing the Worldline’s exit of the Group headquarters in Bezons and the termination of the related agreements in the context of the Grouping of Ingenico and Worldline headquarters end-November 2021.

E.8.3.2 Agreement entered into with Bpifrance Participations

Bpifrance Participations, which held approximately 5.31% of Ingenico’s share capital, undertook to tender its shares to the Worldline offer under the terms of a commitment subject to conditions of revocability in accordance with customary practice and applicable regulations. This agreement also provides for the appointment of a representative of Bpifrance Participations to the Board of Directors of Worldline (for additional information, refer to Section G.2. of the present Universal Registration Document).

Such appointment was maintained since Bpifrance Participations held at least 4% of the share capital of Worldline no later than 10 weeks prior to the 2021 Worldline Annual General Meeting.

E.9 Non-IFRS financial measures

E.9.1 OMDA

In addition to IFRS measures, the Group uses an additional performance measure, operating margin before depreciation and amortization (OMDA), which excludes from operating margin the impact of depreciation and certain other expenses detailed in the table below. The following table provides a reconciliation of OMDA to operating margin. OMDA is a non-IFRS measure and has no standard definition. As a result,

the definition used by the Group may not correspond to the definitions given to the same term by other companies. OMDA should not be used in lieu of IFRS measures.

The following table provides a reconciliation of Operating Margin to OMDA, on a consolidated basis.

(In € million)	December 31, 2021	December 31, 2020 *	Variation
Operating margin	668.1	444.4	223.7
+ Depreciation of fixed assets	242.1	164.7	77.4
+ Net book value of assets sold/written off	11.6	3.3	8.3
+/- Net charge/(release) of pension provisions	7.3	2.6	4.7
+/- Net charge/(release) of provisions	4.5	1.1	3.4
OMDA	933.5	616.1	317.4

* Restated amounts in application of IFRS 5.

E.9.2 Free Cash Flow

In addition to cash flow calculated in accordance with IFRS, the Group presents the non-IFRS indicators "Operating Cash Flow" and "Free Cash Flow". These indicators are calculated based on OMDA, which is calculated as described above.

The following table sets forth a reconciliation of OMDA to Cash Flow from Operation, and then from Cash Flow from Operation to Free Cash Flow, for the periods indicated.

(In € million)	12 months ended December 31, 2021	12 months ended December 31, 2020
Operating Margin before Depreciation and Amortization (OMDA)	933.5	699.9
Capital expenditures	-225.6	-155.3
Lease expenditures (Lease under IFRS 16)	-72.1	-47.6
Change in working capital requirement	62.1	46.0
Cash from operation	697.9	543.0
Taxes paid	-114.4	-93.1
Net cost of financial debt paid	-29.1	-12.1
Reorganization in other operating income	-15.5	-10.3
Rationalization & associated costs in other operating income	-7.6	-2.2
Integration and acquisition costs	-99.7	-103.5
Net Long term financial investments	-6.8	-1.6
Other changes*	-17.7	-25.6
Free Cash Flow	407.1	294.5

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

The following table sets forth a reconciliation of “Cash from operations” calculated on the basis set forth above to “Net cash flow from operating activities” on an IFRS basis.

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020
Cash from operation	697.9	543.0
• Operating Investments	225.6	155.3
• Lease expenditures (Lease under IFRS 16)	72.1	47.6
Income tax paid	-114.4	-93.1
Reorganization (from other operating income and expense)	-15.5	-10.3
Rationalization and associated costs (from other operating income and expense)	-7.6	-2.2
Integration and acquisition costs	-99.7	-103.5
Other operating income and expense	-3.0	-16.4
Other financial income and expense	-3.7	-11.5
Net cash flow from operating activities	751.8	508.9

E.9.3 EBITDA

In addition to operating margin calculated in accordance with IFRS, the Group presents “EBITDA” calculated beginning with OMDA, which is calculated as described above. The Group uses this indicator primarily for purposes of calculating the ratio of net debt to EBITDA.

The following table provides a reconciliation of OMDA to EBITDA for the periods indicated.

<i>(In € million)</i>	12 months ended December 31, 2021	12 months ended December 31, 2020 *
Operating Margin Before Depreciation and Amortization (OMDA)	933.5	616.1
Reorganization (from other operating income and expense)	-15.5	-11.4
Rationalization and associated costs (from other operating income and expense)	-7.6	-1.7
Integration and acquisition costs	-99.7	-103.4
Other operating income and expense	-3.0	-6.0
EBITDA	807.8	493.6

* Restated amounts in application of IFRS 5.



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Risk analysis

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Risk analysis

Risk management activities

The Group operates in a constantly evolving environment and is exposed to a variety of risks that, if materialized, may have a material adverse effect on its business, prospects, customers, partners, reputation, financial condition including operating results and cash flows. The Group relies on a continuous process of identification and analysis of risks, their impact and probability of occurrence in order to identify those likely to affect the achievement of its objectives.

Risk assessment and management is an integral part of the Group's operational and strategic management. Risks are assessed and monitored through business lines and functions. Risk Management, Compliance, Security & Internal Audit departments can be cited as Second and Third lines Functions playing a key role in identifying and overseeing the main risks.

Risk assessment and management is based on a multi-level organization, which is detailed below. Risks are also appraised through the Internal Control initiatives and Internal Audit assignments (see Section F.5 "Internal Control" of this Universal Registration Document).

Risk management activities are closely followed by Executive management through dedicated bodies on a regular basis (e.g. Audit, Risk & Compliance Committee, Risk Management Committee) to review and challenge risks evaluations as well as to ensure a smooth implementation of defined risk responses. Furthermore, this consolidated view is shared with the Group Audit Committee on a quarterly basis, with specific deep dive when needed.

Investors should carefully consider all the information set forth in this Universal Registration Document, including the risk factors set forth in this chapter. Risks described in Sections F.2 are, as of the date of this Universal Registration Document, the risks that the Group believes, should they were to occur, could have a material adverse effect on its business, results of operations, financial condition or prospects. Investors should note that there may be other risks that have not yet been identified as of the date of this Universal Registration Document, or whose occurrence as of the date hereof is not considered likely to have a material adverse effect on the Group's business, results of operations, reputation, financial condition or prospects.

The extra-financial performance analysis assesses on a yearly basis, risks related to the four top areas underlined through the Corporate Responsibility and Sustainability program highlighted in Section D.1.1. This materiality assessment is aligned with the Enterprise Risk Management exercise described in Section F.1.1.. Please refer to the mapping tables in Section F.2 for a description of those risks and the mitigation actions.

F.1 Risk management activities

Risk Management is an integral part of the Group's activities, its organization, the corresponding governance as well as the dedicated activities deployed for a transversal management of risks are described in the paragraphs below.

The risk management organization is consistent with the Institute of Internal Auditors' Three Lines Model (also presented in Chapter D.4.2.2). Risk Management activities are pure Second line players providing oversight as well as tools, systems and guidance necessary to support, challenge and monitor the first line in identifying, managing and monitoring risks.

F.1.1 Framework

The primary principle adopted within Worldline was to follow the three lines model. The growing complexity & uncertainties require a well defined organization to ensure an appropriate and effective risk management. Risk Management is not and should not be considered as the prerogative of Risk Management teams only, it concerns all employees. The three lines model helps by creating a clear organization with roles and responsibilities clearly defined as well as the relationship among them and breaking silos.

From a pure Risk Management perspective, the Framework developed and diffused across Worldline has been based on both the international frameworks issued by COSO (Committee of Sponsoring Organizations of the Treadway Commission) and

the International Organization for Standardization referential (ISO 31000). This allow the Group to meet expectations from the various stakeholders (e.g. regulators, customers, partners, ...).

Core Principles, been defined at Group level, are comprehensive and applicable for the entire scope. Addendum have been made to adjust the risk management system to the nature of the different business activities.

A Risk is defined as any threat to objectives achievement, it covers both the absence of a positive event that was anticipated as well as the occurrence of a negative event,

F.1.2 Governance

Risk management is a process which, as defined within the Three Lines Model, imply the active participation of the governing bodies. It is impulsed by the Board of Directors (through the Audit Committee of the Board), and implemented by the executive management and employees. With the objective to provide reasonable assurance as to the achievement of the following goals:

- compliance with applicable laws and regulations;
- effectiveness and efficiency of operations;
- reliability of financial information.

In order to do so, the Governance imply a strong follow-up and implication at all level of the organization, i.e. both Group and GBLs. It is conducted thanks to a global Risk Management organization, composed of Group teams who are steering the overall central functions and local resources localized within each Global Business Lines to be as close as possible to the business.

To ensure a proper oversight, a set of committees has been implemented, covering all activities and entities with the active participation of the senior management.

At Group level, it is materialized by a quarterly follow-up conducted by the Group Audit Committee of the Board who is provided with a global status of risks which is completed by specific deep dive when needed. On a quarterly basis, the Audit Committee conducts a thorough review of all the major critical contracts and major litigations.

Also, an Audit, Risk & Compliance Committee is gathering twice a year, composed by notably the CEO, Deputy-CEO, CFO and Heads of GBLs. The key objective is to oversee Worldline effectiveness in Internal Control, Risk Management and Internal & External Compliance. Allowing Executives to assist, monitor and follow-up on issues/action plans as well as to act on potential weaknesses reported by either Group Internal Audit or External Auditors.

Furthermore, a Group Risk Management Committee convenes on a monthly basis to review the most critical contracts, internal projects or services at risks and review periodically major risks. The Committee is chaired by the Group Deputy Chief Executive Officer. Permanent members of the Committee include the Group Financial Officer, the Group Chief Operations Officer, the Group Head of Quality, Security & Risk and each Head of Global Business Line.

On the Global Business Lines side, quarterly reporting are provided by dedicated teams for each GBL Management Committee to provide an up-to-date and accurate view on risks and alert on potential deviations or new threats. The GBL Management can then decide of the adequate risk response to be made. In addition to the Management Committee, these informations are also shared within a Quality, Security, Risk & Compliance meeting (QSRC Committee) held with first line participants.

In accordance with local regulations & laws, dedicated Audit Committees are also in place to cover some entities. In such case, the same principles than the ones describes for Group level are applied.

F.1.3 Risk Management activities

The Risk Management team is a pure second line player, who is responsible that risks are identified, assessed, mitigated and monitored across the organization whether it is during bids, contracts life-time, projects, operations and within support functions. They are also responsible for maintenance of risk framework and methodology and escalates of material risk matters to relevant governing bodies.

Risk Managers of each Global Business Lines, as part of second line and at their respective level are owning the risk management process, including the process objectives, process description and the related tools. They are promoting risk management's importance through the organization, are providing the necessary training to staff and management, are challenging the relevance, meaningfulness and completeness of risk registers and are advising management on treatment of risks and are escalating risks not appropriately addressed.

F.1.3.1 Enterprise Risk Management (ERM)

Enterprise Risk Management is providing a 360° view on risks across the concerned scope (whether it could be Group or GBL). It is notably materialized by the maintenance of a risk register translated into a risk mapping to highlight the key risks. Both risk register & risk mapping are revised on a quarterly basis under the sponsorship of general management.

The methodology the consolidation of both a bottom-up (i.e. the risk register carried out within GBLs & Group Support Functions) and a top-down approach which involves the most senior managers of the Group through workshops and questionnaires, to collect their perception of the main risks, their level (i.e. impact x likelihood) and evaluation of mitigation effectiveness (residual risk).



Risk analysis

Risk management activities

Based on the taxonomy developed within Worldline, this assessment covers potential risks related to:

- The financial area;
- Risks related to operations, including the delivery of services and products, employees, the performance of internal systems, security and safety;
- Compliance with applicable standards and laws; and
- Strategy and Corporate Social Responsibility.

This recurring process allows identifying evolutions from one quarter to another. Improvement plans for the main residual risks are designed at local and Group levels, with assigned owners and milestones/timelines for follow-up and completion.

Results are shared with Group Executive Committee and local management, to ensure that appropriate measures are deployed to manage the main risks, and are presented to the Group Audit Committee.

F.1.3.2 Operational Risk Management & Internal Control (ORM/IC)

While both Operational Risk Management and Internal Control are regroup to leverage on the complementarity they have together, they are presented separately within this document, please refer to F4 for Internal Control part.

Operational risk management is implemented in entities, departments and practices throughout the organization. Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, systems or people, or from external events. More broadly, it is the risk that may affect Worldline's ability to execute its business plan.

Operational Risk Management is a bottom-up approach based on following principles:

- Regular Operational Risks Assessment;
- Performed through workshops with the local management and experts;
- Allows identifying risks and associated action plans;
- Consolidated at Group level quarterly and presented to senior management.

All employees regardless of their role within Operational Risk Management (ORM) will receive a minimum level of information to ensure embedding of ORM into day-to-day operations and management processes.

F.1.3.3 Specific Risk Management activities

Merchant Risk Management

Considering the potential implication of Services Not Rendered exposure, an assessment process to manage and define limits for acquiring exposure has been defined. It is materialized through financial quality review & contextual analysis (e.g. verticals) of customers & prospects with a permanent monitoring. The process allows for risk reward decision routine with the possibility to request collaterals and guarantees.

Projects, Bids & Contracts risk management

Risk management, focusing on business risks, is relevant to, and is executed in bids, in contracts (from handover to expiry) and in internal projects across the whole organization.

Worldline ARROW is a set of procedures and tools that provides a formal and standard approach to bid execution. Worldline operates a risk management system that facilitates the analysis and treatment of business risks throughout the life cycle of a project. This process is integrated with the control and approval process when entering into new contracts. The objective is to ensure that Worldline can effectively deliver and to provide an early warning system for any project that encounters difficulties or otherwise diverges from its original targets.

Product development and internal projects are governed by the INVEST process, which also provides the approach and tools for risk management in this area.

INVEST process validates the level of investment required, the alignment with market target and the Group's commitment on internal project or product development. Worldline operates equally a risk management system that facilitates the analysis and treatment of risks throughout the life cycle of the internal project or product.

The Group ARROW manager reports directly to the Group Chief Financial Officer.

The Group security risk management

The Group has put in place a specific function to manage security risk, covering security awareness, access and security management (e.g. review of access to production systems, data and functions, access to cardholder data by the banks and cryptographic key management) and security architecture & policies.

Security risk management measures relate, in particular, but not exclusively, to physical measures, network, system security, protection of personal data, vulnerability management, security patches, logical access, intrusion detection, logging and monitoring.

The Group's risk management process, supervised by the Quality Security Risk (QSR) division, analyzes security-related threats and vulnerabilities in order to avoid any unwanted increase in risk exposure.

A formal security awareness program is maintained to ensure that all personnel are aware of the importance of security. On a

yearly basis, all employees of the Group have to attend this program and to acknowledge that they have read and understood the security policy and procedures of the Group.

Incident response plans are developed and deployed in order to be prepared to respond immediately in the event of a system breach.

F.1.4 Insurance

Notably based on the work conducted by the Risk Management team, Worldline Group identifies the principal insurable risks and quantifies their potential consequences, and defines the policy with respect to insurances.

The Worldline Group entities are covered by the master insurance policies maintained by Worldline, under which they are insured parties and which are centrally negotiated by the Worldline Group. The policies offer coverage for risks regarding property damage and business interruption, general and commercial liability and professional indemnity, cyber-criminality, crime, Directors & Officers liability, and others.

As such, Worldline Group is covered for General and Commercial Liability and Professional Indemnity insurance with a coverage limit of € 80 million in 2022.

Also, Worldline's property damage and business interruption policy, valid until December 31, 2022, includes a coverage limit of € 180 million, and Ingenico entities that are part of the Worldline group, and non-TSS, are integrated into this policy. Due to the project to divest TSS, TSS entities are covered in a

separate insurance agreement for property damage and business interruption, with a coverage limit of € 49.9 million.

The Group is insured under certain other policies covering other insurable risks for an amount adequate for the risks incurred, taking into account the size of, and risks incurred by the Worldline Group. Deductibles are set at a level intended to encourage good risk management and to control premium costs.

The Group also maintains policies required for regulatory reasons.

Worldline Group formed in 2019 a dedicated reinsurance company which it wholly owns, Worldline Ré. This reinsurance company covers the Worldline Group's entities in respect of certain portions of the General and Commercial Liability and Professional Indemnity policy. The insured risks of the dedicated reinsurance company are also monitored by the subscription Committee of the reinsurance company, which ensures that capital and technical reserves are sufficient for the risks incurred and seeks a satisfactory level of diversity in reinsurers.



F.2 Risk factors

The above-mentioned risk management activities allowed the Group management to select, and rank in priority order, the risk factors specific to the Group which are the most material. Furthermore, this exercise is based on the Risk Taxonomy developed by Worldline to ensure adequate mapping with its needs. They are classified by importance (decreasing in magnitude after taking into account the mitigating measures taken by the Group).

The Sections F.2.1 to F.2.4 describe the Group's major risks, *i.e.* which could have a material adverse impact on its business or results (or its ability to achieve its objectives) and/or a possible likelihood to occur, classified within the four different risk domains. The materiality of the risks has been assessed based on the probability of their occurrence and the expected magnitude of their negative impact. The table below provides a summarized overview of the main risk categories:

Challenges	Main Risks	Worldline action plans and KPIs
Building customer trust with reliable, secured, innovative and positive impact solutions;	F.2.1.1 Information Security	Refer to Section D.2.3.
Being a responsible employer	F.2.2 People	Refer to Section D.3.
Building customer trust with reliable, secured, innovative and positive impact solutions;	F.2.3 Market challenges including: F.2.3.1 Innovative portfolio F.2.3.2 Competitors' landscape	Refer to Section D.2.2.
Building customer trust with reliable, secured, innovative and positive impact solutions;	F.2.4 Service delivery quality and business continuity	Refer to Section D.2.3
Ensuring business ethics including Human rights and rising up sustainable procurement practices within its value chain;	F.2.1.3 Supply Chain	Refer to Section D.4.4

F.2.1 Operational Risks

F.2.1.1 Information Security

The Group's visibility, or the visibility of the brands for which it processes data, in the global payment and digital services industry may attract hackers to conduct cyber-attacks on its systems that could compromise the security of its data or could cause interruptions in the operations of its businesses and expose the Group to increased costs, litigation and other liabilities. The sensitivity of activities, geopolitical tensions and increasing sophistication of cyber-crime contribute to intensify this risk.

As part of its business, the Group operates various services that involve the collection, accounting and management of cash inflows and outflows for different parties operating across the payment services chain. The Group electronically receives, processes, stores and transmits sensitive business information of its clients. In addition, depending on the services offered, the Group collects and processes a significant amount of sensitive personal consumer data, including names and addresses, bank account data, payment history records, personal medical data and tax information, among other consumer data. The confidentiality and integrity of the client and consumer information that resides on the Group's infrastructure and information systems is critical to the successful operation of its business.

An information breach in the system and loss of confidential information such as credit card and bank account numbers and related information could have a longer and more significant impact on the Group's business operations than a hardware failure and could result in claims against the Group for misuse of personal information, such as identity theft. The loss of confidential information could result in the payment of damages and reputational harm and therefore have a material adverse effect on the Group's business, results of operations or financial condition.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

As a result, risks related to cyber-attack, security of systems and data protection are highly important for the Group in terms of impact and likelihood and are therefore proactively and closely monitored. The Group security organization has defined a set of Global Security and Safety policies, standards, guidelines and mitigating measures to address the security and cyber-attack risks. Those measures are further detailed in Section D.2.3 "Ensure system security, reliability & business continuity".

F.2.1.2 Human Resources

All of the Group's businesses functions are at the intersection of rapidly changing technological, social, economic and regulatory developments that requires a wide-ranging set of expertise and intellectual capital. For the Group to successfully compete and grow, it must attract, retain and develop the necessary personnel who can provide the needed expertise across the entire spectrum of the Group's intellectual capital needs.

The market for qualified personnel, particularly in the area of information and payment technology, was already highly competitive before the Covid-19 crisis and has been exacerbated due to the significant development of work from home policies conducting to a more an more international competition on talents, contributing to increase the risk related to people retention and acquisition.

As part of its growing strategy, the Group's ability to retain employees and key competences in the acquired companies is essential.

Failing in those domains might impact the Company as it may limit the organization's ability to provide high quality services as contractually agreed followed by penalties/claims, win opportunities or loss of customers and reputation damage.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

The Group has implemented a strong program to face this challenge by notably continuously reinforcing the employer brand, increasing its ability to attract new resources with faster decision making & onboarding. Additional set of programs and mitigating measures to address these people risks. Those measures are further detailed in Section D.3 "Being a responsible employer".

F.2.1.3 Supply Chain

Since 2021, a global electronic component shortage triggered by Covid 19 (increase of electronic component needs, logistics issues due to lock-downs, ...) impacting the entire electronic area. Worldline who is providing terminals to merchants could be impacted in case of inability of its suppliers to provide the expected volumes.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

To limit the risk and its consequences, Worldline is sourcing terminals from various forefront suppliers, notably Ingenico Terminals. In order to avoid any disruption in its supply chain, this situation has conducted to an extreme scrutiny of industrial forecasts as well as sales forecasts to anticipate as much as possible the needs.

The Terminals, Solutions & Service Global Business Line is facing the market constraints. TSS having outsourced the production of its payment terminals to a leading industrial partner (Jabil) specializing in the assembly of electronic products (external manufacturing services, EMS), is able to benefit from this experience partner.

In order to best anticipate the risk of supply disruptions due to shortages, supplier failures or natural risks, a policy of multisourcing components is systematically applied whenever possible, and in some cases safety stocks are built up for critical components. In addition, certain strategic suppliers are required to have two production sites for sensitive components. TSS benefits as well from long time built relationship with its suppliers. As part of the outsourcing of the production of its payment terminals to Jabil, TSS has given its suppliers several commitments to buy back inventory.

Even if the geographical distribution of the production sites of the various EMS covers geopolitical and natural risks, the Group cannot rule out the possibility that, in the event of a major political problem or local lockdowns due to Covid-19, a change of production site could generate temporary difficulties in the production of the terminals.

F.2.1.4 Business Continuity

The Group depends heavily on the efficient and uninterrupted operation of core systems, including its computer systems, software, servers and data centers. The services the Group delivers are designed to continuously, securely and reliably process very complex transactions-very often in real-time-and provide reports and other information on those transactions, all at very high volumes and processing speeds. Any failure to deliver an effective and secure service or any performance issue that result in significant processing or reporting errors or service outages could have a material adverse effect on a potentially large number of users, the Group's business and, ultimately, its reputation.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.



Risk analysis

Risk factors

Risk management

The Group has defined a set of programs and mitigating measures to address these continuity risks. Those measures are further detailed in Section D.2.3.2 "A robust and reliable IT Infrastructure" and Section D.2.3.3 "A resilient business continuity strategy".

TSS having outsourced the production of its payment terminals to Jabil. The majority of payment terminals are produced at several sites, which make it possible to switch production from one site to another in the event of failure of one of them.

F.2.1.5 Third parties

To conduct its activities, the Group resorts to various set of vendors, contractors and partners.

The integration of third parties work within activities are creating dependencies but also new threats e.g. notably due to the inter-connection of systems. Hackers are more and more taking advantage of potential weaknesses of vendors to reach their final taret.

F.2.2 Compliance & Legal Risks

F.2.2.1 Regulatory requirements

The Group is subject to a wide array of stringent regulations, particularly in the following fields: competition law, payment regulations, corruption, controls on exports of dual-use goods, data protection, labor laws, human rights, international sanctions, money laundering and terrorist financing, fraud, harassment and discrimination and, to a lesser extent, tariffs and trade barriers, restrictions on the repatriation of funds.

Failure to comply with laws, rules and regulations or standards to which the Group is subject in different countries it is operating in, Europe and internationally, in particular the regulations applicable to payment institutions and systemic processors, which are considered critical to the local economy, may result, among other things, in the suspension or revocation of a license or registration, forced replacement of existing management, the limitation, suspension or termination of service, and the imposition of fines, sanctions or other penalties, any of which could have a material adverse effect on the Group's business, financial condition or results of operations, as well as damage the Group's reputation.

Regulation of the payments industry has increased significantly in recent years and continues to increase. For instance, the growing enthusiasm for Internet, mobile and IP-based communication networks have led to new laws and regulations regarding confidentiality. Extra regulatory requirements are now applicable, such as additional regulatory filing as to ensure keeping the payment institution licenses, the obligation to register agents with supervisory authorities and to establish

On the same time, regulations have strenghten over third parties, brining enhanced requirements notably on due diligence.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

Third parties are jointly managed by the Purchasing department and the Business Sectors. The Purchasing function is responsible for base cost management and administration of the commercial relationship with the vendor, including identification and selection, data input for customer offers, contract negotiation and signature, cost saving actions and innovation ideas. The business units are responsible for defining the characteristics of the goods and/or services requested and managing quality, cost and operational delivery indicators. The security, business continuity & compliance teams have defined a set of critiria included in the qualification process to limit this risk.

From an environmental perspective, the Group receives regular assessments of its suppliers on Corporate Social Responsibility risks from EcoVadis.

local contact points towards regulators in countries where licenses are passported *via* group companies or *via* agents, additional reporting (e.g. fraud, incidents, etc.). In addition, the Group has adapted the solutions in accordance with the Regulatory and Technical Standards on Strong customer authentication and secure communication under PSD2, for the migration to Strong customer authentication for e-commerce card-based payment transactions.

In order to comply with regulations applicable to its business, and in particular to the activities of payment institutions and subcontractors of credit institutions, the Group is required to adhere to a broad number of requirements in the countries in which it operates, especially as pertains to its IT infrastructure, internal controls and reporting rules. Compliance with these evolving standards, and the corresponding costs could have a material adverse effect on the Group's financial condition or results of operations. In particular, the Group could be subject to audits by the regulatory authorities of the countries in which it holds a license (Belgian regulatory authority - the Banque Nationale de Belgique, the Dutch regulatory authority - the De NederlandscheBank, the Swedish regulatory authority - Finansinspektionen - the UK Financial Conduct Authority and the Luxembourg regulatory authority - the Commission de Surveillance du Secteur Financier) in respect of the effectiveness of its internal controls and audit systems and risk management. In the event that such audit reveals that the Group is not in compliance with the relevant regulatory requirements, the Group's efforts to remedy such instances of non-compliance could have a material adverse effect on the Group's financial condition and results of operations.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

The Group's Compliance department is responsible for supervising and monitoring all matters relating to ethics and compliance within the Group. As Second Line team, the Compliance department is providing all necessary information to the First Line to ensure compliancy with latest regulations.

It handles the implementation of the various aspects of the Group's Code of Ethics and Business Conduct and ensures that these issues and compliance policies are consistent across the Group.

In addition, the Group may call on experts to conduct *ad hoc* checks on the compliance of some of its practices with applicable regulations.

F.2.2.2 Data Protection

In the context of its activities, the Group collects, uses and processes various types of data, including personal data. The Group has noted an increase in the number of laws and regulations relating to data management and in particular to personal data, within the European Union but also in other regions where the Group operates.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

The Group has taken measures to ensure the reliability of its data protection and security systems, as well as to reduce the possible risks caused by a breach of the personal data it processes.

Despite the measures adopted by the Group, in particular with respect to the European Regulation on the protection of personal data ("GDPR") aimed at guaranteeing the confidentiality, integrity and security of data, the risk of possible attacks or violations involving personal data remains.

F.2.2.3 Card Scheme Rules

In order to provide its transaction processing services, the Group must be a member (commercial acquirer), and be registered as a processor, of payment schemes in the territories where the Group provides such services. The relationship with these card networks or any changes in network rules or standards, including interpretation and implementation of the rules or standards, that increase the cost of doing business or limit the Group's ability to provide transaction processing services to or through its merchants or partners, could adversely affect its business, financial condition or results of operations.

Furthermore, if the Group is unable to maintain its membership as a commercial acquirer or registration as processor of such payment schemes, which may be due to non-compliance with the payment schemes' rules or guidelines (including major security or fraud incidents) resulting in the suspension or cancellation of the Group's registration, the Group may no longer be able to provide acquiring or processing services to the affected customers.

As such, the Group and its customers are subject to card network rules that could subject it or its customers to a variety of fines or penalties that may be levied by card networks for certain acts or omissions. In addition, from time to time, card networks increase the fees that they charge to their members and their processors.

Risk management

Worldline has setup a centralized scheme management team, which has a holistic view of scheme related topics and is able to facilitate the organization in a structured and centralized manner (e.g. to manage licenses and facilitate scheme compliance process to ensure compliance with rules).

With respect to increased costs charged by the schemes (e.g. increased network & processing fees...), the Group could be led to attempt to pass all or part of these increases along to its merchants, which could result in the loss of some of such clients to competitors if those latter competitors pursue a different strategy. If the Group was to absorb all or a portion of such fees, it could lead to an increase in the operating costs and reduce the earnings of the Group.

F.2.2.4 Intellectual Property

The Group's intellectual property may be challenged or infringed, and the Group may be subject to infringement claims, cross license agreement requests or license requirements under open source especially in areas such as China, India and Latin America.

While the Group strives to ensure that its intellectual property is sufficient to permit it to conduct its business independently, others, including the Group's competitors, may develop similar technology, duplicate the Group's services or design around the Group's intellectual property. In such cases the Group could not assert its intellectual property rights against such parties or the Group may have to obtain licenses from these third parties (including in the context of cross license agreements, pursuant to which the Group would also grant a license under its intellectual property). The Group may have to litigate to enforce or determine the scope and enforceability of its intellectual property rights, trade secrets and know-how, which is expensive, could cause a diversion of resources and may not prove successful. The loss of intellectual property protection or the inability to obtain third party intellectual property could harm the Group's business and ability to operate freely.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.



Risk management

The Group relies on a combination of contractual rights (e.g. through its suppliers) and copyright, trademark, patent and trade secret laws to establish and protect the Group's proprietary technology and its products. Third parties may challenge, invalidate, circumvent, infringe or misappropriate the Group's intellectual property.

In order to mitigate this risk, the Group has rolled out a specific intellectual property governance with the implementation of appropriate policies and processes, and a strong worldwide patent applications filings campaign. This governance is headed by an intellectual property Steering Committee which convenes periodically and gathers management representatives and internal stakeholders and ramifies deeply the requests.

F.2.3 Strategic & Corporate Social Responsibility Risks

F.2.3.1 Ukraine situation

Worldline, being a global player, is exposed to geopolitical risks. The rapid escalation of the situation in Ukraine and its consequences could represent a risk for Worldline.

It should be noted that the exposure of Worldline continued operations, to the Ukrainian market is negligible, TSS being the only Global Business Line present within the country.

On the Russian market, where Worldline operates different kind of services, mostly through its Merchant Services Global Business Lines, there could be an impact due to the sanctions decided by either Governments, payment partners (regulators & schemes), however from a business perspective, the Russian exposure remain low.

Risk management

Worldline is closely monitoring the situation in Ukraine through its Global Crisis Management team.

The primary concern remains the safety of the TSS colleagues who are located there.

In continuous consultation with local management, the Group has taken several measures that include – but are not limited to – the set-up of active daily check-ins, tailored financial support and a helpline and guidance for individual team members and their families.

In parallel, as a fully compliant organization everywhere we operate, Worldline is applying all measures decided by the relevant international authorities, payment regulators and payment schemes.

The business teams are fully mobilized and, with the highest standards of the latest security technologies already implemented, remain extra-vigilant.

F.2.3.2 Coronavirus pandemic (Covid-19)

The risk relating to the Coronavirus (Covid-19) pandemic is continuously monitored by management both at Group and local entity level.

The evolution of the risk relating to the Coronavirus (Covid-19) pandemic requires continuous reassessment of its impact at Group level. This pandemic constitutes a health, operational and financial risk. The spread of this virus and its

consequences, in particular the successive measures taken by governments or stakeholders in response, is likely to affect the health of employees and service providers, the Group's operations and projects, as well as its financial situation. The main risk factors of this pandemic have been identified. Without being exhaustive, they can be summarized as follows:

- Health impacts on the health and activities of the Group's employees and service providers, which could lead to restrictions and/or disruptions in the conduct of operations or the loss of employees in critical positions (see Section F.2.1.4 "Business continuity");
- Operational impacts due to the disruption of industrial supply chains for products or equipment (see Section F.2.1.3 "Supply chain"); and
- Financial impacts resulting from the global slowdown in economic activity involving lower transactions volumes and non on-payment in sectors specifically affected by the health crisis or on the availability or cost of financial resources (see Section F.2.3.6 "External Events").

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

Pandemic risk is addressed by the Group Business Continuity Plan. This plan was activated as early as February 2020, resulted in a ramp up of the Group's remote working rate as the crisis developed, and in the full compliance with the local regulatory requirements. These measures meet both priority objectives of protecting the health of the Group's employees and ensuring a continuous delivery of the Group's services. In addition, Worldline's sales force remained in constant dialogue with its customers and in particular supported retailers for their need for click & collect capacity upgrades, offered support to merchants to quickly set up their online business, promoted contactless payments as well as mobile POS systems.

The monitoring of merchant risks was also reinforced. In that respect, Worldline's risk management teams have been expanded with new members and new tools. Lastly, Worldline has been cooperating with its partners (banks and payments brands) in numerous countries throughout Europe (Belgium, The Netherlands, Germany, Switzerland, etc.) to facilitate and implement higher contactless payment authorization limits, in light of the World Health Organization recommendations for fostering ePayments and limit the risk of transmitting the Covid-19 virus through bills and coins.

F.2.3.3 Competition & market trend

The global payment and digital services market in which the Group competes is subject to rapid and significant technological change, new product and service introductions, evolving industry standards, changing customer needs and preferences and the entrance of non-traditional competitors. In order to remain competitive, the Group must anticipate and respond to the fast-changing market environment, which requires significant investment in Research and Development. The Group must also optimize its technological infrastructure, including its payment processing and other IT platforms to best position it to profit from market growth and new services.

While the Group expects innovative solutions developed to address the ongoing digital transformation of retailers and other businesses to comprise an important and increasing component of the Group's services portfolio going forward, the Group may fail to keep pace with these changes, to continue to develop and introduce attractive and innovative services or re-align and rationalize offerings after acquisitions. Any delay in offering new or updated services, failure to differentiate the Group's services or to accurately predict and address market demand could render the Group's services less desirable to its clients, which, in turn, could have a material adverse effect on the Group's business, financial condition or results of operations.

Moreover, the projects that the Group undertakes to enhance its technological infrastructure in response to evolving market trends require significant investment and no assurance can be given that the trends, products or services such enhancements are designed to address will develop as expected or whether such efforts will be successful. If the Group invests significantly in Research and Development efforts targeting new services and solutions for which a market does not develop as anticipated or at all, it could have difficulty recovering the costs it has incurred in developing these new services and solutions and, to the extent that such investments have been capitalized, incur significant write-offs.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

The Group is ensuring a continuous monitoring on market trends and new products, services as well as innovations, which allows the Group to continuously adapt its portfolio to accommodate the emerging new payment methods. Sales transformation streams are creating and extending networks between sales of various countries and organizations, which support cross fertilization and cross GBL value proposition.

The Group has defined a set of programs and mitigating measures to address these innovation risks. Those measures are further detailed in Section D.2.2 "Spur sustainable innovation".

F.2.3.4 Merger & acquisition

As part of its growth strategy, the Group study acquisition opportunities and alliance relationships with other businesses that will allow the Group to increase its market penetration, geographical footprint, technological capabilities, product offerings and distribution capabilities. The Group's strategy of expanding through acquisitions exposes it to a number of risks associated with valuation and potential undisclosed liabilities (negotiating a fair price for the business based on inherently limited diligence) and integration of businesses (managing the complex process of integrating the acquired company's workforce, products, technology and other assets so as to realize the projected value of the acquired company and the synergies projected to be realized in connection with the acquisition).

The process of integrating as well as divesting operations could also cause an interruption of, or loss of momentum in, the activities of one or more of the Group's consolidated businesses and the possible loss of key personnel. The diversion of management's attention and any delays in the delivery of the Group's services or difficulties encountered in connection with acquisitions and the integration of the two companies' operations or divestment could have an adverse effect on the Group's business, results of operations, financial condition or prospects.

As of December 31, 2021, € 9,329.6 million of goodwill was recorded on the Group's balance sheet. Goodwill represents the excess of the amounts the Group paid to acquire subsidiaries and other businesses over the fair value of their net assets at the date of acquisition. Goodwill has been allocated at the level of the Group operating segments set forth in the Appendices to the consolidated financial statements. Goodwill is tested for impairment at least annually, or more frequently when changes in the circumstances indicate that the carrying amount may not be recoverable.



Risk analysis

Risk factors

The recoverable amounts of the Cash Generating Units are determined on the basis of value in use calculations, which depend on certain key assumptions, including assumptions regarding growth rates, discount rates, and weighted average costs of capital during the period. If management's estimates change, the estimate of the recoverable amount of goodwill could fall significantly and result in impairment. While impairment does not affect reported cash flows, the decrease of the estimated recoverable amount and the related non-cash charge in the income statement could have a material adverse effect on the Group's results of operations. Goodwill evolution is detailed in Note 9 to the consolidated financial statements.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.¹

Risk management

In the context of regular and significant acquisitions such as the acquisition of SIX Payment Services on November 30, 2018, and Ingenico on October 28, 2020, the Group rolls out an integration program closely monitored by general management through a weekly "Integration Committee". This program is built around dedicated streams to ensure complete and adequate integrations and aimed at improving the global efficiency. It includes notably an in-depth review of contracts and merchants at risk in all countries in order to assess properly the fair value of contracts and implement corrective actions when needed.

In the context of a divestment, a comparable approach is also implemented.

F.2.3.5 Business opportunities

One of the core elements of the Group's strategy is to expand the geographic footprint for its services including by expanding services that have experienced success in one or more of the Group's markets to other markets served by the Group. This strategy involves a number of significant risks including: the regulatory frameworks or consumer preferences in the new markets entered may make the Group's products less attractive, potential less favorable payment terms and increased difficulty in collecting accounts receivable and developing payment histories that support collectability of accounts receivable and revenue recognition, obstacles to its use of, and access to, property and data centers important for its operations, especially in emerging countries.

There can be no assurances that these markets will develop as expected or that the Group will fully recover the investments it has made to develop such products and services.

Similarly, there can be no assurances that the Group's efforts to expand its services into new markets will be successful, particularly in light of the competition it faces from incumbent providers of such services in these new countries. If the Group is not able to successfully expand its existing service to new markets, the Group's growth strategy may not be successful, which, in turn could have a material adverse effect on its business, financial condition, results of operation or prospects.

Risk management

With regard to new markets expansion, the Group ensures that all due diligence activities it carries out involves various departments within the Group (e.g. Legal, Compliance, risk management). The Group also seeks the support of external experts when needed. Furthermore, significant decisions are going through an internal approval process to ensure that all risks are identified and considered during the decision process.

F.2.3.6 External events

The Merchant Services, electronic payments, payment processing, and digital services industries are influenced by the overall level of individual consumer, business, and government spending, and, with a significant retail and government client base, the Group's business is particularly dependent on these factors. The Group is exposed to general economic conditions that affect consumer confidence, consumer and government spending, consumer discretionary income or changes in consumer purchasing habits. A renewed deterioration in macro-economic conditions in key countries where the Group operates, particularly in Europe, may adversely affect the Group's financial performance by reducing the number or average size of transactions made using card and electronic payments. Moreover, during economic downturns, existing and prospective clients may be more reluctant to renew their IT hardware and software. Possible governmental austerity measures or changes in government policies may be imposed and could prompt decreases in government spending, which, given that a significant portion of the Group's revenue is derived from government clients (in France and the United Kingdom, in particular), could have a material adverse effect on the Group's business, results of operations and financial condition.

¹ As mentioned in section A, following the strategic review of this activity, the Board of Directors approved the strategy to divest TSS («Terminals, Solutions & Services»), so it can pursue an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL is accounted for under IFRS 5 as discontinued operations. On February 18, 2022, Worldline entered into exclusive talks with the Apollo Funds on the basis of a binding offer for the purchase of 100% of the shares of TSS. The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the second half of 2022.

In the event of a closure of a merchant due to adverse economic conditions, the Group is unlikely to receive its fees for any transactions processed by that merchant in its final months of operation, which would negatively impact the Group's business, financial condition or results of operations. The Group's merchant clients and the other participants in the electronic payment system, including payment service providers, are liable for any fines or penalties that may be assessed by the card payment networks. Card payment network standards could require the Group to compensate consumers for services and products purchased but not provided following a merchant's bankruptcy. In the event that the Group is not able to collect such amounts from payment service providers and other agents, due to fraud, breach of contract, insolvency, bankruptcy or any other reason, the Group may find itself liable for any such charges.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

To mitigate the risks related to macro-economic changes and country instability, the Group enlarges its worldwide presence. With the integration of Ingenico, the Group operates in more than 170 countries (including TSS) around the world, with a vocation to pursue the development of its activities.

As a result, it is particularly exposed to the following events:

- The local economic and political situation;
- Exchange rate fluctuations;
- Restrictions imposed on the repatriation of capital;
- Unanticipated changes to the regulatory environment by local regulators;
- The various tax regimes, which may have a negative impact on the Group's results of operations or cash flows, including regulations on transfer pricing, withholding taxes on remittances and other payments made by joint ventures and subsidiaries;
- Import restrictions;
- Customs duties, export control of goods and services and other trade barriers;
- Or other local or global macroeconomic events (such as a change in government, conflicts, a Brexit-type change, or a local or global health crisis such as Coronavirus).

The Group conducts a detailed review of the regulatory framework in each country in order to understand the market, define the conditions for setting up operations, and is vigilant with regard to payment terms, particularly in the countries of Africa, Middle East, Southeast Asia and Eastern Europe. The local teams are also a source of information for the Group so that it can adapt its strategy if an event is identified that could have an impact on the Group.

The Group makes also a periodic strategic operational review of its activities in order to fully revisit all options in respect of portions of the business which would not have the critical size on their market, as well as activities considered as being non-core business.

F.2.3.7 Environmental risks [extra-Financial risks – Reducing Worldline's environmental footprint]

The Group main global external environmental risks relate to climate change (adaptation, energy and carbon) and to circular economy. More details on environmental risks are contained in Section D.5 "Reducing our environmental footprint".

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

Energy, carbon and electronic waste are the main environmental challenges for the Group. The Company is therefore conducting specific assessments and actions, in these areas of concern according to place of consumption and impact (offices, data centers, and terminals, travels) in order to reduce its environmental footprint. Please refer to Section D.5.2 for details.

Regarding circular economy, Worldline SA/NV adopts an exemplary approach for electrical and electronic equipment regarding the production of its terminals all along the value process creation (collected, disassembled and recycled by certified companies). Please refer to Section D.5.2.3 "D.5.2.3 Reduce our carbon footprint" for further details.



F.2.4 Financial Risks

F.2.4.1 Credit and/or counterparty risk

Credit and/or counterparty risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group believes that it has limited exposure to concentrations of counterparty / credit risk due to its large and diverse customer base. The Group's greatest credit risk position is borne with respect to its financial institution customers.

The Group is also exposed to some credit risk in connection with its Commercial Acquiring activities. In the event of a dispute between a cardholder and a merchant that is not resolved in favor of the merchant, the transaction is normally "charged back" to the merchant and the purchase price is credited or otherwise refunded to the cardholder. In the context of the Group's commercial acquiring business, if the Group is unable to collect such amounts from the merchant's account or reserve account (if applicable), or if the merchant refuses or is unable, due to closure, bankruptcy or any other reason, to reimburse the Group for a chargeback, the Group bears the loss for the amount of the refund paid to the cardholder. Additionally, the Group has potential liability for fraudulent electronic payment transactions or credits initiated by merchants or others. Any increase in chargebacks not paid by the Group's merchants could have a material adverse effect on the Group's business, financial condition, results of operations or prospects. Also for each transaction, the Group provides a performance guarantee to the merchant in respect the cardholder's payment. Therefore, the Group is exposed to a credit risk in the event of non-payment by the cardholder.

For the TSS business, the Group is also exposed to the credit risk on its receivables which could lead in payment defaults. The Group manages this invoice risk through individual or mass market assessment based on customer's probability of default, terms of payments, revenue flows and invoice recurrence. The riskier a customer is, the shorter the payment terms are, strengthened by secured payments (prepayments, bank guaranties, insurances).

Risk management

The Group manages the credit risk by consistently selecting leading financial institutions as clients and by using several banking partners. Regarding credit risk in connection with its Commercial Acquiring activities, the Group monitors these risks by selecting financially sound clients, requesting guarantees (collateral build up, delegation of insurance, etc.) and checking daily transaction flows to avoid excessive exposure to these risks.

F.2.4.2 Exchange rate risk

The bulk of the Group's revenue, expenses and obligations are denominated in euro. In 2021, 73.5% of the Group's revenue was generated in euro-zone countries whereas 26.5% was generated in non-euro zone countries, including 10.5% in swiss francs, 3.2% in pounds sterling and 2.5% in Indian rupee. Since the Group's financial statements are denominated in euros, its revenue is affected by the relative value of the euro versus the currency of the non-euro zone countries in which it generates revenue (currency translation exposure). In terms of currency transaction exposure (i.e., a mismatch between the currencies in which revenue is generated and costs are incurred), the Group considers its exposure to be limited as its costs in the euro zone are generally incurred in euros and its revenue is generated in euros and in non-eurozone countries it generally makes its sales and incurs the majority of its operating expenses in the local currency.

The intercompany re invoicing of Central costs is labeled in euros. The variation of the balances linked to exchange rate fluctuations are booked in financial statements of each subsidiary and may impact positively or negatively the financial result of the Group.

Risk management

Hedgings are set up based on budget exposure which is qualified as "Cash Flow Hedge" (IFRS).

This risk is also applicable to the Terminals, Solutions & Services Global Business Line due to forex exposure to a number of currencies (US dollar, Canadian dollar and Chinese RMB). Financial instruments used to hedge are forward purchase and sale contracts, foreign exchange options, swaps, and foreign lending/borrowing.

F.2.4.3 Financing and Liquidity risk

As at December 31, 2021, the Group's net debt amounted to € 3,126 million, consisting mostly of long-term financing borrowings (for € 4,252 million) and cash and cash equivalents (for € 1,126 million). The banking and financial indebtedness of the Group is described in Section E.4.3, as well as in Note 7.4 to the consolidated financial statements.

Risk management

Although the Group has a demonstrated capacity to generate significant levels of free cash flow (amounting to € 407 million in 2021), its ability to repay its borrowings in the manner provided for therein will depend on its future operating performance and could be affected by other factors (economic environment, conditions in the debt market, compliance with legislation, regulatory changes, etc.). In addition, the Group could have to devote a significant part of its cash flow to the payment of principal and interest on its debt, and this could consequently reduce the funds available to finance its day-to-day operations, investments, acquisitions or dividend payments.

The Group has an investment grade credit rating from Standard & Poor's Global Ratings (BBB with stable outlook), a testament to the strength of the Group's business model and its balance sheet.

The Group considers that managing liquidity risk depends primarily on having access to diversified sources of financing in terms of origin and maturity. This approach represents the basis of the Group's financing policy.

F.2.4.3 Risk on shares

The risk on shares is limited to treasury shares.

F.2.4.4 Organizational structure risk

Please refer to Section G.5.4.9 Control of the Issuer.

F.2.4.5 Clients – [extra-financial risks – Build customer trust]

The Group's overall revenue is spread among a relatively large number of customers, although one customer represents 2.3%

of the Group's total revenue in 2021. Nevertheless, within certain of the Group's Global Business Lines and key geographic areas in which the Group operates, a significant percentage of revenue is attributable to a limited number of customers. For example, in Financial Services, the five largest customers accounted for 33% of 2021 revenue of that Global Business Line while in Mobility & e-Transactional Services, the five largest customers accounted for 21% of 2021 revenue of that Global Business Line. The two key countries where the customer concentration is the strongest are Germany where the five largest customers accounted for 29% of 2021 revenue in that country, and France where the five largest customers accounted for 28% of 2021 revenue in that country. Given these concentrations, the loss of a customer could have a significant impact on the Group's business, particularly if the Group loses key customers for its smaller or newer business lines.

The Group's client contracts typically vary in length from three to five years, while certain of its contracts with public sector clients in Latin America have terms of up to 10 years. At the end of a contract's term, the Group's clients have a choice to either renegotiate their contract with the Group, increase or decrease its scope, seek out the Group's competitors to provide the same or similar services or cease outsourcing the relevant activity. Failure to renew client contracts could negatively impact the Group's business. In addition, customers may seek price reductions from the Group when seeking to renew or extend contracts, or when the clients' business experiences significant volume changes. Further, certain clients may seek to lower prices previously agreed with the Group due to pricing competition or other economic needs or pressures being experienced by the customer. If the Group is unsuccessful in retaining high renewal rates and contract terms that are favorable to it, the Group's business, results of operations or financial condition may be adversely affected.

In addition, there have been a number of mergers and consolidations in the banking and Financial Services industry in recent years. Mergers and consolidations of financial institutions reduce the number of the Group's clients and potential clients, which could adversely affect its revenue or lead to the non-renewal of existing contracts.

This risk is also applicable to the Terminals, Solutions & Services Global Business Line.

Risk management

In order to attract new clients and decrease the concentration of clients in some geographic areas and business lines, the Group is exploiting the market evolution and promotes the diversity of its portfolio. For details refer to Section D.2.1 "Meet customer expectations".



F.3 Legal Proceedings

The Group is involved in legal, administrative and regulatory proceedings in the ordinary course of business. The Group records a provision in cases that it considers likely to result in financial loss to the Company or one of its subsidiaries, where the amount of such loss can reasonably be estimated.

The low level of claims and litigation is attributable in part to self-insurance incentives and the vigorous promotion of the quality of the services performed by the Group and the intervention of a fully dedicated risk management department, which effectively monitors contract management from offering through delivery and provides early warnings on potential issues. All potential and active significant claims and disputes

are carefully monitored, reported and managed in an appropriate manner and are subject to legal reviews by the Group Legal department. Such legal proceedings are reported to the Audit Committee of Worldline.

Processes and policies are deployed in order to ensure the identification, at an early stage, of the litigation risks and its regular follow-up in collaboration with the various functions and managers.

Group management considers that sufficient provisions have been made.

F.3.1 Labor claims

There are approximately 20,700 employees in the Group and relatively few labor claims. In almost every jurisdiction there are no or very few claims.

The Group is a respondent in very few labor claims and in the Group's opinion most of these claims have little or no merit and are provisioned appropriately.

The labor claims have been provisioned for an overall amount of €0.6 million as inscribed in the consolidated financial statements for the year ended December 31, 2021.

F.3.2 Commercial and IP related claims

There are a small number of commercial claims across the Group (including inherited from the SIX Payment Services and Ingenico acquisitions) given the size of the Group and its activity.

The Group is also facing a small number of IP or unfair practice cases (including inherited from the SIX Payment Services and Ingenico acquisitions) most of which are, in the Group's

opinion, considered as claims of a speculative nature in which the claims are considered as inflated and not founded.

The total amount of the provisions for commercial litigation risks and contingencies in the consolidated accounts for the year ended December 31, 2021, to cover for the identified commercial claims and litigations, added up to €61.5 million.

F.3.3 Tax claims

The Group is involved in a number of routine tax claims, audits and litigations. Such claims are usually solved through administrative non-contentious proceedings. These claims have no material effect on the financial condition or results the Company or the Group and are provisioned appropriately.

As of December 31, 2021 €12.4 million were recorded by the Group concerning tax litigation.

F.3.4 Other legal proceedings

Argentina Investigations

In respect of the contactless smartcard schemes for municipal transportation networks operated by Worldline Argentina, the cash collection and transportation function is outsourced to subcontractors. Between mid-2011 and September 2012,

Worldline Argentina subcontracted such services with respect to its fare collection scheme in Cordoba (the "Red Bus" scheme) to a local association of companies, UTE Ribelux Cordubensis, which included CBI Cordubensis SA ("CBI"). In September 2012, Worldline Argentina replaced CBI with another subcontractor, Logistica y Distribucion Cuyo Card SA ("LyD"), due to dissatisfaction with CBI's service and in

particular the inclusion in the funds flow of third party cheques in lieu of cash collected.

In late 2013, the Group's management became aware of potential irregularities in connection with the Red Bus scheme upon receipt of anonymous e-mails, apparently from an internal source, which contained allegations about suspicious and possibly illicit behavior on the part of LyD. The Group promptly commenced an internal investigation into the allegations. In early 2014, the Group's internal investigation was expanded following the emergence of reports in the Argentina press relating further allegations of irregularities and possible illegal activities, including money laundering and corruption, in the functioning of the Red Bus scheme.

On March 28, 2014, Worldline Argentina received a request from the Office of the Prosecutor for Economic Crime and Money Laundering (PROCELAC) of the Argentine National Public Prosecutor's Office to provide specified information and documentation relating to the Red Bus scheme. Worldline Argentina promptly provided the information requested. PROCELAC has since then opened a case file to investigate further the possible involvement of various parties in acts of "criminal association" (asociación ilícita) and tax evasion.

The Group's internal investigation into this matter, which has been conducted through its Internal Audit and Finance departments assisted by external advisors, has not found any proof that Worldline Argentina or any of its employees violated Argentina anti-corruption laws.

On June 30, 2017 the Chief Executive Officer and the Director of operations of Worldline Argentina were formally accused by the judge of the Tribunal of Cordoba of money laundering. On July 5, 2017, they filed an appeal against this decision and asked the Appeal Court of Cordoba to dismiss the charges. Should the Appeal Court not dismiss the charges as requested, the criminal proceeding will continue. There's no risk of involvement for the Company given the current stage of the case.

F.3.5 Miscellaneous

The Group is only involved in a small number of proceedings relating to competition law inherited from the SIX Payment Services acquisition. The total amount of the associated provisions in the consolidated accounts closed as of December 31, 2021 is 9.4 million euros.

Worldline Switzerland Ltd (former SIX Payment Services Ltd) is involved in legal proceeding before the Swiss Federal Administrative Court ("FAC") that is mentioned in Section F.4.5 of the 2018 Registration Document and detailed in Section 5.2.5 "Material disputes" of the Document E issued in the context of the acquisition of SIX Payment Services and registered by the AMF under number E-18-070 on October 31, 2018 (the "Document E"). On May 21, 2019 Worldline has been informed that the FAC's judgment dated December 18, 2018

Tax assessment procedures in Brazil

The tax assessment procedures in respect of a Brazilian subsidiary (Ingenico do Brasil Ltda) are still in progress. They relate to the ICMS (VAT) tax, and the sum in question amounted to approximately € 50.7 million as of December 31, 2021 (covering principal, interest and penalties from 2004 to 2010). The "Tax War" pitting Brazilian states against one another affected Ingenico as well as a large number of foreign and domestic companies. The tax authorities of the state of São Paulo have contested the ICMS (VAT) tax credits of Ingenico do Brasil levied on the sales invoices of one of its suppliers (Jabil do Brasil Indústria Eletroeletrônica Ltda) on the grounds that the state of Minas Gerais, in which the supplier operates, had granted the supplier a tax incentive which was not duly approved by the Brazilian National Council for Treasury Policy ("CONFAZ"), therefore violating federal tax law. In June 2019, the taxation authority of the state of São Paulo issued a resolution on the measures that taxpayers must take to benefit from an amnesty in light of the Complementary Law 160/2017. Ingenico fulfilled the conditions stated by the resolution and, in light of the Complementary Law, presented in July 2019, a request for withdraw its defense against such tax assessment notice. Such request was denied by the tax authorities of State of São Paulo in August 2021 based on the argument that the State of Minas Gerais did not comply with the formalities stated by regulation of the Complementary Law (Convention 190/2017). Against such decision, at the administrative level, Ingenico do Brasil Ltda. filed a request for reconsideration (still pending); in parallel, Ingenico do Brasil Ltda. initiated judicial proceedings with the aim of demonstrating that the procedure provided by Convention 190/2017 was fully complied with by the State of Minas Gerais, which entitles Ingenico do Brasil for the use of the ICMS tax credits arising from interstate transactions of purchase of POS from JABIL. Based on an analysis of the risks involved and on the criteria set out in IAS 37, no provision has been recognized in the consolidated financial statements as at December 31, 2021.

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confirmed the sanction imposed by the Swiss Competition Commission. An appeal has been filed on June 20, 2019 and, until the new judgement is rendered, the decision of the FAC is not enforceable. As indicated in the Document E, the penalty amount was backed in the reserves of SIX Payment Services before the acquisition and is factored into the purchase price of SIX Payment Services.

As of the date of this Universal Registration Document, other than the matters described above, the Group is not aware of any governmental, legal, judicial or arbitration proceedings likely to have, or which has had over the past 12 months, a material effect on the financial condition or results of operations of the Company or the Group.



F.4 Internal control

[GRI 102-16] [GRI 102-17] [GRI 102-25] [GRI 102-33] [GRI 102-34]
[GRI 103-3 Social economic compliance]

The internal control system whose definition is stated in Section F.5.1 below relies on the internal control reference framework prescribed by the AMF (*Autorité des Marchés Financiers*).

The “general principles” section of the AMF framework has been used to describe in a structured manner the components of the internal control system – Section F.5.3 “Components of

the internal control system”. Specific attention has been given to the internal control system relating to accounting and financial information, in compliance with the application guide of the AMF - see Section F.5.4 “Systems related to accounting and financial information”.

Internal control players are described in Section F.5.2 “Internal control system players”.

F.4.1 Internal control definition and objectives

Internal control system put in place by the Company aims to ensure:

- Compliance with applicable laws and regulations;
- Application of instructions, policies and guidelines approved by general management;
- Correct functioning of Company's internal processes in order to establish the operational effectiveness efficiency, the safeguarding of its assets; and
- Reliability of financial information.

One of the objectives of internal control procedures is to prevent and control risks of error and fraud. As for any internal control system, this mechanism can only provide reasonable assurance and not an absolute guarantee against these risks.

F.4.2 Internal control system players

The main bodies involved in the implementation of internal control procedures are as follows:

Board of Directors supported by Audit Committee

The Board of Directors prepares governance rules detailing the Board's role supported by its Committees. Those Committees enlighten the Board as to the quality of the internal control system. The Audit Committee, in particular, is informed of the content and the implementation of internal control procedures used to ensure the reliability and accuracy of financial information and operations and stays informed about the proper implementation of the Internal Control System.

General management and Management Committees

General management is responsible for the management of the Group's business and focuses on strategic aspects to develop the Group as well as the operational management.

Management Committees, at different levels, are responsible for implementing and monitoring the internal control system within their respective areas of responsibility.

Audit, Risk and Compliance (ARC) Committee

The Audit, Risks and Compliance Committee has been setup under the supervision of the Executive Committee, in order to strengthen the local supervision of Internal Control topics. Its purpose is to share the main audit conclusions with local management, and to review action plans related to identified weaknesses or potential risks as well as an inventory of risks and action plans being implemented.

Group Internal Control

The role of Group Internal Control is to ensure development, coordination, implementation and maintenance of the internal control system, as a whole of the Group. It is based on the results of the risk assessment to define the processes to be strengthened and the improvement of controls to be brought.

This includes the definition of processes, tools and methodologies for Internal Control, the ownership of the Group Control Framework (BlueBook) and driving the monitoring of Internal Control activities. Group Internal Control relies on local Risk & Internal Control Process Coordinators in managerial units(RICC).

Internal Audit

The Internal Audit department consists of a central team at Group level. The team operates in accordance to the same consistent methodology and approach. In addition, single points of contacts are foreseen for regulated entities.

The Audit Committee receives regular reports on the execution of the audit plan, the mission objectives and the results and recommendations resulting therefrom. Internal Audit remains in

contact with the statutory auditors to ensure effective coordination between internal and external audit.

In 2021, the Internal Audit department of Worldline maintained/renewed the French Institute for Internal Audit's (IFACI) certification. This accreditation attests to the quality of the Internal Audit (IA) function, the level of compliance with international standards and IA's degree of control over key challenges.

F.4.3 Components of the internal control system

F.4.3.1 Organization/control environment

The control environment refers to the internal culture, the control consciousness, the management style, integrity, ethics, organization, assignment of authority and responsibility, competencies, systems and policies (methods, procedures and practices) that contribute to the implementation of a context favorable to the control of the risks. It represents the ground layer of the internal control system. The main components are presented hereafter.

The Code of Ethics defines acceptable behavior (leading by example, tone at the top), in line with Worldline's commitment to corporate social responsibility.

The Company is based on a matrix organization that combines operations (Regional Business Units (Geographies)/Global Business Lines) and functional management (Support Functions). This matrix structure allows a view from different angles on operations.

In order to ensure efficient and effective management control from the country level to general management level, a formal policy sets out the authorization of officers of subsidiaries to incur legal commitments on behalf of the Group with clients, suppliers and other third parties. The delegation of authority guidelines are being rolled-out under the supervision of the Group Legal & Compliance department.

The Group Human Resource management relies on the Global Capability Model (GCM) which is a standard for categorizing jobs by experience and expertise across the Group. It provides an overview of the wide variety of positions in the organization as well as on the different levels of experience and expertise required in each position.

A worldwide Performance management system (My Career) is in use to support individual development and coaching. Moreover, Balanced Score Cards are used to cascade business objectives. Through performance reviews, objectives are set and progress is measured to ensure continuous improvement for every individual in the organization.

Through the global quality organization, Worldline has defined and implemented policies and processes for service delivery

and support functions. Within the defined processes across the business, performance indicators, roles and responsibilities and internal controls are specified. These are part of and published in the Worldline management System and contribute to an appropriate control environment.

Information Systems: Group Internal IT department is in place at Group level to provide common internal IT infrastructures and applications for Worldline staff worldwide. It supports functions like Finance (accounting and reporting applications), Human Resources (resourcing tool, global directory), Communication (Group website and intranet) or Procurement.

Security and access to these infrastructures and applications as well as their reliability and performance are managed by this department and benefit from the core expertise and resources from the Group.

F.4.3.2 System for risk management

The Group operates a risk management system that facilitates the analysis and treatment of business risks throughout the life cycle of a product or service. Risk management is embedded in the Group's decision-making and operating processes and is managed according to the risk management model as described in the risk management chapters of this document Section F.1.

Those risk processes allow to identify and analyze main risks that may, as one of the risk mitigating solutions, call for focus and/or implementation of improvBICed internal control. as described in the following Section F.5.3.3 "Control activities".

F.4.3.3 Control activities

Key control activities of the Group are described in the risk and control matrix: "Book of Internal Controls" (BlueBook). This document not only covers the financial processes, but also various other areas such as delivery, procurement, human resources and risk and compliance activities (e.g. security, legal, sustainability).



The updated BlueBook is released and distributed throughout the Group every year, taking into account new or changed services or processes and related control activities. This document evolves along with the processes evolution and the emerging risks (update at least once a year).

Some controls are part of specific frameworks, for specific purposes (e.g. certifications, client assurance reports) and should be considered as sub-parts of the BIC (e.g. Closing file, ISAE 3402, etc.).

F.4.3.4 Monitoring

Monitoring of the internal control system is the responsibility of the different levels of management and is also supported by Internal Audit missions.

Monitoring is performed through the follow up of indicators (KPI's), control self-assessment campaigns (through questionnaires) and control testing that might measure directly or indirectly the effectiveness of the process implementation and related controls.

Group Internal Control specifically summarizes on a yearly basis the overview and results of control assessments on a consolidated level and the main actions defined to improve the internal control system. Results are presented in the Control Board meetings and QSRC Committees.

On top of the control monitoring activities driven by Group Internal Control, assessments are performed by "independent auditors" including:

- ISO Auditors: following an audit plan covering ISO standards for quality (ISO 9001), Security (ISO 27001); Environment (ISO 14001) and IT service (ISO 20000);
- Financial Legal External Auditors are focused on the reliability of financial information;
- Service auditors (performing ISAE 3402 audits) are focused on key controls implemented to ensure the effectiveness of processes that support the services in scope of the ISAE3402 (for Worldline clients);

Group Internal Audit (GIA): following a risk based annual audit plan, GIA assesses both Support Functions and Operations. Internal Audit is ensuring that the internal control procedures are properly applied and supports the development of internal control procedures.

In 2021, Internal Audit carried out a total of 36 audit assignments (including investigations at the request of general management) assessing the functioning of internal control system: in the domain of support functions (Finance, Human Resources, Purchasing, Sales) and related to Operations/core business. All assignments have been finalized by the issuance of an audit report including action plans to be implemented by the related managerial unit.

Furthermore, twice a year, a full review of open recommendations is performed by Internal Audit with concerned owners and reported up to the Group Executive Committee and to the Audit Committee. In 2021, 85% of audit recommendations have been implemented in due time.

Internal audit also actively contributes to help the business meeting the compliance requirements to maintain the "payments institution" status for concerned entities. An annual assessment of the control environment has therefore been included in the audit plan.

F.4.3.5 Communication of relevant and reliable information

The Company's processes, meetings and governance structures (Worldline Governance Framework) ensure that relevant and reliable information is effectively communicated in a timely manner to relevant players within the Company, thereby enabling them to exercise their responsibilities.

Top-down and bottom-up communication channels are defined within each function, to cascade instructions and get feedback on their execution.

Worldline distributes information throughout the organization, including management's messages on objectives and quality of service, through a number of media, including but not limited to:

- Regular management communication;
- Internal newsletters;
- Group intranet (Source);
- Knowledge management tool (SharePoint).

Information is distributed on a need to know basis, and policies for information classification and information security have been developed.

Formal reporting lines have been defined, following the operational and the functional structures. This formal reporting, based on standard formats, concerns both financial and non-financial information as well as operational performance. Dedicated Committees are setup for sharing and reporting information (e.g. Quality, Security, Risk & Compliance Committees, Control Board meetings, internal Audit, Risk & Compliance Committees, Quality Review Meetings, Local Executive Committee, Local Management Committees, etc.).

External communication with clients is organized through operational meetings, agreed service reporting, customer satisfaction surveys and workshops.

F.4.4 Systems related to accounting and financial information

The financial governance of the Group relies on a set of global financial processes, that are part of the Internal Control system of the Group and for which a specific attention is paid due to their sensitivity:

- Finance processes: general accounting, budgeting and forecasting, consolidation and reporting, treasury management, credit risk management...;
- “Expert” functions processes: taxes, insurance, pensions and the like, real estate transactions;
- Operational processes: bidding, contract execution, financial business model.

F.4.4.1 Local and Group financial organization

The management of the Finance function is performed through the Group Finance Committee (FICO) chaired by the Group CFO.

This Committee is held on a bi-weekly basis gathering the managers of the main functions within the Finance organization, CFOs of the Global Business Lines (“GBL”) and CFOs from the Regional Business Units (“RBU”). This Committee deals with transversal topics critical for the Group and with operational topics and RBU specific issues.

This organization is cascaded down at country level.

Direct reporting to Group Function, as for the other support functions, reinforces the integration of the financial function and contributes to the full alignment of key processes and provides an appropriate support to operational entities of the Group.

Group Finance department is in charge of piloting the financial processes, especially through the financial consolidation, the monitoring of financial compliance matters, the supply of expertise and the control of the reported financial information. It reviews accounting options, significant accounting items, as well as potential internal control weaknesses and initiates required corrective actions when needed.

F.4.4.2 Group finance policies & procedures

Group Finance has drawn up a number of Group policies and procedures to control how financial information is recorded

and processed in the subsidiaries. These policies and procedures were discussed with the statutory auditors before issuance and included the following main elements:

- Financial accounting policies cover Group reporting and accounting principles, guidelines on how financial information must be prepared, with common presentation and valuation standards. They also specify the accounting principles in order to prepare budgets, forecasts and submit actual financial reporting required for Group consolidation purposes. Group Reporting Definitions (GRDs), internal guidelines for IFRS and accounting rules applicable in the Operations, are regularly updated;
- Training and information sessions are organized regularly in order to circulate these policies and procedures within the Group. A dedicated intranet site is accessible to all accounting staff, which facilitates the sharing of knowledge and issues raised by members of the financial community;
- Instructions and timetable: Financial reporting including budget of the entities, revised budget and annual and half-yearly financial statements by subsidiary is carried out in a standard format and within a timetable defined by specific instructions and procedures. Group Finance liaised with statutory auditors to coordinate the annual and half-year closing processes.

F.4.4.3 Information systems

Information systems play a key role in the establishment and maintenance of the internal control system related to the accounting and financial information, enabling automated preventive controls, but also monitoring and analysis capabilities.

An integrated ERP system supports the production of accounting and financial information in almost all the subsidiaries within the Group except for those recently acquired.

A unified reporting and consolidation tool is used for financial information (operational reporting and statutory figures). Each subsidiary reports its financial statements on a standalone basis in order to be consolidated at Group level. There is no intermediary consolidation level and all accounting entries linked to the consolidation remain under the direct control of Group Finance. Off balance sheet commitments are reported as part of the mainstream financial information and are reviewed by Group Finance.



F.4.4.4 Monitoring and control

In addition to the financial processes defined, monitoring and control processes aims to ensure that accounting and financial information complies with all the defined policies, rules and instructions.

The Closing File (which is integrated in the BlueBook) is updated periodically and has been deployed at local level. It requires the main subsidiaries to complete a standard electronic closing file on a quarterly basis in order to formalize key internal controls performed over financial cycles and provide appropriate back up to support closing positions. Templates created by Group Finance illustrate the expected level of control for the main items.

Functional reviews are performed by Group Central Finance and Controlling on significant matters relating to financial reporting, such as tax issues, pensions, litigations, off balance sheet items or operational performance.

Operational and financial reviews: Group Central Finance and Controlling supports operations and general management in the decision-making process through monthly reviews and by establishing a strong link with country management in terms of financial analysis & monitoring, enhancing control &

predictability of operations and improving the accuracy & reliability of information reported to the Group;

Representation letters: During the annual and half-year accounts preparation, the management and head of finance of each subsidiary are required to certify in writing:

- They have complied with the Group's accounting rules and policies;
- They are not aware of any cases of proven or potential fraud that may have an impact on the financial statements;
- The estimated amounts resulting from the assumptions made by management enable the Company to execute the corresponding actions; and
- That, to the best of their knowledge, there has been no major dysfunctions in the control systems in place within their respective subsidiaries.

Internal Audit department: The review of the internal control procedures linked to the processing of financial information is a component of the reviews conducted by the Group Internal Audit department. The Group Internal Audit department works together with Group Finance to identify the main risks and to focus its audit plan accordingly.

F.4.5 Outlook and related new procedures to be implemented

In 2022, financial, commercial and social performance improvement programs, as well as other transformation initiatives, will continue their effects to improve and streamline processes, with resulting benefits for the Internal Control System. In particular, entities recently acquired will be fully integrated within the Internal Control System.

Initiatives and corresponding action plans identified through the risk mapping exercise will continue to be controlled and

monitored to ensure that proper attention is given to those topics, jointly with internal control activities to ensure that management control of risks remain satisfying.

The Internal Audit department will pursue the internal review program updated following the risk assessment performed in 2021 and will monitor the implementation of its recommendations.



Corporate Governance and Capital

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G.1 Legal Information

G.1.1 Corporate form [GRI 102-5]

The Company is a French limited liability corporation (*société anonyme*) with a Board of Directors, governed by its bylaws and French Law, in particular Book II of the French Commercial Code.

G.1.2 Corporate purpose, *raison d'être* and other information [GRI 102-5] [GRI 102-50] [GRI 102-52]

Corporate purpose (article 2 of its bylaws): The Company's purpose, in France and in any other country, is to:

- Conduct research, study, development and production of all materials, software, systems or devices that use new techniques or new information technology (as well as the provision of related services), namely in the payment services, transactional services, digital services and telecommunications sectors;
- Perform customer service functions for telecommunications operators and service providers, in particular by creating and managing telephone call centers;
- Manage telecommunications network and services subscription agreements, including providing information to subscribers and processing their claims, as well as related service offers;
- Provide services to businesses, including marketing studies, direct marketing, data processing and training, as well as the provision of services and solutions to financial establishments;
- Provide advice, assistance and operational support by any means, with respect to all banking and financial documentation, especially the processing, entering, postmarking, encoding, micro-filming, archiving and any existing or future type of handling of cheques or other banking or financial instruments;
- Develop software for its own needs or third-party needs;
- Use and market licenses, patents, trade secrets, formulas and any other similar intellectual property rights;
- Provide technical support and maintenance for all devices and installations completed or marketed under the Company's purpose;
- Represent any company, French or foreign, whose services, materials, software, systems or devices are directly or indirectly related to the purposes defined above;

- Acquire interests and shareholdings in any French or foreign company with a similar purpose as that of the Company, or one likely to develop its own business;
- The foregoing, directly or indirectly on its own account or for the account of third parties, either on its own or with third parties, or through the creation of new companies, contributions to limited partnerships, mergers, alliances, joint ventures or taking of ownership rights through leasing or lease management of any property or rights, or otherwise;
- And, generally, undertake all financial, commercial and industrial transactions on real or other property relating directly or indirectly to the above purposes or any similar or related purposes likely to further the Company's development or expansion.

"Raison d'être" of the Company:

"We design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies.

We make them environmentally friendly, widely accessible and support social transformation."

Corporate name: "Worldline".

Nationality: French.

Registered Office: Tour Voltaire – 1, place des Degrés CS81162 - 92059 Paris La Défense Cedex - France.

Place of registration, registration number and share trading information: Nanterre Trade and Companies Register under number 378 901 946.

Business identification Code (APE Code): 6311Z.

LEI number: 549300CJMQNCA0U4TS33.

Date of incorporation and duration: July 31, 1990, for a period of 99 years from the date of its registration with the trade and companies register, except in the event of early dissolution or extension.

Fiscal year (article 36 of the bylaws) [GRI 102-50] [GRI 102-52]: January 1st - , December 31 of each year.

G.1.3 Main Provisions of the bylaws

The Company's bylaws were prepared in accordance with the laws and regulations applicable to French limited liability corporations (*sociétés anonymes*) with a Board of Directors. Below are the main provisions of the Company's bylaws which are entirely available on Worldline's website, section "Investors" and "Governance".

G.1.3.1 Governance, related party agreements [GRI 102-52]

Members of the Board of Directors (articles 13, 14 and 15 of the bylaws)

The Company is governed by a Board of Directors composed of at least three members and at most eighteen members elected by the Ordinary Shareholders' Meeting. The Board of Directors is renewed each year on a rolling basis, such that one-third of the members are renewed each year. Directors are usually appointed for a three-year term. Employee Director(s)' term of office is three years, renewable once. A maximum of one-third of the members of the Board of Directors may be more than 70 years old.

Chairman (articles 19 and 21 of the bylaws)

The Board of Directors elects a Chairman from among the members who are natural persons. The age limit for the exercising of the function of Chairman of the Board of Directors is set at 79. He organizes and manages its work, and reports on such work to the Shareholders' Meeting. He oversees the proper functioning of the Company's governing bodies and ensures, in particular, that the Directors are able to carry out their duties. In case of a tie vote, she shall cast the deciding vote.

Chief Executive Officer (article 23 of the bylaws)

At the option of the Board of Directors, the Company may be managed either by the Chairman or by a person appointed by the Board of Directors and given the title of Chief Executive Officer (CEO). The Chief Executive Officer is granted the broadest powers to act in all circumstances in the Company's name. He exercises these powers within the limits of the Company's purpose and subject to the powers that the law and the bylaws grant expressly to the Shareholders' Meeting or the Board of Directors. The Chief Executive Officer represents the Company in its relations with third parties.

Deputy Chief Executive Officers (article 24 of the bylaws)

Based on a proposal of the Chief Executive Officer, the Board of Directors can appoint up to three individuals who will have the title of Deputy Chief Executive Officer, to assist the Chief Executive Officer. The Board of Directors determines the extent and the duration of the powers granted to the Deputy

Chief Executive Officers, but vis-à-vis third parties, the Deputy Chief Executive Officer has the same powers as the Chief Executive Officer.

Convening and Holding of Board of Directors' Meetings (article 18 of the bylaws)

The Board of Directors meets as often as necessary in the Company's interest, but at least every three months. The Chairman convenes these meetings. If the Board of Directors has not met in more than two months, at least one-third of its members may request that the Chairman convene it to discuss a particular agenda. The Chief Executive Officer may also request that the Chairman convene the Board of Directors to discuss a particular agenda. Decisions are taken by a majority of members present or represented. In the event of a tie, the vote of the Chairman of the Board of Directors prevails.

Powers of the Board of Directors (article 17 of the bylaws)

The Board of Directors sets the orientations of the Company's business and monitors their implementation, in accordance with its corporate interest, by taking account of the social and environmental issues related to its business. With the exception of powers expressly assigned to General Meetings of shareholders and within the limits of the Company's purpose, it handles all matters involving the proper functioning of the Company and settles matters through its deliberations.

The Board of Directors determines the limits to the Chief Executive Officer and Deputy Chief Executive Officer's authority, as the case may be, pursuant to its internal rules, by establishing the transactions for which Board authorization is required.

Related-Party Agreements (article 25 of the bylaws)

Any agreement entered into either directly or through an intermediary party by the Company and its Chief Executive Officer, any Deputy Chief Executive Officer, any Director, any shareholder holding more than 10% of the Company's voting rights or, in the case of shares held by a company, its controlling Company within the meaning of article L. 233-3 of the French Commercial Code is subject to the procedure provided for in articles L. 225-38 to L. 225-43 of the French Commercial Code.

Compensation of Directors (article 20 of the bylaws)

Members of the Board of Directors may receive compensation for their office, the aggregate amount of which is set by the Shareholders' Meeting and allocated freely by the Board of Directors among its members. The Board of Directors may grant an additional compensation to those Directors serving on Committees or having specific function or duty.



G.1.3.2 Convening and Participation in General Shareholders' Meetings (articles 34, 35 and 28 of the bylaws)

Every shareholder has the right to attend Shareholders' Meetings and to participate in its votes, either personally or by proxy. Every shareholder may be represented by his spouse, by another shareholder, or by his partner under a civil solidarity pact. Moreover, a shareholder may be represented by any other natural person or legal entity of his choice. The representative must show proof of his appointment.

Each shareholder's right to participate in Shareholders' Meetings is subject to his shares being registered in his name or in the name of the intermediary registered on his behalf in the conditions set forth by law. An owner of bearer shares may participate in the Shareholders' Meeting only if the approved intermediary holding his account provides a certificate of ownership (*attestation de participation*).

Upon decision of the Company's Board of Directors, shareholders may participate in Shareholders' Meetings by videoconference or other means of telecommunication, including Internet, in particular through an electronic voting form available on the Company's website.

G.1.3.3 Shareholders' rights

Information relating to shareholders' rights, in particular, voting rights and preferential rights of subscription attached to the shares are detailed in Section G.5.4.8 of the present Universal Registration Document.

G.1.3.4 Financial Statements (articles 37, 38 and 39 of the bylaws)

Legal Reserve

Five percent of each fiscal year's profit, after deduction of losses carried forward from previous years, if any, is allocated to a legal reserve fund whenever the amount in such fund is less than 10% of the share capital.

Distribution of dividends

The General Shareholders' Meeting votes on the payment of dividends in accordance with articles L. 232-12 to L. 232-18 of the French Commercial Code. The General Shareholders' Meeting may give shareholders the option to receive payment in cash or in new shares of the Company, pursuant to legal conditions.

The General Shareholders' Meeting may also decide, upon the proposal of the Board of Directors, to distribute any profit or reserves in kind in the form of assets or securities. In the event of the distribution of securities that are not listed on a regulated market or traded on an organized multilateral trading facility, or whose admission to such a market or trading facility will not occur in connection with such distribution, the shareholders have the right to choose between payment in cash and the delivery of such securities.

G.2 Corporate Governance [GRI 102-10] [GRI 102-18] [GRI 102-22] [GRI 102-24] and [GRI 102-26]

This report has been drawn up with the contribution of the Nomination and Remuneration Committees. It contains, in particular, information relating to the compensation of

Corporate Officers, various aspects of the practices of the Company's administrative and management bodies and factors likely to have an impact in the event of a public offering.

G.2.1 Compliance with the AFEP-MEDEF Code – Frame of reference on corporate governance

The Company refers to the AFEP-MEDEF Code, (the "AFEP-MEDEF Code") which was revised in January 2020, in particular in connection with the preparation of the Board of Directors' report on corporate governance. The AFEP-MEDEF Code is available in the Governance section of the AFEP and MEDEF websites: www.afep.com and www.medef.com.

In the context of the "Comply or explain" rule stipulated in article L. 22-10-10 (previously article L. 225-37-4) of the French Commercial Code and article 27.1 of the AFEP-MEDEF Code, and as a result of the Board's annual assessment performed on April 22, 2022 on the implementation by the Company of governance principles, the Company believes that its practices comply with the recommendations of the AFEP-MEDEF Code, with the exception of the following recommendation:

AFEP-MEDEF Code recommendation

Explain

Cap on severance compensation (article 25.5.1)

The indemnity shall not exceed, as the case may be, two years of the compensation (fix and variable)

Further to the announcement by Atos SE in 2019 of its project to distribute in kind circa 23.5% of the share capital of Worldline to its shareholders and as from February 1, 2019, Mr. Gilles Grapinet does not retain duties nor activities within Atos and is fully assigned to Worldline as Chief Executive Officer of Worldline since then. It has been decided by the Board of Directors, according to the recommendations of the Nomination and Remuneration Committee, that such assignment shall not affect the Chief Executive Officer's previously acquired rights within Atos, when Worldline was controlled and consolidated by Atos SE. However, it is reminded that, as a result of his change of status, Mr. Gilles Grapinet will lose the benefit of the supplementary pension rights that he previously validated under the performance conditions set in the Atos supplementary pension plan. Consequently, Worldline undertook to pay, to the Chief Executive Officer and subject to performance conditions, a compensatory allowance in case of forced departure (except for cause), provided no professional activity is exercised upon retirement, in order to compensate the loss of the rights previously acquired by Mr. Gilles Grapinet during his 10 years presence within the Atos group under the Atos supplementary pension plan. It is reminded that no allowance will be paid to Mr. Gilles Grapinet in the event of resignation (except in case of 2nd or 3rd class invalidity). Thus, Mr. Gilles Grapinet will not benefit from this allowance if he voluntarily leaves the Company to claim his pension rights.

Furthermore, in case such allowance would be paid, the aggregated amount of (i) such allowance, (ii) the amount of rights perceived under the supplementary pension regime 2019 now frozen ("*Loi Pacte*") and (iii) the amount of rights perceived under the future supplementary pension regime, might by no means exceed the equivalent of the annuity provided in the Atos supplementary pension plan, *i.e.* € 291,000 per year when Mr. Gilles Grapinet will have claim his pension rights (basis regime). Such indemnity might, depending on the date of departure of Mr. Gilles Grapinet and in case such allowance is paid in one instalment, exceed or be lower than two year remuneration (fixed and variable).

The conditions governing the payment of this allowance (could be paid in one instalment or a life-time pension under discretionary decision to be made by the Board of Directors) are described in Section G.3 of this Universal Registration Document. The compensatory allowance remains in full force and effect after the supplementary benefits pension plan benefiting Mr. Gilles Grapinet having been brought into line with the "*Loi Pacte*".

The detail of the implementation of the AFEP-MEDEF Code by the Company is available on Worldline's website: www.worldline.com.



G.2.2 Management [GRI 102-22] [GRI 102-24] [GRI 102-25] [GRI 102-26]

G.2.2.1 Management mode

It is reminded that between October 24, 2019, the date of the resignation of Mr Thierry Breton from his functions as Chairman of the Board of Directors, and October 25, 2021, the roles of Chairman of the Board and Chief Executive Officer were temporarily unified and exercised by Mr Gilles Grapinet.

It was in the interest of the Group to proceed to the unification of the functions to ensure continuity in the management of the Company and to guarantee a smooth transition after the deconsolidation of Worldline from the Atos group, to secure the achievement of objectives, to allow the the realisation of major external growth projects and continue to create value for the investors.

The unification of the functions of Chairman of the Board and Chief Executive Officer was moreover temporary as these functions were intended to be dissociated again in the short term in order to facilitate governance discussions in the context of an incoming strategic partnership expected in the short term.

In accordance with the combination agreement entered into on February 2, 2020 between Worldline and Ingenico, it has been agreed that the Board of Directors of Worldline, upon recommendation of the Nomination and Remuneration Committee, decides during the completion of the acquisition, on the appointment of Mr Bernard Bourigeaud as Chairman of the Board of Directors, with Mr Gilles Grapinet retaining his mandate as Chief Executive Officer, and therefore on the separation of the functions of Chief Executive Officer and Chairman of the Board of Directors had should result.

On June 9, 2020, shareholders of Worldline approved, at the General Meeting, the renewal of the term of office as Director of Mr Gilles Grapinet, who was then Chairman and Chief Executive Officer, and the appointment as Director of Mr. Bernard Bourigeaud (subject to the completion of the acquisition of Ingenico), remembering that it was planned that the Board decides the appointment of Mr Bernard Bourigeaud as non-executive Chairman of the Board of Directors of Worldline.

On the date of completion of the acquisition of Ingenico on October 28, 2020, the Board of Directors of Worldline having been informed by Mr Bernard Bourigeaud that, for personal reasons, he would temporarily be unable to assume the duties of Chairman of the Board of Directors contrary to what had been planned, it was immediately decided, on the recommendation of the Nomination Committee and in accordance with the Board of Directors of Ingenico Group, to defer consideration of such separation until such time as the personal constraints preventing Mr Bernard Bourigeaud from assuming this position were lifted and confirm Mr Gilles Grapinet as Chairman of the Board and, by doing so, the management mode and to maintain the unification of the offices of Chairman and Chief Executive Officer of Worldline.

On March 29, 2021, the Board of Directors was informed by Mr Bernard Bourigeaud that the personal constraints that had temporarily prevented him from acting as Chairman of the Board of Directors would be definitively cleared at the end of the third quarter 2021.

Thus, on October 25, 2021, the Board of Directors, upon recommendation of the Nomination Committee, has:

- Approved the resulting separation of the functions of Chairman of the Board and Chief Executive Officer;
- Appointed, with immediate effect, Mr Bernard Bourigeaud as non-executive Chairman of the Board of Directors, replacing Mr Gilles Grapinet in his function as Chairman, for the remainder of his term of office as Director (i.e. until the Annual General Meeting that will be convened in 2023 to approve the 2022 financial statements);
- Confirmed the respective mandates of Mr Gilles Grapinet as Chief Executive Officer and Mr Marc-Henri Desportes as Deputy Chief Executive Officer (i.e. until the Annual General Meeting which will be convened in 2023 to approve the 2022 financial statements);
- Confirmed the mandate of Mr Georges Pauget as Lead Director, for the duration of his current term of office (i.e. until the Annual General Meeting which will be convened in 2022 to approve 2021 financial statements).

The Board, on the recommendation of the Nomination Committee, considers that it is in Worldline's interest to implement the governance as planned at the time of the announcement of the acquisition despite the additional delays due to the imponderables affecting Mr Bernard Bourigeaud.

In this regard, it is recalled that the proposal to separate the functions of Chief Executive Officer and Chairman of the Board of Directors in the context of the acquisition of Ingenico was to result from the appointment of Mr Bernard Bourigeaud as Chairman, in particular given his profile, having held high-level positions of high responsibility, notably as Chairman of the Board of Directors of Ingenico Group and with extensive and long-standing experience in the IT and payments sectors.

Finally, since August 1, 2018, Mr Marc-Henri Desportes has been Deputy Chief Executive Officer. In this capacity, Mr Marc-Henri Desportes assists the Chief Executive Officer and supervises operational activities (operations, service lines, transformation & PMO), thus allowing the Chief Executive Officer to focus on the strategic development of the Company, including new acquisitions, partnerships with banks as well as the representation of the Group's interests in major cooperation bodies between players in the payments ecosystem such as, for example, European Payment Initiative (EPI).

Balance in the distribution of powers

The Board considered that the balance of governance was guaranteed in particular through the separation of the functions of Chairman of the Board and Chief Executive Officer, the presence of an independent Lead Director, the particularly high rate of independent directors on the Board, and the limitations imposed on the Chief Executive Officer and described below. This governance structure, framed by the Board's rules of procedure, thus offers the necessary guarantees to ensure compliance with best governance practices.

Powers of the Lead Director

The Lead Director has enhanced powers with expanded duties and responsibilities, in particular with regard to setting the agenda of the Board of Directors' meetings and facilitating the dialogue with the shareholders (see the section G.2.3.5).

Independence and powers of the Board and the Committees

The composition of the Board of Directors and the diversity policy applicable to the composition of the Board contribute to the balance of powers, in particular thanks to the high proportion of independent Directors (71%), enabling the Board to fully exercise its control functions. The Committees are all chaired by independent Directors, with the exception of the Strategy and Investment Committee.

Limitations of powers of the Chief Executive Officer

The Chief Executive Officer has the broadest powers to act in all circumstances in the name of the Company, within the limits of the corporate purpose and subject to the powers expressly granted by the law to the shareholders' meetings and to the Board of Directors.

The Board of Directors' Internal Rules provide for limitations on powers that go beyond the legal requirements, beyond which any decision must be subject to prior authorization by the Board of Directors (see paragraph hereinafter). Thus, the Board of Directors must approve strategic investment projects and any significant transaction.

G.2.2.2 Executive Committee

The Chief Executive Officer and the Deputy Chief Executive Officer are assisted in their duties by an Executive Committee composed of the Group's Chief Operating Officers and support function managers, presented in Section A.5.5 of this 2021 Universal Registration Document.

G.2.2.3 Limits to the powers of the Chief Executive Officer and of the Deputy Chief Executive Officer (article 3.2 of the internal rules of the Board of Directors)

The Chief Executive Officer and the Deputy Chief Executive Officer must submit the following decisions to the prior approval of the Board of Directors:

- Purchase or sale of shareholdings exceeding € 50 million;
- Purchase or sale of assets exceeding € 50 million;
- Purchase of assets or shareholdings beyond the Group's usual activities exceeding € 50 million;
- Purchase or sale of real estate assets exceeding € 25 million;
- Strategic alliances or partnerships exceeding € 50 million or which could have a structural impact for the Group;
- Parental company guarantees exceeding the limit of the delegation granted to the Chief Executive Officer;
- Entry of a third party as a shareholder of a material subsidiary of the Group;
- Financing and borrowing in excess of € 100 million; and
- Any material transaction not within the scope of the current activities or the defined strategy (either exceeding € 25 million or deemed material to the Group).

G.2.2.4 Gender diversity policy on the management bodies (Executive Committee and 10% of the people with the highest responsibilities)

During the 2021 year, the Board ensured that the management implemented a policy of non-discrimination and diversity, particularly in terms of gender diversity within the management bodies. The Group's policy and strategy on these topics are detailed in Section D.3 of this Universal Registration Document.

G



G.2.3 The Board of Directors: composition and organization principles [GRI 102-5] [GRI 102-18] [GRI 102-22] [GRI 102-23]

G.2.3.1 Composition of the Board of Directors

G.2.3.1.1 A balanced composition

As of the date of this Universal Registration Document, the Board of Directors is composed as follows:

- 1 independent Chairman of the Board of Directors;
- 1 Chief Executive Officer;
- 4 non-independent directors (including 3 directors appointed on the proposal of SIX Group AG and 1 director representing Deutscher Sparkassenverlag GmbH ("DSV"));
- 11 independent directors (including 1 director appointed on the proposal of Bpifrance);
- 2 directors representing employees;
- 1 censor (appointed on a proposal from SIX Group AG, without voting rights); and
- 1 representative of the Social and Economic Committee (without the right to vote).

	Personal information				Experience			Position of the Board			
	Name	Age	Gender	Nationality	Number of shares held	Number of corporate mandates in other listed companies	Independency ¹	Date of first appointment or latest renewal	End of term of office	Seniority at the Board as Director	Committee member
CEO	Gilles Grapinet	58	M	French	172,998	0	No	April 30, 2014	AGM 2023	7	SI/SER
Chairman	Bernard Bourigeaud	77	M	French	59,755	0	Yes	October 28, 2020	AGM 2023	1	SI
Lead Director	Georges Pauget	74	M	French	750	2	Yes	April 30, 2019	AGM 2022 ⁽²⁾	2	-
	Gilles Arditti	66	M	French	20,001	0	No ⁽⁴⁾	April 30, 2014	AGM 2023	7	SI
	Agnès Audier	57	F	French	1,661	2	Yes	October 28, 2020	AGM 2024	1	SER
	Aldo Cardoso	65	M	French	1,500	4	Yes	June 13, 2014	AGM 2023	7	A*/SI
	Giulia Fitzpatrick	62	F	American; Italian	750	0	No	November 30, 2018	AGM 2023	3	A/SER
	Lorenz von Habsburg Lothringen	66	M	Austrian; Belgian	990	0	No	April 30, 2019	AGM 2024	2	N*/R/SI
	Mette Kamsvåg	50	F	Norwegian	1,000	0	Yes	April 30, 2019	AGM 2022 ⁽²⁾	2	A/SI
Directors	Danielle Lagarde	61	F	French	2,748	0	Yes	December 12, 2016	AGM 2024	5	N/R/SER*
	Caroline Parot	49	F	French	1,587	1	Yes	October 28, 2020	AGM 2022 ⁽²⁾	1	A
	Luc Rémont	52	M	French	1,500	0	Yes	June 13, 2014	AGM 2022 ⁽²⁾	7	N/R*
	Daniel Schmucki	53	M	Swiss	750	0	No	March 19, 2020	AGM 2024	1	A/SI*
	Nazan Somer Özelgin	58	F	Turkish	1,571	2	Yes	October 28, 2020	AGM 2024	1	-
	Thierry Sommelet	52	M	French	750	3	Yes	October 28, 2020	AGM 2023	1	N/R/SI
	Dr. Michael Stollarz	55	M	German	1,570	0	No	October 28, 2020	AGM 2022 ⁽²⁾	1	-
	Susan M. Tolson	59	F	American	1,500	3	Yes	June 13, 2014	AGM 2022 ⁽²⁾	7	A
Directors representing employees	Marie-Christine Lebert	58	F	French	1001 ⁽³⁾	0	No	May 17, 2019	AGM 2022	2	R
	Arnaud Lucien	44	M	French	N/A ⁽³⁾	0	No	November 30, 2020	AGM 2023	1	SER
Censor	Jos Dijsselhof	56	M	Dutch	N/A ⁽³⁾	NA	N/A	March 19, 2020	AGM 2022 ⁽²⁾	1	-

As of December 31, 2021.

AGM: Annual General Meeting; A: Audit Committee; N: Nomination Committee; R: Remuneration Committee; SER: Social and Environmental Responsibility Committee; SI: Strategy and Investment Committee.

* Chairperson

¹ The analysis of the independence of each Director is set forth under Section G.2.3.4.

² The renewal of the term of office of this member of the Board of Directors is proposed to the 2022 Annual General Meeting.

³ In accordance with the internal rules of the Board of Directors, the Directors representing the employees and the censor are exempt from the obligation

⁴ Situation as of December 31, 2021, but since his retirement from Atos in February 2022, Mr Gilles Arditti is qualified as independent director (see Section G.2.3.4.2 for more details).

The current composition of the Board of Directors proceeds and results from the willpower to achieve a balanced Board and an important work on its composition which will make it possible to take account of the following elements.

This balance takes into account past and existing agreements resulting from transactions completed by the Group (such as the acquisition of SIX Payment Services in 2018 and of Ingenico in 2020), of an adequate representation of the main shareholders (with regard to their weight in terms of capital and voting rights and their intentions as to their shareholdings in Worldline) as well as strategic partners (such as SIX Group AG, the Company's main shareholder and commercial partner, Bpifrance, a significant shareholder of the Company, and DSV Group, a partner in the Payone joint venture).

This balance also takes into account the level of independence, gender diversity, diversity and skills necessary for the Board.

The size of the Board is the result of the desire for this balance and the determination to expand in the context of the Ingenico acquisition in order to reflect its friendly and inclusive nature and facilitate the integration of Ingenico.

It is reminded that the Board may operate with one or two Censors, each one providing a useful contribution to the Board's work and as applicable, the work of its Committees since the acquisition of SIX Payment Services in 2018 when it was agreed that SIX Group AG would be represented by two Directors and a Censor.

As consideration of the above, it is reminded that, in line with the agreements signed with SIX Group AG in the context of the acquisition of SIX Payment Services and then in accordance with the agreements signed in 2020 in the context of the acquisition of Ingenico (in particular, the Business Combination Agreement signed by Worldline and Ingenico and the Letter-Agreement signed by Worldline and SIX Group AG described in Section E.8 of this 2021 Universal Registration Document), it had been decided that the new Worldline governance would reflect the position of SIX Group AG as a strategic shareholder, while Atos SE no longer had a representative on the Board as a result of its gradual withdrawal from Worldline, while ensuring, at the same time, a fair balance on the Board, especially in terms of independence and shareholders' representation.

It was in this context that the Board was to be enlarged from 10 to 17 members (not including the Directors representing the employees) in order to welcome new Directors from Ingenico that the Letter-Agreement of February 2, 2020 (as amended on May 4, 2020) was signed between Worldline and SIX Group AG. This Letter-Agreement provides, with regard to SIX Group AG's confirmation that it considered Worldline as a highly strategic medium to long-term investment, that SIX Group AG is entitled to propose the appointment of a third member to the Board as long as SIX Group AG holds at least 15% of the voting rights of Worldline and the combined entity as of the completion of the Ingenico acquisition.

The representation of SIX Group AG on the Board is therefore the result of a long process, handled by the Nomination Committee, aimed at creating a balanced Board following the acquisition of Ingenico and incorporating an adequate representation of its main shareholders and especially the

primary shareholder, SIX Group AG, as part of the planned strategic transaction.

The Board thus considered that the representation of SIX Group AG on the Board with three directors and a censor made it possible, in line with the agreements concluded with SIX Group AG, to achieve this balance while reflecting the status of principal shareholder of SIX Group AG, its decisive support for the development of the Group since the acquisition of SIX Payment Services and its status as a key business partner of the Group, while avoiding the pitfall of over-representation of SIX Group AG.

The commitment by SIX Group AG to retain its Worldline shares under the conditions described in Section E.8.1.2. ended June 30, 2021.

SIX Group AG nevertheless remains the main shareholder of the Company with 10.64% of the share capital and 18.80% of the voting rights as at 31 December 2021 (see section G.5 of this Universal Registration Document).

Regarding the position of Censor, it is further recalled that the duties of the Censor were previously performed by Mr. Gilles Arditti and Mr. Daniel Schmucki (the latter representing SIX Group AG, strategic shareholder of the Company). The Company considers the position of Censor as a potential talent pool for future Directors and thus an opportunity for individuals with the potential to hold a directorship to learn about the Company, its activities and strategy.

The Nomination Committee has started in year 2021 discussions and works to potentially reduce the number of Directors. The purpose of these works is to, ultimately and at the right time, allows the Board of Directors to return to a size more consistent with the usual size of the Boards of comparable companies. Nonetheless, the Board, on the Nomination Committee's recommendation, considered early 2021 that the priority was first to allow a smooth and efficient integration of the new Directors coming from Ingenico and have a better view of how the Board works in its new composition before putting forward recommendations regarding the size of the Board of Directors.

Throughout the year 2021, Board of Directors and its Committees were working very efficiently and enjoying very strong, well-balanced and complementary profiles and expertise from their members.

Nonetheless, one year after the acquisition of Ingenico, in early 2022, the Nomination Committee and the Board resumed the discussions and works on the composition and the size of the Board of Directors.

Upon the recommendation of the Nomination Committee, the Board of Directors has finally decided to reduce its size with a target Board of 13 directors (plus 2 employee Directors, in accordance with the Pacte law, and a representative of the Social and Economic Committee) by 2024. This reduction would be achieved progressively from 2023, when the Board should first be reduced by two directors and the Censor, then in 2024 with the contemplated suppression of two additional directors.

The Nomination Committee is pursuing its works to identify the directors who could leave the Board in 2023 and 2024.



In that respect, the Board has defined, upon the recommendation of the Nomination Committee, the following principles:

- **Equal treatment of directors** : all directors' mandates will be at stake to allow the Committee and the Board to review and resize the composition of the Board (irrespective of their renewal dates according to the staggered renewal process in place);
- **Balanced representation of key shareholders and strategic partners**: the representation of major shareholders and strategic partners of the Company within the Board in due proportion in the target Board will have to be discussed according to past agreements and the contemplated reduction;
- **Comply with legal requirements and recommendations of the AFEP-MEDEF Code**;
- **Maintain a high level of independence**;
- **Maintain complementary and adequacy of profiles and competences** with strong experience and expertise.

G.2.3.1.2 Proposed renewals at the 2022 Annual General Meeting

On the recommendation of the Nomination Committee, the Board of Directors will propose to the shareholders, at the next Annual General Meeting to be held on June 9, 2022, to decide on the renewal of the mandates of :

- Mrs Mette Kamsvåg, Mrs Caroline Parot, Mr Georges Pauget, Mr Luc Rémont, Mr Michael Stollarz and Mrs Susan M. Tolson as Directors; and
- Mr Johannes Dijsselhof as Censor.

It is specified that the points of attention concerning the objectives and legal constraints in terms of gender diversity, nationalities, independence have been reviewed and taken into account for the analysis of these renewal proposals. As part of the review of candidates for renewal, the Nomination Committee and the Board of Directors reviewed the candidates' profiles, experience and skills relevant for the Board and also ensured that maturing members did not hold an excessive number of Director positions in listed companies, thus allowing them to devote the necessary time and attention to their duties. The Board also took into account their valuable contribution to the work of the Board and the Committees and their very high individual participation rates, thus demonstrating their commitment.

The reasons that led the Board on the recommendations of the Nomination Committee to propose the renewal of each of these candidates for the functions of Director and Censor are set out in detail in the explanatory memorandum to the resolutions of the Board of Directors contained in the notice convening shareholders to the Annual General Meeting of June 9, 2022. These renewals and the proposed term of office are, however, subject to the final composition that will be chosen by the Board of Directors for its resizing (see Section G.2.3.1.1 for more details).

With regard to Directors representing the employees, it should be noted that Mr Arnaud Lucien, after consulting with the Chairman, the Lead director and the Nomination Committee, indicated his intention to resign during the next Board meeting, with effect at the end of the 2022 Annual General Meeting, in order to anticipate the consequences of the planned disposal of the Terminals, Solutions and Services ("TSS") business on his mandate. As Mr Arnaud Lucien is an employee of this service line which is expected to be sold, his term of office as director representing the employees will automatically cease upon completion of the disposal since he will no longer be part of the Group's workforce.

The Board of Directors, meeting on March 22, 2022, having noted the intentions of Mr Arnaud Lucien, decided to propose to the shareholders, at the next Annual General Meeting, to temporarily reduce the term of office of the Directors representing the employees stipulated in the Company's bylaws from 3 years to 1 year, and only for the coming employee Directors who will take office at the end of the 2022 Annual General Meeting. This one-year term of office will be a transitional period pending the establishment of the European Works Council scheduled for the coming year as to enable it to appoint one of the Directors representing the employees as soon as possible following its set-up.

Thus, in the interval between the 2022 and 2023 General Meetings, and subject to the approval of the aforementioned amendment to the bylaws, the successor of Mrs Marie-Christine Lebert (whose current term of office will expire at the end of the next Annual General Meeting) as Director representing the employees will be appointed for a 1-year term and his/her term of office will therefore expire at the end of the Annual General Meeting to be held in 2023 in order to approve the financial statements for the year 2022. The term of office of the successor of Mr Arnaud Lucien, whose resignation will be effective at the end of the next Annual General Meeting, will begin at that same time, for the remaining term of office of the other director representing the employees, i.e. expiring at the end of the Annual General Meeting to be held in 2023 in order to approve the financial statements for the year 2022.

With the exception of the introduction of this transitional period linked to the creation of the European Works Council and during which Directors representing the employees will be appointed for a 1-year term, the statutory stipulations on the duration of their mandate will remain unchanged (i.e. the 3-year term currently set). Thus, the Social and Economic Committee of the Worldline UES and the European Works Council will both appoint a Director representing the employees, as from 2023, for a 3-year term.

Evolution of the composition of the Board of Directors and its Committees in 2021

During the period between January 1, 2021 and the date of this Universal Registration Document, the composition of the Board of directors and of its committees has not changed. Only the dissociation of functions described above occurred, under which Mr Bernard Bourigeaud was appointed Chairman of the Board of Directors, Mr Gilles Grapinet continuing his duties as Chief Executive Officer.

G.2.3.1.3 Directors' biographies

Gilles Grapinet

Professional address:
Tour Voltaire – 1, place
des Degrés CS81162
92059 Paris La Défense
Cedex - France

Number of shares:
172,998

Date of birth (and age):
July 3, 1963
(58 years old)

Nationality: French

Date of 1st appointment:
April 30, 2014

Date of renewal:
June 9, 2020

Term expires on:
2023 AGM ruling
on the accounts of
the 2022 financial year

Member of the Strategy and Investment Committee
Member of the Social and Environmental Responsibility Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

A graduate from “Ecole Nationale d’Administration”, Gilles Grapinet joined the French “Inspection Générale des Finances” in 1992, where he was assigned on numerous financial audits on behalf the French Government and international organisations (International Monetary Fund, World Bank...). In 1996, he moved to the French tax department as Head of Strategy and Controlling before being appointed Head of Information Systems and Strategy. Between 2000 and 2002, he was appointed CIO, head of the nation-wide “Copernicus program”, aimed at rebuilding entirely the French tax information systems and creating a multi-channel, service-oriented e-tax administration. Between 2003 and end 2004, he joined the private office of the French Prime Minister as Senior Advisor for economic and financial affairs. Between 2005 and 2007, he was Director and chief of staff of the French economy, finance and industry Minister’s private office. In 2007, Gilles Grapinet joined the Executive Committee of the international banking Group Credit Agricole SA, where he was Head of Strategy before being appointed CEO of the Payment Systems & Services business division. He joined Atos from December 2008 as Senior Executive Vice-President, in charge of Global Functions, Global Sales, Consulting and Worldline until 2013.

Since July 2013, in addition of his position in Atos, he was appointed Worldline Chief Executive Officer, and has led the successful partial listing of this subsidiary of the Atos group with a market capitalization of c. € 2B in June 2014. Worldline has since executed an ambitious development with the successful acquisitions of Equens in 2016, SIX Payment Services in 2018 and Ingenico in 2020. Worldline, became fully independent from Atos on May 3rd, 2019, is now n°1 electronic payment services provider in Europe and n°4 globally, and since March 2020 part of the CAC40 leading French index.

M. Grapinet is in parallel the first chairman of EDPIA, the European Digital Payment Industry Alliance, the advocacy body of the largest European payment services providers.

M. Grapinet is also member of the French order of “Légion d’honneur” (knight).

Main activity

- Chief Executive Officer of Worldline*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES**Other positions and offices held at December 31, 2021****Within the Worldline Group**

France:

- Chairman of the Board of Ingenico Group SA
- Foreign countries:
- Chairman of the Supervisory Board of equens Worldline SE
 - Member of Supervisory Board of Worldline (China)

Outside the Worldline Group

France:

- Chairman of EDPIA (European Digital Payment Industry Alliance)
- Director of EPI Interim Company
- Chairman of Supervisory Board of Younited Credit
- Member of the Board of Energie Jeunes (Association recognized as a public utility – unpaid activity)
- Member of the Board of Fondation AlphaOmega (Association recognized as a public utility – unpaid activity)

Other positions and offices held during the last five years**Within the Worldline Group**

Chairman of the Board of Directors of Worldline SA* (until October 2021)

Outside the Worldline Group

France:

- Permanent representative of Atos SE* at the Board of Directors of Atos Participation 2 SA
- Director of Saint Louis Ré SA and Bull SA

G

* Listed company.



Bernard Bourigeaud

Professional address:
Tour Voltaire - 1, place
des Degrés CS81162
92059 Paris la Défense
Cedex - France

Number of shares:
59,755

Date of birth (and age):
March 20, 1944
(77 years old)

Nationality: French

Date of 1st appointment:
October 28, 2020

Date of renewal:
N/A

Term expires on:
2023 AGM ruling on the
accounts of the 2022
financial year

Independent Director

Chairman of the Board of Directors

Member of the Strategy and Investment Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Bernard Bourigeaud is behind the creation and development of one of the world's largest IT services and payments groups, Atos, which he chaired for 16 years.

Prior to this, he was Chairman at Deloitte in France and had an international career at PricewaterhouseCoopers and Continental Grain, in particular in the United Kingdom.

Bernard Bourigeaud is currently the independent Chairman of the Board of Directors and a Strategy and Investments Committee member of Worldline, and the Chairman of BJB Consulting. He is also an investor, consultant and Director of several companies, a member of the Advisory Board of Jefferies in New York. He is also an affiliate professor at HEC in Paris.

In addition to his previous roles within Atos and its subsidiaries, he has served as a member of the Boards of CGI, Business Objects, SNT (a subsidiary of KPN), Hagemeyer, Neopost, Tibco Software, Amadeus in Spain, CCMX, Automic in Austria, and Oberthur Technologies. Bernard Bourigeaud was also Chairman of the Board of Directors of Ingenico SA from November 2018 to October 2020. He was also a member of the Governing Board of the International Paralympic Committee (IPC) from September 2011 to September 2017.

Bernard Bourigeaud is a qualified chartered accountant and holds a degree in Economics and management.

He is a Knight of the Legion of Honor and former President of CEPS (Center for Long-Term Strategic Studies).

Main activity

- Chairman of BJB Consulting (Belgium)

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Member of the Advisory Board of Jefferies New York (United States)
- Director of Inetum (ex-GFI), member of the Strategy and Investment Committee and of the Nomination and Remuneration Committee

Other positions and offices held during the last five years

Within the Worldline Group

France:

- Chairman of the Board Directors of Ingenico Group SA* (until October 2020)

Outside the Worldline Group

Foreign countries:

- CGI* (Canada) (until January 2019)
- Automic (Austria) (until January 2017)
- Non-executive Chairman of Oberthur Technology SA (until May 2017)
- Non-executive Vice-President of Oberthur Technology Holding (until May 2017)
- Operating Partner at Advent International (until April 2017)
- Member of the International Paralympic Committee (until September 2017)

* Listed company.

Gilles Arditti

Professional address:
Tour Voltaire – 1, place
des Degrés CS81162
92059 Paris La Défense
Cedex – France

Number of shares:
20,001

Date of birth (and age):
November 24, 1955
(66 years old)

Nationality: French

Date of 1st appointment:
October 28, 2020¹

Date of renewal:
June 9, 2020

Term expires on:
2023 AGM ruling
on the accounts of
the 2022 financial year

Director
Member of the Strategy and Investment Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Gilles Arditti holds a Master in Finance from the Université de Paris-Dauphine, a Master in International Finance from the École des Hautes Études de Commerce (HEC) in Paris and is Certified Public Accountant. He is also Engineer graduated by the École Nationale Supérieure des Mines d'Alès. After several years in Audit and Consulting at KPMG, he joined Atos Group in 1989, where he was, successively, Group Director of Mergers and Acquisitions, Director of Finance and Human Resources for Atos in France, and CFO for France, Germany and Central Europe. In 2007, Mr. Arditti became Head of Investor Relations and Financial Communication for the Atos Group. Since the beginning of 2019, he was also in charge of the Internal Audit of Atos. Mr Arditti retired in February 2022. Mr. Arditti was a member of the Board of Directors of Worldline Germany from 1993 to 2006. Mr. Arditti is member of the Issuers Consultative Committee at AMF and Board Member at CLIFF, the French Association of Investor Relations.

Main activity

- Managing Director GA Conseil et Coaching

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

**Other positions and offices held
at December 31, 2021**

Within the Worldline Group

None

Outside the Worldline Group

None

**Other positions and offices held
during the last five years**

Within the Worldline Group

France:

- Censor of the Board of Directors of Worldline SA* (until October 2020)

Outside the Worldline Group

None

* Listed Company.



Agnès Audier

Professional address:
Tour Voltaire - 1, place
des Degrés CS81162
92059 Paris La Défense
Cedex - France

Number of shares:
1,661

Date of birth (and age):
November 3, 1964
(57 years old)

Nationality: French

Date of 1st appointment:
October 28, 2020

Date of renewal:
May 20, 2021

Term expires on:
2024 AGM ruling
on the accounts of
the 2023 financial year

Independent Director

Member of the Social and Environmental Responsibility Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Agnès Audier is Board member, Senior Advisor at the Boston Consulting Group (BCG) and independent consultant supporting startups and digital transformation in the Tech and HealthTech sectors. She has previously held the role of BCG Partner and Managing Director and was a member of the Europe and Latin America management committee.

Before joining the BCG in 2007, Agnès Audier was a member of the Executive Committee of Havas, where she held the role of Executive Vice President, Chief Performance Officer from 2003 to 2005 before joining the Audit team of the French Ministry of Finance (Inspection Générale des finances) in 2006. Previously, she served as Chief Operating Officer of Vivendi Universal's Internet and Technology BU, after being EVP, chief of Strategy and Business Development, as well as Secretary of the Executive Committee.

Before taking up these positions, Agnès Audier worked in public service, including in the cabinet of the French Minister of Health, Social and Urban Affairs, and then as head of cabinet of the French Minister for SMEs.

Agnès Audier is a Chief Engineer of prestigious French state engineering institution the Corps des mines. She is also a graduate of the Institut d'études politiques in Paris, an alumna of the École normale supérieure, and holds the highest French teaching qualification (agrégation) in physical sciences. She has a postgraduate degree (DEA) in materials science and spent two years writing a thesis on high-temperature superconductors.

Main activities

- Senior advisor at Boston Consulting Group (BCG)
- Digital transformation and data consultant
- Volunteer commitments for elderly people and fight against poverty

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

- France:
- Director of EUTELSAT* member of the Audit and Remuneration Committees
- Director of Crédit Agricole SA*
- Voluntary Chairman of the Board of Directors of SOS Seniors (non-profit organization)

Other positions and offices held during the last five years

Within the Worldline Group

- Director of Ingenico Group SA* (until October 2020)

Outside the Worldline Group

- Censor of Crédit Agricole SA* (until 2021)
- Partner and managing Director of Boston Consulting Group (BCG) (from 2009 to 2018)
- Director of HIME, holding company of SAUR

* Listed company.

Aldo Cardoso

Professional address:
Tour Voltaire - 1, place
des Degrés CS81162
92059 Paris La Défense
Cedex - France

Number of shares:
1,500

Date of birth (and age):
March 7, 1956
(65 years old)

Nationality: French

Date of 1st appointment:
June 13, 2014

Date of renewal:
June 9, 2020

Term expires on:
2023 AGM ruling
on the accounts of
the 2022 financial year

Independent Director
President of the Audit Committee
Member of the strategy and investment Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

From 1979 to 2003, he held several successive positions at Arthur Andersen, including consultant, partner (1989), Chief Executive Officer audit and financial advisory France (1993-1996), member of the Board of Directors of Andersen Worldwide (1996), Chairman of the Board of Directors (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003). Since 2003, he has served as a Director of French and foreign companies. Mr Aldo Cardoso is a graduate of the Ecole Supérieure de Commerce de Paris and holds a Master's degree in business Law and is a Certified Public Accountant.

Main activity

- Director of Companies

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director of Imerys*
- Chairman of the Board of Bureau Veritas*

Foreign countries:

- Director of DWS* (Germany)
- Director of Ontex* (Belgium)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director of Engie* (2019)

* Listed company.



Giulia Fitzpatrick

Professional address:
Räspweg 11 – CH-8126
Zumikon, Switzerland

Number of shares:
750

Date of birth (and age):
December 29, 1959
(62 years old)

Nationality:
Italian and American

Date of 1st appointment:
November 30, 2018

Date of renewal:
June 9, 2020

Term expires on:
2023 AGM ruling
on the accounts of
the 2022 financial year

Member of the Audit Committee
Member of the Social and Environmental Responsibility Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Giulia Fitzpatrick is a non-executive Director on profit and non-for-profit Boards as Chairperson and Board Member. She has 30+ years senior executive experience in transforming organizations for premier global financial services and agricultural firms. Ms. Fitzpatrick has deep knowledge of technology, risk management, finance and operations with a focus on digital & innovation. She has a proven track record in leading organizations in complex and fast-changing international environments across the US, Europe, Asia and South America.

She worked for global financial services such as Bankers Trust, National Securities Clearing Corporation, Instinet, Merrill Lynch and UBS and at Bunge Ltd, one of the largest agricultural commodities processors. Ms. Fitzpatrick holds a MBA in Finance and a MA in International Studies from the Wharton School and University of Pennsylvania, respectively.

Main activities

- Financial Services Expert
- Technology Expert
- Cofounder of Zetamind AS (Switzerland)

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

**Other positions and offices held
at December 31, 2021**

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director of PostFinance AG
- Director and Chairperson of Quintet Private Bank (Switzerland) (previously Bank am Bellevue)
- Director of Swiss Data Alliance AG
- Cofounder and Chairperson of Zetamind AG

**Other positions and offices held
during the last five years**

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Managing Director of Global Technology of UBS AG (2011-2018)

Lorenz von Habsburg Lothringen

Professional address:
Gérance E. Gutzwiller
& Cie, Banquiers,
Kaufhausgasse 7 – 4051
Switzerland

Number of shares: 990

Date of birth (and age):
December 16, 1955
(66 years old)

Nationality:
Belgian and Austrian

Date of 1st appointment:
April 30, 2019

Date of renewal: May 20,
2021

Term expires on:
2024 AGM ruling
on the accounts of
the 2023 financial year

Chairman of the Nomination Committee
Vice-Chairman of the Remuneration Committee
Member of the Strategy and Investment Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Lorenz von Habsburg Lothringen joined the bank E. Gutzwiller & Cie, Bankers in 1983, where he held the positions of proxyholder, Director and, since 1990, Partner. From 2021, he is Limited Partner member of the executive committee. Successively Advisor of the Chief Executive of SWIFT SC Brussels, of the Board of Cobepa SA and of the general management of the bank BNP Paribas, Lorenz von Habsburg Lothringen has a solid experience in the banking and financial sectors.

Lorenz von Habsburg Lothringen holds a Master in Economics and Politics from the University of Innsbruck (Austria).

Main activity

- Limited partner and director manager of the bank E. Gutzwiller & Cie, Bankers, Basel

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director, SIX Group AG, Zurich

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director, Suez Environment* (until May 2019)

* Listed company.



Mette Kamsvåg

Professional address:
Fannesfjordsveien 118,
6421 Molde, Norway

Number of shares:
1,000

Date of birth (and age):
January 17, 1971
(50 years old)

Nationality:
Norway

Date of 1st appointment:
April 30, 2019

Date of renewal:
N/A

Term expires on:
2022 AGM ruling
on the accounts of
the 2021 financial year

Independent Director
Member of the Audit Committee
Member of the Strategy and Investment Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Mette Kamsvåg has 20 years' experience from IT and payment services and has been a member of the management of BBS and Nets for 15 years with responsibility for sales, products and business development. She was CEO of Nets from 2011 to 2014. Since 2014, she held a seat on the Board of several companies and is currently an active Board member of SpareBank1 SMN. She is currently chairing the Boards of Maritech Systems AS, Norkart and WebMed EPJ AS.

Ms. Kamsvåg has deep knowledge of the payment services, in particular in connection with Nordic markets.

Mette Kamsvåg holds a master's in Business and Economics from BI Norwegian School of Management.

Main activities

- Advisor Ferd Capital (since January 2021)
- Partner of Novela AS (since July 2016)
- Advisor at M-K Consulting AS (since 2014)

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Chairwoman of the Board of Directors of Norkart AS
- Director of SpareBank 1 SMN
- Chairwoman of the Board of Directors of Maritech Systems AS
- Chairwoman of the Board of Directors of WebMed AS

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director of SIVA AS (until August 2021)
- Director of Oslo Børs VPS AN (until November 2019)
- Chairperson of the Board of Director of Easy2you AS (until May 2019)
- Director of Novela AS (until May 2018)
- Director of Geodata AS (until May 2018)
- Director of Eika Forsikring AS (until May 2018)
- Director of Helse Vest IKT (until May 2018)

Danielle Lagarde

Professional address:

41, avenue Bosquet
75007 Paris, France

Number of shares:

2,748

Date of birth (and age):

May 3, 1960
(60 years old)

Nationality: French

Date of 1st appointment:

December 12, 2016

Date of renewal:

May 24, 2018

Term expires on:

2024 AGM ruling
on the accounts of
the 2023 financial year

Independent Director

Chairwoman of the Social and Environmental Responsibility Committee
Member of the Nomination and Remuneration Committees

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Danielle Lagarde joined the Atos group in 2005 where she spent more than eleven years and where she served in several different roles. From June 2014 to January 2017, she served as Group Senior Vice President, in charge of Human Resources Executive management. Prior to this role and from 2008 to 2014, she served as Senior Vice President Human Resources for Atos group where she was in charge of all HR expertise and in charge of CSR topics. Prior to Atos group, Danielle Lagarde served as Senior HR Director EMEA for several Service Lines at DELL, CEO France for RSL Com (US Telco company), HRD Europe for Viatel (US Telco), Managing Director at Millesime Human Resources Ltd. Based in Hong Kong, and Corporate Communication Manager for a Group of Airlines (EAS Europe Airlines). She also served until March 2019 as Chief Human Resources Officer EMEA at Jones Lang Lasalle. In addition to its expertise in the field of Human Resources, Danielle Lagarde developed through her experiences solid skills in the field of CSR and governance.

Danielle Lagarde holds a Post Master degree (DESS) in Human Resources (IAE Aix-en-Provence), a Board Member Certification (IFA/Sciences Po Paris), a "Women on Board" Certification from Harvard Business School and an Executive certification from HEC Paris.

Main activity

- Human resources expert

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES
Other positions and offices held at December 31, 2021
Within the Worldline Group

None

Outside the Worldline Group

None

Other positions and offices held during the last five years
Within the Worldline Group

None

Outside the Worldline Group

France:

- President of Jones Lang Lasalle holding SAS (until March 2019)



Caroline Parot

Professional address:
EUROPCAR
13 ter boulevard Berthier
75017 Paris

Number of shares:
1,587

Date of birth (and age):
January 27, 1972
(49 years old)

Nationality: French

Date of 1st appointment:
October 28, 2020

Date of renewal:
N/A

Term expires on:
2022 AGM ruling
on the accounts of
the 2021 financial year

Independent Director
Member of the Audit Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Caroline Parot is Member of the Board of Directors and Chief Executive Officer of Europcar Mobility Group since February 26, 2021 and was, until this date, Chairwoman of the Management Board of this company. She joined Europcar Mobility group in 2011 and was appointed Chief Financial Officer in March 2012, and was later named Chief Executive Officer of Finance.

Previously, she held senior finance and group control positions (2009-2011) and served on the Executive Committee (2010-2011) within the Technicolor group. She was notably in charge of restructuring the debt of Thomson Technicolor. With the same group, she also served as Chief Financial Officer of the Technology segment (2008-2009) and controller of the Intellectual Property and License Management department (2005-2008). She began her career in 1995 as an auditor at Ernst & Young, where she worked until 2005.

Caroline Parot holds a Master's degree in Finance from ESCP Business School and a Post-Graduate degree in Economics & Mathematics from Paris I Pantheon Sorbonne. She also holds a Higher Diploma of Accounting and Management.

Main activity

- Chief Executive Officer of Europcar Mobility Group*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director and Chief Executive Officer of Europcar Mobility Group*
- Director of BPI France Participation
- Director of BPI France Investissement and Chairwoman of the Audit and Risks committee

Foreign countries:

- President of Europcar Services, Unipessoal, Lda (Portugal)

Other positions and offices held during the last five years

Within the Worldline Group

France:

- Director of Ingenico Group SA* (until October 2020) and Chairwoman of the Audit and Finance Committee (until March 2020) and of the Governance, Nomination and Remuneration Committee (until October 2020)

Outside the Worldline Group

France:

- President of Europcar International SAS, (until 2018)
- Permanent representative in Europcar International SAS in her capacity as President of Europcar France SAS, (until 2018)

Foreign countries:

- President of Europcar Holding SAS, (until 2018)
- Director of BVJV Ltd (New Zealand) (until May 2017)
- Director of PremierFirst Vehicle Rental EMEA Holdings Ltd (UK), (until 2018)
- Supervisory Board member of Europcar Autovermietung GmbH (Germany) (until 2018)
- Supervisory Board member of Car2Go GmbH (Germany), (until 2018)
- Member of the Supervisory and Development Committee of Ubeeqo International SAS (until May 2017)

* Listed company.

Georges Pauget

Professional address:
Rua Almirante Pessanha
16-2 DT 1200-022
Lisbon, Portugal

Number of shares:
750

Date of birth (and age):
June 7, 1947
(73 years old)

Nationality: French

Date of 1st appointment:
April 30, 2019

Date of renewal:
N/A

Term expires on:
2022 AGM ruling
on the accounts of
the 2021 financial year

Lead Director
Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Georges Pauget has extensive experience in finance and banking, having spent most of his career with the Crédit Agricole group where Georges Pauget was Chief Executive Officer from September 2005 to March 2010. Chairman of the Remuneration and Governance Committee of Eurazeo and member of the Audit Committee, Chairman of the Audit Committee of Club Méditerranée, Georges Pauget acquired a considerable expertise in the corporate governance of listed companies.

He was also, in particular, Lead Director of Valeo until March 2020, Chairman of the Board of Directors of LCL - Le Crédit Lyonnais, and Chairman of the Board of Directors of Calyon until March 2010. He was also Chairman of the Board of Directors of Viel & Cie until March 14, 2012. He was previously Scientific Director of the Chair of Asset Management and Adjunct Professor at Université de Paris Dauphine, lecturer at Institut d'études politiques de Paris (IEP) and Visiting Professor at the University of Beijing until 2015. He also served as Chairman of Economie Finance et Stratégie SAS.

Georges Pauget is a Doctor of Economic Sciences. He is a French citizen and speaks French, English, Spanish and Italian.

Main activity

- Managing Director of ALMITAGE 16.LDA (Portugal) and Director of several companies

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

France:

- Chairman of the Audit and Risks Committee, Club Med
- Member of the Supervisory Board, Chairman of the Remuneration and Governance Committee, Member of the Audit Committee, Eurazeo*

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Lead Director, Chairman of the Remuneration and Governance Committee and Member of the Strategy Committee of Valeo* (until March 2020)
- President, Economie Finance et Stratégie SAS (until December 2017)

* Listed company.



Luc Rémont

Professional address:
35 rue Joseph Monier
92500 Rueil-Malmaison,
France

Number of shares:
1,500

Date of birth (and age):
September 7, 1969
(52 years old)

Nationality: French

Date of 1st appointment:
June 13, 2014

Date of renewal:
April 30, 2019

Term expires on:
2022 AGM ruling
on the accounts of
the 2021 financial year

Independent Director
Chairman of the Remuneration Committee
Vice-Chairman of the Nomination Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Luc Rémont started his career in 1993 as an engineer at the French Ministry of Defense. From 1996 to 2007, he held several positions at the French Ministry of Economy, Finance and Industry. Initially, he was responsible for the French Treasury's relations with international development banks (including the World Bank and EBRD) before representing the French State's shareholding interests in transportation companies. From 2002 to 2007, he served as technical advisor and then deputy chief of staff of the Minister of Finance. In 2007, he joined Merrill Lynch Investment Banking and then he was head of Bank of America Merrill Lynch Corporate and Investment Banking for France beginning from 2009 to 2014. In April 2014, he then joined Schneider Electric, where he served as President of Schneider Electric France between July 2014 and April 2017. Since then, he holds the position of Executive Vice President International Operations at Schneider Electric.

Luc Rémont graduated from *Ecole Polytechnique* and *Ecole Nationale Supérieure des Techniques Avancées* (Ensta).

Main activity

- General Manager International Operations, Schneider Electric*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Chairman of the Board of Directors of Schneider Electric India Private Limited

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director of Naval Group (until March 2020)
- Chief Executive Officer of Schneider Electric France (until March 2017)

* Listed company.

Daniel Schmucki

Professional address:

SIX Group AG
Pfungstweidstrasse 110
CH-8021 Zurich,
Switzerland

Number of shares:

750

Date of birth (and age):

June 6, 1968
(53 years old)

Nationality: Swiss

Date of 1st appointment:

March 19, 2020

Date of renewal: May 20,
2021

Term expires on:

2024 AGM ruling
on the accounts of
the 2023 financial year

Chairman of the Strategy and Investment Committee
Member of the Audit Committee
BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Daniel Schmucki is a member of the Executive Board at SIX Group AG and holds the position as Chief Financial Officer since March 2017. From 1994 to 1999 he has held various positions in finance at Bosch Group in Switzerland and Germany. In 1999 he took on the role of Head Controlling, Treasury and Investor Relation at Flughafen Zürich AG, which he held for nine years. In 2008 he was promoted to Chief Financial Officer and Managing Director Global Airport Operations and was since then also a member of the Executive Management.

Daniel Schmucki holds a qualification as Chartered Accountant.

Main activity

- Chief Financial Officer of SIX Group AG

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES
Other positions and offices held at December 31, 2021
Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Chairman of the Board of Directors of SIX Global Services AG
- Director of:
 - SIX BBS AG (former Swisskey AG)
 - SIX Group Services AG
 - SIX SIS AG
 - SIX x-clear AG
 - SIX Securities Services AG
 - SIX Repo AG
 - SIX Swiss Exchange AG
 - Borsa e Mercados de Espana (BME)
 - SIX Global Services AG
 - SIX Financial Information AG
 - SIX Terravis AG
 - SIX Digital Exchange AG
 - SDX Trading AG

Other positions and offices held during the last five years
Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director of:
 - Flaschenpost Services AG (until February 2020)
 - Aeroporto do Belo Horizonte (until February 2017)
 - Bangalore International Airport (until February 2017)
 - Zurich Airport Latin America (until February 2017)
 - Piavita AG (until February 2017)
- Chairman of the Board of Zurich Airport International AG (until February 2017)
- Deputy Chief Executive Officer and Chief Financial Officer of Flughafen Zurich AG* (until February 2017)

* Listed company.



Nazan Somer Özelgin

Professional address:
Tour Voltaire - 1, place
des Degrés CS81162
92059 Paris La Défense
Cedex - France

Number of shares:
1,571

Date of birth (and age):
November 6, 1963
(58 years old)

Nationality: Turkish

Date of 1st appointment:
October 28, 2020

Date of renewal:
N/A

Term expires on:
2024 AGM ruling
on the accounts of
the 2023 financial year

Independent Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Nazan Somer Özelgin is a Supervisory Board Member of Unicredit Romania, Zagrebacka Banka (Unicredit Croatia) and Mapfre Insurance (Turkey). She is the Chairperson of Mapfre Insurance Turkey and holds Deputy Chair responsibility in Zagrebacka (Croatia) in addition to being a member of the Risk Committee and Audit Committee. In Unicredit Romania, in addition to being a Supervisory Board Member, she is the Audit Committee Chairperson and Risk Committee and Nomination Committee.

In addition to these Supervisory Board responsibilities Nazan Somer Özelgin provides management consultancy services to some CEE banks. Furthermore, she is the Board Member and Deputy Chair of Istanbul Golf Club and as part of her social responsibility efforts holds a chair in the Advisory Committee of Darussafaka Foundation (a reputable Turkish foundation focusing on education of orphan children) and the Board of Trustees of Bosphorus University of Istanbul. Before, Nazan Somer Özelgin was the Executive Vice President in charge of Retail Banking and a member of the Executive Committee of Yapi Kredi (one of the three largest private banks of Turkey) from 2009 to 2018. She joined Yapi Kredi Bank in Turkey in 2000 as Executive Vice President in charge of Individual Banking. Between 2003 and 2009, she served as Executive Vice President in charge of payment systems and consumer lending and from 2009 to 2018 as Head of Retail and Member of the Executive Committee managing the retail business line end to end and leading many transformation projects including but not limited to digital transformation of the bank. From 1988 to 2000, she served as an Independent Auditor of Arthur Andersen Istanbul office and obtained her Certified Public Accountant Certificate in 1993. During her career with Arthur Andersen, Nazan Somer Özelgin assumed auditing and financial consultancy responsibilities for companies in banking and finance, manufacturing, commerce, construction and tourism. Furthermore, she ran many internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector. She was the partner in charge of financial sector in the last two years of her career with Arthur Andersen Turkey. During this period, she also held responsibilities for financial sector clients in Bucharest and Sofia. She began her career with pharmaceutical company Pamer Sti, where she worked in the finance and accounting department. Nazan Somer Özelgin completed her high school education in Istanbul American Robert College. She has an undergraduate degree from the Business Administration Faculty of Bosphorus University of Istanbul.

Main activities

- Independent Director of companies
- Consultant for financial institution

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Member of the Supervisory Board, Chairman of the Audit Committee and member of Risk Committee, Nomination Committee of Unicredit* (Romania)
- Deputy Chair of the Supervisory Board, Risk Committee and Audit Committee member of Zagrebacka Banka** (Unicredit Croatia)
- Chairwoman of the Supervisory Board of Mapfre Sigorta A.S. Turkey
- Deputy Chair of Istanbul Golf Club
- Member of the Advisory Board of Darussafaka (Foundation)
- Member of the Trustee Board of Bosphorus University of Istanbul

Other positions and offices held during the last five years

Within the Worldline Group

France

- Director of Ingenico Group SA (2019-2020)

Outside the Worldline Group

Foreign countries:

- Member of the Board of Directors and Audit, Risk and Finance Committee member of Visa Europe (2003-2016)
- Member of the Remuneration Committee of Unicredit (Romania)
- Member of the Board of Directors, Audit, Risk and Finance Committee Member and Chairperson of 441 Trust Company Limited, United Kingdom (2016-2017)
- Member of the Board of Directors and Chairwoman of the Visa Turkish National Board (2003-2017)
- Member of the Board of Directors of Yapi Kredi Azerbaijan (2012-2017)
- Member of the Supervisory Board of Tani Pazarlama (Koç Holding CRM company) (2014-2018)
- Executive Vice President and member of the Executive Committee of Yapi ve Kredi Bankasi (2000-2018)

* Listed company.

Thierry Sommelet

Professional address:
Bpifrance
6/8 boulevard Haussmann
75009 Paris, France

Number of shares:
750

Date of birth (and age):
December 10, 1969
(52 years old)

Nationality: French

Date of 1st appointment:
October 28, 2020

Date of renewal:
N/A

Term expires on:
2023 AGM ruling
on the accounts of
the 2022 financial year

Independent Director

Member of the Nomination and Remuneration Committees
Member of the Strategy & Investment Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Thierry Sommelet is Director of the Capital Development department in charge of the Technology, Media and Telecom sector and member of the Executive Committee at Bpifrance Investissement. Thierry Sommelet has twenty years of investment experience in listed and unlisted companies in the TMT sector.

He began his career working in capital markets at Crédit Commercial de France in 1992 in Paris, then in New York. He subsequently became Manager of the financial engineering team at Renaissance Software in London, then Deputy Chief Executive Officer of media company InfosCE in 2001. In 2002, he joined the Investments and Digital Participations department of Caisse des Dépôts et Consignations, a French public entity, which he headed up in 2007. After joining Fonds stratégique d'investissement in 2009, Thierry Sommelet became part of the team at Bpifrance Investissement when it was created in 2013.

Thierry Sommelet graduated from the ENPC (*Ecole nationale des ponts et chaussées*) Civil Engineering School in Paris and also holds an MBA from INSEAD.

Main activity

- Director of the Capital Development department at Bpifrance Investissement, Head of technology, Media and Telecom

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

France:

As Bpifrance Investissement' permanent representative:

- Director of Idemia SAS

As Bpifrance Participations' permanent representative:

- Director of Technicolor SA*

In his own name:

- Director of Soitec SA*
- Director of Talend SA*

Other positions and offices held during the last five years

Within the Worldline Group

In his own name:

- Director of Ingenico Group SA* (until October 2020)

Outside the Worldline Group

France :

As Bpifrance Investissement' permanent representative:

- Member of the Supervisory Board of Tiger Newco SAS (until December 2020)

As Bpifrance Participations' permanent representative:

- Director of Mersen* (until May 2018)

In his own name:

- Chairman of the Supervisory Board of Greenbureau SA (until December 2020)
- Chairman of the Board of Soitec SA* (until March 2019)

* Listed company.



Dr. Michael Stollarz

Professional address:
Deutscher Sparkassen
Verlag Am Wallgraben 115
Stuttgart, D-70565
Germany

Number of shares:
1,570

Date of birth (and age):
June 17, 1966
(55 years old)

Nationality: German

Date of 1st appointment:
October 28, 2020

Date of renewal:
N/A

Term expires on:
2022 AGM ruling
on the accounts of
the 2021 financial year

Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Dr. Michael Stollarz has been Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV Group) since January 2018.

Dr. Michael Stollarz began his professional career with an apprenticeship in banking. After several internships at Westdeutscher Handwerkskammertag and Hornblower Fischer, Dr. Michael Stollarz joined the publishing house Handelsblatt as legal counsel and was quickly promoted to Head of the Investment department. In 2007, Dr. Michael Stollarz was appointed to the Executive Committee. In particular, he was responsible for the digitization of the Group, specialized media, and corporate publishing. After 12 years at Handelsblatt, Dr. Michael Stollarz took over the management of Hubert Burda International GmbH, becoming its Director of Digital Strategy and Managing Director of the International Affairs branch. He was then founding partner at Executive Interim Partners GmbH and Managing Director at Flick Gocke Schaumburg shortly afterwards. Dr. Michael Stollarz then joined the DSV Group.

In addition to his role as Chief Executive Officer of the DSV Group, Dr. Michael Stollarz is a member of several Supervisory Boards, Advisory Boards and Committees.

He has also been manager of Otto Schmidt Beteiligungsgesellschaft since 2016.

Dr. Michael Stollarz holds a doctorate in law.

Main activity

- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV Group)

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

- None

Outside the Worldline Group

Foreign countries:

- Member of the Supervisory Committee of Payone GmbH
- Vice Chairman of the Shareholders' Committee of Worldline PAYONE Holding GmbH
- Member of the Shareholders' Committee of Ingenico Payone Holding GmbH
- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH since 2018
- Manager of Otto Schmidt Beteiligungsgesellschaft GmbH since 2016
- Member of the Executive Committee of the German Savings Banks Association (DSGV) (Germany)
- Chairman of the Advisory Board of S-Markt & Mehrwert GmbH & Co. KG (Germany)
- Chairman of the Advisory Board of Sparkassen-Finanzportal GmbH (Germany)
- Member of the Supervisory Board of PLUSCARD GmbH
- Member of the Supervisory Board of EURO Kartensysteme GmbH (Germany)
- Member of the Supervisory Board of Bad Homburger Inkasso GmbH (Germany)
- Member of the Board of Directors of German Savings Bank Foundation for international collaboration

Other positions and offices held during the last five years

Within the Worldline Group

- Director of Ingenico Group SA* (until October 2020)

Outside the Worldline Group

Foreign countries:

- Founding Partner - Executive Interim Partners GmbH (2015-2017)

* Listed company

Susan M. Tolson

Professional address:
2344 Massachusetts
Avenue NW Washington
DC – 20007 United States

Number of shares:
1,500

Date of birth (and age):
March 7, 1962
(59 years old)

Nationality: American

Date of 1st appointment:
June 13, 2014

Date of renewal:
April 30, 2019

Term expires on:
2022 AGM ruling
on the accounts of
the 2021 financial year

Independent Director
Member of the Audit Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Susan M. Tolson started her career as a corporate finance analyst at Prudential-Bache Securities in 1984, and then joined Aetna Investment Management company in 1988 as an Investment Officer, managing private equity investments in media and entertainment companies. From April 1990 to June 2010, Susan M. Tolson worked at Capital Research company (Capital Research), a subsidiary of The Capital Group Companies, Inc., one of the world's largest investment management organizations, successively as an analyst, portfolio manager and then Senior Vice-President, specializing in the high-yield bond market. Susan M. Tolson has been an active Board member for several corporations and non-profit entities since 2010.

Susan M. Tolson graduated cum laude from Smith College in 1984 with a BA in economics and earned an MBA degree from Harvard Business School in 1988.

Main activities

- Board member for corporations and non-profit entities
- Member of the Los Angeles World Affairs Board, the Paley Center for Media and the Los Angeles Society of Financial Analysts

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

**Other positions and offices held
at December 31, 2021**

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director of Take-Two Interactive Software*
- Director of Outfront Media*

**Other positions and offices held
during the last five years**

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director of Lagardère* (until June 2021)
- Foreign countries:
- Director of the American Cinematheque (until April 2018)
- Advisory Board member of Terra Alpha Investments LLC. (until March 2019)

* Listed company.



Marie-Christine Lebert

Professional address:
19 rue de la Vallée
Maillard 41000 Blois,
France

Number of shares:
1,001¹

Date of birth (and age):
January 28, 1963
(58 years old)

Nationality: French

Date of 1st appointment:
May 17, 2019

Date of renewal:
N/A

Term expires on:
2022 AGM ruling
on the accounts of
the 2021 financial year

Director representing the employees
Member of the Remuneration Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Marie-Christine Lebert joined Atos as Programmer analyst in 1986, in the payment sector. Marie-Christine Lebert has acted as international Project Leader, with over 20 years of experience in project and application portfolio management as well as team management. From 2000, Marie-Christine Lebert has engaged herself in employee representation having high level of responsibilities as successively secretary and treasurer of local and international Works Boards. From 2001 to 2017, Marie-Christine Lebert assumed the highest function as vice-secretary and secretary of the European Works Board of Atos group, after having initiated and taken part to the prior negotiations to the establishment of this European social dialog. All these roles have given her a deep knowledge of French and European social dialog, and a solid understanding of the Group and sector economy, organizations, jobs and conditions, technological environments and human aspects. Marie-Christine Lebert gained her first experience in the Atos group Board of Directors and in particular, she took over the Vice Chair of the CSR Committee.

Main activity

- Project Leader at Worldline*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

None

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director representing the employees of Atos SE* (until April 2019)

* Listed company.

1 The Directors representing the employees are exempted from the obligation to own shares of the Company.

Arnaud Lucien

Professional address:
13/17 rue Pagès
92150 Suresnes, France

Number of shares: N/A¹

Date of birth (and age):
February 25, 1977
(44 years old)

Nationality: French

Date of 1st appointment:
November 30, 2020

Date of renewal:
N/A

Term expires on:
2023 AGM ruling
on the accounts of
the 2022 financial year

Director representing the employees
Member of the Social and Environmental Responsibility Committee

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Arnaud Lucien's entire career has unfolded within Ingenico Group, from 2000 to 2003 as Software Development Consultant on integrated payment solutions for the Retail & Petrol market in France, then from 2003 onwards as Project Manager on pan-European solutions. In 2007, he joined the team in charge of the software development environment in the Group's Research & Development entity. In 2012, he took the lead of this team and contributed to its growth by gradually building it up. The scope of his team has further expanded to include the entire chain of tools required for the continuous integration of embedded software as well as the tools and APIs (Application Programming Interface) facilitating the roll-out of the new Android-based terminal range.

Now he continues his professional journey within the Worldline Group, with the desire to participate in its development and governance, especially focusing on corporate social responsibility and strategic topics.

Arnaud Lucien obtained his degree in engineering from ENSICAEN, with mention of international curriculum and specialisation in electronic banking and IT security.

Main activity

- Head of API (Application Programming Interface) at Worldline*

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

None

Other positions and offices held during the last five years

Within the Worldline Group

- Director representing the employees of Ingenico Group SA* (until October 2020)

Outside the Worldline Group

None

* Listed company.

1 The Directors representing the employees are exempted from the obligation to own shares of the Company.



Johannes Dijsselhof

Professional address:
SIX Group AG
Pfungstweidstrasse 110,
8021 Zürich Switzerland

Number of shares: N/A¹

Date of birth (and age):
October 4, 1965
(55 years old)

Nationality: Dutch

Date of 1st appointment:
March 19, 2020

Date of renewal:
May 20, 2021

Term expires on:
2022 AGM ruling
on the accounts of
the 2021 financial year

Censor

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Johannes Dijsselhof joined SIX Group AG in January 2018 as CEO. He holds degrees in computer science and business administration, and has a long track record in international management in the financial sector. He has previously held positions at ABN Amro Bank, Royal Bank of Scotland and ANZ Australia & New Zealand Banking Group in various countries including Hong Kong and Singapore. His most recent role was Chief Operating Officer (2014–June 2017) and CEO ad interim (2015) at Euronext NV in Amsterdam.

Main activity

- Chief Executive Officer of SIX Group AG

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2021

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Chief Executive Officer of SIX Group AG
- Chairman of the Board of Directors of BME

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Chief of Operations at Euronext N.V Amsterdam a.i. (2014-2017)

¹ In accordance with the Internal Rules of the Board of Directors, the Censor is exempt from the obligation to own shares of the Company.

G.2.3.2 Diversity Policy at Board level

At its meeting of December 15, 2021, the Board of Directors, on the recommendation of the Nominating Committee, approved the diversity policy applicable to the Board.

This policy is reflected in the diversity of Board members, which is complementary in terms of skills, experience, education, age, independence and nationality. The composition of the Board of Directors in 2021 resulting from the work carried out at the end of 2020 to recompose the Board following the integration of Ingenico and in line with the Board's diversity objectives has not been changed.

The diversity policy followed by the Board in selecting its members, the objectives it sets for itself, the procedures applied and their results are described below:

Criteria	Objectives	Implementation and outcomes
Independence of the Board of Directors	Comply with the recommendations of the AFEP-MEDEF Code on the independence of the Board	During its meeting of December 15, 2021, the Board of Directors, relying on the preliminary works of the Nomination Committee, assessed the independence of the board with regard to the criteria set out by the AFEP-MEDEF Code. As of the date of this Universal Registration Document, the Board has 12 members out of 17 qualified as independent, representing a rate of independent directors of up to 70% (see Section G.2.3.4 Independence of Directors).
Gender equality of the Board of Directors	Comply with legal provisions on gender equality, which require a minimum percentage of 40% of each gender (article L. 22-10-3, previously L. 225-18-1 of the French Commercial Code)	As of the date of this document, 7 out of 17 members of the Board of Directors to be taken into account ² are women, <i>i.e.</i> 41% of the members, thus observing the threshold of 40% of each gender Directors set out by law. The Board of Directors considered that the current ratio is satisfactory and aims at upholding it above the 40% minimum threshold required by law in the view of upcoming renewals and appointments.
Age of Board members	No more than a third of Board members may be over 70 years of age, in accordance with the relevant legal provisions (article 14 of the Company's bylaws)	The Board of Directors is composed of members aged 50 to 77, with an average age of 59.4 years ³ . The Board considers that the current average age is satisfactory and plans to maintain it at this level.
Employee representation on the Board	Comply with legal provisions and bylaws (article 16 of the Company's bylaws)	The Board has 2 Directors representing the employees in compliance with the bylaws and the legal provisions.
Directors' nationality	To be in line with the geographical footprint of Worldline and reflects the leadership of Worldline	The Board of Directors comprises 7 foreign Directors, representing 41% of its composition. This composition of the Board is in line with the geographical footprint of Worldline and reflects the European leadership of Worldline. The Board therefore considered that the current ratio is satisfactory and aims at upholding it in line with the Group's identity.
Complementarity of backgrounds in terms of expertise and experience	Include members with technical abilities from a variety of realms of expertise and experience	The Board recognized that Directors have extensive professional experience in various sectors of activity and in positions of high level of responsibility, whether they exercise or have held the functions of Director or corporate officer in other French or foreign companies, some of which are listed on the stock exchange. He also acknowledged that the diversity of skills is reflected in the profiles of Board members who have different experiences and backgrounds: payment services, banking, finance, technology, governance, social and environmental responsibility (CSR), engineering, human resources and training, management, etc. In 2020, new Directors enriched the Board with their expertise, particularly in the IT services and TMT (Technologies, Media and Telecom) sectors. Consequently, the Board considered that the diversity and complementarity of competences within it is satisfactory and should be maintained.

1 As per the AFEP-MEDEF Code recommendations, Directors representing the employees are not taken into account when determining the percentage of independent Directors.

2 As per article L. 22-10-7 (previously article L. 225-27-1) of the French Commercial Code, Directors representing the employees are not taken into account when determining the gender diversity ratio.

3. This average age does not take into account of the Directors representing the employees.



G.2.3.3 Selection of Directors

In accordance with the article 9.3.1 of the Internal Rules of the Board of Directors, the Nomination Committee has a specific procedure for the selection and the nomination of Directors (in particular for the independent Directors).

The Nomination Committee identifies the recruitment needs of new members for the Board and assesses their complementarity in terms of skills, experience, expertise and diversity of the existing Board and identification of the particular skills and diversity that will best increase the Board's effectiveness. In determining the appropriate profile for the new member, the Nomination Committee takes into account the balance of independent Directors on the Board, appropriate representation of shareholders and strategic partners, the diversity policy at the Board level as well as the expectations of the Board as expressed during the self-assessment.

Once the need for a new Director has been identified, appropriate procedures will be put in place for the selection and appointment of the potential new Director, including determining the process and timetable; identifying potential candidates (several candidates may be presented) and selecting them in preparation for a decision by the Board of Directors.

The appointment of a new Director is proposed to the approval of the Shareholders' General Meeting; any appointment made by the Board of Directors is subject to the ratification by the shareholders at the first next meeting.

The process for re-electing a Director is governed by the Company's bylaws. The Nomination Committee assesses the performance of each Director whose re-election is to be proposed and, after review, may recommend re-election to the shareholders.

G.2.3.4 Director's independence

G.2.3.4.1 Definition of an independent Director

The AFEP-MEDEF Code defines as independent, a Director when *"he or she has no relationship of any kind whatsoever with the corporation, its group or the management that may interfere with his or her freedom of judgment"*. The AFEP-MEDEF Code also determines that a certain number of criteria must be reviewed in order to determine the independence of a Director:

Criterion 1: The Director shall not be, or shall not have been during the course of the five previous years:

- An employee or Senior Executive Officer of the Company;
- An employee, Senior Executive Officer or a Director of a company consolidated within the Company;
- An employee, Senior Executive Officer or a Director of the Company's parent company or of a company consolidated within this parent company.

Criterion 2: The Director shall not be a Senior Executive Officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the Company (currently in office or having held such office during the last five years) is a Director.

Criterion 3: The Director shall not be (or be linked directly or indirectly to) a customer, supplier, commercial banker, investment banker or consultant:

- That is significant to the Company or its Group;
- Or for which the Company or its Group represents a significant portion of its activities.

Criterion 4: The Director shall not be related by close family ties to a Corporate Officer.

Criterion 5: The Director shall not have been an auditor of the Company within the previous five years.

Criterion 6: The Director shall not have been a Director of the Company for more than twelve years. The loss of the status of independent Director occurs on the date at which this period of twelve years is reached.

Criterion 7: A non-Senior Executive Officer cannot be considered as independent if he is paid a variable compensation related to the performance of the Company or its Group.

Criterion 8: Directors representing, or designed upon proposition of, major shareholders of the Company or its parent company may be considered independent, provided these shareholders do not take part in the control of the Company. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board of Directors, upon a report from the Nomination Committee, should systematically review the qualification of a Director as independent in the light of the make-up of the Company's capital and the existence of a potential conflict of interest.

Independence criteria relating to the material nature of the relationship with the Company

In accordance with the recommendations of the AFEP-MEDEF Code, as part of the assessment of the significant nature or otherwise of the relationship maintained with the Company or its Group, the Board of Directors, at its meeting on December 15, 2021, on the recommendation of the Nomination Committee, retained (as for the previous year):

- A quantitative criterion, in this case the consolidated turnover of 1% achieved by the Group with a group within which a Worldline director exercises a function and/or a mandate;
- Qualitative criteria, namely: (i) the duration and continuity of the commercial relationship (length of the relationship or impact of possible renewals of contracts etc.), (ii) the importance or intensity of the relationship (possible economic dependence), and (iii) the organization of the relationship (freedom of interest of the Director, etc.).

G.2.3.4.2 Review of the Directors' independence

In the light of article 1 of its Rules of Procedure and the recommendations of the AFEP-MEDEF Code, the qualification of independent Director is discussed by the Nomination Committee and examined by the Board of Directors annually, individually, as well as on the occasion of each renewal of mandate or appointment. This review by the Nomination Committee and the Board of Directors took place respectively at the meetings of 14 and 15 December 2021.

During this annual review, the Committee paid particular attention to the situation of independence of Mrs Nazan Somer Ozelgin and Agnès Audier in view of the business relations between Worldline and the companies in which they exercise functions (namely respectively UniCrédit on the one hand and Boston Consulting Group - BCG -, and Crédit Agricole, on the other hand), as well as on the situation of Mr Bernard Bourigeaud given the significant number of Worldline shares held by the latter and his mandates.

Following its examination, the Board concluded that the business relationship between Worldline and UniCredit (one of the Banking Partners and Customers of the Worldline Group), BCG (one of the firms providing consulting services to Worldline) and Crédit Agricole SA (one of the banking partners and client of the Worldline group), were not such as to affect the independence status of Mrs Nazan Somer Ozelgin and Agnès Audier for the following reasons:

- With regard to Mrs Nazan Somer Özelgin: although the overall turnover achieved in 2021 with UniCredit is approximately 1% of the consolidated turnover of the Combined Group, it represents at this stage a small portion of the turnover achieved by the Group with many other banks; although UniCredit is one of the banks financing the Group, it should be noted that it is part of a group of many banks among which funding is widely distributed; the absence of an executive position within UniCredit;
- With regard to Mrs Agnès Audier: although BCG represents approximately 2.5% of the consolidated annual expenses of the Combined Group in 2021, Mrs Agnès Audier is not involved in the advice provided to Worldline, that she was not an employee or partner of BCG, that she only acts for BCG as Senior Advisor at Boston Consulting Group and that her remuneration is not correlated with BCG's results. The overall turnover achieved in 2021 with Crédit Agricole SA is approximately 1% of the consolidated turnover of the Group combined and represents at this stage a small portion of the turnover achieved by the Group with many other banks; although Crédit Agricole SA is one of the banks financing the Group, it should be noted that it is part of a group of many banks among which the financing is widely distributed; the absence of an executive position of the interested party within Crédit Agricole SA.

With regard to Mr. Bernard Bourigeaud, the Committee also noted that the level of holding (0.02%) of Mr. Bernard Bourigeaud's shares, although not negligible, was well below 10% and was not such as to call into question his status as an independent.

Although Mr Thierry Sommelet is appointed by Bpifrance, which is a shareholder of Worldline, it is noted that his level of participation in the Company's capital is between 4% and 5%, well below 10%, so that this element is not likely to call into question his status as an independent.

And thus, the Board noted that:

- the following members could not be described as independent: Mr Gilles Grapinet, because of his mandate as Chief Executive Officer of the Company, Mrs Giulia Fitzpatrick, Mr Lorenz von Habsburg Lothringen, Mr Daniel Schmucki, due to their appointment as a director on the proposal of SIX Group AG (in addition to the importance of the commercial relations between SIX Group AG and Worldline in the case of Mr Lorenz von Habsburg Lothringen and Mr Daniel Schmucki who exercise positions within SIX Group AG), Dr Michael Stollarz due to the existing business relationship between the Group and Deutscher Sparkassen Verlag GmbH (DSV Group) in which Dr Michael Stollarz is Chief Executive Officer, Mr Gilles Arditti due to his function within Atos (former parent company of Worldline), Mrs Marie-Christine Lebert and Mr Arnaud Lucien, directors representing employees;
- are independent because all the criteria of independence are respected: Mrs Agnès Audier, Mr Bernard Bourigeaud, Mr Aldo Cardoso, Mrs Mette Kamsvåg, Mrs Danielle Lagarde, Mrs Caroline Parot, Mr Georges Pauget, Mr Luc Remont, Mrs Nazan Somer Özelgin, Mr Thierry Sommelet and Mrs Susan M. Tolson.

However, since his retirement in February 2022, Mr Gilles Arditti met all the independence criteria, the criterion of absence of significant business relationships being met since the date of his departure from Atos. Consequently, on the recommendation of the Nomination Committee, the Board of Directors decided at its meeting of March 22, 2022, to qualify Mr Gilles Arditti as independent.

Thus, as of the date of this document, the Board is composed of 12 independent members out of 17, representing a rate of independence of the Board of 70% (65% before Mr Gilles Arditti became independent), well above the 50% rate recommended by the AFEP-MEDEF Code.

The detailed assessment of the Directors' independence based on the above-mentioned criteria is reproduced in the below table, updated as of the date of this document:



Corporate Governance and Capital

Corporate Governance

Criteria ¹	Gilles Arditti	Agnès Audier	Bernard Bourgeois	Aldo Cardoso	Giulia Fitzpatrick	Gilles Grapinet	Lorenz von Habsburg	Mette Kamsvåg	Danielle Lagarde	Marie-Christine Lebert	Arnaud Lucien	Caroline Parot	Georges Pauget	Luc Rémont	Daniel Schmucki	Nazan Somer Özelgin	Thierry Sommelet	Dr Michael Stollarz	Susan M. Tolson
Criterion 1: Employee or corporate officer within the past 5 years	✓ ²	✓	✓	✓	✓	✗	✓	✓	✓ ²	✗	✗	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 2: Cross-directorships	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3: Significant business relationships	✓ ³	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✗ ⁵	✓
Criterion 4: Family ties	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5: Auditor	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6: Period of office exceeding 12 years	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 7: Status of non-executive officer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8: Status of the major shareholder	✓ ⁴	✓	✓	✓	✗	✓	✗	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓
Independent	✓	✓	✓	✓	✗	✗	✗	✓	✓	✗	✗	✓	✓	✓	✗	✓	✓	✗	✓

1 In this table, ✓ represents a criterion of independence satisfied and ✗ represents a criterion of independence not satisfied.

2 Atos no longer has the status of parent company since the exceptional distribution in kind, by Atos SE to its shareholders, of 23.5% of Worldline's share capital. As of December 31, 2021, Atos held 2.5% of Worldline's share capital, representing 4.4% of Worldline's outstanding voting rights.

3 Gilles Arditti retired in February 2022 and no longer holds functions within the Atos group since.

4 Gilles Arditti (member of the Board of Directors initially appointed upon proposal of Atos SE in 2014 but having resigned following Atos SE's reduced participation in the Company's share capital) has been appointed as Director in his own name by the General Meeting of June 9, 2020.

5 Michael Stollarz is CEO of Deutscher Sparkassen Verlag GmbH (DSV Group), the business partner of Worldline in the jointventure Payone.

G.2.3.5 Lead Director

G.2.3.5.1 Powers of the Lead Director

The Board of Directors decided to appoint a Lead Director on March 19, 2020 in a context where the functions of Chairman of the Board of Directors and Chief Executive Officer were unified. Implementing the highest standards in terms of corporate governance, the Board of Directors has, on the recommendations of the Nomination Committee, decided to retain this Lead Director even though the functions are now dissociated.

As per the Internal Rules of the Board of Directors, the Lead independent Director has, in particular, the following powers and responsibilities:

- Ensure that the Directors are provided with the information necessary to the accomplishment of their missions;
- Organize, at least twice a year, meetings without the attendance of the Senior Executive Officers;
- Review of the meetings' agendas, upon consultation by the Chairman of the Board and/or the Board's Secretary; the Lead Director may request the inclusion of additional items on the agenda;
- Be consulted, notably by the Chairman of the Nomination Committee, ahead of the Directors' nomination and renewal process;
- Can ask the Chairman of the Board to convene the Board of Directors to discuss a predetermined agenda;
- Supervise the yearly assessment of the Board and Committees' work and report on the conclusions of such works to the Board of Directors together with the Board's Secretary; and
- Report to the Board of Directors any conflict of interest that he/she has himself/herself identified or that were reported to him/her.

The Lead Director maintains a regular and open dialogue with the Directors, in particular with the independent Directors, for which he can be the spokesperson vis-à-vis the management and the other Directors, as well as with the secretary of the Board of Directors. The Lead Director can also hold discussions with the shareholders, in consultation with the Chief Executive Officer, and shall report on it to the Chief Executive Officer and the Board of Directors.

G.2.3.5.2 Tasks of the Lead Director in 2021

During year 2021, the Lead Director performed the following duties, in particular:

- Maintained a regular dialogue with the Chairman, the Secretary of the Board of Directors and the Chief Executive Officer, but also, where useful or necessary, with the Chairperson of Committees and other Directors;
- Participated in the preparation of the agenda of the meetings of the Board in close collaboration with the Chairman, the Secretary of the Board of Directors and the Chief Executive Officer;

- Closely participated in the work relating to the evolution of the composition of the Board of Directors, in particular in the context of its contemplated reduction in collaboration with the Chairman of the Nomination Committee as well as the Chairman and the Secretary of the Board of Directors;
- Maintained a regular dialogue with the main shareholders of the Company and participated to the governance roadshows organized by the Company;
- Ensured that no director was in a conflict of interest, in particular during the review of the Board's diversity policy and the independence of its members at the December 15, 2021 meeting;
- Defined the approach and process for implementing the annual evaluation of the Board's work with the Secretary of the Board and in this context, participated in the selection of the body that conducted the external evaluation of the Board, reviewed the responses provided by the Directors, and presented a report of this evaluation to the Board of Directors held on March 22, 2022 (see Section G.2.6 for more information).

It is specified that as part of the preparation of the 2022 Annual General Meeting, the dialogue with shareholders and proxy advisory agencies on governance matters is conducted by the Secretary of the Board and supervised by the Lead Director, with the departments in charge of Investor Relations and the teams in charge of Human Resources and CSR strategy.

G.2.3.6 Employees' participation in the Board of Directors

G.2.3.6.1 Representation of employee shareholders

As of December 31, 2021, the shares held by the Company's employees or by the employees of its subsidiaries as defined in Article L.225-180 of the French Commercial Code represent 0.6% of the share capital, i.e. less than 3%, the threshold above which this representation is required by law (see Section G.5 of this Universal Registration Document).

G.2.3.6.2 Directors representing employees

In accordance with article L. 22-10-7 (previously article L. 225-27-1 of the French Commercial Code, the Social and Economic Committee of the Company designated Mrs Marie-Christine Lebert and Mr Arnaud Lucien as Director representing the employees respectively on May 17, 2019 and November 30, 2020, for a three-year term of office.

G.2.3.6.3 Social and Economic Committee's representation

A representative of the Social and Economic Committee, i.e. Mrs Julie Noir de Chazournes or her substitute, Mr Thierry Cottrel, is invited to attend the Board of Directors' meetings, without voting rights.



G.2.3.7 Directors' training

As per the recommendations of the AFEP-MEDEF Code, each Director, following its nomination or throughout its term of office, benefits from training sessions required to perform its duties, in particular to be able to understand Worldline's activities, risks and organization and to develop specific skills according to the needs and the profile. A training program including sessions presenting the main operational and support functions is offered on the Group's business units, organization, risks, corporate, the corporate social responsibility strategy and Group's governance.

In this regard, the Directors were able to attend trainings in the following areas: Social and Environmental Responsibility, Quality Security and Risk management, Compliance and on the Global Business Lines (GBL). They were also able to participate in a seminar on the Group's strategy.

The Directors representing employees are provided with a training adapted to the exercise of their mandate as soon as they take office, in particular in finance and corporate governance. A specific training is also proposed to Directors appointed to the Audit Committee on the Company's specific accounting, financial or operational features.

In addition, following its nomination, each new Director is provided with the Company's corporate documentation (the Company's bylaws, Internal Rules of the Board of Directors, Director's Charter, AFEP-MEDEF Code) and receives the information necessary to be able to understand Worldline, its culture and its accounting, financial and operational specificities. The Directors are also alerted of their obligations arising from stock market regulations applying to Directors of listed companies. They receive regular documentation and information about the Company, its business and its environment and have the opportunity to interact directly with the management if they wish.

G.2.3.8 Shareholding obligations

Pursuant to the Internal Rules of the Board of Directors, each Director (except the Directors representing the employees and the Directors representing employee shareholders and the Censor), as the case may be, must own at least 750 shares of the Company.

As of the date of this Universal Registration Document:

- All Directors meet the requirement, contained in the Board of Directors' Internal Rules of holding at least 750 Company shares each (except the Directors representing the employees as per the French law and the Company's bylaws).
- The members of the Board of Directors have not agreed to any restriction on their right to transfer shares, with the exception of the rules relating to the prevention of insider trading and the recommendations of the AFEP-MEDEF Code with respect to the obligation to retain shares.

G.2.3.9 Statement regarding the Board of Directors and senior management

To the Company's knowledge:

- As of the date of this Universal Registration Document, there is no family relationship among the members of the Company's Board of Directors and the management;
- Over the course of the past five years: (i) none of the above persons has been convicted of fraud; (ii) none of the above persons has been associated with a bankruptcy, receivership or liquidation; (iii) no accusations or official public sanctions have been brought against any of the above persons by statutory or regulatory authorities (including designated professional bodies); and (iv) none of the above persons has been disqualified by a court from acting as a member of the administrative, management or supervisory body of any company, or from being involved in the management or performance of the business of any company.

G.2.3.10 Potential conflicts of interest and agreements

To the Company's knowledge, and subject to the relationships and agreements described in Section E.8 of this Universal Registration Document, as of the date of this document, there are no:

- Potential conflicts of interest between the duties of the members of the Board of Directors and the management to the Company and their private interests;
- Agreements or undertakings of any kind with shareholders, clients, suppliers or others;
- Service contracts between members of the Company's Board of Directors and any of its subsidiaries, which provides for the granting of benefits.

G.2.3.11 Board of Directors' Internal Rules

The Board of Directors of the Company regularly reviews its Internal Rules, setting forth in particular:

- Its rules on composition, operation and role of the Board, remuneration of Directors, assessment of the works of the Board, information of the Directors;
- The role, competence and operating rules of the Board's Committees;
- The specific missions and prerogatives that can be assigned to a Director and to the Lead Director; and
- The confidentiality obligations imposed on Directors.

The Company's Internal Rules were adapted following the acquisition of Ingenico by decision of the Board on October 28, 2020. The Directors' Charter and the Guide to the Prevention of Insider Trading are annexed to the Internal Rules. It is reminded that the complete version of the Internal Rules of the Board of Directors is available on the Company's website.

The provisions of the Internal Rules of the Board of Directors cover in particular (i) the reserved matters of the Board of Directors, (ii) the operation of the Board of Directors, (iii) the missions and operation of the Committees and (iv) the assessment of the works of the Board of Directors and are summarized in dedicated sections of this Universal Registration Document. The other main provisions of the Internal Rules are summarized below.

G.2.3.11.1 Information supplied to the Directors

The Company shall be required to provide its Directors with any information necessary for the efficient participation in the work of the Board of Directors in such a way as to enable it to carry out their mandate under appropriate conditions. The same shall apply at any time in the life of the Company where the importance or urgency of the information so requires. This permanent information shall include any relevant information, including critical information, concerning the Company and particularly articles in the press and financial analysis reports.

The Directors are informed, in due course and at least during the meeting of the Board of Directors convened to decide upon the annual and half year financial statements, of the financial and cash-flow situations of the Company as well as its material commitments.

The Board of Directors is informed about market developments, the competitive environment and the most important aspects facing the Company, including in the area of corporate and social responsibility.

A Director may request from the Chairman any complementary information that he or she deems necessary for the full accomplishment of his or her tasks, particularly in view of the agenda of the meetings. Should a Director consider that he or she has not been put in a position that enables him or her to discuss with full knowledge of the facts, it is his or her duty to indicate such to the Board and to require that he or she be provided with the indispensable information.

Acceptance of new corporate mandates

The Chief Executive Officer and the Deputy Chief Executive Officer shall seek the Board of Directors' opinion before accepting any new directorship in a listed company, whether French or foreign, outside the Group.

Possibility to assign a specific mission to a Director

Where the Board of Directors decides to entrust an assignment to one (or more) of its members or to a third party (or parties), it shall establish the main features of such task.

Where the person or persons entrusted with this assignment are members of the Board of Directors, they shall not participate in the vote.

On the basis of this decision, a draft letter of engagement is drawn up at the initiative of the Chairman and submitted to the Nomination Committee and the Lead Director for its opinion, which defines the precise purpose of the engagement, sets the form that the report on the engagement should take, determines the duration of the engagement, sets the remuneration due to the person carrying out the engagement and the terms of payment of the sums due to the person concerned and provides, where applicable, for a ceiling on the reimbursement of travel expenses and expenses incurred by the person concerned in connection with the performance of the mission.

The report of the assignment shall be communicated by the Chairman of the Board of Directors to the Directors of the Company (and to the censor(s) where any).

Compliance with the SIX Group AG agreement

The Board of Directors shall comply with the terms of the SIX Group AG agreement (see Section E.8 of this Universal Registration Document).

G.2.3.11.2 Extracts from the Director's Charter

The Directors' Charter of Worldline summarizes the missions and obligations of the members of the Board of Directors. This Charter covers in particular the following points: prohibition to hold a corporate office and an employment contract, company interests, attendance, diligence, loyalty, independence, confidentiality, trading in the Group's shares, conflicts of interests and information of members. The following paragraphs are extracted from the Directors' Charter that is available on the Company's website.

Appointment

Before accepting their mandates, each Director must be aware of his or her rights and obligations binding upon him or her. In particular, he or she must acknowledge the applicable laws and regulations applicable to his or her office, the provisions of the Company's bylaws, the Internal Rules of the Board of Directors, the Directors' Charter and the Guide to the Prevention of Insider Trading. Directors must own in their own name at least the number of registered shares required by the rules governing the Company. If they do not own such shares at appointment, they must acquire them within six months of their date of appointment.

Non accumulation of a corporate mandate with an employment contract

An employee who becomes either Chairman and/or Chief Executive Officer of the Company must undertake to terminate his or her employment contract with the Company (if such employment contract exists), either by contractual termination or by resignation.

Defending the interest of the Company

Each Director represents all shareholders and must act at all times in the interest of said shareholders and in the interest of the Company. He or she must warn the Board of Directors of any event brought to his or her attention that he or she deems, could affect the Company's interests.



Conflicts of interest

The Director strives to strictly avoid any conflict that may arise between his or her own moral and material interests and those of the Company. Directors must inform the Board of Directors of any actual or potential conflict of interest that they are aware of. He or she must strictly refrain from participating in discussions or decisions on such matters where he or she should be in a situation of a conflict of interest. A conflict of interests arises when a Director or a member of his or her family could personally benefit from the way the Company's business is conducted, or could maintain a relationship of any kind with the Company, its affiliates or its management that could compromise the Director's judgment (particularly as client, supplier, business banker, legal representative).

Attendance – Diligence

By accepting their mandate, each Director agrees to spend the necessary time and care in performing their duties. Unless prevented from doing so, each Director must attend all Board of Directors' Meetings and, where applicable, the meetings of all Board Committees to which they belong. He or she shall keep informed about the work and specifics of the Company, including its stakes and values, by inquiring, if necessary, its management. He or she shall make a point of keeping updated on the knowledge that enables him or her to perform his or her functions.

The Director shall request any documents that he or she considers essential to deliberate on the issues on the agenda. If a Director considers that he or she does not have full knowledge of the facts, it is his or her duty to inform the Board and to demand any essential information.

Loyalty

Each Director is under an obligation of loyalty towards the Company. He or she shall not take any initiative that could harm the interests of the Company or other companies or entities within the Worldline Group and shall act in good faith in all circumstances. He or she shall not take on any responsibilities on a personal basis in any company or business practicing any activities in direct competition with those of the Company, without prior approval of the Chairman of the Board of Directors and of the Chairman of the Nomination Committee.

Independence

The Director carries out his or her function in complete independence. He or she undertakes to preserve in all circumstances his or her independence of analysis, judgment, decision and action. He or she does not tolerate being influenced by any factor outside of the corporate interest which he or she undertakes to protect. He or she commits to inform the Board of Directors of any issue which appears to be of such nature as to affect the Company's interests.

Confidentiality

The Directors are required to uphold professional secrecy, which exceeds the mere obligation of discretion provided for by legislation, in regards to any information gathered during or outside of the Board of Directors' Meetings. They commit to keep strictly confidential any information that has not been publicly disclosed, of which they have been informed or

become aware during their mandate, as well as the contents of discussions and votes of the Board of Directors and of its Committees.

Inside information and trading in the Company's securities

Directors shall strictly refrain from using any privileged information he or she have access to, to his or her personal advantage or to the advantage of anyone else. He or she may not trade in the Company's securities other than in compliance with legal and regulatory provisions. He or she commits to comply with the Guide to the Prevention of Insider Trading approved by the Board of Directors. Board members must inform the *Autorité des Marchés Financiers* and the Company, in accordance with applicable rules, of any dealings in the securities of the Company.

G.2.3.12 Regulated party agreements

G.2.3.12.1 Regulated party agreements that remained in effect or were signed in 2021

In accordance with the provisions of the French Commercial Code, at its meeting on December 15, 2021, the Board of Directors reviewed the regulated agreements signed by the Company and authorized by the Board in previous years and still in force in 2021. In addition, at this meeting, in parallel with the annual review of regulated agreements, the Board of Directors assessed whether the agreements still in force continued to meet the criteria assessed when they were authorized.

The Board also authorized in 2021 the conclusion of one regulated agreement which will be approved by the 2022 Annual General Meeting. The main terms of this agreement are detailed and presented in the special report of the auditors on regulated agreements.

G.2.3.12.2 Assessment procedure for regulated party agreements

The Board of Directors has established a process for regularly assessing related-party agreements and, in particular, assessing whether the agreements relating to current operations and concluded on normal terms and conditions, meet those conditions.

In this context, an *ad hoc* Committee composed of the Group Chief Financial Officer, the Group General Counsel and the Director of Internal Audit, has been set up. Such *ad hoc* Committee must review the terms of the related-party agreement and submit them, as the case may be, to the Chairman of the Board of Directors. In the event of a tie, the Committee shall consult the Audit Committee Chairman who has a casting vote. The work of the *ad hoc* Committee is presented to the Board of Directors once a year, at the time of the annual review of regulated party agreements that continued during the year.

Information about all the related-party agreements and commitments entered into by Worldline are published on Worldline's website.

G.2.4 Operation of the Board of Directors

G.2.4.1 Attendance to the meetings of the Board of Directors and its Committees in 2021

Global attendance

Board of Directors	Audit Committee	Nomination Committee ²	Remuneration Committee	Strategy and Investment Committee	Social and Environmental Responsibility Committee
95%	98%	100%	96%	100%	100%

Individual attendance

	Board of Directors	Audit Committee	Nomination Committee	Remuneration Committee	Strategy and Investment Committee	Social and Environmental Responsibility Committee
Gilles Grapinet	100%	-	-	-	100%	100%
Bernard Bourigeaud	100%	-	-	-	100%	-
Gilles Arditti	100%	-	-	-	100%	-
Agnès Audier	100%	-	-	-	-	100%
Aldo Cardoso	100%	100%	-	-	100%	-
Giulia Fitzpatrick	92%	100%	-	-	-	100%
Lorenz von Habsburg	92%	-	100%	100%	100%	-
Mette Kamsvåg	100%	100%	-	-	100%	-
Danielle Lagarde	100%	-	100%	100%	-	100%
Marie-Christine Lebert	92%	-	-	80%	-	-
Arnaud Lucien	92%	-	-	-	-	100%
Caroline Parot	100%	100%	-	-	-	-
Georges Pauget	100%	-	-	-	-	-
Luc Rémont	85%	-	100%	100%	-	-
Daniel Schmucki	85%	88%	-	-	100%	-
Nazan Somer Ozelgin	100%	-	-	-	-	-
Thierry Sommelet	100%	-	100%	100%	100%	-
Dr. Michael Stollarz	77%	-	-	-	-	-
Susan M. Tolson	92%	100%	-	-	-	-
Johannes Dijsselhof (<i>cursor</i>)	77%	-	-	-	-	-



G.2.4.2 The Board of Directors' activity

Mission

The duty of the Board of Directors is to determine the strategy and trends of the Company's activity and to oversee their implementation in accordance with its social interest, taking into consideration social and environmental stakes of its activity. Moreover, the Board of Directors appoints Senior Officers and rules on the independence of Directors, on a yearly basis, possibly sets limits on the powers of the Chief Executive Officer and of the Deputy Chief Executive Officer, issues the report on corporate governance, convenes the Shareholders' Meetings and decides on their agendas, undertakes the controls and verifications which it deems fit, the control and audit of the sincerity of the financial statements, the review and approval of the financial statements, the communication to the shareholders and reviews communications to the market.

The Board of Directors endeavors to promote long-term value creation by the Company by considering the social and environmental aspects of its activities. It regularly reviews, in relation to the strategy it has defined, the opportunity and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly.

The Board of Directors ensures the implementation of a mechanism to prevent and detect corruption and influence peddling.

The Board of Directors ensures that the Executive Officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the governing bodies.

Operating rules

As per the Board of Directors' Internal Rules, the Board of Directors, convened by its Chairman, shall meet at least four times a year and as often as necessary in the Company's interest. Board of Directors' meetings shall follow the agenda set by the Chairman and communicated to the Directors. Whenever possible, the necessary documents and elements are sent to the Directors with the agenda.

The Board of Directors shall elect a Chairman from among its members, who shall be a natural person and, if the Board deems it appropriate, one or more Vice-Chairmen. It shall determine the duration of their functions, which shall not exceed those of their mandate as Director, and which may be terminated by the Board at any time. The Board of Directors shall appoint, determining his or her term of office, a secretary who may be chosen from among the Directors or from outside.

In compliance with the provisions of article L. 225-37 of the French Commercial Code, meetings of the Board of Directors may be held by any means of video-conferencing or telecommunication allowing for the identification of the Directors and guaranteeing their actual participation, *i.e.* transmitting at least the voices of the participants and having the technical capabilities enabling continuous and

simultaneous retransmission of the discussions in order to allow them to participate in the Board of Directors meetings.

Directors wishing to attend a meeting of the Board of Directors by way of videoconference or telecommunication as described above shall indicate such to the Chairman by email at least 24 hours before the date of the meeting so that the Chairman may supply the said Directors with videoconferencing or telecommunication facilities, as preferred.

For the purposes of calculating the quorum and the majority, the Directors participating in the meeting by way of videoconference or telecommunication shall be deemed present. Necessary measures shall be taken in order to ensure the identification of each speaker and the verification of the quorum. Otherwise, the meeting of the Board of Directors shall be adjourned.

The preceding provisions relating to participation in Board meetings by way of videoconference or telecommunication shall not be applicable to the adoption of decisions covered under articles L. 232-1 and L. 233-16 of the French Commercial Code, respectively related to the preparation of the Company's annual accounts and management report and to the preparation of the Group's consolidated accounts and the Group's management report.

The Directors shall have the option of being represented at Board of Directors' meetings by another Director. Each Director may only represent one of his or her colleagues during the same Board of Directors meeting.

The Board of Directors may only deliberate validly if at least half of its members are present. Decisions are taken by a majority of members present or represented. If the votes are equal, the Chairman of the Board of Directors shall cast the deciding vote.

Works in 2021

13 meetings - Attendance rate: 95%

The Board of Directors met 13 times during 2021, including once during a strategic seminar dedicated to the Board of Directors and certain members of the Company's Management, to address in particular the following topics:

As far as financial statements, budget and financial commitments are concerned:

- Review of the financial information, quarterly reports and forecasts;
- Review and closure of the 2020 annual and consolidated financial statements and the 2021 half-year consolidated financial statements;
- Review of financial presentations and press releases;
- Review and approval of parent company guarantees;
- Review and approval of the Group's financing strategy;
- Review and approval of the 2022 budget and objectives;
- Review and approval of the 3-year plan;
- Review of Ingenico integration and synergies plans.

As far as Covid-19 pandemic is concerned:

- Monitoring of the evolution of the situation in the different countries and follow-up of the action plans and measures taken by the Company in particular for the safety of employees (increase in teleworking), ensure the activity (Worldline's sales force has maintained a constant dialogue with customers, control of market risks reinforced), keep cost control, etc.

As far as strategic projects and operations are concerned:

- Review of the Group's strategic trends, in particular during a 2-day Strategic seminar;
- Review of external growth operations;
- Definition and supervision of the payment terminals business strategic review and then cession;
- Review of the implementation and monitoring of the integration processes of the acquired entities.

As far as compensation is concerned:

- Definition of the 2021 remuneration policy applicable to corporate officers (Chairman of the Board, Chief Executive Officer, Deputy Chief Executive Officer and Directors);
- Confirmation of the level of satisfaction with the objectives related to the determination of the variable remuneration of executive corporate officers for the second half of 2020 and the first half of 2021;
- Setting of the objectives associated with the variable remuneration of the Chief Executive Officer and the Deputy Chief Executive Officer related to the second half of 2021;
- Confirmation of the obligation for executive officers to hold Worldline shares;
- Confirmation of the achievement of the performance conditions and setting of the new annual targets for 2021 applicable to the defined benefit pension scheme in favour of the Chief Executive Officer;
- Implementation of a performance share allocation plan and a stock option plan for the Group's employees and executive corporate officers;
- Confirmation of the achievement of the performance conditions attached to the performance action plans and stock options;
- Review of the terms and conditions of Worldline's employee share ownership plan (Boost 2021).

As far as governance and risks are concerned:

- Review and approval of the management report, in particular, review of the Group's risks through the section of the Universal Registration Document relating to risk factors and the work of the Audit Committee in terms of internal control;
- Review of the Report of the Board of Directors on Corporate Governance;

- Review of the compliance of the Company's practices with the recommendations of the AFEP-MEDEF Code;
- Review of the composition and functioning of the corporate bodies as well as the mode of corporate governance;
- Evaluation of the work of the Board of Directors, review of the independence of directors, the diversity policy applicable to the Board and its Committees and the policy of diversity of governance bodies;
- Definition, supervision and review of the external assessment of the Board of Directors made by an external and independent advisor;
- Works on the resizing project of the Board of Directors;
- Review of the Board of Directors training in year 2021 and of the trainings and workshops plans for year 2022;
- Follow-up on the continuous improvement plan;
- Authorization of one regulated agreement and review of those concluded in previous years;
- Discussions relating to the succession plan of the executive officers;
- Review of Worldline's corporate social responsibility initiatives (TRUST 2025).

As far as the shareholders' meeting is concerned:

- Convocation of the Annual General Meeting, review and approval of motions for resolutions and report of the Board of Directors to shareholders;
- Review of the 2020 Universal Registration Document, including the review and approval of the annual declaration of extra-financial performance and the review of risk factors.

The Board regularly heard the reports of the Statutory Auditors, as well as the minutes of the work of the Standing Committees of the Board of Directors: the Audit Committee, the Nomination Committee, the Remuneration Committee, the Strategy and Investment Committee and the Social and Environmental Responsibility Committee.

Executive session of the Board of Directors without the presence of corporate executive officers

Article 2 of the rules of procedure of the Board of Directors provides that the Directors meet at least twice a year without the effective presence of the executive officers. These meetings are organized with the assistance of the Secretary of the Board on the proposal of the Lead Administrator who chairs it.

During the 2021 financial year, the Directors held two meetings, in the absence of the Chief Executive Officer and the Deputy Chief Executive Officer during which they discussed the affairs of the Company and succession plan of the corporate executive officers.



G.2.5 Operation of the Committees of the Board of Directors [GRI 102-37]

The Board of Directors is assisted in its missions by five specialized committees, namely, an Audit Committee, a Nomination Committee, a Remuneration Committee, a Strategy and Investment Committee and a Social and Environmental Responsibility Committee.

These Committees are in charge of examining the questions that the Board of Directors or its Chairman refers to them and issuing proposals and recommendations, as applicable, in their area of expertise. The rules governing the operation and powers of each Committee are described in the internal rule of the Board of Directors. These rules are approved by the Board.

The Committees are solely advisory in preparing the works of the Board which is the only decision-making and liable body. Their recommendations are discussed at length during the meetings of the Board of Directors, where applicable, on the basis of the documentation generated by the Committees.

The composition, responsibilities and powers, and procedural rules of these Committees are described below.

G.2.5.1 Audit Committee

Mission (article 9.3.2 of the Internal Rules of the Board of Directors)

The Audit Committee's mission is to prepare and facilitate the work of the Board of Directors within its relevant fields of competence, as set forth in the Internal Rules of the Board of Directors. It assists the Board of Directors in analyzing the accuracy and sincerity of the Company's corporate and consolidated financial statements and oversees the quality of internal controls and of the information disclosed to shareholders and the markets.

The Audit Committee makes all opinions and recommendations to the Board of Directors in the areas described below. In addition, and in accordance with existing laws, the Board has put in place a procedure for assessing regulated party agreements and commitments. This procedure is described in Section G.2.3.12 of this Universal Registration Document and involves, if necessary, the Chairman of the Audit Committee.

Furthermore, the Audit Committee has established a charter concerning the approval process of services other than the certification of annual accounts.

The Audit Committee receives from the Board of Directors the following assignments:

With respect to the financial statements and to specific projects:

- To monitor the process of preparing financial information and, as the case may be, issue recommendations to guarantee its integrity;
- To proceed with a prior examination and give its opinion on the draft annual, half yearly and, where applicable, quarterly statutory and consolidated accounts prepared by the Finance department;
- To assess the relevance and the permanence of the accounting principles and rules;

- To be presented with the evolution of the perimeter of consolidated companies;
- To meet, whenever it deems necessary, with the statutory auditors, the general management, the financial and accounting management, the internal audit management or any other member of the management; these hearings may take place, when appropriate, without the presence of the members of the general management;
- To examine the financial documentation distributed by the Company upon approval of the annual accounts, as well as the important financial documents and press releases;
- To examine material external growth operations and their financing as the case may be;
- To report on the results of the financial statements certification, on the way this mission contributed to the integrity of the financial information and about the role that the Committee played in the process.

With respect to the external control of the Company:

- To examine questions relating to the appointment or renewal of the Company's statutory auditors;
- To monitor the conduct of the assignment entrusted to the statutory auditors;
- To approve the provision of services by the statutory auditors or by their network members for the benefit of the Company or its subsidiaries, other than the certification of accounts and the services required from the statutory auditors by the law. The Committee bases its recommendations on the analysis of the risk to the independence of the statutory auditors and on the safeguard measures applied by them;
- To ensure that the statutory auditors act in compliance with their duty of independence.

With respect to internal control and monitoring the Company's risks:

- To evaluate, together with Group-level management, the efficiency and the quality of the Group's internal control systems and procedures, to examine the significant off-balance sheet risks and undertakings, and to meet with the head of Internal Audit, to give its opinion as to the organization of the Internal Audit department, and to be informed of its planned work. The Audit Committee will receive internal auditor's reports or a periodic summary of such reports;
- To assess the reliability of the systems and procedures used in establishing the accounts, to review the methods and procedures for reporting and processing accounting and financial information;
- To monitor the effectiveness of the internal audit of the procedures relating to the preparation and processing financial of extra-financial and accounting information; and
- To regularly make itself aware of the financial situation, the cash position and any significant undertakings and risks and to examine the procedures adopted to evaluate and manage those risks.

Composition (articles 9.2.4 and 9.3.2 of the Internal Rules of the Board of Directors)

The Audit Committee can be composed of a maximum of 6 members and, in principle, at least two-thirds of such members must be appointed from among the independent members of the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF Code.

The Audit Committee is composed as follows at the date of the Universal Registration Document:

- Aldo Cardoso¹(Chairman);
- Giulia Fitzpatrick;
- Caroline Parot¹;
- Susan M. Tolson¹;
- Mette Kamsvåg¹;
- Daniel Schmucki.

All Audit Committee members have financial and accounting competences (see Section G.2.3.1 Composition of the Board of Directors presenting the Directors' biography).

The term of office of Audit Committee members is the same as their term of office as members of the Board of Directors. The term of a member of the Audit Committee may be renewed at the same time as such member's term as a member of the Board of Directors.

The Chairman of the Audit Committee is appointed from among its independent members by the Board of Directors, upon the proposal of the Nomination Committee. The Audit Committee may include neither the Chief Executive Officer nor the Deputy Chief Executive Officer.

The appointment or reappointment of the Chairman of the Audit Committee is proposed by the Nomination Committee and is subject to special review by the Board of Directors in accordance with the recommendations of the AFEP-MEDEF Code.

The Committee's secretary is any person designated by the Chairman of the Committee or with the Chairman's approval.

Operating rules (article 9.3.2 of the Board of Directors' Internal Rules)

The Audit Committee may validly deliberate either in a meeting or by telephone or video conference, when convened by its Chairman or secretary, as long as at least half of its members participate. The notice of the meeting must include an agenda and may be transmitted orally or by any other means. The decisions of the Audit Committee are subject to a majority vote by members participating in the meeting, with each member having one vote.

The Audit Committee meets as often as necessary and, at least, twice per year on the occasion of the preparation of the annual and half-yearly financial statements. Meetings take place prior to the meeting of the Board of Directors and, whenever possible, at least two days before such meeting when the Audit Committee's agenda includes examination of the annual or half-yearly financial statements due to be reviewed by the Board of Directors.

The Audit Committee should interview the statutory auditors, and also the persons responsible for finance, accounting and treasury matters. The review of accounts by the Audit Committee should be accompanied by a presentation from the statutory auditors stressing the essential points not only of the results of the statutory audit, in particular the adjustments resulting from the audit and significant weaknesses in internal control identified during the auditors' work, but also the accounting methods chosen. It should also be accompanied by the complementary report to the Audit Committee provided for by applicable law and a presentation from the Chief Financial Officer describing the corporation's risk exposures including those of a social and environmental nature, and its material off-balance-sheet commitments.

As far as internal audit and risk control are concerned, the Audit Committee must interview those responsible for the internal audit. It should be informed of the program for the internal audit and receive internal audit reports or a regular summary of those reports. The Audit Committee may call upon external experts if need be.

In 2021, the Audit Committee, in its functioning, benefited from Company's internal skills, in particular the Group Chief Financial Officer, the Group Head of Internal Audit and Internal Control, the Group Head of Legal, Compliance and Contract Management, the Group Chief Operating Officer and Chief Technology Officer as well as the statutory auditors who attended, as applicable and upon request from the Committee Chairman, meetings of the Audit Committee.

Works in 2021

8 meetings - Attendance rate: 98%

During the financial year 2021, the Audit Committee reviewed in particular the following points:

- The Group's accounting and financial documents, including off-balance-sheet statements, prior to their submission to the Board; the significant accounting positions and the methods used; quarterly financial reports on the Group's performance, consolidated financial statements for 2020, half-year financial statements for 2021 and draft financial press releases as well as forecasts, before they are sent to the Board of Directors;
- The review of the business assumptions and of the guidance communicated to the market;
- The review of the 3-year plan;
- The review of the strategic orientation to divest the Terminals Solutions & Services ("TSS") business and of the recognition of this TSS business as assets held for sales under IFRS 5 norm;
- The related-party agreements and the related procedure;
- The annual mission plan of the Group Internal Audit department, the conclusion of the main missions and the summary reports concerning the activities of the Internal Audit;
- The Group's credit rating;
- The scenarios of the impact of Covid-19;

¹ Independent Director



- The risks, in particular those associated with the most critical contracts, cyber environments, compliance and the Brexit, as well as the main litigations and provisions;
- The Universal Registration Document 2020;
- Worldline's security and cyber security status and action plan;
- The Group's compliance works;
- The procedures for assessing and correcting quality incidents.

The Committee heard the intermediate and final reports of the statutory auditors concerning the annual and half-yearly accounts, as well as the reports of their other works carried out in connection with their general audit mission.

G.2.5.2 Nomination Committee [GRI 102-36] [GRI 102-37]

Missions (article 9.3.1 of the Internal Rules of the Board of Directors)

The Nomination Committee has the general competence to seek and examine any application for appointment to a position of member of the Board of Directors or its Committees or to a position of officer to exercise a social mandate, and to formulate on these candidacies, an opinion and/or a recommendation to the Board of Directors. The Nomination Committee, in coordination with the Lead Director, reviews significant transactions involving a risk of conflict of interest between the Company and the members of the Board of Directors. The qualification of independent director is prepared by the Nomination Committee and reviewed and debated annually by the Board of Directors before the publication of the Universal Registration Document.

Composition (articles 9.3.1 of the Internal Rules of the Board of Directors)

The Nomination Committee shall be composed of a maximum of five members, the majority of whose members shall be independent directors.

The members of the Committee shall be appointed by the Board of Directors from among its members and taking into account, in particular, their independence, experience and competence.

The term of office of the members of the Nomination Committee coincides with that of their term of office as a member of the Board. It may be renewed at the same time as the latter.

The Chairman of the Nomination Committee is appointed by the Board of Directors.

The secretariat for the works of the Committee shall be provided by any person designated by the Chairman of the Committee or in agreement with the Chairman.

The Nomination Committee is composed as follows as of the date of this Universal Registration Document:

- Lorenz von Habsburg Lothringen - Chairman
- Luc Rémont¹ - Vice-Chairman
- Danielle Lagarde¹
- Thierry Sommelet¹

Operating rules (article 9.3.1 of the Internal Rules of the Board of Directors)

The Nomination Committee may validly deliberate either during the meeting or by telephone or videoconference, upon convocation of its Chairman or the Secretary of the Committee, provided that at least half of its members participate in its work. Convocations must include an agenda and may be transmitted orally or by any other means.

The Nomination Committee shall take its decisions by a majority of the members participating in the meeting, each member holding one vote. They meet as necessary and, in any event, at least three times a year, in particular before the meeting of the Board of Directors deciding on the situation of the members of the Board of Directors with regard to the independence criteria adopted by the Company.

The Director General is associated with the work of the Committee in the selection of directors and the Censor.

The Nomination Committee may have recourse to external experts if need be.

Works in 2021

3 meetings - Attendance rate: 100%

The Nomination Committee met in 2021 to decide, in particular, on the following topics:

- Proposals related to the governance of the Board of Directors, in particular after the closing of the acquisition of Ingenico;
- Review of the composition of the Board (diversity, complementary of experience, independence, gender, other mandates, etc) and the Committees:
 - Governance mode and separation of functions of the Chairman of the Board and Chief Executive Officer;
 - Follow-up of the recommendations of the AFEP-MEDEF Code in terms of governance;
 - Proposal in connection with the review of the independence of directors;
 - Diversity policy of the Board of Directors;
 - Board resizing works.
- Discussions relating to the succession plan of the Company's executive corporate officers and the Group's main subsidiaries.

¹ Independent Director

G.2.5.3 Remuneration Committee

Missions (Rule 9.3.1 of the Rules of Procedure of the Board of Directors)

The Remuneration Committee is in charge of formulating proposals on the remuneration of the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officer (amount of fixed remuneration and definition of the rules for fixing variable remuneration, ensuring the consistency of these rules with the annual evaluation of performance and with the medium-term strategy of the company and by monitoring the annual application of these rules) and directors. The Remuneration Committee also participates in the development of the employee profit-sharing policy of the Company and its subsidiaries. In particular, its mission is to formulate proposals on decisions to grant subscription options and/or purchase shares or performance shares of the Company for the benefit of corporate officers and all or part of the employees of the Company and its subsidiaries.

Regarding the remuneration of the members of the Board of Directors, the Remuneration Committee is responsible for proposing to the Board to decide on the annual amount of the overall envelope relating to the remuneration of the directors which will be submitted to the approval of the General Meeting of Shareholders, and the modalities of distribution of the said envelope among the directors taking into account, in particular, the presence of the directors at the various meetings of both the Board and the committees of which they are members, the level of responsibility incurred by the directors and the time they must devote to their duties. The Committee also makes observations and/or recommendations relating to the pension and provident plan, benefits in kind and pecuniary rights of the corporate officers of the Company and its subsidiaries.

Composition (Rule 9.3.1 of the Rules of Procedure of the Governing Body)

The Remuneration Committee is composed of a maximum of five members, the majority of whose members must be independent directors and does not include any executive corporate officer, in accordance with the recommendations of the AFEP-MEDEF Code. In addition, and in accordance with the same Code, a director representing employees is a member.

The members of the Committee shall be appointed by the Board of Directors from among its members and taking into account, in particular, their independence, experience and competence. The Chairman of the Remuneration Committee is appointed by the Board of Directors from among the independent members in accordance with the AFEP-MEDEF Code, on the proposal of the Nomination Committee.

The term of office of the members of the Remuneration Committee coincides with that of their term of office as a member of the Board. It may be renewed at the same time as the latter.

The secretariat for the works of the Committee shall be provided by any person designated by or in agreement with the Chairman.

The Remuneration Committee is composed as follows as of the date of this Universal Registration Document:

- Luc Rémont¹ - President
- Lorenz von Habsburg Lothringen - Vice-President
- Danielle Lagarde¹
- Thierry Sommelet¹
- Marie-Christine Lebert (Director representing employees)

Operating procedures (Rule 9.3.1 of the Rules of Procedure of the Board of Directors)

The Remuneration Committee may validly deliberate either during the meeting or by telephone or videoconference, at the invitation of its Chairman or the Secretary of the Committee, provided that at least half of their members participate in its work. Convocations must include an agenda and may be transmitted orally or by any other means.

The Remuneration Committee shall take its decisions by a majority of the members participating in the meeting, each member holding one vote. They meet as necessary and, in any event, prior to any meeting of the Board of Directors deciding on the fixing of the remuneration of the members of the General Management or on the distribution of the envelope relating to the remuneration of the directors.

The Chief Executive Officer is associated with the works of the Committee on proposals relating to the long-term incentive policy.

The Remuneration Committee may call on external experts as necessary.

Works in 2021

5 meetings – Participation rate: 96%

The Remuneration Committee met in 2021 to decide, in particular, on the following topics:

About remuneration:

- Proposals relating to the setting of objectives associated with the variable remuneration of the Chief Executive Officer and the Deputy Chief Executive Officer for the second half of 2021 and the first half of 2022;
- Work related to the adjustment of the objectives associated with the variable remuneration of the Chief Executive Officer and the Deputy Chief Executive Officer for the second half of 2021 due to the new scope of the Group related to the acquisition of Ingenico, in particular, for long-term equity-based remuneration;
- Proposals relating to the setting of the objectives of the performance conditions for 2021 applicable to the supplementary defined benefit pension scheme for the benefit of the Chief Executive Officer;
- Setting of objectives for ongoing LTI plans benefiting the Chief Executive Officer and the Deputy Chief Executive Officer;
- Objectives setting for the supplementary pension plan benefiting the Chief Executive Officer;

¹ Independent Director



- Analysis of the performance of the Chief Executive Officer and the Deputy Chief Executive Officer and formulation of recommendations to the Board of Directors concerning their variable remuneration for the second half of 2020 and the first half of 2021;
- Proposals relating to the amount of the total remuneration envelope of the directors to be proposed to the Annual General Meeting and the terms and conditions of the granting of this remuneration;
- Estimated remuneration of Directors for 2021;
- Review of the compliance of the remuneration of executive officers with the recommendations of the AFEP-MEDEF Code;
- Proposals relating to the implementation of a performance share allocation plan and a stock option allocation plan for the Group's employees and executive corporate officers;
- Proposals for the confirmation of the achievement of the performance conditions, including the fulfilment of the CSR performance conditions, and the determination of new annual targets in the context of ongoing performance action plans and stock options;
- Review of the draft employee share ownership plan (Boost 2021).

G.2.5.4 Strategy and Investments Committee

Composition (article 9.3.3 of the Board of Directors' Internal Rules)

The Strategy and Investments Committee is composed of 8 members appointed by the Board of Directors among its members.

The term of office of the members of the Strategy and Investments Committee is the same as their term as members of the Board of Directors. The term of office may be renewed at the same time of their Directors' mandate renewal.

The members of this Committee are appointed by the Board of Directors from amongst its members, taking into consideration, in particular, their independence, their experience and skills.

The Strategy and Investment Committee is composed as follows as at the date of the present Universal Registration Document:

- Daniel Schmucki (Chairman);
- Bernard Bourigeaud¹;
- Lorenz von Habsburg Lothringen;
- Gilles Grapinet;
- Aldo Cardoso¹;
- Thierry Sommelet¹;
- Mette Kamsvåg¹;
- Gilles Arditti¹.

Mission (article 9.3.3 of the Board of Directors' Internal Rules)

The Strategy and Investment Committee's mission is to prepare the work and facilitate the decision process of the Board. The Committee assists the Board of Directors in its analysis of:

- The main external growth projects carried out by the Company;
- The corporate strategy, topics relating to the evolution, prospects and opportunities of the payments sector, notably in connection with innovations and disruptive technologies; and
- the relevant topics not falling within the scope of the responsibility of the Audit, Nomination, Remuneration and Social and Environmental Responsibility Committees as defined in the Internal Rules of the Board.

Works in 2021

6 meetings - Attendance rate: 100%

Main items reviewed by the Strategy and Investment Committee:

- Several strategic projects and acquisition projects, in particular those of Cardlink and Eurobank in Greece, Handelsbanken in Sweden and Acepta in Italy;
- Plans to divest certain activities of Ingenico and Worldline in Austria, Belgium and Luxembourg, in accordance with the commitments made to the European Commission in connection with the acquisition of Ingenico;
- Strategy and follow-up of the project to divest Ingenico payment terminals ("TSS" global business line);
- Financial strategy and contracts;
- Company's strategy in its operational and external growth dimension;
- Strategic projects and operational topics, including developments and trends in the sector and developments in the environment and technologies as well as the Group's strategy in this regard;
- Review of Worldline's investment project in EPI (European Payment Initiative) alongside other European payment players.

G.2.5.4 Social and Environmental Responsibility (SER) Committee

Composition (article 9.3.4 of the Board of Directors' Internal Rules)

The Social and Environmental Responsibility Committee is composed of a maximum of five members appointed by the Board of Directors among its members.

It shall consist of a majority of independent Directors, and its chairperson is appointed from among the independent members upon proposal of the Nomination Committee.

The term of office of the members of the Social and Environmental Responsibility Committee is the same as their term as members of the Board of Directors. It may be renewed at the same time as the latter.

Members of the Committee are appointed by the Board of Directors from among its members and taking into consideration their experience and skills.

The members of the Social and Environmental Responsibility Committee as of the present Universal Registration Document are:

- Danielle Lagarde¹ (Chairwoman);
- Giulia Fitzpatrick;
- Gilles Grapinet;
- Agnès Audier¹;
- Arnaud Lucien (Director representing employees).

Mission (article 9.3.4 of the Board of Directors' Internal Rules)

The Social and Environmental Responsibility Committee's mission is to prepare and facilitate the work of the Board for the review of:

- The Group's social and environmental responsibility strategy;
- The impacts of the Group's social and environmental responsibility strategy and the rollout of the related initiatives;

- The Group's social and environmental responsibility commitments in light of the challenges specific to the Group's business and objectives, in particular in such areas as well being at work, diversity and environment;
- The evaluation of the risks and opportunities with regard to social and environmental performance;
- The social and environmental policies taking into account their impact in terms of economic performance;
- The annual statement on extra-financial performance; and
- The summary of ratings awarded to the Group by rating agencies and in extra financial analysis.

Works in 2021

4 meetings – Attendance rate: 100%

The Social and Environmental Responsibility (SER) Committee reviewed in particular the following points:

- Overview and outlook of Worldline Corporate Social Responsibility;
- Review of the annual statement on extra financial performance included in this Universal Registration Document;
- Reflection on Worldline's Corporate Social Responsibility initiatives (TRUST 2025);
- Review of the climate strategy;
- Review of the performance and the strategy in terms of diversity;
- Sustainable offers and impact on the United Nations Sustainable Development Goals;
- Extra-financial rating and 2021-2022 action plan;
- Reflection on the new TRUST 2025 plan being developed to define the new plan for Worldline's corporate responsibility initiatives;
- Reflection process on the Company's 'raison d'être' proposed to the vote of the Annual General Shareholders' Meeting.

¹ Independent Director



G.2.6 Assessment of the works of the Board of Directors [GRI 102-28]

Following the separation of the functions of Chairman and Chief Executive Officer and more than a year after the integration of new Directors from the Ingenico Group Board of Directors, applying the highest standards of corporate governance, the Worldline Board of Directors decided to carry out, under the direction of the Nomination Committee, the Lead Director and the Chairman with the Board Secretary an external evaluation of its Board at the beginning of 2022. In this context, a questionnaire was sent to each Director as well as to the Censor and the representative of the Social and Economic Committee, and was followed by an individual interview conducted by the external assessor for each of them.

The main subjects of discussion and evaluation were notably the functioning of the Board and its Committees, their composition and structure, their culture and dynamics, their partnership with the management team, the effectiveness of their chair, and the Board's strategic added value and agility.

The results of this external evaluation were the subject of a detailed report, the conclusions of which were presented to and discussed within the Nomination Committee on March 16, 2022 for the matters falling under its responsibility, and the Board of Directors on March 22, 2022.

In general, the Directors expressed a very positive opinion of both the functioning of the Board and that of its Committees, and considered that it allows the Company to benefit from a smooth and efficient governance.

The external assessment highlighted notably the following key aspects:

- The structure and composition of the Board are appropriate and serve the interests of all stakeholders, particularly with regard to the representation of shareholders and partners and the high level of independence. The Board is made of high caliber Directors with a wide diversity of profiles, expertise and experience providing a high degree of complementarity and covering the key expertise areas which are relevant to Worldline.
- The functioning of the Board is overall very efficient with a strong attendance rate (95%) reflecting the high level of engagement of each Director.
- The material topics are adequately identified, prepared and discussed notably thanks to the high quality of the preparation of the works of the Board. The Board allows opened discussions while benefiting from an efficient and smooth decision making process.
- Directors expressed that they have a high degree of confidence in the capabilities of the Chief Executive Officer and his leadership team. The management team responds well to Board's requests and has become in the last years even more rigorous in the way they interact with the Board.

- The quality of the relationship and dialogue between the Board and management, which is marked by a high degree of transparency and trust, contributes to the very good functioning of the Board. This is also supported by the close cooperation and the strong relationship between the Chairman and the Chief Executive Officer. The work of the Chairman is also highly valuable, notably through his contributions given his deep knowledge of the industry and his personal involvement in the smooth running of the Board. The role of the Lead independent Director was perceived as highly relevant in particular when the functions of Chairman of the Board and Chief Executive Officer were not separated. Moreover, the shared appreciation among the Directors of the high quality of the support and level of commitment of the Board Secretary was considered as another key positive factor.
- The high added value of the work of the Committees under the leadership of their respective chairperson contribute to the efficient decision process of the Board.
- The Board's culture and dynamics are very positive thanks to a high level of openness, communication, mutual respect, and trust.

Although there is still room for further improvements in the way the Board is functioning, the efforts accomplished and pursued throughout this year as part of the Board's constant improvement plan followed with the Chairman and the Lead Director were recognized despite the very dense corporate activity of the Group and the evolving sanitary context.

Besides, the Board and its Committees are devoting even more time to strategic and non-financial issues (in particular strategy, competitive landscape, innovation and market trends, risks, compliance, CSR, diversity, Human Resources, technology and cybersecurity) as part of the ordinary meetings or dedicated sessions giving opportunities for Board members to have more and more access to Group's main executives. On top of dedicated thematic sessions throughout the year on such matters, a very productive strategic seminar of the Board also took place in 2021 in order to discuss the overall Group strategy, notably the strategic review of the TSS business and the new 3-year plan. The group cohesion within the Board has been strongly reinforced all along this year following the acquisition of Ingenico and is expected to be further strengthened.

Under the leadership of the Chairman and the Lead Director with the Board Secretary, the Board's constant improvement plan is regularly updated and enriched of new initiatives and will notably take into account the external evaluation completed this year in order to further improve the functioning of the Board with the aim to reach the highest possible performance and the best market practice in terms of corporate governance.

Finally, while the Board is well-structured and working very efficiently, the Board of Directors has decided, one year after the acquisition of Ingenico and the new composition of the Board following this transformative transaction, to reduce progressively its size by 2024 in order to return to a size more consistent with the usual size of the Boards of comparable companies (refer to Section G.2.3.1.1).

G.3 Compensation and interests

G.3.1 Compensation policy for the Corporate Officers

The total compensation policy for Worldline Corporate Officers was established in accordance with the provisions of article L. 22-10-8 of the French Commercial Code.

G.3.1.1 General principles of the Corporate Officers' compensation [GRI 102-35]

Worldline believes in rewarding all employees, as well as Corporate Officers, for delivering excellent performance to support the Group in achieving its short-term and long-term strategy.

The compensation policy for Corporate Officers (for the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer and the Directors) is proposed by the Remuneration Committee and approved by the Board of Directors. It is then submitted to the vote of the Annual General Meeting.

G.3.1.1.1 Setting, amending and implementing the compensation policy of the Executive Corporate Officers

Executive Corporate Officers refer to the Chief Executive Officer, Mr. Gilles Grapinet, and the Deputy Chief Executive Officer, Mr. Marc-Henri Desportes.

Setting the compensation policy

The compensation policy for the Executive Corporate Officers, is set according to a strict decision-making process of the Board of Directors taken on the recommendations of the Remuneration Committee, which aim, amongst other things, to:

- Ensure consistency and alignment between the compensation policy applied to the Chief Executive Officer and Deputy Chief Executive Officer and the one applied to the other managers of the Group, in accordance with the Company's corporate interest.
- Contribute to the Group's long-term business strategy with a view to guaranteeing its longevity insofar as a major part of the remuneration of Executive Corporate Officers is conditional on the satisfaction of demanding financial and non-financial performance conditions.
- Support the Group's commitment to corporate social responsibility (CSR):
 - On the one hand, through the introduction of CSR performance criteria in the stock option plans and performance share plans granted by Worldline since 2014, and

- On the other hand, as from 2022, a combined performance criteria relying on the CSR program of the Group, Trust 2025¹, in the short-term variable remuneration of the Executive Corporate Officers;

- Ensure that Executive Corporate Officers' interests are aligned with shareholders' interests to ensure value creation for shareholders. In this context, since 2020, Worldline strengthens dialog with proxies and investors to better understand their expectations, their concerns and their previous votes on the topics regarding governance and more specifically on compensation policy.

The following four key principles underly the total compensation policy applicable to each Executive Corporate Officer, with the purpose of being transparent and exhaustive in the level of details provided for each components of the compensation policy:

1. Balance, Exhaustiveness and Consistency

A good balance is ensured between the cash compensation and the equity compensation for Executive Corporate Officers; a significant portion of which (more than 75%) is subject to the achievement of Group mid-term and long-term performance conditions. No component of the compensation represents a disproportionate share of their total compensation.

The global compensation policy also reflects the balance between the Company's corporate interest, market practices, and the performance of the Corporate Officers as well as other stakeholders of the Company.

Executive Corporate Officers' compensation is also determined with regard to compensation received by Directors and by the Group's employees. Indeed, the Company's compensation policy ensures that the various components of the compensation for Executive Corporate Officers stay coherent and measured compared to the average and median compensation of employees of the Company and of all the employees of all the entities of the Group in France by applying the equity ratio metric.

Furthermore, the performance conditions of equity-based long-term compensation are identical for all employee beneficiaries and for Executive Corporate Officers. These alignments ensure that efforts made to achieve the Group's performance objectives remain consistent.

¹ See Section D.1.1.2.1 of this Universal Registration Document for more information on the CSR program Trust 2025.



Corporate Governance and Capital

Compensation and interests

To determine the total compensation for the Company's Executive Corporate Officers, the Board of Directors takes the following components into account:

- Fixed annual compensation in cash;
- An annual variable portion in cash expressed as a percentage of the fixed annual compensation;
- Multi-year long-term equity compensation;
- The advantage of benefiting from a defined benefit supplementary pension plan, under certain eligibility conditions defined below;
- A collective plan for the reimbursement of healthcare costs and disability/death coverage;
- A compensatory allowance in the event of forced departure (for the Chief Executive Officer); and
- Other fringe benefits detailed below.

The fixed portion of the compensation for Executive Corporate Officers is determined by taking into account the level and complexity of their responsibilities, their experience and seniority, particularly within the Group; and market analyses for similar positions (see paragraph below on "Competitiveness").

The multi-year long-term compensation for each Executive Corporate Officer is limited to a maximum of 50% of his total maximum compensation. When multi-year long-term compensation is equity-based, the value taken into account is based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements. Therefore, every year, the Board of Directors ensures that the multi-year long-term compensation of each Executive Corporate Officer complies with this ceiling and, if needed, adapts it.

A defined benefit supplementary pension plan is in force within Worldline for Excom members of Worldline who meet a minimum of three years seniority¹ in an Excom position, as employees or Executive Corporate Officers of Worldline, and whose annual fixed compensation exceeds fifteen times the French annual social security ceiling.

2. Competitiveness

The level of total compensation for Executive Corporate Officers is reviewed and compared with market practices.

By way of example, in order to comply with this principle, the fixed annual compensation of the Executive Corporate Officers and the Directors was increased as of July 1, 2021, as explained in paragraphs G.3.1.4.1. for the Chief Executive Officer, G.3.1.4.2 for the Deputy Chief Executive Officer, and G.3.1.3 for the Directors.

3. Pay for Performance

A major portion of Executive Corporate Officers' compensation is subject to the fulfillment of financial and non-financial performance conditions (more than 75% of total compensation) thus reflecting the obligation to create value which they are responsible for.

The variable compensation of the Executive Corporate Officers is a conditional compensation, based on financial and non-financial, operating performance criteria that is both clear and demanding and is exclusively related to quantitative objectives which are set annually. These criteria are closely aligned with the Group's ambitions, directly linked to the objectives of the strategic plan, as they are regularly presented to shareholders. Furthermore, and in order to secure the achievement of the targeted performances over a full year, the setting of these objectives, and the resulting review, are made on a half-yearly basis.

Performance is also strongly embedded in the multi-year long-term compensation of the Executive Corporate Officers (see below "4. Alignment with shareholders' interests").

4. Alignment with shareholders' interests

To develop a community of interests with Worldline shareholders and to associate Executive Corporate Officers with the Group's performance and financial results over the long-term, the latter receive long-term compensation in the form of a grant of stock options and/or performance shares, the maximum amount of which is set at 50% of their maximum total compensation.

This multi-year long-term equity compensation for Executive Corporate Officers is subject to:

- Financial and non-financial performance conditions (internal and external), measured over a period of at least three fiscal years, and based on clear and demanding criteria set by the Board of Directors, upon proposal of the Remuneration Committee. These criteria are closely aligned with the Group's ambitions, in direct link with the strategic plan and its extensions based on the market guidance and includes also indicators part of the CSR Program of the Group, Trust 2025²;
- A condition of presence within the Group at the vesting date of the plan concerned.

When it decides to allocate performance shares and/or stock options, the Board of Directors sets the percentage of vested shares or shares derived from the exercise of stock options that the Executive Corporate Officers will be required to hold in registered form until the end of their term of office.

¹ The Board of Directors initially set the seniority condition at 5 years. On February 23, 2021, the Board of Directors, on the Remuneration Committee's recommendation, amended the eligibility conditions for the supplementary pension plan by lowering the seniority condition from five years to three years to align with the new legal environment as from January 1, 2021.

² See Section D.1.1.2.1 of the present Universal Registration Document for more information on the CSR program, Trust 2025.

Furthermore, a proratisation rule of acquisition of the performance shares and of the stock options not yet definitively vested at the date of retirement of the Executive Corporate Officer has been introduced for the plans granted since 2022. This rule foresees a reduction of the number of performance shares and stock options not yet definitively vested prorated on the number of full months of effective presence of the Executive Corporate Officer in the Group during the vesting period of the plans concerned.

Review of the compensation policy

The compensation policy applicable to the Executive Corporate Officers of the Company is revised at least every three years by the Board of Directors, upon the recommendation of the Remuneration Committee and, in all cases, upon renewal of the term of office of each Executive Corporate Officer of the Company.

During this revision, the Remuneration Committee shall take into account the changes in employees' employment and compensation conditions prior to formulating its recommendations and proposals to the Board of Directors.

The compensation policy for Corporate Officers is reassessed each year by the Board of Directors and can be subject to reevaluations. During this reassessment it regularly uses studies from comparable companies and legal opinions prepared by third parties.

In case of potential annual evolutions of the fixed compensation, the Board of Directors will make sure that this evolution remains moderated and fulfill the coherence principle exposed in the current paragraph G.3.1.1.1. and will explain the underlying reasons.

Implementing the compensation policy and performance evaluation method

The Board of Directors supervises implementation of the compensation policy in accordance with the resolutions approved by the General Meeting. On the Remuneration Committee's recommendation, the Board of Directors sets the objectives for each performance indicator that form the basis for Executive Corporate Officers' cash variable compensation. This happens no later than the beginning of each half-year. Moreover, it also defines the elasticity curves that enable a faster increase or decrease in the amount of variable compensation due, according to the progress of the Group's three-year strategic plan, and its extensions based on the market guidance.

No performance criteria set for the annual variable cash compensation and for the multi-year variable equity compensation requires a subjective appraisal from the Board of Directors. Indeed, whether they are financial or non-financial, all of those criteria are measurable and their achievement is audited. They are measured according to evaluation method defined in Section E.5.7 of this Universal Registration Document.

G.3.1.1.2 Exceptions to the application of the compensation policy

The Board of Directors, upon recommendation of the Remuneration Committee, may alter the global compensation policy in exceptional circumstances, for a temporary period and insofar as such a difference is in accordance with the corporate interest of the Company and is necessary to guarantee the sustainability and viability of the Company.

In particular, the Board of Directors, on the recommendation of the Remuneration Committee, may decide to adapt the performance criteria for the annual variable compensation and/or the multi-year equity compensation of the Executive Corporate Officers and/or for the supplementary pension plan in the event of circumstances that significantly impact achievement of one or more performance criteria.

If such exceptions were to be applied, it will be strictly implemented and limited to exceptional circumstances, such as for example those having resulted from the health crisis related to the Covid-19 pandemic. Their justification will be communicated, in particular with regard to their alignment with the interests of shareholders.

The caps on annual variable compensation, multi-year equity compensation and the supplementary pension plan may not be increased under any circumstances.

G.3.1.1.3 Management of conflicts of interests

The Company complies with the conditions set out in the AFEP-MEDEF Code relating to the management of conflicts of interests. The Worldline Directors' Charter details handling of conflicts of interests (see Section G.2 of this Universal Registration Document). The Directors' Charter provides that Directors strive to avoid any conflict that may arise between their own moral and material interests and those of the Company. Directors must inform the Board of Directors of any actual or potential conflict of interest of which they are aware. In such a case, the concerned Director must refrain from participating in discussions or decisions on matters in which they have a conflict of interest.

It follows, for example, that the Corporate Officers shall not participate in the work of the Nominations Committee regarding their mandates, nor in that of the Remuneration Committee regarding their compensation. Furthermore, they shall not take part in Board of Directors' deliberations or vote on decisions concerning them.

G.3.1.1.4 Allocation of the annual amount to members of the Board of Directors

The Worldline Annual General Meeting of May 20, 2021 set the amount of the total compensation package for Directors at €1,200,000.

The Board of Directors sets the rules for distributing this package between Directors, based on the proposal of the Remuneration Committee. These rules provide for the payment of fixed compensation (prorated for terms of office starting or ending mid-year) and variable compensation that is predominant and linked to Directors' attendance at Board and Committee meetings. Additional compensation is allocated to the Lead Independent Director.



G.3.1.1.5 Appointment of new Corporate Officers

In the event that the Company appoints any other Executive or non-Executive Corporate Officer during the current fiscal year 2022, his compensation policy will be set out on the basis of that of the current Corporate Officers and according to the key principles detailed above, being specified that his compensation may not exceed that of the Chief Executive Officer.

G.3.1.2 Compensation policy for the Chairman of the Board of Directors, Mr. Bernard Bourigeaud [GRI 102-35]

G.3.1.2.1 General principles and mandate

The purpose of the compensation policy for the non-executive Chairman of the Board of Directors is to offer a clear and transparent, competitive and motivating global compensation package consistent with market practices. To ensure that the non-executive Board Chairman stays independent in his assessment of the Company's general management actions, his compensation does not include any variable component linked to the Group's short or long-term performance.

The Board of Directors determined the structure and amount of compensation for the non-executive Chairman, on the recommendation of the Remuneration Committee, after reviewing comparable roles in CAC 40 companies and taking into account:

- The absence of a pre-existing position as non-executive corporate officer;
- The special missions entrusted to the Chairman of the Board in addition to his statutory missions

It is precised that the fixed compensation allocated for the duties of Chairman of the Board of Directors being determined on annual basis, the amount is calculated *pro rata temporis* for term of office ending or starting during the year, for any reason.

The Board of Directors may terminate the Board Chairman's term of office at any time.

The Chairman of the Board of Directors is not bound by any employment contract with the Company or any other Group company.

G.3.1.2.2 Compensation for 2022

Fixed compensation

On the December 15, 2021, the Board of Directors, on the Remuneration Committee's recommendation, decided to maintain the amount of annual fixed compensation for the non-executive Chairman of the Board of Directors at €300,000.

This said amount being identical to the one decided on April 7, 2021 for the previous fiscal year, and remains below the lowest quartile of CAC 40 companies for similar positions.

The approach used by the Board consists of gradually bringing the compensation of the Chairman of the Board of Directors at a level coherent with the Company's positioning within the CAC 40. In the future, the Board of Directors may consider adjustments to it in compliance with the underlying principles of the compensation policy described in paragraph G.3.1.1.

No other compensation component

On December 15, 2021, the Board of Directors decided, for the fiscal year 2022, to continue to declare the Chairman ineligible to receive compensation for attending meetings of the Board of Directors and its Committees of which he is a member, as was the case for the previous fiscal year.

More generally, the Chairman of the Board of Directors will not benefit from any compensation other than his fixed annual compensation, and in particular neither annual or multi-year variable compensation, nor exceptional compensation, nor termination indemnity, nor benefits in kind, nor supplementary or additional pension.

Expenses reimbursement

The Chairman of the Board of Directors is entitled to a reimbursement of the expenses incurred in connection with his mission, such as travel expenses, upon presentation of receipts.

G.3.1.3 Compensation policy for Directors [GRI 102-35]

1. General principles and term of office

On the Remuneration Committee's recommendation, the Board of Directors decides how to distribute among the Directors the total annual amount of Directors' compensation set by the General Meeting.

Compensation for Directors includes a fixed amount calculated on a *pro rata temporis* basis for terms of office ending or starting during the fiscal year, and a variable amount allocated by the Board of Directors on the basis of actual attendance at Board and Committee meetings.

A Director's term of office is set at three years, subject to regulatory provisions on the age limit and implementation of the annual renewal of one-third of the Directors, which can justify terms of office of one or two years.

A Director's term of office may be renewed subject to the same provisions. The term of office for Directors representing the employees is, as for him, renewable once.

Directors may resign or may be dismissed at any time by the General Meeting.

The term of office of Directors representing the employees ends early automatically in case of termination of their employment contract or in case their employer ceases to be a Worldline subsidiary. Their employment contracts may be terminated in accordance with applicable provisions of labor law.

2. Components of the compensation policy for Directors

It is recalled that on June 9, 2020, the maximum total amount of the compensation allocated to Directors was recalculated by the General Meeting of Shareholders to take into account any changes in the composition of the Board following the completion of the Ingenico Group SA acquisition, as well as the Group's initial listing on the CAC 40. It was thus increased from €600,000 to €1,200,000.

During its meeting of February 23, 2021, the Board of Directors, upon proposal of the Remuneration Committee, decided to slightly increase the variable portion of the compensation allocated to Directors for attendance at Board meetings (from €2,000 to €2,500 per meeting attended), as well as that allocated to Committee members (from €1,000 to €1,500 per meeting attended).

Due to the uncertain and difficult economic context during the first semester of 2021 following the health crisis linked to the pandemic of Covid-19, this revision was only implemented as from July 1, 2021.

On February 21, 2022, the Board of Directors, upon the recommendation of the Remuneration Committee, which met on February 16, 2022, decided to retain, for the fiscal year 2022, the same rules for allocating the total amount of the Directors' compensation as the ones applicable to the previous fiscal year 2021.

Those allocating rules are as follows:

- For members of the Board of Directors:
 - Fixed annual compensation of €20,000 per Director plus variable compensation of €2,500 per meeting attended,
 - The Lead Independent Director receives additional *fixed* compensation of €15,000 per year;
- For members of Committees:
 - For the Chairmen:
 - Audit Committee Chairman: €3,500 per meeting attended
 - Chairman of other Committees: €2,500 per meeting attended;
 - For each member of the Committees: €1,500 per meeting which they attend;
- Censor is paid in the same way as Directors.
- Successive meetings held on the same day are counted as one meeting:
 - if the Board meets several times on the same day, a single compensation payment shall be paid for all sessions;

- If a Director attends meetings for several separate Committees on the same day, then only the highest compensation payment shall be paid for all the sessions.
- If a Director attends several meetings of the same Committee on the same day, only one remuneration is paid for all the meetings
- Directors representing employees don't receive any compensation for the exercise of their term of office.

Directors and the Censor will be reimbursed for expenses incurred while performing their term of office, notably travel and accommodation expenses, upon presentation of receipts.

Neither the Directors nor the Censor receive compensation for any mandate held in Group companies.

Directors representing employees receive a salary under their employment agreement, which is not related to the performance of their term of office as Directors of the Company.

As mentioned above in Section G.1.1.2.2, Mr. Bernard Bourigeaud, Chairman of the Board of Directors, does not receive any compensation for his position as Director, but receives a fixed annual compensation for his position as Chairman.

Mr. Gilles Grapinet, Chief Executive Officer, does not receive any compensation for his term of office as Director. Mr. Thierry Sommelet, in his capacity as employee of Bpifrance Investissement, does not receive any compensation for his term of office as Director.

G.3.1.4 Compensation policy for the Chief Executive Officer, Mr. Gilles Grapinet

G.3.1.4.1 General principles and term of office of the Chief Executive Officer

Mr. Gilles Grapinet was appointed Chief Executive Officer on April 30, 2014, the date on which the Company was converted into a limited liability corporation (*société anonyme*). Prior to such date, he had been Chairman of the Company under its former form of simplified stock company (*société par actions simplifiée*) since July 31, 2013. Mr. Gilles Grapinet's appointment was renewed in 2017, then in 2020 at the end of the General Meeting that renewed his term of office as Director. The Chief Executive Officer may be removed from office at any time by the Board of Directors. Mr. Gilles Grapinet is not bound by any employment contract with the Company or any other Group entity.

In accordance with the principles of balance, exhaustiveness and consistency described above in Section G.3.1.1, the Company's objective is to establish and maintain balanced compensation between the fixed portion, the short-term variable cash portion, the long-term equity portion, and fringe benefits. The Chief Executive Officer's compensation structure is designed according to a "Pay for Performance" approach which prioritizes a predominant variable portion associated with half-year, annual and multi-year objectives and fully applies this "Pay for Performance" principle defined above.

G



Corporate Governance and Capital

Compensation and interests

Pursuant to the competitiveness principle, when setting and adjusting the Chief Executive Officer's compensation policy, the Board of Directors, on the recommendations made by the Remuneration Committee, relies on the compensation studies conducted by specialized firms, analyzing market practices in general and, more specifically, similar positions in companies considered as the most comparable in terms of market capitalization, headcount, revenue, activities and international environment (in this case CAC 40 companies).

G.3.1.4.2 Reminder of the principles set in 2021

As a reminder¹, on the recommendation of the Remuneration Committee, the Board of Directors' meeting of February 23, 2021, after analysis of the identified gap with the compensation market of the Executive Corporate Officers, wished to upgrade the Chief Executive Officer's compensation to take account of the significant change in his responsibilities with the Group's new size and challenges.

The Board decided to raise the amount of his fixed annual compensation to €750,000 (an increase of 20%) and to set the amount of his target variable annual compensation at 117% of his fixed annual compensation (i.e. €880,000 representing an increase of 22%). Moreover, the annual amount of his long-term equity compensation was raised at €1,370,000² (a 7% increase), for the purpose of aligning this compensation component between the median and third quartile of CAC 40 market practices. This reflects the performance culture and market practices of the Group's business sector.

Therefore the Chief Executive Officer's total annual target compensation has been increased by 14.5% (a total of €3,000,000).

The latter increase has been approved by the General Meeting gathered on May 20, 2021.

Due to the uncertain and challenging nature of the economic environment in the first half of 2021, the revision of the cash component has taken place as from July 1, 2021 (to align it with the salary review for the Group's workforce). The review of the level of allocation of multi-year equity compensation has taken effect for any grant which took place as from the approval of the 2021 compensation policy by the General Meeting held on May 20, 2021.

(In €)	2020	As from July 1, 2021
Annual fixed compensation	622,500	750,000
Annual variable target compensation	720,000	880,000
Total annual target cash compensation	1,342,500	1,630,000
Total annual target compensation (including long-term equity compensation)	2,620,524	3,000,000

On the Remuneration Committee's recommendation, the approach used by the Board in the context of the revision of the Chief Executive Officer's global compensation consists of gradually bringing the compensation to a level coherent with Worldline's positioning within the CAC 40.

In that respect, the readjustment decided in 2021 enabled a closer alignment of the Chief Executive Officer's compensation with the lowest quartile of CAC 40 companies in order to take the above items into account but his compensation will

however still remain 7% below the lowest quartile of the CAC 40 and 24% below the median of the CAC 40 compensation.

For this reason, the Board of Directors, on Remuneration Committee's recommendation, therefore intends to consider, in compliance with the underlying principles of the compensation policy described in paragraph G.3.1.1, other adjustments in the future taking into account the context and the future positioning of the Group in the CAC 40.

	Current compensation package vs the CAC 40 25 th percentile	Current compensation package vs the CAC 40 median
Annual fixed compensation	-25%	-38%
Annual variable target compensation	-12%	-27%
Total annual target cash compensation	-19%	-35%
Total annual target compensation (including long-term equity compensation)	-7%	-24%

Source: Willis Towers Watson – based on Annual Reports published by CAC40 companies for 2021.

¹ Reference is made to the 2020 Universal Registration Document, Section G.3.1.4.1.

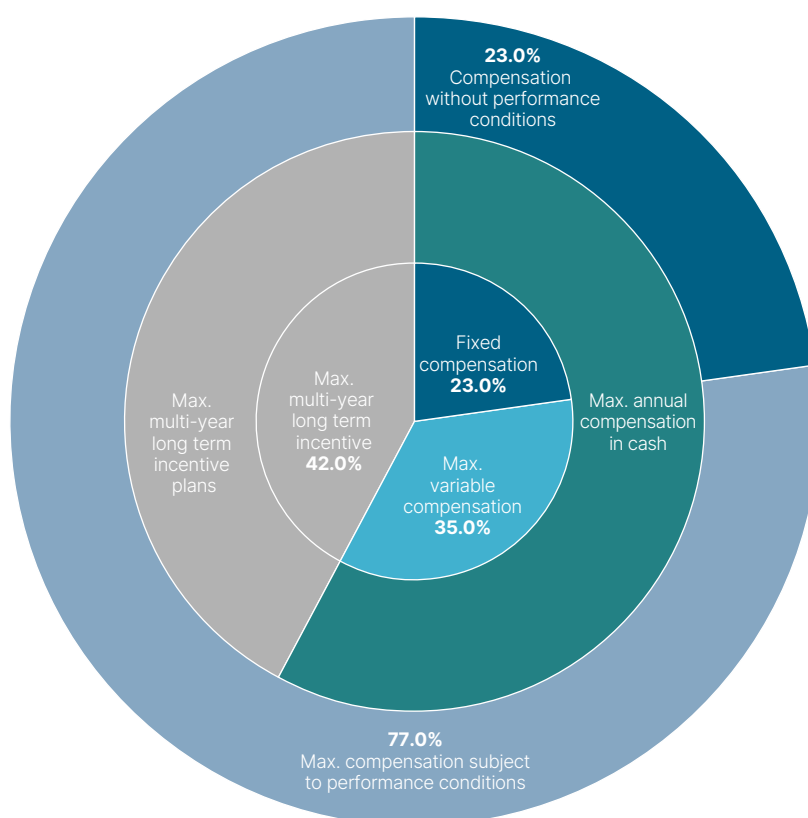
² Assuming the underlying performance conditions are fully met. (fair value determined in accordance with IFRS 2 recognised in the Company's consolidated accounts).

G.3.1.4.3 Components of the compensation policy for 2022 for Mr. Gilles Grapinet, Chief Executive Officer

On February 21, 2022, the Board of Directors, on the recommendation of the Remuneration Committee, having taken into account the principles of balance, exhaustiveness, consistency, competitiveness, pay for performance and alignment with the interests of shareholders, decided to renew the components of Gilles Grapinet's 2021 compensation for his term of office as Chief Executive Officer of the Company at the same level for the 2022 fiscal year.

Structure of the compensation

On the Remuneration Committee's recommendation, the Board of Directors decided to maintain the structure of Mr. Gilles Grapinet's compensation for his duties as Chief Executive Officer by keeping the percentage of the predominant part of this compensation which is subject to the fulfillment of performance conditions.



Fixed compensation in 2022

The Chief Executive Officer's fixed annual compensation is payment for the responsibilities of this office. It is determined by taking into consideration the scope and the complexity of these roles and responsibilities (in particular with the Group's size and presence on the CAC 40), the office holder's experience, career path, length of service within the Group and expertise, as well as market practices for identical or similar positions (external competitiveness) and changes in employees' compensation.

On the Remuneration Committee's recommendation, the Board of Directors decided on February 21, 2022 to maintain Mr. Gilles Grapinet's fixed annual compensation at €750,000 for the fiscal year 2022.

This amount is identical to the amount set on February 23, 2021 for the previous fiscal year, as indicated above in Section G.3.1.4.2.

Annual variable compensation in 2022

The aim of the annual variable compensation is to incentivize the Chief Executive Officer to meet the annual performance objectives set for him by the Board of Directors on the Remuneration Committee's proposal, in close alignment with the Group's ambitions as presented to shareholders.

Variable compensation is conditional compensation that is based on clear and demanding operating performance criteria related to quantitative and financial objectives which are set annually by the Board of Directors.

The criteria commonly used are revenue, operating margin before depreciation and amortization (OMDA) and free cash flow. These criteria reflect the Group's overall performance in terms of growth, profitability and cash position, in line with the budget, which in turn is in line with the Group's objectives announced to the market.

It should be noted that these criteria were defined without including the activities of the Terminals, Solutions and Services business line, in accordance with the scope of the guidance communicated to the market (in particular the three-year plan)



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since the announcement in October 2021 of the Group's intention to give priority to a scenario of short-term withdrawal from these activities, and the entry into exclusive negotiations with Apollo announced in February 2022 for their sale.

As from 2022, a combined external performance criterion is added to the short-term variable remuneration of the Chief Executive Officer. It includes some of the indicators that form an integral part of the Group's CSR programme, Trust 2025¹.

The target level of variable annual compensation is expressed as a percentage of fixed annual compensation.

To monitor the Group's performance as closely as possible and proactively help it adhere to its strategic plan, the selection and weighting of the performance criteria may be reviewed every year.

The objectives associated with each of the performance criteria are set and reviewed on a half-year basis. This means that the first-half objectives are set based on the budget approved by the Board of Directors in December, and the second-half objectives are set based on the updated budget approved by the Board in July, in line with the market guidance. The objectives relating to the external combined performance criterion linked to corporate social responsibility will be set at the latest by the Board of Directors in July.

For each performance indicator, the Board of Directors sets:

- A target objective in-line with the budget, which requires 100% attainment to receive the target variable compensation linked to this indicator;
- A floor which defines the threshold below which no variable compensation for that indicator is due;
- A ceiling which reflects an outperformance of the objectives set, which has been set at 130% of its target amount; and
- An elasticity curve that enables a faster increase or decrease in the amount of variable compensation due according to the progress made on the strategic plan.

If the Executive Corporate Officer leaves the Group during the fiscal year, the amount of the variable portion of their compensation will be determined *pro rata* to their presence during the year concerned.

These financial and extra-financial performance indicators, their objectives and their weighting are strictly identical for the Chief Executive Officer and the Deputy Chief Executive Officer.

Any annual variable remuneration paid by the Company can be reclaimed or reduced by the latter when (i) it has been granted on incorrect information concerning the realization of certain objectives and achievements having led to a restatement of the financial results; (ii) the beneficiary did not adhere to the standards regarding the adoption of proper behavior; (iii) the beneficiary was found guilty by a final Court decision and responsible for conduct/behavior that resulted in a decrease in the financial position of the Company. No variable compensation will be paid if the Executive Corporate Officer in question is dismissed for gross negligence or misconduct.

On the Remuneration Committee's recommendation, the Board of Directors decided on February 21, 2022 to maintain Mr. Gilles Grapinet's target variable annual compensation at 117% of his fixed annual compensation (*i.e.*, €880,000), and to conserve the maximum amount of variable compensation of 130% in case of outperformance. He is not guaranteed any minimum payment.

In order to secure the full-year achievement of the performance objectives – in the context of Worldline's strategic plan – the setting of the objectives, definition of the elasticity curve that enables a faster increase or decrease in the amount of variable compensation due according to the level of achievement of these objectives, and the resulting review, as in previous years, occur on a half-yearly basis.

Additionally, to ensure that the objectives for 2022 are met and in the interest of the reliability of the evaluation and the ongoing assessment of the financial performance of the Executive Corporate Officers in accordance with the compensation policy objectives, the Board of Directors, on the Remuneration Committee's recommendation, left unchanged the financial indicators relating to the variable annual compensation.

To support the ambitions and objectives developed in view of Trust 2025 and to better align with market practices, the Board of Directors, on the Remuneration Committee's recommendation, decided on February 21, 2022, to introduce a combined external performance criterion including some of the indicators that are an integral part of the Group's CSR programme, Trust 2025 in the short-term variable compensation of Mr. Gilles Grapinet for the second semester of 2022.

At the same meeting, the Board of Directors decided that the weighting of the financial and CSR indicators would be applied as follows for the fiscal year 2022:

Breakdown of indicators selected to determine Gilles Grapinet's variable annual compensation for fiscal year 2022	Target% of target variable – semester 1	Target% of target variable – semester 2
Group revenue organic growth	40	30
Group operating margin before depreciation and amortization (OMDA)	30	25
Group free cash flow before dividends and income from acquisitions/disposals	30	25
Corporate Social Responsibility	0	20
Total	100	100

¹ See Section D.1.1.2.1 of this Universal Registration Document for more information on the Trust 2025 CSR program.

The external combined performance criteria, in connection with the CSR based on the Trust 2025¹ program and breaks down into the following thirteen indicators:

Fields	Indicators	Target values 2022
Platforms secured & available	Quality score	
	1. Contracts' services availability & response	
	2. Platforms' service availability & response	
	3. Percentage of data subject' request answered in time and in compliance with Worldline privacy policy	
Customer experience & innovation	4. Percentage of ISO 27001 certified sites according to the security policy	
	5. Net promoter score	
Talent Attraction & Retention/People Diversity	6. Sustainable offer revenue (in millions of euros)	Floor: Target - 50%
	7. Average number of training hours per employees per year	Target
Sustainable procurement/Ethics & Compliance	8. Percentage of disabled workforce in the countries imposing legal requirements	Cap: Target + 30%
	9. % of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	
	10. Percentage of total expenses assessed by EcoVadis out of strategic suppliers expenses	
Climate change	11. Percentage of alerts investigated and related actions plan defined within 3 months	
	12. Percentage of CO ₂ emissions offset for scopes 1, 2, 3a	
Local communities	13. Volume of collected donations in millions of euros	

Three indicators that are part of the Trust 2025 program (i.e. overall employee satisfaction as measured by the Trust Index of the Great Place to Work[®] survey, the percentage of women in management positions and the reduction of eqCO₂ emissions) have not been integrated into the combined external CSR performance criteria for short-term variable remuneration. These three indicators are in fact already integrated into the combined external CSR performance criterion for the multi-year equity variable remuneration for the fiscal year 2022 (as indicated below).

In addition, following the Group's desire to favour a short-term withdrawal scenario from the Terminals, Solutions and Services service line announced in October 2021 and the entry into exclusive negotiations with Apollo announced in February 2022 for the sale of these activities, which is expected to be completed during 2022, the indicators relating to payment terminals and the circular economy that are part of the Trust 2025 programme have not been integrated into the combined external CSR performance criterion either.

Performance level

During its meetings of December 15, 2021 and February 21, 2022, the Board of Directors, on the Remuneration Committee's recommendation, also upheld the procedures for calculating the level of achievement of the objectives and the extent of the change in variable compensation for 2022.

As regards the combined external performance criterion relating to CSR, the calculation methods mentioned above will be defined by the Board of Directors in July 2022 at the latest, when the financial objectives for the second half of 2022 are defined.

The expected threshold and level of achievement of the financial criteria as well as the combined criterion relating to CSR selected to set out the variable annual compensation are economically sensitive, strategic information that cannot be publicly disclosed. However, at the end of the performance assessment period, Worldline will report on the level of performance achieved for each of the criteria.

The objectives indicated have been set at constant consolidation scope and exchange rates. Consequently, the Board of Directors may make adjustments to neutralize the consequences of any events such as changes in scope, accounting method or currency effects.

Procedure for payment of variable compensation:

In accordance with articles L. 22-10-8 and L. 22-10-9 of the French Commercial Code, the variable compensation for the first half and second half relating to one year of performance will be paid after approval by the Annual General Meeting called to approve the components of compensation due or granted during the year. Accordingly, payment of the variable compensation for the first half and second half of 2022 will be subject to the approval of the Annual General Meeting that will be called in 2023 to approve the 2022 financial statements.



¹ See Section D.1.1.2.1 of this Universal Registration Document for more information on the Trust 2025 CSR program.



Multi-year variable compensation in 2022

The Chief Executive Officer's total compensation is fully aligned with the shareholders' interests as described above. As such, the Group is strongly committed to associating its employees with the long-term performance and financial results of the Group, notably through long-term incentive (LTI) plans. Beneficiaries of these LTI plans are mainly the Group's top managers, key resources, experts and some juniors, as well as the Executive Corporate Officers.

With respect to Executive Corporate Officers, multi-year equity compensation is particularly appropriate given the level of responsibility of these functions and their ability to contribute directly to the Group's long-term performance in a way that is aligned with shareholders' interests.

This multi-year compensation takes the form of a performance share and/or stock option grant. The mechanisms used do not guarantee a grant or a minimum gain for beneficiaries.

Amount of equity compensation

A proposal will be made to the Annual General Meeting to be held in 2022 to cap the total envelope allocated to Executive Corporate Officers at 0.027% of the Company's share capital as of the date of the 2022 Annual General Meeting for granting performance shares, and at 0.027% of the share capital on the date of the 2022 Annual General Meeting for granting stock options.

In 2022 and under the conditions defined below, the Chief Executive Officer will be granted an equivalent number of stock options and performance shares with a total value capped at a maximum amount of €1,370,000, assuming the underlying performance conditions are fully met. This represents 42% of the total value of the Chief Executive Officer's compensation (fair value in accordance with IFRS 2 recognized in the Company's consolidated financial statements).

In order to take into account the share price volatility, the Board of Directors will limit the maximum number of equity (in addition to the limit relating to the fair value in euros and the limit relating to the percentage of share capital reserved for Corporate Officers), taking into account, for the determination of the number of performance shares and stock options to be granted, the average of the share price over the three months preceding the grant.

With regard to Corporate Executive Officers, in order to avoid any windfall effects that might result from the volatility of the share price, it is planned that the number of shares and stock options will be calculated at the date of grant on the basis of the fair value (in accordance with IFRS 2) taking into account the higher of:

- (i) The average share price over the three months preceding the grant (reference price); and
- (ii) The closing price of the Worldline share on the grant date, in compliance in any case with the above-mentioned ceilings in euros and percentage of share capital.

The low limit as previously introduced in the specific context of the Covid-19 pandemic for 2020 and 2021 grants (value of €55 in 2021) is no longer applicable to the grants that will take place as from 2022.

Conditions for vesting of performance shares and exercise of stock options

Continued employment

Subject to certain exceptions provided for in the plan (such as death or disability), the exercise of the stock options and/or the vesting of performance shares by the Chief Executive Officer are subject to him maintaining his status as a Corporate Officer for the entire vesting period.

A rule of proratisation of the acquisition of the performance shares and stock options not yet definitively vested at the date of retirement of an Executive Corporate Officer is introduced for the plans granted as from 2022. This rule foresees a reduction of the number of performance shares and stock options not yet definitively vested based on the prorate of the number of complete months of effective presence of the Executive Corporate Officer in the Group during the vesting period of the concerned plans.

Performance condition

The vesting of performance shares and/or the exercise of stock options are subject to the achievement of internal financial and internal and external non-financial performance conditions measured over a period of at least three fiscal years. These conditions take into account proxies' and investors' comments on previous plans and their future expectations regarding the Executive Corporate Officers' compensation policy. These objectives have been defined by the Board of Directors on the Remuneration Committee's recommendation to support the Group in achieving its short-term and long-term strategy. The performance indicators are defined in line with the key success factors for the Group's strategy and include corporate social responsibility (CSR) indicators.

On February 21, 2022, upon the Remuneration Committee's recommendation, the Board of Directors reconducted the principle, already applied in 2021, of the tightening of the vesting conditions by further penalizing any failure to meet an objective. As such, assuming that the acquisition rate of one of the internal financial performance conditions were to be nil or assuming that the acquisition rate of the non-financial performance condition relating to CSR was to be nil, the maximum amount of the vesting would be capped at 90%. Moreover, the Board of Directors also reconducted the principle of the average vesting rate at 100%, even in the case of outperformance.

- Internal Performance Conditions

The vesting of all or part of the performance shares/stock options shall be subject to the achievement over a three-year period of the following three internal performance indicators directly connected to key success factors for the achievement of the Group's strategy and ambitions as regularly disclosed to the shareholders:

- Average of the Group revenue organic growth rates over three years – as a condition for **30%** of the total vesting;
- Average rate of Group operating margin before depreciation and amortization (OMDA) over 3 years – as a condition for **25%** of the total vesting; and
- Average Group free cash flow (FCF) before dividends and income from acquisitions/disposals over three years – as a condition for **25%** of the total vesting.

The target achievement levels will be in line with the Worldline market guidance for end-2024.

- Combined performance condition relating to Corporate Social Responsibility ("CSR")

In addition to the financial indicators described above, the vesting of some or all of the performance shares/stock options will also be subject to the achievement of a CSR performance condition, defined as a combination of several criteria – as a condition for **20%** of the total vesting. In that respect, and taking into account certain comments from proxies about the nature of the CSR indicators used, new CSR indicators were introduced that relate to the Group's internal CSR policy and are in line with its Trust 2025 strategic plan since 2021.

On the Remuneration Committee's recommendation, the Board of Directors decided to combine CSR criteria related to the environmental commitment, which is part of the Group's strategy, with "people" and diversity criteria, assessed by external rating agencies or measured internally as part of the Trust 2025 CSR plan (see Section D of this Universal Registration Document for additional information on the Group's CSR policy).

On February 21, 2022, the Remuneration Committee's proposal and in order to meet the environmental commitment that is part of the Group's strategy, the Board of Directors selected the following external non-financial criteria as a condition for **10%** of the total vesting:

- 5% relating to the CO₂ emissions reduction in scopes 1 and 2¹ as part of the "Science Based Target initiative" (SBTi) initiative²;
- 5% relating to the Eco Vadis score.

On the Remuneration Committee's proposal, as part of Trust 2025, and in line with the Group's strategy, the Board of Directors' meeting of February 21, 2022 also selected external and internal non-financial criteria relating to employee satisfaction and diversity, as a condition for **10%** of the total vesting. It is the aim to measure the improvement of the employee's engagement and the improvement of the women's percentage in the management.

Each of the CSR indicators will be measured at the end of the three-year period.



¹ The scope 1 corresponds to the emissions linked to direct combustion of fossil fuels and scope 2 corresponds to the emissions linked to purchase of electricity, district heating and air conditioning.

² This criterion replaces the Carbon Disclosure Program (CDP) score criterion that was used in the stock option and performance share plans granted in 2020 and 2021. Worldline has effectively achieved the highest CDP score and this is redundant with the CO₂ reduction targets.



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- Performance indicator measurement

On February 21, 2022, upon the Remuneration Committee's recommendation, the Board of Directors defined an elasticity curve for each indicator as follows:

Indicator measurement	Achievement levels	% vested	
Internal Financial Performance Conditions - 80%	Group revenue organic growth rates	Floor: Target -2.5%	50%
	Average revenue organic growth rate over three years (2022-2024) ("A")	Target	100%
	Group Operating Margin before Depreciation and Amortization rate (OMDA)	Cap: Target +2.5%	130%
	Average of the Group OMDA rate over 3 years (2022-2024) ("B")	Floor: Target -2%	50%
	Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals	Target	100%
	Average Group FCF over three years (2022-2024) ("C")	Cap: Target +2%	130%
Non-financial CSR performance condition - 20%	CO ₂ emissions reduction, expressed in tons of CO ₂ (scopes 1& 2 SBTi) Score obtained at the end of the period concerned (in 2024) ("D1")	Floor: 106% of Target	50%
	Eco Vadis score	Target	100%
	Score obtained at the end of the period concerned (in 2024) ("D2")	Cap: 94% of Target	130%
	Employee satisfaction and Diversity score	Floor: 96% of Target	50%
	Score obtained at the end of the period concerned (in 2024) ("D3")	Target	100%
		Cap: Target +3%	130%
A * 30% + B * 25% + C * 25% + [D1 * 5% + D2 * 5% + D3 * 10%] = average vesting rate (it being specified that the average vesting rate may not exceed 100%)			

Depending on the achievement of internal and external conditions, as described above, the average vesting rate is capped at 100%, with the understanding that:

- (i) If the acquisition rate for one of the internal financial performance conditions is nil, or
- (ii) If the acquisition rate of the non-financial performance condition relating to Corporate Social Responsibility is nil,

the maximum vesting amount would be capped at 90%.

The targets for the financial and non-financial performance conditions will be defined by the Board of Directors, upon recommendation of the Remuneration Committee, at least on the date of grant of the 2022 long term equity-based incentive plan foreseen shortly after the Annual General Meeting of Shareholders to be held on June 9, 2022. Such targets will be challenging and in line with the market guidance and the strategic plan communicated to the market, including the Trust 2025 program.

It should be noted that these criteria were defined without including the activities of the Terminals, Solutions and Services business line, in accordance with the scope of the guidance communicated to the market (in particular the three-year plan) since the announcement in October 2021 of the Group's intention to give priority to a scenario of short-term withdrawal from these activities, and the entry into exclusive negotiations with Apollo announced in February 2022 for their sale.

The target values will be set by the Board of Directors on recommendation of the Remuneration Committee on at constant consolidation scope and exchange rate. The Board of Directors may make adjustments to neutralize the consequences of any events such as changes in scope, accounting method or currency effects.

At the end of the performance assessment period, the Company will report on the level of satisfaction for each of the criteria.

Grant date, vesting date of performance shares and stock option exercise date

The grant date will have to occur shortly after the Annual General Meeting of Shareholders to be held on June 9, 2022.

The performance shares granted, as well as the right to exercise the stock options granted, will vest at the end of a three year period that begins when they are granted, subject to fulfillment of the vesting conditions (performance conditions and continued employment) in accordance with the plan rules.

- Limitations on the ability to sell performance shares and exercise stock options

The vested performance shares will not be subject to a holding period and will be immediately available for sale by their beneficiaries, subject to the “black-out periods” set by the Company in the Guide for the Prevention of Insider Trading, to the possible possession of inside information, and to applicable laws.

The stock options can only be exercised between the grant date and the tenth anniversary of the grant date (exclusive), subject to some exceptions provided for in the plan rules, the “black-out periods” set by the Company in the Guide for the Prevention of Insider Trading, to the possible possession of inside information, and to applicable laws.

The exercise price of the stock options will be equal to the average opening share prices calculated on the 20 days preceding the grant date plus 5%.

- Rules regarding the holding of shares that have vested or shares issued from exercise of stock options

Executive Corporate Officers must keep, in registered form, at least 5% of the shares issued from exercise of the stock options and 15% of vested shares until the end of their term as Executive Corporate Officer.

Exceptional compensation

The Chief Executive Officer does not receive any exceptional compensation.

Compensation allocated as Director

The Chief Executive Officer does not receive any compensation as Director.

Defined benefit supplementary pension plan

On the Remuneration Committee’s recommendation and as part of Worldline’s alignment of its supplementary pension plan with the *Loi Pacte* (Pacte Law) adopted by the French National Assembly on May 22, 2019 (article L. 137-11-2 of the French Social Security Code) and executed by the Order of July 3, 2019 on corporate supplementary pension plans, the Board of Directors decided on February 18, 2020 to implement a new supplementary pension plan from January 1, 2020, reserved for Worldline Excom members with a minimum of five years’ seniority within the Excom, for Worldline employees or Corporate Officers, and whose annual fixed compensation exceeds 15 times the French annual social security ceiling for 2020. On February 23, 2021, the Board of Directors, on the Remuneration Committee’s recommendation, amended the eligibility conditions for the supplementary pension plan by lowering the seniority condition from five years to three years to align with the new legal environment. This new plan replaces the 2019 Supplementary Pension Plan which is closed to new members and for which rights were frozen at December 31, 2019.

Mr. Gilles Grapinet meets the eligibility conditions for this pension plan, in force within Worldline Group since January 1, 2020 as a replacement for the 2019 Supplementary Pension Plan. Mr. Gilles Grapinet earns pension benefits on the basis of an annual contribution rate of 0.97% in 2020 and 0.64% as of January 1, 2021.

This new plan, together with the accumulated rights built up under the 2019 Supplementary Pension Plan frozen on December 31, 2019, should allow Mr. Gilles Grapinet to earn pension rights at retirement age corresponding to an annuity that should not exceed €291,000, within the limits of the achievement of the performance conditions set annually.

For 2022, at its meeting of February 21, 2022 and on the Remuneration Committee’s recommendation, the Company’s Board of Directors decided to use the following performance conditions to approve the annual grant of the pension entitlement under the plan established on January 1, 2020. These performance conditions are in line with the key success factors for the achievement of the Group’s ambitions and its environmental commitment fully embedded in its strategy.

- **Group revenue organic growth** in line with 2022 market guidance – counting for **30%** in the validation of the pension annuity;
- **Group Operating Margin before Depreciation and Amortization (OMDA)** in line with 2022 market guidance – counting for **25%** in the validation of the pension annuity;
- **Group Free Cash Flow** in line with 2022 market guidance – counting for **25%** in the validation of the pension annuity;
- **The combined external performance criterion regarding CSR** – counting for **20%** in the validation of the pension annuity.

The validation of the year is limited to a total of 100%.

The curves applicable to each financial performance indicator (*i.e.* Group revenue organic growth, Group Operating Margin before Depreciation and Amortization and Group Free Cash Flow) are those used in the long-term equity-based incentive plan for 2022 (see above). The curves applicable to the combined external performance criterion regarding CSR are aligned with those applicable for the short-term variable compensation of the Executive Corporate Officers.

The target values have been set at constant consolidation scope and exchange rates. Consequently, the Board of Directors may make adjustments to neutralize the consequences of any events such as changes in scope of consolidation, accounting method or currency effects.

Compensatory allowance for forced departure

On February 18, 2019, the Board of Directors decided that Mr. Gilles Grapinet’s change in status should not impact the amount of his supplementary pension plan.



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However, Mr. Gilles Grapinet's change in status results in the loss of pension rights that he had previously validated, through performance conditions, in the Atos supplementary pension plan during his 10 years within the Atos group (for the 40 quarters validated within the Atos group on December 31, 2018, only 12.44 were recognized by Worldline SA to the same date, corresponding to 12.67 quarters on February 1, 2019).

Therefore, the Board of Directors decided to implement, to the benefit of Mr. Gilles Grapinet, a compensatory allowance in the event of forced departure, provided he does not engage in any other professional activity.

The amount of this compensatory allowance is equal to the difference between the net amounts (after payment of the social security contributions):

- The pension due to Mr. Gilles Grapinet on December 31, 2018 pursuant to the supplementary pension plan acquired at Atos SE and Atos International (i.e. €291,000 gross); and
- The pension received by Mr. Gilles Grapinet pursuant to the supplementary pension plan in force within Worldline SA.

At the Board of Directors' discretion, this allowance will take the form of a lump sum allowance or a life annuity that will not be subject to the provisions of article L. 137-11 of the Social Security Code.

The benefit of this allowance is conditional upon the achievement of performance conditions, as set by the Board of Directors in the strategic plans, for at least two-thirds of the period during which Mr. Gilles Grapinet is Chief Executive Officer of Worldline (since 2014).

The performance conditions applicable to the 2014-2018 period are set in appendix of the Atos pension plan rules during the period concerned (detailed in the Atos Reference Document for the concerned period).

Regarding 2019, the Worldline Board of Directors decided on February 18, 2019, on the Remuneration Committee's recommendation, to apply the performance conditions as defined in the stock option plan rules of July 24, 2019. Information relating to the achievement of those conditions is in Section G.3.2.3 of the 2019 Universal Registration Document. For 2020, refer to Section G.3.2.2 of the 2020 Universal Registration Document. For 2021, refer to the Section G.3.2.3 below. For 2022, refer to paragraphs above.

No compensatory allowance will be paid to Mr. Gilles Grapinet in the event of resignation. Mr. Gilles Grapinet will also not benefit from this allowance if he voluntarily leaves Worldline to claim his pension rights. In case of a departure before retirement age, Mr. Gilles Grapinet will benefit from this allowance only in case he would not resume any professional activities until he can benefit from his retirement rights. The allowance is still due in case of departure due to 2nd or 3rd category invalidity or in the event of death. No additional rights have been created compared to the situation that existed until February 1, 2019.

This compensatory allowance was approved by the General Meeting held on April 30, 2019. The 2020 and 2021 Annual General Meeting approved the renewal of this compensatory allowance.

This compensatory allowance may only be paid after the Board of Directors has validated the fulfillment of the applicable performance conditions.

Total rights as per (i) the Supplementary Pension Plan frozen on December 31, 2019 (French Social Security Code, article L. 137-11), including any increase in his reference compensation, (ii) the new defined benefit supplementary pension plan (French Social Security Code, article L. 137-11-2) set up on January 1, 2020, and (iii) the compensatory allowance in case of forced departure before retirement cannot exceed a gross annuity of €291,000.

Fringe benefits

The Chief Executive Officer will continue to benefit from a company vehicle with driver, which can be used for private purposes. This type of benefit is treated as a fringe benefit for tax and social security purposes. The Chief Executive Officer will also benefit from an annual medical check-up and an investment advisor.

Other compensation components

In accordance with the approval granted by the General Meeting of April 30, 2019, Mr. Gilles Grapinet is entitled to the reimbursement plans for healthcare and incapacity, disability and death policy costs applicable to Worldline Group employees, as well as to the foreign travel assistance policy in force within Worldline.

The healthcare policy in force includes in-patient and out-patient benefits (including medication reimbursement and alternative medicine), as well as dental and vision coverage.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is co-financed by the Company.

The "incapacity, disability, death" policy mainly offers the following benefits:

- Death coverage of 320% of the annual salary up to bracket C (eight times the annual Social Security ceiling), with a maximum of 500% in case of permanent disability;
- An educational annuity of 12% to 15% of the annual salary up to bracket C, depending on the children's age;
- Salary maintained (up to bracket C) in case of incapacity/disability.

The "incapacity, disability/death" contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is co-financed by the Company.

The insurance policies relating to these plans are subject to the rules and laws applicable for this type of policy.

The Board of Directors has the authority to revoke the plans applicable to the Chief Executive Officer.

G.3.1.5 Compensation policy for the Deputy Chief Executive Officer – Marc-Henri Desportes

G.3.1.5.1 General principles and term of office of the Deputy Chief Executive Officer

In accordance with article 24 of the Company's bylaws, based on a proposal from the Chief Executive Officer and upon recommendation of the Nomination Committee, the Board of Directors decided on July 21, 2018 to appoint Mr. Marc-Henri Desportes as Deputy Chief Executive Officer effective August 1, 2018.

On proposal of the Chief Executive Officer, the Deputy Chief Executive Officer can be dismissed at any time by the Board of Directors. Detailed information about the appointment and role of Mr. Marc-Henri Desportes as Deputy Chief Executive Officer is provided in Section G.2 "Management Structure" of this Universal Registration Document.

As a result of his appointment, the permanent employment contract entered into between Marc-Henri Desportes and Worldline on June 1, 2014 was suspended as of August 1, 2018 for the duration of his duties as Chief Operating Officer. This suspension was formalized in an employment contract suspension agreement authorized by the Board of Directors on July 21, 2018 and approved by the Annual General Meeting on April 30, 2019 under article L. 225-38 of the French Commercial Code. The main provisions of this agreement are as follows:

- The suspension will last for his term of his office as an Executive Corporate Officer;
- His employment contract does not end when his duties as Executive Corporate Officer end. At the end of his term of office as an Executive Corporate Officer, the Deputy Chief Executive Officer will return to his duties or equivalent duties within the Worldline Group. These duties will correspond to his skills and experience acquired since he was hired on August 1, 2009, including those acquired during the employment contract suspension period;
- He will continue to acquire seniority during his term of office as an Executive Corporate Officer;
- The time-saving account is suspended during the employment contract suspension period (however, this benefit is maintained during the employment contract suspension period).

The employment contract will take effect again at the end of Mr. Marc-Henri Desportes's term of office. When the contract comes back into force, Mr. Marc-Henri Desportes will receive compensation appropriate to his new position, taking into account the seniority he will have earned as described above. His annual fixed compensation will be equal to at least €350,000 and his annual variable compensation will be equal to at least €350,000, with the payment capped at 130% in case of outperformance and with no minimum payment.

The other individual and collective benefits to which Mr. Marc-Henri Desportes was entitled as an employee at the time his employment contract was suspended will resume again under the terms and conditions applicable at the time the employment contract restarts.

The suspended employment contract does not provide for any exceptional bonus payment at the time of departure.

The contract may be terminated in accordance with the provisions of labor law (resignation, breach of contract or dismissal) while respecting the periods of notice and indemnities governed by the provisions of the French Labor Code and the applicable collective agreements.

In accordance with the principle of competitiveness, when the Board of Directors set and revised the compensation policy for the Deputy Chief Executive Officer, on the Remuneration Committee's recommendation, it relied on compensation studies carried out by specialist firms that analyze market practices in general and, more specifically, similar positions at companies considered to be the Group's closest peers namely in terms of market capitalization, headcount, revenue, business activity and international environment (namely the CAC 40 companies).

G.3.1.5.2 Reminder of the principles set in 2021

As a reminder¹, on the Remuneration Committee's recommendation, on February 23, 2021 the Board of Directors, after analysis of the identified gap with the compensation market of the Executive Corporate Office, decided to raise the Deputy Chief Executive Officer's compensation to take into account the significant change in his responsibilities given the Group's size and its new challenges.

His fixed annual compensation amount has thus increased to €440,000 (i.e. a 25.7% increase), and his target annual variable compensation amount has been set at 100% of his fixed compensation (i.e. €440,000, representing a 25.7% increase). Moreover, the annual amount of his long-term equity-based compensation was increased at a value of €810,000² (i.e. a 22% increase) to align this component of compensation above the third quartile of CAC 40 market practices, reflecting the culture of performance and market practices in the Group's business sector.

Therefore, the Deputy Chief Executive Officer's total annual target compensation has been increased by 24% (for a total of €1,690,000).

The latter increase has been approved by the General Meeting of May 20, 2021.

Due to the uncertain and challenging nature of the economic environment in the first half of 2021, the planned revision has only taken place as from July 1, 2021 for the fixed annual compensation and the annual variable cash compensation (this to be aligned with the exercise of salary review applicable to all Worldline employees), the review of the level of multi-year equity compensation entered into forced for any grant which occurs as from the approval of the 2022 compensation policy by the General Meeting of May 20, 2021.

¹ Reference is made to the Universal Registration Document 2020, Section G.3.1.4.1

² Assuming the underlying performance conditions are fully met (fair value determined in accordance with IFRS 2 recognised in the Company's consolidated accounts).



Corporate Governance and Capital

Compensation and interests

(In €)	2020	As from July 1, 2021
Annual fixed compensation	350,000	440,000
Annual variable target compensation	350,000	440,000
Total annual target cash compensation	700,000	880,000
Total annual target compensation (including long-term equity compensation)	1,392,496	1,690,000

On the Remuneration Committee's recommendation, the approach used by the Board regarding the revision of the Deputy Chief Executive Officer's global compensation is the same as the one for the Chief Executive Officer and consists of gradually bringing the compensation to a level coherent with Worldline's positioning within the CAC 40.

In this respect, the readjustment proposed in 2021 has aligned the Deputy Chief Executive Officer's compensation more closely with the lowest quartile of the compensation of the

CAC 40 companies in order to take the above items into account but will however still remain below the lowest quartile of the compensation of the CAC 40 (for the cash part) and below the median compensation of the CAC 40.

Therefore, the Board of Directors, on Remuneration Committee's recommendation, intends to consider other adjustments in the future taking into account the context and the future positioning of Worldline in the CAC 40.

	Current compensation package vs the CAC 40 25th percentile	Current compensation package vs the CAC 40 median
Fixed annual compensation	-28%	-39%
Variable annual target compensation	-11%	-32%
Total annual target cash compensation	-28%	-37%
Total annual target compensation (including long-term equity compensation)	+1%	-13%

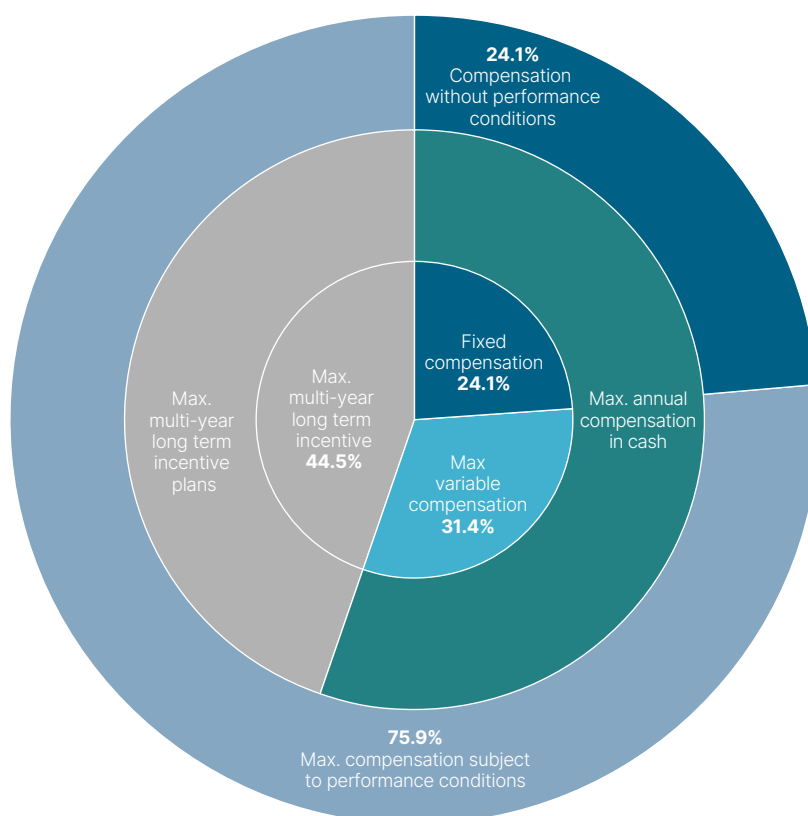
Source: Willis Towers Watson – based on Annual Reports published by CAC40 companies for 2021.

G.3.1.5.3 Components of the compensation policy for 2022 for Mr. Marc-Henri Desportes, Deputy Chief Executive Officer

On February 21, 2022, the Board of Directors decided, on the recommendation of the Remuneration Committee, to reconduct for 2022 the components of compensation package for Mr. Marc-Henri Desportes relating to his duties of Deputy Chief Executive Officer of the Company.

Structure of the compensation

On the Remuneration Committee's recommendation, the Board of Directors decided to maintain the structure of the Deputy Chief Executive Officer's compensation, further maintaining the predominant part of this remuneration which is subject to the fulfillment of performance conditions.



Annual fixed compensation 2022

The annual fixed compensation of the Deputy Chief Executive Officer rewards the responsibilities linked to this duties. It is determined by taking into account the scope and the complexity of these roles and responsibilities (in particular the Group's size and presence on the CAC 40), the office holder's experience, career path, length of service within the Group and expertise, as well as market practices for identical or similar positions (external competitiveness) and changes in employees' compensation.

On the Remuneration Committee's recommendation, the Board of Directors decided on February 21, 2022 to maintain the fixed annual compensation of Mr. Marc-Henri Desportes and at €440,000 for the fiscal year 2022.

This amount is the same as the one set on February 23, 2021 for the previous fiscal year, as indicated above in Section G.1.1.5.2.

Annual variable compensation 2022

The Board of Directors, on the Remuneration Committee's recommendation gathered the day before, decided on February 21, 2022 to maintain Mr. Marc-Henri Desportes's annual variable target compensation at 100% of his fixed compensation (i.e., €440,000) as from July 1, 2021, with a maximum payment capped at 130% of his annual fixed compensation in case of outperformance. No minimum payment is guaranteed.

The annual variable compensation of the Deputy Chief Executive Officer applicable to the 2022 fiscal year is thus identical to the one set on February 23, 2021 for the previous fiscal year.

In addition, it follows the same conditions and principles as those applicable to the Chief Executive Officer, as described above in paragraph G.3.1.4.3.



Corporate Governance and Capital

Compensation and interests

Multi-year variable equity compensation 2022

The Deputy Chief Executive Officer will be granted in 2022 an equivalent number of stock options and performance shares whose total value is capped at a maximum annual amount of €810,000, assuming the underlying performance conditions are fully met, which represents 44.5% of his total compensation (fair value determined in accordance with IFRS 2 recognized in the Company's consolidated financial statements).

The multi-year long-term compensation of the Deputy Chief Executive Officer follows the same principles and conditions as those applicable to the Chief Executive Officer, as described above in paragraph G.3.1.4.3.

Exceptional compensation

The Deputy Chief Executive Officer does not receive any exceptional compensation.

Compensation allocated as Director

Mr. Marc-Henri Desportes has not been appointed as a Director of the Company and therefore does not receive any compensation allocated to Directors. The Deputy Chief Executive Officer also does not receive any compensation for his duties as Chief Executive Officer of Ingenico Group SA.

Severance Pay

In the event of termination of his duties, the Deputy Chief Executive Officer will not receive any severance pay or compensation under a non-compete clause.

Fringe benefits

The Deputy Chief Executive Officer benefits from a company car without driver.

The Deputy Chief Executive Officer also benefits from an annual medical check-up and an investment advisor.

Supplementary pension plans

The Deputy Chief Executive Officer does not benefit from any supplementary pension plan in force within the Company.

Other compensation components

The Deputy Chief Executive Officer is entitled to the Group reimbursement plans for healthcare and incapacity, disability and death policy costs applicable to Group employees, as well as to the foreign travel assistance policy in force within Worldline.

The healthcare policy includes in-patient and out-patient benefits (including medication reimbursement and alternative medicine), as well as dental and vision coverage.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is co-financed by the Company.

The incapacity, disability and death policy mainly offers the following benefits:

- Death coverage of 320% of the annual salary up to bracket C (eight times the annual Social Security ceiling), with a maximum of 500% in case of permanent disability;
- An educational annuity of 12% to 15% of the annual salary up to bracket C, depending on the children's age;
- Salary maintained (up to bracket C) in case of incapacity or disability.

The incapacity, disability and death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is co-financed by the Company.

The insurance policies relating to these plans are subject to the rules and laws applicable for this type of policy.

The Board of Directors has the authority to revoke the Deputy Chief Executive Officer's eligibility for these plans.

G.3.2 Components of compensation paid or awarded to Corporate Officers for 2021, submitted to a shareholder vote

Pursuant to article L. 22-10-34 (formerly article L. 225-100) of the French Commercial Code, the amounts and components presented below, resulting from the implementation of the compensation policies for Corporate Officers approved by the Annual General Meeting held on May 20, 2021, are subject to the shareholders approval during the 2021 Annual General Meeting. They form an integral part of the Board of Directors' report on corporate governance.

G.3.2.1 Components of compensation due or awarded for the fiscal year 2021 to Mr. Bernard Bourigeaud, non-executive Chairman of the Board of Directors

On April 7, 2021, the Board of Directors, on the recommendation of the Remuneration Committee, decided to set the annual fixed compensation of the non-executive Chairman of the Board at €300,000, which remains below the lowest quartile of the compensation of CAC 40 companies for a similar position.

It was foreseen that this compensation would be due as from the appointment of Mr. Bernard Bourigeaud as Chairman of the Board of Directors, subject to the approval of the remuneration policy by the shareholders.

It is specified that the fixed part of the compensation allocated for the mandate of Chairman of the Board of Directors being determined on an annual basis, the amount due is calculated on a pro rata basis in the event of the assumption or termination, for whatever reason, of the mandate during the financial year.

It was also stipulated that once appointed Chairman of the Board of Directors, Mr. Bernard Bourigeaud would not receive any compensation other than this fixed annual compensation, and in particular no compensation for his position as Director, no variable annual or multi-year compensation, no exceptional compensation, no termination indemnity, no benefits in kind, and no supplementary or additional pension.

The compensation policy of the non-executive Chairman of the Board of Directors was approved on May 20, 2021 by the General Meeting (under the 17th resolution).

Mr. Bernard Bourigeaud was appointed as non-executive Chairman of the Board of Directors on October 25, 2021. Prior to this date, the duties of non-executive Chairman of the Board of Directors were performed by Mr. Gilles Grapinet, who did not receive any compensation for this mandate.

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Bernard Bourigeaud in 2021 comply with this policy. They are summarised in the below table and will be submitted to the vote of the 2022 Annual General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	56,539	56,539	Fixed compensation paid and attributed to Mr. Bernard Bourigeaud for his duties as non-executive Chairman of the Board of Directors of Worldline from October 25, 2021 to December 31, 2021.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Value of stock options granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.



Corporate Governance and Capital

Compensation and interests

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Bernard Bourigeaud.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Mr. Bernard Bourigeaud for his duties as a Director of Worldline since his appointment as non-executive Chairman of the Board of Directors, in accordance with the compensation policy for the non-executive Chairman of the Board of Directors.
Fringe benefits	0	0	Mr Bernard Bourigeaud does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0-	Mr. Bernard Bourigeaud does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Mr. Bernard Bourigeaud by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Bernard Bourigeaud.
Severance pay and non-compete clause			This compensation component is not applicable, as it is not included in the compensation policy for Mr. Bernard Bourigeaud.
Total	56,539	56,539	

G.3.2.2 Components of compensation due or awarded to members of the Board of Directors for fiscal year 2021 [GRI 102-35]

It should be noted that on June 9, 2020, the maximum total amount of compensation allocated to Directors was increased by the General Meeting of Shareholders to take into account the changes in the composition of the Board following the acquisition of Ingenico Group SA and the Company's entry into the CAC 40. It was therefore increased from the amount of €600,000 to the amount of €1,200,000.

At its meeting on February 23, 2021, the Board of Directors, on the recommendation of the Remuneration Committee, decided to slightly increase the variable part of the compensation allocated to the Directors for their participation in the meetings of the Board of Directors from €2,000 to €2,500 (per meeting attended) as well as the compensation allocated to the members of the Committees from €1,000 to €1,500 (per meeting attended).

Due to the uncertain and difficult economic environment in the first half of 2021 as a result of the health crisis related to the Covid-19 pandemic, this increase has only been implemented as of July 1, 2021.

Thus, during the 2021 financial year, the rules for allocating the total amount of Directors' compensation were as follows:

- For the members of the Board of Directors:
 - A fixed annual compensation of €20,000 per Director plus a variable compensation of €2,000 (until June 30, 2021); then €2,500 (as from July 1, 2021) per meeting attended by the Director;
 - The Lead Director receives an additional fixed remuneration of €15,000 per year;

- For the members of the Committees:
 - For Chairmans:
 - Chairman of the Audit Committee: €3,500 per meeting attended by the Chairman,
 - Chairman of the other Committees: €2,500 per meeting attended by the Chairman,
 - for each member of the Committees: €1,000 (until June 30, 2021) then €1,500 (as from July 1, 2021) per meeting attended;
- The censor is remunerated in the same way as a Director;
- Successive meetings held on the same day account for one meeting:
 - If the Board meets several times on the same day, only one compensation is paid for all meetings,
 - If a Director participates on the same day in a meeting of several separate Committees, then only the highest compensation is paid for all meetings,
 - If a Director attends several meetings of the same Committee on the same day, only one compensation is paid for all meetings.
- The Directors representing employees do not receive any compensation for the exercise of their mandate.

Directors and the censor were eligible for reimbursement of expenses incurred in the context of their mandate, in particular travel and accommodation expenses, upon presentation of supporting documents.

Mr Thierry Sommelet, in his capacity as an employee of Bpifrance Investissement, did not receive any compensation for his position as Director.



Corporate Governance and Capital

Compensation and interests

Amount of gross compensation paid and due in 2021, per Director, for attendance at meetings of the Board of Directors and Committees (AMF Table 3)

(In €, gross*)	2021		2020	
	Paid ¹	Due ²	Paid ³	Due ⁴
Gilles Grapinet	-	-	-	-
Gilles Arditti	44,000	63,500	-	44,000
Agnès Audier	10,333	51,500	-	10,333
Bernard Bourigeaud	7,333	40,000	-	7,333
Aldo Cardoso	78,500	82,000	82,000	78,500
Giulia Fitzpatrick	64,000	58,500	59,000	64,000
Lorenz von Habsburg Lothringen	73,500	64,000	43,083	73,500
Mette Kamsvåg	60,000	63,500	36,333	60,000
Roméo Lacher	-	-	20,917	-
Danielle Lagarde	66,500	63,000	52,000	66,500
Marie-Christine Lebert ⁵	-	-	-	-
Arnaud Lucien ⁵	-	-	-	-
Caroline Parot	10,333	56,500	-	10,333
Georges Pauget	65,000	62,000	29,333	65,000
Luc Rémont	62,500	57,500	63,000	62,500
Susan M. Tolson	56,000	52,000	56,000	56,000
Daniel Schmucki	58,000	65,500	54,000	58,000
Nazan Somer Ozelgin	9,333	47,000	-	9,333
Thierry Sommelet ⁶	-	-	-	-
Michael Stollarz	9,333	39,500	-	9,333
Jos Dijssolf (Censor)	40,000	45,000	-	40,000
Total	714,667	911,000	495,666	714,667

* The compensation awarded to Directors and censors residing outside France corresponds to the amounts, before withholding tax, paid or due by Worldline.

1 Directors' compensation paid in 2021, for 2020.

2 Directors' compensation due for 2021.

3 Directors' compensation paid in 2020, for 2019.

4 Directors' compensation due for 2020.

5 Ms. Marie-Christine Lebert and Mr. Arnaud Lucien, Directors representing the employees, do not receive any compensation for their attendance at Board of Directors' and Committee meetings. They are paid under their employment contract.

6 Mr. Thierry Sommelet does not receive any compensation for his term of office.

Directors' and censor's compensation for the year ended December 31, 2021 is paid in 2022.

For 2021, the amount of Directors' and censor's compensation due was €911,000 composed of an amount of €330,000 for the fixed portion, and €581,000 for the variable portion. Therefore, the variable portion exceeds the fixed portion of the total Directors' and censor's compensation, which is in line with the AFEP-MEDEF recommendations.

Structure of compensation

Neither the Directors neither the censor receive any variable linked to the Group's performance nor any exceptional compensation.

Compensation paid by a company in the scope of consolidation

With the exception of (i) Mr. Gilles Grapinet and (ii) the two Directors representing the employees (Ms. Marie-Christine Lebert and Mr. Arnaud Lucien), the members of the Board of Directors did not receive any other compensation from the Company or from any of its subsidiaries for their duties as Director or censor of the Company.

The Director representing the employees receive a salary from the Group company concerned under their employment contract, which is not related to the performance of their mandate as Director(s) of the Company.

Mr. Gilles Grapinet received in 2021 a compensation for his duties of Chief Executive Officer. The compensation components paid and allocated to Mr. Gilles Grapinet and relating to 2021 are described below.

Fringe benefits

The Directors* and the censor did not receive any fringe benefits.

Supplementary pensions plans

The Directors* and the censor do not benefit from any supplementary pension plans.

Other compensation components

The Directors* and the censor did not receive any other compensation components.

Compliance with the compensation policy

The Director's and censor's compensation complies with the decisions of the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Group's long-term business strategy with a view to ensuring its sustainability.

Suspension of the compensation allocated to Directors

As the Board of Directors is composed in accordance with article L. 22-10-3 (formerly article L. 225-18-1) of the French Commercial Code, the payment of the compensation provided for in the first paragraph of article L. 22-10-14 (formerly article L. 225-45) of the aforementioned Code has not been suspended.

* Except Mr. Gilles Grapinet who earned such type of remuneration, under his duties as Chief Executive Officer (and not Director) (cf. infra, Section G.3.2.3).

G.3.2.3 Components of compensation due or awarded for the fiscal year 2021 to Mr. Gilles Grapinet, Chief Executive Officer

The compensation policy for the Chief Executive Officer was approved by the General Meeting held on May 20, 2021 (under the 15th resolution).

Reference is made to paragraph G.3.1.4 of the 2020 Universal Registration Document in which the said remuneration policy is described.

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Gilles Grapinet in 2021 comply with this policy.

The table below mentions all the components of compensation paid or allocated to Mr. Gilles Grapinet for fiscal year 2021 and which will be subject to the approval of the 2022 Annual General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	691,154	691,154	Fixed compensation paid and attributed to Mr. Gilles Grapinet for his duties as Chief Executive Officer of Worldline in 2021.
Annual variable compensation	403,776*	761,624**	* Amount allocated for the year ended in 2020 and paid in 2021 and approved by the General Meeting on May 20, 2021 – for further information, see the 2020 Universal Registration Document. ** Amount granted for the year ended in 2021 and which will be paid in 2022 after approval by the 2022 Annual General Meeting – for more details on the performance criteria and achievement of these criteria, see paragraph on “Level of achievement of objectives linked to the annual variable compensation” below.
Value of stock options granted during the year¹	0	226,324 ¹	Grant of 23,600 stock options to Mr. Gilles Grapinet – for more details see the paragraph on “Multi-year equity compensation” below (vesting conditions for these rights are detailed in Section G.3.3.5 of this Universal Registration Document).
Value of performance shares granted during the year¹	0	1,142,476 ¹	Grant of 23,600 performance shares to Mr. Gilles Grapinet – for more details see the paragraph on “Multi-year equity compensation” below (vesting conditions for these shares are detailed in Section G.3.3.8 of this Universal Registration Document).



Corporate Governance and Capital

Compensation and interests

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Gilles Grapinet.
Compensation allocated to Directors and to the Chairman of the Board of Directors	0	0	No compensation was paid/allocated to Mr. Gilles Grapinet for his duties as Director and Chairman of the Board of Directors of Worldline in accordance with the compensation policy applicable to Directors and to the Chief Executive Officer. Mr Gilles Grapinet was Chairman of the Board of Directors of Worldline from January 1 to October 24, 2021.
Fringe benefits	5,775	5,775	In 2021, Mr. Gilles Grapinet benefited from a company car with a driver, an annual medical check-up and an investment adviser.
Supplementary pension plan	0	0	No pension was paid/attribution to Mr. Gilles Grapinet in 2021 – for more information about the pension plans, see the “Supplementary pension plans” paragraph hereunder.
Compensatory allowance for forced departure	0	0	No amount was paid or granted to Mr. Gilles Grapinet during 2021 as he still holds his position within Worldline SA – for more information about the compensatory allowance, see paragraph “Compensatory allowance” below.
Social protection plans (employer contributions)	5,278	5,278	Amount corresponding to the employer contributions for the plan covering the reimbursement of health costs and the incapacity, disability, death policy – for more information about those plans, see the “Social protection plans” paragraph below.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Mr. Gilles Grapinet by a company in the scope of consolidation.
Severance pay and non-compete clause			This compensation component is not applicable, as it is not included in the compensation policy for Mr. Gilles Grapinet.
Total	1,105,983	2,832,621	

1 Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

Level of achievement of the objectives linked to the 2021 annual variable compensation

The annual variable compensation due to Mr. Gilles Grapinet for 2021 amounts to €761,624¹ and corresponds to payment of 95.20% of the annual target variable compensation and 110.20% of the annual fixed compensation.

In 2021, the nature and weighting of each indicator included in the Chief Executive Officer's variable compensation, as well as the average payout rate of annual objectives are as follows:

2021	Weight	Payout rate
Group revenue organic growth	40%	87.6%
Group Operating Margin before Depreciation and Amortization (OMDA)	30%	99.3%
Group Free Cash Flow	30%	107.5%

The achievement of each of the objectives attached to this compensation component as well as the amount of the corresponding variable compensation were validated by the Board of Directors at meetings held on July 26, 2021 and February 21, 2022. The variable compensation due for the first half of 2021 amounted to €415,777, i.e. 115.49% of the target variable compensation² (on a half-yearly basis) and €345,846.58 for the second half of 2021, i.e. 78.60% of his target variable compensation³ (on a half-yearly basis).

2021 Objectives	First Half		Second Half	
	Weight	Payout*	Weight	Payout*
Group revenue organic growth	40%	120.9%	40%	54.2%
Group Operating Margin before Depreciation and Amortization (OMDA)	30%	103.3%	30%	95.2%
Group Free Cash Flow ¹	30%	120.4%	30%	94.6%
Payout as a% of the target variable compensation (on a half-year basis)		115.49%		78.6%

* After applying the 130% capped elasticity curve.

¹ Before dividends and income from acquisitions/disposals.

Budget targets are in line with the financial targets shared by the Company.

In this respect, it is specified that:

- The above-mentioned objectives associated with the variable compensation of the Chief Executive Officer for the second half of the year have been readjusted in order to take into account changes in the Group's scope of consolidation and, in particular, the completion of various mergers/acquisitions activities carried out during the second half of 2021, including:
 - The acquisition of Cardlink SA and the card acquiring activities of Handelsbanken on October 1, 2021;
 - The divestments operations in certain Ingenico entities in Austria, Belgium and Luxembourg following the request of the European Commission in the context of the acquisition of Ingenico from November 1, 2021.
- Despite the decision taken by the Board of Directors on October 25, 2021 to validate the strategic orientation to divest the TSS business (Terminals Solutions & Services ("TSS")) and the recognition of this TSS business as assets held for sales under IFRS 5 norm and the communication to the market of its updated 3-year objectives, the Board, at its meeting of December 15, 2021 however decided not to

adjust the said objectives relating to the second half of 2021 to take into account this element insofar as the TSS business remained within the scope of responsibility of the Executive Corporate Officers throughout the whole year 2021.

The Company did not apply the claw-back provision for variable compensation for the concerned period.

Multi-year equity compensation

In the context of the authorization granted by the Annual General Meeting of May 20, 2021 (28th and 29th resolutions), the Board of Directors decided, at its May 27, 2021 meeting, on recommendation of the Remuneration Committee, to proceed with the allocation of 23,600 stock options (valued at €226,324, i.e. €9.59 per unit)³ and 23,600 performance shares (valued at €1,142,476, i.e. €48.41 per unit)⁴ to Mr. Gilles Grapinet. These amounts take into account the recommendations of the AFEP-MEDEF Code applicable to the Chief Executive Officer.

These allocations were decided in accordance with the compensation policy for Mr. Gilles Grapinet as approved by the Annual General Meeting of May 20, 2021 (15th resolution).

¹ It is recalled that the annual variable compensation of the Chief Executive Officer was revised on July 1, 2021, increasing the variable annual compensation of the Chief Executive Officer from €720,000 to €850,000.

² The target variable compensation of the Chief Executive Officer for the first half of 2021 amounts to €360,000.

³ The target variable compensation of the Chief Executive Officer for the second half of 2021 amounts to €440,000.

⁴ Share valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements.



Corporate Governance and Capital

Compensation and interests

In its analysis, the Board of Directors also reviewed the following items:

- The beneficiary is required to hold 15% of any vested performance shares for the duration of his duties as Corporate Officer and to keep, in registered form, 5% of the shares from the exercise of stock options;
- The prohibition to enter into any financial hedging transaction relating to the granted performance shares and stock options during the full term of office of the Chief Executive Officer.

In line with the commitments made on the occasion of previous share award plans, the Chief Executive Officer took note of the prohibition on engaging in any financial hedging transactions with the performance shares and the stock options granted throughout the duration of his corporate term of office.

Supplementary pension plans

Mr. Gilles Grapinet benefits from a 2019 Supplementary Pension Plan which was approved by the General Meeting of April 30, 2019.

The Board of Directors' meeting of December 19, 2019 decided that the 2019 supplementary pension plan in force in Worldline had to be brought into line with the *Loi Pacte* law adopted by the French National Assembly on May 22, 2019 (article L. 137-11-2 of the French Social Security Code) and executed by Order 2019-697 of July 3, 2019 relating to corporate supplementary pension plans. The Board of Directors therefore decided:

- To close the 2019 supplementary pension plan to any new members, as from July 4, 2019;
- To freeze, on December 31, 2019, rights built up under the 2019 supplementary pension plan for the Chief Executive Officer affiliated before July 4, 2019 without freezing the reference compensation for the calculation of the future annuity at retirement. The beneficiary remains entitled to this pension supplement on December 31, 2019, provided the underlying performance conditions are met and provided he meets the presence condition as defined under article 3 of the Pension Plan rules. No new rights

may be created under the current plan after January 1, 2020.

On February 18, 2020, upon recommendation of the Remuneration Committee and as part of Worldline's alignment of its supplementary pension plan with the *Loi Pacte* (Pacte Law) adopted by the French National Assembly on May 22, 2019 (article L. 137-11-2 of the French Social Security Code) and executed by the Order of July 3, 2019 on corporate supplementary pension plans, the Board of Directors decided to implement a new supplementary pension plan from January 1, 2020, reserved for Worldline Excom members with a minimum of five years' seniority¹ within the Excom, for Worldline SA employees or Corporate Officers, and whose annual fixed compensation exceeds 15 times the French annual social security ceiling for 2020. This plan set up at the start of 2020 resulted in the payment of a lump-sum constituting an annuity of € 256,000 to the insurer in 2021 (amount calculated by an independent actuary).

Mr. Gilles Grapinet acquired pension rights on the basis of an annual contribution rate of **0.64% in 2021**.

On February 23, 2021, the Board of Directors decided to apply the performance conditions defined below for the validation of the rights acquired in 2021 under the new supplementary pension plan.

The nature and weight of each performance condition have been defined as follows by the Board of Directors:

- Revenue organic growth of the Group in line with its market guidance for 2021 (30%);
- Operating margin before depreciation and amortization (OMDA) of the Group in line with its market guidance for 2021 (25%);
- Free Cash Flow of the Group is in line with its market guidance for 2021 (25%);
- Combined external CSR performance criteria (based on criteria in force in the 2021 long-term incentive plan) (20%).

On February 21, 2022, the Board of Directors verified the achievement of the performance conditions for 2021 as well as the validation of the pension rights associated, which are as follows:

2021 Objectives

Indicators	Weight	Validation of rights*
Group Revenue Organic Growth	30%	62.40%
Group Operating Margin before Depreciation and Amortization (OMDA)	25%	99.75%
Group Free Cash Flow ¹	25%	64.80%
Group combined CSR indicator	Carbone Disclosure Program score	130%
	Eco Vadis score	130%
	Gaia Index Certification rating	20%
Validation of pension rights		83.63%

* After applying the elasticity curve capped at 130%.

¹ Before dividends and income from acquisitions/disposals.

¹ The Board of Directors, during its meeting of February 23, 2021, on recommendation of the Remuneration Committee, amended the eligibility conditions for the supplementary pension plan by lowering the seniority condition from five years to three years to align with the new legal environment.

The performance conditions linked to the supplementary pension plan are therefore fulfilled at 83.63% for 2021.

In this respect, it is specified that despite the decision taken by the Board of Directors on October 25, 2021 to validate the strategic orientation to divest the Terminals Solutions & Services ("TSS") business and the recognition of this business as asset held for sales in accordance with IFRS 5, as well as the communication to the market of the update of its 3-year objectives, the Board decided however at its meeting of December 15, 2021 not to adjust the financial targets related to the 2021 performance year of the supplementary pension scheme to take into account this element, as the TSS business remained within the scope of responsibility of the Executive Corporate Officers during the entire 2021 year.

Compensatory allowance for forced departure

The Board of Directors, on March 15, 2019, ensured that the change of status of Mr. Gilles Grapinet had no consequences on his pension rights. As such and to the extent to which this change of status generated a loss of rights previously validated by Mr. Gilles Grapinet with regard to the performance conditions in the Atos pension plan rules, the Board of Directors decided to set up a complementary allowance for an amount equal to the difference between the following two amounts:

- The net pension (after payment of social security contributions) due to Mr. Gilles Grapinet on December 31, 2018 under the Atos SE and Atos International supplementary pension plan (i.e. €291,000 gross); and
- The net pension (after payment of the social security contributions) due to Mr. Gilles Grapinet under the Worldline pension plans (estimated amount of the annuity at the closing date of the fiscal year);
- If the difference between those two amounts is positive, Mr. Gilles Grapinet will be entitled to receive this compensatory allowance, in the event of a forced departure, provided that he does not engage in any other professional activity.

At the discretion of the Board of Directors, this allowance will take the form of:

- An allowance paid in one installment (equal to the net difference between the capital representing each of the above-mentioned pensions, determined in accordance with the mortality tables in effect at the time of the beneficiary's retirement); or
- An additional annuity that will not benefit from the social security treatment for pensions provided for in article L. 137-11 of the French Social Security Code.

The benefit of this allowance is subject to the achievement of performance conditions set by the Board of Directors over a period of at least two third of the period during which Mr. Gilles Grapinet exercised his duties as Chief Executive Officer of the Company.

No compensatory allowance will be paid to Mr. Gilles Grapinet in the event of resignation. Mr Gilles Grapinet will also not benefit from this guarantee if he voluntarily leaves Worldline to

claim his pension rights. In the event of the departure of Mr. Gilles Grapinet before he reaches the legal age of retirement, he will only benefit from the allowance if he does not resume a professional activity until benefiting from the payment of his pension rights. The allowance is still due in case of departure due to 2nd or 3rd category invalidity or in the event of death.

No amount was granted to Mr. Gilles Grapinet in 2021 as he continues to hold his position within the Company.

The total rights from the frozen plan (L. 137-11), including due to the potential increase in the reference compensation, the rights from the new pension plan (L. 137-11-2) and from the compensatory allowance in case of forced departure before retirement may not exceed an annual annuity of €291,000.

Social protection plans

The Chief Executive Officer is entitled to the reimbursement plans for healthcare and incapacity, disability and death policy costs applicable to Group employees, as well as to the foreign travel assistance policy in force within Worldline in France.

The healthcare policy includes in-patient and out-patient benefits (including medication reimbursement and alternative medicine), as well as dental and vision coverage.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is partially co-financed by the Company. For 2021, Worldline's contribution for Mr. Gilles Grapinet amounts to €2,797.20.

The incapacity, disability and death policy mainly offers the following benefits:

- Death coverage of 320% of the annual salary up to bracket C (eight times the annual Social Security ceiling), with a maximum of 500% in case of permanent disability;
- An educational annuity of 12% to 15% of the annual salary up to bracket C, depending on the children's age;
- Salary maintained (up to bracket C) in case of incapacity or disability.

The incapacity, disability and death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is partially co-financed by the Company. For 2021, the Group's contribution for Mr. Gilles Grapinet amounts to €2,480.64.

The insurance policies relating to these schemes are subject to the rules and laws applicable for this type of policy.

The Board of Directors has the authority to revoke the Chief Executive Officer's eligibility for these plans.

Vote of last Annual General Meeting

The Annual General Meeting held on May 20, 2021 approved the fixed, variable and exceptional components making up the total compensation and all fringe benefits paid or allocated in respect of the year ended December 31, 2020 to Mr. Gilles Grapinet (under the 13th resolution).

**Compliance with the compensation policy**

The fixed, variable and long-term components making up the total compensation and all fringe benefits attributable to Mr. Gilles Grapinet comply with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Company's long-term business strategy with a view to ensuring its sustainability.

The Company did not make any adjustments to its compensation policy.

G.3.2.4 Components of compensation due or awarded for the fiscal year 2021 to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer

The compensation policy of the Deputy Chief Executive Officer was approved on May 20, 2021 by the Annual General Meeting (under the 16th resolution).

Reference is made to paragraph G.3.1.5 of the 2020 Universal Registration Document in which the said remuneration policy is described.

The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Marc-Henri Desportes comply with this policy.

The table below mentions all the components of compensation paid or awarded to Mr. Marc-Henri Desportes for fiscal year 2021 which will be subject to the approval of the 2022 Annual General Meeting.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	398,462	398,462	Fixed compensation paid and attributed to Mr. Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline in 2021.
Annual variable compensation	196,280*	375,037**	* Amount allocated for the year ended 2020, paid in 2021 and approved by the General Meeting on May 20, 2021 – for further information, see the 2020 Universal Registration Document. ** Amount granted for the year ended 2021 and which will be paid in 2022 after approval by the 2022 Annual General Meeting – for more details on the performance criteria and fulfillment of these criteria, see the paragraph on “Level of achievement of the objectives linked to the 2021 annual variable compensation” below.
Value of stock options granted during the year¹	0	133,781 ¹	Grant of 13,950 stock options to Mr. Marc-Henri Desportes – for more details see the paragraph on “Multi-year equity compensation” below (vesting conditions for these rights are detailed in Section G.3.3.5).
Value of the performance shares granted during the year¹	0	675,320 ¹	Grant of 13,950 performance shares to Mr. Marc-Henri Desportes – for more details see the paragraph on “Multi-year equity compensation” below (vesting conditions for these shares are detailed in Section G.3.3.8).
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Marc-Henri Desportes.
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Mr. Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	3,019	3,019	Mr. Marc-Henri Desportes benefited from a company car without a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Mr. Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Compensation paid by a company within the scope of consolidation	0	0	Mr. Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Ingenico Group SA.
Health and social protection plans (employer contributions)	5,278	5,278	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan; for more information on these plans, see the "Social protection plans" paragraph below.
Severance payments and payments in connection with a non-compete clause			This compensation component is not applicable, as it is not included in the compensation policy for Mr. Marc-Henri Desportes.
Total	603,039	1,590,897	

1 Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

Level of achievement of the objectives linked to the 2021 annual variable compensation

The annual variable compensation due to Mr. Marc-Henri Desportes for 2021 was €375,037¹ and corresponds to the application of a payment of 94.95% of the annual target variable compensation and 94.12% of the the annual fixed compensation.

Based on the half-year targets, the average payout rate for the annual targets was as follows:

2021	Weight	Payout rate
Group Revenue Organic Growth	40%	87.6%
Group Operating Margin before Depreciation and Amortization (OMDA)	30%	99.3%
Group Free Cash Flow	30%	107.5%

The fulfillment of these criteria and the subsequent variable compensation amount were approved by the Board of Directors at its meetings on July 26, 2021, and February 21, 2022. The Deputy Chief Executive Officer's variable compensation for the first half of 2021 was €202,114, i.e.

115.49% of his target variable compensation² (on a half-year basis), and €172,923, i.e., 78.60% of his target variable compensation³ (on a half-year basis) for the second half of 2021.

2021 Indicators	First Half		Second Half	
	Weight	Payout*	Weight	Payout*
Group Revenue Organic Growth	40%	120.9%	40%	54.2%
Group Operating Margin before Depreciation and Amortization (OMDA)	30%	103.3%	30%	95.2%
Group Free Cash Flow ¹	30%	120.4%	30%	94.6%
Payout as a% of the target variable compensation (on a half-year basis)		115.49%		78.6%

* After applying the 130% capped elasticity curve.

1 Before dividends and income from acquisitions/disposals.

Budget targets are in line with the financial targets shared by the Company.

In this respect, it is specified that:

- The above-mentioned objectives associated with the variable compensation of the Chief Executive Officer for the second half of the year have been readjusted in order

to take into account changes in the Group's scope of consolidation and, in particular, the completion of various mergers/acquisitions activities carried out during the second half of 2021, including:

- The acquisition of Cardlink SA and the card acquiring activities of Handelsbanken on October 1, 2021;

1 It is recalled that the annual variable compensation of the Deputy Chief Executive Officer was revised on July 1, 2021, increasing the variable annual compensation of the Deputy Chief Executive Officer from €350,000 to €440,000

2 The target variable compensation of the Deputy Chief Executive Officer for the first half of 2021 amounts to €175,000.

3 The target variable compensation of the Deputy Chief Executive Officer for the second half of 2021 amounts to €220,000.



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- The divestments operations in certain Ingenico entities in Austria, Belgium and Luxembourg following the request of the European Commission in the context of the acquisition of Ingenico from November 1, 2021;
- Despite the decision taken by the Board of Directors on October 25, 2021 to validate the strategic orientation to divest the TSS business (Terminals Solutions & Services ("TSS")) and the recognition of this TSS business as assets held for sales under IFRS 5 norm and the communication to the market of its updated 3-year objectives, the Board, at its meeting of December 15, 2021 however decided not to adjust the said objectives relating to the second half of 2021 to take into account this element insofar as the TSS business remained within the scope of responsibility of the Executive Corporate Officers throughout the whole year 2021.

The Company did not apply the claw-back provision for variable compensation for the concerned period.

Multi-year equity compensation

As part of the authorization granted by the Annual General Meeting of May 20, 2021, (28th and 29th resolutions), during its meeting on May 27, 2021, the Board of Directors decided, on the recommendation of the Remuneration Committee, to award 13,950 stock options (valued at €133,781, *i.e.* €9.59 each¹) and 13,950 performance shares (valued at €675,320, *i.e.* €48.41 each²) to the Deputy Chief Executive Officer, these amounts taking into account the recommendations of the AFEP-MEDEF Code that apply to the Deputy Chief Executive Officer.

These grants were decided in accordance with the approval given by the Annual General Meeting on May 20, 2021 (16th resolution).

In its analysis, the Board of Directors also reviewed the following items:

- The beneficiary is required to hold 15% of any vested performance shares for the duration of his duties as Corporate Officer and to keep, in registered form, 5% of the shares from the exercise of stock options;
- The prohibition to enter into any financial hedging transaction relating to the granted performance shares and stock options during the full term of office of the Deputy Chief Executive Officer.

In line with the commitments made on the occasion of previous share award plans, the Deputy Chief Executive Officer took note of the prohibition on engaging in any financial hedging transactions with the performance shares and the stock options granted throughout the duration of his corporate term of office.

Social protection plans

The Deputy Chief Executive Officer is entitled to the reimbursement plans for healthcare and incapacity, disability and death policy costs applicable to Worldline Group employees, as well as to the foreign travel assistance policy in force within Worldline in France.

The healthcare policy includes in-patient and out-patient benefits (including medication reimbursement and alternative medicine), as well as dental and vision coverage.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is co-financed by the Company. For 2021, Worldline's contribution for Mr. Marc-Henri Desportes amounts to €2,797.20.

The incapacity, disability, and death policy mainly offers the following benefits:

- Death coverage of 320% of the annual salary up to bracket C (eight times the annual Social Security ceiling), with a maximum of 500% in case of permanent disability;
- An educational annuity of 12% to 15% of the annual salary up to bracket C, depending on the children's age;
- Salary maintained (up to bracket C) in case of incapacity or disability.

The incapacity, disability or death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is partially co-financed by the Company. For 2021, the Company's contribution for Mr. Marc-Henri Desportes amounts to €2,480.64.

The insurance policies relating to these schemes are subject to the rules and laws applicable for this type of policy.

The Board of Directors has the authority to revoke the Deputy Chief Executive Officer's eligibility for these plans.

Vote of last Annual General Meeting

The Annual General Meeting held on May 20, 2021 approved the fixed, variable and exceptional components making up the total compensation and all fringe benefits paid or allocated in respect of the year ended December 31, 2020 to Mr. Marc-Henri Desportes (under the 14th resolution).

Compliance with the compensation policy

The fixed, variable, and long-term components making up the total compensation and fringe benefits that may be awarded to Mr. Marc-Henri Desportes comply with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Company's long-term business strategy with a view to ensuring its sustainability.

The Company did not make any adjustments to its compensation policy.

¹ Stock option valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements.

² Share valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements.

G.3.2.5 Compensation ratio and other indicators

This information is presented pursuant to article L. 22-10-9 I 6° and 7° (formerly article 225-37-3 I 6 and 7) of the French Commercial Code.

The ratio below shows the yearly evolution in compensation of the Executive Corporate Officers and in the average and median compensation of the Company employees over the last five years as well as the equity ratio between the compensation of the Executive Corporate Officers (*i.e.*, Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer) and the compensation (average and median) of Worldline SA employees, as well as with the compensation (average and median) of the employees in the SEU (social and economic unit) Worldline France.

As from 2020, the ratio below also takes into account the compensation (average and median) of the employees of all of Ingenico's French entities (SEU Ingenico, Ingenico E-Commerce and Ingenico PSF) following Worldline's acquisition of the Ingenico Group on October 28, 2020, thus covering all employees of all of the Worldline Group's entities in France, in accordance with the recommendations of the AFEP-MEDEF Code.

The following compensation components were taken into account to calculate the compensation of the non-executive Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer and the employees:

1. The total annual fixed compensation paid during the year concerned (including the 13th month) (and, for the Chief Executive Officer, including the one-third of his basic compensation not invoiced by Atos International to the Company prior to February 1, 2019);
2. The variable compensation paid during the year concerned¹ (including profit sharing and any other applicable incentive schemes) (including, for the Chief Executive Officer, the bonus paid by Atos International and not invoiced by the latter to the Company prior to February 1, 2019);
3. The vacation bonus paid during the year concerned;
4. Any fringe benefits granted during the year concerned (*e.g.* company car); and
5. The IFRS fair value of any stock options and/or performance shares granted during the concerned year (based on an acquisition assumption of 100% of the plans).

Any exceptional compensation, severance pay and/or amounts paid under a supplementary pension plan have not been taken into account.

For the Chief Executive Officer and the Deputy Chief Executive Officer, as from 2018 and pursuant to the provisions of the French *Sapin 2* law, payment of the variable compensation due for the previous year could only be paid after approval by the Annual General Meeting called to approve the financial

statements for the year ended. For this reason, the compensation paid in 2018 to the Chief Executive Officer and Deputy Chief Executive Officer only takes into account the variable compensation paid in second half 2017. In 2019, the compensation of the Chief Executive Officer and the Deputy Chief Executive Officer took into account the bonus paid for the full year 2018 (first half and second half). In 2020, the compensation of the Chief Executive Officer and of the Deputy Chief Executive Officer took into account the bonus paid for 2019 (first half and second half). In 2021, the compensation of the Chief Executive Officer and the Deputy Chief Executive Officer takes into account of the variable compensation paid for the year 2020 (first and second semester).

Additional comments regarding the Chairman of the Board of Directors' compensation:

This position of Chairman of the Board of Directors was held by Mr. Thierry Breton until October 24, 2019. From October 24, 2019 to October 24, 2021 Mr. Gilles Grapinet held this position for a transition period in addition to his duties as Chief Executive Officer. Since October 25, 2021, this position of Chairman of the Board of Directors is held by Mr Bernard Bourigeaud.

No compensation or attendance fees were paid as from January 1, 2015 in question to the Chairman of the Board of Directors of the Company. For the period from October 25, 2021 to December 31, 2021, Mr Bernard Bourigeaud received a fixed compensation in his capacity as Chairman of the Board of Directors.

The fixed compensation of the Chairman of the Board of Directors for the period from October 25, 2021 to December 31, 2021 has been annualised for the purposes of the below ratio.

Additional comments regarding the Chief Executive Officer's compensation:

Until February 1, 2019, the Chief Executive Officer was paid by Atos International SAS under his employment contract with this company. Two-thirds of his annual base compensation and of his variable compensation relating to his duties as Chief Executive Officer of Worldline was invoiced by Atos International SAS to Worldline. As from February 1, 2019, Mr. Gilles Grapinet holds no position and performs no activities within Atos, his employment contract with Atos International SAS having ended on the same date. Since February 1, 2019, Mr. Gilles Grapinet works solely for Worldline in his position as Chief Executive Officer. The Board of Directors of Worldline decided on February 18, 2019 to maintain for 2019 the identical structure and amount of the compensation package granted to Mr. Gilles Grapinet in 2018. For presentation of the current ratio calculation, the total annual base compensation and total annual variable compensation of the Chief Executive Officer (including the one-third not invoiced by Atos International to Worldline prior to February 1, 2019) was taken into account for the period from January 1, 2015 to December 31, 2020. The stock options and/or performance shares granted by Worldline and Atos SE have been taken into account.

¹ The variable compensation paid reflects amounts paid for the second half of the previous year and the first half of the current year for all the employees. This principle also applies to the Chief Executive Officer and to the Deputy Chief Executive Officer until end-2017 (*i.e.* for 2017, the variable compensation paid reflects the bonus payment for second half 2016 and first half 2017).



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Additional comments regarding the Deputy Chief Executive Officer's compensation:

The Board of Directors first appointed a Deputy Chief Executive Officer in July 2018, effective as of August 1, 2018. The Deputy Chief Executive Officer's compensation for the period from August 1, 2018 to December 31, 2018 has been annualized for the purpose of the ratio presentation below.

Additional comments regarding the compensation of the employees of Worldline SA, the SEU Worldline France and all of Ingenico's French entities: the full-time equivalent compensation has been taken into account only if:

1. It was paid to employees who were employed continuously during the year in question within the Company (Worldline SA) of the SEU Worldline France or at

one of the Ingenico's French entities (i.e. employed on January 1 and December 31 of the year in question);

2. Paid according to an employment contract of definite or indefinite period and excluding compensation paid to trainees and apprenticeship and inbound and outbound assignees;
3. It was paid to employees who worked throughout the entire year in question;
4. For all of Ingenico's French entities and for the year 2020 only: the reduction in social security and payroll taxes approved by the French government following the Covid-19 crisis was reincorporated into the full-time equivalent compensation of the relevant employees.

Evolution and ratio compared to average employee compensation

Average employee compensation (In €)	2017	2018	2019	2020	2021
Worldline SA	54,638	55,278	57,427	56,703	95,734
% evolution in average compensation – Worldline SA	3.8%	1.2%	3.9%	-1.3%	68.8% *
UES Worldline France	53,601	53,934	56,092	55,397	57,846
% evolution in average compensation – SEU Worldline France	1.9%	0.6%	4.0%	-1.2%	4.4%
Ingenico's French entities	N/A	N/A	N/A	96,442	101,927
% of evolution of average remuneration – Ingenico's French entities	N/A	N/A	N/A	N/A	5.7%
Worldline in France (i.e., SEU Worldline France for the years 2017 to 2019 and SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021)	53,601	53,934	56,092	63,687	66,824
% of evolution of average remuneration (Worldline in France)	1.9%	0.6%	4.0%	N/A	4.9%

* The increase in the average compensation of Worldline SA employees is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for 12 months within Worldline SA during 2021 were considered for the calculation of the average remuneration for the year 2021.

Compensation of Executive Corporate Officers (In €)	2017	2018	2019	2020	2021
Chairman of the Board of Directors	0	0	0	0	300,000
Chief Executive Officer	2,242,112	2,030,757	2,587,001	2,618,979	2,469,505
Deputy Chief Executive Officer	N/A	1,181,995	1,394,115	1,372,381	1,406,860

Worldline SA	2017	2018	2019	2020	2021 *
Ratio for the Chairman of the Board of Directors	0	0	0	0	3.1
Ratio for the Chief Executive Officer	41.0	36.7 ¹	45.0 ¹	46.2	25.8
% evolution in ratio vs. average compensation compared to previous year	-7.5%	-10.5%	22.6%	2.5%	-44.2%
Ratio for the Deputy Chief Executive Officer	N/A	21.4 ¹	24.3 ¹	24.2	14.7
% evolution in ratio vs. average compensation compared to previous year	N/A	N/A	13.5%	-0.3%	-39.3%

* The decrease in the ratios for corporate officers for 2021 compared to 2020 is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for 12 months within Worldline SA during 2021 were considered for the calculation of the average remuneration for the year 2021.

UES Worldline France	2017	2018	2019	2020	2021
Ratio for the Chairman of the Board of Directors	0	0	0	0	5.2
Ratio for the Chief Executive Officer	41.8	37.7 ¹	46.1 ¹	47.3	42.7
% evolution in ratio vs. average compensation compared to previous year	-5.7%	-10.0%	22.5%	2.5%	-9.7%
Ratio for the Deputy Chief Executive Officer	N/A	21.9 ¹	24.9 ¹	24.8	24.3
% evolution in ratio vs. average compensation compared to previous year	N/A	N/A	13.4%	-0.3%	-1.8%

Ingenico's French entities	2017	2018	2019	2020	2021
Ratio for the Chairman of the Board of Directors	N/A	N/A	N/A	0	2.9
Ratio for the Chief Executive Officer	N/A	N/A	N/A	27.2	24.2
% evolution in ratio vs. average compensation compared to previous year	N/A	N/A	N/A	N/A	-10.8%
Ratio for the Deputy Chief Executive Officer	N/A	N/A	N/A	14.2	13.8
% evolution in ratio vs. average compensation compared to previous year	N/A	N/A	N/A	N/A	-3.0%

Worldline in France (i.e., SEU Worldline France for the years 2017 to 2019 and SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021)	2017	2018	2019	2020	2021
Ratio for the Chairman of the Board of Directors	0	0	0	0	4.5
Ratio for the Chief Executive Officer	41.8	37.7 ¹	46.1 ¹	41.1	37.0
% evolution in ratio vs. average compensation compared to previous year	-5.7%	-10.0%	22.5%	N/A	-10.1%
Ratio for the Deputy Chief Executive Officer	N/A	21.9 ¹	24.9 ¹	21.5	21.1
% evolution in ratio vs. average compensation compared to previous year	N/A	N/A	13.4%	N/A	-2.3%

Evolution and ratio compared to median employee compensation

Median employee compensation (In €)	2017	2018	2019	2020	2021*
Worldline SA	44,692	45,217	46,842	46,823	64,957
% change compared to previous year	1.8%	1.2%	3.6%	0.0%	38.7%
UES Worldline France	44,715	45,296	46,853	46,808	47,839
% change compared to previous year	1.8%	1.3%	3.4%	-0.1%	2.2%
Ingenico's French entities	N/A	N/A	N/A	76,903	82,180
% of evolution compared to previous year	N/A	N/A	N/A	N/A	6.9%
Worldline in France (i.e., SEU Worldline France for the years 2017 to 2019 and SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021))	44,715	45,296	46,853	50,078	51,712
% of evolution compared to previous year	1.8%	1.3%	3.4%	N/A	3.3%

* The increase in the average compensation of Worldline SA employees is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for 12 months in Worldline SA during 2021 were considered for the calculation of the average remuneration for the year 2021.



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Compensation of Executive Corporate Officers

(In €)	2017	2018	2019	2020	2021
Chairman of the Board of Directors	0	0	0	0	300,000
Chief Executive Officer	2,242,112	2,030,757	2,587,001	2,618,979	2,469,505
Deputy Chief Executive Officer	N/A	1,181,995	1,394,115	1,372,381	1,406,860

Worldline SA	2017	2018	2019	2020	2021
Ratio for the Chairman of the Board of Directors	0	0	0	0	4.6
Ratio for the Chief Executive Officer	50.2	44.9 ¹	55.2 ¹	55.9	38.0
% evolution vs. median compensation compared to previous year	-5.6%	-10.5%	23.0%	1.3%	-32.0%
Ratio for the Deputy Chief Executive Officer	N/A	26.1 ¹	29.8 ¹	29.3	21.7
% evolution vs. median compensation compared to previous year	N/A	N/A	13.9%	-1.5%	-26.1%

* The decrease in the ratios for corporate officers for 2021 compared to 2020 is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for 12 months in Worldline SA during 2021 were considered for the calculation of the average remuneration for the year 2021.

UES Worldline France	2017	2018	2019	2020	2021
Ratio for the Chairman of the Board of Directors	0	0	0	0	6.3
Ratio for the Chief Executive Officer	50.1	44.8 ¹	55.2 ¹	56.0	51.6
% evolution vs. median compensation compared to previous year	-5.7%	-10.6%	23.2%	1.3%	-7.7%
Ratio for the Deputy Chief Executive Officer	N/A	26.1 ¹	29.8 ¹	29.3	29.4
% evolution vs. median compensation compared to previous year	N/A	N/A	14%	-1.5%	0.3%

Ingenico's French entities	2017	2018	2019	2020	2021
Ratio for the Chairman of the Board of Directors	N/A	N/A	N/A	0	3.7
Ratio for the Chief Executive Officer	N/A	N/A	N/A	34.1	30.1
% evolution in ratio vs. median compensation compared to previous year	N/A	N/A	N/A	N/A	-11.8%
Ratio for the Deputy Chief Executive Officer	N/A	N/A	N/A	17.8	17.1
% evolution in ratio vs. median compensation compared to previous year	N/A	N/A	N/A	N/A	-4.1%

Worldline in France (i.e., SEU Worldline France for the years 2017 to 2019 and SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021)

	2017	2018	2019	2020	2021
Ratio for the Chairman of the Board of Directors	0	0	0	0	5.8
Ratio for the Chief Executive Officer	50.1	44.8 ¹	55.2 ¹	52.3	47.8
% evolution in ratio vs. median compensation compared to previous year	-5.7%	-10.6%	23.2%	N/A	-8.7%
Ratio for the Deputy Chief Executive Officer	N/A	26.1 ¹	29.8 ¹	27.4	27.2
% evolution in ratio vs. median compensation compared to previous year	N/A	N/A	14%	N/A	-0.7%

¹ From 2018, pursuant to the provisions of the French Sapin 2 law, payment of the variable compensation due for the previous year's objectives could only be paid after approval by the General Meeting called to approve the annual financial statements for the year ended. This explains the slight decrease in the equity ratio for 2018 (the compensation of the Chief Executive Officer and of the Deputy Chief Executive Officer only take into account the second half 2017 bonus payment) and the increase in 2019 (the compensation of the Chief Executive Officer and of the Deputy Chief Executive Officer take into account the bonus payment for the entire year 2018 (first half and second half)).

Evolution in Group Operating Margin before Depreciation and Amortization (OMDA) over the five last years

Worldline Group	2017	2018	2019	2020	2021
OMDA published before IFRS 16 (in € million)	335.4	391.1	561.5	N/A	N/A
OMDA report after IFRS 16* (in € million)	N/A	N/A	602.1	699.9	933.7
% evolution compared to previous year	29.6%	16.6%	43.6%	16.2%	33.4%
OMDA as% of Revenue published before IFRS 16	21.0%	22.7%	23.6%	N/A	N/A
OMDA as% of revenue reported after IFRS 16*	N/A	N/A	25.3%	25.5%	25.3%
% evolution compared to previous year	1.2%	1.7%	0.9%	0.2%	-0.2%

* IFRS 16 has been applicable since fiscal year 2019.

The main changes in the Company's scope of consolidation have been reflected in the above presentation:

- In 2017: the OMDA takes into account the acquisition of First Data Baltics by the Company on October 1, 2017 and the acquisition of MRL Posnet and Digital River World Payment (then "WOPA") on November 1, 2017;
- In 2018: the OMDA takes into account the acquisition of Six Payment Services (SPS) by the Company on December 1, 2018. 2018 is also the first year in which the contribution of First Data Baltics, MRL Posnet and Digital River World Payment ("WOPA") is taken into account for the full year;
- In 2019: the OMDA takes into account the contribution of Six Payment Services (SPS) for the full year following the acquisition on December 1, 2018;
- In 2020: the OMDA takes into account the acquisition of GoPay by the Company on September 1, 2020 and the acquisition of Ingenico on October 28, 2020;
- In 2021: the OMDA takes into account only the Company's continued operations, *i.e.* excluding (i) the TSS (Terminals Solutions & Services) business accounted as asset for sales under IFRS 5 norm, as well as (ii) the acquisition of Cardlink and Handelsbanken's card acquiring activities by the Company on October 1, 2021 and (iii) the divestment operations in some Ingenico entities in Austria, Belgium and Luxembourg following the request of the European Commission in the context of the Ingenico acquisition as of November 1, 2021. The year 2021 is also the first year where the contribution of GoPay and Ingenico is taken into account for the full year.

G.3.2.6 Compliance of Corporate Officers' compensation with AFEP-MEDEF Code recommendations

Since its shares were listed on Euronext Paris, the Company has committed to implementing the AFEP-MEDEF Code recommendations, especially relating to Executive Corporate Officer compensation conditions, and to monitor them. Before making any decision regarding the compensation of Executive Corporate Officers, the Board of Directors analyzes the compliance of the decision with the recommendations of the AFEP-MEDEF Code. In addition, the Company's Board of Directors met on March 22, 2022, to perform the annual review of the implementation by the Company of these governance principles.

The Board of Directors assessed the Company's implementation of these provisions and considered that the Company's governance practices, in particular regarding the Corporate Officers' compensation, are compliant with the AFEP-MEDEF Code recommendations.

The complete and detailed document which supported this annual Board assessment is fully made available on Worldline's website.

G



Corporate Governance and Capital

Compensation and interests

G.3.2.7 Summary of the compensation due or paid to the Corporate Officers – AMF Table 1 and 2

AMF Table 1: Summary of the compensation, stock options and performance shares awarded to the Corporate Officers

Mr. Bernard Bourigeaud – Chairman of the Board of Directors (since October 25, 2021)

(In €)	2021	2020
Compensation due for the year	56,539	N/A
Value of stock options awarded during the year	N/A	N/A
Value of performance shares granted during the year	N/A	N/A
Total	56,539	N/A

Mr. Gilles Grapinet – Chairman of the Board of Directors (until October 24, 2021) and Chief Executive Officer

(In €)	2021	2020
Compensation due for the year	1,458,552	1,033,274
Value of stock options awarded during the year	226,324	190,773
Value of performance shares granted during the year	1,142,476	1,087,251
Total	2,827,352	2,311,298

Mr. Marc-Henri Desportes – Deputy Chief Executive Officer (since August 1, 2018)

(In €)	2021	2020
Compensation due for the year	776,518	550,112
Value of stock options awarded during the year	133,781	98,892
Value of performance shares granted during the year	675,320	563,604
Total	1,585,618	1,212,608

On each date of award, the fair value of the performance shares and stock options is determined pursuant to IFRS 2 recognized in the consolidated financial statements. The performance shares and stock options awarded are valued based on this fair value. Thus, this value is an historical value

on the date of grant calculated for accounting purposes. This value represents neither a current market value nor the actual amounts that may be paid to the beneficiary upon the vesting of the performance shares if they vest or if the stock options become exercisable.

AMF Table 2: Compensation of each Corporate Officer

Mr. Bernard Bourigeaud – non-executive Chairman of the Board of Directors (since October 25, 2021)

(In €)	2021		2020	
	Due	Paid	Due	Paid
Fixed compensation	56,539	56,539	N/A	N/A
Variable compensation	0	0	N/A	N/A
Exceptional compensation	0	0	N/A	N/A
Directors' fees	0	0	N/A	N/A
Fringe benefits	0	0	N/A	N/A
Other component of compensation	0	0	N/A	N/A
Total	56,539	56,539	N/A	N/A

Mr. Gilles Grapinet – Chairman and Chief Executive Officer (until October 24, 2021) and Chief Executive Officer

(In €)	2021		2020	
	Due	Paid	Due	Paid
Fixed compensation	691,154	691,154	622,500	622,500
Variable compensation	761,624	403,776	403,776	711,457
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits ¹	5,775	5,775	6,998	6,998
Other component of compensation	0	0	0	0
Total	1,458,552	1,100,705	1,033,274	1,340,955

¹ Company car.

The variable compensation due reflects amounts due for the first half and second half of the year concerned. Variable compensation paid reflects amounts paid for the first half and second half of the previous year. The payment of the variable compensation due for the first and second halves of 2021 is subject to the approval of the 2022 Annual General Meeting.

Mr. Marc-Henri Desportes – Deputy Chief Executive Officer

(In €)	2021		2020	
	Due	Paid	Due	Paid
Fixed compensation	398,462	398,462	350,000	350,000
Variable compensation	375,037	196,280	196,280	356,053
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits ¹	3,019	3,019	3,832	3,832
Other component of compensation	0	0	0	0
Total	776,518	597,761	550,112	709,885

¹ Company car.

The variable compensation due reflects amounts due for the first half and second half of the year concerned. Variable compensation paid reflects amounts paid for the first half and second half of the previous year. The payment of the variable compensation due for the first and second halves of 2021 is subject to the approval of the 2022 Annual General Meeting.



Corporate Governance and Capital

Compensation and interests

Multi-year equity compensation of Worldline Executive Corporate Officers (Mr. Gilles Grapinet and Mr. Marc-Henri Desportes)

Additional details are available under Section G.3.2 outlining the principles that apply to the multi-year variable equity compensation for the Chief Executive Officer and Deputy Chief Executive Officer.

G.3.2.8 Executive Corporate Officers benefits – AMF Table 11

Mr. Bernard Bourigeaud was appointed Chairman of the Board of Directors on October 25, 2021.

As from February 1st 2019, Mr. Gilles Grapinet holds no position and performs no activities within Atos and receives compensation exclusively for his position as Executive Corporate Officer within the Company.

The employment contract between Worldline and Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, was suspended as from his appointment as Deputy Chief Executive Officer for the duration of this term of office, in accordance with applicable legislation.

Executive Corporate Officers	Worldline employment contract		Worldline supplementary pension plan		Allowances or benefits due or likely to be due in the event of termination or change of position		Non-compete clause allowance	
	YES	NO	YES	NO	YES	NO	YES	NO
Mr. Bernard Bourigeaud								
Non-executive Chairman of the Board of Directors								
Start of term: October 25, 2021								
		✓		✓		✓		✓
End of term: 2023 Annual General Meeting								
Mr. Gilles Grapinet								
Chief Executive Officer								
Start of term: April 30, 2014								
		✓	✓ ¹		✓ ¹			✓
End of term: 2023 Annual General Meeting								
Mr. Marc-Henri Desportes								
Deputy Chief Executive Officer								
Start of term: August 1, 2018								
		✓ ²		✓		✓		✓
End of term: 2023 Annual General Meeting								

¹ For detailed information regarding the supplementary pension plan and the compensatory allowance, please refer to Section G.3.2.3 "Components of compensation due or awarded for the fiscal year 2021 to Mr. Gilles Grapinet, Chief Executive Officer".

² On the Nomination and Remuneration Committee's recommendation and pursuant to article L. 225-38 of the French Commercial Code, the Board of Directors decided on July 21, 2018 to authorize the signing of an agreement between Worldline and Mr. Marc-Henri Desportes providing for the suspension of his employment contract with Worldline during the term of his office as Deputy Chief Executive Officer. This agreement was approved by the Annual General Meeting on April 30, 2019, in accordance with article L. 225-38 of the French Commercial Code (see Section G.3.1.5 "Compensation policy for the Deputy Chief Executive Officer – Mr. Marc-Henri Desportes").

G.3.3 Performance share plans and stock option plans

G.3.3.1 Stock options awarded to or exercised by each Executive Corporate Officer during the year – AMF Tables 4 and 5

AMF Table 4: Stock options granted during the year to each Executive Corporate Officer

In accordance with the authorisation given by the General Meeting of Worldline shareholders held on May 20, 2021 (under the 28th resolution), the Board of Directors proceeded on May 27, 2021, on the recommendation of the Remuneration Committee, to grant stock options.

The Chief Executive Officer and Deputy Chief Executive Officer are among the beneficiaries of this allocation. The Chairman of the Board of Directors is not eligible.

The terms and conditions of the Worldline stock options plans, in particular the presence condition and the performance conditions, are described in Section G.3.3.5 of this Universal Registration Document.

The below table shows the stock options that were granted to the Executive Corporate Officers during the year ended December 31, 2021.

Name	Issuer	Plan Date 1	Number of options awarded in 2021	Exercise price (in €)	Vesting date	Expiration date
Mr. Gilles Grapinet Chief Executive Officer	Worldline	May 27, 2021	23,600	81.39	May 27, 2024	May 26, 2031
Mr. Marc-Henri Desportes Deputy Chief Executive Officer	Worldline	May 27, 2021	13,950	81.39	May 27, 2024	May 26, 2031

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

AMF table 5: Stock options exercised during the year by each Corporate Officer

Neither Mr. Gilles Grapinet nor Mr. Marc-Henri Desportes exercised Worldline stock options during the year ended December 31, 2021.

G.3.3.2 Performance shares granted to Executive Corporate Officers during the year – AMF Table 6

Pursuant to the authorization granted by the General Meeting of Shareholders held on May 20, 2021 (under the 29th resolution) and on the Remuneration Committee's recommendation, the Company's Board of Directors at its meeting on May 27, 2021 decided to grant performance shares.

The Chief Executive Officer and Deputy Chief Executive Officer are among the beneficiaries of this grant. The Chairman of the Board of Directors is not eligible.

The terms and conditions of the Worldline performance share plan, in particular the presence and performance conditions, are described in Section G.3.3.8 of this Universal Registration Document.



Corporate Governance and Capital

Compensation and interests

The below table shows the performance shares granted to the Corporate Officers during the year ended December 31, 2021.

	Issuer	Plan Date ¹	Number of shares	Vesting date	Availability Date	Share valuation (in €) ²
Mr. Gilles Grapinet Chief Executive Officer	Worldline	May 27, 2021	23,600 0.008% of the share capital at 12/31/2021	May 27, 2024	May 27, 2024	1,142,476
Mr. Marc-Henri Desportes Deputy Chief Executive Officer	Worldline	May 27, 2021	13,950 0.005% of the share capital at 12/31/2021	May 27, 2024	May 27, 2024	675,320

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

² Valuation of the shares at their grant date, pursuant to application of IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Worldline Group at the end of the vesting period, but before the expense is spread over the vesting period pursuant to IFRS 2. As from 2014, Worldline has taken into account a probability of achieving the performance conditions.

G.3.3.3 Performance shares that have become available during the year for the Executive Corporate Officers – AMF Table 7

The Worldline performance shares granted on July 21, 2018 in accordance with the plan rules have vested on July 21, 2021. In addition, they are not subject to any holding period and are therefore available since that date.

The Chief Executive Officer and Deputy Chief Executive Officer were beneficiaries of this Plan.

The terms and conditions of the Worldline performance share plan, in particular the presence and performance conditions are described in the update of the 2018 Registration Document.

	Issuer	Plan Date ¹	Number of shares available during the financial year	Vesting Date	Availability Date
Mr. Gilles Grapinet Chief Executive Officer	Atos SE	July 22, 2018	5,892	July 30, 2021	July 30, 2021
	Worldline	July 21, 2018	20,250	July 21, 2021	July 21, 2021
Mr. Marc-Henri Desportes Deputy Chief Executive Officer	Worldline	July 21, 2018	15,500	July 21, 2021	July 21, 2021

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

G.3.3.4 Past awards of stock options as at December 31, 2021 – AMF Table 8

The table below shows the past grants by Worldline since 2014 to reward and retain the employees identified as key talents and top management:

Date of General Meeting	2014	2015	2016	2016	2018	2018	2019	2020	2021	Total
Date of Board meeting	09/03/2014	07/27/2015	02/22/2016	07/25/2016	07/21/2018	10/18/2018	07/24/2019	06/09/2020	05/27/2021	
Date of grant	09/03/2014	09/01/2015	05/25/2016	08/16/2016	07/21/2018	01/02/2019	07/24/2019	06/09/2020	05/27/2021	
Exercise period start date	05/15/2016	05/15/2017	05/25/2018	05/25/2018	07/21/2021	03/31/2022	07/24/2022	06/09/2023	05/27/2024	
Exercise period end date	09/03/2024	08/31/2025	05/24/2026	08/15/2026	07/20/2028	01/01/2029	07/23/2029	06/08/2030	05/26/2031	
Exercise price (in €)	17.22	22.87	26.82	28.58	52.91	46.69	66.77	69.73	81.39	
Options granted originally	1,527,220	1,558,500	196,000	45,000	262,000	130,550	98,600	101,120	117,150	4,036,140
Of which Corporate Officers ¹	189,330	180,000	0	0	143,000	0	39,850	39,250	37,550	628,980
Of which Gilles Grapinet	180,000	180,000	0	0	81,000	0	26,250	25,850	23,600	516,700
Of which Marc-Henri Desportes	0	0	0	0	62,000	0	13,600	13,400	13,950	102,950
Of which Gilles Arditti	9,330	0	0	0	0	0	0	0	0	9,330
Number of beneficiaries	92	138	52	2	18	5	19	21	23	
Options exercised	1,039,110	765,827	110,513	30,000	0	0	0	0	0	1,945,450
Options canceled or expired	90,300	154,500	17,000	0	0	0	0	0	0	261,800
Status as of 12/31/2021	397,810	638,173	68,487	15,000	262,000	130,550	98,600	101,120	117,150	1,828,890
Value of unexercised options (in € million)	6.9	14.6	1.8	0.4	13.8	6.1	6.6	7.1	9.5	66.8

¹ Corporate Officers (executive and non-executive) at grant date of the stock options.

The vesting conditions of the rights under the aforementioned plans, in particular, the performance conditions that must be fulfilled, are outlined in Section 17.3.3 of the 2016 Registration Document; for the plans of July 21, 2018, October 18, 2018, and July 24, 2019, they are outlined in Section G.3.3.4 of the 2019 Universal Registration Document; the performance conditions for the plan of June 9, 2020 are outlined in Section G.3.3.4 of the 2020 Universal Registration Document, and the performance conditions for the plan of May 27, 2021

are outlined in Section G.3.3.5.2 of this Universal Registration Document.

Validation of achievement of the performance conditions for the stock options plans of May 25, 2016, and August 16, 2016, are covered in previous Registration Documents. Validation of achievement of the performance conditions for the stock options plans of July 21, 2018, October 18, 2018, and July 24, 2019, is detailed in Section G.3.3.9 of this Universal Registration Document.



G.3.3.5 Terms and conditions of ongoing stock option plans

It is reminded that the long-term incentive plans mainly benefit the Group's top management, key resources, experts and certain juniors, as well as Executive Corporate Officers.

These plans are an important part of the compensation, motivation and retention package of the beneficiaries.

By providing for the final vesting of stock options based on the Group's performance over a three-year period, the Company ensures that it maintains the development of a community of interests with its shareholders, while involving its employees in the Group's long-term performance and financial results.

The Stock Options Plan rules, as well as the remuneration policy applicable to Executive Directors, provide that the Board of Directors reserves the right to adjust the performance conditions in the event of a change in the Group's scope of consolidation, a change in accounting method or any other circumstance justifying such an adjustment. The objective is to neutralize the favorable or unfavorable consequences of the appearance of new circumstances on the objectives set at the time of grant.

G.3.3.5.1. Stock Option plans granted on January 2 and July 24, 2019 (hereinafter the "2019 Stock Option Plans")

It is first reminded that the 2019 Stock Option Plans have a specific design in line with the Group's past practice, but which is different from the recent plans of the Group, which has since then changed its practice to align with best market practices.

Statement of performance conditions for the 2019 Stock Option plans

The objectives below are applicable for each of the years covered by the plan, i.e. fiscal years 2019, 2020 and 2021.

1. Internal Performance conditions

Plans of January 2, 2019 and July 24, 2019

1.1 Group Revenue Organic Growth for the year concerned is at least equal to:

The growth rate set forth in the Company's budget for the corresponding year minus 1.5%

And

1.2 Group Operating Margin before Depreciation and Amortization (OMDA) for the year concerned is at least equal to:

92.5% of the Group Operating Margin before Depreciation and Amortization (OMDA) disclosed in the Company's budget for the relevant year

And

1.3 Group Free Cash Flow, before dividends and income from acquisitions/disposals for the year concerned is at least equal to:

92.5% of the Group Free Cash Flow, before dividends and income from acquisitions/disposals, stated in the Company's budget for the relevant year.

For each year, at least two of three internal performance criteria must be met and if one criterion is not met, it becomes compulsory for the following year.

And

2. External condition linked to environmental and social responsibility performance

For each year concerned, the Group obtains at least two out of the three following scores:

- The "GRI Standards Comprehensive option" (or its equivalent if, during the plan, the term used to define the highest achievable level is modified);
- The Eco Vadis "Gold" score (or its equivalent if, during the plan, the term used to define the highest achievable level is modified);
- The GAIA Index Certification score equal to or above 70% (or its equivalent if, during the plan, this term is modified).

The targets for the 2019 Stock Option Plans are based on the budget for each year concerned, in line with the objectives communicated to the market, it being specified that the Board of Directors, upon recommendation of the Remuneration Committee, systematically reviews the targets set for the long-term incentive plans when there are changes in the

Group's scope of consolidation, which leads to a regular review of these targets upwards in the light of the Group's overall acquisitive strategy.

The targets applicable to fiscal year 2021 were set by the Board of Directors at its meeting on February 23, 2021.

It should be noted that these 2019 Stock Option Plans are structured, unlike more recent plans, in such a way that vesting is subject, for each year covered by the plan, to the achievement of the external performance condition and the achievement of two out of three internal performance conditions measured annually, with the unfulfilled internal performance condition having to be mandatorily met the following year. Consequently, failure to meet at least two out of three internal performance conditions in a given year (or the mandatory condition) will render the vesting of the 2019 Stock Option Plans definitively null and void (these plans do not provide for vesting by year or by performance indicator).

Adjustments to the performance conditions applicable to the 2020 financial year

As a reminder, the following adjustments were made to the targets for the 2019 Stock Option Plans set for 2020, upon recommendation of the Remuneration Committee.

The Board of Directors decided in July 2020 to adjust the targets of the internal performance conditions in order to bring these targets in line with the revised 2020 objectives communicated to the market in April and then confirmed in July 2020 to take into account the exceptional circumstances beyond management's control, namely the crisis resulting from the state of health emergency linked to the Covid-19 pandemic. It should indeed be noted that Worldline had communicated its annual targets in February 2020 prior to the exceptional and unexpected deterioration in economic conditions arising from the health crisis that made it necessary to communicate revised targets as of April 23, 2020. The adjustment made concerns only the targets themselves. No changes have been made, in particular to the design of the plan and its conditions, the elasticity curves or the number of stock options initially granted.

Subsequently, on December 18, 2020, in order to take into account the completion of the Ingenico Group acquisition on October 28, 2020, the Board of Directors adjusted the targets upwards to take into account, as it has been the case for other acquisitions, the change in scope over the last two months of fiscal year 2020.

For all intents and purposes, it is recalled that neither the 2020 budget nor the revised targets communicated to the market on April 23, 2020 were subsequently revised despite the second wave of the Covid-19 pandemic occurring later in fiscal year 2020.

These adjustments were brought to the attention of the shareholders prior to the 2021 Annual General Meeting of May 20, 2021, during which the shareholders voted in favor of the remuneration elements awarded or paid to the Executive Directors (13th and 14th resolutions).

Adjustment of the performance conditions applicable to the 2021 fiscal year

In addition, the Board of Directors also had to make various adjustments to the targets for the internal performance conditions set for fiscal year 2021 to take into account changes that occurred during the last quarter of 2021, namely:

- The new scope of consolidation of the Group leading to an upward adjustment of these targets following the completion of (i) the acquisitions of Cardlink SA and the card acquiring activities of Handelsbanken on October 1, 2021, and (ii) the divestiture of certain entities of the Ingenico Group in Austria, Belgium and Luxembourg as of November 1, 2021 (in accordance with the commitments given to the European Commission in the context of the acquisition of the Ingenico Group); and
- The communication, on October 26, 2021, of the 2021 objectives for the continued activities (in line with the previously announced annual objectives) following the validation by the Board of Directors of the strategic orientation to divest the TSS activity and the Group's willingness to favor a short-term divestment scenario with the ongoing discussions that led to the recognition of this activity as an asset held for sale (according to IFRS 5); these objectives are also consistent with the Group's new three-year financial ambition (fiscal years 2022 to 2024) communicated the same day for the continued activities. The divestment scenario has since been largely confirmed by the entry into exclusive negotiations with Apollo announced in February 2022 for the sale of these activities, which is expected to be completed during 2022.

The Board of Directors also had to take into account the need to motivate and retain beneficiaries and, more generally, the fairness and competitiveness of their compensation in a context where attracting and retaining talent is a major challenge. The absence of adjustments to these targets would have rendered the vesting of the 2019 Stock Option Plans definitively null and void due to their structure, despite the Group's performance in terms of activity and results over the period concerned, leading to the achievement of 8 out of 12 performance conditions (excluding adjustments), it being specified that all the targets set for 2021 for continued activities have been achieved (see below).

The Board of Directors considered that such a result would have been excessive and inequitable for the reasons mentioned above. With a three-year vesting period, the Company ensures that it maintains the development of a community of interest with its shareholders while involving its employees in the Group's long-term performance and financial results.



Corporate Governance and Capital

Compensation and interests

Recognition of the achievement of the performance conditions applicable to fiscal years 2019 to 2021

For the year 2019, all performance conditions (internal and external) had been met.

For the year 2020, two of the three internal performance conditions and the external performance condition had been met; the target for the third internal performance condition relating to the Group Revenue Organic Growth had not been met, so that this objective had to be met for the year 2021 (if not, the vesting of the 2019 Option Plans would be definitively null and void).

On February 21, 2022, the Board of Directors noted that all the performance conditions had been met, including in particular the target for Group Revenue Organic Growth, which became mandatory in 2021. These conditions were met in part due to the aforementioned adjustment of the targets applicable to fiscal year 2021 (see above).

Use by the Board of Directors of its moderating power regarding the Executive Corporate Officers

In view of the adjustment of targets of the internal performance conditions applicable to fiscal year 2021, the Board of Directors, on the recommendation of the Remuneration Committee, concerned to take into account in particular the adjustment of targets for 2020 in view of the exceptional context of the year, the recommendations of certain proxies and investors and the opinions expressed by certain shareholders in the preparation of the last General Assembly and the enhanced and constructive dialogue that has continued since then, has exercised its power of moderation and reduced the number of stock options that would become exercisable by the Chief Executive Officer and the Deputy Chief Executive Officer under the 2019 Stock Option Plan.

To this end, the Board of Directors has taken care to apply the essential principles governing compensation policy, in particular its balance, consistency, competitiveness, pay for performance and alignment with the shareholders' interests.

Following the work carried out by the Remuneration Committee, the Board of Directors has favored an overall approach of a 25% reduction in the total number of exercisable options and performance shares to be acquired on July 24, 2022 by Executive Corporate Officers.

Such a reduction was considered to be fair and balanced with regard to the Group's performance throughout the vesting period starting on July 24, 2019. In particular, the Board of Directors took into account the following elements:

- The systematic nature of the review of the performance conditions applicable to the long-term incentive plans in case of changes in the scope of consolidation of the Group regularly leading to an upward review of these performance conditions given the overall acquisitive strategy of the Group, which was therefore also implemented for the 2019 LTI Plans throughout the three years concerned, as in 2020, following the acquisition of Ingenico and in 2021, the acquisition of Cardlink and the activities of Handelsbanken;
- The classification in October 2021 of the TSS service line as discontinued activity and "asset held for sale" (according to IFRS 5) following the strategic orientation of divestment of the TSS activity and the Group's desire to favor a scenario of short-term divestment with ongoing discussion. This scenario is largely confirmed by the entry into exclusive negotiations with Apollo, announced in February 2022, for the sale of these activities, which are scheduled to be completed in the course of 2022;
- The alignment with the guidance communicated to the market;
- The Company's entry into the CAC 40 on March 23, 2020 following the Group's remarkable development and performance;
- The 16.1% increase in the share price throughout the vesting period of the long-term incentive plans granted on July 24, 2019, despite the context of the sanitary crisis linked to the Covid-19 pandemic and the drop in the share price during the last quarter of 2021, enabling the Group to remain in line with the evolution of the share price of companies comparable to Worldline in the same sector of activity and to create value in the shareholders' interest during the relevant period;
- The remarkable performance of the Group in terms of activity and results over the years 2019 to 2021 leading to the achievement of 8 out of 12 performance conditions for the 2019 Stock Option Plans (excluding adjustments – see above) and 10 out of 12 performance conditions for the 2019 Performance Share Plans (excluding adjustments – see below); and
- The positioning, despite an increase on the annual compensation package effective July 1, 2021, of the target total cash compensation of the Executive Corporate Officers below the lowest quartile of CAC 40 executives' compensation (-19% for the Chief Executive Officer and -28% for the Deputy Chief Executive Officer, it being specified that the target total compensation including equity compensation is positioned at -7% for the Chief Executive Officer and is in line with this lowest quartile for the Deputy Chief Executive Officer).

Consequently, and subject to compliance with the presence condition, the number of stock options that may be exercised by the Executive Corporate Officers under the 2019 Stock Option Plan concerned from July 24, 2022 is determined as follows:

Name	Number of options initially granted on July 24, 2019	Reduction (25%) of the number of options initially granted	Number of options that will become exercisable on July 24, 2022	Exercise price (in €)	Date of acquisition	Expiry date
Mr. Gilles Grapinet Chief Executive Officer	26,250	-6,563	19,687	66.99	July 24, 2022	July 23, 2029
Mr. Marc-Henri Desportes Deputy Chief Executive Officer	13,600	-3,400	10,200	66.99	July 24, 2022	July 23, 2029

* Subject to compliance with the presence condition until July 24, 2022.

G.3.3.5.2 Stock Option plans granted on June 9, 2020 (hereinafter the “2020 Stock Option Plan”) and May 27, 2021 (hereinafter the “2021 Stock Option Plan”)

Performance conditions of the 2020 Stock Option Plan

Indicator measurement	Achievement levels	% vested	
Internal Performance Conditions 80%	Group Revenue Organic Growth Rates	Floor: Target -1.75%	50%
	Average revenue organic growth rate over three years (2020-2022) (“A”)	Target	100%
		Cap: Target +1.75%	130%
	Group Operating Margin before Depreciation and Amortization rate (OMDA)	Floor: Target -1.5%	50%
	Average of the Group OMDA rates over 3 years (2020-2022) (“B”)	Target	100%
		Cap: Target +2%	130%
	Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals	Floor: Target -1.5%	50%
	Average FCF over three years (2020-2022) (“C”)	Target	100%
		Cap: Target +1.25%	130%
		Floor: CDP B	50%
External CSR performance condition 20%	Carbon Disclosure Program score	Target: CDP A-	100%
	Score obtained at the end of the period concerned (in 2022) (“D1”)	Cap: A	130%
		Floor: 74% of Target	50%
	Eco Vadis score	Target: above 2019 results	100%
	Score obtained at the end of the period concerned (in 2022) (“D2”)	Cap: Target +1.2%	130%
		Floor: 68% of Target	50%
	Gaia Index Certification rating	Target: above 2019 results	100%
Score obtained at the end of the period concerned (in 2022) (“D3”)	Cap: Target +6.8%	130%	
A * 30% + B * 25% + C * 25% + [D1 * 5% + D2 * 5% + D3 * 10%] = average vesting rate (being specified that the average vesting rate may not exceed 100%)			

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Performance conditions of the 2021 Stock Option Plan

Indicator measurement	Achievement levels	% vested	
Internal Financial Performance Conditions 80%	Group Revenue Organic Growth Rates Average revenue organic growth rate over three years (2021-2023) ("A")	Floor: Target -2.5% Target	50% 100%
	Group Operating Margin before Depreciation and Amortization rate (OMDA) Average of the Group OMDA rate over 3 years (2021-2023) ("B")	Floor: Target -2% Target	50% 100%
	Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals Average Group FCF over three years (2021-2023) ("C")	Floor: Target -2.5% Target	50% 100%
		Cap: Target +2.5%	130%
		Floor: one level below Target	50% 100%
		Cap: one level above	130%
		Floor: 74% of Target Target: above 2020 results	50% 100%
		Cap: Target +1.2%	130%
		Floor: Target -3.6pts Target	50% 100%
		Cap: Target +3.6pts	130%
Non-financial CSR performance condition 20%			
A * 30% + B * 25% + C * 25% + [D1 * 5% + D2 * 5% + D3 * 10%] = average vesting rate (being specified that the average vesting rate may not exceed 100%)			

Adjustment of the performance conditions of the 2020 and 2021 Stock Option Plans

On December 15, 2021, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2020 and 2021 Stock Option Plans in order to align them with:

- The new scope of consolidation of the Group, leading to an upward adjustment, following the completion of (i) the acquisitions of Cardlink SA and the card acquiring activities of Handelsbanken on October 1, 2021 and (ii) the divestment of certain entities of the Ingenico Group in Austria, Belgium and Luxembourg as of November 1, 2021 (in accordance with the undertakings given to the European Commission in the context of the acquisition of the Ingenico Group);
- The 2021 guidance communicated to the market on October 26, 2021 for continued activities (in line with the previously announced annual objectives) following the validation by the Board of Directors of the strategic orientation of divestment of the TSS activity and the Group's willingness to favor a short-term divestment

scenario with ongoing discussions that led to the recognition of this activity as an asset held for sale (under IFRS 5). The divestment scenario has since been largely confirmed by the entry into exclusive negotiations with Apollo announced in February 2022 for the sale of these activities, which is expected to be completed during 2022; and

- The Group's new three-year financial ambition (fiscal years 2022 to 2024) also communicated to the market on October 26, 2021 for continued activities.

It is specified that the adjustment made concerns only the internal performance conditions themselves.

The elasticity curves and the external performance condition relating to Corporate Social Responsibility remain unchanged.

Finally, it should be recalled that with the exception of the adjustment described above, no other adjustment (in particular related to the persistence of the Covid-19 pandemic since 2020) has been made to the performance conditions of the 2020 and 2021 Stock Option Plans and that since the rights were granted to the beneficiaries.

G.3.3.6 Stock Options granted to the top ten non-executive employees and options exercised by them – AMF Table 9

	Total number of options granted	Weighted average price (exercise price for the year of grant) <i>(in €)</i>	Date ¹
Stock options granted during the year to the ten employees with the highest number of options granted (aggregate information)	51,900	81.39	May 27, 2021
Stock options held by the issuer exercised during the year by the ten employees with the highest number of options purchased or subscribed (aggregate information)	7,000	19.24	September 3, 2014 and July 27, 2015

¹ Corresponds to the date of the Board of Directors' meeting approving the grant.



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G.3.3.7 History of performance share grants – AMF Table 10

The table below shows the history of Worldline awards since 2016 to reward and retain employees identified as key talent and senior executives:

Date of the General Assembly	05/26/2016 ¹	05/26/2016	05/24/2017 ¹	05/24/2018	05/24/2018 and 11/30/2018	04/30/2019	06/09/2020 ⁴	06/09/2020 ⁴	05/20/2021 ⁴	Total	
Date of the Board of Directors	07/25/2016	12/12/2016	07/24/2017	07/21/2018	10/18/2018	07/24/2019	06/09/2020	10/28/2020	05/27/2021		
Date of grant	07/25/2016	01/02/2017	07/24/2017	07/21/2018	01/02/2019	07/24/2019	06/09/2020	10/28/2020	05/27/2021		
Detail of the Plan	France	International			-						
Number of beneficiaries	67	62	5	270	353	48	372	442	394	827	
Number of shares granted	263,650	152,964	224,250	507,118	366,685	93,700	326,965	379,730	560,401	685,935	3,561,398
Of which to corporate officers	43,700	-	-	43,700	35,750	0	39,850	39,250	0	37,550	239,800
Of which to Gilles Grapinet	43,700	-	-	43,700	20,250	0	26,250	25,850	0	23,600	183,350
Of which to Marc-Henri Desportes	0	-	-	-	15,500	0	13,600	13,400	0	13,950	56,450
Change of plan due to international mobility	1 ³	0	0	0	0	0	0	0	0	0	1
Number of shares cancelled or lapsed	52,308	30,477	33,696	75,916	10,875	6,575	7,050	4,645	28,433	5,350	255,325
Number of shares acquired as of 12/31/2021	211,342	122,487	190,554	430,340	353,350	0	0	0	605	0	1,308,678
of which to corporate officers⁶	64,160	-	-	63,037	35,750	-	-	-	-	0	162,947
Of which to Gilles Grapinet	38,700	-	-	38,022	20,250	-	-	-	-	0	96,972
Of which to Marc-Henri Desportes	25,460	-	-	25,015	15,500	-	-	-	-	0	65,975
Status as of 12/31/2021	211,342	122,487	190,554	430,340	353,350	87,125	319,915	375,085	531,363	680,585	3,302,751
Date of final acquisition	07/25/2018	07/25/2019	04/01/2020 ²	07/24/2020	07/21/2021	03/31/2022	07/24/2022	06/09/2023	06/11/2023 ⁵	05/27/2024	
Date of availability	07/25/2019	07/25/2019	04/01/2020 ²	07/24/2020	07/21/2021	03/31/2022	07/24/2022	06/09/2023	06/11/2023 ⁵	05/27/2024	

1 The number of shares to be granted takes into account a maximum multiplier of 115% (according to the terms defined in the performance conditions).

2 Last vesting date under the 3rd tranche of the Plan.

3 A change from the International Plan to the France Plan for 764 shares acquired on July 25, 2018.

4 The number of shares to be granted takes into account a maximum multiplier of 100% (according to the terms defined in the performance conditions).

5 Two beneficiaries have shifted vesting and availability dates (07/09/2023 and 16/10/2023 respectively).

6 Corporate officers (executive and non-executive) at the date of grant of the performance shares.

The 3,302,751 performance shares represent 1.18% of Worldline's share capital at December 31, 2021. The terms and conditions as well as the validation of the fulfillment of the performance conditions of the performance share plans as of July 21, 2018 were detailed in the Registration Documents.

The terms and conditions of the performance share plans granted on July 21, 2018, July 24, 2019, June 9, 2020 and May 27, 2021, from which the Chief Executive Officer and the Chief Operating Officer benefit, as well as those applicable to the January 2, 2019 and October 28, 2020 plans are described below.

The 3,302,751 performance shares above do not take into account the liquidity contracts that were put in place in the context of the acquisition of Ingenico following the mandatory delisting of Ingenico shares on November 19, 2020. These liquidity agreements have been entered into to allow the delivery of the unvested 2019 Ingenico performance shares outstanding at the date of the completion of the offer as well as the performance shares definitively acquired by the beneficiaries of the 2017 and 2018 Ingenico performance share plans on the basis of the exchange ratio of the secondary offer (i.e. 56 Worldline shares for 29 Ingenico shares).

G.3.3.8 Terms and conditions of ongoing performance share plans

The performance shares plans are governed by the same general principles as the above-mentioned stock options plans, namely:

- These plans mainly benefit the Worldline's top managers, key resources, experts and some juniors, as well as Executive Corporate Officers;
- These plans are an important part of the compensation package, motivation and retention for beneficiaries;
- By foreseeing the vesting of shares based on the Group's performance over a three-year period, the Company ensures that it maintains the development of a community of interest with its shareholders, while involving its employees in the Group's long-term performance and financial results;

- The performance share plan rules, as well as the compensation policy applicable to Executive Corporate Officers, provide that the Board of Directors reserves the right to adjust the performance conditions in the event of a change in the Group's scope of consolidation, a change in accounting method or any other circumstance justifying such an adjustment. The objective is to neutralize the consequences of the appearance of new circumstances on the objectives set at the time of grant;
- The targets set are systematically reviewed by the Board of Directors, on the recommendation of the Remuneration Committee, when the Group's scope of consolidation changes, which leads to a regular review of these targets upwards in view of the Group's overall acquisitive strategy.

G.3.3.8.1 Performance share plans granted on January 2 and July 24, 2019 (hereinafter the "2019 Performance Share Plans")

Statement of Performance Conditions for the 2019 Performance Share Plans

The objectives below are for each of the years covered by the plan, i.e. fiscal years 2019, 2020 and 2021.

1. Internal Performance conditions	Plans of January 2, 2019 and July 24, 2019
1.1 Group Revenue Organic Growth for the year concerned is at least equal to:	The growth for the corresponding year is at least equal to the market guidance for the year concerned.
And	
1.2 Group Operating Margin before Depreciation and Amortization for the year concerned is at least equal to:	The OMDA in the relevant year is at least equal to (i) the market guidance for the year concerned; or (ii) an increase defined by the Worldline Board of Directors versus the previous year.
And	
1.3 Group Free Cash Flow, before dividends and income from acquisitions/disposals for the year concerned, is at least equal to:	The amount of the Group Free Cash Flow, before dividends and income from acquisitions/disposals in the relevant year, is at least equal to (i) the market guidance for the Group Free Cash Flow, before dividends and income from acquisitions/disposals for the year concerned, or (ii) an increase from the previous year, determined by the Worldline Board of Directors.
At the end of each fiscal year covered by the 2019 Performance Shares Plans, the objectives of the three internal performance conditions must be met at 100%. By way of derogation, at the end of the last year, if the objectives of two of these three conditions are met at 100% and the third objective reaches a triggering threshold of at least 85%, the acquisition of shares under the 2019 Performance Shares Plan will not be rendered null and void but limited to 75% of the total number of shares initially granted.	
And	
2. External condition linked to environmental and social responsibility performance	For each year concerned, the Group obtains at least two out of the three following scores: <ul style="list-style-type: none"> • "GRI Standards Comprehensive option", during the Plan, the term used for the highest level is changed); • The Group obtains the Eco Vadis CSR "Gold" score (or its equivalent if, during the Plan, the term used for the highest level is changed); • The Group obtains the GAIA Index Certification general rating equal to or above 70/100 (or its equivalent if, during the plan, this term is changed).



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The targets for the 2019 Performance Share Plans are based on the guidance communicated to the market, it being specified that the Board of Directors, upon recommendation of the Remuneration Committee, systematically reviews the targets set for the long-term incentive plans when there are changes in the Group's scope of consolidation, which leads to a regular review of these targets upwards in the light of the Group's overall acquisitive strategy.

The targets applicable to fiscal year 2021 were set by the Board of Directors at its meeting on February 23, 2021.

It should be noted that these 2019 Performance Shares Plans are structured, unlike more recent plans, in such a way that vesting is subject, for each year covered by the plan, to the achievement of the external performance condition and the achievement of the internal performance conditions measured annually (or only two out of three in the last year of the plan concerned, provided that the minimum trigger threshold of 85% is achieved for the internal performance condition criterion that is not 100% achieved, leading in this case to 75% vesting of the initial grant). Consequently, failure to meet all performance conditions (or at least two out of three internal performance conditions in the last year, provided that the minimum trigger threshold of 85% is achieved for the condition that is not 100% achieved) would have definitively rendered null and void the vesting of the 2019 Performance Share Plans (as these plans do not provide for vesting per year or by performance indicator).

Adjustments to the performance conditions applicable to the 2020 financial year

As a reminder, with regard to the targets for the 2019 Performance Share Plans set for 2020, the following adjustments have been made, on the recommendation of the Remuneration Committee.

The Board of Directors decided in July 2020 to adjust the targets of the internal performance conditions in order to bring these targets in line with the revised 2020 guidance communicated to the market in April and then confirmed in July 2020 to take into account the exceptional circumstances beyond management's control, namely the crisis resulting from the state of health emergency linked to the Covid-19 pandemic. It should be noted that Worldline had communicated its annual targets in February 2020 prior to the exceptional and unexpected deterioration in economic conditions arising from the health crisis that made it necessary to communicate revised targets as of April 23, 2020. The adjustment made concerns only the targets themselves. However, no changes have been made, in particular to the design of the plan and its conditions, the elasticity curves or the number of performance shares initially allocated.

For all intents and purposes, it is recalled that the revised guidance communicated to the market on April 23, 2020 has not been subsequently revised despite the second wave of the Covid-19 pandemic occurring later in fiscal year 2020, nor following the completion of the acquisition of the Ingenico Group on October 28, 2020.

These adjustments were brought to the attention of the shareholders prior to the Annual General Meeting of May 20, 2021, during which the shareholders voted in favor of the remuneration elements awarded or paid to the Executive Corporate Directors (13th and 14th resolutions).

Adjustments to the performance conditions applicable to the 2021 financial year

In addition, the Board of Directors had also to make various target adjustments to the internal performance conditions set for the 2021 financial year in order to take into account, as for the 2019 Option Plans, the changes that occurred during the last quarter of 2021 (see above).

The Board of Directors also took into account the same imperative of motivation and retention of beneficiaries; the total absence of adjustment of the said targets rendering the vesting of the 2019 Performance Share Plans definitively null and void due to their structure, despite the Group's performance in terms of performance and results over the period in question leading to the achievement of 10 out of 12 performance conditions (excluding adjustments), it being specified that all the targets set for 2021 for continued activities with regard to internal performance conditions have been achieved (see below).

Recognition of the achievement of the performance conditions applicable to fiscal years 2019 to 2021

For fiscal 2019, all performance conditions (internal and external) had been met.

For fiscal year 2020, all performance conditions (internal and external) had also been met.

For fiscal year 2021, on February 21, 2022, the Board of Directors noted that all performance conditions had been met for fiscal year 2021. These conditions were met in part due to the aforementioned adjustment of the targets applicable to fiscal year 2021 (see above).

Use by the Board of Directors of its moderating power with regard to Executive Directors

As regards the Chief Executive Officer and the Deputy Chief Executive Officer, as of 2021, the Board of Directors initiated the same considerations and work as those undertaken with respect to the moderation of the stock options to be acquired on July 24, 2022 under the 2019 Option Plan set out in Section G.3.3.5.1 above. As a result, at its meeting of March 22, 2022, the Board of Directors exercised its power of moderation by reducing by 25% the total number of performance shares to be acquired on July 24, 2022 by the Chief Executive Officer and the Deputy Chief Executive Officer.

The Board of Directors has taken into account the same elements as those developed in Section G.3.3.5.1 for the 2019 Option Plan.

In accordance with the decision of the Board of Directors to use its power of moderation and to reduce by 25% the total number of exercisable options and performance shares to be acquired by the Executive Corporate Officers on July 24, 2022, the reasons for which are set out in Section G.3.3.5.1,

and subject to compliance with the presence condition, the number of performance shares that will be definitively acquired by the Executive Corporate Officers under the relevant 2019 Performance Shares Plan on July 24, 2022 is determined as follows:

Om	Number of shares initially granted on July 24, 2019	Reduction (25%) of the number of shares initially granted	Number of shares that will be definitively acquired on July 24, 2022*	Date of acquisition	Date of availability
Mr. Gilles Grapinet Chief Executive Officer	26,250	-6,563	19,687	July 24, 2022	July 24, 2022
Mr. Marc-Henri Desportes Deputy Chief Executive Officer	13,600	-3,400	10,200	July 24, 2022	July 24, 2022

* Subject to compliance with the presence condition until July 24, 2022.

G.3.3.8.2 Performance share plans granted on June 9 and October 28, 2020 (hereinafter the “2020 Performance Share Plans”)

It should be noted that the performance conditions of the 2020 Performance Share Plans are strictly identical to those of the 2020 Option Plan described in Section G.3.3.5.2 of this Registration Document.

Accordingly, the target adjustments decided by the Board of Directors with respect to the 2020 Option Plan apply *mutatis mutandis* to the 2020 Performance Share Plans.

G.3.3.8.3 Performance share plans granted on May 27, 2021 (hereinafter the “2021 Performance Share Plans”)

It should be noted that the performance conditions of the 2021 Performance Share Plan are strictly identical to those of the 2021 Option Plan described in Section G.3.3.5.2 of this Registration Document.

Therefore, the adjustments to the targets decided by the Board of Directors with respect to the 2021 Option Plan apply *mutatis mutandis* to the 2021 Performance Share Plan.

G.3.3.9 Validation of the performance conditions of the ongoing performance share and stock option plans or acquired during the year

G.3.3.9.1 Performance share plans of January 2 and July 24, 2019

The internal performance conditions have been met for the three years 2019, 2020 and 2021 concerned.

Reference is made to Section G.3.3.8.1 setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to fiscal years 2020 and 2021.

The external performance condition is met for the three years mentioned above.

The final vesting of the performance shares granted under these plans remains subject to verification of the condition of presence on the vesting date of each of the two plans, *i.e.* March 31, 2022 and July 24, 2022 respectively.

It should be noted that Executive Corporate Officers are only beneficiaries of the July 24, 2019 plan.

Worldline Revenue Organic Growth	2021	2020	2019
Validation of the criterion	117.6% – yes	108.6% – yes	120.0% – yes
Worldline Operating Margin before Depreciation and Amortization	2021	2020	2019
Validation of the criterion	102.0% – yes	104.1% – yes	113.3% – yes
Worldline Free Cash Flow	2021	2020	2019
Validation of the criterion	104.4% – yes	104.8% – yes	132.0% – yes
External conditions related to social and environmental performance	2021	2020	2019
Validation of the criterion	Yes	Yes	Yes
Validation of performance conditions	Yes		

G.3.3.9.2 Stock Option plans of January 2 and July 24, 2019

The internal performance conditions have been met for the 2019 fiscal year. Two out of three internal performance

conditions have been met for fiscal year 2020. The internal performance conditions have been met for fiscal year 2021.



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Reference is made to Section G.3.3.5.1 setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to fiscal years 2020 and 2021.

The external performance condition is met for the three fiscal years 2019, 2020 and 2021 concerned.

Vesting of the right to exercise stock options granted under these plans remains subject to verification of the condition of presence on the vesting date of each of the two plans, *i.e.* March 31, 2022 and July 24, 2022 respectively.

It should be noted that Executive Corporate Officers are only beneficiaries of the July 24, 2019 plan.

Worldline Revenue Organic Growth	2021	2020	2019
Validation of the criterion	100.2% – yes	98.2% – no	99.7% – yes
Worldline Operating Margin before Depreciation and Amortization	2021	2020	2019
Validation of the criterion	98.3% – yes	101.2% – yes	98.9% – Yes
Worldline Free Cash Flow	2021	2020	2019
Validation of the criterion	108.2%	105.4% – yes	101.3% -Yes
External conditions related to social and environmental performance	2021	2020	2019
Validation of the criterion	Yes	Yes	Yes
Validation of performance conditions	Yes		

G.3.3.9.3 Stock Option Plan of June 9, 2020 and Performance Share Plans of June 9 and October 28, 2020

The performance conditions will be assessed at the end of the relevant three-year period, *i.e.* on December 31, 2022.

Reference is made to Sections G.3.3.5.2 and G.3.3.8.2 setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to the 2020-2022 period of the stock option and performance share plans granted in 2020.

The final vesting of the right to exercise stock options and performance shares granted under these plans is subject to the fulfillment of performance conditions at the end of the 2020-2022 period and to the verification of the condition of presence at the vesting date..

G.3.3.9.4 Stock Option and Performance Share Plans of May 27, 2021

The performance conditions will be assessed at the end of the relevant three-year period, *i.e.* on December 31, 2023.

Reference is made to Sections G.3.3.5.2 and G.3.3.8.2 setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to the 2021-2023 period of the stock option and performance share plans granted in 2021.

The final vesting of the right to exercise stock options and performance shares granted under these plans is subject to the fulfillment of performance conditions at the end of the 2021-2023 period and to the verification of the condition of presence at the vesting date.

G.4 2022 Annual Shareholders' General Meeting

The resolutions to be submitted to the shareholders' vote will be published in the *Bulletin des Annonces Légales Obligatoires* (Official legal Gazette for listed companies) in a notice of meeting which will be followed by a convening notice to the 2022 Annual General Meeting. These notices will be posted on the Company's website ("Investors' section) as required by applicable laws and regulations.

Worldline Teams maintain a regular discussion with the investors, in particular, in the context of the preparation of the General Shareholders' Meeting, the monitoring of their recommendations of vote of the resolutions and discussions are organized, in particular with the main shareholders in order to receive their opinion on the proposed resolutions submitted to their vote.

G.5 Evolution of capital and stock performance

G.5.1 Basic data

G.5.1.1 Information on stock

Worldline SA shares are listed on the Paris Euronext market since June 27, 2014, under code ISIN FR0011981968 and are not listed on any other stock exchange.

Number of shares:	280,484,817 (as at December 31, 2021)
Sector classification	Information Technology
Main index	CAC 40
Other indexes	SBF 120, CAC Industrials, CAC Sup. Services, CAC All Shares
Market	Euronext Paris Segment A
Trading place	Euronext Paris (France)
Tickers	WLN (Euronext)
Code ISIN	FR0011981968
Payability PEA/SRD	Yes/Yes

Main tickers are:

Source	Code	Source	Code
Euronext	WLN	Reuters	WLN.PA
AFP	WLN	Thomson	WLN-FR
Bloomberg	WLN:FP		

G.5.1.2 Ownership of the Company's shares in the past three years and free float

The ownership structure as at December 31, 2021 is presented in the table here after based on disclosures required by law establishing an interest of more than 5% of the share capital or voting rights at the end of the financial year pursuant to Article L. 233-7 of the French Commercial Code, and disclosures by Group executives and individuals related to them.

Pursuant to Article 223-11 of the General Regulation of the AMF, the theoretical voting rights presented in the table below account for all voting rights attached to outstanding shares, including non-voting shares (treasury shares notably). The number of theoretical voting rights thus differs from the number of voting rights that can actually be exercised at General Shareholders' Meetings.



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Furthermore, double voting rights are allocated to each registered share held by a shareholder in registered form for at least two years, pursuant to Article 11 of the Company's bylaws (see Section G.5.4.8, "Shareholders' Voting Rights" below). As at December 31, 2021, a total of 37,467,770 shares had double voting rights.

The free-float of the Group shares excludes stakes held by the reference shareholders, namely SIX Group AG holding 10.6% of the share capital and Bpifrance holding 4.4%. No other shareholder has announced its will to maintain a strategic shareholding in the Group's share capital. Shares owned by the members of the Board of Directors, senior executives, and employees, as well as treasury shares are also excluded from the free float.

As at December 31, 2021	Number of shares	% of share capital	% of theoretical voting rights
SIX Group AG	29,853,529	10.6%	18.8%
Bpifrance	12,477,070	4.4%	3.9%
Employees	1,594,548	0.6%	0.6%
Board of Directors and senior executives	344,977	0.1%	0.2%
Worldline SA	326,517	0.1%	0.1%
Free float	235,888,176	84.1%	76.4%
Total	280,484,817	100.0%	100.0%

As at December 31, 2020	Number of shares	% of share capital	% of theoretical voting rights
SIX Group AG	29,853,529	10.7%	18.9%
Bpifrance	12,266,935	4.4%	3.9%
Employees	979,528	0.4%	0.4%
Worldline SA	330,617	0.1%	0.1%
Board of Directors and senior executives	304,639	0.1%	0.1%
Free float	235,400,256	84.3%	76.7%
Total	279,135,504	100.0%	100.0%

As at December 31, 2019	Number of shares	% of share capital	% of theoretical voting rights
Atos SE	30,888,563	16.9%	25.5%
SIX Group AG	49,066,878	26.8%	24.1%
Worldline SA	368,877	0.2%	0.1%
Employees	336,909	0.2%	0.2%
Board of Directors and senior executives	180,458	0.1%	0.1%
Free float	101,922,772	55.8%	50.1%
Total	182,764,457	100.0%	100.0%

G.5.2 Dividends

The Group aims to distribute dividends representing approximately 25% of its consolidated net income, to the extent that it is compatible with the implementation of the Group's external growth policy.

Compliant with this policy, no dividends were paid in 2019, 2020, nor 2021. During its meeting held on February 21, 2022

and considering the strategic priority given by the Group in 2022 to pursue its development and which requires Worldline to preserve its financial leeway, the Board of Directors has decided to propose to the next Annual General Meeting of Shareholders not to distribute any dividend on the 2021 results.

G.5.3 Documentation

In addition to the Universal Registration Document, which is published in English and French, the following information is available to shareholders:

- A half year report;
- Quarterly revenue and operational review;
- Regular press releases, regulated information and general Group's information, available through the Worldline website at worldline.com.

G.5.4 Capital

G.5.4.1 Capital as at December 31, 2021

As at December 31, 2021, the Company's issued common stocks amounted to €190,729,675.56, divided into 280,484,817 fully paid-up shares of € 0.68 par value each.

Compared to December 31, 2020, the share capital was increased by:

- € 61,387.00 corresponding to the issuance of 90,275 common stocks related to the exercise of stock-options;
- € 590,344.72 corresponding to the issuance of 868,154 common stocks related to the vesting of performance share; and
- € 265,801.12 corresponding to the issuance of 390,884 common stocks for the "Boost 2020" employee shareholding plan.

Resulting in an overall capital increase in 2021 of € 917,532.84 (1,349,313 shares).

G.5.4.2 Stock evolution for the past three years

The Company's share capital has changed as followed during the last three years:

- In 2019, 119,754 shares have been created following the grant of performance shares and exercise of stock-option rights by executives and employees of the Group and on February 28, 2019, 89,786 shares were created for the Employee Shares Purchase Plan "Boost";
- In 2020, 680,939 shares have been created following the grant of performance shares and exercise of stock-option rights by executives and employees of the Group and 95,680,108 new shares related to the acquisition of Ingenico Group; and,
- In 2021, 1,349,313 shares have been created following the grant of performance shares and exercise of stock-option rights by executives and employees of the Group as well as 390,884 new shares for the "Boost 2020" employee shareholding plan.

G.5.4.3 Other securities giving access to share capital

Other securities giving access to share capital described herein below could lead to the creation of 18,860,669 new shares, representing 6.7% of the share capital of Worldline as at December 31, 2021:

Stock option plans

As presented in Section G.3.3.4 (AMF table n°8), past awards of subscription or purchase options could lead to the creation of 1,828,890 new shares, representing 0.7% of the share capital of Worldline as at December 31, 2021.

Performance shares plans

As presented in Section G.3.3.7 (AMF table n°10), past grants of performance shares, taking into account the liquidity agreements implemented as part of the acquisition of Ingenico following the mandatory delisting of Ingenico's share on November 19, 2020, could lead to the creation of 4,256,399 new shares, representing 1.5% of the share capital of Worldline as at December 31, 2021.

Convertible Bond

Worldline completed several issues of convertible bonds (see Notes 7.4 Borrowings in Section E.5.7.3) which could lead, in case of conversion, to the creation of 12,775,380 new shares, representing 4.6% of the share capital of Worldline as at December 31, 2021.



Corporate Governance and Capital

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G.5.4.4 Current authorizations to issue shares and other securities

The following authorizations to modify the share capital and to issue shares and other securities are in force as of the date of this document:

Financial authorizations in force in 2021 and use by the Board of Directors as of December 31, 2021

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)	Grant date of the authorization	Authorization expiration date	Duration	Use as of December 31, 2021	Comments
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Ingenico offer						
Authorization to decide to issue shares without preferential subscription rights (PSR), in the context of a public offer with an exchange component initiated by the Company for Ingenico shares	72,500,000	June 9, 2020 (32 nd resolution)	August 9, 2022	26 months	October 28, 2020 (€61,470,761.72) November 17, 2020 (€3,591,711.72)	-
Authorization to issue shares without PSR reserved for persons meeting certain characteristics	1,500,000	May 20, 2021 (25 th resolution)	November 20, 2022	18 months	May 31, 2021 (€319,051.92) ⁽⁶⁾ June 10, 2021 (€16,930.64) ⁽⁶⁾ June 22, 2021 (€2,362.32) ⁽⁶⁾ June 28, 2021 (€5,991.48) ⁽⁶⁾ July 29, 2021 (€5,905.80) ⁽⁶⁾ September 1 st , 2021 (€1,181.16) ⁽⁶⁾	May be used during a public offering
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	50% of the share capital ⁽¹⁾⁽²⁾	May 20, 2021 (20 th resolution)	July 20, 2023	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings or through public exchange offerings	10% of the share capital ⁽¹⁾⁽²⁾	May 20, 2021 (21 st resolution)	July 20, 2023	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code	10% of the share capital ⁽¹⁾ per 12-month period ⁽¹⁾⁽²⁾	May 20, 2021 (22 nd resolution)	July 20, 2023	26 months	-	May not be used during a public offering
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue ⁽³⁾	May 20, 2021 (23 rd resolution)	July 20, 2023	26 months	-	May not be used during a public offering
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million	June 9, 2020 (41 st resolution)	August 9, 2022	26 months	July 24, 2020 (€291,946.44) ⁽⁷⁾ February 17, 2021 (€265,801.12) ⁽⁷⁾ June 30, 2021 (€411.40) ⁽⁷⁾ July 21, 2021 (€162,186) ⁽⁷⁾	-
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital ⁽¹⁾	May 20, 2021 (24 th resolution)	July 20, 2023	26 months	-	May not be used during a public offering

Share buyback program

Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: €115	May 20, 2021 (19 th resolution)	November 20, 2022	18 months		May not be used during a public offering
Capital reduction through the cancellation of treasury shares	10 % of the share capital per 24-months periods	June 9, 2020(31 st resolution)	August 9, 2022	26 months		- -
Operations reserved for employees and corporate officers						
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital ^(*) (4)	May 20, 2021 (26 th resolution)	July 20, 2023	26 months		- -
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital ^(*) (4)	May 20, 2021 (27 th resolution)	November 20, 2022	18 months		- -
Authorization to grant stock options to employees and executive officers	1.40% of the share capital ^(*) (with a sub-cap of 0.025% of the share capital ^(*) for the senior executive officers) ⁽⁵⁾	May 20, 2021 (28 th resolution)	July 20, 2023	26 months	May 27, 2021	-
Authorization to allot free shares to employees and executive officers	0.50% of the share capital ^(*) (with a sub-cap of 0.025% of the share capital ^(*) for the senior executive officers) ⁽⁵⁾	May 20, 2021 (29 th resolution)	May 20, 2024	38 months	May 27, 2021	-
Authorization to allot performance shares to the employees and executive officers of Ingenico	0.43% of the share capital ^(**)	June 9, 2020 (35 th resolution)	December 28, 2022	26 months	October 28, 2020 ⁽⁶⁾	-

(*) Share capital as at the 2021 AGM of May 20, 2021.

(**) Share capital as at the 2020 AGM of June 9, 2020.

- (1) Global Cap for share capital increases without PSR carried out under the 21st, 22nd, 23rd and 24th resolutions of the AGM of May 20, 2021. Any share capital increase carried out pursuant to these resolutions shall be deducted from this aggregate cap and the aggregate amount of 50% provided by the 20th resolution of the AGM of May 20, 2021.
- (2) Global cap for share capital increases carried out with PSR under the 20th, 21st, 22nd, 23rd and 24th resolutions. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under the 20th, 21st and 22nd resolutions shall not exceed €1.5 billion or counter value of this amount in the event of an issue in another currency.
- (3) The nominal amount of the capital increases pursuant to the 23rd resolution shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 20th resolution of the AGM of May 20, 2021, and (iii) in case of share capital increase without preferential subscription right, the amount of the sub-cap mentioned in the 21st resolution of the AGM of May 20, 2021.
- (4) Common cap for the capital increases carried out under the 26th and 27th resolutions adopted by the AGM of May 20, 2021.
- (5) The total number of allocations of stock options pursuant to the 28th resolution and the allocations of free shares carried out under the 29th resolution of the AGM of May 20, 2021 shall not exceed 0.55% of the share capital at the date of the AGM of May 20, 2021.
- (6) Capital increases carried out under the liquidity contracts concluded by Ingenico Group SA to the benefit of the beneficiaries of performance shares plans (please refer to Section E.6.4.4 - Note 8 of this 2021 Universal Registration Document).
- (7) Use for the performance share plans which acquisition period expired in 2020 and 2021, or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity), and for the capital increase reserved to the employees (Boost 2020) as part of the employer matching contribution (please refer to Section E.6.4.4 - Note 8 of this 2021 Universal Registration Document).
- (8) Authorization entered into force on October 28, 2020 at the closing of the Ingenico acquisition.



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G.5.4.5 Threshold crossing

Name of entity notifying the threshold crossing	Date of threshold crossing	Date of reporting	Direction	Share capital threshold crossing	Voting rights threshold crossing	Share capital holding	% of voting rights	Shares	Reference of AMF publication
Caisse des dépôts et consignations (CDC) ⁵	January 27, 2021	January 29, 2021	↗	No	Yes (5%)	5.77%	5.09%	16,099,289	221C0241
Caisse des dépôts et consignations (CDC) ⁵	April 16, 2021	April 20, 2021	↘	No	Yes (5%)	6.64%	4.90%	15,762,199	221C0827
Caisse des dépôts et consignations (CDC) ⁵	June 11, 2021	June 17, 2021	↗	No	Yes (5%)	5.67%	5.00%	15,864,006	221C1431
SIX Group AG ²	October 28, 2020	August 27, 2021	↘	No	Yes (15%)	10.9%	10.63%	29,853,529	221C2236
SIX Group AG ²	November 30, 2020	August 27, 2021	↗	No	Yes (15%)	10.66%	18.82%	29,853,529	221C2236
The Capital Group Companies Inc. ³	November 9, 2020	November 3, 2021	↗	No	Yes (5%)	5.25%	5.11%	14,364,108	221C2956
The Capital Group Companies Inc. ³	October 27, 2021	November 3, 2021	↘	No	Yes (5%)	5.62%	4.96%	15,758,307	221C2956
BlackRock Inc. ⁴	November 4, 2021	November 5, 2021	↘	No	Yes (5%)	5.60%	4.95%	15,720,292	221C3024
BlackRock Inc. ⁴	November 16, 2021	November 17, 2021	↘	Yes (5%)	No	4.79%	4.23%	13,429,103	221C3161
Harris Associates L.P. ⁶	December 15, 2021	December 20, 2021	↗	Yes (5%)	No	5.11%	4.52%	14,344,490	221C3522
The Capital Group Companies Inc. ³	January 19, 2022	January 21, 2022	↘	Yes (5%)	No	4.87%	4.29%	13,650,538	222C0194
Harris Associates L.P. ⁶	January 21, 2022	January 26, 2022	↗	No	Yes (5%)	5.72%	5.05%	16,043,595	222C0216
Bpifrance Participations ⁷	February 7, 2022	February 11, 2022	↗	No	Yes (5%)	4.45%	5.07%	12,477,820	222C0356
Bpifrance ¹	February 7, 2022	February 14, 2022	↗	No	Yes (5%)	4.45%	5.07%	12,477,820	222C0361

- ¹ Bpifrance is a public institution of an industrial and commercial nature (établissement public à caractère industriel et commercial ("EPIC")) (27-37 avenue du Général Leclerc, 94710 Maison Alfort Cedex) that indirectly holds a participation through Bpifrance Participations.
- ² SIX Group AG is a company organized under the Swiss law (Hardturmstrasse 201, 8005 Zurich Switzerland).
- ³ The Capital Group Companies Inc. (333 South Hope Street, 55th Floor, Los Angeles, Ca 90071-1406, USA).
- ⁴ BlackRock Inc. is a company organized under the American law BlackRock Inc. (55 East 52nd Street, New York, NY 10055 USA) acting on behalf of clients and funds it manages.
- ⁵ The Caisse des dépôts et consignation (CDC) is a French public institution (56 rue de Lille 75007 Paris France) that indirectly holds a participation through Bpifrance Participations, CNP Assurances and LBP Prévoyance
- ⁶ Harris Associates L.P. is a company organized under the American law (1209 N Orange St, Wilmington, DE 19801, Etats-Unis) acting on behalf of clients and funds it manages.
- ⁷ Bpifrance Participations is a company organized under the French law (27-37 avenue du Général Leclerc, 94710 Maison Alfort Cedex) and controlled by Bpifrance SA (formerly Bpifrance Financement), which is 49.2% jointly controlled by Caisse des dépôts et consignations and 49.2% by EPIC Bpifrance.

G.5.4.6 Shareholders' agreement

Shareholder's agreement between SIX Group AG and Atos SE

At the occasion of the acquisition, by Worldline of SIX Group AG's payment services division, SIX Group AG and Atos SE entered into a shareholders' agreement containing in particular governance provisions, reserved matters and various provisions regarding the transfer of shares. This shareholders' agreement has been amended on March 18, 2019 in the context of the distribution, by Atos SE, of around 23.5% of the share capital of Worldline, and was terminated on February 4, 2020 as a consequence of the disposals of Worldline's shares

completed by Atos SE and the subsequent decrease of Atos SE' shareholding in Worldline to 2.5% of the share capital.

Governance agreements have been also entered into between SIX Group AG and the Company (please refer to the Section E.8 for more information).

To the best knowledge of the Company, no action de concert or similar agreements exists.

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

G.5.4.7 Summary of the transactions made since 1st January 2021 on the shares of the Company (article 223-26 of the AMF Règlement Général)

Name	Type of operation	Financial instrument	Operation date (DD/MM/YYYY)	Volume	Unit price (in €)
Agnès Audier	Acquisition	Shares	07/01/2021	1,350	79.5013
Agnès Audier	Disposal	Shares	06/01/2021	1,210	78.8840
Gilles Grapinet	Pledge	Shares	19/01/2021	38,700	0.0000
Aldo Cardoso	Disposal	Shares	26/01/2021	1,500	72.9600
Bpifrance Participations SA	Consumer loan to Thierry Sommelet	Shares	19/03/2021	750	0.0000
Thierry Sommelet	Consumer loan from Bpifrance Participations	Shares	19/03/2021	750	0.0000
Marc-Henri Desportes	Acquisition	Stock-options	21/07/2021	62,000	0.0000
Eric Heurtaux	Acquisition	Shares	21/07/2021	5,000	0.0000
Eric Heurtaux	Acquisition	Stock-options	21/07/2021	15,000	0.0000
Gilles Grapinet	Acquisition	Shares	21/07/2021	20,250	0.0000
Gilles Grapinet	Acquisition	Stock-options	21/07/2021	81,000	0.0000
Marc-Henri Desportes	Acquisition	Shares	21/07/2021	15,500	0.0000
Lorenz von Habsburg-Lothringen	Acquisition	Shares	21/09/2021	240	66.7900
Bernard Bourigeaud	Acquisition	Shares	08/03/2022	10,000	38.7649
Bernard Bourigeaud	Acquisition	Shares	09/03/2022	5,000	39.9721
Bernard Bourigeaud	Acquisition	Shares	09/03/2022	2,500	39.6573
Bernard Bourigeaud	Acquisition	Shares	15/03/2022	2,500	39.8389

G.5.4.8 Shareholders' Voting Rights

Identifiable Bearer Shares (article 9 of the bylaws)

The Company may, at any time, identify the holders of bearer shares in accordance with applicable laws and regulations.

If a person who has been asked for information fails to provide such information within the time period required by applicable laws and regulations, or provides incomplete or inaccurate information either as to his capacity or as to the owners of the shares or the number of shares held by each of them, the shares or other securities giving immediate or future access to the share capital and for which such person is registered shall be stripped of their voting rights for any Shareholders' Meeting occurring before the information is corrected and payment of the corresponding dividend shall be deferred until such date.

Modifications of the rights of shareholders

The rights of shareholders may be modified in accordance with applicable laws and regulations. The bylaws do not contain any particular provisions with respect to modification of the rights of shareholders that are more stringent than the law.

Shareholders' Voting Rights (articles 11 and 33 of the bylaws)

Each share of the Company gives the right to one vote, subject (i) to the existence of double voting rights on fully paid-up, registered nominal shares held by the same person for at least two years and (ii) treasury shares that do not have voting right.

The bylaws do not contain any provisions restricting the voting rights attached to the shares.



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Crossing of bylaws thresholds (article 10 of the bylaws)

In addition to the thresholds provided for by applicable laws and regulations, any natural person or legal entity who, acting alone or in concert, comes to hold, directly or indirectly, a number of shares representing at least 2% of the share capital or voting rights, or any multiple of 1% thereafter, including beyond the reporting thresholds provided for by laws and regulations, must inform the Company of the total number of shares, voting rights, or securities giving access to the share capital or voting rights of the Company that such person holds, as well as of any securities giving access to the share capital or to voting rights potentially attached thereto, by registered letter with return receipt requested sent to the Company's registered office within four trading days after crossing such threshold(s).

In the event of a failure to comply with the above provisions, the legal penalties for breach of the obligation to report crossing a legal threshold shall apply to thresholds provided for in the bylaws only upon the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders holding at least 2% of the Company's share capital or voting rights.

Subject to the above provisions, this obligation under the bylaws is governed by the same provisions as those governing the legal obligation, including with respect to shares deemed to be held.

The Company reserves the right to report the information provided or a breach of the above obligation by the person in question to the public and to the Company's shareholders in accordance with applicable laws and regulations.

The same reporting obligation, with the same deadline and terms, applies each time the proportion of the share capital or voting rights held by a shareholder decreases to below any of the thresholds referred to above.

G.5.4.9 Control of the Issuer

Worldline is not controlled and there are no provisions either in the Company's bylaws or in any internal charter or internal rules that could have the effect of delaying, postponing or preventing a change of control of the Company.

G.5.4.10 Agreements Likely to Lead to a Change in Control

To the Company's knowledge, there is no other agreement capable of having a material effect, in case of public offer on the share capital of the Company.

G.5.4.11 Treasury stock and Liquidity contract

Treasury Stock

In 2020, the Company purchased 400 shares through a Financial Services Provider at an average price of € 62.92. These shares were acquired for an adjustment related to the exercise of an employee's stock options. This information has been effectively and fully disclosed and made available on the Company's website.

Liquidity contract

Worldline and Rothschild Martin Maurel entered into a new liquidity contract on June 28, 2019. This contract has been concluded following changes to the regulation applicable to liquidity contracts and is compliant with the AMF decision n° 2018-01 dated July 2, 2018 (the "AMF Decision"), effective since January 1st, 2019.

The trading platform on which trades under the liquidity contract are made is Euronext Paris.

The liquidity contract may be terminated at any time and without notice by Worldline or by Rothschild Martin Maurel, subject to a one-month prior notice.

The transactions carried out in 2021 under the liquidity contract are as follows:

Cumulated gross flows as at December 31, 2021	Cumulated purchases	Cumulated sales
Number of Shares	1,407,771	1,400,096
Average Sale/Purchase price (in €)	72.601	72.532
Total Amount of Purchases/Sales (in €)	105,546,508.46	104,748,281.97

Description of the share buyback program submitted to approval of the General Meeting of June 9, 2020

The General Meeting of June 9, 2020 renewed the authorization granted to the Company to trade on its own shares for 18 months, in accordance to the conditions described below.

Subject to any necessary amendments under Regulation (EU) No. 596/2014 of April 16, 2014 on market abuse, related European Commission regulations, and market practices allowed by the French Financial Markets Authority (AMF), the goals of the buyback program are as follows:

- To keep the shares and subsequently use them for payment or exchange in the context of possible external growth operations, it being specified that the maximum amount of shares acquired by the Company in this context shall not exceed 5% of the share capital;
- To ensure liquidity and an active market of the Company's share through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the "Autorité des Marchés Financiers" (French Financial Market Authority);
- To attribute or sell these shares to the Corporate Officers or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 225-177 *et seq.* of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 225-197-1 *et seq.* of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- To remit the shares acquired upon the exercise of rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides; or
- To cancel these shares as a whole or in part through a reduction of the share capital in accordance with the 32nd resolution of the General Shareholders' Meeting held on June 9, 2020.

This authorization may be used at any time, except during public offers on the shares of the Company.

Acquisitions, sales, transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasions, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share buyback program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price is set at € 95 (excluding taxes) per share and the number of shares which may be acquired is 10% of the shares making up the Company share capital, at any moment, this percentage applying to an adjusted capital according to the transactions affecting it subsequently to the General Meeting.

Under this program, purchases, sales or transfers of the Company's shares may take place at any time in accordance with legal and regulatory requirements, except during public offers for the purchase or exchange of shares initiated by the Company or concerning the Company's shares.

At the combined General Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2020, the shareholders will be asked to terminate the 30th resolution approved by the combined General Shareholders' Meeting on June 9, 2020 and to authorize, the implementation of a new share buyback program, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, Articles L. 241-1 *et seq.* of the General Regulation of the AMF, Regulation (EU) No. 596/2014 of April 16, 2014 on market abuse (MAR), and the related European Commission regulations (delegated regulations).

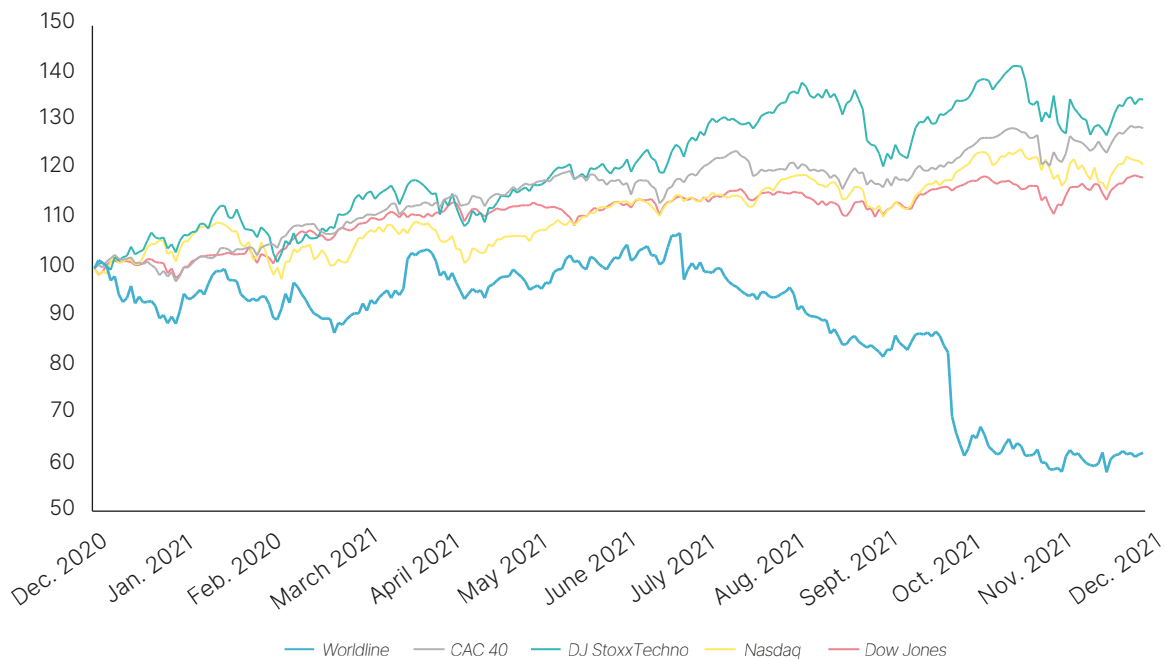


G.5.5 Share trading performance

G.5.5.1 Stock market overview

Worldline's share price finished 2021 down 38% at € 49.01. Worldline market capitalization reached € 13 747 million at the end of 2021.

Worldline's share performance in comparison with indices (base 100 at December 31, 2019)



G.5.5.2 Key figures

	2021	2020	2019	2018	2017
Highest (in €)	84.84	81.66	65.95	56.25	43.99
Lowest (in €)	45.84	39.00	38.92	40.10	24.86
Closing as of 31/12 (in €)	49.01	79.10	63.15	42.20	40.67
Average daily volume processed on Euronext platform (in number of shares)	693,020	814,842	365,137	92,333	84,216
Free-float	84.1%	84.33%	55.77%	21.49%	29.93%
Market capitalization as of 31/12 (in € million)	13,747	22,080	11,541	7,704	5,405
Enterprise Value as of 31/12 ¹ (in € million)	16,872	25,245	12,182	7,670	5,096
EV/revenue	3.9 ²	5.3 ²	5.1	3.5 ²	3.2
EV/OMDA	17.2 ²	22.1 ²	20.2	19.6	15.2
P/E (year-end stock price ÷ normalized basic EPS)	31.2	43.6	38.3	37.6	37.6

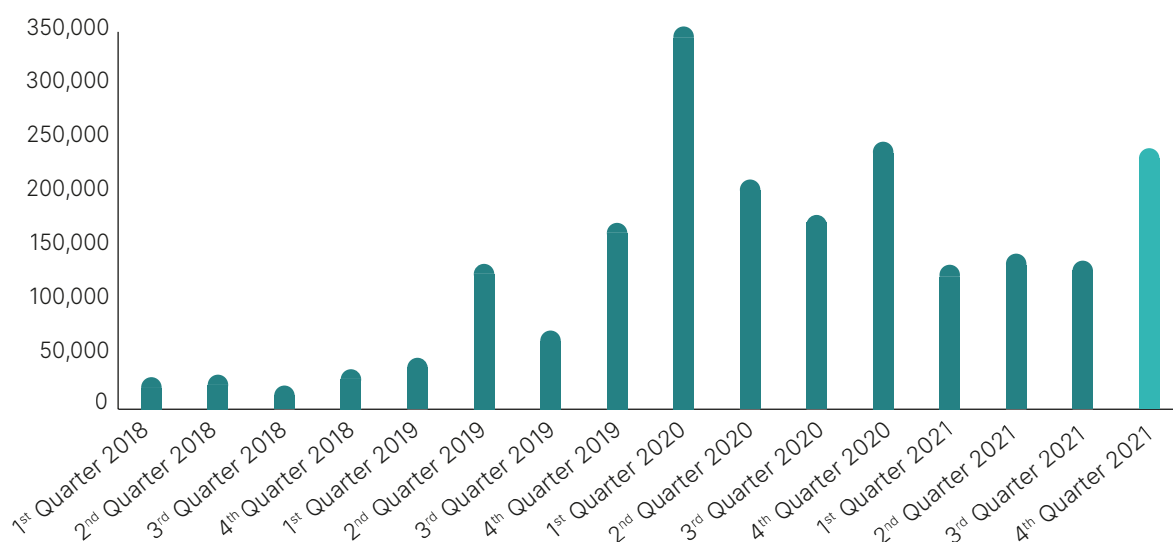
¹ Assuming that (Enterprise Value) = (Net Debt) + (Market Capitalization).

² Pro forma.

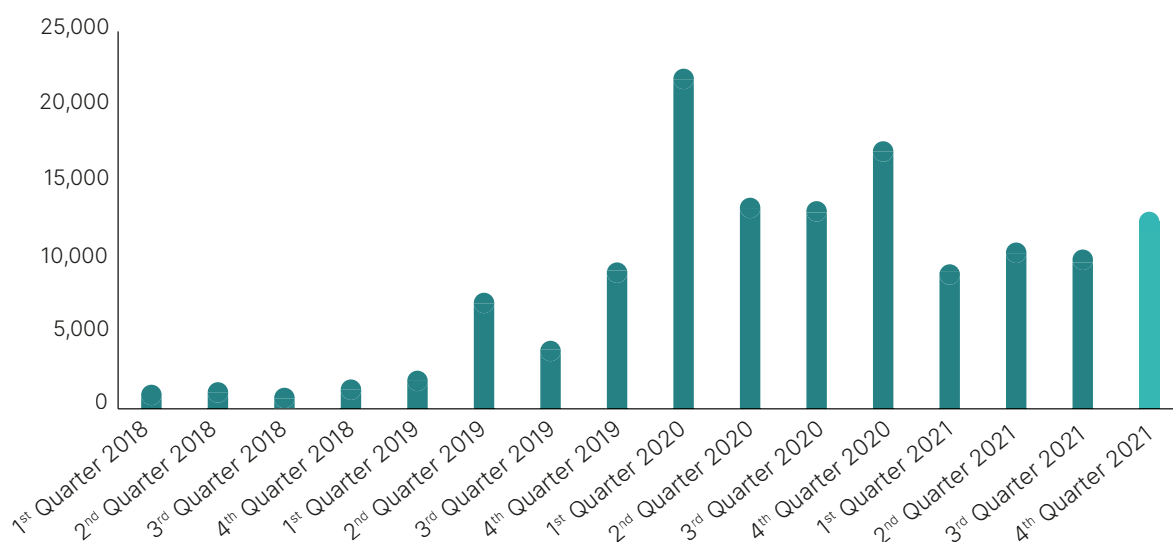
G.5.5.3 Trading volumes

In 2021, the average daily number of shares traded reached 693 thousands on Euronext platforms, compared to 815 thousands in 2020. Regarding trading volumes on Worldline SA shares, Euronext platform represented 29% of the total 2021 volumes, compared to 22% in 2020.

Quarterly trading volume (in thousands of shares)



Quarterly trading volume (in € million)





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G.5.5.4 2021 and subsequent key trading dates

Date	Key event
February 24, 2021	2020 annual results: a landmark year
April 21, 2021	Q1 2021 revenue
May 20, 2021	2021 Annual General Meeting
May 28, 2021	Worldline to acquire Cardlink, the leading Network Services Provider in Greece
July 1, 2021	Worldline signs a strategic partnership with BNL in merchant acquiring in Italy
July 27, 2021	Solid H1 2021 results
October 26, 2021	Q3 2021 revenue in line with full-year trajectory
October 27, 2021	Investor Day - 2024 vision: A premium global Paytech company at the heart of the European payment ecosystem
December 07, 2021	Worldline signs a strategic partnership with Eurobank in merchant acquiring in Greece
February 21, 2022	Sale of TSS activities to Apollo Funds
February 22, 2022	FY 2021 continued operations results



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H.1 Persons responsible

H.1.1 Name and position of the person responsible for the Universal Registration Document [GRI 102-53]

Mr. Gilles Grapinet, Chief Executive Officer

H.1.2 Certification of the person responsible for the Universal Registration Document

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

I hereby declare that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of

the Company and all the other companies included in the scope of consolidation, and that the management report (here attached) gives a fair description of the material events, results and financial position of the Company and all the other companies included in the scope of consolidation, as well as a description of the main risks and contingencies with which the Company may be confronted.

Bezons April 25, 2022

Gilles Grapinet

Chief Executive Officer

H.1.3 For the audit

Statutory auditors

Deloitte & Associés

(represented by Véronique Laurent)

- Appointed on: June 30, 1997, renewed on March 29, 2004, May 28, 2010, and in May 26, 2016 for a term of 6 years
- Term of office expires: at the end of the AGM held to adopt the 2021 financial statements

Grant Thornton

(represented by Virginie Palethorpe)

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

Substitute auditors

Cabinet B.E.A.S.

- Appointed on: June 30, 1997, renewed on March 29, 2004, May 28, 2010, and in May 26, 2016 for a term of 6 years
- Term of office expires: at the end of the AGM held to adopt the 2021 financial statements

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

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

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

H.2 Glossary

H.2.1 Financial terms

Current and non-current assets or liabilities: A current and non-current distinction is made between assets and liabilities on the balance sheet. The Group has classified as current assets and liabilities those that it expects to realize, use or settle during its normal cycle of operations, which can extend beyond 12 months following the period-end.

Current assets and liabilities, excluding the current portion of borrowings and financial receivables, represent the Group's working capital requirement.

CAGR: The Compound Annual Growth Rate reflects the mean annual growth rate over a specified period of time longer than one year. It is calculated by dividing the value at the end of the period in question by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result. As an example:

- Worldline 2018-2021 revenue CAGR = $(\text{Revenue 2021e}/\text{Revenue 2018})^{(1/3)} - 1$.

DSO: (Days' Sales Outstanding). DSO is the amount of trade accounts receivables (including work in progress) expressed in days' revenue (on a last-in, first-out basis). The number of days is calculated in accordance with the Gregorian calendar.

Net debt: Net debt comprises total borrowings (bonds, finance leases, short and long-term bank loans, securitization and other borrowings), short-term financial assets and liabilities bearing interest with a maturity of less than 12 months, less cash and cash equivalents (transferable securities, cash at bank and in hand).

Operating margin: Operating margin comprises operating income before major capital gains or losses on the disposal of assets, major reorganization and rationalization costs, impairment losses on long-term assets, net charge to provisions for major litigations and the release of opening balance sheet provisions no longer needed.

EBITDA: (Earnings Before Interest, Tax, Depreciation and Amortization). For Worldline, EBITDA is based on Operating margin less non-cash items and is referred to as OMDA (Operating Margin before Depreciation and Amortization).

OMDA (Operating Margin before Depreciation and Amortization) is calculated as follows:

Operating margin:

- Less - Depreciation of fixed assets (as disclosed in the "Financial report");
- Less - Operating net charge of provisions (composed of net charge of provisions for current assets and net charge of provisions for contingencies and losses, both disclosed in the "Financial report");
- Less - Net charge of provisions for pensions (as disclosed in the "Financial report").

Gearing: The proportion, expressed as a percentage of net debt to total shareholders' equity (Group share and minority interests).

Interest cover ratio: Operating margin divided by the net cost of financial debt, expressed as a multiple.

Leverage ratio: Net debt divided by OMDA.

Operating income: Operating income comprises net income before deferred and income taxes, net financial expenses, share of net income from associates and the results of discontinued operations.

Normalized net income: Net income (Group share) before unusual and infrequent items, net of tax.

EPS (earnings per share): Basic EPS is the net income divided by the weighted-average number of common shares outstanding during the period. Diluted EPS is the net income divided by the diluted weighted-average number of common shares for the period (number of shares outstanding + dilutive instruments with dilutive effect). Normalized EPS is based on normalized net income.

Free cash flow: Represents the change in net cash or net debt, excluding equity changes, dividends paid to shareholders, net acquisitions/disposals.



H.2.2 Business KPI's (Key Performance Indicators)

Revenue

Organic growth: Organic growth represents the percent growth of a unit based on a constant scope and exchange rates basis.

TCV (Total Contract Value): The total value of a contract at signature (prevision or estimation) over its duration. It represents the firm order and contractual part of the contract excluding any clause on the decision of the client, as anticipated withdrawal clause, additional option or renewal.

Pipeline: The value of revenues that may be earned from outstanding commercial proposals issued to clients. Qualified pipeline applies an estimated percentage likelihood of proposal success.

Human Resources

Staff: The total number of employees under Worldline employment contracts at the end of the period. Staff includes those on long sickness or long absence, apprentices, trainees, and employees on maternity leave, but excludes subcontractors and interims.

FTE (Full-time equivalent staff): The total number of staff calculated using information from time sheets on the basis of working time divided by standard contractual workable time per employee. In general, a person working on a full time contract is considered as one FTE, whereas a person working on a part time contract would be less considered than one FTE.

Calculations are based on contractual working time (excluding overtime and unpaid holidays) with potential workable time (in hours or days) = nominal time + overtime balance – unpaid

vacation. For subcontractors and interim staff, potential workable hours are based on the number of hours billed by the supplier to Atos.

Subcontractors: External subcontractors are third-party suppliers. Outsourced activities (e.g. printing or call center activities) and fixed price subcontracting are excluded from the recorded number of subcontractors or interims.

Interims: Staff from an agency for temporary personnel. Interims are usually used to cover seasonal peaks or for situations requiring staff for a short period of time.

Direct Staff: Direct staff includes permanent staff and subcontractors, whose work is billable to a third party.

Indirect staff: Indirect staff includes permanent staff or subcontractors, who are not billable to clients. Indirect staff is not directly involved in the generation of products and/or services delivered to clients.

Permanent staff: Permanent staff members have a contract for an unspecified period of time.

Temporary staff: Temporary staff has a contract for a fixed or limited period of time.

Staff turnover and attrition rate (for legal staff): Turnover and attrition rates indicate the proportion of legal staff that has left the Group (voluntary and/or involuntary) in a defined period:

- Turnover measures the percentage of legal staff that has left the business in a defined period;
- Attrition measures the percentage of legal permanent staff that has voluntarily left the business in a defined period. Attrition rate is a ratio based on total voluntary leavers in the period on an annual basis divided by the average number of permanent staff in the period.

H.2.3 Market terms

Dilutive instruments: Financial instruments such as bonds, warrants, stock subscription options, free shares, which could be converted into shares and have therefore a potential dilutive impact on common stock.

Dividends: Cash or stock payments from a company's profits that are distributed to stockholders.

Enterprise Value (EV): Market capitalization + debt.

Free float: Free float is the proportion of a company's share capital that is regularly traded on the stock exchange. It excludes shares in the six categories listed below (source Euronext):

- Shares held by Group companies: Shares of the listed company held by companies that it controls within the meaning of article 233/3 of the French Commercial Code;

- Shares held by founders: shares held directly or indirectly by the founders (individuals or family group) when these founders have managerial or supervisory influence (management positions, control by voting rights, influence that is a matter of public knowledge, etc.);
- Shares held by the State: Interests held directly by the State, or by public sector or other companies which are themselves controlled by the State;

- Shares within the scope of a shareholders' agreement: Shares subject to a shareholders' agreement within the meaning of article 233/10 and 11 of the French Commercial Code, and other than those held by founders or the State;
- Controlling interest: Shares held by juridical persons (other than founders or the State) exercising control within the meaning of article 233/3 of the French Commercial Code;
- Interests considered stable: Interests exceeding 5%, which have not declined by one percentage point or more, excluding the impact of dilution, in the three preceding years. This category also includes shareholders that, in addition to or in association with the link represented by share ownership, have recently entered into significant industrial or strategic agreements with the Group.

H.2.4 Business terms

3-D Secure: VISA security standard enabling an issuer to authenticate cards used for online payments. 3-D Secure is intended to replace Secure Electronic Transaction (SET).

Acquirer/acquiring bank: Financial institution that enters into an agreement with an accepting party to acquire data from card-based transactions and enter such data into the issuer's settlement system. A single financial institution may be both an acquirer and an issuer.

Acquiring: Process by which an acquirer receives payment transaction data from an accepting party, generally a merchant, pursuant to its agreement with such accepting party.

Acquiring Processing: Set of technical operations performed to carry out the acquirer's activity, which may be sub-contracted to a specialized company.

API: Application programming interface.

ATM: Automated teller machine.

Authentication: Procedure that allows the payment service provider to verify the use of a specific payment instrument, including its personalized security features.

Authorization: Approval or guarantee given by the issuer to the acquirer. The authorization implies that the issuer will honor the transaction.

Chargeback: An offsetting mechanism whose purpose is to reverse an initial payment or withdrawal on the grounds that the transaction in question should not be processed due to the accepting party's failure to comply with security rules.

Clearance/clearing: A mechanism permitting banks and financial institutions to carry out transactions. A transaction always has a debtor and a creditor. Clearance is evidenced by accounting entries recording the transaction. The credit to the creditor's account is said to offset the debit to the debtor's account.

Dilutive instruments: dilutive instruments are financial instruments (bonds, share subscription warrant, share subscription options, free shares) that can be converted in shares and that have therefore a dilutive impact on the share capital.

PER (Price Earnings Ratio): Market capitalization divided by net income for a trailing (or forward) 12-month period.

Market capitalization: The share price of a company multiplied by the number of its shares in issue.

Closed loop payment card: Payment card for which processing goes directly from the payment terminal to the card issuer's system without going through a third party.

Cloud: Concept consisting of the transfer to distant servers of storage and data processing traditionally held on local servers or the user's hardware.

CMS / Card Management System: Software for managing a fleet of cryptographic devices such as smart cards.

Commercial acquiring: The business of acquiring, which consists in carrying out card payments made by a merchant's customers and includes receiving funds from issuing banks and depositing the proceeds, net of a "merchant service charge", into the merchant's account.

Commercial processing/processing: Set of technical operations performed to carry out a merchant's payment transactions.

CRM / customer relationship management: Management of the customer relationship.

Cross-channel / omni-channel: Adoption of new behavior by customers who change channels during their decision-making process, where previously they were required to perform all of the steps in the process (identification of a need, search for information, evaluation of the alternatives, selection, post-purchase evaluation) through the only channel available.

Cryptographic accelerator: Electronic device that increases the speed of encryption operations on payment terminals.

CSM: Clearing and settlement mechanism.

Data center: Physical site used to house the equipment comprising a business's information system (central computers, servers, storage facilities, network and telecommunications equipment, etc.).



Appendices

Glossary

DCC / Dynamic Currency Conversion: Financial service in which holders of credit cards have the cost of a transaction converted to their local currency when making a payment in a foreign currency.

e/m Payment: e-Payment or m-Payment.

e-Banking or online banking: Refers to Internet banks offering their customers remote banking services, without using tellers or physical branches for carrying out their transactions.

e-Commerce: The sale or purchase of goods or services by a business, an individual, a governmental authority or any other public or private organization, carried out through a computer network.

e-Consumer: A consumer who carries out transactions using digital technologies.

e-Government: The use of digital technologies (often by Internet) to provide government services.

Electronic wallet / e-Wallet: A device for storing currency without any need for a bank account, and for making direct online payments through a payment terminal. By extension, a device permitting unique and user-friendly access to several payment solutions (for example, credit cards or debit cards).

EMV: Europay - MasterCard - Visa. International standard governing payment cards with chips as well as the performance of payment terminals. EMV cards and terminals must be certified pursuant to the procedures required by EMV Co, the supervisory body for the EMV standard.

Encryption: Application of mathematical theory to create techniques and algorithms to be applied to data to ensure its confidentiality, integrity and/or authentication, for example.

e-Payment: Means of performing commercial transactions for the exchange of goods or services on the Internet.

e-Ticketing: Electronic system enabling the issuance, verification and payment of tickets, in particular in the area of public transportation.

HCE / Host Card Emulation: Virtual representation of a physical smart card using software on a mobile telephone.

HSM / Hardware Security Module: Electronic equipment providing security services consisting of the generation, storage and protection of encryption keys.

Interchange fees: The amount that the acquiring bank (the merchant's counterparty) must pay to the issuing bank (the bank that issued the card to the cardholder) each time the card is used for a customer's payment to a merchant.

Issuer / issuing bank: Financial institution (or similar) that issues a card to a cardholder.

Issuing: Issuance of means of payment such as credit cards, debit cards and pre-paid cards.

Issuing Processing: Set of technical operations performed to carry out the issuer's activity, which may be sub-contracted to a specialized company.

ITSO: Integrated Transport Smartcard Organization.

Kiosk: An interactive terminal.

Licensed payment institution: Legal entity authorized pursuant to the Payment Services Directive to provide payment services.

M2M/machine to machine: Technology allowing for communications between machines without human intervention.

m-Commerce / mobile commerce: The use of wireless technologies, more specifically mobile telephony technology, to conduct commercial transactions.

m-Payment / mobile payment: Transaction carried out from a mobile telephone and charged to a credit or debit card, the operator's invoice or an electronic wallet.

NFC / Near-Field Communication: Near-Field Communication. Short-range, high-frequency wireless communication technology permitting the exchange of information between devices up to a distance of approximately ten centimeters.

OBEP / Online Banking e-Payments: Type of payment network developed by the banking industry in coordination with technology providers, designed specifically to meet the unique requirements of payments made by Internet.

Omni-commerce: Refers to cross-channel commerce solutions.

Open payments: Technology based on contactless payment card usage in order to settle fares.

Payment collecting: Centralization of worldwide payment transactions with numerous local acquirers for a given merchant.

Payment gateway: Internet site permitting the acceptance of online payments and accessible through numerous other websites.

Payment scheme: Commonly refers to an organization in charge of defining and ensuring compliance with rules specific to a method of payment. Visa and MasterCard are payment schemes.

Payment services: Services enabling cash to be placed on or withdrawn from a payment account, as well as all the operations required for managing a payment account; execution of payment transactions; transmission of funds; issuance of payment instruments and/or acquisition of payment orders; execution of payment transactions where the consent of the payer is given by means of a telecommunication, digital or IT device and the payment is made to the telecommunication, IT system or network operator, acting only as an intermediary between the payment service user and the supplier of the goods and services.

Payment Services Directive: European Directive 2007/64/CE of November 13, 2007 on payment services in the internal market.

Payment services hub: Electronic payment platform that enables centralized processing of batch and individual payments on a single end-to-end platform, irrespective of instrument type, value of payment, customer, channel or transaction type. It supports standards based interfaces and provides a holistic, real-time view and sharing of information across all payments.

Payment terminal / Terminal: Equipment used for electronic payments. Terminal that performs electronic reading of payment cards, certain verifications of validity and automatic transmission of transactions to the acquirer.

PCI / Payment Card Industry: Association of the principal payment schemes: Visa, MasterCard, American Express, Discover, and JCB.

PCI-DSS: Payment Card Industry – Data Security Standard. Data security standard developed by the Payment Card Industry.

PEACH: Pan-European Automated Clearing House.

Peer-to-Peer: Computer network model similar to the client-server model but in which each client is also a server.

PIN: Personal identification number. A secret code required in order to confirm a user's identity.

POS / Point Of Sale: The location where a commercial transaction takes place. A point of sale may include several points of acceptance (for example, a supermarket is a point of sale, whereas each of the supermarket's cash registers is a point of acceptance). With rare exceptions, any French point of sale is legally defined by its SIRET number.

POS terminal: Terminal combining the functions of a payment terminal with other functions relating to the merchant's business and to payments other than by card, such as cash or cheque.

Private label card: Card issued by a merchant or a non-financial institution and used for the purchase of goods and services.

SaaS / Software-as-a-Service: Software-as-a-Service. Commercial software delivery model in which software is installed on distant servers rather than on the user's machine.

SEPA: The Single Euro Payments Area, a project initiated in 2002 by credit institutions to make payments among 34 European countries as easy and as secure as domestic payments, by putting in place three European payment methods, namely wire transfer, direct debit and payment by card.

Settlement: Payment of funds by the acquirer either directly into the merchant's bank account or through the payment service.

SIPS: Secure Internet Payment Services. A secure online, cross-channel payment processing solution.

SOA: Service-oriented architecture. Middleware architecture model enabling interaction among applications by providing services (in the form of software components) with strong internal consistency but loose coupling to external components.

Token: Anonymous digital identifier that can be transferred between two entities over the internet.

VAS: Value added services.

White label: A service or solution produced by one entity, the producer, that another entity, the marketer, rebrands and distributes to make it appear as if it had made it.



Appendices

Cross-reference tables

H.3 Cross-reference tables

H.3.1 Cross-reference table for the Universal Registration Document

The cross-reference table below identifies the information required by Annex 1 and 2 of the Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 relating to the Regulation (EU) 2017/1129 of June 14, 2017 in accordance with the structure of the Universal Registration Document and allows to cross-reference them with the sections of the 2020 Universal Registration Document.

N°	Items of the Annex 1 and 2 of the Delegated Regulation (EU) 2019/980 of March 14, 2019	2021 Universal Registration Document
Section 1	Persons responsible, third party information, experts' reports and competent authority approval	
Point 1.1	Indication of persons responsible	H.1.1
Point 1.2	Declaration by persons responsible	H.1.2
Point 1.3	Name, address, qualification and material interest in the issuers of experts	N/A
Point 1.4	Confirmation of the accuracy of the source from a third party	Preliminary notes
Point 1.5	Statement from the designated authority with no prior approval	AMF textbox
Section 2	Statutory auditors	
Point 2.1	Names and addresses of the auditors	H.1.3
Point 2.2	Information regarding changes of statutory auditors during the period	N/A
Section 3	Risk factors	F.2
Section 4	Information about the issuer	-
Point 4.1	Legal and commercial name of the issuer	G.1.2
Point 4.2	Place and number of registration	G.1.2
Point 4.3	Date of incorporation and length of life of the issuer	G.1.2
Point 4.4	Domicile and legal form of the issuer, legislation under which the issuer operates, its country of incorporation and address and telephone number of its registered office	G.1.2 H.4.1
Section 5	Business overview	
Point 5.1	Main activities	A.1
Point 5.1.1	Nature of the issuer operations and main activities	A.1; A.2; B; C
Point 5.1.2	New products or services developed	A.4; C
Point 5.2	Principal market	B; C
Point 5.3	Important business events	A.4; A.5; E.5.7.3 (Notes 1 and 2)
Point 5.4	Strategy and objectives	C.5; E.2; E.3
Point 5.5	Dependence on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes	C.11
Point 5.6	Basis for statements made by the issuer regarding its competitive position	B ; C.2
Point 5.7	Investments	
Point 5.7.1	Main investments	A.5.3.2; C.9; E.5.7.3 Note 1
Point 5.7.2	Material investments of the issuer that are in progress or for which firm commitments have already been made, including the geographic distribution of these investments and the method of financing	A.5.3.2; C.9
Point 5.7.3	Main joint ventures and undertakings in which the issuer holds a proportion of the capital	A.5.3.3; E.5.7.3, Note 7.3; E.6.4.4 Note 3
Point 5.7.4	Environmental issues	D.5

N°	Items of the Annex 1 and 2 of the Delegated Regulation (EU) 2019/980 of March 14, 2019	2021 Universal Registration Document
Section 6 Organizational structure		
Point 6.1	Brief description of the Group	A
Point 6.2	List of significant subsidiaries	A.5.2; A.5.3; E.5.7.3 Note 16
Section 7 Operating and financial review		
Point 7.1	Financial condition	
Point 7.1.1	Analysis of development and performance or position including both financial and, where appropriate, non-financial Key Performance Indicators	A.1; A.2; A.4; D.1.4; D.2.6; D.3.5; D.4.8; D.5.4; D.6.4; E.1; E.4; E.5; E.6; E.7; E.9
Point 7.1.2	Likely future development in the field of Research and Development	C.11
Point 7.2	Operating results	
Point 7.2.1	Unusual or infrequent events or new developments materially affecting the issuer's income	E.1; E.3; E.5.7.3 Note 6; E.6.4.2
Point 7.2.2	Discussion about material changes in net sales or revenues	A.1; A.2; A.4; E.1; E.4; E.5; E.6
Section 8 Capital resources		
Point 8.1	Issuer's capital resources	E.4.3; E.5.7.3 Note 13; G.5
Point 8.2	Sources and amounts of the issuer's cash flows	E.4.2
Point 8.3	Information on the borrowing requirements and funding structure	E.4.3
Point 8.4	Restrictions on the use of capital resources	F.2.4
Point 8.5	Anticipated sources of funds to fulfill commitments	E.4.3; E.5.7.3 Note 7
Section 9 Regulatory environment		
Point 9.1	Information regarding any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations	B.4.3; C.4; F.2.2
Section 10 Trend information		
Point 10.1	Most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year	E.2 ; E.3 ; E.5.7.3 Note 18
Point 10.2	Known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects	B; C; E.2; E.3; F.2
Section 11 Profit forecasts or estimates		
Point 11.1	Profit forecasts or estimates publications	E.2; E.3
Point 11.2	Statement setting out the principal assumptions upon which the issuer has based his forecast or estimate	E.2; E.3
Point 11.3	Statement pointing out the comparison with historical financial information consistent with the issuer's accounting policies	E.1.1; E.4.4; E.4.5
Section 12 Administrative, management and supervisory body and senior management		
Point 12.1	Information regarding the members - Name, business addresses and functions - Detail of the nature of any family relationship - Relevant management expertise and management experience - Detail of any convictions	G.2.3
Point 12.2	Conflict of interest	G.2.3.10; G.3.1.1.3
Section 13 Remuneration and benefits		
Point 13.1	Remuneration and benefits in kind	D.3.3.3; G.3.2
Point 13.2	Pension, retirement or similar benefits	E.5.7.3 Note 11; G.3
Section 14 Board practices		
Point 14.1	Current term office	G.2.2; G.2.3
Point 14.2	Contracts providing benefits upon termination of employment	G.2.3.10
Point 14.3	Information about Audit Committee and Remuneration Committee	G.2.5.1 ; G.2.5.3



Appendices

Cross-reference tables

N°	Items of the Annex 1 and 2 of the Delegated Regulation (EU) 2019/980 of March 14, 2019	2021 Universal Registration Document
Point 14.4	Statement related to corporate governance	G.2.1
Point 14.5	Potential material impacts on the corporate governance	G.2
Section 15 Employees		
Point 15.1	Number of employees	E.1.3
Point 15.2	Shareholdings and stock-options	D.3.3.3; E.5.7.3 Note 6; E.6.4.4 Note 8; G.3.3; G.5.1.2; G.5.4
Point 15.3	Arrangements involving the employees in the capital of the issuer	D.3.3.3; G.3.3
Section 16 Major shareholders		
Point 16.1	Identification of the main shareholders holding more than 5%	G.5.1.2; G.5.4.5
Point 16.2	Types of voting rights	G.5.4.8
Point 16.3	Ownership and control	G.5.4.9
Point 16.4	Arrangements which may result in a change in control of the issuer	N/A
Section 17 Related party transactions E.5.7.3 Note 15 ; E.6.4.4 Note 18 ; E.8		
Section 18 Financial information concerning the issuer's assets and liabilities, financial position and profits and losses		
Point 18.1	Historical financial information	
Point 18.1.1	Audited historical financial information covering the latest three years	Preliminary notes ; E.7.1
Point 18.1.2	Change of accounting reference date	N/A
Point 18.1.3	Accounting standards	E.5.7.2; E.6.4.3
Point 18.1.4	Change of accounting framework	E.5.7.2
Point 18.1.5	Financial information according to French accounting standards	E.6; E.7
Point 18.1.6	Consolidated financial statements	E.5
Point 18.1.7	Age of latest financial information	
Point 18.2	Interim and other financial information	
Point 18.2.1	Quarterly or half-yearly financial information	
Point 18.3	Auditing of historical annual financial information	
Point 18.3.1	Independent audit of historical annual financial information	E.5.1; E.6.1
Point 18.3.2	Other information in the Universal Registration Document audited by auditors	D.7.4
Point 18.3.3	Source of information and reason for information not to be audited	N/A
Point 18.4	<i>Pro forma</i> financial information	E.4.5
Point 18.5	Dividend policy	G.5.2
Point 18.5.1	Description of the issuer's policy on dividends	G.5.2
Point 18.5.2	Amount of dividend per share	G.5.2
Point 18.6	Legal and arbitration proceedings	F.4
Point 18.7	Significant changes in the issuer's financial position	E.4; E.5.4
Section 19 Additional information		
Point 19.1	Share Capital	G.5.4
Point 19.1.1	Amount of issued capital	G.5.4
Point 19.1.2	Shares not representing capital	N/A
Point 19.1.3	Shares held by or on behalf of the issuer itself	G.5.4

N°	Items of the Annex 1 and 2 of the Delegated Regulation (EU) 2019/980 of March 14, 2019	2021 Universal Registration Document
Point 19.1.4	Convertible securities, exchangeable securities or securities with warrants	G.5.4.3
Point 19.1.5	Information about and terms of any acquisition rights and or obligations over authorized but unissued capital or an undertaking to increase the capital	G.5.4.3
Point 19.1.6	Information about any capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option and details of such options including those persons to whom such options relate	G.5.4.3
Point 19.1.7	History of share capital	G.5.4.2
Point 19.2	Memorandum and Articles of Association	G.1
Point 19.2.1	Register and entry number of the issuer and brief description of the issuer's object and purposes	G.1
Point 19.2.2	Rights, preferences and restrictions attached to each share category	G.5.4.8
Point 19.2.3	Articles of association, statutes, charter or bylaws delaying, deferring or preventing a change of control of the issuer	G.5.4.8
Section 20	Material contracts	E.1; E.4; E.8; F.2; F.3
Section 21	Documents on display	G.5.3

H.3.2 Cross-reference table for the Financial report

In order to facilitate the reading of this document, the cross-reference table, hereafter, allows identifying in this Universal Registration Document, the information which constitutes the Annual Financial report having to be published by the listed companies in accordance with article L. 451-1-2 of the French Monetary and Financial Code and article 222-3 of the French Market Authorities' General Regulations.

Information	Sections
Company financial statements	E.6
Consolidated financial statements	E.5
Annual Report	H.3.3
Certificate of the Annual Financial report responsible	H.1.1
Statutory auditors' report on the Company financial statements	E.6.1
Statutory auditors' report on the consolidated financial statements	E.5.1
Statutory auditors fees	E.5.7.3 Note 17
Report of the Board of Directors on Corporate Governance and Internal Control	H.3.5
Statutory auditors' report, in accordance with article L. 22-10-71 of French Commercial Code	E.6.1



Appendices

Cross-reference tables

H.3.3 Cross-reference tables with the Annual Management Report

The cross-reference table below identifies in the 2020 Universal Registration Document the information included in the Annual Management Report to be provided by the Company's Board of Directors, as required by Articles L. 225-100 et seq. of the French Commercial Code.

	Section
1. Business Trends Analysis	B.; E.1
2. Analysis of Results	E.1; E.4
3. Financial Operations Analysis	E.4
4. Description of main Risks and Uncertainties	F.2; F.4
5. Financial Instruments Use	E.5.7.3 Note 7
6. Risks factors such as Pricing, Credit, Liquidity in Cash and Treasury	F.2
7. Information relating to the Shares Repurchases	G.5.4.11
8. Situation during the Fiscal year 2021	E.1; E.4; E.5; E.6; E.7
9. Foreseeable Trend of the Situation	B; C.5
10. Substantial Events Occurred since the End of 2021	E.5.7.3 Note 18; E.6.4.4 Note 20
11. Research and Development Activities	C.11
12. Existing branches	A.5.3
13. Business and Results of Operations of the parent company, Worldline SA	E.6
14. Business and Results of Operations of the subsidiaries during the Fiscal Year 2021	E.1; E.4; E.5
15. Financial and non-financial key performance indicators	D; E
16. Business Outlook	B; C.5; E.2; E.3
17. Selected Financial Information of Worldline SA over the Last Five Fiscal Years	E.7.1
18. Employees' Involvement in the Capital of the Issuer the Last Day of the Fiscal Year	G.5.1.2
19. Social and Environmental Information	D
20. Equity Holdings or Controlled Companies, Subsidiaries with a French Head-Office	E.5.2
21. Table of Transactions in the Company's Shares by the management of the Company	G.5.4.7
22. Information on the Payment Cycles for Suppliers	E.7.2
23. Board report on Corporate Governance	H.3.5
24. Dividends Paid over the Last Three Fiscal Years	G.5.2
25. Evolution and repartition of the shareholding (including treasury shares)	G.5.1.2
26. Financial risks linked to climate change and measures taken to reduce them through the implementation of a low-carbon strategy	D.5
27. Main characteristics of internal control procedures and risk management procedures	F.1; F.4
28. Vigilance plan	D.4.3
29. Extra-financial performance declaration	H.3.4

H.3.4 Cross-reference table with article L. 225-102-1 regarding the declaration of extra-financial performance

Article R.L. 225-102-1 Declaration of extra-financial performance	Paragraphs
I. The Company's Business Model	C.3 D.1.2.1.2
	D.1.2.2 D.2.1 D.3.1 D.4.1 D.5.1
II. The Company's risk analysis	F.2
1° Description of the main risks related to the Company's activity	D.1.2.2 D.2.1 D.3.1 D.4.1 D.5.1 F.3
2° Description of the mitigation policies to prevent the occurrence of these risks	D.1.3 D.1.4 D.2.1 D.2.6 D.3.1 D.3.5 D.4.1 D.4.8 D.5.1 D.5.4 D.7.2.1 D.7.2.2 D.7.3
3° The results of these policies, including key performance indicators	
III. A-Content declaration relevant to the main risks/policies mentioned in II	
SOCIAL INFORMATION	
Employment	
Total employees and distribution by gender, age and geographic location	D.3.1
New hires and departures	D.3.3.1
Compensation and its evolution	D.3.3.3
Work organisation	
Organisation of working time	D.3.2.2.4
Absenteeism	D.3.5
Health and Safety	
Health and safety conditions	D.3.2.2.2
Frequency/severity rate of work accidents, professional illnesses	D.3.2.2 D.3.5
Labour Relations	
Organization of employee relations and employee communications, consultation and negotiation procedures	D.3.2.2.1
Training	
Training policies, especially in the field of environmental protection	D.5.1.2.2
Total training time	D.3.4.1 D.3.5
Measures for the equal treatment of women and men	D.3.2.3.1
Measures for the employment of persons with disabilities	D.3.2.3.2
Anti-discrimination policy	D.3.2.3



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Cross-reference tables

Article R.L. 225-102-1 Declaration of extra-financial performance	Paragraphs
ENVIRONMENTAL INFORMATION	
General policy on environmental issues	
Organizing the Company to take into account environmental issues. If need be, environmental assessment or certification processes	D.5.1
Resources devoted to the prevention of environmental risks and pollution	D.5.1.2
Pollution	
Measures for preventing, reducing or curing releases to the air, water and soil which would harm the environment	D.5.3 D.5.2
Taking into account any form of pollution specific to an activity, particularly noise and light pollution	D.5.2 D.5.3 D.5.2.2.4
Circular Economy	
Prevention and waste management:	
<ul style="list-style-type: none">Measures for prevention, recycling, reutilisation, any other form of waste recovery and disposal	D.5.3
<ul style="list-style-type: none">Actions against food waste	D.5.3.2
Sustainable use of resources:	
<ul style="list-style-type: none">Water consumption and water supply in accordance with local constraints	D.5.3.2.1
<ul style="list-style-type: none">Raw materials consumption	D.5.3.1
<ul style="list-style-type: none">Measures taken to improve the efficiency of the use of raw materials	D.5.3.1
<ul style="list-style-type: none">Energy consumption and measures taken to improve energy efficiency	D.5.2.3
<ul style="list-style-type: none">Use of renewable energy	D.5.2.3.2
Climate Change	
Significant items of issuance of greenhouse gaz due to the Company's activity, notably by reason of the usage of its production of goods and services	D.5.2.2
Measures taken to adapt to the consequences of climate change	D.5.2.3
The reduction targets set voluntarily in the medium and long term to reduce greenhouse gas emissions and the means used for this purpose	D.5.2.1.2
Biodiversity protection	
Measures taken to preserve or restore biodiversity	D.5.3.2.2
SOCIETAL INFORMATION	
Societal Commitments for Sustainable Development:	
<ul style="list-style-type: none">The impact of the Company's activity on employment and local development	D.6
<ul style="list-style-type: none">The impact of the Company's activity on local or local populations	D.6
<ul style="list-style-type: none">The relations maintained with the stakeholders of the Company and the modalities of the dialogue with them	D.6 D.1.1.3 D.1.2.1.1
<ul style="list-style-type: none">Partnership or sponsorship actions	D.1.3.3 D.6
Subcontracting and suppliers:	
<ul style="list-style-type: none">The inclusion in the purchasing policy of social and environmental issues	D.4.6
<ul style="list-style-type: none">The consideration in the relationship with suppliers and subcontractors of their social and environmental responsibility	D.4.6 D.4.3
Fair practices: measures taken for the health and safety of consumers	D.2.5.1

H.3.5 Cross-reference tables with the report on Corporate Governance

The 2020 Universal Registration Document includes all corporate governance-related items required under article L. 225-37 et seq of the French Commercial Code to be included in the Board of Directors' report on Corporate Governance. Consequently, the following table allows identifying in the 2020 Universal Registration Document the required information.

Information required under L.225-37 et seq of the French Commercial Code	Section of the 2021 Universal Registration Document
Governance (L. 22-10-10 CCom)	
List of mandates and functions exercised by each corporate officer during the financial year	G.2.3.1
Agreements entered into between a subsidiary and a corporate officer or a shareholder holding more than 10% of the voting rights	G.2.3.10; E.8
Table of on-going delegations to proceed to share capital increase	G.5.4.4
Choice of terms and conditions to exercise the general management of the Company	G.2.2
Composition of the Board of Directors and conditions of organization of the works of the Board	G.2.3; G.2.4
Diversity Policy	D.3.2.3; G.2.2.4 ; G.2.3.2
Limitations of powers on the Chief Executive Officer	G.2.2.3
Recommendations of Corporate Governance Code which are not followed and place where Code may be consulted	G.2.1
Specific terms and conditions of participation in general meetings	G.1.3.2; G.5.4.8
Assessment of related-party agreements	G.2.3.12
Executive Compensation (L. 22-10-8 et L. 22-10-10 CCom)	
Presentation of the corporate officers' compensation policy	G.3.1
Corporate officers' compensation paid during the closed financial year or awarded in relation thereto	G.3.2
Proportion between the fixed and variable compensation	G.3.1; G.3.2.3; G.3.2.4
The use of the possibility to ask for the restitution of the paid compensation	G.3.1
Undertakings in favor of corporate officers in case of taking up, ending or change of functions or after the exercise of these functions.	G.3.1; G.3.2
Compensation paid or awarded by a consolidated company	G.3.1; G.3.2
Ratios between the corporate officers' compensation and the employees' average compensation	G.3.2.5
Annual evolution of the compensation, the Company's performance, the employees' average compensation, and the hereabove mentioned ratios over the last five years in a way that allows comparison	G.3.2.5
Compliance of the total compensation with the compensation policy adopted	G.3.2
How the last general meeting's vote on the compensation policy was taken into account	G.3.2.3; G.3.2.4
Derogation and deviation from the procedure for the establishment of the compensation policy	G.3.1
Implementation of the legal provisions regarding the discontinued payment of the Directors' compensation, if applicable	N/A
Elements likely to have an impact in case of public offer (L. 22-10-11 CCom)	
Structure of share capital of the Company	G.5.1.2
Limitations on the exercise of voting rights and share transfers as per the bylaws	G.5.4.8
Direct or indirect shareholding in the share capital of the Company	G.5.1.2
List of holders of any securities with special control rights	N/A



Appendices

Cross-reference tables

Information required under L.225-37 et seq of the French Commercial Code	Section of the 2021 Universal Registration Document
Control mechanisms in employee shareholding systems	N/A
Agreements between shareholders which may result in restrictions to share transfers and the exercise of voting rights	G.5.4.6
Rules applicable to the appointment and replacement of Board members and the amendment of the bylaws of the Company	G.1.3.1
Powers of Board of Director's (in particular for the issuance or buyback of shares)	G.1.3.1
Agreements entered into by the Company that are either amended or terminated in case of change of control of the Company	E.8
Agreements providing for indemnities to Board members or employees upon termination of their employment contract, by resignation or termination without real and serious cause, or pursuant to a purchase or exchange public offer	G.3.1

In addition to the foregoing report on Corporate Governance items, the Universal Registration Document includes the following additional corporate governance-related items recommended by the AFEP-MEDEF Code. The items recommended by the AFEP-MEDEF Code which also fall within the list of legally required items under articles L. 225-37 et seq of the French Commercial Code (as above mentioned) are not included in the below table.

Information recommended under the AFEP-MEDEF Code of Corporate Governance	Section of the AFEP-MEDEF Code	Section of the 2021 Universal Registration Document
Board of Directors' activity	1.8	G.2.4
Internal Rules of the Board of Directors	2.2	G.2.3.11
Quantitative and qualitative criteria that led to the evaluation of the significance or otherwise of the relationship with the Company or its Group	9.5.3	G.2.3.4.1
Assessment of the works of the Board of Directors	10.3	G.2.6
Number of meetings of Board of Directors and of Board Committees held in the past financial year and information relating to Directors' individual attendance at such meetings	11.1	G.2.4; G.2.5
Start and end dates of Directors' term of office, Directors' nationality, age and principal position, list of names of the members of each Board's Committees	14.3	G.2.3.1
Description of the Committees activities in the past financial year	15.2	G.2.5
Number of shares held by the Directors	20	G.2.3.1
Rules for allocation of Directors' compensation and individual amounts of payments made in this regard to the Directors	21.4	G.3
Minimum number of registered shares that Senior Officers must retain	22	G.3.1
Recommendation of the High Committee and reasons why the Company decided not to comply with	27.1	N/A

H.4 Contacts

H.4.1 Headquarters

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H.4.2 Global Organization

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Vincent Roland

Terminals, Solutions & Services

Matthieu Destot

EquensWorldline and Financial Services

Michael Steinbach

Mobility & e-Transactional Services

Claude France

H.4.3 Corporate functions

Chief Executive Officer

Gilles Grapinet

Deputy Chief Executive Officer

Marc-Henri Desportes

Finance

Eric Heurtaux

Human Resources

Olivier Burger

Technology and Operations

Christophe Duquenne

Communication, Marketing & Sales

Pascal Mauzé

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

H.5 Financial calendar

- April 27, 2022 : Q1 2022 revenue
- June 9, 2022 : Annual General Shareholders' Meeting
- July 27, 2022 : H1 2022 results
- October 25, 2022 : Q3 2022 revenue

About Worldline







Worldline [Euronext: WLN] is a global leader in the payments industry and the technology partner of choice for merchants, banks and acquirers. Powered by 20,000 employees in more than 50 countries, Worldline provides its clients with sustainable, trusted and innovative solutions fostering their growth. Services offered by Worldline include instore and online commercial acquiring, highly secure payment transaction processing and numerous digital services. In 2021 Worldline generated a proforma revenue close to 4 billion euros.

worldline.com

Worldline's corporate purpose ("raison d'être") is to design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. Worldline makes them environmentally friendly, widely accessible, and supports social transformation.



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