WORLDLINE

2025 Universal Registration Document

Including the Integrated Report and the Annual Financial Report

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

WORLDLINE

UNIVERSAL REGISTRATION DOCUMENT 2025

Worldline is a leading pan-European acquirer and operator of critical payments infrastructure.

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

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The original French version of the Universal Registration Document including the Annual Financial Report and the Integrated Report is a reproduction of the official version which has been prepared in ESEF format and filed on March 6, 2026 with the *Autorité des Marchés Financiers* (AMF), as competent authority under Regulation (EU) 2017/1129, without prior approval pursuant to article 9 of that regulation, and is available on the issuer's website www.worldline.com. The original French version of the Universal Registration Document may be used for the purposes of a public offering of securities or the admission of securities to trading on a regulated market if it is accompanied by a prospectus and, where applicable, a summary and any amendments to the Universal Registration Document. This set of documents is then approved by the AMF, in accordance with Regulation (EU) 2017/1129.

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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.

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

Forward-looking statements

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

Information incorporated by reference

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

- The consolidated accounts for the year ended December 31, 2024 under IFRS as adopted by the European Union;
- The related Statutory Auditors' report; and
- The related Group management report;

presented within the 2024 Registration Document (*"Document d'Enregistrement Universel") filed with the Autorité des Marchés Financiers* (AMF) on April 14, 2025 under the filling number: D.25-0257.

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

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

Information from third parties, expert certifications and interest declarations

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

Information on the Market and Competitive Environment

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

Risk Factors

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

Glossary

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

Global Reporting Initiative («GRI»)

Claims of reporting in accordance with the GRI Standards

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

This report is prepared in consistency with the GRI Standards.

A

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WORLDLINE
WORLDLINE

A.1 Worldline: a snapshot

As a European payments leader, Worldline is the trusted partner of choice for merchants and financial institutions.

We help our partners streamline payment processes, stay compliant, and expand their operations across markets. With our stability and comprehensive range of solutions, we provide the foundations for our customers' growth.

We are dedicated to strengthening Europe's competitive and independent payments ecosystem. Innovation, excellence, and cooperation guide everything we do and directly benefit our customers. We are the European payments partner of choice for merchants and financial institutions, understanding their goals and working together to achieve them.

2025 key figures

€4.5 billion
revenue before restatement of MeTS under IFRS5

18,000+
experts

~40
countries

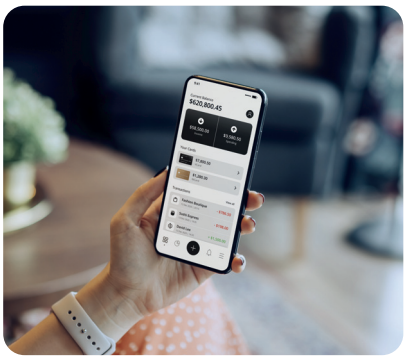
Merchant Services

We energise commerce with advanced payment solutions

Worldline serves merchants across the full retail value chain, online and in-store. With local payment methods, expert acquiring, and dedicated support, we help merchants accept payments quickly, simply, and securely while engaging consumers and enhancing the shopping experience. We empower merchants to compete and succeed.

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

€3.3 billion
2025 revenue
(74% of Group revenue)



Financial Services

We engineer the most advanced payment processing platforms

Worldline delivers comprehensive solutions across the entire payments value chain on a sovereign European infrastructure: from core card processing to account and instant payments and digital services. We help financial institutions meet their customers' evolving needs, ensure compliance, operate at scale, and advance European payment competitiveness and independence.

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

€0.8 billion
2025 revenue
(18% of Group revenue)

Mobility and e-Transactional Services*

We enable tech for good. Beyond payments

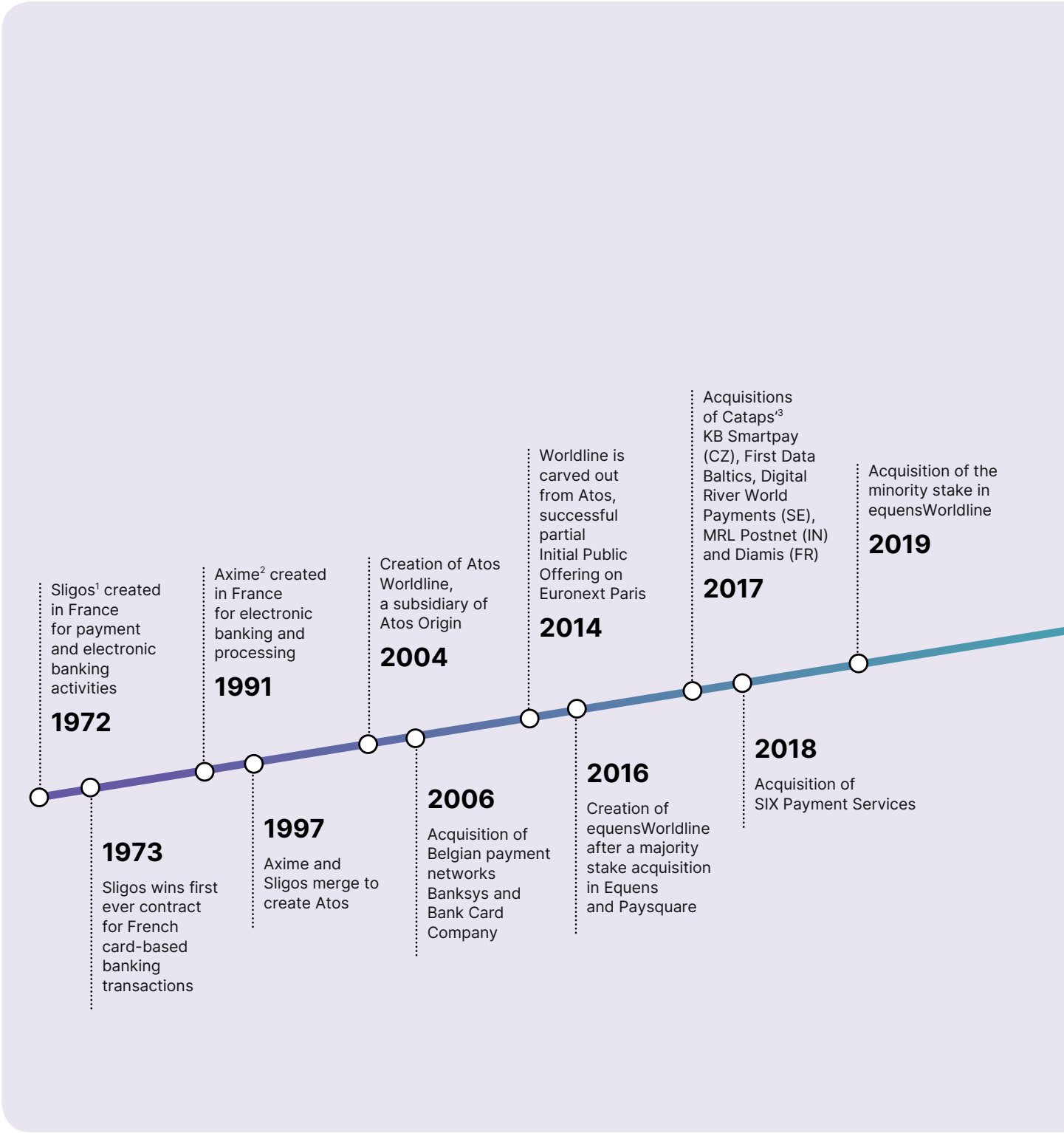
Worldline is a trusted partner delivering end-to-end digital transactional services that strengthen customer and citizen engagement. We support our clients' digital transformation with solutions and platforms that improve people's daily lives.

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

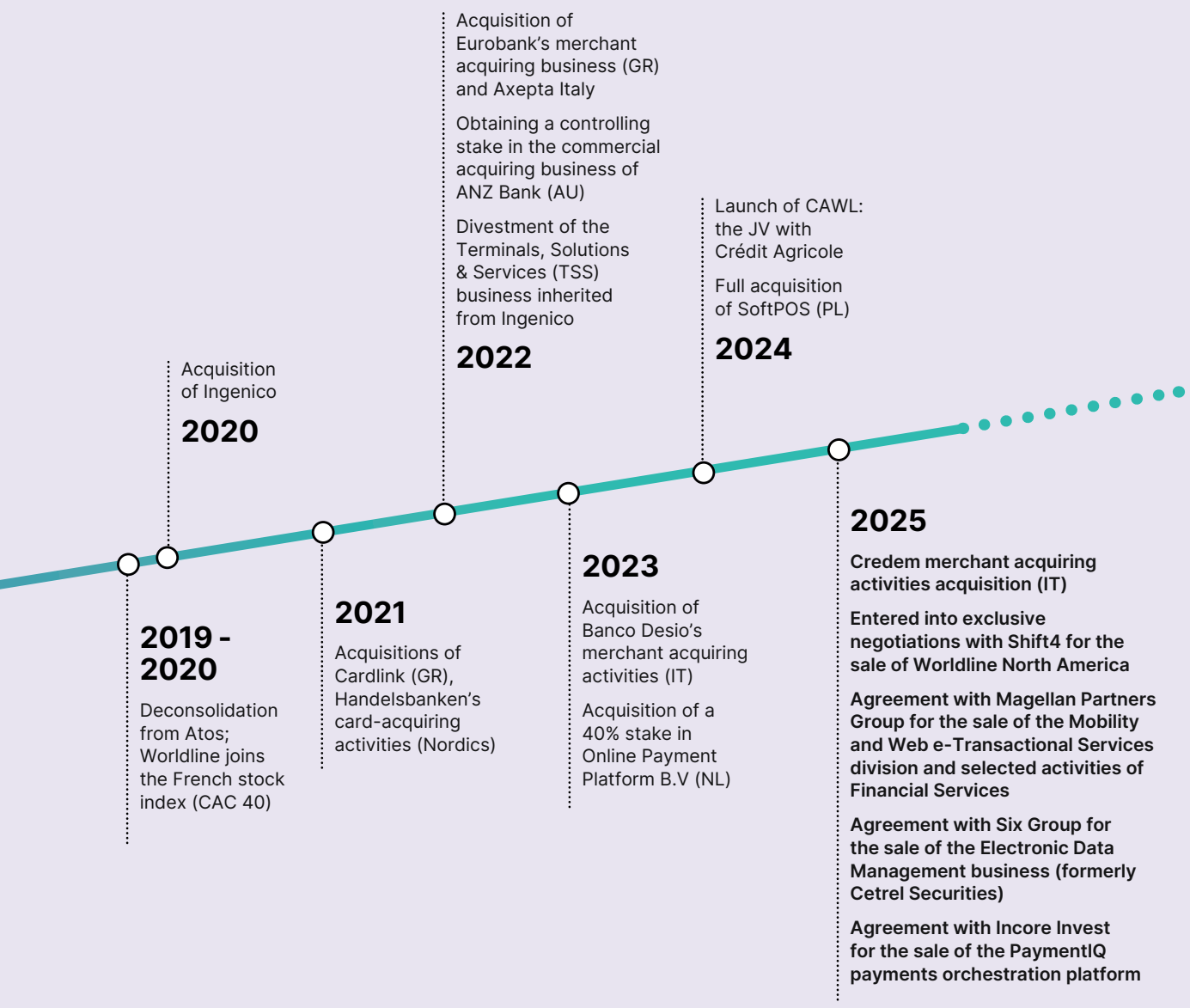
€0.4 billion
2025 revenue
(8% of Group revenue)

* business to be divested in 2026

A.2 Formation of the Group



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


2019 - 2020
Deconsolidation from Atos; Worldline joins the French stock index (CAC 40)
2020
Acquisition of Ingenico
2021
Acquisitions of Cardlink (GR), Handelsbanken's card-acquiring activities (Nordics)
2022
Acquisition of Eurobank's merchant acquiring business (GR) and Axepta Italy
Obtaining a controlling stake in the commercial acquiring business of ANZ Bank (AU)
Divestment of the Terminals, Solutions & Services (TSS) business inherited from Ingenico
2023
Acquisition of Banco Desio's merchant acquiring activities (IT)
Acquisition of a 40% stake in Online Payment Platform B.V (NL)
2024
Launch of CAWL: the JV with Crédit Agricole
Full acquisition of SoftPOS (PL)
2025
Credem merchant acquiring activities acquisition (IT)
Entered into exclusive negotiations with Shift4 for the sale of Worldline North America
Agreement with Magellan Partners Group for the sale of the Mobility and Web e-Transactional Services division and selected activities of Financial Services
Agreement with Six Group for the sale of the Electronic Data Management business (formerly Cetrel Securities)
Agreement with Incore Invest for the sale of the PaymentIQ payments orchestration platform

Wilfried Verstraete, Chairman of Worldline

The board fully endorses the strategic roadmap presented during our Capital Markets Day event, and is convinced it will create substantial value for our customers, our employees, and our shareholders.

It is my pleasure to introduce Worldline's integrated report for 2025. Thanks to Worldline's new leadership team, who navigated numerous obstacles and unexpected events during 2025, Worldline was in a much stronger position by year-end. The launch of the North Star 2030 strategic plan, developed by CEO Pierre-Antoine Vacheron and the new executive committee, lays the foundation for Worldline to become the European payments partner of choice for merchants and financial institutions. The new strategic plan has the full and unanimous support of the Board of Directors. I am convinced that the plan will create significant value for all our customers, employees, and shareholders.

Independent external reviews of our merchant portfolio and compliance risk framework, conducted under the Board's supervision, confirmed the solid progress achieved since 2023. In 2025, we further strengthened this framework, ensuring greater consistency and discipline across entities. These efforts have reinforced the Group's resilience and provide a stable foundation for the next phase of our transformation.

Over the course of 2025, Worldline also took significant steps towards the strategic refocusing and streamlining of the company, such as the signing of the divestment of our Mobility & e-Transactional Services business and our North American operations. They form the first phase of our plan to reshape Worldline for sustainable, profitable growth and cashflow generation.

I want to thank our investors and shareholders for their trust in our vision and for their continued support as we embark on North Star 2030. The participation of our strategic shareholders in the €500m capital increase in Q1 2026 will secure a stable base of European financial institutions as our core shareholders. The contemplated capital increase should strengthen Worldline's financial structure, increase its flexibility, and support the success of our transformation plan.

I want to express my sincere gratitude to Worldline's employees who demonstrated their remarkable qualities during a turbulent year. Their determination and skills give us strong grounds for confidence as we progress towards our 2030 ambitions.

As well as reshaping Worldline, our North Star 2030 plan will help ensure that European payments remain connected and competitive. As a leading payments player, Worldline has a strategic role to play in ensuring a sovereign European payments ecosystem, underpinned by innovation, critical infrastructure and technological independence.

Pierre-Antoine Vacheron, CEO of Worldline

Our North Star 2030 transformation plan is designed to make our company the European payments partner of choice for merchants and financial institutions.

Over the past 3 quarters, Worldline has taken decisive action to stabilise and be well-positioned to restore our growth and cash flow generation potential. We have signed the divestment of non-core assets including MeTS to refocus our company on core payment markets in Europe, while generating additional financial flexibility. The external reviews of our merchant portfolio and of our risk framework contributed to restoring trust, as we accelerate our efforts to harmonise and automatise the operationalisation of our tightened risk management framework across entities, while we provided clarity on our liquidity and treasury management.

Organisation has been simplified with the renewed executive committee assuming direct management of Merchant Services activities. We accelerated the roll-out of exciting product innovations such as Tap on Mobile, Wero for e-commerce, and cash advances for small merchants, while unlocking the deployment of Android- based terminals. In addition, 4 payments platforms were decommissioned, demonstrating the ability of the company to converge its technology.

Our progress in 2025 represents a solid base for the first phase of execution of our transformation plan. North Star 2030 is a staged plan that will simplify our organisation, integrate our operations, converge our platforms, and grow our commercial performance.

These drivers will maximise our growth potential and increase our free cash flow generation. Importantly, the plans will deliver what our stakeholders need most: easier solutions, faster innovation, and stronger results.

Worldline's renewed and diverse management team is fully committed to North Star 2030's vision of returning the company to sustainable growth and substantial free cash flow generation that will create value for every stakeholder. We all share the belief that Worldline has the assets, the unique footprint and the scale to be the leader of payments in Europe.

I want to thank our employees for their unwavering commitment. Our continued leadership in exploring innovative domains such as settlement in stablecoins and agentic commerce demonstrates the skills of our experts as well as the strengths of our partnerships in the payments ecosystem.

Corporate social responsibility (CSR) remains embedded in Worldline's business model. Our CSR commitment is a key differentiator which is valued by our customers and our senior management incentives are also linked to our objectives in this area.

The unanimous support of the Board for North Star 2030 gives the management team extra confidence that we will turn Worldline into the European payments champion. I am especially grateful to our investors for their steadfast trust in our strategic plan, ensuring Worldline remains financially robust as we navigate towards our North Star over the next years.

A.3 2025 Key facts

January

- **Long-term partnership extended with KBC** for issuing services
- **Closing of the strategic partnership with Credem** for merchant acquiring activities (Italy)
- **Partnership with Wix,** an intuitive web platform, expanding commerce & payment solutions

February

- **Partnership with FreedomPay** for the Travel & Hospitality sector
- Agreement to renew the **partnership with OP Financial Group,** Finland's largest retail bank, for a further 12 years
- **Appointment of Pierre-Antoine Vacheron** as Chief Executive Officer

March

- Worldline "**Top Employer**" and **"Great Place to Work" in India** for the fourth consecutive year
- **Worldline Greece named "Fintech of the Year"** for the 3rd consecutive year
- **Tap to Pay enabled on iPhone** in Switzerland, Poland, Hungary, Slovenia, and Slovakia

April

- **Strategic partnership with Qomodo** to enhance digital payments offering (Italy)
- **Partnership with Pluxee** to boost merchant activation by 26% through Worldline's engagement program (India)

May

- **Tap to Pay enabled on iPhone** in Cyprus, Belgium, Luxembourg, Croatia and Greece
- **Renewal of our ANSSI security visa** for SecNumCloud qualification (France)

June

- **Becoming a Wero member** to allow our merchants to accept Wero for online commerce
- The Times names **Worldline as a Top 50 Employer for Gender Equality 2025** (United Kingdom)
- **Launch of Android SmartPOS solution** to simplify payment operations for small businesses (Belgium)

July

- **Partnership with commercetools** to enhance payment solutions for e-commerce businesses
- **Launch of an AI-powered smart routing** to boost transaction approval rates
- **Announcement of the contemplated strategic divestment of Mobility & e-Transactional Services business line** and other selected activities of Financial Services to Magellan Partners Group

September

- Worldline's CEO becomes the president of the EDPIA (European Digital Payments Industry Alliance)
- **Renewal of the executive management team**

October

- Entry into **exclusive negotiations with Shift4** for the divestment of Worldline North America
- **Partnership with YeePay** to unlock cross-border payment opportunities in China's aviation and travel sector
- **Strategic partnership with ING** to supply innovative, fast and integrated acquiring services (Italy)

November

- **Worldline's 2025 Capital Markets Day** to present its "North Star 2030" transformation plan including the announcements of the contemplated:
  - capital increase of €500 million,
  - sale of its Electronic Data Management activity (ex-Cetrel Securities) to SIX Group.
- **Signing of the divestment of Mobility & e-Transactional Services business line** and other selected activities of Financial Services to Magellan Partners Group
- PAYONE, its German joint-venture, starts the **nationwide rollout for Wero e-commerce acceptance** for Merchants across Germany

December

- **Partnership with Fipto** to enable next generation of payments rails with stablecoins
- Announcement of the contemplated **divestment of its payments orchestration platform PaymentIQ** to Incore Invest
- Launch of our **Trust 2030 CSR programme**
- 15 countries **certified Great Place To Work** (vs 11 in 2024)

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

Strategy

Worldline's ambition is anchored in its leadership across the payment value chain, built over a decade of strategic consolidation that has established the company as the main European operator of payments critical infrastructures. Leveraging this unique market position and accelerating organic investments in technology and product development, Worldline has established itself as a European leader in payment technology. With a renewed focus on customer excellence and an organisational structure tailored to serve scalable and innovative solutions to small and medium-sized businesses, enterprise merchants as well as financial institutions, Worldline targets accelerated profitable growth, ensuring a sustainable value proposition for all stakeholders.

Worldline: a unique payment operator in Europe

Worldline has achieved its strategic ambitions to be a pan-European leader with significant processing scale, geographic reach, and comprehensive coverage of the payment value chain through a rigorous growth and consolidation strategy.

The company now serves 1.2 million merchants, processes €500 billion in acquiring Merchant Sales Value (MSV), and handles more than 47 billion transactions annually. Its footprint extends across all major European markets, supported by a network of more than 23,000 bank branches as well as partnerships with Independent Software Vendors (ISVs) and Independent Sales Organisations (ISOs).

Merchant Services account for approximately 80% of the company's annual revenue, supported by the continued enhancement of Worldline's online and omnichannel capabilities to address the evolving requirements of its customer base.

By offering integrated in-store and online payment solutions, Worldline has differentiated itself as a leading provider with 14% market share in MSV and has established itself as a key partner for any payment brand looking to penetrate the European market.

Worldline also serves small and medium-sized businesses (SMBs) with localised digital solutions and an effective multi-channel go-to-market strategy.

In Financial Services, over the years Worldline has more than doubled its size, becoming an essential partner for banks and financial institutions seeking to modernise their payment technology and improve their payment infrastructure amidst ever-evolving regulations and technology.

In this environment, large, specialised players like Worldline can gain a competitive edge by effectively navigating evolving local regulations, diverse payment methods and a highly fragmented landscape.

Market is expected to grow 4-5% by 2030

The European payments market continues to grow, driven by the ongoing shift from cash to digital payments, notably card payments. Cash still accounts for approximately half of in-store transactions in the euro area, leaving room for further growth. However, as the market matures, growth is expected to progressively slow down in the coming years.

Reflecting this trend, our selected markets are expected to grow at a pace of 4-5% annually between 2026 and 2030.

An increasingly specialised and organised market by customer segments

At the same time, the market is becoming increasingly specialised around 4 customer segments - SMBs, Enterprise, Global commerce and Financial Institutions each with distinct dynamics and specific needs:

- The SMB segment is driven by the growing number of small businesses and the accelerating digitalisation of merchant operations. This landscape creates a strong demand for simple, plug-and-play products, bundled solutions and local support. Addressing these requirements requires payments to be seamlessly integrated into SMBs' daily operations through intuitive digital service journeys.
- In the Enterprise market, retailers and mobility operators require advanced omnichannel journeys and seamless integration within their ecosystems. They also need support to navigate the fragmented European payments landscape and the growing variety of payment methods, including digital wallets.
- Global commerce continues to benefit from rising international travel, higher volumes of hospitality payments and the expansion of large digital platforms, all of which require global payment acceptance, multi-payment method coverage, and optimised cross-border performance.
- Financial institutions face growing regulatory and operational complexity, driving demand for resilient processing capabilities, comprehensive multi-rail support, tokenisation services and account-to-account payment solutions. They also require advanced fraud-management solutions to safeguard transactions.

Worldline's 4 go-to-market units to execute our strategic plan

The company has been reorganised into 4 go-to-market units, aligned with the 4 customer segments described above. Each unit has dedicated customer support, product development and distribution. This new structure fosters closer integration between sales, products, and operations, enhancing efficiency and accelerating time-to-market.

Renewed management team

A new CEO joined Worldline in March 2025 and a renewed management team has been put in place to design and execute the new strategic plan, presented to stakeholders at the Capital Markets Day on 6 November 2025.

The vision of the company is to be the "European payments partner of choice for merchants and financial institutions".

A new strategic plan

To implement this vision, Worldline unveiled a new strategic plan during its Capital Market Day. This plan is built around 3 core elements: a focused portfolio, a transformation plan ("North Star 2030") and a new go-to-market growth strategy.

1) A focused portfolio

Worldline undertook decisive actions in 2025 to address historical challenges.

The company decided to refocus on Europe in particular and on its core payment activities while divesting peripheral assets that offered limited synergy with its main business.

This strategic realignment began with the announced divestment of 4 non-core activities: MeTS (Mobility & e-Transactional Services), Worldline North America, Electronic Data Management activity (ex-Cetrel Securities), and PaymentIQ. This refocusing effort will continue into 2026.

Through this geographic, client and product refocus, Worldline is reinforcing its market position and laying the foundations to deliver sustainable growth.

The entire perimeter under the pruning program (including those still in process) are presented as "assets held for sale" according to IFRS 5. For reference, the 2025 revenue, adjusted EBITDA and FCF deconsolidation impact of the perimeter on the Group are respectively estimated at c.€900M, €200M and €55M on a full year basis.

2) North Star 2030 Transformation plan

While organic and inorganic expansion has quadrupled the company's revenue, this rapid scaling has introduced operational inefficiencies across our processes, platforms and cost structures.

The North Star 2030 transformation plan aims at streamlining the company with a focus on operational excellence, robustness, simplification, digital innovation and customer-centricity.

Built on 4 strategic pillars, the plan will ultimately deliver a recurring annual contribution of €210 million in adjusted EBITDA by 2030.

Simplify and streamline the operating model

Worldline is simplifying its operating model. Organisational simplification is a cornerstone of the company transformation strategy and is built on 3 key components:

1. simplifying the go-to-market organisation to create strong segment focus
2. improving our tech model to become the partner of choice of merchants and financial institutions and
3. optimising corporate functions.

Platforms convergence and automating operations

The company is converging platforms to already selected and renewed technological stack, while automating operations. The objectives are to consolidate all payments applications onto Worldline's Sovereign Private Cloud and leading public cloud platforms. These actions will optimise and strengthen operations, risk management, and tech development, accelerate time to market, as well as drive significant savings through improved asset turn.

Integrate operations through Global Competence Centres (GCCs)

Worldline is integrating operations leveraging existing Worldline Global Competence Centres to support our Western European operations. The company operates 3 GCCs. In India, we support payments, product development, automation and AI initiatives. In Poland, we provide customer service and risk management for client lifecycle and risk mitigation and remediation. Our Romanian GCC delivers HR, finance, and cybersecurity services. Our plan is for these GCCs to become innovation hubs where we will develop critical payment talent pools, drive automation as well as GenAI and agentic AI at scale.

Enhance commercial performance

Our goal is to empower teams to capture new revenue opportunities and deepen customer relationships.

Through these transformation drivers, Worldline will optimise sales performance, increase operational efficiency, and implement value-based pricing.

Our North Star transformation plan will allow us to achieve our targeted increase of 210 million adjusted recurring EBITDA with simplify, converge, integrate and enhance commercial performance driving 5%, 55%, 20% and 20% respectively of these savings.

3) New go-to-market growth strategy

Merchant Services

Merchant Services' go-to-markets strategy will progressively improve our growth profile through:

- Accelerated investments in SMBs to deliver state-of-the art digital journeys and upsell commerce solutions.
- Increased wallets share in our core Tier 1 retailers upselling acquiring and omnichannel.
- Continued innovation in Global Commerce to drive differentiation and upsell acquiring on selected segments.

Financial Services

Worldline plans to ramp up its sales efforts towards Financial Institutions to unlock the growth potential of this segment. Over the past 5 years, the company has built a future-ready technology stack, delivering 2 fully cloud-based, API-enabled environments across all key payment processing solutions. Our comprehensive hosting options through both a sovereign private cloud and leading public cloud platforms remain a key differentiator for European financial institutions.

Worldline also plans to improve sales execution, expand into new segments and enhance service to restore growth.

Conclusion

Focused scope of the company, staged execution, leverage on already proven initiatives and renewed management team will support the successful delivery of North Star 2030 to achieve Worldline's transformation and restore strong cash flow generation.

The proceeds coming from the M&A divestments and the rights issue will be invested in the Worldline transformation, the balance sheet strengthening, and the deleveraging.

Technology, R&D, patents and licences

Worldline operates a large-scale, mission-critical IT infrastructure designed to support payment services across Europe with the highest levels of security, resilience and compliance.

Key information

The company operates major data centres that are fully secured, interconnected, and organised into separate cloud areas for enhanced resilience and uninterrupted service. These centres host physical servers, virtual machines, and manage large volumes of data.

Around 85% of all Worldline transactions are processed through this European infrastructure.

All data centres comply with top payment and security standards. Worldline's European hubs meet PCI-DSS, 3DS, and PIN requirements for cardholder data. Group-operated data centres hold ISO 9001, ISO 14001, and ISO 27001 certifications. All primary facilities are at least Tier 3 (Uptime Institute) and follow ITIL V3 and banking standards.

Facilities are protected through strict physical and digital security controls, regular audits, and tested business continuity and disaster recovery plans. High-capacity fibre networks and connectivity to major European telecom hubs ensure strong and reliable network performance. Daily operations are supported by a dedicated global team of approximately 2,000 IT and infrastructure specialists.

Capability Overview

Worldline follows a hybrid cloud strategy built on the principle of "right hosting"— matching each application and workload to the most appropriate environment based on regulatory, customer and costs requirements.

This model combines three complementary hosting approaches:

- **Classic Hosting**: Long-established data centres which host our legacy systems and servers that are classically provisioned.
- **Sovereign Private Cloud**: Worldline's in-house cloud platform, specifically designed for critical and regulated payment activities, offering high availability, strong security, and full control over data location and operations.
- **Public Cloud**: Leveraged to accelerate innovation, modernise applications, and enable emerging technologies such as GenAI, where agility and scalability are key.

This existing hybrid infrastructure is unique in Europe and would take years to be built from scratch. This approach enables Worldline to remain agile in its hosting value proposition based on customer and regulatory requirements, avoiding the constraints of a rigid, one-size-fits-all model.

Worldline is structurally prepared to address evolving hosting challenges related to regulation, sovereignty, cost optimisation and time to market.

This infrastructure is being progressively simplified and modernised, with applications moving either to WL Sovereign Cloud for regulated and systemic activities or to the public cloud for innovation-led use cases.

As part of the North Star plan, by 2030, Worldline plans to reduce its data centre footprint by around 28% and run 80% of transactions on modern, scalable platforms.

Why Worldline is in a strong position

Worldline's competitive advantage does not come from relying solely on public cloud capabilities, but from its ability to combine public cloud innovation with a fully controlled, sovereign private cloud.

Maintaining full end-to-end sovereignty over our critical payment infrastructure improves robustness and provides a competitive edge in a landscape shaped by tightening regulations, escalating security standards and growing national requirement.

The hybrid approach delivers the best of both worlds:

- Stability, compliance and sovereignty for core payment processing.
- Agility and speed for innovation and modernisation initiatives.

Robustness and resilience are the cornerstones of this strategic positioning. Worldline maintains continuous integration with its technology and connectivity partners to ensure end-to-end stability across the entire ecosystem. This holistic approach is critical, as operational risks often stem from complex external dependencies rather than internal platforms alone.

Worldline's platform convergence and simplification strategy further strengthens resilience and robustness by allowing teams to focus on fewer, standardised platforms built with stability and availability in mind. As a result, Worldline delivers top-of-market platform availability for merchants, banks and public institutions.

Innovation at Worldline

Worldline maintains an innovation ecosystem focused on selected strategic areas relevant to its customers and partners. The objective is to develop future value-added offerings to address concrete business challenges. Innovation is embedded in the company's operating model and is pursued through business and technology-driven initiatives that aim to create long-term value in a responsible and sustainable manner.

As part of its open-innovation approach, Worldline works with customers through structured innovation initiatives, including dedicated workshops. These activities support the exploration of new ideas, the development of proofs of concept and the identification of opportunities for co-innovation. In 2025, Worldline invested c. €250m in R&D, technology and hardware. These investments were focused on our core acceptance, acquiring, collecting, issuing, instant payments platforms and new services like Wero, merchant loans or agentic commerce.

The Worldline Discovery Hub

The Worldline Discovery Hub supports customers in understanding and adapting to developments in the payments industry. It monitors key market and technology trends and translates them into insights relevant to future payment solutions.

The Discovery Hub brings together payment experts from across Worldline and operates as a forum for research, collaboration and knowledge sharing. Its focus is on structured analysis of industry trends, cross-functional exchange and thought leadership. Members contribute expertise, research and perspectives that are shared with customers to support informed decision-making.

Innovation Workshops

Client innovation workshops at Worldline enable a structured exploration of new ways to address real business challenges. The Discovery Hub offers established workshop formats to support this process.

During these workshops, Worldline business, payments and technology experts collaborate directly with customer teams to analyse business contexts and objectives, identify opportunities and use cases and design solution concepts. Depending on the format, workshops may also produce tangible outcomes such as prototypes or proofs of concept.

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

Worldline owns most of the intellectual property that we use in connection with our activities. As a result, as a company we are usually able to develop our own technological solutions and to provide our products and services to clients without depending on competitors or other third parties.

The company'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 company'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 company's intellectual property policy, software registration is used to ensure copyright protection.
- A portfolio of 215 patents, filed in the geographic markets where Worldline is most active.
- Rights to distinctive marks such as trademarks or domain names, particularly those including the name "Worldline", registered in all the countries where the company does business.

Going forward, Worldline will continue filing trademarks and patents related to the company's activity. This is done in accordance with Worldline's intellectual property (IP) policy, which governs all internal research & development (R&D) projects. The 5 primary objectives of these are : (1) to identify the intellectual property developed by Worldline's entities; (2) to evaluate their potential and optimise their usage; (3) to determine the form of protection best suited to the company's activity (for example, filing a patent or protecting the confidentiality of a trade secret); (4) where necessary, to bring legal action against infringers and defend actions brought against Worldline; and (5) to ensure that the company remains independent with regard to intellectual property and that the majority of the intellectual property used by Worldline belongs to it.

Worldline also utilise providers and subcontractors as part of its sourcing strategy and under its procurement processes. (refer to section A.11)

From time to time, certain Worldline entities also utilise open-source software, which may be used free of charge but often includes licence obligations to disclose source code developed with it. The company's internal IP policy mandates that management closely monitor this usage, both technically and legally, to avoid the risks of unmonitored open-source use and the unintentional disclosure of Worldline's proprietary source codes.

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

Worldline's competitive strengths

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

The company has a unique combination of attributes to face this competition:

- Unique scaleable multi-local European reach with 1.2 million merchants, 400 ISV and ISO partners, 320+ banks and over 156 million cards.
- Worldline has a comprehensive positioning across the extended payments value chain.
- Worldline has a strong presence in next-generation payment services.

The European payments partner of choice for merchants and financial institutions

Worldline holds leading market positions in Switzerland, Belgium, France, Germany, Austria, Luxembourg and the Netherlands. The company is present in 38 countries and has a reach of 150+ countries.

Scale allows Worldline to:

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

Worldline maintains a particularly broad base of customers across its global business lines characterised by long-standing and diversified relationships.

Comprehensive and unique positioning across the extended payments value chain

Worldline provides a wide range of solutions across the extended payments value chain.

Worldline's business extends from:

"Core" payment services traditionally offered to merchants and banks:

- Commercial Acquiring,
- Acquiring and Issuing Processing,
- Payment Acceptance solutions,
- Non-card transaction processing.

to "extended" value-added services such as:

- Omnichannel services,
- Merchant Value Added Services (merchant loans, web solutions, DCC),
- Fraud management,
- Mobile payments & wallets,
- Private label cards,
- Loyalty programmes,
- Open Banking connectivity.

The company's broad service offering enables the delivery of flexible solutions that address client needs. For example, in the Enterprise segment, Worldline offers an "à la carte" acquiring solution, allowing merchants to choose between the full Worldline service offering or specific modules — such as in-store and online acceptance or acquiring — based on their local needs.

By providing solutions across the full payment value chain, Worldline captures value at each stage of the transaction lifecycle, reducing dependence on any single business line, solution or technology.

The company's policy is to encourage the sharing of best practices, technical solutions and innovations across all global business lines, creating a virtuous cycle that enhances efficiency and drives continuous innovation.

In 2025, the company introduced new merchant solutions such as Worldline Web, enabling merchants to launch online operations within a day and merchant Cash Advance with YouLend to get instant funding.

Leading presence in next-generation payment services

The payment services market is evolving rapidly, and we are well-positioned to capitalise on the growth of next-generation payment solutions.

Worldline has built a best-in-class acquiring platform supporting all local payment methods, with local sales and support, in many European countries such as Belgium, Switzerland, Sweden, Germany, Netherlands, Italy, Greece and Eastern Europe. In 2025, the company introduced payment by Wero, while accepting all banks' wallets including Blink, Bizum and TWINT.

The company continues to expand its local payment products and develop end-to-end solutions for financial institutions and merchants. This positioning is strengthened by multi-currencies online acceptance and collecting solutions that provide worldwide coverage.

In mobile payment solutions, Worldline maintains a technology-neutral approach, serving a broad range of clients including banks, financial institutions, card schemes and merchants. This neutrality also enables the company to offer both proprietary and white-label solutions.

Backed by a clear strategy and innovative capabilities, Worldline possesses key assets for mobile payments, such as:

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

The company also offers Android devices and SoftPOS solutions, addressing the needs of micro-merchants, small businesses and specific sectors. These Android-based SmartPOS terminals combine payments with key business functionalities and access to third-party applications, enabling merchants to manage essential operations directly from the devices.

Worldline has a dual go-to-market approach based on local presence and vertical expertise.

In order to provide more value for merchants, we have increased our focus on specific verticals:

- Retail (specialty retail, grocery retail, Quick Service Restaurants, home & electronics, fashion & lifestyle).
- Kiosk & Self-Service (vending, public transport, energy/ petrol, parking & EV charging).
- Travel & hospitality.
- Digital commerce (digital goods & services, streaming, etc.).

This approach has enabled Worldline to work closely together with numerous global brands such as Accor, Google and Lufthansa, as well as regional and local brands such as M&S in the UK and Monoprix in France.

We are strategically positioned to foster long-term relationships with multinational merchants by delivering value-added services and solutions that adapt continuously to evolving consumer behaviour and technological advancements.

The company considers best-in-class acquiring, broad distribution (such as digital, banks and ISVs), support for all local payment methods, and deep vertical expertise as its major competitive advantages.

Finally, we are maintaining our product competitive advantage with our own intellectual property and R&D capabilities, which are key enablers of our capacity for innovation and improvement. For example, we are accelerating innovation in agentic commerce through a partner-led model, including a collaboration with Google Cloud to develop the Agents to Payments Protocol (AP2).

In parallel, Worldline is also expanding its presence in digital assets. In November 2025, the company partnered with Fipto to create stablecoin-based payment and settlement solutions across Europe and the Asia-Pacific region.

From the digital euro to biometrics, agentic commerce, and stablecoins, Worldline is at the forefront of developing cutting-edge payment solutions — leveraging its own expertise and forging innovative partnerships with fintechs, universities and start-ups to shape the future of payments.

A.5 Corporate Social Responsibility

CSR vision

How Worldline addresses the environmental challenges of a payment services company?

Worldline is proud to reaffirm its commitment to Corporate Social Responsibility (CSR) and to transparent, action-oriented sustainability reporting in line with the EU's Corporate Sustainability Reporting Directive (CSRD). Since 2015, Worldline has deployed an ambitious environmental, social and governance (ESG) roadmap through Trust 2020, Trust 2025 and now Trust 2030 our new CSR 5-year transformation plan designed to ensure responsible practices across our company.

In 2025, Worldline further strengthened this alignment by publishing an updated CSRD-compliant ESG report. This new version includes an updated double materiality assessment based on additional analysis, reflecting both our impacts on people and the environment, and the sustainability-related risks and opportunities that could affect our business. It is also underpinned by the publication of several environmental and social policies, providing a clearer and more structured framework for our commitments, governance and implementation.

To support our decarbonisation trajectory, Worldline also released its climate transition plan for scopes 1 and 2, detailing the levers, milestones and governance required to reduce emissions from our direct operations and purchased energy. In parallel, the company is strengthening its organisation around Green IT to reduce the environmental footprint of our digital and IT activities. This is an area increasingly expected by our customers as they seek ever more decarbonised offerings, and is a key differentiator for Worldline in the payment industry.

Leadership in environmental strategy and action

Since Worldline's IPO in 2014, addressing environmental challenges has been part of the company's priorities. We continue to play a leading role in this field. In 2025, our CDP A rating reflected Worldline's increased commitment to climate transition and reinforces our position of excellence among the best in our industry. Our EcoVadis score of 84/100, along with maintaining our Platinum Top 1% badge, demonstrates the company's ongoing commitment and innovation in the ESG field.

Worldline's Trust 2030 programme

#1 Guarantee delivery excellence and enhance customer experience

#2 Endorse ethics and confidence in all our activities

#3 Foster people development, skills development and engagement

#4 Promote fairness, diversity and inclusion to boost equality and performance

#5 Strengthen sustainable procurement practices amongst our suppliers

#6 Contribute to carbon neutrality

With the approaching commitment under the Paris Agreement for greenhouse gases to decline by 2030, Worldline is fully committed to our Green IT initiatives aimed at **reducing the CO_2 emissions** from our solutions provided to our customers. Worldline aims to actively contribute to lowering the environmental footprint of our customers.

Sébastien Mandron, CSR Director

In 2025, Worldline launched its **new TRUST 2030 programme** with new ESG goals set for the next 5 years.

Topic	Indicator	Target 2030
Quality & Customer satisfaction	• Quality score – Contracts' services availability & response	99,99%
	• Customer Net Promoter Score (NPS)	37,5
Payment Integrity	• Percentage of employees in sensitive roles who have completed the annual and updated payment integrity training	100%
Attraction & Retention, Training & Skills development	• Training hours per employee	32h
	• Employee engagement score	70%
Inclusion & Diversity	• Percentage of women in management positions (level 15 and above)	33%
Information security	• Percentage of significant security incident responses compliant with Worldline security policy	100%
Relationship with suppliers	• Percentage of all expenses assessed by an independent extra-financial third-party assessor	80%
Climate change mitigation	• CO_2 emissions reduction (scopes 1 & 2) compared to 2022	-42%

Trust 2025 results

Topic	Indicator	2024	2025	Target 2025
Platforms secured & available	• Quality score – Contracts' & Platforms services availability & response	99,9870%	99,9882%	99,99%
	• Quality score – Platforms' services availability & response	99,9908%	99,9849%	99,99%
	• % of data subject' request answered in time and in compliance with Worldline privacy policy	99,76%	100%	100%
	• % of ISO 27001 certified sites according to the security policy	87,3%	98,08%	100%
Customer experience & innovation	• Customer Net Promoter Score (NPS)	30	30	52
	• Sustainable offer revenue in €m	2 551	2 467	2 307
Talent attraction & retention/ People diversity	• Average number of Training hours per employee per year	25,40	25,24	32
	• Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64%	65%	69-70%
	• Percentage increase since 2020 in the number of additional disabled workforce in the countries imposing legal requirements (France, Germany, Italy, Poland, Romania, Austria)	+18%	24%	+20%
	• % of women within the management positions	26%	28%	35%
Sustainable procurement/ Ethics & Compliance	• % of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100%	100%	100%
	• % of total expenses assessed by EcoVadis out of strategic suppliers expenses	95,3%	95%	90%
	• % of alerts investigated and related actions plan defined within 2 months	97%	98%	100%
Climate change	• CO_2 emissions reduction (scope 1, 2)	-45%	-54%	-25%
	• % of CO_2 offset emissions for scope 1,2, 3a	100%	100%	100%

Worldline's climate strategy

Worldline recognises the growing importance of sustainable operations and we are committed to continuously improving our performance in addressing global warming.

The Group has designed and implemented a low-carbon environmental strategy. Consistent with international guidelines and in alignment with the commitments reached at the Paris UN Climate Change Conference (COP21), our strategy considers the expectations of stakeholders, including customers in the countries where we operate, as well as civil society.

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

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

Worldline, fully engaged in Green IT initiatives

Over the past few years, Worldline has intensified its Green IT initiatives around 3 strategic pillars: production infrastructure, eco-design of IT solutions, and digital workplace.

1. Production Infrastructure. We are committed to minimising the environmental footprint associated with hosting our solutions. We prioritise hosting located in low-carbon intensity zones. Our French data centres comply with ISO 50001 and ISO 14001 standards, and we aim for continuous reduction of our footprint through renewable energy covering 100% of our needs, while strengthening eco-design practices and power usage effectiveness (PUE) optimisation. Our Move to Cloud programme together with our strategic partnerships (e.g. Google) accelerate rationalisation while maintaining the highest standards of security and sustainability. This includes energy consumption and CO_2 emissions generated by the services sold to our customers.

2. Eco-design of IT solutions. We are working towards the gradual deployment of eco-designed IT solutions, integrating ISO 20125 standards throughout the company and training selected individuals within each product team. We design elastic and resilient IT architectures to minimise energy consumption and optimise resource use. Additionally, we rationalise digital services to reduce duplication and improve efficiency. In 2025, we updated our Life Cycle Analyses (LCA) for payment transactions, allowing precise environmental impact assessment and targeting a goal of 1g of $eqCO_2$ per transaction, considering evolving usage patterns.

3. Digital workplace. We are working towards a more sustainable digital working environment by reducing the number of smartphones and IT devices through the promotion of BYOD and extending equipment lifespan via preventive maintenance and reparability. We prioritise low-carbon footprint devices with eco-design criteria in our procurement processes and optimise our software portfolio by decommissioning obsolete solutions.

Additionally, we conducted awareness campaigns among employees on AI usage and how to reduce environmental impacts. Topics covered included the creation of AI agents, AI use in coding, and its application in project functions. We also compared the environmental impact of solutions migrated to the cloud, demonstrating the benefits of this approach in reducing our footprint.

Climate transition plan for scopes 1 and 2

Our climate transition plan for scopes 1 and 2 by 2030 relies on a structural rationalisation of Worldline's assets through 3 simultaneous levers: mobility, real estate and IT infrastructure. These include a 25% reduction in vehicle fleet and a reduction in third-party data centre space, along with a 20% decrease in office areas, while excluding buildings with high environmental impacts and heavy vehicles. This climate transition plan aims to drastically reduce CO_2 emissions linked to mobility, heating buildings and data centre generators, while also improving refrigerant gas management and pushing for 100% renewable electricity use. Our scopes 1 and 2 climate transition plan aims to reduce our CO_2 emissions by 42% compared to 2022, in line with our mid-term (2030) SBTi trajectory.

Regarding scope 3, we have initiated several initiatives to reduce CO_2 emissions from our supply chain, business travel and employee commuting. The Green IT initiatives target reducing the CO_2 emissions generated by solutions sold to our customers.

Worldline's contribution to the United Nations Sustainable Development Goals

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

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

SDG 3: Worldline participates in the development of good health and well-being by putting in place various initiatives devoted to foster well-being at work (flexible working, health care benefits, social initiatives). In this regard, Worldline is certified a Great Place to Work in 15 countries.

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

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

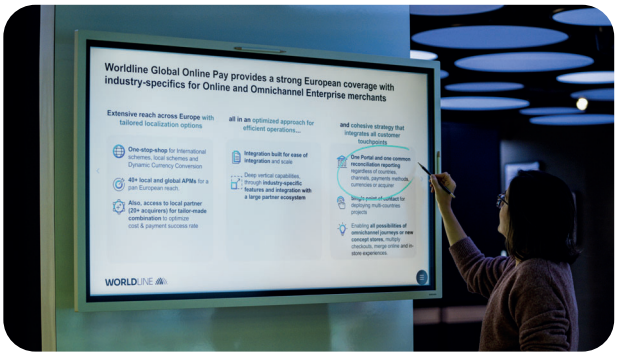
SDG 7: With our data centres using renewable energies, Worldline participates in the development of clean energies. Our data centres in France have been ISO 50001 certified since December 2023. Our Brussels data centre will join the ISO 50001 certification in December 2026. Moreover, the actions we have implemented since 2023 following our energy consumption reduction initiatives have contributed to make more energy available for other needs.

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

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

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

SDG 16: Our company participates in building effective and accountable institutions by promoting the transparency and traceability of financial transactions and by actively combating corruption. This is one of the foundations of Worldline's Code of Ethics and Business Conduct. Furthermore, we yearly conduct assessment covering ESG topics for our Vigilance Plan. This year we included them in the overall CRSD exercise for more efficient and consistent reporting.



Recognition by top non-financial ratings and rankings

In 2025, Worldline continues to be recognised as a leader in its sector by the principal non-financial ratings agencies.

- **CDP:** Our rating increased to A.
- **EcoVadis:** Our score was 84/100, maintaining our Platinum level (top 1%).
- **ISS-ESG:** Worldline maintained its B- score and Prime status.
- **Axylia (Vérité40):** Worldline maintained its A score.
- **Ethifinance:** Worldline was recognised for the transparency of its extra-financial information by obtaining a score of 70/100.

Worldline was also recognised by **TIME**, in partnership with **Statista,** as one of the **World's Most Sustainable Companies of 2025**, included in the 1st decile, with a score of 76,6/100. The top-500 ranking uses independent data from 5,000+ firms to assess emissions reductions, social responsibility, transparency and ESG progress.

External partnerships

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

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

Sustainability Directors' Club (C3D). Worldline is a member of the C3D Board of Directors, which allows the company to benefit from best practices, market trends and to train employees accordingly. The CSR Director of Worldline has been an administrator of the C3D since 2018.

ISO (International Organization for Standardization). Worldline collaborates with and funds ISO at the international level. As the project manager of the international expert group, we lead the ISO working group that drafts international standards related to the eco-design of digital services. The technical specification ISO 20125 Eco-design of digital services, published early 2026, defines and recommends eco practices for each phase of a digital service life cycle.

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 practice.

Philanthropy

Worldline is committed to making a positive impact in the areas where we operate. This commitment is reflected in concrete philanthropic initiatives, often driven by our employees, across 2 priority areas: education and the environment.

"Civic engagement is growing and taking root at Worldline.
In 2025, our ambassador network has never been stronger, Global Clean Up Day saw a 75% increase in participation across over 20 sites, and employee-driven initiatives continue to multiply. These are concrete signs that our environmental and education actions truly matter and create impact. In a world marked by tension, these commitments bring us back to essentials: acting together for good. Together, we're building a future where everyone can make a difference."

Charlotte Fabre, Foundation director

In 2025, our philanthropic action was deployed through 2 complementary channels:

- Social and Philanthropic Initiatives bring together programmes implemented in each country, closely aligned with local realities. Each initiative complies with our compliance rules whilst adapting to the priorities and resources of each region.
- The Worldline Corporate Foundation operates in France and Europe, primarily near our sites. It funds and supports projects of general interest, with particular attention to young people and women, helping them adapt to today's societal and environmental challenges.

The Foundation's General Delegate coordinates the international network of ambassadors and leads the Social and Philanthropic Initiatives Committee. This committee enables the sharing of local initiatives and best practices, particularly regarding employee engagement, and disseminates information relating to the Foundation's activities (such as project calls for proposals, webinars and Clean Up Day).

Social and Philanthropic initiatives

The total donations made in 2025 amounted to over €571k for around 100 initiatives across 20 countries. These included financial donations, donations in kind and employee volunteering time. A management time allocation of 5% was added to the total.

Worldline encourages its employees to engage in philanthropic activities. This engagement can take place with freely chosen associations, within local initiatives, or through the Foundation's programmes. In 2025, over 5,000 hours were dedicated to these initiatives.

Note regarding methodology. This report only includes initiatives funded by Worldline and/or carried out during working time. The numerous activities undertaken by our employees in their personal time (charity markets, collection of items, clothes, equipment and employee financial donations) are not counted financially. However, over 4,350 employees were mobilised across all initiatives.

Education-related Initiatives

We believe that education is the key to individual development. Our profession requires a high level of qualification: we know the benefits that education brings. This is why we support projects that promote access to education and prepare younger generations to enter the working world.

Examples include:

- In India, Worldline supports the NGO Catalysts for Social Action (CSA) to promote access to education and skills development for children and young people leaving care. The "Adopt a Home & After Care" programme also funds health, nutrition and hygiene initiatives in several care facilities. In 2025, 316 children were supported in Odisha and Pune, 60 young people received support through life skills development activities, and 91 children received four meals a day in Odisha.
- In Germany, two childhood initiatives are supported. In Frankfurt, our teams are engaged with the Monikahaus family centre (educational supportand reception) by organising activities for around 27 children (outings, Christmas activities). In Aachen, we support the association Kinder- und Jugendhilfe Aachen-Brand, which supports young people from difficult family situations.
- Digital education is also one of our priorities. In France, we work with "Elles Bougent" to encourage young girls towards scientific fields and with "Énergie Jeunes" to support access to education in less privileged areas, through direct employee engagement. In Spain, Worldline contributes to developing young people's skills in Science, Technology, Engineering and Mathematics (STEM) alongside Junior Achievement and the Spanish Association of Consulting Firms (AEC) by running sessions in secondary schools in Madrid and Seville. In France, our employees also participate in the French Red Cross' digital workshops for migrants and lead masterclasses with DesCodeuses and its learners (training women transitioning into digital professions).

Environment-related Initiatives

Environmental sustainability is a priority for Worldline, driven by our TRUST 2030 programme. Our employees share this vision and engage in numerous environmental initiatives.

Our Global Clean Up Day is now an unmissable event. In September 2025, during sustainable development week, the Worldline Corporate Foundation and our ambassadors mobilised teams for our second global Clean Up Day. The event was deployed internationally with collection operations at our sites around the world. In total, 11 countries, 22 sites and over 351 volunteers participated, compared to 200 in 2024 (an increase of more than 75%).

The countries mobilised were Belgium, Brazil, France, Germany, India, Italy, the Netherlands, Poland, Romania and the United Kingdom. Beyond the tangible impact on waste reduction, this initiative demonstrates our collective commitment within our local communities.

Worldline also organised a collection of smartphones and electronic devices. End-of-life devices were sent to associations for recycling, contributing to electronic waste reduction and the circular economy. Through this initiative, 901 smartphones, 21 tablets and 223 various electronic devices were collected in Austria, Belgium, France, Germany, Greece, India, Italy, New Zealand, Poland and Spain.

Other examples of local initiatives:

- In the United Kingdom, employees participate in "Wild Work Days", team-building days dedicated to nature conservation, conducted across three sites (Newton Aycliffe, Leeds and Beeston) in partnership with the Wildlife Trusts or the National Trust. Volunteers carry out practical activities in the field (woodland maintenance, brush clearance, undergrowth cleaning), totalling nearly 200 volunteering hours in 2025.
- In India, Worldline supports the Indivish Welfare Foundation to develop water conservation projects in Maharashtra, with financial support and employee mobilisation (150 volunteering hours). In 2025, over 50 water bodies were restored, increasing storage capacity by approximately 400 million litres, benefiting over 100 residents and around 500 farmers.
- In Switzerland, 25 employees mobilised for a day with the association Wendy-Welt, which provides shelter and care for abandoned animals. In Hettenschwil, they carried out practical activities: stable cleaning and chicken coop dismantling.

The Worldline Corporate Foundation

The Foundation completed its second financial year at the end of 2025. Established in October 2023, it embodies our values around 2 themes: education and the environment. Planned for an initial period of 5 years with a total endowment of €2.4m, it benefits from independent governance as an autonomous legal entity.

Its activities are structured around 4 pillars: multi-year partnerships, an annual call for projects enabling employees in the European Union to propose projects led by an association close to their hearts, an integration programme for new hires, and collective actions such as Clean Up Day. In the latter, the Foundation organises and coordinates the event with local representatives and makes a donation to environmental organisations.

For the year 2025, the Foundation received €1,068,000 instead of the €500,000 initially planned: 2 outgoing founding companies paid their remaining balance in advance.

After 2 financial years, the Foundation is structured, recognised internally and is developing impactful projects with its partners as well as opportunities for employees to invest themselves and engage. The detailed results will be shared in the Foundation's annual report.

A.6 The payment industry

In the ever-evolving and complex digital payments landscape, Worldline anticipates sustained growth and transformation over the coming years.

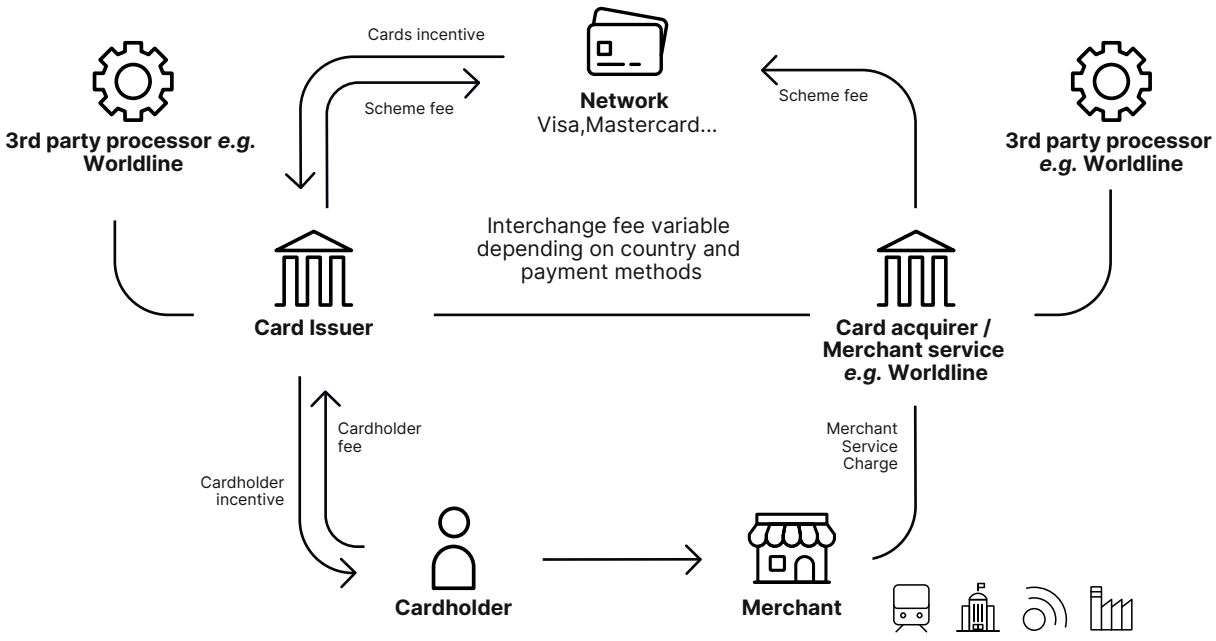
The basic principles for any payment are the same: there are always payers, payees and stakeholders who enable exchanges of value to be done in a safe and secure manner. However, stakeholders continuously face challenges as they respond to trends, technological advances, regulations and an ever more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

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

Card payments

The most widely known payment instrument is the card. Below is a typical card payments model which demonstrates the complexity of the ecosystem.

Today's typical four-party payments model



Source: Worldline

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

- **The merchant services provider.** Merchant services providers offer vendors the means (POS terminals, mobile POS (mPOS) terminals, SoftPOS solutions or online payment gateways) to collect and send card data and receive payment authorisations in stores, online and via mobile devices. Some of these means also come with additional functions, such as enhanced reporting, loyalty programmes, advertising services, quality surveys using payment terminals, and Dynamic Currency Conversion (DCC) services.
- **The acquirer.** Acquirers are banks, payment institutions or electronic money institutions providing merchants with access to card scheme networks (e.g., Visa, MasterCard, CB, Bancontact, etc.) and merchant accounts. Commercial acquirers receive funds from issuing banks and deposit the proceeds, net of the "merchant service charge", in the merchant's account. Like issuers, many acquirers partially or fully outsource their activities to third party acquiring processors. These processors obtain payment authorisations, typically by routing transaction data from merchants' physical or online payment gateways to credit and debit card scheme networks (front-end processing). They 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 member banks, typically through separate batch payment systems which set card scheme network rules and interchange fees. The schemes act as custodians and clearing houses for the card brands they serve.
- **clearing and settlement system.**
  - Clearing is the process where financial institutions involved in a payment transaction exchange data to verify and reconcile the information. This process generates clearing files, including net outgoing amounts. No funds are transferred at this stage.
  - Settlement is the final stage involving the exchange of funds. It is the transfer of money between a card issuer and an acquiring bank to pay the merchant for the total amount of card sales submitted to the card scheme.

Non-card based payments

Non-card based payments are becoming increasingly common and hold significant transformative potential.

Credit transfers

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

Direct debits

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

Instant payments

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

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

Instant payments are accelerating across Europe, reshaping both C2B and B2B transactions. In the first quarter of 2025, SCT Instant accounted for c.25%[1] of all credit transfer volumes in the EU.

While B2B volumes still account for the majority of instant payments activity, B2C adoption is steadily rising, supported by the growth of e-commerce, digital wallets, and consumers' increasing demand for real-time settlement. Across Europe, instant payment volumes experienced robust expansion between 2021 and 2025, growing at an average annual rate of 25%[2], gaining share primarily from cash and cheques.

As is the case with cards, instant payments depend on mechanisms to issue, accept, clear and settle the payment transactions. Many financial services providers and banks also decide to outsource the processing of these payments to third party processors such as Worldline, one of the first providers of CSMs (Clearing & Settlement Mechanisms) adopting this type of payment.

The global shift toward instant payments is predominantly driven by mobile-native applications. Systems such as Pix in Brazil and UPI in India have been successful in achieving mass adoption.

1. BCG Global Payment Report 2025
2. GlobalData

Similarly, in Europe, successful local or regional models such as Bizum in Spain, the emerging Wero pan-European scheme, and TWINT in Switzerland, offer convenient alternatives to both cards and cash.

One of the most visible and significant outcomes of the push towards instant payments in Europe is the launch of Wero. The service was launched in July 2024 by the European Payments Initiative (EPI), a consortium of major European banks and acquirers. Its goal is to create a single, unified payment system across Europe to reduce dependency on card networks, ensuring European payments' sovereignty.

Wero is a digital payment wallet that enables instant, secure, account-to-account (A2A) payments. It is built on the SEPA (Single Euro Payments Area) Instant (SCT Inst) infrastructure. The solution is currently live for Person-to-Person (P2P) transfers in countries like Germany, France, and Belgium, allowing users to send money instantly using a phone number or email, often through their existing bank app.

Wero is actively expanding its value proposition. Its roadmap includes the rollout of e-commerce and online payments. Online payments were introduced in Germany in Q4 2025, with subsequent expansion planned for France, Belgium, the Netherlands, and Luxembourg. This will be followed by a second phase introducing point-of-sale (in-store) payments in 2026. Future developments also include value-added services such as Buy Now, Pay Later (BNPL) and digital identity features.

Wero's success is driven by its core differentiators:

- A pan-European reach. It unifies fragmented national payment schemes (like Paylib) into one system.
- Instantaneity. Payments clear in seconds (24/7/365).
- Bank backing. It is supported by a large consortium of European banks and acquirers, providing trust, massive user access, and a cost-effective A2A model that bypasses traditional card network fees.

Worldline has been a shareholder in Wero since November 2020 and was one of the first to introduce Wero acceptance solutions in 2025, enabling merchants to accept Wero for e-commerce transactions. The rollout began this autumn in Germany, followed by Belgium in Q1 2026. Expansion will continue across France, Luxembourg, and the Netherlands later in 2026. Live transactions are already being processed.

Worldline is strategically positioned in the instant payments ecosystem both as an acceptance Payment Service Provider and as a back-end technology processor.

As a merchant services provider, Worldline enables merchants to accept Wero and other instant payment solutions, online and in-store, integrating account-to-account payments and digital wallets into seamless checkout journeys.

The ability to support all local schemes and payment methods is a strong differentiator for Worldline, simplifying complexity for large international merchants who operate across multiple local markets (such as Swiss TWINT and future Wero integrations).

As an infrastructure provider, Worldline offers end-to-end instant payment capabilities, including payment initiation, liquidity management, back-office processing, and clearing & settlement.

These solutions allow banks and financial institutions to deliver faster, secure, and fully integrated instant payment services to their customers.

Other alternative payment instruments

The increasing popularity of Alternative Payment Methods (APMs) is reshaping the payment landscape, notably online. These methods generally fall into two strategic categories. Some are essentially overlay solutions that operate on top of existing payment rails, while others such as cryptocurrencies seek to challenge or even replace those rails.

Open banking

Open banking payments refer to credit transfers in which third-party providers (TPPs) are able to initiate payments on behalf of customers through APIs (Application Programming Interfaces) provided by banks and other financial institutions. This was opened up by the Payment Service Directive 2 (PSD2) requiring banks to provide APIs to access accounts and creating a new classification of Payment Initiation Service Provider.

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

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

Digital wallets

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

Buy Now Pay Later (BNPL)

Buy now, pay later, or BNPL, is a form of instalment loan that splits a purchase into several equal payments. The first payment is typically due at checkout, with the remaining instalments automatically charged to the consumer's debit or credit card at regular intervals until the full amount is settled. Unlike traditional consumer credit, BNPL plans usually carry no interest for the consumer, while the merchant receives the full purchase amount upfront, minus the fees charged by the BNPL provider. Major BNPL providers operating in Europe include Klarna, Afterpay, and PayPal.

Central Bank Digital Currencies (CBDCs)

CBDCs, or Central Bank Digital Currencies, are digital forms of currency issued by central banks, distinct from the electronic money typically provided by commercial banks. Often referred to as "Digital Cash," CBDCs are being actively explored or implemented in most major economies. They can be designed for wholesale use (between financial institutions) or retail use (for the general public).

In 2025, central banks continued to develop their CBDC programmes, with retail CBDCs ramping up faster.

In Europe, the digital euro project made further progress in 2025.

The Eurosystem (comprising the ECB and national central banks) is structuring its work around 3 priorities: 1) scaling technical capacity 2) engaging payment service providers, merchants and consumers and 3) supporting the legislative process. In this context, the digital euro is being designed for broad usability online, offline, via mobile or physical cards while ensuring high standards of privacy, security and financial inclusion.

In October 2025, the European Central Bank (ECB) Governing Council approved the transition from the preparatory phase to a technical build-up phase, marking the first step towards developing the core digital euro infrastructure. This new phase focuses on building and testing the main components, with pilot operations expected to begin in mid-2027, provided that the legislative framework is adopted in 2026. The first live transaction is anticipated in 2029.

Worldline has been actively contributing to the future of digital payments through its involvement in the ECB's digital euro prototyping. In 2023, Worldline was selected by the ECB to deliver a front-end prototype for the peer-to-peer (P2P) offline payments use case. This work included developing a secure electronic wallet enabling individuals to store and transfer funds without an internet connection.

Stablecoins

Stablecoins are digital currencies designed to maintain a stable value, typically pegged 1:1 to a fiat currency like the US Dollar or the Euro.

Their stability, speed, and programmability make them particularly relevant for cross-border transactions, on-chain settlement of digital assets and as a hedge against currency depreciation in high-inflation markets.

In 2025, stablecoins continued to gain momentum, notably in the United States and in Europe, where they increasingly serve as alternatives to traditional financial systems. Their role is becoming more central as institutional adoption grows.

Several major banks and companies such as Klarna are planning to issue their own stablecoin, reflecting growing institutional adoption.

In Europe, 10 major banks including ING, BNP, UniCredit, KBC, and Raiffeisen Bank International formed an alliance named Qivalis in September 2025 to issue a European stablecoin aimed at establishing a trusted regional payment standard.

Stablecoins are more and more shaping the payments landscape in Europe and around the world. They are primarily being leveraged across 3 critical domains:

- Enabling faster and cheaper transfers compared to legacy correspondent banking networks for cross-border payments;
- Allowing for real-time liquidity management and immediate settlement of transactions and
- Utilising smart contracts for automated, secure, and compliant fund movements, enabling new business models like escrow and automated pay-per-use consumption.

Regulatory developments are further accelerating this growth. In the United States, the GENIUS Act introduced rules to improve transparency and ensure stablecoin issuers hold proper reserves. In Europe, the Markets in Crypto-Assets (MiCA) framework sets clear rules for digital assets, building trust and safety for users and businesses.

The stablecoin market capitalisation reached $308 billion in October 2025, driven by institutional inflows, regulatory clarity, and expanding use cases in payments and settlements.

In November 2025, Worldline announced a partnership with Fipto, a European fintech specialised in stablecoin payment infrastructure. This initiative aims to develop and deploy stablecoin-based payment and settlement solutions for merchants across Europe and Asia Pacific, leveraging their 24/7 availability, transparency, and programmability while ensuring seamless integration with existing payment rails.

Other payment solutions

Beyond core payment processing, payment services encompass a series of "extended" stand-alone and value-added services to merchants and banks aimed at helping them grow their businesses and generate additional revenues. These services include the following:

Solutions for traditional merchants

- **Omni-commerce solutions.** Omni-commerce service providers assist retailers in designing, implementing and enhancing online and mobile services and integrating them with in-store solutions. This enables merchants 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 as well as other solutions that bring aspects of the online commerce experience into the retailer's physical store environment.
- **Loyalty programme solutions.** Loyalty programmes help retailers build customer relationships and provide retailers with valuable insights to facilitate sales promotions by leveraging data about customer behaviour gathered through the programme. In most cases, these programmes are based on loyalty cards tied to a specific brand. To better implement and maximise these programmes, merchants often fully or partially outsource the associated 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. These cards are generally accepted as a means of payment only by the retailers that have issued them. Many payment service processors providing issuing processing services also offer private label card issuing and processing services to retailers.
- **Merchant and eMoney Wallets.** These instruments are usually based on mobile applications and QR codes. They are substantially closed-loop solutions that consumers can use to make payments. While merchant wallets, accessible from merchants' mobile applications in secure platforms, allow consumers to make payments at a specific retailer or merchant, other solutions can be used with any merchant or user who has opted for the same specific wallet. Also encompassing orchestrator and business rules, these wallets can enable full mobile purchases (payment + hardware management) for all kinds of services at the point of sales (indoor cash registers, fuel stations' outdoor payment terminals, EV charging, etc.). In the case of merchant wallets they can be accelerators for merchants' mobile-centric strategies, boosting usage of their mobile applications and generating a large range of customer data.

Value-added services

Merchants increasingly require payment solutions to be integrated into their business process. In this context, Payment Service Providers (PSP) are offering value added services to expand the payment value proposition to commerce solutions (POS, ecom and inventory management systems).

Value-added services (VAS) can be grouped into 2 categories:

1. Core payments VAS are services built directly into the payment process. This includes tools like Dynamic Currency Conversion (DCC), which enables customers to pay in their own currency, as well as fraud and risk management tools which ensure transactions' security.
2. Commerce VAS are solutions that leverage payment data to enable merchants to optimise their sales business process. These include, for example, inventory and customer data management systems, as well as loyalty programmes.

Value-added services for banks

- **Digital Wallet Services.** Banks often turn to third parties for assistance in designing, implementing, and running electronic wallet systems. Given their diffusion, digital wallets and tokenisation services are becoming a must-have offering that enables financial institutions to seize customer engagement and the targeted marketing opportunities enabled by these instruments.
- **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 need to stay one step ahead of continually evolving fraud patterns.
- **Authentification Services.** Authentication service providers offer banks solutions to provide highly secure methods of authentication for their users. Some examples are 3D Secure and biometrics authentication.
- **Data Analytics.** Data analytics and card-linked offer services provide banks with data mining solutions to analyse cardholders' payment data and make them targeted offers through for example digital marketing or real time loyalty. When permitted by local regulators these instruments can also target merchants.

Key market trends and drivers of change

The payment landscape is going through a profound transformation influenced by 5 key macro-trends: the shift from cash to digital payment instruments, the growth of ecommerce and mobile channels, the rise of new players reshaping market dynamics, regulatory changes, and technological innovations including GenAI and agentic AI.

Cash displacement and digitisation

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

Consumer expectations. As digital natives play an ever-greater role in the market, their preferences for simplicity, convenience, and speed in payments are reshaping expectations. Today's consumers expect seamless and user-friendly payment processes across all platforms. The demand for integration within digital journeys means businesses need to create frictionless payment experiences at every touchpoint, whether online, in-store or through mobile applications.

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

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

Expanding e-commerce and mobile channels

E-commerce growth. E-commerce remains a primary driver of non-cash transactions, fuelled by deep-seated consumer habits and ongoing digitalisation. After the COVID period, market growth has normalised to the high single digits at around 8,7%[3].

Mobile commerce expansion. Mobile devices, particularly smartphones, have established themselves as vital channels for consumer transactions, often outpacing other methods.

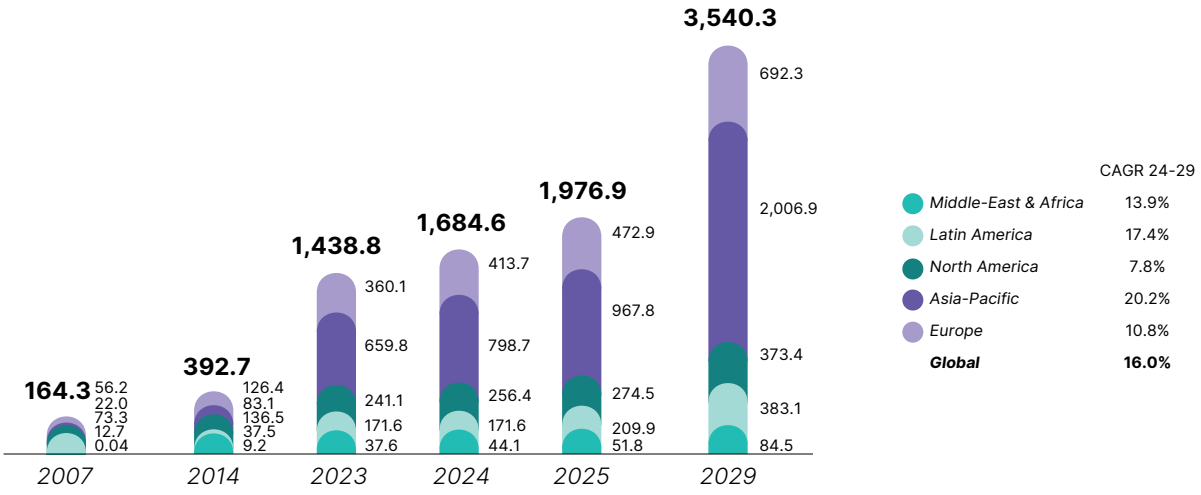
Mobile commerce has become the dominant channel in e-commerce. In 2025, an estimated 60%[4] of global e-commerce transaction value came from mobile devices and this share is projected to increase during 2026. To capitalise on this trend, businesses must focus on optimising their mobile platforms, ensuring seamless navigation, and integrating mobile payment options to enhance user experiences.

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

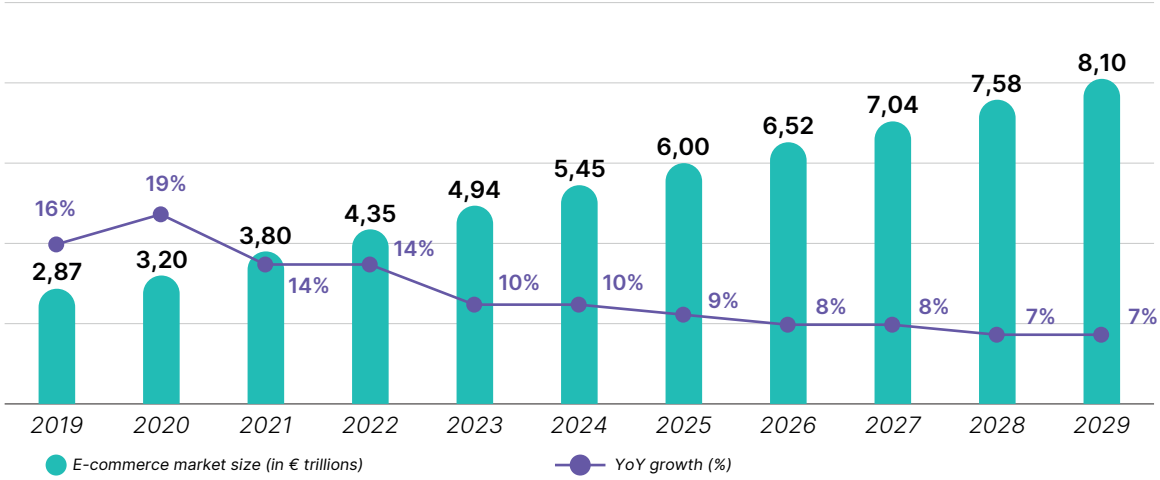
3 GlobalData December 2025
4 GlobalData December 2025

Number of worldwide non-cash transactions, by region

(in billions)



Global e-commerce market size



Source: GlobalData December 2025.

New entrants and market dynamics

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

Major companies like Google, Apple and various fintech startups are leveraging their technological capabilities and customer access to drive innovation in the payment ecosystem. This competitive pressure is not only challenging traditional banks and payment service providers but is also transforming consumer expectations.

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

Rise of Independent Software Vendors (ISVs). In the US, ISVs have established their status as key payment providers for SMBs, significantly reshaping the payment landscape. By embedding payment solutions within their management systems, ISVs empower businesses to streamline payment processes and enhance operational efficiency. In Europe, the market is growing fastly and is highly fragmented.

Regulatory evolution

The EU regulatory landscape is rapidly evolving, with a renewed political interest in the payment industry (to support resilience and EU sovereignty).

Payment package (PSD3/PSR). This aims to further fight and mitigate fraud, improve consumers' rights and establish an equal playing field for banks and non-banks PSPs. The objectives of PSD3 are to improve the open banking experience, enhance harmonisation across the EU, and clarify the roles and responsibilities of payment service providers, building on and updating the existing PSD2 framework. Access to payment systems has also been considered by legislators to ensure a high level of fee transparency across the ecosystem. Worldline will contribute to the smooth implementation within the ecosystem through diligent compliance in its regulated entities and relevant processing services when acting as Technical Service Provider for financial institutions.

Digital currency. The legislative process for the single currency package, containing the regulation establishing a digital euro, is ongoing. The compensation model, go to market staggering and scope are still being discussed. A well-designed digital euro may offer further choice to the end user and bring innovation to the entire ecosystem. For Electronic Money Tokens and stablecoins, the Markets in Crypto-Assets regulation (MiCA) offers a legal framework for promising use cases in payments (notably settlements), laying the ground for new opportunities for payment service providers and crypto assets service providers.

Initiatives tangential to payments. Developments in digital identity, through e-IDAS 2 and, in the medium term, so called "digital wallets for business" are expected to bring further digitisation and security to the payments ecosystem, authentication procedures and client onboarding. The European Commission's simplification drive, and more broadly, the increasing political concern about economic competitiveness are likely to contribute to smoother processes, less administrative burdens and consequently to increased productivity for Worldline.

Worldline has a strong focus on core VAS (like DCC and fraud) to strengthen its payment value proposition.

For commerce solutions beyond payments, Worldline uses an integration strategy, working with partners (ISVs and commerce platforms) to give merchants a complete set of business management tools. This includes enabling web presence, offering innovative financing options like merchant cash advance, and in the future, creating a single, easy-to-access digital experience for rapid merchant onboarding and consistent service operation.

Furthermore, Worldline is empowering a growing ecosystem of 400+ ISV partners via its embedded payment solution, Worldline for Platforms. This platform allows partners to seamlessly integrate their tech stack to access Worldline's rich omnichannel payment functionalities (POS, Online, Tap on Mobile) and core localised acquiring, effectively embedding Worldline's solution in the background to drive monetisation for both partners and end merchants.

Innovation

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

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

Agentic AI/Commerce and GenAI

Generative AI (GenAI), is a key strategic focus for Worldline to enhance key functions, including fraud detection, risk management, orchestration, customer journey and operational efficiency.

Worldline is investing in the deployment of AI to enhance operational efficiency and deliver new merchant-facing capabilities, focusing on 3 key areas: 1) leveraging agent-assisted merchant journeys to enable personalised and faster customer interactions, 2) reinforcing fraud and compliance controls, and 3) improving payment processing performance.

Agentic AI has the potential to reshape the payments landscape. Worldline plans to facilitate agentic commerce by offering agents to enable digital systems to automatically execute and manage transactions. As this trend intensifies, real-time, programmable payments could become mainstream.

Worldline is also advancing agentic commerce through a partner-led model. In September 2025, we announced our collaboration with Google Cloud to develop the Agents to Payments Protocol (AP2). This open protocol establishes secure authentication and authorisation standards for AI-initiated transactions and supports advanced use cases such as automated booking, dynamic pricing and real-time fulfilment.

A.7 A regulated company

Worldline is a European leader in payment services. Depending on its entities, the Worldline Group provides:

- Ancillary services (receipt issuance, installation and maintenance services),
- Services as a licensed payment institution,
- Outsourcing services for credit institutions,
- Indirect access to interbank payment systems (e.g., the automated Clearing House managed by equensWorldline NV, supervised by the DNB),
- Services outside the European Union.

Its ability to offer a geographically differentiated footprint is a major strength, enabling it to position itself in each region with solutions best suited to local markets.

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

Regulatory Framework within European Union

Country	Entity with a license under PSD2 within Worldline Group*	Type of licence	Regulator
Belgium	Worldline NV/SA	Payment institution	NBB
Luxembourg	Worldline Payment Services (Europe) SA	Payment institution	CSSF
Sweden	Bambora AB	Payment institution	SFSA
	Worldline Sweden AB*	Payment institution	
Netherlands	Global Collect Services B.V.	Payment institution	DNB
Germany	PAYONE GmbH	Electronic money institution	BAFIN
Greece	Worldline Merchant Acquiring Greece S.A.	Payment Institution	BOG
Italy	Worldline Merchant Services Italia S.P.A.	Payment Institution	BOI

* Including joint ventures where Worldline holds a majority stake
* SFSA confirmed in February 2026 that Worldline Sweden AB wind down has been finalized and its licence revoked, which represents a significant step in our plan to simplify our operating model

EquensWorldline N.V. is not regulated by PSD2 but is supervised by the DNB as a payment processing service provider.

Worldline continues to expand its regulated activities:

- Application for a license with the ACPR in France for its joint venture with Crédit Agricole,
- Acquisition of a 40% stake in Online Payment Platform B.V. (licensed as a payment institution by the DNB) on January, 2023.

Payment services are regulated activities requiring authorization in EU member states and in the European Economic Area (EEA), in accordance with national transpositions of the Payment Services Directive (PSD2), which came into force in January 2018.

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

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

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

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

c) execution of credit transfers, including standing orders;

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

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

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

c) execution of credit transfers, including standing orders;

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

Authorized payment institutions within the EU are allowed to operate in their home member state and in any other host member state, under the principles of freedom to provide services and/or freedom of establishment. Most Worldline Group entities operate across multiple member states under the European passport regime.

Regulations applicable to outsourcing activities

Under Regulation (EU) 2022/2554 on digital operational resilience in the financial sector (DORA) — applicable since 17 January 2025 — any payment institution outsourcing critical activities must:

- inform the competent regulator for critical outsourcing, and - comply with the ESMA guidelines and their local implementation.

As a large European payment services provider, Worldline faces various local regulations. Worldline maintains local and global regulatory monitoring to integrate regulatory constraints into its framework and ensure commercial competitiveness.

Regulation applicable to Re-insurance activities

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

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

Regulatory framework beyond the European Economic Area

A. Asia-Pacific Region

- Australia and New Zealand Worldline and ANZ (Australia and New Zealand Banking Group) entered into a long-term strategic alliance in 2020. The joint venture is 49% owned by ANZ and 51% by Worldline, and conducts merchant acquisition activities. Although no license is required for this activity, regulatory developments are closely monitored.
- Worldline Japan Ltd. was registered with Japan's Ministry of Economy, Trade and Industry (METI) in September 2021 as a credit card processing services provider under Article 35-17-4(1) of the Installment Sales Act.
- The Reserve Bank of India (RBI) issued regulations for payment aggregators in March 2020. Worldline Payments India Private Limited received a provisional authorization on 20 December 2022 to operate as an online payment aggregator. More recently, on 21 May 2025, RBI granted Worldline Payments India Private Limited authorization to operate as a payments aggregator for cross-border import-export operations.
- Global Collect Services Asia Pacific Pte. Ltd. and Ingenico International (Singapore) Pte Ltd. obtained a Payment Service Act (PSA) license from the Monetary Authority of Singapore (MAS) following an application filed in November 2023.

B. United Kingdom

Following the end of the post-Brexit transition period (31 December 2020), EEA entities that previously benefited from passports could operate in the UK under the Temporary Permissions Regime (TPR), provided they notified the FCA before 31 December 2020.

Worldline entities currently operating under the TPR regime :

- Worldline Financial Services (Europe) S.A. (FRN 580314)
- Bambora AB (FRN 676856)
- PAYONE GmbH (FRN 900170)
- Worldline SA (FRN 533487)
- Worldline Financial Solutions NV/SA (FRN 900113)

Worldline Merchant Services UK Ltd. has been granted a payment institution license by the FCA on 22 September 2023. This entity benefits from a supervisor regime tailored to newly authorized entities until October 2025, and since October 2025 has transitioned to general supervision, acting as the representative of the Worldline TPR entities.

Protection of personal data

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

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

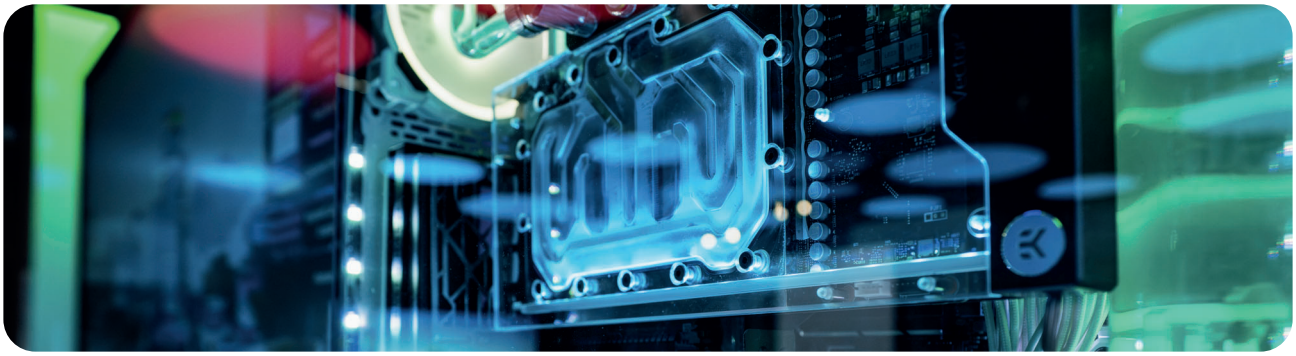
Since May 25, 2018, the General Data Protection Regulation ("GDPR", 2016/679) strengthens and unifies personal data protection within the European Union.

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

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

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

- only to process personal data when the criteria set forth in GDPR and local laws and regulations for making data processing lawful have been met (GDPR, article 6). This is done when one of the following applies: that the person concerned has given his or her prior consent or the processing of personal data is necessary for the purposes of pursuing a legitimate interest or for the performance of a contract to which the person concerned is a party or to comply to a legal obligation or for a processing on behalf of the public interest;
- to ensure that the personal data is (i) processed fairly, lawfully and in a transparent manner, (ii) collected for specific, explicit and legitimate purposes, (iii) adequate, relevant and limited to what is necessary in relation to the purposes for which it is processed, (iv) accurate and, where necessary, kept up-to-date, (v) kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data is processed, and (vi) processed in a manner that ensures appropriate security of the personal data, including protection against unauthorised or unlawful processing and against accidental loss, destruction or damage;
- to be able to demonstrate compliance with the principles relating to processing of personal data;
- to take particular precautions before processing special categories of personal data (GDPR article 9, *e.g.*, health or biometric data) by assessing the potential risks stemming from such processing and by checking that the explicit consent of the person concerned was received or that the processing is based on one of the exceptions that permit such processing as provided for in applicable law implementing GDPR (for instance when processing is necessary to defend the vital interests of the person concerned or of another person, or when the processing relates to data that was manifestly made public by the person concerned or is necessary to recognise, exercise or defend a right before courts);
- to put in place technical and organisational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorised modification, dissemination or access, taking into account measures like pseudonymisation and encryption of personal data, ensuring availability thereof and implementing a process for regularly testing, assessing and evaluating the effectiveness of these technical and organisational measures;



- to inform data subjects about the fact that their personal data is being processed and (a) the identity and contact details of the data controller, (b) the contact details of the data protection officer, (c) the purpose of the processing as well as the legal basis, (d) if applicable the legitimate interest, (e) the recipients or categories of recipients of the personal data, (f) where applicable, the fact that Worldline intends to transfer personal data to a third country, (g) the period for which the personal data will be stored, (h) the existence of the right to request from the controller access to and rectification or erasure of personal data or restriction of processing concerning the data subject or to object to processing as well as the right to data portability, (i) the existence of the right to withdraw consent at any time, (j) the right to lodge a complaint with a supervisory authority, (k) whether the provision of personal data is a statutory or contractual requirement, or a requirement necessary to enter into a contract, as well as whether the data subject is obliged to provide the personal data and of the possible consequences of failure to provide such data, and (l) if applicable the existence of automated decision-making, including profiling;
- to refrain from transferring personal data outside the EEA unless the European Commission considers that the recipient country ensures an adequate level of protection or the transfer is governed by Standard Contractual Clauses established by the European Commission or by Binding Corporate Rules (BCR) when personal data is transferred within the Worldline group;
- to only use data processors providing sufficient guarantees to implement appropriate technical and organisational measures;
- to maintain a record of processing activities as data controller;
- to follow the principles of data protection by design and data protection by default when designing solutions and preparing processing activities.

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

The Group especially fulfils the following obligations:

- to process such data in accordance with the client's exclusive documented instructions and for no other purpose than those established by such client;
- to put in place technical and organisational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorised modification, dissemination or access, taking into account measures like pseudonymisation and encryption of personal data, ensuring availability thereof and implementing a process for regularly testing, assessing and evaluating the effectiveness of these technical and organisational measures. These technical and organisational measures are part of the instructions of the controller
- to not engage any other sub-processor without prior specific or general written authorisation of the data controller;
- to assist the data controller in ensuring compliance with the relevant obligations of GDPR;
- at the choice of the data controller, to delete or to return all the personal data to the data controller after the end of the provision of services relating to processing, and to delete existing copies;
- to make available to the data controller all information necessary to demonstrate compliance with the relevant obligations of GDPR;
- to maintain a record of processing activities as data processor;
- to follow the principles of data protection by design and data protection by default when designing solutions and preparing processing activities.

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

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

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

(iii) a mandatory training program for all Group employees.

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

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

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

Data processing carried out outside the European Economic Area

The protection afforded by the GDPR follows the data, meaning its personal data protection rules continue to apply regardless of where the data is processed. While no single international regulation harmonizes all principles applicable to personal data protection, the strict legal framework established by the GDPR has influenced other data protection legislations, such as the LGPD in Brazil, the Federal Act on Data Protection (FADP) in Switzerland, and in Asia, the PPIA in Japan, the PIPA in South Korea, and the PIPL in China.

Worldline's business operates in a highly international context, thereby involving personal data flows of significant volume and frequency. One of the major compliance challenges lies in ensuring the legal certainty of such personal data transfers conducted within the group, between the various Worldline entities.

Pursuant to Article 46 of the GDPR, any transfer of personal data outside the EU/EEA must be governed by specific safeguards to ensure that the data is processed in accordance with European personal data protection standards. *Binding Corporate Rules* (BCRs) are explicitly recognized by the GDPR as an appropriate safeguard for securing intra-group personal data transfers, including to entities outside the EU/EEA. They represent a contractual commitment for the adhering entities, which must comply with their provisions, and they foster a common data protection culture within a group of undertakings.

BCRs also provide data controllers and processors established in the European Union with the assurance that a uniform level of protection is applied to personal data transferred to third countries, regardless of the level of protection afforded by each of those third countries.

In order to meet these requirements and to elevate the security of personal data processed within the group to the highest standard, Worldline initiated an approval process for its BCRs, both as a data controller and as a data processor. This process was first submitted for review to the French Data Protection Authority (Commission Nationale de l'Informatique et des Libertés - CNIL) on May 31, 2023.

Following the approval of two other national supervisory authorities and a positive opinion from the European Data Protection Board (EDPB) on May 5, 2025, the CNIL officially approved Worldline's BCRs (CNIL Deliberation No. 2025-037 of May 27, 2025, approving the WORLDLINE group's "controller" BCR, and CNIL Deliberation No. 2025-038 of May 27, 2025, approving the WORLDLINE group's "processor" BCR). These decisions were published in the Official Journal of the French Republic on June 3, 2025.

In the second half of 2025, Worldline's *Global Data Privacy Office* initiated the rollout of the BCRs. A first phase will integrate the Worldline entities that meet the compliance requirements defined by the BCRs into this new framework.

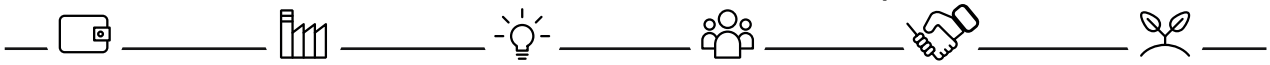
Personal data processing involving international data transfers may also be carried out on behalf of clients located outside the EEA, or for clients within the EEA to whom offshore services are offered as an integral part of the services provided by the Worldline group. Other appropriate safeguards include the *Standard Contractual Clauses* (SCCs) adopted by the European Commission in June 2021, which enable Worldline entities to transfer personal data to third parties outside the EEA.

Worldline is committed to assessing the impact of data transfers on personal data (through a *Transfer Impact Assessment* - TIA) and implements measures to ensure a sufficient level of protection. This is done in consideration of the guidelines from the *European Data Protection Board* (EDPB) and the supplementary measures required since the Court of Justice of the European Union's ruling of July 16, 2020 ("Schrems II").

A.8 Worldline's business model

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

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



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

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

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

Worldline's business model

Inputs
Resources and Challenges

Financial
Solid financial profiles
- Market trust & operator of critical infrastructure

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

Terminals supply chain

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

Human
18,106 employees as follow:

Headcounts	Closing Dec 2025
France	3 655
India	2 754
Germany	2 494
Belgium	1 114
Netherlands	937
Others	7 152
Worldline	**18 106**

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

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

Technological know-how
- Societal contribution

Environment
Electrical Energy
- CO_2-eq emissions

Data centres
- Renewable energy

IT appliances

Outputs
Worldline business

WORLDLINE

Inside Worldline: Financial and Operational overview

Merchants

Financial Institutions

European presence
Global reach

Growth Partnerships
~40 countries

Unique positioning

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

Commitment to sustainability

Quality attractiveness
Channels

As the main European operator of Payments critical infrastructure, Worldline designs and operates leading solutions that handle billions of transactions on a daily basis.

Worldline business lines & results

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

€4.5 BN**

2025 revenue

Merchant services

74%

Energising commerce with advanced payment services

Financial services

18%

Engineering the most advanced payment processing platforms

Mobility and e-transactional services

8%

Bringing payment and regulation expertise to new markets

2025 value

Value creation for stakeholders

SDGs

Financial

Investors & shareholders

- -2.4% revenue organic evolution**
- 18.7% Adjusted EBITDA margin**
- -€8 million free cash flow**

Manufactured

Suppliers & Customers

- Quality score – Contracts' services availability & response: 99.9882%
- Quality score – Platforms' services availability & response: 99.9849%
- 95.0% of total expenses assessed by EcoVadis out of strategic suppliers expenses

Intellectual

Customers

- €246 million in R&D expense in 2025
- A portfolio of 215 patents

Human

Employees

- 65% employee satisfaction on GPTW Trust Index
- 25 hours of training per employee per year, on average
- 28.3% of women within the management positions

Social and relationship

Customers, Communities, Public Bodies

- Customer Net Promoter Score: 30
- 0 significant fines for non compliance*
- 80% of spending in local purchases
- Total revenue of «sustainability offerings»: €2,467 Millions

Environment

Communities, Public Bodies

- Eco-efficiency in data centres
- Contribution to carbon neutrality
- 86% renewable energy

Regulatory Framework within European Union

* For completeness, please refer to Section D.4 regarding legal proceedings related to a fine below the threshold
** Before the restatement under IFRS 5 of MeTS to be divested in 2026

A.9 Human resources

"Our people are at the heart of our transformation, and we are committed to equipping Worldliners with the right skills, tools, and mindset to successfully drive the change required to deliver North Star 2030. Our new leadership principles will enable leaders to model and teach the behaviors key to this transformation. Through open dialogue, access to upskilling, reskilling, and internal mobility opportunities, we're shaping a workplace where people can thrive and build meaningful careers."

Anika Grant, Group Chief People Officer

Our ongoing dialogue with Worldliners

Worldline's people are among our most important stakeholders. We are a responsible employer and strive to maintain a workplace that is fair, inclusive and diverse.

We believe that open dialogue with employees is a key enabler for our company's successful transformation. In 2025, in cooperation with the Great Place to Work Institute®, we launched our annual survey to gather feedback from our employees. For the first time in 5 years, we improved our Trust Index and overall perception, showing positive momentum across almost all questions. As a result, 15 countries were certified as a "best place to work". Importantly, the feedback from these annual surveys provides insights that will feed our global HR strategy and action plans at the global, country and business unit levels. In 2026 we will transition to a new engagement tool that will enable us to measure employee engagement in a more robust way, and to take a more regular pulse of the workforce throughout the year.

In 2025, we continued to build trust with our relevant employee representative groups through ongoing social dialogue. In France and Germany, our two largest European countries, 100% of our employees have formal employee representation. Across our workforce, more than 45% of our people are covered by a collective bargaining agreement. Our European Works Council held ordinary meetings 3 times in the year, which was 2 more than the legal minimum. We also engaged in 3 extraordinary meetings to ensure the timely and transparent exchange of information about important projects that impacted our employees.

One of these projects was the sale of our Mobility & e-Transactional Services business. Throughout the divestment process we engaged in ongoing dialogue with our employees and the relevant employee representative groups, enabling successful sign-off from all 9 country-level works councils and the 2 European level works councils.

Internal mobility as key to our value proposition

Worldline is a place of opportunity, where talented people can grow and develop their careers. In 2025, 31% of roles were filled with internal candidates, demonstrating our commitment to investing in our talent. Across Europe, we held 5 "Be Future Ready" roadshows, with supporting webinars to showcase career opportunities across the various business units. Over the next 5 years we plan to continue to grow our internal mobility to be up to 50% of sourcing, with a focused effort to re-skill and up-skill our internal talent to take on new roles. This will be enabled by our Talent Attraction & Mobility teams, working across the different businesses to provide employees more visibility to open opportunities and more personalised training paths, to enable our talent to prepare for new roles.

Culture of continuous learning

Building a culture of continuous learning and development is another critical enabler for our transformation. We have an extensive training catalogue to offer our employees, with more than 25,000 different learning assets available. In 2025 our employees took on average 25 hours of training, making use of both in-person and online content. Over the next 5 years we plan to continue to build on our training offerings and enable employees to take up to 4 full days (32 hours) of training each year. Through our investments in training, our people can continue to build their skills, and ultimately, their employability. A key focus for 2025 was providing training in new technologies, including AI, cloud, security and cybersecurity.

We also have a suite of leadership programmes to invest in our high potential talent across different career levels, business units and countries, including our One WL Academy and our Agile Leadership training programme. For our very top leaders we held 2 offsites in 2025, with a specific focus on enabling these leaders to be well equipped to lead our transformation.

Worldline runs a series of targeted programmes to support our female talent access management positions. Our EmpowHERment initiative prepares women in individual contributor roles to take on management responsibility, and our MentHERship programme provides personalised mentorship tailored for female talent. Our commitment to diversity and the success of these programmes is evidenced by the steady or increasing female representation at management and executive levels, with 28% of management positions (grade 12+) and 55.5% of our Executive Committee positions held by women.

Our people are enabling our transformation

Our people are at the heart of North Star 2030. As we embark on this multi-year journey we know that it is only with our employees' buy-in, engagement and commitment that we will be successful.

To support this, in 2025 we defined and began rolling out a new leadership model, articulating the principles, ways of working and behaviours required of all Worldliners to successfully deliver on our transformation.

Our 4 leadership principles

- Client first
- Taking charge
- Winning as a team
- Leading courageously

We fundamentally believe that by adopting these principles and embedding these ways of working into all our teams, we will drive the change that is needed to transform the organisation. This will involve focusing on clients, driving value and innovation; taking charge and owning outcomes; working together as a team to collectively achieve; and leading courageously through uncertainty and change.

Our North Star 2030 vision is as much about our people as it is for our clients and investors. Through this journey we will drive further simplification, providing more focus and clarity on how we work and who we serve. We will remove complexity and bureaucracy, to create frictionless processes. We will harness more new technologies and invest in innovative product roadmaps to provide stimulating work experiences. And we will accompany our people to ensure they have access to the training they need to deepen their expertise, learn new skills, and prepare themselves for the opportunities of the years to come.

What will this mean for our People

Building a true technology company

Different geographical footprint

Talent base will evolve

Multi-year programme of change

A.10 Procurement and suppliers

Procurement organisation

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

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

The global level organisation includes:

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

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

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

To support its businesses and operations, and secure sustainable supply chain the procurement team is organised across 3 competency centres:

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

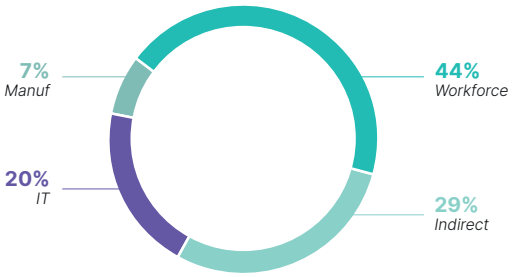
In 2025, thanks to these organisational and process improvements, Worldline reduced its average time to pay a supplier. This has been secured through a close monitoring of the KPIs and monitoring of P2P process follow up.

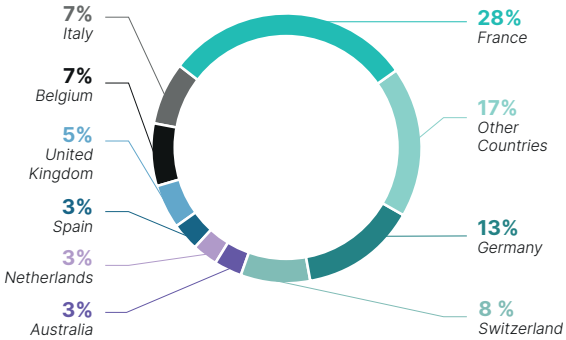
Procurement key purchase categories

The Procurement function is articulated around 4 main purchase categories: IT, Workforce, Indirect, and Manufacturing / CapEx. The primary categories of products and services sourced externally, which account for the majority of procurement costs, comprise: IT hardware and software (used for data centres' maintenance and project development), subcontracted services such as software development and maintenance, and telecommunications services due to the extensive data processing required by Worldline's business. In 2025, the main suppliers per purchase categories were:

- IT: Atos, Six Group Services, Microsoft, IBM.
- Workforce: PricewaterhouseCoopers, Accenture.
- Indirect: CBRE, EDF.
- Manufacturing / CapEx: Ingenico, Castle, PAX.

Worldline monitors its spend (purchasing expenses from external providers) through a monthly dashboard for performance and KPI monitoring. In 2025, Worldline total spend reached approximately €1.05 billion for around 6,150 vendor legal entities (Tier 1) in 70 countries. In 2025 the group reduced its number of vendor legal entity by 7.6% by massifying its purchases compared to 2024. The breakdown of Worldline's spend by main purchase categories and by supplier countries is as follows:





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

Procurement key ESG challenges

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

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

Worldline's Sustainable Procurement strategy articulates around 3 main axes:

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

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

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

In 2024, Worldline signed the Sustainable Procurement and Supplier Relations charter, a French initiative with global ambitions, thus demonstrating the Group's continuous endeavours to level up ethical practices and ESG standards across its value chain. The signing of this charter is a first step toward recognising our practices, with the ambition to obtain the Sustainable Procurement and Supplier Relations label, the first and only label based on the international ISO 20400 standard. The first annual audit for this certification was performed in 2025 by an external third party and the ambition is to obtain this label in 2026.

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

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

As the CSR assessments and reviews are mostly conducted at parent company level, the "strategic supplier" status is used to list all vendor parent companies with at least one legal entity that is part of the Class A category (excluding one-off spend and non- addressable suppliers).

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

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

A.11 Group's businesses

Merchant Services

The Merchant Services division has grown considerably over the past few years, through both organic growth and a number of substantial acquisitions. While these acquisitions have provided significant scale, they have also introduced operational complexities. Under our new strategic plan, the division will focus on 3 core priorities: refocusing on our core European markets, executing the North Star 2030 plan and accelerating innovation.

Refocus on European markets

As part of our strategic divestment plan, Worldline has announced the sale of Payment IQ (payment orchestration) and Worldline North America in 2025 within Merchant Services. These assets were identified as non-core due to a lack of synergies with the primary Merchant Services business. This refocus ensures resources are concentrated where the company has the strongest competitive advantage.

North Star 2030

Our Merchant Services division is at the heart of the 4 North Star initiatives:

- Simplify and streamline. The division has undergone "delayering" and is now under the direct management of the CEO to ensure maximum agility and rigorous execution control.
- Convergence and scale. By 2030, the division will drastically reduce the number of acquiring platforms from 8 in 2025, to 2 in 2030. It will also reduce the number of acceptance platforms from 23 in 2025 to 12 and the number of portals from 15 to 3. This consolidation will significantly improve time-to-market and deliver true operational scale.
- Integrated operations through Global Competency Centres. Leveraging our robust existing capabilities in India, Romania and Poland, these hubs will evolve into innovation centres. Their growing number of service catalogues will support our local teams in Europe and the Global Competency Centres will continue to be a driver of our GenAI and Agentic AI efforts.
- Revenue management. In order to accelerate growth, Merchant Services will implement 3 sales-driven initiatives: product simplification to streamline the portfolio for easier sales and onboarding, commercial productivity to improve sales force effectiveness and revenue management. For instance, Worldline plans to progressively roll out in Europe a new state-of-the-art portal enabling a full digital and agentic experience for small and medium merchants.

Innovation acceleration

To further accelerate growth, Merchant Services is refocusing sales, R&D and operations for the following customer segments where it holds a clear "right to win":

- Global Commerce is focusing on Travel/Hospitality and Digital verticals, with a priority on scaling with partners and cross-selling our acquiring services.
- Enterprise is targeting Retail, Kiosk & Self-Service markets with growth driven by new merchant acquisitions and the cross-selling of our omnichannel, acquiring and online platforms.
- Small and Medium Business is placing emphasis on our state-of-the-art payment solution with an enhanced digital experience, expanded distribution through Independent Software Vendor (ISV) channels and broader value-added services (such as web experience and merchant financing) through strategic partnerships.

Key developments in the Merchant Services industry

The Merchant Services industry in 2025 continued its trajectory toward digital transformation, underpinned by several pivotal macro-trends that reshaped the competitive and regulatory landscape across Europe.

Advancing digitalisation and payment evolution

Digitalisation remained the primary driver of industry evolution. Card usage continued to grow across European markets, though the deceleration in the shift away from cash highlighted the maturity of certain payment segments. This dynamic highlighted the urgent need for merchants to adapt and innovate their payment methods proactively, ensuring alignment with evolving consumer expectations. In parallel, the rise of alternative payment rails, particularly account-to-account (A2A) payments and digital wallets, presented both opportunities and competitive pressures. The expansion of local payment schemes, including initiatives such as Wero, demonstrated the industry's commitment to fostering interoperable, European-led payment ecosystems.

Regulatory and sovereignty landscape

European policymakers continued their efforts to create a more integrated and cohesive payments ecosystem. Regulatory developments focused on enhancing competition while simultaneously improving authentication standards and security protocols. A notable acceleration occurred in the emphasis on sovereignty and data residency, particularly as financial institutions and merchants sought to reduce reliance on non-European payment service providers. This trend created favorable conditions for established European players with robust local infrastructure and deep regulatory expertise.

Market consolidation and new entrants

The market witnessed continued diversification, with the emergence of new competitive players including digital wallets, super-apps, and consolidated payment platforms. Software vendors increasingly embed payment services into their core offerings, streamlining merchant operations, and reducing friction in the payment process. Independent Software Vendors (ISVs) gained significant traction as distribution channels, particularly in the small and medium-sized business segment, reflecting a broader shift toward vertical and partner-driven go-to-market models.

Key business milestones in 2025

Product innovation and platform expansion

Worldline achieved significant milestones in expanding its omnichannel payment capabilities throughout 2025. The acceleration of **Tap on Mobile** represented a flagship achievement, with the solution deployed across 23 markets by year-end, processing over €760 million transactions Merchant Service Value (MSV) in 2025, tripling versus 2024. The solution's expansion to iOS devices and kiosks broadened its utility for diverse merchant use cases, from small independent retailers to large department stores.

The launch of **Android SmartPOS** terminals across 16 markets represented a critical step in modernising Worldline's terminal offerings. These devices provided merchants with integrated payment, order management, loyalty, and third-party app capabilities, creating a unified point-of-sale solution.

Strategic partnerships and market expansion

Worldline deepened its portfolio through high-impact partnerships. The strategic alliance with Wix to deliver integrated e-commerce and payment solutions marked a significant step toward supporting Small and Medium-sized Business (SMB) digital transformation, with initial deployments in Switzerland. Several partnerships like those with FreedomPay, Yeepay and Gr4vy strengthened Worldline's capabilities in the Travel & Hospitality vertical, a core focus area for global commerce growth.

In critical markets, Worldline secured transformational partnerships. ING designated Worldline as its strategic partner for innovative, integrated acquiring services in Italy, following successful card platform migrations in Germany and the Netherlands. The partnership with Credem and continued expansion with Cassa Centrale Banca solidified Worldline's presence in the Italian market, collectively covering over 125,000 merchants.

Innovation in specialised solutions

Worldline advanced its innovation agenda through strategic partnerships. The launch of AI-powered Smart Routing (July 2025) delivered measurable improvements in transaction authorisation rates for key customers, with plans for broader rollout. Worldline was among the first PSPs to integrate **Wero**, driving adoption of the EU's native payment solution across multiple European markets starting with e-commerce in Germany.

The introduction of Direct Pay in New Zealand as the country's first open banking solution for in-person payments demonstrated Worldline's commitment to local innovation. Similarly, the Secure EFTPOS Network (SCION-based) launched in Switzerland provided industry-first secure, cashless payment infrastructure.

Vertical approach

Worldline strengthened its position in key segments:

- **Travel & Hospitality:** Expanding partnerships and continued innovation in dynamic currency conversion.
- **Retail:** Maintaining our leadership in France, Germany, Switzerland and Benelux, and implementing a targeted expansion in our enterprise retail footprint.
- **Kiosks & Self-service:** Leadership in EV charging payments and ticketing solutions.
- **Digital Goods & Gaming:** Continued investment in recurring billing and high-conversion payment solutions.

Key global and local highlights in 2025

Strategic partnerships

- Worldline partnered with **Wix** to expand integrated e-commerce and payment solutions across Europe and Asia-Pacific. The process started with Switzerland, enabling merchants to establish an online presence within a single day.
- Our **FreedomPay** strategic partnership strengthened Worldline's Travel & Hospitality capabilities, positioning the company for accelerated growth in this vertical.
- The expansion of our **Gr4vy** partnership simplified global payment expansion for e-commerce merchants, leveraging advanced payment orchestration.
- **commercetools** collaboration enhanced payment solutions for e-commerce businesses across Europe.
- The development of our **Deliverect** partnership powered smart self-ordering kiosks across the UK, supporting hospitality digital transformation.
- Our **YeePay** partnership unlocked cross-border payment opportunities in China's aviation and travel sector, expanding Worldline's global reach.

Product innovation and solution launches

- **Tap on Mobile:** expanded to 23 markets with €760M of MSV full year volume. It was adopted by major retailers and merchants for flexible acceptance points.
- **Android SmartPOS** was deployed across 16 markets providing integrated payment, ordering, and an app ecosystem enabling merchants to run complete business operations.
- **Wero e-commerce.** Nationwide rollout was initiated in Germany with expansion planned across multiple markets, advancing European payment scheme adoption.
- **AI-Powered Smart Routing** was launched in July 2025 demonstrating measurable improvement in transaction authorisation rates. An enterprise rollout is planned.
- **Worldline Web powered by Wix:** full e-commerce solution enabling merchants to launch online operations within a day. Live in Switzerland with European expansion planned.
- **Merchant financing:** partnerships with YouLend and Lemonero live in multiple markets (e.g. Belgium, the Netherlands, Czech Republic).

Local presence

- **France.** The CAWL joint venture with Crédit Agricole progressed toward regulated acquiring launch, with digital distribution of GoPay initiated through Crédit Agricole branches and in-store solutions deployment underway.
- **Switzerland.** Our leadership was strengthened with Android SmartPOS launch, Tap to Pay on iPhone enablement, Wix partnership activation, Secure EFTPOS Network launch, and the appointment of a new leadership team.
- **Benelux.** Worldline expanded Tap on Mobile on iPhone across the region with launches in Belgium and Luxembourg, complementing existing Netherlands deployment and ensuring full Benelux coverage. Android SmartPOS was deployed across region; Merchant Cash Advance (with YouLend) live in Belgium and Netherlands, supporting SMB growth financing.
- **Nordics.** The appointment of a new Head of Nordics & the UK reflected strategic focus. Android SmartPOS was deployed across the region, empowering partners to develop and deploy custom applications on our terminals and accelerate co-innovation within the partner ecosystem.
- **Central and Eastern Europe.** In Poland, BLIK code payments was enabled on our Tap on Mobile platform. Worldline was recognised as an Innovation Award winner (e-payment category). In Czech Republic, we renewed our alliance agreement with KB for KB SmartPay. Our partnership with Lemonero unlocked working capital access for SMBs.
- **Germany & Austria.** PAYONE (a Worldline joint venture with the German Savings Banks Association) launched a "Germany pays digitally" initiative with S-Payment, offering fee-free card acceptance for savings bank customers. We also jointly launched the S-Cube mobile payment terminal (October 2025) extending solutions across the savings bank ecosystem.
- **Italy.** Strategic partnerships with ING (as exclusive acquiring partner), Credem, CCB, and RCH established Worldline as a key payment infrastructure provider. ING's designation as strategic partner followed successful migrations in Germany and Netherlands. We launched Worldline Paycloud Hub, an innovative solution for the insurance sector, developed in partnership with Paycloud.it, that guarantees immediate, complete, and automatic reconciliation of digital transactions (via POS, e-commerce, Pay by Link), significantly simplifying the operational and accounting processes of agencies, brokers, and insurance companies.

- **Greece.** Worldline was awarded "Fintech of the Year" for the 3rd consecutive year. We expanded our POS capabilities (Split Bill, POS1DAY, retail enhancements including gift card and donation services), and payment methods (Apple Pay/Google Pay for e-commerce business, IRIS A2A payment via QR code for in-store and online). Worldline also launched the POS Fast Cash financing solution in cooperation with Eurobank and integrated the country's largest loyalty program for online collection and redemption.
- **Australia.** ANZ Worldline expanded international cardholder support and launched Pay by Link. We have a growing payment solutions portfolio.
- **India.** RBI authorisation granted for Worldline ePayments India as an Export-Import Payment Aggregator (PA-CB, E&I). We also launched Worldline One Commerce (country's first omnichannel platform), and established Maitri, the merchant engagement programme, and expanded our partnerships with Cosmos Co-operative Bank and Forthcode.
- **Turkey.** Through our partnership with PAX, Worldline delivers advanced Fiscal POS solutions to Turkish merchants, leveraging our value-added services, software integrations, payment applications and compliance expertise for seamless digital transformation.
- **New Zealand.** Direct Pay was launched as the first open banking solution for in-person payments. Worldline New Zealand reporting demonstrated steady spending recovery post-inflation.
- **China.** The YeePay partnership was launched cross-border payment solutions targeting the aviation and travel sectors.

Overview by go-to-market segment

Small and Medium-sized Businesses (SMBs)

Positioning and market presence

Worldline commands a leading position in the fragmented European SMB payments market. The company maintained strong leadership positions in 6 western European markets and demonstrates accelerating our reach in high-growth regions including Italy and Central and Eastern Europe. The SMB segment represents 50% of Worldline's Merchant Services revenue and is fundamental to the company's value proposition. What differentiates Worldline in this space is a distinctive tri-local strategy: **local payment methods** at the checkout (Girocard, Bancontact, TWINT, meal vouchers, and local alternatives), **local acquiring and processing** (best-in-class acquiring infrastructure across Europe), and **local sales and support teams** with deep ecosystem expertise.

"SMBs are the core engine of Worldline as the European partner of choice in payments. Our strategy is to meet merchants where they are, with state-of-the-art payment technology, solutions that help them grow beyond payments, and digital experiences that make doing business with us effortless. The combination of local expertise, omnichannel capabilities, and innovative partnerships like Wix and YouLend positions us uniquely to support European entrepreneurs at scale."

Joachim Goyvaerts, Head of SMB

Go-to-market channels and distribution

Worldline reaches SMB customers through 4 complementary channels:

Direct channel. Over 1,000 local sales and support specialists provide personalised expertise, that is particularly valuable for small retail chains and medium-sized merchants. This channel drives sustained payment volume growth and customer trust.

Digital Channel. Web-based merchant acquisition and self-service onboarding, complemented by digital marketing and lead generation driving prospects to all distribution channels. It enables scalable customer acquisition targeting micro and digital-native merchants.

Banking partners. Approximately 30% of SMB business flows through banking partnerships, leveraging 23,000 bank branches across Europe. Worldline's recent partnership renewal with KB (the Société Générale franchise in Czech Republic) exemplifies our enduring banking relationships.

Independent Software Vendors (ISVs). More than 400 partners provide Worldline with access to micro and small businesses. ISVs represent a rapidly growing distribution channel, that now accounts for a significant portion of SMB engagement, reflecting broader market trends toward embedded payments and vertical solutions.

Main solutions and Product portfolio

- **Android SmartPOS terminals.** These state-of-the-art payment devices offer integrated payment processing, order management, loyalty programs, and third-party app ecosystem access. They are currently deployed across 16 markets, enabling merchants to consolidate multiple functions on a single terminal.
- **Tap on Mobile.** This provides flexible, device-agnostic payment acceptance via iOS and Android applications. Deployed across 23 markets with an annual transaction volume of €760m of MSV. Tap on Mobile supports diverse use cases from micro-merchants to large department stores.
- **Worldline Web powered by Wix.** This comprehensive e-commerce solution enables merchants without technical expertise to launch online operations within a single day. It includes website design, e-commerce functionality, hosting, localised payment processing, and Worldline acquiring integration.
- **Cash Advance (with YouLend).** An innovative growth financing solution providing instant funding to merchants based on real-time payment data, with repayment structured around card sales. It is currently live in Belgium and Netherlands.

- **Worldline for Platforms by OPP.** An embedded payments solution enabling ISVs and software platforms to integrate rich Worldline payment functionality (POS, online, Tap on Mobile, acquiring) without requiring payment expertise. It represents a bridge between ISV software and Worldline's acquiring capabilities.

Business focus and ambitions for 2026

Worldline's SMB strategy centres on 4 pillars:

1. **State-of-the-art payment solutions** enabling complete Android SmartPOS deployment across all markets, expand Tap on Mobile across additional geographies and use cases, ensuring every merchant segment has access to modern, integrated payment technology across both fixed terminals and mobile devices.
2. **Commerce solutions beyond payments** providing an expansion of merchant cash advance availability, continued Wix integration rollout, and exploration of additional value-added services supporting SMB growth.
3. **Digital merchant experience** enabling us to achieve consistent experience across all markets and mass onboarding of SMB merchants; with launch and scale Launchpad, an AI-powered, self-service merchant portal enabling rapid onboarding (minutes vs. days), streamlined KYC/AML processes, integrated compliance, and autonomous account and service management.
4. **Partner enablement** with strong scaling of Worldline for Platforms to capture the rapidly growing ISV distribution channel across Europe, and a targeted focus on high-growth markets in Central and Eastern Europe.

Enterprise

Positioning and market presence

Worldline holds a commanding position in the European enterprise retail and mobility & self-service segments, with particularly strong footprints in France (where the company processes more than 50% of in-store commerce transactions through its acceptance gateways), Germany, Switzerland, and Benelux. The enterprise segment processes €600 billion in annual merchant service volume, with Worldline acquiring approximately €200 billion, representing 1 in every 3 transactions.

Enterprise customers comprise large national and international retail brands, mobility and self-service/kiosk operators, and regional commerce players. The segment is characterised by sophisticated buyers seeking omnichannel solutions, advanced fraud management, and the flexibility to choose acquiring partners.

"Enterprise customers expect us to solve their most complex payment challenges across multiple countries and channels. Our strength lies in understanding local markets while delivering global scale, whether that's accepting local payment methods, supporting multiple acquiring relationships, or integrating advanced fraud prevention and loyalty programmes. The Acquiring Hub represents a unique architecture that enables merchants to consolidate payment complexity while maintaining flexibility in their acquiring partnerships."

David Gebhardt, Head of Enterprise

Positioning strategy: flexibility and omnichannel leadership

A key Worldline differentiator is the flexibility to serve enterprise customers in multiple models:

- **Acceptance Only:** technical payment processing with merchant routing to their preferred acquiring partner. It enables merchants to maintain banking relationships while benefiting from Worldline's acceptance expertise.
- **Acceptance + Acquiring:** a full-service solution with Worldline providing both payment acceptance and acquiring. It is particularly valuable for international expansion, alternative payment methods, and unified reporting.

This flexibility has created an important strategic asset: the Acquiring Hub, which connects Worldline's various acceptance platforms (GoPay for e-commerce, Axis for in-store, Tap on Mobile) to multiple acquiring partners through unified APIs and integrations. This architecture enables:

- Single technical integration supporting multiple acquirers.
- A unified merchant portal with consolidated reporting across geographies and acquirers.
- Omnichannel use cases (refund by web, click-and-collect) with tokenised card management
- Value-added service consistency across platforms.

Main solutions and product portfolio

- **Omnichannel acceptance solutions:** unified architecture across in-store (Axis), e-commerce (GoPay), mobile (Tap on Mobile). Merchants operate seamlessly across channels with consistent reporting and management.
- **Acquiring Hub:** the technology layer connecting merchant acceptance to multiple acquiring partners, enabling merchants to optimise acquiring relationships while maintaining a single Worldline integration.
- **Advanced fraud management:** AI-powered fraud detection and prevention, supporting enterprise requirements for secure, high-conversion transactions across payment rails.
- **Dynamic Currency Conversion:** a value-added service enabling merchants to present transactions in customer home currency, improving conversion rates while generating merchant revenue.
- **Loyalty and promotions:** an integrated loyalty programme management at point of sale, supporting merchant customer retention strategies.
- **Multi-country management platform:** a single portal enabling enterprise merchants to manage payment operations, reporting, and compliance across multiple geographies simultaneously.

Business focus and ambitions for 2026

Worldline targets enterprise growth through 4 primary vectors:

1. **Omnichannel market leadership.** We aim to strengthen our position as the European omnichannel payments partner for retail and mobility and self-service verticals, leveraging platform convergence investments to deliver faster innovation and lower cost of ownership.
2. **Acquiring upsell.** We will increase our acquiring market share among existing acceptance customers through targeted programmes addressing specific merchant needs (international expansion, cost optimisation, risk reduction). Our target is to increase the percentage of merchants purchasing both acceptance and acquiring from Worldline.
3. **Vertical differentiation.** We aim to re-establishing competitive momentum in enterprise retail through enhanced omnichannel capabilities and superior service delivery, while driving acceleration in self-service and mobility through key commercial partnerships.
4. **Platform consolidation.** We will migrate legacy enterprise customers to target acceptance platforms (GoPay for e-commerce in France; Axis for in-store), reducing operational costs and enabling innovation velocity.

Global Commerce

Positioning and market presence

Worldline is a leading processor for global e-commerce players, serving international merchants requiring frictionless payment access across 150+ markets. The segment encompasses global airlines, hotel chains, online travel agencies (OTAs), and digital goods companies (gaming, software, media). These merchants demand specialised, vertically-optimised solutions supporting high transaction volumes, complex authorisation logic and sophisticated reporting.

"Global merchants operate at a scale and complexity that demands specialised expertise. Worldline's ability to provide unified payment access across 150+ markets, combined with AI-driven conversion optimisation and emerging capabilities like agentic commerce, positions us uniquely to help airlines, hotel chains, and digital goods companies to maximise revenue and minimise operational friction. Our focus is selective. We compete particularly strongly in travel, hospitality, and digital goods where our vertical expertise is unmatched."

Stijn Gasthuys, Head of Global Commerce

Global Commerce differentiators

Unlike general-purpose payment platforms, Worldline's Global Commerce approach combines 3 critical strengths:

1. **Multi-market access.** We offer a single contract, technical integration, and financial flow & reporting providing access to payment acceptance across 150+ markets on a multi-local basis. Merchants avoid managing relationships with dozens of acquiring partners while maintaining local payment method of acceptance.
2. **Conversion optimisation.** We provide advanced transaction routing and authorisation management, leveraging AI-driven smart routing to maximise approval rates and merchant revenue. Worldline's proprietary analytics optimise success rates across acquirers and payment schemes, delivering measurable revenue uplifting to customers.
3. **Vertical specialisation.** Customers benefit from our deep expertise in high-value verticals (travel, hospitality, digital goods) with purpose-built solutions addressing vertical-specific requirements (e.g., subscription billing, dynamic currency conversion, instant account access).

Main solutions and product portfolio

- **Global Collect.** A completely modernised refactored platform featuring state-of-the-art APIs, cloud-native architecture, and enhanced portal capabilities. Recent investments include the following:
  - **Advanced API architecture** that enables rapid merchant integration with minimal technical friction.
  - **Modern portal** that provides merchants with real-time transaction visibility, performance analytics, and operational controls.
  - **Digital subscription & recurring billing** provide specialised capabilities for digital goods and SaaS merchants.
  - **Enhanced back-office** following a recently completed modernisation (Q1 2025) that supports complex merchant reporting and reconciliation requirements.
- **AI-powered smart routing.** Intelligent transaction routing across acquiring partners and payment schemes, optimising authorisation rates and revenue. It was launched in July 2025, with proven results. Enterprise rollout is now underway.
- **Agentic commerce (with Google, Visa, Mastercard).** We offer an advanced emerging capability enabling consumer authorisation delegation to payment agents (e.g., voice assistants, shopping agents). Worldline provides fraud detection, identity verification, and authentication assurance, enabling secure agent-initiated transactions. This is expected to be one of Europe's first production deployments in early 2026.
- **Stablecoin settlement options.** Our partnership with Fipto enables merchants to receive settlement in stablecoins, reducing friction and costs associated with traditional cross-border settlement, that is particularly valuable for global commerce merchants.

Business focus and ambitions for 2026

Worldline targets selective, high-impact growth in Global Commerce through:

1. **Vertical focus.** We will concentrate on travel & hospitality and digital goods segments where Worldline has competitive advantages, and merchants have acute payment challenges.
2. **Conversion innovation.** We will accelerate AI-driven smart routing adoption and prepare enterprise merchants for agentic commerce deployments, positioning Worldline as leader in next-generation payment authorisation.
3. **Merchant expansion.** We will expand our customer base within focused verticals through thought leadership (industry reports, optimisation analytics) and specialised solutions addressing evolving merchant needs.
4. **Fintech partnerships.** We will continue to develop strategic partnerships with fintech and payment infrastructure providers that enable Worldline to leverage partners' distribution and capabilities while providing core payment processing.

Financial Institutions

"What inspires me every day at Worldline Financial Services is our ability to turn complexity into meaningful customer value. With one of the largest and most diverse teams of payment experts in the industry and with uniquely comprehensive coverage across the entire payments value chain, we support our customers with a truly integrated approach. This means helping them navigate today's increasingly complex payment landscape, while enabling them to design and execute differentiated, seamless payment experiences for their customers."

Madalena Cascais Mendes Tomé, Group Chief Processing & Financial Institutions Officer

2025 was an eventful year for financial institutions

Financial Institutions represent 20% of Group revenue (cf Section C.1.2). As many of our customers in the financial services sector continued their digital transformation journeys, Worldline helped them navigate changing regulations and manage the risks and rewards of the latest technological developments. The dramatic evolution of technology, particularly AI, underscored the importance of robust fraud management strategies so that financial institutions can respond to the evolving threats of cyberattacks and fraud.

The market we operate in is highly dynamic. The shift to cloud-based, modular, API-first platforms supports faster time-to-market for new services, while open banking and API ecosystems enable innovative customer journeys. This aligns with the demand for seamless, real-time payments and interoperable ecosystems across Europe and beyond.

In this increasingly complex landscape – spurred on by new technologies, fastmoving regulation, and a more competitive and sovereign-driven Europe –– the industry is facing profound transformation challenges. Looking ahead, there is no doubt that embracing innovation, robust regulatory compliance and enhancing new instant solutions and alternative payment methods will be key for financial institutions to thrive in this evolving landscape and better serve their customers in the years to come.

Financial institutions need partners who can integrate all different payment rails with industrial reliability and proven innovation speed. Worldline is well-placed to help them navigate this complexity, comply with the Instant Payments Regulation (IPR) and PSD3/PSR, enhance risk management and protection against fraud and ensure secure payments. What's more, Worldline unlocks multirail growth with cloud-enabled platforms, AI-augmented operations, and pan-European interoperability -including Wero and digital euro readiness. Based on deep-rooted industry knowledge, decades of expertise and proven performance, Worldline is eager to remain the trusted partner of financial institutions, delivering tailored, modern, and global solutions at scale.

For 2026 and beyond, our ambition is clear: to develop the next generation of payments, anchored in resilience, European sovereignty, frictionless and trusted user experience and meaningful impact for financial institutions. We will double down on transforming European payments with best-in-class platforms, strengthened interoperability, and innovations that make everyday payments instant, secure, and seamless. Our broad portfolio, global reach and local presence allow banks to unlock synergies across numerous payment rails and geographies, and to develop new, integrated business models. By leveraging all payment instruments and capabilities, Worldline aims to empower financial institutions to stay ahead in this fast-evolving, multi-rail world.

Geopolitical uncertainty and rising cyber risks increasingly compelled banks in 2025 to reassess supply chains and infrastructure resilience, ensuring they can withstand disruptions and maintain continuity. There is a growing emphasis on European sovereignty, with initiatives to reduce dependence on non-EU providers for critical payments infrastructures. Against this backdrop, the European Central Bank's developments around the digital euro and modernised monetary frameworks are setting new expectations for payment service providers, including 24/7 capabilities and robust settlement mechanisms. Furthermore, macroeconomic conditions remained uncertain in 2025, with persistent inflationary pressures and fluctuating interest rates driving financial institutions to accelerate prudent transformation while pursuing scalable, resilient platforms that can support real-time payments and cross-border activity.

Key developments in the financial services industry in 2025

Accelerating modern technologies

The development and deployment of new technologies continued in 2025, propelling the need for financial institutions to keep up with these developments. This resulted in accelerated technology adoption in the industry with AI, cloud-based solutions and real-time payments underpinning core operations. Banks and fintechs expanded machine-learning and AI-driven risk management, fraud detection and customer experience while continuing to modernise legacy payments and processing infrastructures to support instant, secure and scalable services. In addition, tokenised assets, stablecoins, central bank digital currencies (CBDCs), and other digital money formats are adding new rails alongside traditional cards and account payments. At the same time, QR code interoperability enables universal acceptance across brands and geographies. It is evident that enabling technologies such as cloud, APIs, real-time processing, and advanced analytics are now foundational to competitive, compliant payment systems.

Regulatory momentum and resilience

Regulatory evolution and digital resilience also progressed with the EU's DORA (the Digital Operational Resilience Act) entering into force, driving stricter ICT risk governance, incident reporting, exit strategies and continuity planning. Financial institutions are now required to assess, monitor and mitigate ICT risks, test resilience regularly and report significant ICT-related incidents in a timely manner. In addition, the Instant Payments Regulation (IPR) moved toward full rollout across the EU and beyond, with key implementation stages guiding adoption and system upgrades, while the Instant Payments Framework provided shared standards and interoperability. Member states and market participants were expected to adapt to new standards for settlement finality, liquidity risk and customer experience enhancements – aimed at improving speed, transparency and operational efficiency for end users.

Changing customer behaviour and payment expectations

The next wave of payment innovation is driven by consumers. They expect mobile-first, seamless experiences with near-instant interactions being frictionless, embedded payment journeys within digital ecosystems, and wallets or alternative methods that are expanding at pace. Security remains paramount, pushing financial institutions to deploy stronger fraud controls with minimal user disruption, while embracing open banking and API ecosystems under strict data privacy regimes.

Cybersecurity and fraud risk management

Cybersecurity and fraud risk management evolved in tandem, with financial institutions expanding layered defence, advanced risk detection and proactive incident response. This emphasised the need for secure-by-design in products and services, vendor risk management and continuous controls to protect customer data and ensure continuity. The era of greater openness continued to shape customer onboarding and value propositions, as market participants leveraged open banking and API ecosystems while maintaining strict data privacy and regulatory compliance.

The multi-rail ecosystem and interoperability

Another hot topic remains the 'battle of the rails'. During 2025, competition among different payment rails intensified as real-time, batch and near-real-time systems vied to deliver speed, cost efficiency, interoperability, and security. Payments are evolving into a multi-rail system spanning cards, accounts, instant, wallets and digital currencies. Interoperability across schemes, geographies, and technologies has become essential to competitiveness. Therefore, banks are seeking partners capable of integrating all rails with consistency, resilience, and 24/7 availability, leveraging multi-rail strategies to optimise settlement times, costs and risk controls.

Increasingly competitive landscape

Competition further intensified across all segments of the financial services arena. Digital-native challengers and fintechs are seizing market share in high-growth areas such as wallets, API payments, and digital acquiring, while price pressure remains sharp. In addition, the rise of Platform-as-a-Service and software models is reshaping competitive dynamics and service delivery expectations. In this increasingly competitive landscape, banks are looking for innovation partners that offer full-stack capabilities and multi-rail coverage.

Anticipating the future

Looking ahead, financial institutions will continue prioritising scalable digital transformation, regulatory alignment and resilient operating models to navigate ongoing uncertainty, meet evolving customer expectations and capitalise on the efficiencies and opportunities offered by innovative technologies. We can expect continued innovation in settlement finality, liquidity management, and cross-rail interoperability, alongside stronger regulatory alignment and common standards to ensure secure, scalable real-time payments for customers and businesses across Europe, and beyond.

Business milestones of Worldline Financial Services in 2025

In this complex environment, Worldline continued to support our customers by enabling their strategic digital transformation. This encompassed regulatory readiness and resilience programmes, helping them navigate the shift to instant payments and real-time settlement, supporting them to implement robust ICT risk controls under DORA, strengthen fraud prevention and cyber resilience, and accelerate open banking and API-driven ecosystems. Our modern payments platforms and infrastructure, secure and reliable processing and consultative guidance helped our customers to reduce risk, improve efficiency and deliver seamless customer experiences at scale.

Client engagement and partnerships

2025 was marked by renewed client confidence, demonstrated by numerous contract renewals, extensions and partnerships. While legacy churn remains a headwind in parts of the portfolio, the overall pipeline and win-rate dynamics signal a distinct shift towards new client engagement and sustained organic growth.

In January 2025, Worldline announced the long-term extension of its existing partnership and KPC/CBC, one of the leading financial groups in Europe, for issuing services. With this agreement, Worldline will continue to provide issuing and transaction processing services through its broad services portfolio. The long-term agreement is built on both Worldline's customer-centric solutions and the established partnership of trust and collaboration between Worldline and KBC. It reinforces Worldline's presence in the Belgian market and stands as an example of its capabilities in supporting financial institutions globally.

Another important commercial milestone was the renewal of Worldline's partnership with UniCredit, a leading pan-European bank, to provide Open Banking services. Worldline is one of the largest open banking providers in Europe and has also been actively working on PSD3. Our commitment to innovation has extended our reach to approximately 3,500 banks in 19 countries across Europe. Our innovation has delivered multiple use cases for banks to create high-value offerings for their customers.The renewed partnership with Worldline enables UniCredit customers to connect their accounts with other banks across Europe via a single API, allowing them to effectively offer account information services and payment initiation services across Europe while opening up new business opportunities and removing complexity.

In February 2025, Worldline announced our partnership with DNB Bank ASA, the largest financial services group in Norway. DNB will leverage Worldline's Swift Instant Connectivity to TIPS (TARGET Instant Payment Settlement) to enhance its payment infrastructure and provide seamless, reliable and real-time payment services to its clients. The solution connects banks to pan-European market infrastructures, which increases their overall reach for instant payments throughout the EU. This long-term partnership demonstrates Worldline's capabilities and underlines its growing presence in the Nordic financial market, cementing its position as a trusted partner for outsourcing advanced, real-time payment solutions.

Furthermore, we were proud to strengthen our partnership with OP Financial Group, the largest retail bank in Finland, with a new 12-year agreement. Worldline and OP Financial Group have jointly achieved major steps for over a decade, including a comprehensive transformation of OP Financial Group's card payment infrastructure. Looking ahead, the partnership will focus on a next-generation transformation, featuring the migration to Worldline's strategic back-office platform that will provide a robust foundation for delivering enhanced card payment services to OP Financial Group's customers. This long-standing collaboration highlights Worldline's ability to deliver reliable and scalable solutions that meet the demands of modern banking.

Operational excellence

Operational excellence and quality of service continue to be our core priority. Our reliability, resilience and service quality benefited from the modernisation of our critical infrastructure and enhanced incident management, with client satisfaction rising due to more consistent service delivery, agility and strengthened governance.

Next-generation platforms

2025 marked a milestone in the deployment and industrialisation of Worldline's next-generation processing technology as we brought our new cloud-enabled, API-first processing suites to market and proved that modernisation can be delivered at scale. Multi-year investments have yielded fully operational, cloud-based, API-driven payment suites spanning issuing, acquiring and instant payments, ensuring 24/7 availability, higher efficiency and faster product delivery. We support several of Europe's largest banks in modernising their payment processes, helping them to consolidate operations across multiple rails, simplifying cross-border processes, accelerating time-to-market and unlocking the agility required in a real-time, multi-rail environment.

In this context, Worldline achieved a significant milestone in January 2025 by launching our Instant Payments Back Office Processing in the Cloud (IP BOP Cloud) for 3 customers: Anadolubank Nederland N.V., Garanti BBVA International N.V. and Banque Raiffeisen Luxembourg. The solution reflects Worldline's commitment to simplifying and accelerating payment processes while meeting stringent regulatory standards.

Another example in the context of next-generation platforms was ING Netherlands' decision to follow ING Germany's successful migration to Worldline's best-in-class, host-free, fully digital issuing platform. This has enabled them to provide a modern, enhanced user experience to their customers.

Worldline's solutions are fully cloud-agnostic and can be deployed across multiple environments, including GCP, AWS and as licensed on-premises software. Beyond this flexibility, Worldline's sovereign private cloud and European end-to-end infrastructure – fully owned, operated and maintained by Worldline – constitute a core differentiator. This model ensures full data sovereignty, strong control over critical operations and enhanced operational resilience, while preserving scalability, agility, flexibility and continuous modernisation.

New payment rails

Stablecoins are transforming the payments landscape, facilitating faster, borderless, and programmable transactions. While momentum is accelerating globally, Europe must actively shape this infrastructure to maintain technological sovereignty and drive innovation. With our unique expertise and know-how, Worldline is taking an active role in developing solutions and new use cases that can leverage this new rail.

In November 2025, Worldline and Fipto, a European fintech providing stablecoin payment infrastructure, announced a strategic partnership to explore how stablecoins can enhance settlement and payment services. The partnership aims to demonstrate how digital assets and traditional payment rails can coexist. This will allow merchants, banks, and financial institutions to choose the solution that best serves their needs, advance financial resilience and help build the payment infrastructure Europe needs for the digital economy of the future. With this ambition, Worldline and Fipto have started to deep-dive on stablecoin-enabled solutions for merchants in Europe and in APAC.

Fostering transformation, customer value and scale

Worldline delivered tangible transformation outcomes for financial institutions across Europe. We supported several major European banks to modernise their payment factories – across card and account/instant domains – through both Payments as a Service and software-licensing models. In this context, we successfully supported customers to fully renew their entire end-to-end payments stack under a next-generation, licence-based approach, demonstrating the breadth and modularity of Worldline's technology and ability to handle full lifecycle transformations.

Furthermore, Worldline enabled widespread adoption of the Instant Payments Regulation (IPR) for numerous customers, delivering the associated Verification of Payee (VoP) capability across client portfolios.

In addition, we reinforced e-commerce and authentication infrastructures – especially in markets where Worldline operates systemic ACS and risk engines – contributing to considerable growth in digital transactions and enabling merchants and issuers to scale securely.

Shaping the future of payments

In 2025, we also deepened our involvement in major European strategic initiatives, such as actively contributing to the EU Digital Identity (euID) framework and contributing to the digital euro design and prototyping phases, including offline payment scenarios. Our ongoing support for major European and regional schemes (e.g. Wero, Bancontact, TWINT, Cartes Bancaires and others) underscores our position as a pan-European, multi-scheme leader in the payments industry.

As an EPI principal member, Worldline continued to drive innovation. In June 2025, Worldline officially became a Wero member, with our merchant customers now able to accept Wero for online commerce. This new payment method highlights our commitment to delivering value-driven solutions that support our customers' growth and advance Europe's pursuit of sovereignty in digital payments.

Together, these results illustrate how Worldline Financial Services, with its unparalleled European scale, next-generation technology, innovation-driven approach and deep client partnerships, continues to play a pivotal role in driving the modernisation, resilience, and sovereignty of Europe's payment ecosystem.

Worldline Financial Services' ambitions for 2026 (and beyond)

Worldline's ambitions for Financial Services in 2026 and beyond are anchored in 3 priorities: modernising our customers' payments ecosystems with clarity and confidence; delivering operational excellence that underpins reliable, high-quality service; and driving innovation through deep partnerships and European sovereignty. Across these dimensions, our focus remains squarely on delivering tangible value for our customers – accelerating transformation at pace, while strengthening resilience and shaping a future-proof European payments landscape. Looking at 2026 and beyond, our commitment is clear: to lead with innovation, reinforce Europe's payment sovereignty, and deliver the transformative solutions our customers need to thrive in a rapidly evolving digital landscape.

Enable trusted modernisation

Worldline will intensify its role as the trusted modernisation partner for financial institutions, PSPs, fintechs, payment communities and central banks. Our ambition is to accelerate migration to next-generation cloud platforms through structured, low-risk, jointly planned journeys, enabling customers to modernise at their own pace. We will help banks meet 24/7/instant and regulatory requirements while structurally reducing the cost to serve and improving resilience. Our approach will be tailored for different client segments, including banks, PSPs, fintechs, e-money institutions, TPPs, communities, regulators and central banks.

Deepen customer-centricity

We will deepen our client centricity by increasing the time our sales, product and technology experts spend with senior stakeholders, taking a leading role in local market thought leadership. Furthermore, we will strengthen cross-functional delivery teams by uniting Sales, Product, Operations and Technology in fully aligned, customer-centric squads. Accountability will be strengthened by improving performance against commitments, simplifying client access, restructuring incident management and offering flexibility tiers aligned with our customers' priorities. We will expand and empower our expert network, bringing deeper payments expertise, innovation capacity and advisory capabilities directly to clients. The outcome will be a modernisation journey for customers that is low risk, high impact, transparent and aligned with their strategic roadmaps.

Ensure operational excellence

Our ambition is to double down on operating with best-in-class precision, predictability and service quality across Europe and beyond. To achieve this, our priority is to continually improve our Net Promoter Score through consistently high service levels. Furthermore, we plan to reduce time-to-market for new features, client projects and regulatory enhancements by further accelerating delivery cycles. In addition, intelligent automation and predictive analytics will be leveraged to improve service stability and proactively prevent issues. Our technology foundation will be modernised with flexible, future-proof, cloud-native architectures ready for emerging payment paradigms. These measures should result in improved customer experience and faster delivery, more reliable services and a consistently excellent operational relationship with our customers.

Lead innovation through co-creation and ecosystem partnerships

Innovation remains a defining pillar of Worldline's differentiation in the payments industry – not only through technology, but also through co-creation and ecosystem leadership. In the years to come, we aim to lead European innovation with regard to interoperability, fraud prevention, tokenisation, digital currencies, agentic payments and services based on virtual assets. We plan to accelerate co-creation with our customers via local innovation hubs and embedded product teams, and we will establish shared centres of excellence to leverage pan-European knowledge, accelerate solution design and guarantee consistent quality. Innovation will be brought closer to our customers so that regional teams can jointly develop high-impact, market-specific solutions.

We want to position Worldline at the heart of future-looking use-case exploration, enabling customers and partners to build prototype journeys on our platforms – from digital identity and CBDCs to programmable payments and next-generation acceptance. What's more, we aim to cultivate a vibrant partnership ecosystem with fintechs, technology providers, research institutions and communities. By catalysing rapid, market-specific innovations through close client collaboration and ecosystem partnerships, we will enable our customers to deliver faster value, differentiated offerings, and establish a stronger competitive position in a rapidly evolving market.

Strengthen European sovereignty

In the years to come, Worldline will continue to support Europe's ambition to build a resilient, independent and competitive payment ecosystem. Our commitments include championing European payment standards and solutions, such as Wero, SEPA Instant, digital identity and the digital euro. Additionally, we will lead on issues important to Europe: payment sovereignty, interoperability, bank-system modernisation, regulatory implementation and migration to European infrastructures. We will continue to actively contribute to shaping a European industrial policy in payments, working with EU institutions, central banks, communities and industry leaders. Our propositions will be future-ready, aligned with European regulation and strategic priorities. The outcome will be a stronger European payments landscape: more autonomous, more interoperable and more future-proof.

Foster growth and customer impact

Our ambition is to become the reference European processor across issuing, acquiring, account payments, instant payments, digital services and fraud/identity. To achieve this, we will expand our solution offerings and diversify delivery models, leveraging next-generation suites to meet new client aspirations and market needs. We will help our customers to meet regulatory demands while preserving the flexibility to innovate, differentiate and compete. Furthermore, we will enhance digital payment experiences to be more efficient, convenient and secure for consumers and merchants. We will also continue to promote European schemes, solutions and standards and remain an active contributor to the advancement of European payments. As a result, Worldline will continue to grow with – and thanks to – our customers, delivering tangible, measurable impact on their transformation and competitive position.

Clear strategic, future-oriented focus

Worldline Financial Services enters 2026 with strengthened conviction and clear strategic direction. We operate in a resilient and expanding market, where digitalisation, regulatory evolution and technological acceleration continue to create new opportunities for those able to combine scale, innovation and trust.

Our distinctive DNA, our industrial-grade platforms, and the investments made over recent years in modernisation, cloud enablement and multi-rail capabilities provide a solid foundation for long-term value creation: both for our customers and for the broader European payments ecosystem.

Our ambition for the years ahead is focused and actionable. We will:

- Accelerate commercial momentum, deepening our engagement and expanding our relevance across financial institutions, PSPs, schemes and communities.
- Further enhance service quality and delivery excellence, with disciplined execution, outstanding performance and steadfast client centricity.
- Advance innovation with purpose, leveraging our next-generation suites, our fraud and identity capabilities, and our pioneering work on digital currencies and interoperability.

Our focus remains to: grow more, deliver better, and innovate faster. These priorities are fully aligned with our North Star 2030 strategy and reinforce our commitment to creating sustainable value for customers, partners and stakeholders. Ultimately, our purpose defines us: to be the trusted partner for financial institutions, delivering tailored, modern and global solutions at scale. Going forward, we remain fully committed to this purpose: strengthening partnerships, shaping a more sovereign and competitive European payments landscape, and contributing positively and with impact to the communities we serve.

Main solutions

Worldline Financial Services operates at the heart of Europe's payment ecosystem, supporting financial institutions with industrial-scale platforms, deep expertise and a unique multi-rail capability.

We serve over 320 financial institutions, including 80% of Europe's top 20 banks, making us one of Europe's most trusted and long-standing partners. Every year, we process more than 47 billion transactions (around 1,500 transactions per second) and manage 156 million European cards, representing 1 in every 5 cards in circulation in Europe (ECB data).

Our operations span the entire European landscape, with strong, systemic positions in more than 10 countries across Europe, delivering critical national infrastructures, authentication services and core processing functions. Beyond Europe, we maintain a significant presence in 7 APAC markets, where we serve over 70 additional financial institutions through our payment software and platform solutions. This unparalleled scale and footprint – combined with our cloud-enabled, innovation-driven processing capabilities – formed the foundation for a solid performance in 2025 and solidified Worldline's role as one of Europe's leading, trusted, sovereign, long-term partners for delivering transformation roadmaps and managing mission-critical payment operations.

In addition to our scale and capabilities, Worldline's strength derives from the trust we build through deep, long-standing partnerships. We work side-by-side with financial institutions and fintechs to co-create the next generation of seamless, secure and sustainable payment solutions.

Comprehensive multi-rail architecture

Worldline is uniquely positioned across the entire payments value chain, operating one of Europe's most complete and interoperable processing platforms. Our multi-rail architecture ensures seamless, secure and resilient operations across cards and account rails, connecting multiple schemes, geographies, currencies and channels within one unified framework.

Our cloud-enabled, API-driven core platforms deliver industrial-scale performance and best-in-class functionality for card payments, account and instant payments, and digital services.

Across all these domains, Worldline supports diverse client profiles – financial institutions, PSPs, payment and e-money institutions, TPPs, schemes, communities, interbank initiatives and central banks – through flexible delivery models: software licensing, Payment-as-a-Service, cloud-based managed services and full BPO outsourcing.

Complete service portfolio based on 4 + 1 pillars

Worldline Financial Services provides innovative payment solutions to hundreds of financial institutions across the globe that help them accelerate their digital transformation, improve customer experiences, ensure compliance, protect against the increasing risk of fraud and cybercrime, reduce complexity and lower their costs. Our solutions are grouped into 4 business areas (complemented by an extensive suite of value-added services) and offered via multiple delivery and deployment models to meet the needs of businesses of all sizes.

1. Issuing Processing

Worldline is one of Europe's largest and most advanced payment processors, offering end-to-end issuing capabilities that span the full card lifecycle, including commercial and white-label card issuing. Our issuing platforms support multi-scheme, multi-country portfolios, enabling banks to modernise their card operations while launching new digital card propositions at pace.

2. Acquiring Processing (POS, One Commerce, ATM)

Worldline supports acquirers and PSPs with industrial-scale acquiring platforms, real-time analytics and high-availability infrastructures that ensure merchants can deliver seamless, secure and compliant payment experiences for a wide range of cards, products and brands. We provide a comprehensive acquiring suite combining POS, e-commerce, mobile, and ATM acquiring capabilities into 1 omnichannel platform, including merchant settlement and reconciliation services.

3. Account & Instant Payments

Worldline is a leading European provider of account-to-account payments processing, powering SEPA, non-SEPA, domestic account payments, cross-border transactions open banking and instant payments, including Verification of Payee. With our thorough expertise and state-of-the-art platforms, we enable banks to deliver real-time, compliant and resilient account payment capabilities while supporting migration from legacy infrastructures to next-generation cloud and microservices architectures. We also provide Clearing and Settlement solutions, messaging and connectivity services, and liquidity management solutions.

4. Digital Services & innovative payment rails

Worldline combines payments, digital identity and emerging technologies to support the evolution toward digital money, AI-driven services and new rails. In doing so, we help financial institutions to bridge current and future payment paradigms, fostering innovation at scale as money becomes more digital, more data-driven and more decentralised. Our offering includes a broad suite of innovative solutions, such as mobile wallets, embedded payment experiences, tokenised assets and digital currency solutions, and Agentic AI.

+1. Value-Added Services

Across all of the above-mentioned pillars of our portfolio, Worldline provides a comprehensive end-to-end digital and interface layer that ensures payment journeys are seamless, secure, compliant and convenient. As payments become more and more real-time, mobile-first and multi-rail, these value-added services are no longer optional. They are core enablers of modern payment experiences. At the heart of this layer is Worldline's Fraud & Identity capability, including multi-rail fraud risk management, AI/ML-powered transaction scoring & behavioural biometrics, Trusted authentication and digital identity services, Verification of Payee and real-time monitoring, orchestration and insights dashboards that empower financial institutions to detect anomalies, optimise routing and manage risk in real time.

By embedding these capabilities across our multi-rail architecture, Worldline enables true resilience, trust and experience excellence for financial institutions, PSPs, fintechs, central banks and payment communities. In so doing we ensure that the payments ecosystem remains safe, interoperable and future-proof.

Innovation within Worldline

As the payments market develops rapidly, innovation is a cornerstone of our strategy. In this dynamic and accelerating market, we will continue to innovate and focus on co-creation and impact – together with our customers and partners. Our broad product portfolio and emphasis on technological renewal demonstrate how our recent innovations and forward-looking capabilities are already delivering value to financial institutions, with the potential for positive impacts on the daily lives of consumers, enterprises and the overall digital economy. Indeed, many of the innovations from Worldline Financial Services (FS) are transversal, meaning their impact and benefits also apply to other customers and industry sectors.

Fraud control (multi-rail, AI/ML, end-to-end protection)

To combat rising digital payment fraud, social engineering and phishing, Worldline provides multi-rail fraud management services covering the full payment journey – from identity and authentication to authorisation. This holistic 360° approach protects customers and is powered by machine learning and AI, resulting in stronger prevention, fewer false positives, and a smooth user experience that together enhance trust and efficiency. In addition, with EU Verification of Payee being mandatory for euro-area PSPs since 9 October 2025, Worldline helps customers to reduce the risk of misdirection and impersonation fraud across instant and standard transfers.

QR-code Interoperability (unified acceptance across brands and geographies)

Worldline provides a universal QR code layer for seamless merchant integration, automatically recognising the payment brand. We currently support Alipay+, WeChat Pay, and TWINT, with partners demonstrating auto-recognition and a single-flow QR acceptance. Worldline is uniquely positioned to support interoperability initiatives in Europe and pan-European cross-border payments, while auto-recognition and unified flows lower integration costs and speed up checkout.

Digital currencies (tokenised assets, stablecoins and CBDC readiness)

Distributed Ledger Technology (DLT) settlement in central bank money is planned in Europe from 2026, enabling tokenised markets to settle in risk-free money within the Eurosystem infrastructure. The EU's Markets in Crypto-Assets Regulation framework (MiCAR) sets the compliance baseline for stablecoins, while the ECB considers the digital euro as a stability anchor that complements commercial bank money and private issued form (as stablecoins).

Worldline's portfolio provides coverage over tokenised assets and digital currencies, including stablecoins and CBDCs. We have supported closed-loop digital currency solutions and asset tokenisation, and are now also enabling sovereign initiatives and establishing digital currencies as a next payment rail. These capabilities position Worldline to underpin tokenised markets with secure, scalable settlement within the Eurosystem infrastructure, delivering tangible value as regulatory and market drivers push toward central-bank money settlement and digital euro adoption.

Digital euro (design, prototyping, offline readiness)

Our commitment to a secure, interoperable, sovereign European financial infrastructure is demonstrated through our contribution to the ECB's digital euro initiative. As one of the selected potential technology providers, we contribute to the design and prototyping of new use cases – including offline payments – and will support banks during upcoming deployment phases.

Innovation at the core of Worldline's strategy

Across all these initiatives, our focus is to help generate innovation and measurable value for our customers. We work side by side with our customers and partners to design, test, and scale new solutions that address real-world needs, turning innovation into tangible business value and a better payment experience for all. In doing so, we help financial institutions to modernise at their own pace, capture new revenues, and compete with confidence in an increasingly real-time, multi-rail world.

A.12 2025 Key figures and Revenue profile

2025 Key figures

"We delivered the guidance of 2025 issued last summer, bringing consistency in execution over the past 2 quarters, with a low single-digit organic sales decline YoY, an adjusted EBITDA of €841 million pre-IFRS5, and a slightly negative free cash flow. In 2025, terminals deliveries were restored, Small & Medium Business churn improved and we continued focus on cash cost savings.

Worldline's new management team launched 'North Star 2030', our staged transformation plan designed to simplify the organization, integrate operations, converge platforms, and enhance our revenue profile. We have already embarked with decisive initial actions for some of these initiatives to be "in-flight" in 2025, and will continue into 2026, especially around platform convergence, saving maintenance capex. The North Star plan aims to turn around the company into a sustainable free cash flow generation vehicle. To support this trajectory and strengthen our balance sheet, our shareholders approved a €500 million capital increase, anchored by long-term European strategic investors.

We have also clarified our cash pooling structure. In 2025, we significantly reduced our reliance on the notional cash pooling structure, and physically repatriated cash through intercompany loans and deposits."

Srikanth Seshadri, Group Chief Financial Officer

2025 Results **before the restatement of the discontinued operations in accordance with IFRS 5**

€4.5 billion
total revenue
(-2.4% organically)

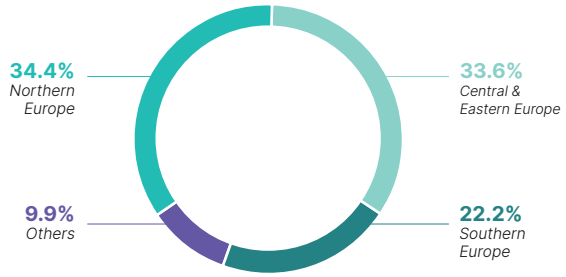
€841 million
Adjusted EBITDA
(18.7% Adj. Ebitda margin)

-€8 million
free cash flow

Revenue profile

(In € million)	2025 revenue*
Merchant Services	3,325
Financial Services	819
Mobility & e-Transactional Services	354
WORLDLINE	**4,499**

Europe is the Group's main operational base, generating circa 90% of total revenue in 2025.

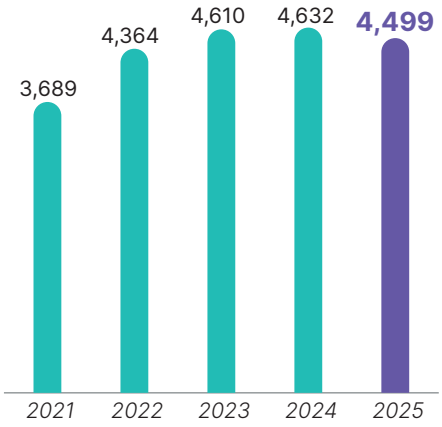


(In € million)	2025 revenue*
Northern Europe	1,548
Central & Eastern Europe	1,510
Southern Europe	997
Others	445
WORLDLINE	**4,499**

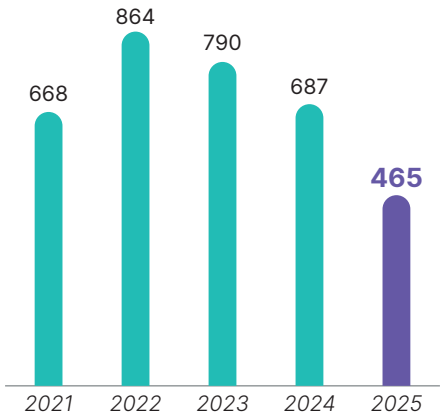
* Before the restatement of MeTS (to be divested in 2026) in accordance with IFRS 5

Key graphs (before the restatement of MeTS in accordance with IFRS 5)

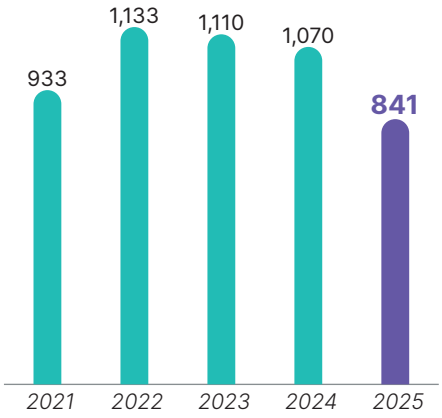
5-years revenue evolution
(in € million)



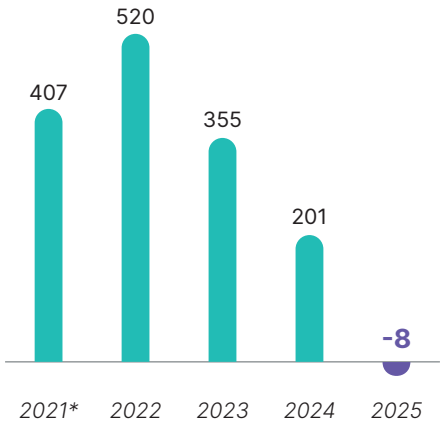
5-years operating margin evolution
(in € million)



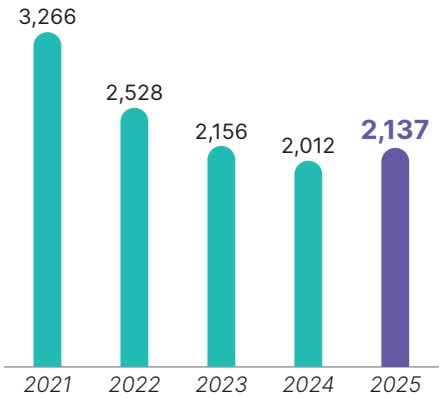
5-years Adjusted EBITDA evolution
(in € million)



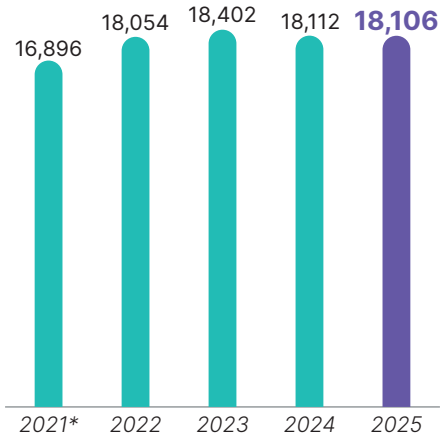
5-years free cash flow evolution
(in € million)



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



5-years employee evolution



* excluding 3 815 from TSS

A.13 Worldline's governance

Executive Committee

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

The Committee is organised as follows:

Pierre-Antoine Vacheron
Chief Executive Officer

Madalena Cascais Mendes Tome
Group Chief Financial Institutions & Processing Officer

Candice Dillon
Group Chief Technology Officer

Anika Grant
Group Chief People Officer

Joe Katz
Group Chief Risk Officer

Maëlle Lafont de Sentenac
Group Head of Transformation & Performance

Srikanth Seshadri
Group Chief Financial Officer

Charles-Henri de Taffin
Group General Secretary, Legal, Contract Management & Compliance

Caroline Jéséquel
Head of Mobility & e-Transactional Services

Board of Directors (until December 31, 2025)

Wilfried Verstraete
Chairman of the Board of Directors
Independent Director

Aldo Cardoso
Independent director

Giulia Fitzpatrick[1]
Director

Jérôme Grivet
Director

Mette Kamsvåg
Independent director

Marie-Christine Lebert
Employee Director

Agnès Park
Independent Director

Rodolfo Savitzky
Independent Director

Daniel Schmucki
Director

Nazan Somer Özelgin
Independent Director

Thierry Sommelet
Independent Director

Sylvia Steinmann
Independent Director

Michael Stollarz
Director

Stephan Van Hellemont
Employee Director

Representative of the Social and Economic Committee

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

[1] On November 6, 2025, the Board of Directors acknowledged Giulia Fitzpatrick's resignation from the Board by December, 31st, 2025 in the context of SIX Group's announcement not to participate to the contemplated capital increase of the Company.

Works and membership of the Board of Directors in 2025

67%*
Independence (incl. Chairman)

67%*
of non-French nationalities

42%*
Gender rate

Board composition and works in 2025**

14
Members

94%
Attendance

3
Executives sessions

21
Meetings

61 years old
Average age

Investment Committee

6
Members
67%
Independance
73%
Attendance
5
Meetings

Audit and Risks Committee

6
Members
83%
Independance (incl. Chairman)
95%
Attendance
11
Meetings

Nomination Committee

4
Members
75%
Independance
96%
Attendance
8
Meetings

Remuneration Committee

5
Members
75%
Independance (incl. Chairman)
96%
Attendance
6
Meetings

Social and Environmental Responsibility Committee

4
Members
67%
Independance (incl. Chairwoman)
100%
Attendance
5
Meetings

1 As of the date of this Universal Registration Document, employee directors are not taken into account when calculating independence and gender diversity, in accordance with the law and the recommendations of the AFEP-MEDEF.
2 Until December 31, 2025 (see section E.1.4.1.2 Changes proposed at the 2026 General Meeting).
3 The Board also established an Ad Hoc Committee following the press allegations in June 2025. This Committee is composed of 4 independent directors and met 17 times in 2025 with 100% attendance rate (*for further details, refer to section E.1.6 of this Universal Registration Document*).

B

Sustainability report and vigilance plan

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B.1 General disclosures (ESRS 2)

B.1.1 Basis for preparation

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

Scope

This chapter of the Universal Registration Document constitutes the Sustainability Disclosure, commonly referred to as the "sustainability report," prepared in accordance with the requirements of the European Directive 2022/2064 of 16 December 2022, the *Corporate Sustainability Reporting Directive* (CSRD), which came into effect on 1 January 2024. This report has been prepared on a consolidated basis and covers the same scope as the Group's consolidated financial statements. It includes all entities acquired before the end of 2025, in the 41 countries[1] where Worldline is implemented.

It covers the 2025 financial year from 1 January 2025 to 31 December 2025.

The report includes all environmental, social and governance information, policies, action plans, targets and performance indicators that address the Group's material sustainability issues, as identified through a double materiality assessment conducted according to the CSRD rules.

Worldline has not used the option to omit any specific information related to intellectual property, know-how, or innovation results.

The sustainability report data include information related to MeTS (Mobility & e-Transactional Services). The headcount will be presented differently in the sustainability report (with MeTS) compared to the chapter Financials (excluding MeTS, presented as assets held for sale in accordance with IFRS 5).

Reporting process

Information related to sustainability has been established in accordance with legal and regulatory requirements following the transposition of the European CSRD Directive into French law (Decree No. 2023-1394 of December 30, 2023, implemented in application of ordinance No. 2023-1142 of December 6, 2023, concerning the publication and the certification of sustainability information and the environmental, social, and governance obligations of commercial companies).

Worldline's reporting process is centralized by the CSR team and a network of contributors spread across all countries and entities. Most non-financial information is collected and consolidated in a dedicated ESG data collection tool deployed worldwide. Some information is initially collected using specific tools, such as indicators related to human resources. Additional information is gathered through individual discussions with contributors.

This second sustainability report was prepared in a regulatory context, currently under stabilization. Nevertheless, for this second exercise of applying the CSRD texts, the Group has continued its efforts to produce exhaustive sustainability information, taking into account the lessons learned from the first year of implementation, within a continuous improvement process. The information required by the Minimum Disclosure Requirements is presented when available and material, the Group is continuing its work in this area.

With the CSRD, Worldline will continue its transformation by deepening the development of sustainable practices, in order to conduct its operations in accordance with environmental and social standards.

Value chain covered

Worldline has taken into account the stakeholders in its upstream and downstream value chain to determine its material impacts, risks, and opportunities. Some policies and action plans may have a broader scope than the Group's operations and apply to actors within the value chain, such as the Responsible Purchasing policy, various codes related to business ethics, or decarbonization objectives within the value chain.

Only the carbon footprint includes quantitative elements regarding the value chain. These are detailed in section B.2.1.4. Carbon footprint and performance (E1-6) of this document.

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

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

Time horizons

The time horizon used by Worldline is aligned with the CSRD requirements.

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

Uncertainties and limitations

The Group has undertaken estimates and uses certain assumptions that may impact the sustainability information presented. These estimates and assumptions mainly concern the assessment of amounts related to the carbon balance and the value chain (Scope 3). The Group is specifically working on improving the methodology for calculating greenhouse gas emissions of Scope 3 related to purchases, as well as the quality of underlying data, in order to limit the inherent uncertainties of calculation assumptions as well as the availability, quality, and degree of aggregation of purchasing data used. The calculation details for Scope 3 are available in section B.2.1.4.3 "GHG Calculations: sources, methodologies and assumptions".

The Group monitors and reports its suppliers' average payment term (URD Note 18). This average term rose from 60 days to 50 days from end-2024 to end-2025. However, the data on the percentage of payments aligned with the company's standard payment terms (in days) with breakdown by supplier category is not yet complete, as the information systems do not yet allow a consolidated, complete, and sufficiently reliable view of this data for publication.

Worldline defines action plans to ensure that these data points are improved within a reasonable timeframe. The internal control process is being adapted to ESRS standards and will continue in upcoming reporting cycles.

Methodological changes

The methodology for calculating Scope 3 emissions remains unchanged in its foundations, ensuring data comparability over time.

Categories calculated by Spend-based approach (3.1, 3.2, 3.5, and 3.8) and category 3.7 (Employee Commuting), calculated by travel approach, retain their respective calculation methods.

Targeted adjustments have been made to improve precision and robustness: emission factors for purchase categories have been updated to include the most recent data available, and additional exclusions by accounting codes have been introduced in strict compliance with the GHG Protocol Corporate Value Chain (Scope 3) Standard.

Category 3.3 has undergone an in-depth methodological revision, aligning its scope and calculation methods with a stricter interpretation of the GHG Protocol requirements.

There was a methodological change between 2024 and 2025 for the "Proportion of variable remuneration dependent on sustainability-related targets and/or impacts of EXCOM members". We changed the multiplicative format that increased CSR's impact on variable pay to a additive model and to harmonize all bonuses.

The "ratio of the total annual remuneration of the highest-paid individual to the median total annual remuneration of employees" presented over 12 months includes this year, in the numerator, the annual remuneration of the executive, calculated based on their time in office and extrapolated to 12 months.

Disclosures stemming from other legislation or generally accepted sustainability reporting pronouncements

The sustainability report is built in accordance with GRI standards and, since 2020, Worldline reports have been aligned with the SASB "Software & IT Services" framework.

The information in chapter B.4.1.4 Corporate culture and business conduct policy falls under other regulations to which Worldline is subject:

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

Incorporation of information through references

Information	Code	Section in the Universal Registration Document
Business model and value chain	SBM-1	A. Integrated Report
Risk management and internal controls concerning sustainability reports	GOV-5	D.2 Worldline Risk Management Framework
Employees expenses	ESRS S1-6 50(f)	C.4 Consolidated financial statement
Presentation of skills, roles, and responsibilities of governance body members	GOV-1	E. Corporate Governance and Capital

B.1.2 Governance

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

B.1.2.1.1 Composition, diversity, and expertise of governance bodies

Information regarding the composition, diversity, and expertise of governance bodies is detailed in Chapter E. Corporate Governance and Capital of this Universal Registration Document, in particular:

- Diversity of the Executive Committee: E.1.3.3 Gender Diversity Policy within management Bodies, page 388
- Composition and roles of the Board of Directors: E.1.4.1 Works and composition of the Board of Directors, page 389
- Skills of directors: E.1.4.4 Directors' skills, page 409

It's to be noted that Worldline's Board of Directors includes two employee representatives.

The skills of governance body members have been deemed appropriate to cover the Group's material ESG issues, with 57 % of directors showing in-depth expertise or knowledge in CSR, 59 % in human resources, and 96 % in governance.

KPIs Composition, diversity and expertise	2024	2025
Number of women in Board members*	5	5
Percentage of women at the Board*	45,5 %	42 %
Percentage of men at the Board*	54,5 %	58 %
Percentage of women at the EXCOM	30 %	55,5 %
Percentage of men at the EXCOM	70 %	44,5 %
Percentage of independent Board members*	64 %	67 %
Number of Executive members among the Board	0	0
Number of non-executive members among the Board	13	14
Number of Executive members among the EXCOM	1	1
Number of non-executive members among the EXCOM	9	8
Percentage of employee directors on the Board	15,4 %	14,3 %

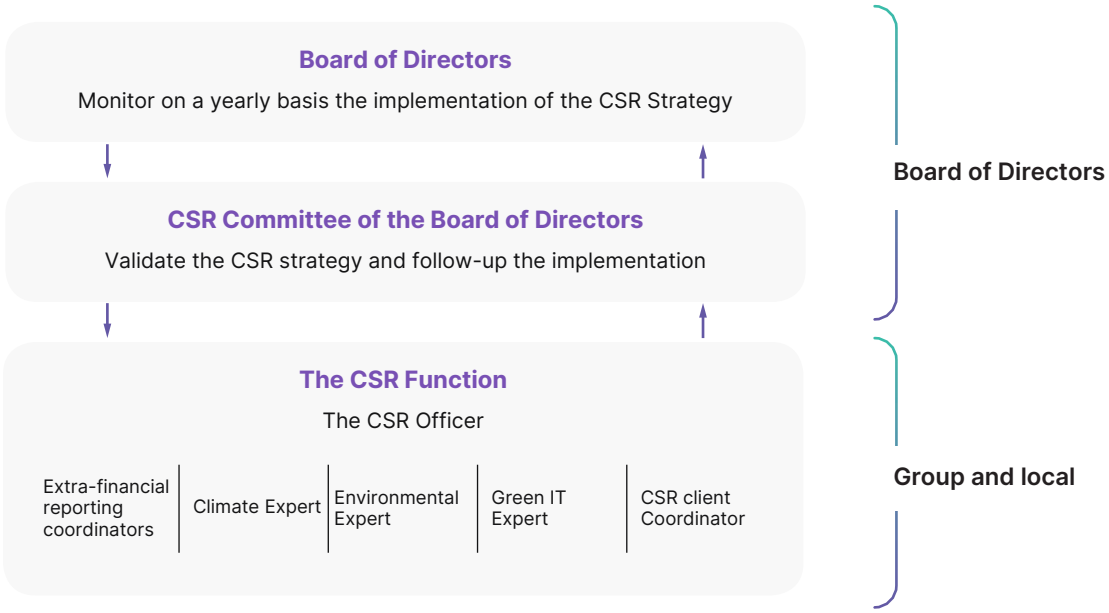
* *Employee directors are not considered*

B.1.2.1.2 Roles and responsibilities of the Board of directors

The information regarding the roles and responsibilities of the Board of Directors is also detailed in Section E. Corporate Governance and Capital of this Universal Registration Document.

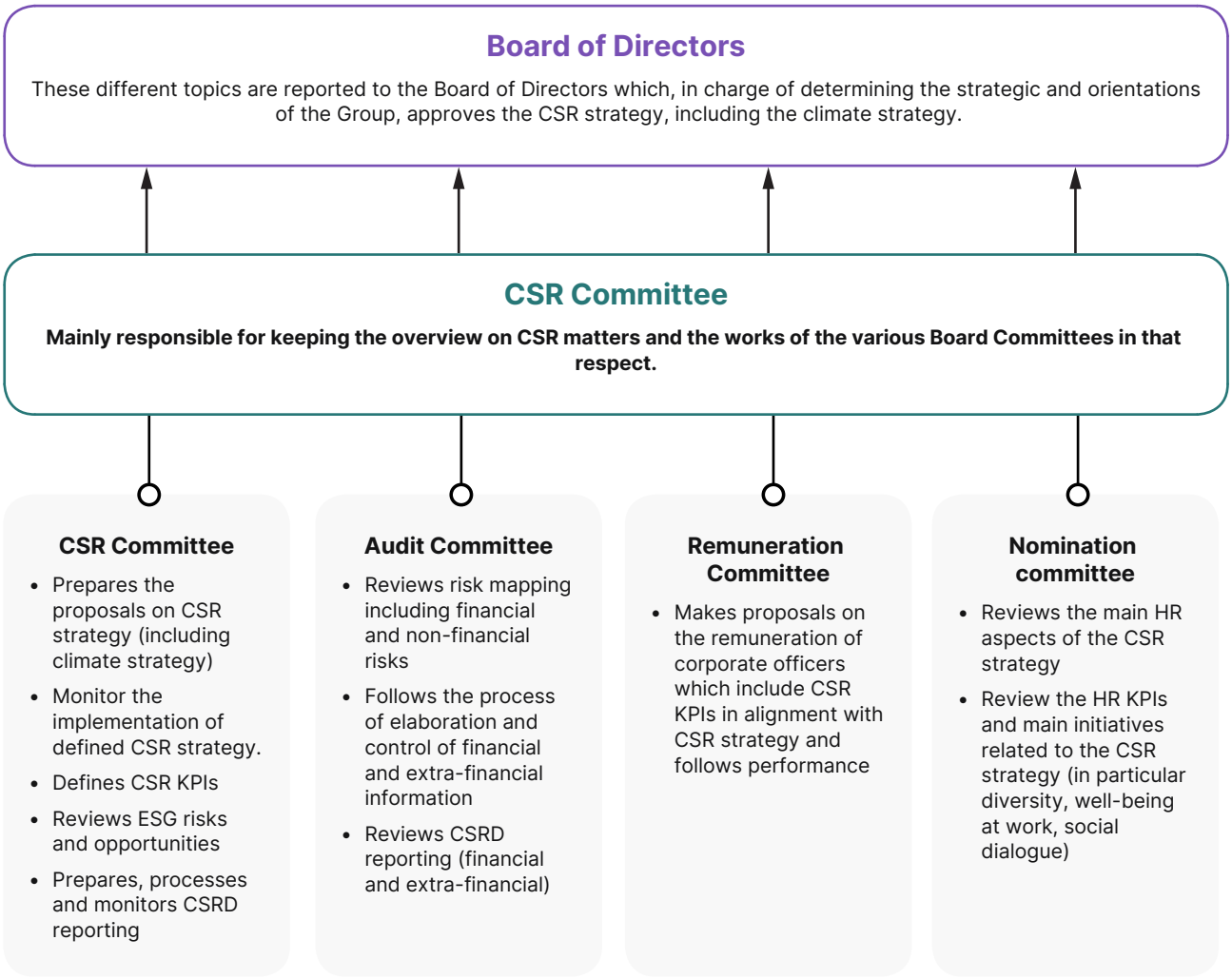
The Internal Regulations of the Board specify the role of the Board and its Committees, particularly concerning corporate social responsibility and environmental issues.

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



CSR internal governance organization

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



The **Board of Directors** determines the orientations that the Company must follow concerning its activities and oversees their implementation, in accordance with its corporate purpose and reason for being. It strives to promote the creation of long-term value for the Company by taking into account the social and environmental aspects of its activities. The Board of Directors defines the broad strategic multi-year orientations for sustainable development, particularly in terms of climate, on the recommendation of the CEO and the Social and Environmental Responsibility Committee. It defines the broad strategic multi-year orientations for sustainable development, particularly in terms of climate.

The Board of Directors is informed annually by the General Management of the results achieved in this area. It reviews each year, if necessary, the opportunity to adapt the action plan or to modify the objectives. In connection with the Social and Environmental Responsibility Committee, the Board of Directors reviews at least every six months, in light of the strategy it has defined, opportunities and risks such as financial, legal, operational, social, and environmental risks, as well as the measures taken accordingly.

The Board of Directors has been informed of the material IRO identified in the context of the double materiality analysis process.

Roles of the Board of Directors Committees

1. Social and Environmental Responsibility Committee

In areas within its competence, the Corporate Social Responsibility and Environmental Committee is responsible for preparing, ensuring the implementation, and monitoring procedures to facilitate the work of the Board of Directors, which aims to review:

- The Group's strategy on corporate social responsibility and environmental issues, including the climate strategy, as well as the review of its implementation;
- The impacts of the Group's CSR and environmental strategy and the deployment of related initiatives;
- The definition of CSR indicators and objectives and their monitoring including TRUST programmes;
- The Group's practices regarding responsible purchasing;
- The Group's commitments concerning social responsibility and the environment in light of issues specific to its activities and objectives, particularly regarding well-being at work, diversity, and the environment;
- The assessment of risks and opportunities related to social and environmental performance, in coordination with the Audit and Risk Committee;

- The components related to CSR and environmental responsibility to be integrated by the Remuneration Committee into the structure of variable compensation for leaders, in accordance with the company's CSR strategy, including the review of achievement levels of these criteria and the main aspects relative to this strategy;
- The CSR and environmental responsibility components to be integrated by the Nominations Committee within the framework of policies on non-discrimination and diversity within governing bodies;
- CSR and environmental policies considering their impact on economic performance;
- The Sustainability report. The Committee provides an opinion to the Board on this report;
- A summary of ratings assigned to the Group by rating agencies and in extra-financial analyses.

The Committee is responsible for coordinating work on CSR topics with the other committees within their respective areas, so that it maintains an overview of the work of the committees in this regard. To this end, it assists the Board of Directors in analyzing these topics.

The double materiality matrix and its process, including the associated IROs, have been presented and confirmed by the Corporate Social Responsibility Committee.

The Corporate Social Responsibility and Environmental Committee is composed of the following members until December 31, 2025:

- Agnès Park (Chairwoman and independent director);
- Giulia Fitzpatrick (Vice President);
- Sylvia Steinmann (Independent director);
- Stephan Van Hellemont (Employee Administrator).

2. Audit and Risk Committee

In areas within its competence, the **Audit and Risk Committee** provides all opinions and recommendations to the Board of Directors, particularly on the following missions:

Regarding financial and non-financial information:

- Ensure a comparative review of non-financial information, particularly the process of development and control in coordination with the Social and Environmental Responsibility Committee;
- Meet with, whenever deemed necessary, the CSR management;
- Review the sustainability report within the framework of the CSRD directive (financial and non-financial) prepared with the Social and Environmental Responsibility Committee.
- Examine the auditors' report highlighting key points, not only of financial results but also of the accounting options adopted, the additional report required by applicable legislation, and the CFO's note describing the exposure to risks, including social and environmental risks;
- Regarding internal control and risk management for financial and non-financial information:
- Assess, with responsible persons at the Group level, the effectiveness and quality of internal control systems and procedures related to the development and processing of the Group's accounting, financial, and non-financial information;Review the risk mapping and main risks, including cyber, social, and environmental risks. Members also review the associated action plans and their progress. Risks related to social and environmental responsibility are examined and monitored in coordination with the Social and Environmental Responsibility Committee;
- Control the effectiveness of internal audit concerning procedures related to the development and processing of financial and non-financial accounting information.

The double materiality matrix and its process, including associated IROs, have been presented and confirmed by the Audit and Risk Committee.

The Audit and Risk Committee is composed of the following members until December 31, 2025:

- Aldo Cardoso (Chairman and independent director);
- Nazan Somer Özelgin (independent director);
- Mette Kamsvåg (independent director);
- Rodolfo Savitzky (independent director);
- Sylvia Steinmann (independent director);
- Daniel Schmucki.

3. Nominations Committee

In areas within its competence, the **Nomination Committee's** specific mission includes examining the main components, initiatives, and performance indicators related to human resources within the framework of the company's social and environmental responsibility strategy. In particular, it must ensure that the Senior Management implements a non-discrimination and diversity policy within the company's governing bodies. To do so, it relies on the work of the Corporate Social and Environmental Responsibility Committee.

The Nomination Committee is composed of the following members until December 31, 2025:

- Giulia Fitzpatrick (Chairwoman);
- Wilfried Verstraete (Vice-Chairman and independent director);
- Agnès Park (independent director);
- Thierry Sommelet (independent director).

4. Remuneration Committee

In areas within its competence, in coordination with the Corporate Social Responsibility and Environmental Committee and based on its work in this regard, the **Remuneration Committee's** main missions include:

- to make recommendations on the inclusion of criteria related to social and environmental responsibility in the variable remuneration structure of corporate officers, in accordance with the company's social and environmental responsibility strategy,
- to examine the level of achievement of these criteria,
- and to review the main aspects of variable remuneration in relation to the social and environmental responsibility strategy.

The Remuneration Committee is composed of the following members until December 31, 2025:

- Wilfried Verstraete (Chairman and independent director);
- Giulia Fitzpatrick (Vice-Chairwoman);
- Marie-Christine Lebert (employee director);
- Agnès Park (independent director);
- Thierry Sommelet (independent director).

B.1.2.1.3 Other roles and responsibilities

The Corporate Social Responsibility Director

The Corporate Social Responsibility (CSR) Director reports directly to the Chief People Officer. They are responsible for the company's CSR strategy, overseeing sustainability initiatives, and promoting CSR values to internal and external stakeholders.

The CSR Director leads a department composed of a team of four employees dedicated to CSR and four employees dedicated to ISO 14001 certification. This department is responsible for deploying Worldline's action plans across the Group, as well as communicating them internally and externally.

The CSR Director oversees internal and external CSR communication actions, thereby contributing to employee engagement. Each department within the company is responsible for implementing the CSR strategy, supporting the CSR objectives (TRUST 2025 objectives), and setting objectives for 2030.

The CSR Director manages the implementation of the CSRD throughout the company by coordinating departments related to compliance, risks, financial elements, and all other relevant departments.

The Environmental and Climate Committee

The CSR Director also attends the Environmental and Climate Committee meetings quarterly.

This committee is chaired by the Global Climate Manager and the Environmental Manager. It also includes the following individuals:

- the CSR Director,
- the Environmental and ISO Manager,
- the Climate Manager,
- the Group Real Estate Director,
- the Group Quality Director,
- the Data Centers Manager,
- the Responsible for Responsible Purchasing, Risks, and Compliance,
- the Group Security Manager (Governance, Risks, and Controls)

The Environmental and Climate Committee meeting follows the execution of the plan, the status of ISO 14001 certification, and the TRUST 2025 environmental objectives.

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

The governance bodies, exchanges between the different bodies, and how they take ESG issues into account are described in the section above B.1.2.1.2 Roles and responsibilities of the Board of directors

The TRUST 2025 plan formalizes the Group's strategic priorities in CSR, providing a framework for implementing action plans and monitoring progress through KPIs. All ESG issues of the TRUST 2025 program were addressed and monitored during the year by governance bodies.

The list of material IROs (Impact, Risk, Opportunity) has been finalized and presented in detail by the CSR director and the risk director (CRO - Chief Risk Officer).

The analysis of the IROs contributed to enhancing the strategic reflection of the Board of Directors and the Executive Committee in preparation for the upcoming ESG TRUST 2030 roadmap. It also helped enrich the Group's risk analysis, including major transactions.

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

Worldline rewards its employees, as well as company executives, for their exceptional performance to support the Group in achieving its short-term and long-term strategy. This approach ensures management is aligned with the company's values and model.

Target indicators

For short-term compensation: 10% of the target bonus amount is linked to the achievement of 4 combined CSR areas :

- Available platforms
- Customer experience and innovation
- Employee engagement
- Climate change

For long-term compensation : The current performance share plan presented is the one granted in 2025. However, Worldline has previously proposed performance share plans and stock option plans linked to ESG criteria, still in effect for some.

15% of the performance shares are subject to the achievement of combined CSR indicators derived from the TRUST 2025 program objectives, relating to the Group's commitments:

- 5% related to reducing CO_2 emissions in scopes 1 and 2, within the framework of the Science-Based Targets initiative (SBTi);
- 10% related to employee engagement and diversity, measuring improvements in employee engagement and the increase in the percentage of women in management positions.

These criteria are set by the Board of Directors, upon the recommendation of the Remuneration Committee.

Metrics	2024	2025
Proportion of variable remuneration dependent on sustainability- related targets and/or impacts of the CEO	10 %	5,7 %*
Proportion of variable remuneration dependent on sustainability-related targets and/or impacts of EXCOM members	25 %	17 %**

* *The Board of Directors on February 25, 2025, upon recommendation from the Remuneration Committee, decided to grant an exceptional compensation to Pierre-Antoine Vacheron to account for the loss of protections and benefits inherent to the employee status he previously held in his former roles (including performance share plans and pension plans as well as his employee status), while strengthening the profit-sharing linked to the performance of the Worldline share over a period of four years, in line with the Group's 2026-2029 strategic plan, it being recalled that no multi-year equity-based compensation will be awarded to Pierre-Antoine Vacheron in 2025.*

** *The variation is explained by a methodological change between 2024 and 2025. We changed the multiplicative format that amplified CSR's impact on variable remuneration, to revert to an additive model and harmonize all bonuses.*

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

GOV-4 – Core elements of due diligence	Paragraphs in the Universal Registration Document
(a) Embedding due diligence in governance, strategy and business model	B.1.2 Governance + B.1.3 Business model and value chain (SBM-1) + B.1.4 Strategy (SBM-1)
(b) Engaging with affected stakeholders in all key steps of the due diligence	B.1.5 Interests and views of stakeholders (SBM-2)
(c) Identifying and assessing adverse impacts	B.1.6 Double Materiality Analysis – Description of the process to identify and assess material impacts, risks and opportunities (IRO-1) + B.1.7 Material impacts, risks and opportunities and their interaction with strategy and business model (SBM-3)
(d) Taking actions to address those adverse impacts	More details available on actions in sections S1 + E1 + S4 + G1
(e) Tracking the effectiveness of these efforts and communicating	More details available on KPI

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

The elements related to the overall management of risks and internal controls of information, which include sustainability risks, are detailed in Chapter D. Risk Management Framework of Worldline.

Environmental, Social, and Governance (ESG) Risk Management

In accordance with the CSRD Directive and the French Duty of Vigilance Law, Worldline implements its risk management methodology to ensure a harmonized approach within its entities to manage, measure, and report on impacts, risks, and opportunities (IRO) related to ESG issues. The assessment of impact materiality on people and the environment is partly carried out through the Duty of Vigilance exercise and follows a specific evaluation methodology.

The identification of IRO is crucial for qualifying impacts on Worldline and/or stakeholders in the short, medium, and long term. These impacts include those related to Worldline's own operations and its value chain, including through its products and services or business relationships, considering both pessimistic and optimistic projection scenarios.

Risk assessments concerning Worldline's suppliers have been updated to reflect the latest CSRD requirements. In 2025, Worldline conducted an evaluation of a sample of 50 new partners, selected based on an assessment of the level of risks to which they may be exposed, depending on their sector of activity and the countries where they operate. Priority is given to new suppliers to thoroughly evaluate the effectiveness of the updated processes and ensure that all risks are adequately mitigated. These processes are detailed in section B.1.3. Business model and value chain (SBM-1).

B.1.3 Business model and value chain (SBM-1)

Chapter A. Integrated Report details the business model and value chain of Worldline as outlined below:

Subject	Section in the Universal Registration Document
Key activities	A.1 Worldline: a snapshot, A.8 Worldline's business model, A.6 The payment industry
Ressources	A.1 Worldline: a snapshot, A.8 Worldline's business model, A.12 2025 Key figures and Revenue profile
Employee numbers	A.8 Worldline's business model
Distribution channels	A.4 Group's Strategy, Technology, and competitive strengths, A.6 The payment industry
Distribution channels	A.6 The payment industry
Value chain	A.4 Group's Strategy, Technology, and competitive strengths

B.1.4 Strategy (SBM-1)

The Group's strategy is detailed in the Integrated Report, in section "A.4 Group's Strategy, Technology, and competitive strengths", "A.5 Corporate Social Responsibility", "A.6 The payment industry", and "A.8 Worldline's business model" :

- Major groups of products/services – on pages 22 to 23 and 31 to 37;
- Major markets and target customer groups – on pages 17 to 18;
- Number of employees by geographic zones – on page 48;
- Evaluation of products/services/markets in relation to objectives – on pages 24 to 30.

Worldline operates as a European leader in the payments and transaction services sector. With a robust global presence and a strong commitment to innovation, Worldline is a preferred technology partner for a wide range of clients, including merchants, banks, third-party acquirers, public transport operators, government agencies, and industrial companies across various sectors. Its staff, composed of 18 106 employees in more than 41 countries, provides sustainable, reliable, and secure solutions throughout the payment value chain, supporting the growth objectives of its clients worldwide.

Worldline's service portfolio encompasses Merchant Services and Financial Services, including both domestic and cross-border merchant acquiring for in-store and online transactions, high-security payment processing, a comprehensive range of payment terminals, as well as Electronic Ticketing and Digital Services solutions tailored for industrial applications.

As Worldline expands its global footprint, its commitment to excellence, innovation, and sustainability positions it as a reference player in transforming payments in Europe. By integrating cutting-edge technologies and advanced payment solutions, both physical and digital, Worldline supports merchants' growth and redefines usage at the service of businesses and consumers.

Integration of Material ESG Issues into the Strategy

To address current social and environmental challenges, as well as stakeholder expectations, Worldline has embedded its CSR strategy at the core of its activities. This unified approach applies coherently, regardless of clients, geographic areas, or products.

Since 2015, Worldline committed to launching 5-year CSR transformation plans, validated by governance bodies. In 2020, the **TRUST 2025 program** set Worldline's priorities in the face of material sustainability issues. It guides all actions undertaken to respond coherently to environmental and societal challenges. Progress made has been recognized by clients, investors, stakeholders, and ESG rating agencies (see page 28).

To support the ambitions and objectives of the TRUST 2025 program, the short- and long-term compensation of the CEO and other eligible individuals has included performance criteria linked to TRUST 2025 since 2022.

TRUST 2025 objectives were developed internally, aligned with the double materiality analysis and the business model, through various workshops. Results from these sessions were presented and validated at the executive committee level by the responsible managers for each goal. The analysis provided a baseline in 2020 and clear, ambitious yet realistic objectives for each department, taking into account their expert opinions. The revision of the double materiality matrix confirmed the relevance of its strategic axes. The key performance indicators (KPIs) selected to monitor progress provide insight into the effectiveness of each underlying action plan.

All of the objectives set by Worldline regarding ESG issues are defined by the TRUST programs. These objectives are as follows:

TRUST 2025 program

Topic	Indicator	2021 (year 1)	2024 (year 4)	2025 (year 5)	2025 Target
Platforms secured & available	Quality score – Contracts' services availability & response	99,9890%	99,9870 %	99,9882 %	99,99 %
	Quality score – Platforms' services availability & response	99,877%	99,9908 %	99,9849 %	99,99 %
	% of data subject' request answered in time and in compliance with WL privacy policy	97,2%	99,76 %	100 %	100 %
	% of ISO 27001 certified sites according to the security policy	51%	87,3 %	98,08%	100 %
Customer experience & innovation	Customer Net Promoter Score (NPS)	46	30	30	52
	Total revenue of "sustainability offering" (M€)	2 109	2 551	2 467	2 307
Talent attraction & retention / People diversity	Average number of Training hours per employee per year	17,09	25,29	25,24	32
	Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64 %	64 %	65 %	69-70 %
	Percentage increase since 2020 in the number of additional disabled workforce in the countries imposing legal requirements (France, Germany, Italy, Poland, Romania, Austria)	+6%	+18 %	24 %	20 %
	% of women in management positions	23 %	26 %	28 %	35 %
Sustainable procurement	% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100 %	100 %	100 %	100 %
	% of total expenses assessed by EcoVadis out of strategic supplier expenses	86 %	95,3 %	95 %	90 %
	% of alerts investigated and related actions plan defined within 2 months	87 %	97 %	98 %	100 %
Climate change	CO2 emissions reduction (scope 1 and 2)[1]	-49 %	-45 %	-54 %	-25 %
	% of CO2e emissions offset for scope 1, 2, 3.6	100 %	100 %	100 %	100 %

Building on the strong results of the TRUST 2025 program, Worldline has continued and accelerated its CSR advancements for the fiscal year, broadening its scope to new issues related to market evolution and its growth strategy. The ambition is reinforced, governance consolidated, and engagement expanded to all stakeholders. Thus, by applying best ESG practices, Worldline aims to maintain its sector leadership and generate a positive impact on its ecosystem, society, and the planet.

As the TRUST 2025 program comes to an end, the Group has set new 2030 CSR objectives this year, which will be monitored within the framework of the new TRUST 2030 program.

This program covers the various risks identified in the new double materiality matrix and includes the 7 main areas :

- Customer satisfaction and quality
- Payment integrity
- Attraction & Retention, Skills Training & Development
- Inclusion & Diversity
- Information Security
- Supplier relations
- Climate change mitigation

The KPI for TRUST 2030 have been selected to ensure perfect alignment with the new double materiality matrix. The TRUST 2030 KPIs thus consist of historical TRUST 2025 KPIs and new KPIs, allowing for the inclusion of emerging issues.

1 This percentage corresponds to the reduction in CO^2eq emissions compared to the 2019 baseline (calculated without TSS).

TRUST 2030 program

In 2025, Worldline has established its new TRUST 2030 program along with new ESG objectives for the next five years.

Topic	Indicators	Target 2030
Customer Satisfaction and Quality	1. Quality score – Contracts' services availability & response	99,99 %
	2. Customer recommendation score (NPS)	37,5
Payment Integrity	3. Percentage of employees in sensitive roles who have completed the annual and updated payment integrity training	100 %
Attraction & Retention, Training & Skills Development	4. Training hours per employee	32h
	5. Employee engagement score	70 %
Inclusion & Diversity	6. Percentage of women in management positions (level 15 and above)	33 %
Information Security	7. Percentage of significant security incident responses compliant with Worldline security policy	100 %
Supplier Relations	8. Percentage of all expenses assessed by an independent extra-financial third-party assessor	80 %
Climate Change Mitigation	9. Reduction of CO2 emissions (scopes 1 and 2) compared to 2022	-42 %

B.1.5 Interests and views of stakeholders (SBM-2)

The following table presents the main stakeholders of the Group, their key expectations, and the channels through which they express them. This active listening to stakeholders allows the Group to adjust its strategy to meet their expectations while ensuring the creation of shared value.

The interests and viewpoints of stakeholders communicated to governance bodies are also described in Section B.1.2.1.2 Roles and responsibilities of the Board of directors.

Stakeholder	Expectations	Worldline value creation	Dialogue mode
Customers Worldline is part of a rapidly evolving environment with a significant percentage of its revenue generated by significant clients.	Innovation, platforms availability, security, data privacy.	Satisfaction surveys, innovation workshop and solutions, respect of highest ethical standards (GDPR...)	Roadshows, customer event, customer survey, innovative meeting, CSR presentation.
Employees Worldline relies on the talent of its people to ensure continuously innovative solutions.	Relevant and fair compensation and benefits, working conditions and organization, social dialogue, talent and expert management, diversity.	Learning and career development opportunities, fair and equitable treatment for all, safe and respectful workplace, meaningful work in the context of Worldline strategy.	Consultations of workers councils, regular company-wide calls, local town-halls and listening sessions, elearning and the whistleblower line.
Suppliers and partners Worldline uses the know-how of several partners who provide IT hardware, software & services (suppliers) and work on projects (startups).	Sustainable relations, costs, responsibility procurement.	Fair business practices through a charter for partners, promotion of CSR through EcoVadis rating.	EcoVadis questionnaires, yearly supplier session, CSR roadshows.
Public bodies Worldline complies with international and local laws, rules and regulations.	Compliance, reputation, data privacy, promotion of the e-payment sector.	Market trust and growth, respect of Human Rights and of the environment consolidation of ethics standards.	Recurring audits, communication with regulators.
Communities Worldline engages to operate and develop its business.	Positive economic and social impacts, environment protection, Human rights, anti-corruption.	Contribution to highest ethics and environmental standards, local associations, local employment.	Based on demand and legal/ regulatory watch.
Investors and analysts Worldline ensures investor's trust to continue to develop.	Profitability, transparency, risk management, governance..	Comprehensive reporting, investor roadshows, analyst day.	Investor roadshow, one to one session, investor day.

The “Expectations” column expresses:

- the issues affecting the specific stakeholder concerned (Impact)
- and/or the financial implications for the Group relating to this stakeholder (Risks or Opportunities).

B.1.6 Double Materiality Analysis – Description of the process to identify and assess material impacts, risks and opportunities (IRO-1)

In anticipation of the implementation of the CSRD Directive, Worldline has been conducting a double materiality analysis since 2023, with the support of a specialized consultancy, to identify its key sustainability issues and define the scope of its reporting.

- An initial assessment, carried out in 2023 using external sources, also allowed for the identification of exposure to physical climate risks.
- This assessment was further enriched in 2024 through internal expertise and additional data.
- In 2025, an evaluation was conducted within local entities to enhance the data based on information collected on the ground.

This process, aligned with the Group's Risk Management Framework, is led by the risk team. It proceeded as follows:

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

The first step was to identify the relevant sustainability issues for Worldline, to evaluate the associated impacts, risks, and opportunities (IRO), and to exclude non-relevant topics. This analysis was based on sustainability-related scenarios, both pessimistic and optimistic.

Workshops were conducted with internal experts from CSR, Finance, HR, Compliance, Procurement, and Risks. A comprehensive list of IROs was established based on the issues defined by the CSRD (see table AR.16), resulting in the identification of 91 IROs. These IROs were mapped across the value chain (upstream, internal operations) and assessed over the short, medium, and long term.

To identify physical and transition climate risks, an in-depth analysis of activities and the value chain was conducted to identify the potential impacts of climate events and regulatory changes. This assessment relied on detailed data collection, scenario analysis tools, and stakeholder engagement. It is being updated to ensure its adaptability to climate development.

Local-level analysis revealed differences in impact of materiality depending on geographic areas, types of clients, or activities.

Phase 2: IRO Assessment

The evaluation process involved 190 Group and local experts covering all of Group's functions (security and data center managers, HR professionals, operational line managers, environmental experts...). A sampling combining financial criteria (contribution to revenue, margin, and balance sheet assets), size (based on employee numbers), and specific issues related to each geography allowed the selection of 23 entities and 34 sites, which assessed 51 risk scenarios encompassing environmental, social, and governance issues.

This approach was complemented by a more specifically focused assessment on the Duty of Vigilance. Based on a similarly structured sampling, it covered 19 risk scenarios across 20 entities and 15 sites.

The analysis of the evaluations obtained was based on existing risk mapping scales to determine financial materiality, according to its scope (e.g., service continuity, reputation, customer impact, compliance, etc.) and its probability, rated from 1 to 5, as well as impact materiality.

Impact materiality was evaluated using two approaches, severity and likelihood of occurrence:

1. The severity of impacts on persons (employees, end users, local communities) and the environment, based on a dedicated impact scale grounded in human rights, health and safety, environmental issues, and stakeholder impacts.
2. The severity of impacts on other stakeholder groups (suppliers, clients, public authorities) was assessed using a dedicated impact scale based on availability, clients, reputation, compliance, and financial aspects.
3. Severity, measured by the extent, scope, and irreversibility of the impact, was evaluated to categorize impacts.
4. In cases of potential impacts, their likelihood of occurrence was assessed.

This approach relied on scenarios from the SSP (Shared Socio-economic Pathways) framework, incorporating both optimistic and pessimistic projections to ensure a robust and balanced evaluation of future potential impacts.

For each IRO, a score was calculated by multiplying impact and probability scores, on a scale of 1 to 25. Results were then grouped by sustainability issues, in connection with CSRD themes, to feed into the double materiality matrix.

Phase 3: Determination of the Materiality Threshold

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

- Highly material RIOs (score above 12) ;
- Material RIOs (score between 5 and 12) ;
- Non-material RIOs (score below 5).

By applying these criteria, 51 IROs were identified as material and 40 as non-material. They were positioned in a double materiality matrix, indicating the scores of financial materiality and impact per sustainability issue, each issue possibly covering one or more scenarios.

B.1.7 Material impacts, risks and opportunities and their interaction with strategy and business model (SBM-3)

Worldline's business model presents impacts, risks, and opportunities as identified from an in-depth double materiality analysis that has been revised annually since 2023. They are grouped by relevant issues. Their consideration is integrated into the Group's strategy, notably through the TRUST 2025 program, which is now succeeded by TRUST 2030.

These issues are summarized below,

- in the form of a double materiality matrix,
- and as a list of material/non-material issues derived from the ESRS 1 AR16 issues list or specific to Worldline.

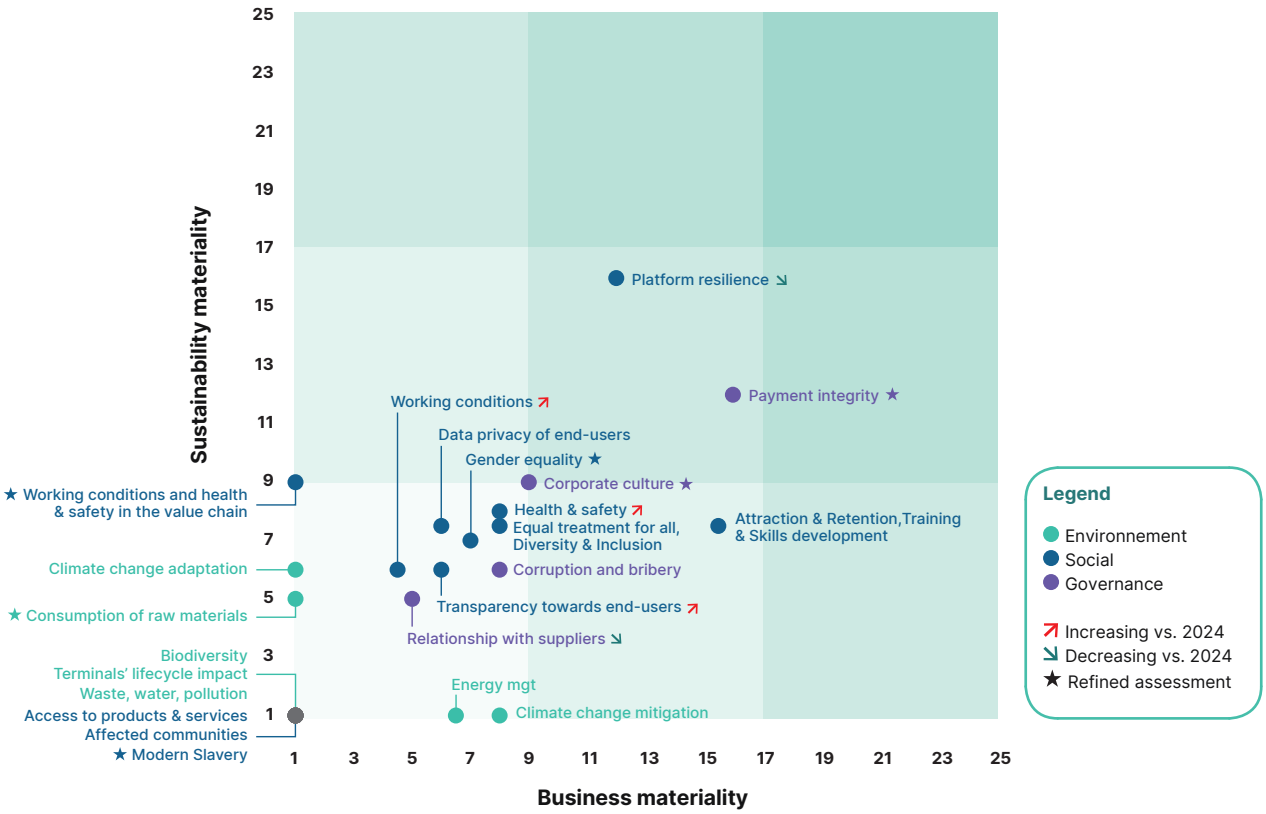
A more detailed description of impacts, risks, and opportunities related to each issue is provided in the introduction of each section within the sustainability report.

In 2025, the double materiality analysis revealed two new material issues for Worldline:

- Raw materials consumption: In 2025, the materiality assessment for access to the raw materials needed to manufacture electronic components was refined to reflect growing supply risks (geopolitical tensions, tariff policies, price pressures, and limited European production capacity). However, this assessment concluded that the risk is material but remains low given the limited expenditure and material needs. Furthermore, the impact materiality was deemed non-significant.
- Transparency towards consumers: in the current context, Worldline faces high expectations and concerns from its clients and end users regarding transparency.

Conversely, modern slavery no longer appears as a material issue. Interviews with local compliance officers confirmed the very low probability of this risk across the entire value chain.

Double materiality matrix



Material issues

Topic	Sub-topic	Sub-sub-topic	Theme name in the report	Report section
E1 Climate Change	Climate change mitigation		Mitigation of Climate Change	B.2.1 Climate change (ESRS E1)
	Climate change adaptation		Adaptation to Climate Change	
	Energy	-	Energy management	B.2.1.4 Carbon footprint and performance (E1-6) B.2.1.5 Energy consumption and mix (E1-5)
E5 Resource Management	Access to resources		Raw materials consumption	B.2.2 Consumption of raw materials
S1 Company workforce	Working conditions	Job security	Working conditions	B.3.1.8 Working conditions (S1-15)
		Fair wages		
		Work–life balance		
		Social dialogue		
		Collective bargaining, including the proportion of workers covered by collective agreements		
		Freedom of association, existence of works councils and workers' rights to information, consultation and participation		
		Health and safety	Health and safety	B.3.1.7 Health and safety at work (S1-14)
	Equal treatment and equal opportunity for all	Measures to combat workplace violence and harassment	Equal treatment for all, inclusion and diversity	B.3.1.9 Equal treatment for all, inclusion and diversity (S1-9), (S1-10), (S1-11), (S1-16), (S1-17)
		Employment and inclusion of persons with disabilities		
		Diversity		
		Training and competence development	Talent attraction and retention, training and competence development	B.3.1.6 Talent attraction and retention, training and skills development (S1-13)
		Gender equality and equal pay for work of equal value	Gender equality	B.3.1.9 Equal treatment for all, inclusion and diversity (S1-9), (S1-10), (S1-11), (S1-16), (S1-17)
S2 Value chain workers	Working conditions	Health and safety	Working conditions, health and safety in the value chain	B.3.2.1 Material impacts, risks and opportunities and their interaction with workers in the value chain (ESRS 2 SBM-3)
	Other labor rights	Child labor		
		Forced labor		B.3.2.2 Policies related to value chain workers (S2-1)

Topic	Sub-topic	Sub-sub-topic	Theme name in the report	Report section
S4 Consumers and end users	Information-related impacts on consumers and/or end users	Access to (quality) information	Platform resilience	B.3.3.2 Platform resilience (specific issue)
		Privacy protection	User data protection	B.3.3.3 Personal data protection across the value chain
	Social inclusion of consumers and/or end users		Transparency to end users	B.3.3.1 Process to engage with end-users and channels for consumers and end-users to raise concerns (S4-2) and (S4-3)
G1 Business conduct	Corporate culture		Corporate culture	B.4.1 Governance and business conduct
	Whistleblower protection			B.4.1.4 Corporate culture and business conduct policies
	Corruption	Prevention and detection including training	Prevention and detection of corruption	B.4.1.5 Prevention and detection of corruption and bribery (G1-3)
		Political influence and lobbying		
		Incidents		B.4.1.6 Confirmed incidents of corruption and bribery (G1-4)
	Supplier relationship management, including payment practices	-	Relationship with suppliers	B.4.2 Supplier relationship management (G1-2), including payment practices (G1-6) within Worldline's Responsible Purchasing Strategy
	Payment integrity	-	Payment integrity	B.4.3 Payment integrity (specific issue)

Non-material or non-relevant issues

	Sustainability matters covered in topical ESRS		Justification	
Topical ESRS	**Topic**	**Sub-topic**	**Relevance/Materiality**	
ESRS E2	Pollution	-	Not material	Worldline's core activity in digital services means its value chain is not materially affected by pollution concerns.
ESRS E3	Water & marine resources	-	Not material	Data centers operating with a closed water loop have limited concerns regarding water and marine resources.
ESRS E4	Biodiversity and ecosystems	-	Not material	Worldline's core activity in digital services means that biodiversity issues are not directly linked to its value chain.
ESRS S1	Other rights related to work	Child labor / Forced labor	Not material	Local Compliance officers confirm that the occurrence of this risk within the organization is considered highly unlikely.
ESRS S3	Affected communities	-	Not material	Given the nature of Worldline's activities, these activities have no connection with local populations (including indigenous peoples).
ESRS S4	Consumers and end users	Social inclusion of consumers and/or end users	Not material	Worldline does not directly distribute payment products or services to consumers and/or end users.
ESRS G1	Business conduct	Animal welfare	Not relevant	Animal welfare has no relation to Worldline's service activities.

B.1.8 ESRS disclosure requirements covered by the sustainability report (IRO-2)

The IRO-2 tables are published in the appendix of the sustainability report:

- Table of correspondence between material issues and publication requirements present in the report,
- List of data points in the transversal and thematic standards derived from other EU legislations.

B.2 Environment

B.2.1 Climate Change (ESRS E1)

Environmental and climate governance – including the management of environmental risks – is the responsibility of the CEO of Worldline. It is managed by the CSR Director.

Three specialized team members work on this topic under the direction of the CSR Director:

- The **Climate manager** is in charge of climate issues. He oversees the development of the climate strategy in alignment with the carbon neutrality strategy (COP 21 PARIS 2025) approved by the Board of Directors.
- The **Green IT manager** is responsible for developing the Green IT strategy to align with Worldline's business model.
- The **Environmental manager (ISO 14001)** is responsible for the Environmental Management System, in accordance with ISO 14001 standards. He handles environmental issues specific to sites and proposes additional actions to reduce Worldline's environmental and energy footprint (in close collaboration with the ISO 50001 Manager). The Environmental Manager is assisted by local environmental managers based at each ISO 14001 certified site.

ISO 14001 and 50001 Certification Deployment Program

Worldline is deploying an ISO 14001 certification program for sites with more than 500 permanent employees as well as for all strategic data centers.

The ISO 50001 standard is being rolled out on France's Data Centers with the goal of extending it to Belgium in 2026.

ISO 14001 and 50001	2024	2025
Number of ISO 14001 certified sites	12[1]	12
Number of ISO 50001 certified sites	3	3

The coverage rate is 80% for ISO 14001 certification and 100% for ISO 50001 certification. The goal is to achieve 100% ISO 14001 coverage of the relevant sites by 2028.

1 10 certified sites mentionned in 2024, to be aligned with EcoVadis reporting needs

B.2.1.1 Material impacts, risks and opportunities and their connection to the strategy and the business model (E1.SBM-3 and E1.IRO-1)

Impacts : The environmental impacts of the Group are detailed in section B.1.2.6 Carbon footprint and performance (E1-6).

Risks and opportunities

A scenario analysis for the period 2024-2030 was conducted through workshops and interviews with internal Worldline experts. This analysis identified the main risks and opportunities related to climate change for the Group. The following table summarizes the key findings, including estimated financial impacts, mitigation strategies (for risks). Although none of the assessed risks are currently considered severe, the analysis highlights potential financial consequences :

The main climate risks and opportunities (R&O) for Worldline for 2030	Description of risks and opportunities (R&O) and main consequences.	Probability, Magnitude, Financial impact	Follow-up and mitigation actions.
Risk 1 – Climate change adaptation **Acute physical** Extreme weather events (storms, floods...) **Chronic physical** Increase in temperatures	An risk scenario analysis for 2025, involving experts from different functions, assessed the potential financial impacts of these climate-related risks, shedding light on Worldline's risk mitigation strategy and resilience planning. • The anticipated increase in extreme weather events constitutes a potential risk to Worldline's direct operations. A 2023 assessment highlighted the vulnerability of data centers, particularly third-party facilities located in high-risk areas, to storms and floods. This could lead to service disruptions and revenue losses. Although supply chain disruptions also threaten production capacity, the impact on offices is considered limited due to remote working capabilities. • Rising temperatures pose additional risks due to higher data center cooling costs and reduced employee productivity. Even with air conditioning, heatwave days negatively affect office efficiency.	Probability: Unlikely Amplitude: Moderate Estimated financial impact range: • Likely scenario: €150k • Severe scenario: €2,5m	• Worldline integrates climate risks in site selection, notably via the 2025 facilities management plan. The Group uses third-party monitoring services and local leads to anticipate and limit potential infrastructure impacts.• Worldline ensures continuous monitoring of its datacenters and strengthens ICT continuity planning under the Digital Operational Resilience Act (DORA). Robust strategies (data duplication, crisis cells deployment, etc.) enable data recovery and transfer of critical services in case of a major incident.• Worldline uses a Security and Emergency Response Tool (SERT) activated in zones where an event occurred to safeguard employees.• Worldline strengthens monitoring of energy consumption related to cooling and air conditioning and implements actions to improve efficiency and reduce costs.• Worldline prioritizes selecting highly efficient and resilient datacenter equipment.
Risk 2 - Climate change mitigation **Transition** Carbone tax, carbon neutrality targets, sensitivity to high-energy-intensity customers (airlines and ecologically high-risk domains)	• If global policies fully align with the 2°C pathway in a sustainable development scenario, 100% of global GHG emissions could be taxed by 2030. This would likely raise costs for Worldline due to higher prices from carbon-taxed suppliers, especially for energy-intensive products and services. While Worldline is currently modestly exposed to carbon taxes, 80% of the countries where the company operates already apply a pricing mechanism. • If the Group fails to meet neutrality targets or lags behind competitors, Worldline risks losing market share due to increasing investment costs. Short-term risk remains limited, as the net-zero transition is in early stages. However, by 2030 not achieving these targets could lead to a significant loss of clients. • Demographic changes due to climate migrations and extreme weather, along with evolving policies and consumer expectations regarding climate change, shift purchasing habits.	Probability: Possible Amplitude: Significant Estimated financial impact: • Likely scenario: €13 million • Severe scenario: €48 million	• Strengthen monitoring of Worldline's direct exposure to carbon taxation mechanisms in the countries where it operates (regulatory watch) and expand Scope 3 GHG emissions monitoring to assess supply chain exposure.• Establish partnerships with suppliers to reduce indirect GHG emissions (Scope 3) and incorporate environmental clauses in procurement policies.• Achieve Worldline's SBTi targets to limit GHG emissions and mitigate carbon taxation exposure.• Reduce GHG emissions by increasing reliance on renewable energy sources. • Prioritize local suppliers to minimize transport-related emissions • Identify clients most affected by transition risks related to climate change based on CSRD disclosures.

The main climate risks and opportunities (R&O) for Worldline for 2030	Description of risks and opportunities (R&O) and main consequences.	Probability, Magnitude, Financial impact	Follow-up and mitigation actions.
	This affects sales to some clients, notably in sectors like oil. Reduced car and short-haul plane travel in Europe due to regulation and behavior, and the emergence of high-ecological-risk sectors (airlines, hotels) illustrate this trend.		
Risk 3 – Energy management **Transition** Energy consumption and shortages	• The main energy risk for Worldline comes from inefficient electricity use, particularly in datacenters, leading to high costs and a larger carbon footprint. This risk relates to unused equipment, obsolete technologies, inefficient cooling practices, and suboptimal office space occupancy. While less critical, fuel inefficiency stems from poorly maintained generators and their use during outages. • Natural disasters, geopolitical tensions, and supplier issues pose a significant threat to supply. Although fuel reserves offer limited protection, prolonged shortages can jeopardize business continuity. Market volatility due to political instability and infrastructure damage also threatens energy security and accessibility. • These risks drive higher operating expenses, investments to improve energy efficiency, and a revenue risk in case of service disruptions.	Probability: Unlikely Amplitude: High Estimated financial impact: • Likely scenario: €5,6m • Severe scenario: €11,5m	• Worldline applies rigorous energy management, with ISO 50001-certified datacenters, connected meters, optimized airflow, and high-performance equipment to reduce consumption. Careful generator maintenance, optimized testing, and fuel analysis ensure efficient use. Employee training and decommissioning of unused equipment are also prioritized. • For third-party datacenters and cloud services, Worldline actively monitors supplier energy performance (reduction and transition to renewables), integrating strict energy requirements into procurement and considering location and geopolitical risks. Contracts include comprehensive business continuity plans and promote diversified energy sources. Worldline monitors suppliers' financial health and market trends, applying enhanced due diligence for electricity-intensive providers.

B.2.1.2 Decarbonization plan for climate change mitigation (E1-1)

The decarbonization plan related to scopes 1 and 2 was finalized in 2025.

The transition plan related to scope 3 will be published in 2027, once all impacts related to the divestment of the Group's MeTS activities in 2026 have been incorporated. However, a number of actions related to scope 3 are already in place and are detailed in the report.

The decarbonization plan for scopes 1 and 2 is aligned with the recommendations of the Science Based Targets initiative (SBTi).

It includes an environmental and energy policy outlining actions and objectives, as well as specific performance indicators to monitor and measure the progress of each action. It is detailed in section B.2.1. Climate Change (ESRS E1) in response to the key IROs.

The table below summarizes the main elements required by the E1-1 disclosure requirement and refers to specific sections.

Elements of the climate transition plan ([E1-1.§16])	Corresponding section
(a) Regarding GHG emission reduction targets, an explanation of how the company's targets are compatible with limiting global warming to 1.5°C in line with the Paris Agreement	B.2.1.3 Policies (E1-2) and climate-related targets (E1-4) B.2.1.7 Climate GHG absorption and mitigation projects funded through carbon credits (E1-7)
(b) GHG reduction targets and climate change mitigation actions, a description of decarbonization levers	Targets: B.2.1.3 Policies (E1-2) and climate-related targets (E1-4) Decarbonization levers: B.2.1.6 Actions and resources related to climate policies (E1-3)
(c) Description and quantification of investments and funding the company intends to deploy to support the transition plan.	Qualitative description only. Quantitative elements are not available; a transitional publication measure will be used.
(d) Qualitative assessment of potential GHG emissions locked-in by the company's major assets and products.	The Group has no significant locked-in emissions from owning or using highly emitting infrastructures or assets that could threaten its objectives.
(e) For activities with NACE codes B.05, C.19, D.35.1, D.35.3, G.46.71: CapEx, CapEx plans, OpEx the company has set to align its economic activities with the taxonomy	Not applicable
(f) Amounts of significant CapEx invested during the reference period related to coal, oil and gas-related economic activities	0 %
(g) The company is included or excluded from the Paris Agreement benchmarks	No. Worldline is not active in exploration, extraction, distribution, or refining of carbon-based energy, and does not significantly prejudice EU environmental objectives.
(h) Description of how the transition plan is integrated into the overall business strategy and financial planning and aligned with them	B.1.3 Business model and value chain (SBM-1)
(i) Information indicating whether this transition plan is approved by the company's governance, management and supervisory bodies	B.1.2.1 The role of governance, management and supervisory bodies (GOV-1)
(j) Description of progress made by the company in implementing the transition plan	Decarbonization plan performance: B.2.1.4 Carbon footprint and performance (E1-6). B.2.1.6 Actions and resources related to climate policies (E1-3), section Actions and resources.

B.2.1.3 Policies (E1-2) and targets (E1-4) related to climate change

B.2.1.3.1 Climate change mitigation and energy efficiency

Worldline's climate-related policies are broken down into specific policies that provide clear guidelines for action plans depending on their purpose (energy management, Green IT, site management, etc.). They align with the TRUST 2025 and TRUST 2030 objectives.

These policies are detailed below.

Policy	Key content	Scope	Level of responsibility for implementation	Standards used	Stakeholder interests addressed	Availability for stakeholders Policy on Climate Policy
Climate Policy	Worldline's climate policy formalizes its commitment to achieve net-zero by 2050 across the value chain. Climate risk management is also a core axis.	Global scope. Applies to all entities, operations, offices, and data centers worldwide.	Ultimate oversight of climate strategy rests with the Board of Directors, delegated to a dedicated committee for monitoring.	GHG Protocol for inventory of emissions, Science Based Targets (SBTi) for scientific validation of targets, TCFD recommendations, ISSB standards for risk management and climate-related financial disclosures.	Policy strengthens credibility of climate commitments by aligning with SBTi and TCFD; transparency is based on annual communication, and supplier involvement supports trust and reputation.	- Company SharePoint (employees). UN Universal Registration Document (URD), website, responses to reporting platforms like CDP.
Green IT Policy	Green IT aims to minimize the Group's digital environmental footprint through optimized hosting, eco-design in services, and promoting responsible workstations with quantified 2030 targets.	Covers all digital activities and assets of Worldline, including production infrastructure, lifecycle of digital services, and employee workstations.	Strategic responsibility rests with the General Management and the Global Green Office steering committee led by the Global Green IT Manager. Operational responsibility lies with Directors of Global Business Lines (GBLs).	International standards such as ISO 20125, ISO 14001, ISO 50001, ISO 20400, and Worldline management system (WMS).	Responds to client expectations (transparency of environmental impact of solutions), employee expectations (training, responsibility culture), and investor expectations (credibility, environmental risk management).	The policy is an internal-controlled communication, accessible to employees via SharePoint.
Environmental and Energy Policy	Worldline's Environmental and Energy Policy (global) was reviewed and updated in 2025. It outlines the environmental and energy strategy across five key axes with actions: 1. continuously measure and reduce environmental impact (including products/ services, retail facilities, distribution and logistics, waste management, and pollution prevention); 2. 2) continuously improve data center energy efficiency; 3. comply with applicable legal and other requirements; 4. engage suppliers to adhere to commitments through supplier engagement with	Applies to all entities, operations, sites (including Payone offices), and data centers worldwide.	Global ISO 14001 Manager	ISO 14001 ISO 50001	This policy, intended for all Worldline employees (including Payone), was developed with the Climate Manager, the CSR Director, and the Energy Manager, based on collaborative discussions and feedback to incorporate the expectations of key stakeholders.	Worldline SharePoint for the Group.

Policy	Key content	Scope	Level of responsibility for implementation	Standards used	Stakeholder interests addressed	Availability for stakeholders Policy on Climate Policy
	business partner integrity; 5. involve all employees to commit to the environmental and energy policy.					
Green Building Policy	This policy specifies the environmental requirements when changing sites or renovating (materials to be used, sustainable construction techniques, waste management). It aims to inform Worldline's Procurement and Real Estate teams of the company's strategy and action plans.	Applies to all Worldline entities and operations worldwide, in line with ISO 14001:2015 and ISO 50001:2018.	Global ISO14001 Manager	ISO 14001 ISO 50001	This policy is intended for Real Estate service and its FM provider; developed with the Climate Manager, CSR Director, external FM provider, and Real Estate Officer to incorporate stakeholder needs.	Worldline SharePoint for the Group.

Ambitions and time horizon (E1-4)

2022-2030 ambition

As part of its TRUST 2025 program, in line with double materiality analysis and the business model, Worldline has been deploying a low-carbon environmental strategy since 2016, aligned with the Paris Agreement (COP21). It continues this under the TRUST 2030 program.

Worldline has committed to greenhouse gas emission reduction targets based on the absolute contraction approach (ACA) defined by the SBTi: a pathway compatible with limited warming of 1.5°C for scopes 1 and 2, and "well below 2°C" for scope 3.

These targets were validated by the SBTi in 2025 for scopes 1 and 2, in the medium term (2030) and long term (carbon neutrality by 2050). Validation for scope 3 is underway.

Following the effective sale of the Terminals, Solutions & Services (TSS) activity in 2022, Worldline recalculated its historical carbon footprint. The year 2022 thus became the new reference year (base year) for the objectives validated by the SBTi.

Carbon Neutrality Goals for scopes 1, 2, and 3 by 2050

Contributing to carbon neutrality by 2050 for Worldline involves reducing its emissions by 90 % between 2022 and 2050. This ambition covers scopes 1, 2, and 3. The remaining 10% of emissions will be sequestered in carbon sinks.

To reach this goal, Worldline plans to evolve its approach to compensation from purchasing carbon credits to investing in environmental projects that aim to sequester all residual emissions.

Summary of objectives validated by the SBTi Worldline

Time horizon	Scope	Approach	Ambition
Medium term *2022 to 2030*	Scopes 1 & 2 (market-based) 100%	1,5 °C ACA - Absolute Contraction Approach	-42 %
	Scope 3 - 100 %	Well Below 2°C ACA- Absolute Contraction Approach	-25 %
Long term *2022 to 2050*	Scopes 1 & 2 (market-based) 100%	Net-Zero ACA- Absolute Contraction Approach	-90 %
	Scope 3 - 100 %	Net-Zero ACA- Absolute ContractionApproach	-90 %

Resources allocated

The implementation of the project is carried out by the relevant teams, notably the CSR and EMS teams, in collaboration with facility management (FM) and data center (DC) teams.

Financial resources

Regarding mitigation actions, financial resources have not yet been allocated with enough precision to be disclosed in this report. Qualitative elements disclosed in the corresponding action plans provide an appreciation. Offset actions are detailed in section B.2.1.7 GHG removals and GHG mitigation projects financed through carbon credits (E1-7).

B.2.1.3.2 Climate change adaptation

The current environmental and energy policy will need to be updated to address adaptation or establish an autonomous

policy, depending on the risks and opportunities related to climate change that will be identified.

Financial impacts should be refined to implement action plans (for example: inflation due to carbon taxes which could have a significant impact on purchasing power in the medium term; identification of potential weakened customer types due to climate change: airlines, hotels, etc.).

Although Worldline is already taking action in favor of renewable energy (coverage rate: 87%), this aspect is not yet integrated into the current environmental policy, which nonetheless covers energy management and climate change adaptation.

Performance indicators and objectives will need to be defined based on the future policy and planned action plans.

B.2.1.4 Carbon footprint and performance (E1-6)

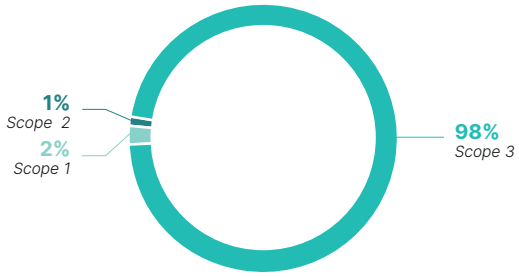
B.2.1.4.1 Total GHG Emissions

In 2025, Worldline's total emissions worldwide amounted to 328 311 tons of CO_2 equivalent. The majority of emissions come from scope 3, which accounts for 98% of total emissions.

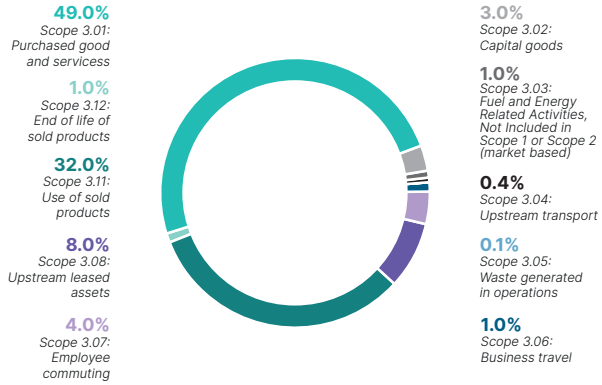
In scope 3, the most emitting category is purchased goods and services (scope 3.1), representing 49% of total emissions in this perimeter. That is why the Group actively engages its suppliers in its decarbonization trajectory to reduce these indirect emissions.

The use of sold products (scope 3.11) accounts for 32% of scope 3 emissions. Therefore, the Group is committed to integrating eco-design to reduce the environmental impact of its products.

Overview of Worldline's emissions in tCO_2eq



Our Scope 3 emissions per category



Carbon intensity based on revenue

GHG intensity per net revenue	Base year 2022	2024	2025	% 2025/2024	% 2025/2022
Total GHG emissions (location-based) in tCO_2eq	362 442	358 789	334 669	-6,72 %	-7,66 %
Total GHG emissions (market-based) in tCO_2eq	354 227	351 400	328 311	-6,57 %	-7,32 %
Net revenue in million euros	4 350	4 631	4 499	-2,85 %	+3,43 %
GHG emissions intensity (market-based) in $tCO_2eq/M€$	81	76	70	-13,58 %	-7,89 %

B.2.1.4.2 Details and variations in gross emissions for Scopes 1, 2 and 3

Scope – Significant positions	2022 base year SBTi	2024	2025	Variation 2025/2024	Variation 2025/2022	Target 2030	Target 2050
Gross Scope 1 GHG emissions (t eqCO_2)	6 627	7 347	5 708	-22,31 %	-13,87 %		
% of emissions subject to emission quotas	0 %	0 %	0 %				
Gross Scope 2 GHG emissions (location-based)	10 696	9 812	8 815	-10,16 %	-17,59 %		
Gross Scope 2 GHG emissions (market-based)	2 482	2 423	2 457	+16,38 %	+13,62 %		
Total gross emissions for Scopes 1 and 2 (Market-based)	9 109	9 770	8 165	-16,43 %	-10,36 %	5 283	911
3.1 Purchased goods and services (outsourcing, data centre hosting, outsourced managed IT infrastructure services, telco-network, IT subcontracting)	203 714	174 739	157 574	-9,82 %	-22,65 %		
3.2 Capital goods (IT equipment: networks, storage, servers and individual IT devices)	22 009	10 044	9 333	-7,08 %	-57,59 %		
3.3 Fuel and energy related activities (location based)	2 153	3 316	3 188	-3,86 %	+48,07 %		
3.4 Upstream transport and distribution (infrastructures for energy production)	321	1 145	1 223	+6,81 %	+281 %		
3.5 Waste generated in operations (IT equipment end of life W3E)	2 092	639	345	-46,01 %	-83,51 %		
3.6 Business travel (plane, train, taxi, private cars, rental cars)	3 017	2 454[1]	2 416	-1,55 %	-19,92 %		
3.7 Employee commuting (public transport and individual cars)	30 624	15 118	13 562	-10,29 %	-55,71 %		
3.8 Upstream leased assets (building and car lease)	9 666	30 696	27 134	-11,60 %	+180,72 %		
3.11 Use of sold products (manufacturing, transport,usage of payment transactions footprint related to physical devices)	71 523	99 365	101 093	+1,74 %	+41,34 %		
3.12 End of life treatment of sold products (end of life of payment transactions footprint related to physical devices)	N/A	4 114	4 278	+3,99 %	N/A		
Gross Scope 3 GHG emissions (teqCO2)	345 119	341 630	320 146	-6,29 %	-7,24 %	265 670	35 423
Total gross emissions for Scopes 1, 2, and 3 (Location-based)	362 442	358 789	334 669	-6,72 %	-7,66 %	-	-
Gross Scopes 1, 2, 3 and Total GHG emissions - financial and operational control (market based)	354 228	351 400	328 311	-6,57 %	-7,32 %	270 953	36 334

Scope 1: The 22% reduction in CO_2 emissions in 2025 is explained by the ongoing electrification of our vehicle fleet.

Thanks to detection and maintenance actions, refrigerant gas leaks in our offices and data centers decreased by 27% between 2024 and 2025.

We also reduced unused data center space by 18%.

Scope 2 (market-based): The opening of new offices in Germany led to a slight increase in our emissions due to the use of district heating.

Scope 3:

scope 3.1: Purchased goods and services: In 2025 the overall amount of purchase expenditure declined.

scope 3.2: Capital goods: The decline in investments (CAPEX) is explained by a change in methodology for valuing certain types of investments in CO_2.

scope 3.4: Upstream transport and distribution: the increase in emissions is due to higher freight at payment terminals.

scope 3.5: Waste generated in operations: Not significant.

scope 3.7: Employee commuting: The reduction in CO_2 emissions from commuting is explained by a reduction in HC in European countries accompanied by an increase in HC at sites with lower CO_2 emissions.

scope 3.8: Upstream leased assets: The reduction in CO_2 emissions from 3.8 is due to a change in calculation method as well as a decrease in office space.

scope 3.11 and scope 3.12: Use of sold products and End of life treatment of sold products: CO_2 emissions from scopes 3.11 and 3.12 increase slightly due to the higher number of transactions. Additionally, growth in in-store transactions was higher than online transactions in 2025 compared with 2024.

Since 2021 – TRUST 2025 Climate Trajectory

TRUST 2025 structures Worldline's climate roadmap around two pillars: structural reduction of CO_2 emissions (buildings, data centers, fleet, electricity) and neutralization of residual emissions.

Worldline has achieved more than a 50% reduction in Scope 1 & 2 emissions compared to the 2019 baseline year, with growing activity. This performance already exceeds the TRUST 2025 target (-25%).

1. Reference Scope for GHG Emissions Offsetting (Operational Control)

To ensure comparability of its performance and consistency of its climate strategy, the carbon neutrality scope is based on the strict operational control principle. This scope, identical to the previous exercise, covers all emissions over which the Group has direct and immediate leverage:

- Scopes 1 & 2: energy consumption of sites and data centers, fugitive emissions, and vehicle fleet.
- Scope 3.6 (Business travel): Business trips (air, rail, hotel).

1 The Scope 3.6 emissions published in 2024 (1 409 t eqCO_2) have been reviewed and recalculated (2 454 t eqCO_2).

2. Review of the previous action (Fiscal Year 2025)

Based on this scope, emissions for 2025 amounted to 10 580 tCO_2e, rounded to 11 000 tCO_2e. In accordance with Worldline's commitments, this volume was fully neutralized in 2026 through certified carbon credits.

3. Projection and Commitment for the closed fiscal year (2026)

For 2026, Worldline reaffirms its commitment to 100% neutralization on the same operational scope (Scopes 1+2+3.6).

The consolidated carbon inventory for 2026 defines residual emissions volume at: Scope 1 : 5 708 tCO_2e, Scope 2 : 8 165 tCO_2e, Scope 3.6 : 2 416 tCO_2e.

The corresponding sequestration action will take place in the first half of 2026, following the final 2025 figure after audit, to ensure exact coverage of the actual residual footprint.

Thus, Worldline is ahead of its TRUST 2025 climate goals, combining significant operational reductions and complete neutralization of residual emissions within its operational scope.

TRUST 2025 indicators	2021 (1st year of TRUST 2025)	2024	2025	2025 Target
TRUST 2025 objective: Reduction of CO2e emissions (scopes 1 and 2) compared to 2019	- 49% (COVID impact)	-45 %	-54 %	-25 %
TRUST 2025 objective: % of CO2e emissions offset for scopes 1, 2, 3.6	100 %	100 %	100%	100 %

The target of CO_2e emissions reduction (scopes 1 and 2) compared to 2019 has been overachieved in alignment with the decarbonization plan including switching to electric vehicles and a better management of our buildings & Datacenters.

Since the reference year 2019, the decarbonization strategy has relied on activating quantifiable structural levers, including optimizing energy efficiency (PUE) and utilizing renewable electricity. The implementation of these measures led to an actual 49% reduction in GHG emissions for the reported scope as early as 2021. This factual result confirms the group's performance aligns with the trajectory validated by the SBTi. The current management aims to sustain these standards to ensure the achievement of direct operational targets for Scopes 1 & 2 and to support the ambition of a 25% reduction set for scope 3.6 by 2030.

B.2.1.4.3 GHG calculations : Sources, methodologies and assumptions

Scope	Application	Scope	Sources, calculations, uncertainties
Scope 1	Combustion of fossil fuels used for then energy consumption of • Worldline's offices • Worldline's data centers • Thermic company cars • Cooling gases leaks	Emissions from offices with more than 30 employees are included. Countries with less than 30 employees in total in its offices are excluded. Employee coverage represents 99.2% of the total workforce of Worldline. Emissions from data centers of more than 50 sqm, managed by Worldline and third parties. Excluding data centers of less than 50 sqm, the surface covers 92% of Worldline's data centers Emissions related to refrigerant gas leaks for offices and data centers managed by Worldline are included.	Electricity invoices Emission factors from BEIS, IEA Uncertainties: Gases leaks are estimated based on the square meters of all WL offices Except for France and Belgium. The information of square meter came from the WL Real Estate data base. The square meters are then multiplied by an emission factor from ADEME. Calculation : (square meters *emission factor)/1000 December 2025 energy consumption for offices, data centers, and company cars was estimated when actual data were not available at the time of year-end closing. These include the assumptions, historical data, and forecast data used. Emission factors (EFs) used in 2024 were Co_2-based factors. These Co_2 EFs mainly reflected Co_2 emissions and, per internal practices, may not have yet aggregated all other GHGs. In 2025 we used Co_2e emission factors, i.e., factors expressed in Co_2 equivalent, to include and aggregate all greenhouse gases (CH4, N2O, F-gases, etc.) into a single harmonized unit (Co_2e). Emissions from refrigerants for small buildings were estimated based on the floor area of buildings within the reporting scope, applying an average emission factor.
Scope 2	District heating consumption (regular electricity and renewable electricity) Electricity consumption from: • Worldline's offices • Worldline's data centers • Electric company cars		Co_2 emissions estimates related to the cooling systems of third-party or co-located data centers are based on an estimated PUE for each data center. December 2025 energy consumption for offices, data centers, and company cars was estimated when actual data were not available at the time of year-end closing. These include the assumptions, historical data, and forecast data used. Emission factors (EFs) used in 2024 were CO_2-based factors. These CO_2 EFs mainly reflected CO_2 emissions and, per internal practices, may not have yet aggregated all other GHGs. In 2025 we used CO_2e emission factors, i.e., factors expressed in CO_2 equivalent, to include and aggregate all greenhouse gases (CH4, N2O, F-gases, etc.) into a single harmonized unit (CO_2e).
Scope 3	• 3.1 emissions related to the purchase of goods and services This category includes all the products and services sourced externally by Worldline in 2025. The main purchase category in terms of costs comprises IT hardware and software, subcontracted services such as software development and maintenance and telecommunications services. The Group uses these products and services in connection with its data centers and project development needs. Other indirect purchases relate to the management of the company itself (facilities, marketing, communication, etc.).	The purchases of Worldline entities listed in the purchases database are integrated into the calculation base and supplemented with estimates.	The highest granularity level of the purchase identification is the Bcode. The Bcode is assigned a corresponding monetary conversion factor from ADEME to calculate their carbon footprint based on the spend, using the GHG protocol method. To be noted, for minor purchases for which Bcodes were not available, an average monetary ratio was applied.
	• 3.2 Capital goods This category includes all upstream (i.e., cradle-to-gate) emissions from the production of capital goods purchased or acquired by Worldline in 2025.	The purchases of Worldline entities listed in the purchases database are integrated into the calculation base and supplemented with estimates.	Idem 3.1
	• 3.3 Activities related to fuels and energy (location-based)	Scope 1 and scope 2 perimeter i.e. offices with more than 30 employees included	All energy consumptions from scopes 1 and 2 are converted into CO_2e emissions

Scope	Application	Scope	Sources, calculations, uncertainties
	This category includes emissions related to the production of purchased fuels and energy consumed in 2025 that are not included in scope 1 or 2. For example, it includes energy related to the production of electricity used by Worldline data centers or offices, and energy related to the production of fuel for company cars.	(Countries with less than 30 employees in total in its offices excluded).	using upstream conversion factors from the Department for Business, Energy & Industrial Strategy (BEIS) – 2021. For calculating emissions from offices and data centers, Worldline multiplied the annual consumption in kWh by country-specific upstream emission factors from UL 360 (source: Department for Business, Energy & Industrial Strategy (BEIS) – 2021). The same process was applied for company vehicles. Additionally, Worldline calculated an emission factor using the ADEME database to obtain a universal carbon emissions metric. This allowed the emissions from electricity, fuel, or gas to be summed together.
	• 3.4 Upstream Transport and Distribution This category includes the transportation and distribution of products or third-party transportation and distribution services purchased in 2025.	The purchases of Worldline entities listed in the purchases database are integrated into the calculation base and supplemented with estimates.	Idem 3.1
	• 3.5 Waste generated by activities This category includes emissions from waste disposal and treatment by third parties generated in 2025. It mainly concerns emissions related to the treatment of WEEE (Waste Electrical and Electronic Equipment).	This item covers emissions related to the end-of-life treatment of waste generated by site operations (offices and Data Centers). It includes non-hazardous waste (paper, DIB) and technical waste (WEEE, batteries), but excludes terminals sold to customers (pertaining to Scope 3.12).	The methodology follows the "Waste-type-specific" approach: actual tonnages per stream are multiplied by the emission factors (ADEME/DEFRA) corresponding to their treatment method. In the absence of primary data, an extrapolation using a FTE ratio is applied. The main uncertainties are related to the accuracy of the volumes reported by collection service providers.
	• 3.6 Business trips This category includes emissions from employee transportation for business-related activities in vehicles owned or operated by third parties, such as air travel, trains, taxis, and the use of private cars.	Countries with less than 30 employees in total in its offices are excluded.	The calculation of emissions from air and train travel is based on data extracted from Amex (global travel tool). Taxi trips and car fuel consumption are calculated from expense reports and then converted into Co_2e emissions using emission factors from ADEME. ***Air and Train Travel:*** **Air & Train :** • Extraction of CO_2 emissions and kilometers traveled per country via the Amex and Egencia travel agency platforms. • Analysis of expenses from expense reports, converted into euros. An estimate is made per country according to the price per kilometer for air or train travel in that country, allowing an estimation of kilometers traveled, which are then multiplied by the average emission factor for a trip by air or train to obtain the impact in kilograms of CO_2 equivalent, then in tons of CO_2 equivalent. **Emission Estimation Methodology :** Calculate the average cost per kilometer. This cost is multiplied by the total expenses, then adjusted with the CO_2 emissions recorded by Amex. The result is divided by the total distance to obtain the tons of CO_2 emitted **Taxi Travel:** The amount of expense reports in euros is divided by the price per kilometer in the relevant country to estimate the total distance traveled. This distance is then multiplied by an emission factor of 0,20 kg of CO_2 per vehicle-kilometer (UL360) to obtain total emissions. **Personal Vehicle Travel:** The total amount in euros is divided by the fuel price per liter to obtain the total volume of fuel consumed. Using the average fuel consumption per 100

Scope	Application	Scope	Sources, calculations, uncertainties
			kilometers, the distance traveled is calculated. This distance is then converted into CO_2 emissions using appropriate emission factors.. **Hotel Booking** The amount of expense reports in euros is multiplied by the emission factor from the ADEME footprint database (0,32 kg CO_2 per euro) and divided by a thousand to obtain the result in tCO_2e.
	• 3.7 Employee commuting This category includes emissions from Worldline employees' transportation between their homes and workplaces (mainly by car, two-wheels, bus, train, or soft mobility means) in 2025. This does not include emissions related to teleworking.	Worldline employees commuting habits derived from a 2023 survey sent to 17 558 Worldline employees in 38 countries and 127 sites i.e. 95,4 % of headcounts coverage.	The initial survey sample consisted of 17 558 employees. 4 675 participants responded (a response rate of 27,1 %). Therefore, Worldline considered this result as the total number of employees. The calculation was based on transportation usage reported by employees through: cars, public transportation, motorcycles, bicycles, etc.
	• 3.8 Upstream leased assets This category includes emissions from the operation of leased assets in 2025 that are not already included in the scope 1 or scope 2 inventories of the reported company. The main emissions are related to the leasing and operation of offices or company cars by Worldline.	The purchases of Worldline entities listed in the purchases database are integrated into the calculation base and supplemented with estimates.	Idem 3.1
	• 3.11 Use of sold products This category includes emissions from the use of services sold in 2025, namely the use of in-store and e-commerce transactions, which represent the main services sold by Worldline to its clients.	Worldline full scope has been extrapolated from the volumes of e-commerce and online transactions within the Merchant Services Business line, which Revenue represents over 72 % of total Worldline Revenue.	This calculation is based on the life cycle analysis of a payment transaction which includes detailed assumptions and estimates in the study published in 2025 (https://worldline.com/fr-fr/campaigns/corporate/comment-decarboniser-les-paiements). In digital payment transactions, all components have been evaluated, such as credit cards, payment terminals, data centers, and payment receipts. For this scope, environmental impacts have been assessed in accordance with ISO 14040:2006 and ISO 14044:2006 standards, the study of which was subject to an external critical review.
	• 3.12 End-of-life treatment of sold products This category includes the expected end-of-life emissions for all products sold in 2025. This includes end-of-life emissions for all products incorporated into the lifecycle assessments of in-store and e-commerce transactions, specifically tickets, terminals, and cards.	Worldline full scope has been extrapolated from the volumes of e-commerce and online transactions within the Merchant Services Business line, which Revenue represents over 72 % of total Worldline Revenue.	This calculation is based on the life cycle analysis of a payment transaction (study published in 2025).

B.2.1.5 Energy consumption and mix (E1-5) [1]

Energy consumption and mix	2024	2025	Variation 2025/2024
Energy consumption (MWh)	85 722	75 796	-12 %
Fossil energy consumption (MWh)	26 857	22 718	-15 %
Energy consumption from nuclear sources (MWh)	N/A	0	N/A
Fuel consumption from renewable sources (MWh)	N/A	N/A	N/A
Share of consumption from nuclear sources in total energy consumption (%)	N/A	0	N/A
Consumption of purchased or acquired electricity, heat, steam and cooling from renewable sources (MWh)	58 762	53 198	-9,47 %
Consumption of self-generated energy (non-fuel)	103	120	+16,50 %
Renewable energy consumption (MWh)	58 865	53 078	-9,83 %
Renewable energy production (MWh)	103	120	+16,50 %
Non-Renewable energy Consumption (MWh)	26 857	22 718	-15 %
Non-Renewable energy production (MWh)	N/A	N/A	N/A
Share of renewable sources in total energy consumption (%)	87 %	86 %	-1 %
Energy intensity: energy consumed divided by net revenue from activities with a high climate impact	0 %	0 %	0 %

Worldline continues a momentum of energy control and emission reduction, aligned with SBTi commitments and a decarbonization approach. The climate policy, as well as the environmental and energy policies, are integrated into the environmental management system (ISO 14001) and the energy management system (ISO 50001) coordinated with the CSR and energy teams to ensure the alignment of operational actions with energy/climate and environmental objectives.

Worldline's total energy consumption declined by 12 % between 2024 and 2025, mainly thanks to space optimization in its buildings. Electricity consumption fell by about 10 % over the same period, while the share of fossil energy decreased by 15 %, still linked to this real estate optimization.

Renewable energy production, for its part, increased by 16 %, benefiting from the positive impact of installed solar panels. This helped maintain the share of renewables in the energy mix at a high level, around 86 % in 2025.

B.2.1.6 Actions and resources in relation to climate change policies (E1-3)

Worldline is currently working on developing a transition plan aligned with the Paris Agreement. Worldline has not yet precisely calculated the contribution of each decarbonization lever to the trajectory or the associated financial plan.

The main initiatives in 2025 with a view to 2030

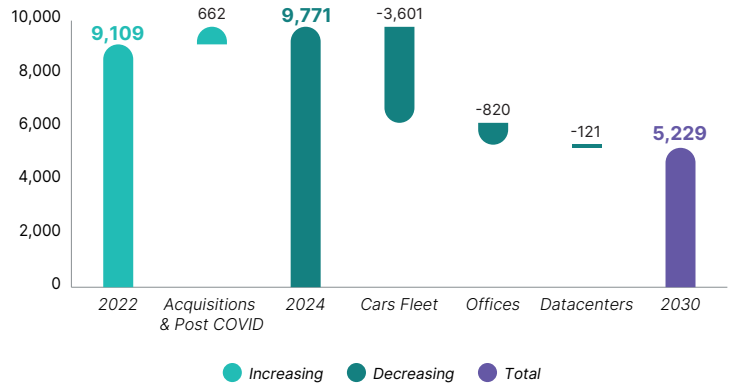
- New climate policy including communication aimed at employees
- New green IT policy outlining Worldline's decarbonization ambitions for digital activities
- Implementation of the decarbonization plan for scopes 1 and 2, covering buildings, data centers, and mobility
- Analysis of scope 3.7 for employees' commuting
- Analysis of scopes 3.11 and 3.12 with a new assessment of decarbonization levers related to payment transactions (in-store/online)
- Definition of the first phase of implementing digital services eco-design "ISO 20125"

The necessary financial resources for deploying actions are currently being identified. However, a number of actions have already been undertaken. The main operational expenses (Opex) and investment costs (Capex) are primarily related to investments in a fleet of electric company vehicles, followed by energy-saving measures (green IT, server reorganization, hosting rationalization).

Furthermore, for the 2025 fiscal year, 2,9 million euros in Capex and 0,2 million euros in Opex have been identified as aligned with the European green taxonomy, in the context of combating climate change.

1 SASB TC-SI-130a.1

The diagram below details the contribution of the action plans in decarbonizing Scopes 1 and 2.



Scope	GHG Protocol	Action Plans
Car Fleet	Scope 1 : Gasoline and Diesel consumption for combustion engine cars Scope 2 : Electric consumption for electric cars	Decarbonization lever #4 – Electrification of the vehicle fleet
Buildings/Offices	Scope 1 : Refrigerant gas leaks Scope 2 : Electric consumption	Decarbonization lever #2 – Optimization of building management (Scope 1 and 2)
Data Centers	Scope 1 : Refrigerant gas leaks Scope 2 : Electric consumption	Decarbonization levers #1 – Optimization of data center management and #7 – rationalization of data centers

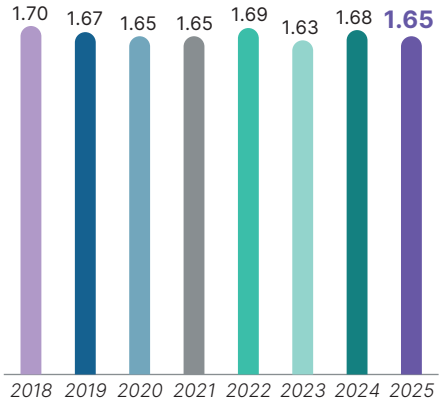
B.2.1.6.1 In our operations

Policies	Levers for Decarbonization
Environmental and Energy Policy	Lever #1: Optimizing data center management (Scope 2) Lever #2: Optimizing building management (Scope 1 and 2) Lever #3: Renewable energy program in offices and data centers (Scope 2)
Green Building Policy	Lever #2: Optimizing building management (Scope 1 and 2) Lever #3: Renewable energy program in offices and data centers (Scope 2)
Climate Policy	Lever #4: Fleet, business travel and trips (Scopes 1, 2 and 3)
Green IT Policy	Lever #5: Eco-design solutions (Scope 3) Lever #6: Internal IT hardware, software and services (Scopes 2 and 3) Lever #7: Data center rationalization

Decarbonization lever #1 – Optimization of Data Center Management (Scope 2)

Objective: Implement energy-saving measures in data centers operated by Worldline.

Evolution of data center energy efficiency (PUE[1])



Regarding its own data centers (Dassault, La Pointe, Vendôme, and Brussels), Worldline has committed to TRUST 2025, and now TRUST 2030, in a continual improvement program related to energy efficiency built around three pillars:

- **Selection of the most energy-efficient servers and components**

Carefully choosing the **equipment** used in its data centers that meet the highest environmental and energy efficiency standards at the time of purchase and continuously optimizing existing systems.

Leveraging technologies such as **server virtualization** across all its data centers to reduce the number of physical servers (systematic implementation since 2009), leading to less hardware transport, waste and packaging, lower energy consumption, and a decreased need to expand or build new data centers.

- **Optimization of lighting in rooms and technical zones with LEDs.**
- **Optimization of resource use to save energy**

(i) Increasing data center room temperatures to maximum levels compliant with server operating standards.

(ii) Using an additional adiabatic system during hot periods to assist cooling systems.

(iii) Arranging rooms by alternating hot and cold aisles. Monitoring and verifying the energy efficiency of its infrastructure

(iv) Conducting every four-year energy audit since 2015, supplemented by an annual audit according to ISO 14001 standards, to challenge and continuously improve data center infrastructure and implemented techniques. The goal is to maintain high energy performance and improve PUE. The French data centers of Worldline have been ISO 50001 certified since 2023.

(v) Using an infrastructure management solution (DCIM) for very precise, real-time monitoring of energy consumption, and monthly tracking of PUE.

More generally, Worldline adheres to the European Code of Conduct for data centers.

Performance

Thanks to all these measures, Worldline continues to improve the average energy efficiency of its three strategic data centers, reducing the PUE from 1.93 in 2010 to an ongoing target of 1.65, which the Group has maintained since 2020.

Alongside this improvement, the data centers at La Pointe, Dassault, Vendôme, and Brussels are ISO 14001 certified, a recognition that also opens new perspectives for reducing IT waste, notably through improving server recycling.

Moreover, the Group aims to consolidate all its operational activities on these three strategic sites in the coming years.

Regarding energy consumption per server, the current **average is 80 watts per server**. The table below shows both the virtualization percentage and energy consumption per server. Virtualization helps optimize used space.

Location	% of virtual servers	Watts per server
Dassault	75 %	57
Vendôme	60 %	81
Bruxelles	38 %	110

For example, in the Vendôme data center, the watts/server ratio was reduced from 96 in 2020 to 73 in 2024, demonstrating the consistency of the average energy consumption per server (despite the increase in PUE).

1 PUE (power usage effectiveness): PUE is the total energy consumed by the data center divided by the energy consumed by IT equipment.

Dassault :

- PUE target: 1,65
- Current PUE : 1,71 with 35 % load
- CUE : 0,01
- WUE : NA
- W/TI (total site consumption in kWh / number of physical or virtual "Technical Items (TI)") : 57

ISO 50001 (energy efficiency) and ISO 14001 (environment) objectives:

- 5 % reduction in W/TI per year

Ongoing actions :

- Installation of refrigerant leak detectors for TRANE units at Dassault;
- Replacement of condensers on TRANE units with Epoxy condensers (reinforced batteries) to also prevent refrigerant leaks.

Vendôme :

- PUE target: 1,65
- Current PUE: 1,59 with 30 % load
- WUE: NA
- CUE: 0,01
- W/TI: 81

ISO 50001 (energy efficiency) and ISO 14001 (environment) objectives:

- 5 % reduction in W/TI per year

Ongoing actions:

- Free cooling: started in August 2019, saving 10 % of data center consumption, currently using Free Cooling CTIV+
- Hot aisle containment

Brussels :

- PUE target: 1,65
- Current PUE: 1,65 with 30 % load
- WUE: NA
- CUE:
- W/TI: 110

Ongoing actions:

- Reduce electricity consumption of cooling units, testing a water spray in the ventilation boost for one unit, with deployment planned for the other four units;
- Installation of blinds in racks;
- Create hot and cold aisles;
- Replace HFC coolers with propane-based units, which have a lower environmental impact.

As part of the continuous optimization of its infrastructure and the valorization of space freed by virtualization, Worldline has initiated the closure of its old data center "Seclin La Pointe LP1," transferring its activities in the Dassault data center. This process, still ongoing, explains the slight increase in the average PUE observed in 2024 compared to 2023.

Worldline will continue its efforts until 2030 to improve the PUE of its data centers, with a particular focus on transferring servers from the Seclin La Pointe site to the Seclin Dassault site while remaining vigilant on service redundancy across a second data center.

Worldline also commits to promoting **energy efficiency and sobriety among its suppliers**, especially for leased third-party data centers. When selecting new sites, criteria such as energy performance and location relative to climate risks are integrated into the decision-making process.

Decarbonization lever #2 – Optimization of building management (Scope 1 and 2)

Objective : Reduce greenhouse gas emissions related to the directly managed tertiary buildings each year.

Worldline continuously acts on all its sites to:

- Reduce its electricity consumption;
- Optimize the space used by closing underutilized buildings or reorganizing workspaces (emission reduction proportional to space reduction);
- Reduce leaks of refrigerant gases (air conditioning maintenance).

Thus, in July 2025, the Blois site, which had become too large and energy-intensive, was moved to a new, more suitable and eco-friendlier site.

In November 2025, the Villeurbanne site was also relocated to a smaller site bearing the BREEAM label, in Lyon.

By 2030, the space optimization program will be extended to all countries within the Worldline Group.

Examples of local actions :

In 2025, several measures were implemented in France to reduce the Carbon footprint and electricity consumption, notably at the Blois & Seclin sites, such as replacing streetlamps in parking lots with less energy-consuming equipment (LED).

Decarbonization lever #3 – Renewable energy program in offices and data centers (Scope 2)

Objective: Switch 100 % of energy supplies to renewable energies by 2030 across all managed sites.

To achieve this, Worldline deploys renewable energy contracts.

For offices, Worldline will sign local renewable energy contracts when available or purchase renewable energy certificates (REC).

All **data centers owned** by the Group are covered by local renewable energy contracts. In the coming years, the Group aims to reach 100 % renewable energy for rented data center spaces by either having the provider sign a local renewable energy contract or buying renewable energy certificates (REC).

By the end of 2025, renewable energy coverage stands at **72 %**.

Decarbonization lever #4 – Car Fleet, Business Travel, and Trips (Scopes 1, 2, 3.6, and 3.7)

Objective: To promote decarbonized mobility among all employees in order to reduce GHG emissions related to commuting and business travel.

These GHG emissions are covered by 3 scopes based on their nature:

Scope 1 and 2: Car Fleet

- **Scope 1: emissions from thermal and hybrid vehicles (3 578 t CO_2e in 2025);**

Scope 1 emissions cover all internal-combustion vehicles owned by Worldline, as well as hybrid vehicles. For hybrids, only fossil fuel consumption is recorded in Scope 1; the regenerative braking energy recovery system (charging the electric motor) is considered to reduce fuel consumption and is not separately accounted for in Scope 2.

- **Scope 2: emissions related to electric vehicles (465 t CO_2e in 2025);**

Scope 2 emissions correspond to the electricity consumption of Worldline's 100 % electric vehicles. These data are collected and consolidated via the UL360 environmental reporting tool, using a market-based approach, in line with the GHG Protocol requirements.

Methodology and assumptions — transparency on estimates

Electricity consumption data are fed into UL360 by country aggregation, which is the chosen level of data granularity. Emission factors are drawn from recognized, updated references and are integrated directly in UL360. Where real consumption data per vehicle are unavailable or incomplete at a country level, UL360 uses estimates based on cluster averages (groups of vehicles with similar profiles). These estimated values are clearly distinguished from actual data in the tool. The 465 t CO_2e figure thus includes both real data and estimated data, with the proportion varying by country and field data completeness. Home charging is not included in this scope due to lack of systematic collection at this stage. This gap is identified and will be addressed as part of the goal to install home charging stations by 2028, which will eventually enable more comprehensive data collection.

Fleet decarbonization trajectory

The electrification of the car fleet is the main decarbonization lever for the Group. Worldline is gradually replacing its thermal company cars with electric vehicles. By the end of 2025, **39 %** of the fleet will be electric and **43 %** hybrid. The goal is to reach 90 % electric vehicles by 2029, with a 100 % electric fleet by 2030.

Scope 3:

Scope 3.6: Business travel: an updated travel policy

- Scope 3 (category 3.6): emissions related to business travel. These include emissions from airplanes (80 %), trains, taxis, and private vehicle use during trips between offices (2 416 t CO_2e in 2025).

The Worldline Group's travel policy was updated in 2024 and will be reviewed in 2026 to account for the environmental impact of business trips. To this end, airplane bookings are heavily reduced for any trip with a travel time of four hours or less by train. Additionally, air travel is not authorized when the train can be reasonably used.

Scope 3.7: Commuting

- Scope 3 (category 3.7): emissions related to commuting (13 562 t CO_2e in 2025).

In 2023, Worldline refined its GHG emissions calculation related to commuting to more accurately evaluate how to promote the use of sustainable mobility options among its employees, through a questionnaire (distance, mode of transport…) aimed at gathering travel habits. The survey was sent to 17 558 Worldline employees across 38 countries and 127 sites, with a response rate of 27.1 % (i.e., 4 665 responses).

Based on this survey, and depending on geographic areas and distance to work, the goal will be to encourage employees to use more sustainable transportation. For example, Worldline has been financing public transport cards for its employees for many years.

A pilot phase of the **Scope 3.7 decarbonization plan – commuting** – is being conducted at the **Puteaux** and **Lyon** sites. It aims to refine the measurement of emissions related to commuting, establish the site's specific carbon footprint based on accessibility, and raise awareness among employees of their individual impact while identifying concrete levers for collective and personal emission reduction.

In 2026, Worldline will activate its decarbonization action plan covering all the mentioned aspects (scopes 3.6 and 3.7).

Decarbonization lever #5 – Eco-design solutions (Scope 3)

Objective: reduce GHG emissions from digital services through the revision of development methods.

This program, initiated in 2024, targets developers, project managers, and operations personnel at Worldline.

(a) **Eco-design of digital services – ISO 20125**

This action aims to optimize the design of digital services to minimize the hardware resources used. This will lead to a reduction in energy consumption and an extension of the lifespan of IT devices.

Meanwhile, Worldline is actively engaged in standardization efforts around the eco-design of digital services. In 2022, Worldline participated in the publication of AFNOR SPEC 2201, a best practice guide for eco-design of digital services. This contribution enables Worldline teams to assess their maturity level in eco-design, thus facilitating the identification and implementation of improvement areas.

Following this first publication, Worldline took the lead of the ISO working group created to develop international standards in this field (JTC 1/SC 39/WG 4 - Eco-design of digital services). The specification document, ISO/IEC TS 20125 Eco-design of digital services, has been submitted for committee approval. Publication is scheduled for early 2026.

This new ISO 20125 framework is now used for eco-design training modules offered to Worldline employees. It allows participants to assess the compliance of digital products with ISO 20125 and to develop an action plan for creating high-performing products that meet environmental requirements preferred by clients.

(b) **Research project on reducing the number of equipment**

In older applications hosted in Worldline data centers, servers are dimensioned to handle peak demand, leading to overcapacity and higher energy consumption during off-peak periods.

To address this, research efforts focus on dynamic sizing of allocated servers, which involves turning servers on or off based on actual demand. The goal is to deploy this model in a production environment. Additionally, Worldline is exploring the use of Hyperscale Cloud technologies to improve platform scalability.

Decarbonization lever #6 – Internal IT equipment, software, and services (Scopes 2 and 3)

Objective: study the internal IT system to quantify and reduce greenhouse gas emissions related to equipment, software, and services used by its employees.

Worldline has been working since 2023 on two axes, concerning 80 % of emissions related to IT:

Reduce the impact of equipment

- **Reduce the number of devices**: promotion of BYOD (use of personal phones), replacement of SIM cards with e-SIM in France and Belgium, extending the lifespan of computers through on-site repair of damaged devices.
- **Reduce manufacturing impact**: adding new hardware with lower manufacturing impact in addition to refurbished or "green" labeled equipment in the catalog. The criteria for the tender regarding the renewal of laptops assign a weight of 20 % to CSR issues. These criteria will apply progressively to the renewal of laptops until 2030.
- **Reduce usage impact**: energy savings and elimination of standby power consumption for laptops.

Reduce service impact:

- **Raise awareness among employees** about good digital collaboration practices, especially regarding artificial intelligence.
- **Close data centers** by migrating Worldline's corporate applications to the Cloud in a service mode.
- **Monitor** Cloud usage.
- **Apply environmental criteria** in IT service procurement.

Results achieved in 2025:

- **472 tons of CO_2e reduced** thanks to continuous efforts to limit the purchase of new laptops. In 2025, 71 % of supplied computers were refurbished (compared to 68 % in 2023-2024 and 8 % in 2021).
- **10 tons of CO_2e reduced** thanks to the annual digital cleanup campaign involving 4 863 employees with a total of 4 212 GB deleted versus 3 109 GB in 2024.
- **58 tons of CO_2e reduced** each year by optimizing the energy configuration of laptops.
- **70 tons of CO_2e saved** following the closure of 2 Atos data centers hosting Worldline's corporate applications.

In 2025, Worldline consolidated its results by continuously improving the measurement of its carbon footprint, expanding its actions to data centers (Move2Cloud project), and addressing new uses such as generative AI.

In 2026, the Group will prioritize low-carbon footprint hardware when renewing contracts.

Decarbonization lever #7 – Rationalization of the Group's Data Centers

Objective: To act both on data center infrastructure and on the rationalization of equipment to reduce their climate impact.

Worldline teams are working on three levers:

(i) Adjust the distribution of applications on servers to optimize their workload and improve the overall PUE;

(ii) During procurement, select equipment not only for their technical performance but also for their energy efficiency and environmental footprint;

(iii) Extend the lifespan of equipment when possible and seek recycling solutions.

Distribution of applications on servers

A **configuration management database** (CMDB), updated daily, provides a comprehensive and accurate view of all equipment. Several control processes ensure the reliability and regularity of these updates. It facilitates the **dismantling of obsolete equipment** (servers, switches, etc.). As soon as an element is no longer used, it is quickly disconnected, taken out of service, and then recycled as soon as possible to limit unnecessary resource consumption.

Migration to the cloud

Within the scope of the Move2Cloud plan, Worldline is gradually migrating its products and solutions to various Cloud infrastructures:

- **Public Cloud**: migration to hyperscale solutions, notably through the strategic partnership with **Google**, announced in January 2024;
- **Private Cloud:** operation of essential e-payment services on Worldline's own global Cloud infrastructure;
- **SecNumCloud:** Worldline is among the **four hosting providers qualified** under the French SecNumCloud framework, which imposes strict requirements in terms of technical, operational, and legal security.

Worldline was one of the first players in France to deploy **containerization as a service (CaaS)** commercially starting in 2017 to fully leverage the Cloud. This approach allows better rationalization of IT resources: containers activate and deactivate automatically based on traffic, limiting server use to only necessary times. Combined with efforts by Cloud operators to optimize energy consumption, this strategy contributes to reducing the environmental impact of data centers.

Identification of the best GHG emission reduction levers for IT infrastructure

Worldline launched studies called "Production IT Digital Sufficiency", realized by BL Evolution, to identify the most effective levers to reduce GHG emissions related to its IT infrastructure.

The first study, conducted on its private Cloud, led in 2024 to the physical transfer of all IT equipment from a data center in the Netherlands to a site in France. This operation involved moving 40 racks and 951 pieces of equipment, including 405 servers, and resulted in a **29 % reduction in GHG emissions** in this scope because the infrastructure has been repositioned in a country with a more favorable energy mix.

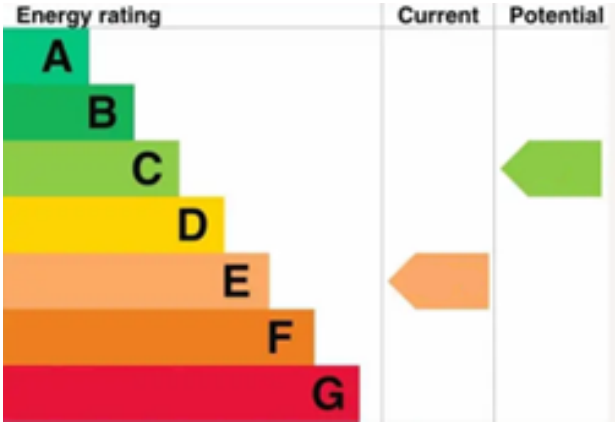
The second study, conducted on the four main data centers owned by Worldline, which represent 55 % of the total data center electricity consumption of the Group, showed significant gains for applications hosted in countries with highly carbon-intensive electricity. The migration of these applications to less carbon-intensive locations will be carried out as part of the Move to Cloud program and will include eco-design of services.

Evaluation of Application Energy Consumption

In 2023, Worldline's Technical Architecture team developed a diagnostic tool called **EcoFriendly Scoring,** designed to estimate the **energy class** of application hosting environments. This score is based on a multi-criteria analysis including:

- Infrastructure type (physical server, virtualization, containerization),
- Processor used,
- Operating system version,
- Number of data centers and platform size,
- Number of testing environments,
- Data volumes and replicas,
- Programming language.

The result is presented as an **energy class**, along with a **suggested improvement goal** ("Potential" in the illustration below):

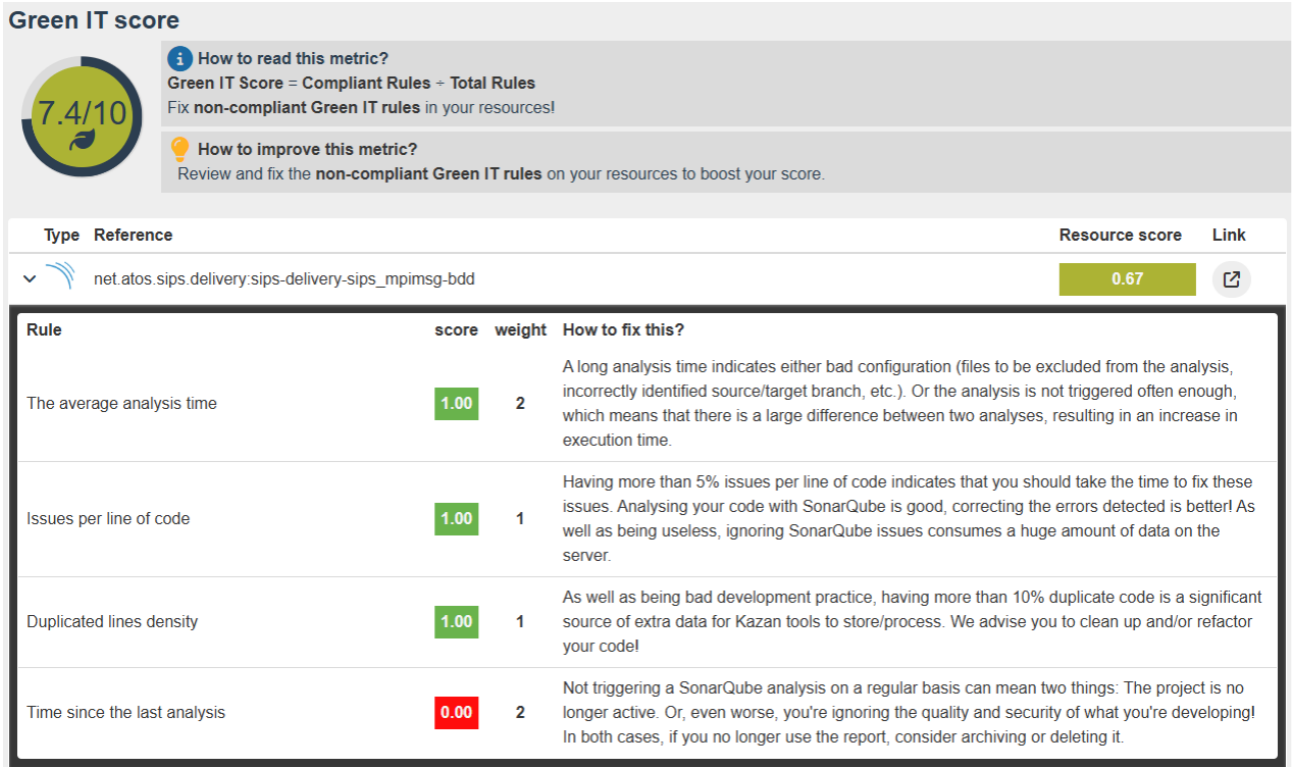


Since mid-2023, the EcoFriendly Scoring has been systematically used for all architecture evolutions approved by the Architecture Advisory Board (ARB). It enables technical teams and clients to become aware of the energy maturity level of their platforms and to identify areas for improvement. A new version under evaluation will incorporate an ecological score that combines a qualitative assessment of sustainable design choices with quantitative measures of energy consumption and carbon impact. This balanced approach will provide a clearer and more comprehensive view of the environmental performance of digital services and guide towards more responsible architectural decisions.

Software Optimizations

Software optimization is one of the main levers for reducing the energy consumption of applications. In particular, since 2023, Rust has been used as the reference language. It is indeed **twice as efficient as Java** in terms of energy consumption, execution time, and memory usage.

To raise developers' awareness of the environmental impact of their code, a Green IT score is displayed in the programming tool. This score allows developers to evaluate the energy efficiency of their source code, identify areas for improvement, and implement actions necessary to reduce energy consumption related to their applications.



Combining AI development with environmental impact

AI processing capabilities are highly notable but require enormous learning and processing resources. Worldline anticipates this emerging problem by seeking to optimize consumption with leaner models that provide the same service, working on data quality rather than quantity, reusing pre-trained models, and implementing a series of best practices.

In 2026, Worldline will continue its efforts to reduce its GHG emissions related to IT development.

B.2.1.6.2 Across customers and suppliers (Scope 3)

Decarbonization lever #1 – Goods and Services Purchased from Suppliers (Scope 3.1)

Objective: Engage the Group's suppliers in reducing their emissions.

In 2023, Worldline launched a **Net Zero Supplier** Decarbonization Program. Indeed, purchases of goods and services account for the largest share of the Group's GHG emissions, with **157 574 tCO_2e in 2025**, representing **49 % of total emissions**.

To achieve this, the Group collaborates closely with key partners such as **Google, Dell, Hewlett-Packard, Orange, Amazon, and Hitachi,** sharing its carbon trajectory and identifying concrete reduction levers with them.

The program comprises four phases:

1. Alignment with the Carbon Neutrality objective

Since 2023, Worldline has engaged in dialogue with its strategic suppliers to better understand their environmental commitments. These exchanges focused on several key points:

- Their path towards carbon neutrality,
- Their GHG reduction targets, especially aligning with SBTi criteria,
- Their medium, and long-term action plans to reduce their environmental footprint.

They were specifically asked to estimate the GHG emissions generated by the **products and services sold to Worldline.**

2. Formal Contracts

Commitment to contribute to Worldline's carbon neutrality requires formal involvement from all suppliers. To do this, Worldline has asked its suppliers to accept the following conditions, no later than the first anniversary of the agreement:

- Calculate and communicate to Worldline their carbon footprint for scopes 1, 2, and 3 as defined by Decree No. 2022-982 of July 1, 2022, covering all significant items, and at least once every three years thereafter.
- Have scopes 1, 2, and 3 verified by a third party (auditor or qualified third-party provider authorized to perform carbon assessments) if calculations are not performed by an authorized third party.

- Publish a transition plan that complies with the CSRD requirements.
- Implement an action plan to reduce GHG emissions.
- Submit short-term reduction objectives to the Science Based Targets (SBTi) initiative.

From the second year of the agreement, the strategic supplier must transmit to Worldline the carbon footprint related to the products and/or services provided, based on the revenue generated in the previous year, no later than January 15 each year, including methodology and results.

3. Strategic supplier Monitoring

These emissions must be tracked annually to ensure that each supplier meets its GHG reduction goals and, in the long term, contributes to the Group's carbon neutrality objective.

4. Annual Arbitration

Based on the performance of different suppliers, Worldline will evaluate those with whom it wishes to continue its relationship.

5. 2025 Results

Following the 2023 consultation, Worldline has decided to undertake work regarding used IT equipment to obtain a more precise view of their net emissions. This will help detail the levers available to suppliers to comply with Group objectives on scope 3.

In 2025, the estimated carbon impact of strategic suppliers was monitored to identify action levers to reduce emissions specific to each purchasing category. Some suppliers were met to discuss concrete actions and their roadmaps. Consideration is underway to collect and integrate their actual emissions data for products and services sold into Worldline's scope 3 reporting. A market analysis was conducted on the tools best suited to collect and calculate the real carbon footprint of strategic suppliers.

Decarbonization lever #2 – Lifecycle analysis of digital payments: a Worldline initiative

Objective: promote a carbon sobriety dynamic across the entire sector.

For this, at the end of 2023, Worldline published an in-depth comparative lifecycle analysis of digital payment transactions, both in-store and online. Titled "Accelerating Decarbonization of Payments - Towards 1 g CO_2e per Transaction: Recommendations Based on Lifecycle Assessments," this study was written and led by Patrice Geoffron, a professor of economics at the University of Paris-Dauphine-PSL. It covers the entire value chain of digital payments.

The study's objectives were: firstly, to compare the environmental footprint of a **card transaction in-store with its online equivalent**; and secondly, to compare the results with a **cash transaction**.

The study concludes that digital in-store transactions can be optimized to reduce greenhouse gas emissions by a factor of 3 compared to cash payments, or even by a factor of 4 (-73%) with phone-to-phone payments.

Main insights

An average digital **payment transaction in-store** emits 2.45 g CO_2e, mainly due to:

Subcategory	in CO^2eq	in percentage
Ticket impression	1,03	42 %
Bank card	0,84	34 %
Payment terminal	0,49	20 %
Datacenters	0,09	4 %
TOTAL	**2,45**	**100 %**

By removing these elements (tickets, card, terminal), emissions can be reduced to 0,74 g eqCO_2, equivalent to a threefold reduction.

In comparison, a cash transaction (excluding transportation) emits 2,8 g eqCO_2, which is four times higher than an optimized digital transaction, in line with the European objectives of the Fit for 55 program.

An **online transaction** (e-commerce) emits 11,9 g eqCO_2, of which:

- 75% due to the Belgian authentication device,
- 15% to the smartphone,
- 7% to the card.

By removing terminal authentication, the footprint drops to 3 g eqCO_2. Replacing the card with a digital token can reduce it further to 0,4 g eqCO_2.

Cash payment via ATM withdrawal (DAB) generates 19,5 g eqCO_2, with 80 % of this due to the ATM.

On average, one withdrawal allows for 7 payments, resulting in 2,8 g eqCO_2 per transaction. When adding the impact of the trip for the withdrawal, total emissions reach 36,8 g eqCO_2 per transaction.

Goal: 1 g eqCO_2 per transaction

Life Cycle Analyses (LCA) commissioned by Worldline indicate that this goal is achievable for most digital payments, provided:

- eliminating ticket printing in the short term,
- making bank cards optional in the long term (favoring payments via smartphone).

Identified levers

- **Banks:** extend the lifespan of cards and terminals, promote virtual cards.
- **Merchants:** eliminate paper tickets, encourage phone-to-phone payments.
- **Regulators:** authorize the removal of printed receipts.
- **Payment service providers:** optimize systems to reduce their carbon footprint.
- **Terminal manufacturers**: design more durable and less energy-intensive equipment.

Dissemination of results and next steps

In 2024, Worldline launched a communication campaign across Europe to share the study's results with the electronic payment ecosystem (banks, regulators, distributors, media), including its top 150 clients in banking and retail sectors.

In 2025, the study has been enriched with an updated LCA that incorporates technological evolutions and new usages.

B.2.1.7 GHG removals and GHG mitigation projects financed through carbon credits (E1-7)

B.2.1.7.1 Worldline residual emissions offset program

After implementing reduction actions, **residual emissions are offset** to contribute to the goal of **carbon neutrality** (see section B.2.1.3 Policies (E1-2) and objectives (E1-4) related to climate change).

In accordance with the **TRUST 2025** program, Worldline offsets each year 100 % of emissions from **scopes 1, 2, and 3.6**. The Group plans to gradually expand this approach to other categories of **scope 3** while actively continuing its reduction efforts at the source. Worldline purchases carbon credits only outside its value chain and uses recognized standards to guarantee their quality: the French Low-Carbon Label for forest restoration in France (biogenic sinks), and the VCS (Verified Carbon Standard) for wind turbine installations in India (technological sinks).

Currently, Worldline funds **two projects outside its value chain.**

Carbon credits cancelled in the reporting year	2024	2025
Target Trust 2025 : Percentage of CO_2e emissions offset for scope 1, 2, 3.6	100 %	100 %
Amount of carbon credits outside the undertaking's value chain in metric tons of CO2eq and cancelled in the reporting period	11 313	10 358
Amount of carbon credits outside the undertaking's value chain in metric tons of CO2eq planned to be cancelled in the future and whether they are based on existing contractual agreements or not	687	642
GHG mitigation projects financed through carbon credits: shares for each recognised Quality Standard	6 % of Label Bas Carbone 94 % of VCS	6 % of Label Bas Carbone 94 % of VCS
GHG mitigation projects financed through carbon credits: shares of projects in the EU	6 % of projects in Europe	6 % of projects in Europe
GHG mitigation projects financed through carbon credits: shares of projects that qualifies as a corresponding adjustment under article 6 of the Paris agreement	N/A	N/A
GHG mitigation projects financed through carbon credits: shares of Reduction Projects	94 %	94 %
GHG mitigation projects financed through carbon credits: shares of Removal Projects	6 %	6 %

FIRST PROJECT: ZENYATTA – WIND ENERGY AND SOCIAL IMPACT IN INDIA

Typology	Wind in India
Size	105 MW
Project duration	25 years
Localisation	Madhya Pradesh
Tons of CO_2eq avoided	10 358

The **Zenyatta project** aims to install **105 MW of wind capacity** in the districts of Ujjain and Dewas, Madhya Pradesh (central India), to produce clean electricity in a country where the coal sector is one of the most energy-intensive and polluting in the world. This renewable energy will help **reduce greenhouse gas emissions and air pollution**, thereby improving the health of local populations.

The project also generates social co-benefits through several **Sustainable Development Goals (SDGs)**:

- **SDG 3 – Good Health and Well-being**: 9 921 people benefit from health initiatives funding, including 2 480 directly through project revenues.
- **SDG 4 – Quality Education**: improvements to school infrastructure for 175 students.
- **SDG 8 – Decent Work and Economic Growth**: creation of 48 direct jobs during construction and operation, and organization of 74 training sessions to strengthen local skills and workforce empowerment.

Methodology and verification

The project follows the ACM0002 methodology under the VCS (Verified Carbon Standard) to quantify emission reductions. Emission reductions are calculated by comparison with a fossil scenario, using the **Margin Combination (CM)** approach, ensuring precise and conservative estimates. Production data are monitored and verified by independent third parties through joint meter readings (JMR), ensuring transparency and reliability.

Specifically, this methodology uses the "Consolidated reference methodology for grid-connected renewable electricity generation" and the small-scale AMS-I.D. methodology. It imposes a limit of 4 W/m² on the power density of hydroelectric plants (HEPP) to account for methane emissions from vegetation in the submerged zone.

Non-permanence risk is considered low, as the wind farm is under ongoing operational monitoring based on measured electricity production recorded monthly from jointly metered readings, cross-checked with the electricity supplier's invoices. This monitoring is supported by long-term operation and maintenance contracts. Moreover, wind turbines have an operational life of about 20–25 years and, once installed, are typically not dismantled within their lifecycle, as decommissioning costs often exceed installation costs. These factors ensure the long-term continuity of production and associated emissions reductions.

However, it should be noted that while wind farm infrastructure inherently carries permanence risk, the carbon credits generated by the project do not. Credits from wind projects are, by definition, considered permanent.

SECOND PROJECT: RESTORATION OF ESTUARIES IN FRANCE (BELIN-BELIET, NOUVELLE-AQUITAINE)

Typology	Estuary Project
Size	5,68 hectares
Project duration	30 year
Localisation	Gironde
Tons of CO2eq avoided	642

The Estuary Restauration Project involves the **replanting of 5.68 hectares of forest that was destroyed by a fire** in the municipality of Belin-Béliet (33830), in Nouvelle-Aquitaine. The goal is to restore the local ecosystem by reforesting with maritime pine, an iconic species of the region for over 200 years, as well as secondary species such as cork oak and downy birch.

Maritime pine, well adapted to sandy soils and heatwaves, and deciduous trees, which have more flexible water needs, ensure a resilient and sustainable reforestation.

The initiative also makes significant contributions to several Sustainable Development Goals (SDGs):

- **SDG 15 – Life on Land:** reforestation with native species, preservation of natural habitats, support for pollinators through hive maintenance.
- **SDG 13 – Climate Action:** capturing atmospheric CO_2, in line with France's carbon neutrality objectives.
- **SDG 12 – Responsible Consumption and Production:** sustainable forest management, reduction of soil degradation, low-impact planting techniques.
- **SDG 8 – Decent Work and Economic Growth:** creation of local jobs, development of the regional forest sector, sharing of best practices in sustainable land management.

Methodology and verification

The project follows the methodology of the **French Bas Carbone Label**, which governs forest restoration while ensuring rigorous measurement of carbon sequestration.

The process involved several steps:

- **Initial assessment:** estimation of the carbon stock lost following the fire, and determination of the sequestration potential of the land to be reforested.
- **Modeling:** using growth models and field data to calculate the CO_2 absorption capacity of the new forest.
- **Regular monitoring**: periodic audits to control tree survival rates, growth, and sequestration performance.
- **Certification:** verification by independent third parties before issuing carbon credits, ensuring that only verifiable emission reductions are counted, according to the standards of the Bas Carbone Label.

The Bas-Carbone Label (LBC) calculation methodologies largely rely on Verra-developed referenced frameworks, themselves aligned with ISO 14064-2, while incorporating specific adjustments unique to each LBC methodology. In this context, the ongoing revision of ISO 14064-2, conducted in parallel with a rapprochement between the ISO frameworks and the GHG Protocol, should naturally strengthen the methodological convergences between these different standards.

Certification: At the end of each five-year period, an audit is carried out by an independent third party before carbon credits are issued, ensuring that only verifiable credits that conform to the Bas Carbone Label standards are taken into account.

B.2.1.8 Internal carbon pricing (E1-8)

Worldline does not use internal carbon pricing because it is not relevant for the Group.

B.2.1.9 Anticipated financial effects (E1-9)

Worldline has not yet calculated the financial effects of the decarbonization plan.

B.2.2 Consumption of raw materials

B.2.2.1 Material Impacts, Risks, and Opportunities Related to the Consumption of Raw Materials (E5.SBM-3)

Issue : Consumption of raw materials			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
As a services company rather than a goods producer, Worldline is not directly involved in resource extraction. However, potential border closures (geopolitical events, pandemics, etc.), raw material shortages, natural disasters, or concentration of the supply chain in high-risk countries could lead to a shortage of materials needed for IT products (terminals, laptops, servers) used by the Group to run its activities. Despite efforts to migrate to the cloud and digitalize, this could cause disruptions in Worldline's supply chain for IT products, potentially affecting delivery to clients as well as the renewal of data center equipment.	Risk	Own operations	Long term

B.2.2.2 Description of processes to identify and evaluate material impacts, risks, and opportunities related to raw materials consumption (E5.IRO-1)

In 2025, the materiality assessment for access to the raw materials needed to manufacture electronic components was refined to reflect growing supply risks (geopolitical tensions, tariff policies, price pressures, and limited European production capacity). However, this assessment concluded that the risk is material but remains low given the limited expenditure and material needs. Furthermore, the impact materiality was deemed non-significant. Computing equipment and electronic components that are purchased are not specific to Worldline's lines of business. Like any electronic component, they contain metals and rare metals such as copper, lithium, nickel, or cobalt.

B.2.2.3 Policy (E5-1) and target (E5-3)

The management of this risk is not covered by a dedicated policy. The risk is managed through purchasing practices and by extending the lifespan of equipment (see the actions below).

The Group has not set any objectives related to this issue.

B.2.2.4 Performances (E5-4)

Worldline is not actively involved in raw material extraction, but its procurement includes IT equipment such as terminals, computers, laptops, and servers. These devices contain electronic components exposed to supply tension risks, mainly due to current geopolitical disruptions affecting the global electronics supply chain, which can lead to shortages, delivery delays, or price increases.

B.2.2.5 Actions related to the consumption of raw materials (E5-2)

The main action plans for managing the "Access to raw materials" risk focus on continuous actions: anticipating shortages, strengthening supply chain resilience, and extending equipment lifespan.

Action #1 – Risk analysis

Objective: identify risks related to shortages of materials or equipment

In 2025, amid increasing geopolitical tensions, the risk management team refined its supply risk mapping using specific scenarios, considering geographic origin, technical obsolescence, and critical dependency on certain suppliers.

This approach prioritized the most sensitive product families and integrated this risk into the overall sustainability risk map.

Action #2 – Preventive procurement measures

Objective: reduce exposure to risk

Worldline strengthens its supplier diversification efforts, uses advance purchases, and builds contingency stocks of critical components. Specific contractual clauses are also included to protect against supply disruptions. Additionally, partnerships with local brokers facilitate the use of refurbished products when relevant.

Action #3 – Extending equipment lifespan

Objective: reduce IT equipment purchasing costs

The strategy also involves extending the lifespan of IT equipment and maintenance, favoring models with good reparability indices and negotiating with suppliers to prolong support periods. When IT equipment reaches the end of manufacturer support, the Group relies on third-party maintenance providers to continue operating the equipment under controlled safety and performance conditions.

B.2.3 Information related to European Green taxonomy

The **Green Taxonomy Regulation (Regulation 2020/852)** of June 18, 2020, establishes the EU taxonomy framework by defining, on one hand, the eligibility criteria and, on the other hand, the three general conditions that an economic activity must meet to be considered aligned. Worldline has decided not to apply the simplification measures and therefore maintains the previous framework, as provided for by Delegated Omnibus Regulation 26/73 of January 2026.

The alignment conditions are the following:

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

This regulation establishes six environmental objectives:

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

This analysis results in the calculation of the following key performance indicators (KPIs):

- The proportion of eligible or aligned revenues of Worldline;
- The proportion of eligible or aligned capital expenditures (CapEx) of Worldline;
- The proportion of Worldline's operating expenses (OpEx) that are eligible or aligned.

B.2.3.1 Eligible activities

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

Climate Change Mitigation (CCM)

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

Transition to a circular economy (CE)

- 2.3. Collection & transport of hazardous & nonhazardous waste
- 2.6. Depollution and dismantling of end-of life product4.1. Providing IT/OT solutions based on data;
- 5.1. Repair, reconditioning, and remanufacturing;
- 5.2. Sale of spare parts;
- 5.4. Sale of second-hand goods;
- 5.5. Product-as-a-service and other circular service models focused on usage and outcomes.

B.2.3.2 Reporting scope

The taxonomy does not include MeTS activities that are currently being transferred. It will therefore be presented under IFRS 5, in accordance with FAQ 17 C/N 2023/305.

The scope of the analysis for activities related to climate change mitigation (CCM and CE) includes all entities of Worldline. The methodology for assessing alignment with these activities is consistent with previous years. It encompasses all of Worldline's activities related to data processing, which is the core of Worldline's business across its various lines of activity. This specifically includes managing its fleet of company vehicles, renting new offices for its employees, and efforts to make its real estate assets (offices and data centers) more efficient.

Worldline has included additional activities related to the transition to a circular economy (CE). With the IRO "raw materials consumption" the terminal activity becomes material in 2025. It represents part of the merchant services line that can combine its solutions with the sale or rental of terminals. The analysis focuses on the consideration of the circular economy for these products.

B.2.3.3 Methodology and Internal organization

The identification of eligible activities is based on the Climate delegated regulations (2021/2139 and 2023/2485 primarily) and Environmental (2023/2486). The Taxonomy Regulation 2020/852 outlines the main principles of the taxonomy and refers to delegated regulations to determine the eligibility and alignment of economic activities.

- Climate change mitigation: Delegated Regulation Climate (2021/2139) Annex 1;
- Circular Economy: Delegated Regulation - (EU) 2023/2486 of the Commission of June 27, 2023, supplementing Regulation (EU) 2020/852, Annex II.

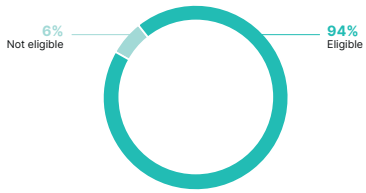
To be aligned, eligible activities must meet certain technical criteria: (i) verification of substantial contribution criteria; (ii) compliance verification with DNSH criteria; (iii) verification of compliance with minimum guarantees.

Worldline has implemented a hybrid governance model between finance and CSR to support the implementation of European regulation within the Group. The project is led by the CSR department, responsible for regulatory monitoring, identifying material activities for Worldline, and liaising with internal stakeholders to analyze compliance with technical criteria (substantial contribution and DNSH). Departments involved include production service teams, procurement teams, real estate teams, facilities management teams, and merchant services operations.

The Functions & Controlling-Group Controlling team within the Finance department provides all eligible KPIs using financial tools and calculates eligible revenues to support activities 6.5 / 8.1 / 2.3 / 2.6 / 4.1 / 5.1 / 5.2 / 5.4 / 5.5 analysis.

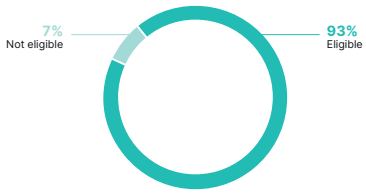
B.2.3.4 General results – Eligible and aligned activities

3 774,5 million € (93,7 %) of eligible revenue, 0% aligned



305,4 million € (85,4 %) of eligible capital expenditure (CapEx), 2,7 million € (0,7%) aligned

147,1 million € (93,4 %) of eligible operating expenses (OpEx[1]), 0,1 million € (0,1%) aligned



The calculation of eligibility and alignment of revenues, investment expenditures (CapEx), and operating expenses (OpEx) results in:

- **93,7%** of Worldline's revenues are eligible. Eligible revenues amount to 3 774,5 million euros. The main activities of Worldline are related to activity **8.1: Data processing, hosting, and related activities**, which represents 96% of eligible revenues. In 2025, **it is not possible to demonstrate the alignment of revenues** with this activity. As in 2023 and 2024, the lack of alignment is due to the inability to meet the substantial criterion related to the potential to combat climate change.
- **85,4%** of Worldline's investment expenditures (CapEx) (intangible and tangible assets, increase in the Right of Use according to IFRS 16 standards) are eligible. Eligible investment expenditures amount to 305,4 million euros. In 2025, 2,7 million euros are aligned (i.e**., 0,7 %** of the eligible CapEx), mainly in activity **6.5: Transport by motorcycles, cars, and light utility vehicles.**
- **93,4%** of Worldline's operating expenses (OpEx) considered by the EU green taxonomy are eligible, representing 147,1 million euros. To account for the EU taxonomy restriction on this indicator, Worldline included four categories of OpEx: maintenance and repair, building renovation, short-term leasing, and non-capitalized R&D costs, totaling 157,5 million euros. This represents **4,7 %** of Worldline's total OpEx, which amounts to 3 332,2 million euros.

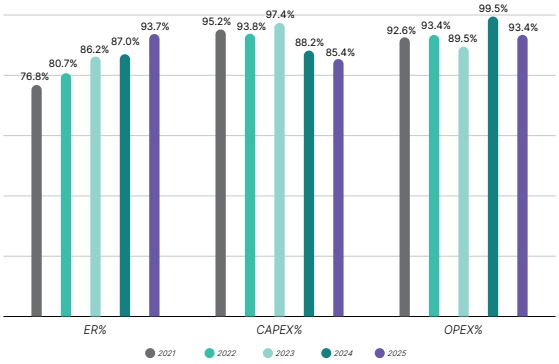
In 2025, 0,1 million euros are aligned (i.e., **0,1%** of eligible OpEx), mainly in **activity 7.3: Installation, maintenance and repair of energy efficiency equipment.**

Like in 2023, Worldline's aligned activities mainly contribute to climate change mitigation objectives in 2025.

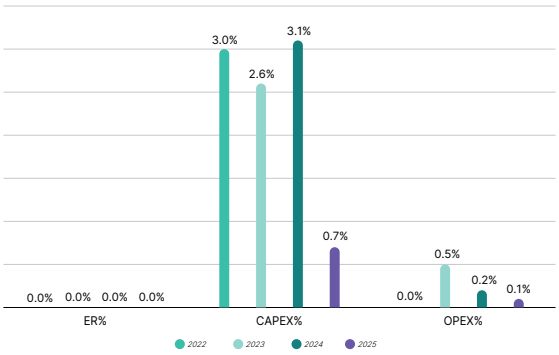
B.2.3.5 2021-2025 evolution

The activities and objectives of Worldline have not changed compared to 2023, so the eligibility and alignment rates remain in the same order of magnitude as in 2023.

Eligibility evolution 2021-2025



Alignment evolution 2022-2025



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

B.2.3.6 Results per activity

Environmental objective	Activity #		Revenus *(€m)*	CAPEX *(€m)*	OPEX *(€m)*
		Published	**4 029,9**	**357,5**	**3 332,2**
		Considered	**4 029,9**	**357,5**	**157,5**
Climate change mitigation	6.5	Transport by motorbikes, passenger cars and light commercial vehicles		14,5	
	7.3	Installation, maintenance and repair of energy efficiency equipment		0,18	0,14
	7.4	Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)		0,07	0,003
	7.5	Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings		0,09	0
	7.7	Acquisition and ownership of buildings		28,39	
	8.1	Data processing, hosting and related activities	3 615,4	257,58	125,4
Transition to circular economy	2.6	Depollution and dismantling of end-of life product	0	0	0,3
	4.1	Provision of IT/OT data driven solutions: Remote terminal maintenance	34,3	0	4,6
	4.1	Provision of IT/OT data driven solutions: Track & trace	0	0	0
	5.1	Repair, refurbishment, remanufacturing	9,4	0,8	9,9
	5.2	Sale of spare parts	1,2	0	0
	5.4	Sale of second-hand goods	2,4	0	0
	5.5	Product-as-a-service and other circular use- and result-oriented service models	111,7	3,9	6,8
		Eligible	3 774,5	305,39	147,1
		In percentage of published (Revenue, CapEx) / considered (OpEx)	93,7 %	85,4 %	93,4 %
		Not eligible	255,4	52,1	10,4
Climate change mitigation	6.5	Transport by motorbikes, passenger cars and light commercial vehicles	0	2,3	0
	7.3	Installation, maintenance and repair of energy efficiency equipment	0	0,2	0,1
	7.4	Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	0	0,1	0,03
	7.5	Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	0	0,1	0
	7.7	Acquisition and ownership of buildings	0	0	0
	8.1	Data processing, hosting and related activities	0	0	0
Transition to circular economy	4.1	Provision of IT/OT data driven solutions: Remote terminal maintenance	0	0	0
	4.1	Provision of IT/OT data driven solutions: Track & trace	0	0	0
	5.1	Repair, refurbishment, remanufacturing	0	0	0
	5.2	Sale of spare parts	0	0	0
	5.4	Sale of second-hand goods	0	0	0
	5.5	Product-as-a-service and other circular use- and result-oriented service models	0	0	0
		Aligned	0	2,7	0,1
		In percentage of eligible	0 %	0,9 %	0,1 %
		In percentage of published (Revenue, CapEx) / considered (OpEx)	0 %	0,7 %	0,1 %
		Eligible not aligned	3 774,5	302,7	147

B.2.3.7 Respect of the minimum safeguards

To ensure compliance with minimum guarantees, Worldline conducted an analysis based on the four themes detailed in the "Final Report on Minimum Guarantees" published by the European Platform for Sustainable Finance in October 2022[1]: (i) human rights; (ii) combating corruption; (iii) taxation; (iv) fair competition.

Human Rights

Worldline commits to respecting human rights and fundamental freedoms. The Group has never been convicted of a human rights breach. No cases referred to a National Contact Point (NCP) of the OECD have been accepted for review, and no allegations against the Group have been validated and reported on the Business and Human Rights Resource Centre (BHRRC) website. Worldline observes the United Nations Guiding Principles. Its commitment to human rights is highlighted in its Code of Ethics, its Human Rights Policy, and the Modern Slavery Act.

The Group has implemented reasonable vigilance measures to prevent serious risks to human rights and they are continuously improving in light of the Guiding Principles, including through the following actions:

- An annual update of a CSR risks map to identify and assess the Group's negative impacts on human rights and fundamental freedoms. For the 2024 reporting year, the risks considered material relate to working conditions (prevention of forced or child labor). More information on the 2024 Worldline double materiality assessment is available in section B.1.6. Double materiality analysis: results (IRO-2).
- A whistleblowing mechanism to facilitate reporting of serious violations of human rights or fundamental freedoms, or significant harm to the environment or to the health, safety, and security of persons.
- A sustainable procurement policy ensuring Worldline's due diligence through supplier risk assessments.
- A partnership engagement charter summarizing principles and requirements that the Group asks its partners to respect.

If the Group observes a negative impact on human rights or fundamental freedoms, it commits to implementing appropriate corrective measures.

Anti-Corruption

Neither the Group nor any of its executives have been convicted of corruption. The Group has anti-corruption procedures in place and has a compliance department supporting Worldline to perform its mission with integrity and in accordance with applicable laws, regulations, and the highest ethical standards. To raise employee awareness, Worldline trains its employees each year on the Code of Ethics and has launched targeted anti-corruption training for exposed roles. More on Worldline's preventive measures can be found in section B.4.1.6 Confirmed Incidents of corruption and bribery (G1-4).

Taxation

Each country where Worldline operates is managed by a Cluster Tax Manager responsible for that country's tax affairs. Regular informal communication occurs between regional and central tax teams, along with a series of tax committees that form the basis for tax governance and approval procedures. To ensure strong tax governance, the tax function supports financial management in implementing internal controls to assist accurate tax calculation and payment. It also collaborates with the internal control team to determine appropriate audit tests for key fiscal controls.

Worldline aims to determine the proper tax treatment for all commercial transactions to ensure the correct amount of taxes is paid at the right time, in compliance with local tax laws. Regarding uncertainties in applying tax legislation, Worldline engages in discussions with the relevant tax authorities to achieve certainty for both the Group and the authorities. It adopts a low-risk tax approach and does not participate in artificial tax arrangements. The Group undertakes intercompany transactions according to OECD principles and the Anti-Tax Avoidance Directive (ATAD). Annually, Worldline files a country-by-country report with French tax authorities, demonstrating that it is not involved in artificially optimized tax schemes. This document is available upon request by foreign tax authorities. Planned transactions are analyzed according to the principles outlined in Directive 2011/16/EU (DAC 6).

Fair Competition

Worldline conducts its activities in compliance with all applicable competition laws and regulations. The Group strictly commits to principles of fair competition, explicitly prohibiting cartels, restrictive agreements, and abuse of dominant position.

Proactively, Worldline identifies and manages competitive challenges via two vectors: (i) during acquisitions, through in-depth analysis performed by its M&A teams, and (ii) in operational activities, through involvement of business managers and local legal teams.

The "Competition in Business" policy establishes conduct rules applying to all Group entities. It explicitly forbids sharing sensitive commercial information with competitors, coordinated price-fixing, market sharing, bid rigging, and boycotts. It also safeguards Worldline's freedom to operate and compete by strictly controlling exclusivity clauses via a formal deviation process.

Finally, employees undergo mandatory annual training, ensuring that every individual in contact with third parties understands the importance of complying with competition laws.

In 2024, Worldline recorded no convictions for anti-competitive practices. All Group activities meet the required minimum guarantees.

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

B.2.3.8 Compliance with DNSH criteria of Apendix A

To be considered aligned, eligible activities must meet the DNSH related to the climate change adaptation goal: analysis of climate risks and opportunities (Annex A of COMMISSION DELEGATED REGULATION (EU) 2021/2139).

Worldline has conducted a Climate Risks and Opportunities analysis to better meet the information needs of its stakeholders regarding climate adaptation and to better measure the climate impacts that Worldline must address to increase its resilience. This analysis, carried out on Worldline's main sites, complies with Annex A detailed in the green taxonomy regulation, except for activity 6.5, since company cars are not linked to a specific site but to employees' addresses. This analysis is done in three steps: (i) identification of the most significant R&O, (ii) impact assessment, and (iii) climate-related R&O assessment. Mitigation actions for each R&O are then listed.

The most significant R&O are identified in Worldline's climate risks and opportunities, detailed in section B.2.1.1 Material impacts, risks and opportunities and their connection to the strategy and the business model (E1.SBM-3 and E1.IRO-1) and section B.1.6 Double Materiality Analysis – Description of the process to identify and assess material impacts, risks and opportunities (IRO-1).

B.2.3.9 Methodology details by activity

B.2.3.9.1 Activity 6.5 – Transport by motorbikes, passenger cars and light commercial vehicles

Eligibility

Since Worldline manages a fleet of M1N1 category company cars, the corresponding CapEx increase according to IFRS 16 is eligible for activity 6.5. 15,3 million euros have been recorded under IFRS 16 for company cars acquired in 2025.

Alignment with substantial contribution criteria

As part of its 2025 CO_2 reduction plan, the Group continues to convert its entire fleet of company cars to fully electric and hybrid vehicles. In 2024, 11,3 million euros of CapEx were attributable to leased vehicles with CO_2 emissions below 50 gCO_2/km. In 2025, the investment decreases at 2,3 million euros, as the vehicle fleet was renewed significantly in 2024.

Alignment with specific DNSH criteria

Annex A of the Green Taxonomy regulation concerning climate risk analysis cannot be applied to Worldline's company cars because they are linked to employee addresses and do not belong to specific Worldline sites, with more details in section B.2.3.8 Compliance with DNSH criteria of Apendix A.

To achieve alignment with the Green Taxonomy Regulation, other technical criteria must be considered:

- Reuse and reparability of vehicles during their operational phase: In 2023, Worldline aimed to verify that its main lessors had implemented policies to manage end-of-life, as well as reuse and reparability of vehicles, independently or with third parties; this alignment was confirmed during the evaluation conducted by Worldline in 2024; in 2025, the evaluation of lessors was not carried out, because there were no new lessors and all had already been evaluated previously (in 2024 or 2023).
- Tires must meet external rolling noise and rolling resistance coefficient requirements; although Worldline could not formally verify this criterion, for new leased vehicles in European countries, this criterion is considered valid.

Regarding compliance with the most recent applicable Euro 6 standard for light vehicles and with emission thresholds for clean light vehicles: only Worldline company cars in Europe were considered compliant with this criterion, amounting to 2,28 million euros.

Compliance with minimum guarantees

The investments and costs incurred for activity 6.5 are made in accordance with the minimum guarantees described in section B.2.3.7. Respect of the minimum safeguards.

As a result, Worldline can allocate 2,3 million euros of CapEx in 2025 for its fleet of company cars located in Europe.

Methodology

Eligible CapEx for Worldline's company cars according to IFRS 16 is recorded in a dedicated account. Worldline entities monitor their vehicle fleets locally and review manufacturer data on CO_2 emissions of vehicles in g/km. Worldline can then determine which company cars have CO_2 emissions below 50 g/km.

B.2.3.9.2 Activity 7.3 – Installation, maintenance and repair of energy efficiency equipment

To reduce its energy consumption, Worldline invests in and maintains equipment in its offices and data centers within category 7.3.

Eligibility and alignment with the substantial contribution criterion

To assess eligible and aligned amounts, Worldline has collected the investments and OpEx corresponding to criteria that significantly contribute to climate change mitigation.

Thus, Worldline has identified:

- The CapEx related to the installation and replacement of energy-efficient lighting sources: €58 554 were spent in France and Italy in 2025 for LED lighting installations.
- The CapEx related to the installation, replacement, maintenance, and repair of heating, ventilation, and air conditioning (HVAC) systems and water heating systems: in 2025, €105 714 were spent on offices and data centers in France and Belgium.
- The OpEx related to the installation, replacement, maintenance, and repair of HVAC systems and water heating systems: in 2025, €115 381 million were spent on upgrades and maintenance of HVAC systems in Worldline's data centers in France and Luxembourg.

As a result, in 2025, for activity 7.3, Worldline can report €0,14 million of eligible OpEx and €0,18 million of eligible CapEx significantly contributing to climate change mitigation.

Alignment with DNSH criteria

The specific locations of investments and costs incurred for activity 7.3 are covered by the climate risk analysis conducted by Worldline across all its activities, as described in section B.2.3.8 Compliance with DNSH criteria of Apendix A.

The components and materials meet the criteria outlined in Annex C of the Delegated Act of the European Taxonomy, and products purchased in Europe comply with European regulations.

Alignment with minimum guarantees

The investments and costs incurred for activity 7.3 are made in accordance with the minimum guarantees, as described in section B.2.3.7 Respect of the minimum safeguards.

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

Methodology

Costs were collected by the facilities management teams of each entity and data center managers.

B.2.3.9.3 Activity 7.4 – Installation, maintenance, and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)

The goal of installing charging stations for electric vehicles is to facilitate the transition from a fleet mainly composed of internal combustion engine vehicles to a fleet primarily consisting of electric vehicles. This investment has a positive impact on the environment.

Eligibility and alignment with substantial contribution criterion:

Following the implementation of its new automotive policy, Worldline has launched a broad program to install charging stations at its main sites for all relevant locations. Furthermore, by 2028, employees with company electric cars will have a charging point installed at their home to improve their comfort as drivers. Electric charging outlets have already been installed at various sites in 2023, and the project continues in 2024 and 2025.

In 2025, €67 190 of CapEx is eligible for the climate change mitigation objective within activity 7.4.

Alignment with DNSH criteria

The specific locations of investments and specific costs, as well as the investments and costs incurred for activity 7.4, are covered by the climate risk analysis conducted by Worldline across all its activities, as described in section B.2.3.8 Compliance with DNSH criteria of Apendix A.

Alignment with minimum guarantees

The investments and costs incurred for activity 7.4 are carried out in accordance with the minimum guarantees described in section B.2.3.7 Respect of the minimum safeguards.

Consequently, out of the €0,06 million CapEx, 100 % is aligned with the European Green Taxonomy.

Methodology

The costs were collected by the facilities management teams of each entity.

B.2.3.9.4 Activity 7.5 – Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings

Eligibility and alignment with the substantial contribution criterion

In 2025, to reduce its energy consumption and carbon footprint, the Vendôme data center (in France) invested in a second Freecooling unit and in the refurbishment of office false ceilings. These projects significantly improved airflow and reduced electricity consumption.

As for the Seclin site, significant investments have been made to comply with pressure equipment and chiller group regulations.

Consequently, the eligible OpEx of Worldline for activity 7.5 in 2025 are as follows: €2 043 of OpEx and €89 535 of CapEx in its data centers in France, Belgium, and Italy. These costs substantially contribute to the climate change mitigation objective.

Alignment with specific DNSH criteria

The investments and costs committed for activity 7.5 are covered by the climate risk analysis conducted by Worldline on all its activities for its main sites, as described in section B.2.3.8. Compliance with DNSH criteria in Apendix A.

Alignment with minimum guarantees

The locations of investments and costs incurred for activity 7.5 are carried out in compliance with the minimum guarantees described in section B.2.3.7. Respect for minimum guarantees.

As a result, of these €2 043 of OpEx and €89 535 of CapEx, 100% are aligned with the European Green Taxonomy.

Methodology

Costs were collected by the facility management teams of each entity and the data center managers.

B.2.3.9.5 Activity 7.7 – Acquisition and ownership of buildings

Eligibility

Since Worldline rents office spaces for its employees, the increase in the Right of Use associated with this activity is eligible under activity 7.7 Acquisition and ownership of buildings. In 2025, Worldline reported an eligibility of €28,4 million for the increase in Right of Use related to real estate activities according to IFRS 16.

Alignment with criteria for substantial contribution

To consider alignment with this activity, the following criteria must be met: For buildings constructed before December 31, 2020, the building must have at least an A class energy performance certificate (EPC). The building can also be among the top 15% of the national or regional real estate stock in terms of operational primary energy demand (OPED).

Alignment with specific DNSH criteria

The specific locations, investments, and costs for activity 7.7 are covered by the climate risk analysis conducted by Worldline on its main sites, as described in section B.2.3.8 Compliance with DNSH criteria of Apendix A.

Alignment with minimum guarantees

The investments and costs incurred for activity 7.7 are carried out in compliance with the minimum guarantees described in section B.2.3.7 Respect of the minimum safeguards.

Nevertheless, none of the €28,4 million eligible amounts are aligned with the European Green Taxonomy.

Methodology

The Right of Use according to IFRS 16 was extracted from the Group's financial tool into a dedicated account. Information on new buildings is tracked in a centralized database, and each site manager collects the necessary information from landlords to provide proof of alignment.

B.2.3.9.6 Activity 8.1 – Data processing, hosting and related activities

Eligibility

As a provider of payment and electronic transaction services, Worldline is primarily eligible for category 8.1 Data Processing, Hosting, and Related Activities. Worldline has therefore identified for this activity:

- 3 615,4 million euros of eligible revenue (or 95,8 % of Worldline's eligible revenue);
- 257,6 million euros of eligible CapEx (or 84,3 % of Worldline's eligible CapEx);
- 125,4 million euros of eligible OpEx (or 85,3 % of Worldline's OpEx considered according to the EU taxonomy definition).

Alignment with substantial contribution criteria

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

Implementation of all relevant practices listed as "expected practices" in the latest version of the European Code of Conduct on Data Center Energy Efficiency (CoC). Regarding this first criterion, following interviews with its hosting providers, Worldline has established that 75 % of its activities were hosted in data centers compliant with the Code of Conduct in 2023 (based on declared data).

The climate warming potential (GWP) of the refrigerants used in data center cooling systems must not exceed 675. For this second criterion, in its own data centers and those of its hosting providers, the maximum of 675 could not be reached. First, this criterion is very restrictive compared to current EU legislation regarding refrigerants. Additionally, cooling systems have a lifespan exceeding 10 years, making it difficult to comply with the criterion for infrastructure over 2 years old. Starting in 2023, the procurement team included this criterion in the selection questionnaire for future hosting providers.

Since the GWP compliance criterion below 675 cannot be met, Worldline reports no activities aligned with the Green Taxonomy in category 8.1 in 2025.

Methodology

The alignment criteria for category 8.1 in the EU taxonomy relate to data center management. To calculate the alignment of eligible revenue, Worldline first allocated its revenues within data centers where its activities are processed, using the following methodology:

- First, Worldline extracted revenues by country/legal entity/line of business from its financial database;
- The list of its data centers by country was consolidated;
- Then, depending on the presence of data centers in each country, revenues from each legal entity were allocated to different data centers.

Worldline consulted its external providers to assess their compliance with the European Code of Conduct on Data Center Energy Efficiency and to determine if the Global Warming Potential (GWP) of the refrigerants used in their cooling systems did not exceed 675. Worldline also carried out this work internally. In 2025, the GWP criterion was still not met.

B.2.3.10 Results for the transition to circular economy objective

- In 2025, Worldline conducted a screening of its activities to determine which could be eligible for the following objectives:
- Sustainable use and protection of water and marine resources;
- Transition to a circular economy;
- Prevention and control of pollution;
- Protection and restoration of biodiversity and ecosystems.

Thanks to its activities related to terminals and its traceability solution, starting in 2023, Worldline has been able to report its eligibility for the transition to a circular economy goal.

With the IRO “raw materials consumption” the terminal activity becomes material in 2025. Worldline presents its eligibility regarding the “transition to a circular economy” objective. This focus will help highlight the measures to implement to promote the widespread adoption of the circular economy in this activity.

B.2.3.10.1 Activity 4.1 - Provision of IT/OT data-driven solutions and software

Worldline can declare its eligibility for:

- Merchant Services - Terminal Management System Solutions

The collection, processing, transfer, and storage of data from equipment, products, or infrastructure during their use or operation enable real-time monitoring and analysis of resource flows and processes within production. By optimizing resource use and reducing inefficiencies, these technologies help minimize waste generation and promote resource efficiency.

Eligibility

Within merchant services, Worldline offers Terminal Management System solutions to remotely maintain and update the client’s terminal fleet. These include a mix of maintenance and deployment activities, as well as development and platform maintenance costs. The scope covers all on-site maintained terminals.

In 2025, Worldline identified €34,3 million of eligible revenue for this activity and €4,6 million in OpEx.

Alignment with substantial contribution criteria

For remote monitoring and predictive maintenance systems, at least two of the capabilities specified in points (a) to (d) must be fully met:

(a) Alert the user on abnormal sensor values, evaluate the condition of the product, equipment, or infrastructure, detect wear or electrical issues, and draw conclusions about the exact nature of abnormal operating conditions using advanced analytical methods;

Worldline's Terminal Management System solution alerts on abnormal sensor values and evaluates terminal status. It can suggest, schedule, and initiate remote software updates and repairs.

(b) Predict the remaining lifespan of a product, equipment, or infrastructure, and recommend measures to extend the remaining lifespan;

Worldline's Terminal Management System solution does not predict the remaining lifespan of equipment. It operates at the solution level. It can alert on software obsolescence and schedule updates to ensure proper operation.

(c) Predict a future failure of the product, equipment, or infrastructure and recommend measures to prevent such failure;

The Worldline Terminal Management System solution does not predict imminent terminal failure.

(d) Provide recommendations on the most relevant next usage cycle, such as reuse, component recovery through parts collection for reconditioning, or recycling, considering a combination of factors concerning the condition of the product.

The Worldline Terminal Management System solution does not predict imminent terminal failure.

Since only one substantial criterion might be met, Worldline will not align revenues, CapEx, or OpEx in 2025.

Methodology

Indicators are collected locally by entities and consolidated by the Merchant Services Finance department.

The taxonomy will remain the only chapter that does not include MeTS data (IFRS 5), as specified in FAQ 17 C/N 2023/305.

Alignment with substantial contribution criteria

For tracking and traceability software and IT/OT systems, at least one of the four capabilities specified in points (a) to (d) is fully met:

(a) Providing identification, tracking, and traceability of materials, products, and assets along value chains to make structured data (such as material content, substances, environmental information) available for lifecycle assessments or material declarations in accordance with relevant standards like Commission Recommendation 2021/2279, ISO 14067:2017, or ISO 14040:2006, and sharing this data with supply chain partners, consumers, and other economic actors in compliance with relevant standards on data modeling, interoperability, confidentiality, and security;

Regarding its support for the tobacco products directive, Worldline's tracking and traceability solution fully meets this first criterion.

(b) Supplying and sharing documents and data supporting repair and maintenance of products and equipment, such as repair instructions, testing equipment, wiring and connection diagrams, fault/error diagnostic codes, disassembly instructions;

In 2025, the revenues and costs of Worldline's tracking and traceability solution are not related to product and equipment repair and maintenance.

(c) Supporting reverse logistics, including product return for remanufacturing, refurbishment, or recycling, by managing steps and transactions in the return process, such as collection order placement, transaction tracking, product disassembly into materials for circular flows, and decision optimization to prevent devaluation and maximize resource recovery. Digital passports of products complying with Union legal requirements are not considered aligned with taxonomy;

In 2025, revenues and costs of Worldline's tracking and traceability solution are not related to reverse logistics and recycling.

(d) Supporting optimization and intensification of product use through circular business models, such as providing products as a service or peer sharing;

In 2025, revenues and costs of Worldline's tracking and traceability solution are not related to reverse logistics and recycling.

Although the tracking and traceability solution meets one of the four criteria, the Group cannot justify the following:

(a) Techniques are adopted to support reuse and use of secondary raw materials and reused components, and solutions are designed for high durability, recyclability, easy disassembly, adaptability, and upgradeability;

(b) Measures are in place to manage and recycle end-of-life waste, including through contractual decommissioning agreements with recycling service providers, reflected in financial projections or official project documentation;

(c) Operations for reuse, recovery, or recycling, or proper treatment, including fluid removal and selective treatment, are performed according to Annex VII of Directive 2012/19/EU.

For this reason, Worldline considers that its tracking and traceability solution does not meet the substantial criteria of the Green Taxonomy. The Group will therefore declare no alignment with activity 4.1.

Methodology

Eligibility indicators are collected by the finance department from the financial tool.

B.2.3.10.2 Activity 5.1 - Repair, refurbishment and remanufacturing

Repairing products instead of replacing them contributes to extending their lifespan, which reduces the demand for new goods. By maximizing the utility of existing products, repair decreases overall resource consumption and the energy associated with manufacturing new items.

Eligibility

Whether during the device's warranty period or because the customer purchased a repair service, Worldline is responsible for managing the repair of the terminals it sells. There are different levels of repair. First-level repairs are managed in Worldline warehouses or partner warehouses. Second and third-level repairs are handled by Worldline's suppliers, who then return the terminal. Reusing in the factory a second time is less common because it requires re-certification and is generally outsourced to its suppliers.

In 2025, Worldline identified €9,4 million in eligible revenue for this activity and €0,8 million in CapEx and €9,9 million in OpEx.

Alignment with Substantial Contribution Criteria

Although the activity aims to extend the terminals' lifespan, due to database updates and consolidation, in 2024, Worldline cannot justify that repair, second-use factory utilization, and remanufacturing of the terminal fleet will extend its lifespan. For this reason, the substantial criteria are not met, and this alignment can be considered for activity 5.1.

Methodology

Indicators are collected locally by the entities and consolidated by the merchant services finance department.

B.2.3.10.3 Activity 5.2 - Sale of spare parts

By providing access to spare parts, companies enable customers to repair and maintain their products, thereby extending their lifespan. This reduces the frequency of product replacements and contributes to resource conservation by maximizing the utility of existing goods.

Eligibility

Worldline does not purchase spare parts from its manufacturers to manage its own repair service, except in Turkey where Worldline may report a turnover of 1,2 million euros related to the sale of spare parts.

Alignment with substantive contribution criteria

Worldline cannot justify meeting certain substantive contribution criteria, such as the use of packaging for spare parts that includes 65 % recycled materials.

For this reason, the Group will consider that the substantive contribution criteria are not met and that activity 5.2 is not aligned.

Methodology

Indicators are collected locally by the entities and consolidated by the merchant services finance department.

B.2.3.10.4 Activity 5.4 - Sale of second-hand goods

The sale of used goods plays a key role in promoting the circular economy by conserving resources, reducing waste, encouraging reuse and repair, providing affordable access to goods, and promoting thoughtful consumption.

Eligibility

Worldline sells few used products. Used terminals are used for rental purposes and are then included in activity 5.5.

In 2025, Worldline identified €2,4 million in eligible revenue for this activity, €258 in CapEx and €25 045 in OpEx.

Alignment with material contribution criteria

The activity involves selling a used terminal that has been used for its intended purpose by a customer, potentially after cleaning, repairing, factory use a second time, or prior remanufacturing.

The sold terminal is covered by a sales contract.

When the product has been repaired, resurfaced, or remanufactured before resale, the activity implements waste management plans ensuring that materials and components of the product not reused in the same product are recycled in accordance with the WEEE Directive (Electrical and Electronic Equipment Waste).

The packaging is made of cardboard; however, Worldline is not able to justify that it incorporates 65 % recycled materials.

The revenue, CapEx, and OpEx eligible for activity 5.4 do not meet all the criteria for material contribution and therefore cannot be aligned.

Methodology

Indicators are collected locally by the entities and consolidated by the finance department of Merchant Services.

B.2.3.10.5 Activity 5.5 - Product-as-a-service and other circular service models focused on usage and outcomes

Eligibility

Through its terminal leasing model, Worldline offers small merchants the opportunity to extend the lifecycle of terminals, although Worldline has not yet captured this information. Terminals are generally leased for a minimum duration of 36 months, depending on the legal entity, and the contract is tacitly renewable. Most of the time, it is renewed, and the average contract duration is approximately the terminal's lifespan. The terminal returned to stock can be reintroduced into the supply chain for another customer under a different contract. There is no incentive for the merchant to renew their equipment. A new product is only necessary when compliance deadlines approach or when customers realize it may be economically advantageous to buy the terminal at its residual value or switch to a cheaper model.

From a circular economy perspective, it appears that more than 50 % of the leasing fleet comprises second-hand terminals, which promotes resource efficiency. Instead of each merchant purchasing a new item, multiple users can share the same product over time, thus maximizing its utility and reducing the overall resources needed for production.

The terminal leasing business model is suitable for mass markets and small merchants. It constitutes a significant part of Worldline's terminal activity.

In 2025, Worldline identified eligible revenue of €111,7 million from this activity, with €3,9 million in CapEx and €6,8 million in OpEx.

Alignment with substantial contribution criteria

Contract conditions and terms ensure that all the following sub-criteria are met:

(a) There is an obligation for Worldline to take back the used terminal at the end of the contractual agreement;

(b) There is an obligation for the customer to return the used terminal at the end of the contractual agreement;

(c) Worldline remains the owner of the product;

(d) The customer pays for access and usage of the terminal.

However, due to the database update and consolidation process, Worldline cannot justify that the activity leads to an extended lifespan or increased usage intensity of the terminal. By consequences, Worldline will not associate the activity 5.5 to revenues, CapEx or OpEx in 2025.

Methodology

Indicators are collected locally by the entities and consolidated by the merchant services finance department.

B.2.3.11 Regulatory tables

B.2.3.11.1 2025 Revenue

Financial year 2025		Year 2025		Substantial Contribution Criteria						Criteria for Absence of Significant Harm ('DNSH-Does Not Significantly Harm')(h)									
Economic Activities (1)	Code (a) (2)	Turnover (3)	Revenue share, year N (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water and marine resources (7)	Pollution (8)	Circular Economy (9)	Biodiversity and ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water and marine resources (13)	Pollution (14)	Circular Economy (15)	Biodiversity and ecosystems (16)	Minimum Safeguards (17)	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category enabling activity (19)	Category transitional activity (20)
Text		M€	%	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0 %	0 %	0 %	0 %	0 %	0 %	0 %	0	0	0	0	0	0	0	0 %	0	0
Of which Enabling		0	0 %	0 %	0 %	0 %	0 %	0 %	0 %	0	0	0	0	0	0	0	0 %	E	0
Of which Transitional		0	0 %	0 %	0 %	0 %	0 %	0 %	0 %	0	0	0	0	0	0	0	0 %	0	T
A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g)																			
				EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)										
Data processing, hosting and related activities	CCM 8.1	3 615,4	90 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL								83 %		
Collection & transport of hazardous & nonhazardous waste	CE 2.3	0,0	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0 %		
Depollution and dismantling of end-of life product	CE 2.6	0,0	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0 %		
Provision of IT/OT data-driven solutions and software	CE 4.1	34,3	1 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								1,3 %		
Repair, refurbishement, remanufacturing	CE 5.1	9,4	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0,3 %		
Sale of spare parts	CE 5.2	1,2	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0,1 %		
Sale of second-hand goods	CE 5.4	2,4	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0,1 %		
Product-as-a-service and other circular useand result-oriented service models	CE 5.5	111,7	3 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0 %		
Turnover of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		3 774,5	93,7 %	89,7 %	0 %	0 %	0 %	3,9 %	0 %								87 %		
A. Turnover of Taxonomy eligible activities (A.1+A.2)		**3 774,5**	**93,7 %**	**89,7 %**	**0 %**	**0 %**	**0 %**	**3,9 %**	**0 %**								**87 %**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy non-eligible activities		**255**	**6 %**																
Total		**4 030**	**100 %**																

Share of turnover/Total revenue

FR	Taxonomy-aligned per objective	Taxonomy-eligible per objective and not aligned
CCM	0 %	89,7 %
CCA	0 %	0 %
WTR	0 %	0 %
CE	0 %	3,9 %
PPC	0 %	0 %
BIO	0 %	0 %

B.2.3.11.2 2025 Capex

Financial year 2025		Year 2025		Substantial Contribution Criteria						DNSH criteria ("Does Not Significantly Harm")(h)									
Economic activities (1)	Code (a) (2)	CapEx (3)	Proportion of CapEx, Year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Pollution (8)	Circular Economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Pollution (14)	Circular economy (15)	Biodiversity and ecosystems (16)	Minimum Safeguards (17)	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.), CapEx, year N-1 (18)	Category enabling activity (19)	Category transitional activity (20)
Text		M€	%	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	2,3	0,7 %	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	2,4 %		T
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	0,2	0,1 %	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0 %	E	
Installation, maintenance, and repair of electric vehicle charging stations inside buildings (and in parking areas annexed to buildings)	CCM 7.4	0,1	0,02 %	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0 %	E	
Installation, maintenance and repair of instruments and devices for measurement, regulation and control of building energy performance	CCM 7.5	0,1	0 %	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0 %	E	
Acquisition and ownership of buildings	CCM 7.7	0	0 %	Y	N/EL	N/EL	N/EL	N/EL	N/EL	N	N	N	N	N	N	N	0,7 %		
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		2,7	0,7 %	0,7 %	0 %	0 %	0 %	0 %	0 %	Y	Y	Y	Y	Y	Y	Y	3,1 %		
Of which Enabling		0,4	0,7 %	0,7 %	0 %	0 %	0 %	0 %	0 %	Y	Y	Y	Y	Y	Y	Y	2,4 %	E	
Of which Transitional		2,3	0,0 %	0,0 %						Y	Y	Y	Y	Y	Y	Y	0,7 %		T
A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g)																			
				EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)										
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	12,1	3,4 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL								2 %		
Acquisition and ownership of buildings	CCM 7.7	28,4	7,9 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL								14,5 %		
Data processing, hosting and related activities	CCM 8.1	257,6	72 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL								66 %		
Repair, refurbishement, remanufacturing	CE 5.1	0,8	0,2 %	0,8341 3284	0	0	0	0,010 25245	0								1,4 %		
Sale of secondhand goods	CE 5.4	0,0	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0,1 %		
Product-as-a-service and other circular use- and result-oriented service models	CE 5.5	3,9	1 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								2,3 %		
CapEx of Taxonomyeligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		302,7	84,7 %	83,4 %	0 %	0 %	0 %	1,3 %	0 %								85,1 %		
A. CapEx of Taxonomy eligible activities (A.1+A.2)		**305,4**	**85,4 %**	**84,1 %**	**0 %**	**0 %**	**0 %**	**1,3 %**	**0 %**								**82,2 %**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy non-eligible activities		**52,1**	**14,6 %**																
Total		**357,5**	**100 %**																

Share of CapEx/Total CapEx

	Taxonomy-aligned per objective	Taxonomy-eligible per objective and not aligned
CCM	0,7 %	84,1 %
CCA	0 %	0 %
WTR	0 %	0 %
		1,3
CE	0 %	%
PPC	0 %	0 %
BIO	0 %	0 %

B.2.3.11.3 2025 Opex

Financial year 2025		Year 2025		Substantial Contribution Criteria						Criteria for Absence of Significant Harm ('DNSH-Does Not Significantly Harm')(h)									
Economic Activities (1)	Code (a) (2)	Turnover (3)	Revenue share, year N (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water and marine resources (7)	Pollution (8)	Economic Activities (1)	Code (a) (2)	Turnover (3)	Revenue share, year N (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water and marine resources (7)	Pollution (8)	Minimum Safeguards (17)Economic Activities (1)	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) turnover, year N-1 (18)	Category enabling activity (19) Turnover (3)	Category transitional activity (20) Revenue share, year N (4)
Text		M€	%	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y ; N ; N/EL (b) (c)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	0,1	0,1 %	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0,2 %	E	
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM 7.5	0	0 %	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0 %	E	
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0,1	0,1 %	0,1 %	0 %	0 %	0 %	0 %	0 %	Y	Y	Y	Y	Y	Y	Y	0,2 %		
Of which Enabling		0,1	0,1 %	0,1 %	0 %	0 %	0 %	0 %	0 %	Y	Y	Y	Y	Y	Y	Y	0,2 %	E	
Of which Transitional		0	0 %	0 %													0 %		T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g)																			
				EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)	EL ; N/EL (f)										
Data processing, hosting and related activities	ATCC 8.1	125,4	79,6 %	EL	N/EL	N/EL	N/EL	N/EL	N/EL								85,4 %		
Collection and Transport of Non-hazardous and Hazardous Waste.	EC 2.3	0,03	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0 %		
Pollution control and dismantling of end-of-life products.	EC 2.6	0,3	0,2 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0 %		
Provision of IT/OT data-driven solutions and software	EC 4.1	4,6	2,9 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								4,2 %		
Repair, refurbishement, remanufacturing	EC 5.1	9,9	6,3 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								5,8 %		
Sale of spare parts	EC 5.2	0	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0 %		
Sale of second-hand goods	EC 5.4	0	0 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0 %		
Product-as-aservice and other circular use- and result-oriented service models	EC 5.5	6,8	4,3 %	N/EL	N/EL	N/EL	N/EL	EL	N/EL								3,9 %		
OpEx of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		147,0	93,3 %	79,6 %	0 %	0 %	0 %	13,7 %	0 %								99,3 %		
A. OpEx of Taxonomy eligible activities (A.1+A.2)		**147,1**	**93,4 %**	**79,7 %**	**0 %**	**0 %**	**0 %**	**13,7 %**	**0 %**								**99,5 %**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy non-eligible activities		**10,4**	**6,6 %**																
Total		**157,5**	**100 %**																

Share of OpEx/Total OpEx*

	Taxonomy-aligned per objective	Taxonomy-eligible per objective and not aligned
CCM	0,1 %	79,6 %
CCA	0 %	0 %
WTR	0 %	0 %
CE	0 %	13,7 %
PPC	0 %	0 %
BIO	0 %	0 %

** according to the definition of OPEX by the European green taxonomy*

Other

Nuclear energy related activities		
1	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
Fossil gas related activities		
4	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

B.3 Social

B.3.1 Own Workforce (ESRS S1)

B.3.1.1 Governance (S1.GOV)

Worldline's activity is based on a skilled, high-performing, and committed workforce. To remain a leading employer, Worldline places at the heart of its strategy:

- attracting and retaining talent,
- developing skills and enabling career progression,
- a safe and respectful workplace,
- work-life balance,
- inclusion, diversity, and equal treatment for all.

Worldline also commits to respecting human rights throughout the professional journey of its employees, including during periods of transformation.

The action plans described in section 3.1 are overseen by the Group Human Resources Management and communicated by the Human Resources organizers in each country. The technical, human, and financial resources dedicated to these actions are planned within the framework of the annual budget exercise (budget allocated to Human Resources departments). The objectives concerning social issues are defined within the TRUST 2025 program and, since 2025, in its new version TRUST 2030. They are aligned with the Group's business model. Their relevance has been confirmed by the double materiality analysis.

HR action plans are intended to consist of ongoing actions or those renewed each year. When action plans have specific time horizons (2025 or 2030), this is specified in the text.

Social indicators are collected at each entity and centralized by the Group Human Resources Directorate, which performs first-level consistency checks. These data are audited annually by the external auditor of the sustainability report.

B.3.1.2 Overview of our workforce: employees (S1-6) and non-employees (S1-7)

The geographic employee distribution is evolving to support the talent mobilization strategy in the most relevant markets, notably the Global Competency Centers (Romania, Poland, India), whose staffing increased by approximately 10 %. The divestitures announced in 2025 (MeTS activity and some other activities ancillary to Worldline's main Payment activity) will reduce the perimeter by approximately 3 500 employees in 2026.

Worldline's activity largely relies on projects (client integration, technological developments, etc.). To manage this variable workload, Worldline employs a number of subcontractors and independent experts. This temporary resource is integrated into Worldline's work environment and also allows for the incorporation of specific expertise to ensure continuity of activities.

Metrics	2024	2025	Methodology
Number of employees	18 112	18 106	Headcount: number of employees under contract with Worldline at the end of December (excluding interns, trainees, apprentices)
Number of women employees by headcount	6 468	6 549	
Number of men employee by headcount	11 644	11 557	
Number of non-employees	5 766	5 654	The non-employee workforce includes sole proprietors ("independent workers") and temporary workers, individuals provided by companies whose main activity is employment (NACE code N78) at the end of december.
Number of employees who have left the company during the reporting period	2 334	2 147	Departure movement = All employees who left the company during the past year.
Staff turnover rate during the reporting period	12,8 %	11,8 %	The total number of “departures” includes all employees who left Worldline during the past year. This rate is tracked monthly.
Voluntary rate of employee turnover in the reporting period	6 %	6 %	The total "voluntary departures" include all employees who left Worldline by resigning during the past year. This rate is analized monthly.
Global absenteeism rate	3,6 %	3,9 %	Absenteeism rate = (Days of absence * 100) / (Prioritized full-time contractual employees * 22 days)

Number of employees per geography	2024	2025	2025/2024 variation
Number of employees for Main countries (India, France and Germany).	9 037	8 903	-1,48 %
Of which: France	3 801	3 655	-3,84 %
Of which: India	2 674	2 754	+2,99 %
Of which: Germany	2 562	2 494	-2,65 %
Asia	3 336	3 462	+3,78 %
Europe	14 022	13 905	-0,83 %
Latin America	49	50	+2,04 %
North America	158	152	-3,80 %
Oceania	547	537	-1,83 %

Types of contracts	2024	2025	2025/2024 variation
Number of permanent employees	17 951	17 948	-0,02 %
Including: women	6 369	6 460	+1,43 %
Including: men	11 582	11 488	-0,81 %
Number of temporary employees	161	158	-1,86 %
Including: women	99	89	-10,10 %
Including: men	62	69	+11,29 %
Number of employees with non-guaranteed hours	0	0	0 %
Including: women	0	0	0 %
Including: men	0	0	0 %

All Worldline entities are included in the reporting scope. It encompasses all internal employees (permanent and temporary contracts, full-time or part-time), active and inactive, excluding apprentices, interns, and subcontractors. The calculation is performed based on the headcount at the end of the year.

The financial information relating to staff is detailed in the note to the accounts 6.1 Personnel expenses. It includes salaries and related social security contributions, payroll taxes, training expenses and profit sharing, for a total of 1 293,2 million euros.

B.3.1.3 Material impacts, risks and opportunities and their interaction with strategy and business model (S1.SBM-3)

All issues related to social questions (S1) have been assessed as material during the double materiality analysis. The impacts, risks, and opportunities (IRO) identified for each social issue are described at the beginning of each section. The Group's decarbonization efforts have no material impact on headcount.

B.3.1.4 Employee interests and views (S1.SBM-2), processes for engaging with employees and employee representatives about impacts (S1-2), and remediation processes for negative impacts and channels for employees to raise concerns (S1-3)

The Group's Chief People Officer has overall responsibility for ensuring appropriate engagement with employees and their representatives, as well as addressing their concerns.

Social dialogue

Social dialogue is a fundamental element of Worldline's culture. It ensures transparency, responds to employee concerns, complies with legal obligations, and maintains a positive social climate.

Organization

Works Councils (hereafter called WCs) are among the main actors of the Group. Employee representatives play a dominant role on the most important and confidential issues faced by the company.

Meetings are organized with employee representatives (trade unions, works councils) in all countries to discuss strategic decisions, working conditions, and HR issues, according to a schedule defined by law or jointly with the Employee Representative Institutions. A follow-up report is shared after each meeting.

In the event of major changes, such as restructurings or the introduction of new technologies, employee representatives are informed and consulted in advance, with formal responses provided to questions raised.

Each year, collective negotiations are conducted on wages, social benefits, and working conditions. A Health and Safety Committee meets at least annually to monitor well-being initiatives, based on internal surveys.

In France and at the European level, an annual report is published to present key figures of the Group and share information to monitor the impact of social policies on employees.

By the end of 2025, Worldline appointed the Head of Group Social Relations to ensure the consistency, effectiveness, and independence of Human Resources actions toward employee representatives.

Additionally, Worldline has, for several years, implemented an Integrity Line deployed throughout the group and accessible to all employees. It is described in detail in section B.4.1.4 Corporate culture and business conduct policies.

European Works Council

In most countries where the Group operates (all European countries with at least 50 employees, including the UK and Switzerland), there are employee representative bodies that are part of the European Works Council created in January 2023 at the initiative of senior management.

Topics for consultation by the European Works Council go beyond legal requirements because Worldline considers that its involvement in important transnational issues is essential.

In 2025, the European Works Council met three times in regular sessions, two more than the legal minimum. Three extraordinary meetings were also organized to ensure advance and transparent information on significant issues, recognizing their key role in these exchanges. Additionally, strategies are presented to social partners who provide advisory opinions.

Employee representatives also meet at least annually with local management and address specific topics during extraordinary meetings when necessary.

High-impact social projects in 2025

The Power 24 transformation plan (presented in February 2024) was followed as planned in 2025. A limited number of employees are still involved and monitored in this framework.

The project to sell part of Worldline's business was announced and initiated in 2025. It involves divesting part of Worldline's activities, specifically mobility and transactional services (MeTS) and the digital banking dedicated to MeTS, to the acquirer Magellan Partners. This operation is carried out in three phases: "carve-in" and "carve-out" operations to isolate the MeTS activity, the transfer of entity shares to Worldline France, and the final sale of Worldline France to Magellan Partners.

From a social dialogue perspective, Worldline manages this project by informing and consulting all relevant works councils in the countries involved. Overall, an information-consultation process took place between July 31 and December 31, 2025, with 9 local and 2 European bodies (EWC and SEC). A detailed information note is provided to each body, triggering a process extending over several months. Aspects such as social consequences for transferred or sold employees, collective status, employee representative institutions, and workplaces are addressed. Furthermore, transparent communication from the management team during social processes through roadshows, dedicated contacts at Worldline and the prospective buyer, and adherence to social dialogue procedures ensure the smooth progress of the project. The final implementation of the project is scheduled after the sale agreement is signed and social processes conclude.

Collective bargaining

Worldline ensures all employees are informed of their rights to participate in works councils and engage in collective negotiations. Through awareness/training actions and resource provision, the Group enables its staff to actively shape their working environment. Worldline also maintains strong rights to information and consultation by sharing at least quarterly updates on company performance and involving employee representatives in decision-making processes.

By encouraging employee participation via global surveys and discussion groups, Worldline captures diverse viewpoints to reflect workforce needs in its policies. Promoting a culture that values freedom of association aims to create an inclusive environment where employees contribute to the organization's success, improve well-being at work, and foster innovation.

The indicators below show the stability of the relationship between Worldline and employee representation.

Collective bargaining coverage			Social dialogue
Coverage rate	**EEA Employees (> 50 employees > 10% of the workforce)**	**Non-EEA Employees (> 50 employees > 10% of the workforce)**	**Representation at the workplace (EEA only) (> 50 employees > 10% of the workforce)**
0 – 19 %	Germany	India	
20 – 39 %			
40 – 59 %			
60 – 79 %			
80 – 100 %	France		France Germany

To determine the salaries and benefits it provides to its employees, Worldline refers to market studies and compensation analysis in each country where it operates. This ensures competitiveness in attracting and retaining talents while respecting local practices.

Actions are carried out at the national level by local HR teams, after discussions with employee representatives, and constitute an ongoing effort to ensure employees' interests are taken into account.

In the absence of collective agreements, Worldline remains subject to national labor regulations in each country. This includes minimum requirements concerning working hours, paid leave, health and safety, and protection against unfair dismissal. Worldline ensures that its policies comply with these legal frameworks.

Monitoring the effectiveness of actions

Key performance indicators include:

- the number of countries where collective bargaining agreements are in place, as well as the percentage of employees covered by these agreements;
- the frequency and effectiveness of consultations
- Monitoring the renewal and negotiation of collective agreements, as demonstrated in countries like the Netherlands, Belgium, Austria, and Spain, is essential. For countries without collective agreements, Worldline ensures that its internal processes respect local labor laws, particularly those related to working hours, paid leave, and protection against unfair dismissal;
- the success of negotiations on the annual salary review;
- the number of strikes or employee protests.

Tracking employee feedback integration into internal policies and resulting changes is also crucial.

In 2025, Worldline remains particularly attentive to the continuation of collective negotiations in countries where agreements are being renewed, such as the Netherlands, Belgium, and Luxembourg. In Austria, Worldline will implement an action plan related to well-being, resilience, social engagement, diversity, and leadership following successful negotiations in 2025.

In the coming years, Worldline aims to broaden the scope of existing policies and agreements to more effectively address employee concerns. This will involve ensuring that works councils actively participate in discussions. Furthermore, Worldline commits to respecting and strengthening workers' fundamental rights, ensuring their protection throughout negotiations and adjustments to internal policies.

B.3.1.5 Policies related to own workforce (S1-1)

The policies implemented to manage material impacts, risks, and opportunities related to the workforce are summarized in the table below. It describes Worldline's policies covering Human Capital Development, Equal Opportunities and Inclusion, as well as Working Conditions and Quality of Life at Work.

These policies explicitly address Worldline's positioning in terms of:

- Respect for human rights;
- Human trafficking, forced or compulsory labor, and child labor;
- Discrimination (racial and ethnic origin, skin color, gender, sexual orientation, gender identity, disability, age, religion, political opinion, national extraction or social origin, other forms of discrimination covered by EU regulation and national legislation), including harassment;
- Equal opportunities, diversity, and inclusion (including at-risk groups).

These policies consider the interests of various stakeholders (employees, Worldline) through usual communication and collaboration channels (meetings and negotiations with employee representatives, employee surveys, feedback from new hires or exit interviews), as well as consideration of external benchmarks (best market practices).

Policy	Key Content	Scope	Hierarchical level accountable for the implementation	Used frameworks	Availability to stakeholders
Data Privacy Policy for Employees	Inform employees about how personal data is collected, used, and shared by Worldline and its affiliates.	All Worldline entities and operations worldwide, all office and data center sites.	Chief People Officer	European Union General Data Protection Regulation (GDPR)	This document is available on Worldline SharePoint for all Worldline group.
Talent Management Policy	Talent Management Activities + Processes and Development Opportunities: This document clarifies the rules surrounding Talent management at Worldline, including the fair and equitable treatment of all employees (DE&I)	All Worldline entities and operations worldwide, all office and data center sites.	Chief People Officer	NA	This document is available on Worldline SharePoint for all Worldline group.
Learning and Development Policy	Development and Learning Principles + Global Mandatory Training: This policy aims to establish Worldline's principles regarding development and learning related to mandatory training initiatives worldwide.	All employees of Worldline.	Chief People Officer	GDPR; ISO 9001; OIT standards; PCI compliance; local labor laws.	**T**his document is available on Worldline SharePoint for all Worldline group**.**
Performance Management Policy	Defines manager and employee responsibilities to set objectives, review performance and potential, with a development and continuous feedback approach.	All Worldline Group current and future businesses	Chief People Officer	ISO 9001; GDPR; International Labor Organization (ILO) standards; employment equal opportunities laws; Worldline Management System (WMS).	This document is available on Worldline SharePoint for all Worldline group.
Global Internal Mobility Policy	Enhance employees' career development opportunities + ensure fair promotion processes, foster internal talent retention, and align with business needs through structured mobility initiatives.	All Worldline employees who qualify for Internal Mobility	Chief People Officer	Business traveler policy; mobility policies; compliance with local employment laws; use of external service providers for immigration and tax services.	This document is available on Worldline SharePoint for all Worldline group.
Gender Equality in Recruitment Policy	Commitment to equal opportunity and gender equality in talent acquisition.	Talent acquisition Center of Excellence, HR community, recruitment managers, and all other employees of Worldline.	Chief People Officer	GDPR; ILO conventions; Equal Opportunity Employment Laws (specific to the regions where Worldline operates); UN Sustainable Development Goals (SDGs).	This document is available on Worldline SharePoint for all Worldline group.
International New Hire Integration Policy	Support for international relocation. This policy facilitates the relocation of new recruits who currently reside outside the country of employment.	All entities across the Worldline Group.	Chief People Officer	Immigration compliance; Tax regulations; External Service Providers; Employment Law Compliance. ILO standards; Local Employment laws.	This document is available on Worldline SharePoint for all Worldline group.
Recruitment Policy	Adopt consistent recruiting principles, defining common processes and messages across all countries. This approach ensures process uniformity for all team members involved in recruitment.	All Worldline employees for all Worldline legal entities.	Chief People Officer	ISO 9001; GDPR; Equal Employment Opportunity Commission (EEOC) standards; UN Global Compact principles; ILO conventions.	This document is available on Worldline SharePoint for all Worldline group.
Employee Life Cycle Policy	Pre-onboarding, onboarding, reintegration, and offboarding processes: This document outlines Worldline's comprehensive employee lifecycle approach, providing information and support to stakeholders involved in the onboarding and offboarding processes to ensure a successful and engaging experience for all new hires and employees.	All external hires joining the Worldline Group.	Chief People Officer	GDPR; data protection compliance; external service provider assurances; international data transfer regulations.	This document is available on Worldline SharePoint for all Worldline group.

Policy	Key Content	Scope	Hierarchical level accountable for the implementation	Used frameworks	Availability to stakeholders
Campus Relations Management Policy	Commitment to the labor market: Worldline strives to build strong relationships to the labour market of students and graduates.	All entities across the Worldline Group.	Chief People Officer	GDPR; Worldline data protection policies; labor law compliance; campus management guidelines.	This document is available on Worldline SharePoint for all Worldline group.
International Transfer Policy	This policy describes the conditions for transferring an employee internationally, aiming at internal mobility and development. It offers employees a compensation package aligned with their peers in the host country.	All entities across the Worldline Group.	Chief People Officer	Visa and work permit compliance; tax and social security regulations; global mobility support services; international transfer guidelines.	This document is available on Worldline SharePoint for all Worldline group.
Employer Branding & Recruitment Marketing Policy	This policy defines employer branding initiatives aimed at attracting and retaining talent through a compelling value proposition, consistent communication, and cross-functional collaboration.	Worldline Group and all its affiliated entities.	Chief People Officer	Worldline global recruitment policy; Worldline gender equality policy; Worldline employer branding initiatives; partnerships with tier 1 universities.	This document is available on Worldline SharePoint for all Worldline group.
International Remote Work Policy	Attracting and retaining a diverse workforce: This policy aims to attract and retain varied talents, provide competitive benefits, support flexible working cultures, and facilitate global opportunities.	All entities across the Worldline Group.	Chief People Officer	Worldline global mobility policies; Worldline business traveler policy; compliance with local immigration laws.	This document is available on Worldline SharePoint for all Worldline group.
Commuters Policy	Guidelines for international travelers + Support for compliance and minimizing disruptions: General guidelines regarding international travel assignments at Worldline, practical assistance navigating labor laws, tax, social security, payroll, immigration, and other compliance aspects.	This directive applies to employees on assignment. • who have more than one employment contract in more than one country. Excluded are: • occasional business trips. • less than 36 days of presence in a host country during a calendar year.	Chief People Officer	Business traveler policy; global mobility policies; compliance with local labor laws; use of external service providers for immigration and tax matters.	This document is available on Worldline SharePoint for all Worldline group.
Local Plus Mission Policy	This policy facilitates the temporary transfer of knowledge and capabilities in new markets, aids talent retention, and supports client delivery while offering employees a compensation package aligned with their peers in the host country, along with relocation assistance benefits.	All entities across the Worldline Group	Chief People Officer	ISO 9001; ISO 45001; ISO 26000; UN Global Compact; Task Force on Climate related Financial Disclosures (TCFD)	This document is available on Worldline SharePoint for all Worldline group.
Long-Term Assignment Policy	Leadership development and succession planning: This policy applies to identified talents and temporarily supports their development. It offers a competitive assignment package ensuring employees on assignment are neither advantaged nor disadvantaged.	All entities across the Worldline Group	Chief People Officer	Local labor law; international compliance standards; tax regulations; Worldline global mobility policies.	This document is available on Worldline SharePoint for all Worldline group.
Health and Occupational Safety Policy	This policy is built around the nine core principles of risk prevention. These principles guide our approach to minimizing workplace hazards and fostering a culture of shared responsibility for safety.	All the Worldline employees across all Worldline legal entities	Chief People Officer	EU Framework Directive 89/391/EEC and national laws.	This document is available on Worldline SharePoint for all Worldline group.
Human Rights Policy	The aim of the Worldline Human Rights Policy is to provide a single, clear and cohesive view of Worldline's approach to managing human rights in the workplace. It establishes a framework for ensuring the dignity and equality of all individuals, irrespective of race, gender, religion, or any other characteristic.	All Worldline entities and operations worldwide, all office and data center sites.	Chief People Officer	The Universal Declaration of Human Rights ; The UN's International Covenant on Civil and Political Rights; The UN's International Covenant on Economic, Social and Cultural Rights; The ILO Declaration on Fundamental Principles and Rights at Work; The UN's Guiding Principles on Business and Human Rights; The OECD Guidelines for Multinational Enterprises; The OECD Due Diligence Guidance for Responsible Business Conduct.	This document is available on Worldline SharePoint for all Worldline group and on our external website (Corporate Social Responsibility | Worldline Global) for any interested parties
Global compensation Policy ("Total Reward")	Policy that explicitly states the remuneration principles of the Worldline group, including gender equality in treatment.	All the Worldline employees across all Worldline legal entities	Chief People Officer		This document is available on Worldline SharePoint for all Worldline group.

Details of these policies are developed in the sections corresponding to each social theme.

B.3.1.6 Talent attraction and retention, training and skills development (S1-13)

Worldline gives strategic importance to attracting and retaining qualified and engaged talent.

Policies regarding the company's workforce, outlined in section B.3.1.5, represent Worldline's strategic commitment to continuously prepare the Group's talents for the challenges of an ever-evolving payments sector.

B.3.1.6.1 Material impacts, risks, and opportunities related to talent attraction and retention, training, skills, and career development (S1.SBM-3)

Issue: Talent attraction and retention, training, skills and career development			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Associated sub-issues: Attraction and retention of experts and talents, training and skills development			
Although the impacts of Power 24 are now behind us, the organization is facing reputational damages that could harm its attractiveness and talent retention. If the organization fails to adequately fill positions with employees possessing the necessary skills, it could lead to vacancies, underperformance, a lack of knowledge transfer, and insufficient succession planning, especially for experienced employees. These challenges could cause disruptions in project delivery, operational incidents, and a weakened competitive position.	Risk	Own operations	Short term
If the organization fails to effectively manage and develop employees' skills, Worldline could face difficulties in meeting employees' expectations regarding their well-being at work, their personal development, and overall impact the company's attractiveness.	Negative impact	Own operations	Short Term
Investing in employee skills and well-being promotes individual growth. Development and retraining initiatives enable employees to enhance their job satisfaction, career prospects, and engagement.	Positive impact	Own operations	Short Term

Talent acquisition and career development

Worldline must give strategic importance to attracting and retaining qualified and committed talent. That's why career development is a priority, with dedicated programs offering personalized support, internal mobility opportunities, and support mechanisms. These initiatives are perceived by employees as essential drivers of motivation and engagement.

Skills development

In a highly skilled and demanding technology sector, rapidly evolving, Worldline pays particular attention to continuous training. The Group places skills development and knowledge sharing at the heart of its corporate dynamics. Maintaining a competitive position requires staying at the cutting edge of products and processes, discerningly analyzing the external environment, and mobilizing internal skills to design innovative solutions. The Group thus strives to remain agile, proactive, and ready for change.

With this in mind, Worldline aims to become a truly learning organization by constantly exploring new ways to disseminate knowledge among its employees and developing a process for identifying and developing skills.

B.3.1.6.2 Policy related to talent attraction and retention, training, skills, and career development (S1-1)

The following Group's policies provides a structured framework that ensures all employees have access to the tools and resources needed to strengthen their skills, advance their careers, and contribute to the company's long-term success :

- Talent Management Policy
- Learning and Development Policy
- Performance Management Policy
- Global Internal Mobility Policy
- Gender Equality in Recruitment Policy
- International New Hire Integration Policy
- Recruitment Policy
- Employee Life Cycle Policy
- Campus Relations Management Policy
- International Transfer Policy
- Employer Branding & Recruitment Marketing Policy
- Local Plus Mission Policy
- Long-term Assignment Policy

These policies, for which the elements are presented in section B.3.1.5 Policies related to own workforce (S1-1), are an essential part of the overall business strategy aimed at developing talent, encouraging internal mobility, and ensuring that the Group is well positioned to meet future challenges.

B.3.1.6.3 Targets related to talent attraction and retention, training, skills, and career development (S1-5)

As part of the **TRUST** program:

- For TRUST 2025, the goal was to promote 32 hours of training per year for each employee, providing them with the necessary resources to stay ahead of industry trends and maintain their professional skills.
- For TRUST 2030, the goal will be to maintain the target of 32 hours of training per year for each employee.

Other objectives include:

- For 2025, internal mobility: at least 30 % of recruitment through internal promotions and transfers
- For 2030, internal mobility: at least 50 % of recruitment through internal promotions and transfers
- Talent development: access to tailored development programs for employees identified as experts, project leaders or people leaders;

These objectives have been established in collaboration with key stakeholders. They are based on surveys and consultations with employees. The 32-hour target is based on internal data and sector benchmarks, integrating digital skills training needs.

Continuous improvement

Key indicators (training hours, completion rates) are monitored quarterly and shared transparently. Feedback from local teams and Business Units inform the evolution of programs. Regular consultations with stakeholders promote continuous improvement and ensure that training programs evolve according to employees' needs.

For example, ongoing feedback initiatives such as Learning Fridays have inspired new formats like Be Future Ready sessions, illustrating Worldline's commitment to remaining a learning organization.

By the end of 2025, Worldline has also defined future TRUST 2030 objectives, focusing on employee engagement, diversity, and the development of strategic skills.

B.3.1.6.4 Performances related to talent attraction and retention, training, skills, and career development (S1-13)

Indicators	Scope	2024	2025
[S1-13 83b] Average number of hours of training per employee per year (also TRUST 2025 Objective)	Group, except school interns, paid or unpaid, external, apprentices.	25,29	25,24
Average number of days* of training per employee per year (* 7 hours/day)		3,6	3,6
Average number of training hours per female employee		22,56	25,39
Average number of training hours per male employee		26,80	25,15
[S1-13 83a] Percentage of employees who participated in regular performance and career development assessments[1]		74 %	84 %
Percentage of employed women who participated in regular performance and career development assessments		67 %	79 %
Percentage of employed men who participated in regular performance and career development assessments		78 %	86 %

TRUST Indicators 2025	2024	2025	2025 Target
Average number of training hours per employee per year	25,29	25,24	32

In a singular social context, the level of training efforts has been secured and has progressed by +48 % compared to 2021.

Other piloting indicators (intern mobility)	2024	2025	2025 Target
Percentage of recruitments carried out through internal promotions and transfers	24%	31%	30%

B.3.1.6.5 Actions related to talent attraction and retention, training, skills, and career development (S1-4)

Our main initiatives in 2025

- Continuing the bi-monthly "Be Future Ready" program, focused on strategic themes related to technology and the payments universe, with active participation from several thousand employees.
- Launching a skills-based career development plan.
- Launching targeted training programs to enhance key skills, prepare employees for new roles, and support Group transformations.
- Continuing talent recruitment and strengthening internal mobility.
- Launching a new Leadership Model.

Our projects by 2030

- Reinforcing stronger talent and performance management .
- Clarifying career paths and visibility to internal mobility opportunities to support sustainable professional growth and enhance talent retention.
- Fully integrating the Leadership model and associated behaviors into career development, training, and performance processes.
- Reinforcing and expanding training programs in technology, digital, and payments to keep employees at the forefront of current and future practices.
- Increasing skills-based learning.
- Offering high touch career services and reskilling for roles that may be at risk as part of our on-going transformation.

1 SASB TC-SI-330a.2

Action #1 – Talent Attraction, Acquisition, Retention and Performance

Objectives: "Reinforcing stronger talent and performance management" and **"Fully integrating the Leadership model and associated behaviors into career development, training, and performance processes"**

***(a)* Talent Management**

Talent Management is a central pillar of Worldline's People strategy. Every employee is regarded as a potential talent, encouraged to grow through continuous learning, high performance, and leadership development. These initiatives reinforce Worldline's commitment to building a strong pool of future leaders and ensuring organizational success and resilience in the long term.

Career development and talent management are central pillars of Worldline's HR strategy. Every employee is regarded as a potential talent, encouraged to grow through continuous learning, high performance, and leadership development. These initiatives reinforce Worldline's commitment to building a strong pool of future leaders and ensuring organizational success and resilience in the long term.

***(b)* Talent Identification**

Worldline prioritizes internal talent identification. The annual "Employee Review" process is key to Worldline's HR strategy, helping identify high performers and high potentials and creating personalized development plans. It also aims to identify potential successors and highlight gaps in the talent pipeline.

***(c)* Leadership Development**

In 2025, Worldline organized two additional cohorts of its talent development program, One WL Academy, bringing together 96 of the most promising employees across the Group, including emerging talents and senior talents. A dedicated talent mentoring program was also launched to strengthen individual development. Additionally, 283 employees completed leadership programs, and 198 employees successfully completed the Agile Leadership Program.

Leveraging this momentum, Worldline expanded its leadership and mentoring initiatives by introducing 360-degree assessments, enhanced coaching options, and self-guided leadership development paths tailored to different leadership levels, to enable broader access and impact across the organization.

This program is deployed in all geographies except Germany and Austria. The effectiveness of these initiatives is assessed through employee feedback and indicators measuring their alignment with organizational objectives.

In 2025, Worldline launched a new "Leadership Model" with associated behaviors. Going forward, these behaviors will be embedded into all career development, training and performance processes.

***(d)* Personal Performance Management**

Worldline commits to deploying a harmonized performance management process for all its employees worldwide. This structured system enables individuals to actively manage their professional development. In 2026, the Group plans to further strengthen its performance management approach by integrating behaviors into objectives and evaluations, adopting an annual review cycle.

The process rests on several key pillars:

- Clear goal setting
- Planning of individual development
- Regular feedback exchanges
- Formal performance evaluations

Managers play a crucial role by providing targeted support to help employees develop their skills and meet Group objectives.

This system is based on a fundamental principle: fairness in decision-making. Trainings include unconscious bias awareness to ensure fair and objective evaluations.

A communication campaign reminds employees of the benefits of performance reviews. Additionally, training and webinars are offered to managers to enhance their skills in evaluation, goal setting, and conducting constructive discussions.

Monitoring the effectiveness of implemented actions:

The system's efficiency is measured by the completion rate of evaluations and objectives, ensuring alignment with strategic priorities and overall employee development.

***(e)* Talent Attraction and Acquisition**

Worldline seeks to be the "Employer of Choice for payments and technology talent" in each country where we operate. This involves a prioritization of hiring candidates who will have long term employability and career growth within Worldline, attracting skills required to service clients and grow the business.

Worldline's global talent acquisition processes support the organizational goals and ensure that Worldline recruiters and hiring managers work jointly to attract, select, and hire the right skills, knowledge, and values that needed to achieve the strategic ambition.

In 2025, the talent acquisition function successfully pursued the Power 24 effort, streamlining the regional capacity and initiating an increased emphasis toward internal mobility.

By 2030, additional talent acquisition efforts will be made to simplify, harmonize, and optimize the talent acquisition operating model, enhancing the proximity with local business stakeholders. This will result in optimization of sourcing and better access to diverse talent markets. Actions include shifting more transactional activities to the Global Capability Center (GCC) and focusing even more on internal mobility.

Action #2 – Skills Development

Objective: "Reinforcing and expanding training programs in technology, digital, and payments to keep employees at the forefront of current and future practices" and "Increasing skills-based learning"

***(f)* Continuous Learning Culture**

Worldline fosters a culture of continuous learning; viewing training and development as an essential driver of employees' employability and Worldline's collective performance. Beyond compensation and benefits, learning opportunities are recognized by HR professionals as a key factor in employee satisfaction and retention. A culture of continuous and "lifelong" learning is promoted through a dedicated number of learning hours per employee and a vast and diverse offer of autonomous digital trainings and instructor-led trainings, either internal or external as needed. With this in mind, Worldline aims to become a truly learning organization by constantly exploring new ways to disseminate knowledge among its employees and developing a process for identifying and developing skills. It is also reinforced through the annual development objectives setting process.

***(g)* Skills Development**

In a highly skilled and demanding technology sector that is rapidly evolving, Worldline pays particular attention to skills development. Worldline seeks to maintain a competitive position that requires employees stay at the cutting edge of products and processes, integrating changes in the external environment and market, and mobilizing their skills to design innovative solutions. The Group thus strives to develop a workforce that is agile, proactive, and ready for change.

Training programs are designed to:

- Support skill development in key areas relevant to both organizational objectives and employees' professional aspirations, including technical skills, leadership, and interpersonal skills;
- Offer specialized training pathways for leadership roles, emerging technologies, and cross-functional collaboration capabilities;
- Promote certifications and partnerships with recognized educational institutions to enhance employees' professional qualifications.

Skills Attribution

Employees have access to several tools to attribute skills and competencies to their MyHR portfolio (employee profile), relating to their role and experience. This supports their career discussion with their manager, their mobility opportunities and development objectives. The attribution of skills and assessment of competency levels are an opportunity to present one's strengths and qualifications, without any impact on performance or remuneration. The Skills Seeker Agent and Knowledge Hub are additional resources to discover the skills and experts in any domain.

Strategic skilling and Employability

Beyond compensation and benefits, professional development is recognized by HR professionals as a key factor in employee satisfaction and performance. Worldline's training framework aims to develop an employable and future-ready workforce equipped with cutting-edge skills and essential payment industry knowledge, enabling employees to excel in their roles and support Group growth.

To align its training strategy with strategic objectives, management identifies priority training themes. Worldline's strategic TOP 10 learning priorities include: Google Cloud, Generative AI, Product Management, Project Management, Agile, SAFe Agile, DevOps, Leadership, Sales Effectiveness, Intercultural Skills, and Architectural Resilience.

Specific programs designed to support these strategic learning priorities include:

- Product Management Academy
- Move to Cloud Curriculum
- Gen AI Awareness
- Project Management Framework
- Payment Ecosystem Training

Global Learning Catalog

With more than 25 000 training options, Worldline ensures employees have access to a diverse, structured and continuously updated offering. This includes digital platforms like LinkedIn Learning, Percipio, and SpeeXX, virtual instructor-led courses, and internal training covering digital payment technologies, leadership, interpersonal skills, and role-specific topics.

Virtual Live Training

Live, interactive training sessions improve learning. Worldline offers:

- The annual two-week series "Be Future Ready" continued in 2025. This program aims to prepare employees for technological shifts and strategic challenges in the payments sector by offering interactive sessions, practical workshops, and digital resources. The first week of the series brought together over 5 600 participants, demonstrating strong employee engagement and the program's impact on strategic skill development.
- Periodic "Learning Fridays" bi-weekly sessions (expert insights) are also organized.

Moreover, the teams organize targeted and country-specific interactive webinars tailored to the needs of the local workforce.

Peer Learning Promotion

This approach enhances training effectiveness and fosters a culture of collaboration and knowledge sharing. Employees build professional networks while continuously developing their skills.

Key initiatives include **Communities of Practice**, such as the "Curious Learner Club," encouraging idea sharing and best practices. Internal expertise is harnessed through the **Internal Trainers Club**, engaging experienced employees to lead training sessions on priority topics identified by peers.

Hackathons and Emerging Technologies Training

Worldline also organizes **hackathons** to stimulate innovation, teamwork, and problem-solving. These events not only promote experiential learning but also enable employees to collaborate to solve real challenges. To support digital transformation, Worldline also conducts awareness and training campaigns on digital skills, particularly around em**erging technologies such as generative artificial intelligence.** These campaigns include interactive question-and-answer sessions, allowing employees to interact with experts..

Training Effectiveness

Monitoring of the effectiveness of actions is done through internal KPIs:

- Average effective training hours per employee, aiming for at least 32 hours annually by 2030 under the TRUST 2030 commitment. For 2025, the average is 25 hours.
- Breadth and variety of training offerings, measured by learning success rates for live courses and satisfaction rates when available.
- Indirect performance impact (not directly measurable).

Action #3 – Career Development and Internal Mobility

Objectives: **"Clarifying career paths and visibility to internal mobility opportunities to support sustainable professional growth and enhance talent retention"** and **"Offering high touch career services and reskilling for roles that may be at risk as part of our on-going transformation"**

(h) Career Development

Career development is prioritized through individual and collective development resources, programs and initiatives. Worldline promotes career growth opportunities, both within the role and to other roles through internal mobility. These initiatives are essential drivers of motivation and engagement. Worldline offers employees multiple advancement opportunities, including promotions and lateral moves, to ensure employability and long-term development.

Career development resources available to employees include:

- Career Development Handbook
- Individual Development Plan
- Job Shadowing
- Stretch Assignments
- International Mobility
- Internal Mobility
- Coaching
- 360° Feedback for Development
- "I am Remarkable" Workshops
- EmpowHERment

Individual Development Plan (IDP)

The IDP is a career and development tool designed to help Worldline employees craft personalized growth pathways aligned with their professional aspirations and medium- to long-term development goals. At least once a year, each employee can participate in a discussion on the IDP with their manager to identify development needs and define relevant actions. The process's effectiveness is monitored through progress in development, completion of IDP-related actions, and alignment of objectives with company needs.

Internal Mobility

Internal mobility is a key lever to valorize internal talent and leverage existing talent within the organization. The measures of Worldline's career development policy include:

- Clear career paths for technical and managerial positions;
- Internal mobility programs, aiming for 50 % of hires to be internal by 2030 (31 % in 2025);
- Succession programs with personalized coaching and mentoring to prepare future leaders for executive positions.

In 2025, the target was at least 30 % of positions to be filled internally. The results were 31 % of positions were filled internally. Worldline offers employees multiple advancement opportunities, including promotions and lateral moves, to ensure employability and long-term development.

In line with the "Internal First" initiative, the Group aims to fill 50 % of positions internally by 2030. Supporting actions include:

- Deployment of an internal career platform encompassing all Group openings, including joint ventures;
- Organization of career presentation events and internal recruitment campaigns;
- Conducting individual career discussions;
- Continuous communication through newsletters highlighting available opportunities.

Beyond managerial tracks, Worldline has developed alternative career avenues:

- International mobility to place the right people in the right roles at the right locations;
- Implementation of a new architecture of job families to increase transparency and career planning.

Since 2022, this new harmonized architecture gradually replaces older models (GCM and ICL), aiming to boost professional belonging and provide a clear career development framework without altering current contracts, job titles, missions, or objectives.

In 2025, Worldline launched a career path feature based on skills, enabling employees to explore potential career paths related to their current roles and discover new opportunities aligned with their aspirations.

Mentoring, Reverse Mentoring, and Group Coaching Programs

Talents are offered tailored coaching programs to assist them during key career phases, transitions, or specific interpersonal skills development. Each participant receives individual coaching from certified coaches, aimed at helping them achieve career ambitions and unlock potential. Over 80 employees benefit annually, with plans to expand these initiatives to foster a coaching culture across the organization.

B.3.1.7 Health and safety at work (S1-14)

Worldline is committed to promoting health, safety, and the improvement of working conditions across all its sites. This commitment is reflected in a comprehensive policy that incorporates risk prevention principles (physical, chemical, psychosocial, fire, etc.) and adapts actions to local specificities, while respecting Group standards. The responsibility for this commitment is shared among HR teams, occupational health services, site managers, and supervisors, supported by local health and safety committees.

To implement this commitment, Worldline has established structures and initiatives that foster collaboration. Specific training, such as mental health awareness, enhances the capabilities of its teams to support employees. In some countries, centralized health and safety structures standardize practices and ensure a consistent approach. These efforts include consultations and meetings with the employees who are qualified or appointed for that purpose, risk assessments, and targeted action plans developed in collaboration with employee representatives.

B.3.1.7.1 Material impacts, risks and opportunities related to health and safety (S1.SBM-3)

Occupational health and safety issue			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Associated sub-issues: physical, chemical, and psychosocial hazards, fires, altercations, earthquakes			
The inability to ensure the health and safety of employees would expose Worldline to significant financial risks. Incidents in the workplace (physical, chemical, psychosocial risks, fire, altercations, natural disasters) result in direct costs (compensation, legal expenses, cleanup) and indirect costs (loss of productivity, increased insurance premiums). Damages to reputation caused by security failures would affect investor confidence, customer relations, and talent acquisition, thereby impacting profitability. This risk was particularly heightened in 2024 due to the Power 24 program, despite partial mitigation through initiatives implemented in 2025 at the Group level (notably Worldline for Me, CARE, Holivia).	Risk	Own operations	Short term
Accidents and incidents in the workplace (physical, chemical, psychosocial, fire, altercations, natural disasters) can cause injuries, illnesses, or even deaths, severely impacting employees' quality of life at work. Exposure to psychosocial risks, such as stress and harassment, may result from the current context of transformations. This could lead to mental health issues and decreased job satisfaction (employee morale, confidence in management, and overall work environment).	Negative impact	Own operations	Short term

B.3.1.7.2 Policy related to health and safety (S1-1) and targets (S1-5)

Worldline places the health, safety, and well-being of its employees at the core of its priorities. The relevant policies are detailed in section B.3.1.5 Policies related to own workforce (S1-1). The goal is to provide a safe and healthy work environment for its employees. A dedicated occupational health and safety policy was formalized in January 2025, incorporating risk assessments, safety training programs, and awareness of best practices to prevent accidents and occupational hazards, encouraging employees to actively participate in health and safety initiatives.

The Hygiene, Health, and Safety (HHS) function ensures rigorous monitoring of risks through incident reporting tools (such as the DUERP in France), with an annual review of all risks across all sites.

Monitoring of the effectiveness of implemented actions

Management indicators include:

- The number of risk assessments conducted;
- The percentage of employees trained on safety protocols;
- The number of safety-related reports.

The effectiveness of these actions will be measured by the reduction of occupational accidents, as well as the improvement of employee well-being, morale, and productivity.

Worldline has not set a formal target regarding health and safety at work, but its ongoing ambition is to improve the working conditions for its employees.

B.3.1.7.3 Performances (S1-14)

Indicators	2024	2025
Number of deaths due to work-related accidents and work-related health issues	0	0
Number of deaths resulting from work-related accidents among other workers who are not self-employed but work on the company's sites	0	0
Number of recordable work-related accidents among other workers who are not self-employed but work on the company's sites	0	0
Number of recordable work-related disease cases, subject to legal restrictions on data collection	0	0
Number of days lost due to work-related injuries and deaths resulting from work-related accidents, work-related diseases, and health-related deaths	1 231	1 184
Number of recordable work-related accidents	70	70
Rate of recordable work-related accidents	1,8 %	1,9 %
Percentage of employees covered by a health and safety management system	/	87 %*

**for Europe only*

B.3.1.7.4 Actions related to health and safety (S1-4)

Our main initiatives in 2025

In 2025, Worldline strengthened its commitment to the well-being of its employees, focusing on mental health, workplace safety, and social protection.

Mental Health and Well-being:

- Launch of the Holivia platform in October 2025, accessible to all employees in Europe.
- CARE project in France, deployed to prevent psychosocial risks and improve quality of life at work.
- Employee assistance program implemented in most countries.

Workplace Health and Safety:

- Formalization of the Occupational Health and Safety Policy in January 2025.
- Formalization of the On-Call Policy.

Social Protection:

- Implementation of a common protection framework, the "Worldline Global Care Program".

Worldline's action plan includes ongoing health and safety promotion and awareness, along with the review of safety procedures across all sites when necessary. The health and safety committees (HTS) collaborate continuously. In France, for example, the "Prevention Committee" and "Protection at Work" (CPPT) update the Risk Assessment Document – DUERP – annually.

Action #1 – Assessment and prevention of health and safety risks

Objective: ensure a healthy and safe working environment, reduce accident risks, and preserve employees' well-being.

Worldline complies with health and safety regulations in all countries where it operates, through strict legal adherence and local professionals to uphold its principles. In some countries, the group is even ISO 45001 certified (notably in Spain). Additionally, a network of coordinators in Europe monitors and enforces health and safety standards.

Annual inspections, audits, and training programs are carried out to ensure compliance and foster a prevention culture. These initiatives also include ongoing collaboration with local authorities and external experts to improve workplace safety.

Worldline adopts a proactive approach by regularly convening Health and Safety Committees—monthly, quarterly, or as needed—to address issues such as ergonomics, emergency planning, and proposed improvements. These meetings provide a platform for constructive dialogue and ensure employee concerns are addressed promptly.

The Group implements initiatives to promote well-being and prevention awareness. More broadly, it encourages sports or fitness activities in key regions and provides ergonomic chairs or desks.

Examples include:

- Medical examinations are conducted in accordance with the law for all employees at Worldline's main sites;
- France celebrated World Safety Day with quizzes, workshops, and coffee breaks to raise awareness about occupational risks. A Prevention Health Day was also held, gathering health experts and partners;
- In Austria, teams have a on-site doctor present according to a dedicated schedule and receive training on nutrition, resilience, and exercises;
- Belgium introduced a dedicated Seniority Plan for employees aged 50+ and 55+. It also offers activities such as a sports week (including tai-chi, yoga, football, fitness, dance), health sessions with experts, and health checks;
- Luxembourg's HR department works with occupational physicians. A staff representative is dedicated to health and safety, working with "employee representatives" appointed by management;
- In Belgium and the Netherlands, employees returning from long leave are supported;
- Some German sites provide weekly fruit baskets;
- Fitness rooms are available at Luxembourg and Paris La Défense locations.

Internal indicators tracked include the number of inspections and audits, the percentage of employees trained on health and safety protocols, the number of health and safety committee meetings, and participation rates in well-being and prevention programs.

Action #2 – Assessment and prevention of psychosocial risks at work

Objective: proactively evaluate and reduce psychosocial risks, including harassment, intimidation, discrimination, and inappropriate behaviors, to ensure mental well-being for all employees.

In such situations, Worldline promotes the use of the alert hotline across the Group, alongside related policies and training.

Worldline actively fosters a mental health-friendly work environment and provides tailored support to employees. Several initiatives have been implemented:

- Holivia Platform: Launched on October 1, 2025, for all employees in Europe, this confidential platform provides access to psychologists (three free sessions per employee), themed webinars (stress management, sleep, self-confidence, etc.), and a resource library for well-being. Information sessions have been organized for all employees, and manager training has been provided to equip them with the skills to manage their own mental well-being and support their teams effectively.
- "Mental Health @ Work Week" (October 6-10, 2025): This event gathered nearly 200 participants daily for four interactive sessions focused on acquiring resources and insights to promote well-being at work and in life.
- World Mental Health Day (October 10, 2025): Group commitment to mental health was promoted globally through specific local actions.

These actions are complemented by an employee support program, offering free and confidential assistance to help employees and their families resolve personal or professional difficulties. This program builds on best practices developed during the pandemic.

Furthermore:

- Since 2024, in France, the CARE project has aimed to improve quality of life and working conditions (QVCT) and prevent psychosocial risks (RPS). This collaborative project involves managers, union organizations, employee representatives, and HR management, supported by an external partner. It used a questionnaire to gather employees' perceptions of resources, stress sources, and improvement suggestions. Feedback was used to co-develop an action and prevention plan.

- Since 2021, Worldline has provided training to support employees on returning to the workplace, adapting to the new Digital Workspace environment, and adopting new work practices post-pandemic.

Monitoring is based on the number of employees accessing support services, the percentage trained in psychosocial risk prevention, and alert hotline usage rates. Future measures will evaluate training effectiveness and awareness campaigns.

Action #3 – Volunteer first aid training at the workplace

Objective : strengthen safety culture, limit risks during emergencies, and protect people at work.

Volunteers at each site in Austria, Luxembourg, Belgium, Germany, France, Italy, Netherlands, and Spain receive employer-funded training to master basic first aid and recognize professional risks, as well as actions to take in case of fire or other extreme events (earthquakes, storms, etc.) that may increase in frequency.

In France and Germany, employees were also trained as "Mental Health First Aiders" by specialized external providers—Unirh transition in France, and Zentralinstitut für Seelische Gesundheit in Germany. In Belgium, trusted persons have been designated as contact points for mental health concerns.

Follow-up of these activities relies on indicators such as the number of trained employees, training session frequency, participation in fire drills/practical exercises, and the number of incidents managed by volunteers.

B.3.1.8 Working conditions (S1-15)

For Worldline, working conditions are material because they directly influence costs, productivity, and legal risks during restructurings or reorganizations. Specifically, they impact:

- safety and compliance (health, safety, working hours, leave, segregation of roles)
- attractiveness and talent retention (remuneration, benefits, training)
- operational costs (absenteeism, turnover, transition time)
- relationships with employee representatives (works council, collective agreements, social plans)
- project implementation (e.g., TUPE[1], transfers, localization of activities)

B.3.1.8.1 Material impacts, risks and opportunities related to working conditions (S1.SBM-3)

Working conditions issue			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Associated sub-issues: Unfair working conditions (excessive overtime, inadequate pay, etc.), employment stability, privacy of the company's staff			
Job insecurity leads to a high turnover rate, increasing recruitment costs and creating skill gaps. Abusive working conditions (overtime, low wages) significantly raise the likelihood of violations of labor laws, resulting in fines, compensation claims, and reputational damage. These conditions also contribute to health issues, further increasing costs. Restrictions on employee rights (union activities, expression) also pose risks of legal action and reputational harm, although the likelihood varies depending on location. The assessment campaign highlights potential financial impacts stemming from a degraded social climate (for example, through strikes in Europe), which can result from, among other things, the current organizational transformation.	Risk	Own operations	Short term
If Worldline fails to provide a healthy work environment that respects workers' well-being, ensures job stability, and complies with labor laws, employees could find themselves in precarious and abusive working conditions, affecting their physical, mental, or psychological health, and limiting their access to basic needs and fundamental freedoms.	Negative impact	Own operations	Short term

1 *TUPE : Transfer of Undertakings. This regulation aims to protect employees' rights in the event of a business transfer.*

B.3.1.8.2 Policy related to working conditions (S1-1)

Worldline is committed to fostering a work environment where the allocation of working hours supports both productivity and employee well-being. The Group recognizes that balanced working hours are essential to maintaining engagement, health, and performance among its workforce. Policies regarding working hours are designed at the local level, coordinated by the Human Resources Department of each country, to comply with applicable legal regulations and to take into account the diverse needs of employees. Although the Group has not defined a formal global objective in this area, this decentralized approach ensures flexibility tailored to national contexts.

The Group's approach emphasizes:

Work flexibility and respect for local regulations

Worldline adopts a balanced approach to working hours, combining flexibility with strict compliance with legal requirements in each country. This includes respecting daily and weekly limits, as well as mandatory rest periods.

Aware that requirements vary depending on roles, the Group implements specific guidelines to adapt expectations regarding working hours. For "critical" positions, that is, roles ensuring the continuity of operational activities (customer service, payments, security, service promise, etc.), which are more exposed to workload or require increased vigilance, the Group offers additional resources and support to prevent overwork and promote a healthy work-life balance.

Promotion of work-life balance

Worldline has implemented a dedicated policy for work-life balance. In most countries, working conditions are governed by collective agreements. For employees not covered by these agreements, local internal processes are applied, always in compliance with local labor laws.

These agreements define employment conditions, social benefits, salaries, working hours, and other essential aspects of work. They are based on best HR practices and aim to ensure positive labor relations, prevent disputes, and ensure full compliance with legislation.

In France, all agreements are published on the open platform of the Labor Administration (DRIEETS), ensuring transparency and accessibility.

B.3.1.8.3 Targets (S1-5)

As part of the **TRUST 2025 program:**

- Employee engagement: assessment of the impact of training initiatives on employee satisfaction and performance through ongoing surveys and feedback sessions.

This objective has been defined by the Group's governance bodies and presented annually to the employee representative bodies.

B.3.1.8.4 Performances (S1-15)

Indicators	Scope	2024	2025
Percentage of employees eligible for family leave	All entities of Worldline are included within the reporting scope.	100 %	100 %
Percentage of eligible employees who have taken family leave		3,5 %	2,9 %
Percentage of female employees eligible for family leave who have taken it	All internal employees (permanent and temporary contracts, full-time or part-time), active and inactive, except for apprentices, interns, and subcontractors	5,9 %	6,4 %
Percentage of male employees eligible for family leave who have taken it		2,1 %	0,9 %

According to Worldline practice, 100 % of employees are entitled to family leave.

TRUST Indicators 2025	2024	2025	2025 Target
Overall employee satisfaction measured by the TRUST Index from the Great Place to Work® survey.	64 %	65 %	69-70 %

The economic context at Worldline, which has deteriorated since late 2023, has made achieving our employee satisfaction target more difficult. Despite this environment and transformation challenges, we have managed to maintain the satisfaction rate at 65% since 2021. Furthermore, we observe a slight positive trend in this indicator between 2024 and 2025. At the same time, participation in surveys has increased, rising from 64% to 68%.

B.3.1.8.5 Actions related to working conditions (S1-4)

Our main initiatives in 2025

These initiatives, deployed worldwide and adapted locally, are structured around three key pillars:

- Strategic Communication and Dialogue: Launch of the Teams channel "CEO Insights" for direct exchanges with Management and organization of the roadshow "Re-Engage and Connect" in Europe
- Managerial and Cultural Development (behaviors and working methods, empowerment of managers).
- HR Dynamics and Employee Engagement

Action #1 – SMART Working Conditions

Objective: attract and retain talent

Worldline's working conditions are aligned with industry standards. The Group favors SMART working conditions that promote stability and flexibility:

- **99 %** of employees are on **permanent contracts**, and **92 % work full-time.**
- **Part-time** work is facilitated upon request to support work-life balance.
- **97 %** of employees have access to telecommuting, within a hybrid model allowing **50 % remote work on average.**

Progress in this initiative is indirectly measured through attractiveness, attrition, and retention levels.

Action #2 – Prevention of Excessive Overtime

Objective: to create a work environment that balances productivity and employee well-being through fair and flexible working hours.

Teams ensure the prevention of excessive overtime by monitoring working hours, providing fair compensation when overtime is necessary, and promoting a good work-life balance through guidelines tailored to each position.

To continuously improve its practices, the Group tracks key indicators such as average working hours, overtime rates (using the Time Plan tool), and employee feedback (ongoing and/or through performance reviews), allowing it to adapt to the evolving needs of its workforce.

Action #3 – Initiatives to promote dialogue and employee well-being

Objective: Beyond its actions in career development, training, compensation, and benefits, Worldline places the well-being of its employees at the heart of its HR strategy. This approach is built on three fundamental pillars:

- Support social dialogue to defend human rights and ensure fair working conditions;
- Promoting diversity and equity to ensure an inclusive work environment (see section B.3.1.9);
- Engaging in a continuous improvement dynamic to remain a recognized employer as a Great Place to Work®.

Since 2024, regarding this last point and thanks to the results of its annual GPTW (Great Place to Work) survey, Worldline has identified and implemented several significant initiatives related to well-being across its local entities:

1. **Top-down initiatives**

- **Enhanced communication:** Launch of the Teams CEO Insights channel in April 2025 to share messages from the CEO and foster open dialogue with employees.
- **Strengthened social dialogue:** through (i) a local and European network, employees are represented in a proximity social dialogue (local workers' council) and at the European level (European Works Council EWC, and SEWC Equens Worldline), and (ii) through information and/or consultation meetings with employee representative bodies in the countries concerned on topics requiring in-depth social dialogue.
- **New leadership model:** Deployment of a clear leadership model defining expected behaviors and methods to help managers better engage and support their teams.
- **"Re-Engage and Connect" Roadshow:** Organization of 9 face-to-face events in European offices to present the 2025 Worldline Playbook and strengthen human connections (2,300 participants, 94% satisfaction).
- **"Be Future Ready" Roadshow:** Five roadshows organized across Europe (in the Netherlands, Belgium, France, and Germany) to promote internal mobility, increase visibility of offers by Business Unit, and raise awareness among managers to actively encourage internal mobility within their teams.
- **Empowering managers during transitional periods:** Provision of a Managerial Transformation Kit with webinars, HR resources, and tools to support teams through change.
- **Strengthening HR proximity and employee engagement**: Local initiatives such as RH'Impulse in France (conferences, workshops, and challenges), the "Stay Close" channel in Greece, informal "Monthly Lunches" in Italy, and dedicated sessions for managers in Germany to bring HR closer to employees.
- **Conviviality and connection**: Events like "Monthly Thirsty Thursday" in Belgium and the Netherlands, "Monthly Get Together" in Germany, monthly breakfasts in France, and a cycling event at Mont Ventoux to strengthen social bonds through sport (100 European participants).

- **Improvement of local communication**: Enhancing local communication via dedicated Teams channels, plenary meetings, and the introduction of the "Speak-up Box" in Nordic countries (physical and digital). This initiative aims to encourage feedback, whether anonymous or open, through HR, management forums, or the engagement committee.
- **Empowering managers for team events:** Clarifying guidelines to enable managers to organize team events to boost cohesion, celebrate successes, and facilitate integration of newly formed teams.

2. **Upward initiatives**

- **Working groups** to gather employees' expectations and co-develop concrete actions;
- **Improving working conditions:** renovating spaces, creating collaborative zones, and conducting annual surveys on buildings, followed by action plans discussed with employee representatives. Worldline's Logistics and Housing team conducts an annual survey for each building, which results in improvement plans discussed with the Social Committees.

3. **Networking and Team Building Initiatives**

Worldline actively promotes cohesion among employees through various networking and group activities. In addition to the annual "Well-being at Worldline" week, organized across all countries, numerous events are offered throughout the year:

- **Networking events**: organized in all regions, allowing employees to connect, share, and exchange experiences. For example, the UNITE network brings colleagues together around inclusive initiatives and inspiring life stories.
- **Community engagement**: Worldline encourages employees to participate in charitable actions benefiting local communities, thereby strengthening its civic commitment.
- **Sports mobilization and camaraderie: Sports challenges (marathons in Riga, Vilnius, Rome, Milan; "Race for the Cure" in Greece; cricket and football tournaments in India; dance classes in Belgium) provide opportunities for staff to actively engage, strengthen team bonds, and foster a healthy spirit of competition.**

Monitoring the effectiveness of actions

The effectiveness of the programs is measured by an annual Great Place to Work® survey. In 2025, the group achieved a participation rate of 68 % versus 64 % in 2025, indicating its success with employees.

At the same time, at the national level and in accordance with local labor laws, the group tracks key indicators such as average working hours, overtime rates, and employee feedback on work-life balance. Each country applies its own regulations and specific controls without a universal goal, reflecting the diversity of its operations.

B.3.1.9 Equal treatment for all, inclusion and diversity (S1-9), (S1-10), (S1-11), (S1-16) et (S1-17)

B.3.1.9.1 Material impacts, risks and opportunities related to equal treatment, inclusion and diversity (S1.SBM-3)

Worldline acknowledges that the lack of a fair and inclusive work environment poses a material risk, both human and regulatory, as well as reputational. Gender inequalities, discrimination — particularly against people with disabilities — and a lack of diversity can hinder talent attraction, harm employee well-being, and impact the overall performance of the Group. Conversely, actively promoting equal opportunities, pay equity, and inclusion not only helps to uphold fundamental rights but also enhances innovation, customer loyalty, and Worldline's competitiveness.

Challenge of Equality of Treatment and Opportunities for All			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Sub-issue related to: Gender equality			
Worldline identifies the risk of not providing a gender-equitable work environment, which could lead to disparities in treatment within the organization. Such a risk is likely to impact talent attraction and retention, lead to non-compliance with regulations related to equal pay and opportunities and damage its reputation.	Risk	Own operations	Short term
Failing to effectively promote gender equality and ensure equal pay for equal work may infringe on fundamental human rights and harm employees. Persistent gender inequality can limit women's access to professional development opportunities and advancement, perpetuate existing pay gaps, and contribute to feelings of undervaluation and discrimination within the workforce.	Negative impact	Own operations	Short term
Promoting gender equality can improve women's access to technical and digital professions, as well as leadership positions within Worldline. This goal has led to the implementation of a Group-wide mitigation plan to address pay gaps.	Positive impact	Own operations	Short term
Sub-issue associated: Discrimination, including against people with disabilities			
If Worldline fails to ensure an inclusive, fair, and equitable working environment, leading to discrimination (particularly in recruitment, promotion, or compensation towards people with disabilities), inappropriate working conditions, or exposing employees to psychological or sexual harassment, the Group could violate labor laws and face fines, compensation claims, and reputational damage. A lack of diversity would also directly impact financial performance by limiting Worldline's ability to understand and effectively serve diverse customer segments. This would result in missed market opportunities, ineffective marketing campaigns, reduced innovation, and decreased customer loyalty. Reputational damage could also affect investor confidence and access to capital. Finally, current reorganizations may have increased overall stress and the risks of inappropriate behavior.	Risk	Own operations	Short term
Employees who suffer from harassment, discrimination, or unfair treatment experience decreased well-being, declining morale, and reduced job satisfaction. This can lead to increased stress, anxiety, and even health problems. Discrimination against disabled individuals can create barriers to employment and limit their opportunities for professional development.	Negative impact	Own operations	Short term

B.3.1.9.2 Policy and targets related to equal treatment, inclusion and diversity (S1-1) and (S1-5)

Worldline recognizes, respects, and promotes diversity (such as gender, race, color, ethnic or social origin, genetic characteristics, language, religion or beliefs, political or other opinions, membership in a national minority, property, birth, disability, age, or sexual orientation). It aims to ensure that all employees receive fair pay through a transparent compensation policy. Worldline ensures that decisions regarding promotions, bonuses, salary adjustments, and any other incentives are free from bias. Worldline also commits to offering equal opportunities for career development and advancement, notably supporting women in leadership roles and ensuring diversity in recruitment processes.

The Group is committed to providing a safe work environment, free from discrimination, and to promoting fair and ethical behaviors within its workforce through its Gender Equity policy.

Worldline also strives to ensure that all employees receive fair pay. This leads the Group to maintain a fair and responsible remuneration structure by ensuring that the salary of its highest-paid executive does not represent a disproportionate multiple of the median employee salary, thereby promoting equity within the Group. For more information, see section B.1.2.3 Integration of sustainability results into incentive systems (GOV-3).

In anticipation of the completion of the TRUST 2020 program, the five-year CSR transformation program TRUST 2025 was developed at the end of 2019. It brought together internal stakeholders to define the five-year CSR objectives. The five-year objective proposals were reviewed by the management committee, approved by the Chief Executive Officer before being definitively submitted to the CSR Committee of the Board of Directors. The latter approved the proposed KPIs as well as the 2025 ambition. Each year, the annual goals are defined in the management committee and approved by the CSR Committee of the Board in line with the 2025 ambitions.

Worldline's commitment to diversity and inclusion is formalized by two of the TRUST 2025 Performance Indicators:

- Raising the proportion of women in leadership positions to 35%
- Increase by 20% the number of employees with disabilities in countries with current legislation by 2025, compared to 2022.

B.3.1.9.3 B.3.1.9.3 Performances related to equal treatment, inclusion and diversity (S1-9), (S1-10), (S1-11), (S1-12), (S1-16) and (S1-17)

Compensation indicators[1]	Scope	2024	2025
Percentage of employees earning the adequate applicable salary (S1-10), which allows for the satisfaction of the needs of the worker and their family under the economic and social conditions where they reside.	All entities of Worldline are included in the report's scope. All employees (permanent and temporary contracts, full-time or part-time), active and inactive, excluding apprentices, interns, and subcontractors.	99,98 %	100 %
Share of employees covered by social protection against income losses due to major life events (S1-11)	All entities of Worldline are included in the report's scope.	92 %	91 %
Ratio of the total annual remuneration of the highest-paid individual to the median total annual remuneration of all employees (excluding the highest-paid individual) (S1-16)***	Members defined by the general assembly during the annual general meeting (AGM) or the extraordinary general meeting (EGM) for Worldline SA Group. All employees (permanent contracts, full-time or part-time), active, present for the entire year, excluding the CEO and all members of the EXCOM**. Apprentices, interns, and subcontractors are not taken into account in this indicator. To ensure data comparability, salaries of employees outside France have been adjusted using a purchasing power index (2024 COLA or 2024 Numbeo).	14,7 %	31,81 %
Average gender pay gap in percentage * (S1-16)	All entities of Worldline are included in the report's scope. All employees (permanent and temporary contracts, full-time or part-time), active and inactive, excluding apprentices, interns, and subcontractors.	14,43 %	14,93 %
Median gender pay gap in percentage (S1-16)	All entities of Worldline are included in the report's scope. All employees (permanent and temporary contracts, full-time or part-time), active and inactive, excluding apprentices, interns, and subcontractors.	N/A	15,16 %

* Corresponds to the following raw calculation: *(Men's overall average salary - Women's overall average salary) / Women's overall average salary*. This gender pay gap (S1-16) corresponds to the average gross difference between men's and women's salaries calculated across all staff without differentiation by grade or position. It is an unadjusted gross gap, in line with the CSRD salary transparency directive.

** The variation is due to a methodological change; the CEO was not included in the calculation of the indicator in 2024.

*** Non-cash benefits, such as company cars, private medical insurance, life insurance, and well-being programs, are not included for the entire scope.

Salary adequacy calculation methodology: The Group uses references that meet the criteria defined by the Sustainable Development Initiative (IDH) (“Roadmap on Living Wages, A Platform to Secure Living Wages in Supply Chains”) for the following countries : Denmark, Finland, Norway, Sweden, Switzerland and Singapore.

1 *SASB TC-SI-330a.3*

Diversity indicators (S1-9)	Scope	2024	2025
Number of employees under 30 years old	All entities of Worldline are included in the report scope. This includes all employees (permanent and temporary contracts, full-time or part-time), active and inactive, excluding apprentices, interns, and subcontractors.	2 719	2 566
Number of employees aged 30 to 50		11 132	11 291
Number of employees over 50 years old		4 261	4 249
TRUST 2025 Objective: Percentage of women in management positions (Goal 35%)		26%	28 %
Number of women in senior management		61	65
Number of men in senior management		76	121*
Percentage of women in senior management		45 %	35 %
Percentage of men in senior management		55 %	65 %
Number of women in the workforce (S1-6)		6 468	6 549
Percentage of women in the workforce		36 %	36 %

** The main observed explanation for this increase in 2025 results from the appointment of a new CEO in 2025, triggering a reorganization of the EXCOM and the linked collaborators.*

Indicators regarding employees with disabilities (S1-12)	Scope	2024	2025
Percentage of employees with disabilities, (subject to legal restrictions regarding data collection).	All employees (permanent and temporary contracts, full-time or part-time), active and inactive, excluding apprentices, interns, and subcontractors.	1,73 %	1,82 %

TRUST Indicators 2025	2024	2025	2025 Target
TRUST 2025 Goal: Percentage increase since 2020 in the number of additional disabled workforce in the countries imposing legal requirements (France, Germany, Italy, Poland, Romania, Austria)	+18 %	+24 %	+20 %
TRUST 2025 Goal: Percentage of women in management positions	26 %	28 %	35 %

With a strategy combining removing recruitment barriers and promoting a more inclusive culture, we increased the number of employees with disabilities in target countries by 24 %. Awareness, voluntary disclosure encouragement, and stronger support for employees were the key levers behind this significant improvement.

Although we have not yet reached our 35 % target for women within the management positions, we recorded positive progress on several key indicators over the last five years (2021-2025): the percentage of women within the management positions rose from 23 % to 28 %, the EXCOM women percentage increased from 18 % to 55 %. These advances are largely explained by our initiatives to foster an inclusive environment, support women's career development, and implement inclusive HR processes.

Discrimination and harassment indicators (S1-17)	2024	2025
Number of discrimination incidents, including harassment, reported during the reference period (excluding not admissible cases)*	20	29
Number of complaints filed with the OECD National Contact Points for multinational enterprises	0	0
Number of complaints filed through employee channels for raising concerns (including grievance mechanisms), excluding those already reported above and excluding not admissible cases*	40	61
Amount of fines, penalties, and compensations for damages related to incidents and for serious human rights incidents	0	0
Amount of fines, penalties, and compensations for damages related to serious human rights violations (e.g., forced labor, human trafficking, or child labor) (higher than 100k per case)	0	0
Amount of material fines, penalties, and compensations for damages resulting from incidents and complaints related to discrimination, including harassment (higher than 100k per case)	0	0
Amount of material fines, penalties, and compensations for damages caused by discrimination and harassment (higher than 100k per case)	0	0
Number of serious human rights issues related to our own workforce that constitute violations of the UN Guiding Principles and the OECD Guidelines for Multinational Enterprises	0	0
Number of serious human rights incidents involving company personnel during the reference period	0	0
Number of incidents and/or complaints related to labor and serious human rights impacts within company personnel, together with any substantial fines or sanctions related thereto during the reference period	0	0

** Not admissible cases include, for example, information requests or incidents with a specific process that do not fall within the scope of the whistleblowers process.*

In 2025, there was a 50% increase in the number of admissible alerts, rising from 60 to 90, due to increased awareness and greater confidence in the whistleblowing system.

B.3.1.9.4 Actions related to equal treatment, inclusion and diversity (S1-4)

Our main initiatives in 2025

In terms of compensation and collective benefits, no new program was launched in 2025. However, the existing arrangements, outlined below, have been continued as in previous years.

Actions related to compensation and benefits are defined following industry standards: Worldline aims to remain competitive. Their relevance is checked at least once a year through Group processes, external comparisons, and key indicators such as turnover rates or detailed GPTW results.

Action #1 – Fair Compensation and Benefits

Objective: Promote social justice, recognition of work, and sustainable employee engagement

The Worldline Group ensures through its compensation policy:

- Fair salary meeting the needs of the employee and their family, taking into account the economic and social conditions of the country;
- Equity through annual salary review campaigns across all regions;
- The right to equal pay between women and men for equal work or work of equal value.
- Compliance with legal requirements regarding minimum wages, according to local legislation or collective agreements, depending on the country;
- An adaptive compensation policy aligned with the macroeconomic context to remain competitive.

The compensation policy is based on several key principles, applied at both Group and local levels:

- Providing competitive compensation packages aligned with local market practices;
- Rewarding the performance of eligible employees through short-term incentive plans;
- Engaging employees in the long-term performance and results of the Group, as well as the interests of shareholders via employee share ownership plans;
- Ensuring retention through long-term incentives;
- Offering competitive, flexible social benefits tailored to individual needs, family situation, and lifecycle of each employee, in compliance with local legislation.

Worldline also fosters a reward culture based on success, enabling managers to promptly reward their teams for exceptional performance or contributions.

The bonus system is governed by strict rules, combining financial and qualitative criteria, with control mechanisms to ensure integrity and strategic alignment. No bonus is paid in case of serious misconduct or non-compliance with the code of conduct.

Since 2022, Worldline has incorporated CSR performance indicators from the TRUST 2025 program into the short-term variable compensation for executives. This development reflects the Group's intention to link financial performance to its societal commitments, particularly in terms of sustainability, inclusion, and social responsibility. The elements relating to this variable remuneration are described in Section B.1.2.3 "Integration of sustainability-related performance in incentive schemes (GOV-3)".

Bonus objectives are weighted according to their strategic importance, and monitoring them helps reinforce transparency, responsibility, and the alignment of executive compensation with the Group's values.

Action #2 – Profit-sharing agreements and incentive schemes

Objective: Fairly involve employees in the Group's performance and enhance their motivation

Profit-sharing agreements

A profit-sharing agreement has been in place since 2019 within the Worldline Economic and Social Unit (UES), in accordance with French regulations. It provides for the sharing of a special profit-sharing reserve when conditions are met. This agreement does not apply to the entities Worldline E-Commerce Solutions France and Worldline Prepaid Services France.

Collective Savings Plan

Since 2014, employees with more than three months of seniority can invest in Worldline mutual funds (FCPE) through the employee shareholding plan "Boost". This scheme aims to strengthen their involvement in the Group's success.

Action #3 – Employee social protection

Objective: Provide enhanced social protection to ensure the safety and well-being of employees facing life's uncertainties

Worldline ensures that all its employees benefit from social protection to mitigate income loss during major life events. This coverage is provided through local public schemes and additional social protection programs directly offered by the Group in each country of operation.

Global Coverage

All Worldline employees, regardless of their status or country of assignment, are protected against income loss related to life events (illness, unemployment, occupational accident, established disability, maternity leave, and retirement) through national mechanisms complemented in some cases by the Group.

"Worldline Global Care" Program

This international program provides:

- Death coverage for 100% of permanent employees (minimum 12 months' salary);
- Enhanced medical and disability coverage according to local standards;

- Protection in case of serious illnesses, even without legal schemes;
- Possibility of teleworking up to 50% of working time.

Each country can offer additional benefits (retirement, company cars, recognition, medical check-ups, flexible benefits), in line with Group policies and local expectations.

Action #4 – Gender Equality Program

Objective: Ensure the application of the principle of equity in access to leadership positions, and reach a target of 35% women within the executive committee (TRUST 2025 Objective)

Launched in 2017, this program is a pillar of Worldline's TRUST 2025 commitment, aiming to strengthen women's representation and ensure equal opportunities within the Group.

Aware of the ongoing imbalances in the IT and engineering sectors, Worldline acts to improve female representation at all levels. By 2025, women represent 28% of the executive committee, with a target of 35%. The Board of Directors also includes 5 women among its members.

Diversity indicators are included in the monthly people insights report and the quarterly CEO report to the board, reviewed at ExCo and the Board regularly.

Our Total Rewards Policy provides that in all its actions and decisions related to total rewards and recognition awards, Worldline acknowledges, respects and promotes diversity (gender, race, political views and disability) and aims to ensure that all employees are paid a fair wage, i.e. a wage that meets the needs of the worker and his/her family, considering the country's economic and social conditions, in line with the applicable benchmarks and internal equity.

Worldline enforces equal treatment as a general principle and prohibits the introduction of any discriminatory criteria in the salary increase process. As part of the non-discrimination commitment, Worldline ensures that any decision of salary increase complies with the right to equal pay between women and men for equal work or work of equal value.

A strategy based on four pillars

Worldline acts globally and locally across four complementary axes:

Gender equity in existing programs

Worldline ensures that the representation of women in its development programs, such as the leadership program for managers and the "One Wordline Academy" for high potentials, is aligned with their overall representation within the company or target groups. The goal is to guarantee equitable access to development opportunities.

Dedicated Development Paths

To promote women's access to managerial positions, Worldline offers targeted programs:

- EmpowHERment: strengthens leadership posture and confidence among non-managerial women.
- MentHERship: provides personalized coaching through mentors.
- I Am Remarkable: accessible to all, this program helps employees better showcase their skills and achievements.

Together, these programs have engaged 80 female colleagues for EmpowHERment, 18 women for the MentHERship pilot, and 90 participants for I Am Remarkable.

Integration of Inclusive Practices into HR Processes

- Training on unconscious biases for recruiters;
- "At least One woman" rule in applications;
- Internal tool "Job Description Genie" for inclusive job offers;
- "Fairer-decision Checklist" to help managers make more equitable decisions by limiting the impact of their biases during performance reviews;
- Presentation of diversity and inclusion commitments from onboarding.
- To promote women's access to managerial positions, Worldline offers targeted programs:

An inclusive culture on a daily basis

Worldline is actively working to cultivate an environment where everyone feels included and valued. This includes supporting networks like UNITE and the "Inclusive Learning" training program. These initiatives aim to raise awareness, educate, and encourage inclusive behaviors on a daily basis.

Action #5 – Considering Disability

Objective: Better train and integrate people with disabilities by involving their colleagues, and increase the proportion of staff with disabilities by 20% compared to 2020 in countries where regulations allow this count (TRUST 2025 Goal).

For twelve years, Worldline has implemented specific programs for people with disabilities, mainly in France in collaboration with employee representatives.

In 2022, Worldline signed a company agreement regarding the employment and retention of employees with disabilities, valid until 2025, for France. This agreement focuses on six areas: recruitment, retention, training of HR Directors, communication and awareness for all audiences, expanding external employment opportunities through protected and adapted employment sectors, and finally supporting accessibility. Each year, an action plan and a report are shared in the joint monitoring committee. For 2026, a unilateral employment commitment plan for people with disabilities has been established and shared with the Works Council.

The global and national action plan includes:

- Raising awareness among recruitment teams, managers, and employees about disability at work. For example, during the Global Accessibility Awareness Day (GAAD), various initiatives were launched in Germany, Austria, and Switzerland with their local partner MyAbility. Worldline also organized expert conferences, workshops, and digital accessibility training, along with awareness programs for all employees, including:
- convivial moments such as shows or sports competitions to better understand the impacts of illnesses and disabilities;
- in France, awareness workshops on motor disorders and chronic illnesses, immersive virtual reality experiences on visual impairment, and intervention by neurodiversity expert job coaches to facilitate communication and collaboration between employees with disabilities and colleagues;
- Eliminating recruitment barriers: HR teams have established local partnerships with specialized actors in various countries (MyAbility, Specialisterne, Talent Handicap TAKpełnosprawni, Ability Hub);
- Supporting employees with disabilities to retain their jobs. Workstations have been adapted on major sites in France, Belgium, Germany, and Italy. Facility modifications systematically consider accessibility, including reserved parking, specialized furniture, accessible toilets, special tables, specific phones for hearing-impaired persons, etc.;
- Strengthening inclusive digital communication, both internally and externally.

Moreover, Worldline incorporates disability into its responsible purchasing practices, notably by collaborating with the sheltered workshop sector.

B.3.2 Workers in the value chain (ESRS S2)

B.3.2.1 Material impacts, risks and opportunities and their interaction with workers in the value chain (ESRS 2 SBM-3)

Challenges related to working conditions, health, and safety within the supply chain			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Associated sub-issue: Social impacts of poorly managed procurement			
Violations of human rights and health and safety incidents among suppliers can lead to substantial fines and legal costs resulting from non-compliance with regulations. Supply chain disruptions caused by supplier instability or reputational damage can lead to higher procurement costs, delivery delays, and potential loss of revenue. Reputational damage related to associations with unethical labor practices can harm investor confidence, customer relationships, and the ability to attract and retain talent.	Risk	Value chain	Short term
Workers can suffer physical injuries, illnesses, psychological harm, and the deprivation of fundamental rights, such as fair wages, safe working conditions, and freedom of association. These violations perpetuate cycles of poverty and inequality, undermining human dignity and social justice.	Negative impact	Value chain	Short term

The double materiality analysis showed that the group's value chain does not present significant risks of exposure to child labor, forced labor, or compulsory labor.

B.3.2.2 Policies related to value chain workers (S2-1)

General Policy on Responsible Purchasing

Worldline has integrated its process to address negative impacts related to workers throughout the value chain (related to human rights, and workers' health and safety) into its general **Responsible Purchasing policy**. This policy is detailed in section B.4.2 *Supplier Relationship Management* (G1-2), including payment practices (G1-6).

The implementation of this policy is led by the **Procurement Director**, with **support from the Finance Director**. It targets both internal and external audiences and is accessible on Worldline's website.

This policy defines:

- The sustainable procurement strategy,
- Supplier risk assessment,
- ESG performance monitoring,
- Ethical purchasing practices.

It allows Worldline to ensure compliance with international standards such as:

- The UN Guiding Principles on Business and Human Rights,
- The ILO Declaration on Fundamental Principles and Rights at Work,
- And the OECD Guidelines for Multinational Enterprises.

This policy is embedded within a comprehensive strategic vision of procurement embodied in Worldline's overall Purchasing Policy.

It enables Worldline to communicate its commitments regarding Responsible Purchasing to its internal and external stakeholders and its expectations of suppliers based on social, ethical, and environmental criteria. Other internal policies and processes complement it, such as the due **diligence policy for business partners.**

As described in section B.4.2 Supplier Relationship Management, Worldline also has a ***Partner Integrity Charter***[1], signed during the establishment of a relationship and aligned with the principles of the UN Global Compact, which summarizes the principles and actions all of Worldline's partners must adhere to in the areas of human rights, labor, environmental preservation, and anti-corruption.

This charter must be signed by all new suppliers (even without a contract) upon their integration, and attached to contracts whenever possible.

The value chain workers are defined more precisely in the Integrated Report, section "A.10 Procurement and Suppliers."

B.3.2.3 Dialogue Processes with Value Chain Workers on Impacts (S2-2), Process to remediate negative impacts, channels for value chain workers to raise concerns (S2-3)

Responsible purchasing

Responsible purchasing at Worldline aims to ensure that suppliers respect human rights, labor standards, and environmental protection.

All processes related to human rights, health, and safety are integrated into the **supplier risk pre-assessment** system and ESG actions carried out with them. The **EcoVadis** assessment, particularly in its "Human Rights" pillar, is a key tool used in this context. It also provides valuable information on the environmental and ethical performance of suppliers.

Worldline maintains an active dialogue with its suppliers on social and environmental issues. In 2025, as part of Worldline's signing of the Responsible Purchasing Supplier Relationship Charter, the Group put in place a new communication channel called "Mediator" for suppliers, which takes the form of an email address provided in the supplier onboarding and payment processes. The mediator is a Worldline employee who is neither part of the purchasing team nor the legal team to ensure relative independence, thereby facilitating conflict resolution with a supplier if necessary. Additionally, a **warning system** is accessible to all workers in the value chain, allowing them to report any concerns related to human rights. This mechanism is presented in the **supplier charter**, which is systematically shared during interactions with partners. The alert system and supplier relationships are detailed in section B.3.1.12 Human Rights and Modern Slavery, and in section 4.2 Supplier Relationship Management (G-1), including payment practices (G1-6).

Furthermore, regular exchanges take place with strategic suppliers representing more than 60% of the Group's total expenditure. For subcontracting suppliers, initiatives such as satisfaction surveys are occasionally organized to listen to the voices of subcontracted workers who have access to the Worldline IT network, collecting their feedback on various topics: compliance and ethics, mission appropriateness, well-being at work, satisfaction levels regarding their assignment, etc. This initiative aims to better monitor respect for human rights as well as health and safety at work.

In 2025, no severe human rights issues or incidents connected to the upstream or downstream value chain, were to report.

1 https://worldline.com/content/dam/worldline/global/documents/reports/worldline-business-partners-integrity-charter.pdf

B.3.2.4 Targets and performances (S2-5)

The effectiveness of actions taken regarding respect for human rights in the supply chain is measured through the indicators presented in the section B.4.2 Managing relationships with suppliers (G1-2), including payment practices (G1-6) within Worldline's responsible sourcing strategy.

B.3.2.5 Actions taken concerning value chain workers (S2-4)

All action plans related to workers in the value chain are detailed in section B.4.2.5 Responsible Purchasing Actions.

B.3.3 Consumers and end-users (ESRS S4)

B.3.3.1 Process to engage with end-users and channels for consumers and end-users to raise concerns (S4-2) and (S4-3)

Worldline only maintains direct relationships with its B2B clients (institutional and merchant customers). Some of these are small merchants who could be more directly affected by service outages or disruptions. In this chapter, the term "end users" refers to Worldline's "Group" customers, not end users of the payment methods themselves. With regard to these end users, Group customers are responsible for engagement or reporting of concerns.

The issues specific to end users that Worldline addresses relate to **dialogue with end users**, **platform resilience**, and **personal data protection**. These topics are covered in the three sections below.

The Group's policies do not fall within the scope of the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, or the OECD Guidelines for Multinational Enterprises.

B.3.3.1.1 Material impacts, risks and opportunities related to dialogue with end-users

Issue : Transparency with end-users			
Titled			
Worldline, which primarily communicates with its institutional and business clients (B2B), must also face high expectations and concerns from clients and end-users regarding transparency.	**Nature**	**Relevant value chain**	**Time horizon**
Associated sub-issue: dialogue with end-users			
Negative feedback from card holders can lead to the loss of small contracts or clients. In a more serious case, damage to the reputation questions our perspective of remaining in the market. This newly considered scenario increased the scores for impact materiality and financial materiality in 2025.	Risk	Own operations	Short term
Associated sub-issue: consumer access to information			
In the event of unavailability or disruption of Worldline's services, occasional information gaps can lead to reputational risks that require improved communication strategies. In a more severe case, incomplete information can damage Worldline's reputation, necessitating strategic communication interventions. The potential impacts include loss of stakeholder trust and high crisis management costs. Proactive responses and clear communication plans are therefore essential to limit these impacts.	Negative impact	Own operations	Short term

B.3.3.1.2 Policies related to dialogue with end-users

As a customer-centric company, Worldline places a strong emphasis on customer feedback to understand expectations and service perception, and to address any questions or concerns. Worldline does not have a dedicated policy specifically on this topic but maintains a continuous merchant communications channel to identify emerging issues and transparently communicate any difficulties or outages.

This effort is supported by an adaptable framework that can engage multiple Worldline functions—such as Customer Service, Marketing, or Global Crisis Management teams—depending on incident severity or context.

B.3.3.1.3 Performances and targets

Worldline is committed to customer satisfaction, with Net Promoter Score (NPS) as the primary performance indicator for the SME segment.

Resilience platform performance indicators.	2024	2025	2025 Target
Target TRUST 2025: Customer Net Promoter Score (NPS).[1]	30	30	52
The number of complaints received from consumers and/or end users during the reference period.	N/A	N/A	N/A

In a complex business context, the Customer Net Promoter Score has been stabilized, and the customer engagement has progressed through higher numbers of feedback delivered.

Our approach ensures systemic NPS data collection throughout the year by surveying about 1/12 of our customer base per month. This methodology guarantees that all Worldline direct SME customers receive an NPS questionnaire during the financial year. Currently, the client selection, sending, and collection of NPS responses, as well as reporting, are being progressively automated. Score aggregation, which relies on multiple regional systems, requires manual consolidation that we aim to optimize.Tracking and communication of results are carried out by the Head of SMB and the Excom, with associated action plans defined.

B.3.3.1.4 Actions regarding dialogue with end-users

In the interest of transparency and customer orientation, Worldline maintains direct engagement with customers through proactive and reactive actions. The effectiveness of these actions is monitored through Net Promoter Score (NPS) tracking.

- Proactive actions:

Worldline continuously listens to its customers. In the SME line of business, for example, we monitor feedback from over 26,000 customers per year. Feedback is collected mainly via transactional and relationship surveys sent after interactions with Customer Service or annually to assess what customers value about our products and services.

The feedback is used to measure satisfaction, identify blockers and root causes, and contact the most dissatisfied merchants when risks are identified.

Additionally, Worldline monitors customer reviews on social networks (e.g., Google, Trustpilot, X, Facebook, LinkedIn). All reviews are categorized to identify low-signal risks and enable Marketing and Customer Service teams to respond directly to concerned or unhappy customers.

- Reactive actions:

Worldline commits to full transparency in case of incidents, whether caused by Worldline or a third party.

Worldline offers merchants the option to subscribe to an alert system managed by an external provider (status page). When an incident affects the customer environment, notifications are sent to subscribed merchants to inform them of the issue and its impact on payment activity.

In the event of a major incident, Worldline issues regular statements to keep customers informed until the situation returns to normal.

B.3.3.2 Platform resilience (specific issue)

The cybersecurity threat landscape is constantly evolving, driven by several factors:

- The attack surface is expanding (terminals, networks, mobile devices, connected objects, cloud systems, industrial systems, etc.);
- Attack actors are becoming more structured (internal employees, hacktivists, organized crime, nation-sponsored groups, etc.);
- Attack vectors are more targeted and complex (ransomware, cross-platform malware, IoT botnets, swift boating/hoax, watering hole, spear phishing, DDoS smoke screening, etc.).

1 Calculation mode for Net Promoter Score: NPS = % Promoters – % Detractors (results from online and email surveys of customers).

B.3.3.2.1 Material impacts, risks and opportunities related to platform resilience (S4.SBM-3)

Issue : Platform resilience challenge			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Associated sub-issue: Platform resilience			
External threats remain a major concern (geopolitical context, sovereignty, cyber threats, dependence on cloud service providers, and concentration). In the event of unavailability or disruption of the service affecting internal or external business operations, such as cloud service outages, Worldline could face direct revenue losses due to operational stoppage. The severity of the impact is directly related to the duration and extent of the disruption. Additionally, there are risks of indirect losses, including customer dissatisfaction, negative impacts on the company's reputation, and potential contractual penalties for non-compliance with SLAs (Service Level Agreements).	Risk	Own operations	Short term
In the event of unavailability or disruption of Worldline's services for external business activities, the dependence on cloud services means that a single point of failure can propagate throughout the payment ecosystem, affecting multiple stakeholders, including customers and end users. Therefore, Worldline's customers could face financial risks similar to those of Worldline, including direct revenue losses, damage to the company's brand image, and potential contractual penalties.	Negative impact	Own operations	Short term

B.3.3.2.2 Policies related to platform resilience (S4-1)

As a leader in the payments sector in Europe and a benchmark employer in these markets, Worldline bears a strong responsibility towards its stakeholders in ensuring business continuity and resilience.

Worldline has implemented a proactive resilience approach aligned with its business and technological strategy to guarantee effective business continuity plans that are tested across various scenarios, (based on an annual planning) in accordance with the international standard ISO 22301 for Business Continuity Management Systems. This approach is led by the Group Resilience Department at the second line of defense.

The Continuity & Resilience policy applies to all entities of the Worldline Group (including joint ventures).

To ensure an end-to-end resilience approach, Worldline has a comprehensive framework focused on:

- Operational resilience;
- Technological and ICT resilience;
- Supplier and partner resilience;
- Leadership during crises and end-to-end testing.

The main goal is to enable Worldline to respond swiftly to major disruptions while protecting its reputation, personnel, and customers. Business continuity at Worldline relies on developing and managing plans to safeguard employees, processes, premises, technologies, and its reputation. Through an integrated resilience framework encompassing both business and technological dimensions, Worldline guarantees operational continuity while maintaining a high level of excellence and reputation.

The Business Continuity & Resilience policy is designed as a holistic management process. It provides a structured framework to build operational resilience in times of crisis, protecting the interests of key stakeholders, reputation, brand, and value-creating activities.

Considered a strategic priority, resilience is supported by the General Management. It also mobilizes all departments and relies on the leadership of a community of resilience experts and key skills dedicated to this area.

To ensure a swift, effective, and coordinated response in case of crisis, Worldline has a Global Crisis Management Body that coordinates responses with key stakeholders and partners to ensure the continuity of the Group's services. Awareness sessions and simulations are conducted with senior management to ensure understanding of the protocol and the response approach.

In a crisis scenario, Worldline also employs an external alert system to guarantee resilient communication and enable crisis management teams to implement the validated process at the Group level quickly and effectively. This process can include mobilizing the Crisis Management Team (CMT) at both global and local levels to coordinate and manage the crisis.

Through this policy, Worldline commits to the following elements:

- **Trust:** Ensuring client’s confidence in Worldline’s ability to manage disruptions and prevent reputational damage in a harmonized manner
- **Service Availability**: Resuming critical business functions and the resources supporting them within the agreed-upon timeframe with each client, and in accordance with the levels of service defined in the contract;
- **Response Time**: Responding to and mitigating the impacts of crises quickly and effectively, in accordance with the levels of service defined in the contract;
- **Resilience Compliance**: Ensuring regulatory compliance and alignment with best practices, particularly within the scope of the DORA regulation. In a context of evolving geopolitics and increasing external threats, the need for increased monitoring and proactive response becomes essential to anticipate and mitigate potential impacts.

B.3.3.2.3 Performances and targets (S4-5)

Platform resilience performance indicators	2024	2025	2025 target
TRUST 2025 Objective: Quality score - Contracts' services availability & response[1]	99,997 %	99,9882 %	99,99 %
TRUST 2025 Objective: Quality score - Platforms' services availability & response[2]	99,9908 %	99,9849 %	99,99 %
TRUST 2025 objective: Percentage of sites certified ISO 27001 in compliance with the security policy[3]	87,3%	98,08 %	100%

The TRUST 2025 indicators related to activity resilience and service quality concern relationships with professional clients but ultimately ensure the continuity of service for end users (individuals). They were defined by the General Management in alignment with the Group's strategy.

Despite the incidents, SLAs with the customers have been respected in alignment with commercial contracts. Regarding the quality score of platforms' services, the KPI is slightly below the target due to too numerous and too heavy incidents.

An ISO 27001 certification plan for eligible sites was defined in 2023 to reach the 100% target by 2025. However, one site will postpone this priority to 2026.

B.3.3.2.4 Actions regarding platform resilience (S4-4)

Our main initiatives in 2025

- Preparation and "hypercare" during the yearend period-
- Harmonisation and automation

Our projects horizon 2030

- Payment ecosystem resilience
- End-to-end organisational resilience-

Worldline has a centralized global Business Continuity Management System (BCMS) aligned with ISO 22301, DORA, PSD2, and resilience best practices. The BCMS ensures that business continuity processes are implemented and maintained. It is detailed under Action 1.

Worldline also operates a centralized global Information Security Management System (ISMS) compliant with ISO 27001, PSD2, DORA, and GDPR, managed by the "Risk, Resilience, and Security" department.

The ISMS systematically manages the company's information, encompassing people, processes, and IT systems, guided by a risk management process. Its goal is to protect all of Worldline's assets, including those managed on behalf of clients. The ISMS is annually updated to facilitate continuous improvement. Physical security and safety policies prevent inappropriate behaviors within and outside Worldline environments.

Allocated budgets are part of the Group's operating budget.

Action #1 – Resilience and Business Continuity Management System

Objective: To ensure business continuity and strengthen overall resilience

For this purpose, Worldline has implemented a comprehensive framework to effectively manage potential disruptions, reduce their impact, and recover quickly. Adherence to ISO 22301 demonstrates Worldline's commitment to maintaining robust business continuity practices and ensuring service reliability, aligning with industry best practices.

This framework provides a structured approach covering several key topics:

1. **Reference framework**

- Establishment of an operational guide with continuity scenarios
- Methodology and reference foundation aligned with business continuity

1 Calculation method: for each contract, the monthly score = (number of SLA breaches for the contract) divided by (total number of SLAs for the contract). This individual score is aggregated at the Group level and weighted by the revenue generated by the contract.

2 Calculation method: for each platform, the monthly score = (number of SLO breaches for the platform) divided by (total number of SLOs for the platform). This individual score is aggregated at the Group level and weighted by the revenue generated by the platform.

3 Calculation method: Number of ISO 27001 eligible sites divided by the total number of eligible sites.

2. **Business Impact Analysis (BIA) and critical functions identification:**

- Identification of critical business functions, dependencies, and critical resources needed to operate at an acceptable level;
- Impact assessment from various angles (financial, reputational, contractual, legal, regulatory) in case of a business interruption;
- Risk assessment leading to business interruption and analysis of potential impacts;
- Prioritization of activities and related resources for recovery based on impact assessment and specific requirements (SLA).

3. **Business continuity strategies and plans:**

- Development and implementation of strategies to ensure prioritized business continuity;
- Definition and formalization of key continuity actions and practical information in continuity plans;
- Verification of translation from business requirements into IT and communication technology disaster recovery (ICT DR) solutions and plans;
- Implementation of rapid response and recovery mitigation actions, crisis management strategies, and coordination.

4. **Resilience testing program:**

- Annual review of detailed Business Continuity Plans (BCPs) and implementation through training, exercises, and simulations;
- Testing of ICT DR and BC solutions, organized annually, to identify gaps and improve effectiveness;
- Testing of implemented recovery and crisis management strategies to ensure their effectiveness.

5. **Monitoring and evaluation:**

- Continuous monitoring with key resilience performance indicators, oversight, and decision-making by senior management within service Continuity committees;
- Regular reviews to ensure compliance with ISO 22301 and alignment with BCMS « Business Continuity Management System »;
- Continuous improvement approach for continuity plans and solutions.

Action #2 – Operational resilience during the end-of-year period

Objective: ensure service continuity in the context of the end-of-year period

During the yearend period, hypercare mode was activated under Group crisis governance to proactively secure service continuity.-The primary objective was to ensure resilient and stable operations for customers during peak activity, with operational goals including continuous endto-end monitoring of critical environments. Thanks to the full mobilisation of Worldline teams, services and platforms remained stable.-

This setup proved useful and effective, ensuring platform robustness for customers throughout the period and concluding with operational stability across the full scope.

Given global market expectations and visibility, Worldline implemented exceptional measures to support this critical yearend period and ensure full service delivery.-

Action #3 – Harmonisation and Automation

Objective: ensure ecosystem harmonisation and automation

A dedicated program has been implemented, focused on the ICT framework, ICT thirdparty risk management, advanced testing, and regulatory and incident management.-

Worldline has deployed a Groupwide resilience and business continuity tool to centralise BIAs, plans, documents, and interdependency maps, standardise data, and support DORA compliance (including reporting).-

The tool aims to provide endto-end visibility across all critical functions and a harmonised approach to resilience management and testing. It is intended for use by all entities to ensure consistent information management and a clear mapping of dependencies between functions, platforms, and partners-.

Action #4 – ICT Resilience Infrastructure

Objective : maintain business continuity

Worldline has implemented a two-tier framework at the global level to ensure continuity of its activities, regardless of the situation: on one hand, a **secure and redundant technical infrastructure**, and on the other hand, a **monitoring team** responsible for ensuring that applications, network, and servers remain fully operational.

In 2025, Worldline has undertaken initiatives aligned with best practices, including team awareness:

- Technical webinars on resilience involving key members such as the architecture department, to cover strategic aspects such as cloud, hybrid cloud, and exit strategies.
- A series of webinars to promote a culture of ICT resilience, particularly for platform owners, the cloud center of excellence, and organizations.

1. **Platform by Design Continuity, especially in the Cloud**

Worldline guarantees high service availability through a multi-level redundant architecture. This relies on robust hardware (redundant components, RAID, etc.), sub-services distributed over multiple servers, servers hosted in separate data centers located in different countries. This design ensures high overall resilience, preventing a single failure from causing service unavailability.

Worldline incorporates high availability requirements from the design phase of each platform. In case of failure, traffic is redirected to another operational site, ensuring service continuity for users. Similar redundancy principles apply to servers, databases, and storage systems to prevent any single point of failure. They are adapted to RTO and RPO (Recovery Time Objective and Recovery Point Objective) goals.

2. Continuous Monitoring and Testing Processes

Annual tests are conducted to verify the effectiveness of redundancy and the robustness of the critical platforms. Security audits, penetration tests, and analyses are carried out for each key component of the company's infrastructure to monitor the effectiveness of redundancy and platform robustness. Additionally, a software update process is in place to ensure cutting-edge applications and address security risks identified by software vendors or the open-source community.

Worldline's data center and service monitoring for its clients are managed by a first-line support team available 24/7 and fully automated, industrialized processes. The team is spread across two different sites to guarantee uninterrupted service in case of a major disaster and is equipped with reliable monitoring tools.

Worldline implements a comprehensive disaster recovery plan to monitor the overall effectiveness of testing in alignment with platform continuity objectives.

To guide and continuously improve the overall business recovery strategy, regular reports are shared with executive management and the Executive Committee via a dedicated dashboard.

Cybersecurity training.

Worldline places a high priority on raising awareness among its employees about cyber threats. In 2025, **99 % of employees** completed mandatory training on **PCI-DSS** and **information security**, while **100 % of developers** completed specialized **secure development training**.

These internally designed trainings are interactive and tailored to the Group's operational environment. They include **phishing simulations** to enhance vigilance against such threats.

All employees, including contractors and consultants, are required to adhere to the Group's strict security policies.

Security incident management

Worldline aims for 100% resolution of significant incidents in accordance with its security policy. The goal is for incidents to be reported and root causes thoroughly understood to prevent recurrence.

In 2025, the compliance rate of security incidents was 92 %, similar to 2024 period.

Each incident is followed by a detailed report and root cause analysis to prevent recurrence and inform risk assessments. Close coordination between the Group security team and regional managers ensures rigorous follow-up. In 2025, the number of major security incidents was reduced of 90%, following reinforcement of Security controls.

To ensure the security of the information processed, Worldline has committed for years to a global program covering all activities, with recurring actions described below.

Tool #1 - Worldline's Global Information Security Management System (ISMS)

Worldline's global ISMS, harmonized across all entities, applies security policies through a risk management-focused approach. Annual updates ensure compliance and continuous improvement, integrating overall security policies and physical security.

Tool #2 - Cyber Defense Center

Worldline's Cyber Defense Center is at the heart of its cybersecurity strategy, addressing threats through a comprehensive approach centered on three pillars: prevention, detection, and response. This multifaceted strategy ensures that Worldline not only anticipates cybersecurity threats but also manages and mitigates risks effectively as they emerge.

Prevention

A proactive approach is incorporated into its strategy to counter potential threats before they materialize, based on Cyber Threat Intelligence (CTI), vulnerability assessment, penetration testing, and Red Team exercises.

Detection

Advanced tools and methodologies are in place to quickly identify and evaluate potential security incidents, such as Endpoint Detection and Response (EDR) and Security Information and Event Management (SIEM).

Response

When detection systems identify security threats, response protocols are activated to contain and mitigate potential impacts through the Security Incident Response Team (CSIRT) collaboration among internal teams and external partners, supported by regular training and simulations.

Tool #3 - Comprehensive coverage through security certifications, adapting to new cybersecurity requirements from regulators

Worldline's commitment to security is demonstrated by its Multi-Site ISO 27001 Certification program audited by an independent third party, covering additional ISO standards. This framework ensures consistent security practices across operations. Regular training programs and phishing simulations promote employee awareness. Incident management is aligned with international standards, with rigorous monitoring ensuring proactive action on security anomalies.

Tool #4 - Specific Strategy for Mobile Security Challenges

Most internet access, including banking, is now carried out via mobile applications, which are particularly vulnerable to cybersecurity threats. This underscores the urgency of implementing robust mobile security measures. In this area, Worldline's strategy is based on four pillars:

1. **Worldline Mobile Security Center:**

Established over a decade ago, this center brings together experts in mobile security, cryptography, and data analysis. Collaborating with product and pre-sales teams, these experts are responsible for evaluating and integrating emerging technologies in line with market trends to maintain a high level of security on Worldline's mobile security products. The center's initiatives directly protect more than 30 million mobile devices, for nearly 800 million transactions across multiple business sectors (payments, online banking, stock, ...), and also contribute to strengthening fraud detection tools for more than 1.5 billion payments in 2025.

2. **Develop the behavioral dimension in authentication solutions to maximize both security and user experience.**

3. **Integrate AI technologies to detect new threats as early as possible, while making product usage more efficient.**

4. **Engage expertise in consortiums and pilot projects aimed at developing the future digital identity standard in Europe.**

B.3.3.3 Personal data protection across the value chain

Each day, Worldline processes large volumes of personal data, both for its own use and on behalf of its clients. Considering the protection of personal data as a fundamental right, the Group ensures compliance with the strictest regulations in this area, whether for its clients' data or its employees'.

In response to the increasing processing of personal data, Worldline makes data protection a genuine differentiating factor, guaranteeing a high level of security and compliance. In this regard, Worldline limits the processing of personal data to the strictly necessary to ensure the proper functioning of its operations.

B.3.3.3.1 Material impacts, risks and opportunities, related to data protection (S4.SMB-3)

Issue : Data protection issue across the entire value chain			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Associated sub-issue: User data protection			
Personal data breaches, whether caused by malicious actors or due to internal failures, can entail substantial costs, including incident management, investigations, recovery of potentially lost data, and legal fees. Reputational damage to the company caused by a data breach can have a significant impact on investor and user trust, relationships with customers, and the ability to attract and retain new customers. Penalties for non-compliance with data protection regulations can significantly affect profitability. Despite robust controls and protective measures aimed at preventing personal data breaches, Worldline remains exposed to significant threats in the current environment.	Risk	Own operations	Short term
If Worldline does not implement effective measures to ensure the confidentiality, integrity and availability of its customers' personal data and end users' data, the risk of incidents and privacy violations could be increased. Personal data breaches expose information that can be sensitive, impact users' privacy, and can lead to consequences such as identity theft, potential financial losses for the company, reputational and image impact.	Negative impact	Own operations	Short term
Associated sub-issue: Transparency with end-users			
In the current context, Worldline faces strong expectations and concerns from its customers and end users regarding transparency.	Risk	Own operations	Short term
In general, negative feedback can lead to loss of contracts or customers. Conversely, a broader reputational impact could seriously jeopardize Worldline's market position.	Negative impact		
Worldline's attention to transparency issues can lead to improved customer satisfaction and loyalty through clear and consistent communication, enhanced reputation as a responsible and transparent company, and generate a durable competitive advantage and increased attractiveness to partners and investors.	Positive impact		

B.3.3.3.2 Policies related to personal data protection (S4-1) and targets (S4-5)

The Group's personal data protection policies are overseen by Worldline's *Global Data Privacy Office*. Local data protection officers may be involved in drafting and reviewing policies if necessary.

All of Worldline Group's personal data protection policies must be approved:

- At the group level, by the Data Privacy and Compliance Committee;
- For regulated entities of Worldline, by the board of directors of each entity;
- For other entities of Worldline, by the person(s) authorized to approve a policy and ensure its proper implementation.

Once approved and ratified, the Group's personal data protection policies are communicated to all Worldline employees via internal communication channels such as newsletters, intranet, and SharePoint on data protection.

The **Worldline Personal Data Protection Policy** establishes protection principles based on the provisions of the EU General Data Protection Regulation (GDPR). It is mandatory for all group entities and their employees. The Data Protection Officer of the Worldline Group is responsible for this policy.

To identify, mitigate, and monitor risks related to data confidentiality, Worldline follows the data protection assessment process outlined in the **Worldline Data Protection Assessment Policy**.

In the event of a personal data breach, **Worldline's Personal Data Breach Policy** outlines the procedures and steps to follow. This policy is also designed to ensure that the organization responds quickly and appropriately to any personal data breach in order to minimize potential damage.

If an concerned individual makes a complaint or request regarding the exercise of their rights related to their personal data, they can contact Worldline's Data Protection Officer at any time via the dedicated web form or refer to the Privacy Notice of Worldline, which provides the contact details of the Data Protection Officers. All admissible requests and complaints from concerned individuals will be handled in accordance with the framework established in Worldline's **Rights Exercise Policy** and applicable data protection regulations.

Worldline retains personal data only for the time necessary to achieve the purposes of processing or according to the durations required by applicable laws and regulations. The **Personal Data Retention Policy** of Worldline describes the organization's obligations as well as the key principles and methods related to the retention and subsequent deletion of personal data that is no longer required.

Worldline's procedures for personal data protection are also managed within the framework of Worldline's **Security Policy**, which aims to reduce risks related to incidents. The Group's security organization has established a set of policies, standards, guidelines, and preventive measures on a global scale to address security incident risks.

Furthermore, Worldline's providers are contractually obliged to comply with GDPR rules. In case of intentional actions leading to a personal data breach, disciplinary actions are provided for by the Code of Ethics.

Finally, the internal audit planning also includes an annual review of personal data protection, both locally and globally.

B.3.3.3.3 Performances and targets (S4-5)

Data protection commitments of Worldline

Worldline has structured its personal data protection policy around the following commitments:

- Ensuring the protection of personal data from the design phase of a project. Defined procedures guarantee that the principle of "Privacy by design" is integrated into all data processing activities carried out by Worldline as early as possible;
- Evaluate personal data processing activities. These assessments are documented in the processing register (OneTrust) and, if necessary, complemented by Data Protection Impact Assessments (DPIAs) to ensure compliance and the implementation of appropriate security and confidentiality measures, thereby reducing risks for individuals involved in these processing activities.
- Respond to 100% of requests from data subjects within the specified timeframes and in accordance with Worldline's privacy policy. The deployment of a dedicated tool has enabled Worldline to centralize, simplify, and harmonize the handling of these requests.

Indicators related to personal data protection	2024	2025	2025 target
TRUST 2025 objective: Percentage of requests answered on time and in accordance with Worldline's personal data protection policy	99,76 %	100 %	100 %

The target has been reached this year due to a better management of the requests received.

In 2025, Worldline handled all complaints and requests from concerned individuals within the timeframes stipulated by GDPR, thus ensuring full regulatory compliance. No fines were imposed on Worldline. No investigation was conducted by a data protection authority against Worldline.

Disclosure requirements by SASB standards not provided

- Number of users whose information is used for secondary purposes[1];
- Number of information requests by law enforcement, number of users whose information was requested, percentage resulting in disclosure[2].
- These indicators have not been published because they are outside the scope of Worldline, which does not handle personal data for secondary purposes and is not based in the United States.
- Percentage involving personally identifiable information (PII): Worldline internally monitors the number of personal data breaches in accordance with GDPR. Disclosing the percentage of personal data breaches would constitute a second, potentially conflicting report (broader scope and different meaning than GDPR's definition).
- Number of affected users ((1) Number of personal data breaches, (2) percentage representing personal data breaches, (3) number of affected users)[3],
- Worldline does not report this specific information because it does not have access to end users.
- Total monetary losses resulting from legal proceedings related to user privacy[4]: this information is considered too sensitive.
- List of countries where main products or services are subject to government surveillance, blocking, content filtering, or censorship[5]: this information has not yet been disclosed by Worldline.

B.3.3.3.4 Actions related to personal data protection on all the value chain (S4-4)

Our main initiatives in 2025

- Obtaining and deployment of binding corporate rules, which received a favorable opinion from the European Data Protection Board and the CNIL in May 2025.
- **Compliance with AI regulations** (*AI Act*): creation of risk assessment models in terms of security and compliance.
- **Redesign of the employee information notice** (*Global Employee Privacy Notice*).
- **Update of policies** regarding data breaches and data retention periods.

Actions implemented regarding data protection are part of an ongoing process and are integrated into annual processes and cycles to ensure compliance with regulations. Worldline systematically monitors the effectiveness of these initiatives through a combination of measures and internal audits. Each Data Protection Officer (DPO) produces reports to assess compliance levels in their respective areas, including data breaches and corrective measures taken.

Action #1 – Structuring and Managing Worldline's Compliance with Personal Data Protection

Objective: ensure Worldline's overall compliance with personal data protection regulations, with oversight at the highest level.

Worldline has established a dedicated organization for personal data protection, structured around a network of Data Protection Officers (DPOs) and coordinators distributed across all levels of the company: Group, business lines, and local entities. This network is managed by the Group Data Protection Officer, who reports directly to the Compliance Officer, thus anchoring it strongly within the company's governance.

As detailed in the group Data Protection Policy, the DPOs and local data protection officers submit quarterly reports to the Group DPO detailing the number of complaints received from data subjects, the number of GDPR rights requests, the rate of rights requests processed within the deadlines, the number of personal data breaches, the number of breaches that were reported to the supervisory authority, and the number of investigations by a supervisory authority. Biannually, the Group Compliance Officer informs the Worldline Executive Committee members of compliance matters, including personal data protection, during the Compliance and Personal Data Protection Committee.

Worldline ensures strict adherence to privacy laws and policies, for both employees and clients. All data processing activities are documented, listed, and recorded in a centralized register as well as in registers by legal entity, accompanied by necessary analysis and assessments to mitigate risks and impacts on individuals' privacy. If questions arise, employees can contact their entity's DPO, whose contact details are included in the Worldline Privacy Notice.

1 SASB TC-SI-220a.2
2 SASB TC-SI-220a.4
3 SASB TC-SI-230a.1
4 SASB TC-SI-220a.3
5 SASB TC-SI-220a.5

Additionally, Worldline has defined and implemented clear policies, processes, and guidelines aligned with GDPR requirements. These measures ensure that personal data are processed solely according to customer instructions, with special attention to data protection from design (privacy by design and by default).

Technical, organizational, and physical measures are in place to prevent unauthorized access, loss, alteration, or disclosure of personal data. A centralized register tracks all processing activities. Lastly, policies are regularly updated to stay aligned with regulatory developments and industry best practices.

Action #2 – Ensuring the legal compliance and security of intra-group personal data transfers

Objective: to guarantee a uniform level of protection applied to personal data transferred within the group, including to third countries.

Worldline's activity operates within a highly international context, involving significant volume and frequency of personal data flows. One of the main compliance challenges is the legal security of personal data transfers carried out within the group, between different Worldline entities.

Indeed, according to Article 46 of the GDPR, any personal data transfer outside the EU/EEA must be governed by specific guarantees to ensure that personal data is processed in accordance with European data protection standards. *Binding Corporate Rules* (BCR) are explicitly recognized by the GDPR as an appropriate safeguard to secure intra-group personal data transfers, including outside the EU/EEA. They represent a contractual commitment for member entities, which must comply with their provisions and help foster a common data protection culture within a corporate group.

BCRs also guarantee data controllers and processors established within the European Union that a uniform level of protection is applied to personal data transferred to third countries, regardless of the level of protection provided by those countries.

To meet these requirements and enhance the security level of personal data processed within the group, Worldline has initiated a process to approve BCRs, as data controller and data processor, initially processed by the French Data Protection Authority (CNIL) since May 31, 2023.

Following approval by two other national supervisory authorities and a positive opinion from the European Data Protection Board on May 5, 2025, CNIL officially approved Worldline's BCRs (*Deliberation No. 2025-037 of May 27, 2025, approving the Binding Corporate Rules for "data controller" of the WORLDLINE group, and Deliberation No. 2025-038 of May 27, 2025, approving for "data processor"*). These were published in the French Official Journal on June 3, 2025.

The Worldline *Global Data Privacy Office* initiated the deployment of BCRs in the second half of 2025, with the first phase involving the integration of Worldline entities that meet the conformity requirements defined by the BCRs.

Action #3 – Strengthen awareness of personal data confidentiality within the Worldline Group

Objective: ensure the protection of personal information and compliance with regulatory obligations.

Data protection awareness remains at the core of Worldline's priorities. Every employee who collects, handles, and/or accesses personal data must comply with GDPR requirements to maintain an adequate level of confidentiality and data security. Each new employee must complete and pass the mandatory training (e-learning) on Personal Data Protection within three months of their start date. This training must be completed and validated annually by all staff. Following 2025, when the mandatory training program was enhanced with new modules on artificial intelligence and cross-border transfers of personal data outside the EEA, Worldline will continue raising awareness in 2026 with the creation of a mandatory training module dedicated to the legal framework of BCRs.

In addition, the Global Data Privacy Office is actively contributing to drafting the Compliance newsletter, launched in September 2025 by the group's Compliance department. Aimed at around 200 legal and compliance colleagues, this bi-monthly publication covers the latest regulatory updates, case law, and internal group news on personal data protection.

Perspectives for 2026

Worldline's *Global Data Privacy Office* has developed a structured roadmap around several priority areas:

- **International transfers of personal data and BCR deployment:** Continuing the deployment of BCRs with the integration of entities meeting the requirements defined in the BCRs through an intra-group agreement, raising employee awareness through a mandatory training, and implementing annual controls of the participating entities to ensure the sustainability of guarantees for intra-group data transfers.
- Continuing compliance efforts related to Artificial Intelligence, notably the European AI Regulation (*AI Act*).

B.4 Governance (ESRS G1)

B.4.1 Governance and Business Conduct (G1-GOV1)

B.4.1.1 General principles

The Group Worldline Compliance Policy states the principles related to governance of Compliance within the Group. The Compliance function contributes to Worldline's overall strategy by helping the company achieve its objectives with integrity and in compliance with applicable legal and regulatory requirements.

The Compliance function is placed under the responsibility of the General Secretariat. The policy describes the organization of the function at the Group level and at the local level, as well as the roles and responsibilities of the Board of Directors and Management in their interactions with the Compliance function.

The objectives of the Worldline Group are as follows:

- Identify, prevent, and mitigate compliance risks;
- Comply with applicable rules and ethical principles, in accordance with the commitments outlined in its Code of Ethics and internal policies;
- Establish and maintain effective compliance management and control systems, including monitoring and reporting;
- Promote a culture of Compliance and integrity within Worldline's activities and among employees;
- Prevent potential financial, legal, and reputational damages to the Group.

In all countries where Worldline operates, risk prevention is structured into three lines of defense:

First-line functions, operational management, and support functions. These functions apply processes and perform initial controls to detect potential anomalies. They contribute to implementing the compliance program and generally developing it.

Risk Management and Compliance Functions. These functions provide tools, systems, and guidance necessary to support and supervise the first line's identification, management, and monitoring efforts. This second line is a key player in ensuring compliance within operations.

Internal Audit Function. This function provides independent control to ensure that the framework defined and implemented by other functions is effective and working as intended.

B.4.1.2 Organization (G1.GOV-1)

In response to the increasing importance of compliance issues and the fight against financial crime, the anti-money laundering teams have been and will be further strengthened to ensure effective coverage of these topics, both at the Group level and locally.

Additional expert profiles have been and will be further deployed across the organization and by line of business to monitor the following areas: financial security (anti-money laundering, sanctions, export controls), personal data protection, ethics and anti-corruption, and regulatory compliance to include the specific requirements of regulated activities.

The current organization aims to:

- **Simplify reporting** at all levels (entities, business units, Group, Board of Directors);
- **Strengthen ties with Management** by focusing on the priorities of the compliance program, identified after a thorough risk analysis;
- **Foster collaboration between the first and second lines** by sharing successes and points for improvement.

The Group Head of Financial Crime Prevention reports directly to the General Secretariat and has direct access to the CEO. The Group Head of Compliance (Data Protection, ethics, regulatory) remains under the General Secretariat of Worldline.

Experts in each compliance subject, both at the group and local levels, contribute to the deployment of the compliance program and the implementation of measures to meet regulatory expectations.

The compliance and personal data protection committee remains in place and reports twice a year to the executive committee, and has been since January 2021.

A dedicated committee for combating money laundering and terrorist financing has been established, reporting directly to the Secretary General since October 2024.

Depending on the needs, presentations are made to the audit committee of the Worldline SA Board of Directors.

B.4.1.3 Material impacts, risks and opportunities concerning governance and business conduct

Issue : Governance and business ethics			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Associated sub-issue: Corporate culture			
The lack of accountability by employees and stakeholders on internal fraud, confidential information security, and whistleblower protection topics represents a major financial and reputational risk. These risks can include fraudulent manipulations, unauthorized access to content or sensitive data, or retaliation-free reporting failures. Their realization could disrupt the Group's activities. • Additionally, regulatory and legal risks arise from a lack of maturity on the targeted topics, with potential lawsuits, convictions, or fines. • Reputational risk arising from incidents can significantly affect Worldline's external image (customer relations, competitors) and investor confidence. In 2025, this sub-theme was supported by more precise fraud scenarios (expense reports, fictitious employees and suppliers, eco-laundering). The overall risk is considered higher than the sum of local assessments due to a turbulent business environment and a deteriorating social climate.	Risk	Own operations	Short term
• Lack of awareness of risks related to these topics among employees can lead to negligence with negative impacts. The absence of a common ethical foundation and an inclusive corporate culture can create dysfunctions and hinder teams from achieving Worldline's objectives. Trust in whistleblowing mechanisms is essential to ensure employee well-being.	Negative impact	Own operations	Short term
The assessment exercise conducted this year covers more scenarios and presents greater granularity. A strong ethical culture, driven by empowerment and accountability, training, and open communication, yields substantial positive social impacts, engaging employees at all levels of the organization.	Positive impact		

B.4.1.4 Corporate culture and business conduct policies

Code of Ethics

The Code of Ethics forms the foundation of Worldline's ethical commitments. It is based on the company's core values of Innovation, Excellence, Collaboration, and Empowerment, and defines the principles that guide its business strategy. It commits Worldline to treat its employees and partners with integrity, based on merit and skills, excluding any form of discrimination.

The Code reminds employees of the importance of acting honestly, impartially, and in compliance with the laws in force in each country of operation. Since 2011, it has been incorporated into employment contracts and also applies to suppliers, partners, and third parties, who must adhere to it.

The latest version of the Code of Ethics was updated in 2025 with the arrival of the new CEO. Revisions are planned at intervals of at least two years, and more frequently if there are significant changes. To stay aligned with regulatory developments and ethical risks, the Code of Ethics grants each employee the right to report any behavior contrary to its principles.

Alert System

The Group's Compliance Alert Policy aligns with local legislations and incorporates the European Directive on Whistleblowers (EU 2019/1937), as well as the recommendations of the French Anti-Corruption Agency.

Worldline has established, for several years, an Integrity Line deployed across the entire group and accessible to all employees, partners, and stakeholders; it allows for the secure reporting of concerns, complaints, and grievances, including those related to corruption and its usage has continuously increased.

The policy:

- Defines the acceptability criteria for alerts and the steps to follow;
- Specifies the modalities for external reporting, public disclosure, and information management.

Alerts are reported to the Group Ethics and Anti-Corruption Officer, who presents a biannual report to the Compliance and Data Protection Committee. Corrective measures are decided in collaboration with the involved parties, which may include disciplinary or legal actions or improvements to internal processes. Follow-up is systematically conducted within a year of the alert.

The policy governs the prevention, detection, and handling of violations, while ensuring the protection of whistleblowers. Roles, responsibilities, confidentiality rules, and information management are clearly defined.

Over the past four years, Worldline has strengthened this system:

- Improved communication about the whistleblowing mechanism;
- Online training on protecting against retaliation, accessible to all;
- Raising awareness among Human Resources and managers about their roles as part of the surveys;
- Training of compliance officers in handling alerts with neutrality and impartiality:
- Establishment of a local whistleblower referent when laws require it;
- Appointment of a Human Resources Manager to support the handling of alerts related to discrimination and harassment and more generally about any type of inappropriate behavior;
- Updating the policy according to the latest regulatory requirements;
- Revising performance indicators (KPIs) for better monitoring;
- Enhancing the tool to improve user experience.

In accordance with French legislation, any developments in the system are shared with employee representatives, and local requirements are respected in all countries. The policy is regularly reviewed, and when modifications are made, the Human Resources department is consulted.

Whistleblower Protection

The compliance alert system has been established in accordance with the requirements of the National Commission on Informatics and Liberty (CNIL) and the European Directive of December 2021.

Management, the Global Ethics and Anti-Corruption Officer, local whistleblower referents, and Human Resources are the contact points for any employee raising an alert. The system ensures that the rights of employees as well as those of the whistleblower or the subject of the alert are protected. The employee who raises the alert is assured of complete confidentiality. The employee must not face any sanctions, retaliatory measures, or discrimination, provided that they acted in good faith and without malicious intent, even if the events related to the alert turn out to be inaccurate or if no action is taken subsequently. Disciplinary measures may be taken against anyone attempting to directly or indirectly hinder the whistleblower's ability to express their concerns.

Anonymous alerts are considered, unless local laws prohibit this.

Alert report

Indicator related to ethical alerts	2024	2025	2025 target
TRUST 2025 objective: Percentage of ethical alerts raised by employees that are processed within 2 months, with action plans defined	97 %	98 %	100 %

In 2025, 93 alerts indicating violations of Worldline's Code of Ethics were received and 90 were deemed admissible.

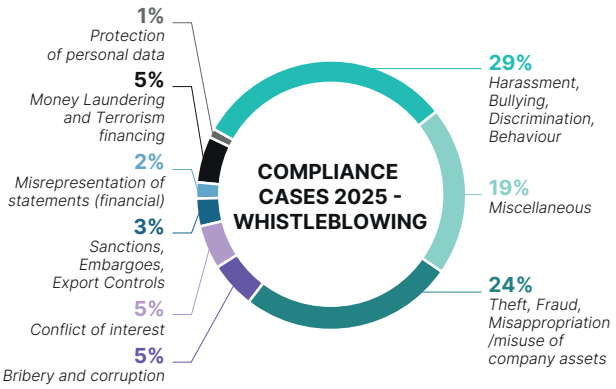
100 % of alerts received an acknowledgment within 7 days, all were processed, and for 98% of alerts, a specific investigation plan was defined within the following 2 months. The target was not achieved because for 2 alerts, it took more than 2 months to establish the investigation plan due to their complexity.

29 alerts reported were related to behavior. After investigation and in some cases, mediation or training was offered to the involved parties to improve the local climate.

No alerts concerning serious human rights violations, including non-compliance with the UN Guiding Principles and OECD Guidelines for Multinational Enterprises, were raised by the reporting mechanism. No complaints were filed with the national contact points for the OECD.

No confirmed cases of corruption were reported or detected through the reporting mechanism.

Although the Group's Compliance Alert policy is internal, the main areas of intervention are integrated into the External Policy for Anti-Corruption and the Code of Ethics.



Specific policies

In addition to its Code of Ethics and Group Alert Policy, Worldline has implemented specific global policies for its activity in the following areas to address risks of unethical behavior:

Policy regarding internal fraud committed by Worldline employees

Scope of application: All employees

Responsible for implementation: Compliance teams

Accessibility: Compliance Department Intranet Site

Worldline has a zero-tolerance policy for fraud regardless of the author or the beneficiary. The policy describes fraudulent behaviors, and its primary objective is to provide guidelines to protect the company's assets, maintain stakeholder trust, and ensure regulatory compliance. The idea is to explain the risk of fraud and to offer prevention and detection mechanisms to reduce its occurrence and enable effective remediation in case of incidents. This policy focuses exclusively on internal fraud committed by Worldline employees and therefore excludes customer fraud.

Tax Evasion Prevention

Scope of application: All Group entities

Implementation responsible: Worldline's tax strategy is approved by the Group's Chief Financial Officer, a member of the Executive Committee, who delegates its executive management—that is, defining, monitoring, and supervising—to the Group's Tax Director.

Accessibility:

Tax compliance: Worldline aims to comply with the tax laws, rules, and regulations in the countries where the Group operates. In this regard, the Group pays the appropriate amount of taxes in countries where it generates profits and creates value. This behavior is carried out in accordance with national and international rules and standards, as well as applying OECD principles to transactions within the Group. Thus, cross-border intercompany transactions within the Group are based on the arm's length principle, documented in each country in accordance with local and international transfer pricing rules, and disclosed to local authorities whenever required.

Tax risk management: Given the complexity of the international tax environment, a certain level of tax risk and uncertainty is inherent to the Group's business activities due to challenges related to the application of local laws and regulations, errors in tax filings, and regular audits by tax authorities. However, the Group commits to disclose all relevant facts and circumstances to tax authorities. In case of disagreements over the interpretation of tax laws, the Group proactively acts to resolve issues through agreement, to the extent possible, aiming for acceptable and sustainable solutions to reduce its exposure to risks.

Worldline manages tax issues with integrity, does not engage in aggressive or artificial tax planning schemes disconnected from its real operations, and seeks to mitigate the level of risk associated with its operations by ensuring rigorous care is applied to all processes affecting compliance with tax obligations. Risks are identified and managed locally by local tax managers or the local CFO, with support from external advisors in case of uncertainty or complexity. They provide regular reports to the Group Tax Director, who supervises and monitors the management of tax risks to find the best solution to mitigate them.

Tax transparency: To prevent any case of tax evasion, when tax legislation is open to interpretation, the Group may request a written opinion to support the decision-making process or engage in transparent discussions with tax authorities to ensure alignment on the interpretation of tax rules. Additionally, the Group complies with its reporting obligations, notably regarding the Country-by-Country Report (CbCR), which is prepared and filed in accordance with French tax legislation and European directives.

Country-by-country public report (CBCR public): In accordance with Directive (EU) 2021/2101 on the transparency of multinational corporations and the applicable French regulations for fiscal years starting from June 22, 2024, Worldline will be required to publish a country-by-country report accessible to the public before December 31, 2026.

Sanctions and export controls

Worldline ensures compliance with sanctions and export control regulations by verifying clients and transactions against applicable national and international sanctions lists. Procedures include reporting information to the competent authorities when required. Worldline strives not to process or engage with any specially designated nationals (SDN) or any blocked person, whether individual or entity, unless legally required.

Following the escalation of the conflict in Ukraine in February 2022, Worldline terminated all business relationships, activities, and presence in Russia, in accordance with current regulations and with the approval of the French Treasury's General Directorate (Decision no. 123510).

Finally, Worldline does not directly or indirectly engage in the sale, supply, or export of dual-use goods or technologies. The Group emphasizes that its sanctions policy applies without exception to all entities, and no activity can involve persons or entities subject to sanctions.

Specific requirements for the financial sector

An increasing number of social and ethical aspects have been integrated into the fundamental requirements of companies in the financial sector. Worldline strives to meet the highest standards in compliance with regulations on due diligence, the Sapin II law (regulation against corruption and insider trading), and the modern slavery law.

Assessment of partners' ethical behavior: Intermediaries, consortium partners, or consultants assisting Worldline in developing or maintaining its activities are audited before establishing a business relationship: behavior and knowledge regarding ethics are essential criteria, and a commitment is required before any relationship.

Worldline's **cybersecurity strategy** is based on the "Guidelines on Cyber-resilience for Financial Market Infrastructures" (Bank for International Settlements, BIS — International Organization of Securities Commissions, IOSCO) and the "Framework for Improving Critical Infrastructure Cybersecurity" from the National Institute of Standards and Technology (NIST). The use of these frameworks allows Worldline to continuously improve its resilience against cyber-attacks. (See chapter B.3.3.2 Platform Resilience for more details).

Business competition: A policy sets out the main rules of fair competition to be followed during meetings with potential and known competitors. Worldline treats its clients, suppliers, partners, and intermediaries with respect and must not gain unfair advantage or practice discriminatory conditions. Therefore, Worldline prohibits its employees or third parties assisting the company in business development from engaging in any agreement, understanding, or concerted practice that would contravene applicable antitrust laws and regulations.

The 2nd Directive on Payment Services (DSP2) is a European Directive regulating payment services and payment service providers, aiming to increase transaction security, enhance consumer protection, promote innovation, and boost competition. The European legislator is working on an update of DSP, called DSP 3, and the Payment Services Regulation (RSP).

Funds transfer: Worldline complies with the requirements of Regulation of May 20, 2015, concerning information accompanying fund transfers.

The **Digital Operational Resilience Act** (DORA) is an EU regulation aimed at strengthening the operational resilience of financial sector companies, effective from January 17, 2025. It establishes new harmonized rules within the EU regarding digital resilience for financial entities and their ICT service providers.

B.4.1.4.1 Actions related to business conduct

Our main initiatives in 2025

- Analysis of the results and communication of the results to top management from the survey conducted the previous year for all employees on the deployment of the anti-corruption program (tools, policies, whistleblowing line),
- Overhaul of mandatory training for all employees on the Code of Ethics to cover more topics.

Our projects by 2030

- Intensify controls on ethical and anti-corruption topics
- Automation of processes and continuous improvement of existing systems

Actions to Promote Ethical Culture in the Company

Objective: Distribute the values and principles of integrity outlined in the Code of Ethics so that all employees adopt them.

Awareness of ethical issues is a key element of a strong corporate culture.

To achieve this goal, Worldline requires all new employees to complete an online training on the Code of Ethics, regardless of their role, country, or hierarchical level. This training aims to ensure a better understanding of Worldline's Code of Ethics and to promote the adoption of fair practices in daily activities. It is updated annually. In 2025, 99% of Worldline employees completed the program.

The training on the Code of Ethics was completely redesigned in 2025 to integrate the updates brought to the new, revised Code.

The new version of the Code of Ethics training covers cross-cutting topics relevant to all employees, such as environmental aspects and CSR, corruption, gifts and invitations, fraud, information security, and the overall work environment (including health and safety, harassment, and discrimination...). It also references the integrity line, which is available to employees and offers a secure and confidential tool for reporting alerts.

Internal communications are also provided to employees during their onboarding and throughout their journey within Worldline. To this end, the Group created a dedicated intranet page on these topics (policies, useful contacts, sites, guidelines, templates, etc.), accessible to all employees to promote the culture of integrity.

An annual communication plan on business conduct and anti-corruption is also established, with articles published for all employees.

In 2025, several webinars and manager trainings were organized to raise awareness on specific topics and to increase the visibility of Compliance teams.

The Compliance Department launched a global survey in 2024 to assess employees' knowledge of ethical and anti-corruption issues (including, among others, the alert line, gifts and invitations, conflicts of interest...) and to gather their feedback on subjects they wish to deepen or learn more about.

Following the analysis and presentation of the results to top management, it was decided to prioritize certain topics and to steer the overall approach toward closer engagement with employees, especially regarding the alert line and compliance tools. Communications were made accordingly, and manager trainings were conducted to reinforce these principles.

B.4.1.5 Prevention and detection of corruption and bribery (G1-3)

B.4.1.5.1 Material impacts, risks and opportunities and their interaction with strategy and business model (G3.SBM-3.IRO-1)

Issue : Corruption and bribery prevention and detection issue

Titled	Nature	Relevant value chain	Time horizon
Sub-theme: corruption			
The current context sees a multiplication of divestment projects (ongoing or planned). In addition, geographic expansion projects involving intermediaries are still underway. This type of arrangement relying on third parties inherently poses a risk for Worldline despite compliance teams' awareness campaigns. Local campaigns also reveal insufficient consideration of the impacts and the likelihood of these risks materializing. Finally, the costs of compliance can be high, and their implementation may lead to significant operational interruptions, as well as increased regulator scrutiny.	Risk	Own operations	Short term
A company that tolerates this kind of practice would risk losing the trust of all its stakeholders, whether internal or external. This situation could degrade the overall working environment and Worldline's image, reducing credibility with investors, civil society, and institutions.	Negative impact	Own operations	Short term
Raising awareness on anti-corruption topics helps build a culture of integrity and transparency across Worldline's activities. Employees gain greater confidence in the company's values and collaborate to achieve a shared integrity goal. Clients and external stakeholders are reassured by the existence of a framework and the implementation of concrete actions to prevent and deter corruption. Promoting ethical conduct contributes to a fairer and more level playing field, benefiting society as a whole.	Positive impact		

B.4.1.5.2 Policies

Signatory of the United Nations Global Compact since 2016 and a member of the Global Compact France Board of Directors since 2020, Worldline has implemented several internal policies and processes to prevent compliance risks such as corruption, violations of competition laws, export control laws, and fraud in general throughout its value chain.

The policies described below are applied company-wide. No complaints related to corruption cases have been received from clients or suppliers.

To act proactively, Worldline has put in place the following policies:

Anti-Corruption Policy:

Scope of application: All employees of the group

Responsible for implementation and signatory of the document: Compliance function

Accessibility: Compliance department Intranet site

Worldline's Anti-Corruption policy is organized by topics and includes detailed examples of corruption situations. The topics covered include gifts and invitations, relations with governments and public officials, interactions with third parties, recruitment, donations and sponsorship, as well as facilitation payments. The policy is also complemented by specific guidelines on how to manage gifts and invitations. These documents apply to all Worldline employees and are accessible on the Compliance intranet.

Conflict of Interest Policy:

Scope of application: All employees of the group

Responsible for implementation and signatories of the document: Compliance & Human Resources functions

Accessibility: Compliance department Intranet site

Through this policy, Worldline commits to ensuring that all decisions taken by its employees in their professional activities are made objectively and impartially, in the interest of Worldline and not based on personal interests. Employees are encouraged to transparently declare if they believe they are in a conflict of interest situation. This includes, for example, having a relationship with third parties (competitors, partners, clients, suppliers, personal relations…) that could impact Worldline's interests. This policy is supplemented by a process describing how to operate the tool for declaring conflict of interest situations. This policy complements the ethical and anti-corruption framework by focusing specifically on conflicts of interest.

These policies are generally reviewed every two years, and significant changes are shared with employee representatives via established methods, which may vary (email, communication, meetings…). Local social process requirements are respected in all countries.

B.4.1.5.3 Actions

Our main initiatives in 2025

- Redesign of anti-corruption training for exposed functions focusing on conflict of interest themes and third-party assessments to raise awareness on these issues.
- Consolidation of the corruption risk mapping with the CSRD double materiality mapping.
- Launch of the new tool for declaring gifts and invitations.

Our projects aimed towards 2030

- Intensify controls on ethical and anti-corruption issues.
- Automate processes and continuously improve existing systems.

Action #1 – Training and Awareness

Objective: present a general framework on the zero-tolerance policy towards corruption within the company.

In addition to the overall training on the Code of Ethics, an additional mandatory training is designed for exposed functions. This year, this training focuses on conflicts of interest and third-party assessment. The intention is to concentrate on these topics to better understand the associated risks and processes. Combining theoretical content and practical cases, this training allows employees identified as exposed functions to understand the issues related to these topics at Worldline and emphasizes the importance of everyone's contribution to ensure effective implementation of the processes.

Exposed employees belong to functions including: senior management, internal audit, executive assistance, compliance, strategy and public relations, mergers and acquisitions, risk management and internal control, real estate, purchasing, marketing, legal and contract management, finance, and sales.

Small group training sessions are also organized at the initiative of compliance officers for managers to convey information about the Compliance department activities and to highlight the role of managers in deploying the program within their teams. These sessions provide opportunities for specific questions and interaction.

Furthermore, as part of deploying the new tool for collecting conflicts of interest, communication campaigns by email, co-signed by HR and Compliance teams, have increased awareness of this subject. Awareness content on this theme has also been made available to employees on the internal SharePoint.

A total of 2,556 employees were targeted, of whom 97% completed the training.

The Group also requires the participation of the Executive Committee (EXCOM) and the Board of Directors in training on anti-corruption measures. This initiative aims to affirm strong leadership exemplarity, ensuring that senior management embodies the Group's ethical values and inspires all employees and stakeholders to engage in responsible practices.

In 2025, 100% of (EXCOMEX) members and 100% of Board members completed this training.

By equipping its leaders and employees with the knowledge and tools to identify and manage corruption risks, the Group strengthens its governance framework and promotes a culture of integrity and transparency at all levels of the organization.

Additionally, the mandatory data protection training has been updated. In 2025, 99% of employees completed this training.

Training	2024	2025
Percentage of Board members trained in anti-corruption and anti-fraud	100 %	100 %
Percentage of EXCOM members trained in anti-corruption and anti-fraud	89 %	100 %
Percentage of high-risk roles covered by anti-corruption and anti-fraud training programs	94 %	97 %

Action #2 – Updating the risk mapping of corruption

Objective: In accordance with the obligations of the Sapin 2 law, Worldline conducts or updates its corruption risk mapping annually, following a precise methodology.

This year, to meet regulatory requirements and to share efforts and resources, the corruption risk mapping has been integrated into the broader CSRD exercise, including double materiality analysis, while maintaining its specificities.

Action #3 – Adoption of a new tool for declaring gifts and invitations

As part of the continuous improvement process of the Sapin 2 compliance program, we have provided group employees with a new tool for declaring gifts and invitations. The tool offers an easy-to-access and intuitive interface, making the employee experience smoother. It is available on our intranet and accessible to everyone, allowing the declaration of received, offered, or refused gifts. Several communication campaigns have been conducted via the intranet to raise awareness among employees about this new tool. The tool facilitates the management of the gifts and invitations topic, enabling centralization of declarations, processing, and final validation, while maintaining traceability of each step and involved stakeholders. This action has increased employee awareness of this issue and made the approach more accessible to all.

B.4.1.6 Confirmed incidents of corruption and bribery (G1-4)

In 2025, there were no confirmed cases of corruption reported or detected through the whistleblowing mechanism; the information gathered during internal investigations was insufficient to qualify the acts as corruption or any other equivalent offense. In 2025, Worldline did not report any significant fines (greater than €20,000) for non-compliance or corruption-related claims.

Indicators	2024	2025
Amounts of fines for violation of anti-corruption laws	0	0
Number of convictions for violation of anti-corruption laws	0	0

B.4.2 Supplier relationship management (G1-2), including Payment practices (G1-6) within Worldline's Responsible Purchasing Strategy

The Worldline Purchasing Department and general data regarding suppliers in 2025 are detailed in Chapter A. Integrated Report.

This section complements Chapter B.3.2 Workers in the value chain (S2), as responsible purchasing is part of vigilance practices concerning human rights in the value chain.

B.4.2.1 Scope

In its description of the value chain, Worldline focuses its analysis on Tier 1 suppliers, only registered in its database. However, some Tier 2 suppliers — although not directly compensated by Worldline — may be considered strategic within the framework of specific CSR initiatives.

Key performance indicators (KPIs) related to expenses are calculated from the Group's centralized SAP database.

In 2025, total expenditures with external suppliers amount to 1,047 billion euros.

Regarding the geographic distribution of suppliers, Worldline provides information on their location but does not collect detailed data on the size or relative importance of the markets served.

As for the organization of the supply chain, suppliers are not categorized by service type or business relationship, except for those identified as strategic.

Assessments related to CSR risks are conducted via the EcoVadis platform, used to analyze and evaluate suppliers on these criteria.

B.4.2.2 Material impacts, risks and opportunities related to responsible purchasing

Issue			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Sub-theme: Relationship with suppliers			
Loss of trust and strained contractual relationships can lead to supply chain disruptions, affecting service delivery and potentially causing financial losses due to delays, penalties, and reputational damage. The loss of key suppliers due to financial instability can disrupt operations, increase procurement costs, and harm business continuity.	Risk	Own operations	Short term
Worldline's failure to effectively manage supplier relationships, including late payments, can create significant social and economic impacts. Late payments can cause financial difficulties for suppliers, potentially affecting their ability to meet wage commitments, invest in their businesses, and maintain employment levels. This can have cascading effects throughout the supply chain, impacting small businesses and workers at all levels.	Negative impact	Own operations	Short term

B.4.2.3 Policies related to responsible purchasing

The Procurement Department defines its strategy, vision, and principles through the following policies:

Policy	Key content of the policy
Global Procurement Policy (including all supplier management processes, regardless of supplier type)	Overall procurement strategy, organization, Code of Conduct, overview of sustainable practices and supplier risk assessments, procurement processes and tools, reporting, guiding principles of supplier relations.
Responsible Procurement Policy (supplemented by a due diligence guide when onboarding suppliers)	Sustainable sourcing strategy, supplier due diligence and risk assessments, ethical and sustainable purchasing practices, suppliers' ESG performance.
Procurement Code of Conduct (signed annually by all procurement team members)	professionalism and courtesy, commitment to integrity, compliance with competition laws, sustainable sourcing, reporting, and disciplinary measures.

These three procurement policies apply across the Group, under the responsibility of the Procurement Director.

Worldline commits to aligning with the principles of ISO 20400, notably through the implementation of its Responsible Purchasing policy. Following Worldline's signing of the "Responsible Supplier Relations" Charter in 2024, the Group embarked in 2025 on a labeling process by engaging a third-party audit to assess its practices regarding ethics, supplier risk management, and promoting supply chain sustainability. This initiative aligns with Worldline's commitment to adhere to best practices outlined in ISO 20400.

Supplier Commitment Charter

Worldline also shares its values and commitments with all external business partners via a single document, the ***Business Partner Integrity Charter***, available on the Worldline website.

Principles on Conflict Mineral Sourcing

Additionally, Worldline published a commitment letter to the Responsible Minerals Initiative signed by the CSR Director. Although its charter already mentions the requirement for a supply chain free from conflict zones, this dedicated letter, available on the Worldline website, specifies the Group's expectations, policies, and guidelines for suppliers of equipment (notably for terminals and data center components).

- **Worldline commits that the minerals used in its equipment do not originate from conflict zones** (such as the Democratic Republic of the Congo, Rwanda, Tanzania, Uganda, or Zambia) and do not fund armed groups. In this regard, the Group fully supports OECD due diligence principles for responsible supply chains in conflict-affected or high-risk areas.
- The letter specifies that electronics manufacturing service providers must:

1. Take measures to determine if their products contain minerals from conflict zones.
2. If so, inform Worldline and adopt due diligence policies and procedures to ensure that the metals, including 3TsG (tin, tungsten, tantalum, gold) and cobalt present in their products or components, do not benefit armed groups directly or indirectly.
3. Identify refineries within their supply chain that supply these metals, including (but not limited to) 3TsG and cobalt. If they do not source directly from refineries, they must pass this request to their suppliers.
4. Provide additional evidence and declarations regarding responsible sourcing when requested, notably for compliance audits.

Worldline also shares in this letter a list of validated smelters as "conflict-free," available on the Responsible Minerals Initiative website.

Purchasing Code of Conduct

Worldline employees who carry out procurement activities on behalf of the Group or who have regular contact with suppliers must adhere to a strict Code of Conduct. All members of the Purchasing Department are required to review and sign this document, which establishes the basic rules to follow in their work. The Purchasing Code of Conduct applies to the entire Worldline Group, and each entity is responsible for implementing the applicable objectives and principles (in accordance with national laws and regulations). Any breach of this Code of Conduct may result in disciplinary actions, including termination of employment.

B.4.2.4 Performances and targets related to responsible purchasing

The effectiveness of actions conducted in relation to supplier management is measured through the indicators shown in the table below. They include two objectives of the TRUST 2025 program.

The objectives of the TRUST 2025 program for Responsible Procurement were defined by the Purchasing Director and the CSR Director, based on proposals from the procurement team dedicated to risk, compliance, and sustainability management. These objectives are based on the best practices observed in the market.

The adopted methodology is based on a list of strategic suppliers at Group level, representing at least 60% of Worldline's total expenditures and not excluding any type of purchase or any Worldline entity. The objective is to strengthen dialogue with these key partners to advance ESG (CSR) standards.

Results are monitored and reviewed every month, in connection with updated purchasing data, to ensure that progress aligns with the initial commitments.

TRUST 2025 Indicators	Scope	2024	2025	2025 Target
TRUST 2025 Objective: Percentage of suppliers assessed by EcoVadis with a score below 45 that are encouraged by Worldline to have an action plan to address the identified difficulties.	Group	100 %	100 %	100 %
TRUST 2025 Objective: Percentage of total spend assessed by EcoVadis among strategic supplier spend.	Group	95,3 %	95 %	92 %

In 2025, Worldline increased its spending share with strategic suppliers, reaching 62% of total expenditures (139 strategic suppliers identified at the Group level).

The Group overachieved its TRUST 2025 goal despite a challenging context for strategic suppliers: 95% of strategic spending was covered by an EcoVadis assessment, representing 89,9% of strategic suppliers by number. The average score obtained by these suppliers is 70.6/100, higher than the global average of evaluated companies by EcoVadis.

Among 6 suppliers who had a score below 45/100, all have been followed and encouraged to implement corrective action plans.

No alerts were reported from suppliers in 2025.

Additionally, the Group is attentive to respecting its payment deadlines, as shown by the following KPI table.

Indicators	Scope	2024	2025
Average payment term for an invoice by Worldline in days (DPO)	Group	60	50
Number of ongoing legal proceedings for payment delays	Group	0	0

In 2025, 70% of the procurement team buyers received training on Responsible Purchasing topics, and 80% of total spending was conducted with local suppliers (i.e., when the supplier is in the same country as the purchase owner).

Worldline also monitors key performance indicators related to the percentage of spending with strategic suppliers who are Small and Medium-sized Enterprises (SMEs) (<1,000 full-time employees), especially to better identify dependency issues and support vulnerable suppliers.

The group's standard payment term is 30 to 60 days.

Additionally, in 2025, Worldline implemented monthly reports and tracking systems to ensure improved payment lead times, with special attention given to its strategic SME suppliers. The measures implemented have reduced the average payment period for an invoice to 50 days. Since 2024, the Purchasing Department has established a dedicated team to eradicate retrospective purchase orders. The improvement of internal practices in this area, the accountability of the actors, and the harmonization of processes within the entities recently integrated into the P2P tool have led to a significant improvement in the DPO in 2025.

B.4.2.5 Actions related to responsible purchasing

Our main initiatives in 2025

- Implementation of new reports and monitoring indicators to improve supplier payment deadlines
- Worldline Responsible Purchasing Relations Certification process
- Internal and external awareness-raising on integrating ESG criteria into Worldline's tenders (including new criteria related to adapted sectors)

Our projects by 2030 horizon

- Ensure systematic respect for payment deadlines for vulnerable suppliers by raising awareness internally and externally on best practices for implementing compliance processes
- Implement controls, possibly using tools, to guarantee the systematic integration of ESG criteria in all Worldline tenders
- Expand the scope and monitoring of ESG ratings for strategic suppliers, and strengthen escalation actions in case of poor rating or refusal to rate
- Detail the decarbonization transition plan for purchases, assessing the actual carbon footprint of strategic suppliers, identifying reduction levers, and formalizing an action plan aligned with the validated SBTi goal of -25% by 2030 for Worldline's scope 3
- Continuously improve and centralize supplier risk management around a single tool
- Continue and develop, where relevant, existing mechanisms for listening to suppliers

Responsible purchasing rules aim to ensure that suppliers respect human rights, labor laws, and environmental protection. These action plans respond to the material IROs identified in section B.3.2 Workers in the value chain (ESRS S2).

Action #1 – Promote responsible purchasing practices in supplier selection

Objective: strengthen CSR within the supply chain and promote sustainable practices

Sustainability is an integral part of the decision-making process for selecting new partners. To achieve this goal, the Purchasing Director has established the following sourcing rules, which all buyers must implement:

- Trigger an obligatory Request for Proposals (RFP) for all purchases >= €25,000 (with different offers);
- Systematically incorporate (in addition to the business partner commitment charter on integrity) general CSR questions applicable to all types of RFP — these questions are scored to facilitate potential supplier comparison based on ESG performance/maturity;
- Weight ESG performance at least 10% in the overall decision-making process;
- Add or replace, if applicable—depending on the purchase category—other ESG criteria such as:
  - Sector-specific ESG criteria: labels (e.g., Energy Star®), refurbished materials, extended lifespan, compliance with specific regulations or initiatives like the EU Green Taxonomy;
  - For strategic suppliers, request information on CO_2 equivalent emissions per product/service (per unit sold) as part of Worldline's commitment to carbon neutrality, cascading through the supply chain;
  - Favor companies classified as "protected workshops" (EA/ESAT status in France), i.e., those employing people with disabilities in various activities—such as facility management, information processing, event organization—to contribute to the inclusion of vulnerable populations;
  - In line with cost optimization and spend massification, promote business relationships with suppliers with which a Framework Agreement has already been established. These suppliers typically have local agencies in the same country as the purchasing Worldline entity. The goal is to adopt a local/global approach to reduce environmental impact when possible, in accordance with GRI, to positively contribute to the economy and territorial inclusion.

The Group makes available to its buyers a Sustainable Procurement Guide, an internal document consolidating this framework and recommendations for better integrating CSR criteria into the procurement process. It presents various sectoral regulations and initiatives (labels, partnerships, etc.) to consider based on the purchase category. Specifically, for Worldline activities to qualify for the EU Green Taxonomy, buyers must include the following criteria in RFPs for data center hardware and equipment:

- Compliance with the European RoHS directive (Restriction of Hazardous Substances) regarding the use and disposal of chemical substances;
- Compliance with European Directive 2009/125/EC (ecodesign of products);
- Energy Star® label for equipment (including in private level data centers);
- Compliance with the European Code of Conduct for energy efficiency in European data centers (verified by an independent third party) – applicable to level data centers;

- Use of refrigerant gases in data center infrastructure with a GWP (Global Warming Potential) less than 675 – applicable to Worldline data centers and level data centers;
- Collection and treatment of end-of-life equipment sold to Worldline by the supplier (in compliance with the EU WEEE Directive for Waste Electrical and Electronic Equipment).

Additionally, at least once a year, an online training seminar dedicated to responsible purchasing topics (CSR/ compliance) is organized for Purchasing staff. This training aims to share compliance guidelines, regulatory developments, new processes, and internal documents to be integrated into the daily tasks of buyers, in order to raise CSR standards and expectations with suppliers. In 2025, this document was updated to include concrete examples of specific ESG criteria implemented, such as the integration of ESAT/EA identified in the Worldline catalog for certain types of building maintenance services, or criteria related to lifecycle and environmental performance for the renewal of the computer fleet.

Action #2 – Binding contractual clause on CSR

Objective: strengthen contractual commitments regarding compliance and CSR

To this end, Worldline has also developed a specific contractual clause integrated by default into its General Purchasing Conditions. This clause must be systematically included in any specific contract between Worldline and a supplier and validated by the legal team. It commits the partner to adhere to the Business Partners' Charter of Commitment to integrity and can require, notably for strategic suppliers, the conduct of a sustainability assessment within the first year of the contract.

Other clauses related to security, auditing, data protection, outsourcing, etc., are added to the supplier contract when deemed relevant by the Legal and Risk teams, based on the risk engagement analysis.

More specifically, concerning outsourcing activities, the contract must include clauses related to continuity and security, including the requirement to establish, implement, and maintain a contingency plan for disaster recovery and periodic testing of backup facilities, as well as mechanisms for termination and exit, enabling the transfer of activities provided by the third party to another third party or their reintegration into the outsourcing institution if needed.

In 2025, a carbon clause was added to new contracts with strategic suppliers, in addition to the CSR clause. Worldline's general terms and conditions of purchase have also been updated with these two clauses.

Action #3 – Support for Vulnerable Suppliers

Objective: Manage legal and commercial risks

As part of Worldline's ethical commitments to its suppliers, the Group has strengthened its specific actions towards vulnerable suppliers (i.e., small or medium-sized suppliers—SMEs—and/or suppliers with an economic dependence on Worldline).

Economic dependence is defined as a share of 25% or more of the supplier's total turnover generated with Worldline. Such a situation presents both compliance or legal risk for Worldline in case of contract termination, and a commercial risk in case of supply interruption.

Action plan for suppliers in a situation of **economic dependence**:

- Identify relevant suppliers;
- Mention in each contract renewal that Worldline does not wish to generate more than 25% of their total turnover and include a dedicated clause to this effect in the supplier's contract;
- Provide an 18-month notice period in accordance with Article L442-1 of the Commercial Code.

A Small or Medium Enterprise (SME) is defined in terms of the number of employees: fewer than 1,000 full-time employees. This threshold is notably based on EcoVadis sustainability references.

Measures to consider within the SME action plan:

- Implement specific actions, such as dedicated CSR training, access to Requests for Proposals (RFP), etc.
- More closely monitor the percentage of total strategic annual expenses incurred with SMEs.
- Envisage a specific process aimed at preventing late payments for SMEs.

Payment Practices

As part of *Worldline's Responsible Purchasing policy* and actions taken with its suppliers, new performance indicators related to payments have been defined. The underlying objective of these indicators is to closely monitor the Group's payment practices, with particular attention to respecting payment deadlines for vulnerable suppliers (SMEs).

In this regard, the KPI indicator "*Average time Worldline takes to pay an invoice in days*" is monitored monthly by the finance department and has been reduced, reaching 50 days in 2025.

The standard payment terms at Worldline are 60 days, regardless of the size of the supplier, although there are cases where it may be less than 60 days depending on the commercial agreement.

Action #4 – Ensuring Due Diligence through Supplier Risk Assessments

Objective: to guarantee the integrity of the supply chain in compliance with anti-corruption regulations and vigilance obligations.

To identify and assess major risks associated with its supply chain—particularly concerning corruption, ethics, human rights, and regulatory compliance—Worldline has implemented a comprehensive supplier vigilance process.

The process consists of two stages:

Vigilance at the legal entity level of the supplier, led by the Procurement team.

Vigilance at the engagement level, managed by the Third-Party Risks team.

Global Procurement, Global Compliance, and Global Third-Party Risks teams closely collaborate to ensure consistent and systematic implementation, using centralized tools. All legal entities of suppliers are subject to this process, which precedes contractual agreements.

This process includes:

- Collecting and verifying supplier information.
- Sharing Worldline's CSR expectations (charters, UN principles, regulations).
- Verification via international databases (financial stability, sanctions lists, PEP).
- Mapping risks related to the country of origin and sector of activity.

Based on this, a **risk score** (low, medium, high) is assigned, allowing adaptation of control actions and decision-making regarding the continuation or cessation of the business relationship.

A second evaluation phase is conducted at the engagement level to analyze specific risks related to the supplied products or services: outsourcing, security, data protection, business continuity, money laundering. Managed by the Global Third-Party Risks team in coordination with Procurement and Compliance, this step specifically addresses the **European Banking Authority** (EBA) requirements by providing a register of outsourcing services and identifying critical outsourcing, as well as compliance with **DORA regulations.**

Action #5 – Engage strategic suppliers to improve their CSR performance

Objective: assess CSR practices and limit ESG risks of strategic suppliers

For this, Worldline has implemented an internal platform linked to EcoVadis. As soon as a supplier is identified as strategic, they are invited to be evaluated by EcoVadis and to share their results via the Worldline platform. This allows real-time monitoring of their ESG performance and facilitates the implementation of corrective action plans in case of a low score.

As part of its **TRUST 2025** program, Worldline aims to:

- **92%** of expenditures with strategic suppliers covered by an EcoVadis assessment;
- **100%** of suppliers rated below 45/100 supported in an improvement process.

Refusal by a supplier to be evaluated or cooperate can lead to a contract termination. However, an escalation plan is in place as part of support efforts, including on-site audits as a last resort, particularly for suppliers involved in manufacturing equipment.

Action #6 – Develop dialogue with strategic suppliers

Objective: strengthen CSR within the supply chain and promote sustainable practices

As part of its responsible purchasing strategy, Worldline is enhancing dialogue with its strategic suppliers. In 2025, the Purchasing team organized a CSR training dedicated to strategic SMEs to help them:

- improve their non-financial performance,
- Proactively incorporate CSR criteria into their tender processes,
- Set objectives for reducing their carbon footprint.

In parallel, Worldline conducted individual interviews with certain suppliers, notably those who scored 45/100 or less on EcoVadis, to support them in their improvement plans. A series of discussions was also extended into 2025 to assess the maturity and the action capabilities of suppliers as part of Worldline's supply chain carbon reduction plan.

B.4.3 Payment integrity (specific issue)

B.4.3.1 Material impacts, risks and opportunities, links with business model and strategy

Integrity of payments issue			
Titled	**Nature**	**Relevant value chain**	**Time horizon**
Sub-theme: Integrity of payments			
In case of misuse of Worldline's financial systems for criminal activities, directly or indirectly through third parties, Worldline could notably face fines or other legal actions and penalties imposed by regulatory bodies. Reputational damage linked to association with financial crimes can lead to loss of customers, investors, and talent. The severity of these impacts depends on the scale and nature of the criminal activity, as well as Worldline's effectiveness in financial crime controls. In 2025, financial impacts remain high at group level in the event of violations of banking and other regulations	Risk	Own operations	Short term
If Worldline's financial systems are misused, directly or indirectly through third parties, there is a risk of inadvertently facilitating criminal activities. Inaction could contribute to money laundering and terrorism financing, with broader societal consequences. Moreover, interconnectivity of financial systems means a breach in one area could have cascading effects across the entire financial ecosystem. In 2024–2025, media attention on certain historical portfolio segments underscored the need for continued strengthening of oversight, operational harmonization, and accelerated rollout of controls within the entities. The 2025 assessment, like the 2024 one, takes into account the impact of Worldline's High Brand Risk merchant portfolio.	Negative impact	Own operations	Short term

The global market for payment services and solutions is characterized by rapidly evolving technologies, strict regulatory requirements, increasing harmonization trends, and heightened customer focus on cost awareness, process control, and risk management. The regulatory landscape is expanding beyond traditional banking focus to encompass the payment services and solutions industry. As new participants enter the payment value chain, the resulting complexity and interdependencies highlight the growing need for robust regulation and specialized expertise within companies like Worldline, ensuring compliance in an increasingly complex and demanding regulatory environment. In 2025, Worldline underwent several independent external reviews highlighting challenges related to rapid growth, integration of acquired entities, and heterogeneity in local operational levels.

These analyses confirmed the necessity to strengthen the industrialization of the compliance framework operationalization through technological capabilities and harmonized processes, under Group-entity supervision.

As the leading payment service provider in Europe, Worldline combines longstanding proven expertise in traditional mass payment systems (issuance, acquiring, intra- and interbank payment processing) with innovative electronic commerce and mobile payment solutions. The Group offers the most comprehensive end-to-end portfolio of services in Europe for card payments and cross-border value-added services for banks, financial institutions, and businesses. This leading position is supported by strengthened measures to prevent financial crime, shared between local functions and the Group within a unified FCC framework.

The Euro system, part of the European Central Bank, promotes the safety and efficiency of payment, clearing, and settlement systems within its supervisory mandate. These systems play a crucial role not only in the stability and efficiency of the Eurozone's financial sector and economy but also in implementing the single monetary policy and ensuring the stability of the single currency. Supervision of financial market infrastructures by the Euro system is based on the CPSS-IOSCO Principles for Financial Market Infrastructures (PFMIs), adopted by the ECB's Governing Council in June 2013 as supervisory standards for all types of MIIs within the Eurozone under the Euro system's responsibility.

A significant aspect of the legal and regulatory framework applicable to the payment services industry is compliance with AML-CFT laws and regulations, as well as applicable sanctions regimes (local, European, and global). In this context, Worldline strives to operate in accordance with legislation related to anti-money laundering, counter-terrorism financing, and sanctions violations. Following external reviews conducted in 2025 (Accuracy and Oliver Wyman), Worldline has accelerated the implementation of its FCC multi-year strategy by implementing a multi-year transformation program aimed at improving harmonized operationalization within its entities. These developments take place amid increased vigilance from regulators and media attention around financial crime, confirming the importance of this issue.

Our segmentation of merchants responds to a classification methodology ranging from a broad risk framework (High Risk) to segments with higher sensitivity (High Integrity

Risk), such as distance selling of alcohol, financial services, and charitable organizations. Special attention is given to high brand risk (High Brand Risk), subdivided into non-sensitive (e.g., crypto, tobacco) and sensitive (notably Adult, gambling). We have established indicators that we monitor quarterly to track the group's actual exposure evolution, assess coherence between portfolio composition and risk appetite defined at Group level, and take appropriate actions within a risk management approach. As part of the transformation program, additional structuring work is in progress to improve harmonization of categorizations and cross-entity data consolidation, aiming for increased comparability and enhanced Group-level oversight. Also refer to Section D, Worldline risk management framework.

B.4.3.2 Policy and action plans

Financial Crime Compliance (FCC) Policy: AML/CFT, money laundering, terrorist financing, export controls, and sanctions

Worldline considers international standards related to AML/CFT, the European legislative framework, primarily referencing the EU's 4th Anti-Money Laundering Directive (AMLD4[1]) and the 5th Anti-Money Laundering Directive (AMLD5), as well as subsequent amendments or updates[2] and national laws and regulations concerning AML/CFT. Ongoing regulatory monitoring ensures that Worldline stays up-to-date with new legal and regulatory initiatives at the international, national, or local level.

Worldline's regulated entities subject to AML laws and regulations have an existing FCC function, including a Money Laundering Reporting Officer (MLRO) responsible for implementing AML/CFT regulatory requirements. Amid increased media attention noted in 2025 and strengthened regulatory oversight, Worldline has further reinforced its FCC-risk framework by reaffirming that the Group Policy applies to all entities, particularly regarding sanctions, export controls, and financial crime prevention.

External analyses conducted in 2025 (Accuracy on the High Brand Risk (HBR) portfolio and Oliver Wyman on the FCC framework) confirmed the robustness of the Group's system, while highlighting some disparities in operational implementation across entities. These findings led to intensified supervision efforts, harmonization of controls, and clarification of roles and responsibilities between the Group and its entities.

Our main initiatives in 2025

- Deployment of the multi-year Financial Crime Compliance (FCC) program, aimed at strengthening governance, regulatory alignment, operationalization of controls, and group-entity supervision. This program serves as the central roadmap for the FCC system.
- Integration of the findings from Accuracy and Oliver Wyman reviews, including updating action plans, standardizing key processes (onboarding, monitoring, offboarding), and enhancing coordination between local functions and the Group.
- Accelerated implementation of remediation measures within entities, with particular attention to segments historically more exposed in the media context of 2025.

Our projects towards 2030

- Progressive industrialization of the FCC framework through automation, technological modernization, and centralization within Global Capability Centers to ensure more consistent, faster, and safer execution of FCC controls.
- Sustainable strengthening of the Group-entity supervision model, including aligning local structures with Group governance, increasing control maturity, and systematically integrating European regulatory developments (including the AMLA package).

An effective anti-money laundering compliance program is essential to maintain the integrity of the market and the global financial framework. These regulations help mitigate the risk of financial abuse. Good Know Your Customer (KYC) procedures and Customer Due Diligence (CDD), combined with robust transaction monitoring and the reporting of suspicious activities and transactions, are essential elements for compliance and to reduce financial crimes in the payments sector.

Ongoing action plans to address findings resulting from external reviews relate in particular to consistent and harmonized : operationalization of governance structures across entities, implementation of risk appetite framework and risk methodologies, efficient KYC framework and robust transaction monitoring while leveraging automation, digitalization, tooling, competence centers and external providers where efficient.

1 *The Regulation (EU) 2015/847 of the European Parliament and of the Council of 20 May 2015 concerning information accompanying transfers of funds and repealing Regulation (EC) No 1781/2006 (text with EEA relevance) is also taken into account.*

2 *The 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 purpose of money laundering or terrorist financing and amending Directives 2009/138/CE and 2013/36/EU (Text with EEA relevance) amends AMLD4 (and does not repeal it). The Directive (EU) 2018/1673 of the European Parliament and of the Council of 23 October 2018 relating to the fight against money laundering through criminal law introduces a new definition of underlying offenses leading to money laundering and strengthens penalties.*

B.5 Report of one of the Statutory Auditor on the certification of sustainability information

Report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852 for the year ended December 31, 2025

This is a translation into English of the statutory auditor's report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852 of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with, and construed in accordance with, French law and the H2A guidelines, "Limited assurance engagement - Certification of sustainability reporting and verification of disclosure requirements set out in Article 8 of Regulation (EU) 2020/852".

To Worldline Shareholders,

This report is issued in our capacity as the statutory auditors of Worldline. It covers the sustainability information and the information required by Article 8 of Regulation (EU) 2020/852, relating to the year ended December 31, 2025, included in the Group management report and presented in Section B of the Universal Registration Document (hereinafter the "Sustainability Statement").

Our procedures covered this information and were performed in an evolving context marked by uncertainties regarding the interpretation of texts and the development of market practice.

Pursuant to Article L. 233-28-4 of the French Commercial Code (*code de commerce*), Worldline is required to include the above-mentioned information in a separate section of the Group management report.

This information enables an understanding of the impact of the Group's activities on sustainability matters, as well as the way in which these matters influence the development of the Group's business, its performance and position. Sustainability matters include environmental, social and corporate governance matters.

Pursuant to Article L. 821-54 paragraph II of the aforementioned Code our responsibility is to carry out the procedures necessary to issue a conclusion, expressing limited assurance, on:

- compliance with the requirements resulting from the sustainability reporting standards adopted by the European Commission pursuant to Article 29b of Directive 2013/34/EU of the European Parliament and of the Council of June 26, 2013 as amended by Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 (hereinafter the European Sustainability Reporting Standards or ESRS) of the process implemented by Worldline to determine the information reported, including the obligation to consult the Social and Economic Committee provided for in Article L. 2312-17, paragraph 6, of the French Labor Code, where the entity is subject to this obligation;
- compliance of the sustainability information included in the Sustainability Statement with the requirements of Article L. 233-28-4 of the French Commercial Code, including ESRS; and
- compliance with the reporting requirements set out in Article 8 of Regulation (EU) 2020/852.

This engagement is carried out in compliance with the ethical rules, including independence, and quality control rules prescribed by the French Commercial Code.

It is also governed by the H2A (*Haute Autorité de l'Audit*) guidelines, "Limited assurance engagement - Certification of sustainability reporting and verification of disclosure requirements set out in Article 8 of Regulation (EU) 2020/852".

In the three separate sections of the report that follow, we present, for each of the sections of our engagement, the nature of the procedures that we carried out, the conclusions that we drew from these procedures and, in support of these conclusions, the elements to which we paid particular attention and the procedures that we carried out with regard to these elements. We draw your attention to the fact that we do not express a conclusion on any of these elements taken individually and that the procedures described should be considered in the overall context of the formation of the conclusions issued in respect of each of the three sections of our engagement.

Finally, where deemed necessary to draw your attention to one or more disclosures of sustainability information provided by Worldline in its Group management report, we have included an emphasis of matter paragraph hereafter.

Limits of our engagement

As the purpose of our engagement is to express limited assurance, the nature (choice of techniques), extent (scope) and timing of the procedures are less than those required to obtain reasonable assurance.

This engagement does not guarantee the viability or the quality of the management of Worldline, in particular it does not provide an assessment of the relevance of the choices made by Worldline in terms of action plans, targets, policies, scenario analyses and decarbonization plans, beyond compliance with ESRS reporting requirements.

In addition, in the case of forward-looking information that is by nature uncertain, actual results may differ, sometimes materially, from the forecasts presented in the Group management report.

Our engagement does, however, allow us to express conclusions regarding the process for determining the sustainability information to be reported, the sustainability information itself, and the information reported pursuant to Article 8 of Regulation (EU) 2020/852, as to the absence of identification or, on the contrary, the identification of errors, omissions or inconsistencies of such importance that they would be likely to influence the decisions that readers of the information subject to this engagement might make.

The sustainability information and the information required by Article 8 of Regulation (EU) 2020/852 may be subject to the uncertainty inherent to the state of scientific knowledge and the quality of external data used. Some information is sensitive to the choice of methodology and the assumptions and/or estimates used for its preparation and presented in the Group management report.

Compliance with the requirements resulting from ESRS of the process implemented by Worldline to determine the information reported, including compliance with the requirement to consult the Social and Economic Committee set out in paragraph six of Article L. 2312-17 of the French Labor Code

Nature of procedures carried out

Our procedures consisted in verifying that:

- the process defined and implemented by Worldline, including the obligation to consult the Social and Economic Committee pursuant to paragraph six of Article L. 2312-17 of the French Labor Code, has enabled it, in accordance with ESRS, to identify and assess its impacts, risks and opportunities related to sustainability matters, and to identify the material impacts, risks and opportunities that are disclosed in the Sustainability Statement, and
- the information provided on this process also complies with ESRS.

Conclusions of the procedures carried out

On the basis of the procedures we have carried out, we have not identified any material errors, omissions or inconsistencies regarding the compliance of the process implemented by Worldline with ESRS.

Elements that received particular attention

Information on how Worldline updates its double materiality assessment ("DMA") is disclosed in Section B.1.6 "Double materiality assessment – Description of the processes used to identify and assess material impacts, risks and opportunities" of the Sustainability Statement.

Through interviews with Management and the individuals we considered appropriate, and by inspecting the available documentation, we obtained an understanding of:

- the analyses performed by the entity, in particular the assessment of the internal and external factors considered to justify the updates to the assessment carried out in 2024.

Based on our professional judgement, our procedures notably consisted of:

- exercising professional skepticism regarding the approach implemented by the entity to identify the internal and external factors to be considered in its DMA process;
- assessing the appropriateness of the internal and external factors considered by the entity in light of our knowledge of the entity and of the facts and circumstances specific to it;
- assessing the appropriateness of the description provided in this respect in section B.1.6 "Double materiality assessment – Description of the processes used to identify and assess material impacts, risks and opportunities" of the Sustainability Statement.

Compliance of the sustainability information included in the Sustainability Statement with the requirements of Article L. 233-28-4 of the French Commercial Code, including ESRS

Nature of procedures carried out

Our procedures consisted in verifying that, in accordance with legal and regulatory requirements, including ESRS:

- the disclosures provided enable an understanding of the general basis for the preparation and governance of the sustainability information included in the Sustainability Statement, including the basis for determining the information concerning the value chain and the disclosures exemptions used;
- the presentation of this information ensures its readability and understandability;
- the scope chosen by Worldline for providing this information is appropriate; and
- based on a selection, determined by our assessment of the risk of non-compliance of the information provided, and the expectations of users, that this information does not contain any material errors, omissions or inconsistencies, i.e. that are likely to influence the judgement or decisions of users of this information.

Conclusions of the procedures carried out

Based on the procedures we have carried out, we have not identified any material errors, omissions or inconsistencies regarding the compliance of the sustainability information included in the Sustainability Statement with the provisions of Article L. 233-28-4 of the French Commercial Code, including ESRS.

Without qualifying the above conclusion, we draw your attention to the information disclosed in the paragraph "Uncertainties and limitations" in section "B.1.1.2 Disclosure in relation to specific circumstances", which highlights:

- the uncertainties inherent in the methodologies used to calculate scope 3 greenhouse gas emissions, in particular given the limitations related to the availability, quality and level of aggregation of the purchasing data used;
- the non-disclosure of the percentage of payments aligned with the Company's standard payment terms, expressed in number of days by supplier category, as this data is not available at Group level.

Elements that received particular attention

- Information provided in application of the environmental standard ESRS E1

Information reported in respect of climate change (ESRS E1) is disclosed in Section B.2.1 of the Sustainability Statement.

We present below the elements that received our particular attention regarding the compliance of this information with ESRS.

Based on interviews conducted with the sustainability, environment and finance departments, we assessed whether the description of the policies, actions and targets implemented by Worldline covers the following areas: climate change mitigation and climate change adaptation.

With regard to the information presented by Worldline in respect of its greenhouse gas emissions assessment:

- we familiarized ourselves with the greenhouse gas emissions inventory protocol used by the entity and reviewed its application, for a selection of emission categories and sites for scope 1 and scope 2.
- with regard to scope 3 emission, we assessed:
  - the justification for the inclusion or exclusion of the different categories and the transparency of the information provided in this respect,
  - the information gathering process;
- we assessed the appropriateness of the emission factors used and the related conversion calculations, as well as the calculation and extrapolation assumptions applied to the estimates used by Worldline;
- for directly measurable data, such as energy consumption related to scope 1 and 2 emissions, we reconciled, on a sample basis, the underlying data used to compile the greenhouse gas emissions with the supporting documentation.

With regard to the verification of the decarbonization plan for climate mitigation, our procedures mainly consisted in assessing whether the information reported provides an appropriate description of the structuring assumptions underlying this plan, without expressing an opinion on the appropriateness or level of ambition of the objectives of this decarbonization plan.

Compliance with the reporting requirements set out in Article 8 of Regulation (EU) 2020/852

Nature of procedures carried out

Our procedures consisted in verifying the process implemented by Worldline to determine the eligible and aligned nature of the activities of the entities included in the consolidation.

They also involved verifying the information reported pursuant to Article 8 of Regulation (EU) 2020/852, which involved checking:

- compliance with the rules applicable to the presentation of this information to ensure that it is readable and understandable;
- on a sample basis, the absence of material errors, omissions or inconsistencies in the information provided, i.e. information likely to influence the judgement or decisions of users of this information.

Conclusions of the procedures carried out

On the basis of the procedures we have carried out, we have not identified any material errors, omissions or inconsistencies relating to compliance with the requirements of Article 8 of Regulation (EU) 2020/852.

Elements that received particular attention

We determined that there were no such elements to be disclosed in our report.

Paris-La Défense, March 6, 2026

The Statutory Auditors

DELOITTE & ASSOCIES

Josselin Vernay Catherine Saire

B.6 Tables

B.6.1 List of datapoints in cross-cutting and topical standards that derive from other EU legislation

Publication requirement and data point y related	SFDR reference	Pillar 3 reference	Reference to EU climate indices regulation	EU climate law reference	Sustainability report section
ESRS 2 GOV-1 Governance body diversity paragraph 21, point d)	Indicator No. 13, table #1, annex I		Annex II of Delegated Regulation (EU) 2020/1816		B.1.2.1.1 Composition, diversity, and expertise of governance bodies
ESRS 2 GOV-1 Percentage of independent directors paragraph 21, e)		Annex II of Delegated Regulation (EU) 2020/1816			B.1.2.1.1 Composition, diversity, and expertise of governance bodies
ESRS 2 GOV-4 Statement on due diligence paragraph 30	Indicator No. 10, table #3, annex I				B.1.2.4 Statement on Due Diligence (GOV-4)
ESRS 2 SBM-1 Participation in activities related to fossil fuels paragraph 40, point d) i)	Indicator No. 4, table #1, annex I	Article 449 bis Regulation (EU).No 575/2013; Implementing Regulation (EU) 2022/2453 Commission (6), table 1: Qualitative information on environmental risk and table 2: Qualitative information on social risk	Annex II of Delegated Regulation (EU) 2020/1816		B.1.4 Stratégie (SBM-1)
ESRS 2 SBM-1 Participation in activities related to manufacturing of chemicals paragraph 40, d) ii)	Indicator No. 9, table #2, annex I		Annex II of Delegated Regulation (EU) 2020/1816		B.1.4 Stratégie (SBM-1)
ESRS 2 SBM-1 Participation in activities related to controversial weapons paragraph 40, d) iii)	Indicator No. 14, table #1, annex I		Article 12, paragraph 1, Delegated Regulation (EU) 2020/1818 (7), annex II Delegated Regulation (EU) 2020/1816	Annex II of Delegated Regulation (EU) 2020/1816	B.1.4 Stratégie (SBM-1)
ESRS 2 SBM-1 Participation in activities related to tobacco cultivation and production paragraph 40, d) iv)			Delegated Regulation (EU) 2020/1818, Article 12, paragraph 1, Delegated Regulation (EU) 2020/1816, Annex II	Annex II of Delegated Regulation (EU) 2020/1816	B.1.4 Stratégie (SBM-1)
ESRS E1-1 Transition plan to achieve climate neutrality by 2050 paragraph 14				Article 2, paragraph 1, Regulation (EU) 2021/1119	B.2.1.2 Decarbonization plan for climate change mitigation (E1-1)
ESRS E1-1 Enterprises excluded from Paris Agreement reference indices paragraph 16, g)		Article 449 bis Regulation (EU) no 575/2013, Implementing Regulation (EU) 2022/2453, model 1: Banking portfolio — Climate transition risk: Credit quality by sector, emissions and remaining maturity	Article 12, paragraph 1, points d) to g), and Article 12, paragraph 2, Delegated Regulation (EU) 2020/1818		B.2.1.2 Decarbonization plan for climate change mitigation (E1-1)
ESRS E1-4 GHG emission reduction targets paragraph 34	Indicator No. 4, table #2, annex I		Article 449 bis Regulation (EU) no 575/2013, Implementing Regulation (EU) 2022/2453, model 3: Banking portfolio — Climate transition risk: alignment indicators	Article 6 Delegated Regulation (EU) 2020/1818	B.2.1.3 Policies (E1-2) and objectives (E1-4) related to climate change

Publication requirement and data point y related	SFDR reference	Pillar 3 reference	Reference to EU climate indices regulation	EU climate law reference	Sustainability report section
ESRS E1-5 Energy consumption produced from fossil fuels by energy source (only sectors with high climate impact) paragraph 38	ndicator No. 5, table #1, and indicator no. 5, table #2, annex I				B.2.1.5 Energy consumption and mix (E1-5)
ESRS E1-5 Energy consumption and energy mix paragraph 37	Indicator No. 5, table #1, annex I				B.2.1.5 Energy consumption and mix (E1-5)
ESRS E1-5 Energy intensity of activities in high climate impact sectors paragraphs 40-43	Indicator No. 6, table #1, annex I				B.2.1.5 Energy consumption and mix (E1-5)
ESRS E1-6 Raw GHG emissions for scopes 1, 2 or 3 and total GHG emissions paragraph 44	Indicators No. 1 and No. 2, table #1, annex I	Article 449 bis Regulation (EU) no 575/2013, Implementing Regulation (EU) 2022/2453, model 1: Banking portfolio — Climate transition risk: Credit quality by sector, emissions and residual maturity	Article 5, paragraph 1, Article 6 and Article 8, paragraph 1, Delegated Regulation (EU) 2020/1818		B.2.1.4 Carbon footprint and performance (E1-6)
ESRS E1-6 Intensity of GHG emissions paragraphs 53 to 55	Indicator No. 3, table #1, annex I	Article 449 bis Regulation (EU) no 575/2013, Implementing Regulation (EU) 2022/2453, model 3: Banking portfolio — Climate transition risk: alignment indicators	Article 8, paragraph 1, Delegated Regulation (EU) 2020/1818		B.2.1.4 Carbon footprint and performance (E1-6)
ESRS E1-7 GHG absorptions and carbon credits paragraph 56				Article 2, paragraph 1, Regulation (EU) 2021/1119	B.2.1.7 GHG removals and GHG mitigation projects financed through carbon credits (E1-7)
ESRS E1-9 Exposure of the reference portfolio to physical climate risks paragraph 66		Annex II Delegated Regulation (EU) 2020/1818, Annex II Regulation (EU) 2020/1816			B.2.1.9 Anticipated financial effects (E1-9)
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66, point a) ESRS E1-9 Location of significant assets exposed to material physical risk paragraph 66, point c)		Article 449b of Regulation (EU) No 575/2013, Implementing Regulation (EU) 2022/2453 of the Commission, paragraphs 46 and 47, model 5: Banking portfolio — Physical risk related to climate change: exposures subject to physical risk.			B.2.1.9 Anticipated financial effects (E1-9)
ESRS E1-9 Breakdown of the entity's building assets' carrying amount by energy efficiency class paragraph 67, point c)		Article 449b of Regulation (EU) No 575/2013, Implementing Regulation (EU) 2022/2453 of the Commission, paragraph 34, model 2: Banking portfolio — Transition risk related to climate change: Loans secured by real estate assets — Energy efficiency of collateral			B.2.1.9 Anticipated financial effects (E1-9)

Publication requirement and data point y related	SFDR reference	Pillar 3 reference	Reference to EU climate indices regulation	EU climate law reference	Sustainability report section
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities paragraph 69		Annex II of Delegated Regulation (EU) 2020/1818 of the Commission			B.2.1.9 Anticipated financial effects (E1-9)
ESRS E2-4 Quantity of each pollutant listed in Annex II to the E-PRTR Regulation (European Pollutant Release and Transfer Register) released to air, water and soil, paragraph 28	Indicator No. 8, Table #1, Annex I; indicator No. 2, Table #2, Annex I; indicator No. 1, Table #2, Annex I; indicator No. 3, Table #2, Annex I				Non-material
ESRS E3-1 Water resources and marine resources, paragraph 9	Indicator No. 7, Table #2, Annex I				Non-material
ESRS E3-1 Policy on this matter, paragraph 13	Indicator No. 8, Table #2, Annex I				Non-material
ESRS E3-1 Sustainable practices concerning oceans and seas, paragraph 14	Indicator No. 12, Table #2, Annex I				Non-material
ESRS E3-4 Total recycled and reused water percentage paragraph 28, point c)	Indicator No. 6.2, Table #2, Annex I				Non-material
ESRS E3-4 Total water consumption in m3 relative to revenue generated by the entity's own activities paragraph 29	Indicator No. 6.1, Table #2, Annex I				Non-material
▶ C1 ESRS 2- SBM 3 - E4 paragraph16 (a) i◀	Indicator No. 7, Table #1, Annex I				Non-material
▶ C1 ESRS 2- SBM 3 - E4 paragraph16 (b) ◀	Indicator No. 10, Table #2, Annex I				Non-material
▶ C1 ESRS 2- SBM 3 - E4 paragraph16 (c) ◀	Indicator No. 14, Table #2, Annex I				Non-material
ESRS E4-2 Sustainable land/soil/agriculture practices or policies paragraph 24, point b)	Indicator No. 11, Table #2, Annex I				Non-material
ESRS E4-2 Sustainable practices/policies concerning oceans/seas paragraph 24, point c)	Indicator No. 12, Table #2, Annex I				Non-material
ESRS E4-2 Deforestation policies paragraph 24, point d)	Indicator No. 15, Table #2, Annex I				Non-material
ESRS E5-5 Non-recycled waste paragraph 37, point d)	Indicator No. 13, Table #2, Annex I				Non-material
ESRS E5-5 Hazardous and radioactive waste paragraph 39	Indicator No. 9, Table #1, Annex I				Non-material
ESRS 2- SBM3 - S1 Forced labour risk paragraph 14, point f)	Indicator No. 13, Table #3, Annex I				Non-material
ESRS 2- SBM3 - S1 Risk of child labour through work paragraph 14, point g)	Indicator No. 12, Table #3, Annex I				Non-material

Publication requirement and data point y related	SFDR reference	Pillar 3 reference	Reference to EU climate indices regulation	EU climate law reference	Sustainability report section
ESRS S1-1 Commitments to implement a human rights policy paragraph 20	Indicator No. 9, Table #3, and Indicator No. 11, Table #1, Annex I				B.3.1.5 Policies related to own workforce (S1-1)
ESRS S1-1 Reasonable due diligence policies on questions covered by ILO fundamental conventions 1 to 8, paragraph 21		Annex II of Delegated Regulation (EU) 2020/1816 of the Commission			B.3.1.5 Policies related to own workforce (S1-1)
ESRS S1-1 Processes and measures to prevent human trafficking paragraph 22	Indicator No. 11, Table #3, Annex I				B.3.1.5 Policies related to own workforce (S1-1)
ESRS S1-1 Policy on prevention or system for managing workplace accidents paragraph 23	Indicator No. 1, Table #3, Annex I				B.3.1.5 Policies related to own workforce (S1-1)
ESRS S1-3 Grievance mechanisms or complaint handling paragraph 32, point c)	Indicator No. 5, Table #3, Annex I				B.3.1.4 Employee interests and views (S1.SBM-2), processes for engaging with employees and employee representatives about impacts (S1-2), and remediation processes for negative impacts and channels for employees to raise concerns (S1-3)
ESRS S1-14 Number of deaths and numbers and rates of work-related accidents paragraph 88, points b) and c)	Indicator No. 2, Table #3, Annex I		Annex II of Delegated Regulation (EU) 2020/1816 of the Commission		B.3.1.7 Health and safety at work (S1-14)
ESRS S1-14 NoLost days due to injuries, accidents, death or illness paragraph 88, point e)	Indicator No. 3, Table #3, Annex I				B.3.1.7 Health and safety at work (S1-14)
ESRS S1-16 Unadjusted gender pay gap, paragraph 97 (a)	Indicator No. 12 Table #1, Annex I		Annex II of Delegated Regulation (EU) 2020/1816 of the Commission		B.3.1.9 Equal treatment for all, inclusion and diversity (S1-9), (S1-10), (S1-11), (S1-16) et (S1-17)
ESRS S1-16 Excessive pay of CEOs ratio, paragraph 97 (b)	Indicator No. 8 Table #3, Annex I				B.3.1.9 Equal treatment for all, inclusion and diversity (S1-9), (S1-10), (S1-11), (S1-16) et (S1-17)
ESRS S1-17 Cases of discrimination paragraph 103, point a)	Indicator No. 7, Table #3, Annex I				B.3.1.9 Equal treatment for all, inclusion and diversity (S1-9), (S1-10), (S1-11), (S1-16) et (S1-17)
ESRS S1-17 Non-compliance with UN Guiding Principles on Business and Human Rights and OECD Guidelines paragraph 104 (a).	Indicator No. 10, Table #1, and Indicator No. 14 Table #3 Annex I		Annex II of Delegated Regulation (EU) 2020/1816 of the Commission Article 12(1) of Delegated Regulation (EU) 2020/1818 of the Commission		B.3.1.9 Equal treatment for all, inclusion and diversity (S1-9), (S1-10), (S1-11), (S1-16) et (S1-17)
ESRS 2 - SBM3 – S2 Significant risk of child labor or forced labor in the value chain paragraph 11 (b).	Indicator No. 12 and No. 13 Table #3, Annex I				B.3.2.1 Material impacts, risks and opportunities and their interaction with workers in the value chain (ESRS 2 SBM-3)
ESRS S2-1 Commitments to implement a human rights policy paragraph 17	Indicator No. 9, Table #3, and Indicator No. 11, Table #1, Annex I				B.3.2.2 Policies related to value chain workers (S2-1)
ESRS S2-1 Policies relating to workers in the value chain paragraph 18	Indicators No. 11 and No. 4, Table #3, Annex I				B.3.2.2 Policies related to value chain workers (S2-1)

Publication requirement and data point y related	SFDR reference	Pillar 3 reference	Reference to EU climate indices regulation	EU climate law reference	Sustainability report section
ESRS S2-1 Non-compliance with UN Guiding Principles on Business and Human Rights and OECD Guidelines paragraph 19	Indicators No. 10, Table #1, Annex I		Annex II of Delegated Regulation (EU) 2020/1816 of the Commission Article 12(1) of Delegated Regulation (EU) 2020/1818 of the Commission		B.3.2.2 Policies related to value chain workers (S2-1)
ESRS S2-1 Diligence policies on matters covered by the ILO fundamental conventions 1 to 8, paragraph 19			Annex II of Delegated Regulation (EU) 2020/1816 of the Commission		B.3.2.2 Policies related to value chain workers (S2-1)
ESRS S2-4 Human rights concerns and incidents related to the value chain in upstream and downstream directions, paragraph 36	Indicators No. 14, Table #3, Annex I				B.3.2.5 Actions taken concerning value chain workers (S2-4)
ESRS S3-1 Commitments to implement a human rights policy paragraph 16	Indicator No. 9, Table #3, Annex I, and Indicator No. 11, Table #1, Annex I				Non-material
ESRS S3-1 Non-compliance with guiding principles relating to business and human rights, ILO principles or OECD guidelines paragraph 17	Indicator No. 10, Table #1, Annex I		Annex II of Delegated Regulation (EU) 2020/1816, Article 12(1) of Delegated Regulation (EU) 2020/1818		Non-material
ESRS S3-4 Human rights issues and incidents paragraph 36	Indicator No. 14, Table #3, Annex I				Non-material
ESRS S4-1 Policies relating to consumers and end-users paragraph 16	Indicator No. 9, Table #3, and Indicator No. 11, Table #1, Annex I				B.3.3.2.2 Policies related to platform resilience (S4-1) and B.3.3.3.2 Policies related to personal data protection (S4-1) and targets (S4-5)
ESRS S4-1 Non-compliance with guiding principles relating to business and human rights and OECD guidelines paragraph 17	Indicator No. 10, Table #1, Annex I		Annex II of Delegated Regulation (EU) 2020/1816	Article 12(1) of Delegated Regulation (EU) 2020/1818	B.3.3.2.2 Policies related to platform resilience (S4-1) and B.3.3.3.2 Policies related to personal data protection (S4-1) and targets (S4-5)
ESRS S4-4 Human rights issues and incidents paragraph 35	Indicator No. 14, Table #3, Annex I				B.3.3.2.4 Actions regarding platform resilience (S4-4) and B.3.3.3.4 Actions related to personal data protection on all the value chain (S4-4)
ESRS G1-1 United Nations Convention against Corruption paragraph 10, point b)	Indicator No. 15, Table #3, Annex I				B.4.1.5 Prevention and detection of corruption and bribery (G1-3)
ESRS G1-1 Protection of whistleblowers paragraph 10, point d)	Indicator No. 6, Table #3, Annex I				B.4.1.4 Corporate culture and business conduct policies
ESRS G1-4 Fines for violation of anti-corruption legislation and acts of corruption paragraph 24, point a)	Indicator No. 17, Table #3, Annex I		Annex II of Delegated Regulation (EU) 2020/1816		B.4.1.6 Confirmed incidents of corruption and bribery (G1-4)
ESRS G1-4 Anti-corruption norms and acts of corruption paragraph 24, point b)	Indicator No. 16, Table #3, Annex I				B.4.1.6 Confirmed incidents of corruption and bribery (G1-4)

B.6.2 TCFD Framework

Themes	TCFD recommendations	Source of the information
Governance	a) Role of the Board of Directors in corporate climate governance	A.1.2.2., C.1
	b) Role of the management in corporate climate governance	A.1.2.2., C.1
Strategy	a) Description of climate risks and opportunities on the short, medium and long term	C.2.3
	b) Integration of risks and opportunities in company's business model, strategy, and investments	C.2.3
	c) Assessment of the Company's resilience to climate risks considering different climate scenarios including a "2°C" scenario or lower	C.2.3
Risk management	a) Climate Risk Identification and Assessment Process	C.2.3 ; F.2.3.7
	b) Climate risk management Process	C.2.3, F.2.3.7
	c) Integration into the business risk management process	C.2.3, F.2.3.7
Indicators and objectives	a) Financial and non-financial indicators used as part of the Company's climate strategy	C.7
	b) Greenhouse gas emission balance of scopes 1 and 2 and, if appropriate, scope 3	C.3.1.1.1
	c) Company climate goals and results achieved in pursuit of these goals	C.3.1.2, C.3.1.3

B.6.3 SASB-PDF – Issued IFRS Standards

TOPIC	METRICS	CATEGORIES	UNIT OF MEASUREMENT	CODE	LOCATION OF INFORMATION
Environmental footprint of physical infrastructure	(1) Total energy consumed, (2) percentage of electricity from the grid, and (3) percentage of renewable energy	Quantitative	Gigajoules (GJ)*, Pourcentage (%)	TC-SI-130a.1	B.2.2.7. Energy consumption and energy mix (E1-5 and SDG 7)
	(1) Total water abstracted, (2) total water consumed; percentage of each in regions with high or extremely high baseline water stress	Quantitative	One thousand cubic metres (m^3), Percentage (%)	TC-SI-130a.2	Non-material subject (more details available in section: 1.6. Dual Materiality Analysis: Results (IRO-2)
	Discussion on Integrating Environmental Considerations into Strategic Data Center Needs Planning	Discussions and analyses	N/A	TC-SI-130a.3	B.2.2.8 Actions and resources related to climate change policies (E1-3)
Data protection and freedom of expression	Description of Targeted Advertising and User Privacy Policies and Practices	Discussions and analyses	N/A	TC-SI-220a.1	B.3.3.3.3 Performance and objectives (S4-5)
	Number of users whose information is used for secondary purposes	Quantitative	Number	TC-SI-220a.2	B.3.3.3.3 Performance and objectives (S4-5)
	Total amount of monetary losses resulting from legal proceedings related to user privacy	Quantitative	Presentation currency	TC-SI-220a.3	Not reported because outside the scope of Worldline
	(1) Number of requests from judicial authorities for user information, (2) number of users whose information was requested, (3) percentage resulting in disclosure	Quantitative	Number, Percentage (%)	TC-SI-220a.4	B.3.3.3.3 Performance and objectives (S4-5)
	List of countries where key products or services are subject to government-imposed surveillance, blocking, content filtering, or censorship	Discussions and analyses	N/A	TC-SI-220a.5	B.3.3.3.3 Performance and objectives (S4-5)
Data Security	(1) Number of data breaches, (2) percentage of personal data breaches, (3) number of users affected	Quantitative	Number, Percentage (%)	TC-SI-230a.1	B.3.3.3.3 Performance and objectives (S4-5)
	Description of the approach to identifying and addressing data security risks, including the use of third-party cybersecurity standards	Discussions and analyses	N/A	TC-SI-230a.2	B.3.3.3.2 Data Protection Policy (S4-1) and Objectives (S4-5)

TOPIC	METRICS	CATEGORIES	UNIT OF MEASUREMENT	CODE	LOCATION OF INFORMATION
Recruiting and managing a global, diverse and skilled workforce	Percentage of employees requiring a work visa	Quantitative	Percentage (%)	TC-SI-330a.1	N/A
	Employee engagement percentage	Quantitative	Percentage (%)	TC-SI-330a.2	B.3.1.8.3 Performances (S1-13)
	Percentage of (1) gender representation and (2) diversity groups for (a) executive management, (b) non-executive management, (c) technical employees, and (d) all other employees	Quantitative	Percentage (%)	TC-SI-330a.3	B.3.1.7.3 Diversity Indicators (S1-9) B.3.1.11.3 Performance (S1-9, (S1-10), (S1-11), (S1-12) and (S1-16)
Intellectual Property Protection and Competitive Behaviour	Total amount of monetary losses resulting from legal proceedings related to anti-competitive conduct regulations	Quantitative	Presentation currency	TC-SI-520a.1	N/A
Management of systemic risks related to technological disruptions	Number of (1) performance issues and (2) service interruptions; (3) Total customer downtime	Quantitative	Number, Days	TC-SI-550a.1	N/A
	Description of Business Continuity Risks Associated with Business Interruptions	Discussions and analyses	N/A	TC-SI-550a.2	B.4.2.2 Significant impacts, risks and opportunities related to sustainable procurement

B.7 Worldline's vigilance plan

Integration of the vigilance plan into the CSRD project (2025)

In 2025, Worldline integrated its work and risk assessments related to the duty of vigilance into the overall risk analysis process mandated by the Corporate Sustainability Reporting Directive (CSRD). This integration is justified by the fact that the themes addressed in both topics overlap, with both regulations converging on the same issues.

This section provides a clear and concise overview of Worldline's vigilance plan (the "Plan"). The Plan describes the methodology used to identify risks associated with serious violations of human rights, fundamental freedoms, health and safety, and the environment, as well as the measures implemented to prevent these risks.

The Plan has been updated based on initiatives from the CSRD project, which involved various departments, including CSR, risk management, compliance, legal services, procurement, human resources, and finance. A steering committee, composed of managers from these departments, oversees the project's progress and reviews strategic steps and decisions.

In accordance with French law on the duty of vigilance, Worldline's vigilance plan includes the following elements:

- a risk mapping process to identify, analyze, and prioritize significant threats;
- mitigation, prevention, and monitoring plans for risks;
- an alert mechanism to gather alerts concerning potential risks;
- a monitoring system to evaluate the effectiveness of implemented measures.

Risk assessment

In 2025, the risk assessment of the vigilance plan was updated and strengthened as part of the CSRD project. Worldline identified, analyzed, and prioritized the following risks through a dual assessment of their relative importance.

Risks are classified according to their severity (impact) and likelihood of occurrence, taking into account the context of activities and the group's value chain. For more details on the process used to identify and evaluate key issues, please refer to the Sustainability Report, section B.1.6 Double Materiality Analysis – Description of the process to identify and assess material impacts, risks and opportunities (IRO-1).

The risk domains and sub-risks evaluated are the following:

Human rights and fundamental freedoms:

- Child labor and forced labor
- Collective bargaining: including the percentage of workers covered by collective agreements
- Freedom of association: including the existence of works councils and workers' rights to information, consultation, and participation
- Affected communities
- Secure employment

Health and safety:

- Working conditions
- Work-life balance
- Measures against violence and harassment in the workplace
- Employment and inclusion of persons with disabilities
- Diversity
- Training and skills development
- Gender equality and equal pay for work of equal value

Environnent:

- Extreme weather events (e.g., storms, floods, wildfires, droughts, and landslides)
- Rising temperatures
- Poorly managed energy consumption (e.g., water and energy use)
- Pollution
- Carbon footprint
- Poorly managed consumption of IT products (i.e., impact of product lifecycle)
- Impact on biodiversity

The results of this assessment are illustrated in Worldline's double materiality risk map (please refer to the Sustainability Report, Section B.1.6 "Double materiality analysis - Description of the process used to identify and assess material impacts, risks, and opportunities (IRO-1)"). These conclusions are used by various stakeholders to define action plans and corrective measures.

Action plans for risk mitigation

Each identified risk is addressed through specific policies, targeted actions, and monitoring plans. The correspondence table below details the relevant sections of the Sustainability Report, which describe the prevention and mitigation plans implemented.

Scope	Risk Areas	References
Worldline entities	Environment	Section B.2 Environment p.101 to 142
	Human rights	Section B.3 Social p.143 to 167
	Health and Safety	Section B.3 Social p.155 to 158
Worldline Value Chain		Section B.2 Environment p.127 to 142, Section B.3 Human Rights p.167 to 178 Section B.4.2 Supplier relationship management (G1-2), including Payment practices (G1-6) within Worldline's Responsible Purchasing Strategy, p.188 to 193

Alert System

Worldline has implemented a dedicated alert system known as the **Integrity Line (EQS).** This mechanism allows Worldline employees and third parties to report any concerns or allegations regarding violations of Worldline's Code of Ethics or internal policies, as well as violations of local laws and regulations or any wrongful acts.

Allegations related to human rights violations, environmental issues, or health and safety can be reported via the Integrity Line.

For more details on the alert system, whistleblower protection, and the report on alerts received in 2025, please refer to section B.4.1.4 Corporate culture and business conduct policies (pages 181 to 184).

C

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C.1 Operational review

Worldline's FY 2025 **revenue** reached **€4,029.9 million**, 2.8% below the 2024 level in organic terms, with an improved momentum in the second half of the year. The performance was impacted by the re-insourcing process of a large customer in Financial Services and, in Merchant Services, by the remaining off-boarding of the high brand risk (HBR) portfolio in H1 and challenges in POS terminal deliveries.

The Group's **Adjusted EBITDA** reached **€737.2 million** in FY 2025, representing 18.3% of revenue, down from 2024, mainly due to lower revenue and a negative client and sector mix within Merchant Services.

Free cash flow of **€-26.0 million** in FY 2025 was impacted notably by rationalization and associated costs of €130m, mainly related to Power24.

C.1.1 Statutory to constant scope and foreign exchange rates reconciliation

For the analysis of the Group's performance, 2025 revenue and adjusted EBITDA are compared to 2024 revenue and adjusted EBITDA at constant scope and exchange rates.

Reconciliation between 2024 reported revenue and adjusted EBITDA, and 2024 revenue and adjusted EBITDA at constant scope and foreign exchange rates is presented below per Global Business Lines:

	Revenue			
(In € million)	FY2024 (*)	Scope effect[2]	Exchange rates effect	FY 2024[1]
Merchant Services	3,301.2	+13.0	-30.0	3,283.9
Financial Services	861.9	-4.5	+0.8	858.2
WORLDLINE	**4,163.1**	**+8.5**	**-29.2**	**4,142.1**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

1 *At constant scope and December 2025 YTD average exchange rates.*

2 At December 2024 YTD average exchange rates.

	Adjusted EBITDA			
(In € million)	FY2024 (*)	Scope effect[2]	Exchange rates effect	FY 2024[1]
Merchant Services	785.3	+3.1	-2.4	786.0
Financial Services	235.8	-1.7	+1.0	235.1
Corporate costs	(54.2)	0.0	+0.1	(54.1)
WORLDLINE	**966.9**	**1.4**	**-1.2**	**967.1**
as a % of revenue	23.2%			23.3%

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

1 At constant scope and December 2025 YTD average exchange rates.

2 At December 2024 YTD average exchange rates.

Exchanges rate effects in FY were mainly due to the depreciation of the Turkish Lira against Euro and the appreciation of the Swiss Franc, while scope effects are mainly related to the contribution from the merchant portfolio of Credito Emiliano S.p. in Italy. A (Credem), acquired by Worldline on January 13, 2025, and a scope adjustment within the Financial Services division.

C.1.2 Performance by Global Business Line

	Revenue			Adjusted EBITDA			Adjusted EBITDA %		
(In € million)	FY2025	FY 2024*	Organic change	FY2025	FY 2024*	Organic change	FY2025	FY 2024*	Organic change
Merchant Services	3,237.5	3,283.9	-1.4%	624.0	786.0	-20.6%	19.3%	23.9%	(4.7) pts
Financial Services	792.3	858.2	-7.7%	172.2	235.1	-26.8%	21.7%	27.4%	(5.7) pts
Corporate costs	-	-	N/A	(59.1)	(54.1)	-9.2%	-1.5%	-1.3%	(0.2) pts
WORLDLINE	**4,029.9**	**4,142.1**	**-2.8%**	**737.2**	**967.1**	**-23.8%**	**18.3%**	**23.3%**	**(5.1) pts**

(*) At constant scope and exchange rates

C.1.2.1 Merchant Services

Merchant Services FY 2025 **revenue** fell 1.4% in organic terms year-on-year to **€3,237 million**. The performance was impacted by the remaining announced off-boarding of the high brand risk (HBR) portfolio in H1 and by challenges in POS terminal deliveries, which were mostly resolved by year-end. While the SMB was impacted by net churn in core geographies, churn improved as from Q4 2025, and the segment recorded solid growth in several markets where it holds challenger positions, notably in Southern and Central Europe.

By division:

- *Global Commerce*: Full-year performance reflected strong growth in travel & hospitality partly driven by new wins and successful client onboarding. The Digital segment was impacted by voluntary churn. The company has established successful partnerships with FreedomPay and 934 within the hospitality sector;
- *Enterprise:* Slight revenue decline as churn in the Retail segment impacted performance. This was partially offset by a strong rebound in Self-service (Petrol and Transportation) in the second half of the year. This activity recorded all-time high transaction volumes in both in-store and online acceptance while Wero was successfully launched in Germany;
- *SMB:* Full-year performance was impacted by lower terminal sales and softness in some key markets, mainly in H1, partly offset by solid growth in Central Europe. Activity turned positive in Q4 in Switzerland and the Nordics, with improving trends in client satisfaction and churn supported by SmartPOS traction, strengthened partnerships and resolved terminal availability issues toward year-end;
- *Joint-ventures:* Full-year performance was driven by strong growth in Southern Europe, particularly in Italy, supported by merchant portfolio migrations and market share gains, as well as repricing initiatives in Australia, partly offset by weaker performance in Germany due to lower terminal sales and a high comparison base.

Worldline achieved significant milestones in expanding its omnichannel payment capabilities throughout 2025:

- The launch of **Android SmartPOS** terminals across 16 markets represented a critical step in modernising Worldline's terminal offerings. These devices provided merchants with integrated payment, order management, loyalty, and third-party app capabilities, creating a unified point-of-sale solution;
- The acceleration of **Tap on Mobile** which provides flexible, device-agnostic payment acceptance via iOS and Android applications. The solution has been deployed across 23 markets, processing €760 million transactions Merchant Service Value (MSV) in 2025, tripling versus 2024. The solution can be used by small independent retailers to large department stores;
- Worldline was among the first payment service providers to integrate **Wero**, driving adoption of the EU's native payment solution across multiple European markets starting with e-commerce in Germany.

Merchant Services' **adjusted EBITDA** reached **€624 million**, representing **19.3% of revenue**, and was impacted by lower revenue and a less favourable client and sector mix.

C.1.2.2 Financial Services

Financial Services **revenues** in 2025 reached **€792 million**, down by **7.7%** compared with FY 2024, impacted by the large one-off re-insourcing process that started in the second quarter of 2024 in the Account Payments activity. The performance by division was the following:

- *Issuing & Acquiring*: Full-year performance was impacted by lower project activity and reduced volumes in Benelux and Italy, partly offset by strong momentum in Germany from new client onboarding and pricing uplifts. Activity improved in Q4 supported by sustained growth in card transactions, solid Worldline Pay Front Office performance, and robust APAC momentum, despite contract terminations and stricter IFRS 15 license revenue recognition;
- *Digital Banking:* Full-year performance was impacted by lower iDeal volumes in the Netherlands and reduced SMS activity in France. Demand was higher for Sanctions and Securities Monitoring Services, and the end of the year was marked by growth in fraud management, trusted authentication and ACS transactions, alongside portfolio expansion and strong commercial momentum reflected in a record-high pipeline;
- *Account Payments*: Full-year performance was impacted by the expected re-insourcing of a large client and lower transformation projects, particularly in Germany, only partly offset by increased activity in the Netherlands, Italy and France, while year-end trends benefited from scaling new volumes and strategic progress with the successful launch of the first banks on the Nimbus Instant Payments SaaS solution, although contract terminations continued to weigh on revenue.

2025 was marked by renewed client confidence, demonstrated by numerous contract renewals, extensions and partnerships.

In January 2025, Worldline announced the long-term extension of its existing partnership with KPC/CBC, one of the leading financial groups in Europe, for issuing services. With this agreement, Worldline will continue to provide issuing and transaction processing services through its broad services portfolio.

Another important commercial milestone was the renewal of Worldline's partnership with UniCredit, a leading pan-European bank, to provide Open Banking services. Worldline is one of the largest open banking providers in Europe and has also been actively working on PSD3.

In February 2025, Worldline announced our partnership with DNB Bank ASA, the largest financial services group in Norway. DNB will leverage Worldline's Swift Instant Connectivity to TIPS (TARGET Instant Payment Settlement) to enhance its payment infrastructure and provide seamless, reliable and real-time payment services to its clients.

Furthermore, we were proud to strengthen our partnership with OP Financial Group, the largest retail bank in Finland, with a new 12-year agreement.

FY 2025 **adjusted EBITDA** reached **€172 million**, representing **21.7% of revenue**, down 570 bps year-on-year, impacted by lower revenue.

C.1.2.3 Corporate costs

Corporate costs amounted to **€59 million** in 2025 (€54 million in 2024) notably as a result of the strengthening of the Group's legal and compliance activities.

C.1.3 Human resources

The total headcount was 14,979 at the end of December 2025, compared to 15,055 in 2024. This decrease was due to the continued implementation of the Power24 staff reduction plan, which was partially offset by the reinforcement of support centers in low-cost countries, both in Europe and Asia.

Following the Board of Directors' approval of the strategy to divest MeTS (Mobility & e-Transactional Services), Digital Banking activities, and the accounting of the GBL under IFRS 5 as discontinued operation, the table below presents the number of Group headcount without MeTS headcount.

Headcount	Opening Jan-25 restated	Hiring	Leavers	Dismiss / Restruc	Others	Closing Dec-25
Southern Europe	3,533	299	-168	-174	-87	3,403
Central & Eastern Europe	4,691	655	-225	-192	-66	4,863
Northern Europe	3,247	277	-222	-256	-15	3,031
Asia Pacific & America	3,584	437	-365	-101	127	3,682
WORLDLINE	**15,055**	**1,668**	**-980**	**-723**	**-41**	**14,979**

Headcount	Opening Jan-25	IFRS 5 - discontinued operations	Opening Jan-25 restated
Southern Europe	5,567	-2,034	3,533
Central & Eastern Europe	4,924	-233	4,691
Northern Europe	3,691	-444	3,247
Asia Pacific & America	3,930	-346	3,584
WORLDLINE	**18,112**	**-3,057**	**15,055**

C.2 Future outlook

C.2.1 2026 outlook

In the context of the Capital Market Day on November 6th 2025, Worldline has announced the following 2026 outlook :

- Low single digit organic revenue growth ;
- Adjusted EBITDA of c. €720 million ;
- Free cash flow of c. €(85) million.

This outlook excluded MeTS, Worldline North America and Cetrel.

In anticipation of the finalization of Worldline's pruning program in the course of the year, 2026 outlook is presented here in post pruning scope (excluding MeTS classified as discontinued operations, but also Worldline North America, Cetrel, PaymentIQ, MS India and other assets classified as held for sale in the 2025 consolidated financial statement). Announced divestments will remove €900 million+ in terms of revenue, €200 million+ adjusted EBITDA[1] and c. €55 million free cash flow[1] in 2026 based on 2025 data.

The Company's outlook for 2026, excluding the contribution of all divestments, as assets held for sale, is :

- Low single digit organic revenue growth ;
- Adjusted EBITDA of around €630 million to €650 million ;
- Free cash flow of €(80) million to €(70) million, which includes investment in remediation measures of €30 million-€40 million, and investment in North Star initiatives of €40 million - €50 million.

This 2026 outlook, in post pruning scope, is consistent with the trajectory shown at the CMD on November 6th 2025.

These profit forecasts and financial objectives are based upon the following principal assumptions:

- ***assumptions about factors which the Group's management bodies can influence***:
  - Tight execution of North Star priorities for the year, especially "converge" and "integrate" streams driving efficiency gains, risk and compliance plan (as disclosed in section A.4 in the Universal Registration Document);
  - Slightly weaker Business Mix expected to impact the Adjusted EBITDA margin which will be partially offset by operating leverage from organic growth;
  - Impact of financial institutions contract terminations of the previous years;
  - Identified merchants churn linked to migration on target platforms;
  - No major delay in the launch of new products and services;
  - Cost Inflation: people and non people costs reflect inflation and efficiency measures.
- ***assumptions about factors outside the influence of the Group's management bodies***:
  - No additional contract termination in Financial Institutions, Enterprise or Global Commerce Go-to-markets;
  - No rise in churn in SMB markets;
  - No significant changes in the macro-economic, regulatory, geopolitical and tax environment, and no major change in foreign exchange rates versus Euros;
  - No major measures by authorities following audits which would affect our entities;
  - No major technical incidents affecting any of our merchants or financial institutions customers;
  - No major delay or cancellation in our communicated divestment plan.

The profit forecasts for the 2026 financial year have been compiled and prepared on a basis which is both comparable with the historical financial information and consistent with the Company's accounting policies.

The profit forecasts and forward-looking objectives presented above, and the assumptions on which they are based, have been prepared in accordance with the provisions of European Commission regulation (EU) No. 2019/980 of 14 March 2019 as amended, and with ESMA recommendations regarding forward-looking information.

The profit forecasts and forward-looking objectives presented above are based on data, assumptions and estimates that the Group considers to be reasonable at the date of this document. These data, assumptions and estimates may change or be adjusted, particularly as a result of uncertainties in the economic, financial, competitive, accounting, regulatory or tax environment or as a result of other factors of which the Group was not aware at the date of this document.

Were one or more risks described in Chapter D.3 "Risk factors" of this document to actually occur, they could have an impact on the Group's activities, financial position, results, development or outlook, and could therefore threaten these profit forecasts or forward-looking objectives.

The achievement of these profit forecasts and objectives also assumes that the Group's strategy will be successful. As a result, the Group makes no representation and gives no warranty regarding the achievement of the forecasts and objectives set out above.

1 defined in section G.1.1

C.2.2 2027 -2030 Outlook

The Company's 2030 outlook, excluding the contribution of all divestments (classified as assets held for sale), is as follows:

- **Organic revenue growth** of ~4% CAGR between 2027 and 2030, with ~5% at the end of the period;
- **Adjusted EBITDA** target of €900 million+ *(versus €1 billion+ previously announced) in 2030*, reflecting the impact of the fully pruned scope;
- **Free Cash Flow** expected in 2030 at €300 – €350 million annually, unchanged versus prior guidance, demonstrating resilient cash flow generation despite a streamlined scope.

The forward-looking objectives presented above are based on data, assumptions and estimates that the Group considers to be reasonable at the date of this document. These data, assumptions and estimates may change or be adjusted, particularly as a result of uncertainties in the economic, financial, competitive, accounting, regulatory or tax environment, or as a result of other factors of which the Group was not aware at the date of this document.

Were one or more risks described in Chapter D.3 "Risk factors" of this document to actually occur, they could have an impact on the Group's activities, financial position, results, development or outlook, and could therefore threaten these forward-looking objectives.

The achievement of these objectives also assumes that the Group's strategy will be successful. As a result, the Group makes no representation and gives no warranty regarding the achievement of the objectives set out above.

C.3 Financial review

C.3.1 Income statement

The Group reported a net loss to continued operations (attributable to owners of the parent company Worldline SA) of €5,138.3 million for the full year 2025 (compared to a net loss to continued operations of €352.0 million for the full year 2024 restated). The normalized net income attributable to owners of the parent before unusual and infrequent items (net of tax) in 2025 is €175.2 million, representing 4.3% of revenue, compared to €367.2 million in 2024.

C.3.1.1 Reconciliation from operating margin to net income

(In € million)	12 months ended December 31, 2025	% revenue	12 months ended December 31, 2024 (*)	% revenue
Operating margin	**382.1**	**9.5%**	**611.9**	**14.7%**
Other operating income/(expenses)	(5,204.1)		(566.8)	
Operating income	**(4,822.0)**	**(119.7%)**	**45.1**	**1.1%**
Net financial income/(expenses)	(406.3)		(407.9)	
Tax income / (expense)	60.1		(4.1)	
Share of net profit/(loss) of associates	3.9		(0.1)	
Non-controlling interests	26.1		15.1	
Net income - Attributable to continued operations	(5,138.3)	(127.5%)	(352.0)	(8.5%)
Net income/loss – Attributable to discontinued operations	(18.2)		55.0	
NET INCOME/(LOSS) – ATTRIBUTABLE TO OWNERS OF THE PARENT	**(5,156.5)**	**(128.0%)**	**(297.0)**	**(7.1)%**
NORMALIZED NET INCOME – ATTRIBUTABLE TO OWNERS OF THE PARENT	**175.2**	**4.3%**	**367.2**	**8.8%**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

C.3.1.2 Adjusted EBITDA

Adjusted EBITDA represents the underlying operational performance of the current business and is analyzed in the operational review.

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)	Variation
Operating margin	**382.1**	**611.9**	**(229.8)**
+ Depreciation of fixed assets	353.0	323.5	29.5
+ Net book value of assets sold/written off	7.3	6.3	0.9
+/- Net charge/(release) of pension provisions	3.9	8.1	(4.3)
+/- Net charge/(release) of provisions	(9.0)	17.1	(26.1)
ADJUSTED EBITDA	**737.2**	**966.9**	**(229.7)**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

C.3.1.3 Other operating income and expenses

Other operating income and expenses represent a net cost of €5,204.1 million in 2025. The following table presents this amount by nature:

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Goodwill impairment	(4,366.5)	-
Assets held for sale impairment	(378.0)	-
Customer relationships and acquired technologies amortization	(260.5)	(260.0)
Rationalization and associated costs	(81.1)	(218.8)
Integration and acquisition costs	(70.7)	(87.6)
Equity based compensation & associated costs	(10.9)	(9.8)
Other items	(36.3)	9.4
TOTAL OTHER OPERATING INCOME AND EXPENSES	**(5,204.1)**	**(566.8)**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

In 2025, **goodwill impairment** for continued operations of €4,366.5 million was related to the decrease in value of Merchant Services GBL in accordance with IAS 36; including €4,060 million recognised in H1 and €306.5 million recognized in H2 (refer to note 10.1 "Goodwill"), representing a total of €4,366.5 million in 2025.

Based on the estimated disposal results of **assets classified as held for sale under IFRS 5** (refer to Note 3 - Main changes in the scope of consolidation)**, an impairment** of €378.0 million was recognized in relation to goodwill for €280.4 million, to other assets for €67.6 million and to customer relationships for €29.9 million;

Rationalization and associated costs of €81.1 million are mainly related to:

- Power24 implementation costs for €19.1 million (refer to note 4 "Other significant events of the year", section "Power24"),
- Costs incurred in the High Business Risk (HBR) sector to strengthen the management of risks associated with merchants for €12.2 million.
- IT transformation projects, mainly Move to Cloud for €7.0 million,

Integration and acquisition costs reached €70.7 million, decreasing by €16.9 million, in relation with the ramp-down of integration and synergy implementation cost related to past acquisitions. The main costs of the period were related to:

- Costs in relation with integration representing €51.9 million, principally for the set-up of the jointly held entity in Australia with ANZ for €23.9 million and €28.0 million for M&A costs.
- Risk and compliance costs for €16.7 million related to projects to reinforce Risk and AML/CFT (Anti Money Laundering / Countering Financing of terrorism), and other risk and compliance costs mainly for operationalization, in particular on previously acquired scopes. These costs consist mainly of expenses to adjust and harmonize processes and system like merchant onboarding diligences, processes of storage of related information, etc.

Other items of €36.3 million are mainly related to litigation and contingencies outside the company's core activity (refer to Note 16 - Provisions).

C.3.1.4 Net financial expenses

Net financial expenses amounted to €406.3 million for the period (compared to an expense of €407.9 million in 2024) and are made up of:

- Expenses of net financial debt of €(51.3) million (against a net income of €3.5 million in 2024); and
- Net other financial expenses (including the impact of foreign exchange) of €355.0 million (€411.3 million expense in 2024).

The expenses of net financial debt of €(51.3) million in 2025 is mainly made up by the following effects:

- The interests linked to straight bonds (€75.2 million) and convertible bonds (€6.4 million);
- The income interests from cash and cash equivalents (€15.6 million);
- The profit generated by the convertible bonds reimbursement (€11.5 million) - refer to note 4 "Other significant events of the year".

The variation compared to last year is mainly explained by:

- The increase of interests linked to straight bonds (increase of €37.2 million due to the new bonds of the period - see note 4 "Other significant events of the year"),
- The decrease on income interests from cash and cash equivalents in 2025 is €(28.5) million.

The net other financial expenses of €355.0 million in 2025 is mainly composed of:

- Foreign exchange loss for €21.0 million (loss of €40.7 million in 2024), mainly driven by hyperinflation in Argentina and Turkey for a negative impact of €17.7 million;
- Financial interests on lease liability (IFRS 16) for an expense of €12.3 million (€10.8 million in 2024);
- Pension financial costs for €5.7 million (€5.9 million in 2024). The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (see note 15 "Post-employment and similar long-term benefits");
- The recognition in the consolidated income statement of a €0.2 million charge related to the change in fair value of the Visa Shares (compared to €10.2 million profit in 2024);
- The negative change in fair value of other financial instruments for €297.7 million, mainly related to the negative fair value of Poseidon Holdco preferred shares for €290.0 million (negative fair value for an amount of €349 million in 2024);
- Other financial expenses for €22.9 million mainly due to financial expenses associated to financial agreements entered into with merchants, notably in Australia;
- Other financial income for €9.4 million (€6.5 million in 2024).

C.3.1.5 Corporate tax

The 2025 tax income is €60.1 million for a loss before tax of €5,228.4 million. The annualized Effective Tax Rate (ETR) is 1.1% compared to 2024 (-1.1%). In 2025, after the restatement of the goodwill impairment of €4,647.0 million and the restatement of the fair value of the Poseidon Holdco's preferred shares of €290.0 million, the annualized Effective Tax Rate (ETR) is 20.6% compared to 2024 -29.7% after the restatement of the fair value of the Poseidon Holdco's preferred shares of €349.0 million euros. The increase in the adjusted effective tax rate in 2025 mainly reflects the recognition of valuation allowances on tax loss carryforwards in a context of higher losses.

C.3.1.6 Non-controlling interests and associates

The 2025 net loss attributable to non-controlling interests and associates December 31, 2025 is €26.1 million mainly related to the participations in Worldline Australia Pty Ltd and Payone Gmbh, compared to net loss for €15.1 million in 2024.

C.3.1.7 Normalized net income

The normalized net income is defined as net income excluding unusual and infrequent items (attributable to the owners of the parent), net of tax. For 2025, the amount was €175.2 million, compared to €367.2 million in 2024.

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Net income - Attributable to owners of the parent	**(5,138.3)**	**(352.0)**
Other operating income and expenses (Group share)	5,147.7	493.3
Financial loss on fair value of preferred shares (Group's share)	290.0	349.0
Financial gain on Visa shares disposal (Group share)	0.1	(3.1)
Tax impact on unusual items	(124.3)	(120.0)
NORMALIZED NET INCOME - ATTRIBUTABLE TO OWNERS OF THE PARENT	**175.2**	**367.2**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

C.3.1.8 Earnings per share

The weighted average number of shares amounts to 280,073,277 shares for the period. At December 31, 2025 (same as December 31, 2024) there are no potentially dilutive instruments as all equity instruments are potentially relutive.

In € million - attributable to the owner of the parent from continuing operations	12 months ended December 31, 2025	% revenue	12 months ended December 31, 2024 (*)	% revenue
Net income [a]	**(5,138.3)**	**(127.5)%**	**(352.0)**	**(8.5)%**
Diluted net income [b]	**(5,138.3)**	**(127.5)%**	**(352.0)**	**(8.5)%**
Normalized net income - continued [c]	175.2	4.3%	367.2	8.8%
Normalized diluted net incme - continued [d]	175.2	4.3%	367.2	8.8%
Average number of shares [e]	280,073,277		282,567,142	
Diluted average number of shares [f]	280,073,277		282,567,142	
In €				
Basis EPS [a] / [e]	**(18.35)**		**(1.25)**	
Diluted EPS [b] / [f]	(18.35)		(1.25)	
Normalized basic EPS [c] / [e]	0.63		1.30	
Normalized diluted EPS [d] / [f]	0.63		1.30	

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

C.3.2 Cash flow

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization (Adjusted EBITDA)	**737.2**	**966.9**
Capital expenditures	(248.3)	(263.2)
Lease expenditures (Lease under IFRS16)	(118.2)	(106.4)
Change in working capital requirement	35.1	(87.9)
Cash from operation	**405.8**	**509.4**
Taxes paid	(141.5)	(135.1)
Income (cost) of net financial debt	(56.3)	(1.8)
Integration and acquisition costs	(78.1)	(87.7)
Rationalization & associated costs in other operating income	(136.3)	(152.8)
Other changes	(19.6)	(10.1)
FREE CASH FLOW	**(26.0)**	**121.9**
Net material acquisitions and disposal	(97.0)	(22.9)
Capital increase	-	21.1
Portion of convertible bonds in equity / debt	(9.9)	(13.3)
Net Long term financial investments	(28.0)	(7.3)
Variance in lease liabilities	45.6	(56.2)
Dividends (paid) / received	(14.3)	(12.1)
Other movements	0.2	24.3
Change in net cash/(debt)	**(129.3)**	**55.5**
OPENING NET CASH/(DEBT)	**(2,012.1)**	**(2,155.6)**
Change in net cash/(debt)	(129.3)	55.5
Reclassification of cash and cash equivalents from discontinued operations	13.9	78.0
Foreign exchange rate fluctuation on net cash/(debt)	(9.9)	10.1
Reclassification of cash and cash equivalents - Assets held for sale	(81.8)	-
CLOSING NET CASH/(DEBT)	**(2,219.2)**	**(2,012.1)**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5).

Free cash flow represents the change in net cash or net debt, excluding equity changes, dividends paid, impact of foreign exchange rate fluctuations on opening net cash balance, and excluding net acquisitions, financial investments and disposals.

At the end of December 31, 2025, the free cash flow is negative for an amount of €26.0 million, compared to a positive amount of €121.9 million in 2024.

Adjusted EBITDA of €737.2 million, reached 18.3% of revenue.

Capital expenditures amounted to €248.3 million or 6.2% of revenue. The part related to investments in software platforms through capitalized costs, in connection with the modernization of proprietary technological platforms, amounted to €181.5 million.

The positive **change in working capital requirement** is €35.1 million. This increase is mainly explained by less trade payables in 2025 compared to 2024 (see note 18.1 "Trade payables and note payables"). The Group may factor part of its account receivables in the normal course of its day-to-day treasury management. As at December 31, 2025, the net amount received for factored receivables is €24.7 million (€44.4 million in 2024).

Cash-out related to **taxes paid** reached €141.5 million.

Net outflow related to **income (cost) of financial debt paid** of €(56.3) million includes interests on bonds, cashpooling and other financial debts.

Cash outflow linked to **rationalization and associated costs** represented €136.3 million, mainly related to Power24 payment of the 2024's accrual.

Integration costs and acquisition costs of €78.1 million are mainly explained by:

- Transformations costs for €49.3 million consisting of three main items :
  - The set-up of the jointly held entity in Australia with ANZ;
  - Compliance costs mainly for operationalization, in particular on previously acquired scopes, and to reinforce operationalisation of AML/CFT (Anti Money Laundering / Countering Financing of Terrorism);
  - The M&A costs.

Other changes affecting the Free Cash Flow resulted in a negative impact of €19.6 million, compared to a negative impact of €10.1 million at the end of December 2024. This can be explained by the negative effects of exchange rates, hyperinflation and financial fees.

The negative net impact of material acquisitions and disposal for €97.0 million mainly come from:

- The acquisition of a merchant portfolio from Credito Emiliano S.p.A (Credem) for €76.2 million ;
- The net negative impact of €7.9 million relates to the recognition of a put option on Credem and the remeasurement of existing put options on non-controlling interests;
- the share purchase program impact for an amount of €20.3 million.

Net debt increase effect of **convertible bonds** reached €9.9 million, from discounting and capitalized interests.

Net long term financial investments amounted to €28,0 million and mainly related to a collateral requested by VISA for an amount of €17 million.

The positive **change in lease liabilities** amounted to €45.6 million is due to the decrease in lease liabilities, mainly as a result of fewer major leases being signed in the real estate sector than rental payments.

Other movements are impacted by the sale of Visa shares in 2024.

Foreign exchange rate fluctuation, which is determined on debt or cash exposure by country, had a negative impact of €9.9 million.

The information reported for the twelve-month period ended December 31, 2024 has been restated to reflect the classification of the MeTS business and certain other activities as discontinued operations (see Note 5), as follows:

(in € million)	12 months ended December 31, 2024 (Published)	IFRS 5	12 months ended December 31, 2024 restated
Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization (Adjusted EBITDA)	1,070.4	(103.5)	966.9
Capital expenditures	(281.5)	18.3	(263.2)
Lease expenditures (Lease under IFRS16)	(116.6)	10.2	(106.4)
Change in working capital requirement	(72.4)	(15.5)	(87.9)
Cash from operation	599.9		509.4
Taxes paid	(141.2)	6.0	(135.1)
Income (cost) of net financial debt	3.3	(5.0)	(1.8)
Integration and acquisition costs	(87.6)	(0.0)	(87.7)
Rationalization & associated costs in other operating income	(163.2)	10.4	(152.8)
Other changes	(10.1)		(10.1)
FREE CASH FLOW	**201.0**	**(79.1)**	**121.9**
Net material acquisitions and disposal	(22.9)	-	(22.9)
Capital increase	21.1	-	21.1
Portion of convertible bonds in equity / debt	(13.3)	-	(13.3)
Net Long term financial investments	(7.3)	(0.0)	(7.3)
Variance in lease liabilities	(57.4)	1.2	(56.2)
Dividends (paid) / received	(12.1)	-	(12.1)
Other movements	24.3	-	24.3
Change in net cash/(debt)	133.5	(78.0)	55.5
OPENING NET CASH/(DEBT)	**(2,155.6)**	**-**	**(2,155.6)**
Change in net cash/(debt)	133.5	(78.0)	55.5
Change in net cash/(debt) discontinued	-	78.0	78.0
Foreign exchange rate fluctuation on net cash/(debt)	10.1	-	10.1
CLOSING NET CASH/(DEBT)	**(2,012.1)**	**-**	**(2,012.1)**

As of December 31, 2025, the cash flow before IFRS 5 reclassifications, as published, is presented as follows:

(in € million)	12 months ended December 31, 2025 Before IFRS 5	IFRS 5	12 months ended December 31, 2025 After IFRS 5 (Published)
Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization (Adjusted EBITDA)	**841.4**	**(104.2)**	**737.2**
Capital expenditures	(267.5)	19.2	(248.3)
Lease expenditures (Lease under IFRS16)	(130.5)	12.4	(118.2)
Change in working capital requirement	4.7	30.4	35.1
Cash from operation	**448.1**	**(42.2)**	**405.8**
Taxes paid	(147.4)	5.9	(141.5)
Income (cost) of net financial debt	(54.1)	(2.3)	(56.3)
Integration and acquisition costs	(84.7)	6.7	(78.1)
Rationalization & associated costs in other operating income	(150.8)	14.5	(136.3)
Other changes	(19.6)	-	(19.6)
FREE CASH FLOW	**(8.5)**	**(17.5)**	**(26.0)**
Net material acquisitions and disposal	(97.0)	-	(97.0)
Capital increase	-	-	-
Portion of convertible bonds in equity / debt	(9.9)	-	(9.9)
Net Long term financial investments	(28.3)	0.3	(28.0)
Variance in lease liabilities	42.3	3.2	45.6
Dividends (paid) / received	(14.3)	-	(14.3)
Other movements	0.2	-	0.2
Change in net cash/(debt)	**(115.4)**	**(13.9)**	**(129.3)**
OPENING NET CASH/(DEBT)	**(2,012.0)**	**-**	**(2,012.0)**
Change in net cash/(debt)	(115.4)	(13.9)	(129.3)
Reclassification of cash and cash equivalents from discontinued operation	-	13.9	13.9
Foreign exchange rate fluctuation on net cash/(debt)	(9.9)	-	(9.9)
Reclassification of cash and cash equivalents - Assets held for sale	-	(81.8)	(81.8)
CLOSING NET CASH/(DEBT)	**(2,137.2)**	**(81.8)**	**(2,219.2)**

C.3.2.1 Investments

Investments of 2025

In 2025, the Group's total capital expenditures (purchases of tangible and intangible assets recorded in the balance sheet) are €248.3 million. These capital expenditures comprised principally:

Capitalized production costs, which relate to the IT platforms core to the Group's products, totaled €181.5 million in 2025. This amount was invested primarily in software development in two main areas (i) creating new products or improving existing products with new features (ii) rendering the Group's processing platform compliant with new Regulations. As of December 31, 2025, the net book value of these internally developed platforms amounted to €493.4 million.

Other purchases of tangible and intangible assets encompass (i) investments in shared infrastructures, infrastructures that are not dedicated to a single client, which consist principally in software, servers, network and storage equipment and (ii) investments in infrastructure dedicated to specific clients, mainly dedicated servers and terminals leased to clients.

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

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Capitalized production	181.5	168.9
Other purchases of tangible and intangible assets	66.9	94.3
TOTAL CAPITAL EXPENDITURES (PURCHASES OF TANGIBLE AND INTANGIBLE ASSETS)	**248.3**	**263.2**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5).

Financial Investments 2025

The Group's financial investments paid mainly concerned investments in non-consolidated entities (€68.9m in 2025 and €355.3 million in 2024) ; see note 17.3.1 Non current financial assets.

C.3.2.2 Significant existing or planned property, plant and equipment

As at December 31, 2025, the Group held property, plant and equipment with a total net value of approximately €147.8 million, consisting mainly of the equipment (particularly information technology equipment) used in its production centers, more specifically its data centers. The Group leases almost all of its property & plant while IT equipment is generally purchased.

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

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

The Group's main data centers are located in France (at its Seclin site as well as in Vendôme - only owned building site), in Belgium (at its Brussels site), in Luxembourg, and in Germany (at its Frankfurt site). The Group leases data centers facilities in France, in the Netherlands, in Italy, in Luxembourg, in Germany, in Sweden, in Spain, in Turkey, in the USA, in Canada, in Argentina, in Australia, in New Zealand, and in India. In Switzerland the Group buys infrastructures services from SIX Group and in the UK, Spain and Germany the Group buys infrastructures services from Atos.

The Group also rents, from third parties connected with its own data centers, four European telecommunications centers (located in France, Belgium and Germany).

Technical data center infrastructure, furniture, equipment (primarily information technology equipment) and data center servers, which the Group owns through its local subsidiaries;

Assembly plant in the United Kingdom for the manufacture of kiosks.

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

Lastly, the Group uses on-demand infrastructures from public cloud providers, among others Amazon Web Services, Google Cloud and Microsoft Azure. These contracts are considered as opex.

C.3.3 Financing policy

Financing structure

Worldline's expected liquidity requirements are covered by its gross cash position, its long-term committed credit facilities, access to commercial paper programs and bond market, and operating cash generation.

Worldline has entered a "Negotiable European Commercial Papers" program (NEU CP) on April 12, 2019 to optimize its financial charges and improve Group's cash for a maximum initial amount of €600 million increased to €1,000 million in December 2020. At December 31, 2025, no amount was outstanding under the program, compared to €60 million as at December 31, 2024. NEU CP issuances are executed on a rolling basis depending on short-term needs and market conditions.

On July 4, 2024, Worldline entered into a €1,125 million Revolving Credit Facility ("RCF") maturing in July 2029, with two one-year extension options at the lenders' discretion. This facility, supported by a pool of 17 international banks, replaced the previous €450 million and €600 million RCFs.

In May 2025, Worldline obtained approval of all lenders for an extension of one year (from July 2029 to July 2030) regarding its €1,125 million Revolving Credit Facility (RCF). As of December 31, 2025, the RCF was fully undrawn.

Drawdowns under the RCF may be requested at any time, subject to compliance with usual conditions precedent.

In May 2025, Worldline reimbursed at maturity two Schuldschein loans for an amount of respectively € 25 million and € 30 million.

In the bond market, Worldline has issued several instruments under its €4 billion EMTN program. The terms and conditions of these bonds reflect standard Investment Grade documentation:

- In June 2020, in the context of the financing of the cash component of the acquisition of Ingenico (shares and OCEANE bonds), Worldline completed two bonds issuances for an amount of €500 million each. The first bond issue matured on June 30, 2023. The second bond matures on June 30, 2027, and bears interest of 0.875% per year on the outstanding principal amount. It is listed on the Luxembourg Stock Exchange.
- In September 2023, Worldline issued a new €600 million bond under the existing EMTN program, maturing on September 12, 2028, and bearing interest at 4,125% per annum on the outstanding principal amount.
- In November 2024, Worldline issued a new €500 million bond under the existing EMTN program, maturing on November 27, 2029, and bearing interest at 5,25% per annum on the outstanding principal amount.
- In November 2024, Worldline repurchased OCEANE 2025 for an amount of €200 million and OCEANE 2026 for an amount of €50 million
- In June 2025, Worldline issued a new €550 million bond under the existing EMTN program, maturing on June 10, 2030, and bearing interest at 5,50% per annum on the outstanding principal amount. The amount will be repayable at the maturity date (See note 17.4 Financial liabilities).
- In June 2025, Worldline repurchased 3,221,238 "2026 OCEANE" bonds in an aggregate principal amount of €332 million, representing approximately 60.8% of the total outstanding 2026 OCEANE bonds ; *See note 4 Other significant events of the year*. The remaining principal amount outstanding of this OCEANE is € 212.6 million.
- In July 2025, Worldline repaid at maturity the remaining amount of the €600 million bond, which had been partially bought back in November 2024. The reimbursement amounted to €395 million; *See note 4 Other significant events of the year*.
- In addition to the base 2026 OCEANE bonds referred above, the Group also has outstanding 2026 OCEANE convertible bonds (partly repurchased in November 2024) for a remaining principal amount of €200 million.

Credit rating

Worldline's corporate credit rating is BB (negative outlook) with a short-term rating of B, supporting its continued access to capital markets.

On March 27, 2025 S&P Global Ratings has adjusted Worldline rating. S&P Global Ratings' adjusted long-term credit rating of Worldline is now at BB with a negative outlook (from BBB-, negative outlook) and short-term credit rating at B (from A-3). According to the latest S&P publication (November 2025), this rating remains unchanged as of the reporting date.

Investment policy

Worldline's policy is to lease its offices and other property, whether administrative or technical. Certain other fixed assets such as IT equipment and company cars may be financed through leases depending on the cost of financing and the most appropriate type of financing for each new investment.

C.3.4 Restatement of comparative information

- **IFRS 5 - Discontinued operations**

As mentioned in Note 3, the result and cash flows attributable to the Mobility & e-Transactional Services divestments (MeTS) business and Digital banking activities are now classified as assets held for sale and presented separately as discontinued operations in the 2025 consolidated financial statements. In accordance with IFRS 5, the comparative financial statements for the year 2024 have been restated accordingly. The impact of these restatements on the 2024 consolidated financial statements is presented below:

Restated consolidated income statement

	12 months		
(In € million)	**Reported**	**IFRS 5**	**Restated**
Revenue	**4,631.9**	**(468.9)**	**4,163.1**
Personnel expenses	(1,475.2)	206.3	(1,268.9)
Operating expenses	(2,470.0)	187.8	(2,282.2)
Operating margin	**686.7**	**(74.8)**	**611.9**
% of revenue	**14.8%**	**16.0%**	**14.7%**
Other operating income and expenses	(582.0)	15.2	(566.8)
Operating income / (loss)	**104.7**	**(59.6)**	**45.1**
% of revenue	**2.3%**	**12.7%**	**1.1%**
Financial expenses	(605.4)	(1.8)	(607.3)
Financial income	199.4	-	199.4
Financial result	**(406.0)**	**(1.8)**	**(407.9)**
Net income / (loss) before tax	**(301.4)**	**(61.4)**	**(362.8)**
Tax income / (expense)	(10.6)	6.5	(4.1)
Share of net profit / (loss) of associates	(0.1)	-	(0.1)
Net income / (loss) from continuing operations	(312.1)	(55.0)	(367.1)
Net income / (loss) from discontinued operations	-	55.0	55.0
Net Income / (loss)	**(312.1)**	**-**	**(312.1)**
Of which:	-	-	-
- owners of the parent company of continuing operations	(297.0)	(55.0)	(352.0)
- owners of the parent company of discontinued operations	-	55.0	55.0
- attributable to owners of the parent	**(297.0)**	**-**	**(297.0)**
- non-controlling interests in continuing operations	(15.1)	-	(15.1)
- non-controlling interests in discontinued operations	-	-	-
- attributable to non-controlling interests	**(15.1)**	**-**	**(15.1)**
Weighted average number of shares	282,567,142	-	282,567,142
Basic earnings per share - attributable to owners of the parent in euros from continuing operations	(1.05)	(0.19)	(1.25)
Basic earnings per share - attributable to owners of the parent in euros from discontinued operations	-	0.19	0.19
Basic earnings per share *(in €)*	**(1.05)**	**-**	**(1.05)**
Diluted weighted average number of shares	282,567,142	-	282,567,142
Diluted earnings per share - attributable to owners of the parent from continuing operations	(1.05)	(0.19)	(1.25)
Diluted earnings per share - attributable to owners of the parent from discontinued operations	-	0.19	0.19
Diluted earnings per share *(in €)*	**(1.05)**	**-**	**(1.05)**

Restated Consolidated cash flow statement

	12 months ended December 31, 2024		
(In € million)	**Reported**	**IFRS 5**	**Restated**
Net income / (loss) before tax	**(301.4)**	**(61.4)**	**(362.8)**
Depreciation of assets	240.8	(18.0)	222.8
Depreciation of right-of-use	109.5	(8.8)	100.7
Net charge / (release) to operating provisions	26.7	(1.5)	25.2
Net charge / (release) to financial provisions	6.7	(0.8)	5.9
Net charge / (release) to other operating provisions	59.6	(3.7)	56.0
Impairment of long – term assets /Customer relationships amortization (PPA)	260.0	-	260.0
Losses / (gains) on disposals of fixed assets	4.3	(0.4)	3.9
Net charge for equity-based compensation	11.1	(0.9)	10.2
Losses / (gains) on financial instruments and other financial items	390.8	(0.3)	390.5
Income / (cost) of net financial debt	8.5	3.0	11.5
Cash from operating activities before change in working capital requirement, financial interest and taxes	**816.7**	**(92.9)**	**723.8**
Taxes paid	(141.2)	6.0	(135.1)
Change in working capital requirement	(72.4)	(15.5)	(87.9)
Net cash from (used in) operating activities from continued operations	**603.1**	**(102.4)**	**500.7**
Net cash from (used in) operating activities from discontinued operations	-	102.4	102.4
NET CASH FROM/ (USED IN) OPERATING ACTIVITIES	**603.1**	**-**	**603.1**
Payment for tangible and intangible assets	(281.5)	18.3	(263.2)
Proceeds from disposals of tangible and intangible assets	5.7	-	5.7
Net operating investments	**(275.8)**	**18.3**	**(257.5)**
Amounts paid for acquisitions	(35.9)	-	(35.9)
Proceeds from disposals of financial investments	45.6	-	45.6
Amounts paid for long-term financial investments	17.0	(0.0)	17.0
Amounts received for long-term financial investments	0.0	-	0.0
Cash and cash equivalents of companies purchased during the period	0.0	-	0.0
Cash and cash equivalents of companies sold during the period	(1.2)	-	(1.2)
Dividend received from long-term investments	4.5	-	4.5
Net long-term investments	**30.0**	**(0.0)**	**30.0**
Net cash from (used in) investing activities from continued operations	(245.8)	18.3	(227.5)
Net cash from (used in) investing activities from discontinued operations	-	(18.3)	(18.3)
NET CASH FROM/ (USED IN) INVESTING ACTIVITIES	**(245.8)**	**-**	**(245.8)**
Capital increase subscribed by non-controlling interests	21.1	-	21.1
Purchase and sale of treasury stock	(7.4)	-	(7.4)
Dividends paid to non-controlling interests	(16.4)	-	(16.4)
New borrowings	573.1	-	573.1
Lease payments	(103.7)	8.1	(95.6)
Financial interests on lease liability	(12.8)	2.1	(10.8)
Repayment of long and medium-term borrowings	(1,025.9)	-	(1,025.9)
Net interest paid	4.0	(5.0)	(0.9)
Other flows related to financing activities	(17.2)	0.0	(17.2)
Net cash from (used in) financing activities from continued operations	**(585.2)**	**5.3**	**(579.9)**
Net cash from (used in) financing activities from discontinued operations	-	(5.3)	(5.3)
NET CASH FROM/ (USED IN) FINANCING ACTIVITIES	**(585.2)**	**-**	**(585.2)**
Increase/ (decrease) in net cash and cash equivalents - continued activities	**(227.9)**	**(78.8)**	**(306.7)**
Increase/ (decrease) in net cash and cash equivalents - discontinued activities	-	78.8	78.8
OPENING NET CASH AND CASH EQUIVALENTS	**1,726.5**	**-**	**1,726.5**
Increase/ (decrease) in net cash and cash equivalents	(227.9)	(78.8)	(306.7)
Impact of exchange rate fluctuations on cash and cash equivalents	9.7	-	9.7
Change in cash related to discontinued activities	-	78.8	78.8
Cash and cash equivalents reclassified at end of period in "Assets held for sale"	-	-	-
CLOSING NET CASH AND CASH EQUIVALENTS	**1,508.3**	**-**	**1,508.3**

- **Other comprehensive income**

Restated other comprehensive income

For other comprehensive income, the comparative information for 2024 has been restated to reclassify €24.4 million relating to the fair value of the equity component of repurchased convertible bonds from other comprehensive income to changes in equity, in line with the accounting treatment applied in 2025. This reclassification had no impact on total equity or profit or loss.

	12 months ended December 31, 2024		
(In € million)	**Reported**	**Reclassification from OCI to equity**	**Restated**
Net Income / (loss)	**(312.1)**	**-**	**(312.1)**
Other comprehensive income	**-**	**-**	**-**
- Items to be reclassified subsequently to profit / (loss):	**(6.0)**	**(24.4)**	**(30.4)**
Fair-value change of financial instruments	0.8	-	0.8
Change in fair value of financial assets	-	-	-
Fair value - Equity portion of Convertible bonds repurchased	24.4	(24.4)	(0.0)
Exchange differences on translation of foreign operations	(31.2)	-	(31.2)
Deferred tax on items recyclable recognized directly on equity	-	-	-
Recyclable items from discontinued operations	-	-	-
- Items not reclassified to profit / (loss):	**13.4**	**-**	**13.4**
Actuarial gains and (losses) generated in the period on defined benefit plan	18.1	-	18.1
Deferred tax on non-recyclable items	(4.8)	-	(4.8)
Non-recyclable items from discontinued operations	-	-	-
Total other comprehensive income	**7.4**	**(24.4)**	**(17.0)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	**(304.7)**	**(24.4)**	**(329.0)**
Of which:			
- attributable to owners of the parent	**(284.8)**	**(24.4)**	**(309.2)**
- attributable to non-controlling interests	**(19.9)**	**-**	**(19.9)**

C.4 Consolidated financial statements

C.4.1 Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2025

This is a translation into English of the statutory auditors' report on the consolidated financial statements of Worldline issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Worldline Shareholders' Meeting,

Opinion

In compliance with the engagement entrusted to us by the Shareholders' Meeting, we have audited the accompanying consolidated financial statements of Worldline for the year ended December 31, 2025.

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, 2025 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 and Risks 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, 2025 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we bring your attention to the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period, as well as our responses to those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. and we do not provide a separate opinion on specific items of the consolidated financial statements.

Measurement of *goodwill*

"Note 10.1 – Goodwill" to the consolidated financial statements

Key Audit Matter	Our response
As disclosed in Note 10.1 to the consolidated financial statements, the net value of goodwill at December 31, 2025 is €3,840.3 million. Goodwill is allocated to Cash Generating Units (CGU) for impairment testing. Your Group considers that the CGUs correspond to the two business lines defined by IFRS 8, with these CGUs or groups of CGUs representing the lowest level at which goodwill is monitored within the Group for internal management purposes. As at December 31, 2025, goodwill was therefore allocated to two operating segments: - Commercial Services: €2,676.6 million; - Financial Services: €1,163.8 million. The recoverable amount of goodwill was measured at the 2025 year-end based on its value in use, determined by combining discounted cash flows of continuing operations, with the expected disposal proceeds for operations classified as held for sale (before their reclassification in accordance with IFRS 5). The values in use were estimated using the cash flow forecasts in the latest five-year business plan, as approved by the Executive Committee and the Board of Directors, extrapolated for an additional year plus a normative year. Based on the impairment tests, an impairment of €4,366.5 million was recognized in respect of fiscal year 2025 (before the additional impairment recognized pursuant to IFRS 5). We considered the measurement of goodwill to be a key audit matter due to its material value on the Group's balance sheet and the Management estimates required to determine the recoverable amount and in particular the assumptions adopted concerning forecast performance, discount rates and perpetual growth rates.	As part of our work, we obtained an understanding of: - the process for preparing and approving the estimates and assumptions adopted by Management as part of impairment tests and; - the methods used by the governance bodies to approve the results of these tests. We assessed the appropriateness of the model used to determine the value in use of the CGUs. We examined the key data and assumptions used to determine the value in use of goodwill, assessed the sensitivity of valuations to these assumptions and verified the calculations performed by your Group with the assistance of our valuation specialists. Our work on the values in use primarily centered around the methods of determining forecast cash flows for which we assessed: - the consistency of the underlying data with the 2026 budget, approved by the Executive Committee and the Board of Directors, as well as Management estimates based on the latest five-year business plan and the extrapolation of cash flows over an additional year, plus a normative year; - consistency with past performance and market outlooks; - the discount rates, examining their determination and consistency with underlying market assumptions, with the assistance of our internal valuation specialists. We also verified the expected disposal proceeds for operations classified as held for sale, by assessing in particular their consistency with offers received or signed. Finally, we also assessed the appropriateness of the information disclosed in Note 10.1 to the consolidated financial statements, in particular the key assumptions and sensitivity analysis.

Recognition of revenue from transactional activities

"Note 6 - Revenue, segment information" to the consolidated financial statements

Key Audit Matter	Our response
Revenue from services relating to transactional activities in the Commercial Services and Financial Services business sectors is recognized in the period in which the transactions are processed. These activities are dependent on numerous IT applications which make it possible to collect and measure all transactions going through the Group's various payment processing IT platforms. We considered the recognition of revenue from transactional activities to be a key audit matter due to the complexity of the IT architecture and the very large volume of transactions.	We obtained an understanding of and tested the internal control system related to securing the flows recognized in Group revenue; our IT specialists assisted us in implementing the following procedures: - testing the general IT controls of the main IT applications that process revenue flows from transactional activities; - testing the operational efficiency of automated or manual controls which improve the validity and completeness of accounting data recorded. Finally, based on a sample of customer contracts, we verified the compliance of the accounting treatment adopted by the Group for the various types of revenue flow, with regard to contractual clauses.

Classification and measurement of assets held for sale and discontinued operations

"Note 5 – Assets held for sale and discontinued operations" to the consolidated financial statements

Key Audit Matter	Our response
As disclosed in note 5 to the consolidated financial statements, your Group concluded, during the last quarter of 2025, that the criteria set out in IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" were met for the planned disposals of the Mobility & e-Transactional Services (MeTS) business line and certain digital banking activities, classified as discontinued operations, as well as certain other assets (Worldline PaymentIQ, Worldline Europe S.A., Worldline North America and certain additional entities related to Merchant Services activities located outside Europe), classified as assets held for sale. As a result, the assets and liabilities of these activities are presented on separate lines of the consolidated statement of financial position as "Assets classified as held for sale" and "Liabilities directly associated with assets classified as held for sale". The net income (loss) from discontinued operations only (excluding assets held for sale) is presented on a separate line of the income statement as "Net income (loss) from discontinued operations", with restatement of the 2024 comparative information. The net income (loss) from assets held for sale is included in the various lines of the net income (loss) from continuing operations. In accordance with IFRS 5 and as disclosed in note 5, all of these assets were measured a December 31, 2025 at the lower of their carrying amount and their fair value less costs to sell, resulting in the recognition of a total impairment of €442.8 million, of which €378.0 million was recognized in respect of continuing operations (including €280.4 million of goodwill impairment) and €64.8 million in respect of discontinued operations (entirely relating to goodwill). The determination of fair value less costs to sell is based on significant Management judgement, in particular regarding the assumptions used to estimate the disposal value (including expected price adjustments, transaction costs and contractual guarantees, for a total estimated amount of €175.4 million), as well as the net carrying amount of the net assets presented as assets held for sale (including the reclassification of goodwill of €788.4 million, which was subject to an additional impairment of €345.2 million). We considered the classification and measurement of assets classified as held for sale and discontinued operations to be a key audit matter in view of: - the materiality of the reclassifications made in accordance with IFRS 5; - the judgement exercised by Management in determining the assets and liabilities to be presented as assets held for sale; - the estimates made by Management in determining fair value less costs to sell.	Our work primarily consisted of: - obtaining an understanding of the disposal projects (MeTS and certain digital banking activities, as well as certain other assets held for sale), the main terms of the agreements or draft agreements, and the related governance decisions, in order to assess the stage of completion of the ongoing disposal operations; - assessing, with regard to IFRS 5 criteria, the Group's conclusion on the "discontinued operations" and "assets held for sale" classification criteria; - assessing the judgements applied by your Group in presenting assets and liabilities as held for sale, in particular the allocation of goodwill to the operations to be disposed of; - evaluating the methodology and key assumptions used to determine fair value less costs to sell, in particular with respect to the determination of estimated selling prices, transaction costs and contractual guarantees; - verifying the calculation of the overall impairment recognized, including its allocation between goodwill and other non-current assets, as well as between continuing and discontinued operations. Finally, we assessed the appropriateness of the disclosures provided in note 5 to the consolidated financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information pertaining to the Group presented in the Board of Directors' management report.

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

Other Legal and Regulatory Verifications or Information

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (*code monétaire et financier*), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of December 17, 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Worldline by the Shareholders' Meetings held on June 30, 1997 for Deloitte & Associés and April 30, 2014 for Grant Thornton.

As of December 31, 2025, Deloitte & Associés and Grant Thornton were in the 29th year and 12th year of total uninterrupted engagement, which is the 12th year for both firms since securities of the Company were admitted to trading on a regulated market.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Risk Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit & Risks Committee

We submit a report to the Audit and Risk Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as significant audit findings. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risk 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 and Risk Committee with the declaration referred to in Article 6 of Regulation (EU) no. 537/2014, confirming our independence pursuant to the rules applicable in France as defined in particular by Articles L.821-27 to L.821-34 of the French Commercial Code and in the French Code of ethics for statutory auditors. Where appropriate, we discuss with the Audit and Risk 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 6, 2026

The Statutory Auditors

Grant Thornton SAS	Deloitte & Associés
French member of Grant Thornton International	
Vincent FRAMBOURT	Josselin VERNAY

C.4.2 Consolidated Income Statement

(In € million)		12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Revenue	**Note 6.2**	**4,029.9**	**4,163.1**
Personnel expenses	Note 7.1	(1,293.2)	(1,268.9)
Operating expenses	Note 7.2	(2,354.6)	(2,282.2)
Operating margin		**382.1**	**611.9**
% of revenue		**9.5%**	**14.7%**
Other operating income and expenses	Note 7.3	(5,204.1)	(566.8)
Operating income / (loss)		**(4,822.0)**	**45.1**
% of revenue		**-119.7%**	**1.1%**
Financial expenses		(522.0)	(607.3)
- Of which Income / (cost) of net financial debt		(51.3)	3.5
Financial income		115.6	199.4
Financial result	**Note 8**	**(406.3)**	**(407.9)**
Net income / (loss) before tax		**(5,228.4)**	**(362.8)**
Tax income / (expense)	Note 9.1	60.1	(4.1)
Share of net profit / (loss) of associates		3.9	(0.1)
Net income / (loss) from continuing operations		(5,164.4)	(367.1)
Net income / (loss) from discontinued operations	Note 5.1	(18.2)	55.0
NET INCOME / (LOSS)		**(5,182.6)**	**(312.1)**
Of which:		**-**	**-**
- owners of the parent company of continuing operations		**(5,138.3)**	**(352.0)**
- owners of the parent company of discontinued operations		(18.2)	55.0
- attributable to owners of the parent		(5,156.5)	(297.0)
- non-controlling interests in continuing operations		(26.1)	(15.1)
- non-controlling interests in discontinued operations		-	-
- attributable to non-controlling interests	**Note 14.2**	**(26.1)**	**(15.1)**
Weighted average number of shares		280,073,277	282,567,142
Basic earnings per share - attributable to owners of the parent in euros from continuing operations		**(18.35)**	**(1.25)**
Basic earnings per share - attributable to owners of the parent in euros from discontinued operations		(0.07)	0.19
Basic earnings per share (in €)	**Note 14.3**	**(18.41)**	**(1.05)**
Diluted weighted average number of shares		280,073,277	282,567,142
Diluted earnings per share - attributable to owners of the parent from continuing operations		(18.35)	(1.25)
Diluted earnings per share - attributable to owners of the parent from discontinued operations		(0.07)	0.19
Diluted earnings per share (in €)		**(18.41)**	**(1.05)**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

C.4.3 Consolidated statement of comprehensive income

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Net Income / (loss)	(5,182.6)	(312.1)
Other comprehensive income		
- Items to be reclassified subsequently to profit / (loss):	**(19.9)**	**(30.4)**
Fair-value change of financial instruments	0.9	0.8
Exchange differences on translation of foreign operations	(20.8)	(31.2)
Recyclable items from discontinued operations		
- Items not reclassified to profit / (loss):	**30.2**	**13.4**
Actuarial gains and (losses) generated in the period on defined benefit plan	39.3	18.1
Deferred tax on non-recyclable items	(9.1)	(4.8)
Non-recyclable items from discontinued operations		
Total other comprehensive income	**10.2**	**(17.0)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	**(5,172.4)**	**(329.0)**
Of which:		
- attributable to owners of the parent	(5,136.8)	(309.2)
- attributable to non-controlling interests	(35.6)	(19.9)

(*) In 2024, reclassification of the fair value of the equity component of repurchased convertible bonds from other comprehensive income to changes in equity, with no impact on total equity or profit or loss. See note C.3.4

C.4.4 Consolidated statement of financial position

C.4.4.1 Assets

(In € million)		As at December 31, 2025	As at December 31, 2024
Goodwill	Note 10.1	3,840.4	9,003.8
Other Intangible assets	Note 10.2	1,839.3	2,194.9
Tangible assets	Note 10.3	147.8	213.3
Right-of-use	Note 11.1	250.2	364.0
Non-current financial assets	Note 17.3.1	106.9	372.6
Investments in associates	Note 17.3.1	34.8	29.1
Deferred tax assets	Note 9.3	51.1	57.8
Total non-current assets		**6,270.5**	**12,235.5**
Inventories	Note 12.1	32.8	72.2
Trade accounts and notes receivables	Note 12.2	546.8	681.9
Current taxes		78.4	58.5
Other current assets	Note 12.3	227.9	234.7
Assets linked to intermediation activities	Note 13	3,510.7	4,339.7
Current financial instruments	Note 17.3.2	48.6	35.6
Cash and cash equivalents	Note 17.3.3	898.2	1,766.4
Total current assets		**5,343.4**	**7,189.0**
Assets classified as held for sale	Note 5	1,531.2	-
TOTAL ASSETS		**13,145.1**	**19,424.5**

C.4.4.2 Liabilities and shareholders' equity

(In € million)		As at December 31, 2025	As at December 31, 2024
Common stock		193.1	192.8
Additional paid-in capital		5,540.3	5,922.7
Consolidated retained earnings		2,524.3	2,266.7
Translation adjustments		150.2	160.7
Net income attributable to the owners of the parent		(5,156.5)	(297.0)
Equity attributable to the owners of the parent	**Note 14.1**	**3,251.4**	**8,245.9**
Non-controlling interests	Note 14.2	790.5	976.0
Total shareholders' equity		**4,042.0**	**9,221.9**
Provisions for pensions and similar benefits	Note 15	152.3	186.5
Non-current provisions	Note 16	84.8	63.1
Non-current financial liabilities	Note 17.4	2,140.8	2,496.3
Deferred tax liabilities	Note 9.3	255.7	341.9
Non-current lease liabilities	Note 11.2	191.3	292.1
Non-current financial instruments		-	-
Other non-current liabilities		1.5	2.5
Total non-current liabilities		**2,826.3**	**3,382.3**
Trade accounts and notes payables	Note 18.1	563.0	661.8
Current taxes		97.1	156.9
Current provisions	Note 16	3.0	30.4
Current financial instruments	Note 17.6	2.0	0.2
Current portion of borrowings	Note 17.4	693.1	879.9
Liabilities linked to intermediation activities	Note 13	3,510.7	4,339.7
Current lease liabilities	Note 11.2	92.2	110.3
Other current liabilities	Note 18.2	487.3	641.3
Total current liabilities		**5,448.3**	**6,820.3**
Liabilities directly associated with assets classified as held for sale	Note 5	828.5	-
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**13,145.1**	**19,424.5**

C.4.5 Consolidated cash flow statement

(In € million)		12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Net income / (loss) before tax		**(5,228.4)**	**(362.8)**
Depreciation of assets	Note 10.2 & 10.3	244.6	222.8
Depreciation of right-of-use	Note 11.1	108.4	100.7
Net charge / (release) to operating provisions		(5.1)	25.2
Net charge / (release) to financial provisions		10.3	5.9
Net charge / (release) to other operating provisions		34.6	56.0
Impairment of long – term assets /Customer relationships amortization (PPA)	Note 10.2 & 10.3	4,937.4	260.0
Losses / (gains) on disposals of fixed assets		6.0	3.9
Net charge for equity-based compensation		10.9	10.2
Losses / (gains) on financial instruments and other financial items		445.3	390.5
Income / (cost) of net financial debt	Note 8	(49.3)	11.5
Cash from operating activities before change in working capital requirement, financial interest and taxes		**514.7**	**723.8**
Taxes paid		(141.5)	(135.1)
Change in working capital requirement	Note 12.4	35.1	(87.9)
Net cash from (used in) operating activities from continued operations		**408.4**	**500.7**
Net cash from (used in) operating activities from discontinued operations		46.2	102.4
NET CASH FROM/ (USED IN) OPERATING ACTIVITIES		**454.6**	**603.1**
Payment for tangible and intangible assets		(248.3)	(263.2)
Proceeds from disposals of tangible and intangible assets		0.0	5.7
Net operating investments		**(248.3)**	**(257.5)**
Amounts paid for acquisitions	Note 3	(79.9)	(35.9)
Proceeds from disposals of financial investments		(4.1)	45.6
Amounts paid for long-term financial investments		(33.3)	17.0
Amounts received for long-term financial investments		5.3	0.0
Cash and cash equivalents of companies purchased during the period		-	0.0
Cash and cash equivalents of companies sold during the period		(0.4)	(1.2)
Dividend received from long-term investments		0.6	4.5
Net long-term investments		**(111.6)**	**30.0**
Net cash from (used in) investing activities from continued operations		**(359.9)**	**(227.5)**
Net cash from (used in) investing activities from discontinued operations		(19.5)	(18.3)
NET CASH FROM/ (USED IN) INVESTING ACTIVITIES		**(379.4)**	**(245.8)**
Capital increase subscribed by non-controlling interests		-	21.1
Purchase and sale of treasury stock		(20.5)	(7.4)
Dividends paid to non-controlling interests		(14.9)	(16.4)
New borrowings	Note 17.4	581.8	573.1
Lease payments	Note 11.2	(105.9)	(95.6)
Financial interests on lease liability	Note 8	(12.3)	(10.8)
Repayment of long and medium-term borrowings	Note 17.4	(861.0)	(1,025.9)
Net interest paid		(40.4)	(0.9)
Other flows related to financing activities		(14.3)	(17.2)
Net cash from (used in) financing activities from continued operations		**(487.5)**	**(579.9)**
Net cash from (used in) financing activities from discontinued operations		(10.1)	(5.3)
NET CASH FROM/ (USED IN) FINANCING ACTIVITIES		**(497.6)**	**(585.2)**
Increase/ (decrease) in net cash and cash equivalents - continued activities		**(439.1)**	**(306.7)**
Increase/ (decrease) in net cash and cash equivalents - discontinued activities		16.7	78.8
OPENING NET CASH AND CASH EQUIVALENTS		**1,508.3**	**1,726.5**
Increase/ (decrease) in net cash and cash equivalents	Note 17.3.3	(439.1)	(306.7)
Impact of exchange rate fluctuations on cash and cash equivalents		(14.0)	9.7
Change in cash related to discontinued activities		16.7	78.8
Cash and cash equivalents reclassified at end of period in "Assets held for sale"		(186.0)	-
CLOSING NET CASH AND CASH EQUIVALENTS	**NOTE 17.3.3**	**885.9**	**1,508.3**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

C.4.6 Consolidated statement of changes in shareholder's equity

(In € million)	Number of shares at period-end (in thousands)	Common Stock	Additional paid-in capital	Retained earnings	Translation adjustments	Net income	Equity attributable to the owners of the parent	Non controlling interests	Total shareholders' equity
At January 1, 2024	**282,975.0**	**192.4**	**7,990.1**	**1,023.7**	**186.2**	**(817.3)**	**8,575.1**	**989.1**	**9,564.2**
Increase of capital	593.0	0.4	2.3	-	-	-	2.7	-	2.7
Appropriation of prior period net income	-	-	-	(817.3)	-	817.3	-	(0.0)	(0.0)
Dividends paid to the shareholders	-	-	-	-	-	-	-	(16.4)	(16.4)
Equity-based compensation	-	-	-	11.1	-	-	11.1	-	11.1
Remeasurement effects of put option	-	-	-	(20.6)	-	-	(20.6)	-	(20.6)
Scope changes	-	-	-	(1.4)	-	-	(1.4)	1.4	-
Changes in Treasury stock and others	-	-	-	(10.2)	-	-	(10.2)	-	(10.2)
Other [(*)]	-	-	(2,069.6)	2,068.0	-	-	(1.6)	21.8	20.1
Transactions with owners	**593.0**	**0.4**	**(2,067.4)**	**1,229.6**	**-**	**817.3**	**(20.1)**	**6.8**	**(13.3)**
Net income of the period	-	-	-	-	-	(297.0)	(297.0)	(15.1)	(312.1)
Other comprehensive income [(**)]	-	-	-	13.4	(25.5)	-	(12.1)	(4.9)	(16.9)
Total comprehensive income for the period (*)	**-**	**-**	**-**	**13.4**	**(25.5)**	**(297.0)**	**(309.1)**	**(19.9)**	**(329.0)**
AT DECEMBER 31, 2024	**283,568.0**	**192.8**	**5,922.7**	**2,266.7**	**160.7**	**(297.0)**	**8,245.9**	**975.9**	**9,221.9**
Increase of capital	396.2	0.3	(0.3)	-	-	-	-	-	-
Appropriation of prior period net income	-	-	-	(297.0)	-	297.0	-	-	-
Dividends paid to the shareholders	-	-	-	-	-	-	-	(14.9)	(14.9)
Equity-based compensation	-	-	-	12.6	-	-	12.6	-	12.6
Remeasurement effects of put option	-	-	-	7.9	-	-	7.9	-	7.9
Scope changes	-	-	-	-	-	-	-	-	-
Changes in Treasury stock and others	-	-	-	(20.3)	-	-	(20.3)	-	(20.3)
Other (*)	-	-	(382.1)	524.4	-	-	142.2	(135.0)	7.3
Transactions with owners	**396.2**	**0.3**	**(382.4)**	**227.5**	**-**	**297.0**	**142.4**	**(149.9)**	**(7.5)**
Net income of the period	-	-	-	-	-	(5,156.5)	(5,156.5)	(26.1)	(5,182.6)
Other comprehensive income	-	-	-	30.1	(10.4)	-	19.7	(9.4)	10.2
Total comprehensive income for the period	**-**	**-**	**-**	**30.1**	**(10.4)**	**(5,156.5)**	**(5,136.8)**	**(35.6)**	**(5,172.4)**
AT DECEMBER 31, 2025	**283,964.2**	**193.1**	**5,540.3**	**2,524.3**	**150.2**	**(5,156.5)**	**3,251.4**	**790.5**	**4,042.0**

1 In 2024 and 2025, "Other" includes amounts of €2,069.6 million and €370.3 million, respectively, reclassified from retained earnings to additional paid-in capital, with no impact on total equity.
In 2025, "Other" also includes an amount of €154.0 million relating to the reallocation of goodwill to disposal groups classified as held for sale under IFRS 5, which impacted the allocation between Group equity and non-controlling interests.

(*) *In 2024, reclassification of the fair value of the equity component of repurchased convertible bonds (€24.4 million) from other comprehensive income to changes in equity, with no impact on total equity or profit or loss. See note C.3.4.*

C.4.7 Notes to the consolidated financial statements

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NOTE 1 General information

Worldline S.A., the Worldline group's parent company, is a public limited company (*Société Anonyme*) under French law whose registered office is located at Tour Voltaire, 1 place des Degrés, 92800 Puteaux, France. The Company is registered with the Registry of Commerce and Companies of Nanterre under the reference 378 901 946 RCS Nanterre. Worldline S.A. shares are traded on the Euronext Paris market under ISIN code FR0011981968. The shares are not listed on any other stock exchange. Worldline S.A. is the only listed company in the Group. The Company is governed by a Board of Directors.

Worldline activities are organized around three Global Business Lines: Merchant Services, Financial Services and Mobility & e-Transactional Services. The MeTS activity is presented under IFRS 5 (refer to Note 5 Assets held for sale and discontinued operations).

These consolidated financial statements were approved by the Board of Directors on February 25, 2026. The consolidated financial statements will then be submitted to the approval of the General Meeting of Shareholders scheduled to take place on June 11, 2026.

NOTE 2 Accounting rules and policies

2.1. Basis of preparation of consolidated financial statements

Pursuant to European Regulation No. 1606/2002 of July 19, 2002, the consolidated financial statements for the twelve months ended December 31, 2025 have been prepared in accordance with the applicable international accounting standards, as endorsed by the European Union as at December 31, 2025. The international standards comprise the International Financial Reporting Standards (IFRS Accounting Standards) as issued by the International Accounting Standards Board (IASB), the International Accounting Standards (IAS), the interpretations of the Standing Interpretations Committee (SIC) and the International Financial Reporting Interpretations Committee (IFRIC). Accounting policies applied by the Group comply with those standards and interpretations.

Changes in accounting policies

New standards applicable from January 2025

The Group applied the amendments, standards, and interpretation effective as of January 1st, 2025:

- Amendments to IAS 21 – Effects of changes in Foreign Exchange Rates : Lack of Exchangeability. These amendments clarify the assessment of when a currency is exchangeable into another, and how to estimate a spot exchange rate when exchangeability is lacking.

The change had no material impact on the 2025 consolidated financial statements.

New standards and amendments issued by IASB but not yet effective as at December 31, 2025

The Group did not choose the early adoption the following new standards, interpretations and amendments with application not mandatory within the European Union as of January 1st, 2025 in its consolidated financial statements:

- Amendments to IFRS 9 and IFRS 7 – Classification and measurement of financial assets: These amendments, which will be effective from January 1, 2026, provide clarifications on the classification and measurement of certain financial assets and on settlements in cash using an electronic payment system, and introduce additional disclosure requirements.
- IFRS 18 – Presentation and disclosures in financial statements;
- Amendments to IFRS 9 and IFRS 7: Contracts referencing nature-dependent electricity.

The Group has initiated its assessment of the amendments to IFRS 9, including a review of the financial instruments and processes potentially impacted. Based on the analyses performed to date, the Group does not expect a material impact on its consolidated financial statements; the assessment is ongoing and will be finalized ahead of the first application date. With respect to the amendments relating to electronic settlements of financial liabilities, the Group is currently assessing the relevance of the optional accounting treatment allowing derecognition at trade date for outgoing payments, based on the nature and materiality of the transactions concerned. This assessment primarily focuses on standard bank transfers processed through the Group's main treasury and payment systems.

With respect to the amendments relating to contracts referencing nature-dependent electricity, the Group does not have any such contracts, including power purchase agreements, as at December 31, 2025. Consequently, the adoption of these amendments is not expected to have any impact on the Group's financial statements.

For IFRS 18, the potential impact is still being assessed at Group level.

Accounting estimates and judgments

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

Due to uncertainties inherent in the estimation process, the Group regularly revises its estimates based on currently available information. Final outcomes could differ from those estimates.

In assessing significant estimation uncertainties and judgments, management relies in particular on internal budgets, forecasts and underlying assumptions, which are reviewed regularly and updated when new information becomes available. Where relevant, the sensitivity of carrying amounts to changes in key assumptions is considered.

The key estimates and judgments used in preparing the Group's consolidated financial statements relate mainly to:

Accounting estimates and judgments	Notes
Goodwill impairment test	Note 10.1
Other fixed assets impairment test	Note 10.2
Revenue recognition and associated costs on long-term contracts	Note 6
Capitalization of development costs	Note 10.2
Valuation of assets acquired and liabilities assumed in a business combination	Note 3
Assets held for sale and discontinued operations	Note 5
Presentation of assets and liabilities linked to intermediation activities	Note 13

Worldline's exposure to the situation in Ukraine and Russia

On March 18, 2022, Worldline issued a press release to inform the public of the Group's exposure to the conflict in Ukraine and Russia, in accordance with company policy and the recommendations of European Securities and Market Authority (ESMA) as relayed by Autorité des Marchés Financiers (AMF). The Group's exposure to Russia-related activities was limited and is no longer material.

The Group retained a legacy legal entity in Russia, whose activities were discontinued in compliance with international sanctions. The net assets of this entity were fully impaired in 2024 (€0.6 million).

On 13 February 2025, legal entity in Russia was liquidated. All obligations and liabilities towards Russian tax authorities and former clients have been extinguished. As of December 31, 2025, the Group has no remaining assets, activities or obligations in Russia.

Consideration of risks related to climate change

The global Group's current exposure to the climate change consequences on short term is limited. The short-term identified environmental risks did not warrant consideration in the financial statements. The Group ensures consistency between the climate-related risks and assumptions disclosed in the sustainability reporting and those used in the preparation of the consolidated financial statements, including significant estimates (cf. section B.2.1.1 Material impacts, risks and opportunities and their connection to the strategy and the business model (E1.SBM-3 et E1.IRO-1)).

Worldline is continuously reviewing and improving its value chain to reduce its environmental impact. In addition, the Group is committed to contributing to carbon neutrality through the reduction of its carbon footprint related to scopes 1, 2 and 3, transitioning to renewable energy, and prioritizing responsible purchasing practices.

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

Within the CSRD exercise, Worldline completed its in-depth analysis of its exposure to climate risks. The results did not indicate a need to modify the Group's strategic plan, which already incorporates these elements.

Worldline – U.S. Tariff Exposure

In 2025, global macroeconomic and geopolitical conditions have evolved, particularly due to the rise in U.S. customs tariffs and the escalation of several regional conflicts. The Group has not identified any direct or indirect material impact from this new environment on its operations. As of December 31, 2025, no significant accounting consequences have been recognized. The Group remains vigilant and continues to monitor these developments and their potential future implications.

Consolidation methods

Subsidiaries

Subsidiaries are entities controlled directly or indirectly by the Group. The Group controls an entity when it has power over that entity, when it is exposed to variable benefits from that entity and, when due to its power over that entity, has the ability to influence the benefits that it draws from it. The existence and effect of potential voting rights that are currently exercisable or convertible, the governance arrangements including the representation in the governing body with strategic and operational decision-making power over the relevant activities, the rules for appointing key management personnel as well as the contractual relationships and material transactions are considered when assessing whether the Group controls another entity. Subsidiaries are included in the consolidated financial statements from the date on which control is transferred to the Group. They are excluded from the consolidation from the date on which control ceases.

Associates

Associates are entities over which the Group has significant influence but not control or joint control, generally, but not systematically, accompanying a shareholding of between 20 and 50 percent of the voting rights. Investments in associates are accounted for by the equity method.

Translation of transactions denominated in foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement under the heading "Other financial income and expenses", except where hedging accounting is applied.

The Group has applied IAS 29 to its subsidiaries in Argentina and Turkey. Accordingly, the non-cash assets and liabilities of these subsidiaries, as well as their income statements, have been restated to reflect changes in the general purchasing power of their functional currency, resulting in a gain or loss that is recorded under financial result.

In addition, the financial statements of these subsidiaries are translated using the exchange rate prevailing five business days before year-end ("Day-5 rate"). Where the exchange rate effective at 2025, 31 December differs materially from the day-5 rate, an adjustment entry is recorded to reflect the significant variation.

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.

Foreign currency transactions

The consolidated financial statements are presented in euros, which is the functional currency of the parent company.

Financial statements denominated in foreign currencies

The financial statements of consolidated companies are prepared in their functional currency, corresponding to the currency of the primary economic environment in which they operate. The financial statements of entities whose functional currency is not the euro are translated into euros as follows:

- Assets and liabilities are translated at the closing exchange rate;
- Income and expenses are translated at the average exchange rate for the period, unless exchange rates fluctuate significantly, in which case transactions are translated at the exchange rate prevailing on the transaction date;
- Resulting translation differences are recognized in Other comprehensive income, and are reclassified to profit or loss when the Group disposes of all or part of its investment in the foreign operation (i.e. when control, joint control or significant influence is lost).

Foreign currency transactions

Transactions denominated in a currency other than the entity's functional currency are translated at the exchange rate prevailing on the transaction date.

At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the closing rate. Resulting unrealized exchange gains and losses are recognized in financial income and expenses.

NOTE 3 Main changes in the scope of consolidation

Acquisitions

Accounting policies/principles

Business combination

A business combination may involve the purchase of another entity, the purchase of all the net assets of another entity or the purchase of some of the net assets of another entity that together form one or more businesses. When identifying whether an operation is a business combination, the Group assesses the existence of inputs, outputs and acquired processes or workforce. Major services contracts involving staff and asset transfers that enable the Group to develop or significantly improve its competitive position within a business or a geographical sector are accounted for as business combinations when fulfilling the definition of a business under IFRS 3.

Valuation of assets acquired and liabilities assumed of newly acquired subsidiaries

Business combinations are accounted for according to the acquisition method. The consideration transferred in exchange for control of the acquired entity is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree.

Non-controlling interests are measured either at fair value or at the entity's proportionate interest in the net identifiable assets of the acquiree. The Group determines on a case-by-case basis which measurement option to be used to recognize non- controlling interests.

Direct transaction costs related to a business combination are expensed to the income statement when incurred and presented as part of the Other Operating Income.

During the first consolidation, all the assets, liabilities and contingent liabilities of the subsidiary acquired are measured at their fair value.

Purchase of non-controlling interests and sale of interests in a controlled subsidiary

Purchase of non-controlling interests and sale transactions of interests in a controlled subsidiary that do not change the status of control are recorded through shareholders' equity (including direct acquisition costs).

If control in a subsidiary is lost, any gain or loss is recognized in net income. Furthermore, if an investment in the entity is retained by the Group, it is re-measured to its fair value and any gain or loss is also recognized in other operating income and expenses.

2025 scope changes

Classification of the Mobility & e-Transactional Services (MeTS) as assets held for sale

In line with management's commitment to shape a more focused company, the Group announced on July 29, 2025, the divestment of a scope mainly comprising the *Mobility & e-Transactional Services* (MeTS) Global Business Line and certain *Digital Banking* activities to Magellan Partners, for an enterprise value of up to €410 million, following a competitive process. The transaction is expected to be completed in the first half of 2026.

On November 25 2025, the Board of Directors considered that the disposal group met the criteria to be classified as held for sale for the following reasons:

- The assets and liabilities of the sub-group will be available for immediate sale and can be sold to the buyer;
- The sale is highly probable, with a binding agreement expected and completion anticipated within one year;
- The transaction forms part of a plan approved by the Board of Directors and publicly announced.

Accordingly, the disposal group has been presented as "assets and liabilities held for sale" as from November 25, 2025, once all conditions precedent to the transaction had been met, in accordance with IFRS 5.

This operation has been classified as discontinued operations in accordance with IFRS 5, as it represents a separate major line of business and a distinct component of the Group. MeTS constitutes a significant and identifiable operational segment with dedicated assets, liabilities and results, and its disposal forms part of the Group's strategic plan to refocus its activities. Consequently, its results and cash flows are presented separately as discontinued operations in the consolidated financial statements (see note 5 Asset held for sale for discontinued operations).

Classification of certain activities as assets held for sale

- **Worldline North America:** On October 21, 2025, the Group signed a sale agreement for the disposal of its North American online and in-person payment services business, for an estimated consideration of approximately €72 million;
- **Worldline Europe S.A** (Cetrel): On November 5, 2025, the Group signed a sale agreement relating to its subsidiary Worldline Europe S.A., for an expected consideration of €37 million, plus an estimated tax loss carryforward compensation of €11 million;
- **Worldline Payment IQ**: On December 7, 2025, the Group signed a sale agreement relating to its subsidiary PaymentIQ, for an expected consideration of €160 million;
- **Worldline India (Worldline India Private Ltd and Worldline ePayments India Private Limited) :** On February 25, 2026, the Group announces a strategic sale of its indian payment activities, for an estimated cash proceeds of approximately €60 million;
- **Other expected disposals**: Management has committed to a plan to dispose some additional entities related to Merchant Services activities located outside Europe. Binding offers have been received and the signing of the related sale and purchase agreements is in progress or the sale process is well-advanced.

Based on management's assessment that these disposals are highly probable and expected to be completed within the next twelve months, and considering the progress of the disposal processes, the related assets and liabilities have been classified as held for sale in accordance with IFRS 5.

The other disposal groups classified as held for sale do not qualify as discontinued operations within the meaning of IFRS 5, as they do not represent a separate major line of business or geographical area of operations. These disposals relate to individual entities or activities that are not constitute a distinct component whose results and cash flows can be clearly distinguished from the rest of the Group. Accordingly, they are presented as assets held for sale without separate presentation as discontinued operations.

2024 scope changes

Creation of CAWL, joint-venture with Crédit Agricole

In March 2024, Worldline and Crédit Agricole announced the creation of their jointly held entity for digital payment services for merchants in France, after receiving unconditional authorization from the European Commission. Worldline has a majority stake in the entity of 50% + 1 action, and consolidates it globally (see Note 19 Related Parties).

Exercise of the call option on 45% non-controlling interests in SoftPOS

In October 2024, Worldline exercised its call option on the remaining 45% of non-controlling interests in SoftPOS.eu and paid €11.0 million. As a reminder, in October 2022, Worldline acquired a 55% stake in SoftPOS.eu, a Warsaw-based fintech that converts Android devices into secure payment terminals.

NOTE 4 Other significant events of the year

Credem acquisition

On January 13, 2025, Worldline MS Italia acquired a merchant portfolio from Credito Emiliano S.p.A (Credem). In addition, Credem and Worldline MS Italia signed a long-term, up to 15 years, commercial agreement for the distribution of Worldline's products and services through Credem's network. In accordance with IAS 38, a customer relationship was recorded for €95.0 million.

WL Governance Update

On February 25, Worldline announced the appointment of Pierre-Antoine Vacheron as Chief Executive Officer effective on March 1st , 2025.

On July 30, 2025, Worldline announced several new appointments to its Executive Committee as part of its ongoing transformation plan:

- Candice Dillon was appointed Group Chief Technology Officer (CTO) and member of executive committee, effective on July 1st, 2025,
- Srikanth Seshadri became Chief Financial Officer, effective on September 1st, 2025, succeeding Grégory Lambertie,
- Madalena Cascais Tomé was appointed Head of Financial Services, effective on October 1st, 2025, succeeding Alessandra Baroni,
- Anika Grant became Chief People Officer, effective September 1st, 2025, succeeding Florence Gallois.

These changes complete a renewed and diverse Executive Committee under Pierre-Antoine Vacheron.

Share Buyback Program

In February 2025, Worldline launched a share purchase program, until July 31, 2025, for the purpose of purchase its own shares up to a maximum of 3,000,000 shares (about 1.06% of the share capital). These shares are intended to be granted or delivered to beneficiaries of free shares plans. This program was fully executed by December 31, 2025 for a total amount of € 20.3 million.

June 2025 Straight Bond Issue

On June 10, 2025, Worldline has placed a €550 million bond maturing in June 2030 and bearing a coupon of 5.5%. Net proceeds of the issue will be applied by Worldline for its general corporate purposes which included, in part, refinancing its outstanding OCEANEs. The bonds are listed on the Luxembourg Stock Exchange. The related financial debt is accounted for at amortized costs (see note 15.2 "financial liabilities").

June 2025 Convertible Bond Buyback

On June 4, 2025, Worldline bought back 3,221,238 "2026 OCEANE" bonds in an aggregate principal amount of €332 million, representing approximately 60.8% of the aggregate number of the 2026 OCEANE outstanding bonds.

The repurchase price amounted to a total consideration of approximately €320 million. The repurchased bonds were cancelled after the repurchase in accordance with their respective terms and conditions.

The carrying amounts of the repurchased obligations were €328.2 million for the debt portion and €45.5 million for the equity portion. In accordance with IAS 32, the redemption price was allocated using the split accounting method (See note 15.2 Financial liabilities). The repurchase generated the recognition of:

- A net financial gain of €11.5 million in the income statement (debt component);
- A €3.5 million gain recognized directly in equity (equity component)

Power24

Considering market trends and the deteriorating macroeconomic environment, Worldline announced in October 2023 Power24, its planned post-integration transformation ambition to reinforce Worldline competitiveness and enhance its operational efficiency as well as its investment capacity to support its future, see in the 2024 URD, *note 4 "Significant events of the year", section "Power24"*. The Group implements the plan through its Global Business Lines (GBLs) and their target operating model. The implementation costs were initially estimated at approximately €250 million in total. The final amount recognized amounted to €230 million and was recorded as rationalization costs within other operating expenses. The plan is evolving as planned. In 2023, the Group incurred costs for €6.0 million, to define and structure the plan, in other operating expenses. In 2024 published, Worldline recognized €202.6 million in P&L.

During 2025 before discontinued impacts, Worldline recognized €21.3 million in P&L related to social costs for €12.8 million (including the retention plan), and project costs for €8.5 million.

As of December 31, 2025, no provision for risks remains recognized on the balance sheet in relation to the Power24 plan. The remaining amounts relate to costs that are now certain and have therefore been recognized as accrued expenses within working capital (other current liabilities).

Goodwill impairment

Given the triggers existing for the Merchant Services Global Business Line, the Group has decided to draw the consequences on its long terms perspective by recognising impairments on Merchant Services Goodwill for €4,060 million at the end of H1. As of December 31, 2025, the Group updated its impairment assessment. Based on the revised value in use of the retained activities and the inclusion of expected disposal prices for assets classified as held for sale under IFRS 5, an additional impairment of €306.5 million was recognized for the Merchant Services GBL, bringing the total goodwill impairment for 2025 to €4,366.5 million (see note 10 "Goodwill").

Assets held for sale impairment

Based on the estimated disposal results of the assets classified as held for sale under IFRS 5, which indicate expected losses in connection with the planned disposal in 2026, an impairment loss of €442.8 million was recognised. This impairment mainly relates to goodwill for €345.2 million (including €68.4 million in discontinued operations) and to fixed assets for €97.6 million (see Note 5 – Assets held for sale and discontinued operations).

Risk on High Brand Risk merchants

On June 24th 2025, EIC (European Investigative Collaborations) published press articles on Worldline High Brand Risk merchants (HBR) and alleged that Worldline would have operated fraudulent payments for some of these

merchants. On June 25th 2025, Worldline issued a press released to react to such publications. Since 2023, the Group has strengthened its merchant risk framework, conducted a through review of its HBR portfolio — and has terminated commercial relationships deemed non-compliant with its strengthened merchant risk framework. As indicated in previous financial communications, these decisions affected merchants representing €130 million run rate revenue in 2024. As an indication, according to the latest international schemes reports, Worldline's fraud ratio is below the industry average. All HBR clients still active within this portfolio are now subject to enhanced oversight, based on specific procedures. Additional requirements in terms of controls, verifications and evidence documentation have been introduced to ensure ongoing alignment with regulatory obligations and our enhanced internal standards. Worldline has progressively ramped up its first and second-line resources to implement the enhanced requirements as part of the ongoing Group-wide Financial Crime Compliance (FCC) strategy to pursue reinforcement of supervision and controls with regular engagement with the relevant regulatory authorities and Worldline is pursuing its efforts in that respect. Wherever the Group identifies indications of non-compliant situations, additional checks are immediately undertaken, potentially leading to termination of the client relationship. At December 31, 2025, no provision nor depreciation of customer relationships were taken regarding the potential impact of the media campaign on Worldline's HBR business.

As announced on July 2 and following the media campaign, the Group initiated an external audit on the remaining High Brand Risk (HBR) portfolio to confirm its clean-up and alignment with its compliance and risk framework as well as an assessment of its compliance and risk framework and its implementation (See Section D.3.2 "Compliance and Legal Risk" for further details).

Maturity of "2025 OCEANE" Convertible bonds

In July 2025, Worldline reimbursed at maturity its 2025 OCEANE bonds, issued in 2020, and partially repurchased in November 2024.

The reimbursement amounted to €395 million.

Capital Markets Day

On November 6, 2025, Worldline held its Capital Markets Day in Paris. During this event, the Group's management presented its current positioning, transformation roadmap and strategic priorities, outlining how Worldline intends to address its challenges and create long-term value for shareholders and partners.

NOTE 5 Assets held for sale and discontinued operations

Accounting policies/principles

When the carrying amount of a non-current asset or disposal group is expected to be recovered mainly through a sale transaction rather than through continued use, it is presented separately in the consolidated statement of financial position within "Assets classified as held for sale". Any related liabilities are similarly presented on a distinct line item under "Liabilities associated with assets classified as held for sale". Reclassification is made only when all of the following conditions are met:

- The sale is highly probable within a reasonable period;
- Management is committed to a formal plan to dispose of the asset (or disposal group); and
- The asset (or disposal group) is available for immediate sale in its current condition.

Assets and liabilities classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Depreciation of such assets ceases from the date of reclassification.

A discontinued operation is a component of the Group that has either been disposed of or classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations, or forms part of a single coordinated plan to dispose of such a major line of business or geographical area; or
- Is a subsidiary acquired exclusively with a view to resale.

The post-tax profit or loss of the discontinued operation, together with any related disposal gain or loss, is presented as a single amount on a separate line of the income statement, with prior-year comparatives restated accordingly. Cash flows from discontinued operations are also presented separately in the consolidated statement of cash flows.

5.1. Discontinued operations: Mobility & e-Transactional Services (MeTS) Global Business Line and Digital banking activities

On July 29, 2025, Worldline has entered into exclusive talks with Magellan Partners, for an enterprise value of the MeTS business up to €410 million.

As indicated in Note 2, Worldline considers that as of November, 25 2025 the conditions for the application of IFRS 5 have been met in relation to its proposed disposal of the *Mobility & e-Transactional Services* (MeTS) Global Business Line and certain *Digital Banking* activities.

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, 2025, without reclassification from the comparative statement of financial position as at December 31, 2024. They are measured at that date at the lower of their net book value and their fair value less costs to sell.

The completion of the transaction is subject to the approval of relevant regulatory authorities and is expected to close in the first half of 2026.

The net result of discontinued operations realised in 2025 is presented on a single line of the income statement for the year 2025, with restatement of the comparative year 2024 *(Refer to note C.3.4)*.

Cash flows attributable to discontinued operations are presented separately.

The information provided below details the contribution of the *Mobility & e-Transactional Services* (MeTS) business and certain *Digital Banking* activities being sold on the main Group aggregates.

Net income from discontinued operations

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024
Revenue	**469.1**	**468.9**
Personnel expenses	(220.4)	(206.3)
Operating expenses	(166.1)	(187.8)
Operating margin	**82.6**	**74.8**
% of revenue	**17.6%**	**16.0%**
Other operating income and expenses	(83.4)	(15.2)
Operating income	**(0.8)**	**59.6**
% of revenue	**(0.2%)**	**12.7%**
Financial expenses	(1.5)	0.0
Financial income	0.0	1.8
Financial result	**(1.5)**	**1.8**
Net income before tax	**(2.3)**	**61.4**
Tax charge	(16.0)	(6.5)
NET INCOME	**(18.2)**	**55.0**

Regarding IFRS 5, amortization from MeTS and Digital banking entities has been frozen from the end of November 2025 (€ 6.6 million).

In 2025, other operating income and expenses included:

- Impairment of goodwill for an amount of €64.8 million;
- Expenses in connection with restructuration costs for € 6.7 million;
- IT transformation projects (costs), mainly Move to Cloud : €6.5 million;
- Power24 implementation costs for an amount of €1.1 million (see note 4 "Other significant events of the year", section "Power24");
- The tax charge includes € 13.1 million related to MeTS and Digital banking entities contemplated disposal, including certain carve-out entities not classified as discontinued operations.

Cash flow from discontinued operations

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024
Net cash from/ (used in) operating activities	46.2	102.4
Net cash from/ (used in) investing activities	(19.5)	(18.3)
Net cash from/ (used in) financing activities	(10.1)	(5.3)
Impact of exchange rate fluctuations on cash and cash equivalents	-	-
CASH FLOW ATTRIBUTABLE TO DISCONTINUED OPERATIONS	**16.7**	**78.8**

The decrease in cash flow is mainly driven by a negative change in working capital of €45.9 million, primarily due to DSO (Days sales outstanding) performance and the absence of factoring implementation in December 2025.

5.2. Assets and liabilities held for sale

As at December 31, 2025, assets held for sale (and associated liabilities) comprise activities in the process of disposal *(see Note 3 – Main changes in the scope of consolidation):*

- MeTS Global Business Line and Digital banking activities : €252.1 million,
- Worldline PaymentIQ : €161.4 million,
- *Worldline Europe S.A (Cetrel) : €90.9 million,*
- Worldline North America: *€41.5 million,*
- Worldline India (Worldline India Private Ltd & Worldline ePayments India Private Limited): €37.4 million,
- Other expected disposals: €120.6 million for some additional entities related to Merchant Services activities located outside Europe.

Assets and liabilities held for sale are detailed as follows:

(In € million)	12 months ended December 31, 2025
Goodwill	443.2
Other Intangible assets	156.1
Tangible assets	26.7
Right-of-use	68.5
Non-current financial assets	2.6
Deferred tax assets	31.9
Other non-current assets	0.0
Total non-current assets	**729.1**
Inventories	7.7
Trade accounts and notes receivables	137.3
Current taxes	11.7
Other current assets	66.1
Assets linked to intermediation activities	333.8
Current financial instruments	0.3
Cash and cash equivalents	245.2
Total current assets	**802.1**
TOTAL ASSETS	**1,531.2**

(In € million)	12 months ended December 31, 2025
Provisions for pensions and similar benefits	24.5
Non-current provisions	1.4
Borrowings	30.8
Deferred tax liabilities	21.8
Non-current lease liabilities	60.5
Total non-current liabilities	**139.1**
Trade accounts and notes payables	95.9
Current taxes	5.0
Current provisions	0.4
Current financial instruments	0.0
Current portion of borrowings	59.3
Liabilities linked to intermediation activities	333.8
Current lease liabilities	12.8
Other current liabilities	182.1
Total current liabilities	**689.4**
Total liabilities	828.5

5.3. Measurement of the disposal group classified as held for sale and discontinued operations under IFRS 5

In accordance with IAS 36 and IFRS 5, an amount of €788.4 million of goodwill was allocated to the disposal group classified as held for sale.

In accordance with IFRS 5, the comparison between the carrying amount of the disposal group classified as held for sale and its fair value less costs to sell resulted in the recognition of an impairment loss of €442.8 million, of which €378 million was recognised in continuing operations and €64.8 million in discontinued operations. The impairment primarily related to goodwill (€345.2 million) and other fixed assets (€97.6 million).

The measurement of the disposal group included the estimated impact of contractual guarantees, transaction costs and other sale price adjustments that could incurred in connection with the disposal, amounting to €175.4 million.

Cumulative translation adjustments relating to disposal groups classified as held for sale remain recognized in equity in accordance with IAS 21 and will be reclassified to profit or loss upon completion of the disposal.

5.4. Restatement of comparative information

As mentioned in Note 3, the result and cash flows attributable to the Mobility & e-Transactional Services divestments (MeTS) business and Digital banking activities are now classified as assets held for sale and presented separately as discontinued operations in the 2025 consolidated financial statements. In accordance with IFRS 5, the comparative financial statements for the year 2024 have been restated accordingly. The impact of these restatements on the 2024 consolidated financial statements is presented below:

Restated consolidated income statement

	12 months ended December 31, 2024		
(In € million)	**Reported**	**IFRS 5**	**Restated**
Revenue	**4,631.9**	**(468.9)**	**4,163.1**
Personnel expenses	(1,475.2)	206.3	(1,268.9)
Operating expenses	(2,470.0)	187.8	(2,282.2)
Operating margin	**686.7**	**(74.8)**	**611.9**
% of revenue	**14.8%**	**16.0%**	**14.7%**
Other operating income and expenses	(582.0)	15.2	(566.8)
Operating income / (loss)	**104.7**	**(59.6)**	**45.1**
% of revenue	**2.3%**	**12.7%**	**1.1%**
Financial expenses	(605.4)	(1.8)	(607.3)
Financial income	199.4	-	199.4
Financial result	**(406.0)**	**(1.8)**	**(407.9)**
Net income / (loss) before tax	**(301.4)**	**(61.4)**	**(362.8)**
Tax income / (expense)	(10.6)	6.5	(4.1)
Share of net profit / (loss) of associates	(0.1)	-	(0.1)
Net income / (loss) from continuing operations	(312.1)	(55.0)	(367.1)
Net income / (loss) from discontinued operations	-	55.0	55.0
Net Income / (loss)	**(312.1)**	**-**	**(312.1)**
Of which:	-	-	-
- owners of the parent company of continuing operations	(297.0)	(55.0)	(352.0)
- owners of the parent company of discontinued operations	-	55.0	55.0
- attributable to owners of the parent	**(297.0)**	**-**	**(297.0)**
- non-controlling interests in continuing operations	(15.1)	-	(15.1)
- non-controlling interests in discontinued operations	-	-	-
- attributable to non-controlling interests	**(15.1)**	**-**	**(15.1)**
Weighted average number of shares	282,567,142	-	282,567,142
Basic earnings per share - attributable to owners of the parent in euros from continuing operations	(1.05)	(0.19)	(1.25)
Basic earnings per share - attributable to owners of the parent in euros from discontinued operations	-	0.19	0.19
Basic earnings per share (in €)	**(1.05)**	**-**	**(1.05)**
Diluted weighted average number of shares	282,567,142	-	282,567,142
Diluted earnings per share - attributable to owners of the parent from continuing operations	(1.05)	(0.19)	(1.25)
Diluted earnings per share - attributable to owners of the parent from discontinued operations	-	0.19	0.19
Diluted earnings per share (in €)	**(1.05)**	**-**	**(1.05)**

Restated Consolidated cash flow statement

	12 months ended December 31, 2024		
(In € million)	**Reported**	**IFRS 5**	**Restated**
Net income / (loss) before tax	**(301.4)**	**(61.4)**	**(362.8)**
Depreciation of assets	240.8	(18.0)	222.8
Depreciation of right-of-use	109.5	(8.8)	100.7
Net charge / (release) to operating provisions	26.7	(1.5)	25.2
Net charge / (release) to financial provisions	6.7	(0.8)	5.9
Net charge / (release) to other operating provisions	59.6	(3.7)	56.0
Impairment of long – term assets /Customer relationships amortization (PPA)	260.0	-	260.0
Losses / (gains) on disposals of fixed assets	4.3	(0.4)	3.9
Net charge for equity-based compensation	11.1	(0.9)	10.2
Losses / (gains) on financial instruments and other financial items	390.8	(0.3)	390.5
Income / (cost) of net financial debt	8.5	3.0	11.5
Cash from operating activities before change in working capital requirement, financial interest and taxes	**816.7**	**(92.9)**	**723.8**
Taxes paid	(141.2)	6.0	(135.1)
Change in working capital requirement	(72.4)	(15.5)	(87.9)
Net cash from (used in) operating activities from continued operations	603.1	(102.4)	500.7
Net cash from (used in) operating activities from discontinued operations	-	102.4	102.4
NET CASH FROM/ (USED IN) OPERATING ACTIVITIES	**603.1**	**-**	**603.1**
Payment for tangible and intangible assets	(281.5)	18.3	(263.2)
Proceeds from disposals of tangible and intangible assets	5.7	-	5.7
Net operating investments	**(275.8)**	**18.3**	**(257.5)**
Amounts paid for acquisitions	(35.9)	-	(35.9)
Proceeds from disposals of financial investments	45.6	-	45.6
Amounts paid for long-term financial investments	17.0	(0.0)	17.0
Amounts received for long-term financial investments	0.0	-	0.0
Cash and cash equivalents of companies purchased during the period	0.0	-	0.0
Cash and cash equivalents of companies sold during the period	(1.2)	-	(1.2)
Dividend received from long-term investments	4.5	-	4.5
Net long-term investments	**30.0**	**(0.0)**	**30.0**
Net cash from (used in) investing activities from continued operations	(245.8)	18.3	(227.5)
Net cash from (used in) investing activities from discontinued operations	-	(18.3)	(18.3)
NET CASH FROM/ (USED IN) INVESTING ACTIVITIES	**(245.8)**	**-**	**(245.8)**
Capital increase subscribed by non-controlling interests	21.1	-	21.1
Purchase and sale of treasury stock	(7.4)	-	(7.4)
Dividends paid to non-controlling interests	(16.4)	-	(16.4)
New borrowings	573.1	-	573.1
Lease payments	(103.7)	8.1	(95.6)
Financial interests on lease liability	(12.8)	2.1	(10.8)
Repayment of long and medium-term borrowings	(1,025.9)	-	(1,025.9)
Net interest paid	4.0	(5.0)	(0.9)
Other flows related to financing activities	(17.2)	0.0	(17.2)
Net cash from (used in) financing activities from continued operations	(585.2)	5.3	(579.9)
Net cash from (used in) financing activities from discontinued operations	-	(5.3)	(5.3)
NET CASH FROM/ (USED IN) FINANCING ACTIVITIES	**(585.2)**	**-**	**(585.2)**
Increase/ (decrease) in net cash and cash equivalents - continued activities	**(227.9)**	**(78.8)**	**(306.7)**
Increase/ (decrease) in net cash and cash equivalents - discontinued activities	-	78.8	78.8
OPENING NET CASH AND CASH EQUIVALENTS	**1,726.5**	**-**	**1,726.5**
Increase/ (decrease) in net cash and cash equivalents	(227.9)	(78.8)	(306.7)
Impact of exchange rate fluctuations on cash and cash equivalents	9.7	-	9.7
Change in cash related to discontinued activities	-	78.8	78.8
Cash and cash equivalents reclassified at end of period in "Assets held for sale"	-	-	-
CLOSING NET CASH AND CASH EQUIVALENTS	**1,508.3**	**-**	**1,508.3**

NOTE 6 Revenue, segment information

6.1. Revenue

Accounting policies/principles

Worldline's main sources of revenue are fees from the management and processing of transactions (either financial or non-financial), sale or rent of payment terminals, sale of specific IT solutions and sale of software licenses.

Multiple arrangements services contracts

The Group may enter multiple-element arrangements, which may include combinations of different goods or services. Revenue is recognized for each distinct performance obligation which is separately identifiable from other items in the arrangement and if the customer can benefit from it.

When a single contract contains multiple distinct performance obligations, the total transaction price is allocated between the different performance obligations based on their stand-alone selling prices. The stand-alone selling prices including usual discounts granted are determined based on the list prices at which the Group sells the goods or services separately. Otherwise, the Group estimates stand-alone selling prices using a cost-plus margin approach and/or the residual approach.

Worldline applies the practical expedient of IFRS 15 and recognizes revenue when invoiced as invoicing is phased with delivery to the customer. In some specific contracts, invoicing of the run embeds performance obligation which are not fully phased with the invoicing flow. In that case, revenue allocated to this dedicated performance obligation is recognized as soon as the performance obligation is achieved.

As Worldline is providing stand-alone value to its customers as part of the build phases, build phases will be considered as a separate obligation under IFRS 15 and revenue will be recognized with respect to contract costs.

At a point of time versus over time recognition

Revenue is recognized when the Group transfers the control of a good or service to the customer, either at a point in time or over time.

Income from contracts concluded by the Group with customers for the sale of goods, whether intangible (e.g. software licenses) or tangible (e.g. payment terminals) represent a performance obligation. Revenue is recognized at a point in time, when control of the asset is transferred to the customer, which is generally when the software is made available to the customer or when the equipment is delivered.

Where other contractual undertakings constitute separate performance obligations, a portion of the transaction price is allocated to them.

For recurring services, the revenue is recognized over time as the customer simultaneously receives and consumes the benefit provided by the Group's performance as the Group performs. If the Group has a right to invoice a customer at an amount that corresponds directly with its performance to date, the revenue is recognized at that amount. Otherwise, revenue is recognized on a straight-line basis or based on the costs incurred if the entity's efforts are not rendered evenly throughout the period covered by the service.

When the Group builds an asset or provides specific developments, revenue is recognized over time, generally based on costs incurred, when (i) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced, or (ii) the performance does not create an asset with an alternative use and the Group has an enforceable right to payment, by the contract and/or local regulations, for the performance completed to date. Otherwise, revenue is recognized at a point in time.

Total projected contract costs are based on various operational assumptions such as forecast volume or variance in the delivery costs that have a direct influence on the level of revenue and possible forecast losses on completion that are recognized. A provision for onerous contract is booked if the future unavoidable costs to fulfil a contract are higher than its related benefits.

Incremental costs to acquire a multi-year service contracts are capitalized and amortized over the life of the contract.

Costs to fulfil a contract mainly relate to the development of platforms, software or other technical solutions either acquired by the client or used in fulfilling other performance obligations in the contract. If they do not create an asset for the Group, those costs are capitalized as contract assets only if they are expected to be recovered. They are subsequently recognized in P&L in accordance with the recognition of revenue of the related performance obligations.

Variable remunerations

On transaction processing contracts, the transaction price is dependent on future volumes or transactions. In that case, the Group assesses the expected value of the future processing revenue before allocating it, as needed, to the performance obligations in the contract.

The Group's expected volume discounts are analyzed by customer. Determining whether a customer is likely to be entitled to a rebate will depend on the customer's rebate entitlement history and cumulative purchases to date.

Principal versus agent

Revenue generated by acquiring activities is recognized net of interchange fees charged by issuing banks. The Group does not provide a service of integrating the service performed by the issuing bank and is not responsible for the execution of this service. These fees are transferred to the merchant in a pass-through arrangement and are not part of the consideration to which the Group is entitled in exchange for the service it provides to the merchant. In contrast, scheme fees paid to the payment schemes (Visa, MasterCard, Bancontact...) are accounted for in expenses as fulfillment costs and recognized as revenue when the associated service is rendered to merchants. The Group provides commercial acquiring services by integrating the services purchased from the payment schemes.

When the Group resells telecommunication embedded and IT services purchased from third-party suppliers, it performs an analysis of the nature of its relationship with its customers to determine if it is acting as principal or as agent in the delivery of the good or service.

6.2. Segment information

Accounting policies/principles

According to IFRS 8, reported operating segments profits are based on internal management reporting information that is regularly reviewed by the chief operating decision maker, and is reconciled to Group profit or loss. The chief operating decision maker assesses segments profit or loss using a measure of operating profit. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company Chief Executive Officer who makes strategic decisions.

The internal management reporting is designed based on Global Business Lines (Merchant Services, Financial Services). Global Business Lines have been determined by the Group as key indicators by the chief operating decision maker. As a result, and for IFRS 8 requirements, the Group discloses Global Business Lines (GBL) as operating segments. Each GBL is managed by a dedicated member of the Executive Committee.

The P&L indicators as well as the fixed assets have been allocated according to these GBL segments. On adjusted EBITDA, a part of the cost related to Global Structures has not been allocated by GBL. Regarding Group Assets, the shared assets not allocated by GBL primarily relate to shared infrastructure delivering mutualized services to those three GBL.

The activities covered by each operating segment as well as their geographical footprint are as follows:

Operating segments	Business divisions	Geographical areas
Merchant Services	Commercial Acquiring, Omnichannel Payment Acceptance and Digital Services	Australia, Austria, Belgium, Brazil, Canada, Denmark, Czech Republic, Estonia, Finland, France, Germany, Greece, Iberia, India, Italy,Japan, Latvia, Lithuania, Luxembourg, New Zealand, Norway, Poland, Sweden, Spain, Switzerland, Türkiye, the Netherlands, the United Kingdom, USA.
Financial Services	Issuing Processing, Acquiring Processing, Digital Banking, Account Payments	Belgium, China, Estonia, Finland, France, Germany, Hong Kong, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Singapore, Switzerland, Taiwan, the Netherlands

Geography is not a managerial axis followed by the Group. Inter-segment transfers or transactions are entered into under normal commercial terms and conditions that would also be available to unrelated third parties. No external customer generates more than 10% of total Group sales.

The operating segment information for the period was the following:

Revenue

(In € million)	Merchant Services	Financial Services	Total Group
12 months ended December 31, 2025			
Revenue by Global Business Lines	**3,237.5**	**792.3**	**4,029.9**
% of Group revenue	80.3%	19.7%	100.0%
12 months ended December 31, 2024 (*)			
Revenue by Global Business Lines	**3,301.2**	**861.9**	**4,163.1**
% of Group revenue	79.3%	20.7%	100.0%

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

The "Merchant Services" external revenue is presented net of interchange bank commissions.

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, 2025					
External revenue by geographical area	**1,443.8**	**1,475.3**	**666.1**	**444.7**	**4,029.9**
% of Group revenue	35.8%	36.6%	16.5%	11.0%	100.0%
12 months ended December 31, 2024 (*)					
External revenue by geographical area	**1,511.8**	**1,545.9**	**633.4**	**471.9**	**4,163.1**
% of Group revenue	36.3%	37.1%	15.2%	11.3%	100.0%

(*) Including Belgium for €411.9 million (€463.0 million in 2024)

(**) Including Germany for €706.8 million (€782.9 million in 2024), Switzerland for €554.3 million (€554.7 million in 2024)

(***) Including France for €246.2 million (€259.6 million in 2024)

This geographical view is based on seller countries and may concern other geographies on online activities.

The fixed assets are mainly composed of *goodwill* and capitalized development expenses which are not attributable by geographical area as they are allocated to several cash-generating units. The remainder mainly consists of tangible assets, which are not significant. The Group's software platforms are hosted in data centers located in Europe, in countries where the Group's subsidiaries operate. These locations are not situated in areas affected by armed conflict. Accordingly, it is not considered relevant to present non-current assets by geographical area.

Operating margin and Adjusted EBITDA

The underlying operating performance on the Group ongoing business is presented within operating margin. Operational performance of each GBL is measured through the Adjusted EBITDA (Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization), as defined in the template below.

(In € million)	Merchant Services	Financial Services	Global structures	Total Group
12 months ended December 31, 2025				
Adjusted EBITDA	**624.0**	**172.2**	**(59.1)**	**737.2**
% revenue	19.3%	21.7%	(1.5)%	18.3%
12 months ended December 31, 2024 (*)				
Adjusted EBITDA	**785.3**	**235.8**	**(54.2)**	**966.9**
% revenue	23.8%	27.4%	(1.3)%	23.2%

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

Fixed assets

The assets detailed below by Global Business Lines are reconciled to total assets as follows:

(In € million)	Merchant Services	Financial Services	Shared (*)	Total Group
As at December 31, 2025				
Total fixed assets by Global Business Lines	**4,527.6**	**1,538.4**	**11.6**	**6,077.7**
Goodwill net	**2,676.6**	**1,163.8**	**0.0**	**3,840.3**
% of Group goodwill	*69.7%*	*30.3%*	*0.0%*	*100.0%*
Other intangible assets	**1,571.5**	**266.2**	**1.6**	**1,839.3**
Tangible assets	**112.1**	**30.7**	**5.0**	**147.8**
Right-of-Use	**167.5**	**77.8**	**5.0**	**250.2**

(*) part of intangible and tangible assets are not directly attributable to one single Global Business Line as they are mutualized assets usable and shared between the two GBL

(In € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Shared (*)	Total Group
As at December 31, 2024					
Total fixed assets by Global Business Lines	**9,958.8**	**1,681.3**	**123.9**	**12.0**	**11,776.0**
Goodwill net	**7,679.5**	**1,294.3**	**30.0**	**0.0**	**9,003.8**
% of Group goodwill	*85.3%*	*14.4%*	*0.3%*	*0.0%*	*100.0%*
Other intangible assets	**1,888.4**	**258.8**	**35.7**	**12.0**	**2,194.9**
Tangible assets	**158.9**	**38.1**	**16.3**	**0.0**	**213.3**
Right-of-Use	**232.0**	**90.0**	**42.0**	**0.0**	**364.0**

(*) part of intangible and tangible assets are not directly attributable to one single Global Business Line as they are mutualized assets usable and shared between the three GBL

NOTE 7 Operating income and expenses

7.1. Personnel expenses

Accounting policies/principles

Personnel expenses

They mainly include wages, salaries & social security charges, payroll tax, training costs and profit-sharing.

(In € million)	12 months ended December 31, 2025	% Revenue	12 months ended December 31, 2024 (*)	% Revenue
Wages, salaries & social security charges	(1,274.8)	31.6%	(1,248.7)	30.0%
Tax, training, profit-sharing	(14.3)	0.4%	(12.2)	0.3%
Net (charge)/release to provisions for staff expenses	(0.2)	0.0%	(0.0)	0.0%
Net (charge)/release to provisions for pensions and similar Benefits	(3.9)	0.1%	(8.1)	0.2%
TOTAL PERSONNEL EXPENSES	**(1,293.2)**	**32.1%**	**(1,268.9)**	**30.5%**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

7.2. Non-personnel operating expenses

Accounting policies/principles

Subcontracting costs

Subcontracting costs consist of the cost for subcontracted services, roughly half of which is typically IT subcontracting, mostly on a time & materials basis. The other half comes from other outsourced services, which notably include data center outsourcing, payroll provider, etc. The level of these expenses in any given period is mainly driven by the number of projects in the project phase, some aspects of which the Group may decide to outsource rather than handle in-house, and customer volumes, which drive costs that are dependent on volume, such as printing, mailing and statement activity.

Scheme fees

Include the fees paid to Visa, MasterCard, Bancontact (Belgium debit card scheme) and other local card schemes as part of the Group's Commercial Acquiring activities. As disclosed in note 6.1 "Revenue", the Group recognizes its revenue gross of scheme fees, and scheme fees are included in operating expenses.

Operating costs

Operating costs mainly include operating and professional fees from third parties, SaaS and short-term rent expenses, telecommunication costs and diverse tax expenses. They notably include the expenses related to energy consumption in the Group. Worldline's data centers and offices mainly rely on renewable energies. Worldline is not part of any PPA nor VPPA.

Capitalized production costs

Operating expenses are reported net of capitalized production costs. Costs of specific application development for clients or technology solutions made available to a group of clients with a useful life of the underlying asset greater than one year are capitalized.

(In € million)	12 months ended December 31, 2025	% Revenue	12 months ended December 31, 2024 (*)	% Revenue
Subcontracting costs	(436.8)	10.8%	(440.0)	10.6%
Operating costs	(485.9)	12.1%	(440.0)	10.6%
Hardware and software purchase	(203.2)	5.0%	(216.5)	5.2%
Scheme fees	(953.8)	23.7%	(903.1)	21.7%
Maintenance costs	(70.7)	1.8%	(86.6)	2.1%
Subtotal non-personnel expenses	**(2,150.4)**	**53.4%**	**(2,086.1)**	**50.1%**
Depreciation of assets	(244.6)	6.1%	(222.8)	5.4%
Depreciation of right-of-use	(108.4)	2.7%	(100.7)	2.4%
Net (charge)/release to provisions	5.4	(0.1)%	(25.7)	0.6%
Gains/(Losses) on disposal of assets	(7.1)	0.2%	(6.1)	0.1%
Trade Receivables write-off	(24.3)	0.6%	(11.5)	0.3%
Capitalized Production	174.7	(4.3)%	170.7	(4.1)%
Subtotal other expenses	**(204.3)**	**5.1%**	**(196.0)**	**4.7%**
TOTAL OPERATING EXPENSES	**(2,354.6)**	**58.4%**	**(2,282.2)**	**54.8%**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

Depreciation of assets represents amortization charges of intangibles and tangibles assets, excluding customer relationship, acquired technologies and patent amortization recognized at fair value of assets acquired in a business combination which are presented in other operating income and expenses (see note 7.3 “Other operating income and expenses”).

7.3. Other operating income and expenses

Accounting policies/principles

"Other operating income and expenses" covers income or expense items corresponding to:

- Integration & acquisition (e.g., synergy plan implementation costs, M&A acquisition costs, compliance costs);
- Rationalization costs (e.g., staff reorganization, plans related to business combinations, severance plans, transformation plans, real estate costs (e.g., office & Datacenter consolidation));
- The cost of equity based compensation plans;
- The amortization of the customer relationships and patents; and
- Other costs / income related to major litigation, and capital gains and losses on the disposal of tangible and intangible assets, significant impairment losses on assets other than financial assets, or any other item that is infrequent and unusual.

If a restructuring plan qualifies for "other operating expenses", the related real estate rationalization & associated costs expenses regarding premises and buildings is also presented in "other operating expenses".

Equity-based compensation

Stocks options and performance shares are granted to management and certain employees at regular intervals. These equity-based compensations are measured at fair value at the grant date using the Black and Scholes option-pricing model. The fair value of the plan is determined at the grant date on the basis of the fair value of the share at that date. Changes in assumptions such as personnel turnover and fulfillment of performance conditions, after the grant date have no impact on the initial valuation but does impact the global expense at the end of the plan. The fair value of the instrument is recognized in "other operating income and expenses", on a straight-line basis over the period during which those rights vest, using the straight-line method, with the offsetting credit recognized directly in equity.

Employee Share Purchase Plans offer employees the opportunity to invest in Group's shares at a discounted price. Shares are subject to a lock-up period restriction. Fair values of such plans are measured taking into account:

- The share price at the grant date;
- The percent discount granted to employees; and
- The number of free shares granted linked to the individual subscriptions.

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Goodwill impairment	(4,366.5)	-
Assets held for sale impairment	(378.0)	-
Customer relationships and acquired technologies amortization	(260.5)	(260.0)
Rationalization and associated costs	(81.1)	(218.5)
Integration and acquisition costs	(70.7)	(87.6)
Equity based compensation & associated costs	(10.9)	(9.8)
Other items	(36.3)	9.1
TOTAL OTHER OPERATING INCOME AND EXPENSES	**(5,204.1)**	**(566.8)**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

In 2025, **goodwill impairment** for continued operations of €4,366.5 million was related to the decrease in value of Merchant Services GBL in accordance with IAS 36; including €4,060 million recognised in H1 and €306.5 million recognized in H2 (refer to note 10.1 "Goodwill"), representing a total of €4,366.5 million in 2025.

Based on the estimated disposal results of **assets classified as held for sale under IFRS 5** (refer to Note 3 - Main changes in the scope of consolidation)**, an impairment** of €378.0 million was recognized in relation to goodwill for €280.4 million, to other assets for €67.6 million and to customer relationships for €29.9 million ;

Rationalization and associated costs of €81.1 million are mainly related to:

- Power24 implementation costs for €19.1 million (refer to note 4 "Other significant events of the year", section "Power24"),
- Costs incurred in the High Business Risk (HBR) sector to strengthen the management of risks associated with merchants for €12.2 million.
- IT transformation projects, mainly Move to Cloud for €7.0 million,

Integration and acquisition costs reached € 70.7 million, decreasing by €16.9 million, in relation with the ramp-down of integration and synergy implementation cost related to past acquisitions. The main costs of the period were related to :

- Costs in relation with integration representing €51.9 million, principally for the set-up of the jointly held entity in Australia with ANZ for €23.9 million and €28.0 million for M&A costs.
- Compliance costs for €16.7 million related to projects to reinforce Risk and AML/CFT (Anti Money Laundering / Countering Financing of terrorism), and other risk and compliance costs mainly for operationalization, in particular on previously acquired scopes. These costs consist mainly of expenses to adjust and harmonize processes and system like merchant onboarding diligences, processes of storage of related information, etc.

Other items of €36.3 million are mainly related to litigation and contingencies outside the company's core activity (refer to Note 16 - Provisions).

7.3.1. Equity-based compensation

Equity-based compensation for €10.9 million expenses in 2025 (€9.8 million in 2024) is mainly related to the 2022, 2023, 2024 and 2025 free share plans, to the 2022 and 2023 stock option plans, to the retention plan, to the free shares allocated to the new Chief Executive Officer and to some social charges linked to those plans.

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Free share plans	6.0	4.3
Stock option plans	0.1	(0.3)
Retention Plan	4.6	5.5
Free shares to the CEO	0.2	0.0
Variable Remuneration of the CEO	(0.0)	0.1
Employee share purchase plans	0.0	0.1
Others	0.0	0.1
TOTAL EQUITY-BASED COMPENSATION	**10.9**	**9.8**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

Long-Term Incentive plans 2023 and 2024

The 2025 financial targets have been set by the Board of Directors, upon recommendation of the Remuneration Committee, after adjustment to take into account the 2025 financial outlook as communicated to the market in April and the transition leadership phase of the Company in 2025.

This adjustment is highly exceptional and strictly linked to those specific circumstances, and does not benefit Beneficiaries who have left the Group at the moment of the decision.

Total vesting under the 2023 Long-Term Incentive Plan is now limited to a maximum of 60% of the shares allocated.

7.3.2. Free share plans

Rules governing the significant free shares plans are as follows:

- To receive the share, the grantee must generally be an employee or a corporate officer of the Group or a company employee related to Worldline at the time of grant and vesting;
- Vesting is also conditional on both the continued employment condition and the achievement of performance criteria, financial and non-financial;
- Prior to 2024 the financial performance criteria relate to the following indicators:
  - Group revenue organic growth;
  - Group adjusted EBITDA ; and
  - Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (FCF).
- The 2024 and 2025 free share plans included a criterion relating to the share price performance.

For all ongoing significant free share plans prior to 2024, financial performance criteria are representing 80% of performance criteria conditioning the total vesting. The remaining 20% relate to Corporate Social Responsibility criteria.

Since 2024 the financial performance criteria including the share price performance are representing 85% of performance criteria conditioning the total vesting. The remaining 15% relate to Corporate Social Responsibility criteria.

The vesting period varies according to the plans rules but never exceeds 4 years.

The number of shares to be vested is subject to the achievement of performance conditions, based on the elasticity curves defined for each performance criterion. In any case, the average acquisition rate is limited to 100%.

For these plans, there is no lock-up period once the free shares are definitively vested.

All performance shares plans give the right to Worldline shares delivery.

The plans impacting the 2025 charge for €6.0 million are detailed as follows:

Grant Date	**June 9, 2022**	**June 8, 2023**	**July 25, 2023**	**September 16, 2024**	**June 5, 2025**	**October 21, 2025**
Number of shares granted initially	1,159,545	1,296,560	14,950	2,355,830	3,444,427	295,222
Share price at grant date *(€)*	38.95	36.56	34.50	6.12	5.24	2.47
Vesting Date(s)	June 9, 2025	June 8, 2026	June 8, 2026	June 13, 2027	June 5, 2028	June 5, 2028
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%	0.0%	0.0%
Fair value of shares granted *(in €)*	37.69	35.37	34.50	10.48 & 4.80	5.24 & 0.55	2.47 & 0.03
Expense recognized in 2025 *(in € million)*	**(0.1)**	**1.2**	**0.2**	**2.1**	**2.4**	**0.0**

7.3.3. Stock option plans

Rules governing the stock options plans are as follows:

- To exercise the option, the grantee must generally be an employee or corporate officer of the Group or a company employee related to Worldline at the time of grant and vesting;
- Vesting is conditional on both the continued employment condition and the achievement of performance criteria, financial and non-financial;
- The financial performance criteria are the following:
  - Group organic revenue growth;
  - Group adjusted EBITDA ; and
  - Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (FCF).

For all ongoing stock-option plans, financial performance criteria are representing 80% of performance criteria conditioning the total vesting. The remaining 20% of the performance criteria conditioning the total vesting are relating to Corporate Social Responsibility.

The vesting period varies according to the plans rules but never exceeds 3.5 years.

The number of options to be vested is subject to the achievement of internal and external performance conditions, based on the elasticity curves defined for each criterion. In any case, the average acquisition rate is limited to 100%.

The option expiration date never exceeds 10 years after the grant date.

The exercise of the option is equity-settled.

Due to the sharp decrease of the share price for the 2022 and 2023 plans, the total IFRS2 expense to be recognized overtime is lower than the previous years, so in 2025, the Group recognized a total expense of €0.1 million on stock options detailed as follows:

Grant Date	2025 *(in € million)*	Number of options initially granted	Vesting Date	Number of options vested
June 9, 2022	(0.1)	193,530	June 9, 2025	18,963
June 8, 2023	0.2	191,670	June 8, 2026	-
TOTAL STOCK-OPTIONS	**0.1**	**385,200**		**18,963**

The characteristics of each current stock option plan are detailed as follows:

Grant Date	June 9, 2022	June 8, 2023
Number of options granted	193,530	191,670
Share price at grant date (€)	39.0	36.6
Strike price (€)	39.7	40.7
Vesting date	June 9, 2025	June 8, 2026
Expected volatility	32%	33%
Expected maturity of the plan	5 years	5 years
Risk-free interest rate	1.451%	2.771%
Expected dividend yield	1.10%	1.10%
Fair value of options granted (€)	**10.2**	**9.8**
EXPENSE RECOGNIZED IN 2025 (IN € MILLION)	**(0.1)**	**0.2**

The change of outstanding stock-options during the period was as the following:

	12 months ended December 31, 2025		12 months ended December 31, 2024 (*)	
	Number of shares	Weighted average strike price *(in €)*	Number of shares	Weighted average strike price *(in €)*
Outstanding at the beginning of the year	**1,756,629**	**37.6**	**1,905,731**	**38.7**
Granted during the year	0	0.0	0	0.0
Forfeited during the year	(925,164)	24.1	(149,102)	52.4
Exercised during the year	0	0.0	0	0.0
OUTSTANDING AT THE END OF THE YEAR	**831,465**	**52.6**	**1,756,629**	**37.6**
Exercisable at the end of the year, below year-end stock price (**)	0	0.0	0	0.0

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

(**) *Year-End stock price: €1.562 at December 31, 2025, and €8.478 at December 31, 2024.*

7.3.4. Retention Plan

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

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

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

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

Grant Date	**May 24, 2024**
Number of shares granted initially	994,875
Of which number of shares initially granted to MeTS beneficiaries	0.0
Share price at grant date (€)	11.34
Vesting Dates	March 31, 2025 & March 31, 2026
Expected Life	1 year & 2 years
Lock-up period	-
Risk-free interest rate	-
Expected dividend yield	1.1%
Fair value of shares granted *(in €)*	**11.14**
EXPENSE RECOGNIZED IN 2025*(IN € MILLION)*	**4.6**

7.3.5. Allocation of free shares to the Chief Executive Officer

Following approval by the Shareholders' General Meeting on June 5, 2025, the Board of Directors decided on the same day, upon recommendation of the Remuneration Committee, to grant Mr. Pierre-Antoine Vacheron, Chief Executive Officer, 100,000 free shares in accordance with its compensation policy for the year 2025.

Those free shares are not subject to performance conditions and have an annual vesting over a period of four years on each anniversary date of their allocation, provided that the Chief Executive Officer continues to hold his role as executive officer on each applicable anniversary date. The first vested tranche of these shares is subject to a holding period of one year.

Grant Date	**June 05, 2025**
Number of shares granted initially	100,000
Share price at grant date *(€)*	5.24
Vesting Date(s)	June 5, 2026, June 5, 2027, June 5, 2028 & June 5, 2029
Expected Life	4 years
Lock-up period	-
Risk-free interest rate	-
Expected dividend yield	0.0%
Fair value of shares granted *(in €)*	5.24
EXPENSE RECOGNIZED IN 2025 *(in € million)*	**0.2**

NOTE 8 Financial result

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Interest expenses on bond loan	(75.2)	(38.0)
Interest charges long term debt	(0.4)	(0.9)
Interest expenses on convertible bonds	(6.4)	(11.5)
interest from cash and cash equivalents	15.6	44.1
Others	15.0	9.8
Income (cost) of net financial debt	**(51.3)**	**3.5**
Net foreign exchange losses	(3.7)	(2.4)
Hyperinflation	(17.7)	(37.5)
Gains / Losses on derivatives instruments	0.4	(0.8)
Foreign exchange gain (losses)	**(21.0)**	**(40.7)**
Financial component of retirement expenses and the cost of other post-employment benefits	(5.7)	(5.9)
Variation of fair value and Disposal Visa shares	(0.2)	10.2
Variation of the fair value of other financial assets/debts	(297.7)	(346.8)
Financial interests on lease liability (IFRS 16)	(12.3)	(10.8)
Impairment on other financial assets (excluding trade receivables)	(4.6)	(0.0)
Other financial expenses	(22.9)	(23.9)
Other financial income	9.4	6.5
Other financial income (expenses)	**(334.0)**	**(370.7)**
TOTAL FINANCIAL RESULT	**(406.3)**	**(407.9)**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

Net financial expenses amounted to €406.3 million for the period (compared to an expense of €407.9 million in 2024) and are made up of:

- Expenses of net financial debt of €(51.3) million (against a net income of €3.5 million in 2024); and
- Net other financial expenses (including the impact of foreign exchange) of €355.0 million (€411.3 million expense in 2024).

The expenses of net financial debt of €(51.3) million in 2025 is mainly made up by the following effects:

- The interests linked to straight bonds (€75.2 million) and convertible bonds (€6.4 million);
- The income interests from cash and cash equivalents (€15.6 million);
- The profit generated by the convertible bonds reimbursement (€11.5 million) - refer to note 4 "Other significant events of the year".

The variation compared to last year is mainly explained by:

- The increase of interests linked to straight bonds (increase of €37.2 million due to the new bonds of the period - see note 4 "Other significant events of the year"),
- The decrease on income interests from cash and cash equivalents in 2025 is €(28.5) million.

The net other financial expenses of €355.0 million in 2025 is mainly composed of:

- Foreign exchange loss for €21.0 million (loss of €40.7 million in 2024), mainly driven by hyperinflation in Argentina and Turkey for a negative impact of €17.7 million;
- Financial interests on lease liability (IFRS 16) for an expense of €12.3 million (€10.8 million in 2024);
- Pension financial costs for €5.7 million (€5.9 million in 2024). The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (see note 15 "Post-employment and similar long-term benefits");
- The recognition in the consolidated income statement of a €0.2 million charge related to the change in fair value of the Visa Shares (compared to €10.2 million profit in 2024);
- The negative change in fair value of other financial instruments for €297.7 million, mainly related to the negative fair value of Poseidon Holdco preferred shares for €290.0 million (negative fair value for an amount of €349.0 million in 2024);
- Other financial expenses for €22.9 million mainly due to financial expenses associated to financial agreements entered into with merchants, notably in Australia;
- Other financial income for €9.4 million (€6.5 million in 2024)

The tables below illustrate the financial result broken down into expenses and income:

(In € million)	Expenses	Income	Total 2025
Income (cost) of net financial debt	(138.5)	87.2	(51.3)
Foreign exchange gains (losses)	(26.2)	5.2	(21.0)
Other financial income (expenses)	(357.2)	23.3	(334.0)
TOTAL FINANCIAL RESULT	**(522.0)**	**115.6**	**(406.3)**

(In € million)	Expenses	Income	Total 2024(*)
Income (cost) of net financial debt	(134.7)	143.2	8.5
Foreign exchange gains (losses)	(43.7)	3.1	(40.7)
Other financial income (expenses)	(428.9)	53.1	(375.7)
TOTAL FINANCIAL RESULT	**(607.3)**	**199.4**	**(407.9)**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

NOTE 9 Income tax

Accounting policies/principles

Measurement of recognized tax loss carry-forwards

Deferred tax assets are recognized on tax loss carry-forwards when it is probable that taxable profit will be available against which the tax loss carry-forwards can be utilized. Estimates of taxable profits and utilization of tax loss carry forwards are prepared on the basis of profit and loss forecasts as included in the 5-year business plans (other durations may apply due to local specificities).

IFRIC 23

The Group applies IFRIC 23 on the accounting for income tax when there is uncertainty over tax treatments. A liability is recognized in the consolidated financial statement when a tax risk arising from positions taken by the Group, or one of its subsidiaries, is considered as probable, assuming that the tax authorities have full knowledge of all relevant information when making their examination.

Focus on Amendment to IAS 12 – International Tax Reform and Pilar Two Model Rules

In the context of the international tax reform (Pillar Two), the amendment to IAS 12 provides a mandatory temporary exception from recognizing and disclosing deferred tax assets and liabilities related to income taxes arising under the Pillar Two rules. Pillar Two legislation has been effective since January 1, 2024. The Group assessed the impact of the OECD Pillar Two global minimum tax rules. Based on current estimates, the additional top-up tax would be limited and is not expected to have a material impact on the Group's effective tax rate or cash tax position.

9.1. Current and deferred taxes in income statement

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Current taxes	(48.6)	(126.0)
Deferred taxes	108.7	121.9
TOTAL CURRENT AND DEFERRED TAXES	**60.1**	**(4.1)**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

9.2. 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, 2025	Effective tax rate	12 months ended December 31, 2024 (*)	Effective tax rate
Profit before tax	(5,228.4)		(362.8)	
French standard tax rate	25.8%		25.8%	
Theoretical tax charge at French standard rate	**1,350.5**	**25.8%**	**93.6**	**25.8%**
Permanent differences due to goodwill impairment	(1,112.6)	(21.4)%	-	0.0%
Impact of permanent differences	(85.4)	(1.6)%	(66.2)	(18.2)%
Differences in foreign tax rates	(17.1)	(0.3)%	(3.5)	(1.0)%
Movement on recognition of deferred tax assets	(77.3)	(1.5)%	(4.1)	(1.1)%
Equity-based compensation	(3.3)	(0.1)%	(2.8)	(0.8)%
Change in deferred tax rates	5.3	0.1%	(5.5)	(1.5)%
Withholding taxes	(0.8)	(0.0)%	(3.2)	(0.9)%
Other	0.8	0.0%	(12.4)	(3.4)%
GROUP TAX EXPENSE	**60.1**		**(4.1)**	
EFFECTIVE TAX RATE		**1.1%**		**(1.1%)**

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

The 2025 tax income is €60.1 million for a loss before tax of €5,228.4 million. The annualized Effective Tax Rate (ETR) is 1.1% compared to 2024 (-1.1%). In 2025, after the restatement of the goodwill impairment of €4,647.0 million and the restatement of the fair value of the Poseidon Holdco's preferred shares of €290.0 million, the annualized Effective Tax Rate (ETR) is 20.6% (-29.7)% in 2024 after the restatement of the fair value of the Poseidon Holdco's preferred shares of €349.0 million euros.

The increase in the adjusted effective tax rate in 2025 mainly reflects the recognition of valuation allowances on tax loss carryforwards (€(77.3 million) in a context of higher losses.

As at December 31, 2025, the Group assessed the impact of the OECD Pillar Two global minimum tax rules. Based on current estimates, the additional top-up tax would be limited and is not expected to have a material impact on the Group's effective tax rate or cash tax position.

The French exceptional contribution on large companies (CEBGE) had no impact in 2025 as the Group was in a tax loss position in France.

9.3. Deferred taxes in the statement of financial positions

(In € million)	As at December 31, 2025	As at December 31, 2024
Deferred tax assets	51.1	57.8
Deferred tax liabilities	(255.7)	(341.9)
NET DEFERRED TAX	**(204.6)**	**(284.2)**

9.4. 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 January 1, 2024	**81.4**	**(379.0)**	**(63.2)**	**22.0**	**(55.1)**	**(394.0)**
Charge to profit or loss for the year	47.7	65.0	(10.1)	0.2	15.3	118.0
Change of scope	0.0	-	-	(0.0)	0.1	0.1
Charge to equity	-	-	-	(4.9)	(0.3)	(5.2)
Reclassification	0.0	-	-	-	(0.0)	0.0
Exchange differences	(0.9)	1.2	0.0	0.1	(3.5)	(3.1)
As at December 31, 2024	**128.2**	**(312.8)**	**(73.2)**	**17.3**	**(43.5)**	**(284.2)**
Charge to profit or loss for the year	4.5	84.2	5.6	3.3	5.3	102.9
Change of scope	-	-	-	-	-	-
Charge to equity	(0.0)	-	-	(9.3)	(0.2)	(9.5)
Reclassification	-	-	-	(0.0)	(0.8)	(0.8)
Exchange differences	(1.1)	0.8	(0.4)	(0.0)	(2.1)	(2.9)
IFRS 5 - Assets held for sale	(15.6)	18.7	(1.6)	(0.9)	(10.7)	(10.1)
AS AT DECEMBER 31, 2025	**116.0**	**(209.1)**	**(69.7)**	**10.3**	**(52.0)**	**(204.6)**

In 2025, the variation of the net deferred tax position compared to December 31, 2024 is mainly due to the amortization related to PPA and the classification of the MeTS business and other activities as asset held for sale.

In 2024, the variation of the net deferred tax position compared to December 31, 2023 is mainly due to the increase in tax losses carry forward over the period and the amortization related to PPA.

9.5. Tax losses carry forward schedule (basis)

	As at December 31, 2025			As at December 31, 2024		
(In € million)	Recognized	Unrecognized	Total	Recognized	Unrecognized	Total
2026	27.2	-	27.2	-	-	-
2027	11.7	-	11.7	1.1	-	1.1
2028	0.6	-	0.6	0.3	-	0.3
2029	0.1	-	0.1	0.0	-	0.0
Tax losses available for carry forward for 5 years and more	244.9	4.0	248.9	50.0	22.8	72.8
Ordinary tax losses carry forward	**284.6**	**4.0**	**288.6**	**51.5**	**22.8**	**74.3**
Evergreen tax losses carry forward	**221.9**	**229.9**	**451.8**	**439.1**	**110.4**	**549.5**
TOTAL TAX LOSSES CARRY FORWARD	**506.5**	**233.9**	**740.4**	**490.6**	**133.2**	**623.8**

Countries with the largest tax losses available for carry forward are France (€248.2 million), Switzerland (€158.8 million), Greece (€67.3 million), Belgium (€49.0 million), Luxembourg (€45.2 million), Netherlands (€37.5 million), Sweden (€30.8 million) and Australia (€19.2 million).

9.6. Deferred tax assets not recognized by the Group

(In € million)	As at December 31, 2025	As at December 31, 2024
Tax losses carry forward	60.0	36.5
Temporary differences	16.2	17.6
TOTAL DEFERRED TAX ASSETS NOT RECOGNIZED BY THE GROUP	**76.3**	**54.1**

NOTE 10 Goodwill and fixed assets

10.1. Goodwill

Accounting policies/principles

Goodwill is allocated to the Group Cash Generating Units (CGU) which correspond to the two operating segments disclosed in note 5.2 "Segment information". Goodwill is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

Impairment tests

Goodwill is not amortized and is subject to an impairment test performed at least annually by comparing its carrying amount to the recoverable amount of the related CGU at the closing date.

The recoverable amount of a CGU is based on the higher of its fair value less cost to sell and its value in use. The value in use is calculated using cash flow projections drawn up on the basis of the latest 5-year plan, as approved by the Executive Committee and the Board of Directors. The fair value (less costs to sell) corresponds to the amount that could be obtained from the sale of the asset (or the CGU), in an arm's-length transaction between knowledgeable and willing parties, less the costs of disposal. It can be determined using an observable market price for the asset (or the CGU) or using discounted cash flow projections, that include estimated future cash inflows or outflows expected to arise from future restructuring or from improving or enhancing the asset's performance.

These calculations require the use of estimates, such as the calculation of Business Plans from which future cash-flows are deducted and Discount Rates.

Discounted Cash Flows (DCF) are made per CGU, taking into account each market dynamics as well as synergies potentials for margin improvements.

Discount rates are applied by CGU based on the Group's weighted average cost of capital and adjusted to take into account specific tax rates. The Group considers that the weighted average cost of capital should be determined based on a historical equity risk premium, in order to reflect the long-term assumptions factored in the impairment tests.

Goodwill impairment test is prepared annually for Year-End, or more often whenever events or circumstances indicate that the carrying amount could not be recoverable.

Such events and circumstances include but are not limited to:

- Significant deviance of economic performance when compared with budget;
- Significant worsening of the economic environment;
- Loss of a major client;
- Significant increase in interest rates.

The impairment loss is first recorded as an adjustment of the carrying amount of the goodwill allocated to the CGU and remainder of the loss, if any, is allocated pro rata to the other long-term asset of the unit.

(In € million)	As at December 31, 2024	Impairment	Impairment assets held for sale	Exchange rate fluctuations	IFRS 5 - Assets held for sale (*)	As at December 31, 2025
Gross value	10,150.4			(12.6)	(1,554.6)	8,583.2
Impairment loss	(1,146.6)	(4,366.5)	(280.4)	7.8	1,042.9	(4,742.9)
CARRYING AMOUNT	**9,003.8**	**(4,366.5)**	**(280.4)**	**(4.7)**	**(511.7)**	**3,840.3**

(*) *Amount mainly relates to the reallocation of a portion of goodwill to assets held for sale, in accordance with IFRS 5*

(In € million)	As at December 31, 2023	Disposal/Depreciation	Exchange rate fluctuations	As at December 31, 2024
Gross value	10,213.8	(0.0)	(63.4)	**10,150.4**
Impairment loss	(1,155.0)	(0.0)	8.4	**(1,146.6)**
CARRYING AMOUNT	**9,058.8**	**(0.0)**	**(55.0)**	**9,003.8**

(In € million)	As at December 31, 2025	As at December 31, 2024
Merchant Services	2,676.6	7,679.5
Financial Services	1,163.8	1,293.4
Mobility & e-Transactional Services	0.0	30.0
NET GOODWILL PER CASH GENERATING UNITS	**3,840.3**	**9,003.8**

Impairment testing

As at December 31, 2025, the recoverable amount of the Group's Cash Generating Units (CGUs) was determined in accordance with IAS 36 and assessed for the Group's assets as a whole, including activities classified as held for sale.

The recoverable amount was determined based on a value in use approach, calculated by combining (i) the discounted cash flows (DCF) of continuing activities, derived from the Group's Five-year Business Plan (built for the Capital Market Day (CMD) in November 2025) extrapolated over one additional year period and one year of normalization, with (ii) the expected disposal prices of activities classified as held for sale under IFRS 5.

This overall value in use was compared with the carrying amount of the assets by Global Business Line (GBL). Based on this assessment, an additional impairment loss of €306.5 million was recognized as of December 31, 2025, in addition to the €4,060 million recognized as of June 30, 2025.

In 2025, the Merchant Services Global Business Line experienced a revenue decline of 1.4% post IFRS 5. This decrease was primarily driven by a significant reduction in terminal sales and an unfavorable shift in the acquiring business mix toward less profitable segments, such as Retail and Travel. Actual performance in 2025 has diverged from the Business Plan established at the end of 2024. Given these factors and recognizing that the structural changes in the European and broader payment markets are likely to be long-lasting (Payment sector growth rate range between 4 to 5%), key assumptions for 2026 – 2030 were revised downward in the CMD Business Plan. In terms of Revenue, the growth in 2026 and 2027 is now planned at a low single digit, followed by a recovery toward market growth levels of 4 to 5% starting in 2028. For the margin, the projected adjusted EBITDA margin has been significantly reduced considering the drop in 2025. Within the 5 years of the Business Plan, the effect of the North Star plan will progressively impact positively the profitability through the convergence of Platforms and acceleration of the use of the Global Competence Centers, improving mainly after 2028, along with the Revenue Growth acceleration.

For Financial Services Business Line, in 2025, Revenue decreased by 7,7% due to some business re insourcing from clients. In 2026, The Revenue will continue to be slightly negative, with the full year effect of re insourcing, and in 2027 the GBL will come back to positive Revenue growth up to circa 4% at the end of the BP. The Profitability hit a record low in 2025 with the re insourcing effect. It will stabilize in 2026 then will benefit from the positive outcomes of the North Star Plan, to come back to a standard EBITDA level of 25 to 30% by the end of the Plan.

For the discounted cash flow (DCF) valuation, a discount rate of 8.70% and a perpetuity growth rate (PGR) of 2.25% were applied.

	Perpetuity gross rate		WACC	
(In %)	As at December 31, 2025	As at December 31, 2024	As at December 31, 2025	As at December 31, 2024
Merchant Services	2.25%	2.25%	8.70%	8.40%
Financial services	2.25%	2.25%	8.70%	8.40%

Following the impairment already booked and goodwill reallocation (Note 5 Assets held for sale and discontinued operations), sensibility table reveals the following headroom/(impairment):

(In € million)	Increase of WACC +100 bps	Decrease of PGR -50 bps	EBITDA margin -100bps	Increase of WACC +100 bps and decrease of PGR of -50 bps
Merchant Services	(182.2)	184.9	215.1	(400.0)
Financial Services	(40.7)	88.2	124.7	(118.1)
TOTAL	**(222.9)**	**273.1**	**339.8**	**(518.1)**

Sensitivity of the various parameters:

- A WACC increase of 100bps would have led to an additional impairment of €222.8 million;
- A perpetual growth rate (PGR) decrease of 50bps would not result in an impairment loss and would reduce the headroom to €273.1 million;
- A decrease of 100 basis points in the normative EBITDA margin would reduce the headroom to €215.1 million for Merchant Services and €124.7 million for Financial Services, without resulting in an impairment loss.
- A combined effect of a 100 basis points increase in the WACC and a 50 basis points decrease in the perpetual growth rate (PGR) would result in an impairment loss of €518.1 million.

10.2. Intangible assets

Accounting policies/principles

Intangible assets other than goodwill consist primarily of software and internally developed IT solutions as well as software and customer relationships and technologies acquired in relation with a business combination.

Internally Developed intangible assets

Development expenses correspond to assets developed for the own use of the Group, to specific implementation projects for some customers or innovative technical solutions made available to a group of customers. These projects are subject to a case-by-case analysis to ensure they meet the appropriate criteria for capitalization.

Capitalized development expenditure is amortized in operating margin on a straight-line basis over a useful life between 3 and 12 years, for which two categories can be identified:

For internal software development with fast technology serving activities with shorter business cycle and contract duration, the period of amortization will be between 3 and 7 years;

For internal software development with slow technology obsolescence serving activities with long business cycle and contract duration, the period of amortization will be between 5 and 12 years with a standard scenario at 7 years. It is typically the case for large mutualized payment platforms.

Intangible assets acquired in a business combination

An intangible asset related to the customer relationships and backlog brought during a business combination is recognized as customer relationships.

The value of the developed technology acquired is derived from an income approach based on the relief from royalty method. This method relies on (i) assumptions on the obsolescence curve of the technology and (ii) the theoretical royalty rate applicable to similar technologies, to determine the discounted cash flows expected to be generated by this technology over their expected remaining useful life. The cost approach may also be implemented as a secondary approach to derive an indicative value for consistency purposes. This method relies on assumptions of the costs that should be engaged to reproduce a similar new item having the nearest equivalent utility as the asset being valued. If technology is believed to be the most important driver for the business, an Excess Earning method could also be implemented.

Customer relationships, patents, technologies and trademarks acquired as part of a business combination are amortized on a straight-line basis over their expected useful life, generally between 8 and 15 years; any related depreciation is recorded in other operating expenses.

Impairment of intangible assets other than goodwill

At the end of each reporting period of the financial information, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. This is also applied to R&D costs capitalized, for which the Group considers as an indicator of impairment loss (i) the use of the technology, (ii) the volumes processed and (iii) the potential effect of decommissioning following migration to other technologies, and to customer relationships for which the Group considers as an indicator of impairment loss (i) the loss of historical clients representing at least 5% of the revenue, (ii) the growth revenue vs the previous year and (iii) the profitability of the current year.

(In € million)	Software & Licenses	Customer Relationships	Acquired technology and other	Other assets	Total
Gross value					
At January 1, 2025	**1,382.9**	**2,027.0**	**721.9**	**52.7**	**4,184.6**
Additions	52.5	96.8	0.0	6.0	155.3
R&D capitalized	181.5	-	0.0	-	181.5
Disposals	-	-	0.0	-	-
Exchange differences	(5.0)	1.0	2.2	(1.3)	(3.1)
Other	44.9	(0.0)	0.0	34.9	79.8
IFRS 5 - Assets held for sale	(214.4)	(168.9)	(36.6)	(11.9)	(431.7)
At December 31, 2025	**1,442.5**	**1,955.9**	**687.5**	**80.4**	**4,166.4**
Accumulated depreciation					
At January 1, 2025	**(753.1)**	**(775.6)**	**(415.7)**	**(45.2)**	**(1,989.7)**
Depreciation charge for the year	(184.9)	(186.0)	(64.1)	(2.0)	(437.0)
Impairment for the year	(61.6)	(38.4)	(2.0)	0.0	(102.0)
Disposals/reversals	-	-	-	-	-
Exchange differences	1.9	(2.6)	(0.9)	0.7	(1.0)
Other	**(63.8)**	**-**	**-**	**(18.4)**	**(82.1)**
IFRS 5 - Assets held for sale	**152.7**	**100.9**	**28.5**	**3.2**	**285.3**
AT DECEMBER 31, 2025	**(909.5)**	**(901.7)**	**(454.2)**	**(61.6)**	**(2,327.0)**
Net value					
AT JANUARY 1, 2025	**629.8**	**1,251.4**	**306.2**	**7.5**	**2,194.9**
IFRS 5 - Assets held for sale	(61.7)	(68.0)	(8.1)	(8.7)	(146.4)
AT DECEMBER 31, 2025	**533.0**	**1,054.2**	**233.4**	**18.7**	**1,839.3**

Depreciation charge for the period includes €25 million of accelerated amortization related to some eCommerce customer relationships.

Impairment losses for the period amount to €102 million and mainly relate to assets classified as held for sale for €91.6 million (see Note 4 – Other significant events of the year). In addition, the SPS customer relationship was partially impaired for €7.3 million in connection with the planned disposal of WL Europe SA in 2026 (see Note 5 – Assets held for sale).

(In € million)	Software & Licenses	Customer Relationships/ Patent	Acquired technology and other	Other assets	Total
Gross value					
At January 1, 2024	**1,243.9**	**2,041.2**	**724.7**	**56.4**	**4,066.3**
Additions	20.3	3.0	-	4.0	27.4
R&D capitalized	187.2	0.0	-	0.0	187.2
Disposals	(74.6)	-	-	(4.7)	(79.3)
Exchange differences	(6.9)	(11.5)	(2.8)	0.4	(20.8)
Other	13.2	(5.7)	-	(3.6)	4.0
At December 31, 2024	**1,382.9**	**2,027.0**	**721.9**	**52.7**	**4,184.6**
Accumulated depreciation					
At January 1, 2024	**(656.1)**	**(610.0)**	**(326.3)**	**(49.7)**	**(1,642.2)**
Depreciation charge for the year	(160.2)	(153.2)	(87.7)	0.5	(400.5)
Impairment for the year	(5.4)	(16.2)	(2.9)	-	(24.5)
Disposals/reversals	71.2	-	-	1.1	72.3
Exchange differences	5.5	3.7	1.1	(0.6)	9.7
Other	(8.1)	-	0.2	3.4	(4.5)
At December 31, 2024	**(753.1)**	**(775.6)**	**(415.7)**	**(45.2)**	**(1,989.7)**
NET VALUE					
AT JANUARY 1, 2024	**587.8**	**1,431.2**	**398.4**	**6.7**	**2,424.1**
AT DECEMBER 31, 2024	**629.8**	**1,251.4**	**306.2**	**7.5**	**2,194.9**

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

In 2025, the total of R&D costs reached €246 million out of which €181.5 million are capitalized and €57 million remain in expenses.

10.3. Tangible assets

Accounting policies/principles

Tangible assets are recorded at acquisition cost. They are depreciated on a straight-line basis over the following expected useful lives:

- Buildings: 20 years;
- Fixtures and fittings: 3 to 20 years;
- IT equipment:
  - Computer hardware: 3 to 5 years;
  - Terminals: 4 to 5 years;
- Other assets:
  - Vehicles: 4 to 5 years;
  - Office furniture and equipment: 3 to 10 years.

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value	**-**	**-**	**-**	**-**
At January 1, 2025	**123.3**	**459.4**	**33.5**	**616.2**
Additions	2.8	31.4	9.2	43.3
Disposals	(8.1)	(127.3)	(0.9)	(136.3)
Exchange differences	(0.9)	(7.9)	0.4	(8.4)
Scope out	-	(0.2)	0.2	-
Other	0.2	(0.6)	(2.2)	(2.6)
IFRS 5 - Assets held for sale	(45.1)	(91.4)	(9.1)	(145.6)
At December 31, 2025	**72.1**	**263.4**	**31.1**	**366.6**
Accumulated depreciation				
At January 1, 2025	**(81.7)**	**(303.3)**	**(17.8)**	**(402.9)**
Depreciation charge for the year	(8.9)	(66.1)	(2.3)	(77.3)
Disposals/Reversals	8.9	121.8	5.2	135.9
Exchange differences	0.7	5.1	(0.2)	5.6
Scope out				
Other	(0.0)	3.1	(0.4)	2.6
IFRS 5 - Assets held for sale	37.4	71.2	8.7	117.3
At December 31, 2025	**(43.7)**	**(168.2)**	**(6.8)**	**(218.8)**
NET VALUE				
At January 1, 2025	**41.6**	**156.1**	**15.7**	**213.3**
IFRS 5 - Assets held for sale	(7.8)	(20.1)	(0.4)	(28.3)
AT DECEMBER 31, 2025	**28.4**	**95.2**	**24.3**	**147.9**

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1, 2024	**124.8**	**523.3**	**46.7**	**694.9**
Additions	6.4	43.0	8.1	57.6
Disposals	(8.1)	(117.1)	(8.0)	(133.3)
Exchange differences	(0.1)	2.1	(3.8)	(1.9)
Other	0.5	9.9	(9.6)	0.8
At December 31, 2024	**123.3**	**459.4**	**33.5**	**616.2**
Accumulated depreciation				
At January 1, 2024	**(80.6)**	**(346.6)**	**(23.7)**	**(450.9)**
Depreciation charge for the year	(9.2)	(64.4)	(2.3)	(76.0)
Disposals/Reversals	8.0	109.6	6.4	123.9
Exchange differences	0.0	(2.2)	(0.3)	(2.5)
Other	(0.1)	(2.0)	2.0	(0.0)
At December 31, 2024	**(81.7)**	**(303.3)**	**(17.8)**	**(402.9)**
NET VALUE				
AT JANUARY 1, 2024	**44.2**	**176.7**	**23.0**	**243.9**
AT DECEMBER 31, 2024	**41.6**	**156.1**	**15.7**	**213.3**

Tangible capital assets of the Group mainly include computer equipment used in the production centers, particularly in the processing datacenters, and terminals rented to merchants. Land and buildings are mostly composed of technical infrastructures of datacenters.

10.4. 2025 Operating investments

Operating investments for the period amounted to €248.3 million, mainly driven by capitalized development costs relating to the modernization of proprietary software platforms (€181.5 million).

NOTE 11 Right-of-use assets & lease liabilities

11.1. Right-of-use assets under IFRS 16

Accounting policies/principles

Right-of-use assets and lease liabilities are classified under three subcategories, land and buildings (e.g. offices), IT equipment (e.g. servers and computers) and other assets (e.g. POS terminals).

The Group applies its judgment to determine the lease term for the real estate lease contracts in which it is a lessee and that include renewal or early termination options, analyzing whether those sites are strategic or not. In most cases, the contracts relate to offices for which the location is not strategic, so the Group retains the contractual end date.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rates. These rates are determined for all the currencies and geographies of the Group, by maturity, and are calculated by taking for each currency a reference in debt quotation by maturity (bullet rate) and adding up a spread corresponding to the entity's cost of financing. When the Group identifies a change in the calculation hypotheses from a material change in lease circumstances (probable exercise of extension or termination options, residual value guarantee amount, etc.), the related leases are re-measured.

Following the IFRS Interpretation Committee opinion, the Group compared the lease terms of its contracts and the residual useful lives of the underlying non-removable leasehold improvements, and did not identify major deviation.

The Group uses the IFRS16 exemption option for the following cases which are recorded on a straight-line basis in profit or loss over the life of the lease:

- Short term leases related to other assets;
- Low value assets.

Right-of-use (RoU) assets break down as follows, by type of underlying asset:

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2025	**418.7**	**166.3**	**112.3**	**697.3**
Additions	29.5	33.5	46.5	109.6
Disposals	(28.4)	(40.1)	(33.3)	(101.8)
Exchange differences	(1.7)	(0.9)	(0.9)	(3.5)
Other	0.7	0.0	0.0	0.7
IFRS 5 - Assets held for sale	(90.0)	(9.6)	(23.2)	(122.8)
Scope out	-	-	-	-
At December 31, 2025	**328.8**	**149.2**	**101.4**	**579.4**
Accumulated depreciation				
As at January 1, 2025	**(216.5)**	**(81.3)**	**(35.5)**	**(333.3)**
Depreciation charge for the year	(47.8)	(41.2)	(25.3)	(114.3)
Impact of business combination	-	-	0.1	0.1
Disposals/Reversals	18.1	33.0	15.2	66.3
Exchange differences	0.5	0.0	0.0	0.8
Other	(0.7)	0.0	0.1	(0.6)
IFRS 5 - Assets held for sale	43.7	3.3	4.9	51.9
Scope out				
AT DECEMBER 31, 2025	**(202.7)**	**(85.9)**	**(40.6)**	**(329.2)**
AS AT JANUARY 1, 2025	**202.2**	**85.0**	**76.8**	**364.0**
IFRS 5 - Assets held for sale	(46.3)	(6.3)	(18.3)	(71.0)
AT DECEMBER 31, 2025	**126.1**	**63.3**	**60.8**	**250.2**

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1, 2024	**384.8**	**138.4**	**62.7**	**586.0**
Additions	72.0	53.5	63.8	189.3
Impact of business combination	-	-	-	-
Disposals	(38.4)	(17.8)	(13.9)	(70.1)
Exchange differences	0.5	0.6	(0.2)	0.9
Other	(0.4)	-	-	(0.4)
At December 31, 2024	**418.7**	**166.3**	**112.3**	**697.3**
Accumulated depreciation				
At January 1, 2024	**(193.4)**	**(54.7)**	**(25.9)**	**(273.9)**
Depreciation charge for the year	(47.8)	(41.7)	(20.0)	(109.5)
Impact of business combination	-	-	-	-
Disposals/Reversals	25.0	10.6	10.3	45.9
Exchange differences	(0.4)	(0.4)	-	(0.8)
Other	0.2	(0.4)	-	(0.2)
At December 31, 2024	**(216.5)**	**(81.3)**	**(35.5)**	**(333.3)**
Net value				
At January 1, 2024	**191.5**	**83.7**	**36.9**	**312.1**
AT DECEMBER 31, 2024	**202.2**	**85.0**	**76.7**	**364.0**

In 2025, the variation of the gross value of right use compared to December 31, 2024 is related to assets held for sale and new lease agreements or renewal and extension of existing contracts for real estate, terminals and IT equipment, mainly Long Term Infrastructure Agreement (LTIA).

11.2. Lease liabilities

Lease liabilities are composed as follows:

(In € million)	Total lease liability
Gross value	
As at January 1, 2024	**344.9**
Additions	189.2
Reimbursement	(130.3)
Exchange differences	0.2
Other	0.2
Scope out	(1.9)
As at December 31, 2024	**402.3**
Additions	110.2
Reimbursement	(149.2)
Exchange differences	(3.1)
Other	0.1
IFRS 5 - Assets held for sale	(76.7)
AT DECEMBER 31, 2025	**283.5**

11.3. Maturity schedule Lease liabilities

(In € million)	Up to 1 year	1 to 5 years	Over 5 years	TOTAL
Discounted Data	97.5	152.2	33.7	283.5
Non discounted data	98.9	178.8	38.4	316.1

NOTE 12 Inventories, Trade accounts and other current assets

12.1. Inventories

Accounting policies/principles

Inventory which mainly consists in payment terminals, are assessed at the lower of cost or net realizable value. Inventory cost is determined according to the weighted average method and include the acquisition costs and incidental expenses.

(In € million)	As at December 31, 2025	As at December 31, 2024
Terminals & consumables	41.3	76.9
Allowances on inventories	(8.5)	(4.7)
TOTAL INVENTORIES	**32.8**	**72.2**

The payment infrastructure is undergoing technological change, and developments in recent months have led to the conclusion that the Group must accelerate the transition to these new technologies in all its markets. Based on the above, the Group has reviewed the current value of our inventories focusing on all non-Android terminals, and terminals whose PCI certification is about to expire, which has led to accounting allowances on inventories amounting to €10.2 million in 2025.

12.2. Trade accounts and notes receivables

Accounting policies/principles

Trade accounts and notes receivable

Trade accounts and notes receivable are recorded initially at their fair value and subsequently at their amortized value. The nominal value usually represents the initial fair value for trade accounts and notes receivable. In case of deferred payment over one year, where the effect is significant on fair value, trade accounts and notes receivables are discounted. Where appropriate, a provision is raised on an individual basis to take likely recovery problems into account.

Expected credit losses allowance

Expected credit losses are assessed on a quarterly basis, taking into account the ageing of receivables, the credit quality of counterparties, historical default experience and, where applicable, the existence and terms of credit insurance or other guarantees. Based on this analysis, generally, receivables that are not past due or past due by 31 days or less for the periods presented are not impaired. Allowances on trade receivables are presented within operating expenses under the line item "Trade receivables write-off" (see Note 7.2 – Operating expenses).

Trade accounts factoring

On a regular basis, the Group enters into factoring transactions over various geographies, where it transfers substantially all risks and rewards on the covered trade receivables to a financing partner. The factoring transactions are mainly conducted in France, the Netherlands, Belgium, Switzerland, Spain and the United-Kingdom, and have the following characteristics:

- The credit risk is borne by the financing partner with no recourse against the Group;
- There is no variable rate related to overdue payments;
- There is no current account with the financing partner, who has no debit power on any Group account would the end debtors default.

The factoring program also includes receivables related to French Research Tax Credit (CIR) in 2024. The factoring program is presented in the note 17.1 liquidity risk.

Assets related to Contracts

Assets related to contracts include contract assets (as defined by IFRS 15) and trade invoices to be issued.

(In € million)	As at December 31, 2025	As at December 31, 2024
Assets related to contracts	215.9	311.7
Trade receivables	370.3	427.4
Expected credit losses allowance	(39.4)	(57.1)
Net asset value	**546.8**	**681.9**
Contract liabilities (*)	(117.1)	(153.9)
NET ACCOUNTS RECEIVABLES	**429.7**	**528.1**
Number of days sales outstanding (DSO)	**34**	**29**

(*) Contract liabilities are presented in other current liabilities, see note 18.2 "other current liabilities"

Net accounts receivables represents 10.8% of 2025 revenue (12.7% at end of 2024).

Ageing of past due receivables

(In € million)	As at December 31, 2025	As at December 31, 2024
0-30 days overdues	31.1	25.0
30-60 days overdues	12.6	12.7
60-90 days overdues	3.7	11.3
Beyond 90 days overdues	47.4	43.1
TOTAL GROSS OVERDUE RECEIVABLES	**94.8**	**92.1**

12.3. Other current assets

(In € million)	As at December 31, 2025	As at December 31, 2024
VAT receivables	68.5	41.2
Prepaid expenses	81.7	75.0
Other receivables & current assets	77.1	109.7
Advance payment	0.5	8.8
TOTAL OTHER CURRENT ASSETS	**227.9**	**234.7**

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

As at December 31, 2024, the Group sold without recourse other receivables (tax credit research) for a total amount of €11.9 million, and received from its financing partner €10.9 million in liquidity. No such transaction was entered into in 2025.

Prepaid expenses are mostly related to software licenses, rental expenses, support contracts and long-term maintenance.

12.4. Working capital

The working capital can be analyzed as follows:

(In € million)	As at December 31, 2024	Cash variation in working capital	IFRS 5-Assets held for sale and other non cash items	As at December 31, 2025
Inventories	72.2	(23.8)	(15.6)	32.8
Trade receivables excl, allowances	739.0	(16.3)	(136.5)	586.2
Other current assets excl, allowances	256.2	67.8	(69.6)	254.3
Total assets in working capital (A)	1,067.4	27.7	(221.7)	873.4
Trade payables	661.8	4.6	(103.8)	563.0
Other current liabilities	631.9	58.2	(239.0)	451.2
Total assets in working capital (B)	1,293.7	62.8	(342.8)	1,014.2
WORKING CAPITAL (B - A)	**226.3**	**35.1**	**(121.0)**	**140.9**

The positive cash change in working capital of €35.1 million mainly results from the following movements:

- Inventories (€(23.8) million): The decrease in working capital related to inventories primarily reflects a €10 million write-down of terminal inventories as of December 2025, as well as lower terminal purchases by the Group during the year;
- Trade receivable (€(16.3) million): This decrease mainly results from a longer customer payment period: DSO of 34 days in 2025 versus 29 days in 2024 - refer to Note 12.2 – Trade accounts and notes receivable.
- Trade accounts and notes payable (+€4.6 million): This variation is mainly due to the decrease of €15.6 million mainly results from a decrease in DPO : 50 days in 2025 versus 60 days in 2024 - refer to Note 18.1 – Trade payables.
- Other current assets (+€67.8 million): This variation mainly reflects the increase in VAT and in contractual prepayments.
- Other current liabilities (+€58.2 million): The increase mainly related to various accruals and employee payables and accrued expenses.

Non-cash items mainly related to assets held for sale, and foreign exchange effects.

NOTE 13 Intermediation activities

Accounting policies/principles

As part of its merchant services activity, in particular for commercial acquiring and collecting business, the Group provides intermediation between merchants, credit card issuers, and end consumers. The expected funds corresponding to the end consumer's payment as well as funds received and not yet remitted to merchants are recorded as balance sheet assets in specific accounts, i.e., excluded from cash and cash equivalents. The counterparty is a payable due to merchants. All assets and liabilities directly related to intermediation are isolated on dedicated accounts.

The balance sheet assets related to intermediation activities include:

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

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

- Liabilities in connection with funds from consumers that have not yet been transferred to merchants;
- Liabilities in connection with merchant warranty deposits;
- Bank financing related to merchant remittance.

Through this intermediation activity, Worldline and its affiliates are facing cash fluctuations due to the lag that may exist between the payment to the merchants and the receipt of the funds from the payment schemes (Visa, MasterCard or other schemes).

Some funds may be remitted to merchants even before they have been received by the Group from the credit card issuers. The duration of this merchant pre-financing is generally one or two days. To avoid drawing on its cash to provide this upfront remittance to merchants, the Group may use specific bank financing.

(In € million)	As at December 31, 2025	As at December 31, 2024
Receivables linked to intermediation activities	1,717.9	2,042.2
Funds related to intermediation activities	1,792.8	2,297.4
TOTAL ASSETS LINKED TO INTERMEDIATION ACTIVITIES	**3,510.7**	**4,339.7**
Payables linked to intermediation activities	3,259.5	3,842.7
Credit facilities specific to intermediation activities	251.2	496.9
TOTAL LIABILITIES LINKED TO INTERMEDIATION ACTIVITIES	**3,510.7**	**4,339.7**

The decrease in assets and liabilities is mainly related to the application of IFRS 5 (refer to note 5) and a calendar effect (January 1, 2025, was a Wednesday, against a Thursday for January 1, 2026), due to a higher transactions flows because of more open bank weekdays.

NOTE 14 Shareholder equity

14.1. Equity attributable to the owners of the parent

During this year 2025, 396,206 new shares were created mainly following the vesting of the 2022 performance shares plan.

In February 2025, Worldline launched a share purchase program (See note 4 Significant events of the year).

These shares are intended to be granted or delivered to beneficiaries of free shares plans. This program was executed by December 31, 2025 for a total amount of € 20.3 million.

As at December 31, 2025, the total number of shares of Worldline S.A. reached 283,964,175 shares with a nominal value of €0.68. Share capital amounts to €193,095,639.

14.2. 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, 2024	**975.9**
Net income / (loss) of the period	(26.1)
Dividends	(14.9)
Other	(144.4)
AS AT DECEMBER 31, 2025	**790.6**

In 2025, the total "other" mainly relates to:

- The reallocation of goodwill related to the Merchant Services business, in connection with the classification of certain other activities as held for sale under IFRS 5, resulted in a negative impact of €154.0 million on changes in non-controlling interests' equity (see Note 3 – Main changes in the scope of consolidation).
- €19.1 million in Worldline Merchant Services Italia S.p.A corresponding to the portion of non-controlling interests recognized in connection with the acquisition of customer relationships during the period (see Note 4 – Other significant events of the year);
- €(13.3) million in Worldline Australia Pty Ltd mainly reflecting foreign exchange effects.

(In € million)

As at December 31, 2023	**989.1**
2024 income / (loss)	(15.1)
Capital increase	21.2
Dividends	(16.4)
Other	(2.8)
AS AT DECEMBER 31, 2024	**976.0**

In 2024, the total capital increase is mainly due to €19.4 million in Worldline Australia Pty Ltd subscribed by its non-controlling shareholder ANZ. The Group interest rate in the entity stayed unchanged as Worldline Group subscribed a proportional capital increase. The other corresponds to the exercise of Worldline call option on the remaining 45% of non-controlling interests in SoftPOS.eu and paid €11.0 million. As a reminder, in October 2022, Worldline acquired a 55% stake in SoftPOS.eu, a Warsaw-based fintech that converts Android devices into secure payment terminals.

14.3. Earnings per Share

The weighted average number of shares amounts to 280,073,277 shares for the period. As at December 31, 2025 (same as December 31, 2024), there are no potentially dilutive instruments as all equity instruments are potentially relutive.

(In € million and shares)	12 months ended December 31, 2025	% of revenue	12 months ended December 31, 2024 (*)	% of revenue
Net income from continuing operations	(5,138.3)		(352.0)	
Net income from discontinued operations	(18.2)		55.0	
NET INCOME [A]	**(5,156.5)**	**(114.6)%**	**(297.0)**	**(6.4)%**
DILUTED NET INCOME FROM CONTINUING OPERATIONS	**(5,138.3)**		**(352.0)**	
Diluted net income from discontinued operations	(18.2)		55.0	
Diluted net income [b]	**(5,156.5)**	**(114.6)%**	**(297.0)**	**(6.4)%**
Normalized net income from continuing operations	175.2		367.2	
Normalized net income from discontinued operations	10.0		66.3	
Normalized net income [c]	**185.2**		**433.5**	
Normalized diluted net income from continuing operations	175.2		367.2	
Normalized diluted net income from discontinued operations	10.0		66.3	
Normalized diluted net income [d]	**185.2**		**433.5**	
Average number of shares [e]	280,073,277		282,567,142	
Impact of dilutive instruments	-		-	
Diluted average number of shares [f]	280,073,277		282,567,142	
(In €)	-		-	
BASIS EPS [A] / [E]	**(18.34)**		**(1.05)**	
DILUTED EPS [B] / [F]	**(18.34)**		**(1.05)**	
NORMALIZED BASIS EPS [C] / [E]	**0.66**		**1.53**	
NORMALIZED DILUTED EPS [D] / [F]	**0.66**		**1.53**	

(*) *In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4*

NOTE 15 Post-employment and similar long-term benefits

Accounting policies/principles

Long-term employee benefits are granted by the Group through defined contribution and defined benefit plans.

Costs relating to defined contribution are recognized in the Operating Margin based on contributions due, in respect of the accounting period when the related services have been accomplished by beneficiaries.

The valuation of the Group's defined benefit obligations is based on a single actuarial method known as the "projected unit credit method". This method includes the formulation of specific assumptions which are periodically updated, in close liaison with external actuaries.

Plan assets are measured at their fair value, based on valuations and asset ceiling calculations provided by the external custodians of pension funds and following complementary investigations carried-out when appropriate.

Expenses and income related to defined benefit plans that impact the income statement are recognized in the Group's Operating Margin, except for interest income and expenses on defined benefits obligations and plan assets which are recognized in "other financial income and expenses"

The net total liability recognized in the Group's balance sheet in respect of post-employment and other long-term benefits plans amounts to €121.4 million at December 31, 2025 (compared to a net total liability of €175.4 million at December 31, 2024). This net total liability is the difference of a total defined benefit obligation of €637,9 million and a total fair value of plan assets of €517.3 million with an asset ceiling limitation of €0.8 million.

Worldline Group's defined benefit obligations at December 31, 2025, are located predominantly in Switzerland (56% of total obligations), Germany (20%), Belgium (15%) and France (6%).

The amount recognized as an expense for defined contribution plans is €36.2 million for the year 2025 (2024: €46.2 million).

15.1. Characteristics of significant plans and associated risks

In Switzerland, the obligations flow from a legacy defined benefit plan, exceeding the minimum mandatory pension benefit required by the Swiss law (BVG). Pension contributions are paid by both the employees and the employer and are calculated as a percentage of the covered salary. The rate of contribution depends on the age of the employee. At retirement, the employees' individual savings capital is multiplied by the conversion rate, as defined by the pension fund regulations, and can be paid out as either a lifetime annuity or a lump-sum payment. In the event of disability, the pension plan pays a disability pension until ordinary retirement age. In the event of death before retirement, the pension plan pays a spouse pension for life.

In Germany, the majority of obligations flow from defined benefit pension plans which are closed to new entrants. The plans are subject to the German regulatory framework, which has no funding requirements, but does include compulsory insolvency insurance (PSV). The plans are however partially funded via either an insurance company or a Contractual Trust Agreement (CTA). The CTA is governed by a professional independent third party. The investment strategy of the insurance contract is set by the CTA's Investment Committee composed of employer representatives.

In Belgium, the majority of obligations flow from a defined benefit pension plan which is closed to new entrants and a defined contribution plan with a minimum investment return guaranteed by the Group on both employer and employee contributions, open to new entrants.

The defined benefit plan is subject to the Belgian regulatory framework where funding requirements are based on a 6.0% discount rate and prescribed mortality statistics. In case of underfunding, a deficit must be supplemented immediately. The plan is insured with a professional insurance company which sets the investment strategy.

The defined contributions plan with guaranteed return is subject to the Belgian regulatory framework. In case of underfunding when the employee leaves for retirement, the deficit must be supplemented. The plan is insured with a technical return (which is now set by the insurers below the legal minimum guaranteed return) as well as with a possible profit share provided by the insurance company, which also sets the investment strategy.

The Group's obligations are also generated by legacy defined benefit plans **in 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.

15.2. Events in 2025

The Corporate bond interest rate market was volatile during 2025 fiscal year mainly in the Euro zone. Since December 31, 2024, the discount rates increased significantly in the Euro zone by around 50bp-85bps, in Switzerland by around 20bps and by 5bps in the United Kingdom.

Due to market conditions as at December 31, 2025, the main plan in Switzerland is in surplus situation under IAS 19. Based on the IFRIC 14 calculation, the surplus representing about €32.1 million has been fully recognized on the balance sheet.

15.3. Amounts recognized in the financial statements

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

(In € million)	As at December 31, 2025	As at December 31, 2024
Prepaid pension asset – post employment plans	32.1	11.1
Accrued liability – post employment plans	(136.7)	(177.6)
Accrued liability – other long term benefits	(15.6)	(8.8)
NET AMOUNTS RECOGNIZED – TOTAL	**(120.2)**	**(175.4)**
Reconciliation of prepaid/(accrued) Benefit cost (all plans)		
Funded status-post employment plans	(103.7)	(166.0)
Funded status-other long term benefit plans	(15.6)	(8.8)
Asset ceiling limitation at December 31st	(0.8)	(0.6)
PREPAID/(ACCRUED) PENSION COST	**(120.2)**	**(175.4)**

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

(In € million)	2025	2024
Net asset/(liability) at January 1	**(175.4)**	**(184.4)**
Net periodic pension cost	(35.8)	(30.7)
Benefits paid by the employer	8.4	6.7
Employer contributions	17.6	15.2
Business combinations/(disposals)	0.4	0.0
Amounts recognized in Other Comprehensive Income	38.8	18.1
Exchange rate	0.9	(0.3)
IFRS 5 - Assets held for sale	25.0	-
NET ASSET/(LIABILITY) AT DECEMBER 31	**(120.2)**	**(175.4)**

Of which a net periodic expense impacting the Group income statement (excluding impact from exchange rates) of €35.8 million.

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024
Service cost (net of employees contributions)	28.3	29.8
Past service cost, Settlements	(0.1)	(7.4)
Actuarial (gain)/loss in other long term benefits	1.9	(0.0)
Operating expense	**30.1**	**22.3**
Interest cost	13.5	15.2
Interest income	(7.8)	(9.9)
Interest cost on the effect of the asset ceiling	0.0	0.6
Financial expense	**5.7**	**5.9**
NET PERIODIC PENSION COST – TOTAL EXPENSE/(PROFIT)	**35.8**	**28.2**
Of which, net periodic pension cost – post employment plans	27.6	27.7
Of which, net periodic pension cost – other long term benefits	8.1	0.5

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

(In € million)	2025	2024
Defined benefit obligation –post employment plans at January 1	*748.8*	*728.2*
Defined benefit obligation – other long term benefits at January 1	*8.8*	*8.1*
Defined Benefit Obligation at January 1	**757.6**	**736.3**
Exchange rate impact	(2.2)	7.2
Service cost (net of employees contributions)	28.3	31.4
Interest cost	13.6	19.2
Employees contributions	8.0	8.6
Past service cost, Settlements	(0.1)	(16.4)
Business combinations/(disposals)	(0.4)	(0.0)
Benefits paid	(35.4)	(50.5)
Actuarial (gain)/loss - change in financial assumptions	(27.3)	8.4
Actuarial (gain)/loss - change in demographic assumptions	0.6	3.2
Actuarial (gain)/loss - experience results	(1.6)	10.1
Other movements	(15.8)	-
IFRS 5	(88.6)	-
Defined benefit obligation at December 31	**636.6**	**757.6**
Defined benefit obligation –post employment plans at December 31	*621.0*	*748.8*
Defined benefit obligation – other long term benefits plans at December 31	*15.6*	*8.8*

The weighted average duration of the liability is 13.5 years.

The Group's plan assets varied as follows:

(In € million)	2025	2024
Fair value of plan assets at January 1	**582.8**	**583.7**
Exchange rate impact	(1.1)	6.8
Actual return on plan assets	15.8	21.3
Employer contributions	17.6	15.2
Employees contributions	8.0	8.6
Benefits paid by the fund	(33.7)	(43.8)
Settlements	-	(9.0)
Business combinations/(disposals)	-	-
Other adjustments	(11.3)	-
IFRS 5	(60.8)	-
FAIR VALUE OF PLAN ASSETS AT DECEMBER 31	**517.3**	**582.8**

15.4. Actuarial assumptions

Worldline's obligations are valued by independent actuaries, based on assumptions that are periodically updated. These assumptions are set out in the table below:

	Eurozone		Switzerland	
	2025	2024	2025	2024
Discount rate as at December 31	4.00%	3.15% ~ 3.50%	1.15%	0.95%
Inflation assumption as at December 31	2.10%	2.10%	0.75%	0.75%

The inflation assumption is used for estimating the impact of indexation of pensions in payment or salary inflation based on the various rules of each plan.

Sensitivity of the defined benefit obligations of the significant plans to the discount rate and inflation rate assumptions is as follows:

	Discount rate +50 bps	Inflation rate + 25 bps
Swiss main pension plan	-6.2%	0.1%
German main pension plans	-7.0%	3.1%
Belgian main pension plan	-3.9%	1.0%
French main pension plans	-6.7%	3.9%

These sensitivities are based on calculations made by independent actuaries and do not include cross effects of the various assumptions. They do however include effects that the inflation assumption would have on salary increase assumptions, pension increase and other hypotheses.

15.5. Plan assets

Plan assets were invested as follows:

	As at December 31, 2025	As at December 31, 2024
Equity	31.2%	29.7%
Bonds	22.6%	16.0%
Real Estate	20.2%	20.6%
Cash and Cash equivalent	15.7%	15.8%
Other	10.3%	17.9%

15.6. Summary net impacts on profit and loss and cash

The net impact of defined benefits plans on the Group's financial statements can be summarized as follows:

Profit and Loss impacts

	12 months ended December 31, 2025			12 months ended December 31, 2024		
(In € million)	Post-employment	Other LT benefit	Total	Post-employment	Other LT benefit	Total
Operating margin	(22.3)	(7.6)	(30.0)	(29.1)	(0.6)	(29.8)
Financial result	(5.4)	(0.3)	(5.7)	(5.7)	(0.2)	(5.9)
OOI	0.1	-	0.1	7.1	0.3	7.4
TOTAL (EXPENSE)/PROFIT	**(27.6)**	**(8.0)**	**(35.6)**	**(27.7)**	**(0.5)**	**(28.2)**

Cash impacts

The cash impact of pensions in 2025 was mainly composed of cash contributions to pension or insurance funds for €17.6 million, the remaining part of €8.4 million being benefit payments directly made by the Group to the beneficiaries.

Contributions to pension or insurance funds in 2026 are expected to be of €18.9 million.

NOTE 16 Provisions

Accounting policies/principles

The Group uses actuarial assumptions and methods to measure provisions. Provisions are recognized when:

- The Group has a present legal, regulatory, contractual or constructive obligation as a result of past events; and
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- The amount has been reliably quantified.

Provisions are discounted when the time value effect is material. Changes in discounting effects at each accounting period are recognized in financial expenses.

Litigation and claims

The Group is engaged in a number of claims and judicial and arbitral proceedings that have arisen in the normal course of its business. These claims and proceedings are regularly reviewed by the Legal Department and are covered by provisions if the Group considers that it is probable that an outflow of resources will be necessary to cover the risk incurred and that such an outflow can be reliably estimated, it being understood that events that occur during the proceedings may necessitate a reassessment of the risk.

(In € million)	As at December 31, 2024	Charge	Release used	Release unused	Other (*)	IFRS 5 - Assets held for sale	As at December 31, 2025	Current	Non-current
Litigations and contingencies	66.6	45.6	(21.6)	(2.0)	(5.0)	(0.9)	82.7	1.0	81.7
Labor	24.2	9.5	(17.8)	(7.1)	-	(5.5)	3.3	1.4	2.0
Other	2.6	0.1	(0.6)	(2.5)	2.3	(0.5)	1.6	0.6	1.0
TOTAL PROVISIONS	**93.5**	**55.2**	**(39.9)**	**(11.7)**	**(2.7)**	**(6.9)**	**87.7**	**3.0**	**84.7**

(*) Other movements mainly consists of reclassification within the categories and currency conversion adjustments.

(In € million)	As at December 31, 2023	Charge	Release used	Release unused	Other(*)	As at December 31, 2024	Current	Non-current
Labor	11.6	174.8	(134.8)	(28.1)	0.7	24.2	20.3	3.9
Litigation and contingencies	67.1	11.9	(3.7)	(13.8)	5.2	66.6	10.1	56.5
Other	13.0	0.1	(2.6)	(2.1)	(5.8)	2.7	-	2.6
TOTAL PROVISIONS	**91.7**	**186.8**	**(141.2)**	**(43.9)**	**0.1**	**93.5**	**30.4**	**63.1**

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

In 2025, the variation in labor provisions mainly relates to the Power24 plan (see note 4 "Other significant events of the year", section "Power24"). As at December 31, 2025, the remaining amount was fully recognized under other current liabilities.

The closing position of litigation and contingencies provisions of €82.7 million (charge increase of €45.6 million) covers a number of pre-litigation and litigation issues, guarantees given on disposals and other disputes with clients and suppliers, including the following.

In the context of earlier disposal, certain limited guarantees were granted to the purchaser for commercial and IP related claims and proceedings as well as tax matters. These include specific indemnity for judicial proceedings, regarding a contested tax reassessment.

During 2025 developments occurred, including in the ongoing legal proceedings and changes in the context, having affected status of the related assessment. These elements resulted in an updated assessment of the risk and timing of potential outflows under the applicable contractual indemnification framework. Accordingly, the Group revised its assessment of the exposure and recorded an increase in the related litigation provision.

The Legal department and the lawyers of the Group as well as the related functions (such as notably HR, IP and Tax) closely monitor these situations with a view to minimize the ultimate liability.

Furthermore, as explained in Section D, the Group is subject to audits in particular from regulatory authorities in the jurisdictions where it operates, including Belgium, Germany, Netherlands, Sweden, UK, Luxembourg, Italy, and Greece. Findings and improvement areas identified during these audits and regulators' recommendations are being addressed through various ongoing enhancement and remediation plans in particular at local level within the concerned local entities under Group's oversight. They may also potentially result in measures taken by the authorities including financial and other sanctions. Given the uncertainty surrounding potential regulatory outcomes and potential regulatory measures or sanctions (including potential fines) and the unquantifiable potential impacts, no provisions have been booked.

NOTE 17 Financial assets and liabilities

17.1. Market Risk and management policy

Foreign exchange risk

The majority of the Group's income, expenditure and liabilities are denominated in euro. In 2025, 67.2.% of the Group's revenue was generated in eurozone countries whereas 32.8% was generated in non-euro zone countries, including 12.0% in Swiss francs, 3.7% in Australian dollars and 3.4% in British pounds.

Since the Group's financial statements are presented in euros, its income is affected by the relative value of the euro versus the currency of the non-euro zone countries in which it generates revenue (currency translation exposure).

In terms of currency transaction exposure (i.e. a mismatch between the currencies in which revenue is generated and costs are incurred), the Group considers its exposure to be limited as its costs in the eurozone are generally incurred in euros and its revenue is generated in euros and in non-Eurozone countries it generally makes its sales and incurs the majority of its operating expenses in the local currency.

Group's objective is to hedge significant future risks (purchase or sale commitments) and risks already on the balance sheet (currency payables and receivables). The foreign exchange risks hedged are generated by the purchase and sale in foreign currencies of goods and services; financial assets or liabilities in foreign currencies (in particular, in relation to the financing of subsidiaries); investments in foreign subsidiaries and M&A transactions. Financial instruments used to hedge foreign exchange exposures are spot forward purchase and sale contracts, foreign exchange options and forex swaps (See notes 17.6 and 17.2).

Forex exposure

Business subsidiaries hedge their respective FX exposures mainly through FX Spot deals following the short-term nature of underlings. The FX exposure is identified by looking after assets and liabilities denominated in different currencies and trades are executed so that the exposure in the different currencies is close to zero.

Forex exposure at Worldline SA may occur related to internal financial financing which is then hedged through forex swaps.

Interest rate risk

In general, the Group does not have the variable-rate debt outstanding and is therefore not exposed to interest rate risk. Consequently, the Group does not hold any interest rate derivatives.

The Revolving Credit Facility (RCF) signed in July 2024 for €1,125 million bears interest based on Euribor plus a margin and matures in July 2030 following on year extension obtained in 2025. As of December 31, 2025, the RCF was not drawn. Drawdowns under this facility would expose the Group to Euribor fluctuations.

In addition, the Group has a Negotiable European Commercial Paper (NEU CP) program, increased to €1,000 million in December 2020. At December 31 2025, no amount was outstanding under the program. These instruments are short-term and issued at variable rates, directly sensitive to market conditions.

Conversely, most of the Group's other borrowings, notably bonds, are issued at fixed rates, limiting the overall exposure to interest rate risk.

Bonds and bank borrowing by interest rate

As at December 31, 2025, gross debt is only at fixed rate nominated in euro.

(In € million)	As at December 31, 2025	As at December 31, 2024
Fixed	2,833.9	3,376.4
Variable	-	-
TOTAL BORROWINGS	**2,833.9**	**3,376.4**

Liquidity risk

The ability of the Group to meet its debt obligations as they fall due depends primarily on its future operating performance, which may be affected by external factors such as the economic environment, conditions in the debt markets, compliance with legislation and regulatory changes. There are no financial covenant attached to our debt. The maturity profile of the Group's non-current financial debt, which contributes to the understanding of the Group's liquidity risk, is detailed in Note 17.4.3 *Non-current* financial debt maturity.

As of December 31, 2025, the Group's sources of liquidity comprised:

- Net cash and cash equivalents of €885.9 million, available;
- An undrawn Revolving Credit Facility (RCF) of €1,125 million maturing in July 2030 (with one-year extension options at lenders' discretion) ;
- A Negotiable European Commercial Paper (NEU CP) program with an authorized maximum amount of €1,000 million, of which no outstanding amount at year-end, leaving significant short-term flexibility, compared to €60 million as at December 31, 2024;
- Access to capital markets, where the Group has a long-term credit rating of BB with negative outlook from Standard & Poor's Global Ratings as of August 22, 2025;
- Cash pooling

The Cash Pool operated is a multi-currency, multi-entity (notional) solution proposed by a European bank. All cash balances in the cash pool are physically centralized from subsidiaries local banks to their respective accounts opened with the bank offering the notional solution. Each subsidiary account balance is translated into a common denominated currency (EUR in case of Worldline) and consolidated as the net overall cash pool balance which is available to Worldline SA central treasury for its treasury needs.

- Factoring program

In addition to its other financing sources, the Group has entered into a factoring agreement with an international bank. This program allows for the periodic assignment (quarterly or semi-annual) of eligible trade receivables relating to pre-approved debtors. The key features of the program are as follows:

- a total authorized ceiling of €45 million,
- a *"Garantie de Bonne Fin"* mechanism: The Factor assumes the insolvency risk of approved debtors up to the authorized limit, resulting in a non-recourse sale of the covered receivables.

Receivables are derecognized when substantially all risks and rewards are transferred to this international bank (non-recourse).

The following table summarizes the Group's authorized factoring program and the amounts used and unused at each reporting date, as well as the breakdown between receivables sold with and without recourse:

(In € million)	As at December 31, 2025	As at December 31, 2024
Total amount authorized in the program	45.0	65.7
-o/w Total amount used	24.7	44.4
-o/w Total amount unused	20.3	21.3
Profit and losses impact (Fees paid to the factor)	(0.1)	(0.4)
Receivables with recourse	-	-
Receivables with non-recourse	24.7	44.4

These transactions relate to European countries, and the currencies of the receivables are mainly European (Euro, Swiss Franc and Pound Sterling).

The agreement also requires the establishment of a guarantee fund, funded by a percentage of the assigned receivables, to cover residual risks (dilution). This percentage was 0% in 2024 and 2025.

The Group does not have any reverse factoring or supplier financing arrangements in place.

The Group monitors its liquidity position on a continuous basis using indicators such as:

- Liquidity headroom (cash available plus undrawn committed credit lines);
- Debt redemption profile over the next 1 to 5 years;
- Projected financing needs linked to day-to-day operations, investments, acquisitions and debt repayments.

The Group manages liquidity risk through a range of measures, including the diversification of financing sources (bank debt, commercial paper, factoring, and bond markets) and the active management of its maturity profile.

On this basis, the Group considers that it has sufficient resources to cover its financing needs for at least the next 12 months. Beyond this horizon, the Group may resort to refinancing transactions, including bond issuances, to cover future maturities. The outcome of such operations may be influenced by market conditions at the time of issuance. The contractual maturity profile of financial liabilities is presented in *Note 17.4.3 – Non-current* financial debt maturity. This schedule illustrates the Group's future cash outflows and forms an integral part of the assessment of liquidity risk.

Credit and/or counterparty risk

Credit and counterparty risk refers to the risk that a counterparty will default on its contractual obligations, resulting in financial loss for the Group.

The Group's exposure arises mainly from the following sources:

- Customer base and receivables

The Group believes that it has limited exposure to concentrations of credit risk due to the size and diversity of its customer base. Nevertheless, on certain activities, the Group may be exposed to defaults on trade receivables. This risk is managed through individual or portfolio-based assessments of customers' probability of default, payment terms, revenue flows and recurrence of invoices. For riskier customers, shorter payment terms are imposed and secured payment mechanisms are implemented (prepayments, bank guarantees, credit insurance). At the reporting date, the Group also monitors the credit quality of its trade receivables through an ageing analysis presented in *Note 12.2 – Trade receivables*.

- Financial institutions

The Group's largest exposure to credit risk relates to its relationships with financial institution customers and to deposits made by merchants at contract inception or during the relationship.

- Derivative instruments:

The Group is also exposed to counterparty risk on its hedging derivatives (see Note 17.6 Derivatives and Hedge Accounting). To mitigate this exposure, the Group has entered into ISDA master netting agreements with its banking counterparties. These agreements apply either at all times or only in the event of default, depending on the counterparty, thereby reducing the net exposure in case of failure of a financial institution.

- Investment policy:

The Group's surplus cash is invested in money market instruments and deposits with financial institutions with a minimum short-term rating of A-2 (S&P) or equivalent, in accordance with the Group's investment policy (see Note 17.3). This policy aims to ensure a high level of credit quality for invested counterparties and to limit exposure to a single institution.

17.2. Overview of Financial Items and Fair-Value

The Group's financial assets and liabilities are detailed in the following table.

As a reminder, the levels or fair-value for fair-value measurement purposes are:

- Level 1: fully observable data from active markets;
- Level 2: observable data not qualified for level 1 (data on inactive markets, including discounted cash flow models using inputs such as interest rate curves, credit spreads and foreign exchange rates;
- Level 3: valuation techniques incorporating unobservable inputs, mainly relating to expected future cash flows and discount rates. Due to the limited materiality of these instruments, no significant sensitivity to changes in valuation assumptions has been identified.

(In € million)	Note	December 31, 2025	December 31, 2024	Accounting Method
Non-Consolidated Investments	Note 17.3.1	68.9	355.3	Fair-Value through P&L, level 3
Other Non-current financial assets	Note 17.3.1	5.9	6.2	Fair-Value through P&L, level 3
Derivative Instruments - Assets	Note 17.3.2	3.9	2.6	Fair-Value through P&L or Equity (if documented by a hedging relationship), level 2
Other current financial assets	Note 17.3.2	44.9	33.0	Fair-Value through P&L, level 3
Cash and cash equivalents (excluding money market funds)	Note 17.3.3	818.2	1,521.4	Amortized cost
Money market funds	Note 17.3.3	80.0	245.0	Fair value through P&L, level 1
FINANCIAL ASSETS - TOTAL		**1,021.8**	**2,192.7**	
Straight Bonds	Note 17.4.1	2,165.2	1,602.4	Amortized Cost
Convertible Bonds	Note 17.4.1	412.1	1,128.9	Split Accounting: Amortized Cost + Equity Component
Other borrowings	Note 17.4.1	0.4	55.5	Amortized Cost
Put Options on non-controlling interests	Note 17.4	237.3	245.1	Present value of the redemption amount, level 3
Current portion of Financial Liabilities	Note 17.4	6.4	86.1	Amortized Cost, level 3
Derivative instruments - Liabilities	Note 17.6	2.0	0.2	Fair-Value through P&L or Equity (if documented by a hedging relationship), level 2
Overdrafts	Note 17.4	12.3	258.1	Amortized cost
Financial Liabilities excl. lease liabilities	**-**	**2,835.7**	**3,376.4**	
Lease Liability	Note 11.2	283.5	402.3	Amortized Cost
FINANCIAL LIABILITIES - TOTAL	**-**	**3,119.2**	**3,778.7**	

For the current and non-current items valued at amortized cost, the comparison between the carrying value at December 31, 2025, and the fair-value or these items (except for lease liabilities as permitted by IFRS 7.29) is as follows:

AS AT DECEMBER 31, 2025

(In € million)	Non-Current Portion	Current Portion	Carrying Value	Fair-Value	Fair-Value level and valuation method
Straight Bonds	2,136.3	28.9	2,165.2	1,917.6	Level 1, market measurement
Convertible Bonds	0.0	412.1	412.1	392.7	Level 1, market measurement
TOTAL	**2,136.3**	**441.0**	**2,577.3**	**2,310.3**	

AS AT DECEMBER 31, 2024

(In € million)	Non-Current Portion	Current Portion	Carrying Value	Fair-Value	Fair-Value level and valuation method
Straight Bonds	1,590.3	12.1	1,602.4	1,569.1	Level 1, market measurement
Convertible Bonds	735.6	393.3	1,128.9	1,077.9	Level 1, market measurement
Other Borrowings	0.0	55.5	55.5	54.7	Level 2, reference to open market
TOTAL	**2,325.9**	**461.0**	**2,786.8**	**2,701.7**	

Carrying value corresponds to the total financial debt value in the consolidated financial statements. All OCEANE convertible bonds were recorded at issuance using the split accounting method, with a financial debt component accounted for at amortized cost, and an equity component whose carrying value has been fixed at the date of issuance.

In 2025, Straight bond nominal carrying value amounts to € 2,165.2 million also includes accrued interests for € 28.9 million.

The breakdown of straight and convertible bonds is presented in the Note 17.4.1 with their main features.

17.3. Financial assets

Accounting policies/principles

Investments in non-consolidated companies

The Group holds ordinary shares in companies without exercising significant influence or control. Investments in non-consolidated companies are recognized at their fair value through P&L (Other financial expenses or income). For listed shares, fair value corresponds to the share price at the closing date. For unlisted shares, fair value is determined in accordance with IFRS 13 using valuation techniques that are commonly applied in the market, based on available observable inputs when possible. Changes in fair value and dividends received are recognized in the financial result. Fair value is determined in the manner described in note 17.2 Overview of Financial Items and Fair-Value. This investment is presented in-non current financial assets in the balance sheet.

Visa preferred shares

Under IFRS 9, Visa's convertible preferred shares are analyzed using the approach applicable to debt instruments, as these instruments do not meet the definition of an equity instrument from the issuer's perspective.

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.

Visa's Convertible preferred stock does not pass the SPPI (Solely Payment of Principal and Interests) test because the cash flows generated by those stocks 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 (Other financial expenses or income). This investment is presented in-non current financial assets in the balance sheet.

Poseïdon holdco preferred shares

These preferred shares are evaluated in the balance sheet at Fair value through P&L (Other financial expenses or income).

The fair value measurement is primarily based on a Black & Scholes option pricing model, including the assessment of key inputs such as the risk-free rate and volatility assumptions, and supplemented by a trinomial tree approach to reflect various exit scenarios and associated probabilities.

The valuation also relies on benchmark market multiples and a discounted cash flow (DCF) approach derived from the Company's Business Plan, taking into account the estimated timing of exit and sale of the Company by Apollo, as well as the allocation of sale proceeds between Apollo and Worldline as defined in the Shareholders' Agreement.

This investment is presented in-non current financial assets in the balance sheet.

Cash and cash equivalents

Cash and cash equivalents include cash at bank, deposits and money market funds. These instruments are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. They are primarily held to meet short-term cash commitments and generally have an initial maturity of three months or less from the date of acquisition.

Term deposits, that have at inception a longer maturity but provide for early withdrawal without significant penalties and a capital guarantee may also be classified as cash equivalents under certain circumstances.

Money market securities and securities are recognized at their fair value. Changes in fair value are recorded in the income statement under "other financial income and expenses". Term deposits investments are measured at amortized cost.

Cash balances are derecognized only when the transfer is settled and the cash is no longer under the Group's control. Consequently, outgoing or incoming cash transfers initiated before the reporting date but not yet settled remain recognized in "Cash and cash equivalents" until the settlement date.

Cash and cash equivalents include cash balances that may be subject to regulatory, contractual or other restrictions. Such restricted cash balances are identified and disclosed in the note 17.3.3 - Cash and cash equivalents.

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; cash pooling arrangements are described in note 17.1 - Liquidity risk.

The cash and cash equivalents are held with bank and financial institutions counterparties, the majority of which are rated A- to AA- or equivalent. 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. No impairment loss was recognized on cash and cash equivalents for the periods presented.

Deritative assets

The accounting principles applicable to derivative are presented in Note 17.6 – Derivatives and Hedge Accounting.

17.3.1. Non-current financial assets

(In € million)	As at December 31, 2025	As at December 31, 2024
Pension prepayments	32.1	11.1
Fair value of non-consolidated investments net of impairments	68.9	355.3
Other	5.9	6.2
TOTAL NON-CURRENT FINANCIAL ASSETS	**106.9**	**372.6**
Investments in associates	34.8	29.1

Fair value on non-consolidated investments includes mainly:

- Preferred shares of Poseidon Holdco with no fair value as of December 31, 2025. These shares were contributed to Worldline by Apollo on September 30, 2022, as part of TSS disposal and represent 12.7% of Poseidon Holdco share capital and 5% of its voting rights. During 2025, the Terminal market continued to be very challenging, as in 2024, with a negative growth on terminal sales and no immediate sign of recovery for the rest of the year. Consequently, the Fair value of the Preferred Shares in Ingenico Company, based on a trinomial model with parameters relying on the Business Plan of the company, was decreased to take into consideration this context leading to a decrease in fair value of €141,7 million in June 2025, followed by an additional decrease in fair value of €148.4 million in December 2025, bringing the total amount recognized in 2025 of €290.0 million. The P&L impact of this decrease in fair value is presented in financial expenses.
- Visa Shares for €27.2 million as December 31, 2025, versus €27.5 million as at December 31, 2024.

Other includes in 2025 and 2024 deposits and securities held by Worldline.

17.3.2. Current financial assets excluding cash and cash equivalents

(In € million)	As at December 31, 2025	As at December 31, 2024
Assets derivatives	3.9	2.6
Other current financial assets	44.7	33.0
TOTAL CURRENT FINANCIAL ASSETS	**48.6**	**35.6**

Other current financial assets mainly include as at December 31, 2025:

- €22.5 million related to the deferred payment to be received from Apollo funds as a counterparty to TSS disposal as of September 30, 2022. The payment was initially due in January 2025. Following agreements between the parties, the maturity date was first extended to January 2026 and subsequently deferred.
- €17.0 million relating to a collateral paid by Worldline to Visa under their arrangements, measured at amortized cost.

17.3.3. Cash and cash equivalents

(In € million)	As at December 31, 2025	As at December 31, 2024
Cash	669.3	1,082.2
Deposit	148.9	439.2
Money market funds	80.0	245.0
Total cash equivalents	228.9	684.2
TOTAL CASH AND CASH EQUIVALENTS	**898.2**	**1,766.4**
Total overdrafts and equivalents	(12.3)	(258.1)
TOTAL NET CASH AND CASH EQUIVALENTS	**885.9**	**1,508.3**

As of December 31, 2025, a portion of the Group's cash and cash equivalents is subject to local regulatory restrictions that prevent immediate access or centralization at Group level. The amount is approximately €67 million (€63 million in 2024), mainly in India and some other APAC countries. Due to local foreign exchange and regulatory constraints, these amounts can only be repatriated to the Group through dividend distributions or intercompany invoicing. These cash balances are therefore not considered freely available for general use by the Group.

In addition, for some entities, necessary liquidity in a particular bank account at the end of the period must be booked and consequently, according to IAS 7, €13 million is considered as restricted cash.

Regulated entities must be financially structured to resist stress test and risks scenarios. The regulator doesn't mention any minimum cash amount of specific ratio, and consequently cash on hand is not considered as restricted cash under IAS 7.

In addition, the Group has pledged some cash deposit in order to secure lease payments to third parties. It may be substituted by the Group for bank guarantee at any time (see note 19 "Off-balance sheet commitments").

As part of its cash pooling arrangements, the Group presents cash balances on a net basis at consolidated level in accordance with IAS 32. As of December 31, 2025, gross cash balances amounted to €1,022 million and gross overdraft positions amounted to €806 million. The total amount of offsetting (netting) recognised under IAS 32 amounted to €806 million, resulting in a net consolidated cash pooling position of €216 million.

17.4. Financial liabilities

Accounting policies/principles

Bonds and Long-term debts

Bonds and long-term debts are recognized initially at fair value, net of directly attributable issuance costs. They are subsequently measured at amortized cost. The calculation of the effective interest rate takes into account interest payments, amortization of the related issuance costs, as well as any premium/discount on issuance.

Convertible bonds whose conversion option meets the definition of an equity instrument are accounted for using the split accounting method, including a financial debt measured at amortized cost and an equity instrument recognized at the bond issuance date. The value of the equity instrument is not updated until derecognition of the convertible bond.

Classification of Current and Non-Current Financial Liabilities

In accordance with IAS 1, a financial liability is classified as current if it is due within twelve months after the reporting date or if the entity does not have a right to defer its settlement beyond this period. All other financial liabilities are classified as non-current.

Convertible bonds containing an equity component are classified as non-current financial liabilities when their contractual maturity exceeds twelve months and the entity has the right to defer settlement of the debt component beyond this period.

The debt component of such convertible bonds is classified as current when early redemption at the holder's option is possible within twelve months or when the entity does not have the right to defer settlement beyond twelve months.

Put options on non-controlling interests

Put options are accounted for as financial debts valued at present value of the redemption amount. The Group assessed that for the existing put options, before put exercise, there was no transfer of the risks and benefits of the related equity portion in the subsidiary, so the related non-controlling interests are accounted as such in the Group's shareholder's equity. The put options fair-value is the present value of the expected future payment, and the gains and losses on fair-value changes including discount rate change effect are recognized in equity in non-controlling interests. In case of a loss on fair-value change, any portion in excess of the amount of related non-controlling interests is recognized in equity.

	As at December 31, 2025			As at December 31, 2024		
(In € million)	Current	Non-current	Total	Current	Non-current	Total
Straight Bonds	28.9	2,136.3	2,165.2	12.1	1,590.3	1,602.4
Convertible bonds	412.1	0.0	412.1	393.3	735.6	1,128.9
Other Borrowings	0.0	0.4	0.4	55.5	0.0	55.5
Put Options on non-controlling interests	233.3	4.0	237.3	74.7	170.5	245.1
Current portion of Financial Liabilities	6.4	0.0	6.4	86.1	0.0	86.1
Overdrafts	12.3	0.0	12.3	258.1	0.0	258.1
TOTAL FINANCIAL LIABILITIES EXCL. LEASE LIABILITIES	**693.1**	**2,140.8**	**2,833.9**	**879.8**	**2,496.4**	**3,376.2**

The breakdown of movements in financial liabilities is presented in Note 17.5 - Change in net cash/(debt) over the period

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

	Maturity	**June 2027**	**September 2028**	**November 2029**	**June 2030**
Main characteristics	**Nature**	**Straight bonds 7 years**	**Straight bonds 5 years**	**Straight bonds 5 years**	**Straight bonds 5 years**
Nature		Unsecured Fixed Rate Note	Unsecured Fixed Rate Note	Unsecured Fixed Rate Note	Unsecured Fixed Rate Note
Issue date		June 2020	September 2023	November 2024	June 2025
Maturity date		June 2027	September 2028	November 2029	June 2030
Issue size *(in € million)*		**500.0**	**600.0**	**500.0**	**550.0**
Cash received *(in € million)*		**496.6**	**597.3**	**494.2**	**543.0**
Coupon		0.9%	4.1%	5.3%	5.5%
Yield to maturity		1.0%	4.2%	5.4%	5.7%
Conversion exchange ratio		N/A	N/A	N/A	N/A
Early reimbursement option		N/A	N/A	N/A	N/A
Valuation methodology		Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)	Amortized cost (IFRS 9)
Fees *(in € million)*		**5.4**	**2.7**	**5.7**	**7.0**
Call option *(in € million)*		0.0	0.0	0.0	0.0
Debt component at inception *(in € million)*		494.6	597.3	494.2	543.0
Equity component at inception *(in € million)*		N/A	N/A	N/A	N/A
Effective interest rate (EIR)		1.0%	4.2%	5.5%	5.8%

	Maturity	**July 2026**	**July 2026**
Main characteristics	**Nature**	**Convertible bond 5.7 years**	**Convertible bond 7 years** (**)
Nature	0	OCEANE	OCEANE
Issue date	0	December 2020 (*)	July 2019
Maturity date	0	July 2026	July 2026
Nominal value per bond *(in €)*	0	103.2	103.2
Number of bonds issued	0	1,937,985	2,073,234
Issue size *(in € million)*	**0**	**200.0**	**214.0**
Cash received (in € million)	0	**225.1**	**214.4**
Redemption Price	**0**	**103.20**	**103.2**
Coupon	0	0.0%	0.0%
Yield to maturity	0	-2.1%	-1.1%
Conversion exchange ratio	0	1 share per bond	1 share per bond
Early reimbursement option	0	From July 2024 to the maturity date	From July 2024 to the maturity date
Valuation methodology	0	Split accounting (IAS 32)	Split accounting (IAS 32)
Fees *(in € million)*	**0**	**0.7**	**5.2**
Call option *(in € million)*	0	2.1	4.2
Debt component at inception *(in € million)*	0	195.5	554.8
Equity component at inception *(in € million)*	0	29.6	82.0
Effective interest rate *(EIR)*	+0.0	0.4%	0.9%

(*) *Linked to initial convertible bonds issued in July 2019*
(**) *In June 2025, 60% of the total outstanding 2026 OCEANE was buyback by the Group (See note 4)*

17.4.2. Financial debt in currencies

(In € million)	EUR	SEK	AUD	Other Currencies	Total
December 31, 2025	**2,683.1**	**(39.6)**	**128.6**	**49.4**	**2,821.5**
December 31, 2024	3,024.1	188.0	107.6	56.4	3,376.1

17.4.3. Financial debt maturity

(In € million)	2026	2027	2028	2029	>2029	Total
Convertible bonds	412.1	-	-	-	-	412.1
Straight bonds	28.9	498.8	598.5	495.3	543.7	2,165.2
Other borrowings	-	-	0.4	-	-	0.4
Put options on non-controlling interests	233.3	4.0	-	-	-	237.3
AS AT DECEMBER 31, 2025 LONG-TERM DEBT	**674.3**	**502.8**	**598.8**	**495.3**	**543.7**	**2,815.0**

(In € million)	2025	2026	2027	2028	>2028	Total
Convertible bonds	735.6	-	-	-	-	735.6
Straight bonds	-	498.1	597.9	494.3	-	1,590.3
Other borrowings	-	-	-	-	-	-
Put options on non-controlling interests	166.5	4.0	-	-	-	170.5
AS AT DECEMBER 31, 2024 LONG-TERM DEBT	**902.1**	**502.1**	**597.9**	**494.3**	**0.0**	**2,496.3**

In 2025, the debt repayment schedule (based on non-actualized contractual cash-flows) is as follows:

		Expected undiscounted cash flows, including interest payments					
(In € million)	Net Carrying Value at December 31, 2025	Due within 1 year	Due within 2 years	Due within 3 years	Due within 4 years	Due 5 years and after	Total
Convertible bonds	412.1	412.1	-	-	-	-	412.1
Straight bonds	2,165.2	85.6	585.6	681.3	556.5	580.3	2,489.3
Other borrowings	0.4	-	-	0.4	-	-	0.4
Put options on non-controlling interests	237.3	233.3	4.0	-	-	-	237.3
Short-term financial liabilities	6.5	6.4	-	-	-	-	6.4
Derivative instruments - liabilities	2.0	-	2.0	-	-	-	2.0
Overdrafts	12.3	12.3	-	-	-	-	12.3
TOTAL FINANCIAL LIABILITIES EXCL. LEASE LIABILITIES	**2,835.7**	**749.8**	**591.6**	**681.6**	**556.5**	**580.3**	**3,159.8**

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

(In € million)	As at December 31, 2025	As at December 31, 2024
Non-current financial debt	(2,140.8)	(2,496.3)
Current portion of financial debt	(693.1)	(879.9)
Cash and cash equivalents	898.2	1,766.4
Lease liabilities	(283.5)	(402.3)
TOTAL NET CASH/(DEBT)	**(2,219.2)**	**(2,012.1)**

(In € million)	As at December 31, 2024	Increase/ decrease	Exchange differences	Fair value	Capitalized interests on bonds	IFRS 5 - Assets held for sale	As at December 31, 2025
Straight Bonds	1,602.4	488.3	-	-	74.5	-	2,165.2
Convertible bonds	1,128.9	(723.1)	-	-	6.4	-	412.1
Other borrowings	55.5	(24.6)	0.3	-	-	(30.8)	0.4
Put Options on non-controlling interests	245.1	(20.1)	-	12.2	-	-	237.3
Current portion of Financial Liabilities	86.1	(78.7)	(0.9)	-	-	-	6.5
Lease liabilities	402.3	(39.0)	(3.1)	-	-	(76.7)	283.5
Total financial liabilities	**3,520.3**	**(397.2)**	**(3.7)**	**12.2**	**80.9**	**(107.6)**	**3,105.0**
Cash and cash equivalents	(1,766.4)	611.4	11.6	-	-	245.2	(898.2)
Overdrafts	258.1	(189.0)	2.4	-	-	(59.2)	12.3
Net cash and cash equivalents	**(1,508.3)**	**422.4**	**14.0**	**-**	**-**	**186.0**	**(885.8)**
CLOSING NET CASH/ (DEBT)	**2,012.1**	**25.2**	**10.3**	**12.2**	**80.9**	**78.5**	**2,219.2**

(In € million)	As at December 31, 2023	Increase/ decrease	Exchange differences	Fair value	Capitalized interests on bonds	As at December 31, 2024
Straight Bonds	1,820.4	(285.7)	-	-	67.7	1,602.4
Convertible bonds	1,374.1	(256.7)	-	-	11.5	1,128.9
Other borrowings	55.5	-	-	-	-	55.5
Put Options on non-controlling interests	236.8	(5.1)	-	13.4	-	245.1
Current portion of Financial Liabilities	50.4	35.8	(0.1)	-	-	86.1
Lease liabilities	344.9	57.2	0.2	-	-	402.3
Total financial liabilities	**3,882.1**	**(454.4)**	**0.1**	**13.4**	**79.2**	**3,520.3**
Cash and cash equivalents	(1,896.0)	134.7	(5.2)	-	-	(1,766.4)
Overdrafts	169.5	93.1	(4.5)	-	-	258.1
Net cash and cash equivalents	**(1,726.5)**	**227.9**	**(9.7)**	**-**	**-**	**(1,508.3)**
CLOSING NET CASH/(DEBT)	**2,155.6**	**(226.5)**	**(9.6)**	**13.4**	**79.2**	**2,012.1**

In 2025, the variations on net debt over the period are mainly due to:

- The new bond of €543.0 million subscribed on June 10, 2025, maturing on June 10, 2030 (see note 4 Other Significant events of the year).
- The reimbursement at maturity of the 2025 OCEANE bonds, issued in 2020, and partially repurchased in November 2024 (see note 4 Other Significant events of the year). The reimbursement amounted to €395 million.
- The partial repurchase of the OCEANE 2026 (see note 4 Other Significant events of the year). The carrying amounts of the repurchased components were €328.2 million for the debt portion and €45.5 million for the equity portion. In accordance with IAS 32, the redemption price of €320.2 million was allocated using the split accounting method:
  - €316.7 million to the debt component;
  - €3.5 million to the equity component.

This transaction resulted in the followings impacts:

- A net financial gain of €11.5 million in the income statement (debt component);
- A €3.5 million gain recognized directly in equity (equity component).

- The decrease of €55.5 million in other borrowings is due to repayment of two Schuldschein for an amount of respectively €25 million and €30 million.
- Commercial papers, in current portion of Financial Liabilities, decrease by €60.0 million;

Other variation for an amount of €10.3 million is mainly related to the put option in Worldline Merchant Services Italia :

- An increase of €22.1 million, due to the acquisition of the customer relationship (Credem - see note 4 other significant events of the year);
- a decrease of €42.2 million reflecting an update to the entity's budget assumptions.

In 2025, the put includes:

- Put options related to *Worldline Merchant Acquiring Greece (*Eurobank): € 83.4 million in 2025 compared to € 82.7 million in 2024;
- Put options related to *Worldline Merchant Service Italia S.p.A (*Axepta) acquisitions: €153.9 million in 2025 compared € 162.5 million in 2024. The decrease stems from the downward revision of budget assumptions.

17.6. Derivatives and Hedge Accounting

Accounting policies/principles

Derivative financial instruments

The Group uses derivative financial instruments to hedge its foreign exchange arising from its operating, financing and investing activities. Those instruments are initially measured at fair value, i.e. the price that would be received when selling an asset or paid when transferring a liability in an orderly transaction between market participants at the measurement date.

The accounting for fair value changes in derivative instruments depends on whether they are qualified as hedge accounting.

For derivative instruments designated as **hedging instruments**, the Group uses three types of hedges:

- Cash flow hedges ("CFH"): the effective portion of the gain or loss on the derivative instruments is recognized in other comprehensive income and, subsequently, reclassified to profit or loss when the hedged item affects profit or loss. The ineffective portion of the gain or loss is recognized immediately in financial result.
- Hedge of a net investment in a foreign operation: the effective portion of the gain or loss on the hedging instrument is initially recognized in other comprehensive income and, subsequently, reclassified to profit or loss upon disposal of the investment, either on a full-basis, in case of loss of control, or up to the Group's share otherwise. The ineffective portion of the gain or loss is recognized immediately in financial result
- Fair value hedges of recognized assets and liabilities: the hedged items are measured at fair value in the statement of financial position. Changes in fair value are recognized in the income statement and offset by the effective portion of changes in fair value of the derivative instruments.

Hedge accounting is applied when, at the inception of the hedging relationship, there is a formal designation and documentation of the hedging relationship, and it meets all the hedge effectiveness requirements at inception and throughout the duration of the hedge.

Change in fair value for **other derivative instruments** is recognized in financial result.

The fair value of derivatives is measured based on models commonly used in active markets for a similar instrument at the reporting date (level 2).

Initial recognition of documented hedging instruments and undesignated derivatives and subsequent accounting for changes in their value are carried out in accordance with IFRS 9.

In accordance with IFRS 13, the Group takes default risk into account when measuring its derivative hedging instruments. That involves the following:

- The risk of default by the Group on a derivative that is a liability (own credit risk);
- The risk of counterparty default on a derivative that is an asset (counterparty credit risk).

The Group's method for assessing own and counterparty credit risk is based on a calculation of the implied credit risk on senior fixed-rate bonds traded in the secondary market.

If a hedging instrument is used to hedge risk arising from the Group's operating activities or financing activities, its impact on profit or loss is reported in "net finance costs".

Fair value of derivative instruments at the reporting date

(In € million)	As at December 31, 2025	As at December 31, 2024
Interest rate derivative instruments	**-**	**-**
Foreign exchange derivative instruments	**1.9**	**2.4**
Current assets	3.9	2.6
Current liabilities	(2.0)	(0.2)
TOTAL HEDGING INSTRUMENTS	**1.9**	**2.4**

Breakdown of instruments by hedging policy

(In € million)	As at December 31, 2025	As at December 31, 2024
Instruments designated as cash flow hedges	**2.8**	**0.2**
Foreign exchange forward contracts	(0.3)	0.3
Foreign exchange swap	3.2	(0.1)
Instruments not designated as cash flow hedges	**(0.9)**	**2.2**
Foreign exchange swap	(0.9)	2.2
TOTAL HEDGING INSTRUMENTS	**1.9**	**2.4**

NOTE 18 Trade Payables and other current liabilities

18.1. Trade payables and notes payables

(In € million)	As at December 31, 2025	As at December 31, 2024
Trade payables and note payables	563.0	661.8
Advance payments*	(0.5)	(8.8)
Prepaid expenses*	(81.7)	(75.0)
NET ACCOUNTS PAYABLE	**480.8**	**578.0**
NUMBER OF DAYS PAYABLE OUTSTANDING (DPO)	**50**	**60**

(*) Note 12.3 "other current assets"

Trade payables and note payables are expected to be paid within one year. Prepaid expenses are mostly related to software licenses, rental expenses, support contracts and long-term maintenance.

The Group is not part of any reverse factoring agreement as at December 31, 2025.

18.2. Other current liabilities

(In € million)	As at December 31, 2025	As at December 31, 2024
Contract liabilities	117.1	153.9
Employee-related liabilities	153.6	201.5
Social security and other employee welfare liabilities	53.4	81.1
VAT payable	76.7	80.2
Other operating liabilities	86.5	124.6
TOTAL OTHER CURRENT LIABILITIES	**487.3**	**641.3**

Contract liabilities mainly consist in advance payments on the initial phases of processing contracts, deferred income and credit notes.

Other operating liabilities include payables on fixed assets and fees on business account cards services that Worldline delivers to merchants of the hospitality and retail sector.

NOTE 19 Off-balance sheet commitments

19.1. 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, 2025	Maturing			As at December 31, 2024
		Up to 1 year	1 to 5 years	Over 5 years	
Operating leases	17.8	6.1	11.7	0.0	38.4
Non-cancellable purchase obligations	184.5	49.8	116.0	18.7	241.7
TOTAL COMMITMENTS	**202.2**	**55.9**	**127.7**	**18.7**	**280.1**

Non-cancellable purchase obligations mainly relate to contractual engagements towards SIX Group AG (refer to Note 20 "Related parties") and Google Cloud partnership.

On top of the numbers presented here above, and in the frame of the sale of TSS, Worldline is engaged to buy from TSS a certain percentage of its annual spending of terminal value.

19.2. Guarantees

(In € million)	Up to 1 year	1 to 5 years	Over 5 years	As at December 31, 2025	As at December 31, 2024
Bank guarantees	**11.3**	**24.5**	**19.2**	**55.0**	**77.8**
Operational - Performance	1.4	3.0	0.9	5.3	18.1
Operational - Bid	0	0	0	0	0.3
Operational - Advance Payment	0.6	0	0	0.7	0.6
Financial or Other	9.3	21.5	18.3	49.0	58.8
Parental guarantees	**162.1**	**126.8**	**460.5**	**749.3**	**682.9**
Operational - Performance	2.5	63	86.9	152.4	118.8
Operational - Other Business Orientated	154.6	0	356.5	511.2	475.5
Financial or Other	4.9	63.8	17.1	85.8	88.5
Pledges	**0**	**0**	**1.2**	**1.2**	**1.1**
TOTAL GUARANTEES	**173.3**	**151.3**	**480.8**	**805.5**	**761.9**

For various large long-term contracts, the Group provides parental guarantees to third parties. The Group has pledged some cash deposits in order to secure payments to third parties. They may be substituted by bank guarantees at any time.

19.3. Other commitments

Commitments received

(In € million)	Up to 1 year	1 to 5 years	Over 5 years	As at December 31, 2025	As at December 31, 2024
Guarantee received on acquisitions of companies	5.4	1,088.4	529.9	1,623.7	1,908.7
Other commitment received	0.0	0.0	0.0	0.0	0.0
TOTAL	**5.4**	**1,088.4**	**529.9**	**1,623.7**	**1,908.7**

The amount of €1,623.7 million primarily stems from guarantees related to acquisitions carried out by Worldline, with Axepta being the main beneficiary of guarantees from Eurobank ANZ, for €532 million.

In addition to the commitments received presented below, on July 4, 2024, Worldline entered into a committed revolving credit facility (RCF) for a total amount of €1,125 million, initially maturing in July 2029 and subsequently extended to July 2030. As of December 31, 2025, this facility remained undrawn.

Commitments given

(In € million)	Up to 1 year	1 to 5 years	Over 5 years	As at December 31, 2025	As at December 31, 2024
Guarantee given on disposal of companies	72.1	168.4	20.7	261.3	2,288.4
Other commitment given	0.0	0.0	0.0	0.0	0.0
TOTAL	**72.1**	**168.4**	**20.7**	**261.3**	**2,288.4**

Other commitments received and given by the Group decreased by €285.0 million and €2,027.1 million, respectively, mainly reflecting the expiry of related commitment periods. The decrease in commitment given is notably related to the expiry in 2025 of the guarantee associated with the sale price of TSS disposal in 2022.

NOTE 20 Related parties

Accounting policies/principles

The related parties include:

- Worldline's reference shareholders (SIX Group AG and its subsidiaries which are not part of the Worldline's consolidation scope);
- The corporate officers of the Group – natural persons, defined as persons who have the authority and responsibility for planning, directing and controlling the activity of the Group, namely members of the Board of Directors (including the Chairman), as well as the Chief Executive Officer.
- The corporate officers of the Group – legal persons, defined as entities who are corporate officers and notably members of the Board of Directors (notably Crédit Agricole and by extension all entities that are controlled by Crédit Agricole); and
- The entities that are jointly controlled by the Group or on which the Group has significant influence, the entities that are a post-employment defined benefit plan for the benefit of the employees of the Group or the entities that are controlled or jointly controlled by a member of the key management personnel of the Group.

With SIX Group AG

The main transactions with this related party are composed of:

- The re-invoicing of the premises;
- The invoicing of delivery services such as personnel costs or use of delivery infrastructure;
- The invoicing of administrative services;
- The interest expenses related to the financial items.

These transactions are entered into at market conditions

The related party transactions are detailed as follows:

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024
Revenue	45.9	41.1
Operating income / (expenses)	(49.1)	(51.9)

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

(In € million)	As at December 31, 2025	As at December 31, 2024
Trade accounts and notes receivables	104.8	117.6
Other current assets	-	0.2
Trade accounts and notes payables	6.0	8.3
Other current liabilities	-	-

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

		Maturing			
(In € million)	As at December 31, 2025	Up to 1 year	1 to 5 years	Over 5 years	As at December 31, 2024
Operating leases: land, buildings, fittings	17.8	6.1	11.7	0.0	0.0
Contractual engagements	108.1	37.1	71.1	0.0	188.2
TOTAL COMMITMENTS	**125.9**	**43.2**	**82.7**	**0.0**	**188.2**

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

With the Group Crédit Agricole

The main transactions with this related party can be split in two categories.

Transactions with / in relation to CAWL

Crédit Agricole is the non-controlling shareholder of CAWL, jointly held entity controlled by Worldline and fully consolidated.

In this respect, the Worldline Group, including CAWL, has entered specific agreements, that notably include:

- *Framework Partnership agreement:* this agreement formalizes the conditions of implementation and the operational principles of the partnership. The framework partnership agreement also defines the reciprocal exclusivity commitments between the parties, the scope of the partnership and the characteristics of CAWL and its relationship with the parties. It sets out the respective commitments of the parties under the successive phases of the partnership as described below:
  - A first phase taking the form of a commercial partnership through joint commercial responses; and
  - A second phase taking the form of an industrial partnership for merchant electronic payment services combining acceptance services and acquisition services, through CAWL.
- *CAWL Shareholder's agreement:* this agreement organizes the parties' relations within CAWL and define their respective rights and obligations as shareholders. The shareholders' agreement provides for the conditions under which the parties cooperate within CAWL; the rights and obligations of the parties in relation to the governance of CAWL; the rights and obligations of the parties involved in holding and transferring the shares making up CAWL's capital.
- *Business Referral Agreement:* This agreement sets forth the terms and conditions pursuant to which some Credit Agricole Group Banks will distribute Worldline services in France to their customers.
- *Support Services Agreement:* This agreement sets forth the terms and conditions pursuant to which Crédit Agricole Payment Services shall provide support services to CAWL.

These related parties transactions have the following impacts in the Group financial positions:

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024
Revenue	0,0	-
Operating income / (expenses)	4.4	4.8

(In € million)	As at December 31, 2025	As at December 31, 2024
Trade accounts and notes receivables	0.0	0.4
Other current assets	-	-
Current accounts & cash agreement - Assets	-	-
Financial liabilities	5.0	0.0
Trade accounts and notes payables	0.7	0.9
Other current liabilities	1.4	2.5

Transactions with other Worldline entities

As Provider of Financial Services, Worldline has business relationship with entities from the Group Crédit Agricole, in various geographies. Transactions mainly comprise:

- The re-invoicing of the premises;
- The invoicing of delivery services such as personnel costs or use of delivery infrastructure.

These transactions are entered into at market conditions.

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024
Revenue	35.3	34.0
Operating income / (expenses)	-	(1.6)

(In € million)	As at December 31, 2025	As at December 31, 2024
Trade accounts and notes receivables	4.5	5.9
Financial liabilities	-	0.0
Trade accounts and notes payables	-	0.0
Other current liabilities	0.1	0.7

As with various financial institutions, some Group companies entered into current account agreements with some companies of the group Crédit Agricole under arm's length terms and conditions. In addition, as financial institution, Crédit Agricole entities provide financing services to Worldline SA, along with other banking partners. These transactions are entered into at market conditions.

Cost of corporate officers of the Group

In 2025, the expenses related to corporate officers included:

- Those related to the new Worldline Chief Executive Officer since March 1, 2025 ;
- Those related to the former Worldline Chief Executive Officer for the period until 30 September 2024 and its compensatory allowance (see note 4 "Other significant event of the year" of the 2024's URD);
- Those related to the Worldline Chief Executive Officer ad interim for the period from October 1, 2024 to February 28, 2025;
- The cost of the members of the Board (Director's fees expensed in 2025); and
- Those related to the Chairman of the Board of Directors (both ad interim and new Chairman).

The distribution of the expense recorded in the consolidated financial statements for corporate officers of the Group is as follows:

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024
Short-term benefits	2.7	2.5
Employer contributions (*)	0.8	0.6
Post-employment defined benefit	2.8	3.9
Performance shares & stock-options plans (**)	0.2	0.2
TOTAL COST OF CORPORATE OFFICERS OF THE GROUP	**6.5**	**7.2**

(*) Employer contributions due on fixed and variable salary, as well as on all ongoing Worldline stock-options and performance shares, granted to corporate officers.
(**) Performance share and stock-options plans" IFRS2 expense related to all ongoing Worldline performance share and stock-options granted to corporate officers.

NOTE 21 Main entities part of scope of consolidation as of December 31, 2025

Entity	Country	Consolidation method	% of control as at 31 December 2025
FRANCE			
Worldline SA	France	Global integration	100%
Mantis SA	France	Global integration	100%
Worldline Participation 1	France	Global integration	100%
INTOUCH	France	Equity method	33%
Worldline Ré	France	Global integration	100%
Santéos	France	Global integration	100%
Worldline France SAS	France	Global integration	100%
Similo	France	Global integration	100%
Worldline e-Commerce Solutions France S.A.S	France	Global integration	100%
Worldline Prepaid Services France S.A.S	France	Global integration	100%
Worldline Business Support S.A.S.	France	Global integration	100%
Retail International Holding S.A.S.	France	Global integration	100%
Worldline IGSA S.A	France	Global integration	100%
Worldline MS France S.A.S	France	Global integration	100%
Consoprotect SAS	France	Global integration	100%
equensWorldline France	France	Global integration	100%
CAWL S.A	France	Global integration	50% + 1 share
EUROPE EXCLUDING FRANCE			
Worldline Payment Services (Germany) GmbH	Germany	Global integration	100%
Worldline Germany GmbH	Germany	Global integration	100%
Worldline Healthcare GmbH	Germany	Global integration	100%
Worldline PAYONE Holding GmbH	Germany	Global integration	60%
PAYONE GmbH	Germany	Global integration	60%
Credit & Collections Service GmbH	Germany	Global integration	60%
equensWorldline GMBH_HTTS	Germany	Global integration	100%
Ingenico e-Commerce Solutions GmbH_WL	Germany	Global integration	60%
Ingenico Marketing Solutions GmbH_WL	Germany	Global integration	60%
Worldline Austria Holding GmbH	Austria	Global integration	100%
Worldline Austria GmbH	Austria	Global integration	100%
Worldline Financial Services (Europe) SA, Austria branch	Austria	Global integration	100%
PAYONE GmbH - Austria	Austria	Global integration	60%
Worldline (Austria) GmbH_WL	Austria	Global integration	100%
Worldline NV/SA	Belgium	Global integration	100%
Worldline e-Commerce Solutions BV / SRL	Belgium	Global integration	100%
equensWorldline Belgium	Belgium	Global integration	100%
Bambora Danmark A/S	Denmark	Global integration	100%
Bambora Online A/S	Denmark	Global integration	100%
Bambora AB Sweden - Denmark	Denmark	Global integration	100%
Worldline Iberia SA	Spain	Global integration	100%
Worldline MS Iberia, S.L.U.	Spain	Global integration	100%
Worldline Payment Estonia	Estonia	Global integration	100%
equensWorldline Finland	Finland	Global integration	100%
Bambora AB, Finland branch	Finland	Global integration	100%
ELECTRONIC TRANSACTION NETWORK MANAGEMENT & OPERATING CO. SOCIETE ANONYME CARDLINK	Greece	Global integration	100%
Worldline Greece Payment Institution S.A.	Greece	Global integration	80%
Worldline Financial Services (Europe) SA, Hungary branch	Hungary	Global integration	100%
Retail Enterprise Italia SpA	Italy	Global integration	100%
Worldline Merchant Services Italia S.p.A	Italy	Global integration	80%
Worldline Financial Services (Europe) SA, Italia branch	Italy	Global integration	100%
equensWorldline SE - Branch Italy	Italy	Global integration	100%
SIA Worldline Latvia	Latvia	Global integration	100%
UAB Worldline Lietuva	Lithuania	Global integration	100%
Worldline Financial Services (Europe) SA	Luxembourg	Global integration	100%
Worldline Luxembourg SA	Luxembourg	Global integration	100%
Worldline Investissement Sàrl	Luxembourg	Global integration	100%
equensWorldline Luxembourg	Luxembourg	Global integration	100%
Worldline Europe S.A._WL	Luxembourg	Global integration	100%
DevCode Payment Malta Ltd.	Malta	Global integration	100%

Entity	Country	Consolidation method	% of control as at 31 December 2025
equensWorldline SE	Netherlands	Global integration	100%
PaySquare NV	Netherlands	Global integration	100%
equensWorldline NV	Netherlands	Global integration	100%
Worldline e-Commerce Solutions B.V.	Netherlands	Global integration	100%
Global Collect Services B.V.	Netherlands	Global integration	100%
Online Payment Platform B.V	Netherlands	Equity method	40%
Global Collect B.V.	Netherlands	Global integration	100%
PaySquare SE NL_WL	Netherlands	Global integration	100%
SoftPos Spólka Akcyjna	Poland	Global integration	100%
Worldline Financial Services (Europe) SA, Poland branch	Poland	Global integration	100%
Worldline MS Iberia, S.L. – Portugal	Portugal	Global integration	100%
Worldline Czech Republic s.r.o.	Czech Republic	Global integration	100%
GoPay s.r.o.	Czech Republic	Global integration	100%
Worldline Business Services Romania S.R.L	Romania	Global integration	100%
Worldline Sweden AB	Sweden	Global integration	100%
Bambora Group AB	Sweden	Global integration	100%
Bambora AB	Sweden	Global integration	100%
Bambora Device AB	Sweden	Global integration	100%
DevCode Payment AB	Sweden	Global integration	100%
OnSlip AB_WL	Sweden	Global integration	100%
equensWorldline SE - Branch UK	United Kingdom	Global integration	100%
Worldline Merchant Services UK Ltd	United Kingdom	Global integration	100%
Worldline IT Services UK Limited	United Kingdom	Global integration	100%
Worldline e-commerce Solutions (UK) ltd	United Kingdom	Global integration	100%
Worldline Retail Enterprise (UK) Ltd.	United Kingdom	Global integration	100%
Worldline Schweiz AG	Switzerland	Global integration	100%
Worldline, organizacná zložka	Slovakia	Global integration	100%
Bambora AB Sweden - Norway	Norway	Global integration	100%
Bambora Device AB Sweden - Norway	Norway	Global integration	100%
REST OF THE WORLD			
Worldline US, Inc.	USA	Global integration	100%
Worldline e-Commerce Solutions, Inc.	USA	Global integration	100%
Bambora Holding Corp.	USA	Global integration	100%
Global Collect Services USA, Inc.	USA	Global integration	100%
Bambora Corp.	USA	Global integration	100%
Worldline SMB US Inc.	USA	Global integration	100%
Sub-1 S.A.	Argentina	Global integration	100%
Worldline Services Australia Pty Ltd	Australia	Global integration	100%
Bambora Online Pty Ltd	Australia	Global integration	100%
Worldline Australia Pty Ltd	Australia	Global integration	51%
Worldline Payment Solutions Australia Pty Ltd	Australia	Global integration	51%
Worldline Brazil Serviços Ltda.	Brazil	Global integration	100%
Bambora Inc.	Canada	Global integration	100%
Worldline (China) Co Ltd	China	Global integration	100%
Global Collect Services China Limited	China	Global integration	100%
Worldline International (Hong Kong) Co Ltd	China	Global integration	100%
Worldline Global Services Private Limited	India	Global integration	100%
Worldline India Private Ltd	India	Global integration	100%
Worldline ePayments India Private Limited	India	Global integration	100%
MRL Postnet Private Limited	India	Global integration	100%
WGS	India	Global integration	100%
PT Worldline International Indonesia	Indonesia	Global integration	100%
Worldline Japan Limited	Japan	Global integration	100%
Retail Enterprise NAR MX S.A. de C.V.	Mexico	Global integration	100%
Global Collect México, S. de R.L. de C.V.	Mexico	Global integration	100%
Paymark Limited	New Zealand	Global integration	100%
Worldline Payment International Philippines Inc	Philippines	Global integration	100%
Global Collect Services Asia Pacific Pte. Ltd.	Singapore	Global integration	100%
Worldline IT and Payment Services (Singapore) Pte Ltd_WL	Singapore	Global integration	100%
Worldline (Taiwan) Ltd.	Taiwan	Global integration	100%
Worldline POS Teknoloji Çözüm ve Servisleri	Turkey	Global integration	100%

NOTE 22 Information on subsidiaries with significant non-controlling interests

The impact of these entities on the Group main income and balance sheet aggregates is summarized below (information presented at 100% before elimination of intragroup transactions). The information is gathered per CGU. All non-controlling interests are related to the Merchant Services CGU.

(In € million)	12 months ended December 31, 2025
Revenue	**1,056.0**
Operating Margin	175.5
Net Profit/(Loss)	**(20.1)**
Net income attributable to the owners or the parent	*(8.3)*
Net income attributable to non-controlling interests	*(11.8)*
(In € million)	**As at December 31, 2025**
Non-current assets	3,111.9
Current assets	2,396.7
TOTAL ASSETS	**5,508.6**
Equity	**3,187.1**
Equity attributable to the owners or the parent	*2,051.2*
Equity attributable to non-controlling interests	*1,135.9*
Non-current Liabilities	200.6
Current Liabilities	2,120.8
TOTAL EQUITY AND LIABILITIES	**5,508.6**

NOTE 23 Auditors' Fees

	Deloitte				Grant Thornton			
	Deloitte & Associés		Network		Grant Thornton		Network	
(In € Thousands and %)	Fees	%	Fees	%	Fees	%	Fees	%
Audit and limited review of individual and consolidated financial statements								
Parent company	536	42%	0.0	0%	380.7	54%	0.0	0.0
Subsidiaries	362	28%	1,586	85%	256.7	36%	1,962.3	99%
Sub-total Audit	**898**	**70%**	**1,586**	**85%**	**637.4**	**90%**	**1,962.3**	**99%**
Certification of sustainability information								
Parent company	330	0%	-	0%	0.0	0%	0.0	0%
Services other than certification of financial statements and sustainability information								
Parent company	63	5%	-	0%	73.0	10%	0.0	0%
Subsidiaries	-	0%	287	15%	0.0	0%	21.3	1%
Sub-total Non Audit	**393**	**5%**	**287**	**15%**	**73.0**	**10%**	**21.3**	**1%**
TOTAL FEES 2025	**1,291**	**74%**	**1,873.0**	**100%**	**710.4**	**100%**	**1,983.6**	**100%**

In 2025, non-audit services cover services provided at the request of the entity, which correspond mainly to (i) the statutory auditor's certification of consolidated sustainability information, as provided for under article L. 232-6-3[1] of the French Commercial Code, (ii) due diligence, (iii) tax services, authorized by local legislation, in some foreign subsidiaries, and (iv) assurance report SOC2.

	Deloitte				Grant Thornton			
	Deloitte & Associés		Network		Grant Thornton		Network	
(In € Thousands and %)	Fees	%	Fees	%	Fees	%	Fees	%
Audit and limited review of individual and consolidated financial statements								
Parent company	524.0	41%	0.0		372.5	54%	0.0	
Subsidiaries	370.0	29%	1,573.0	88%	258.6	37%	1,850.9	100%
Sub-total Audit	**894.0**	**70%**	**1,573.0**	**88%**	**631.1**	**91%**	**1,850.9**	**100%**
Certification of sustainability information								
Parent company	330.0	26%	-					
Services other than certification of financial statements and sustainability information								
Parent company	47.0	4%	-	0%	24.0	3%	0.0	0%
Subsidiaries	-	0%	209.0	12%	40.0	6%	4.2	0%
Sub-total Non Audit	377.0	30%	209.0	12%	64.0	9%	4.2	0%
TOTAL FEES 2024	**1,271.0**	**100%**	**1,782.0**	**100%**	**695.1**	**100%**	**1,855.1**	**100%**

In 2024, non-audit services cover services provided at the request of the entity, which correspond mainly to (i) the statutory auditor's certification of consolidated sustainability information, as provided for under article L. 232-6-3[1] of the French Commercial Code, (ii) due diligence, (iii) tax services, authorized by local legislation, in some foreign subsidiaries, and (iv) assurance report SOC2.

NOTE 24 Subsequent events

Capital increase, capital reduction and reverse share split

- ***Share capital increase***

On January 8, 2026, the Shareholders' Meeting approved a capital increase of €500 million, as initially announced during the Group's Capital Markets Day. The transaction is intended to strengthen the Group's financial flexibility and support its strategic transformation and is expected to be carried out during the first quarter of 2026.

- ***Share capital reduction***

On January 8, 2026, Worldline's Extraordinary General Meeting approved a share capital reduction of €187.4 million by reducing the nominal value of each share from €0.68 to €0.02 to absorb losses. The amount resulting from the capital reduction will be allocated to a restricted reserve for loss coverage purposes.

- ***Reverse share split***

In addition, the Shareholders' Meeting approved a reverse share split at a ratio of one (1) new share for forty (40) existing shares, with delegation of authority to the Board of Directors to implement the transaction. The reverse share split will be carried out in connection with the contemplated capital increase.

Worldline India payment activities Divestment

On February 25, 2026, the Group announced the strategic sale of its Indian payment activities to BillDesk, for estimated cash proceeds at closing of €60 million. The transaction is expected to be completed in the first half of 2026.

Worldline Belgium Guarantee

Early March 2026, in the context of ongoing investigation publicly announced by the Belgium prosecutor in 2025 on potential AML matter concerning Worldline NV/SA, the Group's regulated entity in Belgium, the Belgian prosecutor took conservative measures resulting in the posting of a ten million euros amount guarantee (caution) by Worldline NV/SA for the duration of the ongoing investigation. This guarantee is only a conservative measure which does not prejudge the outcome of the investigation. No further conservative measure is expected.

C.5 Parent company financial statements

C.5.1 Statutory auditors' report on the financial statements for the year ended December 31, 2025

This is a translation into English of the statutory auditors' report on the financial statements of Worldline issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Worldline Shareholders's Meeting,

Opinion

In compliance with the engagement entrusted to us by the Shareholders' Meeting, we have audited the accompanying financial statements of Worldline for the year ended December 31, 2025.

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, 2025 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 & Risks Committee.

Basis for the Unqualified Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors for the period from January 1, 2025 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.

Emphasis of matter

We draw attention to the paragraph in Note C.5.4.3 "Accounting principles, rules and methods" to the financial statements, setting out the impacts of the first-time application of ANC Regulation no. 2022-01 on modernizing the financial statements, of mandatory effect from January 1, 2025. Our opinion is not modified in respect of this matter.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on specific items of the financial statements.

Measurement of equity investments

Note "Accounting principles, rules and methods - Financial assets" and Note 3 "Financial assets" to the financial statements

Key Audit Matter	Our response
As of December 31, 2025, equity securities are recorded on the balance sheet at a net carrying amount of €3,833 million, or 64% of total assets. They are recorded at acquisition cost on initial recognition and impaired, where necessary, based on their value in use. As described in the Note "Accounting principles, rules and methods - Financial assets" to the financial statements, the estimated value in use is determined based on the share of recalculated net equity and the profitability outlook or the disposal price for subsidiaries held for sales as disclosed in Note 3. The profitability outlook, determined using cash flow forecasts based on Global Business Line (GBL) business plans approved by Management and a terminal value, requires Management to exercise judgment, particularly concerning cash flow assumptions. If the value in use of equity securities is lower than their acquisition cost, a provision for impairment loss is recognized in the amount of the difference. As of December 31, 2025, additional impairment was recognized in the total amount of €3,616 million, including €2,763 million for Worldline IGSA, €700 million for EquensWorldline SE and €143.7 million for Worldline Australia Pty Ltd. Provisions for the impairment of equity securities totaled €7,019 million at the year-end, mainly comprising the provisions for impairment of Worldline IGSA and EquensWorldline SE securities for €6,020 million and €700 million, respectively. Given the materiality of equity securities in the balance sheet, the impairment recognized for the securities at the fiscal year-end and the sensitivity of valuation models to the assumptions used to determine cash flows, we considered the valuation of equity securities to be a key audit matter.	Our assessment of the measurement of the fair value of equity securities, whose value is close to or lower than the net carrying amount, is based on the process implemented by your Company to determine the value in use of equity securities. Our work mainly consisted in assessing the reasonableness of projected cash flows underlying the valuation of equity securities, and in particular: • obtaining cash flow forecasts for the relevant entities and comparing them with the business plans by GBL approved by Management and the Board of Directors; • checking the consistency of the assumptions adopted with the historical performance of the Group, the GBLs and the entities, and confirming future growth forecasts, primarily through interviews with Management. Furthermore, we reviewed the methods used to determine the discount and perpetual growth rates and their consistency with underlying market assumptions, with the help of our internal valuation specialists. We also verified the expected disposal prices for subsidiaries held for sale, assessing in particular their consistency with offers received or signed. Finally, we assessed the appropriateness of the disclosure in Note 3 to the financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law and regulations.

Information given in the management report and in the other documents addressed to shareholders with respect to the financial position and the financial statements

We have no comments to make on the fair presentation and consistency with the financial statements of the information given in the Board of Directors' management report and in the documents addressed to shareholders with respect to the financial position and the financial statements.

We attest the fair presentation and consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code.

Information relating to corporate governance

We attest that the Board of Directors' report on corporate governance contains the information required by Articles L.225-37-4, L.22-10-9 and L.22-10-10 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled thereby, included in the scope of consolidation. Based on this work, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code, we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Other Legal and Regulatory Verifications or Information

Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (*code monétaire et financier*), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of December 17, 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Worldline by the Shareholders' Meetings held on June 30, 1997 for Deloitte & Associés and April 30, 2014 for Grant Thornton.

As of December 31, 2025, Deloitte & Associés and Grant Thornton were in the 29th year and 12th year of total uninterrupted engagement, which is the 12th year for both firms since securities of the Company were admitted to trading on a regulated market.

Responsibilities of Management and those charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit & Risks Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit & Risks Committee

We submit a report to the Audit & Risks Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as significant audit findings. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit & Risks 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 & Risks Committee with the declaration referred to in Article 6 of Regulation (EU) no. 537/2014, confirming our independence pursuant to the rules applicable in France as defined in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code and in the French Code of ethics for statutory auditors. Where appropriate, we discuss with the Accounts Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards

Neuilly-sur-Seine and Paris-La Défense, March 6, 2026

The Statutory Auditors

Grant Thornton SAS	Deloitte & Associés
French member of Grant Thornton International	
Vincent FRAMBOURT	Josselin VERNAY

C.5.2 Statutory auditors' special report on regulated agreements

General Meeting of Shareholders held to approve the financial statements for the year ended December 31, 2025

This is a free translation into English of the statutory auditors' special report on regulated agreements that is issued in the French language and is provided solely for the convenience of English-speaking readers. This report on regulated agreements should be read in conjunction and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code (code de commerce) and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Worldline Shareholders' Meeting,

In our capacity as Statutory Auditors of your Company (the "Company"), we hereby report to you on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, as well as the reasons justifying that such agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying other such agreements, if any. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code (*code de commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements previously approved by the Shareholders' Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

Agreements submitted to the approval of the Annual General meeting

Agreements authorized and entered into during the year

Pursuant to Article L.225-40 of the French Commercial Code, we were advised of the following agreements entered into during the year and previously authorized by the Board of Directors.

Signature of two subscription undertakings entered into respectively between (i) the Company and Bpifrance Participations and (ii) the Company and Crédit Agricole S.A.

Persons concerned:

- Mr. Thierry Sommelet, member of the Company's Board of Directors, appointed on the proposal of Bpifrance Participations, a shareholder of the Company;
- Mr. Jérôme Grivet, member of the Company's Board of Directors and Deputy Chief Executive Officer of Crédit Agricole S.A.

Nature and purpose: These two agreements were entered into on November 5, 2025 in anticipation of share capital increases by the Company, as authorized by the Extraordinary Shareholders' Meeting of January 8, 2026, through (i) a share capital increase reserved for named persons (Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas) and (ii) a share capital increase with retention of shareholder preferential subscription rights. Bpifrance Participations and Crédit Agricole S.A. thereby undertook to:

- subscribe to the reserved share capital increase with cancellation of preferential subscription rights, at an issue price of €2.75 per share, for the following amounts: (i) €45,992,999.25 for Bpifrance Participations and (ii) €30,036,998.75 for Crédit Agricole S.A.;
- subscribe on an irreducible basis to the share capital increase with retention of preferential subscription rights, pro rata to their shareholding in the Company, provided that Crédit Agricole S.A.'s shareholding does not exceed 18% of the Company's share capital and voting rights and that it does not become the Company's largest shareholder;
- contribute, in order to facilitate the implementation of the share capital increase with retention of preferential subscription rights, an additional amount of €11.4 million for Bpifrance Participations and €10.7 million for Crédit Agricole S.A.;
- vote in favor of the resolutions relating to the share capital increases for a total amount of €500 million at the Extraordinary Shareholders' Meeting convened on January 8, 2026;
- maintain their shareholding in the Company (lock-up) until 180 calendar days after the settlement-delivery date of the share capital increase with retention of preferential subscription rights, subject to standard exceptions.

These two subscription undertakings were previously authorized by your Board of Directors on November 5, 2025.

Furthermore, as mentioned below in the first part of this report on "Agreements authorized and concluded since the year end," the subscription undertaking entered into by Crédit Agricole S.A. was amended on February 3, 2026.

Reasons justifying that the agreement is in the Company's interest: Your Board of Directors considered that the signature of these subscription undertakings was a prerequisite to the successful completion of the share capital increases for a total amount of €500 million and ensures their success. In addition, these undertakings demonstrate investor confidence in the Company and their support for its strategic plan.

Signature of a Letter Agreement between the Company, Crédit Agricole Payment Services as a representative of the Crédit Agricole S.A. Group Partners, and CAWL

Persons concerned:

- Mr. Pierre-Antoine Vacheron, Chief Executive Officer of the Company and member of the Board of Directors of CAWL;
- -Mr. Jérôme Grivet, member of the Company's Board of Directors and Deputy Chief Executive Officer of Crédit Agricole S.A., which controls Crédit Agricole Payment Services.

Nature and purpose: It is recalled that a partnership was entered into in the field of merchant electronic payment services for French and foreign merchants in France, organized around a joint venture, CAWL. This partnership is governed by (i) a framework agreement dated July 28, 2023 between the Company, Crédit Agricole S.A., Crédit Agricole Payment Services, LCL, the 39 regional funds of Crédit Agricole Mutuel, Réunion Télécom and C2MS and (ii) a shareholders' agreement dated March 19, 2024 between the Company, Crédit Agricole S.A., Estey SAS and CAWL, as mentioned in the second part of this report.

A letter agreement (the "Letter Agreement"), signed on November 5, 2025, sets out the operating principles and implementation conditions for phase 1 of the partnership, which consists in meeting the needs of French merchants through joint commercial offerings, in particular those proposed by CAWL.

The Letter Agreement was previously authorized by your Board of Directors on November 5, 2025.

Reasons justifying that the agreement is in the Company's interest: Your Board of Directors considered that it was in the Company's interest to enter into the Letter Agreement in order to accelerate and strengthen the commercial momentum of the partnership through CAWL, to market during this first phase electronic payment services for merchants comprising acceptance services within the Crédit Agricole S.A. Group, and to continue the work necessary to scale up the partnership.

Agreements authorized and concluded since the year end

We have been informed of the following agreements authorized and concluded since the year end and previously authorized by your Board of Directors.

Standby Underwriting Letter between the Company, on the one hand, and Barclays Bank Ireland PLC, BNP Paribas, Crédit Agricole Corporate and Investment Bank and J.P. Morgan SE, on the other hand

Person concerned: Mr. Jérôme Grivet, member of the Company's Board of Directors and Deputy Chief Executive Officer of Crédit Agricole S.A., which controls Crédit Agricole Corporate and Investment Bank.

Nature and purpose: A Standby Underwriting Letter was signed on January 8, 2026, in connection with your Company's forthcoming share capital increase for a total amount of €392 million, including share premiums, with retention of shareholder preferential subscription rights, with a banking syndicate comprising Barclays Bank Ireland PLC, BNP Paribas, Crédit Agricole Corporate and Investment Bank (CACIB) and J.P. Morgan SE, acting jointly but not severally. Under this agreement, the parties undertook, jointly but not severally, to underwrite the subscription of the shares to be issued in connection with the planned share capital increase, up to a maximum amount of €257 million. In consideration of this commitment, the Company undertook to pay each of them, including CACIB, a fee equal to a percentage of the amount underwritten in connection with the share capital increase with retention of preferential subscription rights, on customary market terms for this type of agreement.

This agreement was previously authorized by your Board of Directors on January 8, 2026.

Reasons justifying that the agreement is in the Company's interest: Your Board of Directors considered that it was in the Company's interest to enter into this Standby Underwriting Letter in order to secure the share capital increase with retention of preferential subscription rights pending its effective launch.

Signature of an amendment to the subscription undertaking between Worldline, Crédit Agricole S.A. and Delfinances

Persons concerned: Mr. Jérôme Grivet, member of the Company's Board of Directors and Deputy Chief Executive Officer of Crédit Agricole S.A.

Nature and purpose: The Company and Crédit Agricole S.A. entered into an agreement on November 5, 2025 under which Crédit Agricole S.A. undertook (i) to subscribe to the reserved share capital increase with cancellation of preferential subscription rights, at an issue price of €2.75, for an amount of €30,036,998.75, (ii) to subscribe on an irreducible basis to the share capital increase with retention of preferential subscription rights, pro rata to its shareholding in the Company, and (iii) to contribute an additional amount of €10.7 million in order to facilitate the implementation of the share capital increase with retention of preferential subscription rights, as previously mentioned in the first part of this report on "Agreements authorized and entered into during the year."

Under an amendment signed on February 3, 2026, Crédit Agricole S.A. undertook in particular (i) to transfer its shares to Delfinances before the record date of the reserved share capital increase with cancellation of preferential subscription rights and (ii) to take all actions necessary for the implementation of the transaction. Delfinances also undertook (i) to subscribe for all the new shares of the Company to which it will be entitled to subscribe on an irreducible basis, pro rata to its shareholding in the Company, under the share capital increase with retention of preferential subscription rights and (ii) to facilitate the implementation of this share capital increase.

This amendment to the subscription undertaking was authorized by your Board of Directors on January 29, 2026.

Reasons justifying that the agreement is in the Company's interest: Your Board of Directors considered that it was in the Company's interest to enter into this amendment, which constitutes a technical adjustment intended to facilitate the implementation of the planned share capital increase, without altering Crédit Agricole S.A.'s commitment to the Company or its support for the strategic plan and the planned share capital increase.

AGREEMENTS ALREADY APPROVED BY SHAREHOLDERS' MEETING

Agreements authorized in previous years

a) With continuing effect during the year

Pursuant to Article R.225-30 of the French Commercial Code, we have been informed that the following agreements, previously approved by Shareholders' Meetings of prior years, had continuing effect during the year.

Employment contract suspension agreement and amendment signed with Mr. Marc-Henri Desportes

Person concerned: Mr. Marc-Henri Desportes, Interim Chief Executive Officer of the Company until February 28, 2025

Nature and purpose: it is recalled that Mr. Marc-Henri Desportes was appointed Deputy Chief Executive Officer of the Company as of August 1, 2018 and that his permanent employment contract entered into on June 1, 2014 was suspended as of August 1, 2018, for the duration of his duties as Deputy Chief Executive Officer. This suspension was materialized by an agreement providing for a certain number of conditions and defining the terms for a return to salaried activity by Mr. Marc-Henri Desportes at the end of his term of office, without loss of the rights and benefits he would have enjoyed if he had remained an employee. This agreement was authorized by your Board of Directors on July 21, 2018 and signed on July 23, 2018

Following the departure of Mr. Gilles Grapinet, the Chief Executive Officer, Mr. Marc-Henri Desportes was appointed Chief Executive Officer of the Company for an interim period by the Board of Directors on September 12, 2024. In this context, an amendment to the contract suspending the employment contract was signed on September 12, 2024, to confirm the continued application of this contract entered into between Mr. Marc-Henri Desportes and the Company on June 1, 2014, for the duration of Mr. Marc-Henri Desportes' term of office as Chief Executive Officer, and to take into account the duration of this term of office for the calculation of seniority.

Following the termination of Mr. Marc-Henri Desportes' duties as Interim Chief Executive Officer on February 28, 2025 his employment contract was lawfully reactivated with effect from March 1, 2025. The termination of his employment was notified to him on April 1, 2025, with his notice period running until September 30, 2025.

Partnership framework agreement signed between the Company and Crédit Agricole S.A., Crédit Agricole Payment Services, LCL, the 39 Regional Funds of Crédit Agricole Mutuel, Réunion Télécom and C2MS

Persons concerned:

- Mr. Olivier Gavalda, member of the Company's Board of Directors until April 23, 2025 and Deputy Chief Executive Officer of Crédit Agricole S.A.;
- Monsieur Jérôme Grivet, member of the Company's Board of Directors from April 23, 2025 and Deputy Chief Executive Officer of Crédit Agricole S.A.

Nature and purpose : on July 25, 2023, your Board of Directors previously authorized the signing of a framework agreement in connection with the planned partnership between Crédit Agricole and Worldline (the "Framework Agreement") that would result in the creation of a joint venture, majority owned by Worldline (50% of the share capital plus one share) and fully consolidated in its scope of consolidation (the "Joint Venture").

Terms and conditions: the Framework Agreement, signed by the parties on July 28, 2023, formalizes the implementation conditions and operating principles of the partnership. It also defines the mutual exclusivity commitments between the parties, the partnership's application scope, the Joint Venture's characteristics and the relations between the Joint Venture and the partners.

The Framework Agreement also specifies the respective commitments of the parties in the successive phases of the partnership as described below:

- a first phase taking the form of a business partnership through joint commercial offerings, mainly through the creation of the Joint Venture CAWL announced in March 2024, in which Worldline holds a majority interest in the entity of 50% + 1 share;
- a second phase (from 2025) taking the form of an industrial partnership for merchant electronic payment services combining acceptance and acquisition services, through CAWL, after it obtains the necessary regulatory authorizations for its activity and subject to the fulfillment of certain technical terms and conditions defined in the Framework Agreement.

Shareholders' agreement between the Company, Crédit Agricole S.A., Estey SAS and CAWL

Persons concerned:

- Mr. Olivier Gavalda, member of the Company's Board of Directors until April 23, 2025 and Deputy Chief Executive Officer of Crédit Agricole S.A
- Mr. Jérôme Grivet, member of the Company's Board of Directors from April 23, 2025 and Deputy Chief Executive Officer of Crédit Agricole S.A

Nature and purpose: as provided by Framework Agreement concluded in July 2023, as mentioned previously, on March 18, 2024, your Board of Directors previously authorized a shareholders' agreement (the "Shareholders' Agreement") with Crédit Agricole S.A., Estey SAS and the Joint Venture CAWL thus formed, the subject of the first phase of the Framework Agreement.

Terms and conditions: the Shareholders' Agreement signed on March 19, 2024 aims to organize the relations of the parties within the Joint Venture and define their respective rights and obligations as shareholders of the Joint Venture CAWL, particularly in terms of governance and the ownership and transfer of shares comprising the share capital.

The Shareholders' Agreement has a term of thirty years, renewable by tacit renewal for successive ten-year periods.

a) Without continuing effect during the year

In addition, we have been informed of the following agreement, previously approved by Shareholders' Meetings of prior years, which had no continuing effect during the year.

Second Settlement Agreement signed with SIX Group AG

Persons concerned:

- SIX Group AG, shareholder holding more than 10% of the voting rights;
- Mrs. Giulia Fitzpatrick, Director of your Company appointed at the recommendation of SIX Group AG until December 31, 2025;
- Mr. Daniel Schmucki, Director of your Company appointed at the recommendation of SIX Group AG and Chief Financial Officer of SIX Group AG.

Nature and purpose: On November 30, 2018, Worldline acquired the Payment Services division of SIX Group AG. As part of the finalization of certain post-closing transactions relating to this acquisition of SIX Payment Services, particularly the adjustment of the sale price, your Company and SIX Group AG signed a Second Settlement Agreement on June 9, 2020, which in particular aimed to formally document SIX Group AG's commitment to pay Worldline the amount of the price adjustment (CHF 58,975,000) and to agree SIX Group AG's commitment to compensate Worldline up to a maximum of CHF 2,800,000 for the potential consequences of an ongoing dispute.

This agreement was authorized by your Board of Directors on June 9, 2020.

Neuilly-sur-Seine and Paris-La Défense, on March 6, 2026

The Statutory Auditors

Grant Thornton	Deloitte & Associés
French member of Grant Thornton International	
Vincent FRAMBOURT	Josselin VERNAY

C.5.3 Worldline SA financial statements

C.5.3.1 Balance sheet

Assets

(In € thousand)	Notes	December 31, 2025			December 31, 2024
		Gross value	Amortization/ Depreciation	Net value	Net value
Subscribed capital not called		-	-	-	-
Establishment fees		-	-	-	-
Intangible fixed assets	**Note 1**	**111,151**	**(22,102)**	**89,049**	**90,965**
Development costs		-	-	-	-
Concessions, patents and similar rights		111,151	(22,102)	89,049	90,965
Goodwill		-	-	-	-
Other intangible fixed assets		-	-	-	-
Intangible fixed assets in progress, advances and deposits		-	-	-	-
Tangible fixed assets	**Note 2**	**2,102**	**(1,632)**	**470**	**885**
Land		-	-	-	-
Buildings		82	(27)	54	62
Technical installations, equipment		1,793	(1,500)	293	692
Other tangible fixed assets		228	(104)	123	130
Tangible fixed assets in progress, advances and down payments		-	-	-	-
Financial assets	**Note 3**	**12,391,280**	**(7,018,681)**	**5,372,599**	**9,224,395**
Participating investments		10,851,944	(7,018,681)	3,833,263	7,416,111
Receivables related to investments in associates		1,537,207	-	1,537,207	1,807,165
Other investments		2,118	-	2,118	1,111
Loans, deposits and other financial investments		12	-	12	8
TOTAL NON-CURRENT ASSETS		**12,504,534**	**(7,042,416)**	**5,462,118**	**9,316,245**
Inventories and work in progress		**-**	**-**	**-**	**-**
Receivables		**95,022**	**-**	**95,022**	**62,969**
Advances paid on orders in progress	Note 4	-	-	-	7,658
Trade accounts and notes receivable	Note 4	68,554	-	68,554	18,724
Other receivables	Note 5	18,545	-	18,545	28,229
Prepaid expenses	Note 5	7,923	-	7,923	8,357
Subscribed and called-up capital not paid		-	-	-	-
Cash and securities	**Note 6**	**430,998**	**-**	**430,998**	**729,746**
Stock options		26,852	-	26,852	9,990
Other securities		200,000	-	200,000	555,058
Cash at bank		204,146	-	204,146	164,698
TOTAL CURRENT ASSETS		**526,019**	**-**	**526,019**	**792,715**
Redemption premiums on bonds	Note 7	7,460	-	7,460	4,520
Forex Exchange asset	Note 7	3,844	-	3,844	266
Bond issuance fees	Note 7	8,702	-	8,702	9,511
TOTAL ASSETS		**13,050,559**	**(7,042,416)**	**6,008,143**	**10,123,257**

Liabilities and shareholders' equity

(In € thousand)	Notes	December 31, 2025	December 31, 2024
Common stock		193,096	192,826
Additional paid-in capital		5,294,783	5,677,188
Revaluation surplus		-	-
Legal reserves		19,160	19,160
Statutory or contractual reserves		-	-
Regulated reserves		-	-
Other reserves		-	-
Reserves		19,160	19,160
Retained earnings		-	-
Net income for the period		(3,669,380)	(382,136)
Investment subsidies		-	-
Provisions regulated		-	-
SHAREHOLDERS' EQUITY	Note 8	**1,837,659**	**5,507,039**
Provisions for contingencies and losses	Note 9	**42,814**	**18,031**
Provisions for contingencies		6,774	1,565
Provisions for losses		36,040	16,465
Borrowings	Note 10	**4,039,350**	**4,506,809**
Convertible bonds		417,840	1,160,030
Straight bonds		2,182,396	1,612,092
Debt from financial institutions		494,219	1,617,362
Other financial debt		944,896	117,326
Derivative financial instruments		-	-
Operating liabilities	Note 11	**86,305**	**90,995**
Payments on account		-	-
Trade payables and associated accounts		67,066	56,195
Tax and social security		16,066	19,163
Debts on fixed assets and associated accounts		1,573	1,708
Other liabilities		1,599	13,929
Prepaid income		-	-
TOTAL LIABILITIES		**4,125,655**	**4,597,805**
Forex Exchange liability	Note 12	2,016	383
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**6,008,143**	**10,123,257**

C.5.3.2 Income statement

(In € thousand)	Notes	December 31, 2025	December 31, 2024
Sales of goods		-	12
Sales of services		154,479	132,088
Revenue	Note 13	**154,479**	**132,100**
Inventory produced		-	-
Capitalized production		-	-
Subsidies		112	(13)
Reversals of depreciations, amortizations and provisions		1,154	17,615
Gains on disposal of intangible and tangible fixed assets		-	-
Other income		25,199	22,726
Total operating income		**180,944**	**172,428**
Purchases of goods		(45)	-
Change in merchandise inventory		-	-
Other purchases and external charges		(99,441)	(76,701)
Taxes (other than corporate income tax)		(1,021)	(902)
Salaries		(33,466)	(35,047)
Social security contributions		(36,563)	(21,739)
Depreciation and amortization charges on fixed assets		(6,228)	(7,868)
Impairment losses on fixed assets		-	-
Impairment losses on current assets		-	(154)
Provisions for charges		(1,689)	(714)
Carrying amounts of disposed intangible and tangible fixed assets		-	-
Other expenses		(64,094)	(58,541)
Total operating expenses		**(242,547)**	**(201,665)**
OPERATING RESULT		**(61,602)**	**(29,237)**
Net profit attributable or loss brought forward		-	-
Loss carried forward or profit transferred		-	-
Income from investments accounted for using the equity method		63,072	61,638
Income from other securities and receivables of fixed assets		10,232	11,088
Other interest and similar income		24,669	22,618
Reversals of impairments and provisions		26,871	22,154
Foreign exchange gains		8,438	2,398
Gains on disposal of financial fixed assets		-	-
Net gains on disposal of marketable securities and treasury instruments		535	176
Total financial income		**133,818**	**120,072**
Provisions for financial depreciation and impairment		(3,624,392)	(340,747)
Interest and similar charges		(112,947)	(78,021)
Foreign exchange losses		(5,152)	(4,921)
Carrying amounts of disposed financial fixed assets		-	-
Net losses on disposal of marketable securities and treasury instruments		(217)	(196)
Total financial expenses		**(3,742,707)**	**(423,886)**
NET FINANCIAL RESULT	Note 14	**(3,608,890)**	**(303,813)**
Non-recurring items income		6,159	7,823
Non-recurring items expenses		(8,078)	(55,984)
NON-RECURRING ITEMS RESULT	Note 15	**(1,919)**	**(48,160)**
Employee profit sharing		-	190
Corporate income tax	Note 16	3,031	(1,116)
NET INCOME (LOSS)		**(3,669,380)**	**(382,136)**

C.5.4 Notes to Worldline SA statutory financial statements

C.5.4.1 Activity

Worldline S.A. is the parent company of the Worldline Group and holds directly or indirectly investments in the Group's subsidiaries.

Consequently, Worldline publishes consolidated financial statements.

Worldline S.A. assumes the Group's external debt and finances its subsidiaries. As of 31 December 2025, the gross carrying amount of Group's Participations Investments is €10,852 million and the carrying amount of receivables linked to group's participations is €1,537 million. During the 2025 financial year, an impairment of €3,616.3 million was recognized; *see note 3 "Financial assets"*.

In addition, Worldline S.A. bears a substantial share of the Group's central and overhead costs. A number of recharge flows have been established with Group companies to reflect the services provided by Worldline S.A. as the Parent Company.

Thus, for 2025, revenue amounts to €154.5 million and is split as follows:

- €117.6 million for *Corporate* activities, including management fees of €96 million, and a brand license recharge of €21.6 million;
- €36.9 million euros for internal recharges, including €16.9 million linked to insurance, training and IT costs, and €20 million euros related to the allocation of free shares.

C.5.4.2 Highlights

Appointment of Pierre-Antoine Vacheron as Chief Executive Officer, March 1, 2025

Pierre-Antoine Vacheron was appointed Chief Executive Officer of Worldline effective March 1, 2025, succeeding Marc-Henri Desportes who served as interim CEO since September 2024.

During the first quarter of 2025, Worldline continued to strengthen its management team and notably its Executive Committee, marking a significant milestone in the transformation of the Group's organizational structure, with notably the arrival of Candice Dillon as Group Chief Technology Officer, Madalena Cascais Tomé as Global Head of Financial Services, and Srikanth Seshadri as Chief Financial Officer.

Worldline announces a change to its Board of Directors effective April 23, 2025, with the replacement of Olivier Gavalda by Jérôme Grivet as representative of Crédit Agricole S.A., who also joins the Investment Committee.

Strengthening of the Financial Structure

During 2025, Worldline implemented an active refinancing strategy and management of its financing structure:

- Repayment of long-term borrowings that matured, including Schuldschein Loans for an amount of €55 million in May 2025 and OCEANEs 2020 for an amount of €395 million in July 2025 ;
- On June 3, 2025, Worldline successfully raised €550 million in senior unsecured bonds maturing in June 2030, with an annual coupon of 5.50%. This bond issue was intended to refinance existing debt, notably the €800 million convertible/exchangeable bonds maturing in July 2026. In connection with this, a buy-back of OCEANEs 2026 was conducted for an amount of €332 million ;
- Implementation of new short-term intra-group loans in November 2025 of €943 million as part of an optimization of the Group's cash management, centralized at Worldline S.A.

Portfolio Restructuring

Worldline initiated a strategic restructuring of its business portfolio:

- On July 29, 2025, Worldline announced the sale to Magellan Partners of MeTS and Financial Services activities (2024 revenue of €450 million) for an Enterprise Value of €400 million (plus €10 million contingent consideration) ;
- On October 21, 2025, Worldline announced the sale to Shift4 of its North American activities (2024 revenue of €60 million) for an Enterprise Value of €70 million, with closing expected in the first quarter of 2026 ;
- On December 8, 2025, Worldline announced the sale of its PaymentIQ platform to Incore Invest for approximately €160 million, with closing expected in the first quarter of 2026.

Launch of the North Star 2030 Plan

During the Investor Day (Capital Markets Day) on November 6, 2025, Worldline launched its North Star 2030 strategic transformation plan, aimed at accelerating the Group's growth and restoring cash flow generation. The plan targets average annual revenue growth of approximately 4% between 2027 and 2030, with progressive acceleration. Stabilization of operational performance was observed in the fourth quarter of 2025, validating the initial phases of the plan.

C.5.4.3 Rules and accounting methods

New ANC regulation n° 2022-06 amends ANC regulation n° 2014-03 relating to the General Chart of Accounts ("GCA") with a view to modernizing financial statements and the nomenclature of accounts. It applies on a mandatory basis to fiscal years beginning on or after January 1, 2025.

This regulation introduces notably:

- The introduction of a new definition and presentation of exceptional result, *see note below relating to Exceptional Result;*
- The elimination of the charge transfer method, previously recorded under the line item "Reversals of depreciation and provisions, charge transfers", now recognized against the original charge accounts;
- The modernization of the chart of accounts and financial statement templates, mainly the reclassification of prepaid expenses, respectively within total current assets and total liabilities, as well as the reclassification of disposed assets elements in operating or financial result, depending on their nature, in place of their recognition in exceptional result.

The main impacts at Worldline S.A. concern prepaid expenses and are detailed and quantified *in Note 5 Prepaid expenses*;

- The establishment of a new presentation of information in the notes, qualified as a change in accounting method under French standards.

The application of the following principles remains as set forth:

- 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 and licenses.

Software created for an internal use and development costs of application used for operational needs are recognized as an asset, since 2024, following the ANC's section 2023-05 which amends the PCG.

Intangible assets include internally used software, recorded at cost and amortised on a straight-line basis over a maximum useful life of three years.

The Worldline brand is not depreciated but is subject to an impairment test for each annual closing, based on the discounted cash flows method.

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 deposits, loans).

The gross carrying amount of equity investments appearing on the balance sheet is comprised of their acquisition cost. Acquisition-related costs are recognised in expenses.

The recoverable amount is determined by considering the equity in the net asset position (the net asset value), as re-estimated and the estimated future cash flows discounted. An impairment loss is recognized when the value-in-use is lower than the acquisition cost.

Profitability prospects are determined from projected cash flows, based on the three-year business plans of the Service Lines and approved by 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.

Under the Group's method, trade receivables that are past due by more than 31 days are impaired using a statistical approach according to their nature, and are reviewed quarterly.

Securities

Securities are recorded at their acquisition cost on the balance sheet. They are impaired at period end if their fair value is lower than their acquisition cost.

Provisions

Provisions are recognized if the following three conditions are met:

- Worldline has a present obligation (legal, regulatory, contractual, or implicit) arising from past events.
- It is probable that an outflow of resources 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.

In addition, Worldline S.A. evaluates and books its pension provision following the "corridor" method. Worldline recognizes in its income statement the actuarial gains and losses exceeding a normal fluctuation margin of 10% at year-end. This amortization is made on the remaining working lives of the beneficiaries of each plan.

Borrowings

The Company has taken the option of spreading its debt issuance costs over the term of the borrowing as authorized by section 212-11 of the PCG.

Revenue

In 2025, Worldline SA revenues are mainly composed by 3 natures of revenues:

- Invoicing of management services to Group affiliates under a Group Service Agreement;
- Invoicing of brand licenses to Group affiliates;
- Recharges of costs as insurances, trainings and IT Costs.

Non-recurring income and expenses

Under ANC Regulation No. 2022-06 on the modernization of financial statements for periods starting on or after January 1, 2025, extraordinary items in the income statement include major, unusual, non-recurring, and unlikely-to-be-repeated items in future accounting periods.

To facilitate comparability between periods, notes will provide details on the nature of the items recognized; *see Note 15 Non-recurring items*.

Tax consolidation agreement

As per article 223-A of the French tax Code, Worldline SA has signed a group tax consolidation agreement with its French subsidiaries taking effect from January 1, 2015. Subsidiaries that are part of Worldline tax consolidation are:

- Worldline Participation 1 S.A.;
- Similo S.A.S.;
- Santeos S.A.;
- Worldline France S.A.S. (formerly Worldline Bourgogne S.A.S.);
- EquensWorldline SE French branch;
- Mantis S.A.S.;
- Worldline Ré S.A.;
- Retail International Holding S.A.S.;
- Worldline IG S.A.;
- Worldline MS France S.A.S.;
- Worldline E-Commerce Solutions S.A.S.;
- Worldline Prepaid Services France S.A.S.;
- Worldline Business Support S.A.S.;
- Consoprotec S.A.S.;
- Worldline Participation 2 S.A.S.U. (new in 2025);
- Worldline Participation 3 S.A.S.U. (new in 2025);
- Worldline Participation 4 S.A.S.U. (new in 2025);
- Worldline Participation 5 S.A.S.U. (new in 2025);
- Worldline Participation 6 S.A.S.U. (new in 2025).

Worldline S.A., as the parent company of the Group, is designated as the only entity liable for the corporate tax of the Group tax consolidation.

The agreement respects the neutrality principle to the extent that, during the integration period within the Group, each entity must report in its account a tax income or expense equal to what it would report if it was not integrated in the Group.

The Group tax consolidation benefits from indefinably usable loss carry forward.

C.5.4.4 Notes to the financial statements

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NOTE 1 Intangible fixed assets

Intangible fixed assets evolution table

(In € thousand)	December 31, 2024	Increase	Decrease	December 31, 2025
Softwares	22,990	1,070	(309)	23,751
Brands and similar rights	87,400	-	-	87,400
Gross value of intangible fixed assets	**110,390**	**1,070**	**(309)**	**111,151**
Amortization of Softwares	(19,425)	(2,986)	309	(22,102)
Depreciation of Brands and similar rights	-	-	-	-
Total amortization & depreciation	**(19,425)**	**(2,986)**	**309**	**(22,102)**
Net value of Softwares	3,565	(1,916)	-	1,649
Net value of Brands and similar rights	87,400	-	-	87,400
Net value of intangible fixed assets	**90,965**	**(1,916)**	**-**	**89,049**

The Worldline brand of €87.4 million is not depreciated and is subject to an impairment test, based on the discounted cash flows method, at each annual closing.

The valuation of the brand has been derived from a global 5 year business plan. The terminal value is calculated after the 5-year period using an estimated perpetuity growth rate of 2.25%. The WACC is equal to 8.70% in 2025 (8,4% in 2024).

Allocations and reversals related to intangible fixed assets were recognized in operating result in the line items "Reversals of depreciations, amortizations and provisions" and "Depreciation, amortization and provisions".

Disposed and scrapped assets are recognized in operating result in the line items "Other expenses".

NOTE 2 Tangible fixed assets

Tangible fixed assets evolution table

(In € thousand)	December 31, 2024	Increase	Decrease	December 31, 2025
Fixtures and fittings	1,911	3	(40)	1,875
Other tangible assets	300	32	(103)	228
Tangible assets in progress	-	-	-	-
Gross value of tangible fixed assets	**2,210**	**35**	**(143)**	**2,102**
Amortization of Fixtures and fittings	(1,157)	(411)	40	(1,528)
Amortization of Other tangible assets	(169)	(39)	103	(104)
Amortization of Tangible assets in progress	-	-	-	-
Total amortization and depreciation	**(1,326)**	**(450)**	**143**	**(1,632)**
Net value of value of Fixtures and fittings	754	(408)	-	347
Net value of value of Other tangible assets	130	(7)	-	123
Net value of value of Tangible assets in progress	-	-	-	-
Net value of tangible fixed assets	**885**	**(415)**	**-**	**470**

Allocations and reversals related to intangible fixed assets were recognized in operating result in the line items "Reversals of depreciations, amortizations and provisions" and "Depreciation, amortization and provisions".

Disposed and scrapped assets are recognized in operating result in the line items "Other expenses".

NOTE 3 Financial assets

Financial assets evolution table

(In € thousand)	December 31, 2024	Increase	Decrease	December 31, 2025
Investments in associates	10,818,515	33,430	-	10,851,944
Receivables related to investments in associates	1,807,165	42	(270,000)	1,537,207
Other investments	1,111	1,007	-	2,118
Loans and accrued interests	0	32	(20)	12
Deposits	8	-	(8)	-
Gross value of financial assets	**12,626,798**	**34,510**	**(270,027)**	**12,391,280**
Depreciation of Investments in associates	(3,402,403)	(3,616,278)	-	(7,018,681)
Depreciation of Receivables related to investments in associates	-	-	-	-
Depreciation of Other investments	-	-	-	-
Depreciation of Loans and accrued interests	-	-	-	-
Depreciation of Deposits	-	-	-	-
Total amortization and depreciation	**(3,402,403)**	**(3,616,278)**	**-**	**(7,018,681)**
Net value of Investments in associates	7,416,111	(3,582,848)	-	3,833,263
Net value of Receivables related to investments in associates	1,807,165	42	(270,000)	1,537,207
Net value of Other investments	1,111	1,007	-	2,118
Net value of Loans and accrued interests	0	32	(20)	12
Net value of Deposits	8	-	(8)	-
Net value of financial assets	**9,224,395**	**(3,581,768)**	**(270,027)**	**5,372,599**

The change in equity investments of €33.4 million is mainly due to:

- The transfer of Worldline Business Support shares (holding the shares of Worldline Romania) for an amount of €18.7 million, at fair value, previously held by Worldline IGSA;
- Subscription to the capital increase in the European company EPI Interim Company for €9.7 million;
- Subscription to the capital increase in Worldline Taiwan for €5 million.

The increase in other investments of €1 million corresponds to an investment in Partech Venture in 2025.

The decrease of receivables linked to equity investments of €270 million is related to the partial repayment of the loan granted to Worldline Luxembourg.

As of December 31, 2025, a further impairment of €3,616.3 million was recognised, relating to equity investments in Worldline Ingenico Groupe S.A. (IGSA) (€2,763.3 million), EquensWorldline SE (€699.8 million), Worldline Australia Pty Ltd (€143.7 million), Worldline Taiwan Ltd (€5 million), and SoftPos (€4.5 million).

Allocations and reversals related to financial assets were recognized in financial result in the line items "Release of investments depreciation" and "Depreciation of investments".

The valuation method for investments was modified from the 2024 fiscal year. IGSA's valuation was based on a 5-year model itself founded on the merchant services line model, since all IGSA entities belong to this Service Line. IGSA's valuation took into account the valuation of Poseidon Holdco's preference shares, whose fair value was estimated at €290 million as of December 31, 2024.

The approach retained for fiscal year 2025 is based on a discounted cash flow (DCF) model, with enterprise value determined according to a sum of individual enterprise values approach for each subsidiary, adjusted pro-rata to the Group's ownership percentage, with dedicated parameters defined for the Terminal Growth Rate, primarily at 2.25%, and the Weighted Average Cost of Capital (WACC), primarily at 8.70%.

Subsidiaries held for sale were further valued on the basis of their sale price.

Maturity of loans and other financial assets

(In € thousand)	Gross value at December 31, 2025	<1 year	1 to 5 years
Receivables related to investments in associates	1,537,207	9,310	1,527,897
Loans and accrued interests	12	12	-
Deposits	-	-	-
TOTAL LOANS AND OTHER FINANCIAL ASSETS	**1,537,219**	**9,322**	**1,527,897**

Main subsidiaries and affiliates

(In € thousand)	Gross value at December 31, 2025	Net value at December 31, 2025	% of interest	Revenue	Share capital	Dividend received	Net income at December 31, 2025	Shareholders' equity
A – Subsidiaries (≥ 50% of interest)								
France								
Worldline IGSA	7,701,695	1,681,493	99.99%	8,691	63,112	-	(1,743,884)	1,657,843
Worldline France SAS	87,991	87,991	100.00%	399,678	58,061	-	(24,299)	(13,093)
Worldline Business Support	18,657	18,657	100.00%	1,826	16,892	-	268	10,012
Santeos	4,294	4,294	100.00%	669	1,500	-	(34)	1,979
Worldline Ré SA	3,000	3,000	100.00%	2,197	3,000	-	(353)	9,394
Worldline Participations	2,462	36	100.00%	-	37	-	(1)	20
Similo SAS	600	600	100.00%	8,634	322	-	(656)	3,117
Benelux								
EquensWorldline SE	1,324,934	625,083	60.00%	597,578	369,620	-	(47,642)	831,162
Worldline NV / SA	1,281,702	1,281,702	98.10%	513,371	211,030	-	75,154	2,133,549
Worldline Luxembourg SA	33,900	33,900	100.00%	1,213	33,819	15,500	79,780	252,931
Others								
Worldline Australia Pty Ltd (Australia)	327,339	51,573	51.00%	350,979	(112,692)	-	(35,273)	(2,279)
Softpos (Poland)	15,991	11,462	100.00%	2,208	25	-	248	(102)
Worldline Taïwan	5,900	-	100.00%	9,226	4,943	-	(1,668)	(209)
B - Others (less than 50%)								
Intouch SAS	13,323	3,315	33.30%	-	-	334	-	-
EPI	30,156	30,156	5.00%	-	-	-	-	-
TOTAL INVESTMENTS IN ASSOCIATES	**10,851,944**	**3,833,263**				**15,834**		

NOTE 4 Trade accounts and notes receivable

(In € thousand)	Gross value at December 31, 2025	Depreciation	Net value at December 31, 2025	Net value at December 31, 2024
Advances paid on orders in progress	-	-	-	7,658
TOTAL ADVANCES PAID ON ORDERS IN PROGRESS	**-**	**-**	**-**	**7,658**
Trade accounts and notes receivable	28,316	-	28,316	6,099
Doubtful debtors	-	-	-	15
Invoices to be issued	40,238	-	40,238	12,610
TOTAL TRADE ACCOUNTS AND NOTES RECEIVABLE	**68,554**	**-**	**68,554**	**18,724**

At 31 December 2024, advances and prepayments on orders of €7.7 million corresponded to invoices issued in 2025 but prepaid at the end of 2024.

At 31 December 2025, trade receivables and related accounts consist exclusively of internal recharges with Group subsidiaries:

- €28.3 million of intercompany invoices issued at year-end, mainly relating to the delivery of stock option plans to beneficiary subsidiaries and to the recharges of restructuring, reorganization, and integration costs for the group's entities ;
- €26.8 million related to the retention stock option plan ;
- €13.1 million related to current activity, representing invoices to be issued in January linked to internal December recharges.

NOTE 5 Other receivables

(In € thousand)	December 31, 2025	December 31, 2024
Debtor suppliers	538	2,245
Staff	67	46
Social security receivables	26	6
Tax (Corporate income tax, tax credit, VAT)	17,092	10,460
Group current accounts	822	15,448
Other	-	24
TOTAL OTHER RECEIVABLES	**18,545**	**28,229**

Other receivables and current assets mainly include research tax credits, social receivables and advances made on behalf of trade partners.

Tax (Corporate income tax, VAT, tax credit) comprises VAT receivables of €13.3 million and the R&D tax credit of €3.8 million.

(In € thousand)	December 31, 2025	December 31, 2024
R&D Tax Credit	3,767	624
Other Tax Credit	-	-
TOTAL TAX CREDIT	**3,767**	**624**

Group current accounts are composed by receivables from group companies under the tax consolidation with Worldline S.A. for an amount of €0.8 million. The decrease during the year in the intercompany current accounts is mainly due to the repayment of the loan from Worldline Australia Pty. Ltd for an amount of €15.3 million.

Maturity of trade accounts and other receivables

(In € thousand)	December 31, 2025	≤1 year	>1 year
Doubtful debtors	-	-	-
Trade accounts	68,554	68,554	-
Debtor suppliers	538	538	-
Staff	67	67	-
Social security receivable	26	26	-
Tax (corporate tax, VAT, R&D tax credit...)	17,092	17,092	-
Group current accounts	822	822	-
Other	-	-	-
TOTAL RECEIVABLES	**87,099**	**87,099**	**-**

Prepaid expenses

Other prepaid expenses mainly relate to costs for servers, computers, and licenses, paid in 2025 or before, and relating to future periods, spread as follows:

(In € thousand)	December 31, 2025	December 31, 2024
Licences	6,655	7,133
Other external expenses	1,268	1,224
TOTAL OPERATIONAL PREPAID EXPENSES	**7,923**	**8,357**

(In € thousand)	Year 2026	Year 2027	Year 2028	Year 2029
Licences	6,460	121	71	11
Other external expenses	1,187	73	-	-
TOTAL OPERATIONAL PREPAID EXPENSES	**7,647**	**194**	**71**	**11**

Accrued income

(In € thousand)	December 31, 2025	December 31, 2024
Invoices to be issued	40,238	12,610
Other receivables	5,797	6,150
TOTAL ACCRUED INCOME	**46,036**	**18,760**

Trade receivables and related accounts, net, comprise exclusively internal recharge invoices; *see Note 4*.

Other receivables consist of interest accrued on receivables related to investments in associates; *see Note 3 Schedule of loans and other financial assets by maturity (less than 1 year)*.

NOTE 6 Cash and securities

(In € thousand)	Gross value at December 31, 2025	Depreciation	Net value at December 31, 2025	Net value at December 31, 2024
Securities	226,852	-	226,852	565,048
of which Worldline Treasury stock	26,852	-	26,852	9,990
of which UCITS	80,000	-	80,000	245,000
of which Bank Deposit	120,000	-	120,000	310,058
Cash at bank	204,146	-	204,146	164,698
TOTAL CASH AND SECURITIES	**430,998**	**-**	**430,998**	**729,746**

Securities are composed of:

- Worldline SA treasury stock for €26.9 million. These shares are intended or assigned to be all delivered to beneficiaries of performance, share purchase plans or stock-option plans ;
- UCITS (Undertakings for Collective Investments in Transferable Securities) for €80 million, mainly invested in monetary funds ;
- A deposit made for €120 million, with maturity from 1 to 12 months.

As at 31 December 2023, the treasury stock consisted of 308,765 shares with a total value of €14,321,053.40, representing a book value of €46.44 per share.

During fiscal year 2024, 1,200,000 Worldline S.A. shares were purchased at an average price of €6.14 each, and no treasury shares were sold. Those shares are assigned to be delivered to beneficiaries of performance or retention shares plans.

During fiscal year 2025, 3,000,000 Worldline S.A. shares were purchased at an average price of €6.68 each, and no treasury shares were sold. Those shares are assigned to be delivered to beneficiaries of performance or retention shares plans.

In March, June, and then November, 396,089 free shares were distributed to beneficiaries of Worldline.

Under the FIFO method, the cost of these shares was recharged to the group subsidiaries according to their beneficiaries, resulting in the following treasury stock at 31 December 2025:

Unallocated shares

Given the initial stock of 308,765 shares and the delivery of 396,089 free shares during the year, there are no remaining shares of this type.

Because these shares are valued at the Worldline share price, the impairment of €11.7 million recorded at 31 December 2024 had been reversed.

Allocated shares

Given the initial stock of 1,200,000 shares at 31 December 2024, the repurchase of 3,000,000 shares in 2025, and the delivery of 87,324 shares, net of the unallocated shares delivered above, the stock of allocated treasury shares stands at 4,112,676 shares, with a book value of €6.53 per share and a total valuation of €26,852,211.

Under French regulations, these shares are not impaired, since they are already covered by the provision intended to anticipate their allocation, through the recognition of a receivable (billing) offset by a provision for charges; *see note 9 Provisions*.

The change in cash and cash equivalents and investments in marketable securities between the two periods is analyzed using the net debt table; *see note 10 Borrowings*.

NOTE 7 Deferred charges

(In € thousand)	December 31, 2025	December 31, 2024
Forex Exchange asset	3,844	266
Bond issuance fees	8,702	9,511
Redemption premiums on bonds	7,460	4,520
TOTAL DEFERRED CHARGES	**20,006**	**14,298**

Forex Exchange assets are composed of the Bambora AB's loan revaluation (SEK) for an amount of €3.8 million and the trade currency's differences for the remaining.

Deferred charges

(In € thousand)	December 31, 2024	Increase	Decrease	December 31, 2025
OCEANE	1,506	-	(1,286)	220
BOND	5,032	2,326	(1,507)	5,852
RCF	2,973	281	(624)	2,630
TOTAL DEFERRED CHARGES	**9,511**	**2,607**	**(3,416)**	**8,702**

Deferred charges relate mainly to costs linked to the issue of other bonds (€5.9 million) and costs related to the revolving credit facility drawn in July 2024 (€2.6 million).

The increase of €2.6 million comprises costs related to the bond issue, €2.3 million, issued in June for €550 million, and €0.3 million related to extending the revolving credit facility by one year in May 2025, initially subscribed in July 2024 for €1,125 million.

The decrease of €3.4 million consists of the reversals:

- €1.3 million related to the deferral of OCEANE issue costs;
- €1.5 million related to the deferral of bond issue costs;
- €0.6 million related to the deferral of the revolving credit facility costs.

Redemption premium on bonds

(In € thousand)	December 31, 2024	Increase	Decrease	December 31, 2025
BOND	4,520	4,670	(1,730)	7,460
Total redemption premiums on bonds	**4,520**	**4,670**	**(1,730)**	**7,460**

On June 30, 2020, a €500 million bond was issued, due on June 30, 2027 (7 years duration), with a €3.5 million redemption premium spread over 7 years. As at December 31, 2025 the remaining spread amounts to €0.8 million.

On September 12, 2023, a €600 million bond was issued, due on September 2028 (5 years duration) with a €0.9 million redemption premium spread over 5 years. As at December 31, 2025 the remaining spread amounts to €0.5 million.

On November 27, 2024, a €500 million bond, due on November 27, 2029 (5 years duration) with a redemption premium of €2.7 million, spread over 5 years. As at December 31, 2025 the remaining spread amounts to €2.1 million.

On 10 June 2025, a new bond was issued for €550 million, maturing on 10 June 2030 (5 years duration), with a redemption premium of €4.7 million, spread over 5 years, has been recognised. As at December 31, 2025 the remaining spread amounts to €4.1 million.

NOTE 8 Shareholders' equity

Common stock

	December 31, 2025	December 31, 2024
Number of shares (in thousands of units)	283,964	283,568
Nominal value *(in euros)*	0.68	0.68
Common stock *(in thousands of euros)*	**193,096**	**192,826**

As of December 31, 2024, the Company's share capital amounted to €192,826,218.92, divided into 283,567,969 fully paid-up shares of €0.68 nominal value each.

In the 2025 financial year, share capital increased by €269,420.08, exclusively due to the issue of 396,206 ordinary shares resulting from the allocation of performance share plans (plan 2022 and 2023).

The company's share capital thus amounts to €193,095,639.00, divided into 283,964,175 shares of €0.68 nominal value, all fully paid-up.

No new shares were issued in 2025 under the liquidity contracts with Worldline IGSA's free share beneficiaries.

No new shares were issued in 2025 under the employee share ownership plan "Boost 2022".

Changes in shareholders' equity

(In € thousand)	December 31, 2024	Dividends paid	Appropriation of previous year result	Capital increase	Others	Net income current year	December 31, 2025
Common stock	192,826	-	-	269	-	-	193,096
Additional paid-in capital	5,677,188	-	(382,136)	(269)	-	-	5,294,783
Legal reserve	19,160	-	-	-	-	-	19,160
Retained earnings	-	-	-	-	-	-	-
Net income for the period	(382,136)	-	382,136	-	-	(3,669,380)	(3,669,380)
TOTAL SHAREHOLDERS' EQUITY	**5,507,039**	**-**	**-**	**-**	**-**	**(3,669,380)**	**1,837,659**

Changes in equity reflect the allocation of net income for the year ended 31 December 2024 to the share premium account, the increase in share capital through the issue of ordinary shares allocated to performance share plans, and the net income for the year ended 31 December 2025, predominantly impacted by the impairment of equity investments.

See Note 3 – Financial Assets

NOTE 9 Provisions

(In € thousand)	December 31, 2024	Charges	Releases used	Releases unused	December 31, 2025
Pensions	8,041	1,151	(165)	-	9,027
Litigations and contingencies	1,196	248	(80)	-	1,364
Other provisions	8,794	28,042	(4,413)	-	32,423
TOTAL PROVISIONS	**18,031**	**29,440**	**(4,657)**	**-**	**42,814**

Changes in other provisions are as follows:

- Provisions for retirement costs under the Power 24 plan, moving from an initial amount of €1.4 million at 31 December 2024 to a final amount of €0.2 million at 31 December 2025 (comprising €1.1 million of allocations and €2.3 million of release used during the year);
- Provisions for the costs of the stock option retention plan, moving from an initial €7.0 million to a final €26.8 million (including €21.5 million of allocations and €1.7 million of releases used) following the final delivering of free shares, which has been partially re-invoiced to the subsidiaries whose employees benefit from them ;
- Foreign exchange risk provision, moving from €0.4 million at 31 December 2024 (reversals during the year) to €5.4 million at 31 December 2025 (allocations in the year), mainly related to the revaluation of the short-term loan with the subsidiary Bambora Group AB (Swedish krona) by €3.8 million.

Pensions

The Group set up a defined-benefit supplementary pension plan in 2019, with commitments of €2.9 million as at 31 December 2025, in light of legislative changes to defined-benefit pension plans under the Pacte law.

The movement in the retirement severance indemnities provision for 2025 and the supplementary retirement provision is presented as follows:

(In € thousand)	Pensions	Others	Total
Pensions at January 1, 2025	5,574	2,466	8,041
Service cost	436	340	775
Interest cost	239	136	375
Contributions paid	(135)	(29)	(165)
Others	-	-	-
Pensions at December 31, 2025	**6,114**	**2,913**	**9,027**
Unrecognized gains and losses	638	739	1,377
Retirement commitments at December 31, 2025	**6,752**	**3,652**	**10,404**

Changes in the commitment for pension indemnities (excluding supplementary pensions) during the year and the reconciliation with the provision at year-end are as follows:

(In € thousand)	Pensions
Commitment at January 1, 2025	**6,574**
Service cost	416
Interest cost	239
Contributions paid	(135)
Actuarial gains and losses generated during the period	(342)
Others	-
Commitment at December 31, 2025	**6,752**
Unrecognized actuarial gains and losses	(638)
Pensions provision at December 31, 2025	**6,114**

Evaluation is carried out on an individual basis and main parameters of the calculation are described below:

- Discount rate: 4.0%; and expected salary growth: 1.90%;
- Expected turnover rate:
  - Executives (*i.e.*, "cadres"): decreasing according to age (from 10.60% at the age of 30 years old to zero as from 55 years old);
  - Non-executives (*i.e.*, "non-cadres"): decreasing according to age (from 6.20% at the age of 30 years old to zero as from 45 years old).

NOTE 10 Borrowings

Closing net debt

(In € thousand)	<1 year	1 to 5 years	>5 years	December 31, 2025	December 31, 2024
Debt from financial institutions*	494,219	-	-	494,219	1,617,362
Convertible donds	413,958	-	-	413,958	1,141,342
Straight bonds	(0)	2,150,000	-	2,150,000	1,600,000
Redemption premiums on bonds (OCEANEs)	3,882	-	-	3,882	18,687
Internal Short-Term borrowings	943,116	-	-	943,116	-
Accrued interest on borrowings	32,396	-	-	32,396	12,092
Other borrowings	-	-	-	-	115,546
Group current accounts	1,780	-	-	1,780	1,780
Total borrowings	**1,889,350**	**2,150,000**	**-**	**4,039,350**	**4,506,809**
Group Debtors current accounts	(72)	-	-	(72)	(15,448)
Securities	(226,852)	-	-	(226,852)	(576,769)
Cash at bank	(204,146)	-	-	(204,146)	(164,698)
Closing net debt	**1,458,280**	**2,150,000**	**-**	**3,608,280**	**3,749,895**

* *Bank overdraft within group cash-pooling*

Net debt evolves mainly due to the following actions:

- Decrease in the debt from financial institutions through the reduction of bank overdrafts, exclusively composed of intercompany cash-pooling by €1,123 million, from €1,617 million at 31 December 2024, to €494 million as at 31 December 2025, through the establishment of short-term intra-group loans for €943 million at 31 December 2025 and partial repayment of the WL Luxembourg loan of €270 million; *see Note 3 Financial Assets;*
- The repayment of the two OCEANEs for an aggregate €727 million in July 2025 (OCEANE 2019's partial repayment in June for €332 million and OCEANE 2020's repayment at maturity for €395 million), in parallel with the subscription to a new non-convertible bond issue of €550 million in June 2025; i.e., total corporate bond debt of €2,596 million as at 31 December 2025 (versus €2,754 million at 31 December 2024);
- The repayment of other borrowings amounting to €115 million, including €60 million related to commercial paper and €55 million related to Schuldschein loans maturing in May 2025;
- Repayments of intercompany loans, mainly with WL Australia Pty Ltd for €15.3 million;
- Proceeds from sale of marketable securities of €350 million, intended to finance WL S.A.'s ordinary activities;
- Positive change in cash at bank of €39 million.

As at December 31, 2025, bonds are composed of:

Main characteristics	July 2019	June 2020	December 2020	September 2023	November 2024	June 2025
	Convertible bond 7 years (**)	Straight bonds 7 years	Convertible bond 5.7 years	Straight bonds 5 years	Straight bonds 5 years	Straight bonds 5 years
Nature	Oceane	Unsecured Fixed Rate Note	Oceane	Unsecured Fixed Rate Note	Unsecured Fixed Rate Note	Unsecured Fixed Rate Note
Issue date	July 2019	June 2020	December 2020 (*)	September 2023	November 2024	June 2025
Maturity date	July 2026	June 2027	July 2026	September 2028	November 2029	June 2030
Issue size *(in € million)*	546.4	500.0	200.0	600.0	500.0	550.0
Cash received *(in € million)*	584.6	496.5	225.8	597.8	495.7	543.8
Coupon	0.0%	0.9%	0.0%	4.1%	5.3%	5.5%
Yield to maturity	(1.1%)	1.0%	(2.1%)	4.2%	5.4%	5.7%
Conversion exchange ratio	1 share per bond	N/A	1 share per bond	N/A	N/A	N/A
Early redemption option	From July 2024 to the maturity date	N/A	From July 2024 to the maturity date	N/A	N/A	N/A
Fees *(in € million)*	5.2	1.8	0.7	2.7	3.1	2.3
Call option *(in € million)*	4.2	0.0	2.1	0.0	0.0	0.0

(*) Linked to initial convertible bonds issued in July 2019
(**) In November 2024 and June 2025, partial buybacks (9% then 60,8%) of the 7-year OCEANE 2019 €600 million bond were made by the group.

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 redeemed early, converted or purchased followed by cancellation.

In June 2020, as part of the financing of the cash component of the acquisition of Ingenico (Shares and OCEANEs), as part of a €4 billion EMTN (Euro Medium Term Note) listed in Luxembourg and signed on June 22, 2020, Worldline issued two bonds of €500 million each. The first bond issue matures on June 30, 2023, and generates interest of 0.50% on the outstanding capital amount. The second bond issue matures on June 30, 2027, and generates interest of 0.875% on the outstanding capital amount.

In July 2020, Worldline issued interest-free bonds, convertible into new shares and/or exchangeable into existing shares of Worldline for an amount of €600 million maturing on July 30, 2025, unless the bonds have been redeemed early, converted or purchased followed by cancellation. The proceeds of these bonds were also used to finance the acquisition of Ingenico.

In July 2025, Worldline redeemed the remaining €395 million (after a partial repayment of €205 million in November 2024).

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

Following the acquisition of Ingenico, additional debts were transferred to the Worldline Group.

In September 2023, Worldline issued a new €600 million bond under the existing EMTN program, maturing on September 12, 2028, and paying interest at 4.125% per annum on the outstanding principal amount. These bonds are rated BBB- by S&P Global Ratings in line with the latest corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation.

On November 27, 2024, Worldline issued a bond of €500 million, matures on November 27, 2029, and generates interest of 5.25% on the outstanding capital amount.

On November 29, 2024, Worldline proceeded to a partial repayment of €54 million of the existing €600 million convertible bond OCEANE due in July 2026.

On June 4, 2025, Worldline redeemed €332 million on this convertible bond OCEANE.

On June 10, 2025, Worldline issued a non-convertible bond of €550 million, matures on June 10, 2030, and generates interest of 5.5% on the outstanding capital amount.

NOTE 11 Trade accounts, Notes payable and other liabilities

(In € thousand)	December 31, 2025	December 31, 2024
Accounts payable and invoices to be received	67,066	56,195
Staff	8,095	10,015
Social security and other employee welfare liabilities	7,005	7,946
Tax	966	1,202
Intercompany current account liabilities	-	5,432
Debts on fixed assets	1,573	1,708
Other liabilities	1,599	8,497
TOTAL PAYABLES	**86,305**	**90,995**

Maturity of trade accounts and other liabilities

(In € thousand)	December 31, 2025	<1 year	1 to 5 years	>5 years
Accounts payable and invoiced to be received	67,066	67,066	-	-
Staff	8,095	8,095	-	-
Social security and other employee welfare liabilities	7,005	7,005	-	-
Tax	966	966	-	-
Intercompany current account liabilities	-	-	-	-
Debts on fixed assets	1,573	1,573	-	-
Other liabilities	1,599	1,599	-	-
TOTAL PAYABLES	**86,305**	**86,305**	**-**	**-**

Accrued liabilities

(In € thousand)	December 31, 2025	December 31, 2024
Invoices to be received	60,971	48,844
Tax and social security	12,331	14,818
Accrued interests on bonds & cash pooling	33,249	16,408
Other accrued liabilities	-	75
TOTAL ACCRUED LIABILITIES	**106,551**	**80,144**

NOTE 12 Foreign Exchange Liability

(In € thousand)	December 31, 2025	December 31, 2024
Foreign Exchange on Short-Term Loans	2,016	383
TOTAL FOREIGN EXCHANGE LIABILITY	**2,016**	**383**

Foreign exchange on short-term loans consist of the revaluations of the following loans:

- Bambora Corp. (USD) for €0.6 million;
- Bambora Inc. (CAD) for €0.6 million;
- Softpos (PLN) for €0.4 million;
- Worldline Singapore (SGD) for €0.3 million;
- Worldline Hong Kong (HKD) for €0.1 million.

NOTE 13 Revenue

Revenue split per nature and geographical areas

	December 31, 2025		December 31, 2024	
(In € thousand)	**Value**	**%**	**Value**	**%**
Corporate activities - Group Service Agreement	96,023	62%	87,732	66%
Corporate activities - Trade Mark Fee	21,571	14%	22,173	17%
Recharges	36,885	24%	22,195	17%
TOTAL REVENUE BY NATURE	**154,479**	**100%**	**132,100**	**100%**
France	47,568	31%	31,989	24%
Foreign countries	106,912	69%	100,111	76%
TOTAL REVENUE BY GEOGRAPHICAL AREAS	**154,479**	**100%**	**132,100**	**100%**

Relationship between Worldline S.A. and its subsidiaries is 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 2025, revenue from these recharges amounts to €154.5 million and is split as follows:

- €117.6 million for corporate activities, notably management fees of €96 million in 2025, and brand licensing recharges of €21.6 million ;
- Internal recharges amounting to €36.9 million, including €16.9 million euros for insurance, training, and IT costs, and €20 million euros related to the allocation of free shares

NOTE 14 Financial result

(In € thousand)	December 31, 2025	December 31, 2024
Dividends received	15,878	13,221
Investment banking revenue	10,232	11,088
Revenue from receivables on investments	47,194	48,417
Exchange gains	8,438	2,398
Revenue from other financial investments	535	176
Redemption premium on bond	14,805	20,468
Other financial income	24,669	22,618
Release of investments depreciation	12,066	1,686
Reversal of other provisions	-	-
Total financial income	**133,818**	**120,072**
Interests on borrowings	(112,947)	(78,021)
Depreciation of investments	(3,616,278)	(335,486)
Other financial provisions	(8,114)	(5,261)
Foreign exchange losses	(5,152)	(4,921)
Net losses on disposals of transferable securities	(217)	(196)
Total financial expenses	**(3,742,707)**	**(423,886)**
NET FINANCIAL RESULT	**(3,608,890)**	**(303,813)**

The dividends received in 2025 for an amount of €15.8 million paid by Worldline Luxembourg S.A. for €15.5 million and Intouch S.A.S for €0.3 million. As a reminder, in 2024 Worldline S.A. received a dividend from EquensWorldline SE for an amount of €13.2 million.

Investment banking revenue of €10.2 million in 2025 corresponds to cash pooling's interest received from subsidiaries (versus €11.0 million in 2024).

In 2025, the €47.2 million of income from receivables linked to investments in associates comprises interest on receivables linked to participations with Worldline SA/NV (Belgium) for €29.7 million, following the reorganization of Merchant & Terminal Services in 2020, and with Worldline Luxembourg for an amount of €16.9 million.

Other financial income of €24.7 million in 2025 is composed of interest earned on bank deposits (€4.7 million), the gain on the OCEANE buy-back (€12.2 million), recharges for the Parental Guarantee (€4.2 million), interest on current accounts (€3.0 million), and amounts received relating to credit line facilities (€0.6 million).

Interest on borrowings is related to bonds, and are increasing compared to 2024, due to the subscription to the new non-convertible bond issue in 2025.

For depreciation of investments; *see Note 3 "Financial assets"*.

NOTE 15 Non-recurring items

(In € thousand)	December 31, 2025	December 31, 2024
Proceed from disposal of intangible and tangible assets	-	-
Proceed from disposal of financial investments	-	-
Reversal of provision	5,655	7,391
Other income	504	432
Total non-recurring income	**6,159**	**7,823**
Net book value of intangible and tangible assets sold	-	-
Net book value of financial investments sold	-	-
Provisions for liabilities and charges	(481)	(12,997)
Other expenses	(7,597)	(42,987)
Total non-recurring expenses	**(8,078)**	**(55,984)**
NON-RECURRING ITEMS RESULT	**(1,919)**	**(48,160)**

In accordance with ANC Regulation No. 2022-06 on the modernization of financial statements for fiscal years beginning on or after 1 January 2025, extraordinary items in the income statement include major, unusual, non-recurring, and unlikely-to-be-repeated items in future accounting periods.

As at 31 December 2025, the exceptional item is broken down as follows:

- Net costs for the Power24 severance plan amounting to €0.6 million and the Power24 retention plan costing €1.5 million;
- Internal recharges in 2025 of rationalisation, reorganisation, and integration costs recorded in 2024, totaling €0.2 million, in accordance with the accounting policy applied for the year ended 31 December 2024.

As at 31 December 2024, the exceptional item included:

- Net costs of the Power24 severance plan, aligned with the post-integration transformation objective to strengthen the group's competitiveness, amounting to €5.6 million;
- Net costs of rationalisation, reorganisation, and integration projects, totaling €42.6 million.

These project costs are charged as internal recharges to Group subsidiaries under the applicable rules and contracts; *see Note 13 Revenue*, and since 2025 the remaining costs attributable to Worldline S.A. are reclassified to operating income.

NOTE 16 Taxes

Tax consolidation agreement

Worldline's tax consolidation group holds indefinitely usable loss carry-forwards. The amount of these losses (as a taxable basis) as at 31 December 2025 amounts to €241.9 million.

Decrease and increase of the future tax charge of Worldline taxed separately

(In € thousand)	Basis decrease	Basis increase
Temporary differences	(263,839)	3,844
TOTAL TEMPORARY DIFFERENCES	**(263,839)**	**3,844**

At year-end, decreases and increases of the future tax charge basis were broken down as follows:

Decreases:

- Loss carry-forwards of (€241.9 million), composed by (€99.1 million) related to current group fiscal year 2025, of which Worldline S.A. for (€74.1 million), and (€142.8 million) related to previous group fiscal years
- Provision for pensions of (€9 million)
- Spreading of Ingenico's acquisition costs of (€5.5 million)
- Provision for risk on exchange loss (€5.4 million)
- Forex Exchange liability of (€2 million)

Increase:

- Forex Exchange asset of €3.8 million.

No deferred tax assets or liabilities had been recognized.

Breakdown between net income on ordinary activities and non-recurring items

(In € thousand)	Before tax	Computed tax	Net amount
Net income on ordinary activities	(3,670,492)	-	(3,670,492)
Non recurring items, tax credit and employee participation	(1,919)	3,031	1,112
TOTAL CORPORATE TAX	**(3,672,411)**	**3,031**	**(3,669,380)**

The computed tax of €3 million is explained by:

- The income research tax credit (CIR) of €0.1 million;
- The income consolidation tax of €3.4 million;
- The year end 2024's adjustment of corporate taxes for (€0.5 million), declared in May 2025.

NOTE 17 Off-balance sheet commitments

Commitments given

(In € thousand)	December 31, 2025	December 31, 2024
Bank guarantees	24,818	33,493
Parental guarantees	685,603	618,955
Pledge of a cash deposit	-	-
Currency swap	369,159	79,221
TOTAL COMMITMENTS GIVEN	**1,079,580**	**731,669**

For various large long-term contracts performed by its subsidiaries, Worldline SA provides parental guarantees to their contracting parties.

Currency swap's evolution is related to the SEK exchange rate, linked with Bambora Group AB's short-term borrowing.

Commitments received

(In € thousand)	December 31, 2025	December 31, 2024
Commitments received	1,125,000	1,125,000
TOTAL COMMITMENTS RECEIVED	**1,125,000**	**1,125,000**

On July 4, 2024, Worldline SA entered into a committed revolving facility (RCF) for a total amount of €1,125 million, maturing in July 2029 and extended till July 2030. As at December 31, 2025, this facility was undrawn.

NOTE 18 Related parties

The following tables present transactions between Worldline S.A. and its controlled subsidiaries:

Income statement

(In € thousand)	December 31, 2025	December 31, 2024
Financial income	66,123	61,059
Financial expenses	(5,030)	
Non-recurring expenses	(264)	(2,003)
Non-recurring income	507	19,967
TOTAL	**61,336**	**79,023**

Assets

(In € thousand)	December 31, 2025	December 31, 2024
Trade accounts and notes receivable	68,524	18,695
Group current accounts	822	15,448
Other current assets	154	1,641
TOTAL	**69,499**	**35,784**

LIABILITIES

(In € thousand)	December 31, 2025	December 31, 2024
Trade accounts and notes payable	2,052	6,861
Group current accounts	1,780	1,780
Other current liabilities	33	12,157
TOTAL	**3,865**	**20,798**

In 2025, all transactions carried out between Worldline SA and related parties were performed at normal market conditions.

NOTE 19 Other information

Average workforce per category

	December 31, 2025	December 31, 2024
Engineers and managerial staff	336	346
Employees, technicians and supervisory staff	34	37
TOTAL EMPLOYEES AVERAGE	**370**	**383**

Cost of key management personnel of the Group

In 2025, the expenses related to corporate officers included:

- Those related to the new Worldline Chief Executive Officer since March 1, 2025 ;
- Those related to the former Worldline Chief Executive Officer for the period until 30 September 2024 and its compensatory allowance (see note 4 "Other significant event of the year" of the 2024's URD);
- Those related to the Worldline Chief Executive Officer ad interim for the period from October 1, 2024 to February 28, 2025;
- The cost of the members of the Board (Director's fees expensed in 2025);
- Those related to the Chairman of the Board of Directors (both ad interim and new Chairman).

The total amount of direct and indirect remuneration of all kinds awarded for the fiscal year 2025 to the members of the management (Chairman of the Board of Directors and Chief Executive Officer) and to the Directors for their duties, amounts to €6.5 million:

- Total remuneration of €5.5 million ;
- Director's fees (attendance tokens) to be paid in 2026 to the members of the Board, for the fiscal year 2025, amounting to €1.0 million.

NOTE 20 Subsequent events

Share capital increase

On January 8, 2026, the Shareholders' Meeting approved a capital increase of €500 million, as initially announced during the Group's Capital Markets Day. The transaction is intended to strengthen the Group's financial flexibility and support its strategic transformation and is expected to be carried out during the first quarter of 2026.

Share capital reduction

On January 8, 2026, Worldline's Extraordinary General Meeting approved a share capital reduction of €187.4 million by reducing the nominal value of each share from €0.68 to €0.02 to absorb losses. The amount resulting from the capital reduction will be allocated to a restricted reserve for loss coverage purposes.

Reverse share split

In addition, the Shareholders' Meeting approved a reverse share split at a ratio of one (1) new share for forty (40) existing shares, with delegation of authority to the Board of Directors to implement the transaction. The reverse share split will be carried out in connection with the contemplated capital increase.

Worldline India payment activities Divestment

On February 25, 2026, the Group announced the strategic sale of its Indian payment activities to BillDesk, for estimated cash proceeds at closing of €60 million. The transaction is expected to be completed in the first half of 2026.

C.6 Other financial information relating to Worldline SA

C.6.1 Worldline SA five years financial summary (from parent company financial statements)

Accounting year end *(in € thousand)*	**December 31, 2025**	**December 31, 2024**	**December 31, 2023**	**December 31, 2022**	**December 31, 2021**
Duration *(in months)*	12	12	12	12	12
SHARE CAPITAL AT YEAR END:					
Share capital *(in € thousand)*	193,096	192,826	192,423	191,603	190,730
Number of common shares outstanding:					
- Ordinary	283,964,175	283,567,969	282,974,981	281,770,000	280,484,817
Maximum number of future shares to be created:					
- Through conversion of convertible bonds					
- Through exercise of equity warrants					
OPERATIONS AND RESULTS OF THE CURRENT YEAR:					
Operating revenue	154,479	132,100	116,961	111,939	296,151
Income before taxes, profit sharing, amortization and provisions	(73,300)	(48,392)	37,995	23,536	106,695
Income taxes	3,031	(1,116)	11,818	24,075	33,431
Profit sharing	-	190	(435)	(207)	(1,939)
Amortization and provisions	(3,599,110)	(332,818)	(2,185,182)	18,769	(892,553)
Net income/(losses)	(3,669,380)	(382,136)	(2,135,804)	66,173	(754,366)
Distributed income	-	-	-	-	-
EARNINGS PER SHARE *(in €):*					
but before amortization and provisions	(0.25)	(0.17)	0.17	0.17	0.49
Net earning	(12.92)	(1.35)	(7.55)	0.23	(2.69)
Dividend per share	-	-	-	-	-
EMPLOYEE DATA:					
Average number of employees during the year	370	383	408	400	1559
Total payroll	**33,466**	**35,047**	**35,200**	**33,755**	**90,381**
Total benefits	**36,563**	**21,739**	**16,551**	**14,971**	**41,330**

C.6.2 Statement used to present information on supplier and customer payment terms mentioned in article D. 441-6 of the French Commercial Code

	Article D. 441 I. -1° of the French Commercial Code: Invoices received not paid as of the closing date and where the term of payment is due					
Trade Payables Invoices sent, not paid	**0 day (indicative)**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 days and more)**
(A) Late payment tranche						
Number of concerned invoices	208	104	64	11	30	209
Total amount of invoices concerned including tax	4,496,602 €	3,142,894 €	1,138,650 €	211,592 €	48,349 €	4,541,484 €
Percentage of the total amount of purchases for the fiscal year including tax	3.5%	2.4%	0.9%	0.2%	0.0%	3.5%
(B) Excluded invoices of (A) related to disputes or unrecognized receivables						
Number of excluded invoices						
Total amount of excluded invoices including VAT						
(C) Reference payment terms used (contractual or legal deadline - article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used to calculate late payments	Contractual deadlines : 30 and 60 Days - at invoice date (Intercompanies)					

	Article D. 441 I. -2° of the French Commercial Code: Invoices issued not paid as of the closing date and where the term of payment is due					
Trade Receivables Invoices issued, not paid	**0 day (indicative)**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 days and more)**
(A) Late payment tranche						
Number of concerned invoices		187	53	29	314	583
Total amount of invoices concerned including tax	0 €	24,489,534 €	1,265,681 €	552,124 €	2,039,283 €	28,346,621 €
Percentage of turnover for the fiscal year including tax	0.0%	17.7%	0.9%	0.4%	1.5%	20.5%
(B) Excluded invoices of (A) related to disputes or unrecognized debts *						
Number of excluded invoices						
Total amount of excluded invoices including VAT						
(C) Reference payment terms used (contractual or legal deadline - article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used to calculate late payments	*Contractual deadlines : 30 and 60 Days - at invoice date (Intercompanies)*					

* Disputed supplier invoices for which credit note is awaited are excluded.

C.7 Related party transactions

C.7.1 Agreements entered into with SIX Group AG in relation with the acquisition of SIX Payment Services

As a reminder, Worldline and SIX Group AG entered into a master agreement on May 14, 2018, relating to the acquisition by Worldline of the payment services division of SIX Group AG. In the context of this acquisition completed on November 30, 2018, the following agreements have been, notably, entered into between Worldline and SIX Group AG:

- A Second Settlement Agreement signed on June 9, 2020, in the context of finalizing certain post-closing actions. These actions include in particular: (i) finalizing and definitively closing the accounts used to complete the acquisition; (ii) formalizing SIX Group AG's commitment to pay Worldline the amount of the price adjustment set at CHF 58,975,000; (iii) waiving the right to reclaim issues that have already been taken into account in the final accounts for the execution of the transaction, (iv) resolving certain pending issues following the completion of the acquisition as well as (v) agreeing to a commitment by SIX Group AG to indemnify Worldline for the maximum amount of CHF 2,800,000 for any contingent liabilities due to an ongoing dispute. The signature of this Second Settlement Agreement was authorized by the Board of Directors on June 9, 2020, and approved by the Shareholders' General Meeting on May 20, 2021 (4th resolution);
- A Shareholders' Agreement between SIX Group AG and Worldline (the "**SIX Group AG Agreement**"). As a consequence of the distribution by Atos SE of Worldline shares on May 7, 2019, the SIX Group AG Agreement has been amended. This amendment was authorized by the Board of Directors and approved by the Shareholders' General Meeting on April 30, 2019. A very limited number of technical provisions contained in the SIX Group AG Agreement and its amendment are still in force and relate in particular with the cooperation between Worldline and SIX Group in order to facilitate any transfer by SIX Group of Worldline securities in a manner that does not disrupt the orderly trading of the securities provided that costs relating to such cooperation shall be borne by SIX Group. Given that the remaining commitments constitute customary commitments entered into under usual conditions, the Shareholders' Agreement does not qualify any longer as a regulated-party agreement.
- A series of agreements relating to commercial, IT infrastructure services, transitional services, trademarks, real estate agreements and governance-related agreements:
  - **Commercial agreement relating to services to the Swiss banking ecosystem (SBSA)**
    - **Parties to the SBSA**: a Worldline Group entity (Worldline Switzerland AG – ex-SIX Payment Services AG) as service provider and a SIX Group entity (SIX BBS AG – ex-Swisskey AG) as service recipient;
    - **Duration**: 10 years as from November 30, 2018;
    - **Purpose**: under this Swiss Banks Services Agreement (the "**SBSA**") governed by Swiss law, SIX BBS AG is the recipient of services such as debit card processing, Automated Teller Machine processing and TWINT finance processing to the Swiss banking ecosystem, long-term oriented quality of services and best in-class innovation;
    - **Important provisions**: the termination provisions may, in particular, be triggered in the event of a direct or indirect change of control of Worldline Switzerland AG (including, inter alia, where the legal or beneficial ownership of over 50% of its capital or similar is acquired by another entity, where it is merged with or into another unaffiliated entity, where all or substantially all of its assets are transferred, or where the power to direct or cause the direction of the management and policies of Worldline Switzerland AG or the power to elect the majority of its Board members is acquired by another entity);
    - **Amount**: in 2025, Worldline Switzerland AG invoiced SIX BBS AG in connection with the SBSA for €37.2 million.

- **IT infrastructure services agreement (Long Term Infrastructure Agreement – "LTIA")**
  - **Parties**: a Worldline Group entity (Worldline Switzerland AG – ex-SIX Payment Services AG) as service recipient and a SIX Group company (SIX Group Services AG) as service provider;
  - **Duration**: 10 years as from November 30, 2018,
  - **Purpose**: under the LTIA, Worldline Switzerland (and its affiliates) receive certain services including system services, network services, security and compliance services, IT operations services and service desk services from SIX Group Services AG necessary for the continuation of the payment services business without interruption;
  - **Amount**: in 2025, Worldline Switzerland AG paid to SIX Group Services AG a total of €17.6 million in connection with the LTIA;
- **Real-estate agreements**
  - **Parties**: a SIX Group entity (SIX Management AG) as service provider and a Worldline Group entity (SIX Payment Services AG) as service recipient;
  - **Purpose**: facilities management agreements relating to certain facilities services in respect of properties in Zurich (Switzerland);
  - In addition, sub-lease or lease agreements have been entered into with SIX Management AG pursuant to which SIX Group entities, acting as proprietors or main tenants, lease or sublease business-related property in Central and Eastern Europe to Worldline's entities;
  - **Amount**: in 2025, Worldline Group paid to SIX Group a total of €4.5 million in connection with the foregoing real-estate agreements.
- **Sale of Electronic Data Management activity (ex-Cetrel Securities)**

A Share Purchase Agreement between SIX Exchange Group AG and Worldline Schweiz AG (the "SPA") has been executed on November 5, 2025. The SPA provides for the sale of the Electronic Data Management activity (ex-Cetrel Securities) which supports customers in complying with regulatory requirements and minimising related risks. Closing is expected in the first half year of 2026, subject to customary regulatory approvals.

- **Trademark agreement**

  A trademark license agreement has been entered into between SIX Group AG as licensor and various Worldline Group entities as licensees, pursuant to which certain trademarks of SIX Group AG are licensed to these entities for use for the purpose of continuing the payment services business without interruption. This agreement is effective for a duration of 5 years (*i.e.* until November 30, 2023). This trademark license has been granted to Worldline as part of the acquisition of SIX Payment Services free of charge. At the time of purchase price allocation, such right to use the SIX brand represented an intangible asset of €3.7 million, fully amortized over 12 months. Therefore, the trademark license has no longer an impact from an accounting point of view and no royalties are paid.

- **Other agreements**

  Some of Worldline Group companies (which were part of SIX Payment Services) provide services to certain SIX Group companies, inter alia, for the purposes of monitoring services, pricing solutions, data integration and sub-contracting of certain customer agreements.

  In 2025, Worldline Group paid SIX Group a total of €0.6 million in connection with the foregoing agreements.

C.7.2 Agreements entered into in relation with the acquisition of Ingenico Group

As a reminder, in the context of the acquisition of Ingenico Group, Worldline entered into the following agreements with Deutscher Sparkassen Verlag GmbH ("**DSV Group**") on June 8, 2020:

- A Business Combination Agreement ("**BCA**") in order to formalize their agreement, in particular the definition of the conditions surrounding the contribution by Worldline of its Merchant Services activities in Germany and Austria to PAYONE and the acquisition by the Worldline Group of the Swiss-based activity of PAYONE (a joint venture created with DSV Group). The BCA has been amended on January 25, 2021, and on November 25, 2021, after authorization by the Board of Directors and then approved by the General Meetings on May 20, 2021 (5th resolution) and on June 9, 2022 (7th resolution). The purposes of the amendments were respectively to postpone the closing date and to finalize the post-closing operations (for more details please see section E.8.2 of the 2021 Universal Registration Document).
- A shareholder's agreement setting forth the rules of governance of PAYONE and the appointment of a representative of DSV at the Board of Directors of Worldline SA.

In addition, as a reminder (see sections E.8 and G.2.3.1 of the 2021 Universal Registration Document for more details), Worldline has entered into some agreements with BPI France Participations and SIX Group AG which provide for the appointment of representatives of the latter to the Board of Directors of Worldline.

C.7.3 Agreements entered into with Crédit Agricole in relation with the JV CAWL

Crédit Agricole is the non-controlling shareholder of CAWL, jointly held entity controlled by Worldline and fully consolidated.

In this respect, the Worldline Group, including CAWL, has entered specific agreements, that notably include:

- *Framework Partnership agreement:* this agreement dated on July 28, 2023 formalizes the conditions of implementation and the operational principles of the partnership. The framework partnership agreement also defines the reciprocal exclusivity commitments between the parties, the scope of the partnership and the characteristics of CAWL and its relationship with the parties. It sets out the respective commitments of the parties under the successive phases of the partnership as described below:
  - A first phase taking the form of a commercial partnership with (i) CAWL acting as coordinator of Worldline and Crédit Agricole joint commercial responses to customers and (ii) Crédit Agricole reselling Worldline e-commerce gateway through its affiliates; then completed by
  - A transitional phase provided by the agreement dated on November 5, 2025 where, in addition to the activities performed during the first phase, CAWL provides Crédit Agricole affiliates with instore and online gateway services for SMB merchants; and
  - A second phase taking the form of an full function industrial partnership for merchant electronic payment services combining acceptance services and acquisition services, through CAWL.
- *CAWL Shareholder's agreement:* this agreement dated on March 19, 2024 organizes the parties' relations within CAWL and define their respective rights and obligations as shareholders. The shareholders' agreement provides for the conditions under which the parties cooperate within CAWL; the rights and obligations of the parties in relation to the governance of CAWL; the rights and obligations of the parties involved in holding and transferring the shares making up CAWL's capital.
- *Business Referral Agreement:* This agreement sets forth the terms and conditions pursuant to which some Credit Agricole Group Banks will distribute Worldline services in France to their customers.
- *Support Services Agreement:* This agreement sets forth the terms and conditions pursuant to which Crédit Agricole Payment Services shall provide support services to CAWL.

C.7.4 Agreements entered into for the comtemplated capital increase of the Company

As a reminder, at its Capital Markets Day on November 6, 2025, the Company announced a contemplated c. €500 million equity capital increase to support the execution of its North Star 2030 strategic transformation plan and to strengthen its financial flexibility, the capital increase, anchored by Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas, will be made through:

(i) **a reserved capital increase**, for a total gross amount of approximately €108 million to be subscribed by BNP Paribas, Bpifrance Participations and Crédit Agricole S.A., (following which, Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas will respectively hold 9.6%, 9.5% and 7.9% of the share capital of the Company) as well as

(ii) **a capital increase with preferential subscription rights**, which will be open to all shareholders in proportion to their existing shareholdings, and which will also be subscribed by BNP Paribas, Bpifrance Participations and Crédit Agricole S.A. (through Delfinances) for approximately €135 million (i.e., in proportion to their respective shareholding in the Company's share capital (following completion of the reserved capital increases and for an aggregate additional amount of approximately €29 million).

In this context, Worldline has entered into two subscription commitments executed between respectively (i) the Company and Bpifrance Participations and (ii) the Company and Crédit Agricole S.A. on 5 November 2025.

These agreements set forth the terms and conditions of the subscription and lock-up commitments of Bpifrance Participations and Crédit Agricole S.A. for the contemplated c. €500 million equity capital increase. Pursuant to these agreements, Bpifrance Participations and Crédit Agricole S.A. have committed:

- to subscribe to the reserved capital increase reserved to each of them, at a subscription price of € 2.75, for an amount of:
  - Bpifrance Participations: €45,992,999.25; and
  - Crédit Agricole S.A.: €30,036,998.75.
- to subscribe not subject to reduction (*à titre irréductible*) to the capital increase with preferential subscription rights pro-rata to their current shareholding in Worldline, as determined following completion of the reserved capital increases, and, for Crédit Agricole S.A., subject to Crédit Agricole S.A. not holding more than 18% of the share capital or voting rights of the Company and not becoming the largest Company's shareholder;
- to provide an additional commitment amount of 11.4 million euros for Bpifrance Participations and 10.7 million euros for Crédit Agricole S.A. in order to facilitate the execution of the capital increase with preferential subscription rights;
- to vote in favor of the resolutions relating to the capital increase at the extraordinary general meeting of shareholders of 8 January 2026, take all necessary steps to implement the capital increase and, where applicable, make their best efforts to ensure that the directors appointed upon the proposal of Bpifrance Participations and Crédit Agricole S.A. vote in favor of all decisions necessary for the implementation of the contemplated capital increase; and
- to maintain their shareholding (lock-up) in Worldline until the date falling 180 calendar days after the settlement-delivery date of the contemplated capital increase with preferential subscription rights, subject to usual exceptions.

The subscription commitments of Bpifrance Participations and Crédit Agricole S.A. are subject to the following conditions precedent:

- approval of the authorizations required to implement the Transaction by the extraordinary general meeting of shareholders of 8 January 2026;
- the customary regulatory approvals;
- the approval by the *Autorité des Marchés Financiers* and the publication by the Company of a prospectus prepared on a voluntary basis in accordance with the Prospectus Regulation, comprising (a) the Company's Universal Registration Document (*Document d'Enregistrement Universel*) for the 2025 financial year, (b) a securities note (*Note d'opération*), and (c) the prospectus summary (*résumé*) (included in the securities note);
- the publication by the Company of any inside information within the meaning of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as amended;
- each of the other Investors' commitments must remain in full force and effect, it being specified that the subscription commitments of the other investors were an essential condition to the subscription commitment of each relevant investor and that none of them are subject to governance-related conditions; and
- the implementation of the Transaction no later than 30 May 2026.

On January 8, 2026, Worldline entered into a standby underwriting letter (the "Standby Underwriting Letter") in connection with its contemplated capital increase with preferential subscription rights for shareholders, with a banking syndicate including Crédit Agricole Corporate and Investment Bank (together, the "Underwriters"). This agreement was entered into to progress in securing the operation to increase the capital with preferential subscription rights for the Company's shareholders for a total amount of approximately €392 million (including issue premium), pending its effective launch.

Pursuant to the Standby Underwriting Letter, the Underwriters have undertaken severally but not jointly (sans solidarité) to underwrite the shares to be issued in the context of the rights issue up to an aggregate amount of EUR 257 million, excluding any shares to be subscribed by Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas pursuant to the above investors' subscription agreements and on terms set out in such Standby Underwriting Letter and pursuant to the final terms and conditions set forth in an underwriting agreement to be negotiated in good faith and entered into by the Underwriters and the Company in connection with the rights issue (the "Underwriting Agreement"). The Standby Underwriting Letter and the Underwriting Agreement would not constitute a garantie de bonne fin within the meaning of Article L. 225-145 of the French Commercial Code.

C.8 Non-IFRS financial measures

C.8.1 Adjusted EBITDA

In addition to IFRS measures, the Group uses an additional performance measure, Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization (Adjusted EBITDA), which excludes from operating margin the impact of depreciation and certain other expenses detailed in the table below. Adjusted EBITDA is a non-IFRS measure and has no standard definition. As a result, the definition used by the Group may not correspond to the definitions given to the same term by other companies. Adjusted EBITDA should not be used in lieu of IFRS measures.

The following table provides a reconciliation of operating margin to adjusted EBITDA, on a consolidated basis.

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)	Variation
Operating margin	**382.1**	**611.9**	**(229.8)**
+ Depreciation of fixed assets	353.0	323.5	29.5
+ Net book value of assets sold/written off	7.3	6.3	0.9
+/- Net charge/(release) of pension provisions	3.9	8.1	(4.3)
+/- Net charge/(release) of provisions	(9.0)	17.1	(26.1)
ADJUSTED EBITDA	**737.2**	**966.9**	**(229.7)**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

C.8.2 Free Cash Flow

In addition to cash flow calculated in accordance with IFRS, the Group presents the non-IFRS indicators “Cash from operation”, “Unlevered Free Cash Flow” and “Free Cash Flow”. These indicators are calculated based on adjusted EBITDA, which is calculated as described above.

The following table sets forth a reconciliation of adjusted EBITDA to Cash Flow from Operation, then from Cash Flow from Operation to Unlevered Free Cash Flow, and then from Unlevered Free Cash Flow to Free Cash Flow, for the periods indicated.

In € million	12 months ended December 31, 2025	12 months ended December 31, 2024(*)
Adjusted EBITDA	**737.2**	**966.9**
Capital expenditures	(248.3)	(263.2)
Lease expenditures (Lease under IFRS16)	(118.2)	(106.4)
Change in working capital requirement	35.1	(87.9)
Cash from operation	**405.8**	**509.4**
Taxes paid	(141.5)	(135.1)
Rationalization & associated costs in other operating income	(136.3)	(152.8)
Integration and acquisition costs	(78.1)	(87.7)
Other changes	(19.6)	(10.1)
Unlevered Free Cash Flow	**30.4**	**123.7**
Income (cost) of net financial debt	(56.3)	(1.8)
FREE CASH FLOW	**(26.0)**	**121.9**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

The following table sets forth a reconciliation of "Cash from operations" calculated on the basis set forth above to "Net cash flow from operating activities" on an IFRS basis.

In € million	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Cash from operation	**405.8**	**509.4**
- Operating Investments	248.3	263.2
- Lease expenditures (Lease under IFRS 16)	118.2	106.4
Income tax paid	(141.5)	(135.1)
Rationalization and associated costs (from other operating income and expense)	(136.3)	(152.8)
Integration and acquisition costs	(78.1)	(87.7)
Other operating income and expense	(8.1)	(2.7)
Other financial income and expense	0.0	0.0
Net cash flow from operating activities	**408.4**	**500.7**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

C.8.3 NET DEBT

In addition to financial debt calculated in accordance with IFRS, the Group presents the net debt calculated as follows:

- total borrowings (bonds, finance leases, short and long-term bank loans, securitization and other borrowings);
- short-term financial assets and liabilities bearing interest with a maturity of less than 12 months;
- less cash and cash equivalents (transferable securities, cash at bank and in hand);
- IFRS 16 lease liabilities.

The following table provides a summary of the Group's net debt:

(In € million)	As at December 31, 2025	As at December 31, 2024
Non-current financial debt	(2,140.8)	(2,496.3)
Current portion of financial debt	(693.1)	(879.9)
Cash and cash equivalents	898.2	1,766.4
Lease liabilities	(283.5)	(402.3)
TOTAL NET CASH/(DEBT)	**(2,219.2)**	**(2,012.1)**

C.8.4 EBITDA

In addition to operating margin calculated in accordance with IFRS, the Group presents "EBITDA" calculated from operating margin as described below. This indicator is used for top managers' incentives.

The following table provides a reconciliation of operating margin to EBITDA for the periods indicated.

(In € million)	12 months ended December 31, 2025	12 months ended December 31, 2024 (*)
Operating margin	**382.1**	**611.9**
Depreciation of fixed assets	353.0	323.5
Net book value of assets sold/written off	7.3	6.3
Net charge/(release) of pension provisions	3.9	8.1
Net charge/(release) of provisions	(9.0)	17.1
Rationalization and associated costs (from other operating income and expense)	(81.1)	(218.5)
Integration and acquisition costs	(70.7)	(87.6)
EBITDA	**585.3**	**660.8**

(*) In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as "discontinued operations" (refer to Note 5). The impacts of these restatements are presented in Note C.3.4

D

Worldline risk management framework

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D.1 Context

The fast-evolving payment landscape and Worldline's ambition to be the European leader in payments technology and true payments partner, placing our customers' needs at the center of our activities, demands robust and proactive risk management. The Group transformation ambitions, combined with the complexity of its environment and associated uncertainties, require a well-structured organization to ensure effective risk mitigation. Risk management is, therefore, embedded in Worldline's strategy and processes, supporting both operational and strategic decision-making to help achieve the Group's objectives. Un properly managed risks, if realized, could have a significant adverse impact on Worldline's ambitions. To address this, the Group embraces a continuous risk assessment process and applies targeted internal controls in constant improvement.

Worldline's matrix organization structure combines Go To Markets (GTMs) with regional and functional management through Support Functions. This setup enables a multidimensional view of operations, where risks are assessed and monitored across business lines and functions.

The Group operates a three lines model, with the Risk Management, Compliance, Security, and Resilience departments as the second line, and Internal Audit as the third. The second line plays a critical role in overseeing the risk management framework and implementing effective controls, while Internal Audit provides independent assurance to senior management on governance and control standards.

Risk management activities and the implementation of risk responses are closely monitored by executive management at Group and local level. Additionally, a consolidated risk view is regularly presented to the Group Audit and Risks Committee.

Worldline's risk management framework also takes into account the requirements of various regulators overseeing licensed Worldline entities and is regularly reviewed with them.

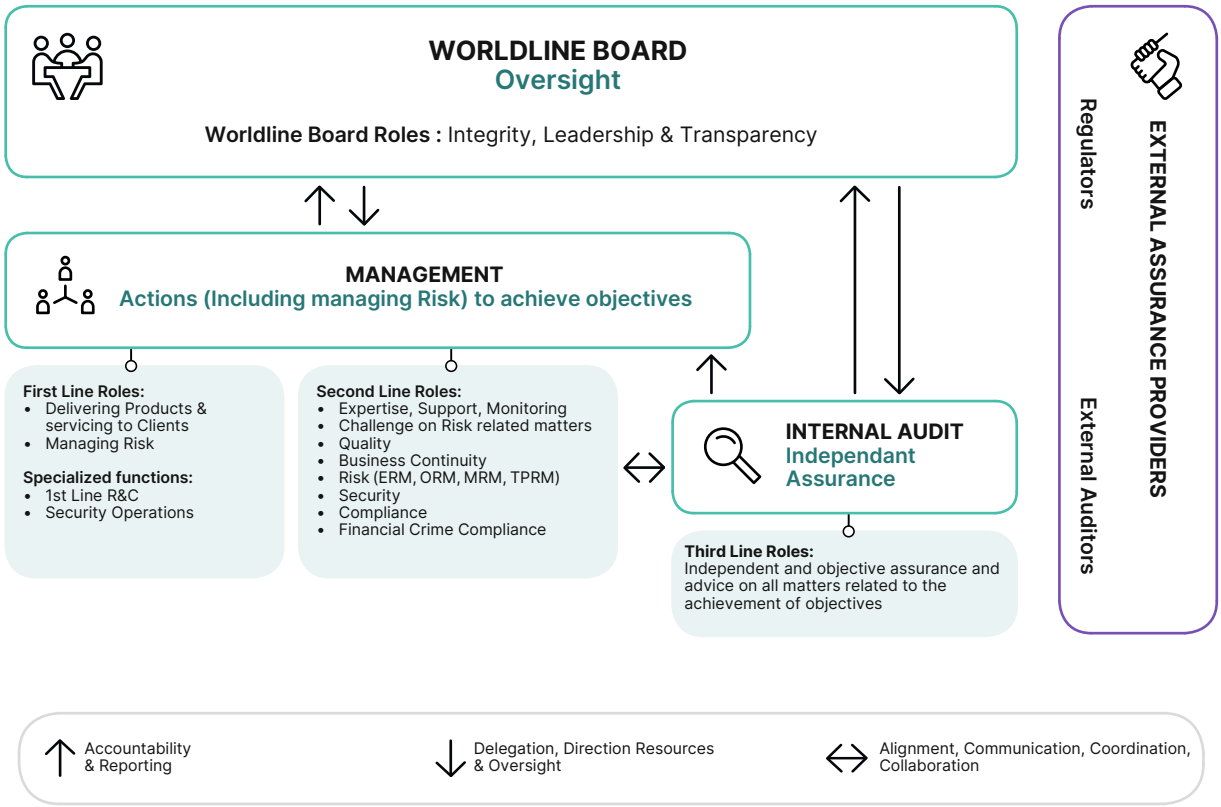
Investors are encouraged to review the Universal Registration Document carefully, particularly the risk factors outlined in this chapter. The specific risks detailed in section D.3 are those that, if they materialize, could significantly impact the Group's objectives. Additionally, investors should be aware that other risks may exist which are not yet identified, or whose impact may not currently be considered material.

D.2 A tailor made framework

At Worldline, a risk is defined as the possibility that events will occur that affect the achievement of Worldline's strategy and business objectives.

Risk management is an integral part of the Group's activities. Its organization, the corresponding governance, as well as the dedicated activities deployed for a transversal management of risks are described in the paragraphs below.

The risk management organization is consistent with the Institute of Internal Auditors' Three Lines Model.



The first line is responsible for the day-to-day implementation of activities and processes. As such, it oversees implementing effective internal controls as risk and control owners.

Risk management activities are pure second line players providing oversight as well as tools, systems and guidance necessary to support, challenge and monitor the first line in identifying, managing and monitoring risks. Accordingly, and as the first line, the second line is regularly audited by Internal Audit to provide reasonable assurance on the Second line oversight.

The Risk, Resilience & Security functions are directly reporting to the Group CEO.

D.2.1 Worldline risk management Organization

Risk management at Worldline is a shared responsibility across all employees, with the tone set from the top by the Board, which actively oversees the organization's risk profile and monitors the risk management framework through its Audit and Risks Committee. The Executive Committee and its dedicated committees are managing risks strategically, ensuring a balanced approach that allows Worldline to achieve its objectives while also safeguarding.

- Compliance with applicable laws and regulations,
- Reliability of financial information, and
- Operational effectiveness and efficiency.

Worldline's governance requires close risk monitoring and involvement at all levels of the organization, including both Go To Markets (GTMs). This is achieved through a global risk management structure composed of specialized Group risk teams that oversee central functions and guide local risk teams that are embedded in each GTM.

The Group's risk management framework is based on international standards, particularly the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission) and ISO 31000 guidelines. This alignment ensures Worldline meets stakeholder expectations, including those of regulators, customers, partners, and external auditors. Core risk management principles are defined at the Group level and are mandatory for all entities. The framework is periodically adapted through addendums to meet the unique needs of each business activity.

D.2.2 A dedicated governance

The Company's governance structure aims to ensure that relevant and reliable information is effectively communicated in a timely manner to the relevant stakeholders.

Top-down and bottom-up communication channels are defined within each function to cascade instructions and get feedback on their execution & corresponding risks.

Worldline distributes information throughout the organization on a need-to-know basis, including management's messages on objectives and quality of service as well as risk management, through several channels, including but not limited to:

- Regular management communication;
- Risk, Resilience and Security SharePoint site;
- The global Governance, Risk & Compliance tool.

Formal reporting lines have been defined based on the operational and the functional structures. This reporting structure is aligned to standard formats and concerns both financial and non-financial information as well as operational performance. At Group level, the main bodies to supervise the deployment of the risk management activities are described below:

Board of Directors supported by the Audit Committee of the Board

The Board of Directors prepares governance rules outlining the Board's role supported by its committees, who report on the quality of internal controls. The Audit and Risks Committee is informed of the content and the implementation of internal control procedures used to ensure the reliability and accuracy of financial information and operations and stays informed about the proper implementation of internal controls.

It is materialized by a regular review conducted by the Group Audit and Risks Committee of the Board of the status of principal risks. This is completed by specific deep dives when needed. On a quarterly basis, the Audit and Risks Committee also conducts a thorough analysis of all the major critical contracts and major litigations.

Group Executive Committee

Executive managers are responsible and accountable for achieving the Group's business and strategic objectives, as well as for overseeing day-to-day operations within their areas. They receive regular risk reports, ensuring transparency and providing updates on the progress of defined actions to support effective decision-making.

Group Merchant Risk and Compliance Committee (GMRCC)

At Group management level, the Global Compliance Function reports at least twice a year on compliance matters to the Compliance Committee. The reporting covers Ethics & Anti-Corruption, regulatory compliance and Data Protection and focuses on compliance policies and processes, risk overviews and action plans, main programs and projects, awareness strategy and progress, main regulatory compliance evolution as well as follow-ups of audit actions. Since October 2024, Financial Crime Compliance is split from the Global Compliance function and reports directly to the General Secretary. A Financial Crime Compliance Committee has been established.

The Group Merchant Risk Committee gathers once a month focusing on Merchant related risks (this includes monitoring the merchant risk portfolio in line with the risk appetite as well as decisions on individual merchant cases requiring approval by the top management). This Committee is chaired by the Group Chief Executive Officer. Permanent members of the Committee include in particular the Group Chief Financial Officer, the Group Chief Technology Officer, the Group Chief Risk Officer and each Head of GTM as well as Group Head of Compliance, Group Head of Financial Crime Compliance and Group Legal Operations.

GTMs and local Entities Management Committee

The GTMs and local risk management teams provide regular reporting to each GTM and local management, enabling effective risk monitoring and timely decision-making at the appropriate level. This structure ensures direct communication between risk teams and business units, allowing for rapid alerts on emerging threats and quick action on risk-related issues.

GTM and local management can then determine and implement appropriate risk responses accordingly.

Local Board of Directors

In accordance with local regulations & laws, local Boards of Directors are established for concerned entities. In such a case, the same principles as the ones described for Group level are applied.

D.2.3 Risk management activities & tools

D.2.3.1 Main principles

The risk management team operates as a second-line function, supporting the business in identifying, assessing, and monitoring risks across the organization. This includes oversight of bids, projects, operations, IT systems, and third-party relationships. The function is structured into specialized teams, each focusing on specific risk types. At the Group level, centralized steering defines the principles and policies to be applied by local risk teams.

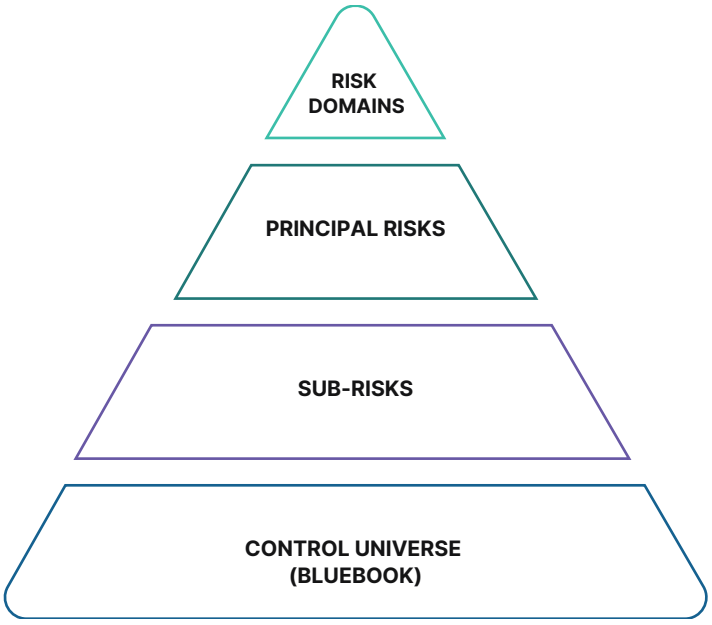
Dedicated risk managers within each GTM implement key components of the risk framework locally, supporting the business in establishing effective risk management processes. They promote risk awareness within their areas, maintain centralized risk registers, deliver training to business units, and advise senior management on appropriate risk responses and escalation paths when necessary.

D.2.3.2 Key elements for combined assurance

In line with the three lines model, the overall objective is to provide a combined assurance to all stakeholders on the effectiveness of the implemented internal control and risk management processes. To achieve this, the risk management framework has been cascaded down to all entities & functions through the global risk management policy.

A key element of the risk policy is the Worldline risk taxonomy, which is the reference shared with Group Internal Audit and other 2nd line functions. It allows consistency and facilitates consolidation through departments. The heatmap, risk evaluation criteria and thresholds are defined and used by all stakeholders.

The Risk Taxonomy



D.2.3.3 Global risk management Functions

D.2.3.3.1 Enterprise and operational risk management

Enterprise Risk Management (ERM) provides a holistic approach to identifying, assessing, managing, and monitoring risks across an entire organization. ERM aims to provide a framework that enables the organization to understand the interconnected nature of various risks and to manage them in alignment with overall business objectives. To create the unified view of risk a central risk register is maintained and translated into a risk heatmap highlighting the top risks. Both the risk register and risk heatmap are revised on a regular basis under the sponsorship of senior management.

Risks are collated from across the business and rated consistently by applying standard impact and likelihood scales. Based on the taxonomy developed within Worldline, this assessment covers potential risks related to:

- Finance;
- Operations, including the delivery of services and products, employees, the performance of internal systems, security and safety, and customer fraud;
- Legal and Compliance;
- Strategy.

Operational risk management is defined as the risk of loss resulting from inadequate or failed internal processes, systems or people, or from external events. More broadly, it is the risk that may affect Worldline's resilience and ability to execute its business plan. While Enterprise Risk Management is focusing more on providing a holistic top-down view to support strategic decision making, operational risk is focusing on more specific assessments of processes, functions or systems and ensuring adequate controls are put in place to mitigate inherent risks in the business.

Internal control is at the heart of the risk management activities and defined as set of processes, procedures, and mechanisms that an organization implements to ensure the integrity of its financial reporting, operational effectiveness, regulatory compliance, and asset protection. These controls are designed to provide reasonable assurance that the organization achieves its objectives in an orderly and efficient manner.

The main referential for Worldline's Internal Control activities is the Group's Control Universe (BlueBook) which is deployed across the GTMs through the local risk officers. The BlueBook includes key control activities of the Group and does not only cover the financial processes, but also various other areas such as delivery, procurement, human resources, as well as risk and compliance activities (*e.g.* security, legal, sustainability).

The BlueBook is updated and distributed throughout the Group every year, considering new or changed services or processes and related control activities. This document evolves along with the processes and the emerging risks.

Some controls are part of dedicated frameworks, for specific purposes (*e.g.* certifications, client assurance reports) and should be considered as sub-parts of the BlueBook (*e.g.* Financial reporting, ISAE 3402, PCI DSS, etc.).

The effectiveness of the control framework is monitored by the 2nd line through specific Key Performance Indicators (KPIs), Process at risk assessments, control self-assessment questionnaires and control testing campaigns and reported to the executive management on a recurring basis.

Next to the control monitoring activities driven by the risk function, regular assessments are performed by "independent auditors" including:

External Auditors:

- **ISO Auditors:** following an audit plan covering ISO standards for quality (ISO 9001), Security (ISO 27001); Environment (ISO 14001) and IT service (ISO 20000); PCI DSS certification
- **External Financial Auditors**: focused on the reliability of financial information;
- **Service auditors** (performing ISAE 3402 audits): focused on key controls implemented to ensure the effectiveness of processes that support the services in scope of the ISAE 3402 (for Worldline clients).

Internal Audit:

Being Worldline's third line of defense, Group Internal Audit (GIA) contributes to the overall Internal Control and risk management framework. On the basis of a risk-based multi-year and annual audit plan, approved by the Audit Committee, GIA assesses both support functions and operations/core business across the Group. Internal Audit evaluates the design and operating effectiveness of key controls, verifies that Internal Control procedures are properly enforced, and supports continuous improvement of processes and governance arrangements.

In 2025, Internal Audit executed 72 audit assignments (excluding investigations requested by General Management) covering the functioning of the Internal Control system in support functions (Finance, Human Resources, Purchasing, Sales, Compliance, Risk Management, IT & Security) and in operations/core business (including platforms, processing activities, cyber resilience and business continuity). Each assignment is finalized by the issuance of an audit report including agreed action plans to be implemented by the relevant management.

Working towards combined assurance, the yearly audit plan is executed using a risk-based approach that takes into account the Group's risk mapping, inputs from Risk Management, Internal Control and Compliance, as well as specific expectations from regulators and card schemes. Twice a year, a full review of open audit recommendations is performed by Internal Audit with the concerned owners; the status of implementation is reported to the Group Executive Committee and to the Audit Committee. In 2025, we closed 81% of audit recommendations rated medium or higher reflecting implementation within the agreed deadlines.

This governance is regularly reviewed and challenged by Internal Audit. The function operates in accordance with a consistent Group methodology, aligned with the Global Internal Audit Standards issued by The Institute of Internal Auditors (IIA) and the IFACI Professional Framework. Dedicated Internal Audit points of contact are appointed for major and regulated entities, ensuring appropriate coverage of local regulatory requirements and effective coordination with second-line functions.

The Audit Committee and the Group Executive Committee receive regular reports on the execution of the audit plan (coverage of entities and key risks, objectives, main results and recommendations, overdue and critical actions). Internal Audit maintains ongoing dialogue with the statutory auditors and other external assurance providers to ensure efficient coordination between internal and external assurance work and to avoid overlaps.

Internal Audit also actively supports payment institutions and other regulated entities within the Group in meeting their regulatory expectations (including prudential, PSD2, DORA and local supervisory requirements) without assuming management responsibilities. In particular, independent assessment of the internal control and governance framework of the main regulated entities is included periodically in the audit plan, and the results are communicated to the relevant governing bodies and, where applicable, to competent authorities.

In March 2025, Worldline Group Internal Audit obtained professional quality certification from IFACI in accordance with the 2025 Professional Framework of the IIA and IFACI, following a new independent external assessment. This certification confirms the high level of quality and professionalism of the function and its overall conformity with international internal audit standards.

D.2.3.3.2 Internal controls related to financial information

D.2.3.3.2.1 Systems related to accounting and financial information

Worldline's internal control system is linked to the internal control reference framework prescribed by the AMF (*Autorité des Marchés Financiers*). Accordingly, the financial governance of the Group relies on a set of global financial processes, that are part of the Internal Control system and that call for specific attention due to their sensitivity:

- **Financial Operations:** General Accounting, Terminal Inventory Management, Invoicing & Cash Collection, Intermediation Accounting, Taxes, Insurance, Pension and Consolidation
- **Controlling processes:** Bidding & Invest, Management Reporting, Budget & Planning
- **Expertise processes:** Treasury, Procurement, Real Estate and Facility Management

D.2.3.3.2.2 Local and Group financial organization

The management of the Finance function is performed through the Finance Management Committee (MANCO) chaired by the Group CFO.

This Committee is held on a weekly basis gathering the managers of the main functions within the Finance organization. This Committee deals with transversal topics that are critical for the Group and with operational topics and GTM-specific issues.

Group Finance department oversees the steering of the financial processes, especially through the financial consolidation, the monitoring of financial compliance matters, the supply of expertise and the control of the reported financial information. It reviews accounting options, significant accounting items, as well as potential internal control weaknesses and initiates required corrective actions when needed.

D.2.3.3.2.3 Group finance policies and procedures

Group Finance has drawn up a number of Group policies and procedures to control how financial information is recorded and processed by subsidiaries. These policies and procedures were discussed with the statutory auditors before issuance and include the following:

- **Group Accounting Manual:** accounting principles, guidelines on how financial information must be prepared, with common presentation and valuation standards. They also specify the accounting principles in order to prepare budgets, forecasts and submit actual financial reporting required for Group consolidation purposes.
- **Instructions and timetable:** Financial reporting including budget of the entities, revised budget and annual and half-yearly financial statements by subsidiary is carried out in a standard format and within a timetable defined by specific instructions and procedures. Group Finance liaises with statutory auditors to coordinate the annual and half-year closing processes.

Training and information sessions are organized regularly in order to circulate these policies and procedures within the Group. A dedicated intranet site is accessible to all accounting staff, which facilitates the sharing of knowledge and issues raised by members of the financial community.

Position Papers: closing options/decisions are highlighted in a set of documentation called "position paper", which refer to specific accounting topics. These "position papers" are reviewed/explained/discussed with external auditors.

D.2.3.3.2.4 Information systems

Information systems play a key role in the establishment and maintenance of the Internal Control system related to accounting and financial information, enabling automated preventive controls, but also monitoring and analysis capabilities.

An integrated ERP system supports the production of accounting and financial information in most of the subsidiaries within the Group.

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 entries purely linked to the consolidation remain under the direct control of Group Finance. Off-balance sheet commitments are reported as part of the mainstream financial information and are reviewed by Group Finance.

D.2.3.3.2.5 Monitoring and control

In addition to the defined financial processes, monitoring and control processes aim to make sure that accounting and financial information complies with all the defined policies, rules and instructions.

Financial reporting controls (which are integrated in the BlueBook) are updated periodically and have been rolled out at local level. It requires the main subsidiaries to complete a substantial tool on a monthly/quarterly/half-year basis to formalize key internal controls performed over financial cycles and provide appropriate back-up to support closing positions.

Representation letters are provided during the annual and half-year accounts preparation, when the management and head of finance of each subsidiary are required to certify in writing that:

- They have complied with the Group's accounting rules and policies;
- They are not aware of any cases of proven or potential fraud that may have an impact on the financial statements;
- The estimated amounts resulting from the assumptions made by management enable the Company to execute the corresponding actions; and
- To the best of their knowledge, there have been no major dysfunctions in the control systems in place within their respective subsidiaries.

The review of the internal control procedures associated with financial information processing is captured by Group Internal Audit, working together with Group Finance to identify the main risks and adjust their audit planning accordingly.

D.2.3.3.2.6 Outlook

In 2026, we aim to continue the standardization and harmonization of our processes through investments in data-driven solutions and automation.

Initiatives and corresponding action plans identified through the risk heatmap exercise per process as well as within Internal Audits report will continue to be checked and aligned to ensure that proper attention is given to those topics, jointly with internal control activities to ensure that management control of risks remain satisfying.

Group Internal Audit will pursue the internal review program updated following the risk assessment performed in 2025 and will monitor the implementation of its recommendations.

D.2.3.4 Insurances

Notably based on the work conducted by the risk management team, Worldline Group identifies the principal insurable risks and quantifies their potential consequences and defines the policy with respect to insurances.

The Worldline Group entities are covered by the master insurance policies maintained by Worldline, under which they are insured parties and which are centrally negotiated by the Worldline Group. The policies offer coverage for risks regarding property damage and business interruption, general and commercial liability and professional indemnity, cyber-criminality, crime, Directors & Officers liability, and others.

As such, Worldline Group is covered for General and Commercial Liability and Professional Indemnity insurance.

Also, Worldline's property damage and business interruption policy is valid until December 31, 2026.

The Group is insured under certain other policies covering other insurable risks for an amount adequate for the type of and size of risks incurred. Deductibles are set at a level intended to encourage efficient risk management and to control premium costs.

The Group also maintains policies required for regulatory reasons.

Worldline Group formed in 2019 a dedicated reinsurance company which it wholly owns, Worldline Ré. This reinsurance company covers the Worldline Group in respect of certain portions of the General and Commercial Liability and Professional Indemnity policies. The insured risks of the dedicated reinsurance company are also monitored by the subscription Committee of the reinsurance company, and that capital and technical reserves are sufficient for the risks incurred

D.2.3.5 Specific risk management activities

Merchant risk management

Acquirers like Worldline face several types of merchant risks, including financial risks (such as credit risk and fraud risk) and non-financial (such as regulatory, scheme and reputation). Credit risk arises when merchants default on their financial obligations, potentially leading to losses for the acquirer (e.g., chargebacks due to services not rendered). Fraud risk involves exposure to chargebacks and fraudulent transactions, which can harm the acquirer's reputation and financial stability. These risks are monitored by a dedicated Merchant Risk Management team that together with the operational teams continuously monitors the quality of our merchant base and their transaction patterns.

Third party risk management

The increasing complexity of the information technology activities along with the larger number of stakeholders providing services to Worldline, has led to the establishment of a dedicated function to oversee third parties (both suppliers and partners). A standard methodology has been defined in line with the best practices (e.g., from the European Banking Authorities or the requirements outlined in the Digital Operational Resilience Act- DORA), and it includes various criteria linked with financial analysis, security, business continuity & compliance aspects, with an aim to reduce unwanted risk exposure to third parties.

Projects, Bids & Contracts risk management

Risk management is a fundamental component of Worldline's operations, encompassing every stage of the bid and contracting process— from initiation to expiration— and extending throughout project delivery across the organization. Worldline ARROW comprises a comprehensive set of procedures and tools, providing a standardized approach to bid execution. The company employs a robust risk management system that enables the assessment and mitigation of business risks throughout a project's lifecycle, seamlessly integrated with the oversight and approval processes for new contracts. This supports analysis ensuring that Worldline can deliver projects effectively while providing an early warning system for any potential difficulties or deviations from original objectives.

In product development and internal projects, Worldline adheres to the INVEST process, which outlines the approach and tools for effective risk management in these areas.

The INVEST process assesses the necessary investment level, aligns with market targets, and reaffirms the Group's commitment to internal project and product development. This continuous risk management framework supports thorough analysis and treatment of risks, ensuring that internal initiatives remain on track and aligned with the organization's strategic goals.

Environment, Social & Governance (ESG) risk management

In line with the Corporate Sustainability Reporting Directive (CSRD) and the French Law on the Duty of Vigilance, Worldline has adapted its methodology to measure and report on impacts, risks and opportunities (IROs) related to ESG topics. The core piece of the adapted methodology is to include a double materiality assessment:

- The assessment of the Financial materiality follows the Risk Management methodology
- The assessment of the Impact materiality (i.e. on people and the environment) is partly informed by the Duty of Vigilance exercise and focuses on how Worldline's operations impact people and the planet in the short, medium, and long term.

Security risk management

The Group has put in place a specific function to manage security risk, covering security architecture & policies, security awareness, access and security management (*e.g.* review of access to production systems, data and functions, access to cardholder data by the banks and cryptographic key management).

Security risk management measures relate, in particular, but not exclusively, to physical measures, network, system security, protection of personal data, vulnerability management, security patches, logical access, intrusion detection, logging and monitoring, incident response.

The Group's risk management process analyses security-related threats and vulnerabilities to prevent any unwanted increase in risk exposure.

A formal security awareness program is maintained to ensure that all staff are aware of the importance of security. On a yearly basis, all employees of the Group have to attend this program and to acknowledge that they have read and understood the security policies and procedures of the Group.

Incident response plans are developed and ready for immediate deployment in the event of any system breach.

Postmortem analysis is set up to mitigate the repetition of incidents in the different areas of Worldline with a specific attention to the Major incidents and payment activity.

D.3 Risk factors

The above-mentioned risk management activities allowed the Group management to select, and rank in priority order, the risk factors specific to the Group which are the most material. Furthermore, this exercise is based on the Risk Taxonomy developed by Worldline to ensure adequate mapping with its needs. They are classified by importance (decreasing in magnitude after taking into account the mitigating measures taken by the Group).

The sections D.3.1 to D.3.4 describe the Group's major risks, *i.e.* which could have a material, adverse impact on its business or results (or its ability to achieve its objectives) and/or a possible likelihood to occur, classified within the 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:

Risk Domain	Principal Risk	Risk level
Operational Risks	IT Systems, Infrastructure & Resilience	● ● ●
	Projects, Products & Service Quality	● ● ●
	People & Culture	● ● ●
	Information Security	● ● ●
	Bidding & Selling	● ● ●
	Card Scheme	● ●
Compliance & Legal Risks	Financial Crime and Sanctions	● ● ●
	Regulatory requirements	● ●
Strategic Risks	Competition & Market Trend	● ● ●
	Reputation	● ● ●
	Governance	● ● ●
Financial Risks	Liquidity	● ● ●
	Asset Valuation	● ● ●
	Credit/ Counterparty	● ●

● ● ● Major risks

● ● Moderate risks

All material impacts, risks and opportunities related to Environment, Social and Governance topics as well as mitigations strategies are described in the section "sustainability report"(pages 101 to 195).

The risks presented are drawn from the Group's risk register, which contains over 2,000 risks collected at both global and local levels. They have all materialized and are based on concrete evidence, as well as future projections.

Payment processor and acquirers like Worldline face several types of merchant risks, in particular financial risks (such as credit risk and fraud risk) and non-financial (such as regulatory, Financial Crime and Sanctions Compliance, card scheme and reputation) as described in the below risks. The management of these risks is done through the 1st Line Merchant Management Risk Operations (RMO) team, which is overseen by the relevant 2nd Line functions, i.e. Group Merchant Risk management & Financial Crime Compliance. The Group Merchant Risk Management function provides oversight and steering of Merchant risks across jurisdictions and is responsible for establishing and maintaining the Group merchant risk policies & standards, including the respective merchant acquisition and acceptance requirements.

In 2025, Worldline further strengthened its risk and compliance framework, tightened its risk appetite and is accelerating its efforts to harmonize and automatize the operationalization of its risk management framework across entities. The non-financial and financial merchant risks are operationally managed by the 1st line teams within the GTMs and the local entities who monitor and assess the financial soundness of merchants as well as their business models prior to onboarding.

Finally, Worldline conducted a series of risk assessments related to key divestitures with the assistance of an experienced consulting firm. The identified risks were also incorporated into risk factors, such as project risks. This allows for continuous monitoring and actions aimed at mitigating or reducing these risks..

D.3.1 Operational Risks

D.3.1.1 IT system & Infrastructure / Resilience

The Group depends heavily on the efficient and uninterrupted operation of core systems, including its computer systems, software, servers, data centers and cloud computing. The services the Group delivers are designed to continuously, securely and reliably process very complex transactions-most of the time in real-time and provide reports and other information on those transactions, all at very high volumes and processing speeds. Any failure to deliver an effective and secure service, or any performance issue that would result in significant processing or reporting errors or other operational incidents, could have a material adverse effect on a potentially large number of users, the Group's business and, ultimately, its reputation. This is of particular importance for some of the activities that are systemic in some of the countries where Worldline operates. Obsolescence also remains a key risk, potentially impacting service stability and security due to the challenges inherent in modernizing the Group's infrastructure, which directly affects operational resilience

Risk Management

The Business Continuity & Resilience function within the Risk, Resilience & Security organization, part of the 2nd Line, is supporting the 1st Line in the identification of its critical assets and the testing of the controls. Based on this identification, business continuity plans are defined to face various scenarios (e.g. resulting from internal or external factors). This notably encompasses redundancies between data centers or data back-up in real time.

As part of the North Star 2030 transformation project, Worldline is converging its platforms to mitigate the risks of operational issues and platform incidents. This strategic initiative aims to rationalize digital, acquiring, and processing platforms, leading to enhanced operational scale and a more streamlined digital environment which should lead to an enhanced robustness and resilience. Furthermore, Worldline is investing in Gen & Agentic AI to automate operations, foster innovation, and accelerate its transformation, including proactive risk monitoring and incident detection.

While we are working to mitigate risks through initiatives like accelerating migration to the cloud and addressing obsolescence issues, being conscious that it will not be possible to protect the assets from all threats, the key focus of the Group is to develop its resilience. With that aim, regular crisis simulations such as data recovery tests are executed, in compliance with the Digital Operational Resilience Act (DORA) requirements.

D.3.1.2 Projects, Products & Service Quality

The payments landscape in which Worldline operates is undergoing rapid transformation, marked by the emergence of new payment methods and technologies at an unprecedented rate. To thrive in this dynamic environment, it is essential for Worldline to stay ahead of these developments and adapt to changing market demands, particularly the growing influence of payment aggregators and Independent Software Vendors (ISVs) that integrate payment solutions directly into their offerings. Worldline is dedicated to enhancing its global service portfolio while remaining attentive to local customer needs, ensuring a customer-centric approach at every level.

In relation to its products, services and projects, Worldline has outsourced the provision of certain services (such as IT, digitalization, cloud, Artificial Intelligence services, KYC, risk and compliance services), software licenses or supplies, in particular payment terminals to leading industrial partners (external manufacturing services, EMS) and has engaged subcontractors. Some of them are key for Worldline operations and termination or delivery issues could have material impact on Worldline. Mitigation measures are in place and their resilience is closely followed. Usage that would be inadequate or exceed forecasts or fall outside contractual rights could have a material impact. The Group closely monitors its relationships with such third parties and its supply chain risk, notably by forecasting future volumes to different suppliers and monitoring their capacity. Unproper usage of AI in particular in developments or projects could have material impact so the Group is working on mitigation measures and reinforced governance in that respect. In the context of the North Star, the pruning strategy and reorganization, some arrangements may need to be renegotiated or terminated, reflecting a prioritization of external provider selection and adjustments in the sourcing strategy to optimize the operating model or adapt to the new strategy. This may give rise to discussions and claims from affected third parties that could have a financial impact on the Group. This third-party risk is closely managed by the operations with the procurement and legal departments to define a proper strategy with adequate mitigation measures. Nevertheless, there can be no assurance that these measures will be sufficient to prevent disruptions in the supply chain or non-performance by third parties.

As global interactions within complex technical ecosystems increase and change accelerates, the inherent risk of operational incidents rises. Such incidents could undermine the reliability, robustness, availability, and profitability of the Group' services and products. The rise of agentic payments—autonomous systems capable of executing and optimizing transactions—introduces both opportunities and new risk dimensions. While these technologies can enhance efficiency and customer experience, they also require robust governance to mitigate potential vulnerabilities such as algorithmic errors, compliance breaches, and cybersecurity threats. Accordingly, Worldline places strong emphasis on thorough Core IT governance and maintains state-of-the-art operational standards for these processes. Failure to adequately manage these risks could expose the Group to regulatory action, financial loss or reputational damage.

Risk Management

Worldline adheres to a customer bidding and investment approval process that not only prioritizes the commercial aspects of each deal or project but also seeks to identify and manage associated risks. In addition to overseeing risk management during the sales and development phases, Worldline monitors the quality of its services through Service Level Agreements performance (SLAs) and other mechanisms, such as Customer Satisfaction and Loyalty Scores. This oversight is supported by the Transformation department at Group level, which ensures that best practices are defined, utilized and that customer feedback is disseminated throughout the organization.

To ensure the success of its transformation, Worldline has introduced a new Leadership Model. This model, grounded in the Group's guiding pillars of Technology at the core, Customer excellence, and Robustness, defines expected behaviors and mindsets at all levels. It is designed to enhance the quality of the Group's projects, products, and services.

D.3.1.3 People and culture

All the Group's businesses functions are at the intersection of rapidly changing technological, social, economic and regulatory developments that require a wide-ranging set of expertise and intellectual capital. For the Group to successfully compete and grow, it must attract, retain and develop the talent needed to deliver on it's business strategy.

The talent market for the skills the Group requires, particularly for information and payment technology talent, is highly competitive. This necessitates maintaining a robust value proposition to acquire key skills and a clear engagement and development strategy to support retention.

Given the current transformation plan to achieve the Group's North Star ambitions over a 5-year period, there is a heightened risk of employee change fatigue, disengagement, increased alerts, claims and attrition due to uncertainty regarding future workforce requirements. This risk is amplified by the recent Power 24 plan announced in October 2024, which resulted in job redundancies and workforce reductions.

Failure to execute the Group's talent strategy may result in an inability for the Group to deliver the products or services as contractually agreed, or may give rise to operational issues from risk management, technical infrastructure or customer management. These could result in the loss of business opportunities, customers attrition, reputation damage, financial penalties or fines.

Risk Management

Mitigating these People & Culture risks is critical to support Worldline's on-going operations, the planned transformation and successful growth.

The HR Strategy designed to respond to these risks in anchored in our North Star vision to be an "Employer of Choice for Payment and Technology Talent", with five strategic priorities:

1. **Developing our Leadership capabilities:** implementing our new Leadership Model and its emphasis on client-first performance, taking accountability, leading courageously and teamwork. We are also investing in leadership training for top leaders and in select leadership hiring as well as building more robust and diverse leadership succession plans
2. **Engaging our Employees:** In 2026 we will launch a new employee listening strategy with a new employee survey tool to provide more real time feedback, and better insights through a powerful analytics platform. The focus will be ensuring accountability at all levels of the organization to listen, communicate transparently and take accountability for the required actions
3. **High Performance Culture:** We are evolving our performance management approach to ensure a more robust focus on both low and high performers, with defined actions to support accelerated career development and differentiated rewards for our top performers.
4. **Re-Skilling, Up-Skilling and Career Mobility:** As we expect our workforce to evolve as we progress towards our North Star, it will be critical to ensure our talent has access to the training needed to accompany changes in work (specifically new technology) and leverage internal mobility to provide new opportunities,
5. **HR Organisation and Operating Model:** Ensuring our HR teams are organized to deliver an exceptional employee experience while enabling our business strategy through talent initiatives and programs.

In addition, Worldline continues to enhance safety policies and internal controls to ensure a secure and productive workspace environment, supported by a robust integrity line for raising complaints and proactive and ongoing dialogue with employee representative groups. These policies are regularly monitored using dedicated indicators (attrition rate, distribution of positions filled internally and externally, etc.) in order to inform the analysis and assess the materiality of the risk.

These combined efforts will enable us to deliver on the North Star ambition and ensure a strong and engaged workforce throughout the transformation, ultimately positioning the Group for future success.

D.3.1.4 Information Security

The Group's visibility in the global payment and digital services industry, together with the prominence of the customers brands for which it processes data, may attract cyber-criminals to conduct attacks on its systems that could compromise the security of its data or cause interruptions in the operations of its businesses or have financial impacts (such as ransomware attacks or fraud attempts), eventually exposing the Group to increased costs, litigation and other liabilities. The rapid evolution of threats, combined with operational complexity and heterogeneous IT architectures and legacy solutions, the sensitivity of activities, geopolitical tensions and increasing sophistication of cyber-crime contribute to an intensified risk environment.

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 and tax information, among other consumer additional data. The availability, confidentiality and integrity of the client and consumer information that resides on the infrastructure and information systems processed by the Group is critical to the successful operation of its business.

The Group faces the rise and evolution of the cyber regulation landscape (including the NIS2 Directive, DORA and other emerging frameworks) as well as certification needs (such as PCI DSS) with new obligations and standards. Delays in compliance and (re)certification could have material adverse impact if not managed in due time. Concurrently, the proliferation of threats leveraging AI and automation has increased both the complexity and scale of potential attacks, underscoring the imperative to protect the Group's information.

The loss, alteration, misuse and improper transfer, localization or improper access of data, in particular confidential information and privacy data, could result in the payment of damages and reputational harm and therefore have a material adverse effect on the Group's business, results of operations or financial condition.

Risk Management

As a result, risks related to cyber-attack, security of systems and data protection are highly significant for the Group in terms of impact and likelihood and are therefore proactively and closely monitored. This permanent monitoring is realized by the 1st and 2nd lines security functions. The Group security organization has defined a set of Global Security and Safety policies, standards, guidelines and mitigating measures to address the security and cyber-attack risks. It encompasses notably protections against DDoS (Distributed Denial of Service) & ransomware attacks, ongoing monitoring of vulnerabilities & obsolescence, awareness sessions for all employees. In addition, risk indicators are regularly monitored, including the rate of control of significant security incidents, which has been integrated into the risk appetite framework to better track the effects of our action plans. Further to that action, Worldline also benefits from its own Cyber Defense Center which ensures a permanent monitoring of potential threats.

In line with the new regulatory context and the North Star objective, the Group continues platform convergence and simplification of the Security Target Operating Model. Increased automation leveraging AI and cloud technologies, along with ongoing enhancement of defensive capabilities (certifications, Cyber Defense Center), strengthen the security posture and resilience against these risks.

D.3.1.5 Bidding and selling

The Group faces significant risks in relation to its ability to win new businesses and retain existing client relationships. In particular in the current challenging context - marked notably by concerns around its performance, prospects and financial solidity - adverse media coverage and a hampered reputation are impacting Worldline's ability to renew contracts (in particular in PFI where concentration of revenue is higher), win competitive bids and maintain commercial execution effectiveness, which are critical for the North Star 2030 transformation. These risks also include challenges arising from complexities in payment processes and extended decision-making cycles that can diminish bid value and hinder successful execution. The Group's largest client contracts (mostly in Financial Services) typically vary in length from three to five years. At the end of a contract's term, the Group's clients have a choice to either renegotiate their contract with the Group, increase or decrease its scope, seek out the Group's competitors to provide the same or similar services or cease outsourcing the relevant activity. Failure to renew client contracts could negatively impact the Group's business. In addition, customers may seek price reductions from the Group when seeking to renew or extend contracts, or when the clients' business experiences significant volume changes. Furthermore, certain clients may seek lower prices previously agreed with the Group due to pricing competition, other economic needs or pressures being experienced by the customer. If the Group is unsuccessful in retaining high renewal rates and contract terms that are favorable to it, the Group's business, results of operations or financial condition may be adversely affected.

Projects, RFPs and clients' needs can also be affected by their respective environment (notably market, economic, regulatory, tax and political) and changes (including geopolitical events as wars in Ukraine or Iran) could affect their strategy and situation which could have a material effect on Worldline's business and prospects.

Furthermore, the Group also faces operational challenges and issues arising from the use of multiple platforms and technologies in its bidding and sales processes. Such factors, combined with increasing pricing pressures, strong competition and higher customer churn, contribute to greater win-rate volatility and potential erosion of commercial opportunity.

In the area of merchant services, many major clients engage in tendering processes that cover numerous aspects, including product features, pricing, stability, and terminal interoperability. The success of these tenders influences turnover, which in turn impacts revenue and EBITDA.

Risk Management

To mitigate these commercial risks, Worldline is implementing targeted actions aligned with its Leadership Model and the North Star 2030 transformation. These actions focus on optimising commercial processes and tools to enhance sales effectiveness and on strengthening revenue assurance mechanisms. Worldline is also harmonising sales practices across the organisation and streamlining decision-making processes, notably through improvements to the Arrow process, in order to preserve bid integrity and ensure consistent value delivery. In parallel, the Group is intensifying and structuring its communication and proximity with clients and prospects, with a strong emphasis on its business continuity framework and on its strict adherence to applicable norms and standards.

D.3.1.6 Card schemes

Card schemes (or Card Brands) are central payment networks defining conditions for financial organizations to issue payment products (e.g. credit/debit card) as well as conditions for acquiring transactions. Several card schemes exist whether they could be global or local, Visa and MasterCard being the two largest global brands. In order to provide its transaction processing services, the Group must be a member (commercial acquirer) and be registered as a processor of payment schemes in the geographies where the Group provides such services. The relationship with these card networks is based on a contractual agreement. Any change in network rules or standards, including their interpretation and implementation, that increases the cost of doing business or limits the Group's ability to provide transaction processing services to or through its merchants or partners, could adversely affect its business, financial condition or results of operations. In addition, from time to time, card networks increase the fees charged and the requirements imposed to their members and their processors.

Furthermore, the Group may be unable to maintain its membership as a commercial acquirer or registration as processor of such payment schemes, which may be due to a misalignment with the payment schemes' rules or guidelines (e.g. major security or fraud incidents). If this results in the suspension or cancellation of the Group's registration, the Group may no longer be able to provide the same level of 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.

Card schemes perform regular audits and may request, from time to time, information from Worldline as to its compliance with their requirements. Recently, such audits and requests have been initiated or made to Worldline following recent press allegations that Worldline would have failed to comply with certain regulations, including anti-money laundering rules, in respect of certain merchants in its HBR portfolio. While the concerned entities are fully cooperating, noncompliance with scheme rules identified during audits may lead to remedial actions requiring efforts and could potentially result in measures taken by the scheme including financial and other sanctions as well as reputational issues that may have a material adverse effect on the Group.

Risk Management

Worldline has set up a centralized scheme management team, which has a view of scheme related topics and is able to facilitate the organization in a structured and centralized manner (e.g. to manage licenses and facilitate scheme compliance process to ensure alignment with the rules). Additionally, Worldline has individual employees within its 1st and 2nd Line risk departments who, from 2nd Line perspective ensure that Card scheme rules are embedded in Worldline's merchant related policies and procedures, and who from 1 st Line perspective ensure that merchants comply with Card scheme rules stipulated.

D.3.2 Compliance & Legal Risk

D.3.2.1 Financial Crime & sanctions

The compliance foundation for Financial Crime & Sanctions Compliance ("FCC") relies on all employees, managers, and executives within the Worldline Group to ensure compliance within their respective areas through established processes and controls. The Group maintains a comprehensive framework for preventing, detecting, and mitigating risks related to money laundering, terrorist financing, sanctions and embargo breaches, fraud-related predicate offences, and other illicit financial activities, in accordance with applicable laws, regulations, and international standards. This framework is referred to FCC and merchant risk.

Oversight of the implementation of these requirements is exercised through an independent Group Financial Crime Compliance function and Risk function operating as a Second Line. The operationalization of the regulatory requirements and the scheme rules through the merchant onboarding implies development and strict application of dedicated processes to be defined by first line risk and operations under the supervision of second line, Merchant Risk and Compliance. The objective of these processes is in particular to ensure the integrity, legitimacy and the financial soundness of merchants by conducting screening, due diligence and KYC at the onboarding, and then on a periodic basis and on a trigger-driven basis. This is realized through the review of a defined set of documents shared by merchants and external information gathered about the merchant by first line risks and operations. These activities support compliance with AML/CFT, sanctions, and merchant risk requirements, rely on dedicated tools as well as on dedicated employees with specific skills. Failures in this process could lead to a situation where merchants could be onboarded or kept in the portfolio that are outside Worldline's risk appetite or regulatory obligations which could have a material financial and reputational impact on the Group.

Certain merchants are viewed according to International Card Schemes rules as High Brand Risk ("HBR") merchants, such as online casinos, online dating services, or adult entertainment, for example. By nature, these sectors exhibit elevated chargeback and refund ratios due to customer behaviors and business model structure, and the overall risks, including financial crime, regulatory, legal, sanctions-related and reputational risks, are higher for these merchants. As a result, the Group subjects HBR merchants to enhanced due diligence, reinforced monitoring, and specific governance and oversight requirements.

Since 2023, in connection with BaFin's investigation and decision, Worldline terminated a significant number of merchants in its HBR portfolio following its reinforcement of its risk appetite policy and the strengthening of its Group-wide FCC and sanctions framework. As indicated in previous financial communications, these decisions affected merchants representing €130 million run rate revenue in 2024. On June 24th, 2025, European Investigative Collaborations ("EIC") published press articles on Worldline High Brand Risk merchants and alleged that Worldline would have operated fraudulent payments for some of these merchants. On June 25th, 2025 Worldline issued a press released to react to such publications. These allegations triggered additional internal and external verification processes under the Group FCC and risk governance. Wherever the Group identifies indications of non-compliant situations, additional checks are immediately undertaken, potentially leading to termination of the client relationship. These measures, as well as any future decisions to terminate HBR merchant relationships, could have a material adverse effect on the Group's business, reputation, results of operations, financial condition or prospects.

Risk Management

The management of these risks is done through the 1st Line, notably the Merchant Management Risk Operations (RMO) team, with independent oversight exercised by the relevant Second Line functions, i.e. Group Merchant Risk Management and Group Financial Crime Compliance (FCC).

The Group FCC function is responsible for defining the Group-wide AML/CFT, sanctions, and financial crime compliance framework, setting standards, providing advisory support, and exercising oversight over first-line execution across entities and business lines. The Group Merchant Risk Management function provides oversight and steering across jurisdictions and is responsible for establishing and maintaining the Group policies & standards, including the respective merchant acquisition and acceptance requirements, as well as exercising oversight over first-line execution across entities and business lines.

The non-financial (such as regulatory, integrity, reputation) and financial merchant risks are operationally managed by the 1st line teams within the GTMs and local entities who monitor and assess the financial soundness of merchants as well as their business models and their integrity prior to onboarding. Worldline relies on a set of merchant acceptance rules and requirements defining which merchants can be accepted under which conditions, including specific exclusions, enhanced controls, or escalation mechanisms for higher-risk sectors.

Since 2023, following BaFin's investigation and decision, the Group has strengthened its merchant risk framework and FCC operational governance and model to ensure compliance with laws and regulations, conducted a thorough review of its HBR portfolio and has terminated commercial relationships of certain business categories deemed non-compliant with its strengthened merchant risk framework.

All HBR clients still active within this portfolio are now subject to enhanced FCC oversight, based on specific procedures. Additional requirements in terms of controls, verifications and evidence documentation have been introduced under the Group FCC strategy in progress to ensure ongoing alignment with regulatory obligations and the Group's enhanced internal standards. Worldline has progressively ramped up its first and second-line resources to implement the enhanced requirements as part of the ongoing Group-wide Financial Crime Compliance (FCC) strategy to pursue reinforcement of supervision and controls with regular engagement with the relevant regulatory authorities.

In 2025, Worldline further strengthened its risk and compliance framework while it is accelerating its efforts on harmonized operatization across entities.

On July 2, 2025, following the EIC press allegations, the Group announced that Accuracy was engaged to review the remaining Group's High Brand Risk (HBR) portfolio to confirm its clean-up and alignment with its compliance and risk framework and Oliver Wyman was engaged to conduct an external assessment of the risk and compliance framework and its implementation. Both have been working jointly with the external legal counsel retained by the Group. As part of its Q3 2025 financial communication, Worldline communicated the main outcomes of the external reviews performed.

Accuracy performed a review of the Group's High Brand Risk (HBR) portfolio. As part of a broader risk assessment, Accuracy has also considered the Group's full Acquiring and Collecting portfolio to assess whether any of the Group's merchants that are not already classified as HBR exhibit comparable risk characteristics. Accuracy followed a statistical approach and a subsequent line-by-line assessment on the potentially high-risk merchants. On the basis of this review, Worldline can confirm that no material offboarding is expected in the Group's merchant Acquiring and Collecting portfolio beyond the ones already offboarded since 2023. Additionally, the Group also continued the review of its peripherical technical orchestration layer activity with no material impact in 2025. In December 2025, Worldline announced the contemplated divestment of its payments orchestration platform Payment IQ and the transaction is expected to be closed during first quarter 2026.

Oliver Wyman has presented to Worldline its forward-looking evaluation of the Financial Crime Compliance (FCC) and related risk frameworks and their implementation across the Group. Their review combined peer benchmarking with an assessment of operational effectiveness to identify targeted forward-looking enhancements across FCC and related risk frameworks, operating model and governance, risk assessment, reporting, and coordination between Group and entities. The report confirms that Worldline has made significant effort and considerable progress in enhancing its risk and compliance framework over the last two years, with a clearly defined comprehensive multi-year strategy across the Group. The evaluation also concludes that the FCC framework and governance structures are well defined compared to peers. However, operationalisation within the entities remains uneven and still faces implementation challenges, largely due to the organisation's rapid growth through acquisition. It also reflects the opportunity to further leverage automation, technology and centralisation in Global Capability Centers, to drive process industrialisation. Worldline is updating the plan accordingly and commits to a swift execution.

The Board of Directors, in coordination with top management, selected the external reviewers and defined their mission. It regularly reviews and discusses progress as well as the outcome and resulting plans, exercising its oversight role. This matter is regularly followed by the Audit and Risks Committee and a dedicated Ad-Hoc Committee composed of independent Board members was put in place to closely monitor it.

The outcome of these external reviews were taken into account in defining the subsequent reinforcement measures. Ongoing action plans relate in particular to consistent and harmonized : operationalization of governance structures across entities, implementation of risk appetite framework and risk methodologies, efficient KYC/ODD/EDD framework and robust transaction monitoring while leveraging automation, digitalization, tooling, competence centers and external providers where efficient. Worldline is addressing them through a combination of targeted short terms mitigation measures as well as with its Group-wide "North Star" transformation plan and the Group FCC multi-year strategy. The Group already communicated in November 2025 on its North Star program as a multi-year operating model transformation aimed at standardising and industrialising core processes, consolidating platforms and capabilities, and progressively digitalising selected operational activities. The North star transformation program contains all remediation activities while the Group FCC multi-year strategy continue to enhance ongoing frameworks for readiness to incoming regulatory developments to prepare the company for AMLA and beyond.

In parallel, Worldline has developed and is deploying a Group FCC multi-year strategy, initiated in the course of last year and which Oliver Wyman assessed as adequate to be pursued with progressive reinforcement of resources and capabilities over time. Worldline's Group FCC multi-year strategy is designed to consolidate the Company current risk exposure, enhance its defense mechanisms, and aim at preparing the Group for the upcoming EU AML reforms and sanctions rules; ensuring the Company readiness for the EU Anti-Money Laundering Authority supervision while preserving the Company ability to address risks arising from new business models without major structural transformation and emerging threats.

Worldline is monitoring the evolutions and progress of North Star Plan as well as the Group FCC multiyear strategy through a dedicated governance, guided by Worldline senior management and regularly reported to the Audit and Risks Committee and the Board of Directors. Further, and whenever needed, Worldline Group Internal Audit will also monitor and check progress versus key milestones and for material closures. In parallel, Worldline is fully cooperating with the regulators and schemes, responding promptly to their questions and ongoing audits.

In line with the Group's "North Star" transformation, the FCC remediation program has been embedded into the broader Group transformation roadmap, ensuring integrated governance, clear accountability, and prioritized execution across five workstreams:

- Risk Appetite,
- Financial Crime Governance,
- AML Customer Lifecycle,
- Communication & Culture,
- Lifecycle Tooling.

This approach is intended to strengthen supervisory confidence, reduce fragmentation of remediation efforts, and ensure sustainable alignment with regulatory expectations across jurisdictions.

In addition, the Group has defined an enhanced and harmonized formal specific High Brand Risk ("HBR") taxonomy and strengthened Group-wide HBR risk appetite framework and the. The existing HBR merchant portfolio is subject to progressive review accordingly on a risk-based approach . Where a merchant's profile is not aligned with the strengthened risk appetite or applicable regulatory requirements, appropriate measures are taken (including potentially the termination of the business relationship). Worldline is accelerating its efforts to harmonize and automatize the operationalization of its risk management framework across entities.

D.3.2.2 Regulatory Requirements

The Group is subject to various regulations in areas such as competition law, payment regulations, anti-corruption efforts, dual-use goods export controls, data protection, labor laws, human rights, international and national sanctions, European and national anti-money laundering (AML), counter-terrorism financing (CTF), fraud, tax evasion and, to a lesser extent, tariffs and trade barriers. Regulatory expectations around financial crime compliance are evolving, driven by initiatives like the EU AML Package, which includes the Sixth AML Directive and the establishment of the new EU Anti-Money Laundering Authority (AMLA) to harmonize AML enforcement. Additionally, increased enforcement of global sanctions from the EU, UN, and OFAC emphasizes the need for rigorous transaction screening and supply chain integrity. Non-compliance with these regulations across the different jurisdictions in which the Group operates may lead to severe consequences, including the suspension or revocation of licenses, management changes, service limitations, and financial penalties and other material negative impacts. In particular, failing to meet regulations for payment institutions and systemic processors or deficiencies in AML/CTF, sanctions, or financial crime control frameworks could materially affect the Group's business and reputation.

Recent years have seen heightened regulation in the payments industry, spurred by advances in internet, mobile, and IP-based communications. These developments have introduced new confidentiality requirements and increased supervisory focus on fraud, money laundering, terrorist financing, sanctions circumvention, and high-risk merchant activities.

Compliance requirements include notably:

- Additional regulatory filings for maintaining payment institution licenses;
- Registration of agents with supervisory authorities;
- Establishing local contact points for regulators;
- Enhanced reporting obligations notably related to fraud and incidents;
- Implementation of customer due diligence (CDD/KYC), ongoing monitoring, suspicious transaction reporting, sanctions screening, and transaction monitoring frameworks in line with AML/CTF and restrictive measures regulations;
- Implementation of safeguarding measures according to regulatory requirements;
- Maintenance of documented financial crime risk assessments, control testing, and remediation plans subject to supervisory review.

The Group also adheres to the Regulatory and Technical Standards on Strong Customer Authentication (SCA) and secure communication as stipulated in PSD2, particularly for e-commerce card transactions. The Group integrates fraud detection and monitoring mechanisms within these authentication controls to address payment-related financial crime risks.

The regulatory landscape for digital transactions and emerging payment technologies, including cryptocurrencies, is also tightening. New regulations such as the regulations on Markets in Crypto-Assets Regulation (MiCA) and DORA impose compliance obligations for payment service providers, requiring improved cybersecurity, fraud detection mechanisms, and resilience testing against financial crime risks as well as enhanced governance, incident reporting, and operational continuity standards that interact with AML/CTF and sanctions controls.

To comply with applicable regulations, especially those governing payment institutions and credit institution subcontractors, the Group must meet numerous requirements concerning its IT infrastructure, internal controls, and reporting procedures (requiring high level of data quality) including dedicated systems supporting customer onboarding controls, sanctions and name screening, transaction monitoring, case management, regulatory reporting, and audit traceability.

Adhering to these changing standards entails significant costs and efforts, which could adversely impact the Group's financial performance.

The Group is subject to regular and specific audits by the regulatory authorities of the jurisdictions where it operates, with regard to money laundering, compliance with sanctions, protection of personal data, corruption, DORA… particularly in Belgium (Banque Nationale de Belgique - BNB), Germany (German Federal Financial Supervisory Authority - BaFin), the Netherlands (De Nederlandsche Bank - DNB), Sweden (Finansinspektionen), the UK (Financial Conduct Authority - FCA), Luxembourg (Commission de Surveillance du Secteur Financier - CSSF), Italy (Bank of Italy - BoI), and Greece (Bank of Greece – BoG).

Regulatory audits may also be initiated, reinforced or tightened in specific circumstances, as has been the case following recent press allegations in summer 2025 that Worldline have failed to comply with certain regulations, including AML rules, in respect of certain merchants in its HBR portfolio, including in Belgium (Banque Nationale de Belgique - BNB). It cannot be excluded that other regulators may initiate, reinforce or tighten audits in respect of certain entities within the Group.

These audits assess the effectiveness of internal controls, risk management, and compliance with relevant regulations with an increasing industry wide, supervisory emphasis on risk and AML/CTF framework and effectiveness, sanctions compliance, governance independence and the adequacy of second line oversight. They also cover safeguarding, IT, transaction monitoring and governance.

Besides the audits and proceedings initiated by Bafin in 2023 (refer to Section D.4 legal proceedings), it is to be noted that in Belgium, the Banque Nationale de Belgique – BNB initiated in summer 2025 various audits, focusing in particular on merchant risk and AML/CFT, governance and safeguarding. Action plans to improve in these domains were ongoing and are under acceleration and reinforcement by the Belgium entity, with Group support and oversight. In Denmark in December 2025, the FSA performed a risk and AML/CFT audit on Danish Branch of Bambora and in Greece in December 2024, the BOG performed an audit in the same domain and remediation plans are ongoing to take into accounts the recommendations made in this context. In Greece, the final inspection report has been received however the entity did not receive so far BOG recommendations for AML matters. In the Netherlands in December 2025, the DNB provided GCS with additional recommendation to be implemented in the next six months on its onboarding processes and operational controls. The Group and its local entities fully cooperate with the relevant authorities and are mobilizing efforts and resources to deliver the action plans and expected improvements. The Group and its local entities are also regularly questioned by other regulators in these domains, including in Luxembourg, Germany (including the Gambling Authority) and Sweden, and provide adequate and transparent responses.

Non-compliance to regulatory requirements, including those identified during audits, in particular those mentioned above, may lead to remedial actions requiring investments, costs and efforts. While these are taken into account in the financial trajectory for the ongoing action plans, they could have material adverse effects on financial performance if not anticipated or in case of execution challenges. They may also potentially result in measures taken by the authorities including financial and other sanctions such as fines and business restrictions (including sanctions by criminal courts), enhanced supervisory measures, or the imposition of specific remediation programs, as well as reputational issues that may have a material adverse effect on the Group's business, results of operations, financial condition or prospects. They can also result in legal proceedings initiated by third-parties or by the Group or its legal entities against third parties or individuals (including internal employees or representatives) if appropriate given the outcome of the audit.

Risk Management

The compliance foundation relies on all employees, managers, and executives within the Worldline Group to ensure compliance within their respective areas through established processes and controls. The Compliance Function is a pillar of the Second Line, providing frameworks, policies, guidelines, description of control objectives and advice to the First Line to ensure adherence to regulations, especially concerning ethics, payment regulations, anti-corruption, financial crime, and data protection. The Group, following its own internal assessments, to increase the level of FCC maturity across regulated and non-regulated entities, and to ensure consistent application of Group standards at the level expected for an organization of its size, complexity and risk profile, in 2024, adopted a multi-year FCC strategy.

Within this structure, Financial Crime Compliance (FCC) has been progressively reinforced in particular in the past three years with a reinforced teams and resources, the definition of a multi-year FCC strategy in progress and a revised organization to increase the level of FCC maturity across regulated and non-regulated entities, and to ensure consistent application of Group standards at the level expected for an organization of its size, complexity and risk profile. Financial Crime Compliance (FCC) team operates as a dedicated and independent second line capability with defined responsibilities covering AML/CTF, sanctions, fraud risk, and related regulatory obligations. The FCC function establishes group-wide standards, methodologies, and minimum control requirements and performs oversight, monitoring, and challenge of first line activities across entities and business lines. The strategy aims to reinforce governance and oversight, harmonise frameworks and processes, enhance Group-level supervision, and more consistent execution at entity level, while anticipating developments in the supervisory environment, including the establishment of AMLA.

The Compliance team is also regularly reviewing with risks teams the potential compliance risks faced by the Group and supporting the 1st Line in defining the actions to be engaged. It also oversees the compliance activities across the entities while ensuring them appropriate level of empowerment and autonomy. Additionally, it steers various projects to enhance the Group´s compliance program and oversight.

The Global Compliance Team oversees compliance with the Group's Code of Ethics, Business Conduct, Data Protection, and Regulatory Compliance across various operational areas while it remains first under the responsibility of the local compliance and management. It plays a crucial role in assisting the organization in the effective management of compliance-related matters. This includes identifying key compliance risks and highlighting significant compliance incidents as well as emerging risks. The team contributes to risk evaluation and risks and proposing appropriate mitigation actions.

The Financial Crime Compliance function also maintains regular engagement with supervisory authorities, coordinates regulatory requests and inspections, tracks remediation commitments at both Group and entity level, and reports progress through established governance and escalation channels to senior management and the Board.

Additionally, the Global Compliance Team together with Group FCC function ensures that management is kept informed of ongoing regulatory changes and developments, along with their potential impact on the organization including developments in the EU AML legislative package, sanctions enforcement frameworks, and supervisory expectations relating to payment institutions and high-risk merchant oversight.

On July 2nd 2025, the Group initiated an external audit on the remaining High Brand Risk (HBR) portfolio to confirm its clean-up and alignment with its compliance and risk framework as well as an assessment of its compliance and risk framework and its implementation.(Refer to Section D.3.2.1).

D.3.3 Strategic Risks

D.3.3.1 Competition & Market Trend

The global payments and digital services market, in which the Group operates, is characterized by rapid technological advancements, the introduction of new products and services, evolving industry standards, shifting customer preferences, and the emergence of non-traditional competitors (including technology companies and fintech providers).

Worldline has refocused on EU core markets to improve growth profile and efficiency in a market still highly competitive. With competition in mid-market and product differentiators potentially impacting churn and revenues, the Group expects market dynamics in core markets remaining in the mid-single digit growth range. Intensifying competition in the mid-market segment, together with pressure to differentiate product offerings, may adversely affect customer retention and revenue. To maintain and enhance its competitive position, the Group needs to substantially invest in research and development, and optimize the technological infrastructure, including payment processing and IT platforms. Market or technology evolutions could have material adverse effect on relevance of our payment infrastructure and its economic potential should Worldline not anticipate and adapt in due time. Failure to keep pace with rapid technological change, evolving industry standards, or emerging competitive technologies could adversely affect the Group's ability to capitalize on market growth and the introduction of new services, as well as its business, financial condition, results of operations, and prospects.

In addition, failure to continuously develop and introduce appealing and innovative services, or to effectively realign and rationalize offerings post-acquisition, could diminish the desirability of the Group' services to clients. Delays in launching new or updated services, an inability to differentiate the Group's offerings, or misjudging market demand could impact the Group's business and operational results. Market dynamics in core markets, driven by competition and the need to differentiate, will continue to shape the Group's growth trajectory and require ongoing strategic alignment across the Group.

Risk management

To address these challenges, the Group maintains active monitoring of market trends, new products, services, and innovations. This enables the Group to adapt its portfolio to accommodate emerging payment methods and support its strategy to re-center on the EU market, accelerate customer retention, and deliver value-based offerings to stabilize revenue and defend the Group's merchant base. The Group's strategy and business development teams, along with the internal Worldline Innovation networks, track changes by collaborating with selected partners, academics, and startups to develop innovations.

This also drives the convergence of platforms and the automation of operations to accelerate the Group's broader innovation strategy.

The Group has established a set of programs and mitigating measures to address innovation risks and ensure business resilience. Worldline promote a culture of innovation at all levels through internal initiatives targeting employees, such as the Expert Community and Tech Forum, and through customer-focused workshops and strategic partnerships. As part of the North Star 2030 program and guided by the 'Client-first' principle, the Group intends to provide its customers with simpler and more digital solutions, equivalent to or superior to those of its competitors. (Please refer to the Strategy section, page 55)

D.3.3.2 Reputation

The Group faces reputational risk arising from past adverse media campaigns raising concerns related to its merchant and anti-money laundering (AML) risk controls as well as the reputation of some of its clients (merchants or partners) and their businesses within some of its entities. Such negative coverage as well as the ongoing audits and proceedings can erode trust among customers, partners, regulators, and employees, leading to intensified regulatory scrutiny, increased customer attrition, and higher cost of capital.

Risk Management

Worldline is committed to rebuilding its credibility through transparent communication, supported by external audit reports, strengthened merchant risks and AML controls, engagement with clients, regulators and stakeholders, and progress in governance, compliance effectiveness and incident-response capabilities. These efforts aim to restore confidence across the Group's ecosystem and reinforce the trust placed in Worldline as a reliable and responsible partner.

D.3.3.3 Governance

Effective governance serves as a foundational pillar for sustainable growth and risk management. As the Group undergoes a significant transformation while managing certain complexity arising notably from past acquisitions and diversity of its operations, models and platforms. In response, governance structures, including organization and framework across operations, risks, compliance and other functions, are being reshaped at both local and Group levels through a rapid evolution and the embedding of a new culture. In this dynamic context, the scale and complexity of organizational changes continue to elevate governance fragility and potential misalignments across entities.

For a multinational organization operating in the highly regulated paytech industry, these challenges can manifest through inconsistencies in the application of Group policies and frameworks, unclear or inadequately documented lines of accountability, divergent interpretations of regulatory obligations, and fragmented risk management frameworks between different jurisdictions. Such misalignments could impede strategic execution, delay critical decision-making, and increase the Group's exposure to operational, financial and compliance risks.

Risk Management

The Group is advancing the 2030 North Star program to strengthen risk management capabilities across the organization. This plan encompasses improvements to organizational structure, operating models and key processes as well as certain remediation programs designed to accelerate progress over the next five years.

The Group prioritizes clear owners, with a renewed executive team, timelines, and measurable milestones, tracked through a centralized Transformation department, and verified by post-remediation testing to reduce gaps and strengthen governance across entities.

The Group also implements responses to merchant requirements with end-to-end, SLA-driven processes, real-time visibility, and proportional decision rights to restore efficient decision making while maintaining controls.

The North Star 2030 program codifies governance expectations, competencies, accountability, and escalation procedures, supported by targeted training and performance metrics to embed a risk-aware culture.

D.3.4 Financial Risks

D.3.4.1 Liquidity

The group faces liquidity risks inherent in a tech rich vertical with infrastructure costs & capitalized development costs. In addition, tighter access to credit markets and potential disruptions in refinancing could arise if market conditions deteriorate, if the Group does not perform according to plan, if closing the divestments are delayed, in case of incidents potentially impacting its financial situation or reputation, or if execution of the capital increase is delayed, abandoned or not executed as anticipated, in case of incidents potentially impacting its financial situation or reputation, or if execution of the capital increase is delayed.

The Group is exposed to funding-cost volatility, changes in interest rates, delay in closing the divestments and potential restrictions on bond-market access, which could limit refinancing options or raise financing costs.

Despite the rating agency judging liquidity as strong, with a BB rating and negative outlook, ongoing market dynamics, execution risk of the c. €500 million equity capital raise plan, and potential unexpected outflows could constrain liquidity on its availability and cost. It could necessitate prudent cash management, contingency planning, and timely access to diverse funding sources.

Risk management

To manage and mitigate liquidity risk, the Group has implemented a multi-faceted strategy focused on strengthening its financial position and ensuring long-term stability. A key component of this strategy is a refocus on the core European payment market, coupled with the divestment of additional non-strategic businesses. This streamlining of the Group's portfolio is designed to not only generate immediate liquidity but also to reduce future capital expenditure and operational complexity. The liquidity comprises €1.1 billion of cash & cash equivalents (including 0.2Bn€ of cash within entities which are Assets Held for Sale) and an undrawn €1.125 billion revolving credit facility maturing in 2030 to cover upcoming debt maturities.

The Company has also signed 5 divestments during the second semester of 2025, which is expected to close by first semester of 2026 bringing in cash of €540m to €590m. A capital increase of c. €500m has been approved by shareholders. The anchor shareholders - Bpifrance Participations, Credit Agricole S.A. and BNP Paribas - have backstopped c. €110m through a reserved capital increase and have committed to subscribe c. €135m to the capital increase with preferential subscription rights. In connection with this transaction, international banks have provided standby underwriting for the capital increase with preferential subscription rights after deduction of the c. €135m subscription commitments of Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas, representing c. €255m.

This plan is foundational to the Group's long-term financial health and reinforced capital structure. The Group aims to be cash positive by 2027, thereby ensuring the Group's ability to fund its operations and strategic investments organically thereafter.

D.3.4.2 Asset valuation

The Group is actively managing asset valuation risk, which is heightened by its strategic transformation and evolving market conditions and is challenges. In recognition of these dynamics, a significant impairment of €4.1 billion was recorded as of June 30, 2025, an additional impairment of €0.3 billion was booked at the end of 2025 and an additional goodwill of €0.8 billion euros was allocated to pruning on divested entities, reflecting updated valuations.

To ensure the carrying value of the Group's assets remains accurate, a comprehensive impairment test is currently ongoing. This rigorous process utilizes revised assumptions for key inputs, including the Weighted Average Cost of Capital (WACC) and the Group's long-term business plan. These reviews could challenge the value of goodwill allocated per entity, potentially necessitating recapitalization at a local level to ensure the financial soundness of specific subsidiaries of the Company if required on an ongoing basis.

Furthermore, as part of its strategic convergence onto target technology platforms, the Group is assessing the value of capitalized costs associated with platforms that will be decommissioned. This process may lead to write off or reduction of their remaining depreciation period, aligning their book value with their reduced future economic benefit.

Risk management

The Group is pursuing targeted investments on its platforms to increase overall valuation and is executing the North Star program to guide transformation. These initiatives, designed to enhance capabilities, drive innovation, and secure future revenue streams, form the core of the Group's mitigation strategy.

The Group is also pursuing a strategic initiative to significantly grow its customer base for its payment platforms by expanding targeted partnerships, accelerating go-to-market efforts, and delivering differentiated value propositions tailored to high-potential segments.

Through this approach, the Group ensures its balance sheet accurately reflects its strategic direction and the intrinsic value of its assets.

D.3.4.3 Credit counterparty

The Group credit counterparty risk consists in the exposure to risk in connection with its Commercial Acquiring activities and for its acceptance business, depending on applicable contracts.

In the event of a dispute between a cardholder and a merchant that is not resolved in favor of the merchant, the transaction will likely be "charged back" to the merchant and the purchase price is credited or otherwise refunded to the cardholder. In the context of the Group's commercial acquiring business (and in some cases its acceptance business). If the Group is unable to collect such amounts from the merchant's account or reserve account (if applicable), or if the merchant refuses or is unable, due to closure, bankruptcy or any other reason, to reimburse the Group for a chargeback, the Group bears the loss for the amount of the refund paid to the cardholder or amounts received from the merchant.

The level of risk varies depending on the volume and value of the transaction processed for each merchant and the time period that exists between the date of payment by the final consumer and the date of delivery or performance of the service. The risks depend on the customer's profile as well as the business model and the segment (industries such as travels, ticketing, furniture and entertainment imply higher credit risks than others). Depending on their business model, profile, industries and geographies, customers are exposed to changes in economic, regulatory, tax and political environment. Events as wars (notably in Ukraine or Iran) could adversely impact them and consequently have material adverse effect on Worldline's business and the credit counterparty risk.

Furthermore, while the Group's overall revenue is spread among a relatively large number of merchants, within certain Group's GTMs and key geographic areas in which the Group operates, a significant percentage of revenue is attributable to a limited number of customers particularly the airlines sector. Given these concentrations, the loss of a customer or a market or the financial difficulties of one of them could have a significant impact on the Group's business.

The Group relies on a core set of Settlement Banks to process the flows between the ultimate consumer and the merchants. For the business of any payment Service provider, a disruption caused by a settlement bank terminating or reducing its service or imposing new requirements - whether due to financial difficulties, strategic decisions, commercial policy or risk appetite - could have a material impact on the business. In such circumstances, the Group would needs to redistribute the flows to other accepting banks to ensure business continuity.

Risk management

The management of these risks is done through the 1st Line Merchant Risk Management Operations (RMO) team, which is overseen by the relevant 2nd Line functions, i.e. Group Merchant Risk Management, Compliance and Financial Crime Compliance. The Group Merchant Risk Management function provides oversight and steering of risks across jurisdictions and is responsible for establishing and maintaining the Group policies and standards, including the respective merchant acquisition and acceptance requirements. The financial merchant risks are operationally managed by the 1st line teams within the GTMs and local entities who monitor and assess the financial soundness of merchants as well as their business models prior to onboarding. To manage financial risks Worldline relies on various types of guarantees to secure its financial position (e.g. collateral build up, delegation of insurance, etc.).

The Group is monitoring the concentration it has in certain geographic areas as well as types of customers and activities. Limits have been defined on Merchant Services for certain activities for or type of customers and activities especially and are monitored by the Merchant risk management team.

D.4 Legal Proceedings

The Group is involved in legal, administrative and regulatory proceedings in the ordinary course of business as well as more specific ones (as described below). 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. Additionally, investors should be aware that other risks and legal proceedings may exist which are not yet identified, or whose impact may not currently be considered material.

The low level of claims and litigation is attributable in part to self-insurance incentives and the vigorous promotion of the quality of the services performed by the Group and the intervention of a fully dedicated Risk Management department, which effectively monitors contract management from offering through delivery and provides early warnings on potential issues. All potential and active significant claims and disputes are carefully monitored, reported and managed in an appropriate manner and are subject to legal reviews by the Group Legal department. Such legal proceedings are reported to the Audit Committee of Worldline.

Processes and policies are deployed in order to ensure the identification, at an early stage, of the litigation risks and its regular follow-up in collaboration with the various functions and managers.

In the context of disposal of TSS, certain limited guarantees were granted to the purchaser in particular for commercial and IP related claims and proceedings as well as tax matters in various geographies including notably legal proceedings in APAC, Europe and South America under specific terms and conditions provided within the transaction documentation. These included a specific indemnity for judicial proceedings concerning the divested TSS subsidiary in Brazil, regarding a contested tax reassessment of ICMS for the years 2004 to 2009 in the context of a tax war between states that has affected Ingenico along with a large number of Brazilian and international companies. Specifically, the tax authorities of the State of São Paulo are contesting the deduction of a portion of the ICMS mentioned on invoices issued by one of its suppliers. The Group understands from specialized external advisors that the tax case is solid and that the divested TSS subsidiary in Brazil should probably prevail on the merits. The guarantee granted by Worldline Group to the purchaser is subject to various terms and conditions and capped at a maximum of 37.5 million euros for this tax matter.

Group management considers that adequate provisions have been made regarding the ongoing or probable legal proceedings.

D.4.1 Labor claims

There are approximately 18,000 employees in the Group (See Section A.8) and relatively few labor claims. In almost every jurisdiction there are no or very few claims.

The Group is a respondent in a limited number of labor claims which are provisioned appropriately.

The labor claims have been provisioned for an overall amount of €3.3 million as inscribed in the consolidated financial statements for the year ended December 31, 2025.

D.4.2 Commercial and IP related claims

There are commercial claims across the Group, mainly at a pre-litigation stage (including inherited from the SIX Payment Services and Ingenico acquisitions as well as resulting from operational incidents and termination of commercial relationships) in relation to the size of the Group and its activity.

The Group is notably facing claims from one of its external service providers based in Eurasia in the context of the Group's progressive adjustment in its sourcing strategy and termination of their agreement by Worldline. The provider submitted significant additional payment requests. Group management, supported by external advisors, has vigorously challenged the claims which are not grounded and speculative; consequently, no provision is booked so far. There is no legal proceeding at this stage.

The Group is also facing a small number of IP cases (including inherited from the SIX Payment Services and Ingenico acquisitions) most of which are, in the Group's opinion, considered as requests or claims of a speculative nature in which these requests or claims are considered as inflated and not founded.

In India, Worldline's local entity was providing payment services to a company that ceased its operations in February 2025, thus failing to honour payments due to its cardholders. The acquirer bank, issuing banks and the card network schemes attempted to allow cardholders' chargebacks claims, thus requiring payment from Worldline which is firmly disputed by Worldline as it should not qualify as chargeback. Worldline filed for and obtained a temporary freeze preventing the acquirer to charge Worldline at this stage and until a substantive hearing is held on Worldline's application. No provision is booked at this stage. The proceedings on the merit of the case have been launched in parallel by Worldline.

The total amount of the provisions for commercial litigation risks and contingencies in the consolidated accounts for the year ended December 31, 2025, to cover for the identified commercial claims and litigations, added up to €82.7 million.

D.4.3 Tax claims

The Group is involved in a number of routine tax claims, audits and litigations. Such claims are usually solved through administrative non-contentious proceedings. These claims have no material effect on the financial condition or results of the Company or the Group and are provisioned appropriately.

As of December 31, 2025, €0.8 million was recorded as provision by the Group concerning tax litigation. The provisions for tax claims concern VAT risks.

D.4.4 Miscellaneous

As is customary in the payment industry, the Group is regularly subject to audits of varying scope and nature by the regulatory authorities, in particular in the countries in which it holds a license (See Section D.3.2.2 Regulatory Requirements) and audits and their follow-ups are currently ongoing in different licensed entities.

In Germany, in 2023, in connection with ongoing audits, the financial supervisory authority BaFin forbade Payone GmbH to carry out transactions for certain specific customers within the online merchants' portfolio. This led Payone GmbH to terminate some specific relationships with partners and merchants in Germany. Following the conclusion of this audit, a special monitor was appointed by BaFin to oversee the measures' deployment and ensure their successful implementation while Payone GmbH has already implemented measures designed to ensure in particular that it does not carry out transactions for such business customers. The assignment of the monitor commenced in February 2025. While potential additional measures cannot be excluded, Payone GmbH is cooperating fully and remains fully engaged, supporting the monitor's work and ensuring steady progress on all required measures. In November 2025, BaFin imposed administrative fines totaling 95,000 euros on Payone GmbH for not having an adequate data processing system in place to ensure compliance with the Money Laundering Act (Geldwäschegesetz) in the period from January 1, 2023 to September 5, 2023. Moreover, PayOne's governance decided to progress on legal actions against former Payone's manager following past audits. In November 2025, the Federal Criminal Police Office (BKA) and the General Prosecutor's Office Koblenz announced publicly that they conducted an internationally coordinated operation against suspected fraud and money laundering networks as part of Operation "Chargeback". The accused are suspected of using credit card data from victims via websites and using the infrastructure of authorized payment service providers to process the credit card payments. The authorities have not provided the names of the concerned providers but PAYONE could be part of them. Nonetheless, following the special audit performed by BAFIN in 2023, PAYONE terminated all contractual relationships in eCommerce sectors with increased card scheme risks in the so-called high-risk portfolio. The complete termination of this portfolio has been confirmed by several independent auditors and monitored by PAYONE on an ongoing basis. Payone, as part of the ongoing remediation program under the supervision of the Special monitor, has strengthened its AML monitoring capabilities, and governance framework, implementing enhanced controls to address the identified gaps and to improve the overall effectiveness and reliability of its compliance infrastructure. More generally, Financial Crime and Sanctions risks, as well as related remediation and control enhancement initiatives across the Group, are described in Section D.3.2.1 – Financial Crime & Sanctions (Risk Factors).

Other regulatory audits have been initiated and reinforced following press allegations in 2025 that Worldline would have failed to comply with certain regulations in respect of certain merchants in its HBR portfolio and it cannot be excluded that other authorities could initiate or reinforce their audits in respect of certain entities within the Group as described in Section D.3.2.1 – Financial Crime & Sanctions (Risk Factors).

In addition, following those press allegations that Worldline would have failed to comply with certain regulatory requirements, in particular as regards AML rules, the Belgium prosecutor publicly announced the opening of an investigation for money laundering concerning Worldline NV/SA, the Group's regulated entity in Belgium. Early March 2026, in this context, the Belgian prosecutor took conservative measures resulting in the posting of a ten million euros amount guarantee (caution) by Worldline NV/SA for the duration of the ongoing investigation. This guarantee is only a conservative measure which does not prejudge the outcome of the investigation. No further conservative measure is expected. Worldline is fully cooperating with the authorities. Legal entities within the Group are also involved in antitrust investigations notably in Switzerland (the Swiss Competition Commission is currently handling a complaint filed by a retail trade association against Twint and Worldline legal entity in Switzerland). Worldline is cooperating with the authorities.

As of the date of this Universal Registration Document, other than the matters described above, the Group is not aware of any governmental, legal, judicial or arbitration proceedings likely to have, or which has had over the past 12 months, a material effect on the financial condition or results of operations of the Company or the Group.

E

Corporate Governance and Capital

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E.1 Corporate Governance

This report on Corporate Governance has been drawn up by the Board of Directors in conjunction with the Nomination Committee and the Remuneration Committee, in accordance with Article L.225-37 of the French Commercial Code (last paragraph). This report has been approved by the Board of Directors meeting of February 25, 2026. It contains in particular information related to:

- the functioning of the Company's administrative and management bodies; and
- the compensation of Company Officers.

E.1.1 Compliance with the AFEP-MEDEF Code – Corporate Governance Framework

The Company complies with the December 2022 version of the AFEP and MEDEF Code of Corporate Governance for listed companies (the "AFEP-MEDEF Code") which can be found on the AFEP and MEDEF websites. In accordance with the "comply or explain" rule[1] and the Board of Director's annual assessment dated February 25, 2026 on the Company's implementation of governance principles, the Company considers complying with the recommendations of the AFEP-MEDEF Code. No deviation is to be reported.

AFEP-MEDEF Code recommendation	Explain
	• N/A

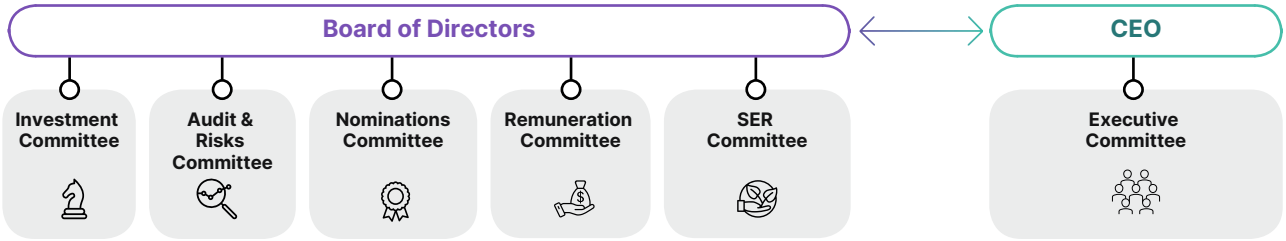
The Nomination Committee and the Board of Directors are pursuing their ongoing works on appointments and/or renewals of directors' terms of office, in the first place the ones to be proposed at the 2026 Annual General Meeting which will take into account the shareholding structure following the contemplated capital increase approved by the Extraordinary General Meeting of January 8, 2026, with a view to staggered renewal and to ensure appropriate balance in the composition of the Board according to its diversity policy (see section E.1.4.1.2 of the present Universal Registration Document).

Details of the Company's implementation of the AFEP-MEDEF Code can be found on Worldline's website.

1 Emanating from Article L. 22-10-10 4° of the French Commercial Code and article 28.1 of the AFEP-MEDEF Code.

E.1.2 Governance structure

The Company's governance structure is based on a clear and transparent model built around a Board of Directors and five standing specialized committees. The Chief Executive Officer relies on an Executive Committee renewed in 2025 and composed of nine members, including five women.



Executive Committee

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

The Executive Committee is organised as follows:

Pierre-Antoine Vacheron
Chief Executive Officer

Madalena Cascais Mendes Tome
Group Chief Financial Institutions & Processing Officer

Candice Dillon
Group Chief Technology Officer

Anika Grant
Group Chief People Officer

Joe Katz
Group Chief Risk Officer

Maëlle Lafont de Sentenac
Group Head of Transformation & Performance

Srikanth Seshadri
Group Chief Financial Officer

Charles-Henri de Taffin
General Secretary, Legal, Contract Management & Compliance

Caroline Jéséquel
Head of Mobility & e-Transactional Services

Pierre-Antoine Vacheron

Business address :

Tour Voltaire - 1, place des Degrés CSR81162 92059 Paris La Défense Cedex - France

Number of shares :**

24,667

Date of birth (and age) :**

November 15, 1965
(60 years old)

Nationality :

French

First appointment :

March 1, 2025

Term expires on :

2029 AGM deliberating on the 2028 financial statements

Chief Executive Officer of Worldline SA

Biography – professional experience – fields of expertise

Pierre-Antoine Vacheron brings 30 years of extensive international and transformational experience as CEO and CFO within the banking, distribution and payments industries.

Pierre-Antoine has joined Worldline from BPCE Payments, the payments arm of Groupe BPCE, Europe's fifth-largest retail bank, where he has served as CEO since 2018, making Payments a strategic business for the entire banking group. Over his tenure, Pierre-Antoine Vacheron leveraged his focus on product innovation, technology and customer excellence to shape a highly competitive and modern payments player in card and account-to-account processing (BPCE Payments services), omnichannel commerce (Payplug) and bank as a service (Xpollens).

Before BPCE, Pierre-Antoine Vacheron has headed the Merchant Services and Acquiring division of Ingenico Group globally. During this period (2009-2017), he notably oversaw the company's diversification, contributing to transforming Ingenico, then hardware oriented, into a leading payment services provider, with the strategic acquisitions of Ogone and Global Collect.

After graduating from the Ecole Nationale d'Administration, Pierre-Antoine Vacheron held financial leadership roles in international and listed companies, across technological (Airbus, Alstom) and retail (Etam) industries, demonstrating his breadth of expertise in finance, operations and technology.

Main activity

- Chief Executive Officer of Worldline*

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

France:
- Director of CAWL

Foreign countries :
- Chairman and director of Worldline Payone Holding GmbH

Outside the Worldline Group

France:
- Director of the Association la Source Garouste
- Manager of Lauderdale
- Manager of Ariane Madrid

Foreign countries :
- Chairman of EDPIA (Belgium)
- Director of EPI Company (Belgium)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Chief Executive Officer of BPCE Payments (until February 2025)
- Chairman of the Board of Directors of BCPE Payment Services (until July 2025)
- Chairman of the Supervisory Board of Dalenys Payment (until July 2025)
- President of BPH (until June 2025)
- Chairman of the Board of Directors of Stet (until April 2025)
- Chairman of the Supervisory Board of Payplus Enterprise SAS (until March 2025)
- Director of Bridge (until February 2025)
- Participation in the Board of Directors as an observer for Swile (until February 2025)
- Director of ESTREEM (until February 2024) and President of ESTREEM (until July 2023)
- Chairman of the Board of Directors of NATIXIS INTERTITRES (until December 2021)

Foreign countries:
- Director of Kiwi (until December 2023) (Mexico)

* Listed company
** At the date of the present Universal Registration Document

A renewed and diversified composition

56%
of women on the Executive Committee (i.e., 5 women out of 9 Executive Committee members)

56%
of foreign nationality

Members

Members	Sexe	Nationality	Age as of 12/31/2025	First appointment	Functions
Pierre-Antoine Vacheron	♂		60	March 1, 2025	Chief Executive Officer
Madalena Cascais Tomé	♀		48	October 1, 2025	Group Chief Financial Institutions & Processing Officer
Anika Grant	♀		53	September 1, 2025	Group Chief People Officer
Maelle Lafont de Sentenac	♀		38	October 1, 2025	Group Chief of Transformation & Performance
Charles-Henri de Taffin	♂		47	July 1, 2017	General Secretary, Legal, Contract Management and Compliance
Candice Dillon	♀		50	July 1, 2025	Group Chief Technology Officer
Joe Katz	♂		60	March 4, 2024	Group Chief Risk Officer
Srikanth Seshadri	♂		50	September 1, 2025	Chief Financial Officer
Caroline Jéséquel	♀		55	January 1, 2023	Head of Mobility & e-Transactional Services

Board of Directors *(until December 31, 2025)*

Wilfried Verstraete
Chairman of the Board of Directors of Worldline
Independent Director

Aldo Cardoso
Independent director

Giulia Fitzpatrick[1]
Director

Jérôme Grivet
Director

Mette Kamsvåg
Independent director

Marie-Christine Lebert
Employee Director

Agnès Park
Independent Director

Rodolfo Savitzky
Independent Director

Daniel Schmucki
Director

Nazan Somer Özelgin
Independent Director

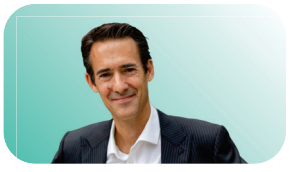
Thierry Sommelet
Independent Director

Sylvia Steinmann
Independent Director

Michael Stollarz
Director

Stephan Van Hellemont
Employee Director

Representative of the Social and Economic Committee



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

Key figures for the Board

(until December 31, 2025)

67 % **Independent Directors**

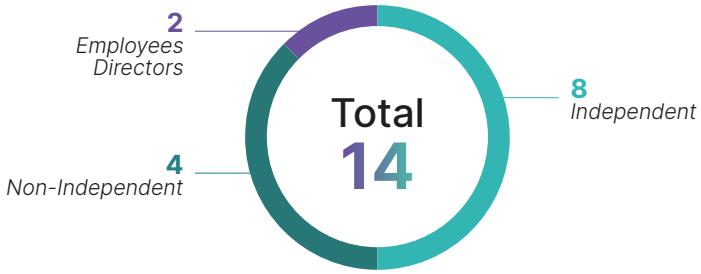
42 % **Gender rate**

67 % **Foreign nationality**

21 **Number of Board meetings**

94 % **Attendance rate**

61 **Average age of the Board members**



[1]On November 6, 2025, the Board of Directors acknowledged Giulia Fitzpatrick's resignation from the Board by December, 31st, 2025 in the context of SIX Group's announcement not to participate to the contemplated capital increase of the Company.

E.1.3 Management

E.1.3.1 Mode of Governance

Since October 25, 2021, the roles of Chairman of the Board of Directors and Chief Executive Officer are dissociated. The Board of Directors considers that this governance structure remains aligned with the Company's strategic priorities and operational challenges. It enables the Company to benefit both from the stature and corporate governance expertise of the Chairman, and from the managerial background and payments-industry experience of the Chief Executive Officer, who is responsible for leading the Company and implementing its strategic plan.

As a reminder, upon recommendation of the Nomination Committee, the Board of Directors decided on March 20, 2024 to co-opt Wilfried Verstraete as an independent director. The Shareholders' Meeting of June 13, 2024 approved the ratification of Wilfried Verstraete's co-optation and the renewal of his term of office as director for a three-year period. On the same date, the Board of Directors appointed, with immediate effect, Wilfried Verstraete as non-executive Chairman of the Board of Directors for the duration of his term. His term of office will end at the close of the 2027 General Meeting approving the financial statements for the 2026 financial year.

On September 12, 2024, the Board of Directors decided to terminate Gilles Grapinet's terms of office as Chief Executive Officer and as a Director, with effect as of September 30, 2024. In collaboration with the Nomination Committee and with the support of an international recruitment firm, the Board of Directors initiated the process of selecting a Chief Executive Officer in line with the best governance practices, in order to define the Company's new strategic plan. In accordance with the succession plan, the Board of Directors decided to appoint Marc-Henri Desportes as Chief Executive Officer for an interim period.

The Board of Directors held on February 25, 2025, upon recommendation of the Nomination Committee, decided to appoint Pierre-Antoine Vacheron as Chief Executive Officer with effect as of March 1, 2025. The Board of Directors considered that the Company required a new external profile and was confident that Pierre-Antoine Vacheron will bring a fresh perspective to Worldline. His term as Chief Executive Officer will end at the close of the 2029 General Meeting which will be convened to approve the financial statements for the 2028 financial year.

Pierre-Antoine Vacheron was appointed based on his rich past experience in the payments and banking sectors, as well as his managerial and strategic expertise. He brings extensive knowledge and a deep understanding of the pan-European payments sector, having established the Merchant & Acquiring Services business at Ingenico and later transformed the Payments division of Groupe BPCE. He has an international experience, notably acquired over several years in the Netherlands, along with a strong strategic vision combined with a successful operational experience. He demonstrates effective leadership and has solid experience in reorganisation, combined with proven operational expertise and a proven track record in performance management. In line with the Group's transformation ambitions, Pierre-Antoine Vacheron has also streamlined several acquired fintechs by merging them into a single platform and has previously led multiple reorganizations in his capacity as Chief Financial Officer. His key priorities will be to drive Worldline's performance transformation, enhance the customer experience, and promote talent development and the Company's corporate culture.

Balance in the Distribution of Powers

The Board of Directors considers that a balanced corporate governance is assured in particular by virtue of:

- the dissociation of the roles of Chairperson of the Board of Directors and Chief Executive Officer;
- a particularly high rate of independent directors within the Board of Directors and its specialized committees;
- the presence of employee directors at the Board of Directors, the Remuneration Committee, and the Social and Environmental Responsibility Committee; and
- the limitations placed on the Chief Executive Officer's powers.

This governance structure, underpinned by the Internal Rules of the Board of Directors (the "Board's Internal Rules"), offers the necessary guarantees to ensure best governance practices.

Roles and missions of the Chairman of the Board of Directors

In accordance with Article 21 of the Company's Bylaws and with the Board's Internal Rules, the Chairman of the Board of Directors prepares, organizes and directs the work of the Board, sets the agenda and reports to the Annual General Meeting. He ensures that the Company's governing bodies operate smoothly and that decisions taken by the Board are properly implemented. In particular, he ensures that the directors are able to fulfill their duties.

Limitations on the powers of the Chief Executive Officer

The Chief Executive Officer has the broadest powers to act in the Company's name in all circumstances. This is subject to the corporate purpose and the powers expressly granted by law to Shareholders' Meetings and the Board of Directors.

The Board's Internal Rules provide for limitations on powers, beyond which any decision must be subject to prior authorization by the Board of Directors. The Board of Directors must give its prior approval any strategic investments projects and major transactions. Prior approval is required for the following decisions:

- purchase or sale of shareholdings exceeding € 50 million;
- purchase or sale of real estate assets exceeding € 25 million;
- strategic alliances or partnerships exceeding € 50 million or that could have a structural impact on the Group;
- parent company guarantees exceeding the scope of the delegation granted to the Chief Executive Officer;
- acquisition by a third party of an interest in a material Group subsidiary;
- financing and borrowing in excess of € 100 million; and
- any material transaction outside the scope of ongoing activities or the defined strategy (exceeding € 25 million or deemed material to the Group).

Independence and powers of the Board of Directors and Committees

The membership of the Board of Directors and its diversity policy underpin the balance of powers. This is in particular due to the high proportion of independent directors (67%)[1], enabling the Board of Directors to fully exercise its oversight responsibilities. The Committees are chaired by independent directors, with the exception of the Nomination Committee[1] and the Investment Committee under the previous agreements with SIX Group AG (see section E.8 of the 2021 Universal Registration Document).

Succession plan

The Board of Directors, upon recommendation of the Nominations Committee, reviews at least once a year the succession plan for Corporate Officers and members of the Executive Committee, with the aim of anticipating foreseeable departures and addressing any unforeseen vacancies, whether in the short, medium, or long term. The Chairman of the Board of Directors, who is independent, takes part in the preparation and annual review of the succession plan in his capacity as Vice-Chairman of the Nomination Committee and the Chief Executive Officer is also consulted to assess the suitability of potential candidates in light of his knowledge of the Group's challenges and priorities. In addition, meetings of the Board of Directors held without the presence of the executive corporate officers provide an opportunity to review and discuss the succession plan at least once a year.

Following the departure of Gilles Grapinet, in September 2024 from his position as Chief Executive Officer, the succession plan was implemented with the appointment of Marc-Henri Desportes as Chief Executive Officer for an interim period (previously Deputy Chief Executive Officer and Head of Merchant Services). During this interim period, an external search was conducted in parallel, and at its meeting on February 25, 2025, the Board of Directors, upon recommendation of the Nomination Committee, decided to appoint Pierre-Antoine Vacheron as Chief Executive Officer, effective March 1, 2025. During the 2025 financial year, the Board of Directors upon the recommendation of the Nomination Committee, worked on the development of a new succession plan for the Corporate Officers and members of the Executive Committee, covering the short-, medium-, and long-term horizons.

E.1.3.2 Executive Committee

The composition of the Executive Committee was significantly renewed as part of a major step in the implementation of the Group's transformation journey, notably through strengthened leadership expertise and enhanced cultural diversity, with nine members from diverse nationalities (including five women):

- Pierre-Antoine Vacheron, Chief Executive Officer,
- Madalena Cascais Tomé, Group Chief Financial Institutions & Processing Officer,
- Candice Dillon, Group Chief Technology Officer
- Anika Grant, Group Chief People Officer
- Joe Katz, Group Chief Risk Officer
- Maëlle Lafont de Sentenac, Group Head of Transformation & Performance
- Srikanth Seshadri, Group Chief Financial Officer
- Charles-Henri de Taffin, General Secretary, Legal, Contract Management and Compliance, and
- Caroline Jéséquel, Head of Mobility & e-Transactional Services

This new structure is intended to transform the Group's organization effectively, with a view to restoring its growth trajectory and optimizing cash flow generation, and with the ambition of positioning the Group as a leading European partner in the payments sector.

E.1.3.3 Gender Diversity Policy within management Bodies

In 2021, the Company launched its *Trust 2025* program (after the success of *Trust 2020*) with the aim of confirming and accelerating the work carried out in terms of social and environmental responsibility, particularly the promotion of diversity. Several Group-wide initiatives have therefore been implemented to promote and strengthen gender diversity within the Group. This is reflected in particular by a steady increase in the proportion of women on the Executive Committee.

The Board of Directors ensures that the Executive Management implements a policy of non-discrimination and diversity, particularly in terms of the balanced representation of women and men within management bodies. As of December 31, 2025, women represented 56% of the Executive Committee (compared with 30% in 2024 and 36% in 2023). The Company intends to continue increasing the representation of women within management bodies.

Moreover, as part of its corporate social responsibility strategy, the Company also aims to increase the representation of women in managerial positions. In 2025, 27% of managerial positions are held by women (compared with 26% in 2024).

A five-year target has been set to reach 33% women in management positions, up from 27% today. This is part of a broader, ongoing D&I program with the intention to continue to expand tracking to additional minority groups and different demographics and publish annual progress along with actions to accelerate advancement. A more detailed description of policies and indicators is given in Chapter B of this Universal Registration Document.

Furthermore, as part of the multi-year variable remuneration of Executive Corporate Officers, the Board of Directors, on the recommendation of the Remuneration Committee, has set targets for increasing the representation of women in managerial positions, in line with this five-year target, as part of the *Trust 2030* program, an evolution of *Trust 2025* (for further information, please refer to Section E.2 of this Universal Registration Document).

1 Until December 31, 2025

E.1.4 The Board of Directors: composition and organizational principles

E.1.4.1 Works and composition of the Board of Directors

67%* Independence (incl. Chairman)

67%* of foreign nationalities

42%* Gender rate

Board composition and works in 2025**

14 Members

94% Attendance

3 Executives sessions

21 Meetings

61 years old Average age

Investment Committee	Audit and Risks Committee	Nomination Committee	Remuneration Committee	Social and Environmental Responsibility Committee
6 Members	6 Members	4 Members	5 Members	4 Members
67% Independence	83% Independence (incl. Chairman)	75% Independence	75% Independence (incl. Chairman)	67% Independence (incl. Chairwoman)
73% Attendance	95% Attendance	96% Attendance	96% Attendance	100% Attendance
5 Meetings	11 Meetings	8 Meetings	6 Meetings	5 Meetings

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

** Until December 31, 2025 (see section E.1.4.1.2 Changes proposed at the 2026 General Meeting).

*** The Board also established an Ad Hoc Committee following the press allegations in June 2025. This Committee is composed of 4 independent directors and met 17 times in 2025 with 100% attendance rate (*for further details, refer to section E.1.6 of this Universal Registration Document*).

Principles and objectives governing the composition of the Board of Directors

Each year, the composition of the Board of Directors, the skills of its members and the diversity that characterizes it are assessed in order to establish priorities and ensure a balanced Board.

This balance takes into account the level of independence, gender balance, diversity and skillsets required for the Board of Directors.

Its objective is also to ensure an adequate representation of the main shareholders and strategic partners of the Company, in accordance with past and existing agreements resulting from strategic transactions made by the Group[1], such as SIX Group AG, Crédit Agricole S.A., Bpifrance and DSV group.

In that respect, it is recalled that the Board of Directors, upon recommendation of the Nomination Committee, established the following principles:

- equal treatment of directors: all directors' mandates will have been considered at stake to allow the Board and the Nomination Committee to review and resize the composition of the Board of Directors (irrespective of when they are to be reappointed under the current staggered reappointment process);
- balanced and adequate representation of key shareholders and strategic partners is discussed in line with past agreements;
- comply with legal requirements and recommendations of the AFEP-MEDEF Code;
- maintain a high level of independence;
- maintain complementary and adequate profiles and skillsets with strong experience and expertise.

Changes in the composition of the Board of Directors in 2025

The Nomination Committee initiated in 2021, discussions and works on the objective of reducing the number of directors. The objective was to reduce the size of the Board of Directors, which had been increased following the acquisition of Ingenico.

Upon recommendation of the Nomination Committee, the Board of Directors decided in early 2022 to reduce its size with a target to thirteen directors (plus two employee directors[2] and one representative of the Social and Economic Committee) by 2024.

These actions were finalized following the 2024 Annual General Meeting, during which the Board of Directors notably noted:

- to acknowledge the non-renewal and resignation of six directors;
- to acknowledge the renewal of two directors;
- the ratification of the co-optation of one director and the renewal of his mandate, and his appointment as Chairman of the Board of Directors; and
- the appointment of three new directors.

In 2024, the Board of Directors therefore comprises 13 directors (including two employee directors).

Following the departure of Gilles Grapinet, in 2024 from his position as Chief Executive Officer and director, the Board of Directors was then composed of 13 directors (including two employee directors).

The Shareholders' Meeting held on June 5, 2025:

- renewed the mandates of Mette Kamsvåg (independent director) and Michael Stollarz for a period of three years.
- ratified the co-optation of Jerome Grivet as a director, for the remaining duration of Olivier Gavalda's term of office, i.e. until the 2027 Annual General Meeting (co-optation decided by the Board of Directors on April 23, 2025, upon the proposal of Crédit Agricole S.A., replacing Olivier Gavalda, who resigned from his directorship with effect from April 23, 2025 due to his appointment as Chief Executive Officer of Crédit Agricole S.A. as from May 14, 2025); and
- appointed Rodolfo Savitzky as a director for a period of three years.

As at 31 December 2025, the Board of Directors is composed of 14 directors, including two employee directors. It comprises 67% independent directors, 42% women and 67% directors of foreign nationality (excluding employee directors).

On November 6, 2025, the Board of Directors acknowledged Giulia Fitzpatrick's resignation from the Board by December, 31st, 2025 in the context of SIX Group's announcement not to participate to the contemplated capital increase of the Company.

1 In particular, the Business Combination Agreement signed by Worldline and Ingenico, the Letter-Agreement signed by Worldline and SIX Group AG, the shareholder's agreement signed by Worldline and Deutscher Sparkassen Verlag GmbH and the agreement signed by Worldline and Bpifrance Participations described in section E.8 of the 2021 Universal Registration Document.

2 In accordance with the Loi Pacte.

E.1.4.1.1 Balanced and complementary composition

The composition of the Board of Directors and its committees as at 31 December 2025 complies with the recommendations of the AFEP-MEDEF Code.

Personal Details					Experience		Position on the Board of Directors			
Name	Age	Gender	Nationality	Number of shares held[7]	Number of corporate offices in other listed companies	Independence[1]	Date of first appointment	End of term of office	Seniority	Committee member
Wilfried Verstraete[8] Chairman of the Board of Directors	67	♂		10,000	1	✓	March 20, 2024	AGM 2027	1	
Aldo Cardoso	69	♂		2,000	1	✓	June 13, 2014	AGM 2026	11	
Giulia Fitzpatrick[2]	66	♀		2,000	0		November 30, 2018	AGM 2026	7	
Jérôme Grivet	63	♂		1,000	3		April 23, 2025	AGM 2027	<1	
Mette Kamsvåg	54	♀		3,000	2	✓	April 30, 2019	AGM 2028	6	
Agnès Park	55	♀		2,000	0	✓	June 13, 2024	AGM 2027	1	
Rodolfo Savitzky	63	♂		30,000	2	✓	June 5, 2025	AGM2028	<1	
Daniel Schmucki	57	♂		750	0		March 19, 2020	AGM 2027	5	
Nazan Somer Özelgin	62	♀		2,000	2	✓	October 28, 2020	AGM 2027	5	
Thierry Sommelet[3]	56	♂		750	2	✓	October 28, 2020	AGM 2026	5	
Sylvia Steinmann	60	♀		2,500	1	✓	June 13, 2024	AGM 2027	1	
Dr. Michael Stollarz	59	♂		1,570	0		October 28, 2020	AGM 2028	5	
Employee directors										
Marie-Christine Lebert[4]	63	♀		400[6]	0		May 17, 2019	AGM 2026	6	
Stephan Van Hellemont[5]	58	♂		2,000[6]	0		June 8, 2023	AGM 2026	2	

At the date of the present Universal Registration Document
AGM: Annual General Meeting
* Chairperson ** Vice-Chairperson
1 The analysis of the independence of each director can be found in section E.1.4.5.
2 Giulia Fitzpatrick resigned from her mandate as a director with effect from 31 December 2025.
3 Shareholders will be asked to reappoint this director at the Annual General Meeting.
4 The term of office of Marie-Christine Lebert as employee director will not be renewed at the close of the 2026 Annual General Meeting.
5 The term of office of Stephan Van Hellemont as employee director was renewed by the European Works Council on 28 November 2025 for a three-year period starting from the 2026 Annual General Meeting.
6 In line with the Board's Internal Rules, employee directors are exempt from the obligation to own Worldline shares.
7 8 directors are compliant with the obligation to held 2,000 shares; the others will be compliant before the 2026 Annual General Meeting.
8 As Vice-Chair of the Nomination Committee, Wilfried Verstraete took over as Chair following Giulia Fitzpatrick's departure on December 31, 2025.

Audit and Risks Committee *Nomination Committee* *Remuneration Committee* *Social and Environmental Responsibility Committee* *Investment Committee*

E.1.4.1.2 Changes proposed at the 2026 General Meeting

In the context of the 2024 Shareholders' Meeting, the Board of Directors, in conjunction with the Nomination Committee, has completed its works initiated in 2021, in view to reducing the number of directors, while strengthening its international diversity and the variety of expertise and skills represented.

The objectives, the legal requirements and best market-practice recommendations notably in terms of gender diversity, nationality, independence and the staggering of terms of office are reviewed and taken into consideration in defining the changes to the composition of the Board of Directors in 2026.

As part of its review of candidates for appointment or renewal, the Board of Directors, in conjunction with the Nomination Committee, examine the candidates' profiles, experience and the skills they bring to the Board. They also ensured that members did not hold an excessive number of directorships, particularly in listed companies, enabling them to devote the necessary time and attention to their duties. The Board of Directors also took into account their contribution to its work and that of its Committees if necessary, and their individual attendance rates.

On November 6, 2025, the Board of Directors acknowledged Giulia Fitzpatrick's resignation from the Board by December, 31st, 2025 in the context of SIX Group's announcement not to participate to the contemplated capital increase of the Company.

While the Board of Directors is temporarily composed of 36,4% women following Giulia Fitzpatrick's recent resignation, the Board of Directors should be composed of at least 40% of women by the Shareholders' Meeting of June 11, 2026.

In the context of the 2026 Annual General Meeting, upon recommendation of the Nomination Committee, the Board of Directors:

- plans to propose the renewal of the mandate of Thierry Sommelet for a period of three years ; and
- took note of Aldo Cardoso's wish not to renew his term of office as a director, given that his tenure will reach twelve years as of the 2026 Annual General Meeting, which could raise concern regarding his independent status in accordance with the AFEP-MEDEF Code recommendations.

Moreover, the Nomination Committee and the Board of Directors are pursuing their ongoing works on appointments and/or renewals of directors' terms of office, in the first place the ones to be proposed at the 2026 Annual General Meeting which will take into account the shareholding structure following the contemplated capital increase approved by the Extraordinary General Meeting of January 8, 2026, being specified that investors' subscription commitments are not subject to any conditions related to governance. The Board of Directors will ensure that directors' term of office are renewed in a staggered manner and that the composition of the Board is appropriately balanced in accordance with its diversity policy.

E.1.4.1.3 Directors biographies

Wilfried Verstraete

Main skills:

- Management
- Governance
- Finance
- Transformation, Restructuring
- IT, Digital, Technology
- Banking & Insurance sector

Attendance rates 2025:

- Board of Directors: 100%
- Remuneration Committee: 100%
- Nomination Committee : 100%
- Investment Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés CS81162
92059 Paris La Défense Cedex – France

Number of shares:**

10,000

Date of birth (and age):

May 6, 1958 (67 years old)

Nationality:

Belgian

First appointment:

March 20, 2024

Reappointment:

June 13, 2024

Term expires on:

2027 AGM deliberating on the 2026 financial statements

- **Chairman of the Board of Directors**
- **Independent Director**
- **Chairman of the Remuneration Committee**
- **Vice-Chairman of the Nomination Committee**
- **Member of the Investment Committee**

Biography – professional experience – fields of expertise

Wilfried Verstraete is a highly experienced international executive with a remarkable track record in technology-driven financial services. He began his career as an internal auditor and then gained extensive management experience within the France Telecom ecosystem, serving as the CFO for crucial divisions of the Group.

Later, he transitioned to Allianz in Munich as the CFO of AGCS, the corporate and specialty business. Subsequently, in early 2009, he was appointed Group CEO of Euler Hermes (now Allianz Trade), a subsidiary of Allianz SE. During his tenure, he managed the global financial crisis and the Covid period.

Over his twelve-year leadership at Euler Hermes, Wilfried Verstraete successfully transformed the organization from a traditional trade credit insurer into a fully integrated, agile, and undisputed market leader offering cutting-edge digital solutions to clients. He also played a pivotal role in its global technology overhaul, aligning aspirations with capabilities.

Wilfried Verstraete has a strong international focus, having worked in many countries.

He holds a graduate degree in economics from Vrije Universiteit Brussels and a Master in Financial Management from Vlaamse Economische Hogeschool, Brussels (Belgium). He also completed the International Executive Program at INSEAD (France) and the Advanced Corporate Strategy and Management for CEOs Program at INSEAD (Singapore).

Main activity

- Chairman of companies

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

France:
• Chairman of Worldline Corporate Foundation

Outside the Worldline Group

France:
- Member of the Supervisory Board of Allianz Trade Group SA

Foreign countries:
- Member of the Supervisory Board of Allianz Germany (Germany)
- Chairman of the Board of Directors of Allianz Trade Brussels
- (Belgium)
- Chairman of the Board of Directors of Allianz Trade North America (USA)
- Chairman of the Board of Directors of Solunion (Spain)
- Director of Orange Belgium* (Belgium)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Director of Euler Hermes Reinsurance AG* (until 2024)
- Member of the Supervisory Board of Allianz Versicherung AG

* Listed company
** At the date of the present Universal Registration Document

Aldo Cardoso

Main skills:

- Management
- Finance
- Audit, Risks
- Strategy, Investments
- Transformation, Restructuring
- Banking, Insurance & IT sector

Attendance rates 2025:

- Board of Directors: 95%
- Audit and Risks Committee: 100 %
- Investment Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés CS81162
92059 Paris La Défense Cedex – France

Number of shares:**

2,000

Date of birth (and age):

March 7, 1956 (69 years old)

Nationality:

French

First appointment:

June 13, 2014

Reappointment:

June 8, 2023

Term expires on:

2026 AGM deliberating on the 2025 financial statements

- **Independent Director**
- **Chairman of the Audit and Risks Committee**
- **Member of the Investment Committee**

Biography – professional experience – fields of expertise

Aldo Cardoso is a graduate of the Ecole Supérieure de Commerce de Paris and holds a master's degree in Business Law and is a Certified Public Accountant.

From 1979 to 2003, Aldo Cardoso held several successive positions at Arthur Andersen, including: consultant, partner (1989), Chief Executive Officer audit and financial advisory France (1993-1996), member of the Board of Directors of Andersen Worldwide (1996), Chairman of the Board of Directors (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003). Since 2003, he has been a Director and Senior Advisor of French and foreign companies.

Main activity

- Director of companies

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Director of DWS* (Germany)
- Chairman of Société monégasque de l'électricité et du gaz (Monaco)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:
- Chairman of the Board of Directors of Bureau Veritas* (until 2023)
- Director of Imerys* (until 2023)

Foreign countries:
- Director of Ontex* (until December 2022)

* Listed company
** At the date of the present Universal Registration Document

Giulia Fitzpatrick (director until December, 31, 2025)

Main skills:

- Management
- Finance
- Governance
- CSR
- Payment Services Sector & Banking
- IT Sector & Retail Trade

Attendance rates 2025:

- Board of Directors: 100%
- Nomination Committee: 100%
- Remuneration Committee: 100%
- SER Committee: 100 %

Business address:

Räspweg 11 – CH-8126 Zumikon, Switzerland

Number of shares*:

2,000

Date of birth (and age):

December 29, 1959 (66 years old)

Nationalities:

Italian, Swiss and American

First appointment:

November 30, 2018

Reappointment:

June 8, 2023

Term expires on:

2026 AGM deliberating on the 2025 financial statements

- **Chairwoman of the Nomination Committee**
- **Vice-Chairwoman of the Remuneration Committee**
- **Vice-Chairwoman of the Social and Environmental Responsibility Committee**

Biography – professional experience – fields of expertise

Giulia Fitzpatrick is a non-executive Director on profit and not-for-profit Boards in the capacity as Chairwoman and/or Board member.

She has 30+ years' senior executive experience in transforming organizations for premier global financial services and agricultural firms with deep knowledge of technology, risk management, finance and operations with a focus on digital & innovation.

She has a proven track record in leading organizations in complex and fast-changing international environments across the US, Europe, Asia and South America and has worked for global financial services firms such as Bankers Trust, National Securities Clearing Corporation, Instinet, Merrill Lynch and UBS and at Bunge Ltd, one of the largest agricultural commodities processors.

Giulia Fitzpatrick holds an MBA in Finance and an MA in International Studies from the Wharton School and University of Pennsylvania, respectively.

Main activity

- Financial Services Expert
- Technology & Digitalization Expert

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

France:
Director at BOFA Securities Europe SA (since September 2025)

Foreign countries:
- Member of the Supervisory Board of Zabka Group
- Director of Swiss Data Alliance AG

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Director, member of the Nomination and Remuneration Committee and of the Risk and Compliance Committee and Chairwoman of the Customer Experience Forum of Quintet Private Bank (Luxembourg) (until May 2025)
- Director and Chairwoman of the IT & Digitalization Committee of Post Finance AG (until September 2024)
- Chairwoman of Quintet Private Bank AG (Switzerland) (until September 2022)

* At the date of the present Universal Registration Document

Jérôme Grivet

Main skills:

- Management
- Finance
- Audit, Risks
- Strategy, Investments
- Banking & Insurance sector

Attendance rates 2025:

- Board of Directors: 88%
- Investment Committee: 33%

Business address:

Tour Voltaire – 1, place des Degrés CS81162
92059 Paris La Défense Cedex – France

Number of shares:**

1,000

Date of birth (and age):

March 26, 1962 (63 years old)

Nationality:

French

First appointment:

April 23, 2025

Term expires on:

2027 AGM deliberating on the 2026 financial statements

- **Director (since April 23, 2025)**
- **Member of the Investment Committee (since April 23, 2025)**

Biography – professional experience – fields of expertise

A graduate of the Paris Institute of Political Studies (Sciences Po), the Ecole nationale d'administration, and ESSEC Business School, Jerome Grivet began his career at the French General Inspectorate of Finance in 1989. He later became Advisor for European Affairs for the Prime Minister, Mr. Alain Juppé, before joining Crédit Lyonnais in 1998 as Head of the Finance and Management Control Department of the Commercial Banking Division in France. In 2001, he was appointed Head of Strategy at Crédit Lyonnais, a position he subsequently held within Crédit Agricole S.A. From 2004 onwards, he was responsible for Finance, the General Secretariat and Strategy at Calyon, where he became Deputy Chief Executive Officer in 2007. At the end of 2010, Jerome Grivet was appointed Chief Executive Officer of Crédit Agricole Assurances and Chief Executive Officer of Predica. In May 2015, he became Deputy Chief Executive Officer of Crédit Agricole S.A., taking responsibility for the Group Finance division.

Since September 2022, Jerome Grivet has been Deputy Chief Executive Officer of Crédit Agricole S.A., with responsibility for oversight and control functions.

Main activity

- Deputy Chief Executive Officer with responsibility for oversight and control functions of Crédit Agricole S.A.*

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group:

- Deputy Chief Executive Officer of Crédit Agricole S.A.*
- Director, member of the Audit and Account Committee, and member of Investment Committee of Nexity*
- Chairman of the Supervisory Board of the Fonds de Garantie des Dépôts et de Résolution
- Member of the Supervisory Board of the Breega Venture I/ Breega Venture II
- Director of CACEIS and CACEIS Bank
- Treasurer of the Foundation Crédit Agricole Solidarité et Développement
- Chairman of CACIF

As Crédit Agricole's permanent representative:

- Director of Crédit Agricole Immobilier
- Director of Crédit Agricole Assurances Retraite
- Chairman of the SAS Evergreen Montrouge
- Manager of the SCI Quentyvel

As Predica's permanent representative:

- Director of Covivio*

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Vice-Chair of the Supervisory Board of Fonds de Garantie des Dépots et de Résolution (until 2023)

* *Listed company*
** At the date of the present Universal Registration Document

Mette Kamsvåg

Main skills:

- Management
- Governance
- Audit, Risks
- Strategy, Investments
- Payments Services, Banking & Investments sector
- IT & Retail sector

Attendance rates 2025:

- Board of Directors: 95%
- Audit and Risks Committee: 100%
- Investment Committee: 100%

Business address:

Fannesfjordsveien 118, 6421 Molde, Norway

Number of shares:**
3,000

Date of birth (and age):

January 17, 1971 (54 years old)

Nationality:

Norway

First appointment:

April 30, 2019

Reappointment:

June 5, 2025

Term expires on:

2028 AGM deliberating on the 2027 financial statements

- **Independent Director**
- **Member of the Audit and Risks Committee**
- **Member of the Investment Committee**

Biography – professional experience – fields of expertise

Mette Kamsvåg has twenty years' experience in the IT and payment services sectors.

She has been a member of the management of BBS and Nets for fifteen years with responsibility for sales, products and business development.

She was CEO of Nets from 2011 to 2014.

Since 2014, she has been on the Board of several companies and is currently an active Board member of SpareBank1 SMN. She is currently Chair of the Boards of group.ONE, WebMed and SmartCraft ASA.

She has deep knowledge of the payment services, in particular as regards the Nordic markets.

She holds a master in Business and Economics from BI Norwegian School of Management.

Main activity

- Advisor at M-K Consulting AS

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

- Foreign countries:
- Chairwoman of the Board of Directors of SmarCraft ASA* (until May 2025)
- Chairwoman of the Board of Directors of group.ONE
- Director of SpareBank 1 SMN*
- 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:
- Deputy Chair of SmartCraft ASA (until May 2025)
- Chairwoman of the Board of Directors of Maritech Systems AS (until April 2024)
- Chairwoman of the Board of Directors of Norkart AS (until July 2023)
- Director of SIVA AS (until August 2021)

* Listed company
** At the date of the present Universal Registration Document

Agnès Park

Main skills:

- Management
- Governance
- CSR, RH
- Transformation, Restructuring
- Industry, Retail & IT sector

Attendance rates 2025:

- Board of Directors: 95%
- SER Committee: 100%
- Nomination Committee: 100%
- Remuneration Committee: 100%

Business address:

100, rue de Courcelles
75017 Paris - France

Number of shares:**

2,000

Date of birth (and age):

August 20, 1970 (55 years old)

Nationalities:

French and South-Korean

First appointment:

June 13, 2024

Term expires on:

2027 AGM deliberating on the 2026 financial statements

- **Independent Director**
- **Chairwoman of the Social and Environmental Responsibility Committee**
- **Member of the Nomination Committee**
- **Member of the Remuneration Committee**

Biography – professional experience – fields of expertise

Agnès Park is a trained lawyer and has also studied human resources.

She began her career in 1994 at Daewoo and then at Chevrolet/General Motors as a corporate lawyer.

In 1999, she was appointed Director of Human Resources for one of General Motors' subsidiaries in France and Southern Europe.

In 2007, she joined Varian Medical Systems, an American medical high tech company, where she successively held the positions of HR Director for France and Belgium, then HR Director for Western Europe and finally HR Director for Europe, Middle East, Africa and India in 2018.

In 2019, Agnès Park joined the Pierre Fabre Group as Vice President of Human Resources for the Pharmaceutical Division. The same year, she was appointed Deputy General Manager in charge of Human Resources and Ethics.

Agnès Park joined the Valeo Group on June 27, 2022, as Group Chief Human Resources Officer.

Agnès Park holds a Master Degree in International Business Law (University of Paris II), an Executive Master of Strategic HR Management from HEC (Paris) and an Executive Coaching Certificate from INSEAD.

Main activity

- Group Chief Human Resources Officer at Valeo*

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

- Director of Worldline Corporate Foundation

Outside the Worldline Group

None

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

None

* Listed company
** At the date of the present Universal Registration Document

Rodolfo Savitzky

Main skills:

- Management
- Finance
- Audit, Risks
- Strategy, Investments
- Transformation, Restructuring
- IT, Digital, Technology
- Industry & Retail sector

Attendance rates 2025:

- Board of Directors: 79%
- Audit and Risk Committee: 86%

Business address:

Untere Roostmatt 16,
6300 Zug-Suisse

Number of shares**

30,000

Date of birth (and age):

March 19, 1962 (63 years old)

Nationalities:

Mexican and Swiss

First appointment:

June 5, 2025

Term expires on:

2028 AGM deliberating on the 2027 financial statements

- **Independent director (since June 5, 2025)**
- **Member of the Audit & Risk Committee (since June 5, 2025)**

Biography – professional experience – fields of expertise

Rodolfo Savitzky is passionate about value creation through investing behind growth and innovation, driving productivity and developing talent.

Rodolfo Savitzky joined Recipharm as Chief Financial Officer in October 2025. Prior to this, in January 2022, Rodolfo became CFO and member of the Executive Board at SoftwareOne, where he led an operational excellence program that supported profitable business expansion and paved the way for a major acquisition completed in mid-2025, generating significant synergies and earnings accretion.

From 2016 to 2021, Rodolfo served as CFO and member of the Group Executive Committee at Lonza, where he played a central role in transforming the company into a pure-play pharma services leader. In 2021, he also served as Non-Executive Director and Chairman of the Audit Committee of Unilabs, until its sale to A.P. Moller Holding.

Earlier, Rodolfo spent more than a decade at Novartis in senior finance and strategy roles across multiple business units and corporate teams. He started his career at P&G where he held various finance leadership positions across Europe and Latin America.

Rodolfo contributes his financial expertise and industry insight at board level. Since May 2022, he has been a member of the Board of Directors and the Audit Committee at EuroAPI and will step down from these roles in December 2025. He also became a Member of the Board of Directors and Chairman of the Audit Committee of UCB since April 2024.

Rodolfo holds a Bachelor's degree in Industrial and Systems Engineering from the Monterrey Institute of Technology in Mexico and an MBA in Finance and Economics from the University of Chicago Booth School of Business in the USA.

Main activity

- Chief Financial Officer at Recipharm

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Independent Director and Chairman of the Audit Committee of UCB*

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline

France:
- Independent Director and Chairman of the Audit Committee of Euroapi* (until December 2025)

Foreign countries:
- Director and Chairman of the Audit Committee of Unilabs (Switzerland)

* Listed company
** At the date of the present Universal Registration Document

Daniel Schmucki

Main skills:

- Management
- Finance
- Audit, Risks
- Strategy, Investment
- Payment Services & Banking sector
- Industrial & Retail sector

Attendance rates 2025:

- Board of Directors: 85%
- Investment Committee: 100%
- Audit and Risks Committee: 83%

Business address:

SIX Group AG
Pfingstweidstrasse 110 CH - 8021 Zurich, Switzerland

Number of shares*:

750

Date of birth (and age):

June 6, 1968 (57 years old)

Nationality:

Swiss

First appointment:

March 19, 2020

Reappointment:

June 13, 2024

Term expires on:

2027 AGM deliberating on the 2026 financial statements

- **Chairman of the Investment Committee**
- **Member of the Audit and Risks Committee**

Biography – professional experience – fields of expertise

Daniel Schmucki is a member of the Executive Board at SIX Group AG and has been Chief Financial Officer since March 2017.

From 1994 to 1999 he held various finance positions at Bosch group in Switzerland and Germany.

In 1999, he took on the role of Head of Controlling, Treasury and Investor Relations at Flughafen Zürich AG, which he held for nine years.

In 2008, he was promoted to Chief Financial Officer and Managing Director of Global Airport Operations and then Deputy CEO. He held this position until 2017, before he moved to SIX Group AG, a Financial Markets Infrastructure company. He has since been also a member of the Executive Committee.

He is a qualified Chartered Accountant.

Main activity

- Chief Financial Officer of SIX Group AG

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Chief Financial Officer of Six Group AG
- Chairman of the Board of Directors of SIX Global Services AG
- Director of SIX BBS AG
- Director of SIX Repo AG
- Director of SIX Swiss Exchange AG
- Director of Bolsas y Mercados Españoles (BME)
- Director of SIX Financial Information AG
- Director of Zoo Zürich

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

None

* At the date of the present Universal Registration Document

Nazan Somer Özelgin

Main skills:

- Management
- Finance
- Audit, Risks
- Transformation, Restructuring
- Payments Services, Banking & Retail sector

Attendance rates 2025:

- Board of Directors: 100%
- Audit and Risks Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés CS81162
92059 Paris La Défense Cedex – France

Number of shares:**

2,000

Date of birth (and age):

November 6, 1963
(62 years old)

Nationality:

Turkish

First appointment:

October 28, 2020

Reappointment:

June 13, 2024

Term expires on:

2027 AGM deliberating on the 2026 financial statements

Independent Director
Member of the Audit and Risks Committee

Biography – professional experience – fields of expertise

Nazan Somer Özelgin has an undergraduate degree from the Business Administration Faculty of the Bosphorus University of Istanbul. She qualified as a Certified Public Accountant in 1993.

She is a member of the Supervisory Board of Unicredit Romania and Zagrebacka Banka (Unicredit Croatia). She is a Board Director of Mapfre Insurance (Turkey) of which she is the Chairwoman. She is Deputy Chair, Chairwoman of the Risk Committee and member of the Audit Committee of Zagrebacka Banka (Croatia). In addition, she was the Chairwoman of the Risk Committee and a member of the Audit Committee and Remuneration Committee at Unicredit Romania***.

She has also been a member of the Board of Directors, Chairwoman of the Audit Committee and member of the Corporate Governance Committee of TAV Airport Operations Holding (Groupe ADP) since March 2024.

She was previously Executive Vice-President in charge of Retail Banking and a member of the Executive Committee of Yapi Kredi Bank, one of the largest retail banks in Turkey from 2009 to 2018. She joined Yapi Kredi Bank in 2000 as Executive Vice President in charge of personal banking. Between 2003 and 2009, she served as Executive Vice President in charge of payment systems and consumer lending. From 2009 to 2018, she was member of the Executive Committee managing the retail business line end to end and leading many transformation projects including but not limited to digital transformation of the bank.

She worked for Arthur Andersen Turkey between 1988 and 2000. She was the partner in charge of financial sector in her final two years at Arthur Andersen Turkey. During her career at Arthur Andersen, she also held responsibilities for financial sector clients in Bucharest and Sofia. She assumed auditing and financial consultancy responsibilities for companies in various business sectors predominantly in banking and financial companies. In addition, she ran various internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector.

Main activity

- Independent Director of companies

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

- Foreign countries:
- Member of the Supervisory Board, Chairwoman of the Risk Committee, member of the Audit Committee and member of the Remuneration Committee of Unicredit Romania***
- Deputy Chairwoman of the Supervisory Board, Chairwoman of the Risk Committee and Audit Committee member of Zagrebacka Banka* (UniCredit Croatia)
- Chairwoman of the Supervisory Board of Mapfre Sigorta A.S. Turkey
- Director, Chairwoman of the Audit Committee and member of the Corporate Governance Committee of TAV Airport Operations*
- Chairwoman of Istanbul Golf Club
- Member of the Advisory Board of Darussafaka (Foundation) (Turkey)
- Member of the Trustee Board of Bosphorus University of Istanbul (Turkey)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

- Foreign countries:
- Director, Chairwoman of the Audit Committee, member of the Risk Committee and Nomination Committee of Alpha Bank Romania (Romania) (until August 2025)
- Deputy Chair of the Supervisory Board, Chairwoman of the Audit Committee, member of the Risk Committee and Remuneration Committee of Unicredit Slovenia (Slovenia) (until January 2025)

* Listed company
** At the date of the present Universal Registration Document
*** This mandate ended on February 21, 2026

Thierry Sommelet

Main skills:

- Governance
- Finance
- Strategy, Investment
- IT, Digital, Technology
- CSR, HR
- Investment & IT sector

Attendance rates 2025:

- Board of Directors: 95%
- Investment Committee: 80%
- Nomination Committee: 89%
- Remuneration Committee: 83%

Business address:

Bpifrance 6-8 boulevard Haussmann
75009 Paris, France

Number of shares:**

750

Date of birth (and age):

December 10, 1969
(56 years old)

Nationality:

French

First appointment:

October 28, 2020

Reappointment:

June 8, 2023

Term expires on:

2026 AGM deliberating on the 2025 financial statements

- **Independent Director**
- **Member of the Investment Committee**
- **Member of the Nomination Committee**
- **Member of the Remuneration Committee**

Biography – professional experience – fields of expertise

Thierry Sommelet is Director of the Capital Development department in charge of the Technology, Media and Telecom sectors and a member of the Executive Committee of Bpifrance Investissement.

He has twenty years' investment experience in listed and unlisted companies in the Technologies, Media and Telecom (TMT) sector.

He began his career in the capital markets at Crédit Commercial de France in 1992 in Paris and later in New York.

He subsequently became Manager of the financial engineering team at Renaissance Software in London and then joined the media company InfosCE as Deputy Chief Executive Officer in 2001.

In 2002, he joined the Investments and Digital Holdings department of Caisse des Dépôts et Consignations, a French Public entity, which he headed up in 2007.

After joining Fonds stratégique d'investissement in 2009, Thierry Sommelet became part of the team at Bpifrance Investissement when it was created in 2013.

He graduated from the Ecole Nationale des Ponts et Chaussées (ENPC), Civil Engineering School in Paris. He also holds a MBA from INSEAD.

Main activity

- Director of the Capital Development department at Bpifrance Investissement, Head of Technology, Media and Telecom

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

- Director of Worldline Corporate Foundation

Outside the Worldline Group

France:
<u>As Bpifrance Investissement' permanent representative</u>:
- Member of the Supervisory Board of IDEMIA Group and IDEMIA France
- Member of the Supervisory Board of Campus IA

<u>As Bpifrance Participations' permanent representative</u>:
- Director and member of the Strategy and Technology Committee of Orange*
- Director, member of the Governance & Social Responsibility Committee and member of the Audit Committee of Vantiva*

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:
<u>In his own name</u>:
- Director of Soitec* (until July 2022)
- Director of Talend* (until July 2021)

* Listed company
** At the date of the present Universal Registration Document

Sylvia Steinmann

Main skills:

- Management
- Audit, Risk
- Strategy, Investment
- Transformation, Restructuring
- IT, Digital, Technology
- Banking sector
- IT & Industry sector

Attendance rates 2025:

- Board of Directors: 90%
- Audit and Risks Committee: 100%
- SER Committee: 100%

Business address:

Untere Bruech 110 - 8706 Meilen - Switzerland

Number of shares:**

2,500

Date of birth (and age):

January 18, 1965 (61 years old)

Nationalities:

German and Swiss

First appointment:

June 13, 2024

Term expires on:

2027 AGM deliberating on the 2026 financial statements

- **Independent Director**
- **Member of the Audit and Risks Committee**
- **Member of the Social and Environmental Responsibility Committee**

Biography – professional experience – fields of expertise

Sylvia Steinmann studied business administration and information technology at the Technische Universität Berlin and the Massachusetts Institute of Technology.

She began her career as an IT and financial services consultant with McKinsey, before joining Swiss Re, where she headed the IT Strategy and Planning department. Sylvia Steinmann then spent several years as Chief Information Officer for the Financial Service Business Arm at SwissRe and was a member of the Executive Team.

Sylvia Steinmann pursued her career at Zurich Insurance (Chief Operating Officer of Global IT) and the logistics company DHL (Chief Information Officer of Global Forwarding and Freight).

Before joining Swiss Life, Sylvia Steinmann had been Chief Information Officer of the medical diagnostics company SYNLAB International in Munich since 2017.

From 2018 until 2023, Sylvia Steinmann was the Chief Information and Transformation Officer at Swiss Life Switzerland and a member of the Management Board.

Main activity

- Director of companies

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries
- Member of the Supervisory Board and member of the Audit Committee and the Risk Committee of BayernLB (Germany)
- Member of the Fachbeirat Tourismus Bergerlebnis – Berchtesgaden
- Vice-Chairwoman of Board of HomeOwners Association - Aruba
- Director of Leonteq* (since April 2025)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:
- Member of the Global CIO Board of SwissLife AG
- Member of the Board of SYNLAB Schweiz AG

* Listed company
** At the date of the present Universal Registration Document

Dr. Michael Stollarz

Main skills:

- Management
- Audit, Risks
- Strategy, Investments
- Payments services, Banking & Investment sector
- IT & Technology sector

Attendance rates 2025:

- Board of Directors: 90%

Business address:

Deutscher Sparkassen Verlag Am Wallgraben 115 Stuttgart, D-70565 Germany

Number of shares:**

1,570

Date of birth (and age):

June 17, 1966 (59 years old)

Nationality:

German

First appointment:

October 28, 2020

Reappointment:

June 5, 2025

Term expires on:

2028 AGM deliberating on the 2027 financial statements

- **Director**

Biography – professional experience – fields of expertise

Dr. Michael Stollarz has been Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV group) since January 2018.

He began his career with an apprenticeship in banking.

After a series of internships at Westdeutscher Handwerkskammertag and Hornblower Fischer, he joined the publishing house Handelsblatt as legal counsel. He was quickly promoted to Head of the Investment department.

In 2007, he was appointed to the Executive Committee. In particular, he was responsible for the digitalization of the Group, specialized media and corporate publishing.

After twelve years at Handelsblatt, he took over the management of Hubert Burda International GmbH as Director of Digital Strategy and Managing Director of the International Affairs branch.

He was then founding partner at Executive Interim Partners GmbH and Managing Director at Flick Gocke Schaumburg shortly afterwards.

He later joined the DSV group. In addition to his role as Chief Executive Officer of the DSV group, he is a member of several Supervisory Boards, Advisory Boards and Committees.

He has also been Manager of Otto Schmidt Beteiligungsgesellschaft since 2016.

He holds a doctorate in law.

Main activity

- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV group)

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

Foreign countries:
- Vice Chairperson of the Shareholders' Committee of Worldline PAYONE Holding GmbH

Outside the Worldline Group

Foreign countries:

- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (Germany)
- Manager of Otto Schmidt Beteiligungsgesellschaft GmbH (Germany)
- Member of the Executive Committee of the German Savings Banks Association (DSGV) (Germany)
- Chairman of the Advisory Board of S-Markt & Mehrwert GmbH & Co. KG (Germany)
- Chairman of the Advisory Board of S-Communication Services GmbH (Germany)
- Member of the Supervisory Board of qards GmbH (Germany)
- Member of the Supervisory Board of EURO Kartensysteme GmbH (Germany)
- Member of the Supervisory Board of Bad Homburger Inkasso GmbH (Germany)
- Member of the Board of Directors of German Savings Bank Foundation for international collaboration (Germany)

Other positions and offices held during the last five years

Within the Worldline Group

Foreign countries:
- Member of the Shareholders' Committee of Ingenico PAYONE Holding GmbH (Germany)
- Chairman and member of the Supervisory Board of PAYONE GmbH (Germany)

Outside the Worldline Group

Foreign countries:
Vice-Chairman of the Supervisory Board of paydirekt GmbH (Germany)

* At the date of the present Universal Registration Document

Marie-Christine Lebert

Main skills:

- Governance
- CSR
- IT, Digital, Technology
- Transformation, Restructuring
- Payment services sector
- IT & Retail sector

Attendance rates 2025:

- Board of Directors: 100%
- Remuneration Committee: 100%

Business address:

19 rue de la Vallée Maillard
41000 Blois, France

Number of shares:**

400***

Date of birth (and age):

January 28, 1963
(62 years old)

Nationality:

French

First appointment:

May 17, 2019

Reappointment:

June 8, 2023

Term expires on:

2026 AGM deliberating on the 2025 financial statements

- **Employee Director**
- **Member of the Remuneration Committee**

Biography – professional experience – fields of expertise

Marie-Christine Lebert joined Atos as a programmer analyst in 1986, working in the payments sector.

She has worked as an international Project Leader, with over twenty years of experience in project and application portfolio management as well as team management.

From 2000, she has engaged in employee representation exercising a high level of responsibilities as successively secretary and treasurer of local and international Works Boards.

From 2001 to 2017, she assumed the highest function as vice-secretary and secretary of the European Works of Atos group, after having initiated and taken part in the prior negotiations for the establishment of this European Social dialogue.

All these roles have provided her with a deep knowledge of French and European social dialogue, and a solid understanding of the Group's and sector's economy, organizations, jobs and conditions, technological environments and human aspects.

Marie-Christine Lebert gained her first experience in the Atos group Board of Directors and in particular, she took over the Vice Chair of the CSR Committee.

She is trained as part of the Board Member Certification at IFA/IEP Paris and the Executive Education in Finance at HEC Paris.

Main activity

- Project Leader at Worldline*

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

France:
- Co-Chair of the Employee Directors' Group at Institut Français des Administrateurs (IFA)
- Director of La Maison des Lanceurs d'alerte association

Foreign countries :
- Chair of the UNI European Federation's Cadres Group

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:
- National Secretary of Cfdt Cadres
- Director of Forum pour l'investissement responsable (FIR)
- Director of France Active Investissement

* Listed company
** At the date of the present Universal Registration Document
*** Employee directors are exempted from the obligation to hold Company shares.

Stephan Van Hellemont

Main skills:

- IT, Digital, Technology
- Audit, Risks
- Payment services sector
- IT, Technology & Retail sector

Attendance rates 2025:

- Board of Directors: 90%
- SER Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés CS81162
92059 Paris La Défense Cedex – France

Number of shares:**

2,000***

Date of birth (and age):

September 20, 1967
(58 years old)

Nationality:

Belgian

First appointment:

June 8, 2023

Term expires on:

2026 AGM deliberating on the 2025 financial statements

- **Employee Director**
- **Member of the Social and Environmental Responsibility Committee**

Biography – professional experience – fields of expertise

Stephan Van Hellemont is Transversal Major Incident Manager and Employee Director on the Board of Directors of Worldline since 2023.

In his operational role, Stephan Van Hellemont is notably in charge of the management of business-critical major incidents across Europe and the rest of the world. In addition, he coordinates the onboarding of the escalation process. His profound transversal knowledge of the IT landscape is a contributing factor.

During his 36-year career, mainly in the secure payment services sector, Stephan Van Hellemont has gained significant experience in IT payments, covering acceptance, acquiring, clearing and settlement, and issuing processes, including 3D Secure authentication and payment schemes. He has developed expertise in IT operational processes, compliance and audits (ISO27001/PCI), and infrastructure knowledge for secure payments. His experience also includes in-depth knowledge of transactional business processes, including transaction processing, authorization flows, and end-to-end payment chain operations.

As Employee Director, Stephan Van Hellemont is a member of the Social and Environmental Responsibility (SER) Committee. He brings a people-oriented perspective to Board discussions, with a strong focus on transformation, employee well-being, and governance. The European Works Council (EWC) has nominated him to continue for an additional term, recognizing his contribution and commitment to representing employees at Board level.

Stephan Van Hellemont has had the opportunity to work and gain experience in Worldline's three main business lines, which has given him a broad understanding of the business portfolio, organization, and governance. He was a member of the local Belgian Works Council and the Health and Safety Committee. Stephan Van Hellemont was also a member of the negotiating group for the implementation of the agreement for the creation of the Worldline European Works Council.

Stephan Van Hellemont joined Atos in 1991.

Main activity

- Transversal Major Incident Manager at Worldline*

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

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

None

* Listed company
** At the date of the present Universal Registration Document
*** Employee directors are exempted from the obligation to hold Company shares.

E.1.4.2 Diversity Policy of the Board of Directors

In accordance with the recommendations of the AFEP-MEDEF Code, each year the Board of Directors carries out an in-depth assessment of its membership and that of its committees, with particular emphasis on criteria such as gender equality, nationality, age, qualifications and experience. At its meeting on December 17, 2025, the Board of Directors reviewed its diversity policy, upon recommendation of the Nomination Committee. This policy is reflected in the varied and complementary representation of Board members, who are distinguished by their skills, career paths, training, age, independence and nationality.

The diversity policy applied by the Board of Directors in selecting members, the goals it sets itself, the procedures applied and the outcomes are described below:

Criteria	Objectives	Implementation and outcomes (until 31 December 2025)
Independence of the Board of Directors	Comply with the recommendations in the AFEP-MEDEF Code on Board independence, which require a minimum percentage of 50%	• On December 31 2025, 67%[1] of directors are qualified as independent (see section E.1.3.5), i.e. much higher than recommended by the principles of the AFEP-MEDEF Code.
Gender equality of the Board of Directors	Comply with legal provisions governing gender equality, which require a minimum of 40% of each gender (articles L. 225-18-1 and L. 22-10-3, of the French Commercial Code)	• On December 31, 2025, 5 members of the Board of Directors are women, i.e., 42%[1] of its members, in compliance with the applicable legal provisions. • The Audit and Risks Committee as well as the Social and Environmental Responsibility Committee have a majority of women.
Age of Board members	Comply with the statutory provisions limiting to one-third the members of the Board over 70 years old (article 14 of the Company's Bylaws).	• As of December 31, 2025, the Board of Directors has members aged from 54 to 69, with an average age of 61 years.
Employee directors	Comply with legal provisions and article 16 of the Company's Bylaws.	• The Board of Directors has 2 employee directors. • The employee representation within the Board of Directors is in line with legal provisions and the Company's Bylaws.
Directors' nationality	Reflecting Worldline's international presence and its European leadership.	• On December 31, 2025, the Board of Directors has 8 foreign directors, representing 67% of its members (excluding employee directors). • The current ratio is satisfactory and faithfully reflects the Group's identity, footprint and strategy.
Complementarity and adequacy of profiles and competencies	Representation of diverse and complementary expertise and experience.	• Directors have extensive professional experience in various industries on high profile positions and are serving or have served as directors or Company Officers of listed or unlisted French and/or foreign companies. • The diversity of skills is reflected in the profiles of the Board members, who possess expertise in various areas, including management particularly at an international level, governance, strategy/investment, audit/risks, finance, IT/Digital/Tech and transformation/restructuration, especially in the payment services, banking, IT and technology services as well as retail and investment sectors. • The new directors appointed since 2024 have further strengthened its skills particularly in banking and financial services, technology and digital, transformation, HR and CSR, in line with the Group's strategic challenges and ambitions.
Number of directors	Reaching a measured number of directors to ensure collegiality	• Since 2021, the Board has committed to reduce the number of its members as the Company embarks on a new strategic phase. The Board has achieved this reduction by enhancing its international diversity and the variety of expertise represented. • This resizing exercise was completed at the end of the 2024 Shareholders' Meeting • An additional independent director (Rodolfo Savitzky) was appointed by the Shareholders' Meeting held on June 5, 2025 in anticipation of the departure of Aldo Cardoso, Chair of the Audit and Risk Committee, at the close of the 2026 Shareholders' Meeting, at which his term of office will not be renewed due to the loss of his independent status after twelve years of service. • Until December 31, 2025, the number of directors is 14 (including two employee directors).

1 Employee directors are not taken into account when calculating independence and gender diversity, in accordance with the law and the recommendations of the AFEP-MEDEF.

On November 6, 2025, the Board of Directors acknowledged Giulia Fitzpatrick's resignation from the Board by December, 31st, 2025 in the context of SIX Group's announcement not to participate to the contemplated capital increase of the Company. The Nomination Committee and the Board of Directors are pursuing their ongoing works on appointments and/or renewals of directors' terms of office, in the first place the ones to be proposed at the 2026 Annual General Meeting which will take into account the shareholding structure following the contemplated capital increase approved by the Extraordinary General Meeting of January 8, 2026, with a view to staggered renewal and to ensure appropriate balance in the composition of the Board according to its diversity policy (see section E.1.4.1.3 of the present Universal Registration Document).

E.1.4.3 Selection of Directors

In accordance with article 9.3.1 of the Board's Internal Rules, the Nomination Committee has a special procedure for selecting and appointing directors (in particular independent directors). This procedure summarized hereunder is in line with the highest corporate governance standards. It takes into account the diversity policy defined each year by the Board of Directors, upon recommendation of the Nomination Committee, as presented above and the competence needs.

When looking to recruit new Board members, the Nomination Committee first assesses the complementarity of the skillsets, experience, expertise and diversity of the existing Board of Directors. It then identifies those particular skills and diversity that will have the most impact on the collegiality, complementarity and effectiveness of the Board of Directors. In determining the appropriate profile for the new member, the Nomination Committee looks in particular at:

- the proportion of independent directors;
- appropriate representation of shareholders and strategic partners;
- the diversity policy of the Board of Directors; as well as
- the expectations of the Board of Directors itself as expressed in its annual self-assessment of its composition and functioning.

Once the need for a new director has been identified, appropriate procedures are put in place by the Nomination Committee, in consultation with the Chairperson of the Board of Directors and the support of the Secretary of the Board, and if necessary, an external consultant, to determine the process and timeline, define the profile, identify potential candidates and proceed with their selection.

Interviews with these candidates are then conducted, particularly with members of the Nomination Committee, with a view to making a recommendation to the Board of Directors. The Nomination Committee ensures that the candidate's profile is in line with the sought-after skills and experience, as well as their availability, absence of conflicts of interest, and, if applicable, independence in accordance with the criteria defined in the AFEP-MEDEF Code.

The Board of Directors reviews the work of the Nomination Committee, meets on the candidate(s) proposed by the Committee, deliberates and proposes, where appropriate, its appointment of the selected candidate as a director for approval by the Shareholders' Meeting. Exceptionally and under certain conditions, the Board of Directors may co-opt directors, subject to subsequent ratification by the shareholders at the next following meeting.

Additionally, a specific selection process exists for directors representing employees and shareholders in accordance with Article 16 of the Company's Bylaws. The first employee director is appointed by the Company's Social and Economic Committee, while the second is appointed by the European Works Council. The employee shareholder representative director is elected by the Shareholders' Meeting from among the candidate or candidates designated by the employee shareholders. In fact, the supervisory boards of mutual investment funds must notify the Chairman of the Board of Directors of the identity of the candidates or candidates elected within their ranks prior to the Shareholders' Meeting. The Board of Directors may decide to recommend the appointment of a candidate to the Shareholders' Meeting.

Director selection process

#1 Process

- Determination of the envisaged selection process.
- Support from external firm if necessary.
- Setting of the timetable.

#2 Profile

- Assessment of the complementary of skills, experience and expertise within the Board in accordance with the defined diversity policy.
- Definition of needs.
- Definition of the profile sought.

#3 Candidatures

- Establishment of procedures by the Nomination Committee to determine the process for selecting candidates.
- Review of the candidatures.
- Identification of potential candidates with a view to selection.

#4 Selection

- Interviews with selected candidates by the Nomination Committee.
- Review of the suitability with the profile sought and defined at the beginning of the selection process.
- Review of the availability, absence of conflicts of interest and independence, where applicable, of the selected candidates.
- Recommendation of the Nomination Committee to the Board of Directors.

#5 Decision

- Review by the Board of Directors of the candidates selected by the Nomination Committee.
- Deliberation by the Board of Directors on the selected candidates.

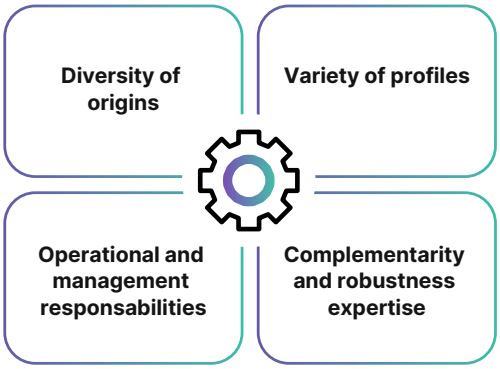
➔ Proposal for appointment by the Shareholder's Meeting.

➔ Co-optation by the Board of Directors and proposed ratification by the Shareholder's Meeting.

E.1.4.4 Directors' skills

In accordance with its diversity policy, the Board of Directors, in conjunction with the Nomination Committee, ensures that its composition is complementary in terms of skills, experience, and expertise. The variety and richness of the directors' profiles should enable the Board to understand the specificities of the Company and address strategic challenges collegially.
The current composition of the Board is rich in diversity and complementary experiences and expertise in various fields.

The Board and the Nomination Committee ensure that the evolution of the skills identified within the Board is in line with the Company's strategic orientations, its needs and values. The composition of the Board of Directors is thus assessed each year to define skills and needs priorities.
The evolution of the Board's composition set in motion since 2021 reflects the intention to ensure collegiality and to maintain complementary skills and profiles as well as a diversity of experiences, genders and nationalities within the Board.

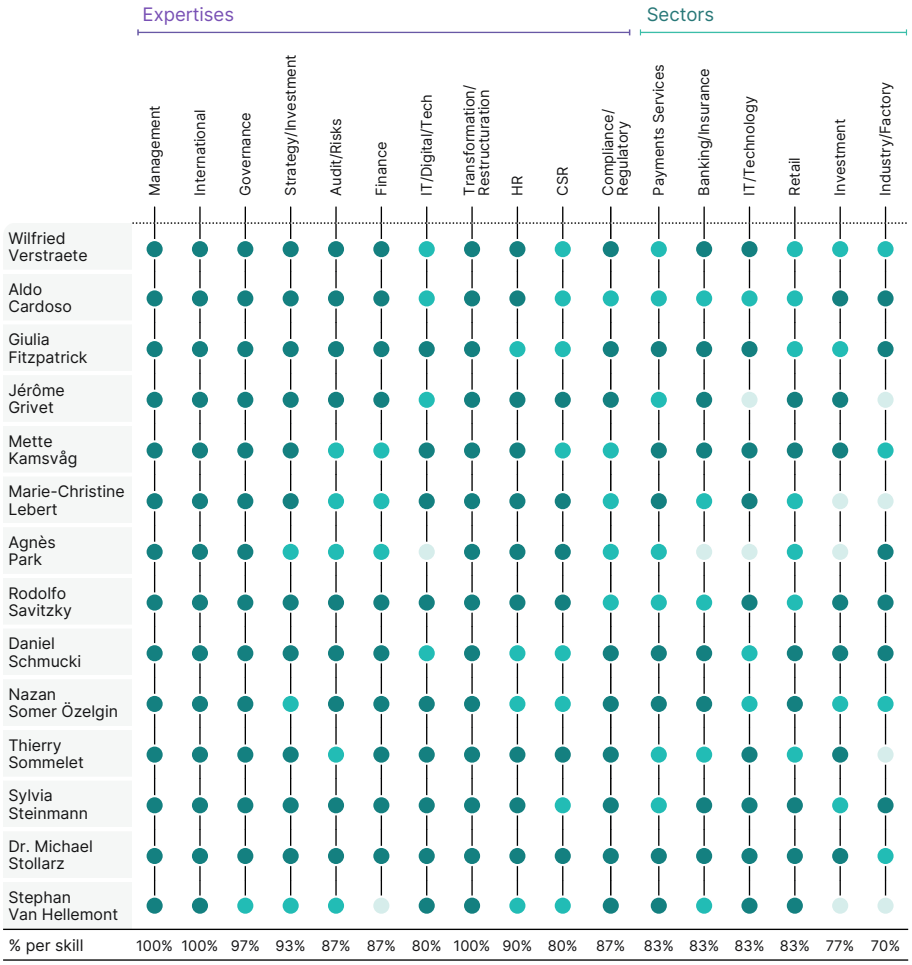


Expertise

- Management
- International
- Governance
- Strategy / Investment
- Audit / Risks
- Finance
- IT / Digital / Tech
- Transformation / Restructuration
- HR
- CSR
- Compliance / Regulatory

Business Sectors

- Payment services
- Banking/Insurance
- IT / Technology
- Retail
- Investment
- Industry / Factory



Notions
Knowledge
Mastery or position held

The methodology is based on a combination of assessments (using internal and external analysis) of profiles in terms of their skills, certification, experience and background, their contributions to the work of the Board and Committees, feedback from the Board's assessment exercise, and cross-referenced with a self-assessment exercise.

E.1.4.5 Independence of Directors

E.1.4.5.1 Definition of an Independent Director

The AFEP-MEDEF Code defines an independent director as someone who *"has no relationship of any kind whatsoever with the corporation, its group or the management that may interfere with their freedom of judgment."*

The latter also includes a certain number of criteria used to determine whether a director can be qualified as independent.

AFEP-MEDEF Code Criteria (article 10)

Criterion 1 – Employee or corporate officer within the past five years

The director must not be, or shall not have been during the course of the previous five years:
- An employee or executive officer of the Company;
- An employee, executive officer or director of a company consolidated within the Company;
- An employee, executive officer or director of the Company's parent company or of a company consolidated within the parent company.

Criterion 2 – Cross-directorships

The director must not be an executive officer of a company in which:
- The Company holds a direct or indirect directorship; or in which
- An employee appointed as such or an executive officer of the Company (currently in office or having held such office during the previous five years) holds a directorship.

Criterion 3 – Significant business relationships

The director must not be (or be linked directly or indirectly to) a customer, supplier, commercial banker, investment banker or consultant:
- That is material for the Company or its Group; or for which
- The Company or its Group represents a significant portion of its activity.

Criterion 4 – Family ties

The director must not be related by close family ties to a company officer.

Criterion 5 – Auditor

The director must not have been an auditor of the Company within the previous five years.

Criterion 6 – Period of office exceeding twelve years

The director must not have been a director of the Company for over twelve years.
The loss of the status of independent director occurs on the date at which this twelve year period is reached.

Criterion 7 – Status of non-executive officer

A non-executive officer cannot be considered to be independent if they are paid variable compensation in cash or in the form of securities or any compensation related to the performance of the Company or its Group.

Criterion 8 – Status of the major shareholder

Directors representing, or appointed on the proposal of, major shareholders of the Company or its parent company may be considered independent, provided these shareholders are not party to controlling the Company.
Nevertheless, above 10% of the share capital or voting rights, the Board of Directors, upon a report from the Nomination Committee, should systematically review a director's qualification as independent in the light of the make-up of the Company's share capital and the existence of a potential conflict of interest.

Independence criteria relating to the material nature of the relationship with the Company (criterion 3)

In accordance with the recommendations of the AFEP-MEDEF Code, as part of the assessment of the materiality of the relationship with the Company or Worldline's Group, the Board of Directors, at its meeting of December 17, 2025, on the recommendation of the Nomination Committee, retained (as in the previous year) the following criteria:

- a quantitative criterion, being the consolidated turnover of 1% by the Company with a group within which a Worldline Director holds a function and/or a mandate, corresponding to general market practice;
- qualitative criteria, namely:
  - i. the length and continuity of the business relationship (seniority of the relationship or impact of potential contract renewals, etc.),
  - ii. the importance or intensity of the relationship (potential economic dependence), and
  - iii. the structure of the relationship (Director free of any interest, etc.).

It is specified that when assessing the materiality of the relationship with the Company or its Group as detailed above, the Board of Directors analyses the quantitative criterion in combination with the qualitative criteria.

E.1.4.5.2 Annual review of the Independence of Directors

In light of article 1 of the Board's Internal Rules and the recommendations in the AFEP-MEDEF Code, the status of independent director is discussed annually by the Nomination Committee and reviewed by the Board of directors in light of the quantitative and qualitative criteria. This is also carried out each time a director is appointed and when his term of office is renewed. This review by the Nomination Committee and the Board of Directors took place at the meetings of December 2 and 17, 2025, respectively.

During this annual review, the Nomination Committee closely reviewed the independence of:

- Nazan Somer Özelgin in light of the 2025 business relations between Worldline and the companies in which she holds offices (respectively UniCredit on the one hand and TAV Airports Operations on the other hand) (AFEP-MEDEF Code, § 10.5.3);
- Thierry Sommelet in light of the respective shareholdings and voting rights of Bpifrance Participations and Caisse des Dépôts et Consignations in Worldline's share capital, and in view of the business relations maintained with Worldline in 2025 (AFEP-MEDEF Code, § 10.5.3 and § 10.7).

Following its review, the Board of Directors concluded that the aforementioned contextual factors were not such as to affect the respective independence of these Directors:

- In the case of Nazan Somer Özelgin: although the overall turnover with UniCredit in 2025 is estimated at c. 1% of the turnover of the Group at December 31, 2025, it represents a small portion of the Group's turnover with many other banks. Also, although UniCredit is one of the banks financing the Group, it is one of many banks amongst which the funding is widely distributed. In addition, the absence of an executive position within UniCredit and the absence of involvement in any UniCredit topic involving Worldline were noted. In the case of TAV Airports Operations, it was noted that no turnover was achieved in 2025 by Worldline with the TAV Airports group in 2025, as well as with its main shareholders (i.e. Aéroports de Paris, Tepe İnşaat and Sera Yapı Enden). The absence of an executive position within Tav Airports Operations was also considered;
- In the case of Thierry Sommelet: although he was appointed on the proposal of Bpifrance, which is a shareholder in Worldline, it was noted that the level of participation in the Company's share capital is 5% and that it holds 8.2% of the voting rights (at December 31, 2025), well below the 10% threshold and not such as to question his independence. Furthermore, Worldline's overall turnover with Bpifrance in 2025 represents only 0.01% of the Group's consolidated turnover. The Nomination Committee also noted a volume of purchases with Orange, in which Thierry Sommelet is a director, at c.2% mainly due to the purchase of SMS messages, for which the price is regulated and therefore non-negotiable in France. This business relationship is conducted in the normal course of business. The Board of Directors does not interfere in any way with this business relationship, and Thierry Sommelet has no executive role within Orange and does not receive any remuneration and has no personal interest in this transaction. There is also absence of relationship likely to create economic dependency and/or to question independence towards Worldline as well as absence of executive position.

The Nomination Committee and the Board of Directors also concluded that the following members could not be considered as independent:

- Giulia Fitzpatrick and Daniel Schmucki, appointed as directors upon proposal of SIX Group AG, due to the level of SIX Group AG's shareholding in Worldline (10.5% of the share capital and 18.2% of the voting rights at December 31, 2024) in addition to the extent of the business relations between both groups in 2025. The fact that Daniel Schmucki is Chief Financial Officer of SIX Group AG was also taken into account;
- Dr. Michael Stollarz due to the existing business relations in 2025 between the Group and Deutscher Sparkassen Verlag GmbH (DSV Group) in which he is Chief Executive Officer;
- Jerome Grivet, Deputy Chief Executive Officer of Credit Agricole S.A., was appointed as a director upon the proposal of Credit Agricole S.A. at the Shareholders' Meeting held on 5 June 2025, in light of Credit Agricole S.A.'s shareholding in Worldline (7% of the share capital and 6.1% of the voting rights as at 31 December 2025) and the significance of the commercial relationships between the two groups in 2025.
- Marie-Christine Lebert and Stephan Van Hellemont, as employee directors.

The Nomination Committee and the Board of Directors have qualified the following members as independent, having considered that all independence criteria were satisfied:

- Aldo Cardoso;
- Mette Kamsvåg;
- Agnès Park;
- Rodolfo Savitzky ;
- Nazan Somer Özelgin;
- Thierry Sommelet;
- Sylvia Steinmann; and
- Wilfried Verstraete.

Hence, on December 31, 2025, the Board of Directors has 8 independent members out of 12 (employee directors not being taken account), representing a 67% independence rate, well above the 50% rate recommended by the AFEP-MEDEF Code. As part of the contemplated capital increase, Giulia Fitzpatrick resigned from her position as director with effect as of December 31, 2025.

The independence of the directors will be reassessed by the Nomination Committee and the Board of Directors following the contemplated capital increase.

The table below shows the detailed assessment of the independence of directors based on the above-mentioned criteria following the review by the Nomination Committee on December 2, 2025 and February 23, 2026, as well as the Board of Directors on December 17, 2025.

Criteria*	Aldo Cardoso	Giulia Fitzpatrick	Jérôme Grivet	Mette Kamsvåg	Marie-Christine Lebert	Agnès Park	Rodolfo Savitzky	Daniel Schmucki	Nazan Somer Özelgin	Thierry Sommelet	Sylvia Steinmann	Dr. Michael Stollarz	Stephan van Hellemont	Wilfried Verstraete
Criterion 1: Employee or corporate officer within the past fixe years	✓	✓	✓	✓	✖	✓	✓	✓	✓[1]	✓[1]	✓	✓	✖	✓
Criterion 2: Cross-directorships	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3: Significant business relationships	✓	✓	✖[2]	✓	✓	✓	✓	✖[2]	✓	✓	✓	✖[2]	✓	✓
Criterion 4: Family ties	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5: Auditor	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6: Period of office exceeding twelve years	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 7: Status of non-executive officer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8: Status of the major shareholder	✓	✖	✓	✓	✓	✓	✓	✖	✓	✓	✓	✓	✓	✓
Independent	✓	✖	✖	✓	✖	✓	✓	✖	✓	✓	✓	✖	✖	✓

* In this table, ✓ represents an independence criterion that is satisfied and ✖ represents an independence criterion that is not satisfied.

1 Their independent directorship at the level of Worldline IGSA (formerly Ingenico) was held before it was included in the Worldline scope of consolidation. They qualified as independent directors within the Board of Directors of Worldline IGSA in accordance with the AFEP-MEDEF Code applied by Ingenico Group SA. These directors were assessed as independent at the time of the acquisition of Ingenico by Worldline and the contemplated governance was designed to welcome new directors coming from Ingenico as a key aspect of the friendly acquisition and this was part of the announcement of the transaction before its massive approval by the shareholders. Also, the cumulated duration of the mandates held by these directors within Ingenico Group SA and then Worldline remain less than 12 years.

2 Daniel Schmucki is the Chief Financial Officer of SIX Group AG; Jérôme Grivet is the Deputy Chief Executive Officer of Crédit Agricole ; Michael Stollarz is CEO of Deutscher Sparkassen Verlag GmbH (DSV Group), Worldline's partner in the joint-venture Payone.

E.1.4.6 Lead Director

The Board of Directors decided to appoint a Lead Director on March 19, 2020. This decision was taken in a context where the functions of Chairperson of the Board of Directors and Chief Executive Officer were combined. In line with the highest corporate governance standards, the Board of Directors has, upon recommendation of the Nomination Committee, decided to retain the Lead Director even though the roles are now split.

As per the Board's Internal Rules, the Lead Independent Director has, in particular, the following powers and responsibilities:

- ensuring that directors are provided with the information necessary to fulfil their duties;
- organizing, at least two meetings in a year held in the absence of the Executive Officers;
- to review meeting agendas, in consultation with the Chairperson of the Board of Directors and/or the Secretary of the Board of Directors; the Lead Director may ask for the inclusion of additional items on the agenda;
- be consulted, notably by the Chairperson of the Nomination Committee, ahead of the appointment and reappointment of directors;
- to ask the Chairperson of the Board of Directors to call Board meetings to discuss specific matters;
- overseeing the yearly assessment of the work of the Board of Directors and of the Committees and to report on this evaluation to the Board of Directors together with the Board Secretary; and
- bringing to the attention of the Board of Directors any conflict of interest that they have personally identified or was reported to them.

The Lead Director maintains regular and open dialogue with the directors, in particular with the independent directors, for whom they may act as spokesperson vis-à-vis management, other directors and the Board Secretary. The Lead Director may also hold discussions with shareholders, in consultation with the Chief Executive Officer, and after reporting to the Chief Executive Officer and the Board of Directors.

The Board's Internal Rules also provide that should the Chairperson and Vice-Chairperson of the Board of Directors be absent or if there is no Vice-Chairperson, the Board of Directors shall be chaired by the Lead Director.

Following the death of Bernard Bourigeaud on December 14, 2023, the Board of Directors meeting of December 15, 2023, upon recommendation of the Nomination Committee and in accordance with the succession plan, decided to entrust Georges Pauget, Lead Director until then, with the interim chairmanship of the Board of Directors until the appointment of a new Chairman of the Board of Directors.

Following the appointment of Wilfried Verstraete as Chairman of the Board of Directors and the departure of Georges Pauget at the end of the 2024 Shareholders' Meeting, the Company has not appointed a new Lead Director so far.

E.1.4.7 Employee Representation on the Board of Directors

E.1.4.7.1 Representation of Employee Shareholders

As of December 31, 2025, the shares held by the employees of the Company or of its subsidiaries[1] represented 0.8% of the share capital, i.e less than the 3% threshold at which representation is required by law (see section E.3).

E.1.4.7.2 Employee Directors

In accordance with the provisions of Article L.22-10-7 of the French Commercial Code, the UES Worldline Social and Economic Committee renewed the mandate of Marie-Christine Lebert[2] on May 30, 2023. The European Works Council, set up in January 2023, appointed during its meeting of May 10, 2023 Stephan Van Hellemont as employee director.

The terms of office of the two employee directors is a three-year period. Their terms of office will therefore expire at the end of the Shareholders' Meeting to be held in 2026 to approve the 2025 financial statements.

The term of office of Marie-Christine Lebert will not be renewed at the close of the 2026 Shareholders' Meeting. The Social and Economic Committee is working on the process since the beginning of 2026 to appoint her successor.

At the end of 2025, the European Works Council renewed Stephan Van Hellemont's mandate as employee director for a three-year period, effective as of the 2026 Annual Shareholders' Meeting.

E.1.4.7.3 Social and Economic Committee's Representation

The representative of the Social and Economic Committee, namely Vincent Danten, until December 19, 2025, then Guillaume Arnal as from that date, or his substitute, if applicable, is invited to attend Board meetings, without voting rights.

1 As defined in the provisions of Article L.225-180 of the French Commercial Code.
2 Marie-Christine Lebert was first appointed on May 17, 2019.

E.1.4.8 Directors' Training

As per the recommendations of the AFEP-MEDEF Code, each director receives, following their appointment and throughout their term of office, the training necessary for the performance of his duties, in particular to enable him to understand Worldline's activities, risks and organisation, and to develop specific skills according to his needs and profile.

The training and workshop program is drawn up each year by the Board of Directors. This program includes interactive workshops, sessions on presenting the Group's businesses, organization, risks, strategy in particular with respect to corporate social responsibility, and the Group's governance.

In 2025, directors received training and lead workshops on the following topics:

- Payments Services;
- Strategy;
- Risks management;
- Business strategy and market trends;
- Corporate Social Responsability (CSR);
- Compliance (anti-corruption and personal data protection);
- Security; and
- IT and Technology (including AI and Cyber-Security).

In addition, a strategic seminar organized under the supervision of the Chairman and the management, and involving most of the key managers, is held every year for all directors to discuss the various dimensions of the Group's strategy in light of the market trends and the Company's specific needs.

Employee directors are also provided with a tailored training as soon as they take office. This training specifically covers finance and corporate governance. Specific training is also offered to directors appointed to the Audit and Risks Committee on the Company's specific accounting, financial or operational processes, as well as to directors appointed to the Social and Environmental Responsibility Committee in particular on climate change.

In addition, following their appointment, all new directors are provided with the Company's corporate documentation. They receive the information necessary to get to know and to understand Worldline, its business activity, its culture and its accounting, financial and operational specificities. The directors are also made aware of their obligations under stock market regulations applying to directors of listed companies. They receive regular documentation and information about the Company, its business and environment. They have the opportunity to interact directly with Executive Management.

E.1.4.9 Shareholding Obligations

Given the contemplated increase of the compensation policy for the Board of Directors in 2024, the challenges faced by the Group and its low share price, the Board of Directors of February 25, 2025, upon recommendation of the Remuneration Committee, decided to increase the number of the Company's shares to own at 2,000 from the 2026 General Meeting. The Board of Directors also recommended that directors hold a number of the Company's shares representing at least one year's annual fixed remuneration[1].

As of the date of this Universal Registration Document:

- 8 directors are compliant and the others will be compliant before the 2026 Annual General Meeting[1].
- Board members have not agreed to any restriction on their right to dispose of their interest in the Company's capital, with the exception of the rules to the prevention of insider trading and the recommendations of the AFEP-MEDEF Code imposing an obligation to retain shares.

E.1.4.10 Statements of Company Officers

To the Company's knowledge:

- as of the date of this Universal Registration Document, there are no family ties between members of the Company's Board of Directors and senior management;
- over the course of the past five years:
  - i. none of the above has been convicted of fraud,
  - ii. none of the above has been involved in a bankruptcy, receivership or liquidation,
  - iii. no accusations have been made or official public sanctions handed down against any of the above by statutory or regulatory authorities (including designated professional bodies), and
  - iv. none of the above has been disqualified by a court from being a member of the administrative, management or supervisory body of any company, or from being involved in the management or running of any company.

1 Employee directors are not subject to this obligation.

E.1.4.11 Potential Conflicts of Interest and Agreements

To the Company's knowledge, and subject to the relationships and agreements described in section C.7, as of the date of this document, there are no:

- potential conflicts of interest between the duties to the Company of the Board members and the Company General Management, and their private interests and/or other duties;
- pacts or agreements of any kind with shareholders, clients, suppliers or others;
- service contracts binding the members of the Board of Directors to the Company or to one of its subsidiaries and providing for the granting of benefits.

E.1.4.12 The Board's Internal Rules

The Company's Board of Directors regularly reviews its Internal Rules, setting forth in particular:

- rules on Board membership, operation and role of the Board, remuneration of directors, assessment of the work of the Board of Directors, information of directors;
- the role, remit and operating rules of the Board of Directors' committees;
- the specific missions and prerogatives which can be assigned to a director and to the Lead Director;
- the assessment of the functioning of the Board of Directors and its Committees;
- the reserved matters of the Board of Directors; and
- the confidentiality obligations imposed on directors.

The Board's Internal Rules were last updated by decision of the Board of Directors on December 17, 2025. The Directors' Charter and the Guide to the Prevention of Insider Trading are appended to the Board's Internal Rules. The full version of the Board's Internal Rules is available on the website.

They are summarized in various sections of this Universal Registration Document. The other main provisions of the Board's Internal Rules are summarized below.

E.1.4.12.1 Information Provided to Directors

The Company is required to provide to its directors with any information that is necessary for their effective participation in the work of the Board of Directors. The same applies during the life of the Company where the importance or urgency of the information so requires. This includes any relevant information, including critical information, concerning the Company and particularly articles in the press and financial analysis reports.

Directors are informed, in due course and at the latest at the Board Meeting called to approve the annual and half-yearly financial statements, of the Company's financial and cash-flow position as well as its material commitments.

The Board of Directors is regularly updated on market developments, the competitive environment and the key challenges facing the Company including in the area of corporate and social responsibility.

A director may ask the Chairperson for any complementary information he deems necessary to carry out his duties notably in light of meeting agendas. Should a director feel that he has not been put in a position to deliberate in full knowledge of the facts, it is his duty to indicate such to the Board of Directors and to obtain the necessary information.

Acceptance of Further Corporate Offices

The Company Officers and the directors shall ask the Board of Directors and the Nomination Committee for its view before accepting any new directorship in a listed or unlisted company whether French or foreign outside the Group.

Possibility of Assigning Special Duties to a Director

Where the Board of Directors decides to assign special duties to one (or more) members or to a third party (or parties), it must detail the main aspects of these duties. Where the person or persons entrusted with these duties are Board members, they may not participate in the vote.

On the basis of this decision, a draft letter of engagement is drawn up at the initiative of the Chairperson and submitted to the Nomination Committee and the Lead Director if any, for their opinion, which:

- set out the precise purpose of the engagement;
- determine the form that the report on the engagement should take;
- set the length of the engagement;
- establish, where applicable, the remuneration payable to the person carrying out the engagement and the terms of payment; and
- provide, where applicable, for a ceiling on the reimbursement of travel expenses and expenses incurred by the person in question in connection with the performance of the duties.

The report of the assignment must be communicated by the Chairperson of the Board of Directors to the Directors (and to the censor(s) if any).

Compliance with the SIX Group AG Agreement

The Board of Directors must comply with the terms of the SIX Group AG Agreement (see section E.8 of the 2021 Universal Registration Document).

E.1.4.12.2 Extracts from the Director's Charter

Worldline's Directors' Charter summarizes the duties and responsibilities of Board members. This Charter covers in particular the following points:

- prohibition to hold a corporate office and an employment contract;
- protecting Company's interests;
- attendance, diligence;
- loyalty;
- independence;
- confidentiality;
- trading in the Group's securities;
- conflicts of interests; and
- information of members.

The following sections are taken from the director' Charter which is available on the Company's website.

Appointment

Before accepting their offices, each Director must be aware of their rights and obligations. In particular, they must acknowledge:

- the laws and regulations governing the office;
- the provisions of the Company's Bylaws;
- the Board's Internal Rules containing the Director' Charter; and the Guide on the Prevention of Insider Trading.

Directors must personally hold at least the number of registered shares as required by the Internal Rules of the Board of Directors[1]. If he doesn't own such shares upon appointment, he must acquire them within six months of their appointment.

Prohibition on Having a Corporate Office and an Employment Contract

An employee who becomes either Chairperson and/or Chief Executive Officer must undertake to suspend or terminate their employment contract with the Company (should such an employment contract exist), either through mutual agreement termination or by resigning.

Protecting Company's interests

Each director represents all shareholders.

They must at all times act in the interests of said shareholders and in the interests of the Company.

They must warn the Board of Directors of any event brought to their attention that they feel may affect the Company's interests.

Conflicts of Interest

Directors must strictly avoid any conflict between their own moral and material interests and those of the Company.

Directors must inform the Board of Directors of any conflict of interest, even a potential one.

They must strictly refrain from participating in discussions or decisions on such matters where he would be subject to a conflict of interest.

A conflict of interest arises when a director or a member of their family may:

- Personally benefit from the way the Company's business is conducted; or may
- Maintain a relationship of any kind with the Company, its affiliates or Executive management that may compromise the director's freedom of judgment (particularly as client, supplier, investment banker, legal representative).

Attendance – Diligence

In accepting their office, each director agrees to take the necessary time and care to properly perform their duties.

Unless prevented from doing so, each director must attend all Board meetings and, where applicable, the meetings of any Board Committees on which they sit.

They must keep themselves informed on the work and specifics of the Company, including its stakes and values, where necessary asking management for any further information they need to perform their roles.

Directors may request any documentation they feel is necessary to properly discuss matters to decide on the agenda.

If a director feels they are not in full possession of the facts, it is their duty to inform the Board of Directors and request any necessary information.

Loyalty

Each director has a duty of loyalty towards the Company.

They may not act in any way that harms the interests of the Company or other companies or entities within Worldline Group.

They must act in good faith at all times.

They may not take on responsibilities on a personal basis in any company or business that directly competes in any area with the Company, without prior approval from the Chairperson of the Board of Directors and the Chairperson of the Nomination Committee.

Independence

Directors must work in complete independence.

They undertake to preserve their independence of analysis, judgment, decision-making and action in all circumstances.

They shall refrain from being influenced by any factor outside the corporate interests they are undertaking to protect.

They alert the Board of Directors to any factor of which they have knowledge that they believe may affect the Company's interests.

Confidentiality

Directors are required to uphold professional secrecy. This goes beyond a mere obligation to be discrete enshrined in law as regards any information obtained during or outside Board meetings.

They commit to keep strictly any non-public information acquired in the course of their duties and with regard to the content of the debates and meetings of the Board of Directors and its Committees.

1 See section E.1.3.9.

Inside Information - Trading in Company Securities

Directors shall strictly refrain from using any inside information to which they have access for their personal benefit or the benefit of anyone else.

They must not trade in the Company's shares except in accordance with legal and regulatory provisions.

They commit to comply with the Guide on the Prevention of Insider Trading approved by the Board of Directors.

Directors must inform the *Autorité des Marchés Financiers* and the Company, of any transactions involving the Company's shares, in accordance with the rules in force.

E.1.4.13 Regulated Agreements

E.1.4.13.1 Informations on Regulated Agreements

In accordance with the provisions of article L. 225-40-1 of the French Commercial Code, the Board of Directors on December 17, 2025 reviewed the regulated agreements which authorized by the Board and entered into by the Company during the 2025 financial year and previous financial years but which continued to produce effects in 2025. These are as follows:

- the agreement relating to the suspension of Marc-Henri Desportes' employment contract approved by the 2019 Shareholders' Meeting[1] *(person concerned: Marc-Henri Desportes, Interim Chief Executive Officer of the Company until February 28, 2025)*;
- the amendment of the suspension of Marc-Henri Desportes' employment contract authorized by the Board of Directors on September 12, 2024 following his appointment as Chief Executive Officer for an interim period, and approved by the 2025 Shareholders' Meeting *(person concerned: Marc-Henri Desportes, Interim Chief Executive Officer of the Company until February 28, 2025)*;
- the framework partnership agreement with the Crédit Agricole Group approved by the 2024 Shareholders' Meeting *(persons concerned: Olivier Gavalda, Company's Director until April 23, 2025 and Deputy Chief Executive Officer of Crédit Agricole S.A., and Jérôme Grivet, Company's Director from April 23, 2025 and Deputy Chief Executive Officer of Crédit Agricole S.A.)*;
- the shareholders' agreement between Worldline, Crédit Agricole S.A., Estey SAS and CAWL approved by the 2024 Shareholders' Meeting *(persons concerned: Olivier Gavalda, Company's Director until April 23, 2025 and Deputy Chief Executive Officer of Crédit Agricole S.A., and Jérôme Grivet, Company's Director from April 23, 2025 and Deputy Chief Executive Officer of Crédit Agricole S.A.)*; and
- the Second Settlement Agreement concluded with SIX Group AG approved by the 2021 Shareholders' Meeting (described in Section C.7 of this Universal Registration Document) *(persons concerned: SIX Group AG, shareholder holding more than 10% of the voting rights, Giulia Fitzpatrick, Company's Director appointed on the proposal of SIX Group AG until December 31, 2025, and Daniel Schmucki, Company's Director appointed on the proposal of SIX Group AG and Chief Financial Officer of SIX Group AG)*.

With regard to agreements authorized and entered into in previous financial years, the Board of Directors has assessed whether these agreements continue to meet the criteria assessed at the time they were authorized.

The Board of Directors of November 5, 2025, January 8, 2026 and January 29, 2026, also authorized new regulated agreements submitted for approval at the 2026 Shareholders' Meeting:

- a letter agreement concluded between Worldline, Crédit Agricole Payment Services acting as representative of the Credit Agricole Group Partners, and CAWL *(persons concerned: Pierre-Antoine Vacheron, Chief Executive Officer of the Company and Director of CAWL, and Jérôme Grivet, Company's Director and Deputy Chief Executive Officer of Crédit Agricole S.A., which controls Crédit Agricole Payment Services)*;
- two subscription undertakings concluded between Worldline and, respectively, Bpifrance Participations and Credit Agricole, in anticipation of the Company's planned share capital increase for a total amount of approximately EUR 500 million, through (i) capital increases reserved for specific named investors (i.e., Bpifrance Participations, Crédit Agricole and BNP Paribas) for a total amount of approximately EUR 108 million (including share premium) and (ii) a capital increase with shareholders' preferential subscription rights maintained for a total amount of approximately EUR 392 million (including share premium) *(persons concerned: Thierry Sommelet, Company's Director, appointed on the proposal of Bpifrance Participations, a shareholder of the Company, and Jérôme Grivet, Company's Director and Deputy Chief Executive Officer of Crédit Agricole S.A.)*;

1 *For additional information on this agreement, see section B.5.2 of the 2018 Universal Registration Document.*

- a *standby underwriting letter* concluded between Worldline and a banking syndicate composed of Barclays Bank Ireland PLC, BNP Paribas, Crédit Agricole Corporate and Investment Bank and J.P. Morgan SE, in connection with the forthcoming capital increase with shareholders' preferential subscription rights maintained *(person concerned: Jérôme Grivet, Company's Director and Deputy Chief Executive Officer of Crédit Agricole S.A., which controls Crédit Agricole Corporate and Investment Bank)*; and
- an amendment to the Crédit Agricole subscription commitment with Crédit Agricole S.A. and Delfinances where Crédit Agricole S.A. undertakes in particular (i) to transfer its shares to Delfinances before the record date of the Rights Issue and (ii) to take all necessary actions to implement the transaction. Delfinances also undertakes in particular to (i) subscribe to all New Shares of the Company to which it will be entitled to subscribe on a pro rata basis *(à titre irréductible)* in the Rights Issue, as determined following the transfer by Crédit Agricole S.A. of the shares subscribed during the Reserved Capital Increase and (ii) to facilitate the execution of the Rights Issue *(person concerned: Jérôme Grivet, Company's Director and Deputy Chief Executive Officer of Crédit Agricole S.A.)*.

The main terms of these agreements and their rationale are detailed and presented in the special report of the Statutory Auditors on regulated agreements in section C.5.2 of this Universal Registration Document and are also available on our website.

E.1.4.13.2 Procedure for Assessing Regulated Agreements

The Board of Directors has established a process for regularly assessing agreements subject to the regulated agreements procedure and agreements relating to ordinary transactions entered into normal conditions.

In this respect, an Regulated Agreements Committee comprising the Group Chief Financial Officer, the Group General Counsel and the Head of Internal Audit, has been set up. This Committee is in charge of reviewing the terms of regulated agreements and submitting them, as the case may be, to the Chairperson of the Board of Directors. In the event of a tie, the Committee must consult the Chairperson of the Audit and Risks Committee who has a casting vote.

The work of the Regulated Agreements Committee is presented to the Board of Directors annually alongside the annual review of regulated agreements which continue during the fiscal year. The Board of Directors examines the appropriateness of the qualification criteria for assessing agreements that are current and entered into under normal conditions. Information on the regulated agreements entered into by Worldline can be found on Worldline's website.

E.1.5 Functioning of the Board of Directors

E.1.5.1 Board and Committee's Meetings attendance in 2025

Overall Attendance*

Board of Directors	Investment Committee	Audit & Risks Committee	Nominations Committee	Remunerations Committee	Social and Environmental Responsibility Committee
94 %	73 %	95 %	96 %	96 %	100 %

Individual attendance *

	Board of Directors					
Wilfried Verstraete (President)	100 %	100 %	-	100 %	100 %	-
Aldo Cardoso	95 %	100 %	100 %	-	-	-
Giulia Fitzpatrick	100 %	-	-	100 %	100 %	100 %
Olivier Gavalda[1]	100 %	-[2]	-	-	-	-
Jérôme Grivet[3]	88 %	33 %[3]	-	-	-	-
Mette Kamsvåg	95 %	100 %	100 %	-	-	-
Marie-Christine Lebert	100 %	-	-	-	100 %	-
Agnès Park	95 %	-	-	100 %	100 %	100 %
Rodolfo Savitzky[4]	79 %	-	86 %	-	-	-
Daniel Schmucki	86 %	100 %	83 %	-	-	-
Nazan Somer Özelgin	100 %	-	100 %	-	-	-
Thierry Sommelet	95 %	80 %	-	89 %	83 %	-
Sylvia Steinmann	90%	-	100 %	-	-	100 %
Dr. Michael Stollarz	90%	-	-	-	-	-
Stephan Van Hellemont	90 %	-	-	-	-	100 %

* *These tables show the attendance rates for the Board of Directors' standing committees. They do not include the Ad Hoc Committee, which was created on a temporary basis and for which the overall attendance rate was 100% in 2025.*

1 *Term of office ended on April 23, 2025.*

2 *Olivier Gavalda was unable to attend the Investment Committee meetings during the first quarter of 2025.*

3 *Jérome Grivet's term of office took effect on April 23, 2025, following his co-optation by the Board of Directors to replace Olivier Gavalda. His average attendance at the Investment Committee is based on a total of three meetings held since his cooptation in 2025.*

4 *Term of office took effect at the end of the General Meeting of June 5, 2025.*

E.1.5.2 Works of the Board of Directors

Mission

The Board of Directors is responsible for determining the Company's strategy and direction and for overseeing its implementation, whilst being mindful of social and environmental considerations of its activity. It deals with all matters relating to the smooth running of the Company and settles matters of concern to it through its deliberations.

The Board of Directors, acting on a proposal from the Chief Executive Officer and in conjunction with the Social and Environmental Responsibility Committee, defines the strategic guidelines for sustainable development over the next few years, particularly with regard to climate change. It is informed annually by General Management of the results obtained in this area, and examines any need to adapt guidelines or objectives.

Moreover, the Board of Directors:

- appoints Company Officers;
- annually reviews the independence of directors;
- may set limits on the powers of the Executive Company Officers;
- reviews and approve the report on corporate governance;
- convenes and sets the agenda for Shareholders' General Meetings;
- undertakes any controls and verifications it deems fit;
- controls and audits the fairness of the financial statements; and
- reviews and approves the financial statements, communication with shareholders and the market.

The Board of Directors endeavors to promote the creation of long-term value by the Company by having regard to the social and environmental aspects of its operations. It regularly reviews strategic opportunities and risks[1] as well as the measures taken in response.

The Board of Directors ensures mechanisms are implemented to prevent and detect corruption and influence peddling.

It also ensures that Executive Officers apply a policy of non-discrimination and diversity. This is notably with regard to balanced gender representation on governing bodies (For further information, please refer to section E 1.2.3 of this Universal Registration Document).

Operating Rules

As per the Board's Internal Rules, the Board of Directors shall meet at least four times a year and as often as is necessary in the Company's interests. Meetings are called by its Chairperson. Board meetings shall follow the agenda set by the Chairperson and communicated to directors. Whenever possible, the necessary documentation for their preparation shall be sent to directors together with the agenda.

The Board of Directors shall elect a Chairperson from amongst its members, who shall be a natural person. If the Board of Directors deems it appropriate, it may also appoint one or more Vice-Chairpersons. It shall determine the term of their offices, which may not exceed their term of office as director. The Board of Directors may terminate these appointments at any time. The Board of Directors appoints a secretary who may be chosen from amongst directors or otherwise.

In accordance with the provisions of Article L. 225-37 of the French Commercial Code, Board meetings may be held by any means of telecommunication allowing for the identification of directors and guaranteeing their actual participation[2].

Directors wishing to attend a Board Meeting via all means of telecommunication must inform the Chairperson by email at least 24 hours in advance of the meeting so that the Chairperson can facilitate the request.

For the purposes of calculating the quorum and majority, directors participating in the meeting via all means of telecommunication shall be deemed present. Steps must be taken to identify each speaker and verify the quorum. Otherwise, the Board Meeting must be adjourned.

Decisions and representation rules

Directors may elect to be represented at Board meetings by another director.

Each director may only represent one colleague at any Board Meeting.

The Board of Directors may only validly deliberate if at least one half of its members are present.

Decisions are taken by a majority of members present or represented.

If the votes are tied, the Chairperson of the Board of Directors shall cast the deciding vote.

1 *Such as financial, legal, operational, social and environmental risks.*

2 *I.e., at least transmitting the voices of participants and having the technical capabilities to enable continuous and simultaneous retransmission of the discussions to allow them to participate in Board meetings.*

Works during 2025

21 Meetings – Attendance Rate: 94%
The Board of Directors met **21 times** in 2025. The average attendance rate at Board meetings was **94%**.

- A strategic seminar dedicated to the Board of Directors and certain members of management was held as well on July 9 and 10, 2025 and focused in particular on Group strategy and transformation, its development, risk management and appetite, business activities, market trends and artificial intelligence.

In 2025, the Board of Directors discussed the following matters amongst others:

Strategy

- Review of Group strategy and positioning, market trends and the competitive landscape as well as the portfolio
- Refocusing on the Group's strategic activities and pruning strategy
- Preparation work for the Capital Markets Day
- Preparation work for the contemplated capital increase
- Implementation of the Group's transformation plan (North Star 2030)
- Review of the IT strategy
- Development of Crédit Agricole's partnership (CAWL)
- Follow-up of the implementation of the CSR and climate change strategy

Performance and finance

- Review of the Group's business, economic situation and performance, in particular with regard to predefined criteria as well as the market and competitors
- Group performance and activities
- Analysis of the financial and extra-financial performance
- Review of debt and financing strategy (cash pooling)
- Renewal of the EMTN program
- Bond issuing in the context of the EMTN program
- Implementation of a share purchase program
- Financial communication

Audit, risks and compliance

- Review and closing of the annual and consolidated financial statements for 2024 and the consolidated half-yearly financial statements for 2025
- Review of performance and forecasts as well as guidance
- Review of the budget and objectives
- Review of the high-risk merchants (HBR) portfolio
- Review of the compliance and the risk-management framework
- Review of the mapping of the Group's major risks, its evolutions with actions and mitigation plans
- Mapping of anti-corruption risks
- Internal control and internal audit
- Monitoring specific risks
- Monitoring regulatory matters and key interactions with regulators
- Monitoring the Group's compliance initiatives: prevention and detection of corruption and influence peddling

Ethics and CSR

- Review of the 2025 CSRD sustainability report and Double Materiality Matrix
- Review of the climate strategy and climate transition plan (scopes 1 & 2)
- Review of TRUST 2025 results and definition of TRUST 2030 objectives
- Review of Green IT policy and Green Building policy
- Review of the HR support on the North Star transformation plan
- Review of Diversity and Disability action plan
- Review of Great Place to Work results and action plan
- Follow-up of the Group's actions with regards to ethics

Governance

- Review of the Board and Committees' composition and structure
- Selection process for the Chief Executive Officer
- Review of the structure and composition of the Executive Committee
- Internal assessment of the Board of Directors and its Committees
- Review of the diversity and non-discrimination policy within the Board of Directors and management bodies
- Monitoring of the constant improvement plan of the Board's functioning
- Review of the succession plan
- Monitoring of the shareholders and proxies dialogue

Compensation and human resources

- Definition of the 2025 compensation policy applicable to Company officers
- Assessment of the 2024 targets for the variable compensation of Executive Company Officers
- Allocation of performance shares to employees and Executive Company Officers
- Works on the HR strategy
- Works on the new employee share ownership plan (Boost)
- Monitoring of the Group's talents management

Session of the Board of Directors Without the Company Executive Officers

Article 1.5 of the Board's Internal Rules provides that directors must meet at least twice a year without the Executive Company Officers. These meetings are arranged with the assistance of the Board Secretary, upon proposal of the Lead Director if applicable. The Chairman of the Board of Directors chairs those executive sessions.

In 2025, the Directors held three meetings without the presence of the Executive Company Officers.

At these meetings, they notably discussed the running of the Company, its performance, its governance and the succession plan.

E.1.6 Functioning of the Board Committees

The Board of Directors is assisted in by the five standing committees listed below.

These Committees are responsible for reviewing those matters within their remit referred to them by the Board of Directors or its Chairperson. The Committees are solely advisory, with the Board of Directors being the sole decision-making body. The Committees are tasked with making proposals and recommendations. These are then discussed at Board meetings with the support of the documentation provided by the Committees.

The rules governing the operation and powers of each committee can be found in the Board's Internal Rules. These rules are reviewed each year by the Board of Directors. The membership, remit, powers and procedural rules of these Committees are set out below.

Board Committees meet as often as the Company's corporate interests require. Depending on the meeting agenda, and if necessary, a joint session between several Committees may be organized to deal with issues for which the participation of members of two separate Committees is necessary or appropriate.

Following the press allegations in June 2025, the Board of Directors, at its meeting on June 26, 2025, established an Ad Hoc Committee composed exclusively of independent directors: Rodolfo Savitzky* (Chairman), Wilfried Verstraete*, the Chairman of the Board of Directors, Agnès Park*, and Sylvia Steinmann* (*independent director).

This Ad Hoc Committee's mission includes:

- Overseeing the process for selecting/renewed the external auditors and propose their appointment;
- Supervising, in coordination with the Chief Executive Officer the work of the external auditors and ensure that the latter has access to all information necessary to carry out the external audits and perform their due diligence;
- Maintaining regular communication with the external auditors in the context of their engagement; and
- Reviewing the external auditors' reports and examine the measures proposed and review the action plans.

An external auditor (Accuracy) was therefore appointed to verify the accuracy of the remaining high-risk merchant (HBR) portfolio. In addition, Oliver Wyman was appointed to carry out a separate external assessment of the compliance and risk-management framework and its implementation.

The Ad Hoc Committee met seventeen times during the second quarter of 2025 with an attendance rate at 100%. It dealt in particular with the audits initiated by Executive Management to assess the high-risk client portfolio and evaluate the effectiveness of the risk framework, and also reviewed the conclusions of those audits.

E.1.6.1 Audit and Risks Committee

In 2025

11 Meetings

6 Members

95% Attendance

83% Independence (incl. Chairman)

Composition (Articles 9.2.4 and 9.3.3 of the Board's Internal Rules)

The Audit and Risks Committee may have up to six members. In accordance with the recommendations of the AFEP-MEDEF Code, at least two-thirds of such members must in principle be appointed from amongst the independent Board members.

On December 31, 2025,the Audit and Risks Committee has the following members:

- Aldo Cardoso (Chairman) (independent director);
- Mette Kamsvåg (independent director);
- Nazan Somer Özelgin (independent director);
- Sylvia Steinmann (independent director);
- Rodolfo Savitzky (independent director); and
- Daniel Schmucki.

All Audit and Risks Committee members have financial and accounting expertise (see section E.1.3.1.3 and E.1.3.4 Membership of the Board of Directors presenting the Directors' biographies and skills).

The term of office of Audit and Risks Committee members is the same as their term of office as Board members.

An Audit and Risks Committee member may be reappointed at the same time as such member is reappointed to the Board of Directors.

The Chairperson of the Audit and Risks Committee is appointed from amongst its independent members by the Board of Directors, upon proposal of the Nomination Committee.

The Audit and Risks Committee may not include any Executive Company Officer.

The appointment or reappointment of the Chairperson of the Audit and Risks Committee is proposed by the Nomination Committee. It is subject to special review by the Board of Directors in accordance with the recommendations in the AFEP-MEDEF Code.

The Committee's secretary may be any person appointed by the Chairperson of the Committee or with the Chairperson's approval.

Missions (article 9.3.3 of the Board's Internal Rules)

The Audit and Risks Committee's missions are:

- assisting the Board of Directors by analyzing the accuracy and fairness of the Company's corporate and consolidated financial statements.
- overseeing the quality of internal controls and of the information disclosed to shareholders and the markets.
- providing the Board of Directors with opinions and recommendations in the areas described below.
- follow the implementation of the procedure for assessing regulated-party agreements. This procedure is described in section E.1.4.13 of this Universal Registration Document and, where necessary, involves the Chairperson of the Audit and Risks Committee.
- follow the implementation of the charter regarding the approval of services outside of the auditing of the annual financial statements.

The Board of Directors has tasked the Audit and Risks Committee with the following responsibilities.

On the financial and extra-financial information:

- to monitor the financial and extra-financial reporting process and if necessary issue recommendations or proposals to ensure its integrity;
- to examine the budget, the guidance and the medium and long term plans, to give an assessment on them;
- to proceed with the prior examination of and give its opinion on the draft annual, half-yearly and, as the case may be, quarterly statutory and consolidated financial statements prepared by the Finance department;
- to examine the relevance and the permanence of the accounting principles and rules used to draw up the statutory and consolidated accounts of the Company and to alert any failure to comply with these rules; to complete comparable examination for extra-financial information in particular the process of elaboration and control in coordination with the Social and Environmental Responsibility Committee;
- to be presented with the evolution of the scope of consolidated companies and to receive, where applicable, any necessary explanations;
- to meet, whenever it deems necessary, with the statutory auditors, general management, Financial and Accounting management, CSR management, internal audit management, risks and compliance management or any other member of management. Such meetings may take place, when appropriate, without the presence of general management;
- to examine, prior to their publication, the draft reports of activity, profit and loss accounts and all accounts (including provisional accounts) drawn up for the needs of specific, significant operations (such as contributions, mergers, payment of advances on dividends, etc.), and particularly those that may create a conflict of interest;
- to examine the Company's sustainability report in the context of the CSRD regulation (financial and extra-financial) prepared by the Social and Environmental Responsibility Committee;
- to review the financial documents distributed by the Company upon approval of the annual accounts, as well as important financial documents and press releases before their publication and potentially give an assessment of such documents;
- to report on the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and the role the Committee played in the process.

On the external control of financial and extra-financial information:

- to examine questions relating to the appointment or reappointment of the Company's statutory auditors and to issue its recommendation to the Board of Directors on the statutory auditors proposed to appointment at the Shareholders' General Meeting;
- to monitor the conduct of the engagement entrusted to the statutory auditors and to take account of the findings and conclusions of the *Haut Conseil du Commissariat aux Comptes* following the audits carried out;
- to approve the provision of services by the statutory auditors or by their network to the Company or its subsidiaries, other than the auditing of the financial statements and the services required by law;
- the Committee bases its recommendations on an analysis of the risks to the independence of the statutory auditors and on the safeguards in place;
- to ensure that the statutory auditors act in compliance with their duty of independence.

On internal control and risk management of the financial and extra-financial information:

- to evaluate, together with the persons responsible at Group level, the efficiency and quality of the Group's internal control systems and procedures relating to the preparation and processing of accounting, financial and non-financial information;
- to examine the material off-balance sheet risks and undertakings;
- to assess the significance of any malfunctions or weakness communicated to the Committee;
- to meet with the head of Internal Audit, to give its opinion as to the organization of the Internal Audit department, and to stay informed as to its planned work. The Audit and Risks Committee must receive the reports of the internal auditors or a periodic summary of such reports;
- to assess the reliability of the systems and procedures used to prepare the financial statements;
- to review the methods and procedures used in reporting and processing accounting and financial information;
- to examine the risk mapping and the main risks, including but not limited to cybersecurity, social and environmental risks, as well as related actions plans and progress; being specified that the CSR risks will be reviewed and followed in coordination with the Social and Environmental Responsibility Committee;
- to assess post-closing financial impacts and risks of external growth and integration operations after the completion of said operations;
- to review the reports on the main contracts and projects in particular those carrying a high-risk profile as well as major ongoing litigations;
- to review regularly the roadmap and its progress as well as the main updates on security, risk and compliance to be made by the managers in charge;

- to be informed by the general management, or by any other means, of any claims by third parties or any internal information revealing any criticism of the accounts documents or internal control procedures of the Company, as well as of procedures implemented for this purpose and the remedies for such claims or criticisms;
- to monitor the effectiveness of the internal audit of the procedures relating to the preparation and processing of accounting and extra-financial information;
- to obtain regular updates on the financial position, cash position and any material undertakings and risks and to examine the procedures adopted to evaluate and manage those risks; and
- to report to the Board of Directors on the performance of its duties. It also informs it on the results of the assignment to certify financial statements, on the manner in which this assignment has contributed to the integrity of financial information and its role in the process. It also informs the Board without delay of any difficulties encountered.

Operating Rules (articles 9.2 and 9.3.3 of the Board's Internal Rules)

The Audit and Risks Committee may validly deliberate either in person, by telephone or videoconferencing, when called by the Chairperson or Secretary of the Committee, provided at least half its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means. Decisions of the Audit and Risks Committee must be approved by a majority of members present or represented at the meeting, with each member having one vote.

The Audit and Risks Committee meets as often as necessary and, at least, twice a year on the occasion of the preparation of the annual and half-yearly financial statements. Meetings must be prior to the Board of Directors' meeting and, whenever possible, at least two days before such meeting when the Audit and Risks Committee's agenda includes the review of the annual or half-yearly financial statements due to be reviewed by the Board of Directors.

The Audit and Risks Committee should meet with the statutory auditors along with those responsible for finance, accounting and treasury matters, the CSR department or any other member of management. The Audit and Risks Committee's review of the financial statements should be accompanied by a presentation from the statutory auditors highlighting the key audit matters. This presentation must, in particular, cover:

- any adjustments resulting from the audit;
- any significant weaknesses in internal control identified during the audit; as well as
- the accounting methods chosen.

It should also be accompanied by:

- the complementary report to the Audit and Risks Committee provided for by law; and
- a presentation from the Chief Financial Officer detailing the Company's risk exposure including social and environmental risks, and its material off-balance-sheet commitments.

As far as internal audit and risk control are concerned, the Audit and Risks Committee must meet with those responsible for internal audit. It should be informed of planned internal audits and receive reports or a regular summary of those reports. The Audit and Risks Committee may call upon outside experts if necessary.

In 2025, the Audit and Risks Committee benefited from the Company's in-house and external expertise along with the Statutory Auditors who attended meetings at the request of the Committee Chairperson.

Review of 2025

In 2025, the Audit and Risks Committee notably addressed the following matters:

- the 2024 annual and consolidated financial statements;
- the 2025 half-yearly financial statements;
- the related draft financial press releases;
- the 2025 forecasts and their adjustments;
- the budget;
- the forward-looking management documentation;
- the Group's exposure to inflation and increasing energy costs and related scenarios regarding the Group's financial trajectory;
- the annual work plan of the Group's Internal Audit department and its internal audit reports;
- the review of the high-risk merchants portfolio (HBR);
- the review of the risk and compliance framework, the risk appetite and Worldline's risk management, the Group's risk mapping (in particular risks associated with the Worldline's activity and environment, merchant risks, most critical contracts, cyber environments, compliance, as well as major litigation and provisions) and the organisation of the Risks, Resilience and Security department and the action and mitigation plans;
- the anti-corruption risk mapping and the organisation of the compliance department as well as the compliance roadmap with regular updates;
- the organization, framework and roadmap of compliance especially for combating financial crime, notably money laundering;
- the review of the debt and financing status of the Group as well as the implementation of associated financial transactions;
- regulatory matters (including interactions with regulators, audits and action plans);
- review of CSRD matters, in particular the sustainability report in coordination with the Social and Environmental Responsibility Committee; and
- the budget for audit fees for Statutory Auditors.

The Committee heard the intermediate and final reports of the Statutory Auditors on the annual and half-yearly financial statements, as well as the reports of their other work in connection with their audit engagement.

E.1.6.2 Nomination Committee

In 2025

8 Meetings

4 Members

96% Attendance

75% Independence

Composition (article 9.3.1 of the Board's Internal Rules)

The Nomination Committee has at most five members, most of whom must be independent directors. It does not include any Executive Officer. The Committee's members shall be appointed by the Board of Directors from amongst its members and taking into account, in particular, their independence, experience and expertise.

The terms of office of Nomination Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Chairperson of the Nomination Committee is appointed by the Board of Directors.

The Committee's Secretary may be any person appointed by the Chairperson of the Committee or with the Chairperson's approval.

The Nomination Committee has the following members, on December 31, 2025:

- Giulia Fitzpatrick (Chairwoman);
- Wilfried Verstraete (Vice-Chairman and independent director);
- Agnès Park (independent director); and
- Thierry Sommelet (independent director).

The Chairman of the Board of Directors is Vice-Chairman of the Nomination Committee and thus participates in the works of the Committee. The Chief Executive Officer is associated with the works of the Committee. However, he does not attend Committee deliberations relating to his personal case.

Missions (article 9.3.1 of the Board's Internal rules)

The Nomination Committee's missions are:

- to research and review applications for appointment to the Board of Directors, its Committees or as an officer function;
- to form opinions regarding these candidates and make recommendations to the Board of Directors;
- organize a procedure to select future directors;
- review the independence of the directors annually;
- review any situation involving a conflict of interest for a director;
- review the main components, initiatives and performance indicators related to human resources in the context of the Company's corporate social responsibility and environmental strategy by relying on the works of the Social and Environmental Responsibility Committee (ensuring in particular that the General Management implements a non-discrimination and diversity policy within the management bodies).

Operating Rules (articles 9.2 and 9.3.1. of the Board's Internal Rules)

The Nomination Committee may validly deliberate either in person, by telephone or videoconferencing, when called by the Chairperson or the Secretary of the Committee, provided at least half its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means.

Decisions of the Nomination Committee must be approved by a majority of the members at the meeting, each member having one vote.

The Nomination Committee meets as necessary and, in any event, at least three times a year, in particular before the meeting of the Board of Directors deciding on the independence of Board members.

The Nomination Committee may call on outside experts if necessary.

Review of 2025

In 2025, the Nomination Committee notably addressed the following matters:

- review of Board and Committee membership (diversity, complementary of experience, independence, gender, other positions) as well as the Committees' structure;
- proposals related to the evolution of the Board of Directors and its Committee's composition;
- follow-up on the governance recommendations in the AFEP-MEDEF Code;
- review of the independence of directors and the absence of conflict of interests;
- follow-up on the diversity and non-discrimination policy within the Board of Directors and the management bodies;
- conducting the external assessment of the Board of Directors and its Committees;
- review of the succession plan of the Corporates Officers and executive management ;
- conducting the selection process of a new Chief Executive Officer;
- review the organization of the Executive Committee;
- review of the HR strategy; and
- monitoring of the Group's talent management.

E.1.6.3 Remuneration Committee

In 2025[1]

6 Meetings

5 Members

96% Attendance

75% Independence (incl. Chairman)

1 Marie-Christine Lebert, employee director, is not taken into account for the calculation of independence.

Composition (article 9.3.2 of the Board's Internal Rules)

The Remuneration Committee has at most five members. The majority of these members must be independent directors. In accordance with the recommendations in the AFEP-MEDEF Code, no Executive Officer may sit on the Committee and it must have an employee director.

Remuneration Committee members shall be appointed by the Board of Directors from amongst its members having regard, in particular, to their independence, experience and expertise. The Chairperson of the Remuneration Committee is appointed by the Board of Directors from amongst the independent members in accordance with the AFEP-MEDEF Code, on the recommendation of the Nomination Committee.

The terms of office of Remuneration Committee members runs alongside their terms of office as Board member. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Committee's Secretary may be any person appointed by the Chairperson of the Committee or with the Chairperson's approval.

The Remuneration Committee had the following members on December 31, 2025 :

- Wilfried Verstraete (Chairman and independent director);
- Giulia Fitzpatrick (Vice-Chairwoman);
- Marie-Christine Lebert (employee director);
- Agnès Park (independent director); and
- Thierry Sommelet (independent director).

Missions (article 9.3.2 of the Board's Internal Rules)

The Remuneration Committee's missions are:

- making proposals regarding the compensation policy of Executive Company Officers and directors;
- assist in drafting the section of the corporate governance report devoted to shareholders' information on Company Officers' compensation;
- developing the employee profit-sharing policy for the Company and its subsidiaries;
- making proposals regarding the granting of stock options and/or performance shares to Executive Company Officers and to employees of the Company and its subsidiaries;
- setting the annual total amount of director compensation for submission to the Annual General Meeting and define the rules governing the allocation of said sum amongst the directors. These rules have regard in particular to the attendance by directors at the various meetings of both the Board of Directors and the Committees on which they sit, the level of responsibility incurred by directors, the time they are required to devote to their duties as well as the best practices;
- issuing a prior opinion on any proposal for exceptional remuneration put forward by the Board of Directors with a view to compensate one of its members, in accordance with the provisions of Article L. 225-46 of the French Commercial Code;
- making observations and/or recommendations on the pension and provident plan, benefits-in-kind and pecuniary rights of the Company Officers; and
- making recommendations on the inclusion of criteria related to social and environmental responsibility in the Executive Company Officers' variable compensation in coordination with the Social and Environmental Responsibility Committee, and in line with the Company's corporate social responsibility strategy; and review the level of achievement of these criteria and the main aspects of variable compensation in relation to corporate social responsibility strategy.

Operating Rules (articles 9.2 and 9.3.2. of the Board's Internal Rules)

The Remuneration Committee may validly deliberate in person, by telephone or videoconferencing, when called by the Chairperson or Secretary of the Committee, provided at least half of its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means.

Decisions of the Remuneration Committee are made by a majority vote of the members at the meeting, each member having one vote. They meet as necessary and, in any event, prior to any meeting of the Board of Directors deciding on the fixing of the compensation of members of Company Officers or on the allocation of the compensation of directors.

The Chief Executive Officer participates to the works of the Committee with respect to proposals relating to the long-term incentive policy.

The Remuneration Committee may call on outside experts as necessary.

Review of 2025

In 2025, the Remuneration Committee notably addressed the following matters:

- definition of the 2025 compensation policy for Company Officers and directors;
- evaluation of the CEO's performance with respect to the 2024 compensation policy;
- definition of the design and target settings for the variable compensation of the CEO;
- review of the compensation and performance of the Executive Committee members;

- proposals relating to the amount of the Chairman of the Board of Directors' compensation and of the compensation for directors approved by the Shareholders' Meeting on June 5, 2025, and the terms and conditions for granting this compensation;
- compensation for the Chairman of the Board of Directors and the directors for the 2024 financial year and estimates for 2025;
- review of the compliance of the CEO compensation with the recommendations in the AFEP-MEDEF Code;
- proposals regarding the granting of performance shares plans in favor of the CEO, the Executive Committee members and the employee;
- assessment of the performance conditions of current performance share and stock option plans;
- proposals regarding the design and target settings and the envelop of the 2026 LTI plan; and
- works of the new employee share ownership plan (Boost).

E.1.6.4 Investment Committee

In 2025

5 Meetings

6 Members

73% Attendance

67% Independence

Composition (articles 9.2. and 9.3.4 of the Board's Internal Rules)

The Investment Committee is composed of at least three and up to eight members, appointed by the Board of Directors from among its members.

The terms of office of Investment Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

Committee members are appointed by the Board of Directors from amongst its members having regard in particular to their independence, experience and expertise.

The Investment Committee has the following members on December 31, 2025:

- Daniel Schmucki (Chairman);
- Wilfried Verstraete (independent director);
- Aldo Cardoso (independent director);
- Jerome Grivet (substitute of Olivier Gavalda as of April 23 2025) ;
- Mette Kamsvåg (independent director); and
- Thierry Sommelet (independent director).

Missions (article 9.3.4 of the Board's Internal Rules)

The Investment Committee's missions are:

- analysing the Company's main perspectives, opportunities and external growth projects undertaken by the Company; and
- examine the investment strategy and the topics related to the Company's business scope.

Operating Rules (articles 9.2 and 9.3.4. of the Board's Internal Rules)

The Investment Committee may validly deliberate in person, by telephone or videoconferencing, when called by the Chairperson or Secretary of the Committee, provided at least half of its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means.

Decisions of the Investment Committee are approved by a majority of the members at the meeting, each member present at the meeting having one vote.

The Investment Committee meet as necessary.

To carry out its duties, the Investment Committee may interview Company or Group managers whose expertise is useful to its work.

The Committee may call on outside experts as necessary.

Review of 2025

In 2025, the Investment Committee notably addressed the following matters:

- the portfolio, the strategy to refocus on the Group's strategic activities and contemplated divestments;
- review of various strategic projects, in particular the partnerships;
- review of the works of the Company's strategic plan for the coming years;
- preparatory work for the Capital Markets Day and review of the related documentation;
- review of the Group's transformation plan (North Star 2030);
- review of the IT strategy; and
- review of the macro-economic evolutions and market trends (transformation of the payment industry, development in technologies, evolution in the competitive landscape), portfolio and positioning of the Group.

E.1.6.5 Social and Environmental Responsibility (SER) Committee

In 2025[1]

5 Meetings

4 Members

100% Attendance

67% Independence (incl. Chairwoman)

1 Stephan Van Hellemont, employee director, is not taken into account for the calculation of independence.

Composition (article 9.3.5 of the Board's Internal Rules)

The Social and Environmental Responsibility Committee has a minimum of three and a maximum of five members. They are appointed by the Board of Directors from amongst its members having regard to their experience and expertise.

It must have a majority of independent directors. Its Chairperson is appointed from amongst the independent members following a recommendation from the Nomination Committee.

The terms of office of Social and Environmental Responsibility Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Social and Environmental Responsibility Committee has the following members on December 31, 2025:

- Agnès Park (Chairwoman and independent director);
- Giulia Fitzpatrick (Vice-Chairwoman);
- Sylvia Steinmann (independent director); and
- Stephan Van Hellemont (employee director).

Operating Rules (articles 9.2 and 9.3.5. of the Board's Internal Rules)

The Social and Environmental Responsibility Committee may validly deliberate in person, by telephone or videoconferencing, when called by the Chairperson or Secretary of the Committee, provided at least half of its members are in attendance. Meeting notices must include an agenda and may be transmitted orally or by any other means.

Decisions of the Social and Environmental Responsibility Committee are made by a majority of the members at the meeting, each member present at the meeting having one vote.

The Social and Environmental Responsibility Committee meet as necessary.

Missions (articles 9.2 and 9.3.5 of the Board's Internal Rules)

The missions of the Social and Environmental Responsibility Committee are to examine:

- the Group's social and environmental responsibility strategy, including the climate strategy and its implementation;
- the impacts of the Group's social and environmental responsibility strategy and the implementation of the projects related to this strategy;
- the definition of the indicators of social and environmental responsibility and their monitoring;
- the Group's practices in respect of responsible purchasing;
- the Group's social and environmental responsibility commitments in light of the challenges specific to the Group's business and objectives, in particular in such areas as well-being at work, diversity and the environment;
- the evaluation of the risks and opportunities with regard to social and environmental performance, in coordination with the Audit and Risks Committee;
- the social and environmental responsibility components to be included by the Remuneration Committee in the framework of the executive remuneration policy, in particular the inclusion of criteria related to social and environmental responsibility in the variable compensation structure of the corporate officers' in alignment with the corporate social responsibility strategy, the review of the level of achievement of those criteria and the review of the main aspects of variable compensation in relation to the social and environmental responsibility strategy in coordination with the Remuneration Committee;
- the social and environmental policies having regard to their impact in terms of economic performance;
- the social and environmental responsibility components to be included by the Nomination Committee in the framework of the non-discrimination and diversity policy within the management bodies;
- the review of the sustainability report, the Committee issuing an opinion on it; and
- the review of ratings awarded to the Group by rating agencies and extra financial analyses.

Lastly, the Committee is also responsible for coordinating work on social and environmental responsibility issues with the other committees in their respective areas, so that the Committee maintains an overview of the work of the committees in this respect.

Review of 2025

In 2025, the Social and Environmental Responsibility Committee addressed the following matters:

- the review of the 2025 sustainability report;
- the review of the climate strategy, the carbon footprint and the climate transition plan for 2030;
- the review of the performance and strategy in terms of diversity, disability and training;

- the review of the Company's positioning in terms of extra-financial assessments;
- the review of Trust 2025 results and the definition of Trust 2030 objectives;
- the review of the HR support through the North Star transformation;
- the review of Great Place to Work results and action plan;
- in alignment with the Remuneration Committee, review of the KPIs and associated targets relating to the CSR external performance condition for the variable compensation of the Executive Company Officer ;
- in alignment with the Remuneration Committee, review of the target setting of the 2026 external performance condition associated to the annual cash variable compensation and LTIs for the Executive Company Officer and LTIs; and
- the review of the philanthropy and donations activities in 2025.

E.1.7 Assessment of the works of the Board of Directors

In line with best corporate governance practices and the recommendations of the AFEP-MEDEF Code, Worldline carries out an annual assessment of the functioning of its Board of Directors and its Committees.

Assessment process on the functioning of the Board of Directors

In 2025, the Board of Directors was subject to an external assessment, conducted between January and February 2026 at the initiative of the Nomination Committee, based on:

- a detailed questionnaire sent to all Directors;
- in-depth individual interviews with the Board members; and
- discussions with Executive Management and the Board Secretary.

This external assessment followed the internal assessments carried out in 2023 and 2024 and took place in a context of significant transformation of the Group's governance.

2025 context

The 2025 financial year unfolded in a particularly demanding environment for the Board, marked in particular by:

- the arrival of a new Chief Executive Officer in March 2025 and a substantial renewal of the executive management team;
- a significant change in the composition of the Board, whose size was reduced and of which nearly one-third of the members were appointed in 2024 and 2025;
- an exceptionally high level of activity of the Board and its Committees in 2025, with a very large number of meetings (21 meetings for the Board and 35 meetings for all Committees);
- the organization of a Board strategic seminar to prepare the strategy and the Capital Markets Day in November 2025; and
- the contemplated adjustments in Committee structure, including the separation of Audit and Risk Committees and the creation of a dedicated Technology Committee, to adapt to the Group's strategy and priorities as well as to enhance depth of analysis while maintaining strong coordination at Board level.

In this context, the Board had to both ensure close oversight of operational and financial matters, support the transformation of the Group and progressively rebalance its work towards a more forward-looking and strategic approach.

Key outcome of the assessment

The 2025 assessment highlights a globally very positive appraisal of the functioning of the Board of Directors and its Committees.

Key strengths

- a very significant improvement in collective dynamics, with more open, constructive and well-balanced discussions, reflecting a high level of mutual respect and trust among Board members;
- strong and widely recognised leadership by the Chairman, who has played a decisive role in structuring the Board's work, restoring effective governance practices and fostering a climate conducive to frank and high-quality debate;
- a high-quality and trusting relationship between the Board and Executive Management, characterised by transparency, availability and constructive challenge, enabling effective oversight and informed decision-making;
- a Board perceived as collegial, committed and responsible, with strong individual engagement and rapid integration of newly appointed Directors;
- a robust, diverse and complementary Board composition, combining a broad range of profiles, skills and international experience aligned with the Group's strategic challenges;
- Committees acting as effective forums for in-depth review of complex topics, providing meaningful preparatory work and contributing efficiently to the Board's deliberations; and
- a clear strengthening of non-financial matters, with CSR/ESG now fully embedded in Board discussions.

Identified areas for improvement and key recommendations

While acknowledging the substantial progress achieved despite a very challenging and dense context, the assessment also identifies several areas for improvement :

- increase further the time allocated at full Board level to key topics such as strategy execution, operational performance, risk management, technology (notably AI and cybersecurity) and human capital, beyond Committee discussions;
- align reporting and dashboards on performance and risk with the key indicators for the execution of the North Star Plan;
- continue to adapt the composition of the Board of Directors to ensure it remains fully aligned with the Group's strategic priorities and transformation challenges by reinforcing expertise in key areas such as payments, technology, digital platforms, data, artificial intelligence and cybersecurity;
- further reinforce Board cohesion and effectiveness by increasing in-person meetings and opportunities for collective interaction, thereby supporting a strong and unified Board culture; and
- enhance the quality, synthesis and timeliness of information provided to the Board, ensuring earlier delivery of more concise and decision-oriented documentation.

Developments and outlook

The assessment confirms the relevance of the evolution of the Committee structure contemplated in H1 2026. Overall, the results of the 2025 assessment reflect a very positive momentum and confirm that the governance changes initiated since 2024 have laid solid foundations for an even more effective Board that is aligned with Worldline's transformation plan, focusing on execution and strategic forward-looking.

E.2 Compensation of Company Officers

E.2.1 Compensation policies of the Company Officers for 2026

The compensation policies of the Company Officers are established in accordance with the provisions of article L. 22-10-8 of the French Commercial Code. They are proposed by the Remuneration Committee and approved by the Board of Directors. It is then submitted to the vote of the Shareholders' General Meeting.

They were approved by the Board of Directors on January 29 and February 25, 2026 upon recommendation of the Remuneration Committee.

E.2.1.1 Compensation policies of the Company Officers

Worldline believes in rewarding all employees, as well as the Executive Company Officers, for delivering performance to support the Group in achieving its short-term and long-term strategy.

E.2.1.1.1 General principles

Setting and reviewing of the compensation policies

The compensation policies for the Executive Company Officers are set according to a strict decision-making process of the Board of Directors taken on the recommendations of the Remuneration Committee, which aim, amongst other things, to:

- ensure consistency and balance between the compensation policy applied to the Executive Company Officers and the one applied to the employees of the Group, in accordance with the Company's corporate interest;
- contribute to the Group's long-term business strategy;
- support the Group's commitment to corporate environmental and social responsibility (CSR), in particular in terms of climate; and
- ensure that Executive Company Officers' interests are aligned with shareholders' interests.

The total compensation policy applicable to the Executive Company Officer is set following the below four key principles:

Balance and Consistency

Balance: between the Company's corporate interest, market practices, and the performance of the Executive Company Officers as well as other stakeholders of the Company.

Consistency: the various components of the compensation for Executive Corporate Officers to stay coherent and measured compared to the average and median compensation of employees of the Company and of all the entities of the Group in France by applying the equity ratio metric.

Competitiveness

Market practices: level of total compensation for Executive Corporate Officers is reviewed and compared with market practices and analyses for similar positions in companies considered as the most comparable in terms of market capitalization, headcount, revenue, activities and international environment (SBF120 companies).

Fixed portion of the compensation for Executive Corporate Officer: determined by considering the level and complexity of their responsibilities, their experience and seniority, particularly within the Group.

Pay for Performance

Prioritizes a predominant variable portion associated with annual and multi-year objectives.

Performance conditions: a major portion of Executive Corporate Officer's compensation is subject to the fulfillment of financial and non-financial performance conditions (66.67% of total compensation).

Alignment with shareholders' interests

Multi-year equity compensation for Executive Corporate Officer:

- in the form of a grant of performance shares, the maximum amount of which is set at 50% of their maximum total compensation.
- subject to financial and non-financial performance conditions (internal and external).

The compensation policy is revised regularly by the Board of Directors, upon the recommendation of the Remuneration Committee and, in all cases, upon nomination or renewal of the term of office of the Executive Company Officer. During this review, the Remuneration Committee must take into account the changes in employees' employment and compensation conditions prior to formulating its recommendations and proposals to the Board of Directors.

In case of annual evolutions of the fixed and variable compensation of the Executive Company Officer, the Board of Directors will make sure that this evolution remains reasonable and fulfils the principles exposed in this section E.2.1.1.1. and will explain the underlying reasons.

Exceptional compensation

The Board of Directors may, upon the recommendation of the Remuneration Committee, decide to grant exceptional compensation in very specific circumstances. These circumstances must be clearly communicated and duly justified.

This exceptional compensation may not exceed the maximum monetary compensation of the Executive Company Officer (including both fixed and maximum annual variable remuneration). It may take the form of a cash payment and/or a grant of shares.

This compensation will be (i) duly justified and (ii) subject to approval by the General Meeting.

Implementing the compensation policies

The Board of Directors supervises implementation of the compensation policies in accordance with the resolutions approved by the Shareholders' General Meeting. On the Remuneration Committee's recommendation, the Board of Directors sets the objectives for each performance indicator that forms the basis for the variable compensation of the Executive Company Officer (annual variable compensation in cash and/or shares and multi-year variable equity compensation). It also defines the elasticity curves that enable a faster increase or decrease in the amount of variable compensation due, according to the progress of the Group's medium term ambition, aligned with the market guidance.

No performance criteria set for the variable compensation requires a qualitative appraisal from the Board of Directors. Indeed, whether they are financial or non-financial, all of those criteria are measurable and their achievement is audited.

Adjustments to the application of the compensation policies

The Board of Directors, upon recommendation of the Remuneration Committee, may alter the total compensation policies in exceptional circumstances pursuant to Article L.22-10-8 of the French Commercial Code, for a temporary period and insofar as such a difference is in accordance with the corporate interest of the Company and is necessary to guarantee the sustainability and viability of the Company.

In particular, the Board of Directors, on the recommendation of the Remuneration Committee, may decide to adapt the performance criteria for the annual variable compensation (and consequently those of the supplementary pension plan where applicable) and/or the multi-year equity compensation of the Executive Company Officer in the event of circumstances that significantly impact achievement of one or more performance criteria.

If such exceptions were to be applied, it will be strictly implemented and limited to exceptional circumstances. Their justification will be communicated, in particular with regard to their alignment with the interests of shareholders.

The caps on annual variable compensation, multi-year equity compensation and the supplementary pension plan may not be increased under any circumstances.

Taking into account the most recent shareholders' votes

The Shareholders' General Meeting of June 5, 2025 approved the eighth resolution relating to the information specified in Article L.22-10-9 of the French Commercial Code regarding the components of remuneration paid or awarded to corporate officers in respect of the year ended on December 31, 2024 (98.26%).

The same meeting also approved:

- the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024 or awarded for the same financial year to Wilfried Verstraete, Chairman of the Board of Directors starting from June 13, 2024 (99.90% - 10th resolution),
- the 2025 compensation policy applicable to the Chairman of the Board of Directors: 99.86% (13th resolution);
- the 2025 compensation policy applicable to the Chief Executive Officer: 76.42% (14th resolution);
- the 2025 compensation policy applicable to the Directors: 99.32% (15th resolution).

Management of conflicts of interests

The Company complies with the recommendations set out in the AFEP-MEDEF Code relating to the management of conflicts of interests. The Director' Charter details handling of conflicts of interests (see section E.1 of this Universal Registration Document). With regards to the compensation, the Executive Company Officers which would also be Director must not participate in the work of the Remuneration Committee and they must not take part in the Board of Directors' deliberations or vote on decisions related to it.

Application of the compensation policies to newly appointed corporate officers

In the event that the Company appoints any other Executive Company Officer, his/her compensation policy will be set out on the basis of the Executive Company Officer's compensation policy and according to the above key principles, being specified that his/her compensation may not exceed that of the Chief Executive Officer.

If a new Chairman of the Board of Directors or a new director were to be appointed, then the compensation policy would be in line with that applicable to the Chairman of the Board of Directors and to directors respectively.

If the offices of Chairman and Chief Executive Officer were to be recombined, then the principles, criteria and components of compensation specified in the remuneration policy for the Chief Executive Officer would be adapted by the Board of Directors (acting upon a recommendation from the Remuneration Committee) to take account of the change.

E.2.1.1.2 Compensation policy for the Chief Executive Officer

Components of the 2026 compensation policy applicable to the Chief Executive Officer

The Board of Directors, during its meeting on February 25, 2026, upon the recommendation of the Remuneration Committee and subject to approval at the 2026 General Meeting, has defined the 2026 remuneration policy for the Chief Executive Officer, in line with the compensation policy presented last year after a transition period in 2025 and approved by the Shareholders' General Meeting held on June 5, 2025, while ensuring strong alignment with the interests of the shareholders. In 2026, the structure of annual fixed compensation, annual target variable compensation and long-term equity compensation will remain unchanged.

	As of March 1, 2025
(in euros)	**Remain applicable in 2026**
Annual fixed compensation	700,000
Annual variable target compensation	700,000
Total annual target cash compensation	**1,400,000**
Long-term equity compensation	700,000
Total annual target compensation (including long-term equity compensation)	**2,100,000**

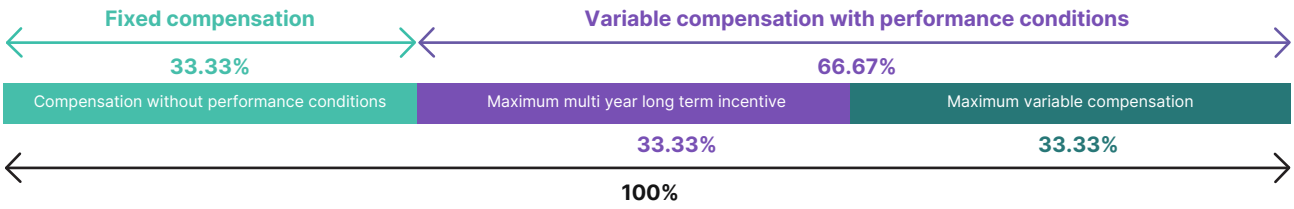
The total cash compensation of the Chief Executive Officer is aligned with the lower quartile of the SBF 120, while his total annual target compensation is positioned slightly above this lower quartile of the SBF 120 (+18%)[1] and while maintaining a compensation ratio aligned with the past.

The compensation policy has been designed by the Board of Directors, upon recommendation of the Remuneration Committee, to be balanced, competitive, rewarding for performance and aligned with the shareholders and Group's interests in a context with a new Chief Executive Officer. It takes into account the specific context of the Group in a pivotal strategic phase while facing challenges requiring transformation, market uncertainties and share price volatility.

It is recalled that the Board of Directors, upon the recommendation of the Remuneration Committee, reserves the right to review the Chief Executive Officer's compensation at relatively long intervals. This review will be conducted in accordance with the general principles of the remuneration policy described above and the corporate governance rules applicable to the Company. The Board will take into account factors such as the scope and complexity of the role and responsibilities (particularly the size of the Group and its presence in the SBF 120), the experience, career background, tenure within the Group, and expertise of the position holder, as well as market practices for similar or comparable roles (external competitiveness) and the evolution of employee remuneration.

Structure of the compensation

As stated above, the structure of the Chief Executive Officer's compensation for 2026 is as follows:



Fixed compensation

The Chief Executive Officer's fixed annual compensation is set at € 700,000 gross.

Annual variable compensation

The aim of the annual variable compensation is to incentivize the Chief Executive Officer to meet the annual performance objectives set for him by the Board of Directors on the Remuneration Committee's proposal, in close alignment with the Group's ambitions as presented to shareholders.

1 *As disclosed in the 2024 Registration Document, paragraph E.2.1.1.3*

The target level of variable annual compensation is expressed as a percentage of fixed annual compensation[1].

The Chief Executive Officer's annual variable compensation, subject to performance conditions, is set at € 700,000 gross, representing 100% of his fixed annual compensation.

The Board of Directors, upon recommendation of the Remuneration Committee, has decided on the following elements:

- The maximum amount of variable compensation can reach up to 150% in the event of exceeding the set objectives;
- No annual variable compensation will be granted if the cumulative achievement of objectives is below 60%.

Variable compensation may be paid in cash and/or shares.

Variable compensation is a conditional remuneration based on clear and demanding operational performance criteria linked to quantitative and financial objectives, which are set and measured annually by the Board of Directors.

The lowest threshold for the annual financial targets is set on the basis of the budget approved by the Board of Directors at the beginning of the year, in line with the targets communicated to the market, it being understood that no cash variable remuneration will be paid in respect of a performance criterion if the lower threshold of the targets communicated to the market for that criterion is not achieved. Objectives related to the external combined performance criterion linked to Corporate Social Responsibility are also set by the Board of Directors no later than the beginning of the year.

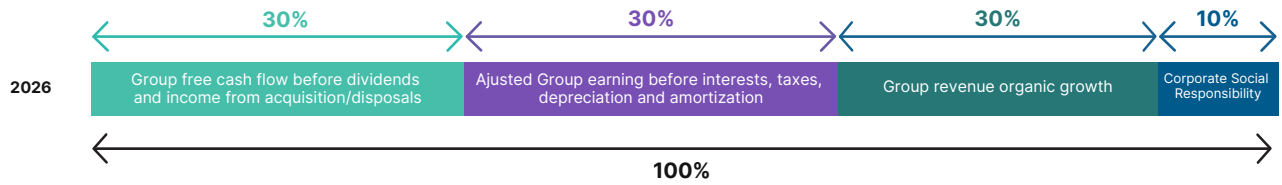
The selection and weighting of performance criteria may be reviewed annually.

For each performance indicator, the Board of Directors establishes:

- A target objective approved by the Board of Directors, where achieving 100% of the target results in the payment of the target variable compensation associated with this indicator;
- A floor which defines the threshold below which no variable compensation for that indicator is due;
- An intermediary point below target and, specifically for Group Free Cash Flow, above target;
- A ceiling which reflects an outperformance against set objectives, capped at 150% of the target amount; and
- An elasticity curve allowing for an acceleration or deceleration of the variable compensation amount based on progress made on the strategic plan.

Any annual variable compensation paid by the Company may be reclaimed or reduced within three years of payment if it is discovered that the Chief Executive Officer (i) is responsible for or has contributed to significant losses detrimental to the Group, or (ii) has engaged in particularly severe risk-taking behavior. In such cases, the Board of Directors reserves the right to demand the repayment of all or part of the amounts already paid.

The Board of Directors, upon recommendation of the Remuneration Committee, decided on February 25, 2026, to maintain the weighting of financial objectives linked to annual variable compensation by assigning equal importance for each internal performance criteria - namely cash generation through Free Cash Flow, Revenue and Margin (Adjusted EBITDA), and that the weighting of the financial and CSR indicators will apply as follows for 2026:



Internal Performance Conditions

- **Group Worldline Free Cash Flow** – as a condition for **30%** of the total payout;
- **Group Worldline Revenue Growth** - as a condition for **30%** of the total payout;
- **Group Worldline Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA)** - as a condition for **30%** of the total payout.

These criteria reflect the Group's overall performance in terms of growth, profitability and cash position. The budgetary objectives for the year 2025 were approved by the Board of Directors on February 25, 2026 in accordance with the economic outlook communicated to the market.

Combined performance condition relating to Corporate Social Responsibility ("CSR")

To support the ambitions and objectives outlined in the Group's CSR program, *Trust 2030*, and in line with market practices, the Chief Executive Officer's annual variable compensation also includes a combined external performance criterion, which determines **10%** of the total payout.

The Board of Directors, upon the recommendation of the Remuneration Committee, decided on February 25, 2026, to simplify the combined external performance criterion as follows and focus on the relevant ones for the Group given the Group's ambitions, taking into account investors' feedbacks:

- Maintaining an elasticity curve defined per indicator to ensure better alignment with market practices and a more accurate assessment of the CSR criterion.
- For 2026, only two performance criteria have been selected

1 *If the Executive Company Officer joins or leaves the Group during the financial year, the amount of the variable portion of their compensation will be determined pro rata to their presence during the year concerned.*

Fields	Indicators
Customer experience & innovation	1. Net promoter score
Talent Attraction & Retention/People Diversity	2. Employee engagement

Performance level

During its meeting of February 25, 2026, the Board of Directors, on the Remuneration Committee's recommendation, defined the annual elasticity curves for each indicator as follows:

Performance criteria		Achievement levels	% payout
Internal Financial Performance Conditions	*Group Free Cash Flow (FCF) before dividends and income from acquisitions/ disposals*	Floor: -25.8% of Target	50%
		Intermediary: -15.2% of Target	90%
		Target	100%
		Intermediary: +10.6% of Target	130%
		Cap: +15.2 of Target	150%
	Group Earnings Before Interests, Taxes, Depreciation and Amortization (Adjusted EBITDA)*	Floor: -4.9% of Target	50%
		Intermediary: -2% of Target	90%
		Target	100%
		Cap: +2% of Target	150%
	Group Revenue Organic Growth	Floor: -3% of Target	0%
		Intermediary: -2% of Target	75%
		Target	100%
		Cap: +2% of Target	150%
Non-financial CSR performance condition	*Corporate Social Responsibility*	Floor: at least the 2025 actuals	70%
		Target	100%
		Cap: strictly above Trust 2026 target	150%

* From 2026, the variable part is measured on Adjusted EBITDA to align with North Star strategy.

The threshold for triggering and the expected achievement levels of the financial criteria and the combined CSR criterion used to determine the annual variable compensation are strategic and economically sensitive information that should not be disclosed. However, at the end of the performance evaluation period, Worldline will communicate the performance achievement level for each criterion.

The stated objectives have been set at constant scope and exchange rates. Consequently, the Board of Directors, upon the recommendation of the Remuneration Committee, may decide to adjust the performance criteria in the event of circumstances significantly impacting the achievement of one or more performance criteria. If such adjustments were to be applied, they would be strictly enforced and limited to exceptional circumstances or cases of changes in scope, accounting methods, or exchange rate effects. Justifications for these adjustments will be communicated, particularly regarding their alignment with shareholder interests. The maximum annual variable compensation limits cannot be increased under any circumstances.

The Board of Directors, upon the recommendation of the Remuneration Committee, may also apply a multiplier coefficient ranging between 80% and 120% on the amounts due based on the achievement of all or part of the performance conditions, provided that the total annual variable compensation does not exceed 150% of the fixed compensation. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group.

Payment terms of the variable compensation:

In accordance with the provisions of Articles L. 22-10-8 and L. 22-10-9 of the French Commercial Code, the 2026 variable compensation will be paid after approval by the Shareholders' General Meeting to be held in 2027 to approve the 2026 financial statements.

Multi-year variable compensation

The Chief Executive Officer's total target compensation is fully aligned with the shareholders' interests as described above. As such, the Group is strongly committed to associating its employees with the long-term performance and financial results of the Group, notably through long-term incentive (LTI) plans. Beneficiaries of these LTI plans are mainly the Group's top managers, key resources, experts and selected talents, as well as the Chief Executive Officer.

With respect to the Chief Executive Officer, 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 is granted in the form of performance shares allocation only, whose conditions are defined in section E.2.3.8.6. The mechanisms in place do not provide any guarantee of allocation nor minimum gain for the beneficiaries.

Amount of equity compensation

The Chief Executive Officer's multi-year variable compensation in shares is set at a number of performance shares representing a valuation corresponding to the amount of his cash variable compensation for the previous financial year and could therefore represent up to a maximum of 150% of his fixed compensation in case the underlying performance conditions of the cash variable compensation are exceeded according to a pre-defined curve.

The Board of Directors will determine the number of performance shares to be granted based on the average closing price of Worldline shares over the three months preceding the grant date, taking into account the following elements:

- A minimum grant of 35,000 performance shares;
- A maximum grant and acquisition cap of 85,000 performance shares.

These grant floors and caps are determined prior to the contemplated capital transactions announced during the November 2025 Capital Markets Day and expected to take place during the end of the first quarter of 2026. The Board of Directors, upon the recommendation of the Remuneration Committee, may decide to adjust them by applying, as applicable, either the ratio used by Euronext to recalculate the quotation of the Worldline share or the ratio used by Convex applicable to the OCEANEs.

The Board of Directors, upon the recommendation of the Remuneration Committee, may, at its discretion, apply a multiplier coefficient ranging from 80% to 120% on all or part of the criteria, within the limit of the initially granted shares. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group. It is also specified that, in any case, the Chief Executive Officer may not receive more than 85,000 shares at the end of the vesting period.

Grant date and vesting date of performance shares

The performance shares granted will vest at the end of a three year period that begins when they are granted, subject to fulfilment of the vesting conditions (performance conditions and continued employment) in accordance with the plan rules.

If it is discovered within three years after the delivery of the shares that the Chief Executive Officer (i) is responsible for or has contributed to significant losses to the detriment of the Group or (ii) has engaged in particularly serious risk-taking behaviour, the Board of Directors reserves the right to require the return of all or part of the shares or the corresponding amounts.

- Limitations on the ability to sell performance shares

The vested performance shares will not be subject to a holding period and will be immediately available for sale by their beneficiaries, subject to the "black-out periods" set by the Company in the Guide for the Prevention of Insider Trading, to the possible possession of inside information, and to applicable laws.

- Rules regarding the holding of shares that have vested

The Chief Executive Officer must keep, in registered form, at least 15% of vested shares until the end of his term as Executive Company Officer, as decided by the Board of Directors of February 25, 2026 upon recommendation of the Remuneration Committee, in coherence with its past decision.

Employee co-investment scheme : ("Co-invest Plan")

As part of its strategy of associating management in long-term value creation, the Company may consider setting up a co-investment scheme (the "Co-Invest Plan") which could be reserved for the Chief Executive Officer, members of the Executive Committee, and eligible key individuals (collectively, the "Beneficiaries"), according to criteria and conditions to be defined.

The purpose of the Co-Invest Plan is to enable Beneficiaries to invest in the Company, encouraging them to achieve ambitious performance targets and create long-term shareholder value. Beneficiaries would thus be exposed to capital risk in the event of underperformance, reflecting their confidence in the execution of the strategic plan, while benefiting from an attractive return on investment consistent with the value created in the event of outperformance. This mechanism would serve to align the interests of Beneficiaries with those of shareholders.

As part of the mechanism which could be considered to this end and without being limitative, the Co-investment Plan could potentially include the issuance of preferred shares (the "ADPs") to the Beneficiaries in accordance with Articles L. 228-11 et seq. of the French Commercial Code, under the conditions set by the Extraordinary General Meeting. In such case, the subscription price of the ADPs would be determined by an independent expert and at the end of a lock-up period the ADPs would be convertible into ordinary shares at a conversion ratio defined on the basis of Beneficiaries' presence and performance conditions.

If decided by the Board of Directors, the implementation of a Co-invest Plan would, in any case, remain subject to the approval of the shareholders' general assembly.

Compensation allocated as Director

The Chief Executive Officer does not receive any compensation as he is not appointed as Director.

Defined benefit supplementary pension plan

Upon the recommendation of the Remuneration Committee, the Board of Directors, on February 25, 2025, decided to implement a defined contribution retirement plan based on Article 82 of the French General Tax Code for the benefit of the Chief Executive Officer. This plan provides for contributions to be paid to a third-party insurance provider, amounting to 25% of the Chief Executive Officer's annual fixed compensation, subject to the fulfilment of the below performance and presence conditions and subject to approval by the General Meeting of the ex-post remuneration policy for the relevant year.

Performance Condition

The amount of the annual retirement contribution will be indexed to the Chief Executive Officer's annual cash variable compensation for the relevant performance year, according to the following criteria:

- 100% of the contribution rate if the annual cash variable compensation reaches 100% of the target.
- No contribution if the achievement of the annual cash variable compensation is below 60%.
- A linear progression will be applied in between.

Presence Condition

Contributions for a performance year will be paid in December of the following year, provided that the Chief Executive Officer is in office as an Executive Company Officer on December 1st of the year following the relevant performance year.

Mechanism linked to the termination of the mandate of the Chief Executive Officer in case of forced departure

On February 25, 2025, the Board of Directors, upon the recommendation of the Remuneration Committee, decided to grant Pierre-Antoine Vacheron a departure indemnity in the event of forced departure.

The entitlement to and amount of the departure indemnity will depend on the achievement of the performance conditions set by the Board of Directors for calculating the Chief Executive Officer's annual variable compensation over the two most recent entire financial years preceding the termination date. The amount will be determined linearly based on the arithmetic average of the achievement rates of the performance conditions linked to his variable compensation, with the following provisions: (i) the departure indemnity may not exceed 100% of the gross annual compensation (fixed and variable) paid over the twelve months preceding the termination date and (ii) no departure indemnity will be due if the arithmetic average of the achievement rates of the performance conditions linked to the variable compensation paid to the Chief Executive Officer does not reach the minimum threshold set by the Board of Directors.

It is specified that a dismissal of the Chief Executive Officer for gross misconduct or willful misconduct will not constitute a forced departure. Furthermore, in accordance with the AFEP-MEDEF Code, no departure indemnity will be due in the event of voluntary resignation, a change of position within Worldline, or if Pierre-Antoine Vacheron is eligible to claim retirement benefits. Additionally, no departure indemnity will be due if the termination of his mandate results from reaching the age limit stipulated in the Company's bylaws. If the departure occurs before two full financial years have been completed, the departure indemnity will be calculated based on the performance conditions of the most recent completed financial year or, if no financial year has been completed, based on the performance conditions observed at the closing of the financial year in which the departure occurred.

Fringe benefits

The Chief Executive Officer will benefit from a company vehicle with driver, which can be used for private purposes. He will also benefit from an annual medical check-up and a tax advisor (only linked with the compensation paid by the Company for the duties of Chief Executive Officer).

Other compensation components

Following the approval granted by the Shareholders' General Meeting of June 5, 2025, the Chief Executive Officer is entitled to the healthcare (in-patient and out-patient benefits as well as dental and vision coverage), incapacity, disability and death plans as well as to the foreign business travel assistance (covering medical expenses outside the country of residence) in force within Worldline.

The insurance policies relating to those plans are subject to the rules and laws applicable. The Board of Directors has the authority to revoke the plans applicable to the Chief Executive Officer.

On February 25, 2025, the Board of Directors, upon the recommendation of the Remuneration Committee, also authorized the establishment of unemployment insurance ("Garantie Sociale des Chefs et Dirigeants d'Entreprise") for the benefit of Pierre-Antoine Vacheron, given his ineligibility for the general unemployment insurance scheme. The terms and conditions of this insurance are defined by the Board of Directors.

This measure is part of an effort to secure the executive's status while ensuring management flexibility for the company. It is implemented within a framework of responsible governance, aligning with market best practices and shareholder expectations regarding transparency and oversight of the company's commitments to the Chief Executive Officer.

The insurance will take the form of an individual policy contracted with a specialized insurer and financed by Worldline. It aims to provide financial protection in the event of the involuntary termination of the Chief Executive Officer's duties, with the following key provisions:

- The insurance covers the risk of job loss in case of dismissal or non-renewal of the mandate, except in cases of gross misconduct or willful misconduct;
- The compensation level is set at €150,000 for a maximum period of 12 months;
- The insurance premium will be paid by the company.

E.2.1.2 Compensation policy for the Chairman of the Board of Directors

E.2.1.2.1 General principles

To ensure that the Chairman of the Board of Directors stays independent in his assessment of the Company's general management actions, his compensation does not include any variable component linked to the Group's short or long-term performance.

The Board of Directors determined the structure and amount of compensation for the Chairman, on the recommendation of the Remuneration Committee, after reviewing comparable position in SBF 120 companies and taking into account:

- the absence of a preexisting position as non-executive company officer;
- the special missions entrusted to the Chairman of the Board in addition to his statutory missions.

E.2.1.2.2 Compensation policy for 2026

Fixed compensation

Since 2025, the amount of annual fixed compensation for the Chairman of the Board of Directors is at € 375,000 and remains unchanged in 2026.

This amount is below the market practices of the SBF 120 for similar positions.

No other compensation component

Since 2021, the Board of Directors has decided that the Chairman is ineligible to receive compensation for attending Board and Committees' meetings.

The Chairman of the Board of Directors will not benefit from any compensation other than his fixed annual compensation, and in particular neither annual or multi-year variable compensation, nor exceptional compensation, nor termination indemnity, nor benefits in kind, nor supplementary or additional pension.

Expenses reimbursement

The Chairman of the Board of Directors is entitled to a reimbursement of the expenses incurred in connection with his mission, such as travel expenses, upon presentation of receipts.

This compensation policy complies with the recommendations of the AFEP-MEDEF Code.

E.2.1.3 Compensation policy for Directors

E.2.1.3.1 General principles

On the Remuneration Committee's recommendation, the Board of Directors sets the rules for allocating among the directors the total annual amount of Directors' compensation set by the Shareholders' General Meeting. These rules provide for the payment of:

- a **fixed** amount calculated on a *prorata temporis* basis for terms of office ending or starting during the financial year; and
- a **variable** amount (which is predominant in accordance with the recommendations of the AFEP-MEDEF Code) allocated by the Board of Directors on the basis of actual attendance at Board and Committees' meetings.

The fixed compensation allocated to Committee's Chairmans and members is harmonised, as is the amount of variable compensation allocated for their participation in each committee meeting.

The compensation policy is reassessed each year by the Board of Directors and can be subject to reevaluations. During this reassessment it regularly uses studies from comparable companies and, if applicable, legal opinions prepared by third parties.

E.2.1.3.2 Compensation policy for 2026

On June 9, 2020, the maximum total amount of the compensation allocated to Directors was recalculated by the Shareholders' General Meeting to take into account any changes in the composition of the Board following the completion of the acquisition of Worldline IGSA (previously known as Ingenico Group SA). This maximum amount was thus increased to € 1,200,000.

Given the new structure of the Committee, the Board of Directors held on 29 January 2026, upon recommendation of the Remuneration Committee held on January 29, 2026, decided to modify the rules for allocating the total amount of the directors' for the financial year 2026 as follows:

BOARD OF DIRECTORS[1]	
All members	**Fixed compensation**
	€ 25,000
	Variable compensation
	€ 3,000 per meeting attended
COMMITTEES	
Audit and Risks Committee[2]	
	Fixed compensation
	€ 8,000
	Variable compensation
Chairman	€ 4,000 per meeting attended
	Fixed compensation
	€ 4,000
	Variable compensation
Members	€ 2,000 per meeting attended
Other Committees[3]	
	Fixed compensation
	€ 5,000
	Variable compensation
Chairman[4]	€ 3,000 per meeting attended
	Fixed compensation
	€ 2,500
	Variable compensation
Members[5]	€ 2,000 per meeting attended

1 Successive meetings held on the same day are counted as follows:
- If the Board meets several times on the same day, a single compensation payment shall be paid for all sessions;
- If a Director attends a meeting of several separate Committees on the same day, a compensation shall be paid for each session; in the event of split of the Audit and Risks Committee into two separate committees, if a Director attends a meeting of the Audit Committee and a meeting of the Risk Committee on the same day, a single compensation payment shall be paid for all sessions if the duration of any of them is under one hour;
- If a Director attends several meetings of the same Committee on the same day, only one remuneration is paid for all the meetings.

2 In the event of split of the Audit and Risks Committee into two separate committees, these allocation rules shall apply at the level of each committee.
3 In the event that the Nomination Committee and the Remuneration Committee are combined, these allocation rules shall apply at the level of the single committee.
4 The Chairman of the Ad Hoc Committee receive an additional compensation payment of €500 per meeting attended.
5 For all Ad Hoc Committee members: €350 per meeting at which each members attend.

It being precised that:

- As mentioned above in section E.2.1.2, the Chairman of the Board of Directors does not receive any remuneration for his role as director, but received a fixed annual compensation for his position as Chairman;
- Jérôme Grivet, Deputy Chief Executive Officer of Crédit Agricole S.A., and Thierry Sommelet, employee of Bpifrance Investissement, do not receive any remuneration for their roles as director.
- the employee directors don't receive any compensation for the exercise of their term of office. They receive a salary under their employment agreement, which is not related to the performance of their term of office as Directors of the Company;
- the directors will be reimbursed for expenses incurred while performing their term of office, notably travel and accommodation expenses, upon presentation of receipts;
- the directors do not receive compensation for any mandate held in Group companies.

E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2025, submitted to a shareholder vote

Pursuant to the provisions of articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the amounts and components presented below, are a strict application of the compensation policies for Company Officers approved by the Shareholders' General Meeting held on June 5, 2025, are subject to the shareholders' approval during the Shareholders' General Meeting in 2026. They form an integral part of the Board of Directors' report on corporate governance.

E.2.2.1 Components of compensation due or awarded for the financial year 2025 to Wilfried Verstraete, Chairman of the Board of Directors

The Board of Directors on December 13, 2024, decided upon the recommendation of the Remuneration Committee, to increase the annual fixed compensation of the Chairman of the Board to € 375,000, effective on January 1, 2025 as approved in June 5, 2025 by the General Meeting under the terms of the 10th resolution.

It is specified that the fixed part of the compensation allocated for the mandate of Chairman of the Board of Directors being determined on an annual basis, the amount due is calculated on a *pro rata* basis in the event of the assumption or termination, for whatever reason, of the mandate during the financial year.

The Chairman of the Board of Directors doesn't receive any compensation other than this fixed annual compensation, and in particular no compensation for his position as Director, no variable annual or multi-year compensation, no exceptional compensation, no termination indemnity, no benefits in kind, and no supplementary or additional pension.

The 2025 compensation policy of the Chairman of the Board of Directors was approved on June 5, 2025 by the General Meeting under the terms of the 13th resolution (refer to Section E.2.1.2 of the 2024 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 Wilfried Verstraete for the 2025 financial year, as Chairman of the Board of Directors since June 13, 2024, comply with the policy. They are summarized in the below table and will be submitted to the vote of the 2026 General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended *(in €)*	Amounts awarded during the year or accounting value *(in €)*	Presentation
Annual compensation	375,000	375,000	Remuneration awarded to Wilfried Verstraete, Chairman of the Board of Directors.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Wilfried Verstraete for his duties as a Worldline's director since his appointment as Chairman of the Board of Directors, in accordance with the remuneration policy for the Chairman of the Board of Directors.
Fringe benefits	0	0	The Chairman of the Board of Directors does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	The Chairman of the Board of Directors does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/awarded to the Chairman of the Board of Directors by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
TOTAL	**375,000**	**375,000**	

E.2.2.2 Components of compensation due or awarded for the financial year 2025 to Pierre-Antoine Vacheron, Chief Executive Officer

The compensation policy for the Chief Executive Officer was approved by the Shareholders' General Meeting held on June 5, 2025 under the terms of the 14th resolution (refer to paragraph E.2.1.1.3 of the 2024 Universal Registration Document in which the said compensation policy is described).

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Pierre-Antoine Vacheron starting from March 1st, 2025 are the strict application of this policy including some specificities for 2025 as a transition period where Pierre-Antoine Vacheron joined the Company as Chief Executive Officer.

The table below mentions all the components of compensation paid or allocated to Pierre-Antoine Vacheron for the period from March 1 until December 31, 2025 and which will be subject to the approval of the Shareholders' General Meeting in 2026:

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	578,846*	583,333	Fixed compensation paid and attributed pro rata temporis to Pierre-Antoine Vacheron for his duties as Chief Executive Officer of Worldline starting from March 1, 2025. *The difference between the amounts granted and paid, i.e. €4,487, corresponds to a technical error that was corrected in January 2026.
Annual variable compensation	0	577,500	Amount granted on a *pro rata* basis for the period from March 1, 2025 to December 31, 2025 in respect of the financial year ended in 2025, and which will be paid in 2026 after approval by the 2026 Shareholders' General Meeting. This amount corresponds to the application of the 90% minimum payment threshold provided for as part of the transition period. The Board of Directors, upon the recommendation of the Remuneration Committee, decided to apply a multiplier of 110%, in light of Pierre-Antoine Vacheron's performance since his appointment in March 2025, in particular considering the unforeseen events that occurred and resulted from circumstances predating his appointment and taking into account his full engagement and strong leadership in driving the Group to face these legacy challenges, embrace the new strategy presented during the November 2025 Capital Markets Day and engage into the transformation to deliver the North Star 2030 ambitions which is in motion. For further details, see the paragraph "Level of achievement of the objectives related to the annual variable remuneration" below.
Value of performance shares granted during the year[1]	0	0	No performance shares were granted to Pierre-Antoine Vacheron during the year 2025.
Exceptional compensation	0	286,625[1]	Pierre-Antoine Vacheron received the exceptional award of 100,000 retention shares as approved last year – for further details, see the paragraph "Multi-year share-based remuneration" below.
Compensation allocated to Directors	0	0	This remuneration component is not applicable, as Pierre-Antoine Vacheron does not hold any office on the Board of Directors of Worldline.
Fringe benefits	0	4,771	In 2025, Pierre-Antoine Vacheron benefited from a company car with a driver. This amount, awarded in respect of the period from 1 March 2025 to 31 December 2025, was paid in January 2026 due to a technical error.
Supplementary pension plan	0	142,276	Amount granted on a pro rata temporis basis for the period from 1 March 2025 to 31 December 2025 and which will be paid in 2026 after approval by the 2026 General Meeting – for further information on pension plans, see the paragraph "Supplementary pension schemes" below.
Health and social protection plans (employer contributions)	5,036	5,036	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.
Unemployment protection	0	5,825	Pierre-Antoine Vacheron benefitted from unemployment protection, the implementation of which began on 1 August 2025. For further information on this insurance, see the paragraph 'Unemployment protection' below. This amount, awarded in respect of the period from 1 March 2025 to 31 December 2025, was paid in January 2026 due to a technical error.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Pierre-Antoine Vacheron.
TOTAL	**583,882**	**1,605,367**	

1 Fair value determined in accordance with IFRS 2, as recognized in the consolidated accounts.

Level of achievement of the objectives linked to the 2025 annual variable compensation

For the year 2025, and given the transition period associated with Pierre-Antoine Vacheron's arrival during the financial year, the Board of Directors, at its meeting of 25 February 2025 and upon the recommendation of the Remuneration Committee, decided that the annual variable remuneration for the 2025 financial year could not be lower than 90% of the target (determined on a *pro rata temporis basis*), i.e. €525,000.

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 the meeting held on February 25, 2026.

In 2025, the nature and average weighting of each indicator included in the Chief Executive Officer's variable compensation, the average achievement and payout rates of annual objectives are as follows, in view of the above elements:

2025	Weight	Achievement rate	Payout rate
Group Free Cash Flow before dividends and results of acquisitions/disposals (Free Cash Flow)	30%	-6.4 %	0%
Group gross operating surplus (EBITDA)	30%	84.3%	0%
Group Revenue Organic Growth	30%	97.3%	0%
Corporate Social Responsibility	10%	90.4%	59.8%
Payout as a % of the target variable compensation (on annual basis)	**100%**		**6.0%**

The detailed achievement and payout of the Corporate Social Responsibility indicator for 2025 is the following:

Topic	Indicators	Weight of KPI	Achievement	Payout
Platforms secured & available	Quality score – Contracts' services availability & response	20%	100.0%	1.99%
	Quality score – Platforms' services availability & response	20%	100.0%	1.99%
Customer experience & innovation	Customer Net Promoter Score	20%	58%	0%
Talent attraction & retention/People diversity	Employee Satisfaction Score as measured by the Trust Index (Great Place to Work)	20%	94.2%	0%
Climate change	% of CO_2 neutralised emissions for scope 1, 2, 3a	20%	99.1%	1.49%
	Payout for 10% of the 2025 target variable compensation			**59.84%**

Budget targets are in line with the financial targets shared by the Company early 2025. In this respect, it is specified that the above-mentioned objectives associated with the variable compensation of the Chief Executive Officer have not been resized.

As the level of achievement for each of the above-mentioned targets comprising the Chief Executive Officer's cash variable compensation was below 90%, the above-mentioned 90% minimum threshold applies. In addition, on 29 January 2026, the Board of Directors, upon the recommendation of the Remuneration Committee, decided to apply a 110% multiplier, in light of Pierre-Antoine Vacheron's performance since his appointment in March 2025, in particular considering the unforeseen events that occurred and arose from circumstances predating his appointment and taking into account his full engagement and strong leadership in driving the Group to face these legacy challenges, embrace the new strategy presented during the November 2025 Capital Markets Day and engage into the transformation to deliver the North Star 2030 ambitions which is in motion (refer to paragraph E.2.2.2 of this Universal Registration Document).

As a result of the application of the minimum threshold and the multiplier, the variable compensation due in respect of the period from 1 March to 31 December 2025 amounted to €577,500, representing 99% of the annual fixed remuneration for the period from 1 March to 31 December 2025.

Worldline did not apply the claw-back provision for variable compensation for the concerned period.

Multi-year equity compensation

For the year 2025, no multi-year share-based remuneration was granted to Pierre-Antoine Vacheron.

Exceptional compensation

In accordance with the decision of the Board of Directors of 25 February 2025, upon the recommendation of the Remuneration Committee and according to the compensation policy providing for specific terms for 2025 transition year when he joined the Group in the course of the year as approved at the General Meeting of 5 June 2025, exceptional compensation was granted to Pierre-Antoine Vacheron in 2025 in order to take into account the loss of protections and benefits inherent to the employee status he held in his previous employment position (including performance share plans, pension plans and his employee status), while strengthening the alignment of his interests with the performance of the Worldline share over a four-year period. It is also noted that no multi-year share-based remuneration was granted to Pierre-Antoine Vacheron in 2025. The Board of Directors, upon the recommendation of the Remuneration Committee, approved the principle of exceptional remuneration consisting of the grant of 100,000 free shares not subject to performance conditions, vesting in four equal tranches over a four-year period on each anniversary of the grant date, subject to Pierre-Antoine Vacheron holding his corporate office position on each relevant anniversary date. The first tranche is subject to a one-year lock-up period following vesting. The grant of these free shares represented, as of 25 February 2025, a benefit of €775,000 (i.e. an estimated market value of €7.75 per share), below 100% of the maximum annual fixed and variable remuneration. In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the granting of this exceptional remuneration of €286,625 was submitted for approval as part of the resolution concerning the remuneration policy applicable to Pierre-Antoine Vacheron at the 2025 General Meeting.

Supplementary pension plans

Pierre-Antoine Vacheron benefits from a Supplementary Pension Plan which was approved by the Shareholders' General Meeting of 5 June 2025.

Upon the recommendation of the Remuneration Committee, the Board of Directors, on 20 February 2025, decided to implement a defined-contribution supplementary pension plan based on Article 82 of the French General Tax Code for the benefit of the Chief Executive Officer. Under this arrangement, contributions are paid to a third-party insurance provider, up to (at target) 25% of the Chief Executive Officer's annual fixed remuneration, subject to compliance with the performance and presence conditions described below, and subject to approval by the General Meeting of the ex-post remuneration policy for the relevant year, in the context of the ex-post Say on Pay vote:

Performance condition

The amount of the annual premium paid under the supplementary pension plan will be indexed to the Chief Executive Officer's annual cash variable remuneration related to the relevant performance year, as follows:

- 100% of the contribution rate if the annual cash variable remuneration reaches 100% of the target;
- No contribution if performance is below 60% of the annual cash variable remuneration target;
- Between these thresholds, a linear progression will apply.

The premium amount granted for the year 2025 is €142,276.42, taking into account the application of the 90% minimum floor for 2025 transition year and a 110% multiplier provided for in the 2025 remuneration policy with respect to the Chief Executive Officer's annual cash variable remuneration as explained above in the present section.

Presence condition

Payment of the annual premium for the 2025 performance year will occur in December 2026, subject to the Chief Executive Officer's effective presence as an executive corporate officer on 1 December 2026.

Social protection plans

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is partially cofinanced by the Company. For the period from 1 March 2025 to 31 December 2025, Worldline's contribution for Pierre-Antoine Vacheron amounts to € 2,905.

The incapacity, disability and death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is partially cofinanced by the Company. For the period from 1 March 2025 to 31 December 2025, the Company's contribution for Pierre-Antoine Vacheron amounts to € 2,131.

For further information, please refer to section E.2.1.1.3 of the 2024 Universal Registration Document for details of the health and welfare reimbursement plans.

Unemployment Protection

This scheme forms part of an overall approach aimed at securing the status of the executive while ensuring managerial flexibility for the Company. It is implemented within the framework of responsible governance, consistent with best market practices and with shareholders' expectations regarding transparency and control over the Company's commitments towards the Chief Executive Officer.

This scheme takes the form of an individual insurance policy taken out with a specialised insurer and financed by Worldline, and its coverage commenced on 1 August 2025.

For further details, please refer to section E.2.1.1.3 of the 2024 Universal Registration Document for details of the unemployment protection (social security for company directors and managers) taken out for the benefit of Pierre-Antoine Vacheron.

Compliance with the compensation policy

The fixed, variable and long-term components making up the total compensation and all fringe benefits attributable to Pierre-Antoine Vacheron comply with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Company's long-term business strategy with a view to ensuring its sustainability. These elements are the strict application of the compensation policy approved by the Shareholders' Meeting of 5 June 2025 (14th resolution).

E.2.2.3 Components of compensation due or paid to members of the Board of Directors for the 2025 financial year

It is reminded that since 9 June 2020, the overall annual envelope to be allocated to Directors is € 1,200,000 to take into account the changes in the composition of the Board following the acquisition of Worldline IGSA (previously known as Ingenico Group SA).

The compensation due or awarded to the directors has been set according to the compensation policy applicable to the directors and described in section E.2.1.3 of the 2024 Universal Registration Document.

Amount of gross compensation paid and due in 2025, per Director, for attendance at meetings of the Board of Directors and Committees (AMF Table 3)

	2025		2024	
(In €, gross)*	**Paid[1]**	**Due[2]**	**Paid[3]**	**Due[4]**
Gilles Arditti[5]	43,102	-	68,500	43,102
Agnès Audier[5]	40,102	-	53,000	40,102
Aldo Cardoso	123,500	146,500	84,667	123,500
Giulia Fitzpatrick	91,500	126,000	64,000	91,500
Olivier Gavalda[6 7]	-	-	-	-
Jérôme Grivet[7]	-	-		
Lorenz von Habsburg Lothringen[5]	51,102	-	74,000	51,102
Mette Kamsvåg	87,000	120,500	66,000	87,000
Danielle Lagarde[5]	49,102	-	68,000	49,102
Marie-Christine Lebert[8]	-	-	-	-
Agnès Park[6]	46,734	130,200	-	46,734
Caroline Parot[5]	39,352	-	59,000	39,352
Georges Pauget[9]	-	-	71,667	-
Luc Rémont[10]	-	-	23,750	-
Susan M. Tolson[10]	-	-	33,000	-
Rodolfo Savitzky	-	70,105		
Daniel Schmucki	96,000	118,000	69,250	96,000
Nazan Somer Özelgin	75,500	111,000	45,000	75,500
Thierry Sommelet[7]	-	-	-	-
Sylvia Steinmann[6]	44,734	124,700	-	44,734
Michael Stollarz	65,000	79,000	45,000	65,000
Johannes Dijsselholf (Censor)[10]	-	-	25,500	-
Stephan Van Hellemont[8]	-	-	-	-
Wilfried Verstraete[11]	25,145	-	-	25,145
TOTAL	**877,874**	**1,026,005**	**850,334**	**877,874**

* 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 2025, for 2024.
2 Directors' compensation due for 2025.
3 Directors' compensation paid in 2024, for 2023.
4 Directors' compensation due for 2024.
5 Directors whose term of office ended at the end of the General Meeting of June 13, 2024.
6 Directors appointed by the General Meeting of June 13, 2024.
7 Jérôme Grivet, Deputy Chief Executive Officer of Crédit Agricole S.A. (who replaced Olivier Gavalda, Deputy CEO of Crédit Agricole with effect on April 23, 2025), and Thierry Sommelet, employee of Bpifrance Investissement, do not receive any remuneration for their directorship.
8 Employee directors do not receive any remuneration for their participation in meetings of the Board of Directors and its committees. They are remunerated under their employment contract.
9 Remuneration of 135,000 euros was allocated to Georges Pauget on a pro rata temporis basis for his duties for the period from January 1, 2024 to June 13, 2024, and will be paid in 2025.
10 Directors and non-voting director whose term of office ended at the end of the General Meeting of June 8, 2023.
11 Compensation allocated to Wilfried Verstraete for his term of office as director for the period from March 20, 2024 to June 13, 2024, date of his appointment as Chairman of the Board, paid in 2025.

Directors' compensation for the year ended December 31, 2025 will be paid in 2026.

For 2025, the amount of Directors' compensation due is € 1,026,005 composed of an amount of € 273,105 for the fixed portion, and € 752,900 for the variable portion. Therefore, the variable portion exceeds the fixed portion of the total Directors' and censor's compensation, which is in line with the AFEP-MEDEF recommendations.

Structure of compensation

Directors do not receive any variable linked to the Group's performance nor any exceptional compensation.

Compensation paid by a company in the scope of consolidation

The members of the Board of Directors did not receive any other compensation from the Company or from any of its subsidiaries for their duties as Director or censor of the Company.

The employee directors receive a salary from the Group Company concerned under their employment contract, which is not related to the performance of their mandate as Director(s) of the Company.

Fringe benefits

Directors did not receive any fringe benefits.

Supplementary pensions plans

Directors do not benefit from any supplementary pension plans.

Other compensation components

Directors[1] did not receive any other compensation components.

Compliance with the compensation policy

Director's compensation complies with the decisions of the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Group's long-term business strategy with a view to ensuring its sustainability.

Suspension of the compensation allocated to Directors

As the Board of Directors is composed in accordance with the provisions of article L. 22-10-3 of the French Commercial Code, the payment of the compensation provided for in the first paragraph of article L. 22-10-14 of the aforementioned Code has not been suspended.

E.2.2.4 Compensation ratio and other indicators

This information is presented pursuant to the provisions of article L. 22-10-9 I 6° and 7° of the French Commercial Code.

The ratio below shows the yearly evolution in compensation of the Company Officers and in the average and median compensation of the Company employees over the last five years as well as the equity ratio between the compensation of the Company Officers (i.e., Chairman of the Board of Directors, Chief Executive Officer) and the compensation (average and median) of Worldline SA employees, as well as with the compensation (average and median) of the employees of the Worldline Group's entities in France, in accordance with the recommendations of the AFEP-MEDEF Code[1].

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 and the employees:

1. The total annual fixed compensation paid during the year concerned (including the 13th month[2]);
2. The variable compensation paid during the year concerned[3] (including profit sharing and any other applicable incentive schemes);
3. The vacation bonus paid during the year concerned;
4. Any fringe benefits granted during the year concerned (e.g. company car); and
5. The IFRS fair value of any stock options and/or performance shares granted during the concerned year (based on an acquisition assumption of 100% of the plans).

Any exceptional compensation, severance pay and/or amounts paid under a supplementary pension plan have not been taken into account.

For the Chief Executive Officer, pursuant to the provisions of article L.22-10-34 of the French Commercial Code, payment of the variable compensation due for the previous year could only be paid after approval by the Shareholders' General Meeting called to approve the financial statements for the year ended.

1 *As from 2022, the ratio below does not include anymore the employees working for the French entities part of the SEU Ingenico that have been carved-out of the Worldline Group on October 3, 2022 following the completion of the sale of the Terminals, Solutions & Services business line to Apollo Funds.*

2 *The evolution of the compensation ratio for 2022 reflects mainly on one hand the consequences of the disengagement of the TSS activity, impacting negatively the average and median compensation of the employees and on the other hand the exceptional adjustments of the compensation of the Chief Executive Officer and of the Deputy Chief Executive Officer following the consequences of the Covid-19 pandemic.*

3 *The variable compensation paid reflects amounts paid for the second half of the previous year and the first half of the current year for all the employees.*

Additional comments regarding the Chairman of the Board of Directors' compensation:

1. Between October 25, 2021 and December 14, 2023, the position of Chairman of the Board of Directors was held by Bernard Bourigeaud. For this period, he received fixed compensation in his capacity as Chairman of the Board of Directors.
2. From December 15, 2023 to June 13, 2024, the interim chairmanship of Worldline's Board of Directors was assumed by Georges Pauget. For this period, he received remuneration in respect of his duties.
3. Wilfried Verstraete was co-opted by the Board of Directors on March 20, 2024 as substitute of Bernard Bourigeaud, who died. Wilfried Verstraete was appointed Chairman of the Board of Directors on June 13, 2024, following the Shareholders' General Meeting. On June 13, 2024, the Board of Directors decided to maintain the structure and total amount of compensation for the Chairman of the Board of Directors unchanged for the year 2024. The General Meeting of 5 June 2025 approved the increase of the Chairman of the Board of Directors' annual fixed remuneration to €375,000.

Additional comments regarding the Chief Executive Officer's compensation

It is reminded for the presentation of the current ratio calculation, for the period between 2021 and 2024 that the total annual base compensation concerns Gilles Grapinet, Chief Executive Officer until September 30, 2024. His compensation was annualized in 2024 for the purposes of the ratio below.

The mandate of the Deputy Chief Executive Officer, Marc-Henri Desportes, ended on September 30, 2024, following his appointment as interim Chief Executive Officer starting from October 1, 2024 and ended February 28, 2025. Marc-Henri Desportes' compensation as Deputy Chief Executive Officer and as interim Chief Executive Officer was annualized for the purposes of the ratio below.

Lastly, it is reminded that Pierre-Antoine Vacheron has been Chief Executive Officer since March 1, 2025. His compensation was annualized in 2025 for the purposes of the ratio below.

Additional comments regarding the compensation of the employees of Worldline SA and all Worldline Group's French entities: the full-time equivalent compensation has been taken into account only if:

1. it was paid to employees who were employed continuously during the year in question within the Company (Worldline SA) or one of the Worldline Group's French entities (i.e. employed on January 1 and December 31 of the year in question);
2. it was paid according to an employment contract of definite or indefinite period and excluding compensation paid to trainees and apprenticeship and inbound and outbound assignees and employees in mobility leave;
3. it was paid to employees who worked throughout the entire year in question;
4. for all the French entities and for the year 2022 only: the energy allowance and the purchase power allowance have been reintegrated in the full time equivalent remuneration of the relevant employees;
5. for all French entities of Worldline IGSA Group's and for the year 2022 only: the inflation allowance has been reintegrated in the full-time equivalent of the relevant employees;
6. for all French entities and for the year 2023 only: the energy premium and the value sharing premium have been integrated in the full-time equivalent of the relevant employees.

Evolution and ratio compared to average employee compensation

Average employee compensation *(In €)*	2025	2024	2023	2022	2021
Worldline SA	96,315	87,612	93,148	99,014	95,734
Evolution in % of average compensation – Worldline SA	+9.9 %[4]	- 5.9 %[3]	- 5.9 %	3.4 %	68.8 %[2]
Worldline in France[1]	67,327	65,082	66,420	65,920	66,824
Evolution in % of the average compensation - Worldline in France	+3.4 %[4]	- 2.0 %	0.8 %	- 1.4 %	4.9 %

1 i.e.SEU Worldline France and the Ingenico's French entities for 2021.
2 The increase in the average compensation of Worldline SA employees is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months within Worldline SA during 2021 were considered for the calculation of the average compensation for the year 2021.
3 The decrease in the average remuneration of Worldline SA employees is due to bonus amounts below 100% for the second half of 2023 (paid in April 2024) and the first half of 2024 (paid in October 2024), following the macroeconomic situation in several of the Group's core countries at that time and the review of objectives on October 25, 2023, and August 1, 2024.
4 The increase in the average remuneration of employees of Worldline SA and Worldline France is attributable to the introduction of the Value Sharing Bonus ("Prime de Partage de la Valeur"), as well as to the harmonisation of the bonus calculation policy as from the first half of 2025 (paid in October 2025).

Compensation of Executive Company Officers *(In €)*	2025	2024	2023	2022	2021
Chairman(s) of the Board of Directors	375,000	300,000	300,000	300,000	300,000
Chief Executive Officer (Pierre-Antoine Vacheron)	1,605,367	NA	NA	NA	NA
Chief Executive Officer (Gilles Grapinet)	NA	1,409,324	3,042,377	2,887,914	2,469,505
Interim Deputy Chief Executive Officer (Marc-Henri Desportes)	NA	964,450	NA	NA	NA
Deputy Chief Executive Officer (Marc-Henri Desportes)	NA	829,814	1,708,828	1,628,325	1,406,860

Worldline SA	2025	2024	2023	2022	2021
Ratio for the Chairman(s) of the Board of Directors	3.9	3.4	3.2	3.0	3.1
Evolution in % of ratio vs. *average compensation* compared to previous year	14.5%[1]	6.3 %	6.3 %	- 3.3 %	NA
Ratio for the Chief Executive Officer (Pierre-Antoine Vacheron)	16.7	NA	NA	NA	NA
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	NA	NA	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	NA	16.1	32.7	29.2	25.8
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	-50.8%[2]	11.9%	13.1%	-44.2%
Ratio for the Interim Chief Executive Officer (Marc-Henri Desportes)	NA	11.0	NA	NA	NA
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	NA	9.5	18.3	16.4	14.7
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	-48.4%[2]	11.6%	11.9%	-39.3%

1 The increase in the ratio for the Chairman of the Board of Directors is linked to the increase in his fixed remuneration from €300,000 to €375,000 as per the revised compensation approved by the General Meeting in June 5, 2025.
2 The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024

Worldline in France[1]	2025	2024	2023	2022	2021
Ratio for the Chairman(s) of the Board of Directors	5.6	4.6	4.5	4.6	4.5
Evolution in % of ratio vs. *average compensation* compared to previous year	21.1%[2]	2.1 %	- 0.8 %	1.4 %	NA
Ratio for the Chief Executive Officer (Pierre-Antoine Vacheron)	23.8	NA	NA	NA	NA
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	NA	NA	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	NA	21.7	45.8	43.8	37.0
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	-52.7%[3]	4.6%	18.5%	-10.1%
Ratio for the Interim Chief Executive Officer (Marc-Henri Desportes)	NA	14.8	NA	NA	NA
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	NA	12.8	25.7	24.7	21.1
Evolution in % of ratio vs. *average compensation* compared to previous year	NA	-50.4%[3]	4.2%	17.3%	-2.3%

1 That is, the Worldline France UES and the French entities of Ingenico for the year 2021.
2 The increase in the ratio for the Chairman of the Board of Directors is linked to the increase in his fixed remuneration from €300,000 to €375,000 as per the revised compensation approved by the General Meeting in June 5, 2025.
3 The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024

Evolution and ratio compared to median employee compensation

Median employee compensation *(In €)*	2025	2024	2023	2022	2021
Worldline SA	74,530	71,317	69,436	68,383	64,957[1]
Evolution in % compared to previous year - Worldline SA	4.5 %[3]	2.7 %	1.5 %	5.3 %	38.7 %
Worldline in France[2]	57,878	55,853	54,471	52,542	51,712
Evolution in % compared to previous year - Worldline in France	3.6 %[3]	2,5 %	3,7 %	1,6 %	3,3 %

1 The increase in the median remuneration of Worldline SA employees is due to the transfer of around 2,500 employees from Worldline SA to Worldline France SAS as of July 1st, 2021. Only employees continuously present for 12 months within Worldline SA during 2021 were considered for the calculation of the median remuneration for the year 2021.

2 That is, the Worldline France UES and the French entities of Ingenico for the year 2021.

3 The increase in the average remuneration of employees of Worldline SA and Worldline France is due to the implementation of the Value Sharing Bonus (Prime de Partage de la Valeur), as well as the harmonization of the bonus calculation policy starting from the first half of 2025 (payment in October 2025).

Compensation of Executive Company Officers *(In €)*	2025	2024	2023	2022	2021
Chairman(s) of the Board of Directors	375,000	300,000	300,000	300,000	300,000
Chief Executive Officer (Pierre-Antoine Vacheron)	1,605,367	NA	NA	NA	NA
Chief Executive Officer (Gilles Grapinet)	NA	1,409,324	3,042,377	2,887,914	2,469,505
Interim Chief Executive Officer (Marc-Henri Desportes)	NA	964,450	NA	NA	NA
Deputy Chief Executive Officer (Marc-Henri Desportes)	NA	829,814	1,708,828	1,628,325	1,406,860

Worldline SA	2025	2024	2023	2022	2021
Ratio for the Chairman(s) of the Board of Directors	5.0	4.2	4.3	4.4	4.6
Evolution in % vs. median compensation compared to previous year	+ 19.8 %[1]	- 2.6 %	- 1.5 %	- 5.0 %	NA
Ratio for the Chief Executive Officer (Pierre-Antoine Vacheron)	21.5	NA	NA	NA	NA
Evolution in % vs. median compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	NA	19.8	43.8	42.2	38.0
Evolution in % vs. median compensation compared to previous year	NA	-54.9%[2]	3.8%	11.1%	-32.0%
Ratio for the Interim Chief Executive Officer (Marc-Henri Desportes)	NA	13.5	NA	NA	NA
Evolution in % vs. median compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	NA	11.6	24.6	23.8	21.7
Evolution in % vs. median compensation compared to previous year	NA	-52.7%[2]	3.4%	9.9%	-26.1%

1 The increase in the ratio for the Chairman of the Board of Directors is linked to the increase in his fixed remuneration from €300,000 to €375,000 as per the revised compensation approved by the General Meeting in June 5, 2025.

2 The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

Worldline in France[1]	2025	2024	2023	2022	2021
Ratio for the Chairman(s) of the Board of Directors	6.5	5.4	5.5	5.7	5.8
Evolution in % vs. median compensation compared to previous year	+ 20.0 %[1]	- 2.5 %	- 3.5 %	- 1.6 %	NA
Ratio for the Chief Executive Officer (Pierre Antoine Vacheron)	27.7	NA	NA	NA	NA
Evolution in % vs. median compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	NA	25.2	55.9	55.0	47.8
	NA	-54.8%[2]	1.6%	15.1%	-8.7%

Worldline in France[1]	2025	2024	2023	2022	2021
Evolution in % vs. median compensation compared to previous year					
Ratio for the Interim Chief Executive Officer (Marc-Henri Desportes)	NA	17.3	NA	NA	NA
Evolution in % vs. median compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	NA	14.9	31.4	31.0	27.2
Evolution in % vs. median compensation compared to previous year	NA	-52.6%[2]	1.2%	13.9%	-0.7%

1 The increase in the ratio for the Chairman of the Board of Directors is linked to the increase in his fixed remuneration from €300,000 to €375,000 as per the revised compensation approved by the General Meeting in June 5, 2025.

2 The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

Evolution in adjusted EBITDA over the five last years

Groupe Worldline	2025	2024	2023	2022	2021
Adjusted EBITDA *(in € million)*	841.4	1,070.4	1,110.4	1,132.5	933.7
% evolution compared to previous year	-21.4 %	- 3.6 %	- 1.9 %	21.3 %	33.4 %
Adjusted EBITDA as% of revenue	18.7 %	23.1 %	24.1 %	26.0 %	25.3 %
Variation in bps compared to previous year	-4.4 %	- 1.0 %	- 1.9 %	0.7 %	- 0.2 %

The main changes in the Company's scope of consolidation have been reflected in the above presentation:

- in 2021: the Adjusted EBITDA takes into account only the Company's continued operations, *i.e.* excluding (i) the TSS (Terminals Solutions & Services) business accounted as asset for sales under IFRS 5 norm, as well as (ii) the acquisition of Cardlink SA[1] on September 30, 2021 and Handelsbanken's card Acquiring activities by the Company on October 18, 2021 and (iii) the divestment operations in some Worldline entities in Austria, Belgium and Luxembourg following the request of the European Commission in the context of the Ingenico acquisition as of November 1, 2021. The year 2021 is also the first year where the contribution of GoPay and Ingenico is taken into account for the full year;
- in 2022: the Adjusted EBITDA is only considering the Worldline continued operations (i.e. excluding TSS which has been sold to Apollo fund on 3 October 2022) and is also considering the acquisition of Worldline Merchant Services Italia[2] as of January 3, 2022, the acquisition of a controlling stake in a commercial acquiring business of ANZ and the creation of a joint-venture controlled by Worldline with ANZ Bank as of April 1, 2022 and the acquisition of Eurobank's Merchant Acquiring activities as of June 30, 2022 as well as the disposal of Worldline's Mobility and e-Transactional Services in Argentina and Chile as of December 1, 2022. The year 2022 is also the first year where the acquisition of Cardlink SA[1] and Handelsbanken' card Acquiring activities and the divestments mentioned above following the clearance from the European Commission for the acquisition of Ingenico are considered for the full year;
- in 2023: the Adjusted EBITDA is considering the acquisition of a 40% stake in Online Payment Platform BV as of January 12, 2023 and the acquisition of Banco Desio's Merchant Acquiring activities as of March 28, 2023. The year 2023 is also the first year where the contribution of Worldline Merchant Services Italia[2], of the joint-venture controlled by Worldline with ANZ Bank and the acquisition of Eurobank's Merchant Acquiring activities and the disposal of Worldline's Mobility and e-Transactional Services in Argentina[2] and Chile are considered for the full year;
- in 2024: the Adjusted EBITDA takes into account the creation of the CAWL joint venture with Crédit Agricole, controlled by Worldline, starting from March 19, 2024. The year 2024 is also the first year where the contribution from the stake in Online Payment Platform B.V. and the acquisition of the merchant acquiring activities of Banco Desio are considered for the full year;
- In 2025: the Adjusted EBITDA takes into account MeTS business and the portfolio of merchants acquired from Credito Emiliano S.p.A (Credem).

E.2.2.5 Compliance of Company Officers' compensation with AFEP-MEDEF Code recommendations

Since its shares were listed on Euronext Paris, the Company has committed to implementing the AFEP-MEDEF Code recommendations, especially relating to Executive Company Officer compensation conditions, and to monitor them.

Before making any decision regarding the compensation of Executive Company Officers, the Board of Directors analyzes the compliance of the decision with the recommendations of the AFEP-MEDEF Code. In addition, the Company's Board of Directors reviews every year the implementation by the Company of these governance principles.

The Board of Directors assessed the Company's implementation of these provisions and considered that the Company's governance practices, in particular regarding the Company Officers' compensation, are compliant with the AFEP-MEDEF Code recommendations.

The complete and detailed document which supported this annual Board assessment is fully made available on Worldline's website.

1 Also known as Electronic Transaction Network Management & Operating Co. Société Anonyme Cardlink.
2 Previously known as Axepta Italia.

E.2.2.6 Summary of the compensation due or paid to the Company Officers – AMF Table 1 and 2

AMF Table 1: Summary of the compensation, stock options and performance shares awarded to the Company Officers

Wilfried Verstraete – Chairman of the Board of Directors

(In €)	2025	2024
Compensation due for the year	375,000	165,000[1]
Value of stock options awarded during the year	NA	NA
Value of performance shares granted during the year	NA	NA
TOTAL	**375,000**	**165,000[1]**

1 Annual Fixed Compensation awarded and paid pro rata temporis to Wilfried Verstraete, Chairman of the Board of Directors since 13 June 2024

Pierre-Antoine Vacheron – Chief Executive Officer (since March 2025)

(In €)	2025	2024
Compensation due for the year	1,318,742	-
Exceptional compensation in the form of free shares[1] granted during the financial year	286,625	-
Value of stock options awarded during the year	0	-
Value of performance shares granted during the year	0	-
TOTAL	**1,605,367**	**-**

1 Exceptional compensation in the form of free shares, vesting in four equal tranches over a four-year period on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as executive corporate officer on each applicable anniversary date.

On each date of award, the fair value of the performance shares and the free shares 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 Company Officer

Wilfried Verstraete – Chairman of the Board of Directors

	2025		2024	
(In €)	Dues	Paid	Dues	Paid
Fixed compensation	375,000	375,000	165,000[1]	165,000[1]
Variable compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits	0	0	0	0
Other component of compensation	0	0	0	0
TOTAL	**375,000**	**375,000**	**165,000[1]**	**165,000[1]**

1 Annual fixed compensation due and paid prorata temporis to Wilfried Verstraete, Chairman of the Board of Directors since June 13, 2024.

Pierre-Antoine Vacheron – Chief Executive Officer (since March 1, 2025)

	2025		2024	
(In €)	**Due**	**Paid**	**Due**	**Paid**
Fixed compensation	583,333	578,846	0	0
Variable compensation	577,500	0	0	0
Exceptional compensation	286,625	0	0	0
Directors' fees	0	0	0	0
Fringe benefits[1]	157,909	5,036	0	0
Other component of compensation	0	0	0	0
TOTAL	**1,605,367**	**583,882**	**0**	**0**

1 Company car, Supplementary pension plans, Healthcare and disability insurance, Severance protection.

The variable compensation due reflects amount due for the year concerned. The payment of the variable compensation due for the year 2025 is subject to the approval of the Shareholders' General Meeting in 2026.

Multi-year equity compensation of the Chief Executive Officer (Pierre-Antoine Vacheron)

Further information is available in section E.2.1.1.3 of the 2024 Universal Registration Document, which sets out the principles applicable to the Chief Executive Officer's multi-year equity compensation.

E.2.2.7 Executive Company Officers benefits – AMF Table 11

It is recalled that the Board of Directors, at its meeting on February 25, 2025, upon the recommendation of the Nomination Committee, decided to appoint Pierre-Antoine Vacheron as Chief Executive Officer with effect from March 1, 2025.

	Worldline employment contract		Worldline supplementary pension plan		Allowances or benefits due or likely to be due in the event of termination or change of position		Non-compete clause allowance	
Executive Company Officers	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**
Wilfried Verstraete								
Chairman of the Board of Directors								
Start of term: June 13, 2024		✓		✓		✓		✓
End of term: 2027 Shareholders' General Meeting								
Pierre-Antoine Vacheron								
Chief Executive Officer								
Start of term: March 1, 2025		✓	✓		✓			✓
End of term: 2029 Shareholders' General Meeting								

E.2.3 Performance share plans and stock option plans

E.2.3.1 Stock options awarded to or exercised by each Executive Company Officer during the year – AMF Tables 4 and 5

AMF Table 4: Stock options granted during the year to each Executive Company Officer

No stock options have been granted to Executive Company Officers during the exercise closed on December 31, 2025.

AMF table 5: Stock options exercised during the year by each Company Officer

No stock options have been exercised by Executive Company Officers during the exercise closed on December 31, 2025.

E.2.3.2 Performance shares granted to Executive Company Officers during the year – AMF Table 6

Pursuant to the authorization granted by the Shareholders' General Meeting held on June 5, 2025 (under the 28th resolution) and on the Remuneration Committee's recommendation, the Company's Board of Directors at its meeting on June 5, 2025 decided to grant performance shares.

In 2025, according to the compensation policy providing for specific terms for 2025 transition year when he joined the Group in the course of the year as approved at the General Meeting of 5 June 2025 (14th resolution) the Chief Executive Officer Officer was granted no multi-year share-based remuneration but he received exceptional remuneration in the form of free shares to take into account the loss of protections and benefits he enjoyed in his previous role (notably performance share plans, pension plans, and his employee status), while strengthening his alignment with the performance of the Worldline share over a four-year period.

It should be noted that no multi-year equity-based remuneration was granted to him in 2025. He received 100,000 free shares not subject to performance conditions, vesting in four equal tranches over a four-year period on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as Chief Executive Officer on each applicable anniversary date. The first tranche will be subject to a one-year lock-up period following vesting. The Chairman of the Board of Directors is not eligible to this allocation.

The terms and conditions of this free share plan are described in section E.2.3.8 of this Universal Registration Document.

The table below shows the performance shares granted to the Chief Executive Officer during the year ended December 31, 2025.

	Plan Date[1]	Number of shares awarded in 2025	Share valuation *(in €)*[2]	Vesting date	Availability Date[3]	Performance conditions
Pierre-Antoine Vacheron Chief Executive Officer	June 5, 2025	100,000 0.04% of the share capital at 12/31/2025	286,625	June 5, 2026 June 5, 2027 June 5, 2028 June 5, 2029	June 5, 2027[3] June 5, 2027 June 5, 2028 June 5, 2029	See section E.2.3.8.3 below

1 Corresponds to the date of the Board of Directors' Meeting that approved the grant.
2 Valuation of the shares at their grant date, pursuant to application of IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Worldline Group at the end of the vesting period, but before the expense is spread over the vesting period pursuant to IFRS 2. Worldline has taken into account a probability of achieving the performance conditions.
3 The vesting of the shares takes place in four equal tranches on each anniversary of the plan, with the first tranche being subject to a one-year holding requirement

E.2.3.3 Performance shares that have become available during the year for the Executive Company Officers – AMF Table 7

No performance shares became available for the Chief Executive Officer during the year 2025.

	Plan Date	Number of shares available during the financial year	Vesting Date	Availability Date
Pierre-Antoine Vacheron Chief Executive Officer	-	-	-	-

E.2.3.4 Past awards of stock options as at December 31, 2025 – AMF Table 8

The tables below show the past grants by Worldline since 2022 to reward and retain the employees identified as key talents and top management.

Vested plans

The terms and conditions, as well as the verification of the fulfilment of the performance conditions for the vested performance share plans, were detailed in previous Universal Registration Documents.

Date of Shareholders' General Meeting	2015	2016	2016
Date of Board Meeting	07/27/2015	02/22/2016	07/25/2016
Grant date	09/01/2015	05/25/2016	08/16/2016
Exercise period start date	05/15/2017	05/25/2018	05/25/2018
Exercise period end date	08/31/2025	05/24/2026	08/15/2026
Exercise price *(in €)*	22.87	26.82	28.58
Options granted originally	1 558 500	196 000	45 000
Of which Company Officers[1]	180 000	0	0
Number of beneficiaries	138	52	2
Options exercised	837 123	111 613	30 000
Options canceled or expired	721 377	17 000	0
Status as of 12/31/2025	0	67 387	15 000
Value of unexercised options *(in € million)*	0	1.8	0.4

1 Company Officers (executive and non-executive) at grant date of the stock options.

Date of Shareholders' General Meeting	2018	2018	2019	2020
Date of Board Meeting	07/21/2018	10/18/2018	07/24/2019	06/09/2020
Grant date	07/21/2018	01/02/2019	07/24/2019	06/09/2020
Exercise period start date	07/21/2021	03/31/2022	07/24/2022	06/09/2023
Exercise period end date	07/20/2028	01/01/2029	07/23/2029	06/08/2030
Exercise price *(in €)*	52.91	46.69	66.77	69.73
Options granted originally	262 000	130 550	98 600	101 120
Of which Company Officers[1]	143 000	0	39 850	39 250
Number of beneficiaries	18	5	19	21
Options exercised	0	0	0	0
Options canceled or expired	0	0	9 963	6 865
Status as of 12/31/2025	262 000	130 550	88 637	94 255
Value of unexercised options *(in € million)*	13.9	6.1	5.9	6.6

1 Company Officers (executive and non-executive) at grant date of the stock options.

Date of Shareholders' General Meeting	2021	2022	Total
Date of Board Meeting	05/27/2021	06/09/2022	
Grant date	05/27/2021	06/09/2022	
Exercise period start date	05/27/2024	06/09/2025	
Exercise period end date	05/26/2031	06/08/2032	
Exercise price (in €)	81.39	39.70	
Options granted originally	117 150	193 530	2,702,450
Of which Company Officers[1]	37 550	70 785	330,435
Number of beneficiaries	23	19	
Options exercised	0	0	978,736
Options canceled or expired	68 127	174 567	259,522
Status as of 12/31/2025	49 023	18 963	725,815
Value of unexercised options (in € million)	4.0	0.8	39.5

1 Company Officers (executive and non-executive) at grant date of the stock options.

Unvested Plans

Date of Shareholders' General Meeting	2023	Total
Date of Board Meeting	06/08/2023	
Grant date	06/08/2023	
Exercise period start date	06/08/2026	
Exercise period end date	06/07/2033	
Exercise price (in €)	40.74	
Options granted originally	191 670	191 670
Of which Company Officers[1]	70 720	70 720
Number of beneficiaries	19	
Options exercised	0	0
Options canceled or expired	86 020	86 020
Status as of 12/31/2025	105 650	105 650
Value of unexercised options (in € million)	1.0	1.0

1 Company Officers (executive and non-executive) at grant date of the stock options.

For the plans granted between 2014 and 2016, the vesting conditions of the rights under the aforementioned plans, in particular, the performance conditions that must be fulfilled, are outlined in section 17.3.3 of the 2016 Registration Document; for the plans granted on 2018 and 2019, they are outlined in section G.3.3.4 of the 2019 Universal Registration Document; the performance conditions for the granted in 2020 are outlined in section G.3.3.4 of the 2020 Universal Registration Document; the performance conditions for the plan granted in 2021 are outlined in section G.3.3.5.2 of the 2021 Universal Registration Document; the performance conditions for the plan granted in 2022 are outlined in section E.2.3.5 of the 2024 Universal Registration Document, and the performance conditions for the plan granted in 2023 are outlined in section E.3.2.5.1 of this Universal Registration Document.

Validation of achievement of the performance conditions for the stock options plans granted in 2016, 2018, 2019, 2020, 2021 and 2022 are covered in previous Registration Documents. Validation of achievement of the performance conditions for the stock options plans granted in 2023 is detailed in section E.2.3.9 of this Universal Registration Document.

E.2.3.5 Terms and conditions of ongoing stock option plans

It is reminded that the long-term incentive plans mainly benefit the Group's top management, key resources, experts and certain juniors, as well as Executive Company Officers.

These plans are an important part of the compensation, motivation and retention package of the beneficiaries.

By providing for the final vesting of stock options based on the Group's performance over a three-year period, the Company ensures that it maintains the development of a community of interests with its shareholders, while involving its employees in the Group's long-term performance and financial results.

The Stock Options Plan rules, as well as the compensation policy applicable to Executive Directors, provide that the Board of Directors reserves the right to adjust the performance conditions in the event of a change in the Group's scope of consolidation, a change in accounting method or any other circumstance justifying such an adjustment. The objective is to neutralize the favorable or unfavorable consequences of the appearance of new circumstances on the objectives set at the time of grant.

E.2.3.5.1 Stock Option plans granted on June 8, 2023 (hereinafter the "2023 Stock Option Plan")

Performance conditions of the 2023 Stock Option Plan

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions **80%**	Group Revenue Organic Growth Rates Average revenue organic growth rate over three years (2023- 2025) ("A")	**30%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
	Group Adjusted EBITDA rate Average of the Group Adjusted EBITDA rate over three years (2023-2025) ("B")	**25%**	Floor: Target -2%	50%
			Target	100%
			Cap: Target +2%	130%
	Group Free Cash Flow (FCF)before dividends and income from acquisitions/ disposals Average Group FCF over three years (2023-2025) ("C")	**25%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
Non-financial CSR performance condition **20%**	CO2 emissions reduction, expressed in tons of CO2 (scopes 1& 2 SBTi) Percentage of reduction at the end of the period concerned (in 2025) ("D1")	**10%**	Floor: 116% of Target	50%
			Target	100%
			Cap: 83% of Target	130%
	People and Diversity score Percentage of increase at the end of the period concerned (in 2025) ("D2")	**10%**	Floor: Target -3.6 pts	50%
			Target	100%
			Cap: Target +3.6pts	130%
A * 30% + B * 25% + C * 25% + [D1 * 10% + D2 * 10%] = average vesting rate (being specified that the average vesting rate may not exceed 100%)				

Adjustment of the performance conditions of the 2023 Stock Option Plans

On February 27, 2024, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2023 Stock Option Plan, to keep the beneficiaries of those plans motivated and retain them. Those adjustments took place in order to align them with :

- The 2024 guidance communicated to the market of October 25, 2023 for the Group following the announcement of the financial results for the third quarter 2023 and the announcement of the launch of Power 2024 plan after the deterioration of macroeconomics in certain of the core geographies of the Group and the termination of some of our specific merchants' relationships;
- The new mid-term financial ambition for the Group (horizon 2026).

It is precised that:

- The adjustments done only concern the performance years 2024 and 2025 for the 2023 Stock Option Plan. The objectives for the year 2023 have not been revised following the announcement of the revised guidance reflecting market conditions for the year 2023 on October 25, 2023;
- The Executive Company Officers, the members of the Strategic Executive Committee and the beneficiaries who left the Group do not benefit from these adjustments;
- Considering the adjustments done for years 2024 and 2025, the maximum acquisition rate for this Stock Options Plan will in any case be limited to 70% of the Options granted to consider the results of the third quarter 2023 and the initial guidance communicated to the market for 2023.
- It is emphasised that the Executive Company Officers, the members of the Strategic Executive Board and the beneficiaries who left the Group do not benefit from these adjustments. On February 25, 2025, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the internal performance targets applicable to the 2023 Options Plan in order to maintain the motivation of the beneficiaries and retain them. These adjustments were made to align the targets with the 2025 Budget Board.

It is specified that:

- The adjustments made only concern the 2025 performance year. The objectives for 2024 were no longer revised following the announcement on August 1 and September 13, 2024, of the revised objectives reflecting market conditions for 2024.
- Given the new adjustments made for 2025, the maximum acquisition rate for the said Plan will now be limited to 60% of the granted Options, taking into account the third quarter 2023 results, the initial 2023 objectives communicated to the market, and the 2024 results based on the initial 2024 objectives communicated to the market.

On June 5, 2025, upon the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2023 Stock Options plan, in order to maintain the beneficiaries' motivation. These adjustments were made to align the targets with the "Mid reforecast" budget scenario approved by the Board of Directors on April 23, 2025 following the arrival of Pierre-Antoine Vacheron as Chief Executive Officer.

It is specified that the adjustments made relate solely to the 2025 performance year.

It is underlined that the Executive Company Officers, the members of the Executive Committee and the beneficiaries who left the Group do not benefit from these adjustments.

The elasticity curves of all performance conditions remain unchanged.

E.2.3.6 Stock Options granted to the top ten non-executive employees and options exercised by them – AMF Table 9

No stock options were granted or exercised during 2025.

	Total number of options granted	Weighted average price (exercise price for the year of grant) (in €)	Date[1]
Stock options granted during the year to the ten employees with the highest number of options granted (aggregate information)	NA	NA	NA
Stock options held by the issuer exercised during the year by the ten employees with the highest number of options purchased or subscribed (aggregate information	NA	NA	NA

1 Corresponds to the date of the Board of Directors' Meeting approving the grant.

E.2.3.7 History of performance share grants – AMF Table 10

The table below shows the history of Worldline awards since 2023 to reward and retain employees identified as key talent and senior executives.

Vested Plans

The terms and conditions as well as the validation of the fulfillment of the performance conditions of the vested performance share plans listed above were detailed in the previous Universal Registration Documents.

Unvested Plans

Date of Shareholders' General Meeting	06/08/2023	06/13/2024[1]	06/13/2024
Date of Board Meeting	06/08/2023	06/13/2024	06/13/2024
Grant date	06/08/2023	06/13/2024	06/13/2024
Details of the plan			
Number of beneficiaries	917	2	806
Number of shares granted	1,296,560[2]	29,055[2]	2,355,830[2]
Of which to corporate officers	70,720	29,055	155,700
Of which Pierre-Antoine Vacheron	0	0	0
Plan modification due to international mobility	0	0	0
Shares cancelled or expired	363,340	0	407,840
Vested shares as of 12/31/2025	2,650	0	0
Of which to corporate officers	0	0	0
Status as of 12/31/2025	930,570	29,055	1,947,990
Final vesting date	06/08/2026	06/13/2026	06/13/2027
Availability date	06/08/2026	06/13/2026	06/13/2027

1 *Plan for the conversion of the 2023 annual variable remuneration into shares, subject to a two-year vesting period and to the achievement of a performance condition linked to the evolution of the Worldline share price – see § D.2.2.1 of the 2023 Universal Registration Document.*
2 *The number of shares granted takes into account a maximum multiplier coefficient of 100% (as defined in the performance conditions).*

Date of Shareholders' General Meeting	06/05/2025	06/05/2025	06/05/2025	Total
Date of Board Meeting	06/05/2025	06/05/2025	10/21/2025	
Date of Board Meeting	06/05/2025	06/05/2025	10/21/2025	
Detail of the plan				
Number of beneficiaries	1	734	10	
Numbers of granted shares	100,000	3,444,427	295,222	7,521,094
Of which of corporate officers	100,000	0	0	355,475
Of which of Pierre-Antoine Vacheron	100,000	0	0	100,000
Plan modification due to international mobility	0	0	0	0
Shares canceled or expired	0	118,700	0	889,880
Vested shares as of 12/31/2025	0	0	0	2,650
Of which of corporate officers	0	0	0	0
Status as of 12/31/2025	100,000	3,325,727	295,222	6,628,564
Final vesting date	06/05/2026[1]			
	06/05/2027			
	06/05/2028			
	06/05/2029	06/05/2028	06/05/2028	
Availability date	06/05/2027			
	06/05/2028			
	06/05/2029	06/05/2028	06/05/2028	

1 The first tranche is subject to a one-year lock-up period after vesting.

Unvested performance shares to be delivered represent 2.6% of Worldline's share capital as at 31 December 2025.

The terms and conditions of the performance share plans outstanding as at 31 December 2025 are described below.

E.2.3.8 Terms and conditions of ongoing or to come performance share plans

The performance shares plans are governed by the same general principles as the above-mentioned stock options plans, namely:

- these plans mainly benefit the Worldline's top managers, key resources, experts and some juniors, as well as Executive Company Officers;
- these plans are an important part of the compensation package, motivation and retention for beneficiaries;
- by foreseeing the vesting of shares based on the Group's performance over a three-year period, the Company ensures that it maintains the development of a community of interest with its shareholders, while involving its employees in the Group's long-term performance and financial results;
- the performance share plan rules, as well as the compensation policy applicable to Executive Company Officers, provide that the Board of Directors reserves the right to adjust the performance conditions in the event of a change in the Group's scope of consolidation, a change in accounting method or any other circumstance justifying such an adjustment. The objective is to neutralize the consequences of the appearance of new circumstances on the objectives set at the time of grant;
- the targets set are systematically reviewed by the Board of Directors, on the recommendation of the Remuneration Committee, when the Group's scope of consolidation changes.

E.2.3.8.1 Performance share plan granted on June 8, 2023 (hereinafter the "2023 Performance Share Plan")

The performance conditions of the 2023 Performance Share Plan are strictly identical to those of the 2023 Option Plan described in section E.2.3.5.1 of this Universal Registration Document.

Therefore, the adjustments to the targets decided by the Board of Directors with respect to the 2023 Option Plan apply *mutatis mutandis* to the 2023 Performance Share Plan.

E.2.3.8.2 Performance share plan granted on June 13, 2024 (hereinafter the "2024 Performance Share Plan")

Performance conditions of the 2024 Performance Share Plan

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions 70%	*Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals* Average Group FCF over three years (2024-2026) ("A")	**25%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
	Group Earnings before Interests, Taxes, Depreciation and Amortization (EBITDA) Average of the Group EBITDA rate over three years (2024-2026) ("B")	**22.5%**	Floor: Target -2%	50%
			Target	100%
			Cap: Target +2%	130%
	Group Revenue Organic Growth rates Average revenue organic growth rate over three years (2024-2026) ("C")	**22.5%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
Share Price Performance Condition 15%	*Evolution of the Worldline Share* Price Average evolution of Worldline share price over three years (2024 - 2026) ("D")	**15%**	Floor: Target - 50%	50%
			Target	100%
			Cap: Target + 50%	130%
Non-financial CSR performance condition 15%	CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1 & 2 SBTi) Score obtained at the end of the period concerned (in 2026) ("E1")	**7.5%**	Floor: 115% of Target	50%
			Target	100%
			Cap: 85% of Target	130%
	Employee satisfaction score Score obtained at the end of the period concerned (in 2027) ("E2")	**3.75%**	Floor: Target -3.6 pts	50%
			Target	100%
			Cap: Target +3.6 pts	130%
	Diversity score Score obtained at the end of the period concerned (in 2026) ("E3")	**3.75%**	Floor: Target -3.6 pts	50%
			Target	100%
			Cap: Target +3.6pts	130%

A * 25% + B * 22.5% + C * 22.5% + D * 15% + [E1 * 7.5% + E2 *3.75% + E3 * 3.75%] = average vesting rate (it being specified that the average vesting rate may not exceed 100%)

A portion of the shares has been granted solely subject to a presence condition, with the exception of Executive Company Officers and members of the Strategic Executive Committee.

Adjustment of the performance conditions of the Performance Share Plan granted on 13 June 2024

On 5 June 2025, upon the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the Performance Share Plan granted on 13 June 2024, in order to maintain the plan beneficiaries' motivation and retention. These adjustments were made following the approval of a revised budget by the Board of Directors on 23 April 2025, subsequent to the arrival of the new Chief Executive Officer.

It is specified that the adjustments made relate solely to the 2025 performance year. It is underlined that executive corporate officers, members of the Executive Committee, as well as beneficiaries who have left the Group do not benefit from these adjustments.

The elasticity curves for all performance conditions remain unchanged.

E.2.3.8.3 Share plan granted on June 13, 2024 (hereinafter the '2024 Executive Variable Compensation Plan')

The Company granted performance shares on June 13, 2024 to its two former executive corporate officers (Gilles Grapinet former Chief Executive Officer ,and Marc-Henri Desportes, former Deputy Chief Executive Officer), in conversion of their 2023 annual variable remuneration. This plan has a two-year vesting period and will be definitively vested on June 13, 2026. The performance condition relates to the evolution of the Worldline share price – see § D.2.2.1 of the 2023 Universal Registration Document.

E.2.3.8.4 Performance share plan granted on June 5, 2025 (hereinafter the "2025 Performance Share Plan")

Performance conditions of the 2025 Performance Share Plan

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions **70%**	*Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals* Average Group FCF over three years (2025-2027) ("A")	**25%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
	Group Earnings before Interests, Taxes, Depreciation and Amortization (EBITDA) Average of the Group EBITDA rate over three years (2025-2027) ("B")	**22.5%**	Floor: Target -2%	50%
			Target	100%
			Cap: Target +2%	130%
	Group Revenue Organic Growth rates Average revenue organic growth rate over three years (2025-2027) ("C")	**22.5%**	Floor: Target -2.5%	50%
			Target	100%
			Cap: Target +2.5%	130%
Share Price Performance Condition **15%**	*Evolution of the Worldline Share* Price Average evolution of Worldline share price over three years (2025 - 2027) ("D")	**15%**	Floor: Target - 50%	50%
			Target	100%
			Cap: Target + 50%	130%
Non-financial CSR performance condition **15%**	CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1 & 2 SBTi) Score obtained at the end of the period concerned (in 2027) ("E1")	**5%**	Floor: 115% of Target	50%
			Target	100%
			Cap: 85% of Target	130%
	Employee satisfaction score Score obtained at the end of the period concerned (in 2027) ("E2")	**5%**	Floor: Target -3 pts	50%
			Target	100%
			Cap: Target +3 pts	130%
	Diversity score Score obtained at the end of the period concerned (in 2027) ("E3")	**5%**	Floor: Target -1 pts	50%
			Target	100%
			Cap: Target +5pts	130%

A * 25% + B * 22.5% + C * 22.5% + D * 15% + [E1 * 5% + E2 * 5% + E3 * 5%] = average vesting rate
(it being specified that the average vesting rate may not exceed 130%)

A portion of the shares has been granted solely subject to a presence condition, with the exception of members of the Executive Committee. This plan will not apply to the Chief Executive Officer.

E.2.3.8.5 Share plan granted on June 5, 2025 (hereinafter the "2025 Share Plan")

The Company has granted the Chief Executive Officer free shares not subject to performance conditions, vesting in four equal tranches over a four-year period, provided that Pierre-Antoine Vacheron continues to serve as corporate officer on each anniversary date. The first tranche will be subject to a one-year lock-up period after vesting. For more information, refer to Section E.2.2.2 of this Universal Registration Document.

E.2.3.8.6 2026 performance share plan (subject to the approval of the General Assembly) (hereinafter the "2026 Performance Share Plan")

The Company plans to implement in 2026 a performance share plan as part of its approach to involving employees in the Group's long-term performance and financial results, notably through long-term incentive plans in the form of performance share allocations. This plan is expected to primarily benefit to the Chief Executive Officer, members of the Executive Committee, the Group's senior management, key resources, experts, and certain Talents. This share-based compensation will align employees with the interests of the Group and, indirectly, those of the shareholders. This plan will not apply to the Chief Executive Officer.

Conditions for vesting of performance shares

Continued employment

Subject to certain exceptions provided for in the plan (such as death or disability), the vesting of performance shares by the beneficiaries are subject to them maintaining their status as a Group's employee for the entire vesting period.

Performance conditions

The vesting of performance shares will be subject to the achievement of internal financial and internal and external non-financial performance conditions measured over a period of three years. These objectives are defined by the Board of Directors on the Remuneration Committee's recommendation to support the Group in achieving its short-term and long-term strategy. The performance indicators are defined in line with the key success factors for the Group's strategy and include corporate social responsibility (CSR) indicators. The share price performance indicator will not be taken into account for this plan, in view of the capital transactions as approved by the Extraordinary General Meeting of shareholders held on 8 January 2026.

Internal Performance Conditions as a condition for 85% of the total vesting

The vesting of all or part of the performance shares shall be subject to the achievement over a three-year period of the following three internal performance indicators directly connected to key success factors for the achievement of the Group's strategy and in accordance with the ambitions as regularly disclosed to shareholders:

- The sum in absolute value of the Group Free Cash Flow (FCF) before dividends and income from acquisitions/ disposals over three years (2026 - 2028) – as a condition for **30%** of the total vesting;
- The sum in absolute value of Group Earnings before interest, taxes, depreciation and amortization (Ajusted EBITDA) over three years (2026 - 2028) – as a condition for **30%** of the total vesting;
- The sum in absolute value of the Group Revenue Organic Growth rates over three years (2026 - 2028) – as a condition for **25%** of the total vesting.

Combined performance condition relating to Corporate Social Responsibility ("CSR") as a condition for 15% of the total vesting

On the Remuneration Committee's recommendation, the Board of Directors decided to combine CSR criteria related to the environmental commitment, which is part of the Group's strategy, with criteria focused on "people" engagement and gender diversity. These three indicators, whose impact is long-lasting and materialises over the long term, complement the two CSR criteria linked to the annual variable remuneration policy, namely the Net Promoter Score and the Employee Engagement (see section E.2.1.1.2 of this Universal Registration Document).

Each CSR criterion will be measured at the end of the three-year period.

The targets for the financial and CSR conditions will be defined by the Board of Directors, upon recommendation of the Remuneration Committee, at the latest on the date of grant of the 2026 Long-Term equity-based incentive plan foreseen shortly after the Shareholders' General Meeting to be held in 2026 deciding on the account for the financial year ending on December 31, 2025. For the Internal Performance Conditions, the target objective will be set annually and will correspond to the annual Board's Budget for the three years concerned, in line with the Worldline medium term ambition for end-2028.

The target values will be set by the Board of Directors on recommendation of the Remuneration Committee at constant consolidation scope and exchange rate.

At the end of the performance assessment period, the Company will report on the level of satisfaction for each criterion.

The performance shares granted will be definitively vested at the end of a three-year period from their grant date, subject to the achievement of the indicators governing their vesting (performance and/or presence conditions) in accordance with the plan's rules.

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions 85%	*Group Free Cash Flow (FCF) before dividends and income from acquisitions/ disposals* Sum in absolute value of Group FCF over three years (2026-2028) ("A")	**30%**	Floor: -25.8% of Target	50%
			Intermediary: -15.2% of Target	90%
			Target	100%
			Intermediary: +10.6% of Target	130%
			Cap: +24.2% of Target	150%
	Group Earnings before Interests, Taxes, Depreciation and Amortization (Ajusted EBITDA) Sum in absolute value of the Group Ajusted EBITDA over three years (2026-2028) ("B")	**30%**	Floor: -4.9% of Target	50%
			Intermediary: -2% of Target	90%
			Target	100%
			Cap: +2% of Target	150%
	Group Revenue Organic Growth rates Sum in absolute value of revenue organic growth rates over three years (2026-2028) ("C")	**25%**	Floor: -3% of Target	0%
			Intermediary: -2% of Target	75%
			Target	100%
			Cap: +2% of Target	150%
Non-financial CSR performance condition 15%	Volume of CO_2 emissions, expressed in tons of CO_2 (scopes 1 & 2 SBTi) Volume of CO_2 emissions at the end of the period concerned (in 2028) ("D1")	**5%**	Floor: 115% of Target	50%
			Target	100%
			Cap: 85% of Target	130%
	Percentage of women in management Score obtained at the end of the period concerned (in 2028) ("D2")	**5%**	Floor: Target -1pts	50%
			Target	100%
			Cap: Target +3pts	130%
	Employee Engagement Score obtained at the end of the period concerned (in 2028) ("D3")	**5%**	Floor: Target -3pts	50%
			Target	100%
			Cap: Target +2pts	150%

A * 30% * [80% to 120%] + B * *30*% * [80% to 120%] + C * 25% * [80% to 120%] + [D1 * 5% + D2 * 5% + D3 * 5%] * [80% to 120%] = average vesting rate
(it being specified that the average vesting rate may not exceed 100%)

The Board of Directors may apply a multiplier coefficient between 80% and 120% to the acquisition percentages for each indicator.

Upon the Remuneration Committee's recommendation, the Board of Directors decided that the plan would not propose the possibility for overperformance. The Board also reconducted the principle, applied since 2021, of the tightening of the vesting conditions by further penalizing any failure to meet an objective. Depending on the achievement of internal and external conditions, as described above, the average vesting rate is therefore capped at 100% while the maximum vesting would be reduced to 90% in the following circumstances:

(i) if the acquisition rate for one of the internal financial performance conditions is null; or

(ii) if the acquisition rate of the non-financial performance condition relating to CSR is null.

E.2.3.9 Validation of the performance conditions of the ongoing performance share and stock option plans or acquired during the year

E.2.3.9.1 Stock Option Plan and Performance Share Plans of June 8, 2023

The performance conditions have been assessed at the end of the relevant three-year period, *i.e.* on December 31, 2025 by the Board of Directors on February 25, 2026.

Reference is made to sections E.2.3.5.1 above setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to the 2024-2025 period of the stock option and performance share plans granted in 2023.

No additional adjustment was made following the announcement of the revised guidance reflecting the market conditions for the year 2024 on August 1st and September 13, 2024.

The final vesting of the right to exercise stock options and performance shares granted under these plans is subject to the fulfillment of performance conditions at the end of the 2024-2025 period and to the verification of the condition of presence at the vesting date.

It is recalled that the Board of Directors, during its meetings of February 27, March 20, 2024 and June 5, 2025, proceeded to the adjustments of the performance conditions of the stock option and performance share plans granted on June 8, 2023 and that the Executive Company Officers, the members of the Executive Committee and the beneficiaries who left the Group are not benefitting from the adjustments.

The table below presents the assessment of performance conditions for beneficiaries eligible for the adjustments made during the year 2024:

Indicator measurement		Vesting level
Internal Financial Performance Conditions **80%**	*30% – Group Revenue Organic Growth Rates* Average Revenue Organic Growth rate over three years (2023-2025) ("A")	0 %
	25% – Group Adjusted EBITDA rate Average of the Group Adjusted EBITDA rate over three years (2023-2025) ("B")	52.3 %
	25% – Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals Average Group FCF over three years (2023-2025) ("C")	0 %
Non-financial CSR performance condition **20%**	10% - *CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1 & 2 SBTi)* Percentage of reduction at the end of the period concerned (in 2025) ("D1")	130 %
	10% – Employee satisfaction & Diversity score Percentage of increase at the end of the period concerned (in 2025) ("D2")	0 %
Average vesting rate		**26.1 %**

The table below presents the assessment of performance conditions for beneficiaries not eligible for the adjustments made during the year 2024 (Executive Company Officers, members of Strategic Executive Committee and beneficiaries who left the Group at the time of adjustments):

Indicator measurement		Vesting level
Internal Financial Performance Conditions **80%**	*30% – Group Revenue Organic Growth Rates* Average Revenue Organic Growth rate over three years (2023-2025) ("A")	0 %
	25% – Group Adjusted EBITDA rate Average of the Group Adjusted EBITDA rate over three years (2023-2025) ("B")	0 %
	25% – Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals Average Group FCF over three years (2023-2025) ("C")	0 %
Non-financial CSR performance condition **20%**	10% - *CO_2 emissions reduction, expressed in tons of CO_2 (scopes 1 & 2 SBTi)* Percentage of reduction at the end of the period concerned (in 2025) ("D1")	130 %
	10% – Employee satisfaction & Diversity score Percentage of increase at the end of the period concerned (in 2025) ("D2")	0 %
Average vesting rate		**13.0%**

E.2.3.9.2 Share Plan of March 20, 2024

The final vesting of the right to exercise stock options and performance shares granted under this plan is subject to the fulfillment of a single performance condition, measured at the end of 2024, based on the realization of savings starting in 2025 and to the verification of the condition of presence at the vesting date. The Board of Directors, on February 25, 2025, acted the achievement at 130% of the above performance condition.

E.2.3.9.3 Performance Share Plans of June 13, 2024 (Classic Plan)

The performance conditions will be assessed at the end of the relevant three-year period, i.e. on December 31, 2026.

The final vesting of the right to exercise stock options and performance shares granted under this plan is subject to the fulfillment of performance conditions at the end of the 2024-2026 period and to the verification of the condition of presence at the vesting date.

E.2.3.9.4 Share Plan of June 13, 2024 (2024 Officers' Variable Compensation Plan)

The final vesting of the performance shares granted under this plan is subject to the fulfillment of a single performance condition, measured at the end of period, based on the average opening Worldline share prices of the three months preceding June 13, 2026.

E.3 Evolution of capital and stock performance

E.3.1 Basic data

E.3.1.1 Information on the stock

Worldline SA shares are listed on the Paris Euronext market since June 27, 2014, under code ISIN FR0011981968 and are not listed on any other stock exchange.

Number of shares:	**283,964,175 (as of December 31, 2025)**
Sector classification	Information Technology
Main index	SBF 120
Other indexes	SBF 120, CAC Industrials, CAC Sup. Services, CAC All Shares
Market	Euronext Paris Segment A
Trading place	Euronext Paris (France)
Tickers	WLN (Euronext)
Code ISIN	FR0011981968
Payability PEA/SRD	Yes/Yes

Source	**Code**	**Source**	**Code**
Euronext	WLN	Reuters	WLN.PA
AFP	WLN	Thomson	WLN-FR
Bloomberg	WLN: FP		

E.3.1.2 Ownership of the Company's shares in the past three years and free float

The ownership structure as of December 31, 2025 is presented in the table below based on disclosures required by law establishing an interest of more than 5% of the share capital or voting rights at the end of the financial year pursuant to article L. 233-7 of the French Commercial Code, and disclosures by Group executives and individuals related to them.

Pursuant to article 223-11 of the General Regulation of the AMF, the theoretical voting rights presented in the table below account for all voting rights attached to outstanding shares, including non-voting shares (treasury shares notably). The number of theoretical voting rights thus differs from the number of voting rights that can actually be exercised at General Shareholders' Meetings.

Furthermore, double voting rights are allocated to each registered share held by a shareholder in registered form for at least two years, pursuant to article 11 of the Company's bylaws (see section E.3.4.8, "Shareholders' Voting Rights" below). As at December 31, 2025, a total of 44,718,778 shares had double voting rights.

The free float of the Group shares excludes stakes held by the reference shareholders, namely SIX Group AG holding 10.5% of the share capital, Bpifrance holding 5.0% and Crédit Agricole S.A holding 7.0%.

At its Capital Market Day on November 6, 2025, the Company announced a contemplated c. €500 million equity capital increase to support the execution of its North Star 2030 strategic transformation plan and to strengthen its financial flexibility, The capital increase, anchored by Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas, will be made through: (i) a reserved capital increase, for a total gross amount of approximately €108 million to be subscribed by BNP Paribas, Bpifrance Participations and Crédit Agricole S.A., (following which, Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas will respectively hold 9.6%, 9.5% and 7.9% of the share capital of the Company) as well as (ii) a capital increase with preferential subscription rights, which will be open to all shareholders in proportion to their existing shareholdings, and which will also be subscribed by BNP Paribas, Bpifrance Participations and Crédit Agricole S.A. (through Delfinances for the latter) for approximately €135 million (i.e., in proportion to their respective shareholding in the Company's share capital (following completion of the reserved capital increases and for an aggregate additional amount of approximately €29 million).

On November 6, 2025, SIX Group AG announced that it supports Worldline's transformation plan and its intent to back the related proposals at the Extraordinary General Meeting of January 8, 2026, confirmed that Worldline remains a valued partner of SIX in the payments area and

indicated that SIX will not participate in Worldline's announced capital increase in line with its capital allocation and growth priorities.

Shares owned by the members of the Board of Directors, Company Officers, and employees, as well as treasury shares are excluded from the free float.

As at December 31, 2025	Number of shares	% of share capital	% of theoretical voting rights
SIX Group AG	29,853,529	10.5%	18.2%
Bpifrance	14,289,487	5.0%	8.1%
Crédit Agricole S.A	19,808,249	7.0%	6.0%
Employees	2,418,732	0.9%	0.9%
Board of Directors and Company Officers	54,637	0.0%	0.0%
Worldline SA	4,112,676	1.4%	1.3%
Free float	213,426,865	75.2%	65.4%
TOTAL	**283,964,175**	**100.0%**	**100.0%**

As at December 31, 2024	Number of shares	% of share capital	% of theoretical voting rights
SIX Group AG	29,853,529	10.5%	18.2%
Bpifrance	14,289,487	5.0%	8.2%
Crédit Agricole S.A	19,808,249	7.0%	6.0%
Employees	2,235,333	0.8%	0.9%
Board of Directors and Company Officers	193,124	0.1%	0.1%
Worldline SA	1,508,765	0.5%	0.5%
Free float	215,679,482	76.1%	66.2%
TOTAL	**283,567,969**	**100.0%**	**100.0%**

As at December 31, 2023	Number of shares	% of share capital	% of theoretical voting rights
SIX Group AG	29,853,529	10.5%	18.3%
Bpifrance	12,841,467	4.5%	7.6%
Employees	2,026,934	0.7%	0.7%
Board of Directors and Company Officers	599,114	0.2%	0.3%
Worldline SA	308,187	0.1%	0.1%
Free float	237,345,570	83.9%	73.0%
TOTAL	**282,974,981**	**100.0%**	**100.0%**

E.3.2 Dividends

The Group aims to distribute dividends representing approximately 25% of its consolidated net income, to the extent that it is compatible with the implementation of the Group's external growth policy.

In line with this policy, no dividend was paid in 2023, 2024 and 2025.

In the current context, where the Group's allocation policy prioritizes investment in its transformation and deleveraging, and in light of the negative consolidated net income in 2025, the Board of Directors decided to propose to the next General Meeting not to distribute any dividend on the 2025 results.

E.3.3 Documentation

In addition to the Universal Registration Document, which is published in English and French, the following information is available to shareholders:

- A half year report;
- Quarterly revenue and operational review;
- Regular press releases, regulated information and general Group information, available through the Worldline website at worldline.com.

E.3.4 Capital

E.3.4.1 Capital as at December 31, 2025

As at December 31, 2025, the Company's issued common stocks amounted to € 193,095,639 divided into 283,964,175 fully paid-up shares of € 0.68 par value each.

Compared to December 31, 2024, the share capital was increased by € 269,420.08 corresponding to the issuance of 396,206 new shares as part of the vesting of performance shares.

As at the date of this Universal Registration Document, the Company's issued common stocks amounts to € 5,679,283.50 divided into 283,964,175 fully paid-up shares of € 0.02 par value each, following the share capital reduction by reducing the nominal value of the shares made by decision of the Board of Directors dated January 29, 2026, in accordance with the first resolution of the Extraordinary General Meeting held on January 8, 2026.

E.3.4.2 Stock evolution for the past three years

The Company's share capital has changed as followed during the last three years:

- In 2023, 1,205,141 shares have been created following the grant of performance shares and exercise of stock-option rights by executives and employees of the Group as well as 197,930 new shares for the "Boost 2022" employee shareholding plan;
- In 2024, 592,988 shares have been created following the grant of performance shares and exercise of stock-option rights by executives and employees of the Group; and
- In 2025, 396,206 shares have been created following the grant of performance shares.

E.3.4.3 Other securities giving access to share capital

Other securities giving access to share capital described herein below could lead to the creation of 11,284,860 new shares, representing 3.98% of the share capital of Worldline as at December 31, 2025:

Stock option plans

As presented in section E.2.3.4 (AMF table n° 8), past awards of subscription or purchase options could lead to the creation of 725,815 new shares, representing 0.26% of the share capital of Worldline as at December 31, 2025.

Performance shares plans

Past grants of performance shares could lead to the creation of 6,547,826 new shares, representing 2.31% of the share capital of Worldline as at December 31, 2025.

Convertible Bond

Worldline completed several issues of convertible bonds (see Notes 16.4 Financial liabilities in section C.4.7) which could lead, in case of conversion, to the creation of 4,011,219 new shares, representing 1.41% of the share capital of Worldline as at December 31, 2025.

E.3.4.4 Current authorizations to issue shares and other securities

The following authorizations to modify the share capital and to issue shares and other securities are into force as at the date of this Universal Registration Document:

Financial authorizations in force Use by the Board of Directors						
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 by the Board of Directors**	**Comments**
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	€395 million (nominal amount and gross amount) (Independent cap)	January 8, 2026 (8th resolution)	March 8, 2028	26 months	-	May not be used during a public offering
Issuance of ordinary shares of the Company, without PSR reserved to the benefit of Bpifrance Participations	€334,494.54 (nominal amount) €45,992,999.25 (gross amount)	January 8, 2026 (2nd and 3rd resolution)	July 8, 2027	18 months	-	-
Issuance of ordinary shares of the Company, without PSR reserved to the benefit of Crédit Agricole S.A.	€218,450.90 (nominal amount) €30,036,998.75 (gross amount)	January 8, 2026 (4th and 5th resolution)	July 8, 2027	18 months	-	-
Issuance of ordinary shares of the Company, without PSR reserved to the benefit of BNP Paribas	€232,800 (nominal amount) €32,010,000 (gross amount)	January 8, 2026 (6th and 7th resolution)	July 8, 2027	18 months	-	-
Share capital increase without PSR through public offering other than those mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital[*1 2]	June 5, 2025 (21st resolution)	August 5, 2027	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offering mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital per 12-month period[*1 2]	June 5, 2025 (22nd resolution)	August 5, 2027	26 months	-	May not be used during a public offering
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue[1 2 3]	June 5, 2025 (23rd resolution)	August 5, 2027	26 months	-	May not be used during a public offering
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital[*2]	June 5, 2025 (24th resolution)	August 5, 2027	26 months	-	May not be used during a public offering
Share capital increase through incorporation of premiums, reserves, benefits or other	€500 million[4]	June 5, 2025 (25th resolution)	August 5, 2027	26 months	May 27, 2024 (202,439.40€)[6] June 19, 2024 (136€)[6]	-
Share purchase program						
Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: € 60	June 5, 2025 (18th resolution)	December 5, 2026	18 months	Under the share purchase program: - 3,000,000 shares were acquired in 2025 at an average price of € 6.68 Under the liquidity contract: - 11,416,286 shares acquired at an average price of € 3.894 - 11,416,286 shares sold at an average price of € 3.876	May not be used during a public offering

Financial authorizations in force
Use by the Board of Directors

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 by the Board of Directors	Comments
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months period	June 5, 2025 (23rd resolution)	August 5, 2027	26 months	-	-
Reverse share split						
Reverse share split of the Company's shares by allocation of one (1) new share with a par value of €0.80 for forty (40) existing shares with a par value of €0.02 each	N/A	January 8, 2026 (10th resolution)	N/A	N/A	-	-
Operations reserved for employees and Company Officers						
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital[**5]	January 8, 2026 (12th resolution)	July 8, 2027	18 months	-	-
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital[**5]	January 8, 2026 (11th resolution)	March 8, 2028	26 months	-	-
Authorization to grant free shares to employees and Company Officers	1% of the share capital (with a sub-cap of 0.04% of the share capital for the executive corporate officers)[*6]	June 5, 2025 (28th resolution)	August 5, 2028	38 months	3,861,723 performance shares were allocated to 743 beneficiaries[7].	-

* Share capital as at the AGM of June 5, 2025.

** Share capital as at the EGM of January 8, 2026.

1 Global cap for share capital increases carried out without PSR under resolutions 21st to 24th of the 2025 Shareholders' General Meeting. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under resolutions 21st and 22nd shall not exceed € 1.5 billion or counter value of this amount in the event of an issue in a different currency.

2 Global cap for share capital increases without PSR carried out under resolutions 21st to 24th of the 2025 Shareholders' General Meeting. Any share capital increase carried out pursuant to these resolutions shall be deducted from this 10% aggregate cap and the aggregate amount of 50% provided by resolution 9th of the 2026 Shareholders' General Meeting.

3 The nominal amount of the capital increases pursuant to resolution 23rd of the 2025 Shareholders' General Meeting shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by resolution 9th of the 2026 Shareholders' General Meeting, and (iii) in case of share capital increase without PSR, the amount of the sub-cap mentioned in resolution 21st of the 2025 Shareholders' General Meeting.

4 Autonomous, non deductible cap from the overall cap provided for in resolution 20th of the 2025 Shareholders' General Meeting, nor from the sub-cap provided for in resolution 21st of the 2025 Shareholders' General Meeting.

5 Common cap for capital increases carried out under the 11th and 12th resolutions adopted by the 2026 Shareholders' General Meeting.

6 The total number of allocations of free shares carried out under the 28th resolution of the 2025 Shareholders' General Meeting shall not exceed 1% of the share capital at the date of the 2025 Shareholders' General Meeting.

7 Use in the context of the performance share plan which acquisition period expired in 2025 or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity).

E.3.4.5 Threshold crossing

Name of entity notifying the threshold crossing	Date of threshold crossing	Date of reporting	Direction	Share capital threshold crossing	Voting rights threshold crossing	% share capital holding	% of voting rights	Shares	Reference of AMF publication
BlackRock Inc.[1]	January 9, 2025	January 10, 2025	↗	Yes (5%)	No	5.01%	4.34%	14,198,837	225C0093
BlackRock Inc.[1]	January 10, 2025	January 13, 2025	↘	Yes (5%)	No	4.99%	4.33%	14,158,415	225C0112
BlackRock Inc.[1]	January 13, 2025	January 14, 2025	↗	Yes (5%)	No	5.01%	4.34%	14,193,754	225C0123
BlackRock Inc.[1]	January 15, 2025	January 16, 2025	↘	Yes (5%)	No	4.98%	4.31%	14,115,636	225C0145
BlackRock Inc.[1]	February 11, 2025	February 12, 2025	↗	Yes (5%)	No	5.12%	4.43%	14,511,857	225C0304
BlackRock Inc.[1]	February 12, 2025	February 13, 2025	↘	Yes (5%)	No	4.99%	4.32%	14,157,434	225C0306
BlackRock Inc.[1]	March 5, 2025	March 6, 2025	↗	Yes (5%)	No	5.08%	4.39%	14,404,999	225C0443
BlackRock Inc.[1]	March 7, 2025	March 10, 2025	↘	Yes (5%)	No	4.97%	4.30%	14,095,911	225C0464
BlackRock Inc.[1]	March 10, 2025	March 11, 2025	↗	Yes (5%)	No	5.10%	4.41%	14,456,691	225C0470
BlackRock Inc.[1]	March 11, 2025	March 12, 2025	↘	Yes (5%)	No	4.95%	4.28%	14,025,374	225C0480
Nextstone Capital	April 4, 2025	April 7, 2025	↗	Yes (5%)	No	5.19%	4.49%	14,713,917	225C0615
UBS Group AG	April 8, 2025	April 14, 2025	↗	Yes (5%)	No	5.09%	4.40%	14,434,032	225C0646
UBS Group AG	April 10, 2025	April 16, 2025	↘	Yes (5%)	No	0.01%	0.01%	21,295	225C0665
Black Creek Investment Management Inc.	May 8, 2025	May 13, 2025	↗	Yes (5%)	No	5.04%	4.36%	14,295,799	225C0787
UBS Group AG	May 26, 2025	June 2, 2025	↗	Yes (5%)	No	5.13%	4.44%	14,549,837	225C0889
UBS Group AG	May 28, 2025	June 3, 2025	↘	Yes (5%)	No	0.001%	0.001%	3,500	225C0899
UBS Group AG	June 6, 2025	June 12, 2025	↗	Yes (5%)	No	5.18%	4.48%	14,675,641	225C0985
UBS Group AG	June 10, 2025	June 13, 2025	↘	Yes (5%)	No	0.001%	0.001%	3,900	225C0994
Goldman Sachs Group, Inc.	June 20, 2025	June 26, 2025	↗	Yes (5%)	Yes (5%)	6.63%	5.73%	18,795,113	225C1106
Goldman Sachs International	June 24, 2025	June 30, 2025	↗	Yes (5%)	Yes (5%)	6.97%	6.03%	19,752,755	225C1128
UBS Group AG	July 1, 2025	July 4,2025	↗	Yes (5%)	No	5.46%	4.73%	15,495,986	225C1163
UBS Group AG	July 2, 2025	July 7, 2025	↘	Yes (5%)	No	0.003%	0.003%	8,800	225C1171
Barclays Plc	July 10, 2025	July 15, 2025	↗	Yes (5%)	No	5.60%	4.83%	15,889,642	225C1225
Goldman Sachs Group, Inc.	July 22, 2025	July 28, 2025	↗	Yes (10%)	No	10.22%	8.83%	29,013,720	225C1314
Barclays Capital Securities Limited	July 29, 2025	August 4, 2025	↘	Yes (5%)	No	4.98%	4.31%	14,153,237	225C1339
Barclays Capital Securities Limited	August 8, 2025	August 13, 2025	↗	Yes (5%)	No	5.01%	4.32%	14,940,979	225C1390
Barclays Capital Securities Limited	August 15, 2025	August 20, 2025	↘	Yes (5%)	No	4.97%	4.29%	14,100,402	225C1420
Harris Associates L.P	August 19, 2025	September 9, 2025	↘	No	Yes (5%)	5.77%	4.98%	16,375,975	225C1523
Goldman Sachs Group, Inc.	August 22, 2025	August 28, 2025	↘	Yes (10%)	No	9.89%	8.54%	28,073,510	225C1453
UBS Group AG	August 25, 2025	August 28, 2025	↗	Yes (5%)	Yes (5%)	6.14%	5.30%	17,427,527	225C1459

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
UBS Group AG	August 26, 2025	August 29, 2025	↘	Yes (5%)	Yes (5%)	0.02%	0.02%	52, 801	225C1471
UBS Group AG	August 27, 2025	September 1, 2025	↗	Yes (5%)	No	5.20%	4.49%	14,760,662	225C1474
UBS Group AG	September 2, 2025	September 4, 2025	↘	Yes (5%)	No	0.02%	0.02%	52, 789	225C1492
Harris Associates L.P	September 5, 2025	September 10, 2025	↘	Yes (5%)	No	4.99%	4.31%	14,169,981	225C1523
Goldman Sachs Group, Inc	September 8, 2025	September 12, 2025	↗	Yes (10%)	No	10.16%	8.78%	28,848,329	225C1551
Barclays Capital Securities Limited	September 10, 2025	September 16, 2025	↗	Yes (5%)	No	5.00%	4.32%	14,205,994	225C1565
Goldman Sachs Group, Inc.	September 10, 2025	September 16, 2025	↘	Yes (10%)	No	9.98%	8.62%	28,329,728	225C1586
Barclays Capital Securities Limited	September 11, 2025	September 17, 2025	↘	Yes (5%)	No	4.99%	4.31%	14,175,384	225C1580
Barclays Plc	September 15, 2025	September 19, 2025	↘	Yes (5%)	No	4.98%	4.30%	14,136,427	225C1614
BlackRock Inc.[1]	September 16, 2025	September 17, 2025	↗	Yes (5%)	No	5.15%	4.45%	14,613,907	225C1585
BlackRock Inc.[1]	September 18, 2025	September 19, 2025	↘	Yes (5%)	No	4.62%	3.99%	13,107,903	225C1607
Barclays Plc	September 18, 2025	September 23, 2025	↗	Yes (5%)	No	5.02%	4.34%	14,259,528	225C1626
Barclays Plc	September 19, 2025	September 23, 2025	↘	Yes (5%)	No	4.91%	4.25%	13,952,314	225C1626
Black Creek Investment Management Inc	September 23, 2025	September 24, 2025	↘	Yes (5%)	No	4.96%	4.29%	14,089,254	225C1635
Black Creek Investment Management Inc	September 30, 2025	October 2, 2025	↗	Yes (5%)	No	5.01%	4.33%	14,239,254	225C1680
BlackRock Inc.[1]	October 9, 2025	October 13, 2025	↗	Yes (5%)	No	5.01%	4.33%	14,236,790	225C1743
BlackRock Inc.[1]	October 10, 2025	October 13, 2025	↘	Yes (5%)	No	4.91%	4.24%	13,936,618	225C1743
Goldman Sachs Group, Inc.	October 10, 2025	October 15, 2025	↗	Yes (10%)	No	10.50%	9.07%	29,812,476	225C1763
BlackRock Inc.[1]	October 14, 2025	October 16, 2025	↗	Yes (5%)	No	5.54%	4.79%	15,739,416	225C1764
Barclays Plc	October 17, 2025	October 22, 2025	↗	Yes (5%)	No	5.06%	4.37%	14,360,429	225C1788
UBS Group AG	October 17, 2025	October 22, 2025	↗	Yes (5%)	No	5.48%	4.74%	15,574,033	225C1793
UBS Group AG	Octobre 20, 2025	Octobre 23, 2025	↘	Yes (5%)	No	0.02%	0.02%	51,789	225C1793
UBS Group AG	October 21, 2025	October 24, 2025	↗	Yes (5%)	No	5.14%	4.44%	14,582,767	225C1803

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
Barclays Plc	October 21, 2025	October 27, 2025	↘	Yes (5%)	No	4.99%	4.32%	14,192,602	225C1813
Goldman Sachs Group, Inc	October 21, 2025	October 27, 2025	↗	No	Yes (10%)	11.60%	10.02%	32,951,259	225C1815
Barclays Plc	October 22, 2025	October 28, 2025	↗	Yes (5%)	No	5.21%	4.50%	14,790,157	225C1820
Goldman Sachs Group, Inc.	October 22, 2025	October 28, 2025	↘	No	Yes (10%)	11.42%	9.87%	32,439,214	225C1834
Goldman Sachs Group, Inc.	October 23, 2025	October 29, 2025	↗	No	Yes (10%)	11.88%	10.26%	33,737,011	225C1834
BlackRock Inc.[1]	October 23, 2025	October 24, 2025	↗	No	Yes (5%)	6.51%	5.62%	18,474,575	225C1804
UBS Group AG	October 23, 2025	October 27, 2025	↘	Yes (5%)	No	0.02%	0.02%	49,789	225C1821
BlackRock Inc.[1]	October 24, 2025	October 27, 2025	↘	No	Yes (5%)	5.52%	4.77%	15,682,692	225C1814
UBS Group AG	October 27, 2025	October 30, 2025	↗	Yes (5%)	No	5.32%	4.60%	15,118,863	225C1837
JP Morgan Chase & Co	October 28,2025	October 31, 2025	↗	Yes (5%)	No	5.11%	4.41%	14,508,666	225C1854
BlackRock Inc.[1]	October 28 2025	October 29, 2025	↘	Yes (5%)	No	4.91%	4.24%	13,928,815	225C1833
UBS Group AG	October 29, 2025	November 3, 2025	↘	Yes (5%)	No	0.02%	0.02%	49,789	225C1861
BlackRock Inc.[1]	October 30, 2025	October 31, 2025	↗	Yes (5%)	No	5.26%	4.54%	14,924,384	225C1853
UBS Group AG	October 30, 2025	November 3, 2025	↗	Yes (5%)	Yes (5%)	6.41%	5.54%	18,203,421	225C1861
JP Morgan Chase & Co	October 30, 2025	November 4, 2025	↗	Yes (5%)	Yes (5%)	6.20%	5.36%	17,609,833	225C1871
UBS Group AG	October 31, 2025	November 6, 2025	↘	No	Yes (5%)	5.38%	4.65%	15,278,125	225C1882
Bank of America Corporation	November 4, 2025	November 6, 2025	↗	Yes (5%)	Yes (5%)	6.89%	5,95%	19,560,782	225C1889
UBS Group AG	November 4, 2025	November 7, 2025	↗	No	Yes (5%)	6.68%	5.77%	18,964,321	225C1911
BlackRock Inc.[1]	November 5, 2025	November 6, 2025	↘	Yes (5%)	No	4.91%	4.24%	13,937,114	225C1880
BlackRock Inc.[1]	November 6, 2025	November 7, 2025	↗	Yes (5%)	No	5.04%	4.35%	14,306,443	225C1910
UBS Group AG	November 6, 2025	November 11, 2025	↘	No	Yes (5%)	5.61%	4,84%	15 922 713	225C1911
UBS Group AG	November 10, 2025	November 13, 2025	↘	Yes (5%)	No	0.02%	0.02%	49,789.	225C1923
BlackRock Inc.[1]	November 10,2025	November 12, 2025	↗	No	Yes (5%)	6.55%	5.66%	18,601,380	225C1910
BlackRock Inc.[1]	November 12,2025	November 13, 2025	↘	No	Yes (5%)	5.56%	4.80%	15,788,621	225C1914

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
Black Creek Investment Management Inc	November 12, 2025	November 17, 2025	↘	Yes (5%)	No	4.88%	4.21%	13,854,479	225C1931
BlackRock Inc.[1]	November 14, 2025	November 17, 2025	↗	No	Yes (5%)	6.58%	5.68%	18,679,924	225C1936
BlackRock Inc.[1]	November 17, 2025	November 18, 2025	↘	No	Yes (5%)	5.52%	4.77%	15,676,938	225C1942
Bank of America Corporation	November 18, 2025	November 21, 2025	↘	No	Yes	5.884%	0.095%	16,708,458	-
Goldman Sachs International	November 18, 2025	November 24, 2025	↘	No	Yes (10%)	11.55%	9.98%	32,809,799	225C1986
Bank of America Corporation	November 19, 2025	November 24, 2025	↗	No	Yes (5%)	6.124%	5.29%	17,388,701	-
Bank of America Corporation	November 20, 2025	November 25, 2025	↘	No	Yes (5%)	5.86%	0.093%	16,631,927	-
Barclays Plc	November 20,2025	November 25, 2025	↘	Yes (5%)	No	4.91%	4.24%	13,935,152	225C1990
FIL Limited[2]	November 21, 2025	November 25, 2025	↘	Yes (10 %)	Yes (10 %)	9.25 %	7.99 %	26,270,566	-
Goldman Sachs Group, Inc.	November 24, 2025	November 28, 2025	↘	No	Yes (10%)	11.16%	9.64%	31,692,142	225C2017
BlackRock Inc.[1]	November 25, 2025	November 26, 2025	↘	Yes (5%)	No	4.84%	4.18%	13,735,169	225C2002
Bank of America Corporation	November 25, 2025	November 27, 2025	↘	Yes (5%)	Yes (5%)	0.11%	0.09%	304,594.	225C2006
Bank of America Corporation	November 26, 2025	November 28, 2025	↗	Yes (5%)	No	5.44%	0.09%.	15,456,925	-
Bank of America Corporation	November 27, 2025	December 1, 2025	↘	Yes (5%)	No	0.107%	0.093%	304,544	-
Barclays Plc	November 27, 2025	December 2, 2025	↗	Yes (5%)	No	5.01%	4.33%	14 227 138	225C2042
Bank of America Corporation	November 28, 2025	December 1, 2025	↗	Yes (5%)	No	5.254%.	0.093%	14,918,538	-
Barclays Plc	November 28, 2025	December 3, 2025	↘	Yes (5%)	No	4.93%	4.26%	14,004,115	225C2053
Bank of America Corporation	December 1, 2025	December 3, 2025	↘	Yes (5%)	No	0.107%	0.093%	304,444	-
Bank of America Corporation	December 3, 2025	December 5, 2025	↗	Yes (5%)	No	5.63%	0.10%	15,982,709	-
Bank of America Corporation	December 4, 2025	December 8, 2025	↘	Yes (5%)	No	0.11%	0.09%	303.444	-
Bank of America Corporation	December 5, 2025	December 8, 2025	↗	Yes (5%)	No	5.66%	0.09%	16,078,326	-
Bank of America Corporation	December 8, 2025	December 11, 2025	↘	Yes (5%)	No	0.106%	0.092%	302,344	-
Barclays Plc	December 9, 2025	December 12, 2025	↗	Yes (5%)	No	5.001%.	4.32%	14,200,217	225C2115
Barclays Plc	December 10, 2025	December 15, 2025	↘	Yes (5%)	No	4.98%	4.30%	14,141,155	225C2127
UBS Group AG	December 12, 2025	December 17, 2025	↗	Yes (5%)	No	5.02%	4.34%	14,250,607	225C2146
FIL Limited[2]	December 16, 2025	December 18, 2025	↘	Yes (10%)	Yes (10%)	8.76%	7.56%	24,863,138	-

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
Goldman Sachs International	December 17, 2025	December 19, 2025	↘	Yes (10%)	No	9.74%	8.41%	27,653,488	225C2176
UBS Group AG	December 18, 2025	December 23, 2025	↘	Yes (5%)	No	4.77%	4.12%	13,543,151	225C2186
Goldman Sachs Group, Inc	December 18, 2025	December 23, 2025	↘	Yes (10%)	No	9.62%	8.31%	27,323,942	225C2204
Goldman Sachs Group, Inc	December 19, 2025	December 24, 2025	↗	Yes (10%)	No	10.06%	8.69%	28,558,554	225C2204
Goldman Sachs Group, Inc	December 22, 2025	December 26, 2025	↘	Yes (10%)	No	9.99%	8.63%	28,381,260	225C2204
JP Morgan Chase & Co	December 23, 2025	December 26, 2025	↘	Yes (5%)	Yes (5%)	4.41%	3.81%	12,521,683	225C2205

1 BlackRock Inc. is a company organized under U.S. Law (55 East 52nd Street, New York, NY 10055 USA) acting on behalf of clients and funds it manages.
2 FIL Limited is a holding company of an independent group of companies, acting on behalf of funds, commonly known as Fidelity Investments (Pembroke Hall, 42 Crow Lane, Pembroke, HM19, Bermuda).

E.3.4.6 Shareholders' agreement

Governance agreements have been entered into between SIX Group AG and the Company (please refer to the section E.8 of the 2021 Universal Registration Document for more information).

To the best knowledge of the Company, no concerted actions or similar agreements exist.

E.3.4.7 Summary of the transactions made since January 1, 2025 on the shares of the Company (article 223-26 of the AMF General Regulations)

Name	Type of operation	Financial instrument	Operation date (DD/MM/YYYY)	Volume	Unit price *(in €)*
Wilfried Verstraete	Acquisition	Shares	28/02/2025	5,000	6.2362
Pierre-Antoine Vacheron	Acquisition	Shares	11/06/2025	4,000	5.1433
Pierre-Antoine Vacheron	Acquisition	Shares	12/08/2025	15,000	3.0040

E.3.4.8 Shareholders' voting rights

Identifiable bearer shares (article 9 of the bylaws)

The Company may, at any time, identify the holders of bearer shares in accordance with applicable laws and regulations.

If a person who has been asked for information fails to provide such information within the time period required by applicable laws and regulations, or provides incomplete or inaccurate information either as to his capacity or as to the owners of the shares or the number of shares held by each of them, the shares or other securities giving immediate or future access to the share capital and for which such person is registered shall be stripped of their voting rights for any Shareholders' General Meeting occurring before the information is corrected and payment of the corresponding dividend shall be deferred until such date.

Modifications of the rights of shareholders

The rights of shareholders may be modified in accordance with applicable laws and regulations. The By-laws do not contain any particular provisions with respect to modification of the rights of shareholders that are more stringent than the law.

Shareholders' voting rights (articles 11 and 33 of the bylaws)

Each share of the Company gives the right to one vote, subject (i) to the existence of double voting rights on fully paid-up, registered nominal shares held by the same person for at least two years and (ii) treasury shares that do not have voting right.

The bylaws do not contain any provisions restricting the voting rights attached to the shares.

Crossing of bylaws thresholds (article 10 of the bylaws)

In addition to the thresholds provided for by applicable laws and regulations, any natural person or legal entity who, acting alone or in concert, comes to hold, directly or indirectly, a number of shares representing at least 2% of the share capital or voting rights, or any multiple of 1% thereafter, including beyond the reporting thresholds provided for by laws and regulations, must inform the Company of the total number of shares, voting rights, or securities giving access to the share capital or voting rights of the Company that such person holds, as well as of any securities giving access to the share capital or to voting rights potentially attached thereto, by registered letter with return receipt requested sent to the Company's registered office within four trading days after crossing such threshold(s).

In the event of a failure to comply with the above provisions, the legal penalties for breach of the obligation to report crossing a legal threshold shall apply to thresholds provided for in the bylaws only upon the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders holding at least 2% of the Company's share capital or voting rights.

Subject to the above provisions, this obligation under the bylaws is governed by the same provisions as those governing the legal obligation, including with respect to shares deemed to be held.

The Company reserves the right to report the information provided or a breach of the above obligation by the person in question to the public and to the Company's shareholders in accordance with applicable laws and regulations.

The same reporting obligation, with the same deadline and terms, applies each time the proportion of the share capital or voting rights held by a shareholder decreases to below any of the thresholds referred to above.

E.3.4.9 Control of the Issuer

Worldline is not controlled and there are no provisions either in the Company's bylaws or in any internal charter or internal rules that could have the effect of delaying, postponing or preventing a change of control of the Company.

E.3.4.10 Agreements likely to lead to a change in control

To the Company's knowledge, there is no agreement capable of having a material effect, in case of public offer, on the share capital of the Company.

E.3.4.11 Agreements entered into by the Company that are amended or terminated in the event of a change of control of the Company

The financing agreements below entered into by Worldline customarily state that in the event of a change of control of Worldline :

- holders of bonds and debt securities issued on June 30, 2020 and September 2023 under the EMTN program may require the redemption or repurchase of their securities at their nominal value with accrued interest;
- holders of bonds convertible into and/or exchangeable for new or existing Worldline shares (OCEANEs) issued on July 30, 2019 and December 4, 2020 may require the redemption of their securities at their nominal value;
- holders of bonds issued on September 12, 2023, November 27, 2024 and June 10, 2025 may require the redemption or repurchase of their securities at their nominal value with accrued interest in the event that the company acquiring the control does not benefit from a minimum credit rating;
- the lenders to the Credit Revolving Facility may require early repayment under certain conditions.

In addition, in the context of the contractual relations entered into by the Group companies regarding shareholder relations within the joint ventures entered into with Deutscher Sparkassenverlag (in the case of the Worldline Payone Holding GmbH joint venture), BNP Paribas (in the case of the Worldline Merchant Services Italia joint venture, formerly Axepta S.p.a.), Crédit Agricole S.A. (in the case of CAWL SA joint venture), Eurobank S.A. (in the case of Worldline Merchant Acquiring Greece) and Australia and New Zealand Banking Group (in the case of the Payment Acceptance Australia Pty Ltd joint venture), Worldline is bound by exclusivity clauses on the Merchant Services market in Germany and Austria, Italy, France and Australia respectively, which could be applicable, as the case may be, to the activities operated by a group that were to acquire control of Worldline.

Lastly, if the company that were to acquire control of Worldline is or is owned by

- an Australian financial institution, Australia and New Zealand Banking Group would have the option of requiring the sale of the shares of Worldline in Payment Acceptance Australia Pty Ltd to itself;
- a competitor of Crédit Agricole S.A., Credit Agricole S.A would have the option to initiate the termination process of CAWL S.A;
- a third-party, Eurobank and then Worldline would have each an option of requiring the sale of the shares of Worldline Merchant Acquiring Greece held by Eurobank to the relevant Worldline's affiliate.

E.3.4.12 Treasury stock and liquidity contract

Treasury stock

As at December 31, 2025, the Company owned 4,112,676 treasury stock, representing 1.45% of the share capital, i.e. 2,603,911 more than as at December 31, 2024, mainly due to the share purchase program that occurred in 2025.

Liquidity contract

Worldline and Rothschild Martin Maurel entered into a new liquidity contract on June 28, 2019. This contract has been concluded following changes to the regulation applicable to liquidity contracts and is compliant with the AMF decision n° 2018-01 dated July 2, 2018 (the "AMF Decision"), effective since January 1st, 2019.

The trading platform on which trades under the liquidity contract are made is Euronext Paris.

The liquidity contract may be terminated at any time and without notice by Worldline or by Rothschild Martin Maurel, subject to a one-month prior notice.

As part of the share purchase program described below, the transactions carried out in 2024 under the liquidity contract are as follows:

Cumulated gross flows as at December 31, 2025	Cumulated purchases	Cumulated sales
Number of shares	11,416,286	11,416,286
Average purchase/sale price *(in €)*	3.894	3.876
Total amount of purchases/sales *(in €)*	44,258,693.37	44,249,273.04

Share purchase program

Description of the share purchase program authorized by the General Meeting of June 5, 2025

The Shareholders' General Meeting of June 5, 2025 renewed the authorization granted to the Board of Directors by the Shareholders' General Meeting of June 13, 2024 to trade its own shares for eighteen months, in accordance to Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the AMF (French Financial Market Authority) general regulations and the directly applicable provisions of Regulation (EU) No. 596/2014 of April 16, 2014, in particular with a view to:

- to ensure liquidity and an active market of the Company's share;
- to attribute or sell these shares to the Company Officers or to the employees of the Company and/or to the current or future affiliated companies in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) free shares or (iv) French or foreign law shareholding plans, in particular in the context of a company or Group savings plan;
- to remit the shares acquired upon the exercise of rights attached to securities giving the right to the attribution of shares of the Company;
- to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- to cancel them as a whole or in part through a reduction of the share capital.

The acquisition by the Company of its own shares was also intended to enable the implementation of any other purpose in accordance with the regulations in force or which would benefit from a presumption of legitimacy by the applicable legal and regulatory provisions or which would be recognised as a market practice by the AMF.

The maximum purchase price was set at €60 (excluding taxes) per share and the number of shares which may be acquired is 10% of the shares making up the Company share capital, this percentage applying to an adjusted capital according to the transactions affecting it subsequently to the 2025 General Meeting.

Use during the 2025 financial year of the share purchase program

In accordance with Article L. 225-211 of the French Commercial Code, excluding the liquidity contract described above, during the 2025 financial year, the Company repurchased 3,000,000 shares representing 1.06% of the share capital as at February 27, 2025, at an average price of €6.68, with a view to allocating them to the Corporate Officers and employees.

The amount (excluding VAT) of trading fees and financial transaction tax is 66,130.40 euros.

It is specified that during the 2025 financial year, there was no reallocation of the shares held by the Company between the various objectives.

Description of the new share purchase program to be put to the vote at the General Meeting of June 11, 2026

At the General Meeting called to approve the financial statements for the year ending 31 December 2025, a proposal will be made to the shareholders to authorise the implementation of a new share purchase program, in accordance with Articles L. 225-209 et seq. and L. 22-10-62 *et seq.* of the French Commercial Code, Articles L. 241-1 *et seq.* of the general regulations of the AMF, Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse (MAR) and the delegated regulations of the European Commission.

The purposes of this new share purchase program are as follows:

- to ensure liquidity and an active market of the Company's share through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- to attribute or sell these shares to the Company Officers or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under Articles L. 225-177 *et seq.* of the French Commercial Code, (iii) free shares in particular under the framework set by Articles L. 225-197-1 *et seq.* of the French Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company or Group savings plan (or comparable scheme), as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by the law and market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- to remit the shares acquired upon the exercise of rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- to keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations, contribution, merger or demerger, in accordance with the market practices recognized by relevant regulations; or
- to cancel them as a whole or in part through a reduction of the share capital.

This authorization may be used at any time, except during public offers on the shares of the Company.

Acquisitions, sales, transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasion, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share purchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

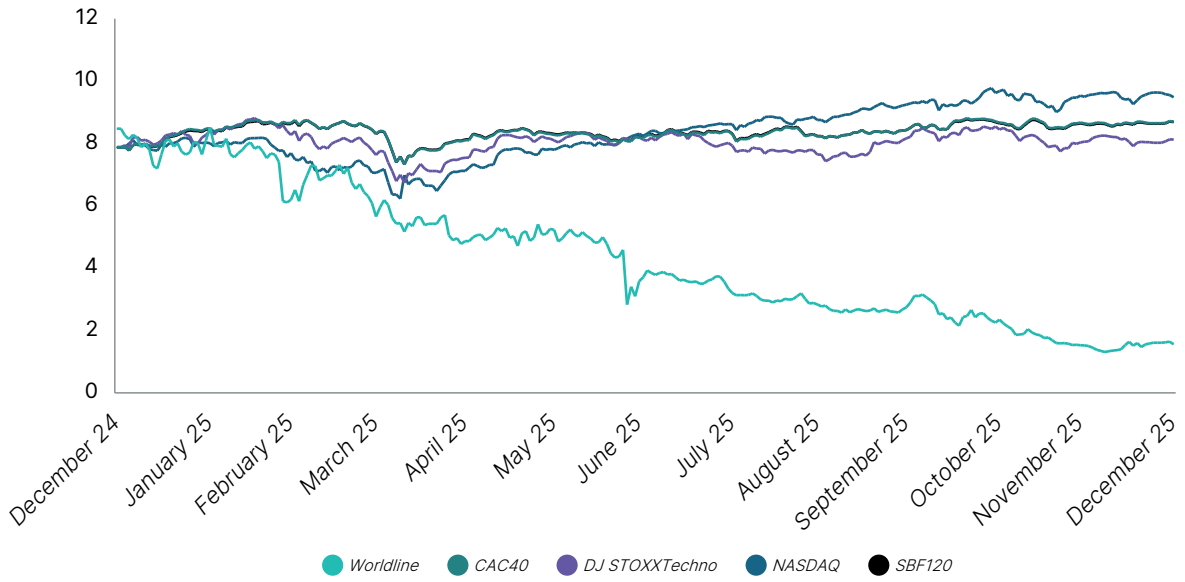
The maximum purchase price is set at €60 (excluding taxes) per share and the number of shares which may be acquired is 10% of the shares making up the Company share capital, at any moment, this percentage applying to an adjusted capital according to the transactions affecting it subsequent to the General Meeting.

E.3.5 Share trading performance

E.3.5.1 Stock market overview

Worldline's share price finished 2025 at € 1.562. Worldline's market capitalization was € 443 million at the end of 2025.

Worldline's share performance in comparison with indices (re-based at December 31, 2024)



E.3.5.2 Key figures

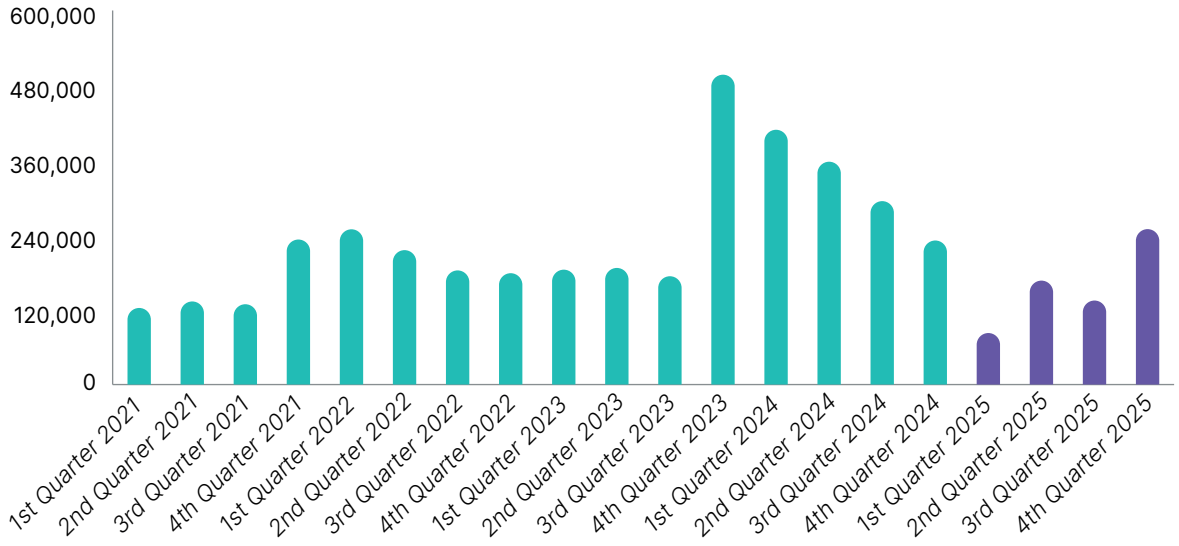
	2025[3]	2024	2023	2022	2021
Highest *(in €)*	8.52	15.55	44.44	52.30	84.84
Lowest *(in €)*	1.313	5.90	9.42	32.54	45.84
Closing as of 31/12 *(in €)*	1.562	8.48	15.67	36.53	49.01
Average daily volume processed on Euronext platform *(in number of shares)*	2,484,147	1,549,176	1,021,347	783,637	693,020
Free-float	75,2%	76.1%	83.9%	83.9%	84.1%
Market capitalization as of 31/12 *(in € million)*	444	2,404	4,434	10,293	13,747
Enterprise Value as of 31/12[1] *(in € million)*	2,581	4,416	6,590	12,821	17,013
EV/revenue	0.6	1.0	1.4[2]	2.9[2]	4.6[2]
EV/Adjusted EBITDA	3.1	4.1	5.9[2]	11.3[2]	18.2[2]

1 Assuming that (Enterprise Value) = (Net Debt including IFRS 16) + (Market Capitalization).
2 Restated.
3 Before the restatement of MeTS (to be divested in 2026) in accordance with IFRS 5.

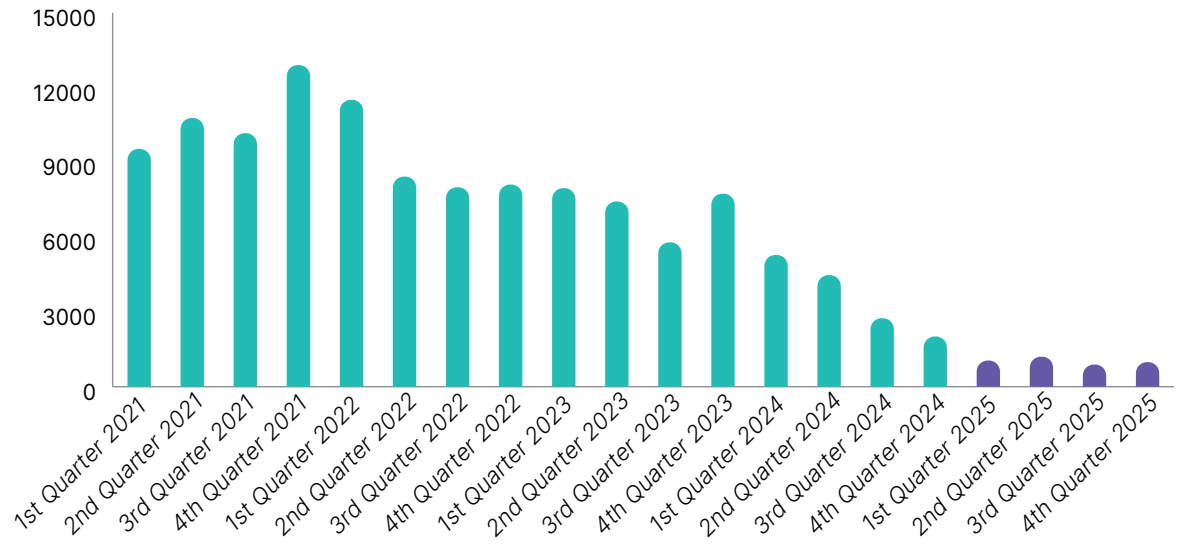
E.3.5.3 Trading volumes

In 2025, the average daily number of shares traded reached around 2.5 million on Euronext platforms, compared to 1.5 million in 2024.

Quarterly trading volume *(in thousands of shares)*



Quarterly trading volume *(in € million)*



E.3.5.4 2025 and subsequent key trading dates

Date	Key event
February 25, 2026	FY 2025 annual results
April 28, 2026	Q1 2026 revenue
June 11, 2026	2026 Annual General Meeting
July 30, 2026	H1 2026 results
October 27, 2026	Q3 2026 revenue

F

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F.1 Responsible Persons

F.1.1 Name and position of the person responsible for the Universal Registration Document

Mr. Pierre-Antoine Vacheron, Chief Executive Officer

F.1.2 Certification of the person responsible for the Universal Registration Document

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

I certify that, to the best of my knowledge, the annual and consolidated accounts have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and profit or loss of the Company and all the companies included in the consolidation, and that the attached management report presents a true and fair view of the development and performance of the company and the financial position of the Company and all the companies included in the consolidation, as well as a description of the main risks and uncertainties they face, and that it has been prepared in accordance with the applicable sustainability reporting standards.

Puteaux March 6, 2026

Pierre-Antoine Vacheron

Chief Executive Officer

F.1.3 For the audit

Deloitte & Associés

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

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

Grant Thornton

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

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

F.2 Legal information

F.2.1 Corporate form

The Company is a French limited liability company *(société anonyme)* with a Board of Directors. The Company is governed by its Bylaws and is subject to French Law and in particular Book II of the French Commercial Code.

F.2.2 Corporate purpose, *Raison d'être* and other information

F.2.2.1 Corporate Purpose (article 2 of the Bylaws)

The Company's purpose, in France and elsewhere is as follows:

- the research, study, development and production of all materials, software, systems or devices that use new techniques or new information technologies (as well as the provision of connected services), namely in the payment services, transactions services, Digital Services and telecommunications sectors;
- the provision of customer service for telecommunications operators and service providers, namely through the creation and the management of telephone call centers;
- the management of telecommunications services and network subscription contracts, including subscriber information and the processing of their complaints, as well as service offers in this field;
- corporate services, namely marketing studies, direct marketing, data processing, training, as well as the provision of services and solutions for financial institutions;
- advice, assistance, operation, by any means, of all banking and financial documents, namely the processing, input, postmarking, encoding, micro-filming, filing and any existing or future handling of cheques or other banking or financial instruments;
- the design of software for its own purposes or those of third-parties;
- the use and marketing of licenses, patents, manufacturing secrets, formulas and any similar intellectual property rights;
- technical support and maintenance of all devices and the facilities produced or marketed in the context of the corporate purpose;
- the representation of all French or foreign companies, of which the services equipment, software, systems or devices are directly or indirectly related to the purposes set out above;
- the acquisition of interests and stakes in any French or foreign company with a similar purpose to that of the Company, or one likely to develop its own business;
- all of which directly or indirectly on its own behalf or on behalf of third parties, either alone or with third parties, or through the creation of new companies and groups, contribution, partnership, merger, alliance, joint-venture or taking or assigning under rental or business lease of any property and other rights;
- and, generally, all financial, commercial, industrial, movable and immovable property operation that may be directly or indirectly linked to the aforementioned purpose or any similar or connected purposes to favor its expansion or development.

F.2.2.2 *Raison D'être*

The Company's *"Raison d'être"* is as follows:

"We design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies.

We make them environmentally friendly, widely accessible and support social transformation."

F.2.2.3 Other Information

Corporate name: "Worldline".

Nationality: French.

Registered Office: Tour Voltaire – 1, place des Degrés CS81162 – 92059 Paris La Défense Cedex – France.

Place of registration, registration number & share trading information: No. 378 901 946 – Nanterre Trade and Companies Register.

Business identification Code (APE Code): 6311Z.

LEI number: 549300CJMQNCA0U4TS33.

Date of incorporation and term: July 31, 1990, for a period of 99 years from the date of its registration with the trade and companies register, except in the event of early dissolution or extension.

Financial year (article 36 of the Bylaws): January 1 to December 31 each year.

F.2.3 Main Provisions of the bylaws

The Bylaws were prepared in accordance with French laws and regulations governing French limited liability companies with a Board of Directors. The main provisions of the Bylaws are set out below.

The full Bylaws can be found on Worldline's website.

F.2.3.1 Governance, Regulated Party Agreements

Members of the Board of Directors (Articles 13, 14, 15 and 16 of the Bylaws)

The Company is governed by a Board of Directors.

It must have at least three and at most eighteen elected members.

Members are elected by the Shareholders' General Meeting.

Directors are usually appointed for a three-year term.

Employee directors are appointed for three years and may be reappointed once.

A maximum of one-third of Board members may be over 70 years old.

Chairperson (Articles 18, 19 and 21 of the Bylaws)

The Board of Directors elects a Chairperson from amongst those members who are natural persons.

The age limit for holding the position of Chairperson is 70 years old assessed at the time of appointment or renewal.

The Chairperson organizes and manages the Board's work and reports on such work to the General Shareholders' Meeting.

The Chairperson oversees the proper functioning of the Company's governing bodies.

The Chairperson ensures that the directors are able to carry out their duties.

In the event of a tie vote, the Chairperson shall have the casting vote.

Chief Executive Officer (article 23 of the Bylaws)

The Board of Directors may ask the Chairman or appoint another person to run the Company.

This person would have the title of Chief Executive Officer (CEO).

The Chief Executive Officer shall be granted the broadest powers to act in all circumstances in the Company's name.

The Chief Executive Officer shall exercise these powers within the limits of the Company's purpose. These powers shall also be subject to the powers expressly granted by law and the Bylaws to the General Shareholders' Meeting or the Board of Directors.

The Chief Executive Officer shall represent the Company in its relations with third parties.

Deputy Chief Executive Officers (article 24 of the Bylaws)

If recommended by the Chief Executive Officer, the Board of Directors may appoint up to three individuals to assist the Chief Executive Officer.

These people will be given the title of Deputy Chief Executive Officer.

The Board of Directors shall determine the scope and term of any powers granted to the Deputy Chief Executive Officer(s).

Nevertheless, vis-à-vis third parties, the Deputy Chief Executive Officer shall have the same powers as those of the Chief Executive Officer.

Censors (article 26 of the Bylaws)

The Shareholders' General Meeting (or the Board of Directors subject to the approval of the next Shareholders' General Meeting) may appoint one or two censors (legal or natural persons).

The term of office is 1 year and expires following the ordinary Shareholders' General Meeting called to approve the financial statements of the previous financial year, held in the year during which the mandate of the censor(s) expires.

The censor may be re-elected twice.

The censors must be convened at all Boards Meetings to which they attend as observers. They might be consulted by the Board of Directors. The Board of Directors may assign specific tasks to the censors.

They may be members of the Board of Directors' committees.

The Board of Directors can decide to award the censors a share of the overall amount of annual's directors' compensation allocated to it by the Shareholders' General Meeting, and may authorize the reimbursement of expenditures incurred by the censors in the interests of the Company.

Convening and Holding of Board Meetings (article 18 of the Bylaws)

The Board of Directors shall meet as often as is necessary in the Company's interest, but at least every three months.

The Chairperson calls these meetings.

Board members may ask the Chairperson to call a meeting to discuss specific matters. This may occur when the Board of Directors has not met in over two months and at least one-third of members agree.

The Chief Executive Officer may also ask the Chairperson to call a Board Meeting to discuss specific matters.

A majority of members present or represented is required to pass any decision.

In the event of a tie vote, the Chairperson shall have the casting vote.

Powers of the Board of Directors (article 17 of the Bylaws)

The Board of Directors determines the Company's strategy.

It also monitors its implementation, having regard to any social and environmental issues related to its business.

With the exception of powers expressly reserved for the General Shareholders' Meeting and within the limits of the Company's purpose, the Board of Directors deals with all matters involving the proper functioning of the Company and settles matters through its deliberations.

The Board of Directors may limit the powers of the Chief Executive Officer and any Deputy Chief Executive Officer(s). This is done by determining the transactions for which Board authorization is required.

Regulated-Party Agreements (article 25 of the Bylaws)

Regulated-party agreements are subject to the procedure provided for in Articles L. 225-38 to L. 225-43 of the French Commercial Code. This covers any agreement entered into, either directly or through an intermediary, by the Company and any of the following:

- Chief Executive Officer;
- Deputy Chief Executive Officer(s);
- Director;
- Shareholder holding over 10% of the Company's voting rights; or
- In the case of shares held by a company, its controlling company within the meaning of article L. 233-3 of the French Commercial Code.

Compensation of Directors (article 20 of the Bylaws)

Board members may be compensated for their offices.

The aggregate amount of such compensation shall be set by the General Shareholders' Meeting and allocated freely by the Board of Directors amongst its members.

The Board of Directors may grant additional compensation to those directors serving on Committees or having a specific function or duty.

F.2.3.2 Calling and Participation in Shareholders' General Meetings (Articles 30, 34, 35 and 28 of the Bylaws)

Every shareholder has the right to attend the Shareholders' General Meetings and to participate in its votes, either personally or by proxy.

Shareholders may ask any of the following to represent them:

- their spouse;
- another shareholder; or
- their partner under a civil solidarity pact.

Moreover, a shareholder may ask any other natural person or legal entity of their choice to represent them. The representative must show proof of their appointment.

A shareholder's right to participate in a General Shareholders' Meetings is subject to their shares being registered. This is either in their name or in the name of the intermediary registered on their behalf in the manner laid down by law.

A bearer shareholder may only participate in a General Shareholders' Meeting if the approved account intermediary provides a certificate of ownership[1].

Where so decided by the Board of Directors, shareholders may participate in a General Shareholders' Meetings by videoconferencing or other means of telecommunication, including over the internet, in particular through an electronic voting form available on the Company's website.

Pursuant to the provisions of Article L. 225-105 of the French Commercial Code, one or more shareholders meeting the conditions set out in the provisions of Article L. 225-120 of the French Commercial Code (and recalled in the convening notice) may request that draft resolutions or items not related to a draft resolution be included on the agenda.

F.2.3.3 Shareholder Rights

Information on shareholder rights and, in particular, voting rights and preferential rights of subscription attached to shares can be found in section D.3.4.8 of the Universal Registration Document.

F.2.3.4 Financial Statements (Articles 37, 38 and 39 of the Bylaws)

Legal Reserve

Five percent of each financial year's profit, net of any losses carried forward from previous years, is allocated to a legal reserve. This applies only when this reserve represents less than 10% of the share capital.

Distribution of Dividends

The General Shareholders' Meeting votes on the payment of dividends in accordance with Articles L. 232-12 to L. 232-18 of the French Commercial Code. The General Shareholders' Meeting may give shareholders the option to receive payment in cash or in new Company shares, as provided for by law.

The General Shareholders' Meeting may also decide, upon a proposal from the Board of Directors, to distribute any profit or reserves in kind in the form of assets or securities. Under certain conditions, shareholders have the right to choose between payment in cash and the delivery of securities

1 *Attestation de participation.*

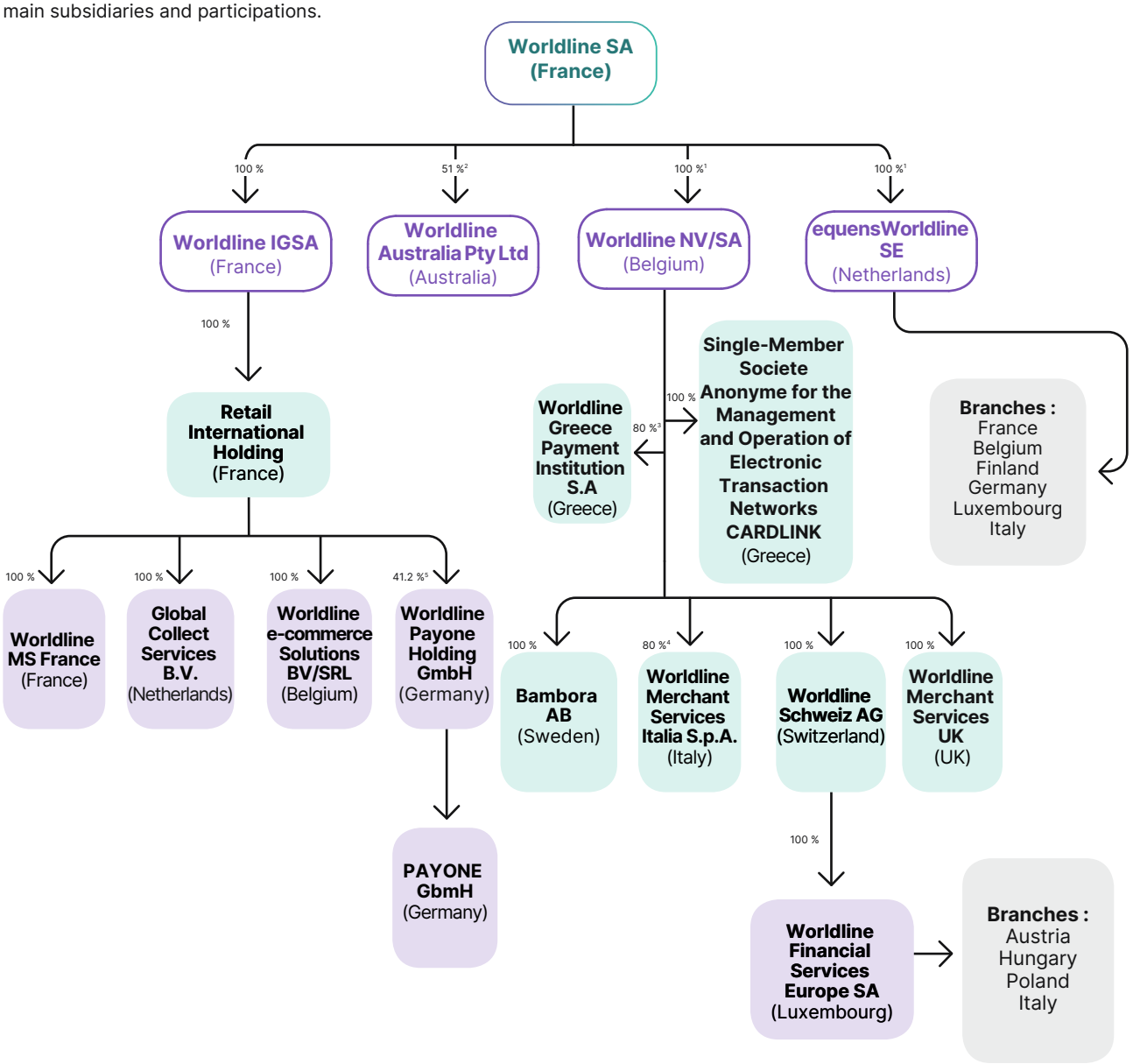
F.3 2026 Annual General Meeting

The resolutions to be submitted to the shareholders' vote will be published in the *Bulletin des Annonces Légales Obligatoires* (Official legal Gazette for listed companies) in a notice of meeting which will be followed by a convening notice to the 2026 Annual General Meeting. These notices will be posted on the Company's website as required by applicable laws and regulations.

Worldline maintains regular discussions with investors, in particular, in the context of the preparation of the 2026 Annual General Meeting and the monitoring of their recommendations on the vote of the resolutions. Discussions are organized, in particular, with the main shareholders in order to receive their opinion on the proposed resolutions submitted to the 2026 Annual General Meeting.

F.4 Simplified organizational chart

The organizational chart below shows the Group's simplified ownership structure as of December 31, 2025. Unless otherwise indicated, the percentage of ownership equals the percentage of voting rights. See following section for more details on the main subsidiaries and participations.



1 Directly and/or indirectly.
2 The remaining 49% is held by ANZ NBH Pty Ltd.
3 The remaining 20% is held by Eurobank.
4 The remaining 20% is held by BNL S.p.A.
5 Included in c.60% indirectly held by Worldline SA.

F.5 Subsidiaries and participation

F.5.1 Important subsidiaries

The Company's principal direct and indirect subsidiaries are described below[1]. None of the Company's subsidiaries is a listed company.

Worldline MS 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 € 41,739,437.50, 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 538 600 404. The Company holds 100% of Worldline MS France SAS' share capital. Worldline MS France SAS is involved in research, study, and development of systems or devices using new technologies.

Payone GmbH is a limited liability company incorporated and existing under the laws of Germany with a share capital of € 28,786, having its registered office at Lyoner Strasse 15, 60528, Frankfurt am Main, Germany and registered with the Commercial Register at the local court of Frankfurt am Main under number HRB 116860. The Company holds indirectly 60% of PAYONE GmbH's share capital and voting rights. PAYONE GmbH's main business activity consists of acquiring (Girocard, international card schemes and APM), in-store and online gateway (PSP), acting under Payment Institution License (EU Payment Service Directive 2 (PSD2)) and with the respective German Act for the Supervision of Payment Services, regulated and supervised by Bundesanstalt für Finanzdienstleistungsaufsicht (Federal Financial Supervisory Authority).

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

Global Collect Services BV is a company incorporated and existing under the laws of The Netherlands with a share capital of € 2,000,000, having its registered office at Neptunusstraat 41-63, 2132JA Hoofddorp, Netherlands and registered with the Chamber of commerce of the Netherlands under number 34140462. The Company holds indirectly 100% of Global Collect Services BV's share capital and voting rights. Global Collect Services BV's main business activity consists of the supply of fully integrated online payment services. Global Collect Services BV is a company regulated and supervised by De Nederlandsche Bank.

Worldline NV/SA is a limited liability company (*société anonyme*) incorporated and existing under the laws of Belgium with a share capital of € 211,030,318.94, having its registered office at Chaussée de Haecht 1442, 1130 Brussels, Belgium, and it is registered with the Belgian Trade Registry under number BE 0418.547.872. The Company holds directly and indirectly 100% of Worldline NV/SA's share capital and voting rights (98.11% is held directly by the Company and the remaining is held by Retail International Holding S.A.S and Worldline Participation 1 which holds 1 share, both entities are wholly-owned subsidiaries of the Company). Worldline NV/SA's main business activity consists of designing, producing and operating IT products related in particular to payment systems and payment-system management, developing and marketing of e-Commerce solutions, monitoring physical access and logistics, electronic payments, and loyalty programs. Worldline NV/SA is a company regulated by the National Bank of Belgium.

Worldline Financial Services (Europe) SA (previously named SIX Payment Services (Europe) SA) is a limited liability company (*société anonyme*) incorporated and existing under the laws of the Grand Duchy of Luxembourg with a share capital of € 1,820,002, having its registered office at 33 rue du Puits Romain, L-8070, Bertrange, and is registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B 144087. The Company holds indirectly 100% of Worldline Financial Services (Europe) SA's share capital and voting rights. Worldline Financial Services (Europe) SA's main activity consists of promoting the development in the payment services industry such as, among others, card processing, Card Issuing, card acquiring, POS sales and services and managed services, development of international card schemes programs, such as, but not limited to Mastercard or Visa within the Grand Duchy of Luxembourg and the EU. Worldline Financial Services (Europe) SA is a company regulated by the Commission Supérieure de Surveillance du Secteur Financier (CSSF).

Worldline Merchant Services UK is a limited liability company incorporated and existing under the laws of England with share capital of £ 6,120,000, having its registered office at 1 Technology Drive, Beeston, Nottingham, NG9 1 LA, United Kingdom, and is registered with the Companies house and Registrar of Companies for England and Wales under number N14162517E. The Company holds indirectly 100% of Worldline Merchant Services UK Limited's share capital and voting rights. Worldline Merchant Services UK Limited's main business activity is the provision of payment services in the United Kingdom. Worldline Merchant Services UK Limited is a payment institution authorized and regulated by the Financial Conduct Authority (FCA).

1 A list of the main entities included in the Group's scope of consolidation at December 31, 2025 is provided in note 21 to the consolidated financial statements.

equensWorldline SE is a European public company incorporated and existing under the laws of The Netherlands (*Europese naamloze vennootschap*) with a share capital of € 369,611,321, having its office (*statutaire zetel*) at Eendrachtlaan 315, 3526 LB Utrecht, Netherlands, and is registered with the Dutch Trade Register of the Chamber of Commerce under number 30220519. The Company holds directly and indirectly 100% of equensWorldline SE's share capital and voting rights. equensWorldline SE's main business activity consists of a combination between traditional mass payment systems (issuing, acquiring, intra – and interbank processing) and innovative e-commerce and mobile payment solutions.

Worldline IGSA (previously named Ingenico Group SA) is a company incorporated under French law with a share capital of € 63,112,323 having its registered office at 1, Place des Degrés – Tour Voltaire – 92800 Puteaux, France and registered with the Registry of Trade and Companies of Nanterre under number 317 218 758. The Company holds directly 100% of Worldline IGSA's share capital. Worldline IGSA's main activity consists of being a holding company.

Bambora AB is a company incorporated and existing under the laws of Sweden, with a share capital of SEK 1,000,000, having its registered office at P.O. Box 17026, SE-104 62 Stockholm, Sweden and registered with the Swedish Companies Registration Office under number 556233-9423. The Company holds indirectly 100% of Bambora AB's share capital and voting rights. Bambora AB's main activity consists of the provision of payment services, notably in the Nordics. Bambora AB is a company regulated and supervised by the Finansinspektionen.

Worldline Australia Pty Ltd (previously named Payment Acceptance Australia Pty Ltd) is a company incorporated and existing under the laws of Australia (the Corporation Act 2001 (Cth) with a share capital of AUD 189,707,949.25, having its registered office at Collins Square, Tower 4, Level 15, 727 Collins Street, Docklands VIC 3008. It is registered with the Australian Securities and Investments Commission under number ACN 645 073 034. The Company holds directly 51% of Worldline Australia Pty Ltd's share capital and voting rights while the remaining 49% is held by ANZ NBH Pty Ltd. Worldline Australia Pty Ltd's main activity consists of providing merchant facilities to merchants in Australia.

Worldline Merchant Services Italia S.p.A. (previously named Axepta Italia) is a company incorporated under Italian law with a share capital of € 13,316,773, having its registered office at Via degli Aldobrandeschi, 300 – 00163 Roma and registered with the Registry of Trade and Companies of Rome under number 5963231005. The Company holds indirectly 80% of Worldline Merchant Services Italia S.p.A.'s share capital and voting rights while the remaining 20% is held by BNL (a BNP's subsidiary). Worldline Merchant Services Italia S.p.A's main activity consists of providing, promoting and placing payment services on the market through the acquiring of payment instruments provided by organizing, managing and participating in national and international payment systems based on the use of credit and/or debit and/or payment cards as well as other equivalent payment instruments. Worldline Merchant Services Italia is regulated and supervised by Banca d'Italia.

Worldline Greece Payment Institutions SA (previously Worldline Merchant Acquiring Greece) is a company incorporated under Greek law with a share capital of € 314,580,000, having its registered office at 253-255 Mesogeion Avenue & 44-46 Riga Feraiou Street, Municipality of Psychiko, Attica, Greece, 15451 and registered with the General Commercial Registration under number 132017001000. The Company holds indirectly 80% of Worldline Merchant Acquiring Greece's share capital and voting rights while the remaining 20% is held by Eurobank. Worldline Merchant Acquiring Greece's main activity consists of the provision of a payment service. Worldline Merchant Acquiring Greece is regulated and supervised by the National Bank of Greece.

Single-Member Societe Anonyme for the Management and Operation of Electronic Transaction Networks CARDLINK (previously Electronic Transaction Network Management & Operating co. Societe Anonyme Cardlink) is a company incorporated under Greek law with a share capital of € 6,840,000, having its registered office at 253-255 Mesogeion Avenue & 44-46 Riga Feraiou Street, Municipality of Psychiko, Attica, Greece, 15451 and registered with the General Commercial Registry under number 005934901000. The Company holds indirectly 100% of Electronic Transaction Network Management & Operating Co. Societe Anonyme Cardlink's share capital and voting rights. Electronic Transaction Network Management & Operating co. Societe Anonyme Cardlink's main activity consists of the provision of a network service.

Retail International Holding S.A.S is a simplified joint stock company (*société par actions simplifiée*) incorporated and existing under the laws of France with a share capital of € 646,247,880, having its registered office at 1, Place des Degrés – Tour Voltaire – 92800 Puteaux, France and registered with the Registry of Trade and Companies of Nanterre under number 852 926 484. The Company indirectly holds 100% of Retail International Holding SAS' share capital and voting rights. Retail International Holding's main activity consists in holding shares in other companies of the Group.

Worldline e-Commerce Solutions BV/SRL is a limited liability company (société à responsabilité limitée) incorporated under Belgian law with a share capital of € 375,000,000 having its corporate office at Corporate Village, Bayreuth Building, Da Vincilaan 3, 1930 Zaventem and registered with the Belgian Trade Registry under number 0459 360 623. The Company indirectly holds 100% of Worldline e-Commerce Solutions BV/SRL's share capital and voting rights. Worldline e-Commerce Solutions BV/SRL's main activities consists of the computing, management consulting, advice to banks or financial institution, staff training and, more generally, all comparable services to companies and, in particular, but not exclusively, to the development and implementation of electronic payment systems of all kinds for merchants.

F.5.2 Recent or contemplated acquisition of subsidiaries, divestments and strategic partnerships

In the course of 2025 and since January 1st, 2026 until the publication of this Universal Registration Document, Worldline announced the completion of several transactions as part of its consolidation strategy, notably:

- January 20, 2025: as announced on November 13, 2024, Worldline completed the transfer, for an amount of euros 95 million to Worldline Merchant Services Italia S.p.A. of Credito Emiliano S.p.A.'s merchant acquiring activities, associated with approximately 26,000 merchants and with about 31,000 Pos, which in 2025 generated transactions representing 1,965 million euros. In addition, Credito Emiliano S.p.A. and Worldline Merchant Services Italia S.p.A. signed a long-term, up to 15 years, commercial agreement for the distribution of Worldline's products and services through Credito Emiliano S.p.A.'s network.
- July 29, 2025: Worldline announced the strategic divestment planned for its Mobility & Web e-Transactional Services division and part of its Financial Services to the Magellan Partners Group, for an initial enterprise value of 400 million euros, supplemented by a potential additional contingent consideration of 10 million euros, based on the 2025 operational performance of the disposed scope. The closing of the transaction is expected by the end of the first half of 2026, subject to the approval of the competent regulatory authorities and the consultation processes of the works councils.
- October 21, 2025: Worldline announced entering into exclusive negotiations with Shift4 regarding the contemplated divestment of Worldline North American business for an enterprise value of 70 million euros. The scope of the sale represents approximately 57.2 million euros in revenue for 2025. Closing of the transaction has been completed in the anticipated timeline and announced on March 2, 2026.
- November 6, 2025: Worldline announced the contemplated divestment of its subsidiary Worldline Europe S.A. (formerly Cetrel Securities) to SIX Group. Based in Luxembourg, and providing electronic data management (EDM) services to financial institutions, Worldline Europe generated approximately 12.8 million euros in revenue in 2025. The completion of the transaction is expected in the first quarter of 2026, subject to the market practice conditions precedent.
- December 1, 2025: Worldline SA acquired 100% of the share capital and voting rights of Worldline Business Support SAS from its subsidiary Worldline IGSA.
- December 8, 2025: Worldline announced the contemplated sale of its subsidiary operating the PaymentIQ payments orchestration platform to Incore Invest, on the basis of an overall valuation of 160 million euros. In 2026, the impact on revenue, adjusted EBITDA, and cash flow generation related to the disposition of the scope for Worldline are estimated at 50 million euros, 40 million euros, and 30 million euros, respectively, on a full year basis. Closing of the transaction has been completed in the anticipated timeline and announced on March 2, 2026.
- February 25, 2026: Worldline announced the contemplated disposal of its subsidiaries Worldline India Private Limited and Worldline ePayments India Private Limited to BillDesk, for an enterprise value of c. €37 million and an equity value at closing of c. €60 million, thus marking the strategic divestment of its payment activities in India. The closing of the transaction is expected in the second half of 2026, subject in particular to the completion of the local regulatory clearance process.

More information can be found in the press releases available on the Company website.

F.5.3 Holdings

In 2017 Worldline took a minority shareholding in the capital of the African fintech InTouch. As of the date of publication of the present document, Worldline, Total and CFAO respectively hold 33.3%, 24.99% and 7.63% of the share capital and voting rights of InTouch.

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, in which it holds 4.55% of the share capital and voting rights.

The joining of third-party acquirers greatly contributes to the expansion of EPI's acceptance network on the merchant side in Europe and allows EPI to build up its own payment ecosystem in the continent. The European Payments Initiative aims to create a unified pan-European payment solution.

On 12 January 2023, Worldline completed the acquisition of a 40% stake in Online Payment Platform (OPP), a Dutch online Payment Service Provider with a dedicated payment solution for marketplaces and platforms and a specific focus in the C2C segment.

F.6 Contacts

F.6.1 Headquarters

Tour Voltaire
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+33 1 34 34 95 95

F.6.2 Global Organization

Merchant Services
Pierre-Antoine Vacheron
Financial Services & Processing
Madalena Cascais Tomé

Mobility & e-Transactional Services
Caroline Jéséquel

F.6.3 Corporate functions

Chief Executive Officer
Pierre-Antoine Vacheron
Group Chief Financial Officer
Srikanth Seshadri
General Secretary, Legal & Compliance
Charles-Henri de Taffin
Group Head of Transformation & Performance
Maëlle Lafont de Sentenac
Group Chief Risk Officer
Joe Katz

Group Chief Technology Officer
Candice Dillon
Group Chief People Officer
Anika Grant
Corporate Social Responsibility Officer
Sébastien Mandron

F.6.4 Investor Relations

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

Head of Investor Relations
Laurent Marie
Mail: laurent.marie@worldline.com
Investor Relations Manager
Peter Farren
Mail : peter.farren@worldline.com

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

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

F.7 Financial calendar

- April 28, 2026 : Q1 2026 revenue
- June 11, 2026 : Annual General Meeting
- July 30, 2026 : H1 2026 results
- October 27, 2026 : Q3 2026 revenue

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G.1 Glossary

G.1.1 Financial terms

Current and non-current assets or liabilities: A current and non-current distinction is made between assets and liabilities on the balance sheet. The Group has classified as current assets and liabilities those that it expects to realize, use or settle during its normal cycle of operations, which can extend beyond 12 months following the period-end.

Current assets and liabilities, excluding the current portion of borrowings and financial receivables, represent the Group's working capital requirement.

CAGR: The Compound Annual Growth Rate reflects the mean annual growth rate over a specified period of time longer than one year. It is calculating by dividing the value at the end of the period in question by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result. As an example:

Worldline 2020-2023 revenue CAGR = (Revenue 2023e/ Revenue 2020)(1/3) -1.

DSO: (Days' Sales Outstanding). DSO is the amount of trade accounts receivables (including work in progress) expressed in days' revenue (on a last-in, first-out basis). The number of days is calculated in accordance with the Gregorian calendar.

Net debt: Net debt comprises total borrowings (bonds, finance leases, short and long-term bank loans, securitization and other borrowings), leases under IFRS16, short-term financial assets and liabilities bearing interest with a maturity of less than 12 months, less cash and cash equivalents (transferable securities, cash at bank and in hand).

Operating margin: Operating margin comprises operating income before major capital gains or losses on the disposal of assets, major integration and reorganization costs, impairment losses on long-term assets, net charge to provisions for major litigations, the release of opening balance sheet provisions no longer needed and costs related to long term incentives plans (IFRS 2).

EBITDA: (Earnings Before Interest, Tax, Depreciation and Amortization). For Worldline, EBITDA is based on Operating margin less depreciation of fixed assets, net book value of assets sold / written off, net charge/release of pension provisions & net charge/release of provisions, rationalization and associated costs, integration and associated costs. The EBITDA is also equal to the Adjusted EBITDA less rationalization and associated costs and integration and acquisition costs (from other operating income and expense).

Adjusted EBITDA : (Earnings Before Interest, Tax, Depreciation and Amortization) is calculated as follows:

Operating margin:

- Less - Depreciation of fixed assets (as disclosed in the "Financial report");
- Less - Net book value of assets sold/written off (as disclosed in the "Financial report")
- Less - Operating net charge of provisions (composed of net charge of provisions for current assets and net charge of provisions for contingencies and losses, both disclosed in the "Financial report");
- Less - Net charge of provisions for pensions (as disclosed in the "Financial report").

Gearing: The proportion, expressed as a percentage of net debt to total shareholders' equity (Group share and minority interests).

Interest cover ratio: Operating margin divided by the net cost of financial debt, expressed as a multiple.

Leverage ratio: Net debt divided by Adjusted EBITDA.

Operating income: Operating income comprises net income before deferred and income taxes, net financial expenses, share of net income from associates and the results of discontinued operations.

Normalized net income: Net income (Group share) before unusual and infrequent items, net of tax.

EPS (earnings per share): Basic EPS is the net income divided by the weighted-average number of common shares outstanding during the period. Diluted EPS is the net income divided by the diluted weighted-average number of common shares for the period (number of shares outstanding + dilutive instruments with dilutive effect). Normalized EPS is based on normalized net income.

Free cash flow: Represents the change in net cash or net debt, excluding equity changes, dividends paid to shareholders, net acquisitions/disposals and lease expenditures (leases under IFRS16).

Unlevered Free Cash Flow: FCF before cash costs of net financial debt

G.1.2 Business KPI's (Key Performance Indicators)

Revenue

Organic growth: Organic growth represents the percent growth of a unit based on a constant scope and exchange rates basis.

TCV (Total Contract Value): The total value of a contract at signature (prevision or estimation) over its duration. It represents the firm order and contractual part of the contract excluding any clause on the decision of the client, as anticipated withdrawal clause, additional option or renewal.

Pipeline: The value of revenues that may be earned from outstanding commercial proposals issued to clients. Qualified pipeline applies an estimated percentage likelihood of proposal success.

Net Net Revenue information excluding schemes and partners fees, showing growth and margin levels from an NNR perspective to enable better comparison with peers.

Human Resources

Staff: The total number of employees under Worldline employment contracts at the end of the period. Staff includes those on long sickness or long absence, apprentices, trainees, and employees on maternity leave, but excludes subcontractors and interims.

FTE (Full-time equivalent staff): The total number of staff calculated using information from time sheets on the basis of working time divided by standard contractual workable time per employee. In general, a person working on a full time contract is considered as one FTE, whereas a person working on a part time contract would be less considered than one FTE.

Calculations are based on contractual working time (excluding overtime and unpaid holidays) with potential workable time (in hours or days) = nominal time + overtime balance – unpaid vacation. For subcontractors and interim staff, potential workable hours are based on the number of hours billed by the supplier to Atos.

Subcontractors: External subcontractors are third-party suppliers. Outsourced activities (*e.g.* printing or call center activities) and fixed price subcontracting are excluded from the recorded number of subcontractors or interims.

Interims: Staff from an agency for temporary personnel. Interims are usually used to cover seasonal peaks or for situations requiring staff for a short period of time.

Direct Staff: Direct staff includes permanent staff and subcontractors, whose work is billable to a third party.

Indirect staff: Indirect staff includes permanent staff or subcontractors, who are not billable to clients. Indirect staff is not directly involved in the generation of products and/or services delivered to clients.

Permanent staff: Permanent staff members have a contract for an unspecified period of time.

Temporary staff: Temporary staff has a contract for a fixed or limited period of time.

Staff turnover and attrition rate (for legal staff): Turnover and attrition rates indicate the proportion of legal staff that has left the Group (voluntary and/or involuntary) in a defined period:

- Turnover measures the percentage of legal staff that has left the business in a defined period;
- Attrition measures the percentage of legal permanent staff that has voluntarily left the business in a defined period. Attrition rate is a ratio based on total voluntary leavers in the period on an annual basis divided by the average number of permanent staff in the period.

G.1.3 Market terms

Dilutive instruments: Financial instruments such as bonds, warrants, stock subscription options, free shares, which could be converted into shares and have therefore a potential dilutive impact on common stock.

Dividends: Cash or stock payments from a company's profits that are distributed to stockholders.

Enterprise Value (EV): Market capitalization + debt.

Free float: Free float is the proportion of a company's share capital that is regularly traded on the stock exchange. It excludes shares in the six categories listed below (source Euronext):

- Shares held by Group companies: Shares of the listed company held by companies that it controls within the meaning of article 233/3 of the French Commercial Code;
- Shares held by founders: shares held directly or indirectly by the founders (individuals or family group) when these founders have managerial or supervisory influence (management positions, control by voting rights, influence that is a matter of public knowledge, etc.);
- Shares held by the State: Interests held directly by the State, or by public sector or other companies which are themselves controlled by the State;
- Shares within the scope of a shareholders' agreement: Shares subject to a shareholders' agreement within the meaning of article 233/10 and 11 of the French Commercial Code, and other than those held by founders or the State;
- Controlling interest: Shares held by juridical persons (other than founders or the State) exercising control within the meaning of article 233/3 of the French Commercial Code;
- Interests considered stable: Interests exceeding 5%, which have not declined by one percentage point or more, excluding the impact of dilution, in the three preceding years. This category also includes shareholders that, in addition to or in association with the link represented by share ownership, have recently entered into significant industrial or strategic agreements with the Group.

Dilutive instruments: dilutive instruments are financial instruments (bonds, share subscription warrant, share subscription options, free shares) that can be converted in shares and that have therefore a dilutive impact on the share capital.

PER (Price Earnings Ratio): Market capitalization divided by net income for a trailing (or forward) 12-month period.

Market capitalization: The share price of a company multiplied by the number of its shares in issue.

G.1.4 Market terms

3-D Secure: VISA security standard enabling an issuer to authenticate cards used for online payments. 3-D Secure is intended to replace Secure Electronic Transaction (SET).

Acquirer/acquiring bank: Financial institution that enters into an agreement with an accepting party to acquire data from card-based transactions and enter such data into the issuer's settlement system. A single financial institution may be both an acquirer and an issuer.

Acquiring: Process by which an acquirer receives payment transaction data from an accepting party, generally a merchant, pursuant to its agreement with such accepting party.

Acquiring Processing: Set of technical operations performed to carry out the acquirer's activity, which may be sub-contracted to a specialized company.

API: Application programming interface.

ATM: Automated teller machine.

Authentication: Procedure that allows the payment service provider to verify the use of a specific payment instrument, including its personalized security features.

Authorization: Approval or guarantee given by the issuer to the acquirer. The authorization implies that the issuer will honor the transaction.

Chargeback: An offsetting mechanism whose purpose is to reverse an initial payment or withdrawal on the grounds that the transaction in question should not be processed due to the accepting party's failure to comply with security rules.

Clearance/clearing: A mechanism permitting banks and financial institutions to carry out transactions. A transaction always has a debtor and a creditor. Clearance is evidenced by accounting entries recording the transaction. The credit to the creditor's account is said to offset the debit to the debtor's account.

Closed loop payment card: Payment card for which processing goes directly from the payment terminal to the card issuer's system without going through a third party.

Cloud: Concept consisting of the transfer to distant servers of storage and data processing traditionally held on local servers or the user's hardware.

CMS/Card Management System: Software for managing a fleet of cryptographic devices such as smart cards.

Commercial acquiring: The business of acquiring, which consists in carrying out card payments made by a merchant's customers and includes receiving funds from issuing banks and depositing the proceeds, net of a "merchant service charge", into the merchant's account.

Commercial processing/processing: Set of technical operations performed to carry out a merchant's payment transactions.

CRM/customer relationship management: Management of the customer relationship.

Cross-channel/omni-channel: Adoption of new behavior by customers who change channels during their decision-making process, where previously they were required to perform all of the steps in the process (identification of a need, search for information, evaluation of the alternatives, selection, post-purchase evaluation) through the only channel available.

Cryptographic accelerator: Electronic device that increases the speed of encryption operations on payment terminals.

CSM: Clearing and settlement mechanism.

Data center: Physical site used to house the equipment comprising a business's information system (central computers, servers, storage facilities, network and telecommunications equipment, etc.).

DCC/Dynamic Currency Conversion: Financial service in which holders of credit cards have the cost of a transaction converted to their local currency when making a payment in a foreign currency.

e/m Payment: e-Payment or m-Payment.

e-Banking or online banking: Refers to Internet banks offering their customers remote banking services, without using tellers or physical branches for carrying out their transactions.

e-Commerce: The sale or purchase of goods or services by a business, an individual, a governmental authority or any other public or private organization, carried out through a computer network.

e-Consumer: A consumer who carries out transactions using digital technologies.

e-Government: The use of digital technologies (often by Internet) to provide government services.

Electronic wallet/e-Wallet: A device for storing currency without any need for a bank account, and for making direct online payments through a payment terminal. By extension, a device permitting unique and user-friendly access to several payment solutions (for example, credit cards or debit cards).

EMV: Europay - MasterCard - Visa. International standard governing payment cards with chips as well as the performance of payment terminals. EMV cards and terminals must be certified pursuant to the procedures required by EMV Co, the supervisory body for the EMV standard.

Encryption: Application of mathematical theory to create techniques and algorithms to be applied to data to ensure its confidentiality, integrity and/or authentication, for example.

e-Payment: Means of performing commercial transactions for the exchange of goods or services on the Internet.

E-Ticketing: Electronic system enabling the issuance, verification and payment of tickets, in particular in the area of public transportation.

HCE/Host Card Emulation: Virtual representation of a physical smart card using software on a mobile telephone.

HSM/Hardware Security Module: Electronic equipment providing security services consisting of the generation, storage and protection of encryption keys.

Interchange fees: The amount that the acquiring bank (the merchant's counterparty) must pay to the issuing bank (the bank that issued the card to the cardholder) each time the card is used for a customer's payment to a merchant.

Issuer/issuing bank: Financial institution (or similar) that issues a card to a cardholder.

Issuing: Issuance of means of payment such as credit cards, debit cards and pre-paid cards.

Issuing Processing: Set of technical operations performed to carry out the issuer's activity, which may be sub-contracted to a specialized company.

ITSO: Integrated Transport Smartcard Organization.

Kiosk: An interactive terminal.

Licensed payment institution: Legal entity authorized pursuant to the Payment Services Directive to provide payment services.

M2M/machine to machine: Technology allowing for communications between machines without human intervention.

m-Commerce/mobile commerce: The use of wireless technologies, more specifically mobile telephony technology, to conduct commercial transactions.

m-Payment/mobile payment: Transaction carried out from a mobile telephone and charged to a credit or debit card, the operator's invoice or an electronic wallet.

NFC/Near-Field Communication: Near-Field Communication. Short-range, high-frequency wireless communication technology permitting the exchange of information between devices up to a distance of approximately ten centimeters.

OBeP/Online Banking e-Payments: Type of payment network developed by the banking industry in coordination with technology providers, designed specifically to meet the unique requirements of payments made by Internet.

Omni-commerce: Refers to cross-channel commerce solutions.

Open Payments: Technology based on contactless payment card usage in order to settle fares.

Payment collecting: Centralization of worldwide payment transactions with numerous local acquirers for a given merchant.

Payment gateway: Internet site permitting the Acceptance of online payments and accessible through numerous other websites.

Payment scheme: Commonly refers to an organization in charge of defining and ensuring compliance with rules specific to a method of payment. Visa and MasterCard are payment schemes.

Payment services: Services enabling cash to be placed on or withdrawn from a payment account, as well as all the operations required for managing a payment account; execution of payment transactions; transmission of funds; issuance of payment instruments and/or acquisition of payment orders; execution of payment transactions where the consent of the payer is given by means of a telecommunication, digital or IT device and the payment is made to the telecommunication, IT system or network operator, acting only as an intermediary between the payment service user and the supplier of the goods and services.

Payment Services Directive: European Directive 2007/64/CE of November 13, 2007 on payment services in the internal market.

Payment services hub: Electronic payment platform that enables centralized processing of batch and individual payments on a single end-to-end platform, irrespective of instrument type, value of payment, customer, channel or transaction type. It supports standards based interfaces and provides a holistic, real-time view and sharing of information across all payments.

Payment terminal/Terminal: Equipment used for electronic payments. Terminal that performs electronic reading of payment cards, certain verifications of validity and automatic transmission of transactions to the acquirer.

PCI/Payment Card Industry: Association of the principal payment schemes: Visa, MasterCard, American Express, Discover, and JCB.

PCI-DSS: Payment Card Industry – Data Security Standard. Data security standard developed by the Payment Card Industry.

PEACH: Pan-European Automated Clearing House.

Peer-to-Peer: Computer network model similar to the client-server model but in which each client is also a server.

PIN: Personal identification number. A secret code required in order to confirm a user's identity.

POS/Point Of Sale: The location where a commercial transaction takes place. A point of sale may include several points of Acceptance (for example, a supermarket is a point of sale, whereas each of the supermarket's cash registers is a point of Acceptance). With rare exceptions, any French point of sale is legally defined by its SIRET number.

POS terminal: Terminal combining the functions of a payment terminal with other functions relating to the merchant's business and to payments other than by card, such as cash or cheque.

Private label card: Card issued by a merchant or a non-financial institution and used for the purchase of goods and services.

SaaS/Software-as-a-Service: Software-as-a-Service. Commercial software delivery model in which software is installed on distant servers rather than on the user's machine.

SEPA: The Single Euro Payments Area, a project initiated in 2002 by credit institutions to make payments among 34 European countries as easy and as secure as domestic payments, by putting in place three European payment methods, namely wire transfer, direct debit and payment by card.

Settlement: Payment of funds by the acquirer either directly into the merchant's bank account or through the payment service.

SIPS: Secure Internet Payment Services. A secure online, cross-channel payment processing solution.

SOA: Service-oriented architecture. Middleware architecture model enabling interaction among applications by providing services (in the form of software components) with strong internal consistency but loose coupling to external components.

Token: Anonymous digital identifier that can be transferred between two entities over the internet.

VAS: Value added services.

White label: A service or solution produced by one entity, the producer, that another entity, the marketer, rebrands and distributes to make it appear as if it had made it.

G.2 Cross-reference tables

G.2.1 Cross-reference table for the Universal Registration Document

The cross-reference table below identifies the information required by Annex 1 and 2 of the Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 relating to the Regulation (EU) 2017/1129 of June 14, 2017 in accordance with the structure of the Universal Registration Document.

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G.2.2 Cross-reference table for the Financial report

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G.2.3 Cross-reference tables with the Annual Management Report

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23. Board report on Corporate Governance	G.2.4.Cross-reference tables with the report on Corporate Governance	517
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27. Main characteristics of internal control procedures and risk management procedures	D.1 Context D.2 A tailor made framework D.3 Risk factors	352 353 361
28. Vigilance plan	B.7 Worldline's vigilance plan	207
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G.2.4 Cross-reference tables with the report on Corporate Governance

The 2025 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 2025 Universal Registration Document the required information.

Information required under L.225-37	Section of the 2025 Universal Registration Document	Page number
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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 :

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About Worldline

Worldline [Euronext: WLN] is Europe's leading operator of critical infrastructure and payment services. With a presence across the entire value chain, the Group offers its customers unique expertise in processing and securing their payments, thereby promoting their growth. Worldline is leveraging its 2030 strategic plan and its technological innovation capabilities to build the European reference payment partner for merchants and financial institutions. With over 1.2 million customers, Worldline achieved €4bn in revenue in 2025. **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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