

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA OR IN AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH OFFERS, OR SALES OF THE SECURITIES WOULD BE PROHIBITED BY APPLICABLE LAW

THIS PRESS RELEASE DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR SOLICITATION TO PURCHASE OR SUBSCRIBE FOR OR TO SELL THE NEW BONDS (AS DEFINED BELOW) OR THE SHARES OF WORLDLINE (TOGETHER, THE "SECURITIES") IN THE UNITED STATES (AS DEFINED IN REGULATION S UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT")). THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES ABSENT REGISTRATION UNDER THE SECURITIES ACT OR PURSUANT TO AN AVAILABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS THEREOF AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE SECURITIES OF WORLDLINE HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT AND WORLDLINE DOES NOT INTEND TO CONDUCT A PUBLIC OFFERING OF THE SECURITIES IN THE UNITED STATES.

THE NEW BONDS HAVE BEEN OFFERED ONLY BY WAY OF A PLACEMENT TO INSTITUTIONAL INVESTORS ONLY COMPRISING, FOR THE PURPOSES OF THIS PRESS RELEASE, PROFESSIONAL CLIENTS AND ELIGIBLE COUNTERPARTIES (AS DEFINED HEREAFTER). THE NEW BONDS MAY NOT BE OFFERED OR SOLD TO RETAIL INVESTORS (AS DEFINED HEREAFTER). NO KEY INFORMATION DOCUMENT UNDER PRIIPs REGULATION HAS BEEN AND WILL BE PREPARED.

Worldline successfully placed a tap issue of Bonds Convertible into New Shares and/or Exchangeable for Existing Shares (OCEANE) for a nominal amount of approximately €200 million fully fungible with the OCEANEs due 2026 issued in July 2019

Bezons, December 1st, 2020 – Worldline (the "**Company**") [Euronext: WLN], European leader in the payments industry, today announces the successful placement of a tap issue of bonds convertible into new shares and/or exchangeable for existing shares ("**OCEANE**") due July 30, 2026 (the "**New Bonds**") for a nominal amount of €200,000,052.00 being offered to qualified investors (within the meaning of Article 2 (e) of Regulation (EU) 2017/1129) only in accordance with Article L. 411-2-1° of the French monetary and financial code (*Code monétaire et financier*) (the "**Offering**"), to be fully fungible with the €599,999,949.60 OCEANEs issued by Worldline on July 30, 2019, ISIN FR0013439304 (the "**Existing Bonds**").

The net proceeds of the Offering will be used for general corporate purposes.

The New Bonds will be issued on the same terms (save for the issue price) as the Existing Bonds and, immediately upon issuance, shall be fully fungible with the Existing Bonds and will form a single series with the Existing Bonds (together, the "**Bonds**").

The New Bonds shall be issued at a price of €116.50 each, as determined following an accelerated bookbuilding.

The Bonds may be redeemed prior to maturity at the discretion of the Company, under certain conditions, and at the discretion of bondholders in case of Change of Control (as defined in the terms and conditions of the Bonds).

The settlement and admission to trading on Euronext AccessTM (the non-regulated open market of Euronext in Paris) of the New Bonds are expected to take place on December 4, 2020 (the "**Issue Date**").

Conversion/Exchange Right

Bondholders may exercise their conversion right at any time from the Issue Date and until 5.00 p.m. (Paris time) on the 7th business day (inclusive) preceding the Maturity Date (as defined in the terms and conditions of the Bonds or the relevant early redemption date).

The conversion/exchange ratio is set at one share per New Bond subject to standard adjustments in certain cases. Upon exercise of their conversion/exchange right, bondholders will receive at the option of the Company new and/or existing Company's shares carrying in all cases all rights attached to existing shares as from the date of delivery.

Lock-up undertaking from the Company

In the context of the Offering, the Company agreed to a lock-up undertaking for a period starting from the announcement of the final terms of the New Bonds and ending 90 days after the Issue Date, subject to any issuance or delivery of shares in connection with the liquidity agreements with beneficiaries of free share plans of Ingenico, waiver from the Joint Global Coordinators, certain customary exceptions and the issuance of shares or equity securities in the context of M&A transactions, but, with respect to this last exception, provided that the lock-up is picked-up by the owner of the newly issued shares or equity securities.

Dilution

As a result of the Offering, the issue of the New Bonds in an aggregate amount of €200,000,052.00 represented by 1,937,985 New Bonds each with a nominal value of €103.20, based on the initial conversion/exchange ratio, would lead to a dilution of approximately 0.69% of the outstanding share capital, should the Company decide to exclusively deliver new shares upon conversion/exchange of the New Bonds.

Legal framework of the Offering and placement

The Offering has been conducted pursuant to the authorization granted by the Company's extraordinary general meeting held on June 9, 2020 (39th resolution) and has been offered to qualified investors (within the meaning of Article 2 (e) of Regulation (EU) 2017/1129) only, in compliance with Article L. 411-2 of the French monetary and financial code (*Code monétaire et financier*), by way of an accelerated bookbuilt placement in France and outside of France (excluding in particular the United States of America, Canada, Australia or Japan).

Available Information

The Offering and the admission to trading on Euronext Access™ are not subject to a prospectus approved by the French Financial Market Authority (Autorité des marchés financiers) (the “AMF”). Detailed information on Worldline, including its business, results, prospects and risk factors it faces are described within the 2019 Universal Registration Document (*document d’enregistrement universel*) filed with the AMF on April 29, 2020 under the filing number: D.20-0411 and its Amendment filed with the AMF on August 6, 2020 under the filing number: D.20-0411-A01 (including the 2020 half-year Financial Report), the press releases dated July 23, 2020 and October 29, 2020 issued on the occasion of its half-year 2020 results and Q3 2020 revenue publications, press releases and regulated information about the Company, the whole being available on the Company's website (worldline.com).

Forthcoming events

- February 24, 2021 FY 2020 results
- April 21, 2021 Q1 2021 revenue
- May 20, 2021 Annual General Shareholders’ Meeting
- July 27, 2021 H1 2021 results
- October 19, 2021 Q3 2021 revenue

Contacts

Investor Relations

Laurent Marie
+33 7 84 50 18 90
laurent.marie@worldline.com

Benoit d’Amécourt
+33 6 75 51 41 47
benoit.damecourt@worldline.com

Communication

Sandrine van der Ghinst
+32 499 585 380
sandrine.vanderghinst@worldline.com

Hélène Carlander
+33 7 72 25 96 04
helene.carlander@worldline.com

Follow us



About Worldline

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry and #4 player worldwide. With its global reach and its commitment to innovation, Worldline is the technology partner of choice for merchants, banks and third-party acquirers as well as public transport operators, government agencies and industrial companies in all sectors. Powered by over 20,000 employees in more than 50 countries, Worldline provides its clients with sustainable, trusted and secure solutions across the payment value chain, fostering their business growth wherever they are. Services offered by Worldline in the areas of Merchant Services; Terminals, Solutions & Services; Financial Services and Mobility & e-Transactional Services include domestic and cross-border commercial acquiring, both in-store and online, highly-secure payment transaction processing, a broad portfolio of payment terminals as well as e-ticketing and digital services in the industrial environment. In 2019 Worldline generated a proforma revenue of 5.3 billion euros. worldline.com

Worldline's corporate sense of purpose ("raison d'être") is to design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. We make them environmentally friendly, widely accessible and support social transformation.

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell the New Bonds or the shares of Worldline (together, the "**Securities**") in the United States (as defined in Regulation S under the US Securities Act of 1933, as amended (the "**Securities Act**")). The Securities may not be offered, sold, pledged or otherwise transferred in the United States absent registration under the Securities Act or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements thereof and applicable state or local securities laws. The Securities of Worldline have not been and will not be registered under the Securities Act and Worldline does not intend to conduct a public offering of the Securities in the United States.

The New Bonds have been offered only by way of a placement to institutional investors comprising, for the purposes of this press release, professional clients and eligible counterparties, within the meaning of MiFID II (as defined hereafter). The New Bonds may not be offered or sold to retail investors (as defined hereafter). No Key Information Document under PRIIPs Regulation (as defined hereafter) has been and will be prepared.

Disclaimer - Important information

This press release may not be released, published or distributed, directly or indirectly, in or into the United States of America, Australia, Canada or Japan. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No communication or information relating to the offering of the New Bonds may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the New Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; none of Worldline and the Managers assumes any liability in connection with the breach by any person of such restrictions.

This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

This press release is not an offer to the public other than to qualified investors, an offer to subscribe or designed to solicit interest for purposes of an offer to the public other than to qualified investors in any jurisdiction, including France. The New Bonds have been offered only by way of an offering in France and/or outside France (excluding the United States of America, Australia, Canada and Japan), solely to qualified investors as defined in Article 2(e) of the Prospectus Regulation and in accordance with Articles L. 411-1 and L. 411-2 of the French monetary and financial code (Code monétaire et financier). There will be no public offering in any country (including France) in connection with the New Bonds, other than to qualified investors. This press release does not constitute a recommendation concerning the issue of the New Bonds. The value of the New Bonds and the shares of Worldline can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the New Bonds for the person concerned.

Prohibition of sales to European Economic Area and United Kingdom retail investors

No action has been undertaken or will be undertaken to make available any New Bonds to any retail investor in the European Economic Area and in the United Kingdom. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
 - (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a "**qualified investor**" as defined in the Prospectus Regulation; and
- (b) the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the New Bonds to be offered so as to enable an investor to decide to purchase or subscribe the New Bonds.

Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the New Bonds or otherwise making them

available to retail investors in the European Economic Area or in the United Kingdom has been prepared and therefore offering or selling the New Bonds or otherwise making them available to any retail investor in the European Economic Area or in the United Kingdom may be unlawful under the PRIIPS Regulation.

MIFID II product governance / Retail investors in France, professional investors and ECPs only target market

The target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is retail investors in France, eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to retail investors in France, eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the target market assessment) and determining appropriate distribution channels. For the avoidance of doubt, even if the target market includes retail investors in France, the New Bonds have been offered, as part of the initial offering, only to eligible counterparties and professional clients.

France

The New Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France other than to qualified investors. Any offer or sale of the New Bonds and distribution of any offering material relating to the New Bonds have been and will be made in France only to qualified investors, as defined in Article 2(e) of the Prospectus Regulation, and in accordance with, Articles L.411-1 and L.411-2 of the French monetary and financial code (*Code monétaire et financier*).

United Kingdom

This press release is addressed and directed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), (iii) to high net worth companies, and other persons to whom it may lawfully be communicated, falling within by Article 49(2) (a) to (d) of the Order (the persons mentioned in paragraphs (i), (ii) and (iii) all deemed relevant persons (the “**Relevant Persons**”). The New Bonds and, as the case may be, the Shares to be delivered upon exercise of the conversion rights (the “**Financial Instruments**”), are intended only for Relevant Persons and any invitation, offer or agreement related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

United States of America

This press release may not be released, published or distributed in or into the United States. This press release does not constitute or form a part of an offer of securities for sale or an offer of securities for sale or of any offer or solicitation to purchase securities in the United States. The New Bonds and the shares deliverable upon conversion or exchange of the New Bonds described in this press release have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction in the United States, and such securities may not be offered, sold, pledged or otherwise transferred in the United States absent registration under the Securities Act or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements thereof and applicable state or local securities laws. The New Bonds will be offered or sold only outside of the United States in “offshore transactions” in accordance with Regulation S under the Securities Act. Terms used in this paragraph shall have the meaning given to them by Regulation S under the Securities Act.

Australia, Canada and Japan

The New Bonds may not and will not be offered, sold or purchased in Australia, Canada or Japan. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada or Japan.

The distribution of this press release in certain countries may constitute a breach of applicable law.