



# CODE OF ETHICS

This Code of Ethics is a fundamental part of Worldline's culture and applies to all our entities and employees worldwide. Interns, contract employees, consultants, agents or third parties having been contracted for their services also undertake to comply with this Code as part of their business relationship with Worldline. The rules of the Code are added to those of any agreement that govern their relationship with us.

This Code is intended to clearly define Worldline's expectations in order to ensure we achieve our vision, fulfil our commitment in accordance with our values, and safeguard our reputation. The rules set out in the Code are the same for everyone, and apply at all times and in any location when carrying out our activities. Through communication and training provided by Worldline, we undertake to keep up-to-date with the rules and values as published in this Code.

Where the local laws of the country in which Worldline operates, differ from the principles set out in the Code of Ethics, the more stringent regulation shall prevail, where permitted under applicable law, unless there is an ethical issue, in which case an escalation to the Executive Management and the Compliance Function is required.

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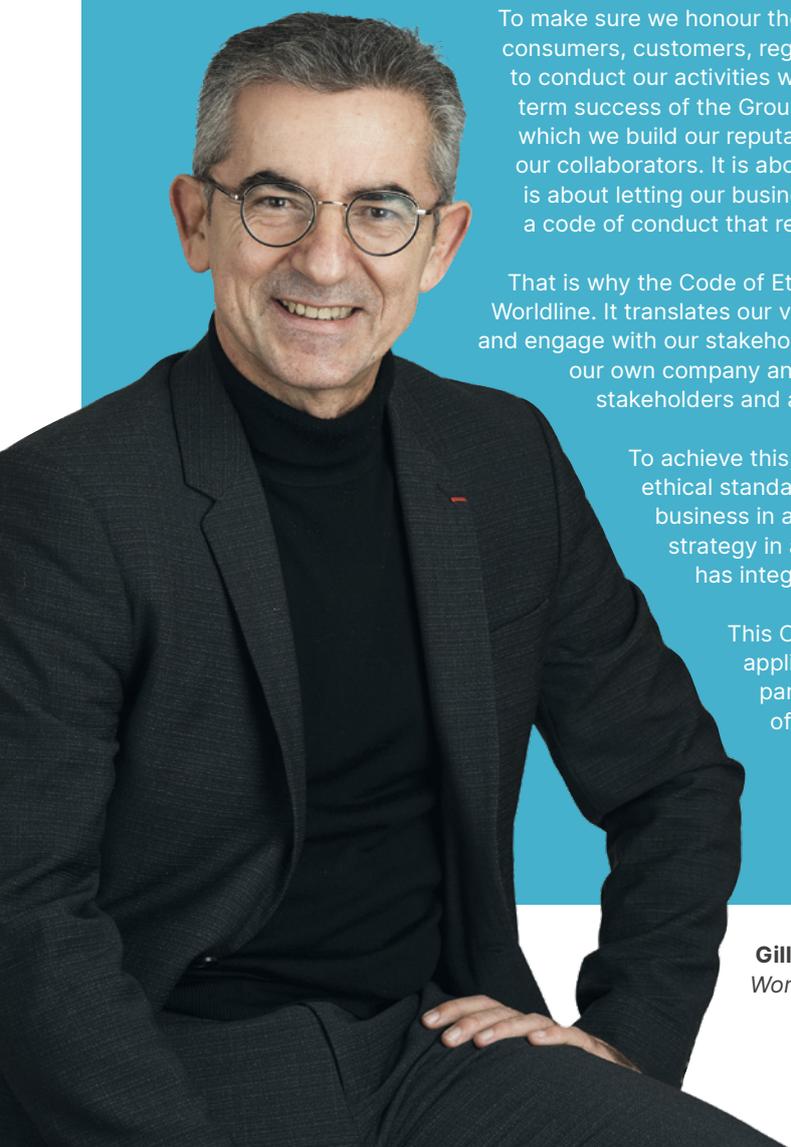
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# PREFACE

As the pan-European leader in our industry, Worldline's raison d'être is to design and operate leading digital payment and transactional services that not only enable sustainable economic growth, but also reinforce trust and security in our societies.

As a regulated entity, delivering billions of transactions every month, the importance of trust and security in everything we do cannot be overstated.



To make sure we honour the confidence entrusted to us by all our stakeholders – consumers, customers, regulators, partners and shareholders alike – we continually strive to conduct our activities with ethics and integrity. At Worldline, we believe that the long term success of the Group depends on the way in which this ethical foundation, on which we build our reputation and our competitive excellence, is embodied by each of our collaborators. It is about more than observing the applicable laws and regulations: it is about letting our business behaviour and decisions be – at every moment – guided by a code of conduct that reflects our values.

That is why the Code of Ethics and integrity applies to everyone who is employed by Worldline. It translates our values into concrete actions as we compete in the marketplace and engage with our stakeholders. We truly believe that our responsibilities go beyond our own company and we strive to embed our values in our relations with all our stakeholders and across our supply chain.

To achieve this, each one of us is accountable for upholding the highest ethical standards as we perform our day to day activities. Conducting business in an ethical and integer way is part of Worldline's culture and strategy in all its spheres of influence, it is a "must have" that Worldline has integrated into the company's thinking and processes.

This Code of Ethics is not an exhaustive list of rules that can be applied to any situation. It is however, a guiding line that is part and parcel of our company culture, of our business philosophy and of our corporate policies – a guiding line that we expect all our collaborators to respect and embody.

I personally trust all Worldliners to honour these commitments and I thank them for maintaining the highest standards in all their professional activities.

**Gilles Grapinet,**  
*Worldline Chairman and CEO*



Business Ethics is something that has to be embedded at all levels of a company.

**THE FIRST LEVEL IS THE TECHNICAL AND ECONOMIC LEVEL OF THE COMPANY.**

It means that we deliver to our customers what we have committed to, and this in a professional way: a delivery that is benchmarkable, state of the art, on time, complete, qualitative and measurable. This is the level of accountability and responsibility, where we analyse potential failure and its consequences, and anticipate risks with preventive mitigation plans and remedies.

In short, this first level of Ethics is about a professional fulfilment of our commitment.

**THE SECOND LEVEL IS THE LEVEL OF COMPLIANCE TO LAWS AND REGULATIONS, AND THE WAY WE ARE ORGANISED FOR THAT.**

This level is all about governance: balance & check parties in the organisation, Management principles, processes and tools, training and communication, alert systems, the Code of Ethics itself, and compliance in general.

**THE THIRD LEVEL IS THE LEVEL OF OUR VALUES AND BEHAVIOURS.**

Wherever located in the world, in whatever position or level: every Worldline employee strives to embody the company's values in all actions undertaken as part of the day-to-day duties. We believe that these values of innovation, excellence, cooperation and empowerment are key factors for a prosperous future of Worldline and its employees.

**Innovation**

Our definition of innovation goes beyond just generating great new ideas, whether they concern a product or a process, big or small, disruptive or incremental. What we define as success lies in bringing these ideas to life, and with that, making tangible improvements for customers, society and employees.

**Excellence**

A trusted world is built on superior results – and we don't settle for less. We set ambitious targets. We have the best experts who brilliantly execute the commitments we make. We don't rest on our laurels and constantly progress to continue realising our purpose.

**Cooperation**

Our whole is greater than the sum of our parts - we build long-lasting relationships with our co-workers, customers and ecosystem. We leave our egos aside to realise our common purpose. We support each other and share successes, small and big, on the journey towards a trusted world.

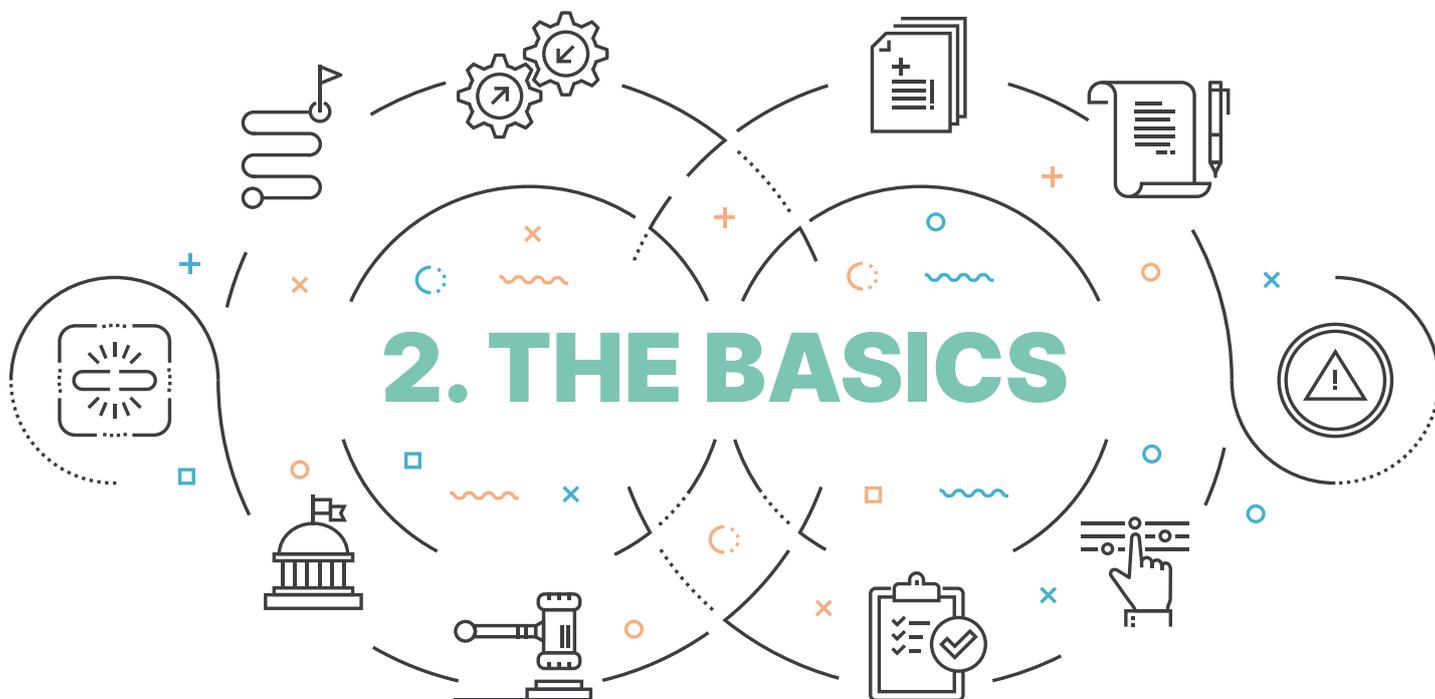
**Empowerment**

Empowerment is a two-way street. On the one hand, being trusted and supported by Worldline's leaders to realise our full potential; on the other hand, being accountable for our own journey and not hesitating to take action.

**THE FOURTH LEVEL IS THE LEVEL OF OUR "RAISON D'ÊTRE", OUR COMPANY PURPOSE.**

Worldline designs and operates 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.

Our company, together with every individual working here, is working at all four levels, aiming to be an efficient company with the right organisation; compliant with rules and regulations; respectful of others according to our four key values; and fulfilling our "Raison d'être" through our positive contributions to the world.



## RESPECTING EACH OTHER

Respect is the foundation of any relationship. It is about respecting the other physically, emotionally, mentally and ideologically. Honesty, trust, integrity and loyalty must therefore always guide us in our actions and behaviour. Worldline subscribes the United Nations Global Compact principles on human rights, labour, environment and anti-corruption.

## ENDORISING DIVERSITY

We are a diverse group composed of different working cultures; this diversity stimulates our creativity and innovation. We support and promote diversity and inclusiveness, being part of good management practices and leading to improved morale, greater team work, innovations and a culture of mutual understanding and respect.

## NO DISCRIMINATION, HARASSMENT OR VIOLENCE

There is no acceptance of employees being subjected to offensive, abusive or other unwanted behaviour in the workplace which violates the personal dignity of the victim or creates an intimidating, hostile or humiliating environment for the victim (e.g. physical, sexual, psychological, verbal or any other form of harassment). It is Worldline's policy to ensure that the behaviour of its employees does not discriminate against anyone on the grounds of gender, age, ethnicity, national origin, religion, disability, sexual orientation, infection or disease, citizenship, genetic information or any other relevant characteristic protected under the applicable law.

We do not tolerate intimidation or harassment in any form, either between employees or with third parties, preserving thus physical and mental health and safety.

## EQUAL EMPLOYMENT OPPORTUNITIES

We provide equal employment and opportunities for promotion to all employees based on skills, qualifications and experience. We commit to respecting laws and regulations related to working conditions, working hours, fair remuneration guaranteeing at least the applicable minimum wage and benefits legally required.

Additionally, to help develop wellbeing initiatives, the We@Worldline program is put in place.

## HUMAN RIGHTS

Following the United Nations Global Compact principles on human rights, labour and environment, we adhere to the elimination of all forms of exploitative and compulsory labour and the effective abolition of child labour, upholding the freedom of association and the effective recognition of the right to collective bargaining as well as supporting and respecting the protection of internationally proclaimed human rights.

## ENSURING EVERYONE'S HEALTH AND SAFETY

We are committed to providing a healthy and safe work environment and complying with all applicable legislation (e.g. duty of care). We are responsible for making decisions that will prevent and/or mitigate risks and ensure our own health and safety as well as that of others in accordance with the workplace health and safety guidelines. This also applies during business trips where safety and security measures are foreseen to protect us. It is pertinent 24/7 for work abroad, business travellers and expatriates, weekends included.

We must also report problematic situations or unsafe conditions when they occur, so they can be mitigated.

## **ALCOHOL, DRUGS AND OTHER ABUSES OR ADDICTIONS**

When carrying out our duties, whether on Worldline's premises or elsewhere, we may not take or be under the influence of alcohol or any other drugs, whether legal or not, that could impair our judgement or reduce productivity. Being under influence is also forbidden as it may pose safety and health risks to ourselves and those that work with us. It is obviously forbidden to have illegal drugs in our possession.

## **COMMITTING TO SUSTAINABILITY AND SOCIAL RESPONSIBILITY**

As responsible players in the communities in which we operate, we recognise that our impacts go beyond the business world. We therefore applaud and encourage Worldliners who participate in a significant number of grassroots social initiatives, making a real difference to local communities, giving a sense of purpose and fulfilment. We created a Corporate Social Responsibility (CSR) program which includes extra-financial challenges into our corporate strategy, a basis for the company's resilience for decades to come.

## **COMPLYING WITH LAWS AND REGULATIONS IN THE LETTER AND THE SPIRIT**

We place great importance on the principle that business should be conducted both profitably and responsibly. To remain a trusted partner and protect our reputation, we conduct business in line with high standards of ethical principles and practices, both internally and with third parties, in addition to what is written in the law. It is therefore our duty to be familiar and comply with the legislation governing our activities. We must not, at any time, participate in activities that are illegal or could be perceived as such.

Complying with laws also means:

### **Fighting against corruption**

We have zero tolerance for bribery, corruption or other forms of fraud. In addition to the need to follow the law, our rejection of corruption has important business benefits, including maintaining our corporate reputation and retaining the confidence of customers and third parties with whom we do business.

Bribery and corrupt conduct are forbidden regardless of whether it takes place in the public sector or in the private sector. We must not engage in bribery (either giving or receiving things of value to gain an improper business advantage) in connection with any of the Company's dealings or activities involving private or public companies, organisations or individuals. Particular care should be taken in dealings or activities involving Government or Public Officials, but it is just as important to remember that private entities and individuals may also be the subject of bribery. We must comply with the framework set out in the Anti-Bribery, Anti-Corruption and Anti-Fraud Policy.

## **Fighting against money laundering and terrorism financing**

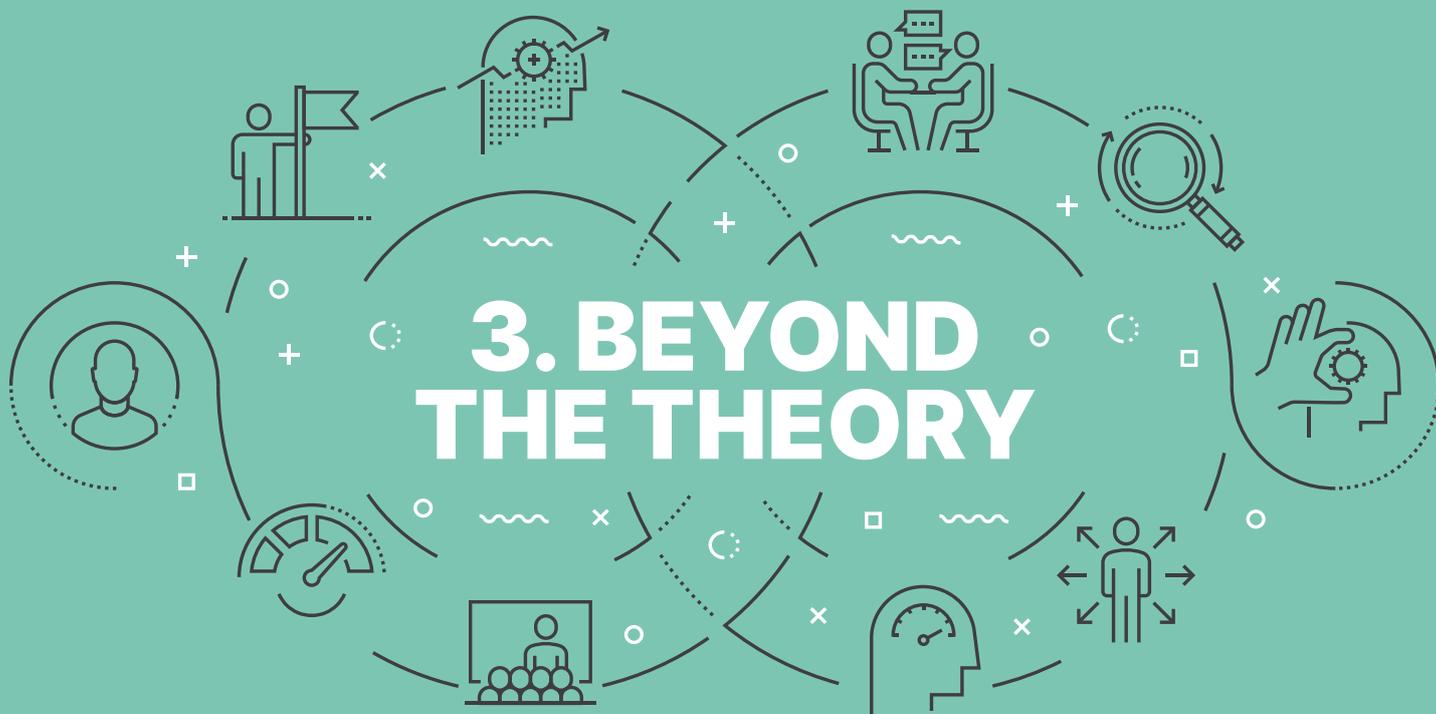
Money Laundering is the process by which criminals disguise the origins of money obtained by passing it through a complex sequence of transfers or transactions. Money Laundering is also linked with terrorism financing.

We must take all necessary measures to reduce the risk that Worldline's products and services are used for money laundering and terrorism financing purposes. In our day-to-day activities, we must apply the principles set out in the Anti-Money Laundering and Terrorism Financing Policy and the standards and procedures that stem from it. We must also immediately identify and report any unusual transactions or attempted unusual transactions in accordance with the transaction reporting procedure.

## **Complying with Export Control and Sanctions Regulations**

Export control is constituted of national and international regulations which empower governments to control and limit free trade. It is a tool used to fight against the proliferation of weapons of mass destruction and goods and technology used in the biological, chemical, ballistic or nuclear domain. It is also used to control the supply of weapons or dual use technologies, tools and products to parties who might misuse them or to punish or isolate countries, companies and individuals who are deemed to behave in contravention of national and international norms. Before any equipment or technology is transferred, exported, re-exported, brokered or transported we take into account these export regulations. Furthermore, some countries are under a sanction regime and having business with them may be forbidden.

Therefore, we ensure that the required licenses are provided for controlled goods; a proper screening of third parties is completed and final destination is sufficiently analyzed.



## 3. BEYOND THE THEORY

### ETHICAL BEHAVIOUR IN PRACTICE

#### Partners and third parties

We express a clear intention to select third parties who respect the law, do not engage in unethical, fraudulent or corrupt practices, do not use or accept child or forced labour, do not practice or support any psychological or physical coercion, do respect individual and collective liberties, and comply with labour laws on the recruitment and during further employment. At the same time we expect that our third parties impose the same standards to their own suppliers and subcontractors.

Our Business Partners Commitment to Integrity Charter establishes more detailed requirements for suppliers to comply with, on Human Rights and labour practices, Business Integrity, Environmental Impact and Sustainable Procurement. We expect our third parties to comply with both the letter and the spirit of the Code of Ethics and the abovementioned Charter, in addition to the laws and regulations of the countries where they operate.

We may decide not to enter into a relationship with a third party or terminate an existing relationship if these principles are not applied.

Worldline's third parties are encouraged to raise any genuine concerns about potential criminal, fraudulent or dangerous activities or wrongdoing committed by other employees or officers, including any violation of the Code of Ethics or the Business Partners Commitment to Integrity Charter through the same channels as mentioned below.

#### Fair competition

We always act in line with competition law. This means that we treat our partners with respect, do not take unfair advantage, do not directly or indirectly exchange information with competitors on prices, terms and conditions, volumes, market shares and clients. We do not fix prices or agree on procurement conditions, share markets or any other practice that could restrict competition.

#### Conflicts of interest

When our professional judgement is or appears to be undermined by personal relations or activities, it is considered as a potential conflict of interest. Such interest may be material or immaterial, direct or indirect. Our personal interests or obligations should never be in conflict or interfere with the company's business activities, and we must always act for the company's benefit.

To avoid potential or real conflicts of interest which arise during employment with Worldline, we must avoid the following activities if they interfere with the interests of Worldline:

- avoid having any professional activity, including any management position, in any company not belonging to the Worldline Group;
- refrain from having any interest whatsoever with any Worldline partner, competitor or complementary business - except for the purpose of purely financial investment without power of control;
- avoid participating in selection processes where personal interest can interfere;
- avoid combining internal roles that are potentially conflicting.

We disclose real or potential conflicts to our Line Manager and the Human Resources department as outlined in the Conflict of Interest Policy.

## PROTECTING ASSETS AND INFORMATION

### Business information

As a general rule, Worldline protects its information. Classifying information in a correct way helps managing information appropriately.

We protect the confidentiality of information acquired in carrying out our duties and responsibility. We commit to use such information only for business purposes, to disclose it only to persons who need to know it for the purposes defined internally or agreed with the third party concerned, and to protect it against unauthorised or accidental disclosure by use of physical or IT protection devices.

### Data protection

Worldline puts in place data protection and security policies in order to guarantee a strong level of protection to the personal data it processes. We have devised a comprehensive approach based on four main pillars: policies, a community, practical tools and training.

### Privileged information

Worldline is listed on the Euronext Paris Stock Exchange. In this context, we must not use or disclose any information that has not been made public and which, if it were made public would be likely to have an effect on the price of Worldline's shares. Misuse of inside information for our own benefit or for the benefit of a third party is a serious criminal offence and could result in imprisonment as well as reputational damage.

### Protection of assets

Worldline has many valuable assets, on which its future depends. Among the most important assets to be protected are Worldline information, hardware, tools and intellectual property rights. Intellectual property rights cover Worldline's copyrights, patents, software in object or source code form, technical information, inventions and trade secrets. Protection of the company's assets is an obligation pertaining to all of us.

### Fraud

We must not engage in any form of fraud. Misappropriation of resources, manipulation of data or assets, intentional omissions or changes in financial reporting, just to name some, may constitute fraud. Similarly, giving incorrect information to a client in order to secure a contract could constitute a fraudulent act and as such, lead to the imposition of penalties on Worldline, as well as civil or criminal proceedings. Worldline has an internal control framework in place to provide assurance on accurate records, reporting and accounting, known and implemented over the group. Fraudulent acts or suspicion of such acts must be reported immediately via the compliance alerts channels as mentioned below.

## SECURE BEHAVIOUR IN PRACTICE

### Information security

We place security at the heart of our priorities. For Worldline it is paramount to guarantee the level of security of our services with a constant and lasting improvement, serving our offers and our customers. We are all responsible to protect ourselves and protect Worldline by being vigilant to threats such as phishing, scams, social engineering and other sorts of cybercrimes.

We ensure that Worldline's and its customers' information remain secure. Our equipment is Worldline's property and we contribute to the protection and safekeeping of sensitive information belonging to Worldline or to its customers. This helps to reduce the risk of a data breach and identity theft.

### The use of illegal or hacking software

We don't use illegal or unlicensed copies of commercially available software, nor use, exchange or store illegal software on our systems. We don't install any hacking type tools on Worldline's or customers' network and/or workstation (desktop and laptop), these include, but are not limited to, products such as password crackers, port scanners, peer-to-peer tools, file sharing tools, packet sniffers, etc. unless there is a valid business justification in line with applicable policies.

### Business continuity

Being a systemic player in some countries, an important service provider and a large employer in the global market, many depend on our business. This vital position brings along a considerable responsibility with regards to offering business continuity to all stakeholders. Worldline ensures that sufficient resources are allocated to enable key Business Continuity Management (BCM) activities to take place and will ensure that key personnel have the knowledge and background to perform their roles. All employees regardless of their role within BCM receive a minimum level of information on BCM to ensure embedding BCM into day-to-day operations and management processes.



## 4. REPORTING NON-COMPLIANCE

Sometimes a certain situation might be difficult to judge, hence making the decision to report a non-compliance very hard. When facing such situations and in case of doubt, taking a moment to reflect on the following questions might bring some clarity:

- If I report it, will I sleep well?
- If I report it, will I be capable to look at myself in the mirror?
- If I report it, will I be okay to read it in the newspaper or see it published on the internet?
- If I report it, will I be in a position to tell my children I am an honest person if they ask me?
- If I report it, will I be capable to write it down if I were to write about my life or my biography?
- If I report it, can it be extended as a general practice or law?

When you find that an issue needs to be raised, speak up.

At Worldline, we speak up if we suspect that a law, regulation or one of the principles set out in this Code of Ethics has been or is about to be breached. We raise issues when we see them and make a disclosure about suspected wrongdoings in the workplace, either internally or externally, knowing that solutions will be found for the problems we face.

Worldline will not apply any sanction or retaliatory measure against the reporter, provided that the alert is raised in good faith, even if the events relating to the alert prove inaccurate or no action is subsequently taken.

Concerns can be raised in different ways:

- To the line manager;
- To the Compliance Function or the Chief Compliance Officer, via [ComplianceWorldline@worldline.com](mailto:ComplianceWorldline@worldline.com) or [worldline.integrityline.org](http://worldline.integrityline.org).

Concerns will be treated and acted upon according to the Compliance Alert Policy and Process.

Except where permitted by law, anonymous reports will not be considered.

## ABOUT WORLDLINE

Worldline [Euronext: WLN] is the European leader in the payment and transactional services industry. With innovation at the core of its DNA, Worldline's core offerings include pan-European and domestic Commercial Acquiring for physical or online businesses, secured payment transaction processing for banks and financial institutions, as well as transactional services in e-Ticketing and for local and central public agencies. Thanks to a presence in 30+ countries, Worldline is the payment partner of choice for merchants, banks, public transport operators, government agencies and industrial companies, delivering cutting-edge digital services. Worldline's activities are organised around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 12,000 people worldwide, 2019 revenue of circa 2.4 billion euros.

[worldline.com](https://worldline.com)

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responsible forestry