



Conflicts of Interest Policy

Policy Owner:	Carrie Russell, <i>SVP, Deputy General Counsel Senior</i>
Policy Custodian:	Kelsey Joyce, <i>Corporate Counsel</i>

Organization: Legal, Risk, Compliance, Audit – Ethics Office

Contact: Kelsey.Joyce@worldpay.com

Original Publication Date: February 1st, 2024

Current Publication Date: October 17th, 2025

Policy Review Due Date: March 6th, 2026

Information Classification: Public

Version: V2.0

Summary of Key Policy Statements

Summary Reference	Summary Statement
COI – P1	Purpose and Scope: This policy applies to all colleagues, contractors, consultants, directors, and others acting on behalf of any Worldpay entity. Its purpose is to provide guidance on identifying, disclosing, and managing actual, potential, or perceived conflicts of interest to protect the company from reputational and legal risks.
COI – P2	Disclosure and Avoidance of Conflicts: All individuals must avoid activities, interests, or relationships that interfere – or appear to interfere – with their independent judgment or the interests of Worldpay. Any actual, potential, or perceived conflict of interest must be fully disclosed in the Disclosure Application and not engaged in until reviewed and approved by the Ethics Office.
COI – P3	Types and Examples of Conflicts: Conflicts of interest can be actual, perceived, or potential. Examples include outside financial interests in competitors or vendors, doing business with Relatives, corporate opportunities, outside employment, board memberships, personal political activities, and accepting/giving Gifts or Entertainment that could influence business decisions. All such situations require disclosure.
COI – P4	Obligation to Speak Up: If you are aware of or suspect a conflict of interest involving yourself or another colleague, you are required to report it to the Ethics Office in accordance with the Speak-Up Policy.

Table of Contents

Policy Purpose	4
Policy Scope	4
Statement.....	4
Alignment to Risk Appetite.....	5
Types of Conflicts of Interest	5
Examples of Conflicts of Interest.....	6
Escalation Process and Non-Retaliation	Error! Bookmark not defined.
Mandatory Training	Error! Bookmark not defined.
Roles and Responsibilities	Error! Bookmark not defined.
Obligation to Speak Up	12
Policy Roles & Responsibilities	12
Policy Owner	12
Policy Custodian.....	13
Cross Reference to Supporting Materials	13
Contributors.....	13
Version Control.....	13
Document Status	13
Document Sign-off	13

Policy Purpose

This policy outlines procedures for colleagues to follow when a potential conflict exists between their own personal interests and the interests of Worldpay. This policy is intended to provide guidance on how to identify an actual, potential, or perceived conflict of interest, protect the Company from reputational risk, and avoid potential legal consequences. The Company requires its colleagues, contractors, consultants, and others acting on its behalf to disclose relevant facts relating to any actual, potential or perceived conflict of interest in the Disclosure Application. This policy is not designed to answer every specific question or scenario but rather is intended to provide general guidelines around recognizing, preventing, and disclosing conflicts of interest. Colleagues are encouraged to seek the advice and assistance of the **Worldpay Ethics Office** at WorldpayEthicsOffice@worldpay.com with questions regarding actual, potential, or perceived conflicts of interest.

Policy Scope

This policy applies to all colleagues, prospective employees, independent contractors, consultants, directors, and others acting on behalf of any Worldpay legal entity or affiliate (the "Company").

Statement

While Worldpay recognizes that colleagues have a variety of interests outside of work, a conflict of interest may arise when colleagues have competing interests and may not be able to exercise independent or objective judgment or effectively undertake their duties for the Company as a result of those competing interests. Colleagues must avoid any activity, investment, interest, or association that interferes or gives the appearance of interfering with the independent exercise of judgment in carrying out assigned job responsibilities or that may conflict with the business interests of the Company.

Although not all conflicts of interest are necessarily prohibited, colleagues must provide full disclosure of all actual and perceived or potential conflicts of interest to determine whether a conflict of interest does exist and, if so, how to avoid, resolve or mitigate the conflict. For this reason, colleagues are required to submit any activity or interest that interferes with, or gives the appearance of interfering with, their independent exercise of judgment or that may conflict with Company interests to the Ethics Office via the Disclosure Application for review and approval. Colleagues should not engage in the activity or interest prior to receipt of approval and confirmation from the Ethics Office that there is no actual, perceived, or potential conflict.

Failure to submit an actual, perceived or potential conflict may subject a colleague to disciplinary action up to and including termination, as per local law.

Any exception or waiver of this policy with respect to any executive and those serving in senior financial officer roles must first be approved by the Chief Ethics Officer and in some circumstances by the Worldpay Board of Directors and promptly disclosed as required under applicable law, rule, or regulation.

Alignment to Risk Appetite

In accordance with Worldpay's Risk Taxonomy, as approved by the Executive Risk Committee under delegated authority from the Board, and in alignment with the Company's Conflicts of Interest Policy, Worldpay maintains a low appetite for Legal and Compliance Risk. This reflects the Company's strong commitment to compliance with applicable laws, regulations, and card brand requirements, and its unwillingness to knowingly deviate from these standards.

Worldpay's exposure to Legal and Compliance Risk in the context of conflicts of interest is primarily driven by the potential for impaired objectivity, reputational harm, and violations of ethical or regulatory obligations. Activities that interfere with an individual's ability to make impartial decisions on behalf of the Company – or that create the perception of such interference – pose significant compliance risks.

This document sets forth a program by which Worldpay manages Legal and Compliance Risk associated with conflicts of interest. It emphasizes mandatory disclosure of actual, potential, or perceived conflicts through the Company's Disclosure Application, and outlines escalation procedures, annual review processes, and coordinated oversight. The program supports Worldpay's risk appetite objectives by promoting transparency, ethical conduct, and proactive compliance oversight – ensuring that all employees are empowered to disclose interests and that such disclosures are assessed and mitigated in accordance with internal policy and applicable law.

Types of Conflicts of Interest

A **conflict of interest** can occur when your personal interests:

- Interfere with your ability to make objective decisions on behalf of the Company;
- Prevent you from doing what is best for the Company; or
- Are perceived to be a conflict by others, even if nothing unethical or improper has occurred.

To assist in avoiding a conflict of interest, it is important to understand the following types of conflicts:

- Actual conflict of interest: There is a direct conflict between current duties or responsibilities and a colleague's personal interests.

- Perceived conflict of interest: It appears that personal interests are improperly influencing the performance of duties, regardless of whether this is, in fact, the case.
- Potential conflict of interest: Exists where personal interests may reasonably be expected to create an actual conflict of interest.

Examples of Conflicts of Interest

Conflicts of interest may cause damage to the reputation of Worldpay and client relationships and may result in the loss of business and failure to meet legal or regulatory obligations as well as create risk of litigation. Specific examples of situations that may create actual, perceived, or potential conflicts may include, but are not limited to the following:

- **Outside Financial Interests:** Colleagues must not have a financial interest in a company that competes with or does business with Worldpay, other than as a minor shareholder. A minor shareholder is defined as someone having **less than 2 percent ownership**. This includes any direct or indirect interests in any Worldpay vendor, third-party supplier, contractor, client, or competitor of the Company. Any such business transactions must be fully disclosed in the Disclosure Application.
- **Doing Business with Relatives:** One of the most common conflicts of interest can occur when working with a relative or close personal relationship. It is generally acceptable for Worldpay to conduct business with a company where a relative or close personal relationship of a colleague is employed; however, no colleague should engage in any business transaction on behalf of the Company with a firm in which a relative (by blood or by marriage) or close personal relationship is a principal, officer, representative, or direct or indirect manager of services performed for the Company or is involved in negotiations with the Company. Likewise, it is generally acceptable for relatives and friends to work at Worldpay; however, colleagues should never be involved in offering employment to a relative or someone with whom they have a close personal relationship and should never supervise a relative or someone with whom they have a close personal relationship. Colleagues are required to disclose such relationships in the Disclosure Application.

For the purposes of this policy, "relatives" include a spouse, domestic partner, child or stepchild, parent, parent-in-law, sibling, grandparents, a spouse's parents and grandparents, grandchildren, great-grandchildren, stepsiblings, half-sibling, uncles, aunts, nephews, nieces and cousins and anyone sharing the colleague's household.

- **Corporate Opportunities:** Colleagues owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Colleagues are prohibited from: (a) taking for

themselves personally any opportunity which Worldpay could reasonably expect to obtain and develop that is discovered through the use of Company property, information or position; (b) using Company property, information, or position for personal gain; or (c) competing with the Company.

- **Outside Employment:** The Company recognizes a colleague's right to engage in activities outside of the employment relationship which are of a private nature and unrelated to Company business. Colleagues must submit all outside employment opportunities, including consulting engagements, speaking opportunities, writing industry articles or books for external publication, or appearing on podcasts, in the Disclosure Application for review and approval.

Colleagues whose outside employment or opportunities are approved may continue to hold such outside employment or undertake such opportunities so long as doing so does not interfere with the performance of Company responsibilities and is not performed while on Company time or using Company resources.

If the Company determines that the outside employment or opportunity interferes with performance or the ability to meet Company requirements, the colleague may be asked to terminate the outside employment or other opportunity to remain employed by the Company. Colleagues will generally be prohibited from engaging in outside employment or opportunities that create a conflict of interest, including but not limited to accepting employment or opportunities with a current or potential competitor, supplier, vendor or client.

- In certain countries, such as India, this approach regarding outside employment may be modified to comply with local law. Please contact the Ethics Office at WorldpayEthicsOffice@worldpay.com, if you have any questions.
- **Business Gifts or Entertainment and Hospitality:** Business Gifts or Entertainment and Hospitality can be a great tool for building a business relationship, but they should never be—or even appear to be—an attempt to influence a business decision. A conflict of interest can occur if an exchange of Business Gifts or Entertainment and Hospitality can be reasonably perceived as an inducement to secure preferential treatment. Colleagues must not provide or accept any gift, favor, business courtesy or entertainment or hospitality that may create a feeling of obligation, compromise judgment or lend the appearance of trying to influence the recipient. For more information, please review our Business Gifts and Entertainment Policy.
- **Board Memberships:** Worldpay encourages all colleagues to be active in local communities. Colleagues must submit all board memberships whether with a for-profit or not-for-profit entity in the Disclosure Application, unless otherwise set forth below, for review and approval

to confirm no conflict exists. Such opportunities must be disclosed and approved by the Ethics Office prior to commencing service on any such board. Colleagues are not permitted to serve on the board of directors of any company that competes or does business with Worldpay. As with outside employment opportunities, board memberships should not interfere with a colleague's performance or job responsibilities. If it is determined that the board membership interferes with performance or the ability to meet Company requirements, the colleague may be asked to resign from the board.

Colleagues must also ensure board service does not conflict with any policy in the Worldpay Employee Handbook or the Worldpay Code of Business Conduct and Ethics, including limitations on their ability to have outside financial interests or business relationships, especially with any supplier, contractor, customer or competitor of Worldpay, or any entity that is engaged in any business transaction involving Worldpay, and activities that interfere with responsibilities and obligations to Worldpay. Colleagues are required to update a Disclosure Application if there are any changes to the role initially accepted, including any change in compensation for serving in the role.

- **Officer or Director for a For-profit Entity (other than a Worldpay Affiliate) at the Request of Worldpay**

Service as an officer or director must be approved by the CEO, CFO, or CLO. As an officer or director, colleagues are expected to use reasonable efforts to regularly confirm the entity carries directors' and officers' liability insurance coverage for their benefit. The entity's directors' and officers' liability insurance must provide primary (not excess) coverage. If a colleague is made, or threatened to be made, a party to an action or proceeding while serving as an officer or director at the request of Worldpay, Worldpay will, to the fullest extent permitted by applicable law, indemnify the colleague for the costs not covered under the entity's directors' and officers' liability insurance. If compensation is paid for this role, the compensation shall be paid to (or remitted to) Worldpay for allocation as directed by the CFO.

In serving as an officer or director of another entity while an employee of Worldpay, colleagues should be aware of the statutory fiduciary duties that an officer or director owes to the other entity, including situations where the conflict with the colleague's obligations as an employee of Worldpay may necessitate recusal from officer or director duties for the other entity. Colleagues are only required to enter service as an officer or director in the Disclosure Application to the extent a potential conflict of interest arises during such service.

- **Officer or Director for a For-Profit Entity (not requested by Worldpay)**

Colleagues presented with the opportunity to serve as an officer or director (or in another similar managerial role) of a for-profit entity, other than at the request of Worldpay or with a Worldpay affiliate, must register this opportunity in the Disclosure Application, including any compensation paid for serving in the role. Colleagues should not accept a role as an officer or director with a for-profit entity prior to receiving approval from the Ethics Office. Upon approval, it is the colleague's responsibility to ensure that serving in this role does not conflict with any policy in the Worldpay Employee Handbook or the Worldpay Code of Business Conduct and Ethics, including limitations on a colleague's ability to have outside financial interests or business relationships, especially with any supplier, contractor, customer or competitor of Worldpay, or any entity that is engaged in any business transaction involving Worldpay, and activities that interfere with responsibilities and obligations to Worldpay. If it is determined that the role as an officer or director of the for-profit entity conflicts with the colleague's obligations and responsibilities as a Worldpay employee, the colleague may be required to resign from the officer or director role.

The Company does not indemnify colleagues for any losses and the Company's insurance coverage will not apply to service as an officer or director for the for-profit entity.

- **Officer or Director of a Non-Profit Entity**

Worldpay encourages community and civic involvement by its employees, including service as an officer or director of non-profit entities. Unless requested in writing by the CEO, CFO or CLO to serve as an officer or director of the non-profit entity, Worldpay does not indemnify for any losses and Worldpay's insurance coverage will not apply to a colleague's service as an officer or director. If a colleague is serving as an officer or director of a non-profit entity at Worldpay's request and receives compensation, the compensation shall be paid to (or remitted to) Worldpay for allocation as directed by the CFO (excluding reimbursements for actual expenses incurred, which may be retained). Unless service for the non-profit entity has been requested by the Company, it must be entered in the Disclosure Application.

- **Dual Roles within the Organization:** Dual hatting occurs when a colleague holds two or more roles within the organization simultaneously. This practice can be beneficial and requires careful management to avoid conflicts of interest and ensure compliance with company policies. Colleagues must disclose any dual hatting arrangements to their immediate

supervisor and the People and Culture team and reported to the Ethics Office in accordance with this policy. Approvals will be based on an assessment of potential conflicts of interest, workload management and the overall benefit to the organization. Colleagues must avoid situations where dual hatting could lead to conflicts of interest. If a conflict arises, it must be disclosed immediately, and appropriate measures will be taken to mitigate the conflict. The Ethics Office will monitor dual hatting arrangements to ensure compliance with this policy.

- **Officer or Director of a Worldpay Affiliate**

From time-to-time, colleagues may be asked to serve as an officer or director of a Worldpay affiliate. Service as an officer or director must be approved by the CEO, CFO, or CLO. Colleagues made, or threatened to be made, a party to an action or proceeding while serving as an officer or director of a Worldpay affiliate, will, to the fullest extent permitted by applicable law (subject to statutory exclusions), be indemnified for the cost of defense and any judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred as a result of such action or proceeding.

Generally, no additional compensation will be paid to colleagues for this service as it shall be considered part of the colleague's job responsibilities. Any exceptions must be approved and remitted to the Business Unit for allocation as directed by the CFO.

- **Arm's Length Transactions with Affiliates:** An arm's length transaction is a deal in which the buyers and sellers act independently without one party influencing the other. This ensures both parties in the transaction are acting in their own self-interest and are not subject to any pressure or duress from the other party. All transactions with affiliates must be conducted at arm's length to ensure fairness and transparency. This means that both parties must act independently and in their own best interests. Transactions must be conducted at fair market value, ensuring that the terms are comparable to those that would be agreed upon by unrelated parties. All transactions with affiliates must be thoroughly documented (including the rationale for the transaction and the terms agreed upon). These transactions must be reviewed and approved and any potential conflicts will be disclosed to the Board of Directors. Certain transactions with affiliates may be exempt from these requirements, including transactions that are part of routine operational activities and are conducted on standard terms, transactions specifically exempted by regulatory guidelines, and transactions considered immaterial to operations.
- **Personal Political Activities:** Colleagues who wish to become a candidate for political office must not use their affiliation with Worldpay or their role as a central basis of their political campaign for office. Before beginning a campaign for political office, a colleague must disclose

the potential impact of such activity and subsequent government service in the Disclosure Application. Colleagues must also ensure that such service does not violate Company policy or violate applicable laws and regulations. Colleagues who may work in a role engaged in securing government contracts must also discuss any potential candidacy with both their manager and the Legal department to ensure Worldpay remains in compliance with applicable laws. Please review the Worldpay Political Activities Policy and contact the Worldpay Government Affairs Team for more information.

Escalation Process and Non-Retaliation

Conflicts of interest that cannot be resolved by the Ethics Office delegate who manages conflicts of interest should be escalated to the Chief Ethics Officer. The Chief Ethics Officer will review the situation and determine the appropriate course of action, which may include escalation to the Chief Executive Officer or the Board of Directors.

Whistleblowing Process:

To ensure a safe and confidential channel for reporting conflicts of interest violations or concerns, colleagues can utilize the Worldpay [Ethics and Integrity Line](#). Colleagues can choose to report anonymously, if permitted within their jurisdiction, and are encouraged to provide as much detail as possible to facilitate investigation and resolution.

Protection Against Retaliation:

Worldpay is committed to maintaining a workplace environment where colleagues can report conflicts of interest without fear of retaliation. Any form of retaliation against colleagues who report conflicts in good faith will not be tolerated and may be subject to disciplinary action.

Mandatory Training

As part of the annual Code of Business Conduct and Ethics training, all colleagues, including executive officers are required to complete mandatory training on identifying and managing conflicts of interest. This training covers: (i) the definition of a conflict of interest; (ii) examples of conflicts of interest; (iii) procedures for disclosing conflicts of interest; and (iv) steps to mitigate or eliminate conflicts of interest. Failure to complete mandatory training may result in disciplinary action, up to and including termination of employment.

Roles and Responsibilities

The Ethics Office is established to oversee adherence to Worldpay's Business Ethics Program, including the Conflicts of Interest Policy. The Ethics Office is responsible for: (i) oversight of this policy, including regularly reviewing and updating the policy, as necessary; (ii) assessing all entries in the Disclosure Application and appropriately decisioning all entries; and (iii) identifying and mitigating potential compliance risks. The Chief Ethics Officer is responsible for overseeing the Ethics Office, including this policy and the Worldpay whistleblowing program as set forth under the Speak-Up Policy. The Chief Legal Officer oversees the Legal, Compliance, Risk, and Audit Department, which includes the Ethics Office.

The Ethics Office has established a comprehensive control environment to prevent and manage conflicts of interest. This environment is designed to ensure compliance with regulatory requirements and promote ethical conduct across the organization, including defined roles and responsibilities within the Ethics Office, regular trainings which cover the identification and management of conflicts of interest, as well as the importance of adhering to policies and legal requirements, and use of the Disclosure Application, which is accessible to all employees.

The Business Ethics Program, including this policy, are subject to periodic internal audits. Internal Audit includes this policy in its audit calendar periodically to ensure compliance, effectiveness, and continuous improvement.

Obligation to Speak Up

If you are aware of a conflict of interest or suspect conduct or activity involving another colleague which may be an actual, perceived, or potential conflict, it is your duty to Speak Up in accordance with Worldpay's Speak-Up Policy and report it to the Worldpay Ethics Office at WorldpayEthicsOffice@worldpay.com.

Policy Roles & Responsibilities

Policy Owner

The Policy Owner is the Chief Ethics Officer who is responsible for the approval and for the oversight of the Formulation, Adoption, Implementation, Evaluation and Maintenance of the Policy. The Policy Owner may elect delegates in order to assist with the fulfilment of their responsibilities outlined in this Policy.

Policy Custodian

The Policy Custodian is responsible for the effective Formulation, Adoption, Implementation, Evaluation and Maintenance of the Policy, as well as the preparation of the Policy for approval by the Policy Owner in course of the respective review on a period determined by the tier, or where material changes are made. The Policy Custodian may engage their respective team and delegate to appropriate personnel to assist with the fulfilment of these responsibilities.

Cross Reference to Supporting Materials

This Policy has been established to address key risk objectives in respect of Business Gifts and Entertainment at Worldpay. In support of this Policy and the objectives it sets forth, other relevant documents are noted as follows:

- Code of Business Conduct and Ethics
- Speak-Up Policy
- Business Gifts and Entertainment Policy

Contributors

Team	Title
Ethics Office	Carrie Russell – SVP, Deputy General Counsel Senior and Chief Ethics Officer; Kelsey Joyce – Corporate Counsel I

Version Control

Document Status

Version	Status	Revision Date	Description
1.0	Final	March 2026	New Publication

Document Sign-off

Version	Date	Approved by
2.0	October 2025	Carrie Russell