



Fidelity National Information Services, Inc.
Offers to Purchase for Cash for Certain Outstanding Debt Securities
Any and All of the Outstanding Securities Listed Below

Title of Security	Security Identifier(s)	Principal Amount Outstanding	Applicable Maturity Date	Applicable Par Call Date	Reference Security	Bloomberg Reference Page	Fixed Spread	Fixed Total Consideration⁽¹⁾
Floating Rate Senior Notes due 2021	<u>ISIN</u> : XS1843436491	€500,000,000	5/21/2021	N/A	N/A	N/A	N/A	€1,000.50
0.125% Senior Notes due 2021	<u>ISIN</u> : XS1843436657	€500,000,000	5/21/2021	4/21/2021	N/A	N/A	N/A	€1,000.82
3.500% Senior Notes due 2023	<u>CUSIP</u> : 31620MAK2 <u>ISIN</u> : US31620MAK27	\$700,000,000	04/15/2023	01/15/2023	0.250% UST due 4/15/2023	FIT5	+30 bps	N/A
3.875% Senior Notes due 2024	<u>CUSIP</u> : 31620MAM8 <u>ISIN</u> : US31620MAM82	\$400,004,000	06/05/2024	03/05/2024	2.000% UST due 5/31/2024	FIT5	+25 bps	N/A
2.602% Senior Notes due 2025	<u>ISIN</u> : XS1843436061	£625,000,000	5/21/2025	2/21/2025	5.000% UKT due 3/7/2025	FIT GLT0-10	+30 bps	N/A
5.000% Senior Notes due 2025	<u>CUSIP</u> : 31620MAR7 <u>ISIN</u> : US31620MAR79	\$611,928,000	10/15/2025	07/15/2025	0.250% UST due 6/30/2025	FIT6	+45 bps	N/A
3.000% Senior Notes due 2026	<u>CUSIP</u> : 31620MAT3 <u>ISIN</u> : US31620MAT36	\$1,250,000,000	08/15/2026	05/15/2026	1.625% UST due 5/15/2026	FIT6	+25 bps	N/A

1. Per €1,000 principal amount of Floating Rate Senior Notes due 2021 or 0.125% Senior Notes due 2021, as applicable, validly tendered at or prior to the Any and All Expiration Date (as defined below) or the Guaranteed Delivery Date (as defined below) pursuant to Guaranteed Delivery Procedures (as defined below) and accepted for purchase (and subject to the applicable minimum authorized denominations described herein). Does not include the Accrued Interest.

Up to the Aggregate Maximum Repurchase Amount^(a) of the Outstanding Securities Listed Below

Title of Security	Security Identifier(s)	Principal Amount Outstanding	Acceptance Priority Level^(a)	Applicable Maturity Date	Applicable Par Call Date	Interpolated Rate	Reference Security	Bloomberg Reference Page	Fixed Spread	Early Tender Payment (b)(c)
4.250% Senior Notes due 2028	CUSIP: 31620MAY2 ISIN: US31620MAY21	\$400,000,000	1	5/15/2028	2/15/2028	N/A	1.125% UST due 2/15/2031	FIT1	+25 bps	\$50
3.750% Senior Notes due 2029	CUSIP: 31620MBJ4 ISIN: US31620MBJ45	\$1,000,000,000	2	5/21/2029	2/21/2029	N/A	1.125% UST due 2/15/2031	FIT1	+45 bps	\$50
4.500% Senior Notes due 2046	CUSIP: 31620MAU0 ISIN: US31620MAU09	\$324,021,000	3	8/15/2046	2/15/2046	N/A	1.625% UST due 11/15/2050	FIT1	+95 bps	\$50
1.500% Senior Notes due 2027	ISIN: XS1843436228	€1,250,000,000	4	5/21/2027	2/21/2027	February 2027 Interpolated Rate	N/A	ICAE1	+40 bps	€50

- (a) The offers with respect to the Maximum Tender Offer Notes (as defined below) are subject to an aggregate maximum repurchase amount of \$500,000,000 principal amount (the “Aggregate Maximum Repurchase Amount”). The Company will allocate the Aggregate Maximum Repurchase Amount to purchase Maximum Tender Offer Notes subject to the Acceptance Priority Level as more fully set forth herein. In applying the Aggregate Maximum Repurchase Amount with respect to the 1.500% Senior Notes due 2027, the Company intends to use a conversion rate of Euros to U.S. dollars as described under “The Terms of the Tender Offers—Currency Conversion.”
- (b) Per \$1,000 or €1,000 principal amount, as applicable.
- (c) The Total Consideration for Maximum Tender Offer Notes validly tendered prior to or at the Early Tender Date (as defined below) and accepted for purchase is calculated using the applicable Fixed Spread (as defined below) and is inclusive of the Early Tender Payment.

The Tender Offers (as defined below) for the Floating Rate Senior Notes due 2021, the 0.125% Senior Notes due 2021, the 3.500% Senior Notes due 2023, the 3.875% Senior Notes due 2024, the 2.602% Senior Notes due 2025, the 5.000% Senior Notes due 2025 and the 3.000% Senior Notes due 2026 (the “Any and All Notes”) will expire at 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes, each as defined below), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes, as defined below), on March 2, 2021, and the Tender Offer for the 4.250% Senior Notes due 2028, the 3.750% Senior Notes due 2029, the 4.500% Senior Notes due 2046 and the 1.500% Senior Notes due 2027 (the “Maximum Tender Offer Notes”) will expire at 11:59 p.m., New York City time, on March 22, 2021, or, in each case, any other date and time to which Fidelity National Information Services, Inc. (“FIS” or the “Company”) extends the applicable Tender Offer (such respective dates and times, as they may be extended with respect to a Tender Offer, the applicable “Expiration Dates”), unless earlier terminated.

You must validly tender your Any and All Notes prior to or at 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 2, 2021, or any other date and time to which FIS extends the Any and All Tender Offer (such date and respective times, as they may be extended with respect to the Any and All Notes, the “Any and All Expiration Date”), and your Maximum Tender Offer Notes prior to or at 5:00 p.m., New York City time, on March 8, 2021 (such date and time, as it may be extended with respect to a series of Maximum Tender Offer Notes, the “Early Tender Date”), to be eligible to receive the applicable Total Consideration plus Accrued Interest (as defined below). If you validly tender your Maximum Tender Offer Notes after the Early Tender Date but prior to or at the applicable Maximum Tender Expiration Date (as defined below), you will only be eligible to receive the applicable Late Tender Offer Consideration (as defined below) plus Accrued Interest.

Any and All Notes tendered pursuant to the Any and All Tender Offer may be withdrawn prior to or at, but not after, 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 2, 2021, and Maximum Tender Offer Notes tendered pursuant to the Maximum Tender Offer (as defined below) may be withdrawn prior to or at, but not after, 5:00 p.m., New York City time, on March 8, 2021 (such date and time, as it may be extended with respect to the Any and All Notes or a series of Maximum Tender Offer Notes, the applicable “Withdrawal Deadline”). The Tender Offers are subject to the satisfaction of certain conditions, including the Financing Condition (as defined below), as set forth under the heading “The Terms of the Tender Offers—Conditions of the Tender Offers.”

This Offer to Purchase (as amended from time to time, the “Offer to Purchase”) and the Notice of Guaranteed Delivery (as defined below) contain important information that should be read before any decision is made with respect to the Tender Offers. In particular, see “Risk Factors” beginning on page 11 of this Offer to Purchase for a discussion of certain factors you should consider in connection with the Tender Offers. Requests for documents relating to the Tender Offers, including this Offer to Purchase, may be directed to the Tender and Information Agent at the address and telephone numbers set forth on the back cover of this Offer to Purchase.

Neither the U.S. Securities and Exchange Commission (the “SEC”), any U.S. state securities commission nor any regulatory authority of any other country has approved or disapproved of the Tender Offers, passed upon the merits or fairness of the Tender Offers or passed upon the adequacy or accuracy of the disclosure in this Offer to Purchase. Any representation to the contrary is a criminal offense.

Joint Dealer Managers

J.P. Morgan

Goldman Sachs & Co. LLC

Co-Dealer Manager

Barclays

Citigroup

February 23, 2021

Upon the terms and subject to the conditions of each of the individual offers to purchase described in this Offer to Purchase, and, in the case of the Any and All Notes, the related notice of guaranteed delivery attached as Annex 1 hereto (as the same may be amended or supplemented, the “Notice of Guaranteed Delivery”), the Company hereby offers to purchase for cash (1) any and all of the Any and All Notes and (2) up to the Aggregate Maximum Repurchase Amount of the Maximum Tender Offer Notes. The Aggregate Maximum Repurchase Amount is \$500,000,000 principal amount. In applying the Aggregate Maximum Repurchase Amount with respect to the 1.500% Senior Notes due 2027, the Company intends to use a conversion rate of Euros to U.S. dollars as described under “The Terms of the Tender Offers—Currency Conversion.” The Any and All Notes and the Maximum Tender Offer Notes are referred to collectively herein as the “Securities.” The Securities denominated in U.S. dollars are referred to herein as “Dollar Notes,” the Securities denominated in Euros are referred to herein as “Euro Notes” and the Securities denominated in Sterling are referred to herein as “Sterling Notes.” The offer to purchase the Any and All Notes is referred to herein as an “Any and All Tender Offer,” and the offer to purchase the Maximum Tender Offer Notes is referred to herein as the “Maximum Tender Offer.” The Any and All Tender Offer and the Maximum Tender Offer are referred to together herein as the “Tender Offers.”

With respect to the Maximum Tender Offer, the Company will only accept for purchase Maximum Tender Offer Notes in an aggregate principal amount that will not exceed the Aggregate Maximum Repurchase Amount. The Company reserves the right, but is under no obligation, to increase the Aggregate Maximum Repurchase Amount in respect of the Maximum Tender Offer at any time, subject to applicable law, which could result in the Company purchasing a greater aggregate principal amount of Maximum Tender Offer Notes in the Maximum Tender Offer. The Company expects to fund the purchase price of any incremental Maximum Tender Offer Notes purchased using funds provided by the Financing Transaction (as defined below) and cash on hand. All Maximum Tender Offer Notes tendered prior to or at the Early Tender Date will be accepted based on the acceptance priority levels noted on the front cover hereof (the “Acceptance Priority Levels”) and will have priority over Maximum Tender Offer Notes tendered after the Early Tender Date, regardless of the Acceptance Priority Levels of the Maximum Tender Offer Notes tendered after the Early Tender Date. Subject to applicable law, the Company may increase or decrease the Aggregate Maximum Repurchase Amount without extending the Maximum Tender Withdrawal Deadline (as defined below). The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities. However, any Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer and accepted for purchase will be accepted for purchase by the Company based on the Aggregate Maximum Repurchase Amount and the Acceptance Priority Levels and may be subject to proration, each as more fully described herein.

Separate Tender Instructions must be submitted on behalf of each individual beneficial owner of Maximum Tender Offer Notes due to potential proration.

The Tender Offers are open to all holders (individually, a “Holder,” and collectively, the “Holders”) of the Securities. Substantially all of the Securities are held in book-entry form through the facilities of The Depository Trust Company (“DTC”), Clearstream Banking S.A. (“Clearstream”) or Euroclear Bank S.A./N.V. (“Euroclear”). If you desire to tender Securities held through DTC, you must transfer such Securities to the Tender and Information Agent through DTC's Automated Tender Offer Program (“ATOP”), for which the transaction will be eligible, in accordance with the procedures described in “The Terms of the Tender Offers—Procedures for Tendering—Procedures for Tendering Securities Held Through DTC”. Upon receipt of a Holder's acceptance through ATOP, DTC will verify the acceptance and send an Agent's Message (as defined below) to the Tender and Information Agent for its acceptance. There is no letter of transmittal for this Offer to Purchase. If you desire to tender Securities held through Clearstream or Euroclear, you must comply with the procedures described herein and the procedures of Clearstream or Euroclear, as applicable, as described in “The Terms of the Tender Offers—Procedures for Tendering—Procedures for Tendering Securities Held Through Clearstream or Euroclear.” If you hold Securities through a broker, dealer, commercial bank, trust company or other nominee, you should contact such custodian or nominee if you wish to tender your Securities.

Holders must tender their Securities in accordance with the procedures set forth under “The Terms of the Tender Offers—Procedures for Tendering.” A Holder who desires to tender Any and All Notes but who cannot comply with the procedures set forth herein for a tender on a timely basis or whose Any and All Notes are not immediately available may tender such Any and All Notes by following procedures for guaranteed delivery set forth below under “The Terms of the Tender Offers—Procedures for Tendering—Guaranteed Delivery,” including delivery of the Notice of Guaranteed Delivery to the

Tender and Information Agent (or complying with ATOP's or the applicable Clearing System's procedures applicable to guaranteed delivery).

The Company's obligation to accept for purchase and to pay for the Securities in the Tender Offers is subject to the satisfaction or waiver of a number of conditions, including the Financing Condition, as discussed in "The Terms of the Tender Offers—Conditions of the Tender Offers." The amount of any series of Maximum Tender Offer Notes that may be purchased in the Maximum Tender Offer may be prorated as set forth in this Offer to Purchase. See "The Terms of the Tender Offers—Maximum Tender Offer: Aggregate Maximum Repurchase Amount; Acceptance Priority Levels; and Proration" for more information on the Maximum Payment Amounts, the Acceptance Priority Levels and proration with respect to the Maximum Tender Offer Notes.

In this Offer to Purchase, the Company has used the convention of referring to all Securities that have been validly tendered and not validly withdrawn as having been "validly tendered."

The term "business day" when used in this Offer to Purchase means any day other than a day on which banks are permitted or required to be closed in New York City.

The applicable consideration (the "Total Consideration") offered per \$1,000, €1,000 or £1,000 principal amount, as applicable, of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer will: (i) in the case of the Floating Rate Senior Notes due 2021, be equal to €1,000.50 per €1,000 principal amount validly tendered and accepted for purchase pursuant to the Any and All Tender Offer; (ii) in the case of the 0.125% Senior Notes due 2021, be equal to €1,000.82 per €1,000 principal amount validly tendered and accepted for purchase pursuant to the Any and All Tender Offer; and (iii) in the case of each other series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer, be determined in the manner described in this Offer to Purchase by reference to the applicable fixed spread for such Securities (the "Fixed Spread") as specified on the front cover of this Offer to Purchase plus the applicable yield to maturity (the "Reference Yield") (A) in the case of the 1.500% Senior Notes due 2027, corresponding to the February 2027 Interpolated Rate (as defined below), or (B) in the case of each other series of Securities, based on the bid-side price of the applicable U.S. Treasury reference security or the mid-market price of the U.K. government bond reference security, as applicable, as specified on the front cover of this Offer to Purchase (as applicable to each such series of Securities, the "Reference Security") as quoted on the applicable Bloomberg page (with respect to each Reference Security, the "Reference Page") at the applicable time and on the applicable date referred to as the "Price Determination Date." The sum of the Fixed Spread and the Reference Yield is referred to as the "Repurchase Yield." The formulas for determining the Total Consideration are set forth on Schedule A hereto.

"February 2027 Interpolated Rate" means in the case of 1.500% Senior Notes due 2027, the rate, expressed as a percentage and rounded to the nearest 0.001% (with 0.0005 being rounded upwards), as determined by the Dealer Managers at the Price Determination Date, calculated by means of linear interpolation of the 5 Year Mid-Swap Rate and the 6 Year Mid-Swap Rate as follows: by (a) subtracting the 5 Year Mid-Swap Rate from the 6 Year Mid-Swap Rate and multiplying the result of such subtraction by the February 2027 Weight (and rounding the result of such multiplication to the nearest 0.001%), and (b) adding the 5 Year Mid-Swap Rate to the final result of (a); where "February 2027 Weight" means the amount, expressed as a fraction, calculated by dividing the actual number of days from (and including) the date falling exactly 5 years after the applicable Settlement Date to (but excluding) the applicable par call date as described on the front cover of this Offer to Purchase for the 1.500% Senior Notes due 2027 by 365. The 5 Year Mid-Swap Rate and the 6 Year Mid-Swap Rate are quoted on the applicable Bloomberg page referenced in the second table on the cover of this Offer to Purchase.

With respect to the 2.602% Senior Notes due 2025, because interest on such series of Securities is paid annually whereas interest on the applicable Reference Security for such series of Securities is paid semi-annually, after establishing the semi-annual Reference Yield of such Reference Security and adding it to the Fixed Spread for purposes of calculating the Repurchase Yield, such sum will be converted into an annualized yield to determine the Repurchase Yield.

Holders of any Maximum Tender Offer Notes that are validly tendered prior to or at the Early Tender Date and that are accepted for purchase will receive the applicable Total Consideration. The Total Consideration, as calculated using the Fixed Spread for each series of Maximum Tender Offer Notes set forth in the second table on the cover hereof, is inclusive of the Early Tender Payment (as defined below). Holders of any Maximum Tender Offer Notes that are validly tendered after the Early Tender Date but prior to or at the Maximum Tender Expiration Date and that are accepted for purchase will receive the applicable Total Consideration *minus* an amount in cash (the "Early Tender Payment") equal to the applicable amount set forth

in the second table on the cover hereof under the heading “Early Tender Payment.” As used herein, the Total Consideration *minus* the Early Tender Payment is referred to as the “Late Tender Offer Consideration.”

The Early Tender Payment is not applicable to the Any and All Tender Offer.

In addition to the Total Consideration or the Late Tender Offer Consideration, as applicable, all Holders of Securities accepted for purchase will also receive accrued and unpaid interest on Securities validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the Any and All Settlement Date, the Maximum Tender Early Settlement Date or the Maximum Tender Final Settlement Date (each as defined below), as applicable (“Accrued Interest”), payable on the Any and All Settlement Date, the Guaranteed Delivery Settlement Date, the Maximum Tender Early Settlement Date or the Maximum Tender Final Settlement Date, as applicable.

The Any and All Tender Offer will expire on the Any and All Expiration Date. Payment for the Any and All Notes that are validly tendered and accepted for purchase will be made either on the date referred to as the “Any and All Settlement Date” or on the date referred to as the “Guaranteed Delivery Settlement Date,” as applicable. The Any and All Settlement Date for the Any and All Notes will promptly follow the Any and All Expiration Date. It is anticipated that the Any and All Settlement Date for the Any and All Notes will be March 3, 2021, the first business day after the Any and All Expiration Date. The Guaranteed Delivery Settlement Date in respect of Any and All Notes that are validly tendered pursuant to Guaranteed Delivery Procedures, and that are accepted by the Company for purchase, is expected to be March 5, 2021, the third business day after the Any and All Expiration Date. For the avoidance of doubt, accrued interest will cease to accrue from and after the Any and All Settlement Date for all Any and All Notes accepted in the Any and All Tender Offer, including those Any and All Notes accepted for purchase on the Guaranteed Delivery Settlement Date.

The Early Tender Date is the last time and day for Holders to tender the Maximum Tender Offer Notes in order to be eligible to receive the applicable Total Consideration. Payment for the Maximum Tender Offer Notes that are validly tendered prior to or at the Early Tender Date and that are accepted for purchase will be made on the date referred to as the “Maximum Tender Early Settlement Date.” The Maximum Tender Early Settlement Date for each Maximum Tender Offer will be promptly following the Early Tender Date in respect of such Maximum Tender Offer. It is anticipated that the Maximum Tender Early Settlement Date will be March 10, 2021, the second business day after the Early Tender Date.

The Maximum Tender Offer will expire at 11:59 p.m., New York City time, on March 22, 2021, or any other date and time to which the Company extends such Maximum Tender Offer (such date and time, as it may be extended with respect to the Maximum Tender Offer, the “Maximum Tender Expiration Date”). Payment for the Maximum Tender Offer Notes that are validly tendered after the Early Tender Date and prior to or at the Maximum Tender Expiration Date and that are accepted for purchase will be made on the date referred to as the “Maximum Tender Final Settlement Date” (and, each of the Any and All Settlement Date, the Guaranteed Delivery Settlement Date, the Maximum Tender Early Settlement Date and the Maximum Tender Final Settlement Date is referred to as a “Settlement Date”). The Maximum Tender Final Settlement Date for the Maximum Tender Offer Notes will be promptly following the Maximum Tender Expiration Date in respect of such Maximum Tender Offer. It is anticipated that the Maximum Tender Final Settlement Date for the Maximum Tender Offer Notes will be March 24, the second business day after the Maximum Tender Expiration Date.

If you validly tender your Securities prior to the applicable Withdrawal Deadline (as defined below) for your tendered Securities, you may validly withdraw your tendered Securities at any time prior to such Withdrawal Deadline. After such time, you may not withdraw your Securities unless the Company amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as the Company determines, to the extent required by law (as determined by the Company), appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. Additionally, the Company, in its sole discretion, may extend a Withdrawal Deadline for any purpose. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for receiving instructions to withdraw tendered Securities.

The Company will only accept for purchase Maximum Tender Offer Notes in an aggregate principal amount that will not exceed the Aggregate Maximum Repurchase Amount. Subject to the Aggregate Maximum Repurchase Amount, the principal amount of each series of Maximum Tender Offer Notes that is purchased in the Maximum Tender Offer will be determined in accordance with the Acceptance Priority Levels; provided that, if the Company purchases Maximum Tender Offer Notes on the Maximum Tender Early Settlement Date, Maximum Tender Offer Notes tendered at or prior to the Early

Tender Date will be purchased before any Maximum Tender Offer Notes tendered after the Early Tender Date, regardless of the Acceptance Priority Level of such Maximum Tender Offer Notes tendered after the Early Tender Date. Except as provided above with respect to Maximum Tender Offer Notes tendered at or prior to the Early Tender Date, Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer having a higher Acceptance Priority Level will be accepted before validly tendered Maximum Tender Offer Notes having a lower Acceptance Priority Level are accepted. If there are sufficient funds to purchase some, but not all, of the Maximum Tender Offer Notes of any series, the amount of Securities purchased in that series may be subject to proration. If the Company purchases on the Maximum Tender Early Settlement Date an aggregate principal amount of Maximum Tender Offer Notes equal to the Aggregate Maximum Repurchase Amount, then no Maximum Tender Offer Notes tendered after the Early Tender Date will be purchased pursuant to the Maximum Tender Offer unless the Company increases the Aggregate Maximum Repurchase Amount, regardless of the Acceptance Priority Level of such Maximum Tender Offer Notes tendered after the Early Tender Date. The Company reserves the right, but is under no obligation, to increase or decrease the Aggregate Maximum Repurchase Amount at any time in its sole discretion without extending the Maximum Tender Withdrawal Deadline, subject to applicable law. To the extent the Company increases the Aggregate Maximum Repurchase Amount, the Company expects to fund the purchase price of any incremental Maximum Tender Offer Notes purchased using funds provided by the Financing Transaction and cash on hand.

NONE OF THE COMPANY OR ITS AFFILIATES, THEIR RESPECTIVE BOARDS OF DIRECTORS, THE DEALER MANAGERS (AS DEFINED BELOW), THE TENDER AND INFORMATION AGENT (AS DEFINED BELOW) OR THE TRUSTEE WITH RESPECT TO ANY SERIES OF SECURITIES IS MAKING ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER ANY SECURITIES IN RESPONSE TO ANY OF THE TENDER OFFERS, AND NEITHER THE COMPANY NOR ANY SUCH OTHER PERSON HAS AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISION AS TO WHETHER TO TENDER ANY OF THEIR SECURITIES, AND, IF SO, THE PRINCIPAL AMOUNT OF SUCH SECURITIES TO TENDER.

Any questions or requests for assistance concerning the Tender Offers may be directed to the Dealer Managers (as defined below) at their respective addresses and telephone numbers set forth on the back cover of this Offer to Purchase. Requests for additional copies of this Offer to Purchase, the Notice of Guaranteed Delivery or any other documents may be directed to the Tender and Information Agent at the address and telephone numbers set forth on the back cover of this Offer to Purchase. All documents related to the Tender Offers will be made available on the Tender Offers Website, <http://www.dfking.com/fis>.

The Dealer Managers in the ordinary course of business may purchase and/or sell the Company's securities, including the Securities, for their own accounts and for the accounts of customers. As a result, the Dealer Managers at any time may own certain of the Company's securities, including the Securities. In addition, the Dealer Managers may tender Securities in the Tender Offers for their own accounts.

See "Material U.S. Federal Income Tax Considerations" for a discussion of U.S. federal income tax considerations that should be considered in evaluating the Tender Offers.

If you do not tender your Securities, they will remain outstanding immediately following the Tender Offers. If the Company consummates the Tender Offers, the applicable trading market for your outstanding Securities may be significantly more limited. For a discussion of this and certain other matters to be considered in connection with the Tender Offers, see "Risk Factors."

The Tender Offers may be terminated or withdrawn in whole or terminated or withdrawn with respect to any series of the Securities, subject to applicable law. The Company reserves the right, subject to applicable law, to (i) waive any and all conditions to any of the Tender Offers, (ii) extend or terminate any of the Tender Offers, (iii) increase or decrease the Aggregate Maximum Repurchase Amount, or (iv) otherwise amend any of the Tender Offers in any respect.

If the Company makes a material change in the terms of a Tender Offer or waives a material condition of a Tender Offer, the Company will disseminate additional materials related to such Tender Offer and extend such Tender Offer to the extent required by law. In addition, the Company may, if it deems appropriate, extend a Tender Offer for any other reason. Any extension, amendment or termination will be followed promptly by public announcement thereof following the Early Tender Date or Expiration Date, as applicable. Without limiting the manner in which the Company may choose to make a

public announcement of any extension, amendment or termination of a Tender Offer, the Company will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release. The Company will announce the determination of the Total Consideration promptly on the applicable Price Determination Date by issuance of a press release.

IMPORTANT DATES

You should take note of the following dates in connection with the Any and All Tender Offer:

Date	Calendar Date and Time	Event
Commencement Date	February 23, 2021	The commencement date of the Any and All Tender Offer.
Any and All Price Determination Date	10:00 a.m., New York City time, on March 2, 2021, unless extended or earlier terminated by the Company.	The date for determining the applicable Total Consideration with respect to the Any and All Notes.
Any and All Withdrawal Deadline	4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 2, 2021, unless extended or earlier terminated by the Company.	The last time and day for you to validly withdraw tenders of Any and All Notes.
Any and All Expiration Date	4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 2, 2021, unless extended or earlier terminated by the Company.	The last time and day for you to tender Any and All Notes pursuant to the Any and All Tender Offer. The last time and day for you to submit Notice of Guaranteed Delivery to the Tender and Information Agent.
Any and All Settlement Date	A date promptly after the Any and All Expiration Date when the Company makes payment in same-day funds for purchased Any and All Notes. It is expected that the Any and All Settlement Date will be March 3, 2021, the first business day after the Any and All Expiration Date.	The date for payment of the applicable Total Consideration, plus Accrued Interest, for your Any and All Notes accepted for purchase.
Guaranteed Delivery Date	4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on the second business day after the Any and All Expiration Date. The Guaranteed Delivery Date is expected to be 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 4, 2021, unless extended or earlier terminated by the Company.	The deadline for valid delivery of Any and All Notes being tendered in accordance with Guaranteed Delivery Procedures in order for such Any and All Notes that are accepted for purchase to be eligible to receive the applicable Total Consideration, plus Accrued Interest.

Date	Calendar Date and Time	Event
Guaranteed Delivery Settlement Date	A date promptly after the Any and All Expiration Date and expected to be the third business day following the Any and All Expiration Date, or March 5, 2021.	The date for payment of the applicable Total Consideration, plus Accrued Interest, for your Any and All Notes that are validly tendered pursuant to Guaranteed Delivery Procedures and accepted for purchase. For the avoidance of doubt, accrued interest will cease to accrue from and after the Any and All Settlement Date for all Any and All Notes accepted in the Any and All Tender Offer, including those Any and All Notes accepted for purchase on the Guaranteed Delivery Settlement Date.

You should take note of the following dates in connection with each Maximum Tender Offer:

Date	Calendar Date and Time	Event
Commencement Date	February 23, 2021	The commencement date of the Maximum Tender Offer.
Early Tender Date	5:00 p.m., New York City time, on March 8, 2021, unless extended or earlier terminated by the Company.	The last time and day for you to tender the Maximum Tender Offer Notes in order to be eligible to receive the applicable Total Consideration. If you validly tender Maximum Tender Offer Notes after the Early Tender Date, you will be eligible to receive only the applicable Late Tender Offer Consideration, which is equal to the applicable Total Consideration, <i>minus</i> the Early Tender Payment.
Maximum Tender Withdrawal Deadline	5:00 p.m., New York City time, on March 8, 2021, unless extended or earlier terminated by the Company.	The last time and day for you to validly withdraw tenders of the Maximum Tender Offer Notes.
Maximum Tender Price Determination Date	10:00 a.m., New York City time on March 9, 2021, unless extended or earlier terminated by the Company.	The date for determining the applicable Total Consideration and the Late Tender Offer Consideration with respect to each series of Maximum Tender Offer Notes.

Date	Calendar Date and Time	Event
Maximum Tender Early Settlement Date	A date promptly after the Early Tender Date when the Company makes payment in same-day funds for all of the Maximum Tender Offer Notes tendered prior to or at the Early Tender Date and accepted for purchase pursuant to the applicable Maximum Tender Offer. It is expected that the Maximum Tender Early Settlement Date will be March 10, 2021, the second business day after the Early Tender Date.	The date for payment of the Total Consideration plus Accrued Interest with respect to your Maximum Tender Offer Notes you validly tendered prior to or at the Early Tender Date and that are accepted for purchase.
Maximum Tender Expiration Date	11:59 p.m., New York City time, on March 22, 2021, unless extended or earlier terminated by the Company.	The last time and day for you to tender the Maximum Tender Offer Notes pursuant to the applicable Maximum Tender Offer.
Maximum Tender Final Settlement Date	A date promptly after the Maximum Tender Expiration Date when the Company makes payment in same-day funds for all of the Maximum Tender Offer Notes tendered after the Early Tender Date and accepted for purchase pursuant to the applicable Maximum Tender Offer. It is expected that the Maximum Tender Final Settlement Date will be March 24, 2021, the second business day after the Maximum Tender Expiration Date.	The date for payment of the Late Tender Offer Consideration plus Accrued Interest with respect to your Maximum Tender Offer Notes that you validly tendered after the Early Tender Date and prior to or at the Maximum Tender Expiration Date and that are accepted for purchase.

IMPORTANT INFORMATION

You should read this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery carefully before making a decision to tender your Securities.

The Company has not filed this document with, and it has not been reviewed by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of this document, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Only registered Holders of Securities are entitled to tender Securities pursuant to the Tender Offers. A beneficial owner of Securities that are held of record by a custodian bank, broker, dealer, commercial bank, trust company or other nominee must contact the nominee and request that such nominee tender such Securities on the beneficial owner's behalf prior to the Any and All Expiration Date or the Early Tender Date, in order to receive the Total Consideration for the Any and All Notes and Maximum Tender Offer Notes, respectively, or, in the case of Maximum Tender Offer Notes tendered after the Early Tender Date, but prior to the Maximum Tender Expiration Date, in order to receive the Late Tender Offer Consideration for such Maximum Tender Offer Notes. Beneficial owners should be aware that their custodian bank, broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadline for participation in the Tender Offers. Accordingly, beneficial owners wishing to participate in the Tender Offers should contact their custodian bank, broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the time by which such owner must take action in order to so participate.

A significant portion of the Securities are registered in the name of Cede & Co., the nominee of DTC. Because only registered Holders of Securities may tender Securities, beneficial owners of Securities must instruct the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds Securities on their behalf to tender Securities on such beneficial owners' behalf. DTC has authorized DTC participants that hold Securities on behalf of beneficial owners of Securities through DTC to tender their Securities as if they were Holders. To tender Securities through DTC, a Holder must transfer such Securities through ATOP. See "The Terms of the Tender Offers—Procedures for Tendering—Procedures for Tendering Securities Held Through DTC."

Unless the context otherwise requires, references in this Offer to Purchase to Holders of Securities include:

- (i) each person who is shown in the records of the clearing and settlement systems of DTC, Clearstream or Euroclear (each, a "Clearing System" and collectively, the "Clearing Systems") as a Holder of any Securities (a "Direct Participant");
- (ii) any broker, dealer, commercial bank, trust company or other nominee or custodian who holds Securities (each an "intermediary"); and
- (iii) each beneficial owner of Securities holding such Securities, directly or indirectly, in an account, or through the accounts of an intermediary, in the name of a Direct Participant acting on the beneficial owner's behalf,

except that for the purposes of the purchase of any Securities and the payment of any cash representing the applicable Total Consideration or Accrued Interest, as the case may be, to the extent the beneficial owner of the relevant Securities is not a Direct Participant, such payment will be made only to the relevant Direct Participant, and the making of such payment to the relevant Clearing System and by such Clearing System to the relevant Direct Participant will satisfy any obligations of FIS, the Tender and Information Agent and the Clearing Systems in respect of such Securities.

A Holder who desires to tender Any and All Notes but who cannot comply with the procedures set forth herein for a tender on a timely basis or whose Any and All Notes are not immediately available may tender such Any and All Notes by following procedures for guaranteed delivery set forth below under "The Terms of the Tender Offers—Procedures for Tendering—Guaranteed Delivery." Tendering Holders will not be required to pay brokerage fees or commissions to J.P. Morgan Securities LLC, J.P. Morgan Securities plc or Goldman Sachs & Co. LLC (the "Joint Dealer Managers") or Barclays Capital Inc., Barclays Bank PLC or Citigroup Global Markets Inc. (the "Co-Dealer Managers" and, together with the Joint Dealer Managers, the "Dealer Managers"), the Company or the Tender and Information Agent.

Requests for additional copies of this Offer to Purchase and the Notice of Guaranteed Delivery and requests for assistance relating to the procedures for tendering Securities may be directed to the Tender and Information Agent at its e-mail

address and telephone numbers on the back cover page of this Offer to Purchase. Requests for assistance relating to the terms and conditions of the Tender Offers may be directed to the Dealer Managers at their respective addresses and telephone numbers on the back cover page of this Offer to Purchase. Beneficial owners may also contact their custodian bank, broker, dealer, commercial bank, trust company or other nominee for assistance regarding the Tender Offers.

This Offer to Purchase contains important information that should be read before any decision is made with respect to the Tender Offers, including under the heading “Risk Factors” in this Offer to Purchase.

This Offer to Purchase does not constitute an offer to purchase, or the solicitation of an offer to sell, securities in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities or blue sky laws. The delivery of this Offer to Purchase shall not under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in the affairs of the Company since the date hereof.

No dealer, salesperson or other person has been authorized to give any information or to make any representations with respect to the Tender Offers other than the information and representations contained or incorporated by reference in this Offer to Purchase and in the Notice of Guaranteed Delivery, and, if given or made, such information or representations must not be relied upon as having been authorized.

From time to time after completion of the applicable Tender Offer, the Company or its affiliates may purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers, or otherwise, or the Company may redeem Securities that the issuer is permitted to redeem pursuant to their terms. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders of the Securities than the terms of the applicable Tender Offer. Any future purchases by the Company will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Company or its affiliates may choose to pursue in the future. Additionally, the Company currently intends to (but is not obligated to) effect the Any and All Notes Redemption (as defined below) to the extent that less than all of the outstanding Any and All Notes are tendered and accepted for purchase in the Any and All Tender Offer.

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WHERE YOU CAN FIND MORE INFORMATION

The Company files annual, quarterly and current reports, proxy statements and other information with the SEC. The Company's SEC filings are available at the Internet website maintained by the SEC at www.sec.gov.

The Company is "incorporating by reference" into this Offer to Purchase the information in certain documents that the Company previously filed with the SEC, which means that the Company can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this Offer to Purchase. Any reports filed by the Company on or after the date of this Offer to Purchase and prior to the Expiration Date of the applicable Tender Offer will automatically update and, where applicable, supersede any information contained in this Offer to Purchase or incorporated by reference in this Offer to Purchase with respect to such Tender Offer. The Company incorporates by reference in this Offer to Purchase the documents listed below and any filings on or after the date hereof that the Company makes with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), until the Expiration Date of the applicable Tender Offer (excluding all or any portions of such documents that have been "furnished" but not "filed" for purposes of the Exchange Act and applicable SEC rules):

- the Company's Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on February 18, 2021;
- the portions of the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 17, 2020, that are incorporated by reference into Part III of the Company's Annual Report on Form 10-K for the year ended December 31, 2019; and
- the Company's Current Reports on Form 8-K, filed with the SEC on June 12, 2020, October 8, 2020, and January 29, 2021.

The Tender and Information Agent will provide without charge to each person to whom this Offer to Purchase is delivered, upon the request of such person, a copy of any or all of the documents incorporated by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents). Requests for such documents should be directed to the Tender and Information Agent at its e-mail address and telephone numbers set forth on the back cover of this Offer to Purchase.

You may also request a copy of any or all of the documents referred to above that have been or will be incorporated by reference into this Offer to Purchase (other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing) at no cost, by writing to or telephoning the Company at the following address:

Corporate Secretary
Fidelity National Information Services, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204
(904) 438-6000

The Company has not authorized anyone to provide you with information different than that contained or incorporated by reference in this Offer to Purchase. You should not assume that the information provided in this Offer to Purchase or the documents incorporated herein by reference is accurate as of any date other than the date on the front cover of the respective documents. The Company's business, financial condition, results of operations and prospects may have changed since those dates.

SUMMARY

The following summary is provided solely for the convenience of Holders of the Securities. This summary is not intended to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the information appearing elsewhere or incorporated by reference in this Offer to Purchase or any amendments or supplements hereto. Each undefined capitalized term used in this Summary has the meaning set forth elsewhere in this Offer to Purchase. Before tendering any Securities, you should read carefully this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery.

The Securities..... The Securities for which the Tender Offers are being made, the CUSIP numbers therefor, the principal amount outstanding, and the Acceptance Priority Levels applicable to the Maximum Tender Offer Notes are set forth in the tables below.

Any and All Tender Offer:

Title of Security	Security Identifier(s)	Principal Amount Outstanding
Floating Rate Senior Notes due 2021	<u>ISIN</u> : XS1843436491	€500,000,000
0.125% Senior Notes due 2021	<u>ISIN</u> : XS1843436657	€500,000,000
3.500% Senior Notes due 2023	<u>CUSIP</u> : 31620MAK2 <u>ISIN</u> : US31620MAK27	\$700,000,000
3.875% Senior Notes due 2024	<u>CUSIP</u> : 31620MAM8 <u>ISIN</u> : US31620MAM82	\$400,004,000
2.602% Senior Notes due 2025	<u>ISIN</u> : XS1843436061	£625,000,000
5.000% Senior Notes due 2025	<u>CUSIP</u> : 31620MAR7 <u>ISIN</u> : US31620MAR79	\$611,928,000
3.000% Senior Notes due 2026	<u>CUSIP</u> : 31620MAT3 <u>ISIN</u> : US31620MAT36	\$1,250,000,000

Maximum Tender Offer:

Title of Security	CUSIP Number	Principal Amount Outstanding	Acceptance Priority Level
4.250% Senior Notes due 2028	<u>CUSIP</u> : 31620M AY2 <u>ISIN</u> : US31620MAY21	\$400,000,000	1
3.750% Senior Notes due 2029	<u>CUSIP</u> : 31620MBJ4 <u>ISIN</u> : US31620MBJ45	\$1,000,000,000	2
4.500% Senior Notes due 2046	<u>CUSIP</u> : 31620MAU0 <u>ISIN</u> : US31620MAU09	\$324,021,000	3
1.500% Senior Notes due 2027	<u>ISIN</u> : XS1843436228	€1,250,000,000	4

The Tender Offers The Tender Offers are for cash, upon the terms and subject to the conditions set forth in this Offer to Purchase, and for the amounts set forth below:

- any and all of the Any and All Notes; and

- up to the Aggregate Maximum Repurchase Amount of the Maximum Tender Offer Notes.

The Company reserves the right to increase or decrease the Aggregate Maximum Repurchase Amount in its sole discretion, subject to compliance with applicable law.

Purpose of the Tender Offers	The purpose of the Tender Offers is to purchase the Securities upon the terms and subject to the conditions described in this Offer to Purchase. Securities purchased in the Tender Offers will be retired and cancelled.
Source of Funds.....	The Total Consideration, Accrued Interest and the costs and expenses of the Tender Offers are expected to be paid with funds provided by the Financing Transaction (as defined below) and cash on hand. See “The Terms of the Tender Offers—Source of Funds.”
Concurrent Registered Public Offering of Notes	Concurrently with the Tender Offers, the Company is conducting a separate registered public offering of notes. Allocations in such concurrent notes offering will be determined by the Company and the underwriters based on a number of different factors, which may include an assessment of an investor’s long-term interest in owning its debt securities and the size and timing of such investor’s indication of interest in such concurrent notes offering and in the Tender Offers. However, neither the Company nor such underwriters are obligated to consider participation in the Tender Offers in making an allocation determination with respect to any particular investor.
Any and All Notes Redemption	To the extent that less than all of the outstanding Any and All Notes are tendered and accepted for purchase in the Any and All Tender Offer, the Company currently intends to (but is not obligated to) redeem all of the Any and All Notes that remain outstanding following the consummation of the Any and All Tender Offer (the “ <u>Any and All Notes Redemption</u> ”). Nothing in this Offer to Purchase shall constitute a notice of redemption or an obligation to issue a notice of redemption for the Any and All Notes. Any such notice of redemption will be made only pursuant to and in accordance with the indenture for the Any and All Notes.

Total Consideration and Late Tender

Offer Consideration.....

The applicable Total Consideration for each \$1,000, €1,000 or £1,000 principal amount, as applicable, of Securities tendered and accepted for purchase pursuant to the Tender Offers will (i) in the case of the Floating Rate Senior Notes due 2021, be equal to €1,000.50 per €1,000 principal amount validly tendered and accepted for purchase pursuant to the Any and All Tender Offer; (ii) in the case of the 0.125% Senior Notes due 2021, be equal to €1,000.82 per €1,000 principal amount validly tendered and accepted for purchase pursuant to the Any and All Tender Offer; and (iii) in the case of each other series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer, be determined in the manner described in this Offer to Purchase by reference to the applicable Fixed Spread for such Securities specified on the front cover of this Offer to Purchase plus the applicable Reference Yield (A) in the case of the 1.500% Senior Notes due 2027, corresponding to the February 2027 Interpolated Rate or (B) in the case of each other series of Securities, based on the bid-side price or mid-market price, as applicable, of the applicable Reference Security specified on the front cover of this Offer to Purchase as quoted on the applicable Reference Page on the applicable Price Determination Date. With respect to the 2.602% Senior Notes due 2025, because interest on such series of Securities is paid annually whereas interest on the applicable Reference Security for such series of Securities is paid semi-annually, after establishing the semi-annual Reference Yield of such Reference Security and adding it to the Fixed Spread for purposes of calculating the Repurchase Yield, such sum will be converted into an annualized yield to determine the Repurchase Yield. The formulas for determining the Total Consideration are set forth on Schedule A hereto.

Subject to the terms and conditions described in this Offer to Purchase, if a Holder validly tenders its Any and All Notes pursuant to the Any and All Tender Offer prior to or at the Any and All Expiration Date, and such Holder's Any and All Notes are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000, €1,000 or £1,000 principal amount, as applicable, of its tendered Any and All Notes, plus Accrued Interest thereon. Holders will receive accrued and unpaid interest from the last interest payment date on their Any and All Notes up to, but not including, the Any and All Settlement Date, for all of their Any and All Notes accepted for purchase, including those tendered pursuant to Guaranteed Delivery Procedures. **The Early Tender Payment is not applicable to the Any and All Tender Offer.**

Subject to the terms and conditions described in this Offer to Purchase, including the Aggregate Maximum Repurchase Amount, the Acceptance Priority Levels and the proration procedures, if a Holder validly tenders its Maximum Tender Offer Notes pursuant to the Maximum Tender Offer prior to or at the Early Tender Date and such Holder's Maximum Tender Offer Notes are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000 or €1,000 principal amount, as applicable, of its tendered Maximum Tender Offer Notes, plus Accrued Interest thereon. The Total Consideration for the Maximum Tender Offer Notes, as calculated using the applicable Fixed Spread, is inclusive of the Early Tender Payment.

Subject to the terms and conditions described in this Offer to Purchase, including the Aggregate Maximum Repurchase Amount, the Acceptance Priority Levels and the proration procedures, if a Holder validly tenders its Maximum Tender Offer Notes pursuant to the Maximum Tender Offer after the Early Tender Date, but prior to or at the Maximum Tender Expiration Date, and such Holder's Maximum Tender Offer Notes are accepted for purchase, such Holder will receive only the applicable Late Tender Offer Consideration, which consists of the Total Consideration *minus* the Early Tender Payment, for each \$1,000 or €1,000 principal amount, as applicable, of its tendered Maximum Tender Offer Notes, plus the Accrued Interest thereon.

Maximum Tender Offer: Aggregate
Maximum Repurchase Amount;
Acceptance Priority Levels;
and Proration

Subject to the terms and conditions of the Maximum Tender Offer, the Company is offering to purchase up to the Aggregate Maximum Repurchase Amount of the Maximum Tender Offer Notes.

The Aggregate Maximum Repurchase Amount is \$500,000,000 principal amount. Subject to the Aggregate Maximum Repurchase Amount, the principal amount of each series of Maximum Tender Offer Notes that is purchased in the Maximum Tender Offer will be determined in accordance with the Acceptance Priority Levels; **provided that, if the Company purchases Maximum Tender Offer Notes on the Maximum Tender Early Settlement Date, any Maximum Tender Offer Notes tendered at or prior to the Early Tender Date will be purchased before any Maximum Tender Offer Notes tendered after the Early Tender Date, regardless of the Acceptance Priority Level of such Maximum Tender Offer Notes tendered after the Early Tender Date.**

Except as provided above with respect to Maximum Tender Offer Notes tendered at or prior to the Early Tender Date, Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer having a higher Acceptance Priority Level will be accepted before validly tendered Maximum Tender Offer Notes having a lower Acceptance Priority Level are accepted. If there is sufficient capacity to purchase some, but not all, of the Maximum Tender Offer Notes of any series, the amount of Securities purchased in that series may be subject to proration. **If the Company purchases on the Maximum Tender Early Settlement Date an aggregate principal amount of Maximum Tender Offer Notes equal to the Aggregate Maximum Repurchase Amount, then no Maximum Tender Offer Notes tendered after the Early Tender Date will be purchased pursuant to the Maximum Tender Offer unless the Company increases the Aggregate Maximum Repurchase Amount, regardless of the Acceptance Priority Level of such Maximum Tender Offer Notes tendered after the Early Tender Date.**

If proration is required at an Acceptance Priority Level, each Holder will have a fraction of the principal amount of validly tendered Securities at that Acceptance Priority Level purchased, rounded down to the nearest \$1,000 or €1,000 principal amount, as applicable, to avoid the purchase

of Securities in a principal amount other than in integral multiples of \$1,000 or €1,000, as applicable. The proration factor shall be a fraction the numerator of which is the Aggregate Maximum Repurchase Amount available for purchase at that Acceptance Priority Level and the denominator of which is the aggregate principal amount for all Maximum Tender Offer Notes at that Acceptance Priority Level that have been validly tendered prior to the Early Tender Date, in the event of purchases made on a Maximum Tender Early Settlement Date, all Maximum Tender Offer Notes at that Acceptance Priority Level that have been validly tendered prior to the Maximum Tender Expiration Date, in the event of purchases occurring on the Maximum Tender Final Settlement Date, if there is no Maximum Tender Early Settlement Date, or all Maximum Tender Offer Notes at that Acceptance Priority Level that have been validly tendered after the Early Tender Date and prior to the Maximum Tender Expiration Date, in the event of purchases occurring on the Maximum Tender Final Settlement Date following a Maximum Tender Early Settlement Date.

Tenders that, if subject to proration, would result in returning to Holders a principal amount of Securities that is less than the applicable minimum permitted denomination, will either be accepted or rejected in whole, at the Company's sole option, and will not be subject to proration. All tendered Maximum Tender Offer Notes not accepted for purchase will be promptly credited to the Holder's account with DTC, or unblocked in the relevant account of Euroclear or Clearstream, as applicable, or otherwise returned to the Holder without cost.

The Company reserves the right to increase or decrease the Aggregate Maximum Repurchase Amount, subject to compliance with applicable law. There can be no assurance that the Company will exercise its right to increase or decrease the Aggregate Maximum Repurchase Amount.

Any and All Price Determination Date	The " <u>Any and All Price Determination Date</u> " will occur at 10:00 a.m., New York City time, on March 2, 2021, unless extended or earlier terminated.
Any and All Withdrawal Deadline	The Any and All Withdrawal Deadline is 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 2, 2021, unless extended or earlier terminated.
Any and All Expiration Date	The Any and All Tender Offer will expire at 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 2, 2021, unless extended or earlier terminated. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Any and All Notes, such nominee may have an earlier deadline for accepting the Any and All Notes. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Any and All Notes to determine its deadline.

Any and All Settlement Date.....	The Any and All Settlement Date will occur promptly after the Any and All Expiration Date. It is anticipated that the Any and All Settlement Date will be March 3, 2021, the first business day following the Any and All Expiration Date.
Guaranteed Delivery Date	With respect to Any and All Notes being tendered pursuant to Guaranteed Delivery Procedures, the deadline for valid delivery of such Any and All Notes is 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 4, 2021 (unless extended or earlier terminated by the Company) in order for such Any and All Notes that are accepted for purchase to be eligible to receive the applicable Total Consideration, plus Accrued Interest.
Guaranteed Delivery Settlement Date	With respect to Any and All Notes that are validly tendered pursuant to Guaranteed Delivery Procedures and accepted for purchase in the Any and All Tender Offer, payment of the Total Consideration will be made promptly after the Any and All Expiration Date on the Guaranteed Delivery Settlement Date, provided that the remaining conditions to the Any and All Tender Offer have been satisfied or waived. It is anticipated that the Guaranteed Delivery Settlement Date will be March 5, 2021, the third business day following the Any and All Expiration Date. For the avoidance of doubt, accrued interest will cease to accrue from and after the Any and All Settlement Date for all Any and All Notes accepted in the Any and All Tender Offer, including those Any and All Notes accepted for purchase on the Guaranteed Delivery Settlement Date.
Early Tender Date (only applies to the Maximum Tender Offer).....	The Early Tender Date for each series of Maximum Tender Offer Notes is 5:00 p.m., New York City time, on March 8, 2021, unless extended or earlier terminated. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Maximum Tender Offer Notes, such nominee may have an earlier deadline or deadlines for accepting the Maximum Tender Offer Notes. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Maximum Tender Offer Notes to determine its deadline.
Maximum Tender Withdrawal Deadline	The Maximum Tender Withdrawal Deadline is 5:00 p.m., New York City time, on March 8, 2021, unless extended or earlier terminated.
Maximum Tender Price Determination Date	The “ <u>Maximum Tender Price Determination Date</u> ” will occur at 10:00 a.m., New York City time, on March 9, 2021, unless extended or earlier terminated.
Maximum Tender Early Settlement Date	The Maximum Tender Early Settlement Date will occur promptly after the related Early Tender Date. It is anticipated that the Maximum Tender Early Settlement Date will be March 10, 2021, the second business day following the Early Tender Date.

Maximum Tender Expiration Date.....	The Maximum Tender Offer will expire at 11:59 p.m., New York City time, on March 22, 2021, unless extended or earlier terminated. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Maximum Tender Offer Notes, such nominee may have an earlier deadline for accepting the Maximum Tender Offer Notes. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Maximum Tender Offer Notes to determine its deadline.
Maximum Tender Final Settlement Date	The Maximum Tender Final Settlement Date will occur promptly after the Maximum Tender Expiration Date. It is anticipated that the Maximum Tender Final Settlement Date will be March 24, 2021, the second business day following the Maximum Tender Expiration Date.
Withdrawal Rights.....	<p>Tendered Securities may be withdrawn at any time at or prior to the relevant Withdrawal Deadline. After the relevant Withdrawal Deadline, tendered Securities may not be withdrawn unless the Company amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as the Company determines, to the extent required by law (as determined by the Company), appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. Additionally, the Company, in its sole discretion, may extend a Withdrawal Deadline for any purpose.</p> <p>Securities withdrawn prior to the applicable Withdrawal Deadline may be tendered again prior to the Any and All Expiration Date, Early Tender Date or the Maximum Tender Expiration Date, as applicable, in accordance with the procedures set forth in this Offer to Purchase.</p> <p>To validly withdraw Securities from a Tender Offer, Holders must deliver a written or facsimile notice of withdrawal, with the required information (as set forth below under “The Terms of the Tender Offers—Withdrawal of Tenders”) prior to or at the applicable Withdrawal Deadline. The Company may increase or decrease the Aggregate Maximum Repurchase Amount without extending or reinstating withdrawal rights.</p>
Settlement of Accepted Securities.....	Payment of the Total Consideration plus Accrued Interest with respect to the Any and All Notes that are validly tendered prior to or at the Any and All Expiration Date and that are accepted for purchase will be made on the Any and All Settlement Date. Payment of the Total Consideration plus Accrued Interest with respect to any Any and All Notes that are validly tendered pursuant to Guaranteed Delivery Procedures will be made on the Guaranteed Delivery Settlement Date.

Payment of the Total Consideration plus Accrued Interest with respect to the Maximum Tender Offer Notes that are validly tendered prior to or at the applicable Early Tender Date and that are accepted for purchase will be made on the applicable Maximum Tender Early Settlement Date. Payment of the Late Tender Offer Consideration plus Accrued Interest with respect to the Maximum Tender Offer Notes that are validly tendered after the applicable Early Tender Date and prior to or at the applicable Maximum Tender Expiration Date and that are accepted for purchase will be made on the applicable Maximum Tender Final Settlement Date.

Conditions to the Tender Offers Consummation of the Tender Offers is conditioned upon satisfaction (or waiver), prior to the applicable Expiration Date, of the Financing Condition and all other conditions set forth in “The Terms of the Tender Offers—Conditions of the Tender Offers.” In order to satisfy the Financing Condition, the Company shall have received net proceeds from the Financing Transaction, or from one or more other offerings of senior unsecured notes after the date hereof on terms satisfactory to the Company, in an aggregate amount sufficient to pay (i) the Total Consideration and Accrued Interest with respect to all Securities that are the subject of the Tender Offers (determined taking into account the Aggregate Maximum Repurchase Amount), assuming that all such Securities were validly tendered, and (ii) related fees and expenses.

How to Tender Securities See “The Terms of the Tender Offers—Procedures for Tendering.” For further information, call the Tender and Information Agent at its telephone numbers set forth on the back cover of this Offer to Purchase or consult your custodian bank, broker, dealer, commercial bank, trust company or other nominee for assistance.

Extension; Amendment; Termination;
and Conditions of the Tender Offers The obligation of the Company to accept and pay for Securities in any of the Tender Offers is subject to the satisfaction or waiver of a number of conditions set forth in “The Terms of the Tender Offers—Conditions of the Tender Offers.”

None of the Tender Offers is conditioned upon the tender of any minimum principal amount of the Securities. The Company reserves the right to increase or decrease the Aggregate Maximum Repurchase Amount in its sole discretion, subject to applicable law and the limitations set forth herein. The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities; however, any Maximum Tender Offer Notes validly tendered and accepted for purchase will be accepted for purchase based on the Aggregate Maximum Repurchase Amount and Acceptance Priority Levels and may be subject to proration as described herein. Subject to applicable law, the Company expressly reserves the right, in its sole discretion, to amend, extend or terminate the Tender Offers with regard to any or all series of Securities. If a Tender Offer is terminated at any time with respect to any series of Securities, the Securities of such series tendered pursuant to such Tender Offer will be promptly returned to the tendering Holders.

Untendered or Unpurchased

Securities	The Company will return any tendered Securities that it does not accept for purchase to the tendering Holder without expense to the tendering Holder. Securities not tendered or otherwise not purchased pursuant to any of the Tender Offers will remain outstanding. If a Tender Offer is consummated, the aggregate principal amount outstanding of each series of Securities that is purchased in part in the applicable Tender Offer will be reduced. This may adversely affect the liquidity of and, consequently, the market price for the Securities of such series that remain outstanding after consummation of the applicable Tender Offer. See “Risk Factors.”
Other Purchases of Securities.....	The Company or its affiliates may from time to time, after completion of the applicable Tender Offer, purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers or otherwise, or the Company may redeem Securities that are redeemable pursuant to their terms. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders of Securities than the terms of the Tender Offers. Any future purchases by the Company or its affiliates will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Company or its affiliates may choose to pursue in the future. Additionally, the Company currently intends to (but is not obligated to) effect the Any and All Notes Redemption to the extent that less than all of the outstanding Any and All Notes are tendered and accepted for purchase in the Any and All Tender Offer.
Material U.S. Federal Income Tax Considerations.....	For a discussion of U.S. federal income tax considerations of the Tender Offers applicable to Holders of Securities, see “Material U.S. Federal Income Tax Considerations.”
Currency Conversion.....	For purposes of applying the Aggregate Maximum Repurchase Amount with respect to the 1.500% Senior Notes due 2027, we intend to use a conversion rate of Euros to U.S. dollars as described under “The Terms of the Tender Offers—Currency Conversion.”
Joint Dealer Managers.....	J.P. Morgan Securities LLC, J.P. Morgan Securities plc and Goldman Sachs & Co. LLC are serving as the Joint Dealer Managers in connection with the Tender Offers. The Joint Dealer Managers’ contact information appears on the back cover page of this Offer to Purchase.
Co-Dealer Managers	Barclays Capital Inc., Barclays Bank PLC and Citigroup Global Markets Inc. are serving as the Co-Dealer Managers in connection with the Tender Offers. The Joint Dealer Managers and Co-Dealer Managers are jointly referred to as the Dealer Managers.

Tender and Information Agent.....	D.F. King is serving as the tender and information agent in connection with the Tender Offers (the “Tender and Information Agent”). Requests for additional copies of this Offer to Purchase or the Notice of Guaranteed Delivery should be directed to the Tender and Information Agent using the contact information appearing on the back cover page of this Offer to Purchase. All documents related to the Tender Offers will be made available on the Tender Offers Website, http://www.dfking.com/fis .
Brokerage Commissions.....	No brokerage commissions are payable by Holders to the Company, the Dealer Managers or the Tender and Information Agent.
No Letter of Transmittal.....	No letter of transmittal will be used in connection with the Tender Offers. For a Holder who holds Securities through DTC, the valid electronic transmission of acceptance through ATOP shall constitute delivery of Securities in connection with the Tender Offers. For a Holder who holds Securities through Clearstream or Euroclear to validly tender Securities pursuant to the Tender Offers, such Holder must tender such Securities by the submission of valid Tender Instructions in accordance with the procedures described herein and of such Clearing System, as applicable. See "The Terms of the Tender Offers—Procedures for Tendering—Procedures for Tendering Securities Held Through Clearstream or Euroclear."

RISK FACTORS

In deciding whether to participate in the Tender Offers, each Holder should consider carefully, in addition to the other information contained in and incorporated by reference in this Offer to Purchase, the following risk factors:

There may be a more limited trading market for the Securities following the consummation of the Tender Offers.

The Euro Notes and the Sterling Notes are listed on the New York Stock Exchange. The Dollar Notes are neither listed on any national or regional securities exchange nor reported on a national quotation system. Quotations for securities that are not widely traded, such as the Securities, may differ from actual trading prices and should be viewed only as approximations. Holders are urged to contact their brokers with respect to current information regarding the Securities. To the extent that Securities are tendered and accepted in the Tender Offers, any existing trading market for the remaining Securities may become more limited. The Company currently intends to retire and cancel the Securities it purchases in the Tender Offers. Consequently, the liquidity, market value and price volatility of Securities that remain outstanding following the consummation of the Tender Offers may be adversely affected. Holders of unpurchased Securities may attempt to obtain quotations for the Securities from their brokers; however, there can be no assurance that any trading market will exist for the Securities following consummation of the Tender Offers. The extent of the market for the Securities following consummation of the Tender Offers will depend upon the number of holders remaining at such time, the interest in maintaining a market in such Securities on the part of securities firms and other factors. Additionally, the Company currently intends to (but is not obligated to) effect the Any and All Notes Redemption to the extent that less than all of the outstanding Any and All Notes are tendered and accepted for purchase in the Any and All Tender Offer.

Some, or even all, of the Maximum Tender Offer Notes you tender may not be purchased.

The Company will only accept for purchase Maximum Tender Offer Notes up to the Aggregate Maximum Repurchase Amount, which is equal to \$500,000,000 principal amount. In applying the Aggregate Maximum Repurchase Amount with respect to the 1.500% Senior Notes due 2027, the Company intends to use a conversion rate of Euros to U.S. dollars as described under “The Terms of the Tender Offers—Currency Conversion.” If the Maximum Tender Offer is oversubscribed, the amount of Maximum Tender Offer Notes purchased by the Company from a tendering Holder will be subject to the Acceptance Priority Levels and proration as described in “The Terms of the Tender Offers—Maximum Tender Offer: Aggregate Maximum Repurchase Amount; Acceptance Priority Levels; and Proration.”

There are limits on your ability to withdraw tendered Securities.

Tendered Securities may be withdrawn at any time at or prior to the relevant Withdrawal Deadline. After the relevant Withdrawal Deadline, tendered Securities may not be withdrawn unless the Company amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as the Company determines, to the extent required by law (as determined by the Company), appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment.

No recommendation is being made with respect to the Tender Offers.

None of the Company or its affiliates, their respective boards of directors, the Dealer Managers, the Tender and Information Agent or the trustee with respect to any series of Securities makes any recommendation to any Holder whether to tender or refrain from tendering any or all of such Holder’s Securities or how much they should tender, and none of them has authorized any person to make any such recommendation. Holders are urged to evaluate carefully all information in this Offer to Purchase, consult their own investment and tax advisors and make their own decisions with respect to the Tender Offers.

The consideration offered for the Securities does not reflect any independent valuation of the Securities and does not take into account events or changes in financial markets (including interest rates) after the commencement of the Tender Offers. The Company has not obtained or requested a fairness opinion from any banking or other firm as to the fairness of the consideration offered for the Securities. If you tender your Securities, you may or may not receive as much or more value than if you choose to keep them.

Securities not purchased in the Tender Offers will remain outstanding. Although the Company currently intends to effect the Any and All Notes Redemption with respect to Any and All Notes not purchased in the Any and All Tender Offer, the Company is under no obligation to do so.

Securities not tendered or purchased in the Tender Offers will remain outstanding. The terms and conditions governing the Securities, including the covenants and other protective provisions contained in the instruments governing the Securities, will remain unchanged. No amendments to these documents are being sought.

The Company or its affiliates may from time to time, after completion of the applicable Tender Offer, purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers or otherwise, or the Company may redeem Securities that are redeemable pursuant to their terms. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders of Securities than the terms of the Tender Offers. Any future purchases by the Company or its affiliates will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Company or its affiliates may choose to pursue in the future.

As noted above, the Company currently intends to (but is not obligated to) effect the Any and All Notes Redemption to the extent that less than all of the outstanding Any and All Notes are tendered and accepted for purchase in the Any and All Tender Offer.

Securities tendered through Euroclear or Clearstream will be subject to transfer restrictions upon tender.

When considering whether to tender Securities through Euroclear or Clearstream in the Tender Offers, you should take into account that restrictions on the transfer of the Securities will apply from the time of such Tender Offer. On tendering Securities through Euroclear or Clearstream, you agree that the relevant Securities will be blocked in the relevant account at the relevant Clearing System from the date that the tender of Securities is made until the earlier of (i) the time of settlement on the applicable Settlement Date and (ii) the date of any termination of the applicable Tender Offer (including where such Securities are not accepted for purchase by us) or on which any Tender Offer of Securities is withdrawn in accordance with the terms of the applicable Tender Offer. If the Company withdraws or terminates any of the Tender Offers, any Securities tendered for purchase through Euroclear or Clearstream will not be purchased and will be unblocked by the relevant Clearing System.

Holders should consult their own tax, accounting, financial and legal advisers before participating in the Tender Offers.

Holders (and beneficial owners, if different from the Holders) are liable for their own taxes (other than certain transfer taxes) and have no recourse to the Company, its affiliates, the Dealer Managers, the Tender and Information Agent or the trustees for the Securities with respect to taxes (other than certain transfer taxes) arising in connection with the Tender Offers. Holders and beneficial owners should consult their own tax, accounting, financial and legal advisers as they may deem appropriate regarding the suitability to themselves of the tax, accounting, financial and legal consequences of participating or declining to participate in the Tender Offers. In particular, due to the number of different jurisdictions where tax laws may apply to a Holder or a beneficial owner, this Offer to Purchase does not discuss all tax consequences arising from the purchase by the Company of the Securities. Holders and beneficial owners are urged to consult their own professional advisers regarding the possible tax consequences under the laws of the jurisdictions that apply to them.

The consummation of each Tender Offer is subject to certain conditions.

The consummation of each Tender Offer is subject to satisfaction or waiver of the conditions of the Tender Offers, including the Financing Condition. These conditions are described in more detail in this Offer to Purchase under “The Terms of the Tender Offers—Conditions of the Tender Offers.” The Company cannot assure you that such conditions will be satisfied or waived, that the Tender Offers will be completed, or that any failure to complete the Tender Offers will not have a negative effect on the market price and liquidity of the Securities.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The statements contained or incorporated by reference in this Offer to Purchase that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act, including statements regarding the Company’s expectations, hopes, intentions, or strategies regarding the future. These statements relate to, among other things, the Company’s future financial and operating results. In many cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” or “continue,” or the negative of these terms and other comparable terminology.

Actual results, performance or achievement could differ materially from those contained in these forward-looking statements. The risks and uncertainties that forward-looking statements are subject to include, without limitation:

- the outbreak or recurrence of COVID-19 and measures to reduce its spread, including the impact of governmental or voluntary actions such as business shutdowns and stay-at-home orders;
- the duration, including any recurrence, of the COVID-19 pandemic and its impacts, including the general impact of an economic recession, reductions in consumer and business spending, and instability of the financial markets across the globe;
- the economic and other impacts of COVID-19 on the Company's clients which affect the sales of our solutions and services and the implementation of such solutions;
- the risk of losses in the event of defaults by merchants (or other parties) to which the Company extend credit in our card settlement operations or in respect of any chargeback liability, either of which could adversely impact liquidity and results of operations;
- changes in general economic, business and political conditions, including those resulting from COVID-19 or other pandemics, intensified international hostilities, acts of terrorism, changes in either or both the U.S. and international lending, capital and financial markets and currency fluctuations;
- the risk that the Company’s acquisition of Worldpay, Inc. through a merger transaction will not provide the expected benefits, or that the Company will not be able to achieve the revenue synergies anticipated;
- the risk that other acquired businesses will not be integrated successfully, or that the integration will be more costly or more time-consuming and complex than anticipated;
- the risk that cost savings and other synergies anticipated to be realized from other acquisitions may not be fully realized or may take longer to realize than expected;
- the risks of doing business internationally;
- the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy and cybersecurity laws and regulations;
- the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in, or new laws or regulations affecting, the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;
- changes in the growth rates of the markets for the Company’s solutions;
- failures to adapt the Company’s solutions to changes in technology or in the marketplace;
- internal or external security breaches of the Company’s systems, including those relating to unauthorized access, theft, corruption or loss of personal information and computer viruses and other malware affecting the Company’s software or platforms, and the reactions of customers, card associations, government regulators and others to any such events;
- the risk that implementation of software, including software updates, for customers or at customer locations or employee error in monitoring the Company’s software and platforms may result in the corruption or loss of data

or customer information, interruption of business operations, outages, exposure to liability claims or loss of customers;

- the reaction of current and potential customers to communications from the Company or regulators regarding information security, risk management, internal audit or other matters;
- the risk that 2020 election results in the U.S. may result in additional regulation and additional regulatory and tax costs;
- competitive pressures on pricing related to the decreasing number of community banks in the U.S., the development of new disruptive technologies competing with one or more of the Company's solutions, increasing presence of international competitors in the U.S. market and the entry into the market by global banks and global companies with respect to certain competitive solutions, each of which may have the impact of unbundling individual solutions from a comprehensive suite of solutions the Company provides to many of its customers;
- the failure to innovate in order to keep up with new emerging technologies, which could impact the Company's solutions and its ability to attract new, or retain existing, customers;
- an operational or natural disaster at one of the Company's major operations centers;
- failure to comply with applicable requirements of payment networks or changes in those requirements;
- fraud by merchants or bad actors; and
- other risks detailed under "Risk Factors" and elsewhere in this document and in the Company's other filings with the SEC.

Other unknown or unpredictable factors also could have a material adverse effect on the Company's business, financial condition, results of operations and prospects. Accordingly, readers should not place undue reliance on these forward-looking statements. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Except as required by applicable law or regulation, the Company does not undertake (and expressly disclaims) any obligation and does not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise. You should carefully consider the possibility that actual results may differ materially from forward-looking statements contained in or incorporated into this Offer to Purchase.

THE COMPANY

FIS is a leading provider of technology solutions for merchants, banks, and capital markets firms globally. Our employees are dedicated to advancing the way the world pays, banks and invests by applying our scale, deep expertise and data-driven insights. We help our clients use technology in innovative ways to solve business-critical challenges and deliver superior experiences for their customers. Headquartered in Jacksonville, Florida, FIS is a Fortune 500® company and is a member of Standard & Poor's 500® Index.

FIS is incorporated under the laws of the State of Georgia as Fidelity National Information Services, Inc. and our stock is traded under the trading symbol "FIS" on the New York Stock Exchange.

We have grown organically as well as through acquisitions, which have contributed critical solutions and services that complement or enhance our existing offerings, diversifying our revenue by client, geography and service offering, and opening new and profitable adjacent markets that align with our core solution strengths. FIS evaluates possible acquisitions that might contribute to our growth or performance on an ongoing basis. We also develop new solutions that enhance our client offerings. Following our acquisition of Worldpay, Inc. on July 31, 2019, FIS is now a global leader in financial technology solutions and services for merchants, banks and capital markets.

Our executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204 and our telephone number is (904) 438-6000.

PURPOSE OF THE TENDER OFFERS

The purpose of the Tender Offers is to purchase the Securities upon the terms and subject to the conditions described in this Offer to Purchase. The Company expects to obtain the funds required to consummate the Tender Offers from the Financing Transaction and cash on hand. Securities purchased in the Tender Offers will be retired and cancelled.

THE TERMS OF THE TENDER OFFERS

General

Upon the terms and subject to the conditions of each of the individual offers to purchase described in this Offer to Purchase, the Notice of Guaranteed Delivery and any amendments or supplements to the foregoing, the Company hereby offers to purchase for cash (1) any and all of the Any and All Notes in the Any and All Tender Offer and (2) up to the Aggregate Maximum Repurchase Amount of the Maximum Tender Offer Notes. The Total Consideration or Late Tender Offer Consideration, as applicable, per \$1,000, €1,000 or £1,000 principal amount, as applicable, of Securities validly tendered and accepted for purchase pursuant to a Tender Offer is discussed below under “—Total Consideration and Late Tender Offer Consideration.” In addition to the Total Consideration or Late Tender Offer Consideration, as applicable, the Company will pay Accrued Interest on purchased Securities from the applicable last interest payment date up to, but not including, the Any and All Settlement Date, the Maximum Tender Early Settlement Date or the Maximum Tender Final Settlement Date, as applicable. Under no circumstances will any interest be payable because of any delay in the transmission of funds to Holders by any of the Clearing Systems.

The Tender Offers are open to all registered Holders of the Securities. The Company’s obligation to accept for purchase and to pay for Securities in the Tender Offers is subject to the satisfaction or waiver of the conditions discussed below under “—Conditions of the Tender Offers,” including the Financing Condition. None of the Tender Offers is conditioned upon the tender of any minimum principal amount of the Securities. The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities; however, any Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer and accepted for purchase will be accepted for purchase by the Company based on the Aggregate Maximum Repurchase Amount and the Acceptance Priority Levels and may be subject to proration. **For more information regarding the Aggregate Maximum Repurchase Amount, Acceptance Priority Levels and proration, see “—Maximum Tender Offer: Aggregate Maximum Repurchase Amount; Acceptance Priority Levels; and Proration” below.**

The Tender Offers commenced on February 23, 2021 and will expire on the applicable Expiration Date. No tenders of Securities will be valid if submitted after the applicable Expiration Date. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for accepting the applicable Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline or deadlines.

If you validly tender your Securities prior to the applicable Withdrawal Deadline for your tendered Securities, you may validly withdraw your tendered Securities at any time prior to or at such Withdrawal Deadline. After such time, you may not withdraw your Securities, unless the Company amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as the Company determines, to the extent required by law (as determined by the Company), appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. Additionally, the Company, in its sole discretion, may extend a Withdrawal Deadline for any purpose. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for receiving instructions to withdraw tendered Securities.

Any Tender Offer may be terminated or withdrawn, subject to compliance with applicable law. The Company reserves the right, subject to applicable law, to (i) waive any and all conditions to the Tender Offers, (ii) extend or terminate any of the Tender Offers, (iii) increase or decrease the Aggregate Maximum Repurchase Amount or (iv) otherwise amend any of the Tender Offers in any respect.

If the Company makes a material change in the terms of a Tender Offer or waives a material condition of a Tender Offer, the Company will disseminate additional materials related to such Tender Offer and extend such Tender Offer to the

extent required by law. In addition, the Company may, if it deems appropriate, extend a Tender Offer for any other reason. Any extension, amendment or termination will be followed promptly by public announcement thereof as soon as practical. Without limiting the manner in which the Company may choose to make a public announcement of any extension, amendment or termination of a Tender Offer, the Company will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release. For additional information, see “—Extension, Amendment or Termination of the Tender Offers.”

None of the Company or its affiliates, their respective boards of directors, the Dealer Managers, the Tender and Information Agent or the trustee with respect to any series of Securities is making any recommendation as to whether Holders should tender any Securities in response to any of the Tender Offers, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

Currency Conversion

For purposes of applying the Aggregate Maximum Repurchase Amount with respect to the 1.500% Senior Notes due 2027, we intend to use a conversion rate of Euros to U.S. dollars of €1.2157 to \$1.0000, which was the exchange rate as of 5:00 p.m., New York City time, on Monday, February 22, 2021, as displayed on the FXIP screen on Bloomberg.

Total Consideration and Late Tender Offer Consideration

The applicable Total Consideration offered per \$1,000, €1,000 or £1,000 principal amount, as applicable, of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer will: (i) in the case of the Floating Rate Senior Notes due 2021, be equal to €1,000.50 per €1,000 principal amount validly tendered and accepted for purchase pursuant to the Any and All Tender Offer; (ii) in the case of the 0.125% Senior Notes due 2021, be equal to €1,000.82 per €1,000 principal amount validly tendered and accepted for purchase pursuant to the Any and All Tender Offer; and (iii) in the case of each other series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer, be calculated in accordance with standard market practice, as described on Schedule A hereto, so as to result in a price as of the applicable Settlement Date based on a yield to the applicable par call date (or, in the case of the 3.500% Senior Notes due 2023 and the 3.875% Senior Notes due 2024, the applicable maturity date) for a series of Securities (other than the Floating Rate Senior Notes due 2021 and the 0.125% Senior Notes due 2021) equal to the sum of:

- the yield to maturity of the applicable Reference Security, calculated in accordance with standard market practice, (i) in the case of the 1.500% Senior Notes due 2027, corresponding to the February 2027 Interpolated Rate, or (ii) in the case of each other series of Securities, based on the bid-side price or mid-market price, as applicable, of the applicable Reference Security set forth for such series of Securities on the front cover of this Offer to Purchase, as quoted on the applicable Reference Page on the applicable Price Determination Date, *plus*
- the applicable Fixed Spread set forth for such series of Securities on the front cover of this Offer to Purchase.

This sum is referred to in this Offer to Purchase as the Repurchase Yield. Specifically, the Total Consideration offered per \$1,000, €1,000 or £1,000 principal amount, as applicable, of each series of Securities (other than the Floating Rate Senior Notes due 2021 and the 0.125% Senior Notes due 2021) validly tendered and accepted for purchase will equal:

- the present value per \$1,000, €1,000 or £1,000 principal amount, as applicable, of all remaining payments of principal and interest on such series of Securities to the applicable par call date (or, in the case of the 3.500% Senior Notes due 2023 and the 3.875% Senior Notes due 2024, the applicable maturity date) discounted to the applicable Settlement Date in accordance with the formulas set forth on Schedule A hereto, at a discount rate equal to the applicable Repurchase Yield, *minus*
- interest per \$1,000, €1,000 or £1,000 principal amount, as applicable, of such series of Securities, from and including the applicable interest payment date immediately preceding the Any and All Settlement Date in the case of the Any and All Notes and the Maximum Tender Early Settlement Date or Maximum Tender Final

Settlement Date, as applicable, in the case of the Maximum Tender Offer Notes up to, but not including, the Any and All Settlement Date in the case of the Any and All Notes and the Maximum Tender Early Settlement Date or Maximum Tender Final Settlement Date, as applicable, in the case of the Maximum Tender Offer Notes.

The February 2027 Interpolated Rate means in the case of 1.500% Senior Notes due 2027, the rate, expressed as a percentage and rounded to the nearest 0.001% (with 0.0005 being rounded upwards), as determined by the Dealer Managers at the Price Determination Date, calculated by means of linear interpolation of the 5 Year Mid-Swap Rate and the 6 Year Mid-Swap Rate as follows: by (a) subtracting the 5 Year Mid-Swap Rate from the 6 Year Mid-Swap Rate and multiplying the result of such subtraction by the February 2027 Weight (and rounding the result of such multiplication to the nearest 0.001%), and (b) adding the 5 Year Mid-Swap Rate to the final result of (a); where “February 2027 Weight” means the amount, expressed as a fraction, calculated by dividing the actual number of days from (and including) the date falling exactly 5 years after the applicable Settlement Date to (but excluding) the applicable par call date as described on the front cover of this Offer to Purchase for the 1.500% Senior Notes due 2027 by 365. The 5 Year Mid-Swap Rate and the 6 Year Mid-Swap Rate are quoted on the applicable Bloomberg page referenced in the second table on the cover of this Offer to Purchase.

With respect to the 2.602% Senior Notes due 2025, because interest on such series of Securities is paid annually whereas interest on the applicable Reference Security for such series of Securities is paid semi-annually, after establishing the semi-annual Reference Yield of such Reference Security and adding it to the Fixed Spread for purposes of calculating the Repurchase Yield, such sum will be converted into an annualized yield to determine the Repurchase Yield.

Subject to the terms and conditions described in this Offer to Purchase, if a Holder validly tenders its Any and All Notes pursuant to the Any and All Tender Offer prior to or at the Any and All Expiration Date, and such Holder’s Any and All Notes are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000, €1,000 or £1,000 principal amount, as applicable, of its tendered Any and All Notes. **The Early Tender Payment is not applicable to the Any and All Tender Offer.**

Subject to the terms and conditions described in this Offer to Purchase, including the Acceptance Priority Levels and the proration procedures, if a Holder validly tenders its Maximum Tender Offer Notes pursuant to the Maximum Tender Offer prior to or at the Early Tender Date and such Holder’s Maximum Tender Offer Notes are accepted for purchase, such Holder will receive the applicable Total Consideration for each \$1,000 or €1,000 principal amount, as applicable, of its tendered Maximum Tender Offer Notes. The Total Consideration for the Maximum Tender Offer Notes, as calculated using the applicable Fixed Spread, is inclusive of the Early Tender Payment. If a Holder validly tenders its Maximum Tender Offer Notes pursuant to the Maximum Tender Offer after the Early Tender Date, but prior to or at the Maximum Tender Expiration Date, and such Holder’s Maximum Tender Offer Notes are accepted for purchase, such Holder will receive only the applicable Late Tender Offer Consideration, which consists of the Total Consideration *minus* the Early Tender Payment, for each \$1,000 or €1,000 principal amount, as applicable, of its tendered Maximum Tender Offer Notes.

In addition to the Total Consideration or Late Tender Offer Consideration, as applicable, all Holders of Securities accepted for purchase will receive Accrued Interest from the applicable last interest payment date up to, but not including, the Any and All Settlement Date, the Maximum Tender Early Settlement Date or the Maximum Tender Final Settlement Date, as applicable, payable on such Settlement Date.

With respect to the Tender Offers for the Securities other than the Floating Rate Senior Notes due 2021 and the 0.125% Senior Notes due 2021, because the consideration applicable to such Tender Offers is based on a fixed spread pricing formula corresponding to the February 2027 Interpolated Rate (in the case of the 1.500% Senior Notes due 2027) or linked to the yield to maturity of the applicable Reference Security (in the case of each other series of Securities), the actual amount of consideration that may be received by a tendering Holder pursuant to such Tender Offers will be affected by changes in such yield to maturity during the term of the applicable Tender Offer prior to the applicable Price Determination Date. After the applicable Price Determination Date, when the consideration applicable to a Tender Offer is no longer linked to the yield to maturity of the applicable Reference Security, the actual amount of cash that may be received by a tendering Holder pursuant to such Tender Offer will be known, and Holders will be able to ascertain the Total Consideration or Late Tender Offer Consideration, as applicable, that would be received by all

tendering Holders whose Securities are accepted for purchase pursuant to such Tender Offer in the manner described above.

You may obtain hypothetical quotes of the Reference Yield, Repurchase Yield and Total Consideration before the actual amounts are calculated (determined as of a then recent time), and you may obtain the actual Reference Yield, Repurchase Yield and Total Consideration after the actual amounts are calculated, by contacting the Dealer Managers at their telephone numbers set forth on the back cover of this document.

In the event of any dispute or controversy regarding the (i) Total Consideration or Late Tender Offer Consideration, as applicable, (ii) Reference Yield, (iii) Repurchase Yield or (iv) amount of Accrued Interest for Securities tendered and accepted for purchase pursuant to the Tender Offers, the Company's determination shall be conclusive and binding, absent manifest error.

Any and All Tender Offer: Price Determination Date; Expiration Date; Extensions; Amendments

The Any and All Price Determination Date is 10:00 a.m., New York City time, on March 2, 2021, unless extended, in which case the Any and All Price Determination Date will be such date to which the Any and All Price Determination Date is extended. The Any and All Expiration Date for the Any and All Tender Offer is 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 2, 2021, unless extended, in which case the Any and All Expiration Date will be such date to which the Any and All Expiration Date is extended. The Company, in its sole discretion, may extend the Any and All Price Determination Date or the Any and All Expiration Date or otherwise amend the Any and All Tender Offer for any purpose, including to permit the satisfaction or waiver of any or all conditions to the Any and All Tender Offer. To extend the Any and All Price Determination Date or Any and All Expiration Date or otherwise amend the Any and All Tender Offer, the Company will notify the Tender and Information Agent and will promptly make a public announcement thereof. In the case of an extension of the Any and All Expiration Date, an announcement will be issued no later than 9:00 a.m., New York City time, on the business day after the previously scheduled Any and All Expiration Date. Such announcement will specify whether the Company is extending the Any and All Tender Offer for a specified period or on a daily basis. Without limiting the manner in which the Company may choose to make a public announcement of any extension, amendment or termination of the Any and All Tender Offer, the Company will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release.

Maximum Tender Offer: Early Tender Date; Price Determination Date; Expiration Date; Extensions; Amendments

The Early Tender Date for each Maximum Tender Offer is 5:00 p.m., New York City time, on March 8, 2021, unless extended, in which case the Early Tender Date will be such date to which the Early Tender Date is extended. The Maximum Tender Price Determination Date for each Maximum Tender Offer is 10:00 a.m., New York City time, on March 9, 2021, unless extended, in which case the Maximum Tender Price Determination Date will be such date to which the Maximum Tender Price Determination Date is extended. The Maximum Tender Expiration Date for each Maximum Tender Offer is 11:59 p.m., New York City time, on March 22, 2021, unless extended, in which case the Maximum Tender Expiration Date will be such date to which the Maximum Tender Expiration Date is extended. The Company, in its sole discretion, may extend the Early Tender Date, the Maximum Tender Price Determination Date or the Maximum Tender Expiration Date or otherwise amend the Maximum Tender Offer for any purpose, including to permit the satisfaction or waiver of any or all conditions to the Maximum Tender Offer. To extend the Early Tender Date, the Maximum Tender Price Determination Date or otherwise amend the Maximum Tender Offer, the Company will notify the Tender and Information Agent and will promptly make a public announcement thereof. In the case of an extension of the Early Tender Date or the Maximum Tender Expiration Date, an announcement will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Early Tender Date or Maximum Tender Expiration Date, respectively. Such announcement will specify whether the Company is extending the Maximum Tender Offer for a specified period or on a daily basis. Without limiting the manner in which the Company may choose to make a public announcement of any extension, amendment or termination of the Maximum Tender Offer, the Company will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release.

Maximum Tender Offer: Aggregate Maximum Repurchase Amount; Acceptance Priority Levels; and Proration

The Aggregate Maximum Repurchase Amount applies only to the Maximum Tender Offer Notes and is equal to \$500,000,000 principal amount. The principal amount of each series of Maximum Tender Offer Notes that is purchased in the Maximum Tender Offer will be determined in accordance with the Acceptance Priority Levels, **provided that, if the Company purchases Maximum Tender Offer Notes on the Maximum Tender Early Settlement Date, Maximum Tender Offer Notes tendered at or prior to the Early Tender Date will be purchased before any Maximum Tender Offer Notes tendered after the Early Tender Date, regardless of the Acceptance Priority Level of such Maximum Tender Offer Notes tendered after the Early Tender Date.** Except as provided above with respect to Maximum Tender Offer Notes tendered at or prior to the Early Tender Date, Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer having a higher Acceptance Priority Level will be accepted before validly tendered Maximum Tender Offer Notes having a lower Acceptance Priority Level are accepted. If there are sufficient funds to purchase some, but not all, of the Maximum Tender Offer Notes of any series, the amount of Securities purchased in that series may be subject to proration. **If the Company purchases on the Maximum Tender Early Settlement Date an aggregate principal amount of Maximum Tender Offer Notes equal to the Aggregate Maximum Repurchase Amount, then no Maximum Tender Offer Notes tendered after the Early Tender Date will be purchased pursuant to the Maximum Tender Offer unless the Company increases the Aggregate Maximum Repurchase Amount, regardless of the Acceptance Priority Level of such Maximum Tender Offer Notes tendered after the Early Tender Date.** The Company reserves the right to increase or decrease the Aggregate Maximum Repurchase Amount in its sole discretion without extending the Maximum Tender Withdrawal Deadline, subject to compliance with applicable law.

If proration is required at an Acceptance Priority Level, each Holder will have a fraction of the principal amount of validly tendered Securities at that Acceptance Priority Level purchased, rounded down to the nearest \$1,000 or €1,000 principal amount, as applicable, to avoid the purchase of Securities in a principal amount other than in integral multiples of \$1,000 or €1,000 principal amount, as applicable. The proration factor shall be a fraction the numerator of which is the Aggregate Maximum Repurchase Amount available for purchases at that Acceptance Priority Level and the denominator of which is the aggregate principal amount for all Maximum Tender Offer Notes at that Acceptance Priority Level that have been validly tendered prior to the Early Tender Date, in the event of purchases made on a Maximum Tender Early Settlement Date, all Maximum Tender Offer Notes at that Acceptance Priority Level that have been validly tendered prior to the Maximum Tender Expiration Date, in the event of purchases occurring on the Maximum Tender Final Settlement Date, if there is no Maximum Tender Early Settlement Date, or all Maximum Tender Offer Notes at that Acceptance Priority Level that have been validly tendered after the Early Tender Date and prior to the Maximum Tender Expiration Date, in the event of purchases occurring on the Maximum Tender Final Settlement Date following a Maximum Tender Early Settlement Date.

Tenders that, if subject to proration, would result in returning to Holders a principal amount of Securities that is less than the applicable minimum permitted denomination, will either be accepted or rejected in whole, at the Company's sole option, and will not be subject to proration. All tendered Maximum Tender Offer Notes not accepted for purchase will be promptly credited to such Holder's account with DTC, or unblocked in the relevant account of Euroclear or Clearstream, as applicable, or otherwise returned to the Holder without cost.

Source of Funds

The Company intends to complete an offering of senior unsecured notes, on terms satisfactory to the Company, to pay the Total Consideration for all tendered Securities, Accrued Interest and all related fees and expenses (collectively, the "Financing Transaction").

The terms of any debt financing transaction will be determined by market conditions and other factors at the time of any such transaction. The Company reserves the right, but is under no obligation, to increase the Aggregate Maximum Repurchase Amount in respect of the Maximum Tender Offer at any time, subject to applicable law, which could result in the Company purchasing a greater aggregate principal amount of Maximum Tender Offer Notes in the Maximum Tender Offer. The Company expects to fund the purchase price of any incremental Maximum Tender Offer Notes purchased using funds provided by the Financing Transaction and cash on hand.

No assurances can be given that the Company will in fact complete the Financing Transaction. Consummation of the Tender Offers is contingent upon, among other things, the Company obtaining financing on terms satisfactory to it, in its sole discretion. See “—Conditions of the Tender Offers.”

Conditions of the Tender Offers

The Tender Offers are conditioned upon the Company obtaining, in the Financing Transaction or in one or more other offerings of senior unsecured notes after the date hereof on terms satisfactory to the Company, net proceeds in an aggregate amount sufficient to pay (i) the Total Consideration and Accrued Interest with respect to all Securities that are the subject of the Tender Offers (determined taking into account the Aggregate Maximum Repurchase Amount), assuming that all such Securities were validly tendered, and (ii) related fees and expenses (the “Financing Condition”). See “—Source of Funds” above.

Notwithstanding any other provision of the Tender Offers and in addition to (and not in limitation of) the Company’s right to extend or amend any Tender Offer, the Company shall not be required to accept for purchase, purchase or pay for, and may delay acceptance for purchase of, any tendered Securities, subject to Rule 14e-1(c) promulgated under the Exchange Act, and may terminate any Tender Offer, if, before such time any Securities have been accepted for purchase pursuant to such Tender Offer, any of the following events or conditions exist or shall have occurred:

- there shall have been instituted, threatened or pending any action, proceeding or investigation (whether formal or informal), or there shall have been any material adverse development with respect to any action or proceeding currently instituted, threatened or pending, before or by any court, governmental, regulatory or administrative agency or instrumentality, or by any other person, in connection with such Tender Offer that, in the Company’s reasonable judgment, either (i) is, or is likely to be, materially adverse to the Company’s business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects or (ii) would or might prohibit, prevent, restrict or delay consummation of such Tender Offer or otherwise adversely affect such Tender Offer in any material manner;
- an order, statute, rule, regulation, executive order, stay, decree, judgment or injunction shall have been proposed, enacted, entered, issued, promulgated, enforced or deemed applicable by any court or governmental, regulatory or administrative agency or instrumentality that, in the Company’s reasonable judgment, either (i) would or might prohibit, prevent, restrict or delay consummation of such Tender Offer or (ii) is, or is likely to be, materially adverse to the Company’s business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects;
- there shall have occurred or be likely to occur any event affecting the business or financial affairs of the Company and its subsidiaries that, in the Company’s reasonable judgment, would or might prohibit, prevent, restrict or delay consummation of a Tender Offer, would have a material adverse effect on the transactions contemplated by such Tender Offer or that would or might impair the contemplated benefits of such Tender Offer to the Company;
- the trustee of the applicable series of Securities shall have objected in any respect to or taken action that could, in the Company’s reasonable judgment, adversely affect the consummation of such Tender Offer or shall have taken any action that challenges the validity or effectiveness of the procedures used by the Company in making such Tender Offer pursuant to this Offer to Purchase or the acceptance of, or payment for, the applicable series of Securities;
- there shall have occurred or be likely to occur any change or development that, in the Company’s reasonable judgment, would or might have a material adverse effect on the Company, the market price of the Securities or the value of the Securities to the Company; or
- there shall have occurred (i) any general suspension of, or limitation on prices for, trading in securities in the U.S. securities or financial markets, (ii) any significant adverse change in the price of the Securities in the

U.S. securities or financial markets or other major securities or financial markets, (iii) a material impairment in the trading market for debt securities generally, (iv) a declaration of a banking moratorium or any suspension of payments with respect to banks in the United States or other major financial markets (whether or not mandatory), (v) any limitation (whether or not mandatory) by any government or governmental, administrative or regulatory authority or agency, domestic or foreign, or other event that, in the Company's reasonable judgment, might affect the extension of credit by banks or other lending institutions, (vi) a commencement of a war, armed hostilities, terrorist acts or other national or international calamity whether or not involving the United States, (vii) any significant adverse change in the United States currency exchange rates or securities or financial markets generally, or (viii) in the case of any of the foregoing existing on the date hereof, in the Company's reasonable judgment, a material acceleration or worsening thereof.

The conditions described above are solely for the Company's benefit and may be asserted by the Company regardless of the circumstances giving rise to any such condition, including any action or inaction by the Company, and may be waived by the Company, in whole or in part, at any time and from time to time prior to the applicable Expiration Date. The Company's failure at any time to exercise any of its rights will not be deemed a waiver of any other right, and each right will be deemed an ongoing right which may be asserted at any time and from time to time. The Company's waiver of any of the conditions described above, including the Financing Condition, for any series of Securities shall not indicate that any such condition applicable to any other series of Securities shall be waived or that any other series of Securities shall have a right to any waiver.

The Company reserves the right to increase or decrease any Aggregate Maximum Repurchase Amount in its sole discretion, subject to compliance with applicable law. The Company may also seek to redeem or repay any of its other outstanding indebtedness. As of the date of this Offer to Purchase, the Company is not undertaking and is not obligated to undertake any such redemption or repayment under the documentation governing such indebtedness. The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities; however, any Maximum Tender Offer Notes validly tendered in the Maximum Tender Offer and accepted for purchase may be subject to proration as described under “—Maximum Tender Offer: Aggregate Maximum Repurchase Amount; Acceptance Priority Levels; and Proration” above.

Extension, Amendment or Termination of the Tender Offers

The Company expressly reserves the right, subject to applicable law, to:

- delay accepting Securities, extend any Expiration Date, Price Determination Date or Withdrawal Deadline or Early Tender Date, or terminate one or more of the Tender Offers and not accept Securities, as to any or all series of Securities; and
- amend, modify or waive at any time, or from time to time, the terms of one or more of the Tender Offers in any respect, including waiving any conditions to the consummation of one or more of the Tender Offers.

If the Company exercises any such right, the Company will give written notice thereof to the Tender and Information Agent and will make a public announcement thereof as promptly as practicable. Such announcement in the case of an extension of any Expiration Date or Early Tender Date will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date or Early Tender Date, respectively.

The minimum period during which a Tender Offer will remain open following material changes in the terms or in the information concerning a Tender Offer will depend upon applicable law, and in particular Rule 14e-1 promulgated under the Exchange Act, and the facts and circumstances of such change, including the relative materiality of the change. If any of the terms of a Tender Offer are amended in a manner determined by the Company to constitute a material change adversely affecting any Holder, the Company will promptly disclose any such amendment in a manner reasonably calculated to inform Holders of such amendment, and the Company will extend such Tender Offer for a time period that the Company deems appropriate, depending upon the significance of the amendment and the manner of disclosure to Holders.

Subject to applicable law, the Company expressly reserves the right, in its sole discretion, to amend, extend or terminate one or more Tender Offers. If a Tender Offer is terminated at any time with respect to any series of Securities, the Securities tendered pursuant to such Tender Offer will be promptly returned to the tendering Holders.

Procedures for Tendering

General

The following summarizes the procedures to be followed by all Holders in tendering their Securities. The tender by a Holder pursuant to the procedures set forth herein will constitute an agreement between such Holder and the Company in accordance with the terms and subject to the conditions set forth in this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery.

How to Tender Securities

Substantially all of the Securities are held in book-entry form through the facilities of the Clearing Systems. Any beneficial owner whose Securities are held in book-entry form through a custodian bank, broker, dealer, commercial bank, trust company or other nominee and who wishes to tender Securities should contact such custodian bank, broker, dealer, commercial bank, trust company or other nominee promptly and instruct such nominee to submit instructions on such beneficial owner's behalf. In some cases, the custodian bank, broker, dealer, commercial bank, trust company or other nominee may request submission of such instructions on a beneficial owner's instruction form. Please check with your nominee to determine the procedures for such firm.

Procedures for Tendering Securities Held Through DTC

To tender Securities that are held through DTC, DTC participants must electronically transmit their acceptance through ATOP (and thereby tender Securities).

Any acceptance of an Agent's Message (as defined below) transmitted through ATOP is at the election and risk of the person transmitting such Agent's Message, and delivery will be deemed made only when actually received by the Tender and Information Agent. No documents should be sent to the Company, the trustees or the Dealer Managers.

The Tender and Information Agent will establish an account with respect to the Securities at DTC for purposes of the Tender Offers, and any financial institution that is a participant in DTC may make book-entry delivery of Securities by causing DTC to transfer such Securities into the Tender and Information Agent's account in accordance with DTC's procedures for such transfer. However, although delivery of Securities may be effected through book-entry transfer into the Tender and Information Agent's account at DTC, an Agent's Message, and any other required documents, must, in any case, be transmitted to and received by the Tender and Information Agent at its address set forth on the back cover of this Offer to Purchase prior to or at the Any and All Tender Expiration Date or the Early Tender Date, as applicable, in order to be eligible to receive the Total Consideration, as applicable (unless, in the case of the Any and All Tender Offer, the Guaranteed Delivery Procedures described under "—Guaranteed Delivery" are complied with), and, in the case of the Maximum Tender Offer, prior to or at the Maximum Tender Expiration Date in order to be eligible to receive the Late Tender Offer Consideration. The confirmation of a book-entry transfer into the Tender and Information Agent's account at DTC as described above is referred to herein as a "Book-Entry Confirmation." **Delivery of documents to DTC does not constitute delivery to the Tender and Information Agent.**

The term "Agent's Message" means a message transmitted by DTC to, and received by, the Tender and Information Agent and forming a part of the Book-Entry Confirmation, which states that DTC has received an express and unconditional acknowledgment from the participant in DTC described in such Agent's Message, stating (i) the aggregate principal amount of Securities that have been tendered by such participant pursuant to the Tender Offers, (ii) that such participant has received the Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery and agrees to be bound by the terms of the Tender Offers as described in this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery, and (iii) that the Company may enforce such agreement against such participant.

Holders desiring to tender Securities must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC prior to the applicable Expiration Date or the Early Tender Date, as the case may be.

Procedures for Tendering Securities Held Through Clearstream or Euroclear

To tender Securities that are held through Clearstream or Euroclear, participants should follow the instructions below. The tender of Securities through Clearstream or Euroclear will only be accepted by way of the submission by Holders of valid electronic tender and blocking instructions (“Tender Instructions”), in the form required by the relevant Clearing System and in accordance with the procedures set forth below.

Only Direct Participants may submit Tender Instructions to Euroclear and Clearstream. Each Holder of Securities that is not a Direct Participant must arrange for the Direct Participant through which it holds the relevant Securities to submit a Tender Instruction on its behalf to Clearstream or Euroclear, as applicable, by the deadlines specified by such Clearing System.

Participants are advised to check with any custodian or nominee, or other intermediary through which Securities are held, whether such entity would require the receipt of instructions to participate in, or notice of a revocation of instruction to participate in, the Tender Offers before the deadlines specified in this Offer to Purchase. **The deadlines set by a custodian or nominee, or by Clearstream and Euroclear, for the submission and revocation of Tender Instructions may be earlier than the relevant deadlines specified in this Offer to Purchase.**

The term “Tender Instructions” means instructions: (i) to block any attempt to transfer a Holder’s Securities on or prior to the applicable Settlement Date and (ii) to debit the Holder’s account on the applicable Settlement Date in respect of the Securities that have been tendered by the Holder. To be valid, a Tender Instruction must specify:

- the event or reference number issued by Clearstream or Euroclear;
- the name of the Direct Participant and the securities account number in which the Securities the Holder wishes to tender are held;
- the ISIN of such Securities;
- the principal amount of the relevant Securities the Holder wishes to tender; and any other information as may be required by Clearstream or Euroclear and duly notified to the tendering Holder prior to the submission of the Tender Instruction.

Separate Tender Instructions must be submitted on behalf of each individual beneficial owner of Maximum Tender Offer Notes due to potential proration.

The tendering of any series of Securities in the Tender Offers will be deemed to have occurred upon receipt by the Tender and Information Agent, via Clearstream or Euroclear, as applicable, of a valid Tender Instruction in accordance with the requirements of such Clearing System. The receipt of such Tender Instruction by Clearstream or Euroclear, as applicable, will be acknowledged in accordance with the standard practices of such Clearing System and will result in the blocking of the Securities in such Clearing System so that no transfers may be effected in relation to such Securities.

Participants must take the appropriate steps through Clearstream or Euroclear, as applicable, so that no transfers may be effected in relation to such blocked Securities at any time after the date of submission of such Tender Instruction, in accordance with the requirements of such Clearing System and the deadlines required by such Clearing System. Holders of Securities are responsible for informing themselves of these deadlines and arranging for timely delivery of Tender Instructions to Clearstream or Euroclear.

By submitting a Tender Instruction, such Holders authorize Clearstream and Euroclear, as applicable, to disclose the identity of the Direct Participant to the Tender and Information Agent, FIS and the Dealer Managers. All of the Securities tendered by such Holders will be blocked in the Holder’s account.

In the event that either Tender Offer is terminated prior to the applicable Settlement Date, as notified to Clearstream or Euroclear by the Tender and Information Agent, the instructions will be automatically withdrawn.

By taking these actions with respect to the Tender Offers, such Holder and any custodial entity that holds such Holder's tendered Securities will be deemed to have agreed (i) to the terms and conditions of the Tender Offers as set forth in this Offer to Purchase and (ii) that the Company and the Tender and Information Agent may enforce the terms and conditions against such Holder and such Holder's custodian.

Representations, Warranties and Undertakings

By tendering their Securities through the submission of an electronic acceptance instruction in accordance with the requirements of ATOP or Tender Instructions in accordance with Clearstream or Euroclear, as applicable, each Holder will be deemed to represent, warrant and undertake the following:

- (1) Such Holder irrevocably constitutes and appoints the Tender and Information Agent as such Holder's true and lawful agent and attorney-in-fact (with full knowledge that the Tender and Information Agent also acts as the agent of the Company) with respect to such Securities, with full powers of substitution and revocation (such power of attorney being deemed to be an irrevocable power coupled with an interest) to
 - (i) present such Securities and all evidences of transfer and authenticity to, or transfer ownership of, such Securities on the account books maintained by the relevant Clearing System to, or upon the order of, the Company, (ii) present such Securities for transfer of ownership on the books of the Company, and (iii) receive all benefits and otherwise exercise all rights of beneficial ownership of such Securities, all in accordance with the terms and conditions of the Tender Offers.
- (2) Such Holder understands that tenders with respect to a series of Securities may be withdrawn by written notice of withdrawal received by the Tender and Information Agent at any time on or prior to the applicable Withdrawal Deadline. In the event of a termination of the Tender Offers with respect to such series of Securities, the Securities tendered pursuant to the Tender Offers will be credited to the account maintained at the relevant Clearing System from which such Securities were delivered.
- (3) Such Holder understands that tenders of Securities pursuant to any of the procedures described in this Offer to Purchase and acceptance of such Securities by the Company will constitute a binding agreement between Holders and the Company upon the terms and subject to the conditions of the Tender Offers. For purposes of the Tender Offers, such Holder understands that validly tendered Securities (or defectively tendered Securities with respect to which the Company has waived or caused to be waived such defect) will be deemed to have been accepted by the Company if, as and when the Company gives written notice thereof to the Tender and Information Agent.
- (4) Such Holder has full power and authority to tender, sell, assign and transfer the Securities tendered hereby and that when such tendered Securities are accepted for purchase and payment by the Company, the Company will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right and together with all rights attached thereto. Such Holder will, upon request, execute and deliver any additional documents deemed by the Tender and Information Agent or by the Company to be necessary or desirable to complete the sale, assignment transfer and cancellation of the Securities tendered hereby or to evidence such power and authority.
- (5) Such Holder understands that tender of Securities pursuant to the procedures described in "—Procedures for Tendering" of this Offer to Purchase constitute such Holder's acceptance of the terms and conditions of the Tender Offers. The Company's acceptance for payment of Securities tendered pursuant to the Tender Offers will constitute a binding agreement between Holders and the Company upon the terms and subject to the conditions of the Tender Offers.

- (6) Such Holder has read and agreed to all of the terms of the Tender Offers. All authority conferred or agreed to be conferred shall not be affected by, and shall survive, the death or incapacity of the Holder, and any obligation of the Holder hereunder shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the Holder.
- (7) Such Holder hereby requests that any Securities representing principal amounts not accepted for purchase be released in accordance with the applicable Clearing System procedures.
- (8) Such Holder understands that if it is tendering Securities held through Clearstream or Euroclear and it is a Direct Participant, by blocking the relevant Securities in the applicable Clearing System it will be deemed to consent to such Clearing System providing details concerning their identity to the Tender and Information Agent (and for such Tender and Information Agent to provide such details to the Company, the Dealer Managers, and their respective legal advisors).
- (9) Such Holder understands that if it is tendering Securities held through Clearstream or Euroclear, it holds and will hold, until the time of settlement on the applicable Settlement Date, the relevant Securities in the relevant Clearing System and such Securities are blocked in the relevant Clearing System and, in accordance with the requirements of, and by the deadline required by, such Clearing System, it has submitted, or caused to be submitted, the Tender Instruction to such Clearing System and it has authorized the blocking of the tendered Securities with effect on and from the date of such submission so that, at any time pending the transfer of such Securities on the applicable Settlement Date to the Company or to the Tender and Information Agent on its behalf, no transfers of such Securities may be effected.
- (10) Such Holder understands that, subject to the terms and conditions of the Tender Offers, the Company will pay the Total Consideration or the Late Tender Offer Consideration, as applicable, and the unpaid Accrued Interest up to, but not including, the Any and All Settlement Date, the Maximum Tender Early Settlement Date or the Maximum Tender Final Settlement Date (as applicable) for those Securities tendered and not withdrawn at or prior to the Any and All Expiration Date, the Early Tender Date or the Maximum Tender Expiration Date, as applicable.
- (11) Such Holder recognizes that under certain circumstances set forth in this Offer to Purchase, the Company may terminate or amend the Tender Offers with respect to one or more series of Securities or may postpone the acceptance for payment of, or the payment for, Securities tendered or may not be required to purchase any of the Securities tendered hereby.
- (12) Such Holder understands that the delivery and surrender of any Securities is not effective, and the risk of loss of the Securities does not pass to the Tender and Information Agent, until receipt by the Tender and Information Agent of an Agent's Message or Tender Instruction properly completed and duly executed, together with all accompanying evidences of authority and any other required documents in form satisfactory to the Company. All questions as to form of all documents and the validity (including time of receipt) and acceptance of tenders and withdrawals of Securities will be determined by the Company, in its sole discretion, which determination shall be final and binding.
- (13) Such Holder not a resident of and/or located in the United Kingdom or, if it is a resident of and/or located in the United Kingdom, it is a (i) person who has professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005 (the "Order"); or (ii) creditor or member of the Company or another person to whom this Offer to Purchase and any other documents and/or materials relating to the Tender Offers may lawfully be communicated, falling within Article 49(2)(a) to (e) of the Order (all such persons together being referred to as "Relevant Persons");
- (14) Such Holder is not a resident of and/or located in France, or if it is a resident of and/or located in France, it is either (i) a qualified investor (*investisseur qualifié*) acting for its own account, other than an individual, and/or (ii) a legal entity whose total assets exceed €5 million, or whose annual turnover exceeds €5 million, or whose managed assets exceed €5 million or whose average annual headcount exceeds 50, acting for its own account, all as defined in, and in accordance with, Articles L.341-2, L.411-2, D.341-1 and D.411-1 of the French Code *monétaire et financier*;

- (15) Such Holder is not a resident of and/or located in Belgium or, if it is a resident of and/or located in Belgium, it is a qualified investor (*investisseur qualifié/gekwalificeerde belegger*) in the meaning of Article 10, §1, of the Belgian Law of June 16, 2006 on public offering of securities and admission to trading of securities on regulated markets (the “Belgian Prospectus Law”), as referred to in Article 6, §3, 1° of the Belgian Law of April 1, 2007 on public takeover bids (the “Belgian Takeover Law”), acting for its own account;
- (16) Such Holder, and any beneficial owner of the Securities or any other person on whose behalf it is acting, is not a resident of and/or located in the Republic of Italy (“Italy”), or, if it is a resident of and/or located in Italy, it is, or is tendering the Notes through, an authorized person (such as an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with Legislative Decree No. 58 of February 24, 1998, as amended, (the “Financial Services Act”), *Commissione Nazionale per le Società e la Borsa* (“CONSOB”) Regulation No. 16190 of October 29, 2007, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations and with any requirements imposed by CONSOB or any other Italian authority;
- (17) Such Holder has observed the laws of all relevant jurisdictions, obtained all requisite governmental, exchange control or other required consents, complied with all requisite formalities and paid any issue, transfer or other taxes or requisite payments due from such Holder in each respect in connection with any offer or acceptance, in any jurisdiction and that such Holder has not taken or omitted to take any action in breach of the terms of the Tender Offers or which will or may result in the Company or any other person acting in breach of the legal or regulatory requirements of any such jurisdiction in connection with the Tender Offers or tender of Securities in connection therewith.
- (18) Such Holder is not from or located in any jurisdiction where the making or acceptance of the Tender Offers does not comply with the laws of that jurisdiction.
- (19) Such Holder is not an individual or entity (a) that is, or is owned or controlled by an individual or entity that is, described or designated in (i) the most current “Specially Designated Nationals and Blocked Persons” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/t11sdn.pdf>) or (ii) the most current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: http://eeas.europa.eu/cfsp/sanctions/consol-list/index_en.htm); or (b) that is otherwise the subject of any sanctions administered or enforced by any sanctions authority, other than solely by virtue of their inclusion in: (i) the most current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: https://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/ssi_list.aspx) (the “SSI List”), (ii) Annexes III, IV, V and VI of Council Regulation No. 833/2014, as amended by Council Regulation No. 960/2014 (the “EU Annexes”), or (iii) any other list maintained by a sanctions authority, with similar effect to the SSI List or the EU Annexes.

IF A HOLDER THAT DESIRES TO TENDER ITS SECURITIES IS UNABLE TO PROVIDE THE REPRESENTATIONS, WARRANTIES AND UNDERTAKINGS SET FORTH ABOVE, SUCH HOLDER SHOULD CONTACT THE DEALER MANAGERS OR TENDER AND INFORMATION AGENT IMMEDIATELY.

Guaranteed Delivery

If a Holder desires to tender Any and All Notes pursuant to the Any and All Tender Offer and such Holder cannot complete the procedures for book-entry transfer prior to or at the Any and All Expiration Date, such Holder may effect a tender of Any and All Notes pursuant to a guaranteed delivery by complying with the following procedures (the “Guaranteed Delivery Procedures”):

- if such Any and All Notes are held through DTC such tender must be made through a firm that is an “eligible guarantor institution,” as that term is defined in Rule 17Ad-15 under the Exchange Act (the “Eligible Institution”):

- at or prior to the Any and All Expiration Date, the Tender and Information Agent must receive from the Eligible Institution (in the case of Any and All Notes held through DTC) or a Direct Participant (in the case of Any and All Notes held through Euroclear or Clearstream) either (i) a properly completed and duly executed Notice of Guaranteed Delivery, by email, or (ii) in the case of Any and All Notes held through DTC only, a properly transmitted Agent's Message and Notice of Guaranteed Delivery, that in each such case (1) sets forth the name and address of the Direct Participant tendering the Any and All Notes on behalf of the relevant Holder and the principal amount of Any and All Notes being tendered; (2) states that the tender is being made thereby; and (3) guarantees that the Eligible Institution will procure that DTC properly transmits an Agent's Message (together with the related book-entry delivery of the Any and All Notes) to the Tender and Information Agent no later than 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), on March 4, 2021 (such date and respective times, as they may be extended, the “Guaranteed Delivery Date”), the second business day after the Any and All Expiration Date; and
- at or prior to the Guaranteed Delivery Date, the Tender and Information Agent must receive (i) from the relevant Direct Participant, via the relevant Clearing System, a Tender Instruction submitted pursuant to the relevant procedures set forth above and, in the case of any Tender Instruction submitted via Euroclear or Clearstream, resulting in the blocking of the relevant Any and All Notes in the Holder's account with the relevant Clearing System so that no transfers may be effected in relation to such Any and All Notes and (ii) in the case of Any and All Notes held through DTC, the book-entry delivery of the Any and All Notes into the Tender and Information Agent's account at DTC.

Holders who wish to tender Securities pursuant to Guaranteed Delivery Procedures may obtain the relevant form of Notice of Guaranteed Delivery by contacting the Tender and Information Agent, which is substantially in the form of Annex 1 to this Offer to Purchase. The Notice of Guaranteed Delivery may be transmitted in accordance with the usual procedures of the relevant Clearing System; provided, however, that if the notice is sent through electronic means, it must state that DTC has received an express acknowledgement from the Holder on whose behalf the notice is given that the Holder has received and agrees to become bound by the form of the notice to DTC. If ATOP procedures are used to give Notice of Guaranteed Delivery, the Direct Participant need not complete and physically deliver the Notice of Guaranteed Delivery; however, the Direct Participant will be bound by the terms of the Any and All Tender Offer.

The Eligible Institution that tenders Any and All Notes held through DTC pursuant to Guaranteed Delivery Procedures must (i) no later than the Any and All Expiration Date, comply with ATOP's procedures applicable to guaranteed delivery, and (ii) no later than the Guaranteed Delivery Date, deliver the Agent's Message, together with confirmation of book-entry transfer of the Any and All Notes specified therein, to the Tender and Information Agent as specified above. Failure to do so could result in a financial loss to such Eligible Institution.

If a Holder is tendering Any and All Notes held through DTC via ATOP pursuant to Guaranteed Delivery Procedures, the Eligible Institution should not complete and deliver the Notice of Guaranteed Delivery, but such Eligible Institution will be bound by the terms of the Any and All Tender Offer, including the Notice of Guaranteed Delivery, as if it were executed and delivered by such Eligible Institution. Holders who hold Any and All Notes through DTC in book-entry form and tender pursuant to Guaranteed Delivery Procedures should, prior to the Guaranteed Delivery Date, only comply with ATOP's procedures applicable to guaranteed delivery.

The delivery of Any and All Notes tendered pursuant to Guaranteed Delivery Procedures may only be submitted with regard to principal amounts equal to minimum denominations as described under “—Minimum Tender Denomination; Partial Tenders.” Guaranteed deliveries will expire on the Guaranteed Delivery Date.

The Guaranteed Delivery Settlement Date will be March 5, 2021, the third business day after the Any and All Expiration Date.

FOR THE AVOIDANCE OF DOUBT, THE DELIVERY OF SUCH ANY AND ALL NOTES TENDERED BY GUARANTEED DELIVERY PROCEDURES MUST BE MADE NO LATER THAN 4:00 P.M., LONDON TIME (IN THE CASE OF ANY AND ALL NOTES THAT ARE EURO NOTES OR STERLING NOTES), OR 5:00 P.M., NEW YORK CITY

TIME (IN THE CASE OF ANY AND ALL NOTES THAT ARE DOLLAR NOTES), ON THE SECOND BUSINESS DAY AFTER THE ANY AND ALL EXPIRATION DATE; PROVIDED, THAT ACCRUED INTEREST WILL CEASE TO ACCRUE FROM AND AFTER THE ANY AND ALL SETTLEMENT DATE FOR ALL ANY AND ALL NOTES ACCEPTED FOR PURCHASE IN THE ANY AND ALL TENDER OFFER, INCLUDING THOSE TENDERED PURSUANT TO THE GUARANTEED DELIVERY PROCEDURES SET FORTH ABOVE AND UNDER NO CIRCUMSTANCES WILL ADDITIONAL INTEREST ON THE TOTAL CONSIDERATION BE PAID BY THE COMPANY ON OR AFTER THE ANY AND ALL SETTLEMENT DATE.

There are no guaranteed delivery provisions provided for by the Company in conjunction with the Maximum Tender Offer under the terms of this Offer to Purchase.

No Letter of Transmittal

No letter of transmittal will be used in connection with the Tender Offers. The valid electronic transmission of acceptance through ATOP shall constitute delivery of Securities in connection with the Tender Offers. For a Holder who holds Securities through Clearstream or Euroclear to validly tender Securities pursuant to the Tender Offers, such Holder must tender such Securities by the submission of valid Tender Instructions in accordance with the procedures described herein and of such Clearing System, as applicable.

Minimum Tender Denomination; Partial Tenders

The Any and All Notes may be tendered and accepted for payment only in principal amounts equal to minimum denominations of \$2,000, €100,000 or £100,000, as applicable, and integral multiples of \$1,000, €1,000 or £1,000, as applicable, in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Any and All Notes must continue to hold Any and All Notes in at least the minimum authorized denomination of \$2,000, €100,000 or £100,000 principal amount, as applicable.

The Maximum Tender Offer Notes may be tendered and accepted for payment only in principal amounts equal to minimum denominations of \$2,000 or €100,000, as applicable, and integral multiples of \$1,000 or €1,000, as applicable, in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Maximum Tender Offer Notes must continue to hold Maximum Tender Offer Notes in at least the minimum authorized denomination of \$2,000 or €100,000 principal amount, as applicable.

If the entire principal amount of the Securities is not tendered or not accepted for purchase, the principal amount of such Securities not tendered or not accepted for purchase will be returned by credit to the account at the relevant Clearing System designated in the Agent's Message.

Title of Security	Security Identifier(s)	Authorized Denomination	
		Minimum Authorized Denominations	Integral Multiples
Floating Rate Senior Notes due 2021	<u>ISIN</u> : XS1843436491	€100,000	€1,000
0.125% Senior Notes due 2021	<u>ISIN</u> : XS1843436657	€100,000	€1,000
3.500% Senior Notes due 2023	<u>CUSIP</u> : 31620MAK2 <u>ISIN</u> : US31620MAK27	\$2,000	\$1,000
3.875% Senior Notes due 2024	<u>CUSIP</u> : 31620MAM8 <u>ISIN</u> : US31620MAM82	\$2,000	\$1,000
2.602% Senior Notes due 2025	<u>ISIN</u> : XS1843436061	£100,000	£1,000
5.000% Senior Notes due 2025	<u>CUSIP</u> : 31620MAR7 <u>ISIN</u> : US31620MAR79	\$2,000	\$1,000

3.000% Senior Notes due 2026	<u>CUSIP</u> : 31620MAT3 <u>ISIN</u> : US31620MAT36	\$2,000	\$1,000
4.250% Senior Notes due 2028	<u>CUSIP</u> : 31620M AY2 <u>ISIN</u> : US31620MAY21	\$2,000	\$1,000
3.750% Senior Notes due 2029	<u>CUSIP</u> : 31620MBJ4 <u>ISIN</u> : US31620MBJ45	\$2,000	\$1,000
4.500% Senior Notes due 2046	<u>CUSIP</u> : 31620MAU0 <u>ISIN</u> : US31620MAU09	\$2,000	\$1,000
1.500% Senior Notes due 2027	<u>ISIN</u> : XS1843436228	€100,000	€1,000

Other Matters

Notwithstanding any other provision of the Tender Offers, payment of the Total Consideration or Late Tender Offer Consideration, as applicable, plus Accrued Interest in exchange for Securities tendered and accepted for purchase pursuant to the Tender Offers will occur only after timely compliance with the procedures for tender specified in this Offer to Purchase. Tenders of Securities pursuant to the procedures described above, and acceptance thereof by the Company, will constitute a binding agreement between the tendering Holder and the Company upon the terms and subject to the conditions of the Tender Offers as set forth in this Offer to Purchase and, if applicable, the Notice of Guaranteed Delivery. All questions as to the form of all documents and the validity (including time of receipt) and acceptance of all tenders and withdrawals of Securities will be determined by the Company, in its sole discretion, the determination of which shall be final and binding. **Alternative, conditional or contingent tenders will not be considered valid.** The Company reserves the right, in its sole discretion, to reject any or all tenders of Securities that are not in proper form or the acceptance of which would, in its opinion, be unlawful. The Company also reserves the right, in its sole discretion, to waive any defects, irregularities or conditions of tender as to particular Securities or to grant Holders an opportunity to cure any defect or irregularity in connection with tenders within such time as it determines. A waiver of one defect does not obligate waivers of other defects. Tenders of Securities shall not be deemed to have been made until all defects and irregularities have been waived by the Company or cured. None of the Company, its affiliates, the Dealer Managers, the Tender and Information Agent or any other person will be under any duty to give notice of any defects or irregularities in tenders of Securities or will incur any liability to Holders for failure to give any such notice. The Company's interpretations of the terms and conditions of the Tender Offers will be final and binding.

Compliance with "Short Tendering" Rule in the Maximum Tender Offer

It is a violation of Rule 14e-4 promulgated under the Exchange Act for any person acting alone or in concert with others, directly or indirectly, to tender Securities in a partial tender offer for such person's own account unless at the time of tender and at the applicable Expiration Date such person has a "net long position" in the Securities that is equal to or greater than the amount tendered and will deliver or cause to be delivered such Securities for the purpose of tendering to the Company within the period specified in the Maximum Tender Offer. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. A tender of Securities in the Maximum Tender Offer made pursuant to any method of delivery set forth herein will constitute the tendering Holder's representation and warranty to the Company that (a) such Holder has a "net long position" in Securities at least equal to the Securities being tendered within the meaning of Rule 14e-4, and (b) such tender of Securities complies with Rule 14e-4.

Acceptance of Securities for Purchase; Payment for Securities

Subject to the terms and conditions of the Tender Offers, the Company will accept for purchase, and pay for, (i) any and all of the Any and All Notes validly tendered and (ii) up to the Aggregate Maximum Repurchase Amount in Total Consideration for the Maximum Tender Offer Notes, upon the satisfaction or waiver of the conditions to the Tender Offers specified under "—Conditions of the Tender Offers." The Company will promptly pay for the Securities accepted for purchase in connection with the Tender Offers on the applicable Settlement Date.

The Company expressly reserves its rights, in its sole discretion, but subject to applicable law, to (1) delay acceptance for purchase of Securities tendered pursuant to a Tender Offer or the payment for Securities accepted for purchase (subject to

Rule 14e-1 under the Exchange Act, which requires that the Company pay the consideration offered or return Securities deposited by or on behalf of the Holders promptly after the termination or withdrawal of the applicable Tender Offer), or (2) terminate a Tender Offer at any time prior to acceptance. For purposes of the Tender Offers, the Company will be deemed to have accepted for purchase validly tendered Securities (or defectively tendered Securities with respect to which it has waived such defect) if, as and when the Company gives oral (promptly confirmed in writing) or written notice thereof to the Tender and Information Agent.

The Company will pay for Securities accepted for purchase in the Tender Offers by depositing such payment in cash directly with DTC, Euroclear or Clearstream, as applicable. Payment by the Company shall for all purposes be deemed to have been completed upon its deposit with DTC, Euroclear or Clearstream, as applicable, of the Total Consideration and Late Tender Offer Consideration, as applicable, plus Accrued Interest. Under no circumstances will the Company pay interest on the applicable Total Consideration or Late Tender Offer Consideration by reason of any delay on the part of DTC, Euroclear or Clearstream, as applicable, in making payment to Holders.

If, for any reason, acceptance for purchase of, or payment for, validly tendered Securities pursuant to the Tender Offers is delayed, or the Company is unable to accept for purchase or to pay for validly tendered Securities pursuant to the Tender Offers, then the Tender and Information Agent may, nevertheless, on behalf of the Company, retain the tendered Securities, without prejudice to the rights of the Company described under “— Procedures for Tendering” and “—Conditions of the Tender Offers” above and “—Withdrawal of Tenders” below, but subject to Rule 14e-1 under the Exchange Act, which requires that the Company pay the consideration offered or return the Securities tendered promptly after the termination or withdrawal of the applicable Tender Offer.

If any tendered Securities are not accepted for purchase for any reason pursuant to the terms and conditions of the Tender Offers, such Securities will be promptly credited to an account maintained at DTC, or unblocked in the relevant account of Euroclear or Clearstream, as applicable, or otherwise returned without cost to the tendering Holders.

The Company may transfer or assign, in whole or from time to time in part, to one or more of its affiliates or any third party the right to purchase any or all of the Securities tendered pursuant to the Tender Offers, but any such transfer or assignment will not relieve the Company of its obligations under the Tender Offers and will in no way prejudice the rights of tendering Holders to receive payment for Securities validly tendered and accepted for purchase pursuant to the Tender Offers.

Tendering Holders of Securities purchased in the Tender Offers will not be obligated to pay brokerage commissions or fees to the Dealer Managers, the Tender and Information Agent, or the Company or to pay transfer taxes with respect to the purchase of their Securities. Holders should check with their own brokers to determine if they will assess a fee (such fees, if any, will be payable by the Holders). The Company will pay all other charges and expenses in connection with the Tender Offers. See “Dealer Managers and Tender and Information Agent.”

Withdrawal of Tenders

Tendered Securities may be withdrawn at any time at or prior to the relevant Withdrawal Deadline. After the relevant Withdrawal Deadline, tendered Securities may not be withdrawn unless the Company amends the applicable Tender Offer in a manner that is materially adverse to the tendering Holders, in which case withdrawal rights may be extended as the Company determines, to the extent required by law (as determined by the Company), appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. Additionally, the Company, in its sole discretion, may extend a Withdrawal Deadline for any purpose.

Securities withdrawn prior to the applicable Withdrawal Deadline may be tendered again prior to the Any and All Expiration Date, the Early Tender Date or the Maximum Tender Expiration Date, as applicable, in accordance with the procedures set forth in this Offer to Purchase. The Company may increase or decrease the Aggregate Maximum Repurchase Amount without extending or reinstating withdrawal rights, subject to compliance with applicable law.

For a withdrawal of a tender of Securities held through DTC to be effective, the Tender and Information Agent must receive a written or facsimile transmission notice of withdrawal or a properly transmitted “Request Message” through ATOP prior to or at the applicable Withdrawal Deadline. Any such notice of withdrawal must (a) specify the name of the person who tendered the Securities to be withdrawn (or, if tendered by book-entry transfer, the name of the participant in the book-entry

transfer facility whose name appears on the security position listing as the owner of such Securities), (b) contain the description of the Securities to be withdrawn and the aggregate principal amount represented by such Securities and (c) specify the name in which such Securities are to be registered if different from the person who tendered such Securities pursuant to such documents of transfer (or, in the case of Securities transferred by book-entry transfer, the name and number of the account at the book-entry transfer facility to be credited with withdrawn Securities).

For a withdrawal of Securities held through Clearstream or Euroclear to be effective, the Holder of such Securities must submit an electronic withdrawal instruction, prior to the Withdrawal Deadline, in accordance with the requirements of the applicable Clearing System, and the deadlines required by such Clearing System in order to unblock the tendered Securities. To be valid, such withdrawal instruction must specify the Securities to which the original Tender Instructions related, the securities account to which such Securities are to be credited and any other information required by Clearstream or Euroclear, as applicable. Tendered Securities may not be unblocked by such Holder's instruction unless they are entitled to withdrawal rights pursuant to the terms of the Tender Offers.

For a withdrawal of Securities tendered through a custodial entity, the Holder of such Securities will need to make arrangements for withdrawal with its custodian or nominee. Such Holder's ability to withdraw the tender of its Securities will depend upon the terms of the arrangements it has made with its custodian or nominee and, if its custodian or nominee is not the Direct Participant tendering those Securities, the arrangements between such Holder's custodian and such Direct Participant, including any arrangements involving intermediaries between such Holder's custodian and such Direct Participant.

The Tender and Information Agent will return to Holders tendering through DTC all Securities in respect of which it has received valid withdrawal instructions on or prior to the Withdrawal Deadline promptly after it receives such instructions. Clearstream or Euroclear, as applicable, will unblock the relevant Securities in the tendering Holder's account in respect of which such Clearing System has received valid electronic withdrawal instructions prior to the Withdrawal Deadline and the deadlines required by such Clearing System.

A withdrawal of a tender of Securities may not be rescinded, and any Securities properly withdrawn will thereafter not be validly tendered for purposes of the Tender Offers. A withdrawal of Securities may only be accomplished if done prior to or at the applicable Withdrawal Deadline and in accordance with the foregoing procedures.

Holders of Maximum Tender Offer Notes tendered after the Early Tender Date but prior to or at the Maximum Tender Expiration Date will not be eligible to receive the applicable Total Consideration; rather, if their Securities are validly tendered and accepted for purchase, Holders of Maximum Tender Offer Notes tendered after the Early Tender Date will be eligible to receive the Late Tender Offer Consideration.

Withdrawal Rights and Aggregate Maximum Repurchase Amount

The Company may increase or decrease the Aggregate Maximum Repurchase Amount in its sole discretion. The Company is not required to extend the Maximum Tender Withdrawal Deadline in connection with any such increase or decrease. Increasing the Aggregate Maximum Repurchase Amount may increase the amount of Maximum Tender Offer Notes that may be accepted for purchase by the Company. If Holders tender more Maximum Tender Offer Notes in the Maximum Tender Offer than they expect to be accepted for purchase by the Company based on the Aggregate Maximum Repurchase Amount and the Company subsequently increases the Aggregate Maximum Repurchase Amount on or after the Maximum Tender Withdrawal Deadline, such Holders will not be able to withdraw any of their previously tendered Maximum Tender Offer Notes. **Accordingly, Holders should not tender any Maximum Tender Offer Notes that they do not wish to be accepted for purchase.**

The Company will not be able to definitively determine whether the Maximum Tender Offer is oversubscribed or what the effects of the Acceptance Priority Levels or proration may be with respect to the Maximum Tender Offer Notes until after the Early Tender Date or the Maximum Tender Expiration Date have passed, as applicable. Therefore you will not be able to withdraw tenders of your Maximum Tender Offer Notes at the time the Company establishes the amount of Maximum Tender Offer Notes of each series to be purchased pursuant to the Maximum Tender Offer.

Other

The Company will determine, in its sole discretion, all questions as to the form and validity (including time of receipt) of any notice of withdrawal of a tender, which determination shall be final and binding. None of the Company, its affiliates, the Dealer Managers, the Tender and Information Agent or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal of a tender or incur any liability for failure to give any such notification.

The Securities issued by the Company are obligations of the Company and are governed by the instruments under which the Securities were issued, as amended or supplemented to date. There are no appraisal or other similar statutory rights available to Holders in connection with the Tender Offers.

MARKET AND TRADING INFORMATION

The Euro Notes and the Sterling Notes are listed on the New York Stock Exchange. The Dollar Notes are neither listed on any national or regional securities exchange nor reported on a national quotation system. To the extent that the Securities are traded, prices and trading volumes of the Securities may be difficult to monitor. Quotations for securities that are not widely traded, such as the Securities, may differ from actual trading prices and should be viewed as approximations. Holders are urged to obtain current information with respect to market prices for the Securities.

OTHER PURCHASES OF SECURITIES

From time to time after completion of the applicable Tender Offer, the Company or its affiliates may purchase additional Securities in the open market, in privately negotiated transactions, through one or more additional tender or exchange offers, or otherwise, or the Company may redeem Securities that the issuer is permitted to redeem pursuant to their terms. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders of the Securities than the terms of the applicable Tender Offer. Any future purchases by the Company will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Company or its affiliates may choose to pursue in the future. Additionally, the Company currently intends to (but is not obligated to) effect the Any and All Notes Redemption to the extent that less than all of the outstanding Any and All Notes are tendered and accepted for purchase in the Any and All Tender Offer.

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a general discussion of the material U.S. federal income tax considerations relating to the sale of the Securities to the Company by beneficial owners (referred to herein as “Holders”) pursuant to the Tender Offers. It is not a complete analysis of all the potential tax considerations relating to the Securities that may be relevant to Holders in light of their personal investment circumstances or to certain types of Holders subject to special rules (for example, financial institutions, tax-exempt organizations, insurance companies, regulated investment companies, real estate investment trusts, retirement plans, persons that are broker-dealers, traders in securities who elect the mark-to-market method of tax accounting for their securities, U.S. Holders that have a functional currency other than the U.S. dollar, certain former U.S. citizens or long-term residents, investors in partnerships or other pass-through entities or persons holding the Security as part of a “straddle,” “hedge,” “conversion transaction” or other integrated transaction).. This section is based on the Internal Revenue Code of 1986, as amended (the “Code”), its legislative history, existing regulations under the Code, published rulings and court decisions, all as in effect on the date hereof. These authorities are subject to differing interpretations and are subject to change at any time with possible retroactive effect. The Company has not sought any ruling from the Internal Revenue Service (the “IRS”) with respect to the statements made and the conclusions reached in this summary and no assurance can be given that the IRS will agree with such statements and conclusions, or that a court will not sustain any challenge by the IRS. The following summary applies only to Holders who hold their Securities as capital assets within the meaning of Section 1221 of the Code. This summary does not consider the effect of any alternative minimum taxes, Medicare contribution tax, gift or estate tax laws, or any state, local or foreign tax laws or the potential application of the income accrual rules set forth in Section 451(b) of the Code.

This summary does not address the U.S. federal income tax considerations with respect to a sale of a Security held by a partnership, including for this purpose, an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes, whether domestic or foreign. If such a partnership holds Securities, the tax treatment of a partner will generally depend upon the status and the activities of the partner and the partnership. A Holder that is such a partnership (or partner in such a partnership) should consult its tax advisor regarding the tax consequences to it of the partnership tendering Securities.

THIS DISCUSSION IS NOT INTENDED TO BE A COMPLETE ANALYSIS OR DESCRIPTION OF ALL POTENTIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS OR ANY OTHER CONSIDERATIONS OF THE SALE OF THE SECURITIES PURSUANT TO THE TENDER OFFERS. THUS, HOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS AS TO THE SPECIFIC TAX CONSEQUENCES OF THE TENDER OFFERS TO THEM, INCLUDING TAX RETURN REPORTING REQUIREMENTS, THE APPLICABILITY AND EFFECT OF FEDERAL, STATE, LOCAL, FOREIGN AND OTHER APPLICABLE TAX LAWS AND THE EFFECT OF ANY PROPOSED CHANGES IN THE TAX LAWS.

Consequences to Tendering Holders

Receipt of Total Consideration

If a Holder receives the Total Consideration with respect to a Maximum Tender Offer Note, the U.S. federal income tax treatment of the Early Tender Payment is uncertain. Such amount may be treated as either (1) additional consideration received in exchange for the Maximum Tender Offer Notes, in which case such amount will be taken into account as part of the aggregate consideration received for the Maximum Tender Offer Notes, or (2) a separate fee for selling the Maximum Tender Offer Notes, in which case such payments will generally be treated as ordinary income (and, for Non-U.S. Holders, could be subject to withholding tax). The Company intends to treat such amount as additional consideration received by such Holder for the Maximum Tender Offer Notes for U.S. federal income tax purposes, and the following discussion assumes that such amount is so treated. There can be no assurance, however, that the IRS will not attempt to treat the receipt of such amount as the receipt of a separate fee for selling the Maximum Tender Offer Notes. If such amount were so treated, the U.S. federal income tax consequences to a Holder would differ from the consequences described below. Holders are urged to consult their tax advisors as to the proper treatment of the Early Tender Payment with respect to any Maximum Tender Offer Note.

U.S. Federal Income Tax Considerations for U.S. Holders

This subsection describes U.S. federal income tax considerations to a U.S. Holder. As used herein, the term “U.S. Holder” means a beneficial owner of a Security that is, for U.S. federal income tax purposes:

- an individual that is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation) created or organized in or under the laws of the United States, any state in the United States or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more “United States persons” (within the meaning of Section 7701(a)(30) of the Code) have the authority to control all substantial decisions of the trust or (2) the trust has in effect a valid election to be treated as a United States person for U.S. federal income tax purposes.

Sale of Dollar Notes. A sale of Dollar Notes by a U.S. Holder pursuant to the Tender Offers will generally be a taxable transaction to such U.S. Holder for U.S. federal income tax purposes. A U.S. Holder generally will recognize gain or loss on the sale of a Dollar Note in an amount equal to the difference, if any, between (1) the amount of cash received for such Dollar Note (other than the portion of such amount that is properly allocable to Accrued Interest, which will be taxable as ordinary interest income to the extent not previously included in income), and (2) the U.S. Holder’s adjusted tax basis for such Dollar Note at the time of sale. A U.S. Holder’s adjusted tax basis in a Dollar Note generally will be the cost of the Dollar Note to such U.S. Holder (i) increased by any market discount previously included in such U.S. Holder’s income with respect to the Dollar Note (pursuant to an election to so include as described below), and (ii) decreased by the amount of any premium previously amortized by the U.S. Holder to offset interest income on the Dollar Note. Amortizable bond premium generally is the excess of a U.S. Holder’s tax basis in a Dollar Note immediately after its acquisition over the principal amount of such Dollar Note, subject to certain rules relating to the effect of the redemption provisions of such Dollar Note. Except to the extent that gain is characterized as ordinary income pursuant to the market discount rules discussed below, such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the Dollar Notes have been held for more than one year as of the disposition date. Long-term capital gains recognized by non-corporate U.S. Holders are generally eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

Sale of Euro Notes and Sterling Notes. A sale of Euro Notes or Sterling Notes by a U.S. Holder pursuant to the Tender Offers will generally be a taxable transaction to such U.S. Holder for U.S. federal income tax purposes. A U.S. Holder generally will recognize gain or loss on the sale of Euro Notes or Sterling Notes in an amount equal to the difference, if any, between (1) the applicable total consideration received in exchange for such Euro Notes or Sterling Notes, as applicable (other than the portion of such amount that is properly allocable to Accrued Interest, which will be taxable as ordinary interest income to the extent not previously included in income) and (2) the U.S. Holder’s adjusted tax basis for such Euro Notes or Sterling Notes, as applicable, at the time of sale. A U.S. Holder’s adjusted tax basis in Euro Notes or Sterling Notes generally will be equal to the U.S. dollar value of the initial cost of the Euro Notes or Sterling Notes, as applicable, determined on the date of such purchase (or, in the case of a cash basis or electing accrual basis U.S. Holder, the settlement date of the purchase if the Euro Notes or Sterling Notes, as applicable, are traded on an established securities market) (i) increased by any market discount previously included in such U.S. Holder’s income with respect to the Euro Notes or Sterling Notes, as applicable, (pursuant to an election to so include as described below), and (ii) decreased by the amount of any premium previously amortized by the U.S. Holder to offset interest income on the Euro Notes or Sterling Notes, as applicable. The applicable total consideration received will be based on the U.S. dollar value of such amount on the date of the sale (or, in the case of a cash basis or electing accrual basis U.S. Holder, the settlement date of the sale if the Euro Notes or Sterling Notes, as applicable, are traded on an established securities market). The election available to accrual basis U.S. Holders in respect of Euro Notes or Sterling Notes, as applicable, traded on an established securities market, discussed above, must be applied consistently to all debt instruments from year to year and cannot be changed without the consent of the IRS. If the Euro Notes or Sterling Notes, as applicable, are not traded on an established securities market or if a U.S. Holder is an accrual basis taxpayer that has not made the election referred to above, such U.S. Holder will recognize foreign currency gain or loss to the extent that the U.S. dollar value of the

Euros or Sterling received on the settlement date differs from the U.S. dollar value of the amount realized (other than amounts attributable to the Accrued Interest, which will be taxable as ordinary interest income) on the date of the disposition.

Any gain or loss realized in respect of Euro Notes or Sterling Notes, as applicable, and attributable to changes in value of the exchange rate during a U.S. Holder's holding period with respect to the Notes will generally be taxable as ordinary income or loss to the extent of any gain or loss on the overall disposition of the Euro Notes or Sterling Notes, as applicable. Any additional gain or loss that does not constitute such foreign currency gain or loss will be capital gain or loss, except to the extent such gain is treated as ordinary income pursuant to the market discount rules discussed below, and such gain or loss will be long-term capital gain or loss if the Euro Notes or Sterling Notes, as applicable, have been held for more than one year as of the disposition date. Long-term capital gains recognized by non-corporate U.S. Holders are generally eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

U.S. Treasury regulations require United States taxpayers to report certain transactions that give rise to loss in excess of certain thresholds (a "Reportable Transaction"). Under these regulations, a U.S. Holder of Notes denominated in a foreign currency (such as the Euro Notes and the Sterling Notes) that recognizes a loss with respect to such Notes that is characterized as an ordinary loss due to changes in currency exchange rates (under the rules discussed above) would be required to report the loss on IRS Form 8886 (Reportable Transaction Disclosure Statement) if the loss equals or exceeds thresholds set forth in the regulations. U.S. Holders should consult with their tax advisor regarding any tax filing and reporting obligations that may apply in connection with disposing of Euro Notes or Sterling Notes, as applicable.

Market Discount. An exception to the capital gain treatment described above may apply to a U.S. Holder that purchased a Security other than at its original issuance at a "market discount" within the meaning of Section 1278 of the Code. In general, market discount is the excess of the Security's stated redemption price at maturity over the U.S. Holder's tax basis in the Security immediately after its acquisition by such U.S. Holder; nevertheless, if the market discount is less than 0.25% of the stated redemption price at maturity, multiplied by the number of remaining complete years to maturity from the acquisition date, then the market discount will be deemed to be zero. In general, unless the U.S. Holder has elected to include market discount in income currently as it accrues, any gain realized by a U.S. Holder on the sale of a Security having market discount will be treated as ordinary income to the extent of the accrued market discount on the Security. In the case of a Euro Notes and a Sterling Notes, any accrued market discount not subject to the election will be translated into U.S. dollars at the spot rate on the date such security is disposed of and any accrued market discount subject to the election shall be translated in U.S. dollars at the average exchange rate for the accrual period.

U.S. Federal Income Tax Considerations for Non-U.S. Holders

This subsection describes U.S. federal income tax considerations to a Non-U.S. Holder. For purposes of the following discussion, a "Non-U.S. Holder" means a beneficial owner of a Security (other than a partnership or an entity or arrangement classified as a partnership for U.S. federal income tax purposes) that is not a U.S. Holder for U.S. federal income tax purposes.

Sale of Securities. Except as described below with respect to payments attributable to Accrued Interest on the Securities (which will be treated as such) and subject to the discussion of backup withholding and FATCA withholding below, any gain realized by a Non-U.S. Holder on the sale of a Security pursuant to the Tender Offers will generally not be subject to U.S. federal income tax or withholding, unless:

- such gain is effectively connected with such Non-U.S. Holder's conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment or fixed base of the Non-U.S. Holder); or
- the Non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year in which such gain is realized and certain other conditions exist.

Gain that is effectively connected with the conduct of a trade or business in the United States generally will be subject to U.S. federal income tax on a net income basis (but not U.S. withholding tax), in the same manner as if the Non-U.S. Holder were a resident of the United States, and, in the case of a corporation, may be subject to an additional branch profits tax equal to 30% (or lower applicable treaty rate) of its effectively connected earnings and profits for the taxable year, subject to

adjustments. An individual Non-U.S. Holder who is subject to U.S. federal income tax because the Non-U.S. Holder was present in the United States for 183 days or more during the year of sale of the Securities and certain other conditions exist will be subject to a flat 30% tax on the gain derived from such sale, which may be offset by certain U.S.-source capital losses.

Accrued Interest. Subject to the discussion of backup withholding and FATCA withholding below, amounts received in the Tender Offers that are attributable to Accrued Interest on the Securities made to a Non-U.S. Holder generally will not be subject to United States federal withholding tax provided that (i) such Non-U.S. Holder (A) does not actually or constructively own 10% or more of the total combined voting power of all classes of stock of the Company entitled to vote and (B) is not a controlled foreign corporation that is related to the Company (within the meaning of Section 864(d)(4) of the Code) and (ii) has provided the appropriate documentation (generally, an IRS Form W-8BEN or W-8BEN-E) certifying as to its non-U.S. status.

In addition, payments of Accrued Interest made to a Non-U.S. Holder will not be subject to U.S. federal withholding tax if the income is effectively connected with such Non-U.S. Holder's trade or business in the United States (and if required under an applicable income tax treaty, is attributable to a U.S. permanent establishment or fixed base) and such Non-U.S. Holder provides an IRS Form W-8ECI (or other applicable form). If the above criteria are not met, payments of interest on a Security generally will be subject to U.S. federal withholding tax at a 30% rate (or a lower applicable treaty rate, provided certain certification requirements are met). The Company will not pay any additional amounts to investors in respect of any amounts withheld.

If interest on the Security is effectively connected with the conduct of a U.S. trade or business of the Non-U.S. Holder and, if required under an applicable tax treaty, such interest is attributable to a U.S. permanent establishment or fixed base of the Non-U.S. Holder, the Non-U.S. Holder, although exempt from U.S. federal withholding tax as provided above, generally will be subject to U.S. federal income tax on the receipt or accrual of such interest on a net income basis when received or accrued in accordance with such holder's method of tax accounting. In addition, if such Non-U.S. Holder is a corporation, it may be subject to an additional branch profits tax equal to 30% (or lower applicable treaty rate) of its effectively connected earnings and profits for the taxable year, subject to adjustments. These Non-U.S. Holders are urged to consult their tax advisors concerning the U.S. federal income tax consequences to them of the ownership and sale of the Security as well as the application of state, local and non-U.S. income and other tax laws.

Information Reporting and Backup Withholding

In general, amounts paid pursuant to the Tender Offers may (and in the case of Accrued Interest paid to Non-U.S. Holders, will) be subject to information reporting and, if a Holder fails to provide certain identifying information (such as an accurate taxpayer identification number, generally on an IRS Form W-9, with respect to a U.S. Holder) or meets certain other conditions, may also be subject to backup withholding at the rate specified in the Code. A Non-U.S. Holder that provides an appropriate IRS Form W-8 (e.g., W-8BEN or W-8BEN-E, as applicable) will generally establish an exemption from backup withholding. Amounts withheld under the backup withholding rules are not additional taxes and may be refunded or credited against the federal income tax liability of such Holder, provided the relevant information is timely furnished to the IRS.

FATCA

Pursuant to Sections 1471 through 1474 of the Code and the U.S. Treasury regulations promulgated thereunder (such Sections commonly referred to as "FATCA"), a 30% United States federal withholding tax may apply to certain payments, including the payment of interest such as the Accrued Interest, made to (i) a "foreign financial institution" (as specifically defined in the Code) which does not provide sufficient documentation, typically on IRS Form W-8BEN-E, evidencing either (x) an exemption from FATCA, or (y) its compliance (or deemed compliance) with FATCA (which may alternatively be in the form of compliance with an intergovernmental agreement with the United States) in a manner which avoids withholding, or (ii) a "non-financial foreign entity" (as specifically defined in the Code) which does not provide sufficient documentation, typically on IRS Form W-8BEN-E, evidencing either (x) an exemption from FATCA, or (y) adequate information regarding certain substantial United States beneficial owners of such entity (if any).

Current provisions of the Code and U.S. Treasury regulations that govern FATCA treat gross proceeds from the sale or other disposition of debt obligations that can produce U.S.-source interest (such as the Securities) as subject to FATCA

withholding. However, under proposed U.S. Treasury regulations (the preamble to which specifies that taxpayers are permitted to rely on them pending finalization), such gross proceeds are not subject to FATCA withholding.

You should consult your tax advisors regarding these rules and whether they may be relevant to your ownership and disposition of the Securities.

Consequences to Non-Tendering Holders

The Tender Offers will not result in a taxable event for U.S. federal income tax purposes for non-tendering Holders.

DEALER MANAGERS AND TENDER AND INFORMATION AGENT

The Company has retained J.P. Morgan Securities LLC, J.P. Morgan Securities plc and Goldman Sachs & Co. LLC, as the Joint Dealer Managers, Barclays Capital Inc., Barclays Bank PLC and Citigroup Global Markets Inc. as Co-Dealer Managers and D.F. King as the Tender and Information Agent in connection with the Tender Offers. The Joint Dealer Managers and Co-Dealer Managers are jointly referred to as the Dealer Managers. The Company has agreed to pay the Dealer Managers and the Tender and Information Agent customary fees for their services in connection with the Tender Offers. The Company has also agreed to reimburse the Dealer Managers and the Tender and Information Agent for certain of their out-of-pocket expenses and to indemnify the Dealer Managers and the Tender and Information Agent against certain liabilities, including liabilities under the federal securities laws. The Company will not pay any fees or commissions to any broker, dealer or other person other than the Dealer Managers and the Tender and Information Agent in connection with the solicitation of tenders of Securities pursuant to the Tender Offers. The Company will, however, reimburse brokers, dealers, commercial banks and trust companies for customary mailing and handling expenses incurred by them in forwarding the Tender Offer documents and related materials to their clients.

Each of the Dealer Managers and/or its affiliates, in the ordinary course of its business, makes markets in securities of the Company, including the Securities. As a result, from time to time, the Dealer Managers and/or their affiliates may own certain of the securities of the Company, including the Securities. In addition, the Dealer Managers may tender Securities into the Tender Offers for their own accounts. In the ordinary course of business, the Dealer Managers and their respective affiliates have in the past provided, currently provide, and may in the future from time to time provide, investment banking and general financing and commercial banking services to the Company and certain of its affiliates, including the provision of credit facilities, and/or the performance of financial advisory services for the Company and its affiliates, for which they received, or will receive, customary fees and expenses. The Dealer Managers are not obligated to make a market in the Securities.

None of the Dealer Managers or the Tender and Information Agent assumes any responsibility for the accuracy or completeness of the information concerning the Company or the Securities contained or referred to in this Offer to Purchase or in the documents incorporated by reference herein or for any failure by the Company to disclose events that may have occurred and may affect the significance or accuracy of such information.

NONE OF THE COMPANY OR ITS AFFILIATES, THEIR RESPECTIVE BOARDS OF DIRECTORS, THE DEALER MANAGERS, THE TENDER AND INFORMATION AGENT OR THE TRUSTEE WITH RESPECT TO ANY SERIES OF SECURITIES IS MAKING ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER ANY SECURITIES IN RESPONSE TO ANY OF THE TENDER OFFERS, AND NEITHER THE COMPANY NOR ANY SUCH OTHER PERSON HAS AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISION AS TO WHETHER TO TENDER ANY OF THEIR SECURITIES AND, IF SO, THE PRINCIPAL AMOUNT OF SECURITIES TO TENDER.

In connection with the Tender Offers, the Company's officers and regular employees (who will not be specifically compensated for such services) may solicit tenders by use of the mails personally or by telephone. The Company will also pay brokerage houses and other custodians, nominees and fiduciaries the reasonable out-of-pocket expenses incurred by them in forwarding copies of this Offer to Purchase and related documents to the Holders and in handling or forwarding tenders of Securities by their customers.

OFFER RESTRICTIONS

General Notice to Investors

No action has been or will be taken in any jurisdiction that would permit the possession, circulation or distribution of this Offer to Purchase or any material relating to the Company or the Securities in any jurisdiction where action for that purpose is required. Accordingly, neither this Offer to Purchase nor any other offering material or advertisements in connection with the Tender Offers may be distributed or published, in or from any such country or jurisdiction, except in compliance with any applicable rules or regulations of any such country or jurisdiction.

The distribution of this Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this Offer to Purchase comes are required by the Company, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

This Offer to Purchase does not constitute an offer to buy or sell or a solicitation of an offer to sell or buy Securities, as applicable, in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws or otherwise. The distribution of this document in certain jurisdictions may be restricted by law. In those jurisdictions where the securities, blue sky or other laws require the Tender Offers to be made by a licensed broker or dealer and the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offers shall be deemed to be made by the Dealer Managers or such affiliate (as the case may be) on behalf of the Company in such jurisdiction.

Each Holder participating in the Tender Offers will give certain representations in respect of the jurisdictions referred to above and generally as set out in herein. Any tender of Securities pursuant to the Tender Offers from a Holder that is unable to make these representations will not be accepted. Each of the Company, each Dealer Manager, the Trustee, each Paying Agent and the Tender and Information Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Securities pursuant to the Tender Offers, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender shall not be accepted.

United Kingdom

The communication of this Offer to Purchase and any other documents or materials relating to the Tender Offers is not being made by, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. In the United Kingdom, this Offer to Purchase and any other documents or materials relating to the Tender Offers are directed only at Relevant Persons. In the United Kingdom, any investment or investment activity to which this Offer to Purchase relates will be available only to, and engaged in only with, Relevant Persons. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Offer to Purchase or any of its contents.

France

The Tender Offers are not being made, directly or indirectly, to the public in France. Neither this Offer to Purchase nor any other documents or offering materials relating to the Tender Offers, has been or shall be distributed to the public in France and only (i) qualified investors (*investisseurs qualifiés*) acting for their own account, other than individuals, and/or (ii) legal entities whose total assets exceed €5 million, or whose annual turnover exceeds €5 million, or whose managed assets exceed €5 million or whose average annual headcount exceeds 50, acting for their own account, all as defined in, and in accordance with, Articles L.341-2, L.411-2, D.341-1 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Tender Offers. This Offer to Purchase has not been submitted to the clearance procedures (*visa*) of the *Autorité des marchés financiers*.

Belgium

The Tender Offers do not constitute a public offering within the meaning of Articles 3, §1, 1° and 6, §1, of the Belgian Takeover Law. The Tender Offers are exclusively conducted under applicable private placement exemptions and have therefore not been, and will not be, notified to, and neither this Offer to Purchase nor any other document or material relating to the Tender Offers have been, or will be, approved by the Belgian Financial Services and Markets Authority (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*). Accordingly, the Tender Offers, this Offer to Purchase, any memorandum, information circular, brochure or any similar documents relating to the Tender Offers may not be advertised, offered or distributed, directly or indirectly, to any person located and/or resident in Belgium other than to persons who qualify as “Qualified Investors” in the meaning of Article 10, §1, of the Belgian Prospectus Law, as referred to in Article 6, §3, 1° of the Belgian Takeover Law, and who is acting for its own account, or in other circumstances which do not constitute a public offering in Belgium pursuant to the Belgian Takeover Law. This Offer to Purchase has been issued only for the personal use of the above Qualified Investors and exclusively for the purpose of the Tender Offers. Accordingly, the information contained herein may not be used for any other purpose or disclosed to any other person in Belgium.

Italy

None of the Tender Offers, this Offer to Purchase or any other documents or materials relating to the Tender Offers has been or will be submitted to the clearance procedure of the CONSOB, pursuant to applicable Italian laws and regulations.

The Tender Offers are being carried out in Italy as exempted offers pursuant to article 101-*bis*, paragraph 3-*bis* of the Financial Services Act and article 35-*bis*, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended.

Holders or beneficial owners of the Securities that are a resident of and/or located in Italy can tender the Securities for purchase through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of October 29, 2007, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations and with any requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Securities or the Tender Offers.

MISCELLANEOUS

The Company is not aware of any jurisdiction in which the making of the Tender Offers is not in compliance with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction where the making of the Tender Offers would not be in compliance with such laws, the Company will make a good faith effort to comply with any such laws. If, after such good faith effort, the Company cannot comply with any such applicable laws, the applicable Tender Offers will not be made to the Holders of Securities residing in such jurisdiction.

No person has been authorized to give any information or make any representations on the Company's behalf that is not contained in this Offer to Purchase or the Notice of Guaranteed Delivery, and, if given or made, that information or representation should not be relied upon.

Schedule A

Formula for Determining Total Consideration, Late Tender Offer Consideration and Accrued Interest for the Dollar Notes

YLD	=	The Repurchase Yield, which is the sum of the applicable Fixed Spread and the Reference Yield.
CFi	=	The aggregate amount of cash per \$1,000 principal amount scheduled to be paid on the “ith” out of the N remaining cash payment dates, assuming for this purpose that Notes are redeemed on the par call date or paid down on the maturity date, as applicable.
N	=	For Any and All Offer Notes, the number of remaining cash payment dates from (but excluding) the Any and All Settlement Date to (and including) the maturity date or par call date of the Notes, as applicable.
		For Maximum Tender Offer Notes, the number of remaining cash payment dates from (but excluding) the Maximum Tender Early Settlement Date to (and including) the maturity date or par call date of the Notes, as applicable.
S	=	The number of days from and including the semi-annual interest payment date immediately preceding the applicable settlement date up to, but excluding, such settlement date. The number of days is computed using the 30/360-day count method.
/	=	Divide. The term immediately to the left of the division symbol is divided by the term immediately to the right of the division symbol before any addition or subtraction operations are performed.
exp	=	Exponentiate. The term to the left of exponentiation symbol is raised to the power indicated by the term to the right of exponentiation symbol.
$\sum_{i=1}^N$	=	Summate. The term in the brackets to the right of the summation symbol is separately calculated “N” times (substituting for “i” in that term each whole number between 1 and N, inclusive of N, which may not be a whole number in the case of Notes priced to the par call date).
CPN	=	The contractual annual rate of interest payable on a Note, expressed as a decimal number.
Accrued Interest	=	$\$1,000 (CPN/2) (S/180)$.
Total Consideration	=	The price per \$1,000 principal amount of the Notes being priced (excluding accrued and unpaid interest). A tendering Holder will be entitled to receive a total amount per \$1,000 principal amount (rounded to the nearest cent) equal to the Total Consideration plus accrued and unpaid interest.
Late Tender Offer Consideration	=	For Maximum Tender Offer Notes, Total Consideration minus the Early Tender Payment.

Late Tender Offer Consideration is not applicable to the Any and All Tender Offer.

$$\begin{array}{l} \text{Total Consideration} \\ \text{Formula} \end{array} = \sum_{i=1}^N \left[\frac{CF_i}{(1 + YLD/2)^{\exp(i - S/180)}} \right] - \text{Accrued Interest}$$

**Formula for Determining Total Consideration,
Late Tender Offer Consideration and Accrued Interest
for EUR 1.500% Senior Notes due 2027**

YLD	=	The Repurchase Yield, which is the sum of the applicable Fixed Spread and the Reference Yield.
CF _i	=	The aggregate amount of cash per €1,000 principal amount scheduled to be paid on the “i th ” out of the N remaining cash payment dates, assuming for this purpose that Notes are redeemed on the par call date.
N	=	The number of remaining cash payment dates from (but excluding) the Maximum Tender Early Settlement Date to (and including) the par call date.
S	=	The number of days from and including the annual interest payment date immediately preceding the applicable settlement up to, but excluding, such settlement date. The number of days is computed using the actual/actual day-count method.
AD	=	Actual number of days from and including the annual interest payment date immediately preceding the applicable settlement date up to, but not including, the interest payment date immediately following the applicable settlement date.
/	=	Divide. The term immediately to the left of the division symbol is divided by the term immediately to the right of the division symbol before any addition or subtraction operations are performed.
exp	=	Exponentiate. The term to the left of exponentiation symbol is raised to the power indicated by the term to the right of exponentiation symbol.
$\sum_{i=1}^N$	=	Summate. The term in the brackets to the right of the summation symbol is separately calculated “N” times (substituting for “i” in that term each whole number between 1 and N, inclusive of N, which may not be a whole number).
CPN	=	The contractual annual rate of interest payable on a Note, expressed as a decimal number.
Accrued Interest	=	€1,000 (CPN) (S/AD).
Total Consideration	=	The price per €1,000 principal amount of the Notes being priced (excluding accrued and unpaid interest). A tendering Holder will be entitled to receive a total amount per €1,000 principal amount (rounded to the nearest cent) equal to the Total Consideration plus accrued and unpaid interest.
Late Tender Offer Consideration	=	Total Consideration minus the Early Tender Payment.
Total Consideration Formula	=	$\sum_{i=1}^N \left[\frac{CF_i}{(1 + YLD)\exp(i \cdot S/AD)} \right] - \text{Accrued Interest}$

**Formula for Determining Total Consideration
for GBP 2.602% Senior Notes due 2025**

YLD	=	The Repurchase Yield, which is the applicable Reference Yield plus the applicable Fixed Spread, annualized to match the coupon frequency of the Sterling Notes.
CF _i	=	The aggregate amount of cash per £1,000 principal amount scheduled to be paid on the “i th ” out of the N remaining cash payment dates, assuming for this purpose that Notes are redeemed on the par call date.
N	=	The number of remaining cash payment dates from (but excluding) the Any and All Settlement Date to (and including) the par call date.
S	=	The number of days from and including the annual interest payment date immediately preceding the applicable settlement date up to, but excluding, such settlement date. The number of days is computed using the actual/actual day-count method.
AD	=	Actual number of days from and including the annual interest payment date immediately preceding the applicable settlement date up to, but not including, the interest payment date immediately following the applicable settlement date.
/	=	Divide. The term immediately to the left of the division symbol is divided by the term immediately to the right of the division symbol before any addition or subtraction operations are performed.
exp	=	Exponentiate. The term to the left of exponentiation symbol is raised to the power indicated by the term to the right of exponentiation symbol.
$\sum_{i=1}^N$	=	Summate. The term in the brackets to the right of the summation symbol is separately calculated “N” times (substituting for “i” in that term each whole number between 1 and N, inclusive of N, which may not be a whole number).
CPN	=	The contractual annual rate of interest payable on a Note, expressed as a decimal number.
Accrued Interest	=	£1,000 (CPN) (S/AD).
Total Consideration	=	The price per £1,000 principal amount of the Notes being priced (excluding accrued and unpaid interest). A tendering Holder will be entitled to receive a total amount per £1,000 principal amount (rounded to the nearest cent) equal to the Total Consideration plus accrued and unpaid interest.

Total Consideration Formula	=	$\sum_{i=1}^N \left[\frac{CF_i}{(1 + YLD)^{\exp(i - S/AD)}} \right] - \text{Accrued Interest}$
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With respect to the 2.602% Senior Notes due 2025, because interest on such series of Securities is paid annually whereas interest on the applicable Reference Security for such series of Securities is paid semi-annually, after establishing the semi-annual Reference Yield of such Reference Security and adding it to the Fixed Spread for purposes of calculating the Repurchase Yield, such sum will be converted into an annualized yield to determine the Repurchase Yield.

Any questions regarding procedures for tendering Securities or requests for additional copies of this Offer to Purchase and the Notice of Guaranteed Delivery should be directed to the Tender and Information Agent.

The Tender and Information Agent for the Tender Offers is:

D.F. King

Email: fis@dfking.com

Tender Offers Website: <http://www.dfking.com/fis>

In New York

48 Wall Street, 22nd Floor
New York, NY 10005
United States of America

Banks and Brokers call: (212) 269-5550
All others call Toll Free: (800) 549-6864

In London

65 Gresham Street
London EC2V 7NQ
United Kingdom

Telephone: +44 20 7920 9700

By facsimile:

(For Eligible Institutions only):

(212) 709-3328

Attention: Michael Horthman

Confirmation by Telephone: (212) 232-3233

If a Holder has questions about any of the Tender Offers or the procedures for tendering Securities, the Holder should contact the Tender and Information Agent or the Joint Dealer Managers at their respective telephone numbers. Requests for documents relating to the Tender Offers, including this Offer to Purchase, should be directed to the Tender and Information Agent.

The Joint Dealer Managers for the Tender Offers are:

J.P. Morgan Securities LLC

383 Madison Avenue
New York, NY 10179
United States

Attn: Liability Management Group

U.S. Toll-Free: +1 (866) 834-4666

Collect: +1 (212) 834-3424

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London E14 5JP

United Kingdom

Attn: Liability Management

Tel.: +44 20 7134 2468

Email:

liability_management_EMEA@jpmorgan.com

Goldman Sachs & Co. LLC

200 West Street
New York, NY 10282

Attn: Liability Management Group

U.S.: (212) 357-1452

Toll-Free: (800) 828-3182

Email: GS-LM-NYC@gs.com

*Only with respect to the Dollar
Notes*

*Only with respect to the Euro Notes and the
Sterling Notes*

Annex 1

Notice of Guaranteed Delivery

FIDELITY NATIONAL INFORMATION SERVICES, INC.

NOTICE OF GUARANTEED DELIVERY

**To Tender the Outstanding Securities Listed Below
Pursuant to the Offer to Purchase dated February 23, 2021**

Any and All of the Outstanding Securities Listed Below

Title of Security	Security Identifier(s)	Principal Amount Outstanding	Applicable Maturity Date	Applicable Par Call Date	Reference Security	Bloomberg Reference Page	Fixed Spread	Fixed Total Consideration ⁽¹⁾
Floating Rate Senior Notes due 2021	ISIN: XS1843436491	€500,000,000	5/21/2021	N/A	N/A	N/A	N/A	€1,000.50
0.125% Senior Notes due 2021	ISIN: XS1843436657	€500,000,000	5/21/2021	4/21/2021	N/A	N/A	N/A	€1,000.82
3.500% Senior Notes due 2023	CUSIP: 31620MAK2 ISIN: US31620MAK27	\$700,000,000	04/15/2023	01/15/2023	0.250% UST due 4/15/2023	FIT5	+30 bps	N/A
3.875% Senior Notes due 2024	CUSIP: 31620MAM8 ISIN: US31620MAM82	\$400,004,000	06/05/2024	03/05/2024	2.000% UST due 5/31/2024	FIT5	+25 bps	N/A
2.602% Senior Notes due 2025	ISIN: XS1843436061	£625,000,000	5/21/2025	2/21/2025	5.000% UKT due 3/7/2025	FIT GLT0-10	+30 bps	N/A
5.000% Senior Notes due 2025	CUSIP: 31620MAR7 ISIN: US31620MAR79	\$611,928,000	10/15/2025	07/15/2025	0.250% UST due 6/30/2025	FIT6	+45 bps	N/A
3.000% Senior Notes due 2026	CUSIP: 31620MAT3 ISIN: US31620MAT36	\$1,250,000,000	08/15/2026	05/15/2026	1.625% UST due 5/15/2026	FIT6	+25 bps	N/A

THE ANY AND ALL TENDER OFFER (AS DEFINED BELOW) FOR THE FLOATING RATE SENIOR NOTES DUE 2021, THE 0.125% SENIOR NOTES DUE 2021, THE 3.500% SENIOR NOTES DUE 2023, THE 3.875% SENIOR NOTES DUE 2024, THE 2.602% SENIOR NOTES DUE 2025, THE 5.000% SENIOR NOTES DUE 2025 AND THE 3.000% SENIOR NOTES DUE 2026 (COLLECTIVELY, THE “ANY AND ALL NOTES”) WILL EXPIRE AT 4:00 P.M., LONDON TIME (IN THE CASE OF ANY AND ALL NOTES THAT ARE EURO NOTES OR STERLING NOTES), OR 5:00 P.M., NEW YORK CITY TIME (IN THE CASE OF ANY AND ALL NOTES THAT ARE DOLLAR NOTES), ON MARCH 2, 2021, UNLESS EXTENDED BY THE OFFEROR (AS DEFINED BELOW) (SUCH DATE AND TIMES, AS THE SAME MAY BE EXTENDED OR EARLIER TERMINATED, THE “EXPIRATION DATE”). IN ORDER FOR HOLDERS TO RECEIVE THE APPLICABLE TOTAL CONSIDERATION, SUCH HOLDERS MUST VALIDLY TENDER THEIR ANY AND ALL NOTES AT OR PRIOR TO THE EXPIRATION DATE. ANY AND ALL NOTES THAT HAVE BEEN TENDERED MAY BE WITHDRAWN AT ANY TIME AT OR PRIOR TO THE EXPIRATION DATE BUT NOT, EXCEPT AS OTHERWISE PROVIDED, THEREAFTER. A PROPERLY TRANSMITTED AGENT’S MESSAGE (FOR ANY AND ALL NOTES HELD THROUGH DTC) OR A VALID ACCEPTANCE INSTRUCTION (FOR ANY AND ALL NOTES HELD THROUGH EUROCLEAR OR CLEARSTREAM), TOGETHER

WITH CONFIRMATION OF BOOK-ENTRY TRANSFER OR BLOCKING OF SUCH ANY AND ALL NOTES, AND ANY OTHER DOCUMENTS REQUIRED MUST BE DELIVERED TO THE TENDER AND INFORMATION AGENT NO LATER THAN THE CLOSE OF BUSINESS ON THE SECOND BUSINESS DAY AFTER THE EXPIRATION DATE. THE “CLOSE OF BUSINESS” MEANS 4:00 P.M., LONDON TIME (IN THE CASE OF ANY AND ALL NOTES THAT ARE EURO NOTES OR STERLING NOTES), OR 5:00 P.M., NEW YORK CITY TIME (IN THE CASE OF ANY AND ALL NOTES THAT ARE DOLLAR NOTES), AS APPLICABLE. SETTLEMENT FOR ANY AND ALL NOTES TENDERED PURSUANT TO THIS NOTICE OF GUARANTEED DELIVERY AND ACCEPTED IN THE ANY AND ALL TENDER OFFER IS EXPECTED TO BE MARCH 5, 2021, THE THIRD BUSINESS DAY AFTER THE EXPIRATION DATE.

As set forth in the Offer to Purchase dated February 23, 2021 (as the same may be amended or supplemented from time to time, the “**Offer to Purchase**”) issued by Fidelity National Information Services, Inc. (the “**Offeror**”), under the caption “—The Terms of the Tender Offers—Procedures for Tendering—Guaranteed Delivery,” this Notice of Guaranteed Delivery (the “**Notice of Guaranteed Delivery**” and, collectively with the Offer to Purchase, the “**Offer Documents**”) must be used to tender the Any and All Notes pursuant to the Offer to Purchase if a holder cannot complete the procedures for book-entry transfer prior to the Expiration Date. Capitalized terms used but not defined herein have the respective meanings assigned to them in the Offer to Purchase. The offer to purchase the Any and All Notes is referred herein as the “**Any and All Tender Offer**.”

This Notice of Guaranteed Delivery may be delivered by e-mail in pdf format to D.F. King (the “**Tender and Information Agent**”) prior to the Expiration Date as set forth below, but in any case it must be delivered to the Tender and Information Agent prior to the Expiration Date.

The Tender and Information Agent for the Any and All Tender Offer is:

D.F. King
Email: fis@dfking.com

In New York
48 Wall Street, 22nd Floor
New York, NY 10005
United States of America

In London
65 Gresham Street
London EC2V 7NQ
United Kingdom

Banks and Brokers call: (212) 269-5550
All others call Toll Free: (800) 549-6864

Telephone: +44 20 7920 9700

By Facsimile Transmission:
(For Eligible Institutions Only):
(212) 709-3328
Attention: Michael Horthman
Confirmation by Telephone: (212) 232-3233

Delivery of this Notice of Guaranteed Delivery to an address, or transmission of instructions via facsimile transmission, other than as set forth above will not constitute a valid delivery.

This form is not to be used to guarantee signatures. If a signature on the Agent's Message is required to be guaranteed by a "Medallion Signature Guarantor" under the instructions thereto, such signature guarantee must appear in the applicable space provided in the signature box on the Agent's Message.

Ladies and Gentlemen:

On the terms and subject to the conditions of the Offer Documents, the undersigned hereby tenders to the Offeror, as applicable, the principal amount of the Any and All Notes indicated herein, pursuant to the guaranteed delivery procedures described herein and in the Offer to Purchase under the caption “—The Terms of the Tender Offers—Procedures for Tendering Notes—Guaranteed Delivery.” The undersigned hereby represents and warrants that the undersigned has full power and authority to tender such Any and All Notes.

The undersigned understands that the Any and All Notes may be tendered and guarantees may be delivered only in principal amounts equal to the minimum authorized denomination and the integral multiple in excess of the minimum authorized denomination set forth in the Offer to Purchase for the Any and All Notes. Alternative, conditional or contingent tenders will not be considered valid. The undersigned understands that tenders of the Any and All Notes pursuant to the Any and All Tender Offer may not be withdrawn after the Expiration Date (except as described in the Offer to Purchase). If the Any and All Tender Offer is terminated or withdrawn, the Any and All Notes tendered pursuant to the Any and All Tender Offer will be credited to the respective accounts maintained at The Depository Trust Company (“DTC” or the “**Book-Entry Transfer Facility**”) or Euroclear Bank S.A./N.V., as operator of the Euroclear System (“**Euroclear**”), or Clearstream Banking, S.A. (“**Clearstream**”), as applicable, from which such Any and All Notes were delivered.

The undersigned understands that payment by the Tender and Information Agent for the Any and All Notes tendered and accepted for payment pursuant to the Any and All Tender Offer will be made only after receipt by the Tender and Information Agent, no later than the close of business on the second business day after the Expiration Date, of a properly transmitted Agent’s Message (for the Any and All Notes held through DTC) or a valid electronic acceptance instruction (for the Any and All Notes held through Euroclear or Clearstream), together with confirmation of book-entry transfer or blocking of such Any and All Notes, and any other documents required by the Agent’s Message. The “close of business” means 4:00 p.m., London time (in the case of Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), as applicable.

If the ATOP procedures are used to tender Any and All Notes held in book-entry form, such DTC participant need not complete and physically deliver this Notice of Guaranteed Delivery; provided, however, that if this notice is sent through electronic means, it must state that DTC has received an express acknowledgement from the Holder on whose behalf the notice is given that the Holder has received and agrees to become bound by the form of the notice to DTC. Such DTC participant will be bound by the terms of the Any and All Tender Offer, including this Notice of Guaranteed Delivery, as if this Notice of Guaranteed Delivery was executed and delivered by such Eligible Institution. The Eligible Institution that tenders Any and All Notes held through DTC must (i) no later than the Any and All Expiration Date, comply with ATOP’s procedures applicable to guaranteed delivery, and (ii) no later than the Guaranteed Delivery Date, deliver the Agent’s Message, together with confirmation of book-entry transfer of the Any and All Notes specified therein, to the Tender and Information Agent. **Failure to do so will result in an invalid tender of the related Any and All Notes and could result in a financial loss to such Eligible Institution.**

All authority herein conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall survive the death or incapacity of the undersigned and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding on the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and other legal representatives of the undersigned.

PLEASE SIGN AND COMPLETE

This Notice of Guaranteed Delivery must be signed by the DTC, Euroclear or Clearstream participant tendering the Any and All Notes on behalf of the holder(s) of such Any and All Notes exactly as such participant's name appears on the books of DTC, Euroclear or Clearstream, as applicable, as the owner of such Any and All Notes. If the signature appearing below is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth his or her name, address and capacity as indicated below and submit evidence satisfactory to the Offeror of such person's authority so to act.

Aggregate Principal Amount of the Any and All Notes Tendered:

CUSIP/ISIN: _____

Account Number: _____

Transaction Code Number: _____

Date: _____

The Participant holds the Any and All Notes Tendered through DTC, Euroclear or Clearstream on behalf of the following ("**Beneficiary**"):

Name and Tel. No. of Contact (if known) at the Beneficiary:

Name of Participant:

Address of Participant including Zip Code:

Area Code and Tel. No.: _____

Name(s) of Authorized Signatory: _____

Capacity: _____

Address of Authorized Signatory: _____

Area Code and Tel. No.: _____

Signature(s) of
Authorized Signatory:

Date: _____

GUARANTEE
(Not to be used for signature guarantee)

The undersigned, a firm that is a member of a registered national securities exchange or of the Financial Industry Regulatory Authority, a commercial bank or trust company having an office or correspondent in the United States or an "Eligible Guarantor Institution" within the meaning of Rule 17Ad-15(a)(2) under the Securities Exchange Act of 1934, as amended (each of the foregoing being referred to herein as an "**Eligible Institution**"), hereby (1) represents that each holder on whose behalf this tender is being made "own(s)" the Any and All Notes tendered hereby within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended, (2) represents that such tender of the Any and All Notes is being made by guaranteed delivery and (3) guarantees that, no later than the close of business on the second business day after the Expiration Date, a properly transmitted Agent's Message (for the Any and All Notes held through DTC) or a valid electronic acceptance instruction (for the Any and All Notes held through Euroclear or Clearstream), together with confirmation of book-entry transfer or blocking of such Any and All Notes, and any other documents, will be deposited by such Eligible Institution with the Tender and Information Agent. The "close of business" means 4:00 p.m., London time (in the case of the Any and All Notes that are Euro Notes or Sterling Notes), or 5:00 p.m., New York City time (in the case of Any and All Notes that are Dollar Notes), as applicable.

The Eligible Institution that completes this form acknowledges that it must deliver a copy of the Notice of Guaranteed Delivery to the Tender and Information Agent and Agent's Message (for the Any and All Notes held through DTC) or a valid electronic acceptance instruction (for the Any and All Notes held through Euroclear or Clearstream) together with confirmation of book-entry transfer thereof to the Tender and Information Agent within the time period shown herein. **Failure to do so will result in an invalid tender of the related Any and All Notes and could result in financial loss to such Eligible Institution.**

Name of Firm: _____

Address: _____

(including Zip Code)

Area Code and Tel. No.: _____

(Authorized Signature)

Name: _____

Title: _____

Date: _____