

IMPLEMENTATION OF THE AFEP-MEDEF CORPORATE GOVERNANCE CODE BY WORLDLINE

Objective: Analysis of the implementation by Worldline of the provisions of the AFEP-Medef code as revised in January 2020 (the “Code”).
 The term "Universal Registration Document" refers to the 2020 Universal Registration Document of the Company.
 The term “Chairman and Chief Executive Officer” refers to Mr. Gilles GRAPINET (current Chairman and CEO) and the term “Deputy Chief Executive Officer” refers to Mr. Marc-Henri DESPORTES (current Deputy CEO).

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
1	The tasks of the Board of Directors		
	1.1	<p>Considering social and environmental stakes</p> <p>The Board endeavours to promote long-term value creation by the company by considering the social and environmental aspects of its activities.</p>	<p>Yes. Social and environmental stakes are an important component of the Company’s ambitions for 2021. Worldline's strategy is determined by the Board of Directors and includes a demanding corporate social responsibility program aiming at supporting customers with their digital transformation on the long-term, while helping them reinvent their respective growth models in a responsible manner. To mirror its Sense of Purpose (<i>raison d’être</i>), Worldline adopts a long term and holistic vision, develops a sustainable business model and acts responsibly towards all its stakeholders and the wider society. In this regard, a new CSR TRUST 2025 programme has been elaborated for which various ambitions and quantified targets have been settled with the support of the management team. CSR indicators in line with the Company’s CSR ambitions are also taken into account for the measurement of the performance of employees and directors, including as performance conditions of the LTI. A full description of the Company’s measures and initiatives on corporate social responsibility are included in Part D of the Universal Registration Document and in the 2020 integrated report.</p>

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	1.2	<p>Strategic orientation</p> <p>The principal task of the Board is to define the strategic orientation. It examines and decides on important operations, possibly after review by an ad hoc committee.</p>	<p>Yes. As per the bylaws, the Board of Directors sets the orientations of the Company's business and monitors their implementation. It constituted 5 internal committees (Audit Committee, Nomination Committee, Remuneration Committee¹, Strategy and Investment Committee and Social and Environmental Responsibility Committee) and decides on the basis of such Committees' recommendations.</p> <p>A dedicated session of the Strategy and Investment Committee having extensively covered business strategy and competitive landscape took place in 2020 and the main conclusions were reported to the Board. A strategy workshop to take place in the course of 2021 and attended by all Directors, is expected to give the opportunity to deepen the analysis in light of Worldline main drivers for development and value creation.</p>
	1.3	<p>Principal task</p> <p>The Board appoints and dismisses the company officers, set their compensation, selects the form of organization and governance, monitors the management as well as the quality of the information provided to shareholders and to the markets.</p>	<p>Yes. In accordance with the bylaws and the Internal rules of the Board of Directors, the Board carries out all of those missions.</p> <p>Description of the works completed by the Board and its Committees in 2021 is included in Part G of the Universal Registration Document.</p>
	1.4	<p>Information of the Board</p> <p>The Board is informed about market developments, the competitive environment and the most important aspects facing the company, including in the area of social and environmental responsibility.</p>	<p>Yes. Directors are regularly informed of the market developments and the evolution of the competitive environment, during the Board of Directors and the Committees' sessions and via specific reports. The Board is also informed about other important aspects facing the Company, including in the area of social and environmental responsibility in particular through the Social and Environmental Responsibility Committee.</p>

¹ Decision to split the Nomination and Remuneration Committee in two committees on October 28, 2020

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	1.5	<p>Risk review</p> <p>The Board reviews, in relation to the strategy it has defined, the opportunities and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly. To this end, the Board receives all of the information needed to carry out its task, notably from the executive officers.</p>	<p>Yes. Reports are regularly delivered to the Audit Committee in particular on high-risk contracts, major pending litigations and the internal audit activities as well as the measures taken accordingly. The Audit Committee communicates this information to the Board. Moreover, each year, since the creation of the CSR committee, the chairman of the CSR committee presents to the Board a review of the Company's performances in corporate social and environmental responsibility. Besides, the CSR Committee takes charge of the evaluation of the risks and opportunities with regard to social and environmental performance.</p> <p>A full description of the risk factors is included in part F.2 of the Universal Registration Document which also comprises the risk management activities (section F.1.) and the mitigation measures.</p> <p>Description of the works completed by the Board and its Committees in 2021 is included in Part G of the Universal Registration Document.</p>
	1.6	<p>Anti-corruption and influence peddling measures</p> <p>If applicable, the Board ensures the implementation of a mechanism to prevent and detect corruption and influence peddling.</p>	<p>Yes. Following the separation of Worldline from the Atos group, initiated in January 2019, the Worldline Group is implementing the new anti-bribery and anti-corruption policy, which key principles were reviewed by Worldline Board of Directors, and putting special attention while sharing guidelines on gifts, invitations, hospitality, relationships with governments and public officials, charitable donations and sponsorships.</p> <p>Furthermore, Worldline's Code of Ethics, approved by Worldline Board of Directors, and distributed to all employees, makes a direct reference to Worldline corporate values, establishing ethical practices as the backbone of Worldline's business strategy: Responsibility, Trust, Sustainable competitiveness, Service quality and listening to</p>

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			<p>clients, Innovation, Wellbeing@Work and Excellence.</p> <p>A detailed description of the Code of Ethics is included in section D.4 of the Universal Registration Document.</p>
	<p>1.7</p>	<p>Non-discrimination and diversity policies</p> <p>The Board ensures that the executive officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the governing bodies.</p>	<p>Yes. Worldline has deployed a worldwide Diversity Program to take into consideration and apply the best international practices regarding gender equality, disability, seniority, and other diversity indicators. Although the fields of IT and engineering mostly appeal to men, Worldline employs up to 33% of female employees (vs. 31.5% in 2019) worldwide and constantly strives to improve this proportion. Out of this proportion of female employees, 23% females belong to the total management workforce. Worldline has identified new actions that will to strengthen women representation at all levels</p> <p>Worldline has identified new actions that will be deployed in 2021 to strengthen women representation at all levels.</p> <p>As from the acquisition of Ingenico in October 2020, the Board is composed of women for 41% (i.e. 7 out of 17 Directors to be taken into account²) and the Board's objective is to maintain this ratio above the 40% threshold set forth by law. Moreover, considering the appointments within the Board's Committees, all of the Boards' Committees comprise one or several women director(s).</p> <p>The 2021 Annual General Meeting will decide, in particular, the renewal of the office of five Directors, among whom three women.</p>

² As per Article L. 225-27-1 of the French Commercial Code, Directors representing the employees are not taken into account when determining the gender diversity ratio.

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	1.9	<p>Internal rules of the Board of Directors</p> <p>The internal rules specify:</p> <ul style="list-style-type: none"> - the cases where prior approval by the Board of Directors is required, which may differ according to which division of the company is concerned; - the principle that any material transaction outside the scope of the firm's stated strategy is subject to prior approval by the Board of Directors; - the rules according to which the Board of Directors is informed on the corporation's financial situation, cash position and commitments. <p>These rules relate not only to external acquisitions or disposals, but also to major investments in organic growth or significant internal restructuring operations.</p> <p>The Board of Directors is informed in a timely fashion of the corporation's cash position in order, where applicable, to take decisions relating to its funding and indebtedness.</p>	<p>Yes. The Internal Rules adopted by the Board are summarized in the Universal Registration Document and published annually on the Company's website.</p> <p>The cases requiring prior approval of the Board are mentioned in the Internal Rules as well as in the Universal Registration Document. The Internal Rules also specify the rules governing the information of the Board.</p>

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2	The Board of Directors: A collegial body		
	2.2	<p>Composition, organization and operation of the Board</p> <p>The organization of the Board's work, and likewise its membership, must be suited to the shareholder make-up, to the size and nature of each firm's business, and to the particular circumstances facing it. The foremost responsibility of the Board is to adopt the mode of organization and operation that enables it to carry out its tasks in the best possible manner. Its organization and operation are described in the internal rules that it has drawn up, which are published in part or in full on the company's website or in the report on corporate governance.</p>	<p>Yes. The Board of Directors comprises 7 foreign Directors, representing, 41 % of its composition.</p> <p>This level of diversity is in line with the geographical footprint of Worldline and reflects the European leadership of Worldline. The Board therefore considered that the current ratio is satisfactory and aims at upholding it in line with the Group's identity.</p> <p>The composition of the Board of Directors reflects its shareholding structure. The portion of independent Directors progressively increases to reflect the free float increase. Following its successive disengagements and Atos' intents to consider Worldline as a financial participation, the representation of Atos within the Board of Directors has been reduced accordingly to 0.</p> <p>The 2021 Annual General Meeting will decide, in particular, the renewal of the office of five Directors, among whom three women.</p> <p>Yes. The Board has adopted Internal Rules that present the organization and the operation of the Board. The Internal Rules are summarized and annually published in the Universal Registration Document and on the Company's website.</p>
	2.3	<p>Limitation on the representation of special interests within the Board</p> <p>Since the Board acts in the corporate interest, having large numbers of special interests represented within it should be avoided, except in cases provided for by law.</p>	<p>Yes. The Director's charter, that is appended to the Internal Rules and summarized in the Universal Registration Document, reminds that each Director represents all shareholders and must act in all circumstances in the best interest of the Company.</p>

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	2.4	<p>Specific responsibility of the majority shareholder</p> <p>When a corporation is controlled by a majority shareholder, the latter assumes a specific responsibility with regard to the other shareholders, which is direct and separate from that of the Board of Directors. They take particular care to prevent conflicts of interest and to take account of all interests.</p>	<p>N/A. Since the exceptional distribution in kind by Atos SE of circa 23.5% of the share capital of Worldline on May 7, 2019, and the disposals of Worldline’s shares completed by Atos SE on February 4, 2020, Atos SE’ shareholding in Worldline decreased below 4% of the share capital.</p> <p>Worldline is no longer controlled.</p>
3	The diversity of forms of organization of governance		
	<p>3.1</p> <p>3.2</p>	<p>Option between separation of offices and single office</p> <p>Corporations with Boards of directors can choose between separation of the offices of Chairman and Chief Executive Officer and the combination of such offices. The law does not favor either formula and allows the Board of Directors to choose between the two forms of exercise of executive management. It is up to the Board to decide and to explain its decision. The Board may appoint a Lead Director from among the independent directors, particularly when it has been decided to combine such offices. In the event of the separation of the offices of Chairman and Chief Executive Officer, any tasks entrusted to the Chairman of the Board in addition to those conferred upon him or her by law must be described.</p> <p>The chosen formula and the reasons for this decision must be communicated to the shareholders and third parties.</p>	<p>Yes. Since the initial public offering of the Company in 2014, the formula chosen by the Board of Directors, consisted in the separation of the offices of Chairman and Chief Executive Officer.</p> <p>Since October 24, 2019, date of resignation of Mr. Thierry Breton as Chairman of the Board, the roles of Chairman of the Board of Directors and Chief Executive Officer were temporary unified with Mr. Gilles Grapinet exercising the chairmanship of his current mandate as Chief Executive Officer.</p> <p>The rationale for deciding to unify the offices of Chairman and Chief Executive Officer is explained in the 2020 Registration Document (section G.2).</p> <p>The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, had decided that it was in the interest of the Group to proceed to the unification of the functions. The unification of the functions of Chairman of the Board of Directors and Chief Executive Officer was planned to be temporary as these functions were intended to be dissociated again in the short term in order to facilitate governance discussions in the context of an incoming strategic partnership expected in the short term.</p>

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			<p>In the meantime, in application of the highest corporate governance standards, the Board of Directors held on March 19, 2020, upon recommendation of the Nomination Committee, decided to appoint a Lead independent Director from among the independent members.</p> <p>Pursuant to the combination agreement entered into on February 2, 2020 between Worldline and Ingenico, it has been agreed, the Board of Directors of Worldline, upon recommendation of the Nomination and Remuneration committee, decides on the appointment of Mr. Bernard Bourigeaud as Chairman of the Board of Directors and therefore on the dissociation of the functions of Chief Executive Officer and Chairman.</p> <p>However, at the closing date of Ingenico's acquisition, the Board of Directors of Worldline having been informed by Mr. Bernard Bourigeaud that, for personal reasons, he would temporarily be unable to assume the duties of Chairman of the Board of Directors, it was decided by the Board upon recommendation of the Nomination Committee and in accordance with the Board of Directors of Ingenico, to defer consideration of such separation until such time as the personal constraints currently preventing Mr. Bernard Bourigeaud from assuming this position were lifted ; maintain the unification of the offices of Chairman of the Board and Chief Executive Officer; and confirm Mr. Gilles Grapinet as Chairman of the Board.</p> <p>While the personal constraints preventing Mr. Bernard Bourigeaud from assuming this position were expected to be lifted by the end of the first trimester, Mr. Bernard Bourigeaud informed the Board of Directors on March 29, 2021 that these constraints are not fully lifted but they will fully be lifted by the end of the third trimester so he will be in a position to assume the chairmanship at that time.</p>

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			<p>In consequence, on April 7, 2021, the Board confirmed, in line with the spirit that animated the conclusion of the initial agreements between Worldline and Ingenico at the time of the announcement of the acquisition, its intent to appoint Mr Bernard Bourigeaud as Chairman at the end of Q3 2021, date on which he confirmed that he will be in a position to fulfil this function.</p> <p>The rationale for deciding to unify the offices of Chairman and Chief Executive Officer and the plan to dissociate them with the appointment of Mr. Bernard Bourigeaud is explained in the 2020 Registration Document (section G.2).</p>
	<p>3.3</p>	<p>The Lead Director</p> <p>If the Board decides to confer upon a director, and in particular a Lead Director, special tasks that relate to governance or shareholder relations, these tasks and the resources and prerogatives available to him or her must be described in the internal rules.</p>	<p>N/A. The Board of Directors has designated on March 19, 2020 a Lead independent Director.</p> <p>The rules governing the appointment and the mission of the Lead Director are defined in the Board Internal Rules.</p> <p>His/her functions shall in particular include:</p> <ul style="list-style-type: none"> • Review of the meetings' agendas, upon consultation by the Chairman of the Board and/or the Board's Secretary; the Lead Director may propose the inclusion of additional items; • Ask the Chairman of the Board to convene a meeting to discuss a particular agenda if need be; • Ensure that the Directors are provided with the information necessary to carry out their duties; • Conduct, together with the Board's Secretary, the yearly assessment of the Board and Committees' work; • Organize, at least once a year, meetings held without the

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			<p>Senior Executive Officers being present (“executive sessions”); being reminded that Chairman is also expected to organize such meetings;</p> <ul style="list-style-type: none"> • In this context, the Lead Director maintains a regular and open dialogue with the Directors, in particular with the independent Directors – for which he/she can be the spokesperson vis-à-vis the management and the other directors – as well as with the secretary of the Board of Directors; • He/she shall report on this task to the Board of Directors at least once a year. <p>The missions of the Lead Director as well as his works in 2021 are presented in the 2020 Registration Document (section G.2).</p>

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4	The Board and communication with shareholders and the markets		
	<p>4.1</p> <p>4.2</p>	<p>Communication with the market</p> <p>Each corporation should have a very rigorous policy for communication with the market and analysts. All communications activities must allow everyone to access the same information at the same time</p>	<p>Yes. Press releases are published on the Company’s website and provided to broadcasters (through a professional broadcaster), making them available to all investors at the same time.</p> <p>Presentations used for meetings or conference calls with investors are also available on the Company’s website and conference calls are available in replay on the website.</p>
	<p>4.3</p>	<p>Shareholders and investors’ information</p> <p>The Board should ensure that the shareholders and investors receive a relevant balanced and instructive information about the strategy, development model, the consideration of non-financial issues that are of significance to the corporation and its long-term outlook.</p>	<p>Yes. Since the initial public offering of the Company in 2014, Worldline has communicated its strategy through three-year plans. It organized its own Investor Day in October 2017, presenting three-years ahead projections and their implementation. On October 3, 2017, in the context of an “Investor Day”, Worldline presented the next milestone of its Pan-European leadership ambitions. Worldline also participated to Atos Investor Day organized in January 2019 during which its new three-year plan for 2019, 2020, and 2021 was presented. The next three-year plan for 2022, 2023, and 2024 is considered to be presented during the next “Investor Day” planned in the second half of 2021.</p> <p>Presentations established to present financial communications (also used for roadshows), investor days or General Meetings are regularly posted on the website of the Company.</p> <p>The Registration Document of the Company also provides instructive information in that respect.</p>
	<p>4.4</p>	<p>Shareholder relations with the Board of Directors</p> <p>Shareholders’ relations with the Board of Directors, particularly</p>	<p>Yes. The Board of Directors has designated on March 19, 2020 a Lead independent Director whose functions include the management of</p>

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		with regard to corporate governance aspects, may be entrusted to the Chairman of the Board of Directors or, if applicable, to the Lead Director. He or she shall report on this task to the Board of Directors.	shareholders relations with the Board as set out notably in the Internal rules of the Board of Directors.
	4.5	<p>Identifying, monitoring and assessing the commitments and risks</p> <p>All listed companies must be equipped with reliable procedures for the identification, monitoring and assessment of its commitments and risks, and provide shareholders and investors with relevant information in this area.</p> <p>The annual report specifies the internal procedures set up to identify and monitor off-balance-sheet commitments, as well as to evaluate the corporation's material risks.</p> <p>The ratings given to the firm by financial rating agencies are published along with any changes that have occurred during the financial year.</p>	<p>Yes. Information on off-balance sheet commitments are included in the Universal Registration Document under Note 13 to the consolidated accounts.</p> <p>The risks and the risk management systems are described in Part F of the Universal Registration Document.</p> <p>The Board of Directors reviews off balance sheet commitments, risks and procedures which are preliminarily reviewed by the Audit Committee (see section G.2. of the Universal Registration Document).</p> <p>As published following the issuance of Bonds under the EMTN program, Standard & Poor's assigned on February 2020 and June 2020 a BBB long-term issuer credit rating with a stable outlook to Worldline.</p>

5	The Board of Directors and the Shareholders' meeting	
	<p>5.2</p>	<p>Communication with shareholders</p> <p>The shareholders' meeting is a decision-making body for the areas stipulated by law as well as a privileged moment of communication for the company with its shareholders. It is not only the occasion when the managing bodies report on the corporation's activities and on the operation of the Board of Directors and its specialized committees, but also an opportunity for a dialogue with the shareholders.</p>
	<p>5.3 5.4</p>	<p>Disposal exceeding more than half of the assets of the Company</p> <p>If a disposal is contemplated, whether in one or more transactions, concerning at least half of the company's assets over the past two financial years, the Board of Directors and the executive management must assess the strategic merits of the transaction and ensure that the process takes place in accordance with the corporate interest, in particular by putting in place resources and procedures permitting the identification and management of any</p>
	<p>Yes. Worldline is keen to ensure open discussions with its shareholders and shareholders' meeting in a privileged moment of communication for the Company with its shareholders.</p> <p>During the Annual General Meetings, a significant time is devoted to the summary presentation of the activity of the Board and its Committees in order to prepare an open discussion on these items. The presentation is followed by a fruitful dialogue with shareholders where any questions raised either before the shareholders meeting or during the shareholders meeting are answered by the top management.</p> <p>Additionally, regular discussions are maintained with the investors, in particular, in the context of the preparation of the General Shareholders' meeting, the monitoring of their recommendations of vote of the resolutions and discussions are organized, in particular with the main shareholders in order to receive their opinion on the proposed resolutions submitted to their vote.</p> <p>Finally, the Board of Directors has designated on March 19, 2020 a Lead independent Director whose function includes communication and who participated to investors' meetings in the context of the preparation of the General Shareholders' meeting.</p>	
	<p>N/A. To date, the Company has never been in such a situation, but in case this situation arises, the Company would apply these rules.</p>	

	<p>conflicts of interest. To this end, they may seek external opinions, in particular concerning the merits of the transaction, its valuation and the contemplated arrangements. It is also recommended that the Board set up an ad hoc committee, at least two-thirds of which is made up of independent directors and from which executive officers are excluded.</p> <p>Before carrying out this disposal, the Board must present the shareholders' meeting with a report about the context and the progress of the transactions. This presentation shall be followed by an advisory vote by the shareholders subject to the same quorum and majority conditions as for ordinary shareholders' meetings. If the meeting issues a negative opinion, the Board shall meet as soon as possible and immediately publish on the company's website a notice detailing how it intends to proceed with the transaction.</p>	
6	Membership of the Board of Directors: Guiding Principles	
	<p>6.1 Directors' essential qualities</p> <p>All directors are expected to act in the corporate interest and to possess the following essential qualities:</p> <ul style="list-style-type: none"> - ability to judge in particular, situations, strategies and people, based primarily on his or her own experience; - a capacity to anticipate that enables him or her to identify risks and strategic issues; - integrity, regularity of attendance, active participation and involvement. 	<p>Yes. The Board acknowledged that (i) Directors have extensive professional experience in various industries on high profile positions and are serving or have served as Directors or Corporate Officers in other French or non-French companies, some of which are listed on the stock exchange, and that (ii) the diversity of skills is well reflected in the variety of profiles of Board members (and was significantly reinforced in the context of the acquisition of Ingenico and the subsequent appointment of 7 new Directors) who have different backgrounds, skills and experiences: payment services, banking, finance, audit, risk, governance, CSR, HR, education, management skills, engineering, etc. In 2020, newly appointed directors in the context of the acquisition of Ingenico have enriched the Board with expertise notably in IT services, technology, media and telecom services sectors as well as finance, governance and CSR. Consequently, the Board considered that the current diversity of skills</p>

			<p>is satisfactory and aims at upholding current diversity and complementarity.</p> <p>The involvement of the Directors is reflected in the strong attendance rate to Board meetings in 2020 (93%).</p>
	<p>6.2</p>	<p>Membership of the Board of Directors</p> <p>Each Board should consider what would be the desirable balance of its membership and that of the Board committees should be, in particular as in terms of diversity (gender representation, nationalities, age, qualifications, professional experience, etc.). It should make public in the report on corporate governance a description of the diversity policy applied to members of the Board of Directors, as well as a description of the objectives of this policy, its implementation measures and the results achieved in the past financial year.</p>	<p>Yes. As of the date of this Universal Registration Document, the Board of Directors has been composed of 41% of women (7 out of 17 Directors to be taken into account³), thus in line with the minimum set forth by law. Moreover, the proportion of Directors of non-French nationalities reaches 41% (7 out of 17 Directors to be taken into account⁴). The diversity of skills is also well reflected in the variety of profiles of Board members who have different experiences, education and skills. In 2020, newly appointed directors in the context of the acquisition of Ingenico have enriched the Board with expertise notably in IT services, technology, media and telecom services sectors as well as finance, governance and CSR. Consequently, the Board considered that the current diversity of skills is satisfactory and aims at upholding current diversity and complementarity.</p> <p>The diversity policy applied to Board members, including its objectives, implementation measures and results is debated and validated each year by the Board upon recommendation of the Nomination Committee.</p> <p>The Board composition is described and explained in details in the report on corporate governance included in the Universal Registration Document (cf. section G.2).</p> <p>The diversity policy is also described in the report on corporate governance included in the Universal Registration Document (cf. section G.2).</p>

³ As per Article L. 225-27-1 of the French Commercial Code, Directors representing the employees are not taken into account when determining the gender diversity ratio.

⁴ Directors representing the employees are not taken into account when determining the portion of non-French nationality Directors.

			<p>The 2021 Annual General Meeting will decide in particular, the renewal of 5 directors among whom 3 women Director. The targeted Board composition would be composed of more than 40% of women Directors.</p>
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7	Gender Diversity Policy on the Governing Bodies	
	<p>7.1 Gender Diversity on the Governing Bodies objectives and results</p> <p>7.2</p> <p>The Board shall determine gender diversity objectives for governing bodies. The executive management shall present measures for implementing the objectives to the Board, with an action plan and the time horizon within which these actions will be carried out. The executive management shall inform the Board each year of the results achieved.</p>	<p>Yes. Worldline has deployed a worldwide Diversity Program to take into consideration and apply the best international practices regarding gender equality. Although the fields of IT and engineering mostly appeal to men, Worldline employs up to 33% of female employees (vs. 31.5% in 2019) worldwide and constantly strives to improve this proportion. Out of this proportion of female employees, 23% females belong to the total management workforce. Worldline has identified new actions that will to strengthen women representation at all levels.</p> <p>During various meetings, the most recent one being the one held on February 23, 2021, the Board of Directors, relying on the preliminary work of the Nomination Committee and the work the CSR Committee, held discussions on this matter and will pursue its works, together with the executive management, to refine the targets, notably in light of its new 3-year strategic plan (“Trust 2025”) which will include indicators related to gender equality.</p> <p>As from the acquisition of Ingenico in October 2020, the Board is composed of women for 41% (i.e. 7 out of 17 Directors to be taken into account⁵) and the Board’s objective is to maintain this ratio above the 40% threshold set forth by law. Moreover, considering the appointments within the Board’s Committees, all of the Boards’ Committees comprise one or several women director(s). The 2021 Annual General Meeting will decide, in particular, the renewal of the office of five Directors, among whom three women.</p>

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8	Representation of employee shareholders and employees	
	<p>8.1 Rights and duties of directors representing the employees and employee shareholders</p> <p>8.2</p> <p>8.3 Within a group, the directors representing employees elected or appointed in accordance with the legal requirements sit on the Board of the company that declares that it refers to the provisions of this code in its report on corporate governance. When several group companies apply these provisions, the Boards shall determine the corporation(s) eligible for this recommendation.</p> <p>Directors representing employee shareholders and directors representing employees are entitled to vote at meetings of the Board of Directors, and may also be selected by the Board to participate in committees.</p> <p>They have the same rights, are subject to the same obligations, in particular in relation to confidentiality, and take on the same responsibilities as the other members of the Board.</p>	<p>Yes. Ms. Marie-Christine LEBERT has been appointed as Director representing the employees on May 17, 2019 in accordance with article 22-10-7 (former article L. 225-27-1) of the French Code de Commerce and the bylaws. As such, Ms. Marie-Christine LEBERT participates in the meetings of the Board of Directors and is entitled to vote at these meetings.</p> <p>In accordance with the “Loi Pacte”, the Annual General Meeting of Worldline held on June 9, 2020, approved the amendment of the bylaws for the purposes of setting forth the mechanism regarding the designation of a second Director representing the employees.</p> <p>Following the acquisition of Ingenico, Mr. Arnaud LUCIEN, a former director representing the employees at Ingenico, has been designated as the second Director representing employees at the Worldline Board by the Company’s Social and Economic Committee on November 30, 2020.</p> <p>Directors representing the employees have the same rights, are subject to the same obligations (with the exception to the obligation to hold at least 750 shares of the Company), in particular in relation to confidentiality, and take on the same responsibilities as the other members of the Board.</p>

9	Independent directors	
	<p>9.3 Independence of the directors</p> <p>9.4 In controlled companies, independent directors should account for at least a third of Board members.</p> <p>Qualification as an independent director should be discussed by the appointments committee in the light of the criteria set out in § 9.5 and decided on by the Board:</p> <ul style="list-style-type: none"> - on the occasion of the appointment of a director; - and annually for all directors. <p>The shareholders must be made aware of the conclusions of this review.</p> <p>The Board of Directors may consider that, although a director meets the criteria set out in § 9.5, he or she cannot be held to be independent owing to the specific circumstances of the person or the company, due to its ownership structure or for any other reason. Conversely, the Board may consider that a director who does not meet these criteria is nevertheless independent.</p>	<p>Yes. The qualification of independent Director is reviewed annually by the Board of Directors, on the basis of preliminary works carried out by the Nomination Committee, in accordance with the recommendations of the Code.</p> <p>The key aspects of the analysis (notably criteria) and the conclusions of the Board of Directors in that respect notably during its meeting of December 18, 2020 are set forth in the Universal Registration Document. It is stated that eleven out of the seventeen members of the Board of Directors to be taken into account⁶ (i.e. 65%) were qualified as being independent during this annual assessment of their independence.</p> <p>Finally, the Board of Directors will propose, in particular, the renewal of five directors to the 2021 Annual General Meeting, three of them being independent.</p>
	<p>9.5.3 Independence criteria based on the significant nature of the relationship with the Company.</p> <p>To be considered as independent, a director must, inter alia, not to be a customer, supplier, commercial banker, investment banker or consultant:</p> <ul style="list-style-type: none"> - that is material to the corporation or its group; - or for a significant part of whose business the corporation or its group accounts. 	<p>Yes. As described in the Universal Registration Document, as part of the assessment of how significant the relationship with the Company or its group is, the Board of Directors, notably during its meeting held on December 18, 2020, on the recommendation of the Nomination Committee, retained the same criteria as those used the previous year, i.e.:</p> <p>(i) a quantitative criterion, in this case the consolidated revenue of 1% achieved by the Company with a group within which a</p>

⁶ According to Article 8.3 of the AFEP-MEDEF Code, Directors representing the employee shareholders and Directors representing employees are not taken into account when determining the % of independent Directors.

		The evaluation of the significant or non-significant relationship with the company or its group must be debated by the Board and the quantitative criteria that lead to the evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the report on corporate governance	<p>director exercises a function and/or mandate;</p> <p>(ii) qualitative criteria: the duration and continuity of the business relationship (duration of the relationship or impact of possible contract renewals...), the importance or intensity of the relationship (possible economic dependence), and the organization of the relationship (director's freedom of interest...).</p>
10	Evaluation of the Board of Directors		
	<p>10.1 Assessment of the Board's work</p> <p>10.2 The Board of Directors evaluates its ability to meet the expectations of the shareholders that have entrusted authority to it to direct the corporation, by periodically reviewing its membership, organization and operation (this involves a corresponding review of the Board's committees).</p> <p>10.3</p> <p>The evaluation has three objectives: to assess the way in which the Board operates; to check that the important issues are suitably prepared and discussed; to measure the actual contribution of each director to the Board's work.</p> <p>The evaluation is performed in the following manner:</p> <ul style="list-style-type: none"> - Once a year, the Board debates its operation; - There is a formal evaluation at least once every three years. This can be undertaken under the leadership of the appointments or nominations committee or an independent director assisted by an external consultant. - The shareholders are informed each year in the report on corporate governance of the evaluations carried out and, if applicable, of any steps taken as a result. 	<p>Yes. Every year Worldline carries out a formal evaluation of the work of the Board of Directors, under the supervision of the Lead Director with the Secretary of the Board of Directors. The Lead Director reports the outcome of the evaluation to the Board of Directors and discussions takes place between Board members in that respect. It also regularly gives rise to new initiatives in order to further improve the way of working within the Board of Directors and remain in line with best practices. The main conclusions (including the follow-ups) are published as part of the report on corporate governance within the Universal Registration Document.</p> <p>For the 2020 financial year, the results of such formal evaluation were presented at the Board during its meeting of February 23, 2021. The result of this assessment is included in the Universal Registration Document (section G.2.6).</p>	

11	Meetings of the Board and of the Committees	
	<p>11.1 Number of Board and committees meetings and attendance</p> <p>The number of meetings of the Board of Directors and of the Board committees held during the past financial year is mentioned in the report on corporate governance, which also provides the shareholders with any relevant information relating to the directors' individual attendance at such meetings.</p>	<p>Yes. The Universal Registration Document indicates the number of meetings and the attendance rates during the financial year 2020 as well as their works in 2020 (Sections G.2.4 and G.2.5):</p> <ul style="list-style-type: none"> (i) The Board of Directors held 16 meetings. The attendance rate of all Directors at these meetings amounted to an average of 93%; (ii) The Audit Committee held 7 meetings. The attendance rate of all its members at these meetings amounted to an average of 95%; (iii) The Nomination and Remuneration Committee held 9 meetings. The attendance rate of all its members at these meetings amounted to 94%; (iv) The Strategy and Investment Committee held 5 meetings. The attendance rate of all its members at these meetings amounted to 91%; (v) The Social and Environmental Responsibility Committee held 3 meetings, with an attendance rate of 100%; <p>The Universal Registration Document specifies the individual attendance rate to the meetings of the Board and the Committees.</p>
	<p>11.2 Frequency</p> <p>The frequency and duration of meetings of the Board of Directors should be such that they allow in-depth review and discussion of the matters that are subject to the Board's authority. The same applies to meetings of the Board's committees (audit, compensation, appointments, nominations committee, etc.).</p>	<p>Yes. In 2020, the Board met 16 times which allowed a very regular review of the Company's affairs. Meetings are not limited in time and items on the agenda are reviewed and discussed in-depth on the basis of a complete documentation, prepared as the case may be by the Committees, which quality is praised by the Directors (as evidenced on the occasion of the assessment session of the Board's works).</p>

	<p>11.3</p>	<p>Meeting attended by non-executive directors</p> <p>It is recommended that at least one meeting not attended by the executive officers should be organized each year.</p>	<p>Yes. At least twice a year (article 2 of the Board of Directors' Internal Rules), the Directors hold informal meetings, in the absence of the Chairman and Chief Executive Officer, during which they discuss the Company's affairs and succession plan of corporate executive officers.</p> <p>Additionally, the Remuneration Committee and the Nomination Committee meet, outside of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer's presence, to assess notably his/their performance on the occasion of the award of his/their variable compensation.</p> <p>The Nomination Committee communicates to the Board of Directors the assessment on the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer's performance.</p>
	<p>11.4</p>	<p>Minutes of meetings</p> <p>The minutes of the meeting should summarize the discussions and the questions raised and indicate the decisions made and any reservations expressed</p>	<p>Yes. These measures are specified in the Internal Rules and applied in the context of the drafting of all minutes.</p>
<p>12</p>	<p>Directors' access to information</p>		
	<p>12.1</p>	<p>Right to disclosure and confidentiality duty</p> <p>The manner in which the right to disclosure provided for by law is exercised and the related duties of confidentiality should be set out in the internal rules of the Board of Directors.</p>	<p>Yes. Board of Directors' Internal Rules stipulate the terms and conditions of the Directors' information right and their confidentiality duty.</p>
	<p>12.2</p>	<p>Permanent information</p> <p>Corporations must also provide their directors with appropriate information between meetings of the Board throughout the life of the corporation, if the importance or urgency of the information so requires. Ongoing disclosure should also include any relevant</p>	<p>Yes. This right to permanent information is mentioned in the Board of Directors' Internal Rules.</p> <p>Directors are regularly informed as appropriate, during the meetings but also between meetings, if the importance or urgency of the information so requires or if deemed useful or appropriate by the</p>

	information, including criticism, relating to the corporation, such as articles in the press and financial analysts' reports.	<p>management, in particular through communication sent by the Chairman or Board Secretary, on such subjects as market developments, update on major projects or developments, competitors' situation, media coverage, or analysts' reports.</p> <p>Information is also provided via ad hoc meetings or dedicated trainings for all Board members or for Committee members.</p>
12.4	<p>Meetings with executive managers</p> <p>Directors must have the opportunity to meet with the corporation's principal executive managers, including in the absence of the company officers. In the latter case, these should be given prior notice.</p>	<p>Yes. As per the Internal Rules of the Board of Directors, Committees members may contact the Company's main executives after informing the Board of Directors or the Chairman. In practice, Board and Committee meetings are attended by the Company's main executive managers as guests, allowing Directors to easily discuss the Company's affairs with them during the meeting or aside the meeting. More generally, the Directors have the opportunity to contact and discuss as needed with the Company's principal executive managers.</p>
13	Directors' training	
13.1	<p>Directors' training</p> <p>Each director should be provided, if he or she considers it to be necessary, with supplementary training relating to the corporation's specific features, its businesses, its business sector and its social and environmental responsibility aspects.</p>	<p>Yes. Upon the appointment of a new Director, notably in the context of the onboarding of 7 new Board members coming from Ingenico, various training sessions are offered as well as discussions with key managers, in particular on the group's business lines, organization, governance, risk and compliance. Each new director is provided with a proper pack of documents and information regarding the Group and specific sessions are organized as needed.</p> <p>More generally, training sessions are regularly offered to Board members with Group managers, individually or collectively, with the main group executives.</p>
13.2	<p>Training of members of the Audit Committee</p> <p>The Audit Committee members should be provided, at the time of</p>	<p>Yes. Mr. Daniel SCHMUCKI, Mr. Aldo CARDOSO, Ms. Giulia FITZPATRICK, Ms. Mette KAMSVAG, Ms. Caroline PAROT and Ms. Susan M. TOLSON have the required expertise by virtue of their</p>

	<p>appointment, with information relating to the company's specific accounting, financial and operational features.</p>	<p>education and professional experience. A specific training on the Company's specific accounting, financial or operational features and the Company's governance is proposed to any newly appointed Audit Committee member. Each new member is provided with a proper pack of documents and information regarding to the Group and specific sessions are organized as needed.</p>
13.3	<p>Training of directors representing employees or employee shareholders</p> <p>Directors representing employees or directors representing employee shareholders should be provided with suitable training enabling them to perform their duties</p>	<p>Yes. Following their appointment as Director representing the employees, Ms. Marie-Christine LEBERT and Mr. Arnaud LUCIEN have received specific training in finance and corporate governance (training CAS (Certificat Administrateur des Sociétés, and trainings given by the Institut Français des Administrateurs “le Conseil et la RSE”, “Posture de l’administrateur” et “ Gouvernance et conduite de la stratégie”).</p> <p>In addition, they were provided with the Company's corporate documentation (such as Bylaws, Internal Rules of the Board of Directors, Director's Charter, AFEP-Medef Code) and were made aware of their obligations arising from stock market regulations which apply to Directors of listed companies. Finally, Ms. Marie-Christine LEBERT and Mr. Arnaud LUCIEN were informed of the training possibilities provided by law.</p>
14	Duration of Directors' terms of office	
14.1	Duration and staggering of Directors' terms	<p>Yes. Pursuant to the recommendations of the Code, and in compliance with the bylaws, the term of office of Directors is three years and terms of office come to an end each year for one third of them, allowing for a staggering of terms.</p>
14.2	The duration of each director's terms should not exceed four years. These terms should be staggered in order to avoid the replacement of the entire body.	
14.3	Information on the directors	<p>Yes. The information can be found in the biographies and in the presentation of the members of the Board of Directors included in the report on corporate governance included in the Universal Registration</p>
14.4	The report on corporate governance should detail the dates of the	

	<p>beginning and expiry of each director's term of office to make the existing staggering clear. For each director, it should also indicate, in addition to the list of offices and positions held in other corporations, the director's nationality, age and principal position, and provide a named list of the members of each Board committee.</p> <p>When the general meeting of shareholders is asked to appoint or reappoint a director, the booklet or the notice calling the meeting of shareholders should, in addition to the items required by statute, contain biographical information outlining his or her curriculum vitae as well as the reasons for proposing his or her appointment to the shareholders' meeting.</p>	<p>Document.</p> <p>Likewise, biographical information on candidates to the office of Director is included in the Annual General Meeting brochures.</p> <p>The report to the Annual General Meeting will indicate the rationale for the proposed renewals and appointments. A presentation will also be made to the General Meeting.</p>
15	Committees of the Board: General principles	
15.1	<p>Membership of the committees</p> <p>The existence of cross-directorships in the committees should be avoided.</p>	Yes. There is no cross-directorship in the Committees.
15.2	<p>Appointment of the committees</p> <p>It is necessary to emphasize the importance of the quality of the activity reports drawn up by the Board committees and of the rules which must keep the latter fully informed in order to facilitate its deliberations, as well as the importance of including a description of the committees' activities in the past financial year in the report on corporate governance.</p>	Yes. The Universal Registration Document contains a detailed description of the activity of the Committees. In advance of Board meetings, Directors are provided with detailed presentations drawn up by the Committees to ground and facilitate the Board's decisions.
15.3	<p>Methods of operation of the committees</p> <p>The committees of the Board may request external technical studies relating to matters within their competence.</p> <p>Each committee must have internal rules setting out its duties and</p>	Yes. The Internal Rules of the Board of Directors include Committees' operating procedures. As per the Internal Rules, Board Committees are indeed allowed to request external technical studies, subject to prior information to the Chairman of the Board.

		mode of operation. The committees' internal rules, which must be approved by the Board, may be integrated into the internal rules of the Board or be set out in separate provisions.	
16	The Audit Committee		
16	Existence	Each Board should appoint an audit committee, the duties of which are inseparable from those of the Board of Directors, which is legally bound to approve the annual corporate financial statements and to prepare the annual consolidated accounts.	Yes. The Board of Directors has an Audit Committee.
16.1	Membership	<p>The audit committee members should be competent in finance or accounting.</p> <p>The proportion of independent directors on the audit committee should be at least equal to two-thirds and the committee should not include any executive officer.</p> <p>The appointment or extension of the term of office of the audit committee's Chairman is proposed by the nominations committee and should be the subject of a specific review by the Board.</p>	<p>Yes. Ms. Giulia FITZPATRICK, Ms. Mette KAMSVAG, Ms. Caroline PAROT, Ms. Susan TOLSON, Mr. Aldo CARDOSO and Mr. Daniel SCHMUCKI have the required expertise by virtue of their education and professional experience.</p> <p>The financial and accounting skills of the Audit Committee members are detailed in the Universal Registration Document (section G.2.3.1.).</p> <p>As of the date of the Universal Registration Document, the Audit Committee was composed of six members. The proportion of independent equals to 4/6 and it does not include any executive officer. Moreover, the Committee is chaired by an independent director.</p> <p>The appointment or extension of the term of office of the audit committee's Chairman is proposed by the Nominations committee and it is the subject of a specific review by the Board.</p>

	<p>16.2 Duties</p> <p>In addition to the duties conferred on it by law, the audit committee must, when preparing the financial information, make sure that the accounting methods employed are relevant and applied consistently, in particular when dealing with major transactions. It is also desirable that when reviewing the accounts, the committee focus on major transactions which could have given rise to conflicts of interest.</p> <p>When monitoring the effectiveness of the internal control and risk management systems and, where applicable, the internal audit of the procedures relating to the preparation and processing of financial and extra-financial accounting information, the committee should hear the persons responsible for the internal audit and risk control and issue an opinion on the organization of their services. It should be informed of the internal audit schedule and receive internal audit reports or a periodical summary of these reports.</p> <p>The committee reviews the major risks and off-balance-sheet commitments, assesses the significance of any deficiencies or weaknesses of which it has been notified and informs the Board if necessary.</p> <p>The review of the accounts must be accompanied by a management presentation describing the company's exposure to risks, including those of a social and environmental nature, and significant off-balance-sheet commitments as well as the chosen accounting methods.</p> <p>Finally, it should review the scope of consolidation and, if necessary, the reasons why any companies should not be included in it.</p>	<p>Yes. As reported in section G.2. of the Universal Registration Document, the Internal Rules of the Board of Directors include the scope set by the Code as to the duties of the Audit Committee, including its social and environmental duties. The Audit Committee annually reviews the risk mapping exercise (ERM). The Chairman of the Audit Committee then presents it in Board meeting with the related documentation.</p>
	<p>16.3 Operating methods</p>	<p>Yes. Audit Committee members receive the documentation regarding</p>

	<p>Sufficient time must be available for the provision of the accounts and their review.</p> <p>The committee hears the statutory auditors, in particular on the occasion of meetings held to review the process used for preparing the financial information and reviewing the accounts. It also hears the directors responsible for financial affairs, accounting, cash flow and internal audits.</p>	<p>Committee meetings, notably the accounts, several days before they take place, allowing them sufficient time to review the documents. Moreover, the members of the Audit Committee keep close contacts with the Company on subjects concerning the Committee. The working methods of the Audit Committee and the intervention of the Chief Financial Officer together with the Head of Internal Audit and the statutory auditors are set out in the Internal Rules of the Board of Directors and summarized in the Universal Registration Document (section G.2).</p>
17	The Nomination Committee	
17	<p>Existence</p> <p>Each Board should appoint, from its members, a committee for the nomination of directors and company officers which may or may not be separate from the compensation committee.</p>	<p>Yes. The Board of Directors has a Nomination committee.</p>
17.1	<p>Membership</p> <p>It must not include any executive officer and must mostly consist of independent directors.</p>	<p>Yes. The membership requirements relating to the proportion of independent Directors are fully complied with (as at the date of the Universal Registration Document, three out of four members are independent). The Nomination Committee does not include any executive officer.</p>
17.2	<p>Duties</p> <p>This committee is responsible for submitting proposals to the Board after reviewing in detail all of the factors that it is to take into account in its proceedings, in particular with regard to the make-up and changes in the corporation's ownership structure, in order to arrive at a desirable balance in the membership of the Board: gender representation, nationality, international experience, etc. In particular, it should organize a procedure for the nomination of future independent directors and perform its</p>	<p>Yes. The duties of the Nomination Committee are reported in Section G.2.5 of the Universal Registration Document reporting notably the main terms of the Internal Rules of the Board of Directors in that respect.</p> <p>The Nomination Committee's general field of competence shall be to research and examine any candidate for the appointment or renewal to the position of member of the Board of Directors or to a position of executive director and to formulate an opinion on these candidates and/or a recommendation to the Board of Directors. For that purpose,</p>

	<p>own review of potential candidates before the latter are approached in any way.</p> <p>The nominations committee (or an <i>ad hoc</i> committee) should design a plan for replacement of company officers.</p>	<p>it considers the desirable balance in the Board membership in terms of diversity.</p> <p>The Nomination Committee also addresses the succession plan of the Company officers to raise this topic at Board meeting.</p>
17.3	<p>Operating methods</p> <p>The Chief Executive Officer contributes to the work of the nominations committee.</p>	<p>Yes. The Chairman and Chief Executive Officer is associated to the works of the Nomination Committee on nominations.</p>

18	The Remuneration Committee	
	<p>18.1 Membership</p> <p>It must not include any executive officer and must mostly consist of independent directors.</p> <p>It is recommended that the Chairman of the committee be independent and that one of its members be an employee director.</p>	<p>Yes. The membership requirements relating to the proportion of independent Directors are fully complied with (as at the date of the Universal Registration Document, three out of five members are independent). The Committee does not include the Chairman and Chief Executive Officer.</p> <p>Yes. As part of the changes in the composition of the Board of Directors and its Committees that occurred on October 28, 2020 (acquisition of Ingenico), the Board of Directors decided:</p> <ul style="list-style-type: none"> - to split the Nomination and Remuneration Committee into two independent committees, - to appoint Mr. Luc Rémont (independent Director) as new Chairman of the Remuneration Committee. <p>Only non-executive officers (<i>administrateurs n'ayant pas de fonctions exécutives</i>) are members of the Remuneration Committee (including as regards the chairperson) and its composition includes a majority of independent Directors.</p> <p>Yes. On the meeting held on October 28, 2020, the Board of Directors has appointed Ms. Marie-Christine LEBERT (Director representing employees) as new member of the Remuneration Committee.</p> <p>In addition, all the works of the Remuneration Committee are presented and discussed during Board meetings that the Directors representing the employees attend and take part to the votes related thereto.</p>
	<p>18.2 Duties</p> <p>The compensation committee is responsible for proposing to the Board of Directors all the elements determining the compensation</p>	<p>Yes. The duties of the Remuneration Committee are reported in Section G.2.5 of the Universal Registration Document reporting notably the main terms of the Internal Rules of the Board of Directors</p>

	<p>and benefits accruing to the company officers. It also issues recommendations concerning the global amount of and methods used for the distribution of the compensation awarded to directors.</p> <p>Furthermore, the committee must be informed of the compensation policy applicable to the principal non-executive senior officers. To this end, the executive senior officers attend meetings of the compensation committee.</p>	<p>in that respect.</p> <p>The Remuneration Committee's general field of competence shall be to formulate proposals regarding the compensation of the Company officers and the grants of long-term incentives to executive officers and the principal non-executive senior officers. It also reviews and makes recommendation on the global amount of the compensation awarded to Directors and the methods used for the allocation thereof.</p>
18.3	<p>Operating methods</p> <p>When the report on the work of the compensation committee is presented, the Board should deliberate on issues relating to the compensation of the company officers in the absence of the latter.</p>	<p>Yes. At Board meetings, the Chairman and Chief Executive Officer does not participate to debates on topics relating to his compensation, which are led under the authority of the Chairman of the Remuneration Committee, and abstains from voting.</p>
19	Number of terms of office for company officers and directors	
19.1 to 19.5	<p>Other directorships</p> <p>An executive officer should not hold more than two other directorships in listed corporations, including foreign corporations, not affiliated with his or her group. He or she must also seek the opinion of the Board before accepting a new directorship in a listed corporation.</p> <p>A director should not hold more than four other directorships in listed corporations, including foreign corporations, not affiliated with his or her group. This recommendation will apply at the time of appointment or on the next renewal of the director's term of office.</p> <p>The director should keep the Board informed of directorships held in other companies, including his or her participation on committees of the Boards of these companies, both in France and abroad.</p>	<p>Yes. On December 31, 2020, neither the Chairman and Chief Executive Officer nor the Deputy Chief Executive Officer held any mandate as Director in listed companies outside the Worldline Group.</p> <p>Yes. All mandates held by each Director as at December 31, 2020 are specified in the Universal Registration Document. The Universal Registration Document indicates all mandates held in listed companies, including foreign ones. On December 31, 2020, none of the Directors held more than four other directorships in listed corporations external to his or her group.</p> <p>Yes. The Internal Rules of the Board of Directors provide that the Director requests the Board of Directors' opinion before accepting a new corporate mandate in a listed company, whether French or foreign, external to the Worldline Group.</p>

20	Ethical rules for Directors	
	<p>20 Any director of a listed corporation should consider himself or herself as being bound by the following obligations:</p> <ul style="list-style-type: none"> - Before accepting office, the director ensures that he or she is familiar with the general or specific obligations connected with that office. In particular, he or she should familiarize himself/herself with the relevant laws and regulations, the company by-laws, these recommendations as supplemented by the Board and internal rules adopted by the Board; - The director should personally be a shareholder and, by virtue of the provisions in the by-laws or the internal regulations, hold a minimum number of shares that is significant in relation to the compensation awarded. The director will notify the corporation of this information, which will publish it in its report on corporate governance; - The director is mandated by all the shareholders and should act in all circumstances in the best interests of the corporation; - The director is bound to report to the Board any conflict of interest, whether actual or potential, and abstain from attending the debate and taking part in voting on the related resolution; - The director is regular in his or her attendance and take part in all meetings of the Board and any committees of which he or she is a member. He or she must also be present at the general meeting of shareholders; - The director has a duty to remain informed. - With regard to any non-public information obtained in the discharge of his or her duties, the director should consider that he or she is bound by a strict duty of confidentiality that goes 	<p>Yes. All Directors abide by the ethical rules provided under art. 20 of the Code which are mentioned in the Internal Rules of the Board of Directors. In particular, each Director (except Directors representing the employees and Directors representing the employee shareholders) must own 750 shares of the Company as per the Internal Rules of the Board of Directors.</p>

		beyond the mere duty of discretion provided for by law; <ul style="list-style-type: none">- The director will respect the applicable legal and regulatory provisions relating to the declaration of transactions and the requirement to abstain from dealing in the securities of the corporation.	
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21	Directors' Compensation	
	<p>21.1 to 21.4 It should be recalled that the method of allocation of directors' compensation, the total amount of which is determined by the meeting of shareholders, is set by the Board of Directors. The Board should take account, in such ways as it shall determine, of the directors' actual attendance at meetings of the Board and committees, and the amount shall therefore consist primarily of a variable portion.</p> <p>Directors' participation in specialized committees, their chairmanship or even the exercise of special tasks, such as those of Vice President or Lead director, may give rise to the award of additional compensation. The exercise of one-off tasks entrusted to a director may give rise to the payment of compensation subject to the application of the procedure for related parties agreements.</p> <p>The rules for allocating this compensation and the individual amounts of payments thereof made to the directors should be set out in the report on corporate governance.</p>	<p>Yes. All information is included in the corporate governance report as well as in the "Directors' fees" section of the Universal Registration Document (section G.3).</p> <p>Allocation rules are defined by the Board, under recommendations made by the Remuneration Committee, and specified in the Universal Registration Document.</p> <p>Allocation rules of the global amount of the Directors' fees (Board of Directors dated February 18, 2021):</p> <ul style="list-style-type: none"> (i) For Board of Directors: a fixed compensation of 20,000 euros per Director and a variable compensation of 2,500 euros per attended meeting; (ii) For the Committees: compensation remains only based on attendance: 3,500 euros per attended meeting for the Chairman of the Audit Committee; 2,500 euros per attended meeting for the Chairman of the other Committees and 1,500 euros per attended meeting for each member of the Committees. <p>For 2021, the amount of Directors' fees due was € 714,667, composed of a fixed portion and a variable portion, the latter being predominant to the fixed portion.</p>

22	Termination of employment contract in case of appointment as Company Officer	
	<p>22.1 When an employee is appointed as company Officer it is recommended to terminate his or her employment contract with the company or with a company affiliated to the group, whether through contractual termination or resignation.</p>	<p>Yes. Mr. Gilles GRAPINET has no labor contract in place with Worldline.</p>
23	Requirement for company officers to hold shares	
	<p>23 The Board of Directors defines a minimum number of registered shares that the company officers must retain through the end of their term of office. This decision is reviewed at least on each extension of their term of office.</p> <p>Until this objective regarding the holding of shares has been achieved, the company officers will devote a proportion of exercised options or awarded performance shares to this end as determined by the Board. This information must be presented in the corporation's report on corporate governance.</p>	<p>Yes. All the share retaining obligations on the part of the company officers appear in the Universal Registration Document.</p> <p>Regarding performance shares in particular, a specific minimum holding threshold is defined by each award plan. On the occasion of the award of performance shares by the Board of Directors in the context of these plans, the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer are subject to an obligation to retain, throughout their respective term of office, this minimum threshold defined by each award.</p> <p>The Board also set a general rule for the holding of Worldline shares applicable to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer of:</p> <ul style="list-style-type: none"> (i) 15% of the shares awarded to him since the respective beginning of their mandate, (ii) 5% of the shares issued upon exercise of the stock-options. <p>Aside, in each case, from the specific rules usually set at the time of each award.</p> <p>In addition, as for all Directors, the Chairman of the Board of Directors must own 750 shares of the Company as per the Internal Rules of the Board of Directors.</p>

24	Conclusion of a non-competition agreement with a company Officer	
	<p>24.2 Conclusion of a non-competition agreement</p> <p>24.3 In accordance with the procedure governing related parties</p> <p>24.4 agreements, the Board must authorize the conclusion of the non-</p> <p>24.5 competition agreement, the length of the requirement for non-</p> <p>competition and the amount of benefits, taking into account the actual and effective scope of the non-competition requirement. The decision of the Board must be made public.</p> <p>The Board must incorporate a provision that authorizes it to waive the application of this agreement when the Officer leaves.</p> <p>The Board must also make provision for no non-competition benefit to be paid once the officer claims his or her pension rights. In any event, no benefit can be paid over the age of 65.</p> <p>There must be no possibility of concluding a non-competition agreement at the time when the company Officer leaves the company in cases where no such clause had previously been stipulated.</p>	<p>Yes. The company officers do not receive non-competition benefits. This is stated in the Universal Registration Document (See section G.3).</p>
	<p>24.6 Cap on financial compensation</p> <p>The benefit paid in respect of the non-competition agreement must not exceed the cap of two years of (annual fixed and variable) compensation. When a termination benefit is also paid, the aggregate of these two benefits must not exceed this cap. The non-competition benefit must be paid in instalments during its term.</p>	<p>N/A. Nor the Chairman and Chief Executive Officer, nor the Deputy Chief Executive Officer are entitled to any compensation for non-compete clause in the event of termination of their respective mandate.</p>

25	Compensation of Company Officers	
25.1	Principles for the determination of the compensation of executive officers and role of the Board of Directors	
25.1.1 25.1.2	<p>The Board must debate the performances of the executive Officers in the absence of the interested parties.</p> <p>The compensation of these directors must be competitive, adapted to the company’s strategy and context and must aim, in particular, to improve its performance and competitiveness over the medium and long term, notably by incorporating one or more criteria related to social and environmental responsibility.</p> <p>The Board of directors is responsible for determining the compensation of executive officers, on the basis of proposals made by the compensation committee, taking into account the following principles:</p> <ul style="list-style-type: none"> (i) Comprehensiveness (ii) Balance between the compensation components (iii) Comparability (iv) Consistency (v) Understandability of the rules (vi) Proportionality <p>The Board provides reasons for its decision.</p>	<p>Yes.</p> <p>The general compensation policy applicable to the Senior Executive Officers is debated within the Remuneration Committee in their absence, before being submitted to the Board of Directors.</p> <p>At Board meetings, the Chairman and Chief Executive Officer does not participate to debates on topics relating to his compensation which are led under the authority of the Chairman of the Remuneration Committee and abstains from voting.</p> <p>The compensation policy is described in the Universal Registration Document, in particular in section G.3.</p> <p>The Board, supported by the Remuneration Committee, provides reasons for its decision regarding the compensation of executive officers.</p> <p>The Universal Registration Document, in particular in section G.3 notably describes how the principles of balance, competitiveness, relation to performance and CSR undertaking are implemented within Worldline. The multi-annual variable equity-based compensation is indeed based on a social and environmental responsibility criterion (i.e. a performance indicator on the Company’s social and environmental responsibility).</p>
25.2	Principles for the determination of the compensation of non-executive officer (<i>dirigeant mandataire social non exécutif</i>)	
	The Board of Directors, which appoints non-executive officers, is responsible for determining their compensation on the basis of proposals made by the compensation committee. The Board	N/A. The principles applicable, as the case may be, to the non-executive officer are described in section G.3 of the Universal

	provides reasons for its decision in such matters. It is not desirable to award variable compensation, stock options or performance shares.	Registration Document.
25.3	Components of the compensation of Senior Executive Officers	
25.3.1	<p>Fixed part of Senior Executive Officers' compensation</p> <p>In principle, fixed compensation may only be reviewed at relatively long intervals. If, however, the company opts for annual increase of the fixed compensation, this increase must be modest and must respect the principle of consistency set out in § 25.1.2. In the event of any significant increase in compensation, the reasons for this increase must be clearly indicated.</p>	<p>Yes. As indicated in the compensation policy described in sections G.3.1.4 of the Universal Registration Document, in case of potential annual evolutions of the fixed compensation of Senior Executive Officers, the Board of Directors will make sure that this evolution remains moderated and fulfil the coherence principle exposed in the paragraph G.3.1.1 of the Universal Registration Document and will explain the underlying reasons.</p> <p>All the details and explanations regarding the compensation of the Senior Executive Officers are provided exposed in section G.3 of the Universal Registration Document.</p>

	<p>25.3.2 Variable part of executive Officers' compensation</p> <p>The Board may decide to award annual variable compensation, the payment of which may be deferred if appropriate. The rules for fixing this compensation must be consistent with the annual review of the performances of the executive officers and the corporate strategy. They depend on the director's performance and the progress made by the company.</p> <p>The terms of the annual variable compensation must be understandable to shareholders. Clear and complete information must be provided each year in the report on corporate governance.</p> <p>The Board defines the criteria that make it possible to determine the annual variable compensation as well as the objectives to be achieved. These must be precise and, of course, predetermined. These criteria must be reviewed regularly, while avoiding overly frequent revisions.</p> <p>The quantifiable criteria are not necessarily financial and must be simple, relevant and suited to the corporate strategy. They must account for the largest share of this compensation.</p> <p>If used, the stock exchange price must not constitute the only quantifiable criterion and it may be assessed on a relative basis (comparison with similar companies or indexes).</p> <p>The qualitative criteria must be defined precisely. When qualitative criteria are used for the annual variable compensation, a limit must be set for the qualitative part.</p> <p>The maximum amount of annual variable compensation must be defined as a percentage of the fixed compensation and must be of a magnitude that is proportionate in the light of this fixed part.</p> <p>Except in justified cases, the award of annual variable compensation may not be restricted solely to executive Officers.</p>	<p>Yes. The structure of the Senior Executive Officers' compensation, including a preponderant variable part, is presented in section G.3.1.4 and G.3.1 5 of the Universal Registration Document. The Board of Directors determines in advance the objectives for the next calendar half-year.</p> <p>The variable part of the Senior Executive Officers' compensation is expressed in percentage of the fixed remuneration.</p> <p>The variable part of the Senior Executive Officers' compensation is uniquely based on precisely measurable and demanding quantitative criteria exclusively related to quantitative and financial objectives. Information on the rate of achievement of these criteria for the year 2020 is inserted in the report on corporate governance included in the Universal Registration Document (section G.3).</p> <p>The Universal Registration Document also includes the achievement rates with respect to each criterion underlying the bonuses owed to the Senior Executive Officers.</p>
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	<p>25.3.3 Long term compensation of executive officers</p> <p><i>General principles</i></p> <p>Long-term compensation mechanisms may consist in the award of instruments such as stock options or performance shares or may take the form of the award of securities or cash payments within the framework of multi-annual variable compensation plans.</p> <p>Such plans are not restricted solely to executive officers and all or a part of the company's employees may benefit from them.</p> <p>They must be simple and comprehensible, both for the interested parties themselves and for the shareholders.</p> <p>When awarding them, the Board may include a provision authorizing it to rule on the continuation of long-term compensation plans that have not yet been acquired, options that have not yet been exercised or shares not yet vested at the time of departure of the beneficiary.</p> <p>These plans, the award of which must be proportionate to the annual fixed and variable compensation components must provide for demanding performance conditions to be fulfilled over a period of several consecutive years. These conditions may be performance conditions that are internal to the company or relative conditions, that is to say linked to the performances of other corporations, a reference sector, etc. If chosen as a criterion, the stock exchange price may be assessed on a relative basis (comparison with similar companies or indexes). Whenever possible and relevant, these internal and relative performance conditions should be combined.</p> <p>Only under exceptional circumstances (substantial change to scope, unexpected change in the competitive context, loss of relevance of a reference index or a comparison group, etc.) is it permissible to modify the performance conditions during the</p>	<p>Yes. Serious and demanding performance requirements were set for the exercise of stock options and for the final acquisition of performance shares. These conditions are detailed in section G.3. of the Universal Registration Document.</p> <p>In addition, the Board of Directors, during its meetings held on February 23, and March 18, 2021, based on the preliminary works of the Remuneration Committee, reviewed and discussed the main terms and conditions, in particular with regard to performance conditions, of a future 2021 long-term incentive plan, aligned with best market practice and proxies' recommendations. The relevant authorizations to implement long-term incentive plan, that will benefit, amongst other beneficiaries, the Senior Executive Officers, will be submitted to the approval of the 2021 Annual General Meeting.</p> <p>The outline of the contemplated scheme is detailed in section G.3 of the Universal Registration Document.</p>
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	<p>period in question. In this case, these changes are made public following the Board meeting at which they were decided on. In the event of a change to the performance conditions, the alignment of the interests of the shareholders with those of the beneficiaries must be maintained.</p>	
	<p><i>Provisions specific to stock options and performance shares</i></p> <p>The Board must ensure that awards are made at the same calendar periods, e.g. after the disclosure of the financial statements for the previous financial year, and should preferably do so each year.</p> <p>It is necessary to specify periods preceding the disclosure of the annual and interim financial statements, during which the exercise of the stock options is not possible. The Board of Directors must specify these periods and where applicable specify the procedure to be followed by the beneficiaries prior to any exercise of the stock options in order to ensure that they do not hold any information likely to prevent them from exercising these options.</p> <p>With regard to executive senior officers, it is necessary:</p> <ul style="list-style-type: none"> - to ensure that the awarded stock options and performance shares valued in accordance with the method chosen for the consolidated financial statements represent a proportionate percentage of the aggregate of all compensation, options and shares awarded to them. The Board must specify the percentage of the compensation not to be exceeded by such awards; - to avoid awards from being overly concentrated on executive directors. According to the situation of each company (size, industry, broad or narrow scope of the award, number of Officers, etc.), the Board must define the maximum percentage of options and performance shares that may be awarded to company officers, as compared with the 	<p>Yes. The Company favors the award of stock-options and performance shares, as applicable, during the first half of the calendar year.</p> <p>As per legal provisions on insider trading and recommendations of the Financial Market Authority and the Code, Worldline has set, in the Board's Internal Rules, closed periods during which any person having regular or occasional access to inside information (i.e. leading executives, and some employees who are likely to access to financial information or accounts before its public disclosure) must abstain from dealing in Worldline securities (including the exercise of stock-options, the acquisition or sale of securities).</p> <p>These periods are as follows:</p> <ul style="list-style-type: none"> - 6 weeks preceding the public disclosure of annual financial results; - 30 days preceding the public disclosure of half-yearly financial results; - 4 weeks preceding the public disclosure of financial information for the 1st, 2nd and 3rd quarters. <p>As far as the Senior Executive Officers are concerned:</p> <ul style="list-style-type: none"> - The Board of Directors, during the meeting held on December 12, 2016 and upon recommendation of the Nomination and Remuneration Committee, set the maximum weight of equity-based compensation in the total compensation of the Chief Executive Officer, in accordance with the Code provisions and

	<p>aggregate award approved by the shareholders. The resolution for authorizing the award plan submitted to a vote at the meeting of shareholders must mention this maximum percentage in the form of an award sub-ceiling for company officers;</p> <ul style="list-style-type: none"> - to remain consistent with the corporation's prior practices for the valuation of the awarded options and performance shares. <p>No discount should be applied upon the award of stock options to company officers.</p> <p>Company officers who are beneficiaries of stock options and/or performance shares must make a formal commitment not to engage in any hedging transactions in respect of their own risks with regard to options, to shares resulting from the exercise of options or to performance shares and to respect this commitment until the end of the share retention period determined by the Board of Directors.</p>	<p>in connection with French market practices.</p> <ul style="list-style-type: none"> - The Board of Directors, during the meeting held on July 21, 2018 and upon recommendation of the Nomination and Remuneration Committee, set the maximum weight of equity-based compensation of the Deputy Chief Executive Officer is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of his global maximum compensation. - The Universal Registration Document (and its update as the case may be) specifies the fraction (of the overall number of allocated performance shares) allocated to the Senior Executive Officers during the financial year and prior financial years. Additionally, in line with the recommendations of the Code, the 44th resolution adopted by the General Meeting held on June 9, 2020, concerning the authorization to the Board of Directors to grant performance shares, included an award sub-cap of 0.035% of the share capital applicable to grants to Senior Executive Officers. - The Universal Registration Document (and its update as the case may be) specifies the fraction (of the overall number of allocated stock options) allocated to the Senior Executive Officers during the financial year and prior financial years. Additionally, in line with the recommendations of the Code, the 43th resolution adopted by the General Meeting held on June 9, 2020, concerning the authorization to the Board of Directors to grant stock options, included an award sub-cap of 0.035% of the share capital for the Senior Executive Officers. <p>There is no discount applied upon the award of stock options to Senior Executive Officers. Performance share plan rules and stock option plan rules provide that the beneficiaries cannot engage in hedging transactions over Worldline shares which are being allocated throughout the duration of their employment contract or social mandate. In that context, each Senior Executive Officer, on the</p>
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		occasion of the award of performance shares and stock options, took note of the Company's prohibition toward them to engage in any hedging transactions over the shares which are the subject of the award throughout the duration of their social mandate, and formally committed to abide by it.
25.3.4	<p>Extraordinary compensation of executive officers</p> <p>Only highly specific circumstances may warrant the award of an extraordinary compensation. Justified reasons for the payment of this compensation must be given and the realization of the event that gave rise to the payment must be disclosed.</p>	N/A. No extraordinary compensation was awarded by Worldline to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer (see section G.3.) of the Universal Registration Document).
25.4	Taking up of positions by executive officers	
	<p>Benefits for taking up a position may only be granted to a new executive officer who has come from a company outside the group.</p> <p>The payment of this benefit, which may take a number of different forms, is intended to compensate the director for the loss of the entitlements from which he or she previously benefited. It must be explicitly indicated and the amount must be made public at the time it is determined, including in the event of periodic or deferred payment.</p>	Yes. No benefits for taking up a position were granted to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer upon their respective appointment (see section G.3 of the Universal Registration Document).

	<p>25.5 Departure of company officers</p>
	<p>25.5.1 General provisions</p> <p>The law gives a major role to shareholders by making these predefined benefits, paid on termination of office as company Officer, subject to the procedure for related-party agreements. It demands total transparency and makes termination payments conditional upon performance requirements.</p> <p>The performance requirements set out by the Board for these benefits must be assessed over at least two financial years. They must be demanding and may not allow for the indemnification of a director, unless his or her departure is imposed, regardless of the form of this departure.</p> <p>The payment of any termination benefits to a company Officer must be excluded if he or she elects to leave the company in order to hold another position or is assigned to another position within the same group or is entitled to benefit from his or her pension rights</p> <p>The termination payment must not exceed, where applicable, the cap of two years of compensation (fixed and annual variable).</p> <p>No. Further to the announcement by Atos SE in 2019 of its project to distribute in kind circa 23.5% of the share capital of Worldline to its shareholders and as from February 1, 2019, Mr. Gilles Grapinet does not retain duties nor activities within Atos and is fully assigned to Worldline as Chief Executive Officer of Worldline in 2019. It has been decided by the Board of Directors, according to the recommendations of Nomination and Remuneration Committee, that such assignment shall not affect the Chief Executive Officer’s previously acquired rights within Atos, when Worldline was controlled and consolidated by Atos SE. However, it is reminded that, as a result of his change of status, Mr. Gilles Grapinet will lose the benefit of the supplementary pension rights that he previously validated under the performance conditions set in the Atos supplementary pension plan. Consequently, Worldline undertook to pay, to the Chief Executive Officer and subject to performance conditions, a compensatory allowance in case of forced departure (except for cause), provided no professional activity is exercised upon retirement, in order to compensate the loss of the rights previously acquired by Mr. Gilles Grapinet during his 10 years presence within the Atos group under the Atos supplementary pension plan. It is reminded that no allowance will be paid to Mr. Gilles Grapinet in the event of resignation (except in case of 2nd or 3rd class invalidity). Thus, Mr. Gilles Grapinet will not benefit from this allowance if he voluntary leaves the Company to claim his pension rights. In case such allowance would be paid, the aggregated amount of (i) such allowance (ii) the amount of rights perceived under the supplementary pension regime 2019 now frozen (“loi Pacte”) and (iii) the amount of rights perceived under the future supplementary pension regime, might by no means exceed the equivalent of the annuity provided in the Atos supplementary pension plan, i.e. € 291,000 per year when the Chief Executive Officer will have claim his pension rights (basis</p>

		<p>regime). Such indemnity might, depending on the date of departure of Mr. Gilles Grapinet and in case such allowance is paid in one instalment, exceed or be lower than two year remuneration (fixed and variable).</p> <p>The conditions governing the payment of this allowance (could be paid in one instalment or a life-time pension under discretionary decision to be made by the Board of Directors) are described in section G.3.1.4.2. of the 2020 Universal Registration Document. The compensatory allowance remains in full force and effect after the supplementary benefits pension plan benefiting Mr. Gilles Grapinet having been brought into line with the “loi Pacte”.</p>
25.5.2	<p>Rules governing information</p> <p>When a company Officer leaves the company, the financial conditions relating to his or her departure must be set out in detail.</p>	N/A. No company officer left the company in 2020 with a remuneration.
25.6	Supplementary pension schemes for company officers	
25.6.1	<p>General principles</p> <p>The award of a supplementary pension scheme to a company Officer must comply with the principles used to determine compensation as set out in §25.1.2. Except where its purpose is to offset the loss of potential entitlements in respect of which the benefit has already been subject to performance conditions, the award of entitlements or compensation intended to constitute a supplementary pension scheme is subject to such conditions.</p>	<p>Yes. The pension scheme, as amended to comply with the regulatory changes introduced by the “loi Pacte”, applicable to the Chairman and Chief Executive Officer complies with these principles.</p> <p>The Deputy Chief Executive Officer does not benefit from any complementary or supplementary pension plans.</p>
25.6.2	<p>Supplementary pension schemes with defined benefits governed by Article L.137-11 of the Social Security Code</p> <p>Supplementary pension schemes must be subject to the condition that the beneficiary be a director or employee of the company when claiming his or her pension rights under the applicable</p>	Yes. Worldline complies with all these recommendations – The pension plan implemented in March 2019 by the Board of Directors benefits to the members of the executive committee whose compensation is superior to a determined limit. Currently, Mr. Gilles GRAPINET is the only individual that meets all the requirements

	<p>rules.</p> <p>In order to prevent any abuse, it is necessary to impose the following rules:</p> <ul style="list-style-type: none"> - the group of potential beneficiaries must be considerably larger than the group of company officers alone; - the beneficiaries must meet reasonable requirements of seniority within the company, equal to at least two years, as determined by the Board of Directors, before they benefit from payments from a pension plan with defined benefits; - the performance conditions permitting the annual definition of the acquisition of conditional rights, applicable in accordance with current legislation, must be demanding; - the benchmark period taken into account for the calculation of the benefits must cover several years, and any artificial increase in compensation aimed solely at increasing pension benefits over the same period must be excluded; - systems that confer an entitlement, either immediately or after a small number of years, to a high percentage of the total end-of-career compensation must therefore be excluded; - the maximum percentage of the reference income which the supplementary pension scheme would confer must not be greater than 45 % of the reference income (annual fixed and variable compensation due in respect of the reference period). 	<p>which are identical to those previously in force in Atos and to which Mr. Gilles GRAPINET was eligible. Such collective pension scheme has been approved by the shareholders at the General Meeting held on April 30, 2019.</p> <p>In December 2019, the Board of Directors decided to bring the supplementary pension plan in place at that time into line with the “loi Pacte” by closing any new adhesion from July 4, 2019 and freezing, as of December 31, 2019, the rights built up by the Chief Executive Officer.</p> <p>All the information relating to the collective pension scheme with defined benefits is available in the 2020 Universal Registration Document (section G.3).</p>
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26	Information on company officers' compensation and the policy for awarding stock options and performance shares	
26	<p>Companies must disclose in their report on corporate governance or, if applicable, in a specific section of their management report, the aggregate compensation and entitlements of all types paid during the financial year to each company officer, as well as the amount of the compensation and entitlements of any type that each of these officers has received during the financial year from group companies. Comprehensive information must be provided to shareholders so that they can have a clear view, not only of the individual compensation paid to company officers, but also of the policy applied by the company in order to determine the compensation.</p>	<p>Yes. Section G.3 of the Universal Registration Document on the compensation of the Company officers, which the report on corporate governance refers to, give a clear view of the compensation policy applicable to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer as well as the compensation received for the past financial year.</p>
26.1	Ongoing information	
	<p>All of the company officers' compensation components, whether potential or vested, must be publicly disclosed, immediately after the meeting of the Board approving the relevant decisions.</p>	<p>Yes. The Company complies with this recommendation of the Code.</p>
26.2	Annual information	
	<p>The report on corporate governance must include a chapter, drawn up with the support of the compensation committee, informing shareholders of the compensation received by company officers.</p> <p>This chapter must contain a detailed presentation of the policy used to determine the compensation of the company officers. It is recommended that this should follow the standard presentation (shown in Annex 4) of all the compensation components received by the directors, and include the items listed below:</p>	<p>Yes. Section G.3 of the Universal Registration Document on the compensation of the Company officers details the compensation policy applicable to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer as well as the compensation received for the past financial year. The Universal Registration Document contains the summary tables recommended by the Code, where applicable.</p>

	<p>Variable compensation</p> <p>The rules governing the award of the annual variable part. This presentation must indicate the breakdown of the qualitative or quantitative criteria on the basis of which this variable part is determined, their relative importance, the manner in which these criteria have been applied during the financial year and whether the individual targets have been attained. It must also, where necessary, specify if the payment of this variable part is partly deferred and indicate the conditions and methods of this deferred payment.</p>	<p>Yes. The criteria on the basis of which the variable part is determined and the information on the application of the criteria are specified in the section of the Universal Registration Document dedicated to the Company Officers' compensation (section G.3.2.). The overall variable compensation of the Chairman and Chief Executive Officer and of the Deputy Chief Executive Officer depends on the achievement of strictly quantitative criteria.</p>
	<p>Multi-annual variable compensation</p> <p>The rules governing the award of multi-annual variable compensation. It must indicate the qualitative or quantitative criteria on the basis of which this compensation is determined and their respective importance and, when the payment of the multi-annual variable part is made, the manner in which these criteria have been applied.</p>	<p>N/A. The Company Officers do not receive any variable multiannual compensation other than the multi-annual equity-based variable compensation mentioned in section G.3 of the Universal Registration Document).</p>
	<p>Policy for awarding stock options</p> <p>A description of the policy for awarding stock options to company officers. In particular, it is necessary to specify the nature of the options (purchase or subscription options), the frequency of the plans, the conditions decided on by the Board for the exercise of the options. A summary table showing all the data relating to current option plans as set out in the report on corporate governance.</p>	<p>Yes. The description of the plans and the impact of grants of stock-options in terms of dilution are mentioned in the Universal Registration Document (section G.5).</p> <p>The allocation policy in favour of the Senior Executive Officers and the standardized tables for stock-options granted during the financial year to the Senior Executive Officers appear in section G.3 of the Universal Registration Document.</p>

	<p>Award of share policy</p> <p>A description of the policy for awarding shares to company officers, the conditions and, if applicable, the criteria defined by the Board of Directors. In the same way as for stock options, a summary table must show all this data and, in particular, the number of performance shares awarded to each company Officer.</p>	<p>Yes. The description of share performance plans, the achievement of performance conditions, the number of performance shares awarded to the Chairman and Chief Executive Officer and to the Deputy Chief Executive Officer, and the impact of shares performance awards in terms of dilution are mentioned in sections G.3 and G.5 of the Universal Registration Document.</p>
	<p>The valuation of stock options and performance shares</p> <p>The valuation of stock options and performance shares awarded to company officers, at the time of the award and in accordance with the method used for consolidated financial statements, and the fraction of the capital awarded to each company Officer must also be indicated.</p>	<p>Yes. The valuation of stock-options and performance shares awarded to the Company officers, in accordance with the method used for the consolidated accounts, is mentioned in the tables of stock-option and performance share plans granted to the Senior Executive Officers in section G.3.of the Universal Registration Document.</p>
	<p>Presentation of compensation compared with preceding financial year</p> <p>A detailed presentation of each company Officer's individual compensation, compared with that of the preceding financial year, and broken down between fixed components and variable components.</p>	<p>Yes. The Universal Registration Document contains the summary charts of the Company officers' compensation, allocations of shares and stock-options (section G.3) for the current and previous year.</p>
	<p>Directors' compensation</p> <p>The aggregate and individual amount of compensation paid to directors and the rules for allocating this, as well as the rules governing the payment of the compensation awarded, where applicable, to the general management team in respect of corporate offices held in affiliates of the group.</p>	<p>Yes. The Universal Registration Document indicates the amounts paid globally and individually to each Director, together with the allocation rules, it being specified that the Chairman and Chief Executive Officer does not receive Directors' fees. Information can be found in section G.3 of the Universal Registration Document.</p>

		<p>Pension scheme</p> <p>Information on the pension system. Given the considerable variety of pension schemes, it is necessary to indicate whether company officers benefit from the same pension scheme as the group's senior executives or whether they benefit from a specific pension scheme and to describe the main features of these schemes and in particular their calculation methods.</p>	<p>Yes. This information is presented in the Universal Registration Document (section G.3). This pension scheme, which complies with the new regulatory requirements introduced by the "loi Pacte" will be submitted to the shareholders' vote at the Annual General Meeting.</p>
		<p>Equity ratio</p> <p>Information on the ratios for measuring the gaps between the compensation of company officers and that of employees of the corporation. Corporations which have no or not many employees in relation to the global workforce in France must take into account a more significant perimeter in relation to the wage bill or the workforce in France of the corporations over which they have exclusive control within the meaning of Article L.233-16 II of the Commercial Code.</p>	<p>Yes. This information is presented in the Universal Registration Document (section G.3.2.5).</p>
27	Implementation of the recommendations		
	27.1	<p>Implementation of the "Comply or Explain" rule</p> <p>Listed corporations referring to this Corporate Governance Code should report in detail in their report on corporate governance, on the implementation of these recommendations and, if applicable, provide an explanation of the reasons why they have deviated from any of them.</p>	<p>This table on the implementation of the Code is posted on the Company's website and thus available to all investors.</p> <p>The Company also included in section G.2 of its Universal Registration Document, which the report on corporate governance refers to, the "Comply or Explain" table stating the recommendation of the Code which are not applied by the Company and the related justifications.</p>