

**Information relating to the conclusion of two related-party agreements
published in accordance with articles L. 22-10-13 and R. 22-10-17 of the French Commercial
Code**

Paris (France) – 5 November 2025 – Worldline (the “**Company**”) announces today the execution of two related-party agreements: two subscription commitments executed between respectively (i) the Company and Bpifrance Participations and (ii) the Company and Crédit Agricole.

Interested Parties and Relationship with the Company

- **Bpifrance Participations** is a member of the Board of Directors of the Company and holds around 5,0 % of the Company’s share capital; and
- **Crédit Agricole** is a member of the Board of Directors of the Company and holds around 7,0 % of the Company’s share capital.

Purpose, terms and conditions, and benefits of the agreements for the Company

These agreements were entered into with a view to the Company carrying out a capital increase of a total of approximatively 500 million euros (the “**Transaction**”), through (i) capital increases reserved for designated persons (i.e. Bpifrance Participations, Crédit Agricole, and BNP Paribas) in a total amount of approximately 108 million euros (including issue premium) (the “**Reserved Capital Increases**”), and (ii) a capital increase with preferential subscription rights for shareholders for a total amount of approximately 392 million euros (including issue premium) (the “**Rights Issue**”).

The Reserved Capital Increases and the Rights Issue would be carried out pursuant to authorizations granted by an extraordinary general meeting of the Company’s shareholders, which would take place at the latest on 31 January 2026 (the “**2026 EGM**”).

Pursuant to these agreements, Bpifrance Participations and Crédit Agricole (together, the “**Investors**”) have committed:

- to subscribe to the Reserved Capital Increase reserved to each of them, at a subscription price of € 2.75, for an amount of:
 - Bpifrance Participations: €45,992,999.25; and
 - Crédit Agricole: €30,036,998.75.
- to subscribe on a non-reducible basis (*à titre irréductible*) to the Rights Issue *pro-rata* to their current shareholding in the Company, as determined following completion of the Reserved Capital Increases, and, for Crédit Agricole, subject to Crédit Agricole S.A. not holding more than 18% of the share capital or voting rights of the Company and not becoming the largest Company’s shareholder;
- to provide an additional 11.4 million euros for Bpifrance Participations and 10.7 million euros for Crédit Agricole in order to facilitate the execution of the Rights Issue;
- to vote in favor of the resolutions relating to the Transaction at the 2026 EGM, take all necessary steps to implement the Transaction and, where applicable, make their best efforts to ensure that the Directors appointed upon the proposal of said Investors vote in favor of all decisions necessary for the implementation of the Transaction; and
- to maintain their shareholding (lock-up) in the Company until the date falling 180 calendar days after the settlement-delivery date of the Rights Issue, subject to usual exceptions.

The Company would undertake to appoint a syndicate of banks with global coordinators and potentially other junior members in connection with the Rights Issue and to enter into an underwriting and

placement agreement with them consistent with market practice. The subscription undertakings contain the Company's customary representations and warranties for this type of transaction.

The execution of the subscription commitments of Bpifrance Participations and Crédit Agricole would be a prerequisite for the Transaction as a whole and would ensure the success of the Transaction. These subscription commitments would also demonstrate the Investors' confidence in and support for the Company and its strategic plan.

The subscription commitments of Bpifrance Participations and Crédit Agricole are subject to the following conditions precedent:

- approval of the authorizations required to implement the Transaction by the 2026 EGM;
- the customary regulatory approvals;
- the publication of the information document relating to the Reserved Capital Increases (the **"Information Document"**) prepared in accordance with Annex 9 to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the **"Prospectus Regulation"**), which must be published in accordance with Article 1(5)(b*bis*) of the Prospectus Regulation;
- the approval by the Autorité des Marchés Financiers (the **"AMF"**) and the publication by the Company of a prospectus prepared on a voluntary basis in accordance with the Prospectus Regulation, comprising (a) the Company's Universal Registration Document (*Document d'Enregistrement Universel*) for the 2025 financial year, (b) a securities note (*Note d'opération*), and (c) the prospectus summary (*résumé*) (included in the securities note) (together, the **"Prospectus"**);
- the publication by the Company of any inside information within the meaning of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as amended (the **"Market Abuse Regulation"**);
- each of the other Investors' commitments must remain in full force and effect; and
- the implementation of the Transaction no later than 30 May 2026.

Financial terms and indication of the ratio of the agreements' price for Worldline to latest annual profit.

The Agreements do not involve the payment of a price by Worldline.

Approval from the Board of Directors

The Board of Directors, which met in particular to deliberate on the Transaction, has authorized the execution of these agreements during its meeting on 5 November 2025 in accordance with the provisions of Article L. 225-38 of the French Commercial Code.

In accordance with the provisions of Article L. 225-40 of the French Commercial Code:

- Mr Thierry Sommelet, representing Bpifrance Participations, did not take part in the debate and votes with respect to the agreement entered into between the Company and Bpifrance Participations; and
- Mr Jérôme Grivet, representing Crédit Agricole, did not take part in the debate and votes with respect to the agreement entered into between the Company and Crédit Agricole.

The two (2) agreements were entered into on 5 November 2025 and will be submitted to the Extraordinary Shareholders Meeting convened to approve the financial statements for the 2025 financial year.

For more information on the Transaction, please refer to the press release published on 6 November 2025.