

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 December 2022 (the “Code”). The term "Universal Registration Document" refers to the 2022 Universal Registration Document of the Company. The term “Chairman” refers to Bernard Bourigeaud (current Chairman since 25 October 2021), and the term “Chief Executive Officer” refers to Gilles Grapinet (current CEO) and the term “Deputy Chief Executive Officer” refers to Marc-Henri Desportes (current Deputy CEO).

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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 2023. 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.</p>

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			A full description of the Company's measures and initiatives on corporate social responsibility are included in Section A of the Universal Registration Document and in the 2022 integrated report.
	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 Committee, Strategy and Investment Committee and Social and Environmental Responsibility Committee) and decides on the basis of such Committees' recommendations.</p> <p>The Board of Directors met 11 times in 2022, including once during a strategic seminar dedicated to the Board of Directors and certain members of the Company's Management.</p> <p>A description of the Board's works, in particular regarding the Company's strategy is included in Section D.1.4.2. of the Universal Registration Document.</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 2022 is included in Section D of the Universal Registration Document.</p>

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	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 and important aspects facing the Company, including in the area of social and environmental responsibility, during the Board of Directors and the Committees' regular meetings, ad hoc trainings and workshops, the yearly Board Strategic Seminar and via specific written reports.</p>
	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 activities related to Quality, Security, Risk, Regulatory and Compliance and internal audit activities as well as the measures taken accordingly. Thus, the Audit committee examines the risk mapping and main risks, and notably social and environmental which have been reviewed by the CSR Committee. The Audit Committee communicates these 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 Section C.3 of the Universal Registration Document which also comprises the risk management activities (Section C.2.3.3) and the mitigation measures.</p> <p>Description of the works completed by the Board and its Committees in 2022 is included in Section D of the Universal Registration Document.</p>

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	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. The Worldline Group has implemented the anti-bribery and anti-corruption policy, which key principles were reviewed by Worldline Board of Directors and the Audit Committee, 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 clients, Innovation, Wellbeing@Work and Excellence.</p> <p>A detailed description of the Code of Ethics is included in Section A.4 of the Universal Registration Document.</p>
	1.7	<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 35% of female employees (vs. 34% in 2021) worldwide (increased by 2,94% versus last year) and constantly strives to improve this proportion. Out of this proportion of female employees, 25% % (vs. 23.3% in 2021) females belong to the total management workforce. Worldline has identified new actions that will strengthen women representation at all levels.</p>

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			<p>Lastly, some progresses on Worldline inclusive mindset were made in all areas in 2022, in particular:</p> <ul style="list-style-type: none"> • +2 points of female managers vs. 2021 (25% vs 23%) • +16% of employees with disabilities (vs. +6% in 2021) • 25% of women have an ExCom position (vs. 18% in 2021) and there is 36% of women in talent program (i.e. +9 points compared to 2021). <p>As a comparison, it was noted that women represent 17% of tech sector in the European Union and 23% of science, tech, engineering and mathematics in the US labor force.</p> <p>Worldline has deployed actions to strengthen women representation at all levels.</p> <p>Diversity is also an important component of the new CSR TRUST 2025 programme.</p> <p>In this regard, a Diversity and Inclusion programme has been set up. It relates to the message the Company conveys, nurturing an inclusive mind-set toward all employees. Numerous initiatives have been launched at Global and local level to this end, such as the creation of a Network devoted to diversity and inclusion, Wordline's new employee network that looks at equity, diversity and inclusion (EDI) in Worldline. The objective is empowering all talented, ambitious and motivated Worldliners to have an equal chance at becoming leaders – if this is their professional ambition – whilst creating an inclusive workplace for us all and a culture of equality.</p> <p>This matter is regularly followed at each level of the Worldline organization, notably the Board of Directors and its Committees (in particular the CSR Committee and the Nomination Committee), the</p>

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			<p>Operational and Strategic Executive Committees and the local management committees.</p> <p>As from the acquisition of Ingenico Group in October 2020, the Board is composed of women for 41% (i.e. 7 out of 17 Directors to be taken into account¹) and the Board's objective is to maintain this ratio not under 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>As a result of the first step of the Board resizing after the 2023 Annual Shareholders' General Meeting and subject to Shareholder approving the proposed resolutions in that respect, the Board is expected to be composed of women for 40%</p>

¹ 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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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 and its strategy.</p> <p>The composition of the Board of Directors reflects its shareholding structure and the agreements entered into with the shareholders. The portion of independent Directors progressively increases to reflect the free float increase. Following its successive disengagements, Atos is not represented within the Board of Directors any longer.</p> <p>On February 20, 2023 upon recommendation of the Nomination Committee, the Board of Directors decided to adapt its composition to progressively reduce its size to 15 Directors after the 2023 Annual Shareholders' General Meeting, in order to return to a size more consistent with the usual size of the Boards of comparable companies and ensure an efficient functioning of the Board and to best serve the Company and shareholder's interests.</p> <p>Yes. The Board has adopted Internal Rules that present the organization and the operation of the Board. The Internal Rules are summarized in the Universal Registration Document and annually published in its entirety on the Company's website.</p> <p>Description of the works completed by the Board and its Committees in 2022 is included in Section D of the Universal Registration Document.</p>

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	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>
	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.</p> <p>Worldline's teams maintain a regular dialogue with investors, particularly in the context of preparing the Annual General Meetings, monitoring the voting of resolutions and holding discussions with the main shareholders in order to discuss the performance and trajectory to receive their opinion on the resolutions presented to the Annual General Meetings.</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</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>Between October 24, 2019, date of resignation of Thierry Breton as Chairman of the Board and October 25, 2021, the roles of Chairman of the Board of Directors and Chief Executive Officer were temporary unified with Gilles Grapinet exercising the chairmanship of his current mandate as Chief Executive Officer.</p> <p>Since October 25, 2021, the Board of Directors, on the recommendation of the Nomination Committee, has decided the separation of the functions of Chairman of the Board of Directors</p>

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		<p>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>and Chief Executive Officer as agreed in the context of the acquisition of Ingenico Group and, accordingly, appoint Bernard Bourigeaud as Chairman (for further information, see Section Since this appointment, the functions of Chairman of the Board of Directors and Chief Executive Officer are separated.</p> <p>The Board has judged that the balance of governance is guaranteed by the separation of the functions of Chairman of the Board and Chief Executive Officer, the presence of an independent Lead Director, the particularly high proportion of independent directors on the Board, and the limitations imposed on the Chief Executive Officer. This governance structure, governed by the Board's internal rules, thus provides the necessary guarantees of compliance with best governance practices.</p>
	3.3	<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>The Lead Director 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;

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			<ul style="list-style-type: none"> • Conduct, together with the Board’s Secretary, the yearly assessment of the Board and Committees’ work; • Organize, at least twice a year, meetings held without the Company Executive Officers being present (“executive sessions”); being reminded that Chairman is also expected to organize such meetings without the presence of Company Executive Officers. • 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 Board’s Secretary; • The Lead Director supervises the assessment of the works of the Board; • The Lead Director 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 2022 are presented in the 2022 Universal Registration Document (Section D.1.3.5.1).</p>

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;	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 latest Investor Day in October 2021, presenting three-years ahead projections and their implementation.</p> <p>The Company and the Lead Director maintain ongoing discussions with the proxy advisors and main investors through the year, including <i>via</i> governance roadshows.</p> <p>The Universal 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 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.</p>	<p>Yes. The Board of Directors has designated on March 19, 2020 a Lead independent Director whose functions include the management of shareholders relations with the Board as set out notably in the Internal rules of the Board of Directors.</p> <p>The Board of Directors decided to appoint a Lead Director, in a context where the functions of Chairman of the Board of Directors and Chief Executive Officer were unified.</p>

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			<p>Implementing the highest standards of corporate governance, the Board of Directors decided, on the recommendation of the Nominating Committee, to retain this Lead Director even though the functions are now separated.</p>
	<p>4.5</p>	<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 14 to the consolidated accounts.</p> <p>The risks and the risk management systems are described in Section 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 D.1 of the Universal Registration Document).</p> <p>On September 4, 2019, Standard & Poor's Global has assigned an "investment grade" BBB issuer credit rating to Worldline, with a stable outlook. This rating was affirmed on February 3, 2020 and on November 17, 2022, Standard & Poor's Global has affirmed a short-term A-2 credit rating as well to Worldline.</p>

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5	The Board of Directors and the Social and Environmental Responsibility		
	5.1	<p>Multi-year strategic orientations for social and environmental responsibility</p> <p>On the proposal of the Executive Management, the Board of Directors determines the multi-year strategic guidelines for social and environmental responsibility.</p>	<p>Worldline demonstrates long-term commitment to corporate social responsibility with the implementation of TRUST 2025. The ambitious five-year roadmap aims at delivering far-reaching transformation and acts as a catalyst for sustainable change. Building on the success of Worldline's previous TRUST 2020 programme, TRUST 2025 envisages actions to implement Worldline's company purpose in practical terms. The programme is fully aligned with Worldline's overall strategy and addresses six major CSR challenges: business, employees, ethics, value chain, environment and local communities.</p> <p>The Internal rules of the Board of Directors also clearly includes the definition of multi-annual strategic guidelines for sustainable development, notably in the area of climate, within the role of the Board.</p>
	5.2	<p>Achievement of an action plan by the General management and information to the Board</p> <p>The Executive Management presents to the Board of Directors the methods for implementing this strategy with an action plan and the time frames in which these actions will be carried out. The Executive Management informs the Board annually of the results achieved.</p>	<p>Yes. The Executive Management annually submits the main items relating to TRUST 2025 results during the previous year to the Social and Environmental Responsibility Committee and compare some of the figures of the previous year with the targets of the current year.</p> <p>The Chairman of the Social and Environmental Responsibility Committee then submits it in Board meeting with the related documentation.</p>

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	5.3	<p>Annual Exam by the Board</p> <p>In the case of climate change, this strategy is accompanied by precise objectives defined for different time horizons. The Board shall review annually the results achieved and the appropriateness, if any, of adapting the action plan or modifying the targets in the light of, inter alia, changes in the company's strategy, technologies, shareholders' expectations and the economic capacity to implement them.</p>	<p>Yes. As part of the TRUST 2025 program, Worldline has deployed a worldwide strategy to cut greenhouse gas emissions, mitigate climate risks and develop a low-carbon economy.</p> <p>In 2022, the Social and Environmental Responsibility Committee reviewed 4 business key performance indicators (KPIs) related to Climate Change: percentage of total expenses assessed by EcoVadis out of strategic suppliers' expenses; percentage of alerts investigated and related actions plan defined within 3 months; percentage of Climate change CO2 emissions reduction; percentage of CO2 offsetted emissions.</p> <p>The Chairman of the Social and Environmental Responsibility Committee then submitted it in Board meeting with the related documentation.</p>
	5.4	<p>Communication with shareholders</p> <p>The climate strategy mentioned in § 5.3 as well as the main actions undertaken to this effect shall be presented to the ordinary general meeting at least every three years or in the event of a significant change in the strategy.</p>	<p>Yes. During the Annual Ordinary General Meeting, a significant time is devoted to the summary presentation of the TRUST 2025 program, which covers multiple dimensions CSR topics. The presentation includes a precise statement of the company's results during the past year and the Company's future targets for significantly reducing its carbon emissions.</p> <p>The presentation is followed by a productive dialogue with shareholders where any questions raised on these items are answered by the top management.</p>

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6	The Board of Directors and the Shareholders' meeting		
	6.2	<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>Yes. Worldline is keen on ensuring 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 Annual General Meetings, the monitoring of their recommendations of vote of the resolutions and discussions are organized, in particular with the main shareholders in order to discuss the trajectory and the performance and to receive their opinion on the proposed resolutions submitted to their vote.</p> <p>Finally, the Chairman and the Lead independent Director takes part in the preparation of the Annual General Meetings notably through communication and participation to investors' meetings.</p>

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	<p>6.3</p> <p>6.4</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 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>	<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>

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7	Membership of the Board of Directors: Guiding Principles		
	7.1	<p>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 who have different backgrounds, skills and experiences notably as CEO, Chairman, Director and/or key managers in other French or non-French listed, private or public companies in various relevant sectors: payment services, banking, finance, audit, risk, governance, CSR, HR, management skills, engineering, IT services, technology, media and telecom services sectors as well as governance (competencies reinforced in the context of the acquisition of Ingenico Group and the subsequent appointment of 7 Directors). Consequently, the Board considered that the current diversity of skills 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 2022 (99%).</p> <p>The Internal rules of the Board of Directors also describes the appointment process of Directors (Article 1.2.). The Nomination Committee, in consultation with the Chairman and the Lead Director and with the support of the Board's Secretary, regularly reviews the composition of the Board and its diversity policy at least once a year. In particular, it assesses the complementarity of skills, experience, expertise and diversity of the Board and</p>

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			<p>determines whether adjustments or additional elements of competence or diversity would be useful or necessary to improve the composition of the Board in order to increase its capacity or effectiveness. The Nomination Committee shall take into consideration in particular the balance between independent members and the adequate representation of shareholders and strategic partners, the respect of the diversity policy as well as the expectations that may have been expressed by the Board, notably during the evaluation of its functioning.</p>

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8	Gender Diversity Policy on the Governing Bodies		
	<p>8.1</p> <p>8.2</p>	<p>Gender Diversity on the Governing Bodies objectives and results</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 35% of female employees (vs. 34% in 2021) worldwide and constantly strives to improve this proportion. Out of this proportion of female employees, 25% females belong to the total management workforce. In 2022, 8 women were Board members. Worldline has identified new actions that will strengthen women representation at all levels.</p> <p>Gender diversity within the Board, governing bodies, managerial positions and more generally within the Group is regularly reviewed by the Board of Directors and its Committees.</p> <p>The 5-year strategic plan (“Trust 2025”) implemented in 2023 includes indicators related to gender equality.</p> <p>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 at minima this ratio 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>

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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9	Representation of employee shareholders and employees		
	<p>9.1</p> <p>9.2</p> <p>9.3</p>	<p>Rights and duties of directors representing the employees and employee shareholders</p> <p>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. Marie-Christine Lebert has been appointed as Director representing the employees on May 17, 2019 in accordance with article L.22-10-7 and article L.225-27-1 of the French Code de Commerce and the Bylaws.</p> <p>Olivier Lorieau has been appointed for one year as the second Director representing the employees on the Worldline Board by the UES Worldline Social and Economic Committee on May 19, 2022 with effect after the 2022 Annual General Meeting.</p> <p>The term of office of Marie-Christine Lebert and Olivier Lorieau have been renewed by the UES Worldline Social and Economic Committee for one year, as a transitory period, until the General Meeting to be held in 2023. This transitory period was determined so as to allow sufficient time to constitute the European Works Council which would then be able to appoint one Director.</p> <p>Indeed, in accordance with the Bylaws, the Directors representing the employees are designated by the Company Social and Economic committee, except for the second Director representing the employee which is designated by the European Social and Economic Committee. After the transitory period, the term of office of the Directors representing the employees is 3 years (aligned with the term of office of the other Directors). For additional information, please refer to Section D.1.3.6.2 of the Universal Registration Document.</p> <p>As such, Marie-Christine Lebert and Olivier Lorieau participate</p>

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			<p>in the meetings of the Board of Directors and are entitled to vote at these meetings.</p> <p>The Directors representing the employees have the same rights, are subject to the same obligations (with the exception of the obligation to hold at least 750 shares in the Company), in particular with regard to confidentiality, and assume the same responsibilities as the other members of the Board.</p>

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10	Independent directors		
	<p>10.3</p> <p>10.4</p> <p>10.5</p>	<p>Independence of the directors</p> <p>The independent directors should account for half the members of the Board in widely held corporations without controlling shareholders.</p> <p>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 § 10.5 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 § 10.5, 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 meetings of December 16, 2022 are set forth in the Universal Registration Document (Section D.1.3.4.).</p> <p>It is stated that twelve out of the seventeen members of the Board of Directors to be taken into account³ were qualified as being independent during this annual assessment of their independence (i.e. 70%).</p> <p>Finally, the Board of Directors will propose, in particular, the renewal of six Directors to the 2023 Annual General Meeting, four of them being independent.</p> <p>Upon the recommendation of the Nomination Committee, the Board has finally decided in early 2022 to reduce its size with a target Board of 13 Directors (plus 2 employee Directors and a non-voting representative of the Social and Economic Committee) by 2024⁴. As to preserve the current efficient and smooth functioning of the Board benefitting from its members' strong, well-balanced and complementary profiles and expertise, this reduction will be achieved progressively. The Board will first be reduced by two</p>

³ According to Article 10.3 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.

⁴ Target Board is notably based on the current scope and Company's shareholding and might be adjusted in particular in case of future change in that respect.

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			<p>Directors and the Censor at the end of the 2023 shareholders' General Meeting, then in 2024, by two additional Directors.</p> <p>The Nomination Committee, the Chairman of the Board and the Lead Director, in consultation with the Chief Executive Officer, discussed extensively with all the Directors taking into account the principles as set out in the Board's report on the resolutions for the General Meeting of June 8, 2023 as well as the motivations of each Director and his/her future availabilities in the coming years. Following these discussions, Susan Tolson and Luc Rémont announced their intent to resign with effect at the end of the General Meeting of June 8, 2023. Besides, the term of Johannes Dijsselhof as Censor will expire at the end of 2023 Shareholders' General Meeting and is not proposed to be renewed as announced last year.</p> <p>The Board would therefore be composed of 15 members out of which 40% would be women Directors.</p> <p>At the end of the 2023 General Meeting the Board would comprise 60% of independent Directors.</p>
	10.5.3	<p>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 (Section D.1.3.4), 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 16, 2022, on the recommendation of the Nomination Committee, retained the same criteria as those used the previous year, i.e.:</p> <ul style="list-style-type: none"> (i) a quantitative criterion, in this case the consolidated revenue of 1% achieved by the Company with a group

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		<p>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>	<p>within which a 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>
11	Evaluation of the Board of Directors		
	<p>11.1 11.2 11.3</p>	<p>Assessment of the Board's work</p> <p>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>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 Board's Secretary. 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>The assessment is conducted externally at least once every three years. As the assessment was conducted in 2022 with the support of an external consultant, it was conducted internally in 2023. For the 2022 financial year, the results of such formal evaluation were presented at the Board during its meeting of February 20, 2023. The result of this assessment is included in the Universal Registration Document (Section D.1.6).</p>

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12	Meetings of the Board and of the Committees		
	12.1	<p>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 2022 as well as their works in 2022 (Sections D.1.4 and D.1.5):</p> <ul style="list-style-type: none"> (i) The Board of Directors held 11 meetings. The attendance rate of all Directors at these meetings amounted to an average of 99%; (ii) The Audit Committee held 7 meetings. The attendance rate of all its members at these meetings amounted to an average of 98%; (iii) The Nomination Committee held 7 meetings. The attendance rate of all its members at these meetings amounted to 93%; (iv) The Remuneration Committee held 5 meetings. The attendance rate of all its members at these meetings amounted to 92%; (v) The Strategy and Investment Committee held 3 meetings. The attendance rate of all its members at these meetings amounted to 100%; (vi) The Social and Environmental Responsibility Committee held 4 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>

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	12.2	<p>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 2022, the Board met 11 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>
	12.3	<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 Chief Executive Officer, during which they discuss the Company's affairs and succession plan of Company Executive Officers.</p> <p>Additionally, the Remuneration Committee and the Nomination Committee meet, outside of the 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 Remuneration Committee communicates to the Board of Directors the assessment on the Chief Executive Officer and the Deputy Chief Executive Officer's performance.</p>
	12.4	<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>

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13	Directors' access to information		
	13.1	<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>
	13.2	<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 information, including criticism, relating to the corporation, such as articles in the press and financial analysts' reports.</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 management, in particular through communication sent by the Chairman or Board's 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>

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	13.4	<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>
14	Directors' training		
	14.1	<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, in particular on climate issues.</p>	<p>Yes. Upon the appointment of a new Director, various training sessions are offered as well as discussions with internal 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 or as requested by Directors.</p> <p>More generally, training sessions are regularly offered to Board members with Group managers, individually or collectively, with the main group executives. Training sessions on social and environmental responsibility aspects, which can focus on climate issues, are also provided. In 2021, there has been a specific training on CSR for Directors, and in 2022 on TRUST 2025.</p>

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	14.2	<p>Training of members of the Audit Committee</p> <p>The Audit Committee members should be provided, at the time of appointment, with information relating to the company's specific accounting, financial and operational features.</p>	<p>Yes. Aldo Cardoso (Chairman), Giulia Fitzpatrick, Mette Kamsvåg, Caroline Parot, Daniel Schmucki and Susan M. Tolson have the required expertise by virtue of their 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>
	14.3	<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, Marie-Christine Lebert and Olivier Lorieau have received specific training in corporate governance and finance. 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, Marie-Christine Lebert and Olivier Lorieau were informed of the training possibilities provided by law.</p>
15	Duration of Directors' terms of office		
	15.1 15.2	<p>Duration and staggering of Directors' terms</p> <p>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.</p>	<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>

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	<p>15.3</p> <p>15.4</p>	<p>Information on the Directors</p> <p>The report on corporate governance should detail the dates of the 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>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 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>

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16	Committees of the Board: General principles		
	16.0	<p>General Provisions</p> <p>The general principles apply to all committees established by the Board.</p> <p>The number and structure of committees depends on each board. However, in addition to the tasks assigned by law to the audit committee, it is recommended that compensation, the appointment of directors and executive directors, and matters relating to social and environmental responsibility be the subject of preparatory work by a specialized committee of the Board of Directors.</p>	<p>Yes. The Board of Directors is assisted in its missions by five specialized committees, namely, an Audit Committee, a Nomination Committee, a Remuneration Committee, a Strategy and Investment Committee and a Social and Environmental Responsibility Committee.</p> <p>These Committees are in charge of examining the questions that the Board of Directors or its Chairman refers to them and issuing proposals and recommendations, as applicable, in their area of expertise.</p> <p>Since 2019, Worldline has a CSR Committee composed of five Directors, including the Company's CEO, two independent members, one of whom chairs the Committee, and a Director representing employees. The CSR Committee, has the task of preparing and facilitate the work of the Board on CSR matters (including environment) for the Company and the sector. In addition, a diversity of skills, genders and backgrounds are represented in the Committee.</p>
	16.1	<p>Membership of the Committees</p> <p>The existence of cross-directorships in the committees should be avoided.</p>	<p>Yes. There is no cross-directorship in the Committees.</p>

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	16.2	<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>	<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.</p>
	16.3	<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 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.</p>	<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.</p>

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17	The Audit Committee		
	17	<p>Existence</p> <p>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.</p>	<p>Yes. The Board of Directors has an Audit Committee.</p>
	17.1	<p>Membership</p> <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. Aldo Cardoso (Chairman), Giulia Fitzpatrick, Mette Kamsvåg, Caroline Parot, Daniel Schmucki, Susan M. Tolson, and 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 D.1.3.1).</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 Company 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 Nomination Committee and it is the subject of a specific review by the Board.</p>

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	17.2	<p>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>Yes. As reported in Section D.1 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>

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		Finally, it should review the scope of consolidation and, if necessary, the reasons why any companies should not be included in it.	
	17.3	<p>Operating methods</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>Yes. Audit Committee members receive the documentation regarding 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 D.1).</p>

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18	The Nomination Committee		
	18	<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>
	18.1	<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 Company Executive Officer.</p>
	18.2	<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 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>Yes. The duties of the Nomination Committee are reported in Section D.1.5.2 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, 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>

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	18.3	<p>Operating methods</p> <p>The Chief Executive Officer contributes to the work of the nominations committee.</p>	<p>Yes. The Chief Executive Officer is associated to the works of the Nomination Committee on nominations.</p>

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19	The Remuneration Committee		
	19.1	<p>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 Chief Executive Officer.</p> <p>Yes. Only Company non-Executive Officers (<i>administrateurs n'ayant pas de fonctions exécutives</i>) are members of the Remuneration Committee (including as regards the Chairman) and its composition includes a majority of independent Directors.</p> <p>Yes. Since October 28, 2020, the Board of Directors has appointed Marie-Christine Lebert (Director representing employees) as 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 Director representing the employees attend and take part to the votes related thereto.</p>

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	19.2	<p>Duties</p> <p>The compensation committee is responsible for proposing to the Board of Directors all the elements determining the compensation 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>Yes. The duties of the Remuneration Committee are reported in Section D.1.5.3 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 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 Company Executive Officers and the principal Company non-Executive 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>
	19.3	<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 meetings of the Board of Directors, the Chairman and the Chief Executive Officer do not participate in discussions of matters relating to their respective compensation, which are conducted under the authority of the Chairman of the Remuneration Committee and abstain from voting.</p>
20	Number of terms of office for company officers and directors		
	20.1 to 20.5	<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>Yes. On December 31, 2022, neither the Chief Executive Officer, nor the Deputy Chief Executive Officer held any mandate as Director in listed companies outside the Worldline Group.</p> <p>Regarding the Chief Executive Officer's possible appointment as non-executive independent Director of Orange SA (listed company) and member of the Audit Committee, he has requested</p>

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		<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>the opinion of the Nomination Committee on those possible appointments. The Board of Directors held on February 20, 2023, upon the recommendation of the Nomination Committee, concluded such mandates should not trigger over boarding issues as Gilles Grapinet does not hold any other mandates in listed companies (not counting Worldline) and has limited number of mandates mostly in associations or recent legal entities.</p> <p>Yes. All mandates held by each Director as at December 31, 2022 are specified in the Universal Registration Document. The Universal Registration Document indicates all mandates held in listed companies, including foreign ones. On December 31, 2022, 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>
21	Ethical rules for Directors		
	21	<p>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 	<p>Yes. All Directors abide by the ethical rules provided under art. 21 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>

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		<p>recommendations as supplemented by the Board and internal rules adopted by the Board;</p> <ul style="list-style-type: none"> - 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 beyond the mere duty of discretion provided for by law; 	

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		<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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22	Directors' Compensation		
	<p>22.1 to 22.4</p>	<p>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 D.2.2.4.).</p> <p>Allocation rules are defined by the Board, under recommendations made by the Remuneration Committee, and specified in the Universal Registration Document and are unchanged versus last year.</p> <p>Allocation rules of the global amount of the Directors' fees (Board of Directors dated February 20, 2023):</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 2022, the amount of Directors' fees due was 865,500 euros composed of a fixed portion and a variable portion, the latter being predominant to the fixed portion.</p>

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23	Termination of employment contract in case of appointment as Company Officer		
	23.1	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>Yes.</p> <p>Gilles Grapinet has no labour contract in place with Worldline.</p>
24	Requirement for company officers to hold shares		
	24	<p>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 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 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>

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			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.
25		Conclusion of a non-competition agreement with a Company Officer	
	<p>25.2</p> <p>25.3</p> <p>25.4</p> <p>25.5</p>	<p>Conclusion of a non-competition agreement</p> <p>In accordance with the procedure governing related parties agreements, the Board must authorize the conclusion of the non-competition agreement, the length of the requirement for non-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 D.2).</p>
	25.6	Cap on financial compensation	N/A. Neither the Chief Executive Officer, nor the Deputy Chief Executive Officer are entitled to any compensation for non-

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		<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>compete clause in the event of termination of their respective mandate.</p>

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26	Compensation of Company Officers		
	26.1	Principles for the determination of the compensation of executive officers and role of the Board of Directors	
	<p>26.1.1</p> <p>26.1.2</p>	<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 several criteria related to social and environmental responsibility, including at least one criterion related to the company's climate objectives. These criteria, defined in a precise manner, must reflect the most important social and environmental issues for the company. Quantifiable criteria should be preferred.</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. The general compensation policy applicable to the Company Executive Officers is debated within the Remuneration Committee in their absence, before being submitted to the Board of Directors. It is also regularly reviewed in light of the positioning of the Company regarding its competitors and CAC 40 listed companies and the market.</p> <p>At Board meetings, the 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 Board, supported by the Remuneration Committee, provides reasons for its decision regarding the compensation of Company Executive Officers.</p> <p>The compensation policy is described in the Universal Registration Document, in particular in section D.2 which shows in particular how the principles of balance, competitiveness, relation to performance and CSR undertaking are implemented within Worldline.</p> <p>The multi-annual variable equity-based compensation is indeed based on a social and environmental responsibility criterion (i.e a</p>

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			<p>performance indicator on the Company's social and environmental responsibility), defined as a combination of several criteria, as a condition for 20% of the total vesting. On February 20, 2023, on the proposal of the Remuneration Committee and in order to meet the environmental commitment that is part of the Group's strategy, the Board of Directors selected the following external non-financial criteria as a condition for 20 % of the total vesting:</p> <ul style="list-style-type: none"> • 10% relating to Environmental CSR will be based on the reduction of CO2 emissions scope 1&2 - SBTi ; and • 10% relating to People CSR will be based on Employee Satisfaction and Gender Diversity. <p>Moreover, the H2 2023 short-term variable remuneration of Company Executive Officers include a combined performance criteria relying on the CSR program of the Group, Trust 2025, which is based on twelve indicators, notably the percentage of CO2 emissions offset for scopes 1&2 - SBTi.</p>
	26.2	Principles for the determination of the compensation of non-executive officer (<i>dirigeant mandataire social non exécutif</i>)	
		<p>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 provides reasons for its decision in such matters. It is not desirable to award variable compensation, stock options or performance shares.</p>	<p>N/A. The principles applicable, as the case may be, to the Company non-Executive Officer are described in Section D.2 of the Universal Registration Document.</p>

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	26.3	Components of the compensation of Senior Executive Officers	
	26.3.1	<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 § 26.1.2. 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 D.2.1.1 of the Universal Registration Document, in case of potential annual evolutions of the fixed compensation of Company Executive Officers, the Board of Directors will make sure that this evolution remains moderated and fulfil the coherence principle exposed in the paragraph D.2.1.1.1 of the Universal Registration Document and will explain the underlying reasons.</p> <p>2023 General Meeting will be asked to approve a proposal to increase the fixed part of Company Executive Officers' compensation which would be effective as from January 1, 2024 but would consequently not be applicable in 2023. Indeed, considering the current challenging and volatile macro-economic context and in agreement with the concerned Company Executive Officers, and should the shareholders approve the proposed revision during the 2023 General Meeting, the Board decided, however, in alignment with the concerned Company Executive Officers, to defer the implementation of planned increase to January 1, 2024.</p> <p>The full compensation and each of its components, in particular the fixed part of the compensation policies, has been reviewed in light notably of: the performance, skills and experience of the beneficiaries; the performance of Worldline under their leadership and during the relevant time period; the positioning of Worldline compared to a panel of direct competitors and CAC 40 listed companies and the market; the equity ratio and the global salary increase budget for employees.</p>

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			<p>The options presented for the increase were also discussed within the Nomination Committee and the Board of Directors in particular in light of Afep-MEDEF recommendations and the highest standard of governance while also putting into perspective the current challenging and volatile macro-economic context.</p> <p>The Board of Directors, following the recommendation of the Remuneration Committee, also took into account the Afep-MEDEF Code recommendation that fixed compensation be reviewed over a relatively long time and considered that the reviews were sufficiently discarded. Indeed, the Chief Executive Officer's remuneration has only been reviewed twice in nine years (in 2017 and in 2021), being reminded that the last review was initially contemplated in 2020 and finally delayed to 2021 given the Covid-19 pandemic context.</p> <p>Given the specific context during the past years (in particular the Covid-19 pandemic and the war in Ukraine), no increase was finally implemented since 2021, despite the initial intention of the Board to gradually increase their compensation gap versus the market practice. Indeed, it is reminded that the analysis already conducted in 2021 and 2022, confirmed the persistent gap already identified and highlighted at that time that the Chief Executive Officer's compensation was already positioned below the lowest 25th percentile of CAC 40 companies (by 9% for the total compensation and by 25% for the fixed annual compensation) and of worldwide's competitors (by 14% for the total compensation) with regard to total target compensation.</p> <p>The Board of Directors, following the recommendation of the Nomination Committee, considered that in a context where market practices and direct competitors have significantly increased the remunerations of their Executive Company Officers in the past</p>

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			<p>years and where the war of talents is very active, it is in the best interests of the Group and the Shareholders to adjust the compensation policy for the Executive Company Officers so it remains balanced between the Company's corporate interest, market practice and the performance of the Company Officers; it remains competitive and in line with market practices so it is sufficiently attractive to retain them; it fairly rewards the performance and it ensures proper alignment with the shareholders' interests.</p> <p>The proposed increase brings the total target compensation of Company Executive Officers to the lowest quartile (while total target cash compensation remains also below lowest quartile) in line with Worldline's market positioning.</p> <p>All the details and explanations regarding the compensation of the Company Executive Officers are provided exposed in section D.2 of the Universal Registration Document.</p>

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	26.3.2	<p>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>Yes. The structure of the Company Executive Officers' compensation, including a preponderant variable part, is presented in Section D.2.1.1.2 and D.3.1.1.3 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 Company Executive Officers' compensation is expressed in percentage of the fixed remuneration.</p> <p>It is uniquely based on precisely measurable and demanding quantitative criteria related to financial and non-financial objectives. Information on the rate of achievement of these criteria for the year 2022 is inserted in the report on corporate governance included in the Universal Registration Document (Section D.2).</p> <p>The Universal Registration Document also includes the achievement rates with respect to each criterion underlying the bonuses owed to the Company Executive Officers.</p>

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		<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>	

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	26.3.3	<p>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,</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 D.2 of the Universal Registration Document.</p> <p>In addition, the Board of Directors, during its meetings held on February 20 2023, 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 the 2023-25 long-term incentive plans, aligned with best market practice and proxies' recommendations. The relevant authorizations to implement these long-term incentive plans, that will benefit, amongst other beneficiaries, the Company Executive Officers, will be submitted to the approval of the 2023 Annual General Meeting.</p> <p>The outline of the contemplated scheme is detailed in Section D.2 of the Universal Registration Document.</p>

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		<p>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 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>	<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;

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		<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 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; - 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</p>	<ul style="list-style-type: none"> - 30 days preceding the public disclosure of half-yearly financial results; - 4 weeks preceding the public disclosure of financial information for the 1st and 3rd quarters. <p>As far as the Company 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 Company Executive Officer, in accordance with the Code provisions and in connection with French market practices. - 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 Company Executive Officers during the financial year and prior financial years. Additionally, in line with the recommendations of the Code, the 38th resolution adopted by the General Meeting held on June 9, 2022, concerning the authorization to the Board of Directors to grant performance shares, included an award sub-cap of 0.027%

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		<p>shares and to respect this commitment until the end of the share retention period determined by the Board of Directors.</p>	<p>of the share capital applicable to grants to Company Executive Officers.</p> <ul style="list-style-type: none"> - 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 Company Executive Officers during the financial year and prior financial years. Additionally, in line with the recommendations of the Code, the 37th resolution adopted by the General Meeting held on June 9, 2022, concerning the authorization to the Board of Directors to grant stock options, included an award sub-cap of 0.027% of the share capital for the Company Executive Officers. <p>There is no discount applied upon the award of stock options to Company 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 Company Executive Officer, on the 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.</p>
	<p>26.3.4</p>	<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</p>	<p>N/A. No extraordinary compensation was awarded by Worldline to the Chief Executive Officer and the Deputy Chief Executive Officer (see section D.2) of the Universal Registration Document).</p>

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		realization of the event that gave rise to the payment must be disclosed.	
	26.4	<p>Taking up of positions by executive officers</p>	
		<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>	<p>Yes. No benefits for taking up a position were granted to the Chief Executive Officer and the Deputy Chief Executive Officer upon their respective appointment (see Section D.2 of the Universal Registration Document).</p>

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	26.5	Departure of company officers	
	26.5.1	<p>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 their approval. 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. Since 2019, Gilles Grapinet does not retain duties nor activities within Atos and is fully assigned to Worldline as Chief Executive Officer of Worldline. It has been decided by the Board of Directors, according to the recommendations of Nomination and Remuneration Committees, 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, 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 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 Gilles Grapinet in the event of resignation (except in case of 2nd or 3rd class invalidity). Thus, Gilles Grapinet will not benefit from this allowance if he voluntarily 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</p>

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			<p>supplementary pension plan, i.e. € 291,000 per year when the Chief Executive Officer will have claim his pension rights (basis regime). Such indemnity might, depending on the date of departure of 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 D.2 of the Universal Registration Document. The compensatory allowance remains in full force and effect after the supplementary benefits pension plan benefiting Gilles Grapinet having been brought into line with the “loi Pacte”.</p>
	26.5.2	<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>	<p>N/A. No company officer has left the company in 2022 with a remuneration.</p>
	26.6	<p>Supplementary pension schemes for company officers</p>	
	26.6.1	<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 §26.1.2. 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</p>	<p>Yes. The pension scheme, as amended to comply with the regulatory changes introduced by the “loi Pacte”, applicable to the 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>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		supplementary pension scheme is subject to such conditions.	

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
27	Information on company officers' compensation and the policy for awarding stock options and performance shares		
	27	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.	Yes. Section D.2 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, to the Chief Executive Officer and to the Deputy Chief Executive Officer as well as the compensation received for the past financial year.
	27.1	Ongoing information	
	27.2	Annual information	
		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.	Yes. The Company complies with this recommendation of the Code.
		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.	Yes. Section D.2 of the Universal Registration Document on the compensation of the Company officers details the compensation policy applicable to the Chairman, to the Chief Executive Officer and to the Deputy Chief Executive Officer as well as the compensation received for the past financial year. The Universal

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		<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>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 D.2.2). The overall variable compensation of the 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 D.2 of the Universal Registration Document.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<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 A.1).</p> <p>The allocation policy in favour of the Company Executive Officers and the standardized tables for stock-options granted during the financial year to the Company Executive Officers appear in Section D.3.3 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 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 D.2 and A.1 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 Company Executive Officers in Section D.2 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</p>	<p>Yes. The Universal Registration Document contains the summary charts of the Company officers' compensation, allocations of shares and stock-options (Section D.2) for the current and previous year.</p>

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		financial year, and broken down between fixed components and variable components.	
		<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 sets out the amounts paid to each Director in total and individually, as well as the rules for distribution, being specified that neither the Chairman nor the Chief Executive Officer receive Directors' fees. This information is provided in Section D.2 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 D.2).</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 D.3.2.5).</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
28		Implementation of the recommendations	
	28.1	<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 D.1 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>