



# **convening notice**

2015  
Combined  
General  
Meeting

## **The Shareholders of Worldline**

Are summoned by the Board of Directors  
to the Combined General Meeting to be held:

## **On Thursday May 28th, 2015**

At 10 a.m

At the registered offices of the Company  
River Ouest - 80 quai Voltaire - 95870 Bezons  
The meeting will be held in the auditorium

## **Worldline**

Registered offices : River Ouest - 80 Quai Voltaire - 95870 Bezons

Siren 378 901 946 RCS Pontoise - Limited Liability Company (société anonyme) with a Board of Directors and a share capital of EUR 89,710,079.84

## **Documents mis à la disposition des actionnaires:**

Pursuant to legal provisions, all documents pertaining to this General Meeting shall be made available to the shareholders within the legal deadlines at the registered offices of the Company: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, the documents and information listed in particular in section R. 225-731 of the French Commercial Code shall be available on the Company's Website: [www.worldline.com](http://www.worldline.com) as per applicable legal and regulatory provisions.

**worldline**  
e-payment services

●●●●● an atos company





# Overview

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## Message from the Chairman

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors of Worldline, it is with pleasure that I invite you to the Combined General Meeting of the Company which will be held on Thursday May 28, 2015 at 10 am at the company's registered offices, in the auditorium, River Ouest, 80 quai Voltaire, 95870 Bezons.

During this General Meeting, you will be presented with the activity report of the Group for the financial year 2014, and asked to approve in particular the 2014 financial statements.

This General Meeting is a special moment in your Company's life. Any shareholder may participate regardless of the number of shares he/she owns either by participating physically, by voting by mail or by being represented by the Chairman of the General Meeting or by the proxy of his/her choice.

I look forward to welcoming you very soon, and I thank you for the trust you have shown to the Worldline Group as well as for the attention you will give to the enclosed draft resolutions.

**Thierry Breton**

Worldline Chairman of the Board



# The Worldline Group in 2014 and its priorities for 2015

## What were the reasons for carving-out and listing Worldline?

Worldline's market of electronic payment services is very specific and, as such, differs from that of Atos. It was important that Worldline should be recognized as a payment services company and have greater visibility. Giving it its own status, brand and identity as a listed company gave a powerful signal to the payment industry that there's a special company in the Atos Group, with different offerings and, already, a leading position in the European payment world. This industry recognition is also helping attract talents specifically interested in electronic payment and electronic transaction services rather than the traditional IT sector. Another reason for the carve-out and the IPO was to provide Worldline with the necessary strategic and financial flexibility to get more room for maneuver and be able to act as an industrial consolidator in a still fragmented European payment processing landscape.

## Has Worldline's listing already proved beneficial?

Most certainly. In 2014 we delivered on all our business objectives. Beyond reinforced external visibility, the listing has also proved a very powerful internal lever for motivating our teams. It creates a new benchmark to measure our performance and allows us to set-up new long-term incentive mechanisms for employees and managers. The IPO brought us all we had hoped for, including the strong balance sheet that gives us the financial capability to play a more dynamic role in the consolidation of the payment industry. As soon as the IPO was behind us, the management team and I could reallocate our priorities. We clearly intend to use our new levers to look for acquisitions that might bring sales, cost or innovation synergies.

## What are Worldline's 2015 priorities?

We have a clear 2015 roadmap, which includes taking innovation to a new level, via our technology program WIPE - Worldline Integrated Payment Engine - and investing heavily in R&D. We'll also expand the company's ability to grow internationally, through our TEAM transformation program, increase our profitability and try to deliver on our ambition to accelerate growth by four to five percent. We will also continue adapting to regulatory changes in the European payment industry. For years, European institutions have been pushing for more competition, more security and



more innovation in the payment industry and the attaining of a new level of industrialization and standardization. In 2015, Multilateral Interchange Fees regulations due to be formally adopted by the EU will cap the price banks can charge for authorizing a payment transaction made with their branded cards and force many participants in the payment value chain to rethink their strategy and business model. This will give a big boost to payment services providers. Amongst other regulatory changes, that giving the possibility of direct access to bank accounts is leading to the creation of new companies that deliver new services. There are also many safety, security and innovation regulations being introduced. As was the case with the first wave of SEPA rules, from 2004 to 2014, we expect the new wave of regulatory changes to drive significant long-lasting demand from financial institutions and merchants.

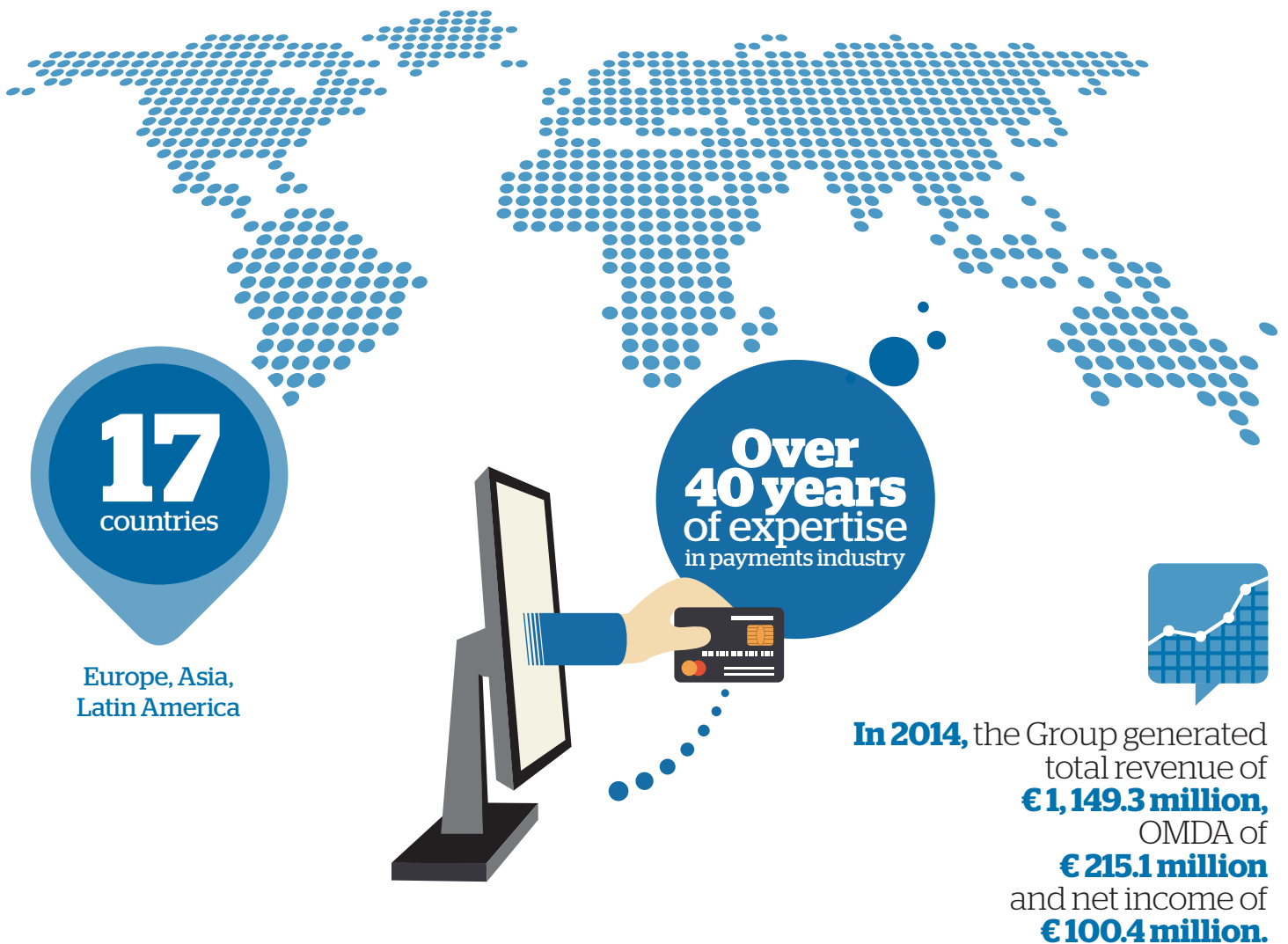
**Gilles Grapinet**  
Worldline CEO



# General presentation

Worldline is one of Europe's leading providers of electronic payment and transactional services. With over 40 years of payment systems expertise and operations in 17 countries, including across Europe and in several emerging markets in Latin America and Asia, the Group operates across the full extended payment services value chain, providing a full range of merchant acquiring, payment processing and business solutions services to financial institutions, merchants, corporations and government agencies.

The Group works closely with its clients to build and run outsourced services, typically under long-term contracts where it receives fees for the initial implementation of the solution as well as recurring revenue over the life of the agreement based on business transaction volumes or transaction values. The Group's strong culture of innovation allows it to help clients enhance their existing services and harness advances in technology to create new markets and services.



The Group operates as one global factory that leverages its increasingly integrated infrastructure platform to support its three global business lines:



## Merchant Services & Terminals

Revenue in 2014  
**€ 373.8 million**  
**32.5 %** of total revenue

Worldline's Merchant Services & Terminals global business line offers merchants a range of payment-related and value added services that help them build customer intimacy and complete sales as close as possible to the moment the consumer is ready to buy, while optimizing payment-related activities. The Group supports merchants at each step of their relationship with their customers—before, during and after the sale. The Group's digital omni-commerce services and in-store, online and mobile payment acceptance solutions enhance merchants' ability to offer compelling and seamless omni-channel and cross-channel shopping experiences in stores, online and via mobile devices. The Group also offers a range of data analytics and private label card and loyalty services that help its merchant clients mine the rich data generated by a client's payment history to better understand customer needs and provide targeted offers. Key services offered to merchants through this global business line include commercial acquiring and associated value-added services, online services including omni-commerce solutions, merchant wallets, digital signage and online payment gateways, payment terminals, private label cards and loyalty programs and related solutions such as sales promotion services and self-service kiosks.



## Mobility & e-Transactional Services

Revenue in 2014  
**€ 379.4 million**  
**33.0 %** of total revenue

Worldline's Mobility & e-Transactional Services global business line goes beyond its traditional client base of merchants and banks and financial institutions by developing new solutions and business models that take advantage of the digitization of the physical world to address the needs of private and public sector clients, thus addressing new markets the Group believes will generate significant additional payment transaction volumes in the years to come. The Group leverages its expertise in the areas of payments, digitizing business processes, processing large transaction volumes and data analysis to help provide solutions for companies and government entities facing the challenge of strategically transforming their operations through new digital services. The Group's Mobility & e-Transactional Services global business line focuses principally on three sectors it believes have the potential to generate significant additional payment transactions: (i) e-Ticketing, which includes electronic ticketing, automated fare collection and journey management services; (ii) e-Government Collection services, with an emphasis on services involving payment transactions, where Worldline's platforms provide paperless secured systems for better public services, automated traffic and parking enforcement and healthcare reimbursement; and (iii) e-Consumer and Mobility solutions, which includes its Connected Living, consumer cloud services and solutions designed to optimize client relations.



## Financial Processing & Software Licensing

Revenue in 2014  
**€ 396.1 million**  
**34.5 %** of total revenue

Worldline's Financial Processing & Software Licensing global business line delivers solutions that allow banks and financial institutions to manage cashless payments by outsourcing some or all of their key business processes. These include the issuance of credit and debit cards and authorization of associated payments, the processing of electronic payment transactions (both issuing and acquiring), the offering of multi-platform online banking services (including online banking e-Payments (OBEP)), advanced Fraud management and the provision of new payment options such as electronic payment wallets. The Group offers banks solutions to address a challenging and evolving regulatory environment by leveraging its ability to process high volumes of transactions. The Group provides innovative solutions that support, in particular, alternative pricing models. The Group believes that it is one of the few processing services providers to cover the full extended payment services value chain. In addition, the Group also offers banks and financial institutions that prefer to perform processing in-house a range of payment software solutions on a licensed basis.





# The Board of Directors

<b>Thierry Breton</b>	Chairman of the Board and Chief Executive Officer, Atos SE Chairman of the Board, Worldline
<b>Gilles Grapinet</b>	Senior Executive Vice President of Atos SE coordinating Global Functions CEO of Worldline
<b>Gilles Arditti</b>	Executive Vice-President of Atos SE, Group Head of Mergers & Acquisitions and Investor Relations & Financial Communication
<b>Aldo Cardoso*</b>	Director of companies
<b>Charles Dehelly</b>	Senior Executive Vice President of Atos SE coordinating Global Operations
<b>Ursula Morgenstern</b>	Head of UK & Ireland, Head of Cloud & Enterprise Software for Atos SE
<b>Michel-Alain Proch</b>	Senior Executive Vice President of Atos SE coordinating United States, internal IT and Security
<b>Luc Rémont*</b>	President of Schneider Electric France
<b>Susan Tolson*</b>	Board member for several corporations and non-profit entities

*\*Independent director*



# Agenda

## Ordinary items

- **Approval of the company accounts** for the financial year ending December 31<sup>st</sup>, 2014
- **Approval of the consolidated accounts** for the financial year ending December 31<sup>st</sup>, 2014
- **Allocation of the net income** for the financial year ending December 31<sup>st</sup>, 2014
- **Approval of an overall amount of annual Directors' fees**
- **Renewal of Gilles Arditti as member of the Board of Directors**
- **Renewal of Ursula Morgenstern as member of the Board of Directors**
- **Approval of the special report of the auditors** regarding the agreements and commitments referred to in articles L225-38 & seq of the Commercial Code
- **Advisory opinion on the elements of compensation due or allocated for the financial year ending December 31<sup>st</sup>, 2014 to Mr Gilles Grapinet, Chief Executive Officer**
- **Authorization granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company
- **Delegation of authority to the Board of Directors** to issue shares and/or securities giving access to the share capital and securities entitling their holders to the allotment of debt instruments with preferential subscription rights
- **Delegation of authority to the Board of Directors** to issue shares and/or securities giving access to the share capital and securities entitling their holders to the allotment of debt instruments through public offerings without preferential subscription rights
- **Delegation of authority to the Board of Directors** to issue shares and/or securities giving access to share capital and securities entitling their holders to the allotment of debt instruments without preferential subscription rights by way of a private placement
- **Delegation of authority to the Board of Directors** to issue shares or securities giving access to share capital without preferential subscription rights as consideration for contributions in kind
- **Delegation of authority to the Board of Directors** to increase the number of shares ("greenshoe") to be issued in the event of a share capital increase with or without preferential subscription rights
- **Delegation to the Board of Directors of authority** for the purpose of increasing the share capital of the Company with removal of the preferential subscription rights to the benefit of the employees of the Company and its affiliated companies
- **Modification of art 25 of the Articles of association** - Regulated conventions
- **Modification of article 28 of the Articles of association** - Common rules to all shareholders' meetings
- **Powers**

## Extraordinary items

- **Authorization granted to the Board of Directors** to reduce the share capital by cancelling treasury shares
- **Delegation of authority to the Board of Directors** to increase the share capital by the capitalization of premiums, reserves, profits or otherwise





# How to participate at the General Meeting?

Any shareholder, regardless of the number of shares owned, may participate in the Meeting either:

- By **participating personally**;
- by **voting by proxy**;
- by **being represented or by granting proxy to the Chairman of the General Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice**, under the conditions provided for in article L. 225-106 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy without the name of a beneficiary, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.



## Conditions to participate in this Meeting:

- **the owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the Meeting, i.e. on May 26, 2015, at 0.00 Paris time;
- **the owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the Meeting, i.e. on May 26, 2015, at 0.00 Paris time by sending to the Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 or to the registered offices of the Company - Worldline, Legal and Compliance Department, River Ouest - 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares ("attestation de participation") delivered by their bank or broker.



# How to participate at the General Meeting?

## A Procedure to participate in the General Meeting

### IF YOU WILL ATTEND THE GENERAL MEETING PERSONNALLY

#### You must ask for an admission card under the following conditions:

- If you are the owner of **registered shares**, please send the form attached (**tick the A box**, date and sign at the bottom of the form), or you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;
- If you are the owner of **bearer shares**, please request from your bank or broker that an admission card be addressed to you.

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale's dedicated operators at 0.825.315.315 (cost: 0.125€/min excluding VAT) from Monday to Friday, between 8:30 am and 6:00 pm Paris time, only from France.

### IF YOU CANNOT ATTEND THE GENERAL MEETING

#### You have the possibility to:

- **Be represented by a proxy holder**, by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded, to present him/herself with a duly filled and signed proxy, or by the Chairman; or
- Address to the company a **blank proxy** without a beneficiary; or
- **Vote by mail** pursuant to article L. 225-107 of the French commercial Code and applicable implementation decrees.

Votes by postal mail or by proxy shall only be taken into account if the forms are dully filled and signed (with the justification of share ownership enclosed), received at:

- **Société Générale** – Département Titres et Bourse - Service Assemblées – SGSS/SBO/CIS/ISS/GMS – 32 rue du Champ de Tir – CS30812 – 44308 Nantes Cedex 3 ; or
- **The Company's registered offices** – Worldline, Legal and Compliance Department, River Ouest, 80 Quai Voltaire – 95877 Bezons Cedex

at the latest three days preceding the General Meeting, i.e. on May 25, 2015.

Pursuant to article R. 225-85 of the French Commercial Code, a shareholder who shall already have voted by mail, sent a proxy, or asked for his/her admission card for the Meeting, with or without the

"attestation de participation", shall not be able to select another means of participation.

Participation and vote by videoconference or by any other electronic means of telecommunication have not been chosen for this meeting. Accordingly, no website as per article R. 225-61 of the French commercial Code has been made available.

### HOW TO FILL IN YOUR FORM?

#### You will attend the General Meeting personally:

- Tick the **A box**; and
- date and sign the **H box**.

#### You will not attend the General Meeting personally:

##### You would like to vote by postal mail:

- Tick the **B box** and follow the instructions ; and
- date and sign the **H box**.
- **C box**: This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
- **D box**: This box must be filled in case amendments or new resolutions were to be presented during the meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting, or give proxy to vote in your name by specifying the name of the proxy holder.

##### You would like to give proxy to the Chairman:

- Tick the **E box** ; and
- date and sign the **H box**.

It is specified that for any proxy granted by a shareholder without the name of the proxy holder, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

##### You would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:

- Tick the **F box** and fill in the information of your proxy ; and
- date and sign the **H box**.

# How to participate at the General Meeting?

To attend the General Meeting personally: Tick here

**A** **IMPORTANT** : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side  
 Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this** , date and sign at the bottom of the form  
 A.  Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / **I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.**  
 B.  J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / **I prefer to use the postal voting form or the proxy form as specified below.**

**worldline**  
 e-payment services

**ASSEMBLÉE GÉNÉRALE MIXTE DU 28 MAI 2015**  
**A 10 heures au siège social - Auditorium**

**COMBINED GENERAL MEETING OF MAY 28th, 2015**  
**At 10 a.m. at the registered offices - Auditorium**

Société anonyme au capital de 89.710.079,84 €  
 Siège social : River Ouest - 80 Quai Voltaire  
 95870 BEZONS  
 378 901 946 R.C.S. Pontoise

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account  
 Nominatif Registered  
 Porteur Bearer  
 Nombre d'actions Number of shares  
 Nombre de voix - Number of voting rights  
 Vote simple Single vote  
 Vote double Double vote

**B** **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

• vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  la case correspondante et sur lesquels je vote NON ou je m'abstiens.  
 • vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en noircissant comme ceci  la case correspondant à mon choix.  
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

1	2	3	4	5	6	7	8	9	Oui / Non/No Yes Abst/Abst	10	11	12	13	14	15	16	17	18	Oui / Non/No Yes Abst/Abst		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

• Des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting  
 • Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.....  
 • Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote NO).....  
 • Je donne procuration (cf. au verso verso (1)) à M., Mlle ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (1)) M./Ms or Miss, Corporate Name to vote on my behalf.....

**D**

• Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)  
 • Surname, first name, address of the shareholder (if this information is already supplied, please verify and rectify if necessary). See reverse (1)

**E** **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)  
**HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 • See reverse (3)

**F** **JE DONNE POUVOIR À :** Cf. au verso (4)  
**HEREBY APPOINT:** See reverse (4)  
 • Mlle ou Mlle, Raison Sociale / Ms, Mrs or Miss, Corporate Name  
 • Adresse / Address

**G**

**H** Date & Signature

You wish to give proxy to an identified person: tick here and fill out this person's information

Fill out here: your name, surname and address or please check them if they are already filled out

You would like to vote by mail: Tick here and follow the instructions

Date and sign here

Resolutions not agreed by the Board: if applicable

You would like to give proxy to the Chairman of the General Meeting: tick here, date and sign at the bottom of the form without filling out anything else

Resolutions proposed during the meeting: Fill out this box



## How to participate at the General Meeting?

### B

#### You wish to transfer your shares prior to the general meeting, after having voted by mail, sent a proxy or requested an admission card or an "attestation de participation"

A shareholder who has selected his/her means of participation to the General Meeting may nevertheless sell part or all his/her shares afterwards. In such case:

- If the **sale occurs before the third business day prior to the meeting** (at 0:00 Paris time), the Company shall invalidate or change accordingly the vote expressed, the proxy given, the admission card or the "attestation de participation" and, for such purpose, in the case of bearer shares, your bank or broker must notify the sale to the Company or its proxy and provide relevant information;
- If the **sale occurs after 0:00 Paris time, on the third business day prior to the meeting**, the sale does not have to be notified by your bank or broker or considered by the Company, notwithstanding anything to the contrary, and you will be therefore able to participate in the General Meeting under the conditions of your choice.

### C

#### You wish to send a written question

Pursuant to section 3 of article L. 225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, i.e. on May 21, 2015:

- at the registered offices, **by registered letter with acknowledgement of receipt** to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex, France; or
- to the following email address: [assemblee.generale@worldline.com](mailto:assemblee.generale@worldline.com).

In order to be taken into account and to lead, as the case may be, to an answer during the Meeting, a certificate of registration either in the registered shares records or in the records of the bearer shares held by a bank or broker must accompany the written question, pursuant to article R. 225-84 of the French commercial Code.

The written questions may be answered directly on the Company's website, at the following address: [www.worldline.com](http://www.worldline.com), in the "Investors" section.

.....  
**D How do you come to the General Meeting?**

The Combined General Meeting of May 28, 2015 shall start at 10 am sharp. Accordingly, you are requested:

- to come in early to the reception desk and signing desk, with the admission card for the signature of the attendance list.
- not to enter the meeting room without the presentations and the voting material, which you will be given upon signing of the attendance list.



**By public transportation**

- **Tramway T2** - From Paris Porte de Versailles to Pont de Bezons via La Défense Grand Arche (From 5:30 am to 1 am the next day)
- From 7 to 10 am and from 4 to 8 pm: a train every 4' to 6'
- From 10 am to 4 pm: a train every 9'
- Before 7 am and after 8 pm: a train every 9' to 15'
- After 10 pm : a train every 15'
- After 11 am : a train every 20'

It is important to note that in case of problem on the Tramway T2, you may use the bus lines RATP 272, 367, 262.



• **RATP lines**  
**RATP 262**

From Maisons-Laffitte (RER A) / Pont de Bezons

**RATP Bus 272 RATP Bus 367**

Argenteuil station /Sartrouville Rueil station (RER A) / Pont de Bezons via Nanterre Université



**By Worldline shuttle**

**For the return journey to Argenteuil station (Transilien)** - and then to the train station St-Lazare or elsewhere, take the shuttle with the Atos logo in front of the access road to the River Ouest Campus located at the corner of rue Jean Jaurès and Bus stop Jaurès Branchard (departure at 5:10 pm, 5:30pm, and then every 10 minutes up until 7pm).



**Taking the A86 by car**

**From Paris**, take the direction of Colombes, Saint-Denis, Cergy-Pontoise.

**From Cergy-Pontoise**, take the direction of Nanterre, La Défense, Paris-Porte Maillot

Take the exit 2A or 2 Colombes, Petit-Colombes, La Garenne-Colombes, Bezons

At the crossing with Charles de Gaulle boulevard, take the Bezons bridge  
After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest on the left or Jean Jaurès street on the right after McDonald's

The parking is open for your convenience.



# Report of the Board of Directors on the resolutions submitted to the General Meeting

## Ordinary items

### Approval of the Company and consolidated accounts for the financial year ending December 31<sup>st</sup>, 2014

#### 1<sup>st</sup> and 2<sup>nd</sup> resolutions

We request you to approve the Company and consolidated accounts for the financial year ending December 31<sup>st</sup>, 2014. The management report on the 2014 financial year is included in the Registration Document (document de référence) of the Company.

### Allocation of the net income for the financial year ending December 31<sup>st</sup>, 2014

#### 3<sup>rd</sup> resolution

In the scope of the third resolution, we propose you to allocate the net income as follows:

In euros

Net income	8,713,816.64
Previous retained earnings (Report à nouveau antérieur)	0
Total amount:	8,713,816.64

#### To be allocated as follows:

To the legal reserve	435,690.83
To dividends	0
To retained earnings (report à nouveau)	8,278,125.81

It is therefore proposed not to distribute any dividend to shareholders. For the record, the following dividends were paid in the three financial years preceding the 2014 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividends per share (in €)	Total (in €)
2013	11,621,805	3.88	45,092,603.40
2012	0	0	0
2011	11,621,805	2	23,243,610

<sup>(1)</sup> Number of shares carrying entitlement from January 1, net of treasury shares at dividend payment date.

### Approval of an overall amount of annual Directors' fees

#### 4<sup>th</sup> resolution

We request you to approve for the financial year 2014, an overall amount of annual Directors' fees of € 150,000 compensating the general activity of the Board of Directors, and to authorize the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

### Renewal of the mandates of Directors

#### 5<sup>th</sup> and 6<sup>th</sup> resolutions

The Board of Directors proposes to you, pursuant to the resolutions five and six, to renew the terms of office of the following directors for a period of one (1) year:

- Mr Gilles Arditti
- Ms Ursula Morgenstern

Additional information on the candidates to the Board of Directors can be found in this brochure.

### Approval of the statutory auditors' special report on related-parties agreements

#### 7<sup>th</sup> resolution

The Board of Directors requests you, under the seventh resolution, to approve the statutory auditors' report on related-parties agreements, which describes the new agreements entered into during the financial year.

#### Agreements entered into with Atos SE

*(common director to both companies: Mr Thierry Breton, who has been holding the office of Chairman and CEO of Atos SE)*

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# Report of the Board of Directors on the resolutions submitted to the General Meeting

## **Intragroup Loan agreement between Atos SE and Worldline SA concerning a renewable credit facility of EUR 300 million.**

The purpose of this agreement between Atos SE and Worldline SA is to allow the subsidiary, as from the listing of Worldline's shares on Euronext Paris, to enjoy a renewable credit facility of EUR 300 million made available by Atos SE to cover Worldline's liquidity requirements. No drawing has taken place as of today.

## **This agreement was authorized and executed on June 26, 2014.**

The main terms and conditions of this renewable credit facility are as follows:

- Maximum principal amount: EUR 300 million
- Duration: 2 years.
- Drawing's deadline : 1, 3 or 6 months.
- Rate applicable to each drawing: Euribor corresponding to the interest period, i.e. 1, 3 or 6 months + margin of 0.7%.
- Unuse fees: 35 % of the margin.

## **Underwriting agreement between Atos SE, Worldline SA and the financial intermediaries in connection with Worldline's IPO**

The purpose of this underwriting agreement between Atos SE, Worldline SA and financial intermediaries (Deutsche Bank AG, London Branch, Goldman Sachs International, Barclays Bank Plc, BNP Paribas, Merrill Lynch International, Société Générale) is to entrust the placing of Worldline's shares in the context of their admission to the negotiations on the Euronext Paris market.

In accordance with the terms of the contract, the financial intermediaries, acting independently, individually commit, up to a maximum amount of Worldline's shares which are subject to a public offer, to procure the acquisition and payment of the offered shares on the settlement date (either Worldline's shares sold by Atos SE or shares subscribed in the context of a share capital increase of Worldline SA).

Moreover, the underwriting agreement provided that Atos SE would grant the financial intermediaries, under an over-allotment option, the option to acquire an additional maximum number of Worldline's shares during a period of 30 days starting from June 26, 2014, which is the day the offer price was set.

The Board of Directors authorized this agreement during its meeting held on June 26, 2014. Settlement of the placing took place on July 1<sup>st</sup>, 2014 and the deadline to exercise the over-allotment option was July 26, 2014.

## **Vendôme Data Center sale agreement between Atos SE and Worldline SA**

In connection with Worldline SA's IPO and the transfer of the assets necessary for its activities, Worldline SA has expressed its interest to acquire from Atos SE, a Data Center located at Vendôme which to date was being leased for its transactional and payment activities.

This agreement was authorized by the Board of Directors of the Company on July 28<sup>th</sup>, 2014. The sale was completed through a notarial deed on January 7<sup>th</sup>, 2014, with usual guarantees for a price of EUR 900,000 excluding taxes and duties as authorized by the Board of Directors, in accordance with a valuation made by an independent real estate expert.

## **Agreement entered into with Atos International SAS (common director of the two companies: Mr Thierry Breton, who was Directeur Général of Atos International SAS in 2014):**

### **Services agreement between Atos International and Worldline related to Worldline CEO's compensation**

Mr Gilles Grapinet, Worldline's CEO since April 30, 2014, is party to an employment agreement with Atos International (an affiliate of Atos SE). As disclosed in the prospectus related to Worldline's IPO, Mr Grapinet devotes two-thirds of his activity to Worldline and one-third to his functions as Senior Executive Vice President of the Atos group in charge of coordination of Global Functions.

Such allocation was adopted during Worldline's Board of Directors dated April 30, 2014, which also decided that the fixed compensation paid to Mr Gilles Grapinet would represent two-thirds of the total fixed compensation pursuant to his employment agreement with Atos International SAS, and that such proportion would be recharged in whole by Atos International SAS to Worldline.

The terms and conditions for the recharge of the costs incurred by Atos International are laid out in the agreement signed among Atos International SAS and Worldline on July 29, 2014 and authorized by the Board of Directors on July 28, 2014.



# Report of the Board of Directors on the resolutions submitted to the General Meeting

Such conditions include in particular the following:

- annual fixed compensation: recharge to Worldline of €400,000;
- variable part of the compensation: the amount of the variable part of his compensation relating to his functions as Worldline's CEO will be determined by Worldline's Board of Directors, which will provide Atos International the amount to be paid to Mr Grapinet and to be recharged to Worldline;
- benefits in kind (company car): two-thirds of the related costs are recharged to Worldline;
- expenses incurred by Mr Grapinet in the interests of Worldline (two-thirds of the costs related to the workplace of Mr Grapinet and expenses);
- health insurance and defined pension retirement scheme (régime de retraite à cotisations définies): Worldline is recharged with two-thirds of the employer's costs paid by Atos International;
- fixed retirement scheme: Worldline is recharged with costs corresponding to the tenure of his office as CEO (capped at two-thirds), it being specified that the base compensation is limited to the one received during the relevant period.

In addition, invoices are subject to a 2% mark-up (based on the total amount due by Worldline) to compensate management costs.

## Advisory opinion on the elements of compensation due or awarded for the financial year ending December 31st, 2014 to Mr Gilles Grapinet, Chief Executive Officer

### 8<sup>th</sup> resolution

Under the eighth resolution, you are requested, in accordance with the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code for listed companies of June 2013 (the "AFEP-MEDEF

Code"), which constitutes the Company's reference code pursuant to Article L. 225-37 of the French Commercial Code, to deliver a favorable opinion on the elements of compensation due or allocated for the financial year ending December 31<sup>st</sup>, 2014 to Mr Gilles Grapinet, as described in the company's 2014 Registration Document, Section 21.1.2.1.

Indeed, the AFEP-MEDEF Code provides that the following elements of the compensation due or awarded to the executive director related to the ended financial year must be submitted to the shareholders' advisory vote:

- the fixed part;
- the annual variable part and where necessary the multi-annual variable part with the objectives that contribute to the determination of this variable part;
- extraordinary compensation;
- stock options, performance shares, and any other element of long-term compensation;
- benefits linked to taking up or terminating office;
- supplementary pension scheme;
- any other benefits

It is reminded that Mr Thierry Breton was appointed Chairman of the Company's Board of Directors on April 30, 2014, the date at which the Company was transformed into a limited liability corporation (société anonyme). Before that date, he was Chairmand of the Supervisory Board of the société par actions simplifiée since July 31, 2013. The term of his office as director of the Company will be the date of the shareholders meeting to be held in 2017 which will be called to approve the 2016 accounts. Mr Thierry Breton did not receive any compensation related to his office within the Company in 2013 and 2014.

In this context, the following elements of the compensation due or awarded to Mr Gilles Grapinet, Chief Executive Officer, related to the 2014 financial year by the Board of Directors, upon the proposal of the Nomination and Compensation Committee, are submitted to the shareholders' advisory vote at the annual General Meeting.



# Report of the Board of Directors on the resolutions submitted to the General Meeting

## Elements of the compensation due or awarded to Mr Gilles Grapinet, Worldline's Chief Executive Officer, related the financial year 2014, submitted to the shareholders' vote

Compensation Components	Amounts	Comments
<b>Fixed compensation</b>	<p><b>€ 400,000</b> on an annual basis</p> <p>From May 1<sup>st</sup>, 2014 (date of his appointment as CEO) to Dec. 31, 2014: <b>€ 267,318</b></p>	<p>Mr Gilles Grapinet was appointed CEO on April 30, 2014, the date on which the Company was converted into a limited liability corporation (société anonyme), for the duration of his term as a director.</p> <p>Mr Grapinet's compensation is determined pursuant to his employment agreement with Atos International SAS, a subsidiary of Atos SE. This employment agreement is expected to remain in effect after the listing of the Company's shares on Euronext Paris.</p> <p>The portion of his fixed compensation relating to his duties as CEO of the Company represents two-thirds of the total fixed compensation provided for by his employment agreement with Atos International SAS, a subsidiary of Atos SE. This portion will be re-invoiced in full by Atos International SAS to the Company.</p>
<b>Variable compensation</b>	<p><b>€ 175,060</b> due at the end of 2014</p> <p>i.e. <b>87,53 %</b> the annual target variable compensation, corresponding to 2014's second semester variable income</p>	<p>Mr Grapinet's variable compensation in his capacity as the Company's CEO will be determined in accordance with the decision of the Company's Board of Directors after receiving the opinion of the Nomination and Compensation Committee. It will be based on the compensation criteria established by the Board. Such criteria will be based exclusively on the Company's achievement of specific performance objectives.</p> <p>The variable on-target Bonus subject to performance conditions of Mr Gilles Grapinet, CEO is set at 100% of the fixed part of his compensation, with a maximum payment capped at 130% of the target in case of over performance.</p> <p>The variable compensation of the CEO is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives. In 2014, the nature and weighting of each indicator of the variable on-target Bonus of the CEO are the following:</p> <ul style="list-style-type: none"> <li>• Group External Revenue (40%)</li> <li>• Group Operating Margin before Depreciation and Amortization (30%)</li> <li>• Free Cash Flow (30%)</li> </ul> <p>In order to monitor Company performance more closely and establish a proactive way to support its strategic plan, the performance objectives for the CEO are set and reviewed on a half-year basis by the Board of Directors upon recommendation of the Nomination and Remuneration Committee.</p>
<b>Multiannual variable compensation</b>	N/A	Mr Gilles Grapinet, CEO, receives no variable multiannual compensation.
<b>Fringe benefits</b>	<p><b>€ 3,624</b> (2/3 of total paid from May 1<sup>st</sup>, 2014 to Dec. 31, 2014)</p>	Mr Gilles Grapinet, CEO, has a company car.
<b>Extraordinary Compensation</b>	N/A	For the year 2014, there is no exceptional compensation due to Mr Gilles Grapinet, CEO.
<b>Severance Pay</b>	N/A	There is no severance pay of any kind (golden parachutes, non-compete clauses etc.)



# Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
<b>Grant of Performance Shares</b>	N/A	For the year 2014, Mr Gilles Grapinet, CEO, did not receive any performance share of the Company.
<b>Grant of Stock Options</b>	<p>Grant of <b>€ 180,000</b> Stock-Options</p> <p>Shares valuation: <b>€ 391,595</b></p> <p>Share valuation method in the fair value determined according to IFRS 2 method recognized by the consolidated accounts.</p>	<p>According to the 18<sup>th</sup> resolution of the Shareholder Meeting dated June 13<sup>th</sup>, 2014, on September 3<sup>rd</sup> 2014, the Board of Directors granted 180,000 options to subscribe shares to the CEO, valued at € 391,595 according to the IFRS 2 method recognized by the consolidated accounts of the company This amount is taking into account the recommendations of the AFEP-MEDEF corporate governance code regarding the executive officer, as well as elements of the CEO's remuneration as approved by the decision of the Board of Directors on July 28<sup>th</sup>, 2014.</p> <p>In its analysis, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, did consider the following elements:</p> <p>The grant of 180,00 options to subscribe shares to Worldline CEO represents approximately 11.7% of the total number of shares allocated, and 0.14 % of the share capital of the company at the grant date.</p> <p>The number of shares granted to the CEO is an equity compensation of 33% of its annual total target compensation.</p> <p>It has also been decided by the Board of Directors that the CEO is subject to a conservation obligation of 5% of the Performance Shares granted for the duration of his mandate.</p> <p>The definitive acquisition of the Performance Shares granted under this plan is subject to the achievement of the following cumulative performance conditions:</p> <ul style="list-style-type: none"> <li>• Group Free Cash Flow before acquisition/disposal and variation of equity and dividends for 2014 and for 2015 (above or equal to 85% of the amount disclosed in the Group Budget for the concerned year, or, above or equal to the previous year's results + 10%),</li> <li>• Group Operating Margin Before Depreciation and Amortization for 2014 and for 2015 (above or equal to 85% of the amount disclosed in the Group Budget for the concerned year, or, above or equal to the previous year's results + 10%),</li> <li>• Group Revenue Growth for 2014 and 2015 (Revenue Growth Rate as mentioned in the Company's Budget for the year in question minus 1%, or, +3% for 2014 and +4% for 2015 per reference to the Group Growth targets;</li> <li>• Social and Environmental Responsibility criteria in 2014 and in 2015 (Obtaining the GRI Rating B in 2014 or A in 2015, or being part of the European or Worldwide Dow Jones Sustainability Index)</li> </ul> <p>It is stated that, for each of the concerned year, at least 2 of 3 internal performance conditions must be achieved. If one criterion is not met in the first year, the same will become compulsory for the following year. And for each of the concerned year, the Performance Condition related to the Environmental and Social Responsibility of the Company must be achieved.</p> <p>Options will vest on May 15<sup>th</sup>, 2016 (subject to compliance with the presence condition).</p>

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# Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
<b>Defined Benefit Supplementary Pension scheme</b>	Does not apply	<p>Mr Grapinet is a beneficiary under a supplementary pension plan for members of the Atos group executive committee. In addition, like all members of the Group's French Executive Committee (except for the executive director of Atos SE), Mr Grapinet is currently a beneficiary of a supplemental defined contribution plan.</p> <p>The amount of the supplementary pension benefit corresponds to the difference between 1% of the reference compensation per full calendar quarter of seniority recognized by the plan (limited to a maximum of 60 quarters) and the annual amount of pension benefits paid pursuant to the legal, complementary and supplementary pension plans.</p> <p>A new participant in the plan who is over 50 years old (e.g., aged 50 + n years) receives benefits based on n years of contributions, up to a maximum of five years. In practice, plan participants are required to achieve a minimum of 10 years of cumulated seniority, as recognized by the plan, in order to receive benefits under the plan, with a maximum limit of 15 years.</p> <p>The reference compensation is the fixed compensation (excluding any variable or supplementary compensation). For each year of seniority recognized under the plan, plan participants can acquire a percentage entitlement equal to 4% of the fixed compensation, which corresponds to 2% of the fixed and targeted variable compensation.</p> <p>Worldline supports the acquisition of rights corresponding to the duration of the CEO mandate, in the limit of two thirds.</p> <p>In addition, Atos SE's Board of Directors reviewed the opportunity to strengthen acquisition rules for future rights, by stating for instance that acquisition rights are subject to performance conditions.</p> <p>Accordingly, on March 26, 2015 Atos SE's Board of Directors authorized, to the extent it applies to the CEO of Atos SE, a revision of the Collective Defined Benefit Supplementary Pension scheme which benefits to members of the Executive Committee which end their career within Atos SE or Atos International SAS:</p> <p><b>The Board of Directors has decided to condition the acquisition of rights under the supplementary pension scheme to performance conditions under the following conditions:</b></p> <ul style="list-style-type: none"> <li>• These performance conditions will be set annually by Atos SE's Board of Directors which may in particular refer to the performance conditions contained in stock option plans or free shares plans or to any other condition which it will consider relevant.</li> <li>• At the end of each year, the Board of Directors will meet in order to verify the completion of the performance conditions during the preceding year.</li> <li>• Entire calendar quarters for periods after January 1, 2015 are only be taken into account to assess the amount of the additional pension if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Failing that, the corresponding quarters will not be taken into account to determine the additional pension.</li> <li>• The periods prior to January 1, 2015 are also subject to performance conditions and will only be taken into account to determine the amount of the additional pension if for each year, the performance conditions then set by the Board of Directors, either for the vesting of stock-options plans or for the vesting of free performance shares plans, were met.</li> <li>• Thus failing any performance conditions assessed for 2008, no entire calendar quarters related to this year will be taken into account in the assessment of the amount of the additional pension.</li> </ul> <p>Moreover, for the award of the additional annuity it is expected that a minimum number of years are validated under the performance conditions here above mentioned, during the membership in the Executive Committee.</p>



# Report of the Board of Directors on the resolutions submitted to the General Meeting

Compensation Components	Amounts	Comments
<b>Defined Benefit Supplementary Pension scheme</b>	Does not apply	<p><b>Other modifications of the scheme on the following items:</b></p> <ul style="list-style-type: none"> <li>• The membership requirement at the Executive Committee level is extended to five years;</li> <li>• The minimum age to benefit from the scheme is aligned on the statutory retirement age set by article L. 161-17-2 of the French Social Security Code (Code de la sécurité sociale) (i.e. between 60 to 62 years depending on the year of birth according to the current legislation);</li> <li>• The age for liquidation of the supplementary pension is the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L 161-17-2 of the French Social Security Code.</li> </ul> <p><b>Change of the terms and conditions for determining the amount of the additional pension:</b></p> <ul style="list-style-type: none"> <li>• The annual additional pension amounts to 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation multiplied by twelve.</li> <li>• For the assessment of this reference compensation, only the followings are taken into account:               <ul style="list-style-type: none"> <li>• the basic compensation of the beneficiary;</li> <li>• the annual on-target bonus actually paid to the beneficiary excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation;</li> </ul> </li> </ul> <p><b>Cap of the additional pension:</b></p> <p>The amount of the annual supplementary pension paid under the present scheme to the beneficiary cannot exceed the difference between:</p> <ul style="list-style-type: none"> <li>• 33% of the reference compensation above mentioned,</li> <li>• and the annual amount of the basic additional and supplementary pensions.</li> </ul> <p><b>These amendments to the Defined Benefit Supplementary Pension scheme, which also benefit to Mr Grapinet, will be submitted to the voting of the next shareholders meeting of Atos SE which will be held on May 28, 2015, in accordance with the procedure applicable to regulatory agreements (conventions et engagements réglementés), to the extent this regime benefits to the Chairman and CEO of Atos SE.</b></p>

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# Report of the Board of Directors on the resolutions submitted to the General Meeting

## Extraordinary items

### Authorization granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company

#### 9<sup>th</sup> resolution

We request that you renew, for a duration of eighteen (18) months, in favor of the Board of Directors, the authorization to purchase shares of the Company within the context of the implementation of a share buy-back program.

These purchases could be carried out to perform any allocation permitted by law, including:

- to keep them and subsequently use them for payment or exchange in the context of possible external growth operations;
- to ensure liquidity and an active market of the Company's shares;
- to attribute or assign these shares to the executive officers and Directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) the free share issuance regime and (iv) shareholding plans under French or foreign law particularly in the context of a company savings plan;
- to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- to cancel them as a whole or in part through a reduction of the share capital pursuant to the thirteenth resolution.

This authorization shall not be used during public offers on the shares of the Company.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company.

The maximum purchase price shall not exceed Euros 32.8 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall thus be EUR 200 million.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the Combined General Meeting of June 13, 2014 pursuant to its 9<sup>th</sup> resolution.

### Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

#### 10<sup>th</sup> resolution

We request you to renew the authorization granted to the Board of Directors, for a duration of eighteen (18) months, to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting of shareholders.

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the 19<sup>th</sup> resolution of the Combined General Meeting of June 13, 2014.

### Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital of the Company through the incorporation of reserves, profits or premiums

#### 11<sup>th</sup> resolution

We request you to grant to the Board of Directors a delegation of authority, for a duration of twenty six (26) months, to decide on the increase in share capital on one or more occasions, by incorporation into the share capital of reserves, profits or premiums, followed by the creation and issuance of free shares or an increase in the nominal value of existing ordinary shares.

The maximum nominal amount of the capital increases of the Company, whether immediate or deferred, resulting from all of the issuances carried out by virtue of this delegation shall not exceed € 250 million, it being specified that this maximum amount would count towards the global ceiling provided for in paragraph 2 of the 12<sup>th</sup> resolution of this general meeting and the global ceiling of any future similar resolution.

This authorisation would cancel and replace any previous similar authorization granted by the Company's General Meeting, for the unused part.



# Report of the Board of Directors on the resolutions submitted to the General Meeting

## Delegation of authority to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and / or securities carrying a right to the allocation of debt securities through public offerings, with preferential subscription rights

### 12<sup>th</sup> resolution

We request you to renew, for a duration of twenty six (26) months, in favour of the Board of Directors, the delegation of authority to decide the issuance, maintaining the preferential subscription right, (i) of ordinary shares of the Company, (ii) of securities giving access by any means, immediate or deferred, to ordinary shares in existence or to be issued by the Company, (iii) securities giving access by any means, immediate or deferred, to existing ordinary shares or to be issued by a company of which the Company possesses more than half of the share capital either directly or indirectly (the "Subsidiary") or by a company which holds more half of the share capital of the Company, in the same terms, or (iv) to decide the issuance of securities giving entitlement to an allotment of debt instruments.

The payment of the subscription price of the ordinary shares or the securities giving access to the shares of the Company or of one of its Subsidiaries can be made either in cash or by the compensation of receivables.

The maximum amounts of this delegation shall be:

- 50% of the share capital (at the date of this general meeting) for the nominal amount of the share capital increase of the Company, with a global ceiling, for all share capitals based on this resolution and the 11<sup>th</sup> and 13<sup>th</sup> to 17<sup>th</sup> resolutions, that would be set at 80% of the company's share capital (at the date of this general meeting);
- 1,000,000,000 Euros for the nominal amount of the debt securities.

This authorisation would cancel and replace any previous similar authorization granted by the Company's General Meeting, for the unused part.

## Delegation of authority to the Board of Directors to decide the issue of shares and/or securities giving access to share capital and / or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights

### 13<sup>th</sup> resolution

We request you to renew, for a duration of twenty six (26) months, in favour of the Board of Directors, the delegation of authority to decide the issuance, without any preferential subscription right, (i) of ordinary shares of the Company, (ii) of securities giving access by any means, immediate or deferred, to ordinary shares in existence or to be issued by the Company, (iii) securities giving access by any means, immediate or deferred, to existing ordinary shares or to be issued by a company of which the Company possesses more than half of the share capital either directly or indirectly (the "Subsidiary") or by a company which holds more half of the share capital of the Company, in the same terms, or (iv) to decide the issuance of securities giving entitlement to an allotment of debt instruments.

These securities could be issued in particular as a compensation to securities tendered to the Company as part of public exchange offerings led in France and/or abroad according to applicable rules (e.g. reverse mergers).

The payment of the subscription price of the ordinary shares or the securities giving access to the shares of the Company or of one of its Subsidiaries can be made either in cash or by the compensation of receivables.

The maximum amounts of this delegation shall be:

- 45% of the share capital (at the date of this general meeting) for the nominal amount of the share capital increase of the Company, it being specified that (i) this amount would count towards the global ceiling provided for in paragraph 2 of the 12<sup>th</sup> resolution of this general meeting or the global ceiling of any future similar resolution and (ii) this amount would count towards all share capital increases without preferential subscription right which may be led pursuant to the 14<sup>th</sup>, 15<sup>th</sup> and 16<sup>th</sup> resolutions of this general meeting;
- 1,000,000,000 Euros for the nominal amount of the debt securities.

This authorisation would cancel and replace any previous similar authorization granted by the Company's General Meeting, for the unused part.

## **Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without preferential subscription rights**

### **14<sup>th</sup> resolution**

You are being asked within the framework of this resolution to authorize the Board of Directors to allow the Company to issue shares by way of a "private placement" mentioned in Article L. 411-2, II of the French Monetary and Financial Code with an increase in share capital or offers in combined securities without any preferential subscription right, (i) of ordinary shares of the Company, (ii) of securities giving access by any means, immediate or deferred, to ordinary shares in existence or to be issued by the Company, (iii) securities giving access by any means, immediate or deferred, to existing ordinary shares or to be issued by a company of which the Company possesses more than half of the share capital either directly or indirectly, or (iv) to decide the issuance of securities giving entitlement to an allotment of debt instruments.

The maximum amounts of this delegation shall be:

- 30% of the share capital (at the date of this general meeting) for the nominal amount of the share capital increase of the Company, it being specified that (i) this amount would count towards the global ceiling provided for in paragraph 2 of the 12<sup>th</sup> resolution of this general meeting or the global ceiling of any future similar resolution and (ii) this amount would count towards the ceiling provided for in paragraph 3 of the 13<sup>th</sup> resolution of this general meeting or the global ceiling of any future similar resolution;
- 600,000,000 Euros for the nominal amount of the debt securities.

This authorisation would cancel and replace any previous similar authorization granted by the Company's General Meeting, for the unused part.

## **Authorization to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital**

### **15<sup>th</sup> resolution**

You are being asked to renew, for a period of 26 months, the authorization granted to the Board of Directors to proceed with the issuance of shares or securities giving access to the share capital issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share.

The nominal amount of issues made immediately or in the future by virtue of the present resolution is set to 10% of the share capital at the date of the General Meeting, it being specified that (i) this amount would count towards the global ceiling provided for in paragraph 2 of the 12<sup>th</sup> resolution of this general meeting or the global ceiling of any future similar resolution and (ii) this amount would count towards the ceiling provided for in paragraph 3 of the 13<sup>th</sup> resolution of this general meeting or the global ceiling of any future similar resolution.

In the context of this resolution, you are asked to cancel the preferential subscription rights to the benefit of holders of securities that are subject to the contributions in kind.

This authorisation would cancel and replace any previous similar authorization granted by the Company's General Meeting, for the unused part.



# Report of the Board of Directors on the resolutions submitted to the General Meeting

## Delegation to the Board of Directors of authority to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights

### 16<sup>th</sup> resolution

Due to the current volatility in financial markets, we propose you to renew the delegation granted to the Board of Directors, for a period of 26 months, to increase the number of securities to be issued as part of any share capital increase with or without preferential subscription right led pursuant to a resolution that would be voted on by this general meeting, at the same price as that of the initial issue, within the periods and subject to the limits provided by applicable rules regulations (currently, within thirty days of the closing of the subscription period and subject to a maximum of 15% of the initial issuance), in particular to allow a greenshoe option pursuant to market practice.

The nominal amount of issues made by virtue of the present resolution would count towards the ceiling provided for in the relevant resolution related to the initial issuance and the global ceiling provided for in paragraph 2 of the 12<sup>th</sup> resolution of this general meeting and, in the case of an issuance without preferential subscription right, the ceiling provided for in paragraph 3 of the 13<sup>th</sup> resolution of this general meeting.

## Delegation of authority to the Board of Directors for the purpose of increasing the share capital of the company with the removal of preferential subscription rights to the benefit of the employees of the Company and its affiliated companies

### 17<sup>th</sup> resolution

It is planned to set up an employee shareholding plan comparable to that of the preceding years.

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other capital securities of the Company in France and/or abroad, or securities giving rise, immediately or in the future and by all means, to existing or to be issued shares or other capital securities of the Company, reserved to the employees and officers of the Company or to its affiliated companies adhering to a Company saving plan or any other plan under article L. 225-180 of the Commercial Code and L. 3332-18 et seq of the Labor Code, it being specified that the resolution can be used in order to implement leveraged formulas.

The cap of the par value amount of the immediate or future share capital increases, resulting from all the issues carried out under the present delegation cannot exceed 2.5% of the share capital on the day of the General Meeting, it being specified that the amount will be deducted on the amount of the global cap provided for in paragraph 3 of the 12<sup>th</sup> resolution of this combined general meeting and is determined taking into account the nominal amount of the shares or other capital securities to be potentially issued in order to maintain, pursuant to applicable rules and regulations (and, as the case may be, any contractual terms and conditions), the rights of the holders to securities or of the holders of other rights giving access to the capital of the Company, stock options or purchase options of shares of the Company or rights of free allotment of Company's shares.

The authorization will end up the previous delegation approved by the General Meeting on June 13, 2014 under the 16<sup>th</sup> resolution for the unused portion.

This delegation entails cancellation of the shareholders' preferential right to shares or other capital securities or securities giving access to the capital which could be issued under the present resolution as well as the shares and securities whose securities issued under the present delegation could give right.

It is specified that the Board of Directors could set the subscription price of the securities issued by virtue of this delegation and that it will be determined under the conditions set out in article L.3332-19 of the Labor Code, it being specified that the maximum discount cannot exceed 20% of the average of the share price of Worldline on the regulated market NYSE Euronext Paris in the twenty trading sessions of the stock market preceding the day of the decision of the Board of Directors, setting the opening date for the subscription period.

It is also specified that the Board of Directors, pursuant to article L. 3332-21 of the Labor Code, may provide for the attribution of free shares or other securities giving access to the share capital by way of contribution, or as applicable the discount, subject to the consideration of their pecuniary countervalue, evaluated at the subscription price, does not have the effect of exceeding the limits established by law or regulations.

## Modification of article 25 of the Articles of association - Regulated conventions

### 18<sup>th</sup> resolution

Under the 18<sup>th</sup> resolution, it is suggested to modify article 25 of the Articles of association in order to conform the Articles of association of the Company with articles L225-38 and L225-39 of the Commercial Code, as modified by Ordinance of July 31<sup>st</sup>, 2014.

Hence, it is proposed to delete the fourth paragraph of Article 25 of the Articles of association, currently drafted as follows:



.....

# Report of the Board of Directors on the resolutions submitted to the General Meeting

*"The above provisions do not apply to conventions covering standard operations that are concluded in normal conditions"*

And to replace it by the two following paragraphs:

*"Prior authorization from the board of directors is grounded by justifying the interest of the agreement for the company, particularly by specifying the related financial conditions.*

*The above mentioned provisions are neither applicable to agreements covering standard operations that are entered into under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 225-1 et L. 226-1 of the Commercial Code."*

The other provisions of article 25 would remain unchanged.

## Modification of article 28 of the Articles of association - Common rules to all shareholders' meetings

### 19<sup>th</sup> resolution

Under the 19th resolution, it is suggested to modify article 28 of the Articles of association to conform the Articles of association of the Company with article R.225-85 of the Commercial Code, as modified by the Decree of December 8th, 2014.

Hence, it is proposed:

- (i) to modify the third and fourth paragraph of Article 28 of the Articles of association, currently drafted as follows:

*"The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the recording of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the third working day preceding the meeting at 00:00 hour (Paris time).*

*The recording of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary."*

Which will now be drafted as follows:

*"The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the*

*right to take part in General Meetings through the **registration ("inscription en compte")** of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the second working day preceding the meeting at 00:00 hour (Paris time).*

*The **registration ("inscription en compte")** of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary."*

- (ii) to modify the fourteenth paragraph of Article 28 of the Articles of association, currently drafted as follows:

*"The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the third business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors."*

Which will now be drafted as follows:

*"The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the second business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors."*

The other provisions of article 28 would remain unchanged.

## Powers

### 20<sup>th</sup> resolution

It is proposed to grant all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications, declarations and formalities which may be necessary.



# Draft resolutions

## Ordinary items

### First resolution

#### Approval of the Company accounts for the financial year ending December 31st, 2014

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the Company's accounts for the 2014 financial year, approves, as presented, the Company's financial statements for the financial year ending December 31st, 2014, including the balance sheet, income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

### Second resolution

#### Approval of the consolidated accounts for the financial year ending December 31st, 2014

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the consolidated accounts, approves, as presented, the consolidated accounts for the financial year ending December 31st, 2014, including the balance sheet, income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

### Third resolution

#### Allocation of the net income for the financial year ending December 31st, 2014

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, decides to allocate the available earnings as follows:

	In euros
Earning for the financial year	8,713,816.64
Previous retained earnings	0
A total sum of	8,713,816.64

#### To allocate as follows

To the legal reserve	435,690.83
To the dividends (€0,80 x 99,643,110 shares <sup>(1)</sup> )	0
To the retained earnings	8,278,125.81

In accordance with applicable legal provisions, the General Meeting notes that the following dividends were paid in the three financial years preceding the 2014 financial year:

Financial year	Number of remunerated shares <sup>(1)</sup>	Dividends per share (in €)	Total (in €)
2013	11,621,805	3.88	45,092,603.40
2012	0	0	0
2011	11,621,805	2	23,243,610

<sup>(1)</sup> Number of shares carrying entitlement from 1 January, net of treasury shares at the time of payment of the dividend.

### Fourth resolution

#### Approval of an overall amount of annual Directors' fees

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, decides to set at EUR 150,000 the overall amount of annual Directors' fees remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

### Fifth resolution

#### Renewal of Gilles Arditti as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Gilles Arditti will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of one year, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2015.

### Sixth resolution

#### Renewal of Ursula Morgenstern as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ursula Morgenstern will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of one year, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2015.

.....  
**Seventh resolution**

**Approval of the special report of the auditors regarding the agreements and commitments referred to into articles L.225-38 et seq of the Commercial Code**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the special report of the auditors regarding the agreements and commitments referred to in articles L.225-38 et seq. of the Commercial Code, approves this report in all its provisions as well as the agreements and commitments it mentions, which have been approved by the Board of Directors.

.....  
**Eighth resolution**

**Advisory opinion on the elements of compensation due or allocated for the financial year ending December 31st, 2014 to Mr. Gilles Grapinet, Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code for listed companies of June 2013 (the "AFEP-MEDEF Code"), which constitutes the Company's reference code pursuant to Article L. 225-37 of the French Commercial Code, delivers a favorable opinion on the elements of compensation due or allocated for the financial year ending December 31st, 2014 to Mr. Gilles Grapinet, as described in the 2014 Registration Document, Section 21.1.2.1, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

.....  
**Ninth resolution**

**Authorization granted to the Board of Directors for the purpose of purchasing, conserving or transferring shares in the Company**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, authorizes, in accordance with the provisions of article L.225-209 and seq. of the French Commercial Code, the Board of Directors, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase the Company's shares in the context of the implementation of a share buy-back program.

These purchases could be carried out to perform any allocation permitted by law, the purposes of this share buyback program being:

- to keep them and subsequently use them for payment or exchange in the context of possible external growth operations, in compliance with market practices accepted by the AMF, it being specified that the maximum amount of shares acquired by the Company in this context shall no exceed 5% of the share capital;
- to ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional

conduct charter accepted by the AMF;

- to attribute or sell these shares to the executive officers and directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under Articles L. 225-179 to L.225-197-3. of the Commercial Code, and (iii) free awards of shares in particular under the framework set by Articles L. 225-197-1 to L. 225-197-3 of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions laid down by market authorities and at such times as the board of directors or the person acting upon its delegation so decides,
- to remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations with regard to the issuance of such securities, under the conditions set by market authorities and during periods when the Board of Directors or person acting as its representative so decides, or;
- to cancel them as a whole or in part through a reduction of the share capital pursuant to the 12<sup>th</sup> resolution hereafter.

This authorization shall be used at any time except during public offers on the shares of the Company.

This authorization is also intended to allow the Company to trade in own shares for any other authorized purpose or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequently to this General Meeting, it being specified that where the shares are repurchased in the context of a liquidity contract, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

Acquisitions, sales and transfers or exchange of shares may be made by any means, in accordance with the laws and regulations in force, on one or several occasion, on a regulated market or via a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by



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this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price shall not exceed EUR 32.8 per share (excluding fees).

The Board of Directors shall however adjust the aforementioned purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation, so as to take account of the impact of such transactions on the value of the shares.

The maximum amount of the funds assigned to the buy-back program shall thus be EUR 200 million.

The General Meeting also confers full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of subscription or purchase options or of Company, free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or supplement the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provisions, any changes of the program related to the amended objectives.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 9th resolution of the Combined General Meeting of June 13, 2014.

The Board of Directors shall indicate to the shareholders in its report established by article L. 225-100 of the French Commercial Code, the number of shares purchased and sold during the financial year, the average purchase and sale prices, the amounts of the transaction fees, the number of shares registered in the name of the Company at the close of the financial year and their value evaluated at the purchase price, as well as their nominal value for each of the purposes, the number of shares used, any reallocations which they may have been subject to, and the share of capital which they represent.

## Extraordinary items

### Tenth resolution

#### **Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, authorizes the Board of Directors, with option to sub-delegate under applicable legal and regulatory provisions, pursuant to article L. 225-209 and seq. of the French Commercial Code, to cancel, on one or more occasions, according to the terms and proportions and at the time it will determine, all or part of the shares which the Company owns or could own through purchases pursuant to article L. 225-209 of the French Commercial Code, within a limit of 10% of the share capital recorded at the time of the cancellation decision (this limit would apply to an amount of share capital of the Company which shall be, if applicable, adjusted in accordance with the operations which shall have an effect on the share capital subsequently to this General Meeting) in twenty-four (24) month periods, and to acknowledge the completion of the cancellation and capital decrease operations pursuant to this authorization, attribute the difference between the accounting value of the cancelled shares and the nominal value on all available premiums and reserves, as well as to proceed to the corresponding amendments of the Articles of Association, and necessary formalities.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 19th resolution of the Combined General Meeting of June 13, 2014.

### Eleventh resolution

#### **Delegation to the Board of Directors of authority to increase the share capital through the capitalization of premiums, reserves, profits or other items**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having considered the report of the Board of Directors and in accordance with Article L. 225-130 of the French Commercial Code:

1. Delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the Articles of Association, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that may be carried out in this way may not exceed € 250 million, it being specified that this amount shall count towards the amount of the aggregate cap under paragraph 2 of the 12th resolution of this Meeting and on the amount of the aggregate cap that may be provided under a resolution of a same nature that may replace the said resolution during the period of validity of this delegation of authority;

**2.** In the event that the Board of Directors uses this delegation of authority, grants the Board, with the power to sub-delegate under the conditions prescribed by law, all necessary powers to implement this delegation of authority, in particular in order to:

- determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/ or the amount by which the nominal value of the existing equity securities comprising the share capital will be increased, set the effective date, even retroactively, from which the new equity securities will carry entitlement to dividends or the date on which the increase in the nominal value of the existing equity securities will take effect;
- decide, in the event of free distributions of equity securities that rights to fractional securities will not be tradeable and that the relevant capital securities will be sold; the sums arising from the sale will be allocated to the holders of the rights under the conditions prescribed by the applicable law and regulation;
- Make any necessary adjustments to take into account the impact of transactions affecting the capital of the Company, in particular a change in the par value of the Company's shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in the event of a takeover bid and/or in the event of a change of control), and determine the procedures for safeguarding the rights of holders of securities giving access to the share capital (including through cash adjustments);
- formally note the completion of each capital increase and amend the Articles of Association accordingly;
- in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, together with the exercise of the rights attached thereto;

**3.** Officially notes that, with effect from the date hereof, this delegation cancels any as yet unused portion of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases by the capitalization of premiums, reserves, profits or otherwise. This delegation of authority is given for a period of twenty-six months with effect from the date of this resolution.

.....  
**Twelfth resolution**

**Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities - with preferential subscription rights**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 et seq., and, in particular, Article L. 225-129-2 of the French Commercial Code, and the provisions of Article L. 228-91 et seq. of said Code:

**1.** Delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the share capital on one or more occasions, in France and/or abroad, in

such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or securities giving access to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "Subsidiary") (whether new or existing), for consideration or for free, in accordance with Articles L. 228-91 et seq. of the French Commercial Code, provided that such shares and securities may be subscribed for in cash, by the set-off of debts or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to existing share capital of the Company or a Subsidiary or of a company which directly or indirectly owns more than half of its share capital or carrying a right to the allocation of debt securities in accordance with Articles L. 228-91 et seq. of the French Commercial Code;

**2.** resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 50% of the share capital on the day of this General Meeting, it being specified that the maximum global nominal amount of share capital increases carried out under this resolution and 11<sup>th</sup>, 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup> and 17<sup>th</sup> resolutions of this Meeting shall be 80% of the share capital on the day of this General Meeting;
- the said cap shall, if necessary, be increased by the nominal amount of shares that may to be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of securities giving access to the share capital.

**3.** sets as follows the maximum amounts of debt instruments authorized in case of an issuance of securities giving right to the attribution of debt instruments regulated by articles L. 228-91 et seq. of the French Commercial code and the usage by the Board of Directors of this delegation:

- the maximum nominal amount of debt instruments that may be issued immediately or in the future pursuant to this delegation of authority shall be equal to one billion euros or the countervalue of this amount in any other currency or currency unit determined by reference to several currencies at the date of the issuance;
- this amount will be increased, as the case may be, by any redemption price above par;
- this amount is independent from the amount of debt instruments whose issuance would be decided or authorized by the Board of Directors pursuant to article L. 228-40 of the French Commercial code and contractual terms and conditions.

**4.** Sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six months from the date of this Meeting.

**5.** In the event that the Board of Directors uses this delegation of authority:

- resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them;



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- officially notes that the Board of Directors has the power to introduce a reducible subscription right;
  - officially notes that this delegation of authority automatically involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future ;
  - officially notes that in accordance with Article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
    - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the increase decided upon,
    - in its discretion, to distribute all or part of the shares, or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, such securities, the issue of which has been decided upon but that have not been subscribed,
    - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, securities which have not been subscribed for, to the public in France or abroad,
  - resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable and that the corresponding securities shall be sold.
- 6.** Resolves that the Board of Directors, with the power to sub-delegate as provided by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
- decide to increase the capital and determine the securities to be issued;
  - decide on the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
  - determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
  - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
  - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
  - provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
  - at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
  - determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
  - formally records completion of each capital increase and amend the Articles of Association accordingly;
  - in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto.
- 7.** Officially notes that, with effect from the date hereof, this delegation of authority cancels any as yet unused part of any previous delegation of authority granted for the same purpose, i.e. any delegation of authority relating to capital increases with preferential subscription rights, covering the securities referred to in this resolution.

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**Thirteenth resolution**

**Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/ or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular those of Articles L. 225-129-2, L. 225-135, L. 225-136 and L. 225-148 of said Code and those of Articles L. 228-91 et seq. of said Code:

- 1.** Delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority (i) to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, by making public offerings of shares, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by way of the issue of shares (excluding preferred shares) or securities giving access to the Company's share capital or to any other company in which it holds, whether directly or indirectly, more than one-half of the share capital (a "Subsidiary") (whether new or existing shares), issued for consideration or for free, in accordance with Articles L. 228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to the existing share capital of the Company or a Subsidiary or of a company which directly or indirectly owns more than half of its share capital or conferring a right to the allocation of debt securities in accordance with Articles L. 228-91 et seq. of the French Commercial Code. These securities may, in particular, be issued for the purpose of paying for securities transferred to the Company in the context of a securities exchange takeover bid made in France and/or abroad in accordance with local rules (for example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in Article L. 225-148 of the French Commercial Code.
- 2.** Delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be by Group companies, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access.
- 3.** Resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
  - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether immediately or in the future, shall be 45% of the share capital on the date of this General

Meeting, it being specified (i) that said amount will count towards the limit stipulated by paragraph 2 of the 12<sup>th</sup> resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, and (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to 14<sup>th</sup>, 15<sup>th</sup> and 16<sup>th</sup> resolutions of this Meeting shall be deducted from this amount;

- if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital.
- 4.** Sets as follows the maximum amounts of debt instruments authorized in case of an issuance of securities giving right to the attribution of debt instruments regulated by articles L. 228-91 et seq. of the French Commercial code and the usage by the Board of Directors of this delegation:
    - the maximum nominal amount of debt instruments that may be issued immediately or in the future pursuant to this delegation of authority shall be equal to one billion euros or the countervalue of this amount in any other currency or currency unit determined by reference to several currencies at the date of the issuance;
    - this amount will be increased, as the case may be, by any redemption price above par;
    - this amount is independent from the amount of debt instruments whose issuance would be decided or authorized by the Board of Directors pursuant to article L. 228-40 of the French Commercial code and contractual terms and conditions.
  - 5.** Sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six months from the date of this resolution.
  - 6.** Resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless giving the Board of Directors the option, pursuant to Article L. 225-135, sub-paragraph 2, of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription, provided that the securities not subscribed for in said manner will be the subject of a public offering in France and/or abroad.
  - 7.** Officially notes that if subscriptions, including those of shareholders, if applicable, do not absorb the entirety of the issue, the Board may limit the amount of the operation to the amount of the subscriptions received, on the condition that said amount is at least three quarters of the issue decided upon.
  - 8.** Officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution,



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by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future.

**9.** Officially notes the fact that, in accordance with Article L. 225-136 1°, sub-paragraph 1 of the French Commercial Code:

- the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of NYSE Euronext Paris preceding the determination of the subscription price of the capital increase, minus 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
- the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph.

**10.** Acknowledges that these provisions shall not apply to the cases referred to in article L. 225-148 of the French Commercial Code.

**11.** Resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:

- decide to increase the capital and determine the securities to be issued;
- decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
- determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (offre publique d'échange (OPE)), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (soulte), if any, the terms for setting the price provided for in paragraph 9 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (offre publique d'achat (OPA)) or public exchange offer accompanied by a subsidiary public exchange offer or public tender offer, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;
- on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
- determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
- formally record completion of each capital increase and amend the Articles of Association accordingly;
- in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;



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**Fourteenth resolution**

**Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without preferential subscription rights**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135, and L. 225-136 of said Code, and with Article L. 228-91 and seq. of said Code:

1. Delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through an offer covered by Article L. 411-2, II of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities giving access to the Company's share capital or to any other company in which it holds, whether directly or indirectly, more than one-half of the share capital ("Subsidiary") (whether in the form of new or existing shares) issued for consideration or for free, governed by Article L. 228-91 et seq. of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to decide to issue securities giving access to the existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities governed by Article L. 228-91 et seq. of the French Commercial Code.
2. Delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access.
3. Resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
  - the maximum nominal value of the capital increases that may, be carried out, immediately or in the future, pursuant to this delegation of authority shall be 30% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 12<sup>th</sup> resolution, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority and (ii) that this amount will be deducted from the aggregate cap provided for in paragraph 3 of the 13<sup>th</sup> resolution or, as the case may be, the cap provided
- by resolutions of the same nature that could succeed to the said resolutions during the term of the present resolution;
- in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue; and
- if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
4. determines as follows the maximum amounts of debt instruments authorized in case of an issuance of securities giving right to the attribution of debt instruments regulated by articles L. 228-91 et seq. of the French Commercial code and the usage by the Board of Directors of this delegation:
  - the maximum nominal amount of debt instruments that may be issued immediately or in the future pursuant to this delegation of authority shall be equal to 600 million euros or the countervalue of this amount in any other currency or currency unit determined by reference to several currencies at the date of the issuance;
  - this amount will be increased, as the case may be, by any redemption price above par;
  - this amount is independent from the amount of debt instruments whose issuance would be decided or authorized by the Board of Directors pursuant to article L. 228-40 of the French Commercial code and contractual terms and conditions.
5. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six months from the date of this resolution.
6. Resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution.
7. Officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon.
8. Officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future.
9. Officially notes the fact that, in accordance with Article L. 225- 136 1°, sub-paragraph 1 of the French Commercial Code:
  - the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of NYSE Euronext Paris preceding the determination of the subscription price of the capital increase, minus 5%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;



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- the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph.

**10.** Resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:

- decide to increase the share capital and determine the securities to be issued;
- decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
- determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued,

immediately or in the future, in order to cancel them or not, in accordance with the law;

- provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
- determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
- formally record completion of each capital increase and amend the Articles of Association accordingly;
- in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto.

**11.** Officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases without preferential subscription rights by means of an offer covered by L. 411-2, II of the French Monetary and Financial Code.



## Fifteenth resolution

### **Authorization to issue shares or securities giving access to the share capital without preferential subscription rights as consideration for contributions in kind consisting of equity securities or securities giving access to share capital**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular those of Article L. 225-147, sub-paragraph 6 of said Code:

1. authorizes the Board of Directors, with power of sub-delegation under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 225-148

of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company (whether new or existing shares).

2. Decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the 12th resolution of this Meeting or, where applicable, from the amount of the aggregate cap that may be provided under a resolution of the same nature which could replace said resolution during the validity period of this delegation, and (ii) that this amount will be deducted from the aggregate cap provided for in paragraph 3 of the 13th resolution or, as the case may be, the cap provided by resolutions of the same nature that could succeed to the said resolutions during the term of the present resolution;
  
3. Resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
  - decide upon the capital increase to pay for the contributions in kind and determine the securities to be issued;
  - determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (soulte) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;
  - determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
  - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve;
  - formally note completion of each capital increase and amend the Articles of Association accordingly;
  - in general, take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto.
  
4. Officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization relating to the issue of shares or securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or securities giving access to the share capital;
  
5. The authorization is given for a period of twenty-six months with effect from the date of this resolution.



### **Sixteenth resolution**

#### **Delegation to the Board of Directors of authority to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, in accordance with Article L. 225-135-1 of the French Commercial Code:

1. Delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of a share capital increase of the Company with or without preferential subscription rights, at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription and subject to a maximum of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices.
  
  2. Resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution will count towards the amount of the upper limit provided for in the resolution under which the initial issue is decided and towards the amount of the total upper limit stipulated by paragraph 2 of the 12<sup>th</sup> resolution of this Meeting and, in the event of a capital increase without preferential subscription rights, towards the amount of the upper limit stipulated by paragraph 3 of the 13<sup>th</sup> resolution, or, where applicable, towards the upper limits stipulated by resolutions of the same nature that might succeed said resolutions during the period of validity of this delegation of authority.
- This delegation of authority is given for a period of twenty-six months with effect from the date of this resolution.



### **Seventeenth resolution**

#### **Delegation of authority to the Board of Directors for the purpose of increasing the share capital of the Company with the removal of the preferential subscription rights to the benefit of the employees of the Company and its affiliated companies**

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the auditors' special report and ruling pursuant to articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code and article L. 3332-18 of the French Labour code:

1. Delegates to the Board of Directors, with the possibility of sub-delegation within the conditions set forth in the applicable regulatory and legal provisions, the competence to decide, under the proportions and the periods that it shall determine, the issuing, in France and/



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or abroad of shares or other equity securities of the Company, or securities that immediately or in future give access through any means, to shares or other equity securities of the Company, existing or to be issued, reserved to employees and executive officers of the Company or affiliated companies under the meaning of article L. 225-180 of the French Commercial code, as long as these employees or executive officers adhere to a company savings plan or any other qualifying plan pursuant to the legal and regulatory provisions, it being specified that this resolution may be used in order to implement leverage formulae.

2. Decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2.5% of the share capital on the day of this General Meeting, it being specified that this amount shall be deducted from the amount of the aggregate cap provided for under paragraph 3 of the 12<sup>th</sup> resolution of this Combined General Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights.
3. Decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to.
4. Decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L. 3332-19 of the French Labour Code, it being agreed that the maximum discount may not exceed 20% of an average of Worldline share prices quoted on the regulated market of NYSE Euronext Paris over the twenty trading sessions preceding the day of the Board of Directors' decision, or of its proxy, setting the opening date of the subscription period.
5. Decides that pursuant to article L. 3332-21 of the French Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits.
6. Authorizes the Board of Directors, according to the terms of this delegation, to proceed with sales of shares to adherents of a plan d'épargne d'entreprise ou de groupe (or assimilated employee or group savings plan) as provided for in article L. 3332-24 of the French Labour Code, it being specified that sales of shares with a discount to adherents of such savings plans shall count towards, up to the nominal amount of such sold shares, the amount provided for in paragraph 1 above.
7. Decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions.
8. Grants all powers to the Board of Directors, with the right of sub-delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:
  - to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds,
  - to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question,
  - to set the procedures for participation (notably in terms of seniority) in these issuances,
  - to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company,
  - to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question,
  - at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase, and;
  - in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the Articles of association of the Company, to request the listing on the regulated market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights.
9. Decides that this delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months starting from the date of this General Meeting and officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object.

.....  
**Eighteenth resolution**

**Modification of article 25 of the Articles of association - Regulated conventions**

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, decides to delete the fourth paragraph of Article 25 of the Company's Articles of association, currently drafted as follows:

*"The above provisions do not apply to conventions covering standard operations that are concluded in normal conditions"*

And to replace it by the two following paragraphs:

*"Prior authorization from the board of directors is grounded by justifying the interest of the agreement for the company, particularly by specifying the related financial conditions.*

*The above mentioned provisions are neither applicable to agreements covering standard operations that are entered into under normal conditions nor to those entered into by two companies where one of them holds, directly or indirectly, the entire share capital of the other, after deducting, if applicable, the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 225-1 et L. 226-1 of the Commercial Code."*

The other provisions of article 25 remain unchanged.

.....  
**Nineteenth resolution**

**Modification of article 28 of the Articles of association - Common rules to all shareholders' meetings**

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, decides:

- (i) to modify the third and fourth paragraph of Article 28 of the Company's Articles of association, currently drafted as follows:

*"The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in General Meetings through the recording of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the third working day preceding the meeting at 00:00 hour (Paris time).*

*The recording of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary."*

Which will now be drafted as follows:

*"The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R. 225-85 of the*

*Commercial Code, it has been proven that they have the right to take part in General Meetings through the **registration** ("inscription en compte") of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the **second** working day preceding the meeting at 00:00 hour (Paris time).*

*The **registration** ("inscription en compte") of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary."*

- (ii) to modify the fourteenth paragraph of Article 28 of the Company's Articles of association, currently drafted as follows:

*"The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the third business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors."*

Which will now be drafted as follows:

*"The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the **second** business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors."*

The other provisions of article 28 remain unchanged.

.....  
**Twentieth resolution**

**Powers**

The General Meeting, grants all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications, declarations and formalities which may be necessary.



# Additional information on candidates to the Board of Directors



## Gilles Arditti

Director

Number of shares

1

Date of birth

November 24, 1955

Nationality

French

Date of appointment

April 30, 2014

Term expires on

AGM ruling on the accounts of the 2014 financial year



Proposal to renew Gilles Arditti as member of the Board of Directors

**Executive Vice-President of the Atos group, Group Head of Mergers & Acquisitions and Investor Relations & Financial Communication**

### Other directorships and positions as at December 31, 2014

None

### Positions held during the last five years

None



**Gilles Arditti** holds a masters in finance from the Université de Dauphine and a masters in international finance from the Ecole des Hautes Etudes de Commerce (HEC) in Paris. He also holds an engineering degree from the Ecole Nationale Supérieure de Techniques Industrielles et des Mines d'Alès (ENSTIMA) and is a certified public accountant. After six years at Bull and four at KPMG, he joined Atos in 1990, where until 2004 he was, successively, Director of Mergers and Acquisitions, Director of Finance and Human Resources for Atos Origin in France, and CFO for France, Germany and Central Europe. In 2007, Mr Arditti became head of Investor Relations and Financial Communication for the Atos group, a position he still holds. Since March 2014, he has also served as head of M&A and as a member of the Atos group Executive Committee.



## Ursula Morgenstern

Director

Number of shares  
**1**

Date of birth  
**April 12, 1965**

Nationality  
**German**

Date of renewal  
**April 30, 2014**

Term expires on  
**GM ruling on the accounts  
of the 2014 financial year**

## Proposal to renew Ursula Morgenstern as member of the Board of Directors

### Head of UK & Ireland, Head of Cloud & Enterprise Software for the Atos group

#### Other directorships and positions as at December 31, 2014

- Director of Bluekiwi Software SAS
- Director of Canopy the Open Cloud Company Limited (UK)
- Director of Canopy the Open Cloud Company USA, Inc.
- Director and CEO of Atos IT Solutions and Services Limited (Ireland)
- Director and CEO of Atos IT Solutions and Services Limited (UK)
- Director and CEO of Atos Consulting Limited
- Director of Atos Scotland GP Limited
- Director of Atos Scotland GP Limited, managing associate of Atos CS Scotland LP Partnership
- Director and CEO of Atos Esprit Limited
- Director and CEO of Atos International IT Limited
- Director and CEO of Atos Investments Limited
- Director and CEO of Atos IT Services Limited
- Director and CEO of Atos IT Services UK Limited
- Director and CEO of Atos Limited
- Director of Atos Origin (Sema) Pension Trustees Limited
- Director of Atos Origin CS Pension Trustees Limited
- Director of Atos Origin Pension Trustees Limited
- Director of Atos Scotland GP Limited
- Director and CEO of Atos UK International IT Services Limited
- Director and CEO of Atos UK IT Holdings Limited
- Director and CEO of Atos UK IT Limited
- Director and CEO of Barabas Limited
- Director and CEO of BR Business Systems Limited
- Director and CEO of Sema Investment UK Limited
- Director and CEO of Sphere Limited

#### Positions held during the last five years

None

**Ursula Morgenstern** joined Atos in 2002 at the time of the acquisition of KPMG Consulting. Since the beginning of 2012, she has served as head of the United Kingdom and Ireland entities. Beginning in 2009, she had been Senior Vice President in charge of Private Sector Markets, and from 2007 to 2009 she had been Senior Vice President in charge of Systems Integration. Prior to that, she had occupied various positions in Systems Integration, including head of Profit Centers. Since September 2013, she has been in charge of the new Cloud and Enterprise Software Unit, in addition to managing Atos' activities in the United Kingdom and Ireland.







# Request for documents and information



## Form to be returned to:

Société Générale  
Département Titres et Bourse  
Service Assemblées  
SGSS/SBO/CIS/ISS/GMS  
32 rue du Champ de Tir  
CS 30812  
44308 Nantes Cedex 3

## COMBINED GENERAL MEETING OF **TUESDAY MAY 28<sup>th</sup>, 2015**

I, the undersigned,

Name, surname: .....

Residing at: .....

Postcode: ..... City: ..... Country: .....

Owner of: ..... shares of Worldline:

- registered shares
- bearer shares entered in an account at<sup>1</sup>: .....

acknowledges having received the documents and information concerning the General Meeting as provided for by article R. 225-81 of the French Commercial Code, request a copy of the documents and information concerning the Combined General Meeting of May 28, 2015 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2015

Signature

NOTA : Pursuant to Article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, as from the time of issuance of the notice for the Meeting and until the fifth day before the General Meeting, may request the Company to send the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

The same right applies to the shareholders holder of bearer shares who prove their quality by providing their "Attestation de participation" from their bank or broker.

It is specified that the owners of registered shares may obtain from the Company, by making a single request, all such documents and information for each subsequent General Meeting.

<sup>1</sup> Insert the name of the broker or bank handling your account









# About Worldline

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry. Worldline delivers new-generation services, enabling its customers to offer smooth and innovative solutions to the end consumer. Key actor for B2B2C industries, with over 40 years of experience, Worldline supports and contributes to the success of all businesses and administrative services in a perpetually evolving market. Worldline offers a unique and flexible business model built around a global and growing portfolio, thus enabling end-to-end support. Worldline activities are organized around three axes: Merchant Services & Terminals, Mobility & e-Transactional Services, Financial Processing & Software Licensing. Worldline employs more than 7,300 people worldwide and generated 1.15 billion euros revenues in 2014. Worldline is an Atos company.

**For more information,  
please contact:**  
[assemblee-generale@worldline.com](mailto:assemblee-generale@worldline.com)

**or visit our website:**  
[worldline.com](http://worldline.com)



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Tél. : +33 1 73 26 00 00

The full list of the Worldline group offices  
is available on its website.

